



# 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 3/2566

21 February 2023

Subject: Dividend Payment and Date and Agenda of 2023 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. 2/2566 on 21 February 2023 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 of 2022 at THB 0.20 per share. The dividend will be paid in cash on 27 April 2023. Dividend will be paid from net profit of separate financial statements for year 2022, 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 8 March 2023 and to pay the dividend on 27 April 2023.

*However, the right to receive dividend payment is subjected to the approval of the 2023 AGM.*

2. To arrange the 2023 Electronic Annual General Meeting of Shareholders (E-AGM) only, in accordance with criteria specified in related laws and regulations, on Wednesday 5 April 2023, 9:30 a.m. Guideline and procedures of attending the Shareholders Meeting via electronic method shall be announced in Invitation to Attend the Annual General Meeting of Shareholders, the Company's website and submitted to the Stock Exchange of Thailand.
3. To set Record Date to determine right of shareholders to attend and vote in the 2023 AGM on 8 March 2023.
4. To set the 2023 AGM agendas as follows:

**Agenda 1** To acknowledge the Company's 2022 operating results

BOD's opinion: It is considered appropriate for the Meeting of Shareholders to acknowledge the Company's operating results for the year 2022.

**Agenda 2** 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, 2022

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, 2022 which have been audited by the Certified Auditor (Mr. Naris



# 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

Saowalagsakul, CPA No. 5369 from Sam Nak – Ngan A.M.C. Co., Ltd.) and reviewed by the Audit Committee.

## Agenda 3

To consider and approve dividend payment for the year 2022

### BOD's opinion:

It is considered appropriate for the Meeting of Shareholders to approve dividend payment at THB 0.20 per share in total amount of THB 250,764,200. Dividend will be paid from net profit of separate financial statements for year 2022, in which shareholders must be deducted withholding tax.

The date for determining the rights of shareholders to receive dividend payment will be on 8 March 2023 (Record Date). The dividend payment will be made on 27 April 2023.

*However, the right to receive dividend payment is subjected to the approval of the 2023 AGM.*

## Agenda 4

To consider and approve the appointment of directors in replacement of those who complete their terms by rotation in 2023

There are 3 directors who complete their terms by rotation at the 2023 AGM, namely:

- 1) Dr. Anan Sirimongkolkasem
- 2) Mrs. Somsiri Ingpochai, and
- 3) Mr. Paramet Hetrakul.

### 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) Dr. Anan Sirimongkolkasem | Director (re-elected)             |
| 2) Mrs. Somsiri Ingpochai    | Director (re-elected)             |
| 3) Mr. Paramet Hetrakul      | 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 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. His expertise, good knowledge in financial aspects. He has sufficient financial



# 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

experience to be able to review reliability of financial statement; as well as business understanding to be able to work with the Board effectively. His qualifications and requirements are 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, carefulness, and fidelity in accordance with law, objectives and regulations of the Company including the resolutions of the shareholders' meeting as well as having knowledge, expertise, and experiences which are valuable for GFPT.

## Agenda 5

### To consider and approve the 2023 Board of Directors' remuneration

#### BOD's opinion:

It is considered appropriate for the Meeting of Shareholders to approve the 2023 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 2022 Annual General Shareholders' Meeting as follows:

Remuneration	2022	2023 (Proposal)
<b>1) Monthly Remuneration</b>		
- 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
<b>2) Annual Bonus</b>	one month per year	one month per year
<b>3) Non-monetary compensation</b>	- None -	- None -
<b>Change</b>		-

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



# 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

## Agenda 6

To consider and approve the appointment of auditor and the 2023 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 2023 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 5 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 2023 auditor's fee in the amount of THB 3,720,000 increases by THB 60,000 or 1.64% up from the audit fee of year 2022 (excluding VAT and other travelling expenses for auditing service outside Bangkok) as illustrated in the table below:

Audit Fee	2022	2023 (Proposed)
Audit Fee of GFPT PCL.	1,230,000.-	1,290,000.-
Audit Fee of 5 Subsidiaries	2,430,000.-	2,430,000.-
Non-Audit Fee	-	-
<b>Total Audit Fee</b>	<b>3,660,000.-</b>	<b>3,720,000.-</b>
<b>%change</b>		<b>1.64</b>

## Agenda 7

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 1 October 2022 until 30 December 2022. Neither meeting agenda nor director nomination was proposed this year.



# 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

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](mailto:cs@gfpt.co.th) or contact the Company Secretary at +66(0)2473 8000 or fax at +66(0)2473 8398.

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

Sincerely yours,

Dr. Anan Sirimongkolkasem

Chairman of Executive Committee