

# INVITATION TO ATTEND THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE YEAR 2024 Global Power Synergy Public Company Limited On Wednesday, April 3, 2024 at 2.00 p.m.

via Electronic Means (E-AGM)

according to the rules related to meetings via Electronic Means.

### **Privacy Notice**

# For the 2024 Annual General Meeting of Shareholders of Global Power Synergy Public Company Limited On Wednesday, 3 April 2024 ("AGM")

Global Power Synergy Public Company Limited (the "Company") attaches significance to personal information of shareholder and/or proxies ("you") and hereby inform you of our compliance with the Personal Data Protection Act B.E. 2562 as follows.

Data Controller Information: Global Power Synergy Public Company Limited. The contacting details are as appeared in the invitation of the Company's AGM.

### 1. Personal Data Collected

It is necessary for the Company to collect your personal data i.e. name, surname, address, telephone number, photo, identification number, shareholder registration number and information related to the use of electronic systems such as email and IP Address in case of online meeting.

For the sole purpose of identification, we may request copy (ies) of your personal identification data such as identification card or other document which may contain Sensitive Personal Data such as religion. Therefore, we kindly request you to delete or redact such Sensitive Personal Data. Otherwise, the Company will deem that you authorize us to redact such Sensitive Personal Data and the relevant personal identification document shall be in full force and effect. In the event that we are unable to redact such Sensitive Personal Data due to certain restrictions, we reaffirm that the sole purpose hereof is the verification of your personal identity and that we have no intention to collect and use such Sensitive Personal Data.

The Company will record and broadcast images and sounds of the meeting for your and our legitimate interests.

### 2. Collection of Personal Data

In the direct collection of your Personal Data, we will use the Personal Data only as necessary and in accordance with the specified purposes.

However, we may collect your Personal Data from other sources i.e. securities registrars or Thailand Securities Depository Co., Ltd. (TSD), but as necessary and in accordance law.

### 3. Purposes for the Collection, Use and Disclosure of Personal Data

The Company collect, use, and disclose your Personal Data for the purposes of calling and convening the Annual General Meeting of Shareholders for the Year 2024 as required by law. Therefore, we will collect, use, and disclose your Personal Data according to the Personal Data Protection Act, B.E. 2562 without your consent, for legitimate interests of the Company or any other persons or juristic persons or for compliance with law applicable to the Company.

### 4. Personal Data Retention Period

The Company will retain your Personal Data only for the duration as necessary for the purposes that are specified in this Privacy Notice under appropriate and strict security measures.

In the case that it is not possible to specify the Personal Data retention period, the Company will retain the Personal Data as may be expected per data retention standards such as the longest legal prescription of 10 years.

### 5. Your Rights as a Data Subject

As the owner of Personal Data ("Data Subject"), you have the rights as stipulated in the Personal Data Protection Act B.E 2562 i.e. right to withdraw the consent, right to access Personal Data, right to correct, delete or destroy your Personal Data, right to request suspension of the processing of your Personal Data, right to transfer your Personal Data, right to dissent to the processing or disclosing of your Personal Data and right to be informed of changes to this Privacy Notice.

### 6. Disclosure of Personal Data to Third Party

The Company may be required to disclose Personal Data to other persons or juristic persons or regulatory authorities, who works in cooperation with the Company in connection with the purposes contained herein as necessary such as technology service provider, regulators or government agencies or by the order of regulatory officials.

The Company may also have to disclose your Personal Data to the public if it is required by law or by good corporate governance principles, such as in the Minutes of Annual General Meeting of Shareholders

### 7. Contact Channels

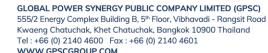
Enquires or questions on the Personal Data Protection can be addressed to the following channels: Company Secretary and Corpo rate Governance of Global Power Synergy Public Company Limited, 555/2 Energy Complex, Building B, 18<sup>th</sup> Floor, Vibhavadi Rangsit Road, Chatuchak, Chatuchak, Bangkok 10900, e-mail: <a href="mailto:company-secretary@gpscgroup.com">company-secretary@gpscgroup.com</a>

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### <u>Remark</u> The Company would send Shareholders documents by mailing as follows:

- The Notice of Meeting with Barcode for the registration of the attendance of the meeting. In this regard, shareholders can also download the Invitation to Attend the Annual General Meeting of Shareholders for the Year 2024 and Attachments via QR Code in the Notice of Meeting.
- 2) Privacy Notice
- 3) Attachment 7 Proxy Form B. (delivered to all shareholders via mail)
  The shareholders are able to download Proxy Form A. (General Proxy Form) and
  Proxy Form C. (to be used for a non-Thai shareholders wishing to appoint a
  custodian in Thailand) at the Company's website: www.gpscgroup.com
- 4) The Business Reply Envelope
- 5) Attachment 8 Application for Company Visit Program 2024



บริษัท โกลบอล เพาเวอร์ ซินเนอร์ยี่ จำกัด (มหาชน) 555/2 ศูนย์เอนเนอร์ยี่คอมเพล็กซ์ อาคารบี ชั้น 5 ถนนวิภาวดีรังสิต แขวงจตุจักร เขตจตุจักร กรุงเทพฯ 10900 โทรศัพท์ : +66 (0) 2140 4600 โทรสาร : +66 (0) 2140 4601



No. GPSC 23300075/096/24

March 5, 2024

Subject : Invitation to the 2024 Annual General Meeting of Shareholders

Attention : Shareholders of Global Power Synergy Public Company Limited

Attachment: 1. Profile of the Nominated Candidates for the Election of Directors

2. Director Nomination Process and Definition of Independent Director

 List of Names and Profiles of Independent Directors who are available to be appointed as Proxies

4. Procedures for Registration to attend the Annual General Meeting of Shareholders for the Year 2024 via Electronic Means (E-AGM) and Appointment of Proxy

5. Articles of Association relevant to Shareholder's Meeting and Vote Casting

6. The Requesting the 2023 Annual Report (56-1 One Report), in Hard Copy

The Board of Directors of Global Power Synergy Public Company Limited ("GPSC" or the "Company"), at the Meeting No. 2/2024 convened on February 9, 2024 has resolved to hold the 2024 Annual General Meeting of Shareholders ("AGM") on April 3, 2024 at 2.00 p.m. via Electronic Means (E-AGM) according to the rules related to meetings via Electronic Means. In this regard, the Board of Directors has scheduled the Record Date to determine the shareholders who are entitled to attend the AGM on February 27, 2024.

In order to set the agenda for the 2024 AGM, the Company made an announcement on its website to invite the shareholders to propose meeting agenda items during October 1, 2023 to December 30, 2023. At the end of the period, no agenda items had been proposed, therefore, the Company would like to announce the meeting agendas approved by the Board of Directors as follows:

# Agenda Item 1 To acknowledge the operating results of GPSC for the year 2023 and to approve the audited financial statements for the year ended December 31, 2023

### **Objective and Rationale:**

Section 112 of the Public Company Limited Act B.E. 2535 (1992) (including its amendment) (the "PLC Act") and Article 42 of the Company's Articles of Association provide that the Company shall prepare a report of the Company's operational results, balance sheet, and a statement of profit and loss as at the end of the accounting year to be proposed to the general meeting of the shareholders for its consideration and approval.

### **Opinion of the Board:**

The Board of Directors deemed it appropriate to propose the AGM to acknowledge the operating results of GPSC for the year 2023 and to approve the audited financial statements for the year ended December 31, 2023 as audited and certified by the auditor and reviewed by the Audit Committee as the details stated in Annual Report 2023 (56-1 One Report) via QR Code in Attachment 6.

Summary of the Consolidated Operating Performance and Financial Position

Operating Results (Consolidated)			
Description		Year 2022	Year 2023
			(Current Proposal)
Operating Revenue	(THB Million)	123,685	90,326
EBITDA	(THB Million)	10,865	17,231
Net Profit for the Company	(THB Million)	891	3,694
Earnings Per Share	(THB/Share)	0.32	1.31
]	Financial Position (Co	onsolidated)	
Description		As at	As at
		<b>December 31, 2022</b>	<b>December 31, 2023</b>
			(Current Proposal)
Total Assets	(THB Million)	288,810	281,703
Total liabilities	(THB Million)	173,710	164,178
Shareholders' Equity	(THB Million)	115,100	117,525

### **Voting Requirement:**

The resolution on this agenda item shall be passed by <u>a majority vote</u> of the shareholders attending the Meeting and casting their votes.

# Agenda Item 2 To approve the allocation of profit, the dividend payment, and the allocation of legal reserve for the year of 2023

### **Objective and Rationale:**

According to Section 115 of the PLC Act and Article 47 of the Company's Articles of Association, the annual dividend payment shall be approved by the general meeting of the shareholders. The Board of Directors may pay interim dividends to the shareholders from time to time when the Board of Directors finds that the Company has sufficient profits to do so and after the dividends have been paid, the Board of Directors shall report to the next general meeting of the shareholders. Furthermore, according to Section 116 of the PLC Act and Article 48 of the Company's Articles of Association, the Company must appropriate to a reserve fund, from the annual net profits, at least five (5) percent of the annual net profits, less the carried-forward accumulated losses (if any) until the reserve fund reaches an amount of not less than ten (10) percent of the registered capital.

The Company has a policy to make a minimum dividend payment of not less than 30 percent of the net profits, after the deduction of the tax and the legal reserve and the obligations under the loan agreement, in accordance with the financial statements. Notwithstanding the foregoing, the dividend payment is subject to the investment plan, investment necessity, and other necessary factors in the future. If the Board of Directors resolves to approve the payment of the annual dividend, it is required to propose to the Shareholders' Meeting for approval.

