



# 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 6/2567

4 March 2024

Subject: Invitation to Attend the 2024 Annual General Shareholders' Meeting (E-AGM)

To: Shareholders of GFPT Public Company Limited

- Enclosures:
- 1) [2023 Annual Report Form 56-1 One Report in form of QR Code](#)
  - 2) Information of the proposed directors in replacement of those retiring by rotation
  - 3) GFPT Definition of Independent Director
  - 4) [Guidelines for attending the meeting, proxy appointment and details of GFPT independent directors, vote casting and counting via electronic platform \(E-AGM\)](#)
  - 5) Proxy Form B
  - 6) GFPT Articles of Association of the Company relating to shareholders' meeting
  - 7) [User-Guide for the electronic meeting system for the Shareholders' Meeting](#)

The Board of Directors of GFPT Public Company Limited ("GFPT") has resolved to convene the 2024 Annual General Meeting of Shareholders on Friday 5 April 2024 at 9.30 hrs. via Electronic Means (E-AGM) according to the Public Limited Company Act B.E. 2535 (1992) which is amended by the Public Limited Company Act (No.4) B.E. 2565 (2022), the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other related laws and regulations to consider matters according to the agendas as follows:

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

Rationale: The Company has summarized the Company's operating results and the significant changes for the year 2023 ended on 31 December 2023 as presented in [Enclosure 1: Annual Report 2023/Form 56-1 One Report](#) which has been sent to the Shareholders in form of QR Code attached to this invitation letter.

BOD's Opinion: It is considered appropriate for the Meeting of Shareholders to acknowledge GFPT's operational results for the year 2023.

*Required Votes: This matter is for acknowledgement and there will be no casting of votes.*

## **Agenda 2 To consider and approve the audited financial statements of GFPT PCL. and its subsidiaries for the year ended December 31, 2023**

Rationale: According to the Public Limited Companies Act. B.E. 2535 (1992) and the Company's Articles of Association, the Board of Directors is required to prepare a statement of financial position and statements of comprehensive income as at the end of each fiscal year; which have been audited by the certified public accountant and reviewed by the Company's Audit Committee, and submit to shareholders in the AGM for approval.



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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, 2023 were audited by the Certified Public Accountant and reviewed by the Company's Audit Committee as shown in the Enclosure 1: Annual Report 2023/Form 56-1 One Report under "Financial Statements" section Page 173

**BOD's Opinion:** It is considered appropriate for the Meeting of Shareholders to approve the audited financial statements of GFPT PCL. and its subsidiaries for the year ended December 31, 2023 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 the year 2023**

**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.

For the year 2023, the operating results of the Company's separate financial statement shows a net profit of THB 4.31 million. The Company has retained earnings appropriated for legal reserve in amount of THB 140 million or equal to 10 percent of its registered capital in compliance with the requirement of the law. The Company has unappropriated retained earnings of THB 1,569.37 million.

In consideration of the net profit of separate financial statements including unallocated retained earnings and the Company's cash flow, liquidity, and investment plans of the Company for the year 2024, the Board proposed cash dividend payment for the year 2023 at the rate of THB 0.15 per share in the total amount of THB 188,073,150. Dividend will be paid in cash from its retained earnings, in which shareholders must be deducted withholding tax.

The dividend payment for the operational results of year 2022 - 2023 is shown below:

Dividend Payment for Operational Results of Year	2022	2023
Dividend Payment (Baht per share)	0.20	0.15
Dividend Payment Amount (Baht)	250,764,200	188,073,150
Stock Price as of 16 Feb 2023 and 16 Feb 2024	12.50	11.30
Dividend Yield (%)	1.60%	1.33%
Net Profit – Separate (million Baht)	660.42	4.31



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Dividend Payment for Operational Results of Year	2022	2023
Dividend Payout Ratio – Separate (%)	37.97%	-
Net Profit – Consolidated (million Baht)	2,044.47	1,376.57
Dividend Payout Ratio – Consolidated (%)	12.27%	13.66%

The Record Date for specifying the list of shareholders who are entitled to receive the dividend is on 5 March 2024. 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.*

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 2023 operating results.

