

Criteria for minority shareholders to propose an agenda for the AGM and to propose persons to be nominated as directors in advance

According to the Company's good corporate governance principles regarding the rights and equitable treatment of shareholders, GFPT Public Company Limited (GFPT) invites the shareholders to propose agendas to be considered at the Annual General Meeting of the year 2020 which the shareholders feel are important and beneficial for the Company and to propose persons to be nominated as a director in advance of the Annual General Meeting under the following criteria:

1. The Qualification of the Shareholder

Shareholders who wish to propose an agenda for the AGM and or propose persons to be nominated as a director in advance must possess the following requirements:

- 1.1) Holding shares for not less than 2% of the total number of shares issued and fully paid, which can be comprised of a single shareholder or a combined group of shareholders.
- 1.2) Must have continuously held shares in accordance with the foregoing Paragraph 1.1 by the date that the shareholder proposes the agenda for the AGM or propose persons to be nominated as a director and must have the right to attend the AGM on the proposed year.

2. The Proposal of an Agenda

2.1) Proposed matters that will not be placed on the Agenda

- 2.1.1) Matters that violate the law, notification, rules, regulations of government agencies or other governing agencies or is not in compliance with the objectives, Articles of Association, the shareholders' resolution, or the corporate governance of the Company;
- 2.1.2) Matters that are beneficial only to a specific person or group and not beneficial for the Company;
- 2.1.3) Matters that are under the power and authority of the board except in cases where it creates material damage on the shareholders in general;
- 2.1.4) Matters relating to the normal business practices of the Company;
- 2.1.5) Matters that the company have already proceeded with;
- 2.1.6) Matters that is beyond the control of the Company;
- 2.1.7) Matters that shareholders already proposed at a shareholder meeting within the previous year and were approved by less than 10% of total voting shares, and provided that the facts of said matter have not yet changed significantly;
- 2.1.8) Matters which the shareholders have provided incomplete or incorrect information, or cannot to be contacted;
- 2.1.9) Matters that are proposed by shareholders not fully qualified as specified in item (1) or do not follow the criteria set forth by the Company.
- 2.1.10) Matters that the Board deems unnecessary to be placed as an agenda at the meeting.

2.2) Procedure for the consideration

- 2.2.1) The shareholder who qualifies as specified in item (1), must fill in the “Form to propose matters to be included as agenda of the Annual General Meeting of Shareholders 2020” (Form A) completely with a signature and submit an evidence of the qualification of their shareholding in accordance to item (1): the certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd. along with any additional supporting documents (if any) to the Company within 30 December 2019.

The shareholder(s) can send unofficially propose an agenda via facsimile at 0-2473-8398 or the Company Secretary's email address at cs@gfpt.co.th before sending the original documents.

To Company Secretary
GFPT Public Company Limited
GFPT Tower, 18th Floor
312 Rama 2 Road, Bangmod,
Jomthong, Bangkok 10150

- 2.2.2) In the case that a group of shareholders who have all the qualifications according to clause 1 have joined together to propose AGM agenda items, all shareholders must fill in the information in Form A completely and sign the forms for evidence to be consolidated into one information package.
- 2.2.3) In case a shareholder possesses qualification as specified in item (1) wish to propose more than 1 agenda, the shareholder(s) musts separately fill Form A per each agenda they wish to propose as well as providing separate signatories for each Form.
- 2.2.4) The Company Secretary will initially review the proposal for the Board according to the following steps:
- 2.2.4.1) **In case that the information is incomplete or incorrect**, the Company Secretary will notify the shareholders. If the shareholder fails to correct and resubmit the original documents to the Company within 20 January 2020, the Company Secretary will notify the shareholders that the proposal is excluded.
- 2.2.4.2) **In case that the shareholder(s) is not considered fully qualified as specified in item (1)**, the Company Secretary will notify the shareholders that the proposal is excluded within 20 January 2020.
- 2.2.4.3) **For cases which do not fall within (2.2.4.1) or (2.2.4.2)**, the Company Secretary will propose to the Board meeting in February 2020.
- 2.2.5) The board will consider the appropriateness of the proposal which must not fall under unless the Board deems otherwise.

- 2.2.6) The proposal approved by the Board will be included in the Agenda of the AGM notice along with the Board's opinion. For proposals disapproved by the Board, the Company will instantly inform the shareholders including to specify the reason of the Board's refusal in writing through the Company's website.

3. The Nomination of the Director

3.1) The Qualification of Director

The person(s) nominated as a director shall have the following qualifications:

- 3.1.1) Having qualifications pursuant to the Limited Public Company Act, the Securities and Exchange Act, and the Corporate Governance of the Company;
- 3.1.2) Having qualifications pursuant to the Article of Association of GFPT Public Company Limited under Section No. 4 Clause 17;
- 3.1.3) Being knowledgeable and skilled in the Company's business and industry;
- 3.1.4) Being independent, renown, having good work record, able to perform director's duties with care, honesty, fairly, ethically and socially acknowledged and having the ability to conduct work as set by the board of director;
- 3.1.5) Having suitable age, good health and mental stability, and able to physically attend the Board of Directors' meeting regularly;
- 3.1.6) Not a shareholder, partner, director, executive, or employee of a company operating in the same business or is a competitor of the Company and/or its subsidiaries.
- 3.1.7) Should not take other position of director more than 2 listed companies.

