

## GFPT Public Company Limited

## Articles of Association Relating to the Shareholders' Meeting

**Chapter V: General Meeting****Article 36:**

The Board of Directors shall hold the Annual Ordinary General Meeting within four months after the end of Company's fiscal year.

All other General Meetings are called Extraordinary General Meeting. The Board of Directors may convene the Extraordinary General Meeting whenever they think fit or shall convene and Extraordinary Meeting either shareholders not less than one-fifth of the total number of shares issued by the company or the number of at least 25 shareholders who hold the shares in total numbers of not less than one-tenth of the number of issued shares make a formal request in writing for an Extraordinary General Meeting to be convened. The request must specify the reason for which the meeting is required to convene. The Board of Directors must convene the meeting within 1 month from receiving such request.

**Article 37:**

To convene the General Meeting, the Board of Directors shall prepare the written notice specifying the place, the day, the time and the agenda of the meeting with proper details as well as the Board's opinions, and clearly state that the agenda is for acknowledge, approval or consideration. Such notice shall be sent not less than 7 business days before the date set for the meeting to shareholders and registrar, and shall be published in the newspaper in the period of 3 days consecutively before the meeting date.

**Article 38:**

To constitute a quorum, a General Meeting shall be attended by not less than 25 shareholders and proxy (if any) or not less than one-half of total shareholders which those representing not less than one-third of total issued shares.

If within an hour from the time appointed for the General Meeting, the quorum is not constituted, the meeting, if summoned upon the requisition of shareholders, shall be dissolved. If the meeting had not been summoned upon the requisition of shareholders, another General Meeting shall be summoned by giving the notification to the shareholders not less than 7 days before the date of the meeting and at such meeting, no quorum shall be necessary.

**Article 39:**

The Chairman of the Board of Directors shall preside at the General Meeting. If the Chairman is not present or cannot conduct the meeting, the Deputy Chairman, if it has, shall preside as the Chairman. If there is no such Deputy Chairman or the Deputy Chairman cannot conduct the meeting, the shareholders at the meeting may elect one of the shareholders present to be Chairman of the meeting.

**Article 40:**

The shareholder shall have right to attend the meeting and exercising their votes or the shareholder may appoint any other person to attend the meeting and vote on his/her on behalf.

The appointment shall be made in writing in a form as specified by the registrar and signed by the principal, and it shall be submitted to the Chairman or the person designated by the Chairman at the place of the meeting before the proxy attend the meeting.

Any shareholder who has special interest on that matter, such shareholder does not have rights to vote it exceptionally to vote the appointment of directors.

In voting, the shareholder shall have one vote for each share of which he/she is holder added to the number of shares which he/she is acquired from proxy.

In voting, it shall be deemed that the proxy has votes equal to the total number of votes of the proxy's principal. Except that the proxy shall announce to the meeting that the proxy will vote on behalf of particular shareholders by specify the name and the amount of shares of the shareholder (proxy granter).

**Article 41:**

The resolution of the meeting shall be as follows:

- (1) For normal case, the resolution shall be passed by the majority shareholders presenting at the meeting and exercising their votes. If the case of an equality of votes, the Chairman of the meeting shall be entitled to a casting vote.
- (2) For the following case, the resolution shall be passed by the majority of not less than three-fourths of the total votes of shareholders presenting at the meeting and having the voting right:
  - (a) Sell or transfer in whole or in substantial parts of the business of the Company to other person.
  - (b) Purchase or accept the transfer of the business of other company or private company
  - (c) Execute, amend or terminate the agreement relating to lease out in whole or in substantial parts of the business of the Company, assign the other person to manage the business of the Company or merge the business of the Company with the business of the other person, which the objective is profit sharing.

**Article 42:**

The matters to be considered at the Annual Ordinary General Meeting are as follows:

- (1) To acknowledge the Company's operation report for the previous year which proposed by the Board of Directors
- (2) To consider and approve the balance sheet and income statement
- (3) To consider the appropriation of profit
- (4) To elect directors to replace directors who retired by rotation
- (5) To appoint the Company's auditor and fix the remuneration
- (6) Other businesses