



Invitation to attend the 2019 AGM of Shareholders

on Thursday 4th April 2019 at 9.30 a.m.
at Conference Room, M Floor, GFPT Tower,

312 Rama 2 Road, Bangmod, Jomthong, Bangkok 10150



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 4/2562

March 1st, 2019

Subject: Invitation to Attend the 2019 Annual General Shareholders' Meeting

To: Shareholders of GFPT Public Company Limited

Enclosures:

- 1) copy of the Minutes of the 2018 Annual General Meeting of Shareholders
- 2) 2018 Annual Report in QR Code
- 3) Information of the proposed directors in replacement of those retiring by rotation
- 4) GFPT Definition of Independent Director
- 5) Guidelines for Meeting Registration, Required Documents, Proxy Appointment, Details of GFPT independent directors for proxy appointment, and Vote Casting and Counting
- 6) Proxy Form B
- 7) GFPT Articles of Association of the Company relating to shareholders' meeting
- 8) Map of the meeting place
- 9) QR Code Downloading Procedures for the 2018 Annual Report

GFPT Public Company Limited ("GFPT") would like to invite all shareholders attend the 2019 Annual General Shareholders' Meeting on Thursday 4th, April 2019 at 9.30 a.m. at Conference Room, M Floor, GFPT Tower, 312 Rama 2 Road, Bangmod, Jomthong, Bangkok to consider the following agendas:

Agenda 1 To certify the minute of the 2018 Annual General Meeting of Shareholders

Rationale: GFPT held the 2018 Annual General Meeting of Shareholders on April 5, 2018. A copy of the minute of the meeting is provided in the Enclosure 1.

BOD's Opinion: The minute of 2018 Annual General Meeting of Shareholders held on April 5, 2018 was completely and correctly recorded. It is considered appropriate for the Meeting of Shareholders to certify the minute of 2018 Annual General Meeting of Shareholders.

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

Agenda 2 To acknowledge the Company's 2018 operating results

Rationale: The report of GFPT's operational results for the year 2018 and other important information are available in the 2018 Annual Report (Enclosure 2).

BOD's Opinion: It is considered appropriate for the Meeting of Shareholders to acknowledge GFPT's operational results for the year 2018.

Required Votes: No voting required for this agenda



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Agenda 3 To consider and approve the consolidated and separate statements of financial position and statements of comprehensive income of GFPT PCL. and its subsidiaries for the year ended December 31, 2018

Rationale: The consolidated and separate statements of financial position and statements of comprehensive income of GFPT PCL. and its subsidiaries for the year ended December 31, 2018 were audited by the Certified Public Accountant and reviewed by the Audit Committee as shown in the "Financial Statements" section of the 2018 annual report (Enclosure 2: Page 163).

BOD's Opinion: It is considered appropriate for the Meeting of Shareholders to approve the consolidated and separate statements of financial position and statements of comprehensive income of GFPT PCL. and its subsidiaries for the year ended December 31, 2018 which have been audited by the Certified Auditor (Mr. Naris Saowalagsaku, 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 4 To consider and approve dividend payment for year 2018 performance

Rationale: The dividend policy of GFPT is set as to pay dividend not more than 50% of net profit of Company's separate financial statement after all deductions required by law or by the Company, subjected to the Company's cash flow, liquidity, future investment plans of the Company and its subsidiaries, and economic situation.

In 2018, the separate financial statement of GFPT showed THB 386,316,905.91 or equivalent to THB 0.31 per share in net profit and carried no retained loss. GFPT has sufficient cash flow to pay dividend. In consideration of the future investment plan of GFPT and its subsidiaries, the Board considered and proposed the Meeting of Shareholders to approve the cash dividend payment for the year 2018 performance at the rate of THB 0.25 per share in the total amount of THB 313,455,250 equivalent to 81.14% of net profit of the separate financial statements. The dividend payment is higher than the Company's dividend policy. Dividend will be paid from net profit of separate financial statements for year 2018, in which shareholders must be deducted withholding tax.



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The dividend payment for the operational results of year 2017 - 2018 is shown below:

Dividend Payment for Operational Results of Year	2017 (restated)	2018
Dividend Payment (Baht per share)	0.30	0.25
Dividend Payment Amount (Baht)	376,146,300	313,455,250
Stock Price as of 29 Dec 2017 and 14 Feb 2019	14.10	14.20
Dividend Yield (%)	2.13%	1.76%
Net Profit – Separate (million Baht)	320.17	386.32
Dividend Payout Ratio – Separate (%)	117.48%	81.14%
Net Profit – Consolidated (million Baht)	1,662.19	1,037.97
Dividend Payout Ratio – Consolidated (%)	22.63%	30.20%

The date for determining the rights of shareholders to receive dividend payment will be on March 7, 2019 (Record Date). The dividend payment will be made on April 24, 2019.

However, the right to receive dividend payment is subjected to the approval of the 2019 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 2018 operating results.

BOD's opinion: It is considered appropriate for the Meeting of Shareholders to approve the dividend payment at Baht 0.25 per share for the year 2018

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 appointment of directors in replacement of those who complete their terms by rotation in 2019

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

There are 3 retired directors by rotation in 2019 AGM as follows: 1) Mr. Prasit Sirimongkolkasem, 2) Mr. Virach Sirimongkolkasem, and 3) Dr. Sathit Karanes.

GFPT invited shareholders to nominate qualified candidates for the director position through the SET announcement and its website during September 27 – December 28, 2018. However, no shareholder nominated any qualified candidate.



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The Nomination, Remuneration and Governance Committee considered qualification of director and independent director in accordance with the nomination procedure. In consideration of various aspects of appropriate candidates including qualification, contribution, diversity among the directors of the Board, knowledge, work experience, and expertise, the Nomination, Remuneration and Governance Committee, excluding directors who may have conflict of interest, proposed 3 retired directors by rotation to be re-elected to hold the position for another term as follow: -

- 1) Mr. Prasit Sirimongkolkasem Chairman (re-elected)
- 2) Mr. Virach Sirimongkolkasem Director (re-elected)
- 3) Dr. Sathit Karanes Independent Director (re-elected)

As the current situation, there is no other suitable candidate to replace the independent director; therefore, it is deem necessary to propose to reappoint Dr. Sathit Karanes, the existing independent director, who has been the independent director of the Company for more than 9 consecutive years. His extensive knowledge and experience in business management and corporate governance, business understanding, and also be able to work with The Board effectively. His qualifications and requirements are and fit with the skill specified in Board Skill Matrix.

The 3 candidates' profiles of nominated directors for re-appointment of retired director by rotation are shown in the Enclosure 3.

BOD's Opinion: The Nomination, Remuneration and Governance Committee considered qualification of director and independent director to be in compliance with the Company's Article of Association, the Public Limited Company Act B.E. 2535, the regulation of the Stock Exchange of Thailand and GFPT's definition of independent director (Enclosure 4). 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 has freedom to express his opinions.

Thus, it is considered appropriate for the Meeting of Shareholders to approve the re-appointment of these 3 directors to serve for another term as follow:

- 1) Mr. Prasit Sirimongkolkasem Chairman (re-elected)
- 2) Mr. Virach Sirimongkolkasem Director (re-elected)
- 3) Dr. Sathit Karanes Independent Director (re-elected)

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



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Agenda 6 To consider and approve the 2019 Board of Directors' remuneration

Rationale: The Nomination, Remuneration and Governance Committee and the Board of Director annually reviewed and determined the directors' remuneration based on the Company's overall performance, business size, net profit, business growth together with the duty and responsibilities of the Board of Directors and also comparing with the industry average rate of directors' remuneration.

For year 2019, the Nomination, Remuneration and Governance Committee has considered the directors' appropriateness of the directors' remuneration based on the above mentioned criteria and comparison with the average rate of the agro and food industry and proposed to maintain the rate of remuneration for directors similar to the approved rate from the 2018 Annual General Shareholders' Meeting as follow:

Remuneration	2018	2019 (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
- Director of Audit Committee & Independent Director	45,000 Baht /Person/Month	45,000 Baht /Person/Month
- Director	45,000 Baht /Person/Month	45,000 Baht /Person/Month
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 2019 based on the recommendation of the Nomination, Remuneration and Governance Committee.

Required Votes: *The resolution for this agenda requires votes of not less than two-thirds of the number of the shareholders who attended the meeting*



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Agenda 7

To consider and approve the appointment of auditor and the 2019 auditor's fee

Rationale:

In accordance with the Securities and Exchange Act B.E. 2535 and Clause 42(5) of the Article of Association of the Company, the appointment of Company's auditor and auditor's fee shall be annually approved by the Meeting of shareholders.

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 2019 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 the Company's auditors for the year 2019:
 - 1) Mr. Naris Saowalagsakul, CPA No. 5369 or
(Mr. Naris has initialed on the financial statements of the Company and its subsidiaries for 1 year since 2018)
 - 2) Ms. Praphasri Leelasupha CPA No. 4664
(Never certified in the Company's and its subsidiaries financial statements)

The above-mentioned auditors and Sam Nak – Ngan A.M.C. Company Limited have neither relationship nor conflict of interest with the Company and its subsidiaries, joint ventures, the executives, the major shareholders, or other related persons of these parties. Thus, the auditors are independent to perform audit activities and express their opinions on the Financial Statements of the Company and its subsidiaries.

