

Invitation to Attend the Annual General Meeting of Shareholders For the Year 2024

Global Green Chemicals Public Company Limited
On Tuesday, April 2, 2024 at 13.30 hrs.

via Electronic Means (E-AGM)
according to the Emergency Decree
on Electronic Meeting B.E. 2563



Privacy Notice

For the Annual General Meeting of Shareholders 2024

Global Green Chemicals Public Company Limited ("GGC") greatly aware of the personal data protection of shareholders and/or proxy holders in accordance with the Privacy Data Protection Act B.E. 2562 (the "PDPA"), GGC would like to inform the shareholders and/or proxy holders regarding the information and rights under the law as follows:

Objectives and Necessary to collect your Personal Data

It is necessary for the Company to collect your personal data pertaining to shareholders, delegates, and related individuals i.e. name, surname, address, telephone number, identification number, date of birth, gender, nationality, shareholder identification number, number of shares, image, video recording of the meeting and Shareholders' contact information and registration information related to electronic systems access such as Email, IP Address (in case of online access to the meeting) etc.

For identifying and granting a proxy, it is necessary for GGC to collect the copy of shareholder's or proxy personal identification card or other documents which may contain Sensitive Data such as religion. GGC has no intention to collect such Sensitive Data. Accordingly, you can redact such data. Otherwise, you authorize us to redact such Sensitive Personal Data. In any case, the relevant personal identification document remains in full force and effect. In the event that we are unable to redact such Sensitive Personal Data due to restrictions, we reaffirm that the sole purpose hereof is identity verification and that we have no intention to collect or use any such Sensitive Personal Data.

GGC will record and broadcast images and sounds of the meeting for its legitimate interests and the interests of shareholders.

However, GGC may collect your Personal Data directly or receive your Personal Data from Thailand Securities Depository Company Limited ("TSD") as GGC registrar), but only in necessity and in accordance with measures required by law.

<u>Purposes for the Collection, Use and Disclosure of Personal Data</u>

GGC collects, uses, and discloses your Personal Data for following purposes:

- Inviting the Annual General Meeting of Shareholders for the year 2024 as required by law, or delivering documents as requested by shareholders.
- Probably disclosing Personal Data to other persons, juristic persons or regulatory authorities related to the mentioned purposes as required by law such as Department of Business Development; Ministry of Commerce, SET and Electronic conferencing administrator.
- Using for promoting GGC's public relations under legitimate interest basis and the interests of GGC shall not override the fundamental rights and freedoms of the shareholders and/or proxy holders.

Retention Periods for Personal Data

GGC will retain your Personal Data within the period specified by relevant laws, and will collect, use, and disclose your Personal Data for the necessary duration, as defined in this Privacy Notice. If it is not possible to specify the Personal Data retention period, GGC will retain the Personal Data as may be expected per data retention standards (such as the longest legal prescription of 10 years).

Rights of Data Subject

As the owner of the personal data, you have the rights as stipulated in the Privacy Protection Act B.E.2562, which include the rights to withdraw the consent, to access and obtain a copy of your Personal Data, to correct, delete or clean up your Personal Data, refuse to processing of your Personal Data, rights to transfer your Personal Data according to the legal method stipulated, rights of complaint and rights to object to the processing or disclosing your Personal Data.

Contact Channels

Enquiries or questions on the personal data protection can be addressed to the following channels: Corporate Legal Department

Global Green Chemicals Public Company Limited

 $555/1\ Energy\ Complex,\ Building\ A,\ 4th\ Floor,\ Vibhavadi\ Rangsit\ Road,\ Chatuchak,\ Chatuchak,\ Bangkok\ 10900$

Tel. 0-2558-7391 E- mail: DPOoffice@ggcplc.com

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Remarks: GGC will send documents to Shareholders by mailing as follows:

- The Notice of Meeting with barcode for registration. Shareholders can also download the full version of the Invitation to Attend the Annual General Meeting of Shareholders for the Year 2024 and attachment via QR Code.
- 2) Privacy Notice for the Annual General Meeting of Shareholders for the Year 2024
- 3) Attachment 5 The Procedures for Registration to Attend Annual General Meeting of Shareholders for the Year 2024 via Electronic Means (E-AGM) and Proxy Appointment
- 4) Attachment 6 Proxy Form B (recommend using Form B)
- 5) The Business Reply Envelope