3.2) Procedure for Consideration

- 3.2.1) The shareholder who possesses qualification as specified in item (1) , must fill the "Nominating Director Form (Form B)" and "The Profile of Proposed Candidate Form (Form C)" completely with a signature and submit an evidence of the qualification of their shareholding in accordance to item (1) : the certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd. , the evidence of the nominated person's qualification along with any additional supporting documents (if any) **to the Company within 30 December 2019.**

The shareholder(s) can send the proposal unofficially via facsimile at 0-2473-8398 or the Company Secretary' s email address at cs@gfpt.co.th before sending the original documents.

To Company Secretary
GFPT Public Company Limited
GFPT Tower, 18th Floor
312 Rama 2 Road, Bangmod,
Jomthong, Bangkok 10150

- 3.2.2) In the case that a group of shareholders who have all the qualifications according to clause 1 have joined together to nominate director, all shareholders must fill in the information in Form B completely and sign the forms for evidence to be consolidated into one information package.
- 3.2.3) In case a shareholder possesses qualification as specified in item (1) wish to propose more than 1 person to be nominated as director, the shareholder(s) must separately fill Form B per each person they wish to propose as well as providing separate signatories for each Form along with a completely filled Form C and the evidence of the nominated person's qualification.
- 3.2.4) The Company Secretary will initially review the proposal for the Board according to the following steps:
- 3.2.4.1) **In case that the information is incomplete or incorrect**, the Company Secretary will notify the shareholders. If the shareholder fails to correct and resubmit the original documents to the Company within 20 January 2020, the Company Secretary will notify the shareholders that the proposal is excluded.
- 3.2.4.2) **In case that the shareholder(s) is not considered fully qualified as specified in item (1)**, the Company Secretary will notify the shareholders that the proposal is excluded within 20 January 2020.
- 3.2.4.3) **In case that the proposed candidate(s) is not considered fully qualified as specified in item (3.1)**, the Company Secretary will notify the shareholders that the proposal is excluded within 20 January 2020.
- 3.2.4.4) **For cases which do not fall within (3.2.4.1) or (3.2.4.2) or (3.2.4.3)**, the Company Secretary will propose to the Nomination Remuneration and Governance Committee meeting in February 2020.
- 3.2.5) The Nomination Remuneration and Governance Committee will consider the candidate's qualification according to the Duties and Responsibilities of the Nomination Remuneration and Governance Committee to propose to the Board unless the Board or the Nomination Remuneration and Governance Committee decides otherwise.
- 3.2.6) The name of the nominee approved by the Board will be included in the list of qualified candidate for the director position in the Agenda of the AGM notice along with the Board's opinion. For a proposal disapproved by the Nomination Remuneration and Governance Committee or the Board, the Company will instantly inform the shareholders by specifying the reason of the Board's refusal in writing through the Company's website.

The Company reserves the right to only propose the agenda that is deemed to be beneficial to the Company and shareholders, which is in accordance with laws and related regulations.

[Form A] Form to propose matters to be included as agenda of the Annual General Meeting of Shareholders 2020

[Section 1]

I, (Mr./Mrs./Miss)
residing at.....
Mobile Number Fax
E-mail address
Number of shares held shares

[Section 2]

I would like to propose the below item as an agenda of the Annual General Shareholders' Meeting of the year 2020.

Propose Agenda:

Objective: [] To Inform [] For Approval [] For Consideration

Rationale and Detail:
.....
.....
.....

and other support documents (if any) are enclosed and certified as a true copy of every page, with a total of pages.

I certify that all information written in this Form A, the evidence of shares held, and the other support documents are correct and affix my name as evidence below.

.....

Shareholder
(.....)

Date

Remarks:

- 1. Shareholders must enclose the following documents:
1.1 The Evidence of Shareholding: the certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.; and
1.2 The Evidence of Shareholders of Natural persons: copy of a valid identification card / passport (in case of non-residents) or

- 1.3 The Evidence of Shareholders of Juristic persons: copy of the company's affidavit issued by Department of Business Development, Ministry of Commerce or other related agencies, and copy of a valid identification card or passport (in case of non-residents) of authorized signatories affixed with certifying signatures of the authorized signatories;
- 1.4 In case where the shareholders have their title, name, or surname changed, the certified true copy of the evidence of such changes must be enclosed.
2. For a group of shareholders proposing together: all shareholders must completely fill in The Form to propose matters to be included as agenda of the Annual General Meeting of Shareholders 2020 (Form A) along with affixing a signature and compile the proposal together as one set.