Sam Nak – Ngan A.M.C. Company Limited is the auditor of all 5 subsidiary companies and GFPT Nicherei (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 Company and are be able to audit and present the financial statements of the Company within schedule.

- 2) To consider and approve the audit fee of the Company and its 5 subsidiaries for the accounting year 2019 in the amount of THB 3,630,000 same as audit fee of year 2018 (excluding VAT and other travelling expenses for auditing service outside Bangkok) as illustrated in the table below:



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Audit Fee	2018	2019 (Proposal)
Audit Fee of GFPT PCL.	1,250,000.-	1,250,000.-
Audit Fee of 5 Subsidiaries	2,380,000.-	2,380,000.-
Non-Audit Fee	-	-
Total Audit Fee	3,630,000.-	3,630,000.-
change (%)	-	-

BOD's Opinion: The Board of Director concurred with the Audit Committee recommendation that it is considered appropriate for the Meeting of Shareholders to approve 1) the appointment of auditors from Sam Nak – Ngan A.M.C. Company Limited namely: Mr. Naris Saowalagsakul, CPA No. 5369 or Ms. Praphasri Leelasupha CPA No. 4664, to be the auditor of Company and its 5 subsidiary companies for the year 2019 and 2) the auditor's fee for the year 2019 in the amount of THB 3,630,000 as proposed.

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

Agenda 8 Other businesses (if any)

In case of any shareholder is unable to attend the meeting, Shareholder may appoint another person or the Company's independent director (pursuant to the list of independent directors specified in the guideline for proxy appointment: Enclosure 5) as a proxy to attend the meeting on your behalf by filling-in information and placing shareholder's signature(s) on the Proxy Form (Enclosure 6) and submit the Proxy Form together with supporting documents (detail in Enclosure 5) to the Company Secretary. On the Meeting date, the Chairman authorizes to the registrar persons of the Company to receive the Proxy Form on behalf of the Chairman.

The registration will start from 7.30 a.m. onwards, it is highly recommended that shareholders and proxy holders bring and declare all documents as stated in the Enclosure 5 and Enclosure 6 (if any) to the Meeting's registration. GFPT reserves the right not to process registration in case of incomplete documents. GFPT will conduct the meeting in accordance with the Company's Article of Association and Public Company Limited Law concerning the Meeting of Shareholders as detail specified in Enclosure 7.

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.

All shareholders are cordially invited to attend the Meeting on the date, time and place stated above.



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Yours sincerely,

GFPT Public Company Limited

(Mr. Prasit Sirimongkolkasem)

Chairman of the Board of Directors

- Remark:
1. The Company determined the right of shareholders to attend the 2019 Annual General Shareholders' Meeting and the right of shareholders to receive the dividend on Thursday March 7, 2019 (Record Date)
However, the right to receive dividend payment is subjected to the approval of the 2019 AGM.
 2. The Company has published the Invitation to Attend of the 2019 Annual General Shareholders' Meeting including the meeting documents and Proxy Form in the Company's website (http://www.gfpt.co.th/ir_shareholders_meeting.php?lang=en).

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](#).
 3. GFPT invited shareholders to propose the Meeting agenda and to nominate qualified person to be elected as the Company's director during September 27, 2018 until December 28, 2018. Neither meeting agenda nor director nomination was proposed this year.



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- Translation -

Minutes of the Annual General Shareholders' Meeting in 2018

GFPT Public Company Limited

Date	Thursday 5 th April 2018
Venue	Company Conference Room, M Floor GFPT Tower, 312, Rama 2 Road, Bangmod, Jomthong, Bangkok 10150
Attendees	702 shareholders holding an aggregate number of 857,322,672 shares which accounted for 68.38% - 91 self-attended shareholders, holding an aggregate number of 415,110,926 shares which accounted for 33.11% - 611 proxies, holding an aggregate number of 442,211,746 shares which accounted for 35.27% 8,259 shareholders did not attend the Meeting, holding an aggregate number of 396,498,328 shares which accounted for 31.62% Total number of shareholders was 8,961 holding 1,253,821,000 shares which accounted for 100.00%

Directors Present at the Meeting

1. Mr. Prasit Sirimongkolkasem	Chairman
2. Mr. Virach Sirimongkolkasem	Vice Chairman and Managing Director
3. Dr. Anan Sirimongkolkasem	Director, Chairman of the Executive Committee, Senior Deputy Managing Director, and Chief Financial Officer
4. Dr. Sathit Karanes	Independent Director, Chairman of Audit Committee, Chairman of Nomination, Remuneration and Corporate Governance Committee
5. Mr. Paramet Hetrakul	Independent Director and Audit Committee
6. Mrs. Somsiri Ingpochai	Director
7. Ms. Wannee Sirimongkolkasem	Director
8. Mr. Sujin Sirimongkolkasem	Director

Directors didn't Present at the Meeting

1. Mr. Thanathip Pichedvanichok	Independent Director and Audit Committee
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Auditor Present at the Meeting

1. Mr. Ampol Chamnongwat, CPA No. 4663
2. Mr. Naris Saowalagsakul, CPA No. 5369

Witness to vote counting

Volunteer from the shareholders' Meeting, (Ms. Sutthida Bunchitthum)

Minutes Taker

Dr. Jutamas Ingpochai (Company Secretary and Vice President Investor Relations)

The Meeting was called to order at 09:30 hrs.



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Dr. Jutamas Ingpochai, Company Secretary, introduced the Company's directors, executives, and auditor to the Meeting. There were 80 shareholders who attended the Meeting in person and 609 shareholders who attended the Meeting by proxies. Thus, total of 689 attendants holding an aggregate number of 853,948,562 shares, accounting for 68.11% of total outstanding shares of the Company, and thereby, constituting a quorum required under the Articles of Association of the Company.

Dr. Jutamas Ingpochai, then, invited Mr. Prasit Sirimongkolkasem, the Chairperson to open the Meeting.

The Chairperson declared the Meeting open and welcomed the shareholders who attended the Meeting and appointed Dr. Jutamas Ingpochai, the Company Secretary, acted as the secretary of the Meeting and considered each agenda onwards.

The Company Secretary demonstrated the video presentation to explain Meeting procedures, vote casting, vote counting, examples of the correct voting card and the voided voting card, and voting results as follows:

Vote Casting:

- Shareholder(s) shall receive a voting card on each agenda upon registration to attend the Meeting. The shareholder or a proxy shall have the number of votes equal to number of shares held or obtained by proxy. One share shall equal to one vote.
- Shareholder(s) and proxies can indicate whether to "approve" "disapprove" or "abstain" by making only one mark in the voting card on each agenda.
- Shareholder(s) and proxies, who wish to vote "disapprove" or "abstain", shall mark "x" on the voting card and submit the voting card for vote counting.

Vote Counting:

- The Company uses barcode system for vote counting.
- For vote counting procedure, the votes "disapprove" or "abstain" shall be deducted from the total number of votes. Shareholders who do not return the ballot shall be deemed as voting in approval on the agenda item.
- Voting rules for a resolution on each agenda items are:
 - In case the resolution shall be passed by majority votes of the shareholders attending the Meeting and casting their votes, abstention would not be counted.
 - In case the resolution shall be passed by number of votes not less than two-thirds and three-quarters of the total votes of the shareholders attending the Meeting, abstention would be counted.
 - In case that shareholder uses proxy form B and indicates the vote on each agenda in advance, proxies shall not receive the voting card after registration. The Company shall record the vote as shown in the proxy form B at the registration to the Meeting.
- In case that the shareholder or proxy wishes to leave the Meeting earlier, the shareholder or proxy may exercise rights to vote on the remaining agenda by submitting the voting card to the Company's officers at the Meeting room.



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Vote Result:

- After completion of vote counting on each agenda, the resolution and voting result shall be announced to the Meeting and displayed on the screens.
- Number of votes on each agenda may be different as the shareholders and proxies gradually entered the Meeting room; as a result, the number of the attendees on each agenda may vary.
- After the announcement of voting result on the agenda item, voting card of previous agenda items shall not be counted.

Questions and Comments:

- Shareholders and proxies are welcomed provide comment or raise question before casting the vote on each agenda by raising his/her hand. After the Chairperson of the Meeting gives permission, the shareholder shall inform first name and last name to the Meeting before asking questions or giving opinions.
- If the opinion or question is irrelevant to the agenda item under consideration, the Chairperson would invite attendees to ask questions or express their opinions in the relevant agenda items or in the agenda concerning other businesses.

The Company Secretary informed the Meeting that the Company provided an opportunity for shareholders to send questions and/or agendas in advance from 28 September 2017 to 29 December 2017. There is no question raised from shareholders.

The Company Secretary provided an opportunity for shareholders to raise questions about vote casting and vote counting.

For transparency of vote counting process, the Company Secretary invited a shareholder to be representative. Ms. Sutthida Bunchitthum, volunteered to be witness and inspector in the vote counting of the Meeting.

