

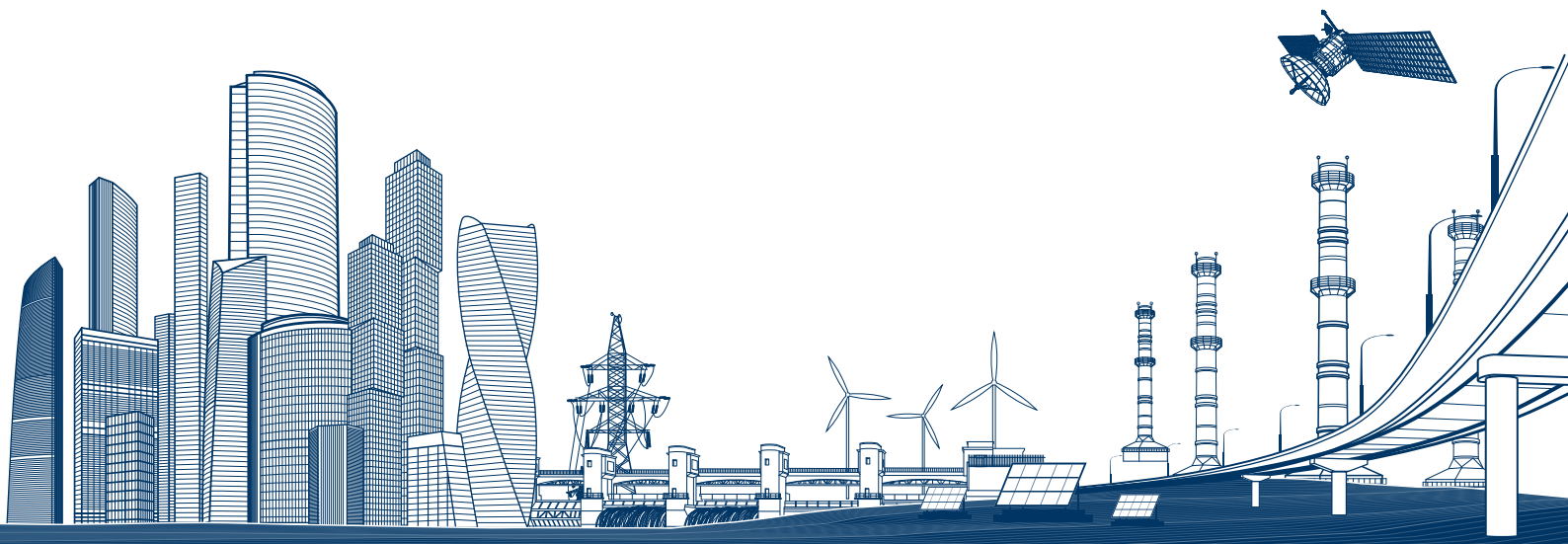


Invitation to the Extraordinary General Meeting of Shareholders No. 1/2025

Gulf Development Public Company Limited

Friday, May 30, 2025 at 02:00 p.m.

Held via electronic media



May 6, 2025

- Subject:** Invitation to the Extraordinary General Meeting of Shareholders No. 1/2025
- To:** Shareholders of Gulf Development Public Company Limited
- Attachment:**
1. Information of the Independent Directors proposed by the Company as proxy of shareholders
 2. The Company's Articles of Association in relation to the Extraordinary General Meeting of Shareholders
 3. Explanation on the appointment of proxy, registration process, registration documents, vote casting and counting
 4. Explanation on the meeting procedure via electronic media
 5. Proxy Form A. and Form B.
 6. Registration Form

The Board of Directors of Gulf Development Public Company Limited (the “**Company**”) has resolved to convene the Extraordinary General Meeting of Shareholders No. 1/2025 on May 30, 2025 at 02:00 p.m. via electronic media to consider matters under the agenda together with the opinion of the Board of Directors as follows:

Agenda 1 **To Consider and Approve the Issuances and Offerings of Debentures of the Company**

Fact and Rationale: As a result of the amalgamation between Gulf Energy Development Public Company Limited (“**Gulf Energy**”) and Intouch Holdings Public Company Limited (together with Gulf Energy, the “**Former Companies**”) that was completed on April 1, 2025 (the “**Amalgamation**”), the Former Companies have ceased to hold the status as juristic persons upon establishment of the Company according to the Public Limited Companies Act B.E. 2535 (1992) (the “**PLCA**”), as amended. Consequently, any authorization previously obtained by the Former Companies in relation to issuances and offerings of debentures is no longer in effect.

To support the Company's funding for its normal operation and future investment/business expansion plans, including loan repayment, refinancing existing debentures and working capital, the Company therefore would like to propose a plan to raise funds by issuing and offering debentures with the aggregate principal of not more than Baht 300,000 million and/or its equivalent in any foreign currencies (the “**Aggregated Principal Amount**”) and to seek an approval from the shareholders meeting regarding the issuances and offerings of debentures as required under the PLCA. Such proposed Aggregated Principal Amount includes the outstanding principal amount of debentures issued by Gulf Energy in the total of Baht 185,499 million which is the debt that the Company has assumed by operation of law as a result of the Amalgamation.

Board of Directors' Opinion: The Board of Directors deems it appropriate to propose that the Extraordinary General Meeting of Shareholders No. 1/2025 considers and approves the issuances and offerings of debentures with the aggregate principal of not more than Baht 300,000 million and/or its equivalent in any foreign currencies as per the following details:

Category	Any type and category (including without limitation, secured and unsecured debentures, subordinated and unsubordinated debentures, perpetual debentures, debentures with or without a fixed redemption date and/or debentures with or without a debenture holders' representative, debentures which the Company and/or the debenture holders might or might not be entitled to redeem the debentures before the maturity date) depending on the market conditions at the time of each issuance and offering of debentures.
Total Amount	<p>The aggregate principal of not more than Baht 300,000 million and/or its equivalent in any foreign currencies. The principal amount of the debentures redeemed or purchased by the Company shall be counted towards the available principal amount of the debentures that can be issued and offered by the Company (revolving principal).</p> <p>In the event that the Company issues debentures to refinance existing debentures (issuance of new debentures to repay and/or replace existing debentures), the principal amount of existing debentures to be redeemed on the issue date of the new debentures issued to refinance such existing debentures shall be deemed as duly redeemed and be counted as part of the outstanding balance of the total principal amount of debentures which can be issued for sales at the time.</p>
Use of Proceeds	Funding its normal operations and/or future investment/expansion plan and/or loan repayment and/or refinancing existing debentures and/or working capital of the Company and/or companies in its Group or other purposes as the board of directors of the Company deems appropriate
Currency	Thai Baht and/or its equivalent in any foreign currencies
Offering	The debentures may wholly or partially be offered, in Thailand or any foreign market, by way of public offering and/or private placement and/or to high net-worth investors and/or institutional investors and/or any person(s) and investor(s) in accordance with the Securities and Exchange Act B.E. 2535 (1992) and relevant rules and regulations of the Capital Market Supervisory Board, the Securities and Exchange Commission and/or the Office of the Securities and Exchange Commission and/or any other related governmental agencies (including amendment and any supplement) (the " Law and Relevant Regulations "). The debentures may be offered in one time and/or several times and/or under Program (one or several tranches), and may be issued and offered in substitution of the then outstanding debentures, depending on the funding requirement of the Company and at its sole discretion.
Tenors	Not exceeding 30 years from the date of each issuance, with the exception of the debentures which are upon winding up (perpetual debentures), which have no term.
Interest	A rate to be determined depending on the market conditions at the time of issuance and offering of debentures.

Registration	The Company may register the debentures so issued and offered with the Thai Bond Market Association or Foreign Bond Market Association or any other secondary markets as appropriate and according to the Law and Relevant Regulations.
Other Matters	Authorized director(s) of the Company in accordance with the Affidavit of the Company or the Chief Executive Officer or any person(s) appointed by the authorized director(s) of the Company be authorized to take any actions necessary and relevant to the issuances and offerings of debentures in compliance with the Law and Relevant Regulations, including but not limited to, setting out or amending terms, conditions and any other details necessary and related to the issuances and offerings of debentures, such as type of debentures, tenure and interest rate, as well as applying for an approval, furnishing information and submitting documents and evidences with or to any competent agencies, appointing advisers and any other persons in connection with the issuances and offerings of debentures, applying for listing of the debentures with the Thai Bond Market Association or Foreign Bond Market Association or any other competent agencies, as well as negotiating, executing and amending any agreement, document and evidence necessary and relevant to the issuances and offerings of debentures.

