

**GGC's Articles of Association, the Public Limited Company Act and the Securities and Exchange
Act concerning the Shareholders' Meeting and Vote Casting**

GGC's Articles of Association

Shareholders Meeting

Article 32. The board of directors shall convene an annual general meeting of shareholders within four (4) months from the last day of the Company's fiscal year.

Shareholders meetings, other than those specified above, shall be called the extraordinary meeting. The board of directors may summon an extraordinary meeting whenever it deems appropriate.

Shareholders meetings shall be conducted via electronic means in compliance with the criteria for teleconference as prescribed by laws.

Shareholders holding shares in aggregate of not less than ten (10) percent of the total number of shares sold, may, at any time, subscribe their names in a letter requesting the Board of Directors to call and extraordinary meeting; provided that they must clearly state the reasons for such request in the said letter. In this case, the Board of Directors must convene the shareholders meeting within forty-five (45) days from the date of receipt of such letter.

In case that the Board of Directors does not convene an extraordinary meeting of shareholders within such period under Paragraph 4, shareholders who subscribe their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the period under Paragraph 4. In such case, the meeting is deemed to be shareholders meeting called by the Board of Directors, and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In case shareholders call the meeting themselves as Paragraph five, shareholders who call the meeting shall send the notice of the meeting to shareholders via electronic method if such shareholders have informed the intention or given consent to send a letter or notice by electronic method to the Company or the Board of Directors in accordance with the rules prescribed by law.

In the case where, at the meeting called by shareholders under Paragraph 5, the number of shareholders attending the meeting does not constitute a quorum as prescribed in this Article of Association, the shareholders

under Paragraph 5 shall jointly be responsible for the expenses arising from the arrangement of such shareholders meeting to the Company.

Article 33. In summoning the shareholders meeting, the board of directors shall prepare a written notice of the meeting specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with reasonable details by explicitly indicating whether they are matters proposed for acknowledgement, for approval or for consideration, as the case may be, including the opinions of the board of directors on the said matters, and shall send the same to the shareholders and the registrar for their information no less than seven (7) days prior to the date of the meeting. The notice of the meeting shall also be published in a newspaper at least three (3) days prior to the date of the meeting for three (3) consecutive days or use electronic means instead according to the rules prescribed by laws.

The notices are sent to those shareholders, to be sent by registered mail or electronic method if such shareholders have informed the intention or given consent to send a letter or notice by electronic method to the Company or the Board of Directors in accordance with the rules prescribed by law.

The shareholders meeting may be held at the location where the Company's head office is situated or other locations in Thailand as specified by the board of directors.

In case that shareholders meeting shall be conducted via electronic means as per Paragraph three Article 32, the Company's head office shall be deemed to be the meeting place.

If the meeting does not finish considering the matters in the agenda or matters proposed by the shareholders, as the case may be, and the meeting must be adjourned, the shareholders shall set the place, date, and time of the next meeting. The board of directors shall send the notice of the meeting specifying the place, date, time, and agenda of the meeting to the shareholders no less than seven (7) days prior to the date of the meeting. The notice of the meeting shall also be published in a newspaper at least three (3) days prior to the date of the meeting or use electronic media instead according to the rules prescribed by laws.

Article 34. In the shareholders meeting, a shareholder may appoint any other person who is sui juris as his/her proxy to attend and vote at the meeting on his/her behalf. The proxy instrument shall be dated and signed by the shareholder giving proxy and shall be in the form so prescribed by the registrar.

If the proxy intends to vote at the meeting, the proxy instrument shall be delivered to the chairman or person(s) designated by the chairman at the place of the meeting before the proxy attends the meeting.

The proxy under Paragraph one may be performed by electronic method instead, must use a method that is safe and reliable that the proxy is made by the shareholder in accordance with the rules prescribed by law.

Article 35. In a shareholders meeting there shall be shareholders and proxies (if any) attending the meeting amounting to not less than twenty-five (25) persons or not less than half (1/2) of the total number of shareholders, holding in aggregate of not less than one-third (1/3) of the total number of shares sold, in order to constitute a quorum.