The Meeting then proceeded according to the agendas as follows:

Agenda 1 To certify the minute of the 2017 Annual General Meeting of Shareholders

The Company Secretary proposed the Meeting to certify the minute of the 2017 Annual General Meeting of Shareholders held on 5 April 2017. A copy of the Minute was sent to shareholders together with the invitation letter of this Meeting, which has been disclosed in the Company's website.

The Company Secretary invited shareholders attending the Meeting to raise questions and express their opinions.

No question or comment was raised by shareholders. The Company Secretary thus asked the Meeting to consider the matter and cast their votes.

Resolution: The Meeting considered and resolved to adopt the 2017 Annual General Meeting of Shareholders held on 5 April 2017. The resolution was passed by a unanimous vote of shareholders attending the Meeting and casting their votes. The voting result was as follows: -



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Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the Meeting and casting their votes
Approve	857,257,262	100.00
Disapprove	0	0.00
Abstain	0	-
Incomplete	0	0.00

Agenda 2 To acknowledge the Company's 2017 operating results

The Company Secretary informed the Meeting that the GFPT's operation result for the year 2017 was shown in the 2017 Annual Report (CD) which was sent to all shareholders together with the invitation letter of this Meeting and invited shareholders to watch the video presentation of 2017 operations results of the Company and its subsidiaries.

The Company Secretary invited the shareholders attending the Meeting to raise questions and express their opinions.

Summarization of the shareholders' opinions and questions was as follows:

Khun Ratchanee Thamacharoen Shareholder	What countries are customers of the Company? How much is sales mix for both domestic and international markets?
Dr. Anan Sirimongkolkasem Chairman of the Executive Committee	Japan and EU are our main export markets, 90% of total export and another 10% are other markets in ASEAN such as Hong Kong, Singapore, and Middle East countries. In addition, China will be a promising opportunity as GFPT is one of seven authorized factories to export chicken product to China. The export volume to China per year is expected to be 110,000 tons which is accounted for THB 20 - 30 billion per year.
Dr. Jutamas Ingpochai Company Secretary and Vice President Investor Relations	How much percentage is export of the Company? In previous year, the total export of GFPT, McKey, and GFN accounted for 13% of Thai chicken export.
Dr. Anan Sirimongkolkasem Chairman of the Executive Committee	What is the estimated export to China in percentage? About 20%
	Does the Company need extra fund for constructing factory? The investment in processing plant project will be around THB 5 - 6 billion. The capital expenditure is around THB 1 billion per year mainly from retained earnings.



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Does the Company have labor scarcity as from the plant expansion?

The Company legally employed migrant workers as the Company provides appropriate residence and compensation. The Company does not have any issue on labor scarcity.

Is the Company interested to use Robotic?

The Company is currently using automation system in the production process. The Company will use more automation if the quality and outcome are acceptable, however; a Robotic technology is not yet applied.

As minimum wage is higher and have negative impact on the Company's profit and performance, will Robotic help reducing labor cost?

The Company currently uses several types of automation such as the automatic evisceration equipment. Previously, the Company used only manual evisceration but now the auto-evisceration has been used for 2-3 years.

Propose that the Company should set up the plant visit for shareholders attended today.

We welcome shareholders who register today for plant visit, however; the date and time of the plant visit will be informed later. We may have to inform the invitation of plant visit through the SET website as well.

Khun Som Chansuthirangkool
Shareholder

Is Thai Baht anticipated to keep appreciated?

What is the expected broiler price for this year?

Dr. Anan Sirimongkolkasem
Chairman of the Executive
Committee

The appreciation of Thai Baht impacts the Company's export a bit, however; the Company does have natural hedge as the Company has import of feed raw material in US dollar. The value of import and export is nearly equal. The foreign exchange rate is really hard to forecast, but I anticipated to be around 30 Baht. The broiler price in the past few years was quite well resulting in chicken farm expansion causing oversupply and broiler price decline to 32- 34 Baht per kilogram. For the first half of the year, broiler price should be at this level and slightly goes up after mid - year.

Is US currency accounted for 25 percent out of consolidated revenue?

Yes, most of export sales are traded in US dollar.

What about the rest of export revenue? Is it in Euro currency?

Yes, it is.

Khun Chumphol Ditwanakul
Shareholder

If the Company exports to China, will the trading currency be Chinese Yuan?

Dr. Anan Sirimongkolkasem
Chairman of the Executive
Committee

It depends on Chinese importers. Generally, the Chinese importers use US dollar as a trading currency because it is much easier for price comparison.



GFPT PUBLIC COMPANY LIMITED

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Khun Apisit Buranakanonda Shareholder	How much percentage of fresh frozen chicken and cooked chicken exports?
Dr. Jutamas Ingpochai Company Secretary and Vice President Investor Relations	The chicken export consists of 82% for cooked products and 18% for fresh frozen.
	What if there is disease outbreak, how it will affect export?
Dr. Anan Sirimongkolkasem Chairman of the Executive Committee	In the case of bird flu outbreak, cooked chicken products are still be able to export normally, but fresh frozen chicken will be halted.
	What level does the Company apply Animal Welfare to chicken farms?
	There are 2 kinds of animal welfare in Thailand: compulsory and voluntary. The Company has higher standard than compulsory requirement for import country practices.
	What are internal and external risks in executives' views?
Dr. Jutamas Ingpochai Company Secretary and Vice President Investor Relations	Internal and external risks are specified in the Annual Report such as lower broiler price, higher feed cost, and THB appreciation.

No further questions or comments were raised by the shareholders.

Thus, the Meeting acknowledged the Company's 2017 operating results.

Agenda 3 To consider and approve the consolidated and separate statements of financial position and statements of comprehensive income of GFPT PCL. and its subsidiaries for the year ended December 31st, 2017

The Company Secretary proposed the Meeting to consider and approve the consolidated and separate statements of financial position and statements of comprehensive income of GFPT PCL. and its subsidiaries for the year ended December 31st, 2017 as stated in the annual report. (Enclosures 2: 2017 Annual Report in CD Section "Financial Statements" on page 171) had been sent to the shareholders together with the invitation letter of this Meeting as summarized below:

- As at 31 December 2017, the Company and its subsidiary companies had total assets in amount of THB 17,366 million, increased by THB 1,205 million or 7.46% from last year. The Company had total liabilities in amount of THB 5,205 million, decreased by THB 177 million or 3.28% from last year. The Company had total equities in amount of THB 12,161 million, increased by THB 1,382 million or 12.82% from last year.
- In 2017, the Company had total consolidated revenues of THB 16,928 million, increased by THB 235 million or 1.41% from last year. The consolidated net profit was THB 1,748 million, increased by THB 105 million or 6.37% from last year. The earning per share was 1.39 Baht. As the detail of the Company's operating results in the video presentation in the Agenda 2.



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The Company Secretary invited the shareholders attending the Meeting to raise questions and express their opinions.

No further questions or comments were raised by the shareholders. The Company Secretary thus asked the Meeting to consider the matter and cast their votes.

Resolution: The Meeting considered and resolved to approve the consolidated and separate statements of financial position and statements of comprehensive income of GFPT PCL. and its subsidiaries for the year ended December 31st, 2017. The resolution was passed by a unanimous vote of shareholders attending the Meeting and casting their votes. The voting result was as follows: -

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the Meeting and casting their votes
Approve	856,711,365	100.00
Disapprove	0.00	0.00
Abstain	602,000	-
Incomplete	0.00	0.00

Agenda 4 To consider and approve dividend payment for year 2017 performance

The Company Secretary proposed the Meeting to consider and approve dividend payment for year 2017 performance.

The dividend policy of GFPT is set as to pay dividend not more than 50% of net profit of Company's separate financial statement after all deductions required by law or by the Company, subjected to the Company's cash flow, liquidity, future investment plans of the Company and its subsidiaries, and economic situation.

In 2017, the separate financial statement of GFPT showed THB 406,330,195.08 or equivalent to THB 0.32 per share in net profit and carried no retained loss. GFPT has sufficient cash flow to pay dividend. In consideration of the future investment plan of GFPT and its subsidiaries, the Board considered and proposed the Meeting of Shareholders to approve the cash dividend payment for the year 2017 at the rate of THB 0.30 per share in the total amount of THB 376,146,300 equivalent to 92.57% of net profit of the separate financial statements. The dividend payment is higher than the Company's dividend policy. The dividend will be paid 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 14th, 2018 (Record Date) and the dividend payment will be made on April 25th, 2018.

The Company Secretary invited the shareholders attending the Meeting to raise questions and express their opinions.

No further questions or comments were raised by the shareholders. The Company Secretary thus asked the Meeting to consider the matter and cast their votes.



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Resolution: The Meeting considered and resolved to approve dividend payment for year 2017 performance. The resolution was passed by a unanimous votes of shareholders attending the Meeting and casting their votes. The voting result was as follows: -

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the Meeting and casting their votes
Approve	857,313,365	100.00
Disapprove	0.00	0.00
Abstain	0.00	-
Incomplete	0.00	0.00

Agenda 5 To consider and approve the appointment of directors in replacement of those who complete their terms by rotation in 2018

The Company Secretary informed the Meeting that there were three directors who are retiring by rotation in this year, namely:

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

GFPT invited shareholders to nominate qualified candidates for the director position through the SET announcement and its website during 28 September 2017 - 29 December 2017. However, no shareholder nominated any qualified candidate.