Shareholders can download Proxy Form A (General Form) and Form C (For foreign shareholders who have custodians in Thailand only) from GGC's Website at www.ggcplc.com



บริษัท โกลบอลกรีนเคมิคอล จำกัด (มหาชน)

สำนักงานใหญ่ : เลงที่ 555/1 ศูนย์เอนเนอร์ยี่คอมเพล็กซ์ อาคารเอ ชั้น 4 ถนนวิกาวดีรังสิต แขวงจตุจักร เขตจตุจักร กรุงเทพฯ 10900

โทรศัพท์ : +66 (0) 2558-7300 โทรสาร : +66 (0) 2558-7301 เลขประจำตัวผู้เสียภาษีอากร : 0107559000044

GLOBAL GREEN CHEMICALS PUBLIC COMPANY LIMITED

Head Office: 555/1 Energy Complex Building A, 4th Floor, Vibhavadi-Rangsit Road, Chatuchak, Chatuchak, Bangkok 10900 Thailand

Phone: +66 (0) 2558-7300 Fax: +66 (0) 2558-7301 Taxpayer Identification No.: 0107559000044

Ref. No. 01-025 / 2024

March 1, 2024

Subject: Invitation to Attend the Annual General Meeting of Shareholders for the Year 2024

To : Shareholders of Global Green Chemicals Public Company Limited

Attachment:

1. Curricula Vitae of the Nominated Persons to be Elected as Directors of GGC and Definition of Independent Director

- 2. Profile of Nominated Auditors for the Year 2024
- 3. GGC's Scope of Duties and Responsibilities of Sub-Committees
- 4. Information of Independent Directors for Appointment of Proxy
- 5. Procedures for Registration to Attend the Annual General Meeting of Shareholders for the Year 2024 via Electronic Means (E-AGM) and Appointment of Proxy
- 6. Proxy Form B (recommend using Form B), Proxy Form A and Proxy Form C can be Downloaded from GGC's website at www.ggcplc.com
- 7. GGC's Articles of Association Regarding the Shareholders Meeting and Vote Casting
- Instruction to Download the 56-1 One Report for the Year 2023 and the 2023 Integrated
 Sustainability Report from QR Code

The Board of Directors of Global Green Chemicals Public Company Limited ("GGC") has resolved that the Annual Shareholders Meeting for the year 2024 will be held on Tuesday, April 2, 2024 at 13.30 hrs. through Electronic Means (E-AGM) according to the Public Limited Companies Act, B.E. 2535 (1992) which be amended to the Public Limited Companies (No. 4) Act, B.E. 2565 (2022) and the Emergency Decree on Electronic Meeting B.E. 2563 (1992) and other related laws and regulations to consider matters according to the agendas as follows:

Agenda 1: To Acknowledge GGC's Operation for the Year 2023 and the Recommendation for Business Plan and Approve Financial Statements for the Year Ended December 31, 2023

(Required Votes: acknowledgement GGC's Operation for the Year 2023 and the Recommendation for GGC's Business Plan and majority vote of the shareholders who attend and vote for approval GGCs Statement of Financial Statements for the Year Ended December 31, 2023)

Objectives and Reasons: GGC prepared the report relating to GGC's business operation of the year 2023 in all aspects as the details appeared in the 56-1 One Report for the Year 2023 according

to the QR Code in the Invitation Letter and business plan will be presented to the Meeting. Pursuant to Section 112 of the Public Limited Companies Act B. E. 2535 (Including its amendment) (the "Public Limited Companies Act"), GGC shall propose the statement of financial position and statement of income for the year ended December 31, 2023 which were audited and certified by the auditors for the Shareholders Annual General Meeting's approval.

GGC prepared the financial statements for the year ended December 31, 2023 which were audited and certified by GGC's auditor and reviewed by the Audit Committee as the details appeared in the 56-1 One Report for the Year 2023 according to the QR Code in the Invitation Letter.

Summary of Total Operating Performance and Total Financial Position

Total Operating Performance	Year 2023	Year 2022
Selling and Service Revenues (Million Baht)	17,719	25,084
Profit (Loss) for the Year (Million Baht)	(202)	953
Profit (Loss) per Share (Baht per Share)	(0.20)	0.93

Total Financial Desition	As at	As at
Total Financial Position	December 31, 2023	December 31, 2022
Assets (Million Baht)	13,681	13,633
Liabilities (Million Baht)	3,862	3,306
Equity (Million Baht)	9,819	10,327

The Audit Committee's Opinion: The Audit Committee considered and reviewed the financial statements for the year 2023 ended December 31, 2023 which were audited and certified by the auditor of GGC, and deemed it appropriate to propose to the Board of Directors in order to propose for the Annual General Meeting of Shareholder's approval.

