



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

- Translation -

No. GFPT 2/2562

February 21, 2019

Subject: Dividend Payment and Date and Agenda of 2019 Annual General Meeting of Shareholders (AGM)

To: The President
The Stock Exchange of Thailand

GFPT Public Company Limited ("GFPT") held the Board of Directors' meeting no. 2/2562 on February 21, 2019 at 10.00 a.m.. The substantial agenda of the Board of Directors' resolution is as follows;

(1) To propose to the AGM to approve dividend payment from operating results of 2018 at Baht 0.25 per share. The dividend will be paid in cash on April 24, 2019. Dividend will be paid from net profit of separate financial statements for year 2018, in which shareholders must be deducted withholding tax.

The Board has set the Record Date to determine the right of shareholders to receive the dividend on March 7, 2019 and to pay the dividend on April 24, 2019.

However, the right to receive dividend payment is subjected to the approval of the 2019 AGM.

(2) To arrange the 2019 Annual General Meeting of Shareholders (AGM) on Thursday April 4, 2019, 9:30 a.m. at the Company Conference Room, M Floor, GFPT Tower, 312 Rama 2 Road, Bangmod, Jomthong, Bangkok.

(3) To set Record Date to determine right of shareholders to attend and vote in the 2019 AGM on March 7, 2019.

(4) To set the 2019 AGM agendas as follows:

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

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.

Agenda 2: To acknowledge the Company's 2018 operating results

BOD's opinion: It is considered appropriate for the Meeting of Shareholders to acknowledge the Company's operating results for the year 2018.

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



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BOD's opinion: It is considered appropriate for the Meeting of Shareholders to approve the consolidated and separated statements of financial position and statements of comprehensive income of GFPT PCL. and its subsidiaries for the year ended December 31, 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.

Agenda 4: To consider and approve dividend payment for the year 2018 performance

BOD's opinion: It is considered appropriate for the Meeting of Shareholders to approve dividend payment at Baht 0.25 per share in total amount of 313,455,250 Baht. Dividend will be paid from net profit of separate financial statements for year 2018, in which shareholders must be deducted withholding tax.

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.

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

There are 3 directors who complete their terms by rotation at the 2019 AGM, namely:

- 1) Mr. Prasit Sirimongkolkasem, 2) Mr. Virach Sirimongkolkasem, and
- 3) Dr. Sathit Karanes.

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

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

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. As the current situation, there is no other suitable candidate to replace the



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independent director; therefore, it is deemed 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 independent director who has been proposed to be reappointed still be able to perform his duty and have freedom to express his opinions.

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

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

BOD's opinion: It is considered appropriate for the Meeting of Shareholders to approve the 2019 Board of Directors' remuneration proposed by the Nomination, Remuneration, and Governance Committee which proposed to maintain the rate of remuneration for directors similar to the approved rate from the 2018 Annual General Shareholders' Meeting as follows:

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 Comm. & Independent Director	50,000 Baht /Person/Month	50,000 Baht /Person/Month
- Director of Audit Comm. & Independent Director	45,000 Baht /Person/Month	45,000 Baht /Person/Month
- Director	45,000 Baht /Person/Month	45,000 Baht /Person/Month
2) Annual Bonus	one month per year	one month per year
3) Non-monetary compensation	– None –	– None –



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

Agenda 7

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

BOD's opinion:

With recommendation from the Audit Committee, it is considered appropriate for the Meeting of Shareholders to approve the appointment of auditors from Sam Nak – Ngan A.M.C. Company Limited. One of the following auditors may audit and provide opinions on the 2019 financial statements of the Company and its 5 subsidiaries, namely:

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

It is considered appropriate to propose to the AGM to approve the 2019 auditor's fee in the amount of 3,630,000 Baht same as audit fee of year 2018 (excluding VAT and other travelling expenses for auditing service outside Bangkok) as illustrated in the table below:

Audit Fee	2018	2019 (Proposed)
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		-

Agenda 8

Other businesses (if any)

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

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



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

Sincerely yours,

Dr. Anan Sirimongkolkasem

Chairman of Executive Committee