At any shareholders meeting, if one (1) hour has passed beyond the fixed time for the meeting and the number of shareholders present is inadequate to constitute a quorum as specified, and if such shareholders meeting was convened pursuant to a request of the shareholders, such meeting shall be cancelled. If such shareholders meeting was not convened pursuant to the request of the shareholders, the meeting shall be summoned once again and the notice summoning such meeting shall be delivered to shareholders not less than seven (7) days before the date of the meeting. In the subsequent meeting, a quorum is not required.

In the shareholders meeting, the chairman shall preside over the meeting. If the chairman is not present or unable to perform his/her duty, if there is a vice chairman, the vice chairman shall preside over the meeting. If there is no vice chairman or if the vice chairman is not present at the meeting or is unable to perform his/her duty, the meeting shall elect one shareholder who attends the meeting to preside over the meeting.

Article 36. In casting votes at the shareholders meeting, whether by show of hands or by secret ballots, one (1) share shall represent one (1) vote. Any shareholder who has special interests in any matter shall not be entitled to vote on such matter, except for the voting for election of directors. The resolution of the shareholders meeting shall comprise of the following votes:

(1) in normal case, 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 a casting vote;

(2) in the determination of directors' remuneration, the votes of not less than two-thirds (2/3) of the total votes of the shareholders who attend the meeting; in this meeting it is related to the following agenda:

(3) in the following cases, resolutions shall be passed by votes of not less than three-fourths (3/4) of the total votes of the shareholders who attend the meeting and are entitled to vote:

(a) the sale or transfer of the whole or substantial part of the businesses of the Company to other persons;

(b) the purchase or acceptance of transfer of businesses of public limited companies or private limited companies to the Company;

(c) the making, amendment or termination of contracts relating to the leasing out of the whole or substantial part of the Company's business, the designation of any other persons to manage the Company's business, or the consolidation of the business with other persons with an objective towards profit and loss sharing;

(d) the addition to or amendment of the Company's Memorandum or Articles of Association;

(e) the increase of the Company's registered capital;

(f) the reduction of the Company's registered capital;

(g) the offer for sale of debentures to the public;

(h) the dissolution of the Company; and

(f) the amalgamation with another company.

Public Limited Company Act

Section 139 A company may reduce its capital from the amount already registered by either reducing the par value of each share or reducing the number of shares, provided that the capital shall not be reduced to less than one-quarter of the total capital.

In the case where a company has accumulated losses and has already compensated such accumulated losses in accordance with Section 119, but accumulated losses still remain, the company may reduce its capital to less than one-quarter of the total capital.

Any reduction in the par value of shares or in the number of shares under the first or second paragraph, in whatever amount and by whatever method, may be effected only upon a resolution of the shareholders' meeting passed by a vote of not less than three-quarters of the total number of votes of the shareholders who attend the meeting and are entitled to vote. The company shall register such resolution within fourteen days from the date on which the resolution is passed.

Section 141 In the case of a reduction of capital other than that under Section 140, the company shall give written notice of the resolution for the reduction of capital to the company's known creditors within

fourteen days from the date on which the shareholders' meeting passed the resolution, specifying a period for submitting objections within two months from the date of receipt of such notice. The company shall also publish such resolution in a newspaper within the said fourteen-day period.

If any objection is raised, the company may not reduce its capital until the debt has been paid or security has been provided for such debt.

Securities and Exchange Act

Section 89/26 At a shareholders' meeting, persons entitled to vote must be shareholders whose names appear in the shareholder register on the date determined by the board of directors. The number of shares held by each shareholder for voting purposes shall be as recorded in the shareholder register on that same date. Such rights shall not be affected even if the information in the shareholder register changes on the date of the shareholders' meeting.

The date determined by the board under paragraph one must be no more than two months prior to the shareholders' meeting date and must not be earlier than the date on which the board approves the convening of the shareholders' meeting. Once the board has set the date to determine shareholders' entitlement to attend the meeting, such date cannot be changed.