BOD's opinion: It is considered appropriate for the Meeting of Shareholders to approve the dividend payment at THB 0.15 per share for the year 2023

*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 to replace those who retire by rotation in 2024**

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

At present, 3 directors who are due to retire by rotation at this 2024 AGM as follows:

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

GFPT invited shareholders to nominate qualified candidates for the director position through the SET announcement and its website during 1 October 2023 - 29 December 2023. However, no shareholder nominated any qualified candidate.

The Nomination, Remuneration and Corporate 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 NRCG Committee, excluding directors who may have conflict of



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interest, proposed 3 retired directors by rotation to be re-elected to hold the position for another term as follow: -

- 1) Mr. Thanathip Pichedvanichok Independent Director (re-elected)
- 2) Ms. Wannee Sirimongkolkasem Director (re-elected)
- 3) Mr. Sujin Sirimongkolkasem 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. Thanathip Pichedvanichok, 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 16 years). His expertise, good knowledge in law as well as 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.

Profiles of each nominated directors for the re-appointment of retired director by rotation are shown in the [Enclosure 2](#).

**BOD's Opinion:** The NRCG 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, 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. The proposed independent director can perform his duty and has freedom to express his opinions.

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

- 1) Mr. Thanathip Pichedvanichok Independent Director (re-elected)
- 2) Ms. Wannee Sirimongkolkasem Director (re-elected)
- 3) Mr. Sujin Sirimongkolkasem 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 2024 Board of Directors' remuneration**

**Rationale:** The NRCG 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.



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For year 2024, the NRCG Committee has considered the directors' appropriateness of the directors' remuneration based on the above mentioned criteria and comparison with the Director Compensation Survey 2022 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 2023 Annual General Shareholders' Meeting as follow:

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 Committee & Independent Director	50,000 Baht /Person/Month	50,000 Baht /Person/Month
- 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
<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.

**BOD's Opinion:** It is considered appropriate for the Meeting of Shareholders to approve the directors' remuneration for year 2024 based on the recommendation of the NRCG 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 the Company's auditors and the audit fee for the year 2024

**Rationale:** According to the Public Limited Companies Act. B.E. 2535 and the Company's Article of Association Clause 42(5), the appointment of the Company's auditors 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 2024



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based on scope of audit, and proposed to the Board of Directors and the Meeting of shareholders for consideration, as per details described below:

(1) To consider and appoint the following auditors from Sam Nak - Ngan A.M.C. Company Limited as auditor of the Company and 5 subsidiaries for the year 2024:

- 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)

In the event that the aforementioned certified auditors are unable to perform their duties, Sam Nak - Ngan A.M.C. Company Limited (AMC) is able to find other certified auditors of AMC. Therefore, AMC and the above-mentioned auditors 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 year 2024 in the amount of THB 3,820,000 increases by THB 100,000 or 2.69% up from the year 2023



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(excluding VAT and other travelling expenses for auditing service outside Bangkok) as illustrated in the table below:

Audit Fee	2023	2024 (Proposal)
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>

**BOD's Opinion:** The Board of Director concurred with the recommendation of the Audit Committee and agreed that Sam Nak - Ngan A.M.C. Company Limited is a reliable organization with good performance, sufficient personnel, knowledgeable, and reasonable compensation. It is considered appropriate for the Meeting of Shareholders to approve the appointment of the auditors from Sam Nak - Ngan A. M. C. Company Limited namely: Mr. Ampol Chamnongwat, CPA No. 4663 or Ms. Praphasri Leelasupha, CPA No. 4664 or Mr. Naris Saowalagsakul, CPA No. 5369 or Ms. Gunyanun Punyaviwat, CPA No. 12733 or Mr. Burin Prasongsamrit, CPA No. 12879, to be the auditor of Company and its 5 subsidiaries for the year 2024; and fix the audit fee for the year 2024 in the amount of THB 3,820,000 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 To consider and approve the amendment of the Company's Articles of Association**

**Rationale:** The Public Company Limited Act (No. 4) B.E. 2565 (2022) enforced since 24 May 2022, and the notification of the Department of Business Development of 2022 enforced since 7 October 2022 amended legal requirements about procedures of the board of directors' meeting and the shareholders' meeting including e-publication, e-invitation, e-proxy, and e-meeting.