### **Opinion of the Board:**

According to the operating results of the Company and its subsidiaries for the year 2023, the Company recorded a net profit of THB 3,694,215,573. The Board considered various factors, such as the Company's operating results, cash flow estimation, and the Company's dividend payment policy; and found it appropriate to propose that the AGM approve the allocation of profit as a legal reserve and the dividend payment as the following details:

- 1. Approve the allocation of annual net profit as legal reserve for the year 2023 (Separate financial statements) at THB 39,554,892.
- 2. Acknowledge the interim dividend payment for the first half of 2023 operating results (January 1, 2023-June 30, 2023) at THB 0.30 per share, totaling THB 845,918,810.10 which was approved at the Board of Directors' Meeting on August 22, 2023, and was paid to the shareholders on September 20, 2023.
- 3. Approve a dividend payment from the operating results of the Company and its subsidiaries for the year 2023 at THB 0.74 per share, totaling THB 2,086,599,731.58 or approximately 56 percent of the net profit of consolidated financial statements. After the deduction of the interim dividend for the first half of 2023 operating results at THB 0.30 per share, totaling THB 845,918,810.10; the Company will pay the remaining dividend for the second half of 2023 (July 1, 2023-December 31, 2023) performances at THB 0.44 per share, totaling THB 1,240,680,921.48. The dividend payment proposal is in accordance with the Company's dividend payment policy, which the dividend of THB 0.44 per share, paid from the retained earnings with 20% Corporate Income Tax, can be credited at 20/80 of the dividend.

GPSC has scheduled the Record Date to determine the shareholders who are entitled to receive the dividend payment on February 27, 2024, and the dividend payment of THB 0.44 per share will be paid on April 23, 2024. Moreover, GPSC's president and chief executive officer shall be authorized to change dividend payment date if there is an announcement of additional public holidays that might have an impact to such proposed dividend payment date. However, the right to receive such dividend is not certain as it is subject to approval from the 2024 AGM.

The table below shows the comparison of GPSC's dividend payment during the past

2 years.

		Operating Result / Dividend Payment	
Description		2022	2023
			(Current Proposal)
Net Profit for the Company	(THB Million)	891	3,694
Earnings per Share	(THB/Share)	0.32	1.31
Dividend per Share	(THB/Share)	0.50	0.74
Interim dividend from performance in the first half of year	(THB/Share)	0.20	0.30
Number of Common Shares	(Shares)	2,819,729,367	2,819,729,367
Dividend from performance in the second half of year	(THB/Share)	0.30	0.44
Number of Common Shares	(Shares)	2,819,729,367	2,819,729,367
Total Dividend Payment	(THB)	1,409,864,683.50	2,086,599,731.58
Dividend Payout Ratio	(%)	158	56

### **Voting Requirement:**

The resolution on this agenda item shall be passed by  $\underline{a}$  majority vote of the shareholders attending the Meeting and casting their votes.

# Agenda Item 3 To approve the appointment of GPSC's auditor and the determination of the audit fee for the year 2024

### **Objective and Rationale:**

Section 120 of the PLC Act provides that the annual general meeting of shareholders shall appoint an auditor and determine the audit fee of the company every year, and, in appointing the auditor, the former auditor may be re-appointed.

The Audit Committee considered the auditor for the year 2024 by taking into account their independence, qualifications, skills, experience in the energy industry, as well as the suitable remuneration commensurate to the auditor's duties and responsibilities. Consequently, the Audit Committee proposed that the Board of Directors' Meeting propose that the AGM appoint the auditors from PricewaterhouseCoopers ABAS Ltd. ("PwC") to be the auditor of the Company for the year 2024 and determine the audit fee for the year 2024 at THB 944,500 (excluding other miscellaneous expenses). The details are as follows:

### 1) Auditors:

It is deemed appropriate to appoint the auditors from PwC to be the auditor of the Company for the year 2024. The four certified public accountants responsible for the certification of the Company's account are:

1) Ms. Wanvimol Preechawat CPA Registration No. 9548

Years of service: 1 year (2023); and/or

2) Ms. Amornrat Pearmpoonvatanasuk CPA Registration No. 4599

Years of service : 4 year (2019-2022);

and/or

3) Mr. Boonrueng Lerdwiseswit CPA Registration No. 6552

Years of service: (none); and/or

4) Ms. Rodjanart Banyatananusard CPA Registration No. 8435

Years of service : (none)

In this regard, such auditors of PwC have no relationships or interests with the Company, its subsidiaries, executives, major shareholders, or any person related to such parties, therefore, the auditors show independence in auditing and rendering opinions on the Financial Statements. In this regard, PwC is proposed to be auditors for GPSC's subsidiaries, joint ventures and associated companies for 29 companies from the total of 50 companies for the year 2024. The Board of Directors will oversee the auditing to complete in time.

### 2) Audit fee:

It is deemed appropriate to propose to the annual general meeting to approve the audit fee for the year 2024 at THB 944,500 as the following details:

	Amount (THB)		Increase (Decrease)	
Audit Fee	2023	2024 (Current Proposal)	ТНВ	Percent
Quarterly and annual audit fee	944,500	944,500	-	-
Other expenses such as, documentation fees, printing materials, postal fees, communication fees, etc.	Per actual expenses but not exceeding 8% of the audit fee	Per actual expenses but not exceeding 8% of the audit fee	-	-

### **Opinion of the Board:**

After taking into account the suggestion of the Audit Committee, the Board of Directors was of the view that it is deemed appropriate to propose that the AGM appoint the auditors from PwC, as proposed, as the auditors of the Company for the year 2024, and determine the audit fee for the year 2024 at THB 944,500 and other expenses such as, documentation fees, printing materials, postal fees, communication fees, etc. per actual expenses but not exceeding 8% of the audit fee as above proposed by the Audit Committee.

### **Voting Requirement:**

The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

### Agenda Item 4 To Consider and Approve Debentures Issuance Plan

### **Objective and Rationale:**

In order to support GPSC's and GPSC group's investment plan and/or refinancing activities and/or working capital, as well as to facilitate the financing at a time among the competition in the industry and be able to raise fund immediately once the market condition is propitious, during the fluctuation in the money market and capital market condition, and also in accordance with the use of proceeds plan of the Company over the next 5 years (2024 - 2028). The Company, therefore, has planned to issue and offer for sale of the debentures both within the country and abroad, for the period of 5 years (2024 - 2028), at the amount, which has not yet been redeemed at a time, of not exceeding THB 70 billion or any equivalent amount in other currencies.

According to Section 145 of the PLC Act and Article 37(2)(g) of the Articles of Association of the Company, the issuance and offering for sale of debentures of the company must be approved by the shareholders' meeting with the votes of not less than three-fourths (3/4) of shareholders present at the Meeting and have the rights to vote.

### **Opinion of the Board:**

The Board of Directors deemed it appropriate to propose the AGM to consider and approve the issuance and offer for sale of debentures within the country and/or abroad, for the period of 5 years (2024 – 2028), at the total amount, which has not yet been redeemed at a time, of not exceeding THB 70 billion or an equivalent amount in other currencies, and to approve the authorization of the Board of Directors to undertake any act relevant to and necessary for the issuance and offer for sale of debentures, including the execution of the agreement in relation to the issuance of the debentures and/or other agreements as necessary and appropriate.

### **Voting Requirement:**

The resolution on this agenda item shall be passed by votes of <u>not less than</u> three-fourths (3/4) of the total number of votes of the shareholders attending the Meeting and entitled to vote.

### Agenda Item 5 To approve GPSC's director remuneration for the year 2024

### **Objective and Rationale:**

According to Section 90 of the PLC Act, it is required that the remuneration of the directors shall be in accordance with the Company's Articles of Association and the resolution of the shareholders' meeting by the vote of not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting. According to Article 22 of the Company's Articles of Association, the directors shall be entitled to receive remuneration from the Company in the form of a financial reward, meeting allowance, gratuity, bonus or benefit of any other nature in accordance with a resolution of the shareholders' meeting by a vote of not less than two-thirds (2/3) of the number of votes of shareholders attending the meeting. The remuneration may be designated in fixed amounts or as a specific guideline, for any specific time of payment, or for continuous application until any future amendment by a resolution of the shareholders' meeting. In addition, the directors shall be entitled to receive allowances and fringe benefits in accordance with the Company's regulations.