The Nomination, Remuneration and Corporate Governance Committee considered the profiles and qualifications of the candidates in accordance with the nomination procedure appeared in the Section "Good Corporate Governance" of the 2017 annual report (Enclosure 2: 2017 Annual Report in CD on page 92) as well as various aspects of appropriate candidates including qualification, contribution, and diversity among the directors of the Board, knowledge, work experience, and expertise.

The Nomination, Remuneration and Corporate Governance Committee excluding the committee members who may have conflict of interest, proposed 3 retired directors by rotation to be re-elected to hold the position for another term as follow: -

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

The 3 candidates' profiles of nominated directors for re-appointment of retired director by rotation are shown in the Enclosure 3.

Mr. Thanathip Pichedvanichok, who has been proposed to be the Independent Director, hold qualifications in accordance with the Company's definition of independent director which is higher than minimum



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requirement of Securities and Exchange Commission (Enclosure 4). The Independent Director who has been proposed to be re-elected still perform and express the opinions independently.

The Company Secretary invited the shareholders attending the Meeting to raise questions and express their opinions.

Summarization of the shareholders' opinions and questions was as follows:

Khun Krittiga Pathomkasikul Shareholders' Right Protection Volunteers Thai Investors Association	Due to SET criteria, independent director should not hold office more than 9 years continuously, could you please explain why the independent director is proposed to be re-elected another term of office?
Dr. Anan Sirimongkolkasem Chairman of the Executive Committee	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. His expertise, good knowledge in law, business understanding, and also be able to work with The Board effectively. His qualifications fit with IOD criteria. He can perform his duty and has freedom to express his opinions.

No questions or comments were raised by the shareholders. The Company Secretary thus asked the Meeting to consider the matter and cast their votes for each proposed individual candidate as follows: -

Resolution: The Meeting considered and resolved to approve the re-election of 3 retiring directors: (1) Mr. Thanathip Pichedvanichok, (2) Ms. Wannee Sirimongkolkasem, and (3) Mr. Sujin Sirimongkolkasem, to serve as the Company's directors for another term. The resolutions were passed for each individual director with majority votes of shareholders attending the Meeting and casting their votes. The voting results were as follows: -

(1) Thanathip Pichedvanichok to be re-election as Independent Director

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the Meeting and casting their votes
Approve	857,198,265	99.99
Disapprove	110,400	0.01
Abstain	12,000	-
Incomplete	0	0.00



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(2) Ms. Wannee Sirimongkolkasem to be re-election as Director

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the Meeting and casting their votes
Approve	839,493,384	97.92
Disapprove	17,815,281	2.08
Abstain	12,000	-
Incomplete	0	0.00

(3) Mr. Sujin Sirimongkolkasem to be re-appointed as Director

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the Meeting and casting their votes
Approve	790,861,487	92.25
Disapprove	66,447,178	7.75
Abstain	12,000	-
Incomplete	0	0.00

Agenda 6 To consider and approve the 2018 Board of Directors' remuneration

For year 2018, the Nomination, Remuneration and Corporate Governance Committee has considered the directors' appropriateness of the directors' remuneration based on the above mentioned criteria and comparison with the average rate of the agro and food industry and proposed to maintain the rate of remuneration for directors similar to the approved rate from the 2017 Annual General Shareholders' Meeting as follow:

Monthly Remuneration

Chairman of the Board of Directors	50,000 Baht/Month
Chairman of Audit Committee and Independent Director	50,000 Baht/Month
Director of Audit Committee and Independent Director	45,000 Baht/Month
Director	45,000 Baht/Month

Annual Bonus

One month remuneration

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

Non-monetary compensation

- None -

The Company Secretary invited the shareholders attending the Meeting to raise questions and express their opinions.

No further questions or comments were raised by the shareholders. The Company Secretary thus asked the Meeting to consider the matter and cast their votes.



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Resolution: The Meeting considered and resolved to approve the 2018 Board of Directors' remuneration. The resolution was passed with number of votes not less than two-thirds of the total votes of the shareholders attending the Meeting. The voting results were as follows: -

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the Meeting
Approve	851,766,332	99.35
Disapprove	5,516,333	0.64
Abstain	40,000	0.01
Incomplete	0	0.00

Agenda 7 To consider and approve the appointment of auditor and the 2018 auditor's fee

The Company Secretary proposed the Meeting to consider and approve the appointment of auditor and auditors' remuneration as proposed by the recommendation of the Audit Committee. The Audit Committee has considered that Sam Nak – Ngan A.M.C. Company Limited is a reliable, well-perform, have sufficient and capable staffs, and offers reasonable fee. Thus, the Audit Committee proposed to the Board of Director to appoint the auditors namely:

1. Ms. Praphasri Leelasupha CPA No. 4664 or
(Never certified in the Company and the subsidiaries's financial statements)
2. Mr. Naris Saowalagsakul CPA No. 5369
(Never certified in the Company's and the subsidiaries's financial statements)

From Sam Nak – Ngan A.M.C. Company Limited. to be the auditor of Company and 5 subsidiary companies for the year 2018. In addition, the Audit Committee proposed the Board of Director to approve the audit remuneration of the Company and its 5 subsidiaries for the accounting year of 2018 in the amount of THB 3,630,000 which increase by THB 915,000 or 33.70% from the audit fee of year 2017 (excluding VAT and other travelling expenses for auditing service outside Bangkok) as illustrated in the table below:

Audit Fee	Year 2017	Year 2018 (Proposed Year)
Audit Fee of GFPT PCL.	870,000.-	1,250,000.-
Audit Fee of 5 Subsidiaries	1,845,000.-	2,380,000.-
Non-Audit Fee	-	-
Total Audit Fee	2,715,000.-	3,630,000.-
% change		33.70%

Besides, the auditors namely above have neither relationship nor conflict of interest with the Company, its subsidiaries, joint venture, management, major shareholders, or related persons. Thus, all proposed auditors are independent to perform audit activities and express their opinions for the Financial Statement of the Company and its subsidiaries.



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The Company Secretary invited the shareholders attending the Meeting to raise questions and express their opinions.

Summarization of the shareholders' opinions and questions was as follows:

Khun Ratchanee Thamacharoen Why does audit fee significantly increase by 33%?

Shareholder

Mr. Naris Saowalagsakul

Auditor

For the past 4 years, the audit fee had been increasing about 2.3% per year. Sam Nak – Ngan AMC has never proposed to adjust the audit fee base. In fact, the auditing process and procedure is getting even more complicated due to new accounting standards. The auditing time of GFPT Group has increased from 8,000 hours to 10,000 hours lately. Moreover, higher office rent and auditor scarcity have led overall cost to go up. So Sam Nak – Ngan AMC is necessary to adjust the audit fee to reflect the increasing in cost and auditing hours.

Suggest the Company to find auditor by auction.

Dr. Anan Sirimongkolkasem

Chairman of the Executive

Committee

Thank you for the suggestion for further consideration.

Khun Som Chansuthirangkool

Shareholder

Dr. Anan Sirimongkolkasem

Chairman of the Executive

Committee

What does executive think about rising audit fee?

The Board of Director reviewed and compared the audit fee with similar size of operation in the same industry and found that the proposed audit fee is lower than others.

What criteria does the Company use to compare audit fee?

Khun Theerasak

Piamsuphakphong

Internal Audit Director

The Company compared audit fee with other companies in same industry. The result is audit fee of GFPT is lower than others.

No further questions or comments were raised by the shareholders. The Company Secretary thus asked the Meeting to consider the matter and cast their votes.

Resolution: The Meeting considered and resolved to approve the appointment of Ms. Praphasri Leelasupha, CPA No. 4664 or Mr. Naris Saowalagsakul CPA No. 5369 from Sam Nak – Ngan A.M.C. Company Limited. To be the auditors of the Company and its 5 subsidiaries for year 2018 and the auditor's fee for the year 2018 in the amount of THB 3,630,000. The resolution was passed by majority votes of shareholders attending the Meeting and casting their votes. The voting result was as follows: -



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Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the Meeting and casting their votes
Approve	856,867,565	99.95
Disapprove	399,500	0.05
Abstain	55,600	-
Incomplete	0	0.00

Agenda 8 Other businesses (if any)

The Company Secretary informed the Meeting that all agenda items as listed in the invitation letter had been completed and then invited the shareholders attending the Meeting to raise questions and express their opinions.

Summarization of the shareholders' opinions and questions was as follows:

Khun Apisit Buranakanonda
Shareholder

How intense competition among competitors such as Vietnam and Poland affects long-term export competency of the Company and Thai chicken industry?

Dr. Anan Sirimongkolkasem
Chairman of the Executive
Committee

The competition will be stronger in the future, nevertheless; Thailand has higher competitive advantages comparing to competitors, for example, competence authority. Besides, the Department of Livestock Development has proficiency in certification and creditability in which Vietnam is way far behind. However, For Poland, is a member of EU, has advantage on exporting to EU.