Voting: This agenda requires the approval of the meeting with the votes of not less than three-fourths (3/4) of the total votes of shareholders attending the meeting and having the right to vote.

Agenda 2 Other Business (if any)

The Company is pleased to invite shareholders to attend the Extraordinary General Meeting of Shareholders No. 1/2025 on May 30, 2025 at 02:00 p.m. via electronic media. Registration will open at 12:00 p.m.

Any shareholder who is unable to attend the meeting of shareholders and wishes to appoint another person as his/her proxy to attend and vote at the meeting on his/her behalf must either fill in and sign as appropriate Proxy Form A. or Form B. as enclosed herewith (*Attachment No. 5*) or download Proxy Form A. or B. or C. (Form C. is applicable only to foreign shareholders as registered in the registration book who have a custodian in Thailand) from the Company's website at www.gulf.co.th. Alternatively, shareholder may authorize one of the Company's Independent Directors to attend and vote on his/her behalf. Details of the Independent Directors proposed by the Company as proxy of shareholders can be found in *Attachment No. 1* as enclosed herewith.

In this regard, any shareholder wishing to appoint another person or Independent Director proposed by the Company as his/her proxy to attend and vote at the meeting on his/her behalf is asked to fill in and sign the proxy form and deliver it, together with the required documents, to the Company by May 27, 2025 with attention to the Company Secretary of Gulf Development Public Company Limited at 11th Floor, M Thai Tower, All Seasons Place, No. 87 Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330.

The Company fixed the date to determine the name of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2025 on April 17, 2025 (Record Date).

Nonetheless, the Board of Directors' Meeting resolved to authorize the Chief Executive Officer and/or any person designated by the Chief Executive Officer to have power to perform any acts relating to the calling of the Extraordinary General Meeting of Shareholders No. 1/2025, including issuance of a notice calling the Extraordinary General Meeting of Shareholders No. 1/2025, change of date, time and venue of the Extraordinary General Meeting of Shareholders No. 1/2025 and other details in relation to the Extraordinary General Meeting of Shareholders No. 1/2025, as deemed necessary or appropriate.

Please be informed to attend the meeting of shareholders via electronic media on the date and time mentioned above accordingly.

Sincerely yours,

- Signed -

(Mrs. Porntipa Chinvetkitvanit)
Deputy Chief Executive Officer
On behalf of the Board of Directors
Gulf Development Public Company Limited

Notes: The Company has published the invitation to the Extraordinary General Meeting of Shareholders No. 1/2025 and all related documents at the Company's website (www.gulf.co.th) from April 21, 2025. If any shareholder has a query regarding the agenda of the Extraordinary General Meeting of Shareholders No. 1/2025, please send the query in advance during April 21 – May 28, 2025 via email at cs@gulf.co.th or via post to the Company Secretary of Gulf Development Public Company Limited at 11th Floor, M Thai Tower, All Seasons Place, No. 87 Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330.

Information of the Independent Directors Proposed by the Company as Proxy of Shareholders

1. Mr. Predee Daochai														
Position	Independent Director and Member of the Sustainability, Governance and Risk Management Committee													
Date of Appointment	April 1, 2025													
Age	66 years													
Business Address	11 th Floor, M Thai Tower, All Seasons Place, No. 87, Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330													
Education	<ul style="list-style-type: none"> - Honorary Doctorate in Business Administration, Southeast Bangkok University - Master's Degree (MCL), University of Illinois at Urbana-Champaign, USA - Barrister-at-Laws, Institute of Legal Education, Thai Bar Association, Thailand - Bachelor of Laws (Honors), Thammasat University 													
Training	<ul style="list-style-type: none"> - Advanced Management Program (AMP), Harvard Business School, USA - Breakthrough Program for Senior Executives, IMD Business School, Switzerland - Influence and Negotiation Strategies Program, Stanford Graduate School of Business, Stanford University, USA - Making Innovation Happen Programme, London Business School, United Kingdom - Executive Program, Singularity University, Silicon Valley, California, USA - Executive Program on Risk Management, The Institute of International Finance, United Kingdom - The Joint State-Private Sector Course, Class 24, National Defence College - Capital Market Leadership Program, Class 20, Capital Market Academy - The Executive Program in Energy Literacy for a Sustainable Future, Class 8, Thailand Energy Academy 													
Director Training	<ul style="list-style-type: none"> - Multiply Organization Performance with A High Trust & Inclusive Board Culture, Special Event 8/2024, Thai Institute of Directors - Role of the Chairman Program (RCP), Class 51/2022, Thai Institute of Directors - Board Nomination and Compensation Program (BNCP), Class 14/2022, Thai Institute of Directors - Corporate Governance for Capital Market Intermediaries (CGI), Class 11/2016, Thai Institute of Directors - Ethical Leadership Program (ELP), Class 1/2015, Thai Institute of Directors - Financial Institutions Governance Program (FGP), Class 1/2010, Thai Institute of Directors - Director Certification Program (DCP), Class 56/2005, Thai Institute of Directors 													
Working Experience (during the recent 5 years) and/or Important Positions	<table border="0" style="width: 100%;"> <tr> <td style="width: 15%;">2022 – 2025</td> <td style="width: 15%;">Independent Director,</td> <td style="width: 70%;">Gulf Energy Development Public Company Limited</td> </tr> <tr> <td>2021 – 2023</td> <td>Independent Director, Chairman of Risk Management Committee and Chairman of Sustainable Development Committee,</td> <td>Carabao Group Public Company Limited</td> </tr> <tr> <td>2021 – 2023</td> <td>Director,</td> <td>Siam Paragon Development Company Limited</td> </tr> <tr> <td>2021 – 2023</td> <td>Director,</td> <td>Siam Paragon Retail Company Limited</td> </tr> </table>	2022 – 2025	Independent Director,	Gulf Energy Development Public Company Limited	2021 – 2023	Independent Director, Chairman of Risk Management Committee and Chairman of Sustainable Development Committee,	Carabao Group Public Company Limited	2021 – 2023	Director,	Siam Paragon Development Company Limited	2021 – 2023	Director,	Siam Paragon Retail Company Limited	
2022 – 2025	Independent Director,	Gulf Energy Development Public Company Limited												
2021 – 2023	Independent Director, Chairman of Risk Management Committee and Chairman of Sustainable Development Committee,	Carabao Group Public Company Limited												
2021 – 2023	Director,	Siam Paragon Development Company Limited												
2021 – 2023	Director,	Siam Paragon Retail Company Limited												

Attachment No. 1

2021 – 2022	Chairman of Executive Committee and Group CEO, The Mall Group
2021 – 2021	Director, JD Food Public Company Limited
2020 – 2020	Minister, Ministry of Finance
2020 – 2020	Chairman, Bank for Agriculture and Agricultural Cooperatives
2020 – 2020	Chairman, Beacon Venture Capital Company Limited
2020 – 2020	Chairman, National Digital ID Company Limited
2017 – 2020	Chairman, National ITMX Company Limited
2016 – 2020	Committee, ASEAN Bankers Association
2016 – 2020	Member of the National Strategy Committee
2016 – 2020	Member of the Payment Systems Committee, Bank of Thailand
2016 – 2020	Member of the Board of Investment of Thailand (BOI)
2016 – 2020	Member of EEC Policy Committee, Eastern Economic Corridor
2016 – 2020	Member of the Board, Office of SMEs Promotion
2016 – 2020	Chairman, Thai Bankers Association
2016 – 2020	Chairman, KASIKORN Securities Public Company Limited
2015 – 2020	Vice Chairman and Chairman of Corporate Governance Committee, Thai Institute of Directors Association
2013 – 2020	Director and President, KASIKORNBANK Public Company Limited
2013 – 2020	Chairman, KASIKORN Factory and Equipment Company Limited
2010 – 2020	Director, Muangthai Group Holding Company Limited
2016 – 2019	Member of the National Legislative Assembly

