



No. GL/2023/001

17 February 2023

Subject: The Non-Payment of Dividend and the 2023 AGM Date  
To: The President  
The Stock Exchange of Thailand

With reference to the No. 1/2023 Grand Canal Land Public Company Limited (“the Company”) Board of Directors meeting held on 17 February 2023, the Board has made key decisions as follows:

1. Approved the non-payment of dividend against the 2022 performance outcomes.
2. Approved to convene the 2023 AGM. The shareholders who are entitled to attend the AGM will be determined on the Record Date on 10 March 2023. The AGM will be held on 21 April 2023 at 2.00 p.m. via electronics means (E-AGM) pursuant to the criteria specified in the law related to the meeting via electronics means. The agenda of the AGM are as follows:

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| Agenda 1 | Acknowledgment of the Company’s performance outcomes of 2022<br><u>Board of Directors’ opinion</u> : The Board recommends the Meeting to consider and acknowledge the Company’s performance outcomes of 2022.  |
| Agenda 2 | Approval of the audited financial statements for the year ended 31 December 2022<br><u>Board of Directors’ opinion</u> : The Board recommends the Meeting to consider and approve the financial statements for the year ended 31 December 2022, reviewed by the Audit and Corporate Governance Committee and the Board, and audited by the external auditor, which expressed its unqualified opinions.             |
| Agenda 3 | Approval of the non-payment of dividend against the 2022 performance outcomes.<br><u>Board of Directors’ opinion</u> : The Board recommends the Meeting to consider and approve the non-payment of dividend against the 2022 performance outcomes.   |
| Agenda 4 | Approval of the appointment of directors in place of those due to complete their terms in 2023<br><u>Board of Directors’ opinion</u> : 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. Kobchai Chirathivat Chairman (Authorized Signature)
- 2) Mrs. Jitmanee Suwannapool Independent Director/  
Chairman of Risk Management Committee/  
Member of the Audit and Corporate Governance  
Committee / Member of the Nomination and  
Remuneration Committee
- 3) Mr. Sansrit Yenbamrung Non-Executive Director

Agenda 5 Approval of the remuneration for the Board of Directors for 2023

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 2023 with the same rate as 2022. The details of Company's director remuneration structures shall be as follows;

Remuneration	Year 2021	Year 2022	Year 2023	Changes
<b>1. Meeting allowances for the Board of Directors (Baht/Meeting)</b>				
- 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	-
<b>2. Monthly Remuneration (Baht/Month)</b>				
- 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	-
<b>3. Meeting allowances for the Audit and Corporate Governance Committee (Baht/Meeting)</b>				
- 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	-

Remuneration	Year 2021	Year 2022	Year 2023	Changes
<b>4. Meeting allowances for the Nomination and Remuneration Committee (Baht/Meeting)</b>				
- 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	-
<b>5. Meeting allowances for the Risk Management Committee (Baht/Meeting)</b>				
- Chairman of the Risk Management Committee	12,000	12,000	12,000	-
- Member of the Risk Management Committee	10,000	10,000	10,000	-
<b>6. Other benefits</b>	-None-			
<u>Remark:</u> The Executive Director and management who have any responsibilities in the sub-committee will not receive the remuneration.				

Agenda 6 Approval of the appointment of the external auditors and determination of the audit fees for 2023

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) Ms. 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 2023 and to approve the audit fee for 2023 with a ceiling of Baht 2,890,000. The Meeting should also delegate approval authority to the Management for incidental review fees of subsidiaries, associates, joint ventures, and others incurred in 2023.

Agenda 7 Approval of the amendment of the Articles of Association, Article 23, 29, 30, 31 and 36 to be in compliance with the amendment of the Public Company Limited Act (No. 4) B.E. 2565 (2022).

Board of Directors' opinion : The Board recommends the Meeting to consider and approve the amendment of the Articles of Association, Article 23, 29, 30, 31 and 36 to be in compliance with the amendment of the Public Company Limited Act (No. 4) B.E. 2565 (2022).

Agenda 8 Other businesses (if any)

3. Approved to appoint Mr. Kobchai 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, format of the meeting, 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 23 September 2022 to 15 January 2023. However, no item and name were proposed as a result.

The Company will disclose the details of 2023 AGM and its agendas online at [www.grandcanalland.com](http://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](mailto:co.secretary@grandcanalland.com).

Your acknowledgment of these matters would be appreciated.

Sincerely,

- *Somphoch Thitipalati* -

(Mr. Somphoch Thitipalati)

Company Secretary