[Form B] The Nominating Director Form

[Section 1]

I, (Mr./Mrs./Miss)
residing at
.....
Mobile Number Fax
E-mail address
Number of shares held shares

[Section 2]

I would like to nominate (Mr./Mrs./Miss) Age
years who is fully qualified in accordance with the criteria of the Company to be a director of GFPT Public
Company Limited. The proposed person has signed below as evidence of consent. The curriculum vitae of the
proposed person and other supporting documents (if any) are enclosed and certified as a true copy on every
page, with a total of pages.

I certify that all information written in this Form B, the evidence of shares held, the evidence of consent and
other support documents are correct and affix my name as evidence below.

.....
Shareholder
(.....)
Date

[Section 3]

I, (Mr./Mrs./Miss), the person proposed to be
nominated as a director in Section (2), consent and certify that the qualification and other documents (if any)
are correct, agree to adhere to the Corporate Governance of the Company, and sign my name as evidence
below.

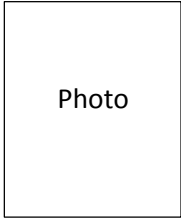
.....
Proposed person
(.....)
Date

Remarks:

- 1. Shareholders must enclose the following documents:
1.1 The Evidence of Shareholding: the certificate of shares held issued by securities companies or any other certificates from
the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.; and

- 1.2 The Evidence of Shareholders of Natural persons: copy of a valid identification card / passport (in case of non-residents) or
 - 1.3 The Evidence of Shareholders of Juristic persons: copy of the company's affidavit issued by Department of Business Development, Ministry of Commerce or other related agencies, and copy of a valid identification card or passport (in case of non-residents) of authorized signatories affixed with certifying signatures of the authorized signatories;
 - 1.4 In case where the shareholders have their title, name, or surname changed, the certified true copy of the evidence of such changes must be enclosed.
 - 1.5 The information form of candidate proposed for directorship (Form C) in which candidate have filled in information completely with candidate's signature.
 - 1.6 The relevant supporting documents of the candidate include evidence regarding education, qualifications, working/training experiences, evidence of shares held, direct and indirect interests in the Company, subsidiaries, associated companies and related companies, contact detail, and other information deemed appropriate to be proposed to the Board for their consideration including Section 3 of Form B
2. For a group of shareholders proposing together: all shareholders must completely fill in The Nominating Director Form along with affixing a signature and compile the proposal together as one set.

[Form C] The Profile of Proposed Candidate Form



1. Name – Surname (1) in Thai
 (2) in English

2. Date of Birth..... Age.....Years. Nationality.....

3. (1) Business Address Company Name.....
 No..... Soi..... Road.....
 Sub-district..... District.....
 Province..... Tel.....

(2) Home Address No..... Soi..... Road.....
 Sub-district..... District.....
 Province..... Tel.....

4. Marital Status (1) Spouse's Name.....

(2) Number of Childrenperson(s) is

4.1	Name:	Year of Birth
	Place of Work	
	Position	
4.2	Name:	Year of Birth
	Place of Work	
	Position	
4.3	Name:	Year of Birth
	Place of Work	
	Position	

5. Professional Background

(1) Education (please enclose copies of academic qualification certificates)

Institution	Degree and Major Subject	Year of Graduation

(2) Training / Seminar courses relevant to director position

Training / Seminar courses	Institution	Year of attendance

6. Work Experience

Organization	Type of Business	Position	From To (..... years)

7. Share(s) held in GFPT Public Company Limited as of (the proposal date)

Common Shares Share(s)

In addition, spouse..... Age Years. Common Shares Share(s)

Child (1) Age Years. Common Shares Share(s)

(2) Age Years. Common Shares Share(s)

(3) Age Years. Common Shares Share(s)

8. Record of lawsuit and ongoing lawsuits (except for petty offenses)

Court	Status (Plaintiff/Defendant/ Claimant)	Type (Civil/Criminal/ Bankruptcy)	Offense	Private Expense	Outcome

9. Having direct and indirect interests in the parent company, subsidiaries, associated companies and related companies (Please specify nature of the transaction and characteristics of such interests, including transaction value)

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10. Holding shares or being a director of subsidiaries, associated companies and companies related to GFPT Public Company Limited (Please specify nature of the transaction and characteristics of such interests, including transaction value)

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11. Holding shares or being a partner in a partnership, or being a director of a company which operates the same nature of business as the Company and is in competition with the business of the Company and/or subsidiary (please specify partnership/company names, number of shares held, percentage of shareholding and the nature of business)

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.....
.....

I am (Mr./Mrs./Miss), the person proposed to be nominated for appointment as the director of GFPT Public Company Limited certify that the information provided above is true and the supporting documents submitted herewith are authentic.

.....

Director nominee

(.....)

Date.....