



Invitation to attend the 2020 AGM of Shareholders

on Friday 3 April 2020 at 9.30 a.m.
at Conference Room, M Floor, GFPT Tower,

Blank



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 4/2563

March 2nd, 2020

Subject: Invitation to Attend the 2020 Annual General Shareholders' Meeting

To: Shareholders of GFPT Public Company Limited

- Enclosures:
- 1) 2019 Annual Report in QR Code
 - 2) Information of the proposed directors in replacement of those retiring by rotation
 - 3) GFPT Definition of Independent Director
 - 4) Guidelines for Meeting Registration, Required Documents, Proxy Appointment, Details of GFPT independent directors for proxy appointment, and Vote Casting and Counting
 - 5) Proxy Form B
 - 6) GFPT Articles of Association of the Company relating to shareholders' meeting
 - 7) Map of the meeting place
 - 8) QR Code Downloading Procedures for the 2019 Annual Report

GFPT Public Company Limited ("GFPT") would like to invite all shareholders attend the 2020 Annual General Shareholders' Meeting on Friday 3rd, April 2020 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 acknowledge the Company's 2019 operating results

Rationale: The report of GFPT's operational results for the year 2019 and other important information are available in the 2019 Annual Report in form of QR Code (Enclosure 1).

BOD's Opinion: It is considered appropriate for the Meeting of Shareholders to acknowledge GFPT's operational results for the year 2019.

Required Votes: No voting required for this agenda

Agenda 2 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, 2019

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, 2019 were audited by the Certified Public Accountant and reviewed by the Audit Committee as shown in the "Financial Statements" section of the 2019 annual report (Enclosure 1: Page 167).

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.



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and its subsidiaries for the year ended December 31, 2019 which have been audited by the Certified Auditor (Mr. Naris Saowalagsakul, CPA No. 5369 from Sam Nak – Ngan A.M.C. Co., Ltd.) and reviewed by the Audit Committee.

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

Agenda 3 To consider and approve dividend payment for year 2019 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 2019, the separate financial statement of GFPT showed THB 318,308,823.37 or equivalent to THB 0.25 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 2019 performance at the rate of THB 0.20 per share in the total amount of THB 250,764,200 equivalent to 78.78% 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 2019, in which shareholders must be deducted withholding tax.

The dividend payment for the operational results of year 2018 - 2019 is shown below:

Dividend Payment for Operational Results of Year	2018	2019
Dividend Payment (Baht per share)	0.25	0.20
Dividend Payment Amount (Baht)	313,455,250	250,764,200
Stock Price as of 14 Feb 2019 and 14 Feb 2020	14.20	11.50
Dividend Yield (%)	1.76%	1.74%
Net Profit – Separate (million Baht)	386.32	318.31
Dividend Payout Ratio – Separate (%)	81.14%	78.78%
Net Profit – Consolidated (million Baht)	1,037.97	1,195.45
Dividend Payout Ratio – Consolidated (%)	30.20%	20.98%

The date for determining the rights of shareholders to receive dividend payment will be on March 10, 2020 (Record Date). The dividend payment will be made on April 23, 2020.

However, the right to receive dividend payment is subjected to the approval of the 2020 AGM.



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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 2019 operating results.

BOD's opinion: It is considered appropriate for the Meeting of Shareholders to approve the dividend payment at Baht 0.20 per share for the year 2019

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

Agenda 4 To consider and approve the appointment of directors in replacement of those who complete their terms by rotation in 2020

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 2020 AGM as follows: 1) Dr. Anan Sirimongkolkasem, 2) Mrs. Somsiri Ingpochai, and 3) Mr. Paramet Hetrakul

GFPT invited shareholders to nominate qualified candidates for the director position through the SET announcement and its website during October 1 - December 30, 2019. However, no shareholder nominated any qualified candidate.

The Nomination, Remuneration and Governance Committee (excluding committee who had conflict of interest) considered qualification of director and independent director in accordance with the nomination procedure. In consideration of various aspects of appropriate candidates including qualification, contribution, diversity among the directors of the Board, knowledge, work experience, and expertise, the 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) Dr. Anan Sirimongkolkasem | Director (re-elected) |
| 2) Mrs. Somsiri Ingpochai | Director (re-elected) |
| 3) Mr. Paramet Hetrakul | 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 Mr. Paramet Hetrakul, the existing independent director, who has been the independent director of the Company for more than 9 consecutive years. (The period of tenure is equal to 15 years, when combined with re-appointment period of 3 years, which will be totally equal to 18 years). His extensive knowledge and sufficient



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financial experience to be able to review reliability of financial statement, 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 2.

