



# 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 3/2567

20 February 2024

Subject: Dividend Payment for the year 2023; and Scheduling of the 2024 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. 2/2567 on 20 February 2024 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 2023 at THB 0.15 per share. The dividend will be paid in cash on 25 April 2024. Dividend will be paid from its retained earnings, 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 5 March 2024 and to pay the dividend on 25 April 2024.

*However, the right to receive dividend payment is subjected to the approval of the 2024 AGM.*

2. To arrange the 2024 Electronic Annual General Meeting of Shareholders (E-AGM) only, in accordance with criteria specified in related laws and regulations, on Friday 5 April 2024, 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 2024 AGM on 5 March 2024.
4. To set the 2024 AGM agendas as follows:

**Agenda 1** To acknowledge the Company's 2023 operating results

BOD's opinion: It is considered appropriate for the Meeting of Shareholders to acknowledge the Company's operating results for the year 2023.

**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, 2023

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, 2023 which have been audited by the Certified Auditor (Mr. Naris



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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 2023

### BOD's opinion:

It is considered appropriate for the Meeting of Shareholders to approve dividend payment at THB 0.15 per share in total amount of THB 188,073,150. Dividend will be paid from its retained earnings, in which shareholders must be deducted withholding tax.

The date for determining the rights of shareholders to receive dividend payment will be on 5 March 2024 (Record Date). The dividend payment will be made on 25 April 2024.

*However, the right to receive dividend payment is subjected to the approval of the 2024 AGM.*

## Agenda 4

To consider and approve the appointment of directors in replacement of those who complete their terms by rotation in 2024

There are 3 directors who complete their terms by rotation at the 2024 AGM, namely:

- 1) Mr. Thanathip Pichedvanichok
- 2) Ms. Wannee Sirimongkolkasem, and
- 3) Mr. Sujin Sirimongkolkasem.

### 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. Thanathip Pichedvanichok Independent Director (re-elected)
- 2) Ms. Wannee Sirimongkolkasem Director (re-elected)
- 3) Mr. Sujin Sirimongkolkasem 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 deemed 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 as well as business understanding to be able to



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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 2024 Board of Directors' remuneration

### BOD's opinion:

It is considered appropriate for the Meeting of Shareholders to approve the 2024 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 2023 Annual General Shareholders' Meeting as follows:

Remuneration	2023	2024 (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

**Agenda 6**

**To consider and approve the appointment of auditor and the 2024 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 2024 financial statements of the Company and its 5 subsidiaries, namely:

- 1) Mr. Ampol Chamnongwat, CPA No. 4663 or  
(Mr. Ampol used to be an initialed on the financial statements of the Company and its subsidiaries for 5 years since 2013-2017)
- 2) Ms. Praphasri Leelasupha, CPA No. 4664 or  
(Never certified in the Company's and its subsidiaries financial statements)
- 3) Mr. Naris Saowalagsakul, CPA No. 5369 or  
(Mr. Naris has initialed on the financial statements of the Company and its subsidiaries for 6 years since 2018)
- 4) Ms. Gunyanun Punyaviwat, CPA No. 12733 or  
(Never certified in the Company's and its subsidiaries financial statements)
- 5) Mr. Burin Prasongsamrit, CPA No. 12879  
(Never certified in the Company's and its subsidiaries financial statements)

It is considered appropriate to propose to the AGM to approve the 2024 auditor's fee in the amount of THB 3,820,000 increases by THB 100,000 or 2.69% up from the audit fee of year 2023 (excluding VAT and other travelling expenses for auditing service outside Bangkok) as illustrated in the table below:

Audit Fee	2023	2024 (Proposed)
Audit Fee of GFPT PCL.	1,290,000.-	1,290,000.-
Audit Fee of 5 Subsidiaries	2,430,000.-	2,530,000.-
Non-Audit Fee	-	-
<b>Total Audit Fee</b>	<b>3,720,000.-</b>	<b>3,820,000.-</b>
<b>%change</b>		<b>2.69</b>

**Agenda 7**

**To consider and approve the amendment to the Articles of Association of the Company**

**BOD's opinion**

It is considered appropriate for the Meeting of Shareholders to approve the amendment to the Articles of Association of the Company for consistency with the



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Public Company Limited Act (No. 4) B.E. 2565 (2022) and the notification of the Department of Business Development of 2022, amended legal requirements for advertising, transmission of letters or documents, proxy-giving, board meeting, as follows:

Chapter 4 Board of Directors Clause 29 and Clause 33

Chapter 5 Shareholders' Meeting Clause 36, 37 and Clause 40

Chapter 6 Accounting, Finance and Auditing Clause 47

In addition, to consider authorizing persons assigned by the Board of Directors to certify applications or relevant documents in relation to registrations of the amendment to the Articles of Association of the Company at the Department of Business Development, Ministry of Commerce, and to take any reasonable undertakings which are necessary and relevant to such process in order to comply with the registrar's order(s).

## Agenda 8

**To consider and approve the amendment of the objectives of the Company and the amendment to Article 3 of the Memorandum of Association of the Company**

## BOD's opinion

It is considered appropriate for the Meeting of Shareholders to approve the amendment of the objectives of the Company and the amendment to Article 3 of the Memorandum of Association of the Company, as follows:

(1) **Amendment of the objectives of the Company as follows:** Amendments to objectives, Clause 1 to 22 remain the same without any changes, with the addition of Clause 23 as follows.

Clause 23 To engage in the business of warehouse, silos, or cold storage for the normal trade compensation with the consideration and in the normal course of business, whether the consideration is in the form of money, remuneration or any other benefit, provided, however, that such business operation shall be subject to obtaining any relevant business license/approval from the Department of Internal Trade or any other relevant government agencies

(2) **Amendment to Article 3 of the Memorandum of Association of the Company as follows:**

“There are 23 objectives of the company.”

In addition, to consider authorizing persons assigned by the Board of Directors to certify applications or relevant documents in relation to registrations of the



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amendment to the objectives of the Company and the amendment to Article 3 of the Memorandum of Association of the Company at the Department of Business Development, Ministry of Commerce, and to take any reasonable undertakings which are necessary and relevant to such process in order to comply with the registrar's order(s).

## Agenda 9

## 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 2023 until 29 December 2023. 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](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