The Nomination and Remuneration Committee has considered the remuneration of the Board of Directors and the Sub-Committees for the year 2024, by taking into account various relating factors e.g. the Company's success and growth in production capacity, assets, and net profit, as well as its prospect growth both within the country and abroad which require more contribution from the Board of Directors and the Sub-Committees; including comparison with other listed companies within the same industry and having similar size. It is therefore deemed appropriate to propose the Board of Directors to propose the AGM to consider the determination of the remuneration of the Board of Directors and the Sub-Committees for the year 2024 onwards with the details as follows:

### 1) Remuneration for directors

### 1.1) Retainer fee (By pro rata)

	2023 (Current)	2024 (Proposal) (Same rate as 2023)
Chairman of the Board	THB 65,000 / month	THB 65,000 / month
Directors	THB 45,000 / month	THB 45,000 / month

1.2) Meeting allowance (for the directors who attend the meeting)

Chairman of the	2023 (Current)  THB 25,000 / meeting	2024 (Proposal) (Proposed to increase from 2023) THB 40,000 / meeting
Board	(limited up to 15 meetings per year)	( <u>limited up to 15</u> meetings per year)
Directors	THB 20,000 / meeting (limited up to 15 meetings per year)	THB 35,000 / meeting (limited up to 15 meetings per year)

### 2) Remuneration for Sub-Committee members : Meeting allowance

Comprises of Audit Committee, Nomination and Remuneration Committee, Corporate Governance and Sustainability Committee, Risk Management Committee and others (if any) (for the directors who attend the meeting)

	<b>2023</b> (Current)	2024 (Proposal) (Same rate as 2023)
Chairman of the Committee	THB 37,500 / meeting (limited up to 15 meetings per year)	THB 37,500 / meeting (limited up to 15 meetings per year)
Members	THB 30,000 / meeting (limited up to 15 meetings per year)	THB 30,000 / meeting (limited up to 15 meetings per year)

### 3) Annual Bonus

### **2023** (Current)

Bonus for the 2022 operating results will be paid to directors who served GPSC in 2022, including those who completed the terms and/or retired during 2022, at total amount of <u>0.5 percent of net profit of the 2022 operating results but not exceeding THB 40 million</u>. The bonus portion is calculated based on the term of each director. The Chairman of the Board shall receive 25 percent higher than other directors.

### 2024 (Proposal) (Same rate as 2023)

Bonus for the 2023 operating results will be paid to directors who served GPSC in 2023, including those who completed the terms and/or retired during 2023, at total amount of <u>0.5 percent of net profit of the 2023 operating results but not exceeding THB 40 million</u>. The bonus portion is calculated based on the term of each director. The Chairman of the Board shall receive 25 percent higher than other directors.

### **4) Other remuneration -** none –

### **Opinion of the Board:**

The Board of Directors deemed it appropriate to propose that the AGM approve the remuneration of the directors and sub-committee members for the year 2024 onwards as proposed by the Nomination and Remuneration Committee above.

### **Voting Requirement:**

The resolution on this agenda item shall be passed by the vote of <u>not less than</u>  $\underline{\text{two-thirds (2/3)}}$  of the total number of votes of the shareholders attending the meeting.

# Agenda Item 6 To elect GPSC's new directors in replacement of those who are due to retire by rotation and who resigned

### **Objective and Rationale:**

According to Section 71 of the PLC Act and Article 17 of the Company's Articles of Association, at each annual general meeting of shareholders, one-third (1/3) of the total number of the directors at that time, or if the number is not a multiple of three, then the number nearest to one-third (1/3), must retire from office. A retiring director is eligible for re-election.

In the AGM, there are 5 directors who are due to retire by rotation and who resigned as follows:

Mr. Pailin Chuchottaworn Independent Director
 Mrs. Nicha Hiranburana Thuvatham Independent Director

3) Mr. Bandhit Thamprajamchit Director4) Mr. Worawat Pitayasiri Director

5) Mr. Pakorn Apaphant Independent Director\*

\*Mr. Pakorn Apaphant has tendered his resignation letter to resign from being the director since 26 December 2022. During the past period until now, the Company has been recruiting a person who has the appropriate qualification to be a director in place of Mr. Pakorn Apaphant. The Company would also like to propose to the AGM to consider and elect a person who has the appropriate qualification to be a director in place of Mr. Pakorn Apaphant in this Agenda Item.

The Company made announcement on its website to invite the shareholders to nominate the qualified candidates as the Company's director according to related laws during October 1, 2023 to December 30, 2023. After the given period had expired, no shareholders proposed any person to be nominated as the director of the Company.

The Nomination and Remuneration Committee has sought qualified candidates according to the director nomination process (as detailed in <u>Attachment 2</u>), considering their qualifications as required by the relevant laws and regulations as well as the Company's Articles of Association and relevant regulations. The Nomination and Remuneration Committee also brought into consideration the candidate's qualifications in terms of knowledge, expertise, and experience that are suitable for the Company's business, including the appropriateness in diversity of the director's qualifications. It is deemed appropriate to propose the Board of Directors' Meeting to consider and propose to the AGM to consider the election of directors as follows:

1) Professor Dr. Supot Teachavorasinskun Independent Director

(To replace Mr. Pailin Chuchottaworn)

2) Mrs. Nicha Hiranburana Thuvatham Independent Director (reappoint)

3) Mr. Bandhit Thamprajamchit Director (reappoint)
 4) Mr. Worawat Pitayasiri Director (reappoint)
 5) Mr. Sarawut Kaewtathip Independent Director

(To replace Mr. Pakorn Apaphant)

### **Opinion of the Board:**

The Board of Directors, excluding the directors who have conflict of interest in this matter, had thoroughly considered and deemed it appropriate to propose the AGM to consider the election of directors as proposed by the Nomination and Remuneration Committee.

The profile of each candidate to be nominated as the Company's directors appears in <u>Attachment 1</u>. The independent-director candidates are qualified as an independent director according to the definition of independent director of the Company which is stricter than those specified by the notification of Capital Market Supervisory Board (in respect of the shareholding ratio of the independent director) as detailed in <u>Attachment 2</u>.

### **Voting Requirement:**

The resolution on this agenda item shall be passed by <u>a majority vote</u> of the shareholders attending the Meeting and casting their votes.

### Agenda Item 7 Others (if any)

The Company has posted the Invitation to Attend the Annual General Meeting of Shareholders for the Year 2024, including all attachments and proxy forms on the Company's website (<a href="www.gpscgroup.com">www.gpscgroup.com</a>) on March 5, 2024. The Shareholders who are entitled to attend the Annual General Meeting of Shareholders for the Year 2024 are those whose names are listed on the Record Date fixed by the Company on February 27, 2024.

Shareholders wishing to participate in person via electronic means or grant proxy to participate via electronic means are recommended to look through the procedures of the registration and attending via electronic means, as detailed in <u>Attachment 4</u>, The registration will be opened since March 25, 2024 until the Meeting has ended on April 3, 2024.

Shareholders wishing to grant proxy to the Company's independent directors,

as detailed in Attachment 3, are recommended to look through the procedures as detailed in Attachment 4.

Shareholders could (1) send a proxy Form A or Form B (recommend to use proxy Form B), along with the

evidencing documents, via business reply envelope to the Company in advance within March 27, 2024 or (2)

grant proxy to the Company's independent directors via Inventech Connect system.

The Company will conduct the Meeting in accordance with the Company's Articles of

Association regarding the Shareholders Meeting and Vote Casting as detailed in Attachment 5. Should the

shareholders have any inquiries regarding the agenda items of the Meeting, Shareholders can send questions,

along with name-surname indication in advanced to email: <a href="mailto:company-secretary@gpscgroup.com">company-secretary@gpscgroup.com</a> or email:

ir@gpscgroup.com telephone no. 02-140-5301, 02-140-5317. The questions will be collected for further

explanation.

The Company would inform Shareholders of any changes via the Company's website

www.gpscgroup.com.

Please be informed accordingly.

Yours sincerely,

(Mr. Worawat Pitayasiri)

President and Chief Executive Officer

Office of the Chief Executive Officer

Company Secretary and Corporate Governance

Tel.: 02-140-5317

Fax.: 02-140-4601

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### **Profile of the Nominated Candidates for the Election of New Directors**

Name – Last Name : Professor Dr. Supot Teachavorasinskun

(Nominated to be independent director to replace

Mr. Pailin Chuchottaworn)

Position Nominated : Independent Director

**Age** : 59

**Education** : Doctor of Engineering (Civil Engineering), University of Tokyo

Master of Engineering (Civil Engineering), University of Tokyo

: Bachelor of Engineering (Civil Engineering), Chulalongkorn University

Area of Expertise (According : Policy Development

to GPSC's Board Skill : Business Judgment

Matrix) : Strategic Planning

: Risk Management & Internal Control

: HR & Organization Development

Innovation Management

Nomination Procedure : Nominated by the Nomination and Remuneration Committee and agreed

to propose to the Shareholder's meeting for consideration by the Board

of Directors which the Board of Directors have considered that the nominated person being an independent director will be able to give

opinions independently and in accordance with the relevant rules.

Training Record with Thai Institute of Directors (IOD)

: Director Certification Program (DCP 269/2019)

Financial Statements for Director (FSD 32/2019)

: Director Leadership Certification Program (DLCP 2/2021)

: Role of the Chairman Program (RCP 53/2023)

Other Training Record : The Executive Program in Energy Literacy for a Sustainable Future,

Class 10, Thailand Energy Academy

: Special Lecture by Dr. Prinya Hom-Anek, Special Consultant to

National Cyber Security Committee: "Cybersecurity in the Boardroom"

: IOD National Director Conference 2021: "Leadership Behind Closed

Door"



- : STS Expert Session 2021:
  - "Business Transformation and Innovation" by The Siam Cement Plc (SCG)
  - "How H & R as a specialty marketer and refiner with primarily Group I refinery technology is planning to adapt to the changing refinery landscape" by Hansen and Rosenthal Group (H & R Group)
  - Trade and Development Regional Forum 2021: "Recharging Asia: Inclusive Growth and Sustainable Development amidst Post Pandemic World" by International Institute for Trade and Development
- : Conference Call on Q4/2021 Outlook: "Navigating a Vulnerable Recovery" by Standard Chartered Bank (Thai) Plc
- : Director's Briefing No.14/2021: "The Choices of Dispute Resolution in the time of COVID-19" by IOD and Thailand Arbitration Center
- 2021 PTIT Special Lecture by Khunying Thongtip Ratanarat:
   "Thailand's Destiny in the Next 30 Years; Must Have A "New Think Through" to Propel the Country's Economy Forward"
- : Capital Market Academy Leader Program, Class 32, Capital Market Academy
- : IOD National Director Conference 2022: "Wisdom for Future: Harmonizing the diverse boards"
- : IOD Chairman Forum No. 1/2022: "Charing the Unknown Future"
- : IOD Chairman Forum No. 1/2023: "Leadership Amidst Volatility and Distrust"