Directorship/Other Executive Positions in Other Organizations at Present

• Other Listed Companies (4 organizations)	2023 – Present	Chairman of the Board of Directors and Chairman of the Independent Directors, PTT Global Chemical Public Company Limited
	2023 – Present	Independent Director, Member of Nomination and Remuneration Committee and Member of Audit Committee, Bangkok Bank Public Company Limited
	2022 – Present	Independent Director and Member of Audit and Risk Management Committee, Advanced Info Service Public Company Limited
	2021 – Present	Independent Director, Chairman of Nomination and Remuneration Committee and Chairman of Corporate Governance Committee, Bangkok Dusit Medical Services Public Company Limited
• Non-Listed Companies (2 organizations)	2022 – Present	Director, Advanced Wireless Network Company Limited
	2022 – Present	Director, Siam Motors Company Limited
• Other Companies that Compete with/Related to the Company	- None -	
Shareholding in the Company (as of April 1, 2025)	Personal: - None - Spouse/minor child: - None -	
Family Relationship with Other Directors and Executives	- None -	
Special Interest in the Agenda Proposed at the Shareholders' Meeting	- None -	

2. Prof. Dr. Bundhit Eua-arporn



Position	Independent Director and Member of the Audit Committee	
Date of Appointment	April 1, 2025	
Age	59 years	
Business Address	11 th Floor, M Thai Tower, All Seasons Place, No. 87, Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330	
Education	<ul style="list-style-type: none"> - Doctor of Electrical Engineering, Imperial College, University of London - Master of Engineering, Chulalongkorn University - Bachelor of Engineering, Chulalongkorn University 	
Training	<ul style="list-style-type: none"> - The Executive Program in Energy Literacy for a Sustainable Future, Class 6/2015, Thailand Energy Academy - Bhumipalung Phandin for Executive Program, Class 3, Chula Unisearch, Chulalongkorn University - NUS Programme for Leadership in University Management, Temasek Foundation 	
Director Training	<ul style="list-style-type: none"> - The Board's Role in Mergers and Acquisitions (BMA), Class 11/2024, Thai Institute of Directors - Director's Guide to Legal Obligations and Duties (DLD), Class 1/2024, Thai Institute of Directors - IT Governance and Cyber Resilience Program (ITG), Class 17/2021, Thai Institute of Directors - Director Certification Program (DCP), Class 110/2009, Thai Institute of Directors 	
Working Experience (during the recent 5 years) and/or Important Positions	2023 – 2024	Member of the Audit Committee, PTT Oil and Retail Business Public Company Limited
	2016 – 2024	President, Chulalongkorn University
	2015 – 2024	Independent Director, Chairman of the Compensation Committee, and Member of the Audit Committee, Banpu Power Public Company Limited
	2011 – 2024	Member of the Chulalongkorn University Council
	2017 – 2023	Director, PTT Exploration and Production Public Company Limited
	2021 – 2022	Chairman of the Council of University Presidents of Thailand
	2017 – 2017	Member of the National Energy Reform Committee
Directorship/Other Executive Positions in Other Organizations at Present		
• Other Listed Companies (2 organizations)	2023 – Present	Independent Director and Chairman of the Nomination and Remuneration Committee, PTT Oil and Retail Business Public Company Limited
	2021 – Present	Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee, Bangkok Bank Public Company Limited
• Non-Listed Companies (1 organization)	2021 – Present	Chairman of the Basic Education Commission

Attachment No. 1

- Other Companies that Compete with/Related to the Company**
(1 organization)

2024 – Present

A company which operates a business having the same nature as the business of the Company, and may be considered as operating the business in competition with the business of the Company

Independent Director and Chairman of the Board of Directors, IRPC Public Company Limited

- Shareholding in the Company**
(as of April 1, 2025)

Personal: 1,045,701 shares or equivalent to 0.007%

Spouse/minor child: - None -

- Family Relationship with Other Directors and Executives**

- None -

- Special Interest in the Agenda Proposed at the Shareholders' Meeting**

- None -

3. Mrs. Sirivipa Supantanet



Position	Independent Director and Member of the Audit Committee																
Date of Appointment	April 1, 2025																
Age	62 years																
Business Address	11 th Floor, M Thai Tower, All Seasons Place, No. 87, Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330																
Education	<ul style="list-style-type: none"> - Master of Business Administration (Major in Finance), Western Michigan University, USA - Bachelor of Accountancy (Finance), Chulalongkorn University 																
Training	<ul style="list-style-type: none"> - Executive Program in Energy Literacy for a Sustainable Future, Class 16, Thailand Energy Academy - Advanced Certificate Course in Politics and Governance in Democratic Systems, Class 25, King Prajadhipok's Institute - Advanced Master of Management, Class 7, National Institute of Development Administration - Top Executive Program in Commerce and Trade (TEPCoT), Class 11, Commerce Academy, University of the Thai Chamber of Commerce - Capital Market Leadership Program, Class 20, Capital Market Academy - Executive Development Program (EDP), Class 4, Fiscal Policy Research Institute, Ministry of Finance - The Cullinan: The Making of the Digital Board, Class 4, Digital Economy Promotion Agency and Thailand Management Association 																
Director Training	<ul style="list-style-type: none"> - Subsidiary Governance Program (SGP), Class 11/2025, Thai Institute of Directors - Advanced Audit Committee Program (AACP), Class 53/2024, Thai Institute of Directors - Director Certification Program (DCP), Class 119/2009, Thai Institute of Directors 																
Working Experience (during the recent 5 years) and/or Important Positions	<table border="0" style="width: 100%;"> <tr> <td style="vertical-align: top; width: 15%;">2024 – 2025</td> <td style="vertical-align: top;">Independent Director, Member of the Audit Committee, Member of the Risk Oversight Committee and Member of the Corporate Governance for Sustainability Committee Bangkok Commercial Asset Management Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2024 – 2025</td> <td style="vertical-align: top;">Member of the Audit and Risk Committee, Intouch Holdings Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2023 – 2025</td> <td style="vertical-align: top;">Independent Director, Intouch Holdings Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2019 – 2023</td> <td style="vertical-align: top;">Director, Committee for Consideration of Amending the Law on Partnerships, Companies and Business Organizations, Office of the Council of State</td> </tr> <tr> <td style="vertical-align: top;">2019 – 2022</td> <td style="vertical-align: top;">Board Member, Capital Market Supervisory Board</td> </tr> <tr> <td style="vertical-align: top;">2019 – 2022</td> <td style="vertical-align: top;">Vice Chairperson of the Board of Governors and Chairman of the Nomination and Remuneration Sub-Committee, Capital Market Development Fund</td> </tr> <tr> <td style="vertical-align: top;">2019 – 2022</td> <td style="vertical-align: top;">Deputy Secretary-General (Fundraising, Accounting Supervision and Corporate Communication and Stakeholders Relations), Securities and Exchange Commission of Thailand</td> </tr> <tr> <td style="vertical-align: top;">2019 – 2020</td> <td style="vertical-align: top;">Director and Chairman of the Audit Committee, Secondary Mortgage Corporation</td> </tr> </table>	2024 – 2025	Independent Director, Member of the Audit Committee, Member of the Risk Oversight Committee and Member of the Corporate Governance for Sustainability Committee Bangkok Commercial Asset Management Public Company Limited	2024 – 2025	Member of the Audit and Risk Committee, Intouch Holdings Public Company Limited	2023 – 2025	Independent Director, Intouch Holdings Public Company Limited	2019 – 2023	Director, Committee for Consideration of Amending the Law on Partnerships, Companies and Business Organizations, Office of the Council of State	2019 – 2022	Board Member, Capital Market Supervisory Board	2019 – 2022	Vice Chairperson of the Board of Governors and Chairman of the Nomination and Remuneration Sub-Committee, Capital Market Development Fund	2019 – 2022	Deputy Secretary-General (Fundraising, Accounting Supervision and Corporate Communication and Stakeholders Relations), Securities and Exchange Commission of Thailand	2019 – 2020	Director and Chairman of the Audit Committee, Secondary Mortgage Corporation
2024 – 2025	Independent Director, Member of the Audit Committee, Member of the Risk Oversight Committee and Member of the Corporate Governance for Sustainability Committee Bangkok Commercial Asset Management Public Company Limited																
2024 – 2025	Member of the Audit and Risk Committee, Intouch Holdings Public Company Limited																
2023 – 2025	Independent Director, Intouch Holdings Public Company Limited																
2019 – 2023	Director, Committee for Consideration of Amending the Law on Partnerships, Companies and Business Organizations, Office of the Council of State																
2019 – 2022	Board Member, Capital Market Supervisory Board																
2019 – 2022	Vice Chairperson of the Board of Governors and Chairman of the Nomination and Remuneration Sub-Committee, Capital Market Development Fund																
2019 – 2022	Deputy Secretary-General (Fundraising, Accounting Supervision and Corporate Communication and Stakeholders Relations), Securities and Exchange Commission of Thailand																
2019 – 2020	Director and Chairman of the Audit Committee, Secondary Mortgage Corporation																

