

(Translation)

No. GL/2021/002

19 February 2021

Subject: The Non-Payment of Dividend and the 2021 AGM Date (Revised)
To: The President
The Stock Exchange of Thailand

With reference to the No. 1/2021 Grand Canal Land Public Company Limited (“the Company”) Board of Directors meeting held on 19 February 2021, the Board has made key decisions as follows:

1. Approved the non-payment of dividend against the 2020 performance outcomes.
2. Approved to convene the 2021 AGM. The shareholders who are entitled to attend the AGM will be determined on the Record Date on 9 March 2021. The AGM will be held on 23 April 2021 at 2.00 p.m. at the Meeting Room, 12th floor, the Ninth Tower Grand Rama 9, No. 33/4, Rama 9 Road, Huay Kwang Sub-District, Huay Kwang District, Bangkok. The agenda of the AGM are as follows:

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| Agenda 1 | Acknowledgment of the Minutes of the 2020 Annual General Meeting of Shareholders (AGM)
<u>Board of Directors’ opinion</u> : The Board recommends the Meeting to consider and acknowledge the Minutes of the 2020 AGM. |
| Agenda 2 | Acknowledgment of the Company’s performance outcomes of 2020
<u>Board of Directors’ opinion</u> : The Board recommends the Meeting to consider and acknowledge the Company’s performance outcomes of 2020. |
| Agenda 3 | Approval of the audited financial statements for the year ended 31 December 2020
<u>Board of Directors’ opinion</u> : The Board recommends the Meeting to consider and approve the financial statements for the year ended 31 December 2020, reviewed by the Audit and Corporate Governance Committee and the Board, and audited by the external auditor, which expressed its unqualified opinions. |
| Agenda 4 | Approval of the non-payment of dividend against the 2020 performance outcomes.
<u>Board of Directors’ opinion</u> : The Board recommends the Meeting to consider and approve the non-payment of dividend against the 2020 performance outcomes. |

Agenda 5 Approval of the appointment of directors in place of those due to complete their terms in 2021

Board of Directors' opinion : The Board (exclusive of those with vested interests on this matter) considered and agreed with the proposal made by the Nomination and Remuneration Committee to recommend the Meeting to re-appoint all 3 retiring directors to retain office for another term as follows:

- 1) Mr. Charan Mongkolchan Independent Director/ Chairman of Audit and Corporate Governance Committee
- 2) Mr. Preecha Ekkunagul Executive Director (Authorized Signature)/ Chairman of the Management Committee
- 3) Mr. Pandit Mongkolkul Non-Executive Director (Authorized Signature)/ Advisory of the Nomination and Remuneration Committee

Agenda 6 Approval of the remuneration for the Board of Directors for 2021

Board of Directors' opinion : The Board considered and agreed with the proposal made by the Nomination and Remuneration Committee to recommend the Meeting to approve the remuneration for the Board of Directors for 2021 with the same rate as 2020. [The details of Company's director remuneration structures shall be as follows;](#)

Remuneration	Year 2019	Year 2020	Year 2021	Changes
1. Meeting allowances for the Board of Directors (Baht/Meeting)				
- Chairman	15,000	15,000	15,000	-
- Vice Chairman	15,000	15,000	15,000	-
- Chairman of the Audit and Corporate Governance Committee	15,000	15,000	15,000	-
- Member of the Audit and Corporate Governance Committee	12,000	12,000	12,000	-
- Director	12,000	12,000	12,000	-
2. Monthly Remuneration (Baht/Month)				
- Chairman	63,500	63,500	63,500	-
- Vice Chairman	63,500	63,500	63,500	-
- Chairman of the Audit and Corporate Governance Committee	63,500	63,500	63,500	-
- Member of the Audit and Corporate Governance Committee	57,000	57,000	57,000	-
- Director	44,500	44,500	44,500	-

Remuneration	Year 2019	Year 2020	Year 2021	Changes
3. Meeting allowances for the Audit and Corporate Governance Committee (Baht/Meeting)				
- Chairman of the Audit and Corporate Governance Committee	12,000	12,000	12,000	-
- Member of the Audit and Corporate Governance Committee	10,000	10,000	10,000	-
4. Meeting allowances for the Nomination and Remuneration Committee (Baht/Meeting)				
- Chairman of the Nomination and Remuneration Committee	12,000	12,000	12,000	-
- Member of the Nomination and Remuneration Committee and Advisory	10,000	10,000	10,000	-
5. Meeting allowances for the Risk Management Committee (Baht/Meeting)				
- Chairman of the Risk Management Committee	-	12,000	12,000	-
- Member of the Risk Management Committee	-	10,000	10,000	-
6. Other benefits	-None-			
<u>Remark:</u> The Executive Director and management who have any responsibilities in the sub-committee will not receive the remuneration.				

Agenda 7 Approval of the appointment of the external auditors and determination of the audit fees for 2021

Board of Directors' opinion : The Board considered and agreed with the proposal made by the Audit and Corporate Governance Committee to recommend the Meeting to appoint :

- 1) Ms. Vannaporn Jongperadechanon Certified Public Accountant No. 4098
 - 2) Ms. Bongkot Amsageam Certified Public Accountant No. 3684
 - 3) Mrs. Vilaivan Pholprasert Certified Public Accountant No. 8420
 - 4) Mrs. Sasithorn Pongadisak Certified Public Accountant No. 8802
- from KPMG Poomchai Audit Limited ("Primary Auditor") that any of the above officers should serve as the external auditor and express opinions on the consolidated financial statements for 2021 and to approve the audit fee for 2021 with a ceiling of Baht 3,090,000. The Meeting should also delegate approval authority to the Management for incidental review fees of subsidiaries, associates, joint ventures, and others incurred in 2021.

Agenda 8 Other businesses (if any)

3. Approved to appoint Mr. Sudhitham Chirathivat, Chairman, or Miss Naparat Sriwanvit, Chief Executive Officer (acting), to have the approval authority under the limitation of law to amend the date, time, venue and agenda of the said shareholders' meeting as well as to carry out any appropriate act related to such shareholders meeting.

The Company provided individual shareholders with the right to propose additional meeting agenda items and to nominate directors in advance by distributing details via its website and SET's news and information system from 25 September 2020 to 15 January 2021. However, no item and name were proposed as a result.

The Company will disclose the details of 2021 AGM and its agendas online at www.grandcanalland.com prior to the meeting. For inquiries, please contact Office of the Company Secretary at +66(0)2246-2323 ext. 1008 or 1007 or at e-mail address: co.secretary@grandcanalland.com.

Your acknowledgment of these matters would be appreciated.

Sincerely,
- *Somphoch Thitipalati* -
(Mr. Somphoch Thitipalati)
Company Secretary