### **Current Positions**

Listed Company-The Stock Exchange of Thailand

1 Organization : Independent Director (Non-Executive) and Chairman of the Board,

Thai Oil Public Company Limited

Other Organizations / Companies (Not Listed in the Stock Exchange of Thailand)

1 Organization : Dean, Faculty of Engineering, Chulalongkorn University

**Working Experience (5-Year Past Experience)** 

July 2016 - Present : Dean, Faculty of Engineering, Chulalongkorn University

**Independent Directorship** : None (Newly nominated)

in GPSC

Position in Other Organizations that May Have Conflict of Interest with GPSC: : None Shareholding in GPSC (including spouse and minor)

Self : Spouse : Minor : Total : -

**Qualified According to Related Laws and Does Not Have Prohibited Qualifications** : Qualified

Criminal Offense Record during the Past 10 Years : None
Family Relation with other Directors, Executives, Major Shareholders of GPSC and its : None

Family Relation with other Directors, Executives, Major Shareholders of GPSC and its subsidiaries

### **Information for Considering an Election of Independent Director**

Having the following interests in the Company, parent companies, subsidiaries, joint ventures, major shareholders, affiliates, or any legal entities that have conflicts, at present or in the past 2 years

Being a director that takes part in managing day- to- day operation, or being an employee, or : No advisor who receive a regular salary or fee

Being a professional service provider (i.e. auditor, lawyer, financial advisor) : No
Having the significant business relations that may affect the ability to perform independently : No
Being an owner, director, executive, employee, or advisor who receive regular salary or holding : No
more than one percent of shares with voting rights other company which undertakes business in
the same nature and in competition to the business of the company or its subsidiary company

### **Profile of the Nominated Candidates for the Election of New Directors**

Name – Last Name : Mrs. Nicha Hiranburana Thuvatham

(Nominated for re-election)

**Current Position in the Board**: Independent Director /

Member of the Corporate Governance

and Sustainability Committee /

Member of the Audit Committee

(Non-Executive Director)

**Position Nominated** : Independent Director

**Age** : 56

**Education** : Master's Degree, International Studies, Ohio University, U.S.A.

(Foreign Student Scholarship)

: Bachelor of Political Science (Second Class Honors),

Chulalongkorn University

**Area of Expertise (According**: Policy Development

to GPSC's Board Skill : Strategic Planning

: Internal Audit

Matrix) : Corporate Governance & CSR

: Risk Management & Internal Control

: HR & Organization Development

**Nomination Procedure** : Nominated by the Nomination and Remuneration Committee and agreed

to propose to the Shareholder's meeting for consideration by the Board

of Directors which the Board of Directors have considered that the

nominated person being an independent director will be able to give

opinions independently and in accordance with the relevant rules.

**Training Record with Thai Institute of Directors (IOD)** 

: Director Accreditation Program (DAP 164/2019)

Other Training Record : Senior Management Course - Visionary and Ethical Leadership,

Office of the Civil Service Commission

: Advanced Certificate Course in Promotion of Peaceful Society,

King Prajadhipok's Institute

: Human Resources Management for Public Sector,

Office of the Civil Service Commission

: Public Sector Management Certificate

: The National Defence Course (Batch 64), National Defence College

Executive Program, Political and Electoral Development Institute

(Class 9/2018)

### **Current Positions**

Listed Company-The Stock Exchange of Thailand

- Organization : None

Other Organizations / Companies (Not Listed in the Stock Exchange of Thailand

1 Organization : Deputy Secretary-General to the Prime Minister for Administrative

Affairs, Secretariat of the Prime Minister Office of the Prime Minister

**Working Experience (5-Year Past Experience)** 

March 7, 2016 - Present : Deputy Secretary-General to the Prime Minister for Administrative

Affairs, Secretariat of the Prime Minister Office of the Prime Minister

**Independent Directorship** : 2 Terms (6 years)

in GPSC First Term: April 3, 2017 - April 2, 2021

Second Term: April 2, 2021- April 3, 2024

**Meeting Attendance** : Regular meeting 12/12 (100 %)

(**Board of Directors**) in 2023 Additional meeting 2/2 (100 %)

**Meeting Attendance** : The Corporate Governance and Sustainability Committee

(**Sub-Committees**) in 2023 Regular meeting 5/5 (100%)

: The Audit Committee

Regular meeting 5/5(100%)

Position in Other Organizations that May Have Conflict of Interest with GPSC: : None Shareholding in GPSC (including spouse and minor)

Self : Spouse : Minor : Total : -

**Qualified According to Related Laws and Does Not Have Prohibited Qualifications** : Qualified

Criminal Offense Record during the Past 10 Years : None
Family Relation with other Directors, Executives, Major Shareholders of GPSC and its : None

subsidiaries

### <u>Information for Considering an Election of Independent Director</u>

Having the following interests in the Company, parent companies, subsidiaries, joint ventures, major shareholders, affiliates, or any legal entities that have conflicts, at present or in the past 2 years

Being a director that takes part in managing day- to- day operation, or being an employee, or : No advisor who receive a regular salary or fee

Being a professional service provider (i.e. auditor, lawyer, financial advisor) : No
Having the significant business relations that may affect the ability to perform independently : No
Being an owner, director, executive, employee, or advisor who receive regular salary or holding : No
more than one percent of shares with voting rights other company which undertakes business in
the same nature and in competition to the business of the company or its subsidiary company

### **Profile of the Nominated Candidates for the Election of New Directors**

Name – Last Name : Mr. Bandhit Thamprajamchit

(Nominated for re-election)

**Current Position in the Board** : Director (Non-Executive Director))

**Position Nominated** : Director

**Age** : 53

**Education**: Master of Business Administration (Executive),

Sasin Graduate Institute of Business Administration of Chulalongkorn

University

: M.Sc. in Advanced Chemical Engineering (Distinction), Imperial College, University of London, United Kingdom

: Bachelor of Engineering (Chemical Engineering)

(First Class Honours, Gold Medal), Chulalongkorn University

**Area of Expertise** : Policy Development

(According to GPSC's Board : Business Judgment

Skill Matrix) : Strategic Planning

: Finance& Accounting

: Corporate Governance&CSR

: Risk Management & Internal Control

: HR & Organization Development

: Power Industry Expertise

Innovation Management

Nomination Procedure : Nominated by the Nomination and Remuneration Committee and agreed

to propose to the Shareholder's meeting for consideration by the Board

of Directors

Training Record with Thai Institute of Directors (IOD)

: Director Certification Program (DCP 187/2014)

: Ethical Leadership Program (ELP 27/2022)

: Role of the Chairman Program (RCP 52/2022)

Other Training Record : National Defence Course, Class 63,

The National Defence College of Thailand

: The Executive Program in Energy Literacy for a Sustainable Future,

Class 14, Thailand Energy Academy

: Capital Market Academy Leader Program, Class 27,

Capital Market Academy

: Leadership Development Program III (LDP III), Class 4,

PTT Leadership and Learning Institute (PLLI)

: Leadership Development Program II (LDP II with INSEAD)

Thailand & Singapore, PTT Leadership and Learning Institute (PLLI)

: The Young Executive Program in Energy Literacy for a Sustainable

Future, Class 2, Thailand Energy Academy

: Executive Development Program (EDP),

Thai Listed Companies Association

: Executive Development Program, Fiscal Policy Research Institute

Foundation, Thailand

: NIDA-WHARTON Executive Development Program,

Thailand & U.S.A.

: STS Expert Session 2023:

"Global Trends in Energy", Boston Consulting Group (BCG)

"Global & Thailand Economic Outlook", Bangkok Bank Plc

### **Current Positions**

### Listed Company-The Stock Exchange of Thailand

2 Organizations : Senior Executive Vice President,

PTT Public Company Limited

: Director (Executive) / Member of the Risk Management Committee /

Chief Executive Officer and President / Secretary to the Board of

Directors, Thai Oil Public Company Limited

### Other Organizations / Companies (Not Listed in the Stock Exchange of Thailand

16 Organizations : Director & Chairman, Board of Thai Paraxylene Company Limited

: Director & Chairman, Board of LABIX Company Limited

: Director & Chairman, Board of TOPNEXT International Company

Limited

: Director, Board of Sapthip Company Limited

: Chairman, Petroleum Refining Industry Club, The Federation of Thai

Industries

: Vice Chairman, Petrochemical Cluster, The Federation of Thai

Industries

: Committee, Industrial Promotion and Support Department, The

Federation of Thai Industries

: Committee, The Institute of Industrial Energy, The Federation of Thai

Industries

: Subcommittee on Fuel and Greenhouse Gases Impact Assessment from

EV Measures, The National EV Policy Committee, Ministry of Energy

: Director, The Federation of Thai Industries

Council of Trustees, Petroleum Institute of Thailand

: Director of Thai Listed Companies Association

: Committee, Chulalongkorn University Alumni Association, under the

Royal Patronage of His Majesty the King

: Vice President, Thailand Swimming Association

: Executive Director, Thailand Energy Academy

: Council Member of Thailand Business Council for Sustainable

Development

### **Working Experience (5-Year Past Experience)**

Jan 2023 – Present : Chief Executive Officer and the President,

Thai Oil Public Company Limited

Jan – Sep 2023 : Acting Senior Executive Vice President – Hydrocarbon and Acting

Executive Vice President - Manufacturing,

Thai Oil Public Company Limited

Jan – Mar 2023 : Acting Managing Director, LABIX Co., Ltd.