How the news that BRF, a Brazilian company, who counterfeited certificate affect Thai chicken export?

It should be positive to Thailand because BRF is a big producer and exporter of Brazil, which is a competitor of Thailand. The certificate forgery directly affected creditability of Brazilian chicken exporters towards international importers, especially European countries and Japan.

From intense competition, rising in raw material, and descending trend in feed sales of subsidiary, what trend it should be in this year?

In the Company's view, this year performance may not as good as previous year.

The main causes are:

1. Oversupply of chicken as a result of higher amount of chicken farmers.
2. Increasing raw material price, especially corn.
3. Higher labor cost lead to higher overall cost.

How long will layer chicken and swine business problems be solved?

How will these problems affect the Company?

Our main product is broiler (chicken meat product) and we only sell swine feed not pork meat, so these two problems will create no impact.

Khun Chumphol Ditwanakul
Shareholder

Does the Company export to US? Will trade war between US and China affect the Company?



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Dr. Anan Sirimongkolkasem
Chairman of the Executive
Committee

The Company does not export to US, therefore; there is no impact to Thai chicken export. China recently opened chicken import from Thailand, which will have positive impact for Thai chicken industry.

Does China import chicken from US?

China imports chicken product from US, Brazil, and other countries in Europe.

Is there any difference in cost of raising chicken between US and Thailand?

US has lower in overall cost of raising chicken because Thailand has to import soybean meal from overseas to produce feed for chicken.

How many tons of chicken that China imports from US?

About 30 - 50 billion tons per year.

Khun Ratchanee Thamacharoen
Shareholder

Does the Company currently have fully vertical integration plants based in Thailand only?

Dr. Anan Sirimongkolkasem
Chairman of the Executive
Committee

Yes, it does.

How the Company is affected by any problems occur in Thailand?

We can survive through many occurrences, especially, the bird flu outbreak in the past

Suggest the Company should consider invest in overseas.

Thank you for the suggestion for further consideration.

No further questions or comments were raised by the shareholders. The Chairman thanked shareholders and declared the Meeting adjourned.

Additional shareholders arrived and registered after the Meeting started. At the closing time of the Meeting, there were 702 shareholders, who presented either in person or by proxy, representing 857,322,672 shares or 68.38% of total outstanding shares of the Company.

The Meeting was adjourned at 11.00 hrs.

SignedChairman

(Mr. Prasit Sirimongkolkasem)

Chairman of the Meeting

Signed.....Corporate Secretary

(Dr. Jutamas Ingpochai)

Recorder of the Meeting

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

Name / Surname : Mr. Prasit Sirimongkolkasem

Type of Nominated Position : Chairman (re-elected)

Age : 78 years

Nationality : Thai

Education : Secondary School

Director Certificate : Directors Accreditation Program No.11/2004

Current Position : Chairman (The authorized director)

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

Experience / Other Positions : Listed Company and Public Company Limited



1. Chairman of Krungthai Food PCL.

Other Juristic

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

Expertise : - Have extensive knowledge in feed mill, poultry farming, and management.
 - Be an expert in selling and marketing area of feed business.
 - Have work experience in the agricultural industry for more than 40 years.

Criteria and Recruitment : Determined by the Nomination, Remuneration and Governance Committee and the Board of Directors regarding the appropriate knowledge, skills, experience, including the use of Board Skill Matrix and capability will be beneficial to the Company's business from a list of qualified candidates from 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.

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

Meeting attendance in 2018

-The Annual General Shareholders' Meeting : 1 meeting from total of 1 meeting (100%)
 -The Board of Directors' Meeting : 10 meetings from total of 10 meetings (100%)

Number of Shareholding (as of 28 December 2018) : 33,000,000 shares (2.63%)

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

Positions in other non-listed companies in The Stock Exchange of Thailand : -11-

Position in Competing / Involving Business Person : -4-

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

Legal dispute in criminal cases : -None-

(other than criminal cases with petty offences)

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

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

Name / Surname : Mr. Virach Sirimongkolkasem

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

Age : 69 years

Nationality : Thai

Education : Secondary School

Director Certificate : Directors Accreditation Program No.14/2004

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

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



Experience / Other Positions

Listed Company and Public Company Limited

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

Other Juristic

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

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

Criteria and Recruitment : Determined by the Nomination, Remuneration and Governance Committee and the Board of Directors regarding the appropriate knowledge, skills, experience, including the use of Board Skill Matrix and capability will be beneficial to the Company's business from a list of qualified candidates from IOD Chartered Director, nominate candidate proposed by shareholders, and the evaluation results of directors and sub-committee's performance

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

Criteria and Recruitment (Cont.) (individual) who retired by rotation, and propose to the Board for consideration, respectively.

Meeting attendance in 2018

-The Annual General Shareholders' Meeting : 1 meeting from total of 1 meeting (100%)
 -The Board of Directors' Meeting : 10 meetings from total of 10 meetings (100%)
 -The Board of Executive Committee Meeting : 10 meetings from total of 10 meetings (100%)

Number of Shareholding (as of 28 December 2018) : 30,349,500 shares (2.42%)

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

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

Position in Competing / Involving Business Person : -6-

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

Legal dispute in criminal cases : -None-
 (other than criminal cases with petty offences)

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

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

Name/Surname	: Dr. Sathit Karanes	
Type of Nominated Position	: Independent Director (re-elected)	
Age	: 66 years	
Nationality	: Thai	
Education	: Faculty of Doctor of Medicine, Diplomate Thai Board of General Surgery, and Pediatrics Surgery, Mahidol University	
Director Certificate	: Directors Accreditation Program No.14/2004 Audit Committee Program No.31/2010	
Current Position in GFPT	: Independent Director Chairman of Audit Committee Chairman of Nomination, Remuneration and Governance Committee	
Year of Nomination	: 25 June 1998 – Present (21 years)	
Experience / Other Positions	<u>Listed Company and Public Company Limited</u> -None- <u>Other Juristic</u> 1. Instructor and Doctor of Faculty of Medicine, Ramathibodi Hospital 2. Director of S.V.K. Family Mart Co., Ltd.	
Expertise	: - Have extensive knowledge and experience in business management and corporate governance.	
Criteria and Recruitment	: Determined by the Nomination, Remuneration and Governance Committee and the Board of Directors regarding the appropriate knowledge, skills, experience, including the use of Board Skill Matrix and capability will be beneficial to the Company's business from a list of qualified candidates from IOD Chartered Director, nominate candidate proposed by shareholders, and the evaluation results of directors and sub- committee' s performance (individual) who retied by rotation, as the current situation, there is no other suitable independent director to replace; therefore, It is deem necessary to propose to reappoint the existing independent director who has been the independent director of the Company for more than 9 consecutive years and propose to the Board for consideration, respectively.	

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

Meeting attendance in 2018

-The Annual General Shareholders' Meeting : 1 meeting from total of 1 meeting (100%)
 -The Board of Directors' Meeting : 10 meetings from total of 10 meetings (100%)
 -The Audit Committee Meeting : 5 meetings from total of 5 meetings (100%)
 -The Nomination, Remuneration : 2 meetings from total of 2 meetings (100%)
 and Governance Committee Meeting

Number of Shareholding : -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 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 transaction size)	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.
- 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, Required Documents, Proxy Appointment,
Details of GFPT Independent Directors for Proxy Appointment, and Vote Casting and Counting
The 2019 Annual General Meeting of Shareholders
GFPT Public Company Limited
4 April 2019

Registration and Documents required to be shown prior to attend the Meeting

The Company will open the registration counter for meeting attendance from 7.30 a.m.

The Company uses the barcode system for meeting registration. Therefore, each shareholder is required to present the following documents (as the case may be) to the Company's Registrar.

Documents required for the meeting registration and attendance (as the case may be)

1. In the event that the shareholder is a natural person:

1.1 Attendance in person

A non-expired identification document issued by a governmental authority on which the card holder's photo also appears; such as, a personal identification card or a passport.

1.2 Attendance by proxy

- (a) A Proxy form B (the form of which is attached to the notice for calling the meeting of the shareholders), that is completely filled-in and signed by the proxy grantor and the proxy, and affixed with Baht 20 stamp duty;
- (b) A photocopy of identification document of the shareholder issued by a governmental authority as referred to in clause 1.1 above and certified as true and correct by the proxy grantor; and
- (c) An identification document of the proxy issued by a governmental authority as referred to in clause 1.1 above

2. In the event that the shareholder is a juristic person:

2.1 Attendance in person by an authorized representative of the shareholder

- (a) An identification document of such authorized representative issued by a governmental authority as referred to in clause 1.1 above; and
- (b) A photocopy of the Affidavit or Certificate of Incorporation of the shareholder issued by the Ministry of Commerce, a competent authority of the country in which such juristic person is situated, or an officer of such juristic person, in where the information as to the name, the address of the head office, and the person(s) having power to place his/her/their signature(s) or to act on behalf of such juristic person (including any condition or limitation thereof), etc. must be specified, which the issuing date of such document must not be longer than 1 year from the meeting date, and such document must be certified as true and correct by such authorized representative(s).