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

Agenda 5 To consider and approve the 2020 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 2020, 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 Director Compensation Survey 2018 prepared by the Thai Institute of Directors (IOD) and proposed to maintain the rate of remuneration for directors similar to the approved rate from the 2019 Annual General Shareholders' Meeting as follow:



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Remuneration	2019	2020 (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 2020 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*

Agenda 6 To consider and approve the appointment of auditor and the 2020 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 on recommendation of the Audit Committee and considered by the Board of Directors.

Based on the recommendation of the Audit Committee, the Board of Director considered the performance of the auditors from Sam Nak - Ngan A.M.C. Company Limited and noted that Sam Nak - Ngan A.M.C. Company Limited is proper, reliable, capable, and duly performs duties with their responsibilities. In addition, the Audit Committee also considered the audit fee for the year 2020 based on scope of audit, and proposed to the Board of Directors and the Meeting of shareholders for consideration, as per details described below:



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1) To consider and appoint the following auditors from Sam Nak - Ngan A.M.C. Company Limited as auditor of the Company and 5 subsidiaries for the year 2020:

- 1) Mr. Naris Saowalagsakul, CPA No. 5369 or
(Mr. Naris has initialed on the financial statements of the Company and its subsidiaries for 2 years 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 Nichirei (Thailand) Co., Ltd. (a joint venture); but not being the auditor of McKey Food Services (Thailand) Limited (“Mckey”). The major shareholders McKey are an international company, holding majority share at 51%, and requires to appoint its own auditor.

The Company is confident in the work standard of the auditor of McKey which passed criteria for auditor's selection of the Group and are be able to audit and present the financial statements of the Company within schedule.

2) To consider and approve the audit fee of the Company and its 5 subsidiaries for the accounting year 2020 in the amount of THB 3,630,000 same as audit fee of year 2019 (excluding VAT and other travelling expenses for auditing service outside Bangkok) as illustrated in the table below:

Audit Fee	2019	2020 (Proposal)
Audit Fee of GFPT PCL.	1,250,000.-	1,200,000.-
Audit Fee of 5 Subsidiaries	2,380,000.-	2,430,000.-
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 and had an opinion that Sam Nak - Ngan A.M.C. Company Limited is a reliable organization with good performance, sufficient personnel, knowledgeable, and reasonable compensation that it is considered appropriate for the



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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 2020 and 2) the auditor's fee for the year 2020 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 7 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 4) 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 5) and submit the Proxy Form together with supporting documents (detail in Enclosure 4) 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 4 and Enclosure 5 (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 6.

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.

Yours sincerely,

GFPT Public Company Limited

(Mr. Prasit Sirimongkolkasem)

Chairman of the Board of Directors



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- Remark:
1. The Company determined the right of shareholders to attend the 2020 Annual General Shareholders' Meeting and the right of shareholders to receive the dividend on Tuesday March 10th, 2020 (Record Date)
However, the right to receive dividend payment is subjected to the approval of the 2020 AGM.
 2. The Company has published the Invitation to Attend of the 2020 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 October 1, 2019 until December 30, 2019. Neither meeting agenda nor director nomination was proposed this year.

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

Name / Surname	: Dr. Anan Sirimongkolkasem	
Type of Nominated Position	: Director (re-elected)	
Age	: 68 years	
Nationality	: Thai	
Education	: Faculty of Doctor of Medicine, Diplomat Thai Board of Ophthalmologist, Ramathibodi Hospital, Mahidol University	
Director Certificate	: Directors Accreditation Program No. 14/2004	
Current Position	: Director (The authorized director) Chairman of Executive Committee Member of Nomination, Remuneration and Governance Committee Senior Deputy Managing Director Senior Vice President, Administration Department	
Year of Nomination	: 27 January 1992 – Present (28 years)	
Experience / Other Positions	: <u>Listed Company and Public Company Limited</u> 1. Director and Chairman of Executive Director of Krungthai Food PCL. <u>Other Juristic</u> 1. Director and Chairman of Executive Committee and Deputy M.D. of GP Breeding Co., Ltd. 2. Director and Chairman of Executive Committee and Deputy M.D. of Krungthai Farm Co., Ltd. 3. Director and Chairman of Executive Committee and Deputy M.D. of M.K.S. Farm Co., Ltd. 4. Director and Chairman of Executive Committee and Deputy M.D. of GF Foods Co., Ltd. 5. Director of P.Charoenphan Feedmill Co., Ltd. 6. Director of Krung Thai Aqua-Culture Co., Ltd. 7. Director of P.Charoenphan Produce Co., Ltd. 8. Director of Mckey Food Services (Thailand) Ltd. 9. Director of GFPT Nichirei (Thailand) Co., Ltd. 10. Director of Vet pha Co., Ltd. 11. President of Thai Broiler Processing Exporters Association 12. Director of The Federation of Thai Industries 13. Director of Thai National Shippers' Council	