2017 – 2019 Assistant Secretary-General (Listed Company),
Securities and Exchange Commission of Thailand

Directorship/Other Executive Positions in Other Organizations at Present

- **Other Listed Companies**
(4 organizations)
 - 2025 – Present Independent Director,
Advanced Info Service Public Company Limited
 - 2024 – Present Independent Director, Member of the Audit Committee and
Member of the Risk Management Committee,
Osotspa Public Company Limited
 - 2023 – Present Independent Director and Member of the Audit and
Risk Management Committee,
SCG Decor Public Company Limited
 - 2023 – Present Advisor,
Millennium Group Corporation (Asia) Public Company Limited
- **Non-Listed Companies**
(6 organizations)
 - 2023 – Present Independent Director and Member of the Audit Committee,
TSFC Securities Public Company Limited
 - 2023 – Present Advisor to Capital Market Development and Listed Companies
Supervision, The Stock Exchange of Thailand
 - 2023 – Present Advisor to Securities Law and Regulation,
Baker & Mckenzie Limited
 - 2023 – Present Advisor to Securities Law and Regulation,
Kiatakkin Phatra Securities Public Company Limited
 - 2023 – Present Advisor to Board of Directors,
Asset Pro Management Company Limited
 - 2023 – Present Advisor to the Finance and Property Committee,
Mahamakut Buddhist University
- **Other Companies that
Compete with/Related to
the Company** - None -
- Shareholding in the Company**
(as of April 1, 2025) Personal: - None -
Spouse/minor child: - None -
- Family Relationship with
Other Directors and Executives** - None -
- Special Interest in the Agenda
Proposed at the Shareholders'
Meeting** - None -

The Company's Articles of Association in Relation to the Extraordinary General Meeting of Shareholders

Shares and Shareholders

Article 4 The shares of the Company shall be the ordinary shares, each of which is equal in value and shall be issued specifying name of the shareholder.

All shares of the Company shall be fully paid up in money or otherwise than in money. No subscriber of shares or shareholder shall avail himself a set-off against the Company unless in the case where the Company restructures its debts by issuing new shares to pay off its creditors according to the debt-for-equity conversion plan approved by the meeting of shareholders with a vote of not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote.

The issuance of new shares for debt repayment and the debt-for-equity conversion plan under the previous paragraph shall be in accordance with the criteria and procedures prescribed by the ministerial regulations.

Each share of the Company is indivisible. If a share is subscribed or held by two (2) or more persons in common, they must appoint one of them to exercise their rights as subscriber or shareholder, as the case may be.

The Company may issue and offer ordinary shares, preference shares, debentures, warrants or any other securities as permitted by the law governing securities and exchange. The Company may convert convertible debentures or preference shares into ordinary shares subject to the provisions of the relevant law.

Issuance, Offering and Transfer of Securities

Article 17 Issuance, offering and transfer of securities to the public or any person shall be made in accordance with the law governing public limited company and the law governing securities and exchange.

Other than ordinary shares, transfer of securities having been listed as registered securities in the Stock Exchange of Thailand or other secondary market shall be made in accordance with the law governing securities and exchange.

The term "securities" means the securities as defined by the law governing securities and exchange.

Meeting of Shareholders

Article 36 The board of directors shall call a meeting of shareholders which is an annual general meeting of shareholders within four (4) months from the end of each of the Company's fiscal years.

Any meeting of shareholders other than the one referred to in the first paragraph shall be called an extraordinary meeting of shareholders which may be called by the board of directors at any time as deemed appropriate.

A meeting of shareholders may be held and arranged by an electronic means pursuant to the applicable provisions of law governing arrangement of meetings through electronic media.

One or several shareholders holding shares representing not less than ten (10) per cent of the total paid-up shares of the Company may, by subscribing their names, make a written request to the board of directors to call an extraordinary meeting at any time, provided that the written request must clearly state the matters and reasons for calling such meeting. In this regard, the board of directors shall arrange to convene a meeting of shareholders within forty-five (45) days from the date of receipt of the request of the shareholders.

In the case where the board of directors fails to convene the meeting within the period set out under the fourth paragraph, the shareholders subscribing their names in the request or any other shareholders holding shares representing not less than such required amount may call the meeting by themselves within forty five (45) days from the expiration of the period under the fourth paragraph whereby the shareholders calling such meeting may disseminate a written notice to all shareholders through an electronic means pursuant to the criteria and procedures set out in or permitted by the applicable law. Such meeting shall be deemed as called by the directors and the Company shall be responsible for the necessary expenses incurred by such meeting and provide any arrangement to facilitate such meeting as appropriate.

In the case where any meeting of shareholders called by the shareholders pursuant to the fifth paragraph fails to form a quorum as prescribed by these Articles of Association, the shareholders under the fifth paragraph shall jointly reimburse for any and all expenses incurred to the Company from convening such meeting.

Article 37 In calling a meeting of shareholders, the board of directors shall prepare a written notice specifying the venue, date, time and agenda of the meeting and the matters to be proposed to the meeting in appropriate details by clearly indicating in each matter whether it is a matter proposed for acknowledgement, approval, or consideration, as the case may be, and including the opinion of the board of directors on each of the matters. The notice shall be disseminated to the shareholders and the registrar prior to the date of the meeting and publicized pursuant to the criteria, period and procedures set out in or permitted by the applicable law.

The venue of the meeting may be in the province in which the head office of the Company is located or any other place as the board of directors may determine.

Article 38 A quorum of a meeting of shareholders shall comprise not less than twenty five (25) shareholders present in person or by proxy (if any), or not less than one-half (1/2) of the total number of shareholders, provided that, in either case, the shares held by such shareholders shall not be less than one-third (1/3) of the total issued shares of the Company.

In the event that a quorum of any meeting of shareholders is not formed as required under the first paragraph after one (1) hour has passed from the time fixed for the meeting, such meeting shall be cancelled if the meeting is called by a request of shareholders; however, if the meeting is not called by a request of shareholders, a subsequent meeting shall be convened and a notice of the subsequent meeting shall be sent to the shareholders not less than seven (7) days prior to the date of the meeting. At the subsequent meeting, no quorum shall be required.

A shareholder may appoint a proxy of legal age to attend and cast votes in a meeting of shareholders on its behalf. The appointment of proxy must be evidenced in a designated written form and comply with the procedures pursuant to the law.

The appointment of proxy may be conducted through an electronic means provided that the method made available for this purpose must be safe and capable of establishing credibility that such appointment has been made by the appointing shareholder pursuant to the criteria set out in or permitted by the applicable law.

Article 39 The chairman of the board of directors shall be the chairman of the meeting of shareholders. In the case where the chairman is not present at a meeting or cannot perform duties, if there is a vice chairman, the vice chairman shall be the chairman of the meeting. If there is no such vice chairman or such vice chairman is not present or cannot perform his or her duties, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Article 40 In respect of voting at the meeting of shareholders, each shareholder shall have one (1) vote for one (1) share held by it. Any shareholder having special interest in any matter shall have no right to vote in such matter, except for a matter of an election of directors. A resolution of the meeting of shareholders shall be made by the following votes:

- (a) In an ordinary event, the majority votes of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have one (1) additional vote as a casting vote.
- (b) In the following matters, a vote of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote shall be required:
 - 1. The sale or transfer of the whole or substantial part of the Company's business to other person(s)
 - 2. The acquisition or acceptance of business transfer of private companies or other public companies to be a part of the Company's business
 - 3. The execution, amendment, or termination of any agreement with respect to leasing out of the whole or substantial parts of the Company's business, the assignment of other person(s) to manage the business of the Company, or the amalgamation of the business with other person(s) for the purpose of profit and loss sharing
 - 4. Amendment to the Memorandum of Association or the Articles of Association of the Company
 - 5. Increase or reduction of the registered capital of the Company
 - 6. Dissolution of the Company
 - 7. Issuance of debentures of the Company
 - 8. Amalgamation with another company
 - 9. Other matters as provided by law to require a vote of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote

Explanation on the Appointment of Proxy, Registration Process, Registration Documents, and Vote Casting and Counting

Registration Process

Registration of shareholders eligible to attend the Extraordinary General Meeting of Shareholders No. 1/2025 will be conducted via the Inventech Connect system. Please refer to Attachment No. 4 for the procedure for registration and meeting attendance via electric media.

