GFPT Public Company Limited

Articles of Association Relating to the Shareholders' Meeting

Chapter V: General Meeting

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. One or several shareholders holding shares representing not less than ten (10) percent of the total issued 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 second 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 second paragraph. Such a meeting shall be deemed as called by the Board of 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 the shareholders call the meeting by themselves according to the third paragraph, the shareholders who called for a meeting may be sent a notice of a meeting of shareholders to other shareholders by via electronic media, provided that the shareholders have declared their intentions or consents thereof to the Company or the board of directors pursuant to the criteria prescribed by the registrar.

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

In this regard, a meeting of shareholders may be convened via electronic media pursuant to the criteria and procedures set out in or permitted by the applicable law. In such cases, it shall be deemed that the head office of the Company is the meeting venue.

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 not less than seven (7) days prior to the date of the meeting. In addition, the notice shall be published in a newspaper for not less than three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

In pursuant to the first paragraph, a notice of a meeting of shareholders may be published via electronic media pursuant to the criteria and procedures set out in or permitted by the registrar.

A notice of a meeting of shareholders may be sent via electronic media, provided that the shareholders have declared their intentions or consents thereof to the Company or the board of directors pursuant to the criteria prescribed by the registrar.

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:

Shareholders have the right to attend and vote at shareholder meetings shareholders may appoint any other person to attend the meeting and vote on their behalf as a proxy.

In the case of a proxy, the proxy form must be as prescribed by the Registrar and submitted to the Chairman of the Board or other person designated by the Chairman of the Board at the meeting venue before the proxy attending the meeting.

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 prescribed by the registrar.

Any shareholder who has in resolution, a special interest in any matter, shall not be entitled to vote on such matter, except voting for the election of directors.

In casting votes, each shareholder shall have voting rights equal to the number of shares held including the number of shares received by proxy, one vote for one vote.

In casting votes, the proxy has votes equal to the total number of votes that the shareholders appointing the proxy have. Unless the proxy declares to the meeting before voting that he or she will vote on behalf of only some of the proxies. The name of the proxy grantor and the number of shares held by the proxy grantor are also specified.

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