The Board of Directors' Opinion: The Board of Directors agree to propose the Annual General Meeting of Shareholders to acknowledge GGC's business operations for the year 2023 and the recommendation for GGC's business plan and to approve GGC's audited financial statements for the year ended December 31, 2023 which were audited by the auditors and reviewed by the Audit Committee.

Agenda 2: To Consider and Approve the Omission of the Allocation of Profit, the Legal Reserve Fund, and the Dividend Payment from the Operating Result in 2023 and Acknowledge the Interim Dividend Payment

(Required Votes: Majority votes for the shareholders who attend and vote)

Objectives and Reasons: Pursuant to GGC's dividend policy, GGC is to pay dividend at the rate not less than 30 percent of the net profit after deduction of tax and all GGC's reserve funds, condition for the distribution of dividend is also subject to investment plan, necessity, and other properness in the future.

In addition, Section 115 of the Public Company Limited Act B.E. 2535 and Article 46 of GGC's Articles of Association prescribed that the payment of dividend shall be approved by Shareholders Meeting. The Board of Directors from time to time may pay an interim dividend to the shareholders when the Board of Directors deemed that the profit of GGC justifies such payment. After such payment has been paid, it shall be reported for acknowledgement at the next shareholders meeting. Furthermore, according to Section 116 of the Public Company Limited Act B.E. 2535 and Article 47 of GGC's Articles of Association, GGC 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 Operating results of GGC ended December 31, 2023, audited by the auditor of GGC, recorded Baht 201,518,414 net loss stated in the consolidated financial statements and recorded Baht 79,639,425 net loss stated in the separate financial statements. Hence, GGC is not required to allocate net profit to be legal reserve. As a result, on December 31, 2023, GGC had unappropriated retained earnings to loss stated in the consolidated financial statements Baht 116,536,761 and unappropriated retained earnings to gain stated in the separate financial statements Baht 140,700,244. As well as, GGC had a net loss. As a result, GGC deemed it appropriate to propose the Shareholders Meeting to consider and approve the omission of addition dividend payment. However, GGC has already distributed the interim dividend on Wednesday, September 6, 2023 at the rate of Baht 0.10 per share, totaling Baht 102,366,670 or 218% of the net profit according to the consolidated financial statement for the six-month period ended June 30, 2023.

The comparison with the last year dividend distribution is as follows:

Detail of Dividends Payment	The Operating Results in the Year 2023	The Operating Results in the Year 2022	The Operating Results in the Year 2021
1. Net profit (net loss) (Baht)	(201,518,414)	953,296,485	330,219,138
2. Profit (loss) per share (Baht/Share)	(0.20)	0.93	0.32
3. The number of shares (Shares)	1,023,666,700	1,023,666,700	1,023,666,700
4. Par value (Baht)	9.50	9.50	9.50
5. Total dividend paid per share (Baht/Share)	0.10	0.50	0.35
5.1 Interim Dividend	0.10	0.25	-
5.2 Final Dividend	-	0.25	0.35
6. Total dividend paid (Baht)	102,366,670	511,833,350	358,283,345
7. Dividend payment ratio (Percentage)	N/A	54	109

The Board of Directors' Opinion: The Board of Directors agreed to propose the Annual General Meeting of Shareholders to consider and approve the omission of the allocation of profit to be legal reserve in appropriated retained earnings from the operating result in the year 2023 and the omission of the dividend payment and acknowledge the interim dividend payment as follows:

- (1) To approve the omission of the allocation of profit to be legal reserve since GGC had net loss of Baht 79,639,425 stated in the separate financial statements.
- (2) To approve the omission of additional dividend payment of 2023 since GGC had net loss.
- (3) To acknowledge the interim dividend payment of Baht 0.10 per share, totaling Baht 102,366,670 which was paid from the unappropriated retained earning of the separate financial statements for the first half period ended June 30, 2023. The payable amount was paid to the shareholders whose names are listed on the Record Date on Tuesday, August 22, 2023 and the Shareholders was entitled to receive dividend on Wednesday, September 6, 2023.