Registration Documents

1. Shareholders who attend the meeting in person

Submit the Registration Form (as per Attachment No. 6) which includes the identification barcode, along with the following documents to confirm the eligibility of the shareholders via the Inventech Connect system:

Category	Thai Shareholders	Non-Thai Shareholders
<p><u>Natural Person</u></p>	<p>An original identification document issued by relevant Thai government authorities which must still be valid and not be damaged or in a condition that cannot identify the holder, such as:</p> <ul style="list-style-type: none"> - Thai national ID card - Driving Licence - Thai civil servant ID card - Thai state enterprise officer ID card - Passport - Any other photographed identification document issued by relevant Thai government authority <p>(Collectively as “ID Document”)</p>	<p>A passport which must still be valid and not be damaged or in a condition that cannot identify the holder</p>
<p><u>Juristic Person</u></p> <p>(This is for the case where an authorized director(s) wishes to attend the meeting in person. If any juristic person has more than one authorized director and wishes to appoint one of the directors or any other person as proxy to attend the meeting on its behalf, please follow the guideline set out in Clause 2 below.)</p>	<ul style="list-style-type: none"> - Either Proxy Form A. or Form B. in which all required information is completed together with signatures of the grantor (with the corporate seal affixed (if any)) and the proxy (affix Baht 20 stamp duty (crossed and dated as of the date the proxy is made)) - Copy of an affidavit, issued not longer than 6 months by Department of Business Development, Ministry of Commerce, which is signed to certify by the authorized director(s) (with the corporate seal affixed (if any)) - Copy of any of the ID Document of the authorized director(s) which is signed to certify by such director(s) together with an original of such ID Document which must still be valid and not be damaged or in a condition that cannot identify the holder 	<ul style="list-style-type: none"> - Either Proxy Form A. or Form B. in which all required information is completed together with signatures of the grantor (with the corporate seal affixed (if any)) and the proxy (affix Baht 20 stamp duty (crossed and dated as of the date the proxy is made)) - Copy of an affidavit or equivalent document which demonstrates at least the name of juristic person, address and authorized director(s), which is signed to certify by the authorized director(s) (with the corporate seal affixed (if any)) - Copy of any of the ID Document of the authorized director(s) (if the director is of Thai nationality) or a passport (if the director is of non-Thai nationality) which is signed to certify by such director(s) together with an original of such ID Document or passport which must still be valid and not be damaged or in a condition that cannot identify the holder

If an original document is not made in Thai or English, please attach the English translation duly certified by the authorized representative of such juristic person.

2. Shareholders who wish to appoint a proxy to attend the meeting on their behalf

2.1 Appointment of Proxy

The Company has prepared Proxy Form A., Form B. and Form C. as stipulated in an announcement of the Department of Business Development, Ministry of Commerce, for shareholders who cannot attend the meeting in person. A proxy may be appointed to the following persons to attend the meeting on their behalf:

- (1) any other person who has reached the legal age (*sui juris*); or
- (2) any of the independent directors of the Company whose profiles are set out in Attachment No. 1.

Shareholder must authorize a person as you wish or an independent director whose profile is attached to the invitation to this meeting to attend, and cast a vote at the meeting on your behalf by specifying the name and details of a person to be your proxy. Only one proxy can be appointed.

In this connection, the Company has delivered Proxy Form A. and Form B. together with this invitation as per Attachment No. 5. Alternatively, shareholders may also download either Proxy Form A., Form B. or Form C. (i.e. Form C. is a form to be used only by foreign shareholders who appoint a custodian in Thailand to hold their shares for safekeeping) from the Company's website www.gulf.co.th. Shareholder must use only one of such Proxy Forms.

Each shareholder must appoint only one proxy and may not split the number of voting rights to several proxy holders. In addition, in casting a vote in each agenda item, shareholder must choose to either cast a vote for or against or abstain from voting, and not combination thereof. Shareholder shall grant the proxy all the voting rights held. Authorization of vote less than the total number of holding shares is not allowed except for the custodian appointed by the foreign investor in accordance with Proxy Form C.

Shareholder may select one of the following Proxy Forms as applicable:

- Proxy Form A., which is a general simple form (for all shareholders)
- Proxy Form B., which is a form specifying details in granting the proxy (for all shareholders)
- Proxy Form C., which is a form to be used only by foreign shareholders who appoint a custodian in Thailand to hold their shares for safekeeping

2.2 Submit the following documents via the Inventech Connect system:

- The Registration Form (as per Attachment No. 6) that comes with the identification barcode
- The Proxy Form (choose either one) in which all required information is completed together with signatures of the grantor and the proxy (with the corporate seal affixed (if any)) and affix Baht 20 stamp duty crossed and dated as of the date the proxy is made.
- The following documents to confirm eligibility of the shareholders:

Category	Thai Shareholders	Non-Thai Shareholders
<u>Natural Person</u>	<ul style="list-style-type: none"> - An original ID Document of the proxy which must still be valid and not be damaged or in a condition that cannot identify the holder - Copy of any of the ID Document of the grantor which is signed to certify by the grantor whereby such copy must be a duplicate of the ID Document which must still be valid and not be damaged or in a condition that cannot identify the holder 	<ul style="list-style-type: none"> - An original ID Document (for a proxy of Thai nationality) or passport (for a proxy of non-Thai nationality) which must still be valid and not be damaged or in a condition that cannot identify the holder - Copy of any of the passport of the grantor which is signed to certify by the grantor whereby such copy must be a duplicate of the passport which must still be valid and not be

Category	Thai Shareholders	Non-Thai Shareholders
<u>Juristic Person</u>	<ul style="list-style-type: none"> - An original ID Document of the proxy which must still be valid and not be damaged or in a condition that cannot identify the holder - Copy of an affidavit, issued not longer than 6 months by Department of Business Development, Ministry of Commerce, which is signed to certify by the authorized director(s) (with the corporate seal affixed (if any)) - Copy of any of the ID Document of the authorized director(s) which is signed to certify by such director(s) whereby such copy must be a duplicate of the ID Document which must still be valid and not be damaged or in a condition that cannot identify the holder 	<p>damaged or in a condition that cannot identify the holder</p> <ul style="list-style-type: none"> - An original ID Document (for a proxy of Thai nationality) or passport (for a proxy of non-Thai nationality) which must still be valid and not be damaged or in a condition that cannot identify the holder - Copy of an affidavit or equivalent document which demonstrate at least the name of juristic person, address and authorized director(s), which is signed to certify by the authorized director(s) (with the corporate seal affixed (if any)) - Copy of any of the ID Document of the authorized director(s) (if the director is of Thai nationality) or a passport (if the director is of non-Thai nationality) which is signed to certify by such director(s) whereby such copy must be a duplicate of the ID Document or passport which must still be valid and not be damaged or in a condition that cannot identify the holder
<u>Foreign shareholders who appoint a custodian in Thailand holds their shares for safekeeping</u>		<ul style="list-style-type: none"> - Documents for juristic person shall be prepared by selecting one of any Proxy Form (either Form A., Form B. or Form C.). - A power of attorney which evidences appointment by a foreign shareholder of such custodian to sign on proxy - A confirmation letter that signatory has been licensed to engage in custodian business

If an original document is not made in Thai or English, please attach the English translation duly certified by the authorized representative of such juristic person.