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

Expertise : - Have extensive knowledge in chicken/ food processing business and expertise in the field of management, sales and marketing.
- Have work experience in the agricultural industry for more than 20 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.

Meeting attendance in 2019

-The Annual General Shareholders' Meeting : 1 meeting from total of 1 meeting (100%)
-The Board of Directors' Meeting : 9 meetings from total of 9 meetings (100%)
-The Nomination, Remuneration and Governance Committee Meeting : 2 meetings from total of 2 meetings (100%)
-The Board of Executive Committee Meeting : 12 meetings from total of 12 meetings (100%)

Number of Shareholding (as of 30 December 2019) : 4,134,080 shares (0.33%)

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

Positions in other non-listed companies in The Stock Exchange of Thailand : -14-

Position in Competing / Involving Business Person : -5-

- 1) Director and Chairman of Executive Director of Krungthai Food PCL.
Subsidiary Company : Feed mill
- 2) Director and Chairman of Executive Committee and Deputy M.D. of GP Breeding Co., Ltd.
Subsidiary Company : Grandparent Chicken Farm
- 3) Director and Chairman of Executive Committee and Deputy M.D. of Krungthai Farm Co., Ltd.
Subsidiary Company : Hatchery Farm
- 4) Director and Chairman of Executive Committee and Deputy M.D. of M.K.S. Farm Co., Ltd.
Subsidiary Company : Broiler Farm
- 5) Director and Chairman of Executive Committee and Deputy M.D. of GF Foods Co., Ltd.
Subsidiary Company : Processed Chicken Food

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

Restrict Qualification by the Public Limited Company Act : -None-

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

Name / Surname	:	Mrs. Somsiri Ingpochai	
Type of Nominated Position	:	Director (re-elected)	
Age	:	72 years	
Nationality	:	Thai	
Education	:	Primary School	
Director Certificate	:	Directors Accreditation Program No. 17/2004	
Current Position	:	Director Member of Executive Committee	
Year of Nomination	:	27 January 1992 – Present (28 years)	
Experience / Other Positions		<p style="text-align: center;"><u>Listed Company and Public Company Limited</u></p> <ol style="list-style-type: none"> 1. Director and Senior Vice President, Accounting & Finance Department of Krungthai Food PCL. <p style="text-align: center;"><u>Other Juristic</u></p> <ol style="list-style-type: none"> 1. Director of Krungthai Farm Co., Ltd. 2. Director of M.K.S. Farm Co., Ltd. 3. Director of GF Foods Co., Ltd. 4. Director of P.Charoenphan Feedmill Co., Ltd. 5. Director of P.Charoenphan Produce Co., Ltd. 6. Director of Minimax Venture Co., Ltd. 	
Expertise	:	<ul style="list-style-type: none"> - Have extensive knowledge in accounting, financial and management. - Have work experience in the agricultural industry for more than 40 years. 	
Criteria and Recruitment	:	<p>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, and propose to the Board for consideration, respectively.</p>	
Meeting attendance in 2019			
-The Annual General Shareholders' Meeting	:	1 meeting from total of 1 meeting (100%)	
-The Board of Directors' Meeting	:	9 meetings from total of 9 meetings (100%)	
-The Board of Executive Committee Meeting	:	12 meetings from total of 12 meetings (100%)	

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

Number of Shareholding (as of 30 December 2019) : 2,550,400 shares (0.20%)

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

Positions in other non-listed companies in The Stock Exchange of Thailand : -7-

Position in Competing / Involving Business Person : -4-

- 1) Director and Senior Vice President, Accounting & Finance Department of Krungthai Food PCL.
Subsidiary Company : Feed mill
- 2) Director of Krungthai Farm Co., Ltd. Subsidiary Company : Hatchery Farm
- 3) Director of M.K.S. Farm Co., Ltd. Subsidiary Company : Broiler Farm
- 4) Director of GF Foods Co., Ltd. Subsidiary Company : Processed Chicken Food

Legal dispute in criminal cases : -None-

(other than criminal cases with petty offences)