Jan 2021 – Dec 2022 : Senior Executive Vice President-Hydrocarbon

and Acting Executive Vice President – Manufacturing,

Thai Oil Public Company Limited

Feb 2020 – Dec 2020 : Senior Executive Vice President-Petroleum & Petrochemical,

Thai Oil Public Company Limited Plc

Oct 2018 – Jan 2020 : Senior Executive Vice President- Petroleum & Petrochemical and

Acting Executive Vice President-Operation Excellence,

Thai Oil Public Company Limited

**Directorship in GPSC** : 1 Term (1 year 2 months)

First Term: February 1, 2023 - April 3, 2024

Meeting Attendance (Board of Directors) in 2023 : Regular meeting 11/11 (100%)

Additional meeting 2/2 (100 %)

### Position in Other Organizations that May Have Conflict of Interest with GPSC:

Senior Executive Vice President, PTT Public Company Limited

### Shareholding in GPSC (including spouse and minor)

Self : Spouse : -

Minor : Total : -

Qualified According to Related Laws and Does Not Have Prohibited Qualifications : Qualified

Criminal Offense Record during the Past 10 Years : None

Family Relation with other Directors, Executives, Major Shareholders of GPSC and its : None

subsidiaries

### **Profile of the Nominated Candidates for the Election of New Directors**

Name – Last Name : Mr. Worawat Pitayasiri

(Nominated for re-election)

**Current Position in the Board**: Director / Secretary to the Board

/ Member of the Risk Management Committee

/ President and Chief Executive Officer

(Executive Director)

**Position Nominated** : Director

**Age** : 57

**Education**: Master of Business Administration, Thammasart University

: Bachelor of Engineering (Chemical Engineering),

Chulalongkorn University

**Area of Expertise** : Policy Development

(According to GPSC's Board : Business Judgment

Skill Matrix) : Strategic Planning

: Finance& Accounting

: Corporate Governance&CSR

: Risk Management & Internal Control

: HR & Organization Development

: Power Industry Expertise

**International Business** 

Innovation Management

Nomination Procedure : Nominated by the Nomination and Remuneration Committee and agreed

to propose to the Shareholder's meeting for consideration by the Board

of Directors

Training Record with Thai Institute of Directors (IOD)

: Director Certification Program (DCP 158/2012)

Other Training Record : National Defense Course (NDC) Class 64,

Thailand National Defence College

: Advanced Certificate Course Politics and Governance in Democratic

Systems for High Level Executives (Class 22nd),

King Prajadhipok's Institute

: NIDA-Wharton Executive Leadership Program, Class of 2009,

The Wharton School of the University of Pennsylvania, USA

: Asia Petrochemical Industry Conference (APIC), Class 2/2017,

Japan Petrochemicals Industry Association

: Senior Executive Program (SEP), Class 26/2012,

Sasin Graduate Institute of Business Administration,

Chulalongkorn University

: PTT Group VP Leadership Development Program

### **Current Positions**

### Listed Company-The Stock Exchange of Thailand

2 Organization : Senior Executive Vice President, PTT Public Company Limited

: Director / Secretary to the Board / Member of the Risk Management

Committee / President and Chief Executive Officer (Executive Director)

Global Power Synergy Public Company Limited

### Other Organizations / Companies (Not Listed in the Stock Exchange of Thailand

18 Organizations : Director, Xayaburi Power Company Limited

: Director, Ratchaburi Power Company Limited

: Director, Glow Energy Public Company Limited

: Director, Glow Co., Ltd.

: Director, Glow SPP 2 Co., Ltd.

: Director, Glow SPP 3 Co., Ltd.

: Director, Glow IPP 2 Holding Co., Ltd.

: Director, Glow SPP 11 Co., Ltd.

: Director, Glow IPP Co., Ltd.

: Director, Global Renewable Power Company Limited

: Director, Nuovo Plus Company Limited

: Director / Executive Director, Board of The Federation of Thai

Industries (FTI) (Term 2022-2024)

: Vice President, Committee of the Institute of Industrial Energy

(Term 2022 - 2024)

: Executive Director, Thailand Energy Academy

: Committee, Chulalongkorn University Alumni Association,

under the Royal Patronage of His Majesty the King

: Chairman of the Innovation and Initiative Commitee,

Chulalongkorn University Alumni Association

: Council Board, Thailand Carbon Neutral Network

: Advisor, IEEE Power & Energy Society

### **Working Experience (5-Year Past Experience)**

December 2020 - Present : Senior Executive Vice President, PTT Public Company Limited

: Director / Secretary to the Board / Member of the Risk Management

Committee / President and Chief Executive Officer (Executive Director)

Global Power Synergy Public Company Limited

September 2018 – November : Senior Executive Vice President, Innovation and Digital,

2020 PTT Public Company Limited

**Directorship in GPSC** : 2 Terms (3 years 4 months)

First Term : December 1, 2020 – April 2, 2021 Second Term : April 2, 2021 – April 3, 2024

Meeting Attendance (Board of Directors) in 2023 : Regular meeting 12/12 (100%)

Additional meeting 2/2 (100 %)

Meeting Attendance (Sub-Committees) in 2023 : The Risk Management Committee 9/9 (100 %)

Position in Other Organizations that May Have Conflict of Interest with GPSC:

Senior Executive Vice President, PTT Public Company Limited

**Shareholding in GPSC (including spouse and minor)** 

Self : Spouse : Minor : Total : -

Qualified According to Related Laws and Does Not Have Prohibited Qualifications : Qualified

Criminal Offense Record during the Past 10 Years

None

Family Relation with other Directors, Executives, Major Shareholders of GPSC and its : None

subsidiaries

### Profile of the Nominated Candidates for the Election of New Directors

Name – Last Name : Mr. Sarawut Kaewtathip

(Nominated to be independent director to replace

Mr. Pakorn Apaphant)

Position Nominated : Independent Director

**Age** : 49

**Education** : Ph.D. in Chemical Engineering,

California State Polytechnic University, USA

: M.S. in Chemical Engineering,

University of Southern California, USA

B.S. in Chemical Engineering, University of Southern California, USA

**Area of Expertise (According** : Policy Development

to GPSC's Board Skill : Business Judgment

Matrix) : Strategic Planning

: Internal Audit

: Law

: Corporate Governance & CSR

: Risk Management & Internal Control

: HR & Organization Development

Power Industry Expertise

**Nomination Procedure** : Nominated by the Nomination and Remuneration Committee and agreed

to propose to the Shareholder's meeting for consideration by the Board

of Directors which the Board of Directors have considered that the

nominated person being an independent director will be able to give

opinions independently and in accordance with the relevant rules.

Training Record with Thai Institute of Directors (IOD)

: Director Certification Program (DCP 267/2018)

Other Training Record : Senior Executive Program in Energy Science (Class of 11)

by Thailand Energy Academy (TEA)

: Senior Executive Program (Class of 83) by Office of the Civil Service

Commission (OCSC)

: Ministry Spokesperson by the Office of the Prime Minister

: Utilities Regulations and Strategies by The World Bank and Public

Utility Research Center, USA

: International Program for Development Evaluation Training

(IPDET 2006) by The World Bank and Carleton University, Canada

### **Current Positions**

### Listed Company-The Stock Exchange of Thailand

- Organization : None

Other Organizations / Companies (Not Listed in the Stock Exchange of Thailand)

2 Organization : Director General, Department of Energy Business

: Extraordinary subcommittee for an evaluation of academic position,

The Office of the Civil Service Commission or OCSC

**Working Experience (5-Year Past Experience)** 

2019 – 2024 : Director General, Department of Mineral Fuels

2020 – 2024 : Board Members and Risk Management Committee,

PTT Global Chemical Public Company Limited

2019 – 2024 : Board Members, Malaysia-Thailand Joint Authority (MTJA)

2019 – 2020 : Board Members, PTT Public Company Limited

2019 – 2019 : Deputy Permanent Secretary, Office of the Permanent Secretary,

Ministry of Energy

2018 – 2019 : Board Members and Risk Management Committee, PTT Oil and Retail

**Business Company Limited** 

2016 – 2019 : Deputy Director General, Department of Mineral Fuels

**Independent Directorship** : None (Newly nominated)

in GPSC

Position in Other Organizations that May Have Conflict of Interest with GPSC: : None

**Shareholding in GPSC (including spouse and minor)** 

Self : Spouse : Minor : Total : -

Qualified According to Related Laws and Does Not Have Prohibited Qualifications : Qualified

Criminal Offense Record during the Past 10 Years : None

Family Relation with other Directors, Executives, Major Shareholders of GPSC and its : None

subsidiaries

### <u>Information for Considering an Election of Independent Director</u>

Having the following interests in the Company, parent companies, subsidiaries, joint ventures, major shareholders, affiliates, or any legal entities that have conflicts, at present or in the past 2 years

Being a director that takes part in managing day- to- day operation, or being an employee, or advisor who receive a regular salary or fee

Being a professional service provider (i.e. auditor, lawyer, financial advisor) : No Having the significant business relations that may affect the ability to perform independently : No Being an owner, director, executive, employee, or advisor who receive regular salary or holding : No more than one percent of shares with voting rights other company which undertakes business in the same nature and in competition to the business of the company or its subsidiary company

### **Director Nomination Process and Definition of Independent Director**

### **Director Nomination Process**

The Board of Directors has appointed the Nomination and Remuneration Committee to select and nominate qualified candidates for directorship. In this process, the Nomination and Remuneration Committee will take into consideration recommendations from major shareholders and free float as well as director's pools derived from reliable organizations, which provide a list of qualified persons in different fields, before reviewing the qualifications of the candidates in the following aspects:

- Being qualified and having none of the prohibited characteristics under the Public Company Limited Act B.E. 2535 (1992) (including its amendment) and do not have characteristics indicating a lack of appropriateness in respect of trustworthiness in managing business whose shares are held by public shareholders as specified in the notification of the Security and Exchange Commission
- Not over 70 years of age
- Knowledgeable, capable and possess a variety of skills, careers, and working experiences that are
  in line with GPSC's strategy and "GPSC's Board Skill Matrix"
- Being capable of devoting sufficient time for GPSC, being in good health, being capable of regularly attending the Board of Directors meetings, being an active participant in meetings, being straight-forward, and/or being a businessman with good reputation, good record of work performance and good ethics, as well as being accepted by society
- Capable of providing leadership and able to efficiently and effectively monitor the business conduct of the Company's executives
- Serving as a director of no more than 4 listed companies in the Stock Exchange of Thailand, including GPSC.