Criteria for Vote Casting and Counting

1. The Chairman of the meeting or a person designated by the Company shall explain casting and counting vote procedure before the commencement of the meeting. The Company shall count and sum up votes on each agenda item of shareholders or the proxy who attend the meeting and cast votes. The results of each agenda item shall be announced to the meeting before the meeting is adjourned. The Company will arrange for an inspector to examine procedures for counting vote in the meeting to ensure transparency and compliance with the laws and the Company's Articles of Association.
2. In casting votes, one share carries one vote.
3. Prior to counting votes on each agenda item, the Company would suspend the registration. The registration would be resumed upon the conclusion of the counting of votes on each agenda item. As for shareholders or proxies attending the meeting after the meeting was called to order, their votes shall be included only on the agenda items those shareholders or proxies are present at the meeting. As a result, the number of shareholders on each agenda item may vary.
4. In counting votes on Agenda No. 1, resolutions shall be passed by votes of not less than three-fourths (3/4) of the total votes of shareholders attending the meeting and having the right to vote.

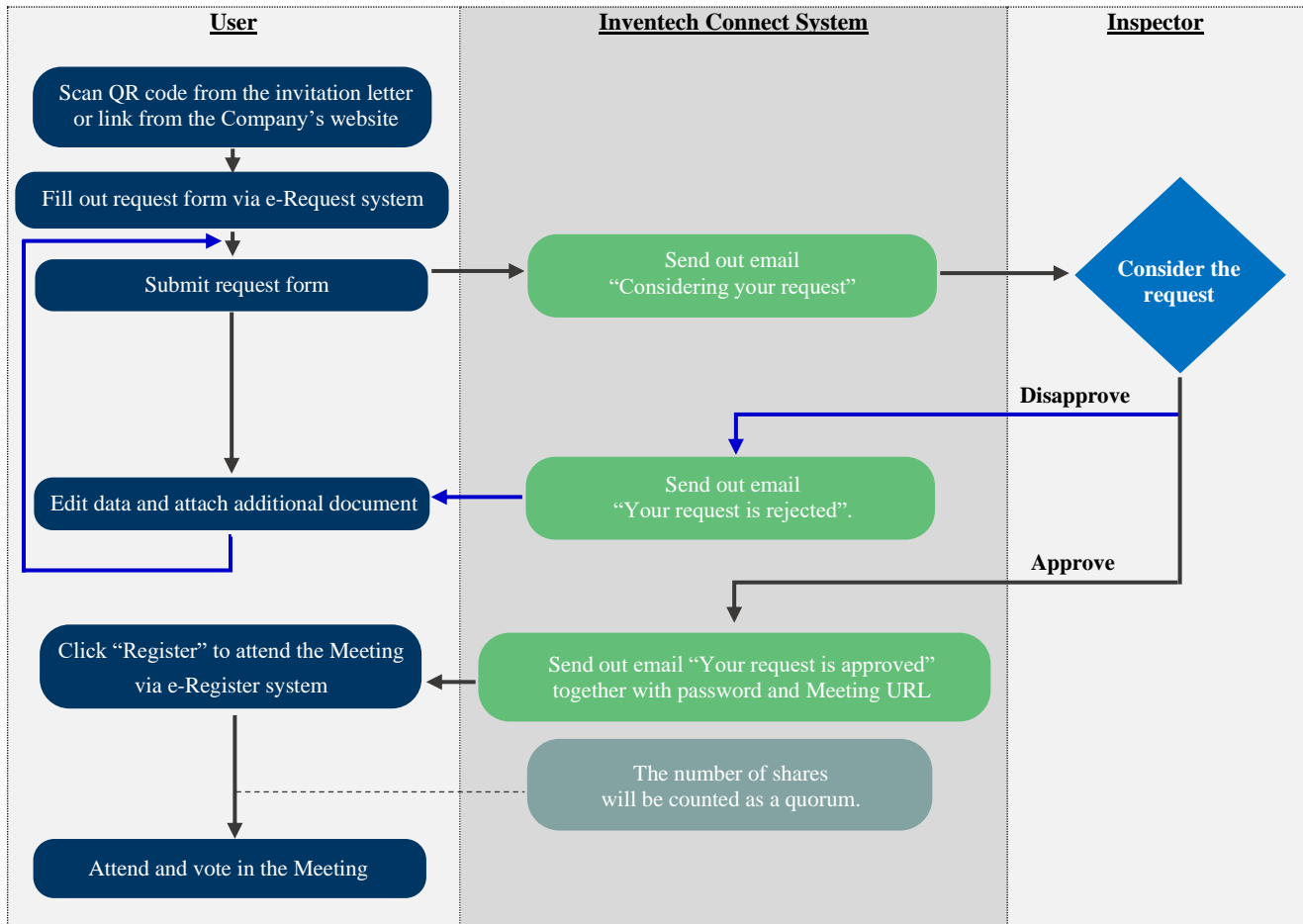
Explanation on the Meeting Procedures via Electronic Media

Recommendations for Internet, Internet Browser and Equipment for Attending the Meeting

Internet	Equipment
<ul style="list-style-type: none"> High-Definition Video: Minimum internet speed of 2.5 Mbps High Quality Video: Minimum internet speed of 1.0 Mbps Standard Quality Video: Minimum internet speed of 0.5 Mbps 	<ul style="list-style-type: none"> Smartphone / Tablet (iOS or Android OS) PC / Laptop (Windows or Mac OS)

Internet Browser: Chrome (Recommended) / Safari / Microsoft Edge. Please note that **the system does not support Internet Explorer.**

Meeting Arrangement via Electronic Media



Usage Condition

Merging Account / Switching Account

If the multiple requests are filed under the same email and phone number, the system will merge the multiple requests into one account. In the case of multiple user accounts, you can click "Change account" to switch between accounts. However, the previously used account will still be counted as part of the quorum for the Meeting.

Exiting the Meeting

Attendees can click on "Register to leave the quorum", and the system will remove their shares and votes from the voting base for all pending agendas.

Manuals and Assistance

Please contact Inventech Call Center if you need assistance.

02-460-9220

@inventechconnect

Inventech Call Center is available during May 21 – 30, 2025 at 8.30 a.m. – 5.30 p.m. (Business days only, excluding public holidays)




User Manual



Report a problem

Request for Username & Password to Attend the Meeting via Electronic Media

1. Shareholders and proxies can submit a request to attend the Meeting at <https://app.inventech.co.th/GULF198710R/#/homepage> or scan QR Code  and follow the steps below:

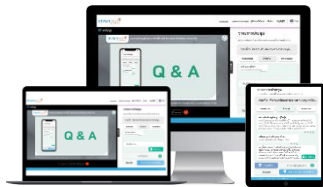


**** To merge user accounts, please use the same email and phone number. ****

- 1 Click the link or scan the QR Code above
- 2 Fill the request form
 - Step 1: Fill in the shareholder information
 - Step 2: Fill in the information for identity verification
 - Step 3: OTP verification
 - Step 4: Successful transaction
- 3 Wait for a confirmation email providing meeting details and password

2. The submission of requests for shareholders and proxies who would like to attend the Meeting is available from 8:30 a.m. on May 21, 2025 until the end of the Meeting on May 30, 2025.
3. Electronic conference will be available from 12:00 p.m. on May 30, 2025. Please use the provided Username and Password and follow the instruction manual to access the system.

Asking Questions



- 1 Select the agenda, and click on Question button

2a Type the question, and click Send

- 2b Ask the question via video:

- Click Conference
- Click OK to confirm queuing
- Please wait for your queue, then turn on your microphone and camera when notified by the staff.

Voting

- 1 Fill in your email address and the password received from your email or request an OTP
- 2 Click Register, the system will register your attendance and count it as a quorum.
- 3 Click Join Attendance, then click Accept
- 4 Select the agenda you want to vote on
- 5 Click Vote
- 6 Cast your vote
- 7 The system will display the status of your latest vote.

Press **Cancel latest vote** button to cancel your most recent vote (this would mean that your vote will be processed according to the rules informed to the shareholders beforehand). Change to the vote is allowed until the voting on that particular agenda is closed.