Agenda 3: To Consider and Elect New Directors to Replace Those Who are due to Retire by Rotation (Required Votes: Majority votes of the shareholders who attend and vote)

Objectives and Reasons: According to the Public Limited Company Act B.E. 2535 (1992) and Article 14 of GGC's Articles of Association, at every annual general meeting, one-third (1/3) of the Directors have to retire by rotation. If not, the nearest numbers of one-third (1/3) shall retire. The retirement of Directors during the first and second year following the registration of GGC shall be voluntary. If the number of volunteering Directors is not sufficient, the remaining number shall be determined by drawing lots. In subsequent years, the Director who has been in office for the longest term shall retire. However, the retiring Director is eligible for re-election.

In the Annual General Meeting of Shareholders for the year 2024, there are 4 Directors due to retire by rotation namely:

1. Pol. Gen. Suchart Theerasawat	Independent Director and Chairman of Corporate
	Governance and Sustainable Development Committee
2. Mr. Jarun Wiwatjesadawut	Independent Director, Chairman of Nomination and
	Remuneration Committee and Director to Risk
	Management Committee
3. Lt. Gen. Titawat Satiantip	Independent Director, Director to Audit Committee,
	Director to Nomination and Remuneration Committee
	and Director to Corporate Governance and
	Sustainable Development Committee
4. Mr. Thanakorn Manoonpol	Director and Director to the Risk Management
	Committee

Though SET news release and GGC's website, www.ggcplc.com, GGC provided the Shareholders the opportunity to nominate the qualified person(s) for the directorship from October 1 - December 31, 2023. There was no proposal of directorship to the Company.

The Nomination and Remuneration Committee's Opinion: The Nomination and Remuneration Committee, excluding the Directors who have conflict of interest in this matter, had considered the qualification of those nominees in compliance with the related rules and regulations, along with their various knowledge, abilities, experiences, and expertise according to the Board of Directors Skill Matrix in pursuant to GGC's business strategy as well as Directors' Pools and the proposition of PTT Global Chemicals Public Company Limited, GGC Major Shareholder. The nomination was

proposed to the Board of Directors who considered that it deems appropriate to propose to the Shareholders Meeting the following nominees to be GGC's Directors as follows:

1. Pol. Gen. Suchart Theerasawat to be re-elected for another term as Independent Director

2. Mr. Jarun Wiwatjesadawut to be re-elected for another term as Independent Director

3. Lt. Gen. Titawat Satiantip to be re-elected for another term as Independent Director

4. Mr. Thanakorn Manoonpol to be re-elected for another term as Director

The curriculum vitae of 4 nominated persons are enclosed in <u>Attachment 1</u>. Nominees no.1, no.2, and no.3 are qualified in accordance with GGC's definition of Independent Director which is specified pursuant to those defined by the Capital Market Supervisory Board, and even more stringent on shareholding ratio as described in <u>Attachment 1</u>.

The Board of Directors' Opinion: The Board of Directors, excluding the Directors who have conflict of interest in this matter, considered with duties and cares and agreed with the Nomination and Remuneration Committee's recommendation to propose to the Meeting to elect (1) Pol. Gen. Suchart Theerasawat (2) Mr. Jarun Wiwatjesadawut (3) Lt. Gen. Titawat Satiantip and (4) Mr. Thanakorn Manoonpol. Nominees no.1, no.2, and no.3 have gone through a screening process and are qualified in accordance with GGC's definition and are able to raise independent opinion according to the relating rules and regulations.

Agenda 4: To Consider and Approve the Directors' Remuneration

(Required Votes: Not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting)

Objectives and Reasons: Pursuant to Article 15 of the Articles of Association of GGC, Directors shall be entitled to remuneration from GGC in the form of awards, meeting allowances, retirement pensions, bonuses or other benefits in other forms Pursuant to GGC's Articles of Association or the approval of the Shareholders Meeting. The remuneration may be designated in fixed amounts or as a specific guideline, for any specific time of payment or may be fixed from time to time or remain effective until further change.