Restrict Qualification by the Public Limited Company Act : -None-

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

Name/Surname	: Mr. Paramet Hetrakul	
Type of Nominated Position	: Independent Director (re-elected)	
Age	: 56 years	
Nationality	: Thai	
Education	: Master of Business Administration, 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	
Current Position	: Independent Director Member of Audit Committee Member of Nomination, Remuneration and Governance Committee	
Year of Nomination	: 1 July 2005 – Present (15 years)	
Experience / Other Positions	<u>Listed Company and Public Company Limited</u> -None- <u>Other Juristic</u> 1. Director of DN Broadcast Co., Ltd. 2. Director of Pra Choom Chang Co., Ltd. 3. Director of Agri-Union Co., Ltd. 4. Director of Piyadamansion Co., Ltd.	
Expertise	: Have extensive knowledge in financial and sufficient financial experience to be able to review reliability of financial statement.	
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 2019

-The Annual General Shareholders' Meeting : 1 meeting from total of 1 meeting (100%)
 -The Board of Directors' Meeting : 8 meetings from total of 9 meetings (88.88%)
 -The Audit Committee Meeting : 4 meetings from total of 4 meetings (100%)
 -The Nomination, Remuneration and Governance Committee Meeting : 2 meetings from total of 2 meetings (100%)

Number of Shareholding (as of 30 December 2019) : 50,000 shares (0.004%)

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

Positions in other non-listed companies in The Stock Exchange of Thailand : -4-

Position in Competing / Involving Business Person : -None-

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

Restrict Qualification by the Public Limited Company Act : -None-

Type of Relationship of Independent Director

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

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 2020 Annual General Meeting of Shareholders
GFPT Public Company Limited
3 April 2020

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 B (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: Notification of Department of Business Development regarding Proxy Form No.5) B.E. 2550, to be used in any shareholders' meeting in order to facilitate the proxy, which are:

1. Form A, a general form which is easy to be used;
2. Form B, highly recommend to use as much of detail is clearly specified; and
3. Form C, in case proxy grantor is custodian.

In case that any shareholder is unable to attend the meeting, the shareholder may appoint another person or any of the Company's independent directors listed below as proxy to attend and vote on your behalf in the meeting by selecting one of these proxy forms provided above. It is highly recommended to use the Proxy Form B (Enclosure 5) as the vote can be clearly specified for each agenda items. 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, 67 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, 56 years

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


3) Mr. Thanathip Pichedvanichok

Independent Director and Member of Audit Committee, 55 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	67 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 (22 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 2019	Attend 1 out of 1 in the General Shareholders' Meeting Attend 9 out of 9 in the Board of Directors Meeting Attend 4 out of 4 in the Audit Committee Meeting Attend 2 out of 2 in the Nomination, Remuneration and Governance Committee Meeting	
Performance during Tenure	Being the Chairman of Audit Committee to monitor the Board and management and plays an important role in promoting good governance within the Company.	
Conflict of Interest in This Meeting	Agenda 5: To consider and approve the 2020 Board of Directors' remuneration	
Special Conflict of Interest	-None-	