The selection process shall be free from discrimination on grounds of gender, race, religion, or other considerations.

The nomination of candidates to replace directors retiring by rotation at annual general meetings of shareholders shall be published on GPSC's website <a href="www.gpscgroup.com">www.gpscgroup.com</a> to invite advance nomination of qualified candidates from shareholders, after which the Board of Directors will consider their qualifications and propose qualified candidates at annual general meetings of shareholders in accordance with GPSC's criteria.

### **Definition of Independent Director**

The GPSC Board of Directors shall compose of at least one-third (1/3) Independent directors out of all directors and must not be less than three. GPSC's definition of independent director is <u>stricter</u> than the qualifications required by the Capital Market Supervisory Board in terms of proportion of shareholding which are:

- 1) Holding shares not exceeding <u>0.5</u> percent of the total number of shares with voting rights of the company, its parent company, subsidiary, affiliate, major shareholder or controlling person, including shares held by related persons of such independent director.
- 2) Neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the company, its parent company, subsidiary, affiliate, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to taking the independent directorship.
- 3) Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child to other director, executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the company or its subsidiary company.
- 4) Neither having nor used to have a business relationship with the company, its parent company, subsidiary, affiliate, major shareholder or controlling person, in the manner which may interfere with his/her independent judgement, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the company, its parent company, subsidiary company, affiliate, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to taking the independent directorship.

The term 'business relationship' under the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the company or the counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the company or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences.

- 5) Neither being nor used to be an auditor of the company, its parent company, subsidiary, affiliate, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the company, its parent company, subsidiary company, affiliate, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to taking the independent directorship.
- 6) Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the company, its parent company, subsidiary, affiliate, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to taking the independent directorship.
- 7) Not being a director appointed as representative of directors of the company, major shareholder or shareholder who is related to major shareholder.
- 8) Not undertaking any business in the same nature and in competition to the business of the company or subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the company or its subsidiary company.
- 9) Not having any other characteristics which cause the inability to express independent opinions.

### <u>List of Names and Profiles of the Independent Directors</u> who are available to be appointed as Proxies

**1.** Mr. Chalermphol Pensoot Age: 60

Independent Director / Chairman of the Audit Committee (Non-Executive Director)

Address : Global Power Synergy Public Company Limited

555/2 Energy Complex Building B, 18<sup>th</sup> Floor, Vibhvadee Rangsit Road, Chatuchak Sub-district,

Chatuchak District, Bangkok 10900

**Conflict of Interest** : None

**Amount of shares held** : None (including spouse and minor children)

2. Mr. Somchai Meesen Age: 55

Independent Director / Chairman of the Corporate Governance and Sustainability Committee /

Member of the Audit Committee (Non-Executive Director)

Address : Global Power Synergy Public Company Limited

555/2 Energy Complex Building B, 18<sup>th</sup> Floor, Vibhvadee Rangsit Road, Chatuchak Sub-district,

Chatuchak District, Bangkok 10900

**Conflict of Interest** : None

**Amount of shares held** : None (including spouse and minor children)

**3. Gen. Santipong Thampiya** Age: 61

Independent Director / Chairman of the Nomination and Remuneration Committee /

Member of the Risk Management Committee (Non-Executive Director)

Address : Global Power Synergy Public Company Limited

555/2 Energy Complex Building B, 18<sup>th</sup> Floor, Vibhvadee Rangsit Road, Chatuchak Sub-district,

Chatuchak District, Bangkok 10900

**Conflict of Interest** : None

**Amount of shares held** : None (including spouse and minor children)

**4.** Gen. Prachaphat Vatchanaratna Age: 62

Independent Director / Member of the Corporate Governance and Sustainability Committee /

Member of the Audit Committee (Non-Executive Director)

Address : Global Power Synergy Public Company Limited

555/2 Energy Complex Building B, 18<sup>th</sup> Floor, Vibhvadee Rangsit Road, Chatuchak Sub-district,

Chatuchak District, Bangkok 10900

**Conflict of Interest** : None

**Amount of shares held** : None (including spouse and minor children)

# Procedures for Registration & Appointment of Proxy for the Annual General Meeting of Shareholders for the Year 2024 via Electronic Means (E-AGM) Global Power Synergy Public Company Limited Wednesday, April 3, 2024 at 2.00 p.m.

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### Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows:

### Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <a href="https://app.inventech.co.th/GPSC113740R/#/homepage">https://app.inventech.co.th/GPSC113740R/#/homepage</a> or scan QR Code and follow the steps as shown in the picture





\*\* Merge user accounts, please using

the same email and phone number \*\*

Choose type request for request form to 4 step

Step 1 Fill in the information shown on the registration

Step 2 Fill in the information for verify

Step 3 Verify via OTP

Step 4 Successful transaction, The system will display information again to verify the exactitude of the information

Please wait for an email information detail of meeting and Password

- 2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 25 March 2024 at 8:30 a.m. and shall be closed on 3 April 2024 Until the end of the meeting.
- 3. The electronic conference system will be available on 3 April 2024 at 12:00 p.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

### Appointment of Proxy to the Company's Independent Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures by April 2, 2024 at 17.00 hours or send the proxy form together with the required documents to the Company via the business reply envelope. The proxy form and required documents must be delivered to the Company by March 27, 2024 at 17.00 hours.

### If you have any problems with the software, please contact Inventech Call Center



02-931-9130



@inventechconnect



The system available during 25 March – 3 April 2024 at 08.30 a.m. – 05.30 p.m.

(Specifically excludes holidays and public holidays)



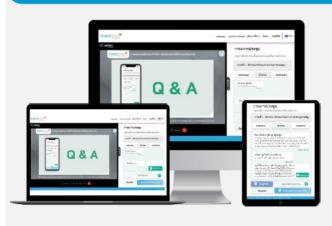
Report a problem @inventechconnect

- Get email and password that you received from your email or request OTP
- Click on "Register" button, the system has already registered and counted as a quorum.
- Click on "Join Attendance", Then click on "Join Meeting" button
- Select which agenda that you want to vote
- Click on "Vote" button
- Click the voting button as you choose
- The system will display status your latest vote



To cancel the last vote, please press the button "Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

### Step to ask questions via Inventech Connect



- Select which agenda
- Click on "Question" button
- Ask a question
  - Type the question then click "Send"
- Ask the question via video
  - Click on "Conference"
  - Click on "OK" for confirm your queue
  - Please wait for the queue for you then your can open the microphone and camera

### How to use Inventech Connect







User Manual e-Voting



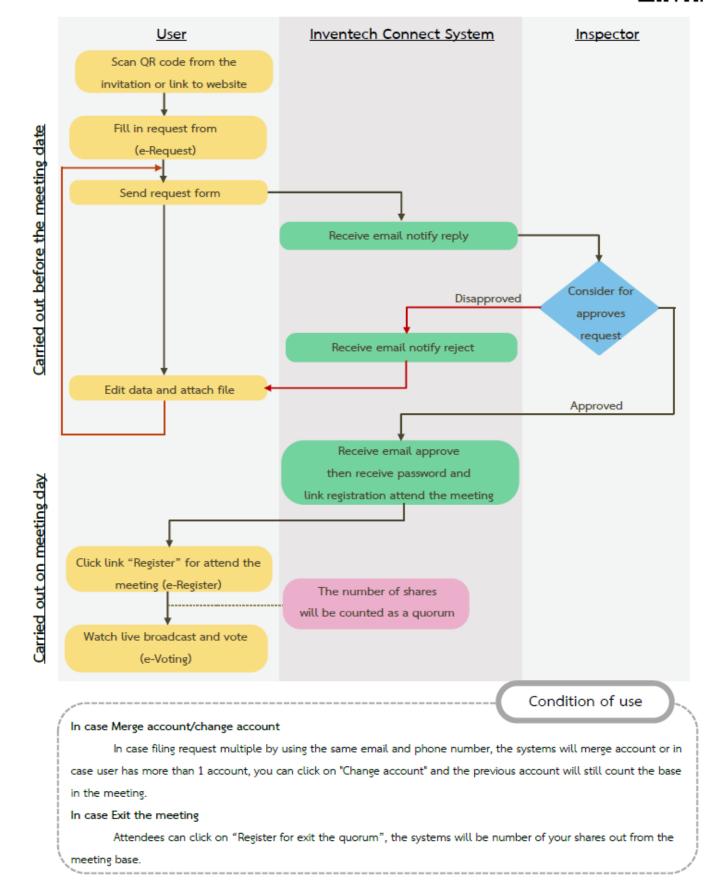
Video of using Inventech Connect

- \* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.
  - 1. Internet speed requirements
    - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
    - High Quality Video: Must be have internet speed at 1.0 Mbps.
    - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
  - 2. Equipment requirements.
    - Smartphone/Tablet that use IOS or android OS.
    - PC/Laptop that use Windows or Mac OS.
  - 3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge \*\* The system does not supported internet explorer.