The Nomination and Remuneration Committee's Opinion: The Nomination and Remuneration Committee has considered the Directors and Sub-Committees' remuneration for the year 2024 and the principle of bonus payment for the year 2023 by taking into account the following matters: GGC's performance for the year 2023, economic situation, principle and policies approved by the shareholders, the Directors' duties and responsibilities together with conformity with other listed companies within the same industry of similar size. It deemed appropriate to propose the

Shareholders Meeting to consider and approve the principle of the Directors' and Sub-Committees remuneration for the year 2024 as follows:

(1) <u>Directors' remuneration</u>: To be maintained on the same principle and at the same rate of the year 2023 as follows:

The Directors'	Proposed for 2024	2023
Remuneration	(Baht/person/month)	(Baht/person/month)
Chairman	37,500 (Same rate)	37,500
Director	30,000 (Same rate)	30,000

(2) <u>Sub-Committees' attendance fee</u>: To be maintained meeting allowance for those who attend the meeting on the same principle and at the same rate of the year 2023 i.e. Audit Committee, Nomination and Remuneration Committee, Corporate Governance and Sustainable Development Committee and Risk Management Committee including other sub-committees appointed by the Board of Directors as necessary and appropriate in the future (Scope of Duties & Responsibilities of Sub-Committees is in Attachment 3) as follows:

Meeting Allowance	Proposed for 2024	Proposed for 2023
(Only pay to those who attend the meeting)	(Baht / person / time)	(Baht / person / time)
Chairman	25,000 (Same rate)	25,000
Director	20,000 (Same rate)	20,000

- (3) <u>Directors'bonus for the year 2023</u>: To be maintained on the same principle and at the same rate as follows "The Bonus will be paid to the Board of Directors only if the Company pay out the dividend to the shareholders in each year" As for the year 2023, the Bonus for the Board of Director shall not be paid due to net loss for the period 2023 and the omission of the dividend payment.
- (4) Other remuneration: None

The Board of Directors' Opinion: The Board of Directors deems appropriate to propose the Shareholder's Meeting to approve the Directors and Sub-Committees Remuneration for the year 2024 and the principle of Directors' bonus payment for the year 2023 as proposed by the Nomination and Remuneration Committee. Therefore, the Bonus for the Board of Director shall not be paid for the year 2023 operating results, according to the principle.

Agenda 5: To Consider the Appointment of the Auditor and Determine the Auditor Annual Fee for the Year 2024

(Required Votes: Majority votes of the shareholders who attend and vote)

Objectives and Reasons: Pursuant to Section 120 of the Public Limited Company Act B.E. 2535 which specifies that the Shareholders' Meeting shall appoint the auditor and fix the auditor's remuneration annually.

According to the Notification of the Capital Market Supervisory Board No. Tor Chor. 75/2561 regarding rules, conditions and procedures for disclosure of information about the financial position and results of operations of the issuing Company (Issue Code) shall come into force from January 1, 2019 onwards, requiring the issuing company whose shares are listed on the Stock Exchange of Thailand to arrange for rotation of the auditor. In the event of any act and auditors express an opinion on the financial statements of GGC for the past seven fiscal years, whether consecutive or not. GGC will appoint such auditor as GGC's auditor after the period at least five consecutive fiscal years.

The Audit Committee's Opinion: The Audit Committee considered independence, qualifications, skills, knowledge and abilities and experience in business which is acceptable and in good condition Audit Committee Therefore, it is appropriate to propose to the Board of Directors. To consider and propose to the Annual General Meeting of Shareholders to consider appointing auditors and fixing audit fees for the year 2024 with details as follows:

(1) <u>Name of the Auditors and the Company:</u> KPMG Phoomchai Audit Company Limited ("KPMG") to be GGC's auditor for the year 2024.

1) Ms. Thanyalux Keadkeaw	C.P.A (Thailand) Reg No. 8179 Auditing during the past 5 years:
	2 year or
2) Mr. Waiyawat Korsamarnchaiyakij	C.P.A (Thailand) Reg No. 6333
	Auditing during the past 5 years:
	-None- or
3) Ms. Dussanee Yimsuwan	C.P.A (Thailand) Reg No. 10235
	Auditing during the past 5 years:
	-None- or
4) Ms. Sophit Prompol	C.P.A (Thailand) Reg No. 10042
	Auditing during the past 5 years:
	-None-

(2) <u>Annual Remuneration Fee for the year 2024:</u> To propose the 2024 annual fee of Baht 1,500,900 excluding other expenses such as BOI Report Certification Fee travel and accommodation expenses, telephone, postage, stamp duty, photocopying fee (actually charged, as not exceeding 10% of the audit fee)