2.2 Attendance by proxy:

- (a) A Proxy Form (the Proxy form is attached to the notice for calling the meeting of the shareholders), that is completely filled-in and signed by the proxy grantor and the proxy, and affixed with Baht 20 stamp duty;
- (b) A photocopy of the Affidavit or Certificate of Incorporation of the shareholder issued by the Ministry of Commerce, a competent authority of the country in which such juristic person is situated, or an officer of

such juristic person, in where the information as to the name, the address of the head office, and the person(s) having power to place his/her/their signature(s) or to act on behalf of such juristic person (including any condition or limitation thereof), etc. must be specified, which the issuing date of such document must not be longer than 1 year from the meeting date, and such document must be certified as true and correct by such authorized representative(s) (proxy granter).

- (c) An identification document of such authorized representative issued by a governmental authority (proxy granter) as referred to in clause 1.1 above; and
- (d) An identification document of the proxy issued by a governmental authority as referred to in clause 1.1 above

2.3 In the event that the shareholder appoints a custodian in Thailand as its deposit taker and take carer of the shares:

- (a) A Proxy Form C, that is completely filled-in and signed by the proxy grantor and the proxy, and affixed with Baht 20 stamp duty;
- (b) A photocopy of the Affidavit or Certificate of Incorporation of the shareholder, a competent authority of the country in which such juristic person is situated, or an officer of such juristic person, and the person(s) having power to place his/her/their signature(s) or to act on behalf of such juristic person
- (c) An identification document of such authorized representative issued by a governmental authority (proxy granter) as referred to in clause 1.1 above;
- (d) A confirmation letter as to the fact that the custodian has obtained a license to undertake or engage in custodian business;
- (e) A photocopy of 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);
- (f) A photocopy of the identification document of the attorney-in-fact issued by a governmental authority as referred to in clause 1.1 above certified true and correct by the attorney-in-fact; and
- (g) An identification document of the proxy issued by a governmental authority as referred to in clause 1.1 above.
- (h) If any original documents are not in English, the document must be translated into English and certified the correctness by the Notary Public.

Details of GFPT Independent Directors for Proxy Appointment

Appointment by Proxy

The Company has provided 3 proxy forms prescribed by the Department of Commercial Registration, Ministry of Commerce 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 6) as the vote can be clearly specified for each agenda items. Please complete and signed on the proxy form and then mail or present it to the Company before the commencement of the meeting.

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 http://www.gfpt.co.th/ir_shareholders_meeting.php?lang=en

The Nomination of the Independent Directors of the Company as Proxies

Name List of Independent Directors who serves as Proxy for Shareholders

1) Dr. Sathit Karanes

Independent Director and Chairman of Audit Committee, 66 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, 55 years

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


3) Mr. Thanathip Pichedvanichok

Independent Director and Member of Audit Committee, 54 years


Residing at 52/137 Tower Park Condominium Room 29B Soi Sukhumvit 3, Sukhumvit Road, Wattana, Bangkok 10110

If you grant proxy status to any of the foregoing directors of the Company to attend the meeting and vote on your behalf, please use the enclosed return your completed proxy from well in advance of the scheduled meeting date. This is to ensure orderly preparation for the meeting.


Profiles of the Director who Serves as Proxy for Shareholders

Name/Surname	Dr. Sathit Karanes	
Type of director	Independent Director Chairman of Audit Committee Chairman of Nomination, Remuneration and Governance Committee	
Age	66 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 (21 years)	
Experiences / Other Positions	Instructor and Doctor Faculty of Medicine, Ramathibodi Hospital Director of S.V.K. Family Mart Co., Ltd.	
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 2018	Attend 1 out of 1 in the General Shareholders' Meeting Attend 10 out of 10 in the Board of Directors Meeting Attend 5 out of 5 in the Audit Committee Meeting Attend 2 out of 2 in the Nomination, Remuneration and Governance Committee Meeting	
Performance during Tenure	Being the Chairman of Audit Committee to monitor the Board and management and plays an important role in promoting good governance within the Company.	
Conflict of Interest in This Meeting	Agenda 5: To consider and approve the appointment of directors in replacement of those who complete their terms by rotation in 2019 Agenda 6: To consider and approve the 2019 Board of Directors' remuneration	
Special Conflict of Interest	-None-	

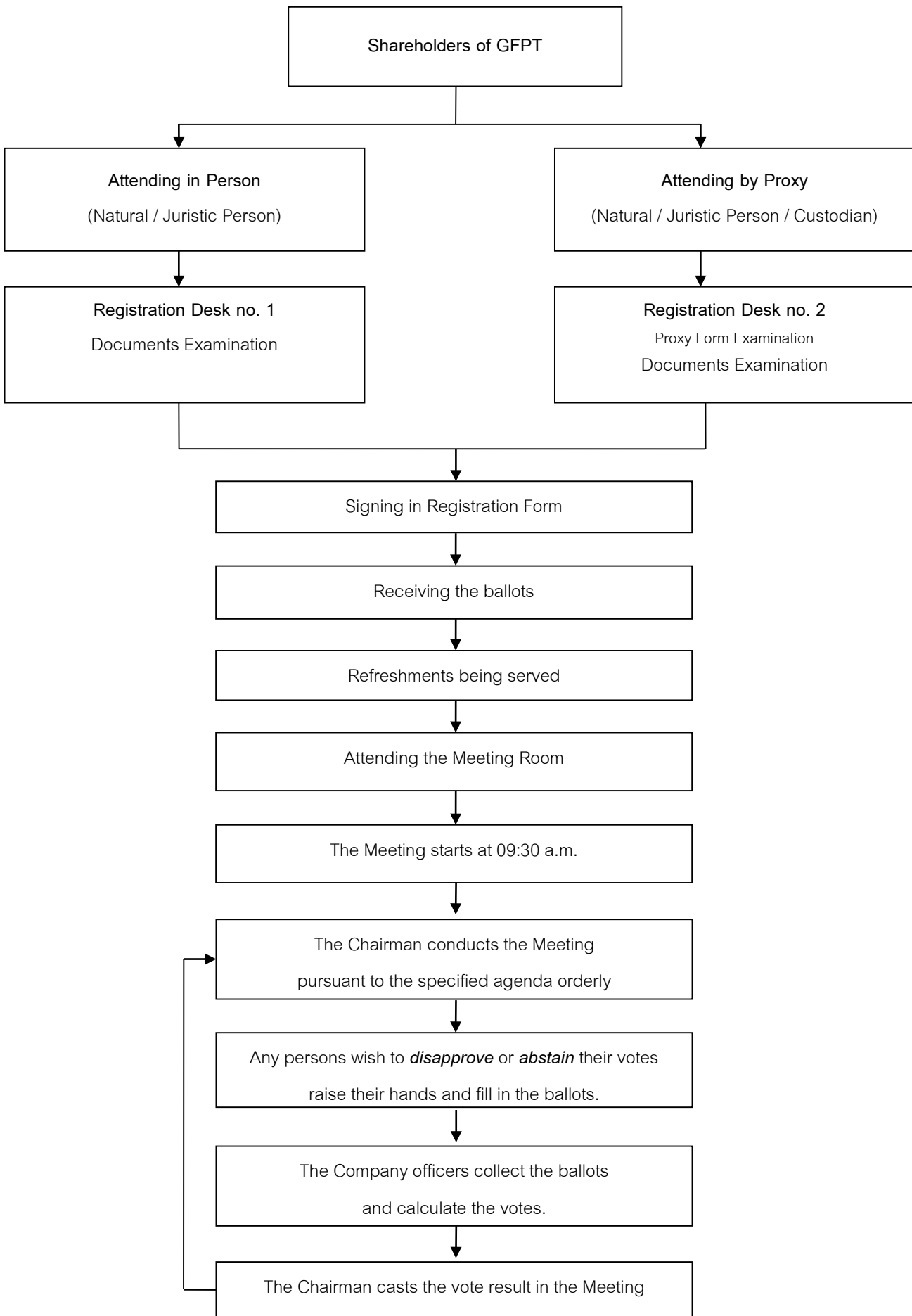
Profiles of the Director who Serves as Proxy for Shareholders

Name/Surname	Mr. Paramet Hetrakul	
Type of director	Independent Director Member of Audit Committee Member of Nomination, Remuneration and Governance Committee	
Age	55 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 (14 Years)	
Experiences / Other Positions	Director of DN Broadcast Co., Ltd. Director of Pra Choom Chang Co., Ltd. Director of Agri – Union Co., Ltd. Director of Piyadamansion Co., Ltd.	
Positions in Other Listed Companies	-None-	
Positions in Rival Companies / Agri-Related Business	-None-	
GFPT Shareholding	50,000 shares	
Family Relationship	-None-	
% of Total Shares With Voting Right	0.004% of total shares	
Legal Dispute in Criminal Cases (Other than Criminal Cases with Petty Offences)	-None-	
Meeting Attendance in 2018	Attend 1 out of 1 in the General Shareholders' Meeting Attend 10 out of 10 in the Board of Directors Meeting Attend 5 out of 5 in the Audit Committee Meeting Attend 2 out of 2 in the Nomination, Remuneration and Governance Committee Meeting	
Performance during Tenure	Being the Member of Audit Committee to monitor the Board and management and plays an important role in promoting good governance within the Company.	
Conflict of Interest in This Meeting	Agenda 6: To consider and approve the 2019 Board of Directors' remuneration	
Special Conflict of Interest	-None-	