In this regard, the Board of Director has considered appropriate for the Meeting of Shareholders to approve amendment of the Company's Articles of Association to conform with the Public Company Limited Act (No.4) B.E. 2565 (2022) and the notification of the Department of Business Development B.E. 2565 (2022) with details as follows:



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Original Articles of Association	Proposed Amendment
<b>Chapter 4 Board of Directors</b>	
<p><b>Clause 29</b></p> <p>Meetings of the board of directors shall be summoned by the Chairman of the board of directors or a person assigned by the Chairman by him/her shall send a notice to the directors not less than seven (7) days prior to the meeting date. Unless it is an urgent case to protect the rights and interests of the Company, a meeting may be summoned by other means; and the date of the meeting may be scheduled sooner.</p>	<p><b>Clause 29</b></p> <p>Meetings of the board of directors shall be summoned by the Chairman of the board of directors or a person assigned by the Chairman. <u>In absence of the chairman for whichever reason, meetings of the board of directors shall be summoned by the vice chairman. In absence of the vice chairman for whichever reason, meetings of the board of directors shall jointly be summoned by two (2) or more directors. A notice of meeting shall be sent the notice to the directors not less than 3 days prior to the meeting date. Unless it is an urgent case to protect the rights and interests of the Company, a meeting may be summoned by other means; and the date of the meeting may be scheduled sooner.</u></p> <p><u>In this regard, a notice of meeting and supporting documents may be sent via electronic means, provided that the directors have declared their intentions or consents to the Company or the board of directors for sending a notice of meeting or documents via electronic means, the sending thereof shall be subject to the criteria prescribed by the registrar.</u></p> <p><u>In the event of expediency or to protect the rights or benefits of the Company, at least two (2) directors may jointly request for the Chairman of the Board to call a meeting of the Board, provided that the agendas and reasons for calling such meeting must be stated in such request. In such cases, the Chairman of the Board shall proceed to call a meeting of the Board and schedule the date thereof within fourteen (14) days from the date of receipt of such request. In the case where the Chairman of the Board fails to do so as specified under the first paragraph, the directors who</u></p>





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Original Articles of Association	Proposed Amendment
	<p><u>have made such request may jointly call and schedule the date of a meeting of the board to consider the proposed matter within fourteen (14) days from the lapse of such period under the first paragraph.</u></p>
<p><b>Clause 33</b></p> <p>The board of directors shall summon a meeting at least 3 months at the province which the Company's office is located or company branch or nearby provinces.</p>	<p><b>Clause 33</b></p> <p>The board of directors shall summon a meeting at <u>least once every three (3) months</u> at the province which the Company's office is located or company branch or nearby provinces.</p> <p><u>The Meetings of the board of directors under the first paragraph may be held and arranged by an electronic media pursuant to the applicable provisions of law governing arrangement of meetings through electronic media. In such cases, it shall be deemed that the head office of the Company is the meeting venue.</u></p>
<b>Chapter 5 Shareholder's Meeting</b>	
<p><b>Clause 36</b></p> <p>The board of directors shall call a meeting of shareholders which is an annual general meeting of shareholders within four (4) months from the end of each of the Company's fiscal years.</p> <p>Any meeting of shareholders other than the one referred to in the first paragraph shall be called an extraordinary meeting of shareholders which may be called by the board of directors at any time as deemed appropriate. Shareholders holding shares in aggregate not less than 1/5 of the total number of shares sold, or at least 25 shareholders holding shares in aggregate not less than 1/10 of the total number of shares sold, may at any time collectively submit a letter requesting the board of directors to call an extraordinary general meeting , provided that reasons for such request must be clearly specified in the said letter, and the board of</p>	<p><b>Clause 36</b></p> <p>The board of directors shall call a meeting of shareholders which is an annual general meeting of shareholders within four (4) months from the end of each of the Company's fiscal years.</p> <p>Any meeting of shareholders other than the one referred to in the first paragraph shall be called an extraordinary meeting of shareholders which may be called by the board of directors at any time as deemed appropriate. <u>One or several shareholders holding shares representing not less than ten (10) percent of the total issued shares of the Company may, by subscribing their names, make a written request to the board of directors to call an extraordinary meeting at any time, provided that the written request must clearly state the matters and reasons for calling such meeting. In this regard, the board of directors shall arrange to</u></p>