Auditor's Remuneration (Unit : Baht)	Proposed for 2024	2023
Quarterly and Annual Audit Fee	1,500,900 (Same rate)	1,500,900

Remarks: The non-audit fee in 2023 (if any) shall vary according to categories and workload serviced by Phoomchai Audit Company Limited ("KPMG")

- (3) Relation with GGC: Phoomchai Audit Company Limited ("KPMG") proposing to audit GGC has no relationship or conflict of interest with GGC/ subsidiaries/executives/the major shareholders or the related person of such. The said auditor is accordingly independent to audit and comment GGC's financial statements.
- (4) <u>Service to Other Companies</u>: Phoomchai Audit Company Limited ("KPMG") will provide service in the year 2024 to GGC, its subsidiaries, joint venture totaling 2 companies.

The Board of Directors' Opinion: The Board of Directors agreed with the recommendation from the Audit Committee to propose the Annual General Meeting of Shareholders to approve the appointment of KPMG Phoomchai Audit Company Limited ("KPMG") to be GGC's auditor for the year 2024, namely

- 1) Ms. Thanyalux Keadkeaw C.P.A (Thailand) Reg No. 8179 or
- 2) Mr. Waiyawat Korsamarnchaiyakij C.P.A (Thailand) Reg No. 6333 or
- 3) Ms. Dussanee Yimsuwan C.P.A (Thailand) Reg No. 10235 or
- 4) Ms. Sophit Prompol C.P.A (Thailand) Reg No. 10042

The Annual Fee of Baht 1,500,900 excluding other expenses such as BOI Report Certification Fee travel and accommodation expenses, telephone, postage, stamp duty, photocopying fee (actually charged, as not exceeding 10% of the audit fee)

Agenda 6: Other Business (if any)

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GGC has posted the Invitation to Attend the Annual General Meeting of Shareholders for the year 2024,

including all attachments and proxy forms on the GGC's website (www.ggcplc.com) on Friday, March 1, 2024.

The Shareholders who are entitled to attend the Meeting are those whose names are listed on the Record Date

fixed by GGC on Friday, February 23, 2024.

Shareholders wishing to participate in person via electronic means or grant proxy to those who are not

GGC's independent directors to participate via electronic means are recommended to look through the

procedures of the registration and attending via electronic means, as detailed in Attachment 5, for the identity

verification. The registration will be opened from March 20, 2024 until the Meeting has ended on April 2, 2024.

Shareholders wishing to grant proxy to the independent directors via post are recommended to look

through the name of independent directors and procedure as detailed in Attachment 4 to attend the meeting and

vote on behalf of the shareholders by submitting the proxy form recommended by GGC along with supporting

documents, put in a reply envelope sent to GGC (for the convenience of document verification, the document

should be arrived to GGC by April 1, 2024).

To get the most out of the meeting as well as to maintain the rights of shareholders If the shareholders

have questions that require GGC to Clarification on issues related to the meeting agenda or would like to submit

an inquiry in advance can be contacted at Corporate Affairs and Corporate Secretary email:

corporategovernance@ggcplc.com, Telephone No. +66(0) 2558-7310 or +66(0) 2558-7392, or Investor

Relations and Management Accounts, ir@gcplc.com, Telephone No. + 66(0) 2558-7345 by asking

shareholders to specify their names and surnames, which GGC will collect questions for further clarification.

GGC would inform Shareholders of any changes via GGC's website www.ggcplc.com.

Please be informed accordingly.

Yours sincerely

- Kridsada Prasertsuko –

(Mr. Kridsada Prasertsuko)

Managing Director

Corporate Affairs and Corporate Secretary

Remarks

- 1. GGC sent the Invitation to Shareholders to propose the 2024 Annual General Shareholders Meeting Agenda in advance from October 1, 2023 to December 31, 2023. It appeared that no shareholders proposed any agenda for the meeting.
- 2. GGC disclosed the Minutes of Meeting of the Annual General Meeting of Shareholders for the Year 2023 held on April 3, 2023 on GGC's website dated April 17, 2023 and sent it to all Shareholders by postal for revision and correction form April 17, 2023 to May 3, 2023. There was no Shareholder's revision and correction it therefore deemed that the Shareholders have certified the Minutes of Shareholders' Meeting.
- 3. The 56-1 One Report for the Year 2023 and the 2023 Sustainability Report in QR Code were enclosed with the Registration form.