## Guidelines for attending The Annual General Meeting of Shareholders 2024 of Electronic Meeting

The Attendees must submit a request via Web browser at <a href="https://app.inventech.co.th/GPSC113740R/#/homepage">https://app.inventech.co.th/GPSC113740R/#/homepage</a> or





# Supporting Documents for Registration to attend the 2024 Annual General Meeting of Shareholders via Electronic Means (E-AGM) and Proxy Appointment Global Power Synergy Public Company Limited Wednesday, April 3, 2024 at 2.00 p.m.

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### 1. Attending in Person

### 1.1 Natural Person

- (1) Notice of Meeting with barcode.
- (2) An valid official document of the shareholder e.g. copy of identification card, copy of passport (for the non-Thai nationality shareholders), copy of government official/ state-enterprise official identification card, or copy of any other identification card issued by the government agency, on which there is a photo of the shareholder. In the case of a change in first name or last name, a document evidencing such change is required to be presented.

### 1.2 Juristic Person by Shareholder Representative (the authorized director(s))

- (1) Notice of Meeting with barcode.
- (2) A <u>copy</u> of the shareholder's Affidavit issued by the Department of Business Development, Ministry of Commerce (evidencing that the shareholder representative (the authorized director(s)) who attends the meeting is the authorized director(s) of the juristic person holding the shares), <u>issued no longer than six (6) months</u> prior to the date of the meeting, certified by the authorized director(s) and affixed with the company's seal (if any).
- (3) An valid official document as specified in item 1.1 (2) of the shareholder representative (the authorized director(s))

# 2. Proxy

### 2.1 Natural Person Attending the Meeting by Proxy

- (1) Notice of Meeting with barcode.
- (2) Proxy Form A. or Proxy Form B. which has been filled out and signed by the shareholder and the proxy
- (3) A <u>copy</u> of valid official document as specified in item 1.1 (2) of the shareholder, certified by the shareholder.
- (4) A <u>copy</u> of valid official document as specified in item 1.1 (2) of the proxy, certified by the proxy.

### 2.2 Juristic Person Attending the Meeting by Proxy

- (1) Notification of Meeting with barcode.
- (2) Proxy Form A. or Proxy Form B. which has been filled out and signed by the authorized director(s) and affixed with the company's seal (if any) and by the proxy.
- (3) A <u>copy</u> of the shareholder's Affidavit issued by the Department of Business Development, Ministry of Commerce (evidencing that the director who acts as a shareholder appointing a proxy is the authorized director(s) of the juristic person holding the shares) <u>issued no longer than six (6) months</u> prior to the date of the meeting, certified by an authorized director(s) and affixed with the company's seal (if any).
- (4) A <u>copy</u> of valid official document as specified in item 1.1 (2) of the authorized director(s) who execute(s) the proxy form, certified by such authorized director(s)
- (5) A <u>copy</u> of valid official document as specified in item 1.1 (2) of the proxy, certified by the proxy.

### 2.3 Appointing an Independent Director of the Company as a Proxy

For the shareholders who wish to grant proxy to one of the Company's independent directors, please prepare the following documents.

- (1) Notification of Meeting with barcode.
- (2) Proxy Form A. or Proxy Form B. (either Proxy Form A or Proxy Form B only) which has been filled out, selecting a proxy from one of the Company's independent directors (the name list is set out in Attachment 3), and signed by the shareholder
- (3) In case of natural-person shareholders, prepare supporting document as specified in item 2.1 (3)
- (4) In case of juristic-person shareholders, prepare supporting document as specified in item 2.2 (3) and 2.2 (4)

In order to comply with the requirements under the Notification of the Capital Market Supervisory Board No. TorJor. 79/2564 re: Criteria on the General Solicitation relating to the Appointment of Proxy by the Shareholders to Attend and Vote in the Shareholders' Meeting, the Company hereby informs the shareholders as follows:

- The shareholders are advised to review the details of the agenda items before deciding to appoint a proxy;
- In case the shareholder who appoints a proxy has casted the votes in each agenda item in Proxy Form B in advance, the Company will record the votes of such shareholder in accordance with the votes specified in such proxy form.
- However, in the case that a shareholder who appoints the Company's independent director to be his/her proxy does not cast his/her vote in the proxy form in advance, the independent director who has been appointed as a proxy shall cast the votes on behalf of the shareholder as he / she deems suitable and appropriate (unless the shareholder has explicitly instructed the independent

- director to cast the votes in accordance with the votes casted under Proxy Form B. or Proxy Form C.)
- In case the Company fails to record your votes as indicated in the proxy form, or the proxy does not cast the votes in accordance with the proxy form, and such failure or omission causes damage to you, you will be eligible to pursue the legal proceedings.

### 3. For Foreign Investor Appointing a Custodian in Thailand

- (1) Notification of Meeting with barcode.
- (2) Proxy Form C. which has been filled out and signed by the authorized director(s) and affixed with the company's seal (if any) and by the proxy
- (3) Documents of the shareholder appointing the proxy:
  - A <u>copy</u> of the certificate of incorporation of the shareholder issued by the government agency of the country in which such juristic person has been registered (evidencing that the director who acts as a shareholder appointing a proxy is the authorized director(s) of the juristic person holding the shares) <u>issued no longer than six (6) months</u> prior to the date of the meeting, <u>certified by an authorized director(s)</u> and affixed with the company's seal (if any).
  - A <u>copy</u> of a valid identification card, passport, government official identification card or state-enterprise official identification card, or any other identification card issued by the government agency, of the authorized director(s) who execute(s) the proxy form, on which there is a photo of the authorized director(s) printed, <u>certified by such authorized</u> director(s).
  - A <u>copy</u> of a power of attorney of the shareholder appointing a custodian to attend and cast the vote on behalf of the shareholders which <u>certified by an authorized director(s)</u> and affixed with the <u>company's seal (if any)</u>.

### (4) Documents of the Custodian

- A <u>copy</u> of a power of attorney evidencing that the custodian authorizes its director, executive, or employee to grant a proxy to any of its employees or another person to attend the shareholders' meeting on behalf of its customer, <u>certified by a director</u>, <u>executive</u>, or employee of the custodian who grants a proxy.
- A letter certifying the business operation or a copy of the business operation certificate of the custodian, certified by the person who grants a proxy.
- A <u>copy</u> of a valid identification card, passport, government official identification card or state-enterprise official identification card, or any other identification card issued by the government agency, on which there is a photo of the person who grants a proxy.
- An <u>original</u> valid identification card, passport, government official identification card or state-enterprise official identification card, or any other identification card issued by the government agency, on which there is a photo of the proxy printed.

- (5) Sub-authorization before granting of proxy to the custodian:
  - Documents of sub-authorization must show every stage of sub-authorization with a statement that empowers the sub-authorized person to further sub-authorize another person.
  - A <u>copy</u> of a valid identification card, passport, government official identification card or state-enterprise official identification card, or any other identification card issued by the government agency, of every sub-authorized person, certified by the person who grants a proxy (<u>in the case of a juristic person</u>, by an authorized director of the proxy grantor).
- Documents issued overseas are required to be notarized by a Notary Public.
- If any document's original is not issued in English, the English translation is required and must be attached with the original, and certified as a true translation by an authorized director(s) of such juristic person

### 4. Cancellation of the Appointment of Proxy

In case you wish to cancel the appointment of proxy, you may notify the Chairman of the board in writing and such written notification must be delivered to the registration staff, who is authorized by the Chairman of the board, prior to the commencement of the meeting, or prior to the voting in each agenda item at the latest. In case you are unable to deliver the notice on the cancellation of proxy by yourself, please send the power of attorney together with the copy of your identification card (certified true and correct copy) to the registration staff. Please note that the notification of the cancellation of proxy will not affect the voting in the agenda item in which the voting has been completely casted.

The Company delivers Proxy Form B. (form with specific details) to all shareholders via mail. The shareholders are able to download Proxy Form A. (general form) and Proxy Form C. (to be used for non-Thai shareholders wishing to appoint a custodian in Thailand) at the Company's website: www.gpscgroup.com

#### Remark

The owner may conceal sensitive personal data containing in copy(ies) of the identification card or other documents provided to the Company, such as religion or blood group. If the owner does not do so, it is deemed that the owner gives the Company his/her permission to conceal such data as the Company sees appropriate, without detriment to the document's validity or enforceability. In case that the Company is unable to conceal such data due to any restrictions, the Company confirms that collection and usage of such data will be exclusively for person authentication and the Company has no intention to collect or use such personal sensitive data contained in the relevant document.

# Articles of Association of the Company with respect to the shareholders meeting and voting at the meeting

### Calling of the Shareholders' Meeting

Article 33 The Board of Directors shall hold an annual general meeting of shareholders within four (4) months after the end of the Company's accounting year.

General meetings of shareholders other than as specified in the first paragraph shall be called extraordinary general meetings. The Board of Directors may call extraordinary general meetings whenever they deem it appropriate.