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Original Articles of Association	Proposed Amendment
<p>directors shall convene the meeting of shareholders within 1 month from the date of receipt of such letter from the shareholders.</p>	<p><u>convene a meeting of shareholders within forty-five (45) days from the date of receipt of the request of the shareholders.</u></p> <p><u>In the case where the board of directors fails to convene the meeting within the period set out under the second paragraph, the shareholders subscribing their names in the request or any other shareholders holding shares representing not less than such required amount may call the meeting by themselves within forty-five (45) days from the expiration of the period under the second paragraph. Such a meeting shall be deemed as called by the Board of Directors; and the Company shall be responsible for the necessary expenses incurred by such meeting and provide any arrangement to facilitate such meeting as appropriate.</u></p> <p><u>In the case where the shareholders call the meeting by themselves according to the third paragraph, the shareholders who called for a meeting may be sent a notice of a meeting of shareholders to other shareholders by via electronic media, provided that the shareholders have declared their intentions or consents thereof to the Company or the board of directors pursuant to the criteria prescribed by the registrar.</u></p> <p><u>In the case where any meeting of shareholders called by the shareholders, pursuant to the third paragraph, fails to form a quorum as prescribed by these Articles of Association, the shareholders under the third paragraph shall jointly reimburse for any and all expenses incurred to the Company from convening such meeting.</u></p> <p><u>In this regard, a meeting of shareholders may be convened via electronic media pursuant to the criteria</u></p>



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Original Articles of Association	Proposed Amendment
	<p><u>and procedures set out in or permitted by the applicable law. In such cases, it shall be deemed that the head office of the Company is the meeting venue.</u></p>
<p><b>Clause 37</b></p> <p>In calling a meeting of shareholders, the board of directors shall prepare a written notice specifying the venue, date, time and agenda of the meeting and the matters to be proposed to the meeting in appropriate details by clearly indicating in each matter whether it is a matter proposed for acknowledgement, approval, or consideration, as the case may be, and including the opinion of the board of directors on each of the matters. The notice shall be disseminated to the shareholders and the registrar not less than seven (7) days prior to the date of the meeting. In addition, the notice shall be published in a newspaper for not less than three (3) consecutive days and not less than three (3) days prior to the date of the meeting.</p>	<p><b>Clause 37</b></p> <p>In calling a meeting of shareholders, the board of directors shall prepare a written notice specifying the venue, date, time and agenda of the meeting and the matters to be proposed to the meeting in appropriate details by clearly indicating in each matter whether it is a matter proposed for acknowledgement, approval, or consideration, as the case may be, and including the opinion of the board of directors on each of the matters. The notice shall be disseminated to the shareholders and the registrar not less than seven (7) days prior to the date of the meeting. In addition, the notice shall be published in a newspaper for not less than three (3) consecutive days and not less than three (3) days prior to the date of the meeting.</p> <p><u>In pursuant to the first paragraph, a notice of a meeting of shareholders may be published via electronic media pursuant to the criteria and procedures set out in or permitted by the registrar.</u></p> <p><u>A notice of a meeting of shareholders may be sent via electronic media, provided that the shareholders have declared their intentions or consents thereof to the Company or the board of directors pursuant to the criteria prescribed by the registrar.</u></p>
<p><b>Clause 40</b></p> <p>Shareholders have the right to attend and vote at shareholder meetings shareholders may appoint any other person to attend the meeting and vote on their behalf as a proxy.</p> <p>In the case of a proxy, the proxy form must be as prescribed by the Registrar and submitted to the</p>	<p><b>Clause 40</b></p> <p>Shareholders have the right to attend and vote at shareholder meetings shareholders may appoint any other person to attend the meeting and vote on their behalf as a proxy.</p> <p>In the case of a proxy, the proxy form must be as prescribed by the Registrar and submitted to the</p>