Profiles of the Director who Serves as Proxy for Shareholders

Name/Surname	Mr. Thanathip Pichedvanichok	
Type of director	Independent Director Member of Audit Committee Member of Nomination, Remuneration and Governance Committee	
Age	54 years	
Nationality	Thai	
Education	Law, LL. M. University of Pennsylvania Law, LL. M. Southern Methodist University Law, LL. B. Thammasat University	
Director Certificate	Directors Accreditation Program No. 78/2009	
No. of Years on the Board	1 July 2008 - Present (11 Years)	
Experiences / Other Positions	Director of Thanathip and Partners Legal Counsellors Limited	
Positions in Other Listed Companies	-None-	
Positions in Rival Companies / Agri-Related Business	-None-	
GFPT Shareholding	-None-	
Family Relationship	-None-	
% of Total Shares With Voting Right	-None-	
Legal Dispute in Criminal Cases (Other than Criminal Cases with Petty Offences)	-None-	
Meeting Attendance in 2018	Attend 0 out of 1 in the General Shareholders' Meeting Attend 10 out of 10 in the Board of Directors Meeting Attend 5 out of 5 in the Audit Committee Meeting Attend 2 out of 2 in the Nomination, Remuneration and Governance Committee Meeting	
Performance during Tenure	Being the Member of Audit Committee to monitor the Board and management and plays an important role in promoting good governance within the Company.	
Conflict of Interest in This Meeting	Agenda 6: To consider and approve the 2019 Board of Directors' remuneration	
Special Conflict of Interest	-None-	

Steps for Attending the Annual General Meeting of Shareholders



Guidelines for Vote Casting and Counting in the Annual General Meeting of Shareholders

Vote Casting and Counting

The Chairman of the meeting or any other person assigned by the Chairman will inform the meeting about the procedure of vote casting and vote counting prior to start the meeting agenda.

1. Vote Casting

1.1. In order to cast the votes in each agenda, the Chairman will ask shareholders and proxies in the meeting who wish to vote disapprove or abstain their votes to raise their hands:

- If there is any shareholder or proxy showing his/her hand for disapproval or abstain votes, such shareholder or proxy must mark his/her votes for disapproval or abstain votes in the ballot given to the shareholders before the meeting starts, and handover the ballot to the Company's officer(s). Any shareholder or proxy who fails to deliver the ballots to the Company's officer(s) shall be deemed as a shareholder or proxy who approves such item of agenda.
- If there is no shareholder showing his/her hand for disapproval or abstain votes, it shall be deemed that the meeting unanimously resolves to approve such agenda as proposed by the Chairman.

1.2. In the event where a shareholder appoints a proxy to attend and vote on its behalf pursuant to its intention to vote for approval, disapproval, or abstain vote (as the case may be) as marked in the proxy form for the relevant agenda item in compliance with the regulations, the Company will record such votes as marked or specified by the shareholder in the proxy form in the vote-counting system in advance. The Company will not hand over the ballots to the proxy in respect of the agenda item.

2. Vote Counting

2.1 A barcode system will be applied by the Company for counting votes.

2.2 One share shall be counted as one vote.

2.3 The vote counting in each agenda item will be divided into 3 categories as follows:

- In the event of the agenda item for which a simple majority vote of the shareholders who attend and cast their votes is required (according to Section 107 (1) of the Public Limited Companies Act, B.E. 2535 (A.D. 1992))
- In the event of the agenda item for which a vote of not less than two-thirds of the total number of votes of shareholders who attend the meeting is required (according to the second paragraph of Section 90 of the Public Limited Companies Act, B.E. 2535 (A.D. 1992))
- In the event of the agenda item for which a vote of not less than three-quarters of the total number of votes of shareholders who attend and are entitled to vote is required (according to Section 107 (2) of the Public Limited Companies Act, B.E. 2535 (A.D. 1992))

2.4 If a proxy marks his/her vote in the ballot not consistent with that specified in the proxy form, the vote specified in the proxy form will be applied and counted by the Company.

2.5 The Chairman of the meeting or any other person assigned by the Chairman will announce the vote casting result in each agenda item after the vote casting in respect of such agenda item is ended.

Proxy Form B (recommended)

Duty Stamp
20 Bahtตึกอาคารเบสท์มปี
20 บาท

Written at.....

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

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

(2) as a shareholder of GFPT Public Company Limited

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

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

(3) hereby appoint

- (1) Name..... Age..... Years
Residing at No..... Road..... Sub District.....
District..... Province..... Postal Code.....; or
- Assign a proxy to the Independent Director,.....**Dr. Sathit Karanes**,..... Age.....66..... 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.....55..... Years
Residing at No...1/4..... Road..Vipawadee..Rungsit.....Sub District.....-.....
District.....Laksi..... Province....Bangkok..... Postal Code....10210..... ;or
- Assign a proxy to the Independent Director,.....**Mr. Thanathip Pichedvanichok**,.....Age.....54..... Years
Residing at No...52/137 Tower Park Condominium Room 29B..Soi..Sukhumvit 3...Road..Sukhumvit..Sub District..-..
District.....Wattana..... Province....Bangkok..... Postal Code....10110.....

Just only one as my/our Proxy to attend and vote on my/our behalf at the 2019 Annual General Meeting of Shareholders' on Thursday 4 April, 2019 at 9.30 a.m. at Company Conference Room, M Floor, GFPT Tower, 312 Rama 2 Road, Bangmod, Jomthong, Bangkok 10150, or such other date, time and place as the meeting may be adjourned.

(4) I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

Agenda 1: To certify the minute of the 2018 Annual General Meeting of Shareholders

- (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 2: To acknowledge the Company's 2018 operating results

(No voting required for this agenda)



Agenda 3: To consider and approve the consolidated and separate statements of financial position and statements of comprehensive income of GFPT PCL. and its subsidiaries for the year ended December 31, 2018

- (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 dividend payment for the year 2018 performance

- (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 5: To consider and approve the appointment of directors in replacement of those who complete their terms by rotation in 2019

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

Agenda 6: To consider and approve the 2019 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 7: To consider and approve the appointment of auditor and the 2019 auditor's fee

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) To grant my/our proxy to vote at my/our desire as follows:
- Approve Disapprove Abstain

- (5) The Proxy's voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and will not be regarded as my/our voting as shareholder(s).
- (6) In case I/we do not specify or express my/our intention to vote in any agenda, or if there is any agenda considered or resolved in the meeting other than specified above, or if there is any change or amendment to any facts, the Proxy is entitled to consider the matters and vote on my/our behalf as the Proxy deems appropriate.



Any act(s) undertaken by the Proxy at such meeting shall be deemed as my/our own act(s) in all respects.

SignedGrantor
(.....)

SignedProxy
(.....)

SignedProxy
(.....)

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.
3. If the matters to be considered are more than those specified above, the proxy grantor may apply the Annex to Proxy Form B as attached.



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Annex to Proxy Form B.

The proxy is granted by a Shareholder of GFPT Public Company Limited

For the 2019 Annual General Meeting of Shareholders' on Thursday 4 April, 2019 at 9.30 a.m. at Company Conference Room, M Floor, GFPT Tower, 312 Rama 2 Road, Bangmod, Jomthong, Bangkok 10150

Or such other date, time and place as the meeting may be adjourned.

Agenda: Subject

- (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: Subject

- (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: Subject

- (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



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GFPT Public Company Limited

Articles of Association Relating to the Shareholders' Meeting

Chapter V: General Meeting**Article 36:**

The Board of Directors shall hold the Annual Ordinary General Meeting within four months after the end of Company's fiscal year.

All other General Meetings are called Extraordinary General Meeting. The Board of Directors may convene the Extraordinary General Meeting whenever they think fit or shall convene and Extraordinary Meeting either shareholders not less than one-fifth of the total number of shares issued by the company or the number of at least 25 shareholders who hold the shares in total numbers of not less than one-tenth of the number of issued shares make a formal request in writing for an Extraordinary General Meeting to be convened. The request must specify the reason for which the meeting is required to convene. The Board of Directors must convene the meeting within 1 month from receiving such request.

Article 37:

To convene the General Meeting, the Board of Directors shall prepare the written notice specifying the place, the day, the time and the agenda of the meeting with proper details as well as the Board's opinions, and clearly state that the agenda is for acknowledge, approval or consideration. Such notice shall be sent not less than 7 business days before the date set for the meeting to shareholders and registrar, and shall be published in the newspaper in the period of 3 days consecutively before the meeting date.

Article 38:

To constitute a quorum, a General Meeting shall be attended by not less than 25 shareholders and proxy (if any) or not less than one-half of total shareholders which those representing not less than one-third of total issued shares.