Appoint the Company's Independent Director as the Proxy

Any shareholder wishing to appoint Independent Directors proposed by the Company as his/her proxy to attend and vote at the Meeting on his/her behalf is asked to fill in and sign the proxy form and deliver it, together with the required documents, to Company by May 27, 2025 with attention to

Company Secretary, Gulf Development Public Company Limited
11th Floor, M Thai Tower, All Seasons Place, No. 87 Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330

แบบหนังสือมอบฉันทะ แบบ ก. (แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)

Proxy Form A. (General Form)

ติดอากรแสตมป์ 20 บาท
Stamp duty of Baht 20

เขียนที่ _____
Made at
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____
I/We _____ Nationality
อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
Residence No. Road Tambol/Sub-district
อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
Amphoe/District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท กอล์ฟ ดีเวลลอปเม้นท์ จำกัด (มหาชน)
Being a shareholder of Gulf Development Public Company Limited
โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding the total amount of _____ share(s) and having the right to vote equal to _____ votes as follows:
 หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share _____ share(s) and having the right to vote equal to _____ vote(s)
 หุ้นบุริมสิทธิ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preferred share _____ share(s) and having the right to vote equal to _____ vote(s)

(3) ขอมอบฉันทะให้
Hereby appoint either one of the following persons:

1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Sub-district Amphoe/District
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal Code or

2. ชื่อ นายปรีดี ดาวฉาย อายุ 66 ปี อยู่บ้านเลขที่ 87 อาคารเอ็มไทย ทาวเวอร์ ชั้น 11 ออลซีซั่นเพลส
Name Mr. Predee Daochai age 66 years, residing at No. 87, 11th Floor, M Thai Tower, All Seasons Place
ถนน วิทยู ตำบล/แขวง ลุมพินี อำเภอ/เขต ปทุมวัน
Road Wireless Tambol/Sub-district Lumpini Amphoe/District Pathumwan
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10330 หรือ
Province Bangkok Postal Code 10330 or

3. ชื่อ ศาสตราจารย์ ดร.บดินดี เอื้ออาภรณ์ อายุ 59 ปี อยู่บ้านเลขที่ 87 อาคารเอ็มไทย ทาวเวอร์ ชั้น 11 ออลซีซั่นเพลส
Name Prof. Dr. Bundhit Eua-arporn age 59 years, residing at No. 87, 11th Floor, M Thai Tower, All Seasons Place
ถนน วิทยู ตำบล/แขวง ลุมพินี อำเภอ/เขต ปทุมวัน
Road Wireless Tambol/Sub-district Lumpini Amphoe/District Pathumwan
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10330 หรือ
Province Bangkok Postal Code 10330 or

4. ชื่อ นางสิริวิภา สุพรรณธเนศ อายุ 62 ปี อยู่บ้านเลขที่ 87 อาคารเอ็มไทย ทาวเวอร์ ชั้น 11 ออลซีซั่นเพลส
Name Mrs. Sirivipa Supantanet age 62 years, residing at No. 87, 11th Floor, M Thai Tower, All Seasons Place
ถนน วิทยู ตำบล/แขวง ลุมพินี อำเภอ/เขต ปทุมวัน
Road Wireless Tambol/Sub-district Lumpini Amphoe/District Pathumwan
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10330 หรือ
Province Bangkok Postal Code 10330 or

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2568 ในวันที่ 30 พฤษภาคม 2568 เวลา 14.00 น. ซึ่งจัดผ่านสื่ออิเล็กทรอนิกส์ หรือที่ะพึงเลื่อนไปในวัน เวลา ช่องทาง และสถานที่อื่นด้วย

Individually, as my/our proxy to attend and vote at the Extraordinary General Meeting of Shareholders No. 1/2025 on May 30, 2025 at 02:00 p.m. via electronic media or at any adjournment thereof.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any action(s) carried out by/decision(s) made by the proxy at the Meeting is/are regarded as carried out by me/us.

ลงชื่อ/Signed _____ ผู้มอบฉันทะ/Grantor
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

หมายเหตุ: ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกลงคะแนนเสียงได้

Remark: A shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.

แบบหนังสือมอบฉันทะ แบบ ข. (แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

Proxy Form B. (Form Clearly Specify Details of Proxy)

ติดอากรแสตมป์ 20 บาท
Stamp duty of Baht 20

เขียนที่ _____
Made at
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____
I/We Nationality
อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
Residence No. Road Tambol/Sub-district
อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
Amphoe/District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท กัลฟ์ ดีเวลลอปเม้นท์ จำกัด (มหาชน)
Being a shareholder of Gulf Development Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding the total amount of share(s) and having the right to vote equal to votes as follows:
 หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share share(s) and having the right to vote equal to vote(s)
 หุ้นบุริมสิทธิ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preferred share share(s) and having the right to vote equal to vote(s)

(3) ขอมอบฉันทะให้
Hereby appoint either one of the following persons:

1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Sub-district Amphoe/District
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal Code or

2. ชื่อ นายปรีดี ดาวฉาย อายุ 66 ปี อยู่บ้านเลขที่ 87 อาคารเอ็มไทย ทาวเวอร์ ชั้น 11 ออลซีซั่นเพลส
Name Mr. Predee Daochai age 66 years, residing at No. 87, 11th Floor, M Thai Tower, All Seasons Place
ถนน วิทยู ตำบล/แขวง ลุมพินี อำเภอ/เขต ปทุมวัน
Road Wireless Tambol/Sub-district Lumpini Amphoe/District Pathumwan
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10330 หรือ
Province Bangkok Postal Code 10330 or

3. ชื่อ ศาสตราจารย์ ดร.บัณฑิต เอื้ออาภรณ์ อายุ 59 ปี อยู่บ้านเลขที่ 87 อาคารเอ็มไทย ทาวเวอร์ ชั้น 11 ออลซีซั่นเพลส
Name Prof. Dr. Bundhit Eua-arporn age 59 years, residing at No. 87, 11th Floor, M Thai Tower, All Seasons Place
ถนน วิทยู ตำบล/แขวง ลุมพินี อำเภอ/เขต ปทุมวัน
Road Wireless Tambol/Sub-district Lumpini Amphoe/District Pathumwan
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10330 หรือ
Province Bangkok Postal Code 10330 or

4. ชื่อ นางสิริวิภา สุพรรณธเนศ อายุ 62 ปี อยู่บ้านเลขที่ 87 อาคารเอ็มไทย ทาวเวอร์ ชั้น 11 ออลซีซั่นเพลส
Name Mrs. Sirivipa Supantanet age 62 years, residing at No. 87, 11th Floor, M Thai Tower, All Seasons Place
ถนน วิทยู ตำบล/แขวง ลุมพินี อำเภอ/เขต ปทุมวัน
Road Wireless Tambol/Sub-district Lumpini Amphoe/District Pathumwan
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10330
Province Bangkok Postal Code 10330

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2568 ในวันที่ 30 พฤษภาคม 2568 เวลา 14.00 น. ซึ่งจัดผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวัน เวลา ช่องทาง และสถานที่อื่นด้วย

Individually, as my/our proxy to attend and vote at the Extraordinary General Meeting of Shareholders No. 1/2025 on May 30, 2025 at 02:00 p.m. via electronic media or at any adjournment thereof.

(4) ข้าพเจ้ามอบอำนาจให้ผู้รับมอบอำนาจออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
At the said Meeting, I/we wish my/our voting right(s) will be exercised by the proxy as follows:

วาระที่ 1 พิจารณานุมัติการออกและเสนอขายหุ้นกู้ของบริษัทฯ

Agenda 1 To consider and approve the issuances and offerings of debentures of the Company

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

วาระที่ 2 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 2 Other Business (if any)

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
- (b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบอำนาจในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบอำนาจนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็น การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
Voting by the proxy in respect of any agenda that is not in compliance with this Proxy Form shall be invalid and shall not constitute my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
If I/we have not expressed my/our intention to vote on any agenda, or if such intention is not clearly expressed, or if the Meeting considers and votes on any matter other than those specified above, including amending or adding any fact, the proxy shall be entitled to consider and vote on my/our behalf in all respects as the proxy deems appropriate.

กิจการใดที่ผู้รับมอบอำนาจได้กระทำไปในการประชุม เว้นแต่กรณีผู้รับมอบอำนาจไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบอำนาจ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

All acts performed by the proxy during the course of the Meeting, except for the vote of the proxy which is not in accordance with this Proxy Form, shall bind me/us as if I/we performed such act.