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Original Articles of Association	Proposed Amendment
<p>Chairman of the Board or other person designated by the Chairman of the Board at the meeting venue before the proxy attending the meeting.</p> <p>Any shareholder who has in resolution, a special interest in any matter, shall not be entitled to vote on such matter, except voting for the election of directors.</p> <p>In casting votes, each shareholder shall have voting rights equal to the number of shares held including the number of shares received by proxy, one vote for one vote.</p> <p>In casting votes, the proxy has votes equal to the total number of votes that the shareholders appointing the proxy have. Unless the proxy declares to the meeting before voting that he or she will vote on behalf of only some of the proxies. The name of the proxy grantor and the number of shares held by the proxy grantor are also specified.</p>	<p>Chairman of the Board or other person designated by the Chairman of the Board at the meeting venue before the proxy attending the meeting.</p> <p><u>The appointment of proxy may be conducted through an electronic means provided that the method made available for this purpose must be safe and capable of establishing credibility that such appointment has been made by the appointing shareholder pursuant to the criteria prescribed by the registrar.</u></p> <p>Any shareholder who has in resolution, a special interest in any matter, shall not be entitled to vote on such matter, except voting for the election of directors.</p> <p>In casting votes, each shareholder shall have voting rights equal to the number of shares held including the number of shares received by proxy, one vote for one vote.</p> <p>In casting votes, the proxy has votes equal to the total number of votes that the shareholders appointing the proxy have. Unless the proxy declares to the meeting before voting that he or she will vote on behalf of only some of the proxies. The name of the proxy grantor and the number of shares held by the proxy grantor are also specified.</p>
<b>Chapter 6 Accounting, Finance, and Audit</b>	
<p><b>Clause 47</b></p> <p>The dividend must not be paid from other types of money apart from the earnings. In the case that the Company still has the cumulative loss, the dividend payment is prohibited.</p> <p>Such dividend shall be divided following the number of shares equally.</p> <p>The board of directors shall pay the interim dividend to the shareholder from time to time when</p>	<p><b>Clause 47</b></p> <p>The dividend must not be paid from other types of money apart from the earnings. In the case that the Company still has the cumulative loss, the dividend payment is prohibited.</p> <p>Such dividend shall be divided following the number of shares equally.</p> <p>The board of directors shall pay the interim dividend to the shareholder from time to time when</p>



# GFPT PUBLIC COMPANY LIMITED

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OFFICE: GFPT TOWER, 312, RAMA 2 ROAD, BANGMOD, JOMTHONG, BANGKOK 10150, THAILAND TEL: 02-473-8000, 02-473-8398

Original Articles of Association	Proposed Amendment
<p>viewing that the Company has the earnings appropriately for doing that. When the interim dividend is paid, such dividend payment must be reported to the Shareholder' s Meeting in the next Shareholder' s Meeting.</p> <p>The dividend payment must be done within 1 month from the date on which the Shareholder' s Meeting or the Board' meeting approved the resolution as the case maybe. The letter must be sent to the shareholders and the notification must be advertised on such dividend payment in the newspaper for not less than 3 consecutive days</p>	<p>viewing that the Company has the earnings appropriately for doing that. When the interim dividend is paid, such dividend payment must be reported to the Shareholder' s Meeting in the next Shareholder' s Meeting.</p> <p>The dividend payment must be done within 1 month from the date on which the Shareholder' s Meeting or the Board' meeting approved the resolution as the case maybe. The letter must be sent to the shareholders and the notification must be advertised on such dividend payment in the newspaper for not less than 3 consecutive days.</p> <p><u>In pursuant to the fourth paragraph, the notification of dividend payment can be undertaken by electronic means in pursuant to the criteria prescribed by the registrar.</u></p>

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).