If within an hour from the time appointed for the General Meeting, the quorum is not constituted, the meeting, if summoned upon the requisition of shareholders, shall be dissolved. If the meeting had not been summoned upon the requisition of shareholders, another General Meeting shall be summoned by giving the notification to the shareholders not less than 7 days before the date of the meeting and at such meeting, no quorum shall be necessary.

Article 39:

The Chairman of the Board of Directors shall preside at the General Meeting. If the Chairman is not present or cannot conduct the meeting, the Deputy Chairman, if it has, shall preside as the Chairman. If there is no such Deputy Chairman or the Deputy Chairman cannot conduct the meeting, the shareholders at the meeting may elect one of the shareholders present to be Chairman of the meeting.

Article 40:

The shareholder shall have right to attend the meeting and exercising their votes or the shareholder may appoint any other person to attend the meeting and vote on his/her on behalf.

The appointment shall be made in writing in a form as specified by the registrar and signed by the principal, and it shall be submitted to the Chairman or the person designated by the Chairman at the place of the meeting before the proxy attend the meeting.

Any shareholder who has special interest on that matter, such shareholder does not have rights to vote it exceptionally to vote the appointment of directors.

In voting, the shareholder shall have one vote for each share of which he/she is holder added to the number of shares which he/she is acquired from proxy.

In voting, it shall be deemed that the proxy has votes equal to the total number of votes of the proxy's principal. Except that the proxy shall announce to the meeting that the proxy will vote on behalf of particular shareholders by specify the name and the amount of shares of the shareholder (proxy granter).

Article 41:

The resolution of the meeting shall be as follows:

- (1) For normal case, the resolution shall be passed by the majority shareholders presenting at the meeting and exercising their votes. If the case of an equality of votes, the Chairman of the meeting shall be entitled to a casting vote.
- (2) For the following case, the resolution shall be passed by the majority of not less than three-fourths of the total votes of shareholders presenting at the meeting and having the voting right:
 - (a) Sell or transfer in whole or in substantial parts of the business of the Company to other person.
 - (b) Purchase or accept the transfer of the business of other company or private company
 - (c) Execute, amend or terminate the agreement relating to lease out in whole or in substantial parts of the business of the Company, assign the other person to manage the business of the Company or merge the business of the Company with the business of the other person, which the objective is profit sharing.

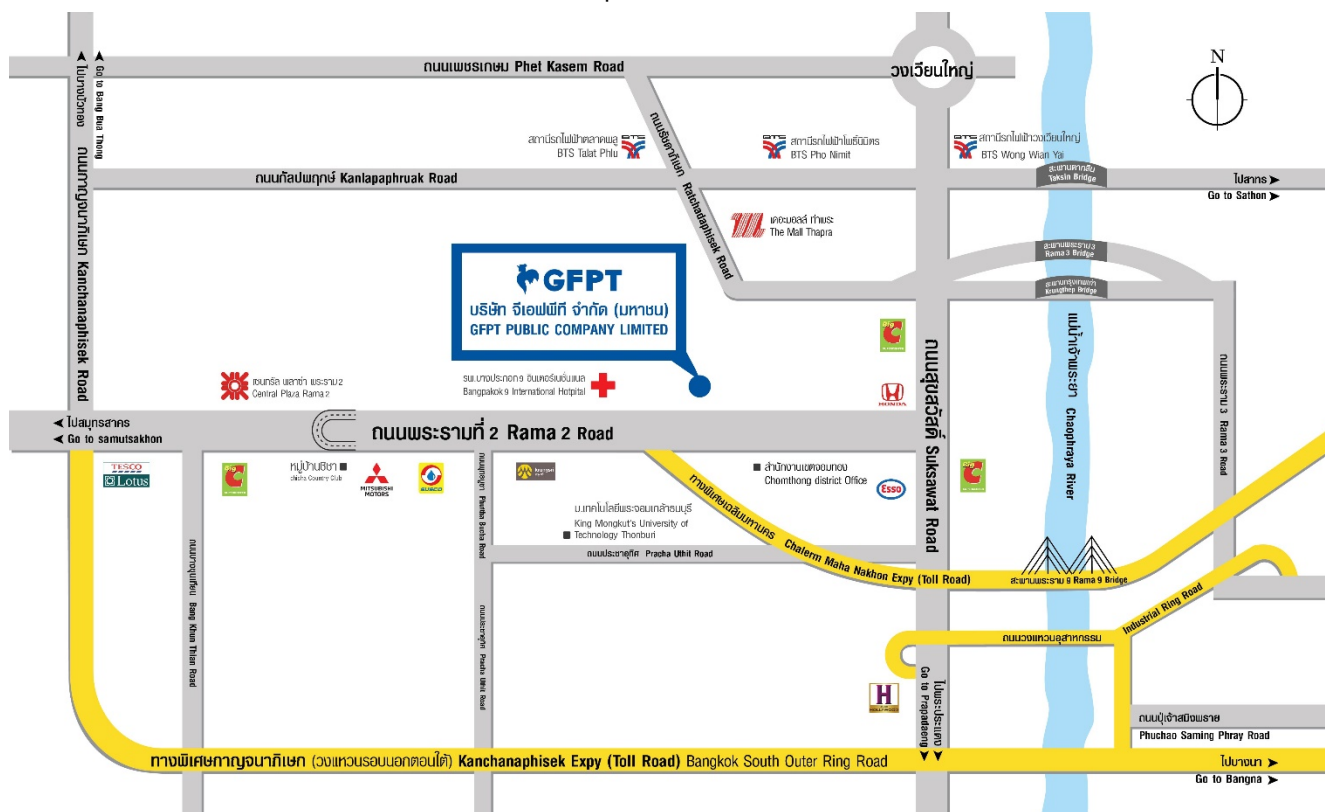
Article 42:

The matters to be considered at the Annual Ordinary General Meeting are as follows:

- (1) To acknowledge the Company's operation report for the previous year which proposed by the Board of Directors
- (2) To consider and approve the balance sheet and income statement
- (3) To consider the appropriation of profit
- (4) To elect directors to replace directors who retired by rotation
- (5) To appoint the Company's auditor and fix the remuneration
- (6) Other business

GFPT Public Company Limited

Map and Direction



Address: GFPT Tower 312 Rama 2 Road Bangmod Jomthong Bangkok 10150

TEL: 02 473 8000 FAX: 02 473 8398

Direction

Route 1: Chaleam Maha Nakorn Expressway

From the Expressway, take Rama 2 Road Exit bare left to parallel road, take u-turn bridge in front of Chi-Cha village, straight up on the parallel road, pass Bangpakok9 International Hospital on left about 200 meters; then, reach GFPT Tower on your left.

Route 2: Sathorn Road

From Sathorn Road, take Taksin Bridge to Krung Thonburi Road, take left at the Taksin-Ratchapruk intersection. Pass Big C Daokanong on your right, keep straight up. Take Bangpakeow Intersection Bridge, bare right for Rama 2 Road. Take Rama 2 Road about 2 km. bare left to parallel road. Take u-turn bridge in front of Chi-Cha village, straight up on the parallel road, pass Bangpakok9 International Hospital on left about 200 meters; then, reach GFPT Tower on your left.

Route 3: Take BTS Sky-train

Take BTS Silom Line. Exit at Krung Thonburi Station or Wongwian Yai Station. Then, take public-bus number 76, 105, 169, 172. Exit at Oh-Eh Market. Take flyover to GFPT Tower.

Take BTS Silom Line. Exit at Talat Phlu Station. Then, take public-bus number 68, 101, 147 from The Mall Tha pra. Exit at Oh-Eh Market. Take flyover to GFPT Tower.

Route 4: Take Public Bus

The public buses no. 17, 68, 76, 101, 105, 140, 141, 142, 147, 169, 172, 558, 529 pass GFPT Tower

QR Code Downloading Procedures for the 2018 Annual Report

The Thailand Securities Depository Co., Ltd., ("TSD") as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the General Meeting of Shareholders and the Annual Report in the form of E-books accessible through QR Code, thus allows the shareholders to access the information with ease.

The aforementioned documents could be downloaded from the QR Code (as shown in Attachment 2) by following the steps below.

For iOS System (iOS 11 and above)

1. Turn on the mobile camera.
2. Turn the mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER, Facebook or Line.

For Android System

1. Open applications such as QR CODE READER, Facebook or Line.

How to scan the QR Code with Line application.

- 1.1 Open Line application and click on "Add friend"
 - 1.2 Choose "QR Code"
 - 1.3 Scan the QR Code
2. Scan the QR Code to access documents regarding the meeting.



Request form for the hard copy of 2018 Annual Report

To: Shareholders

The Company's 2018 Annual Report was prepared in compliant with the regulations of the Securities and Exchange Commission. Shareholders can download by using QR Code on the invitation letter that the Company has attached with this AGM Invitation Letter Package.

Annual Report 2018 (TH)

Annual Report 2018 (EN)

If shareholder would like to receive the hard copy, please provide your name and address in the below form and submit to us in the following channels:

Telephone : 0 2473 8000

Fax : 0 2473 8398

Email : cs@gfpt.co.th

Name.....Surname.....

Address.....
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Tel. No.....Email.....



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