ลงชื่อ/Signed _____ ผู้มอบอำนาจ/Grantor
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบอำนาจ/Proxy
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

หมายเหตุ/Remarks:

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
A shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
2. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
If any additional item on the agenda is to be considered, the grantor of the proxy shall use the attached Supplemental Proxy Form B.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
Supplemental Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท กัลฟ์ ดีเวลลอปเม้นท์ จำกัด (มหาชน)
Proxy is given as a shareholder of Gulf Development Public Company Limited.

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2568 ในวันที่ 30 พฤษภาคม 2568 เวลา 14.00 น. ซึ่งจัดผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวัน เวลา ช่องทาง และสถานที่อื่นด้วย

At the Extraordinary General Meeting of Shareholders No. 1/2025 on May 30, 2025 at 02:00 p.m. via electronic media or at any adjournment thereof.

วาระที่ _____ เรื่อง _____

Agenda

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ _____ เรื่อง _____

Agenda

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ _____ เรื่อง _____

Agenda

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ _____ เรื่อง _____

Agenda

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

Privacy Notice for Shareholders, Debenture Holders and their Representatives

Gulf Development Public Company Limited (the “**Company**”) recognizes the importance of the personal data protection of our shareholders, debenture holders, proxy holders and their authorized representatives under the power of attorney. The Company therefore established measures for personal data protection as detailed below in order to ensure that the Company will protect and manage your personal data in accordance with the Personal Data Protection Act B.E 2562.

1. Collected Personal Data

The Company will collect your personal data that directly provided by you, or collected from proxy/power of attorney form, or from Thailand Securities Depository Company Limited (as the Company’s registrar), which includes, but not limited to the following personal data:

- General Personal Data: e.g. name-surname, date of birth, age, address, telephone number, facsimile number, e-mail address, identification card number, passport number, nationality, signature, shareholder’s registration number, educational background, training background, working experience, occupation, position, office, photo, etc.
- Financial Data: e.g. bank account number, number of shares/debentures held, type of shares, etc.
- Data in relation to any activity organized by the Company: e.g. image and video recorded during the Shareholders’ Meeting and/or any site visit activity, electronic traffic data collected from the registration or attendance of such Shareholders’ Meeting and/or site visit activity, etc.
- Other Personal Data: e.g. opinions or recommendations, any data provided by you through the channel of Investor Relations on the Company’s website or other channels designated by the Company, etc.
- Stakeholders Relationship or Conflicts of Interest Data that show direct and/or indirect relationships with the Company and its Group Companies: e.g. name-surname, age and number of shares of the spouse and children of candidates who are nominated for the Company’s directorship, etc.

In general, the Company does not intend to collect and process your sensitive personal data (i.e. religion and blood type (if any) as appeared on the identification documents of you and/or your representatives that were submitted to the Company). In the case where you provide any of such identification documents to the Company, you and/or your representatives are requested to make invisible the sensitive personal data appeared on such documents. If you do not make invisible of such sensitive personal data, the Company shall be entitled to make invisible those data, and the Company shall not be deemed to collect any of such sensitive personal data in all respects.

However, there may be a case where the Company is required to collect and process your sensitive data (i.e. health data) in order to facilitate your participation in the Company’s activities (i.e. site visit) or any other activity that the Company shall notify and request for your consent in specific form on a case by case basis.

2. Purposes

The Company is obliged collect, process and/or disclose personal data as required by legal obligation, and/or the Company’s legitimate interest, and/or contractual basis, and/or vital interests basis, and/or as consented by you (as the case may be) for the following purposes:

- To manage the shareholders and debenture holders’ registration, the issuance of proxy by shareholders and debenture holders, including other related activities pursuant to the applicable law such as securities and exchange law
- To carry out any action in relation to the dividend payment or other benefits for the shareholders and/or debenture holders such as interests and subscription right for shares/debenture
- To arrange the general meetings, which includes proposing the agenda item, nomination of candidates for the directors of the Company, sending documents in relation to the meetings, verifying identity at the registration, processing vote, preparing minutes of the meetings and any action in relation to such meetings
- To record images, audio and/or video recordings during the meetings or any activity for the purpose of broadcasting through the Company’s website and other communication channels
- To record the meetings and prepare the minutes of such meetings for the submission to the relevant authorities such as the Stock Exchange of Thailand and the Company’s legal advisors
- To inform information regarding the Company’s activities and to select qualified participants
- To organize the Company’s activities and facilitate participation as deemed appropriate by the Company such as preparing the venue, arranging food and beverage, and providing transportation
- To manage and administer health and safety of you and other third parties such as emergency contact and prevention of infectious diseases
- To manage relationships concerning the Company, such as conducting surveys to analyze and improve the Company’s operations
- To manage the Company’s risks and internal control, audit supervision, internal audit, good corporate governance and organizational management
- To undertake obligations in compliance with laws, orders, independent organizations, competent authorities, including to cooperate with courts, governmental authorities, regulatory bodies and law enforcement agencies

In the event that you are unable to provide certain necessary personal data to the Company, it may impede the Company’s ability to manage and administer any agreement between you and the Company, including any benefit you, as a shareholder, may be entitled to (if any).

3. Disclosing Personal Data

To achieve the aforementioned purposes, the Company may disclose your personal data to third parties as follows:

- Thailand Securities Depository Company Limited (TSD)
- Banks or financial institutions
- Service providers, such as printing, document delivery, data storage, technology services for shareholder meetings, or any other related services to fulfill the Company's obligations towards shareholders, debenture holders, and/or proxies
- Professional service providers such as legal consultants, auditors, etc.
- Investors only if required by relevant laws or regulations
- Courts, governmental authorities, regulatory bodies, law enforcement agencies, or any other individual or juristic person to whom the Company must disclose information, in order to comply with laws, orders from governmental authorities, or as per agreements between the Company and other individuals or juristic persons for the benefit of the personal data owners (e.g. the Ministry of Commerce, the Revenue Department)

4. Personal Data Retention Period

The Company will retain your personal data as required by the relevant laws and/or as necessary to fulfill the purposes stated in this Privacy Notice. Upon the expiration of such period, the Company will either destroy or anonymize such personal data.

5. Rights of Data Subjects

According to the provisions under the Personal Data Protection Act B.E 2562, you, as the data subjects, are entitled to exercise any of the following rights:

- Right to access and obtain copy of your personal data, or to request the disclosure of the acquisition of such personal data
- Right to request rectification, completion and updating of your personal data
- Right to request sending or transferring of your personal data to other entities or persons in compliance as prescribed by the relevant laws
- Right to request a suspension of the use of your personal data
- Right to object to the collection, use, or disclosure of your personal data
- Right to request the deletion, destruction, or anonymization of your personal data
- Right to withdraw consent for the processing of your personal data that you have already given to the Company, unless such withdrawal is restricted by law or by any contract that benefits you. However, the withdrawal of such consent will not affect the processing of any personal data for which you have provided consent
- Right to file a complaint with the Office of the Personal Data Protection Commission in case that the Company violates applicable personal data protection laws

In the event that you, as the data subject, submit any of the above requests to exercise any of the above rights, the Company will act on such request within the period prescribed by law. However, the Company will consider such requests by taking several factors into consideration and shall reserve the right to refuse any request to the extent permitted by the applicable personal data protection laws.

6. Contact Information

Should you have any inquiries or require further information regarding the protection of personal data under this Privacy Notice, and/or would like to exercise the rights of data subject as described in Item No. 5, shareholders and/or proxies may contact the Company at the following address:

*Corporate Secretary
Gulf Development Public Company Limited
No. 87 M Thai Tower, 11th Floor, All Seasons Place, Wireless Road,
Lumpini Sub-district, Pathumwan District, Bangkok 10330
or via email at cs@gulf.co.th*

The Company reserves the right to amend this Privacy Notice and disclose it through the Company's website and/or the invitation to the meeting of shareholders and/or the Stock Exchange of Thailand's information disclosure system and/or in accordance with the relevant laws and regulations.



Gulf Development Public Company Limited

11th Floor, M Thai Tower, All Seasons Place,
87 Wireless Road, Lumpini, Pathumwan, Bangkok 10330

www.gulf.co.th