**BOD's Opinion:** It is considered appropriate for the Meeting of Shareholders to approve the amendment of the Company's Articles of Association in conform with the Public Company Limited Act (No.4) B.E. 2565 (2022) and the notification of the Department of Business Development B.E. 2565 (2022), including granting relevant powers as proposed.

**Required Votes:** *The resolution for this agenda requires votes of not less than three-quarters of the number of the shareholders who attended the meeting with the voting rights*

**Agenda 8** To consider and approve the amendment of the objectives of the Company and the Article 3 of the Company's Memorandum of Association

**Rationale:** To align with the Company's business operation and its future directions, the Company therefore wishes to amendment of the objectives of the Company and the amendment to Article 3 of the Memorandum of Association of the Company, as follows:



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- (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 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).

**BOD's Opinion:** It is considered appropriate for the Meeting of Shareholders to approve the amendment of the objectives of the Company and the Article 3 of the Company's Memorandum of Association, including granting relevant powers as proposed.

**Required Votes:** *The resolution for this agenda requires votes of not less than three-quarters of the number of the shareholders who attended the meeting with the voting rights*

## Agenda 9 Other businesses (if any)

The shareholders are free to ask any questions and the Board will answer their queries (if any).

In addition, shareholders can appoint proxy to any person or any independent director of the Company. Name and information of the independent directors are provided for shareholders' proxies (**Enclosure 4**) by completing information in the meeting notification form and Proxy Form B (**Enclosure 5**) with supporting documents for proxy as specified in the granting of proxy (**Enclosure 4**) and send all original documents to the Company **within 31 March 2024**.

The Company will open for registration to attend the Annual General Meeting of Shareholders through electronic platform (E-AGM) in advance via <https://portal.eservice.set.or.th/GFPT> from 18 March 2024 onwards, guidelines for attending the meeting, proxy appointment, vote casting and counting (**Enclosure 4**) and the Company will conduct the meeting in accordance with the Company's Articles of Association and Public Company Law (**Enclosure 6**).



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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](mailto:cs@gfpt.co.th) or fax at +662 473 8398.

Yours sincerely,

GFPT Public Company Limited

(Mr. Virach Sirimongkolkasem)

Chairman of the Board of Directors

- Remark:
1. The Company determined the right of shareholders to attend the 2024 Annual General Shareholders' Meeting and the right of shareholders to receive the dividend on Tuesday 5 March 2024 (Record Date)  
*However, the right to receive dividend payment is subjected to the approval of the 2024 AGM.*
  2. The Company has published the Invitation to Attend of the 2024 Annual General Shareholders' Meeting including the meeting documents and Proxy Form in the Company's website (<https://www.gfpt.co.th/>).
  3. 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.
  4. 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.
  5. Holding Annual General Meeting of Shareholders via DAP e-Shareholder Meeting system, the Company collect, use, and disclose personal information of shareholders in order to perform duties as required by law and for benefit of providing services to shareholders in attending the Shareholders' Meeting which shareholders will be protected according to the "Privacy Policy" or "Privacy Notice" as shown on the Company's website at <https://www.gfpt.co.th/gfpt/files/cg/PrivacyPolicy>
  6. If shareholder would like to receive the 2023 Annual Report Form 56-1 One Report, request via email [cs@gfpt.co.th](mailto:cs@gfpt.co.th)

For additional information, please contact:

Company Secretary Department

02 473 8000 ext. 1804, 1827