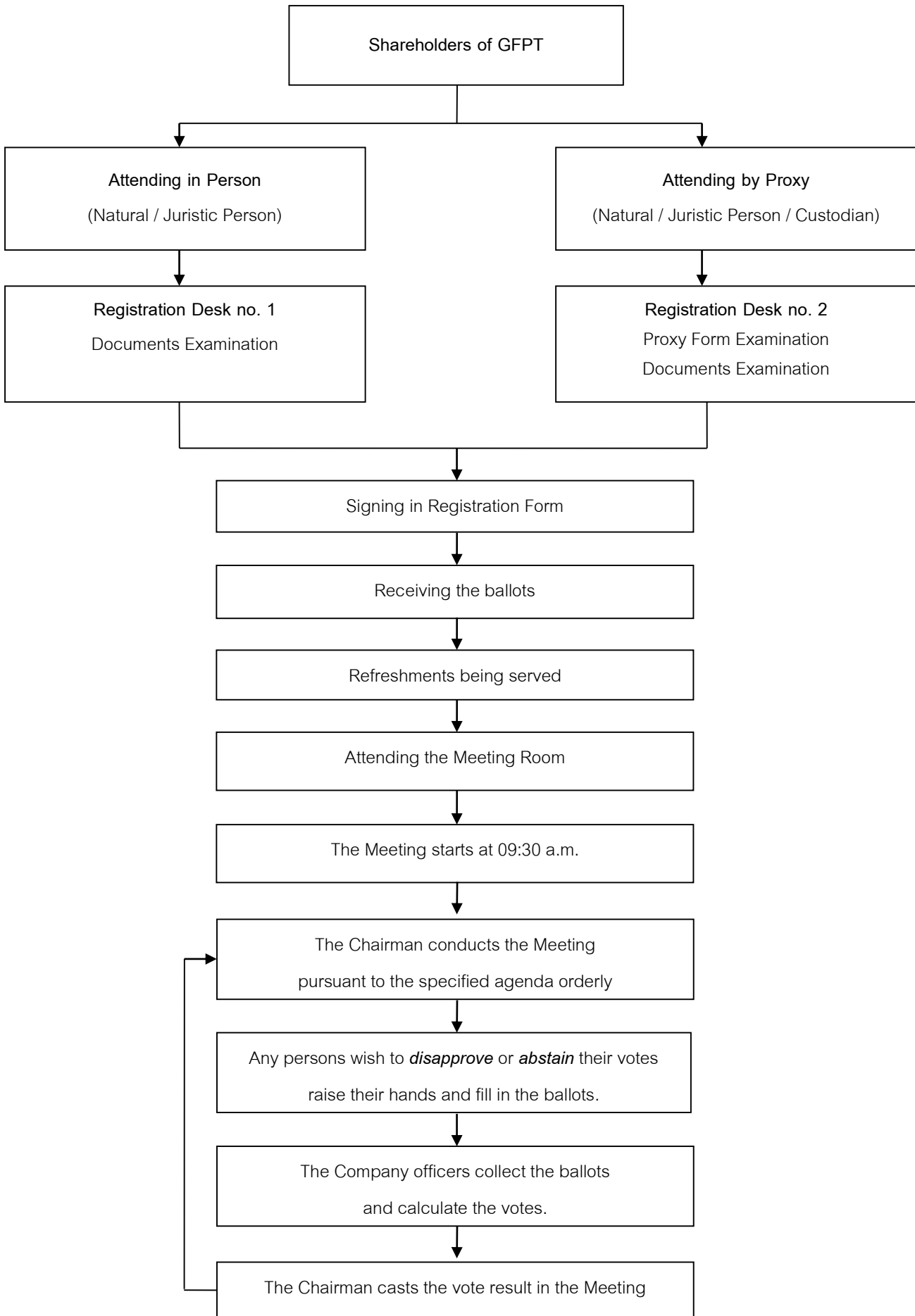
Profiles of the Director who Serves as Proxy for Shareholders

Name/Surname	Mr. Paramet Hetrakul	
Type of director	Independent Director Member of Audit Committee Member of Nomination, Remuneration and Governance Committee	
Age	56 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 (15 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 2019	Attend 1 out of 1 in the General Shareholders' Meeting Attend 8 out of 9 in the Board of Directors Meeting Attend 4 out of 4 in the Audit Committee Meeting Attend 2 out of 2 in the Nomination, Remuneration and Governance Committee Meeting	
Performance during Tenure	Being the Member of Audit Committee to monitor the Board and management and plays an important role in promoting good governance within the Company.	
Conflict of Interest in This Meeting	Agenda 5: To consider and approve the 2020 Board of Directors' remuneration	
Special Conflict of Interest	Agenda 4: To consider and approve the appointment of directors in replacement of those who complete their terms by rotation in 2020	

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	55 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 (12 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 2019	Attend 1 out of 1 in the General Shareholders' Meeting Attend 7 out of 9 in the Board of Directors Meeting Attend 3 out of 4 in the Audit Committee Meeting Attend 2 out of 2 in the Nomination, Remuneration and Governance Committee Meeting	
Performance during Tenure	Being the Member of Audit Committee to monitor the Board and management and plays an important role in promoting good governance within the Company.	
Conflict of Interest in This Meeting	Agenda 5: To consider and approve the 2020 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)
 - 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)
 - 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)
- 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 Baht

ติดอากรแสตมป์

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.....67..... 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.....56..... 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.....55.....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 2020 Annual General Meeting of Shareholders' on Friday 3rd April, 2020 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 acknowledge the Company's 2019 operating results

(No voting required for this agenda)

Agenda 2: 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, 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:
- Approve Disapprove Abstain

Agenda 3: To consider and approve dividend payment for the year 2019 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 4: To consider and approve the appointment of directors in replacement of those who complete their terms by rotation in 2020

- (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. Dr. Anan Sirimongkolkasem
- Approve Disapprove Abstain
2. Mrs. Somsiri Ingpochai
- Approve Disapprove Abstain
3. Mr. Paramet Hetrakul
- Approve Disapprove Abstain

Agenda 5: To consider and approve the 2020 Board of Directors' remuneration

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

Agenda 6: To consider and approve the appointment of auditor and the 2020 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 2020 Annual General Meeting of Shareholders' on Friday 3rd April, 2020 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.