One or more shareholder(s) holding shares in aggregate of not less than ten (10) percent of the total number of shares sold, may at any time subscribe their names and clearly state the purpose and reasons in a letter requesting the Board of Directors to call an extraordinary general meeting. In this case, the Board of Directors must hold the shareholders' meeting within forty-five (45) days from the date of receipt of such letter from the shareholders.

In the case that the Board of Directors does not hold such meeting within the period specified in the third paragraph, the shareholders who have submitted the request or other shareholders holding the aggregate number of shares as prescribed in this Article may hold the meeting by themselves within forty-five (45) days from the lapse of the period referred in the third paragraph. In this case, it shall be deemed that such shareholder's meeting is the meeting called by the Board of Directors. The Company shall be responsible for all necessary expenses incurring from the holding of the meeting and reasonable facilitation.

In the case that the quorum of the meeting convened as requested by the shareholders according to the fourth paragraph cannot be formed as required by this Articles of Association, the shareholders under the fourth paragraph shall be jointly responsible for any expenses incurring from the convening of such meeting.

Nonetheless, the meeting can be held via electronic device, and such meeting must comply with the means under the laws or regulations in effect at that time to apply mutatis mutandis.

In the event that the shareholders' meeting is held via electronic device, the Company's principal office shall be deemed as the meeting venue, and such meeting via electronic device shall have the same effect as the meeting of the shareholders attending the same meeting venue in accordance with the means provided by laws and this Article of Associations.

Article 34 In calling a shareholders' meeting, the board of directors shall prepare a notice of the meeting specifying the place, date, time, agenda items, and the matters to be proposed to the meeting together with appropriate details stating clearly whether they will be for acknowledgment, for approval, or for consideration, as the case may be, as well as the opinions of the board of directors on the said matters, and shall send the same to the shareholders and the Registrar for their information not less than seven (7) days prior to the date of the meeting. Publication of the notice of the meeting shall also be made in a newspaper for a period of not less than three (3) consecutive days, at least three (3) days prior to the meeting date or may publish the notice of meeting via electronic media in accordance with the rules prescribed by laws.

A meeting of shareholders shall be held at the meeting venue where the Company's principal office is situated or nearby province or any other location as may be fixed by of the Board of Directors.

### **Article 38** The following matters shall be decided by the annual general meeting of shareholders:

- (1) To consider and acknowledge the report of the board of directors concerning the Company's business during the previous year;
- (2) To consider and approve the balance sheet and profit and loss account of the past accounting year;
- (3) To consider and approve the appropriation of profits, dividend payment, and the appropriation of a reserve fund;
- (4) To consider and appoint new directors to replace the directors who have retired from office upon the expiration of their term of office;
- (5) To consider and determine the directors' remuneration
- (6) To consider and appoint an auditor and fix his/her remuneration; and
- (7) To transact other businesses.

# Article 43 The board of directors shall deliver the following documents to the shareholders together with the notice calling for the annual general meeting:

- (1) copies of the audited balance sheet and a statement of profit and loss which have been audited by the auditor together with the auditor's report; and
- (2) the annual report of the board of directors.

Article 50 In the event that the Company or the Board of Directors has a duty to deliver any letter or document under the Public Limited Companies Act B.E. 2535 (including any amendments) to directors, shareholders or creditors of the Company, if such person has notified an intention or consent to send the letter or document via electronic means, the Company or the Board of Directors may send such letter or document by electronic means in accordance with the rules prescribed by law.

### **The Quorum**

### Article 35

At a shareholders' meeting whether in the same meeting venue and/or through electronic device, the quorum of the meeting shall consist of shareholders or proxies (if any) who represent not less than twenty-five (25) persons or not less than one-half of the total number of shareholders, holding in aggregate not less than one-third (1/3) of the total number of shares sold.

In the case that, at any shareholders' meeting, one (1) hour has passed since the time for which the meeting is scheduled but the number of shareholders attending the meeting has not met the requirements as stated in the first paragraph, if the meeting was requested by the shareholders such meeting shall be cancelled. If such meeting was not called at the request of the shareholders, the meeting shall be re-convened and the notice of such meeting shall be sent to shareholders not less than seven (7) days prior to the date of the meeting. The re-convened meeting shall not require a quorum.

### Article 35/1

A shareholder may proxy another person to vote on his or her behalf. The proxy must be made in writing and signed by the grantor and submit or present to the Chairman of the Board of Directors or a person assigned by the Chairman of the Board of Directors at the meeting before the proxy attends the meeting.

The proxy under the first paragraph may be proceeded by electronic means which must use a safe and reliable means to ensure that the proxy is made by the shareholder and in accordance with the means prescribed by laws or regulations being in force at such time.

The proxy form shall be in accordance with the form prescribed by the Registrar and must at least contain the following items:

- (1) Number of shares held by the proxy
- (2) Name of the proxy
- (3) Number and day month year of the meeting where a proxy is granted to attend the meeting and vote.

With regard to voting, the proxy will have votes equal to the total votes of the shareholders granting the proxy. Unless the proxy declares to the meeting before voting that he or she will vote on behalf of only some of the grantors by specifying the name of the grantor and the number of shares held by such grantor.

Article 36 The Chairman of the board of directors shall act as chairman of the shareholders' meeting. If the Chairman of the board of directors is not present at the meeting or cannot perform his duty, the Vice-Chairman of the board of directors shall act as chairman of the meeting. If there is no Vice-Chairman of the board of directors or if he/she is not present at the meeting or cannot perform his/her duty, the shareholders' meeting shall elect a shareholder present at the meeting to be the chairman of the meeting.

### **Voting**

### Article 37

In casting votes at a shareholders' meeting, each share shall have one vote. If any shareholder has special interest in any matter to be considered by such shareholders' meeting, such shareholder shall not be entitled to vote on such matter. Except for the vote for the appointment of Directors, resolutions of the shareholders' meeting shall consist of the following votes:

- (1) In general, a resolution shall be passed by a majority vote of shareholders present at the meeting and casting their votes. In the event of a tied vote, the chairman of the meeting shall have an additional casting vote.
- (2) In the following circumstances, a resolution shall be passed by a vote of not less than three-quarters (3/4) of the total votes of the shareholders present at the meeting and entitled to vote:
  - (a) To sell or transfer the whole or important parts of the business of the Company to other persons;
  - (b) To acquire or accept the transfer of a business of other private companies or public companies by the Company;
  - (c) To make, amend, or terminate agreements concerning the lease of all or an important part of the business of the Company, to assign another person to manage the business of the Company, or to merge the business with other persons for the purposes of sharing profits and losses;
  - (d) To amend the Memorandum of Association or the Articles of Association of the Company;
  - (e) To increase or decrease the Company's registered capital;
  - (f) To wind up the Company;
  - (g) To issue debentures of the Company; or
  - (h) To amalgamate the Company's business with another company;

### **The Board of Directors**

Article 15 The Company shall have a Board of Directors, consisting of not less than five (5) persons but shall not exceed fifteen (15) persons, to conduct its operations, provided that no less than one-half (1/2) of the total number of Directors shall reside in the Kingdom of Thailand.

A Director need not necessarily be a shareholder of the Company.

- Article 16 The directors shall be elected by the shareholders' meeting in accordance with the following rules and procedures:
  - (1) Each shareholder shall have one (1) vote for one (1) share.
  - (2) Each shareholder may exercise all the votes he or she has under (1) above to elect one or several persons to be a director or directors, but cannot divide his/her votes in an unequal number to any particular person.
  - (3) Persons who are elected to be directors will be those who receive the highest number of votes, in descending order, according to the number of directors who are to be elected. In the event of a tie for the last position to be elected and this exceeds the said number of directors, the chairman of the meeting shall have a casting vote.
- Article 17 At each annual general meeting, one-third (1/3) of the total number of the directors at that time, or if the number is not a multiple of three, then the number nearest to one-third (1/3), must retire from office. A retiring director is eligible for re-election.

The directors retiring from office in the first and second years after the registration of the Company shall be selected by means of drawing lots. In subsequent years, the director who has held office the longest shall retire.

- Article 20 A shareholders' meeting may pass a resolution removing any director from office prior to the expiration of the term of office, by a vote of not less than three-quarters (3/4) of the number of shareholders attending the meeting and eligible to vote, and the shares held by the voting shareholders shall, in aggregate, be not less than one-half of the number of shares held by the shareholders attending the meeting and eligible to vote.
- Article 22 The directors shall be entitled to receive remuneration from the Company in the form of a financial reward, meeting allowance, gratuity, bonus or benefit of any other nature in accordance with a resolution of the shareholders' meeting by a vote of not less than two-thirds (2/3) of the number of shareholders attending the meeting. The remuneration may be designated in fixed amounts or as a specific guideline, for any specific time of payment, or for continuous application until any future amendment by a resolution of the shareholders' meeting. In addition, the directors shall be entitled to receive allowances and fringe benefits in accordance with the Company's regulations.

The provision in the first paragraph shall not prejudice the rights of the Company's staff or employees who are appointed to be directors in respect of their entitlement to receive remuneration and benefits as staff or employees of the Company.

## The Requesting the 2023 Annual Report (56-1 One Report), in Hard Copy

### To Shareholders

For the shareholders who require the printed version of 2023 Annual Report (56-1 One Report), please register by scanning QR Code icon at the right side of this statement so that GPSC will send the reports to you upon your request.



The Company has prepared the 2023 Annual Report (56-1 One Report) and the 2023 Integrated Sustainability Report in electronic version. Please scan QR Code, which appear below, to access these reports.



Form 56-1 One Report



Integrated Sustainability Report