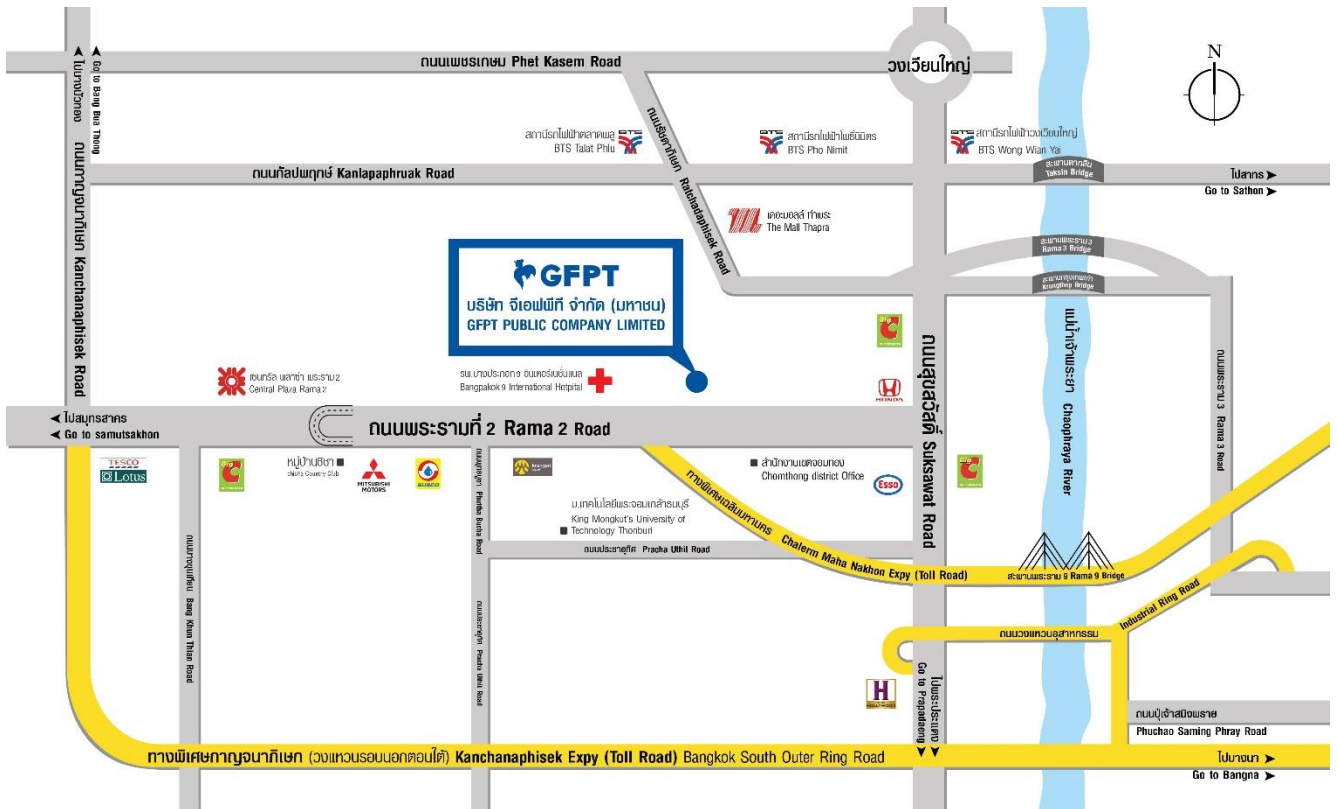
Article 42:

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

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-Ratchapruck 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 2 or 4 at 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 4 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

Remark: Due to traffic congestion, please spare time for transportation at least 1 hour.

QR Code Downloading Procedures for the 2019 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 1) 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 2019 Annual Report

To: Shareholders

The Company's 2019 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.

- Integrated Annual Report 2019 (Thai Language)
- Integrated Annual Report 2019 (English Language)
- Invitation to Attend the AGM 2020 (Thai Language)
- Invitation to Attend the AGM 2020 (English Language)

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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