

**The Company's Articles of Association in relation to Shareholders' Meeting****Chapter 1 General**

Article 1 The terms referred to in these Articles shall have the following meaning unless otherwise specifically defined herein.

“Company” means WHA Industrial Development Public Company Limited.

“Law” means the laws on public company limited, laws on securities and exchange, including other laws being enforceable to or relating to the operating of the company.

“Registrar” means the registrar in accordance with the laws on public company limited.

“Share Registrar” means a person acting as the share registrar of the company.

Article 2 The provisions of the laws shall apply to the relevant cases unless specifically provided in these Articles.

Article 3 Unless otherwise stated herein, the provisions of Public Limited Companies Law and Securities and Exchange Law shall be construed and enforced.

etc.

**Chapter 4 Board of Director**

Article 14 The board of directors of the Company shall consist of not less than 5 directors, and not less than half of the number of directors shall have residence in the Kingdom.

The director is entitled to receive the remuneration from the Company in the forms of money reward, meeting allowance, pension, bonus, or other forms of benefits in accordance with the Articles of Association or the consideration of the shareholders' meeting which the remuneration may be either determined as a fixed sum or laid down as a criterion, and shall be determined from time to time or continuously effective until further change. In addition, the directors have the rights to receive allowance, and other welfare benefits in accordance with the Company's regulations.

etc.

Article 15 The board of directors shall be elected by the shareholders' meeting subject to the following rules and procedures:

15.1 Each shareholder shall have one vote for each share held.

15.2 In the election of directors, the shareholders may cast votes for individual director on a one-by-one basis or on several-directors-as-a-team basis or by any other means deemed appropriate by the shareholders. In each voting, the shareholders must cast all the votes he/she has under sub-Article 15.1 above, the votes shall not be split for any one or any team more or less.

15.3 The voting for election of directors shall be decided by a majority vote. In the case of an equality of votes, the chairman of the meeting shall be entitled to a casting vote.

Article 16 At any the annual general meeting of shareholders, one-third of the directors, or, if the number is not a multiple of three, then the number nearest to one-third, must retire from offices. A retiring director under this Article is eligible for re-election.

etc.

**Chapter 5 Shareholders' Meeting**

Article 33 The board of directors shall hold the annual general meeting of shareholders within four (4) months from the ending date of the Company's accounting year.

A shareholders' meeting apart from the first paragraph shall be called an extraordinary general meeting of shareholders. The board of directors is entitled to hold the extraordinary general meeting of shareholders whenever it deems appropriate.

A shareholder or several shareholders holding shares in the aggregate number of not less ten (10) percent of the total number of shares sold, may, by subscribing their names, make a written request to the board of directors for calling an extraordinary general meeting of shareholders at any time, provided that matters and reasons for calling such meeting shall be clearly specified therein. In such case, the board of directors must cause a meeting of shareholders to be held within forty-five (45) days from the date of receipt the written request from the shareholders.

Article 34 The chairman of the board of directors or director who is authorized by the chairman of the board of directors will determine date, time and the venue for shareholders' meeting. The shareholders' meeting is possibly be held at the province where the Company's head office is located or other places as the board of directors deems appropriate.

Article 35 In calling the shareholders' meeting, the board of directors shall prepare the written notice of the meeting specifying the venue, date, time, meeting agenda and matters which will be proposed to the shareholders' meeting with its sufficient details, and by clearly specifying that the said meeting agenda and matters will be proposed for acknowledgement or approval or consideration, as the case may be, together with the opinion of the board of directors in such matters. The notice of the meeting shall be delivered to the shareholders and the registrar for acknowledgement not less than seven (7) days prior to the meeting date, and shall be advertised in the newspaper for three (3) consecutive days at least three (3) days prior to the meeting date.

Article 35/1 Shareholders' meeting can be held through electronic means which shall be conducted in compliance with relevant laws.

Article 36 At shareholders' meeting, the quorum shall consist of the shareholders and the proxies (if any) attending the meeting not less than 25 persons or not less than a half of the total number of the shareholders and whose aggregate shares amounting to not less than one-third of the total amount of shares issued.

In case it appears that at any shareholders' meeting, when the appointed time passes for one hour, the number of shareholders attending the meeting cannot form the quorum as provided, the meeting, if summoned upon the request of the shareholders, shall be cancelled. If the shareholders' Meeting has not been summoned upon the request of the shareholders, another meeting shall be summoned, and the notice of such meeting shall be sent to the shareholders not less than 7 days before the date of the meeting. And at such subsequent meeting, no quorum shall be required.

Article 37 At the shareholders' meeting, a shareholder may appoint another person as his/her proxy to attend and vote on his/her behalf. The proxy document shall be dated and signed by the appointing shareholder and in the form as prescribed by the Registrar.

etc.

**Attachment 6**

Article 38 The chairman of the board of directors shall preside over the shareholders' meeting as the chairman of the meeting. If the chairman of the board of directors is absent from the meeting or unable to perform his/her duty, the vice chairman of the board of directors shall preside over the meeting as the chairman of the meeting. If there is no the vice chairman of the board of directors or he/she is absent or unable to perform his/her duty, the meeting shall select one of the shareholders who attend the meeting to preside over the said meeting as the chairman of the meeting.

Article 39 Resolutions of the shareholders' meeting shall consist of the following votes.

- (1) In normal case, resolutions of the shareholders' meeting shall be passed by the majority vote of shareholders who attend the meeting and cast the vote. In case the vote is tie, the chairman of the meeting shall exercise a casting vote.
- (2) In the following cases, a resolution shall be passed by at least 75% of the total votes of shareholders who attend the meeting and are entitled to vote:

etc.

- (f) To amend the Company' s Memorandum of Association or Articles of Association;  
etc.

Article 40 The businesses which shall be conducted at the annual general meeting of shareholders are as follows:

- (1) To consider the report of the board of directors presenting the Company's business operation in the previous year;
- (2) To consider and approve the balance sheet and profit and loss account;
- (3) To consider the profit allocation;
- (4) To consider electing directors to replace the directors who are due to retire by rotation;
- (5) To appoint auditor(s) and determine the auditing fee;
- (6) other businesses.

etc.

**Chapter 7 Additional Provisions**

Article 52 In a case where the Articles of Association provide that any notice, notification, warning, or advertisement of any statements shall be published through a newspaper, such publication can be made by electronic means in accordance with legal requirements.

In a case where the Company or the board of directors is obliged to send a letter or any documents pursuant to the Articles of Association to the directors, shareholders or creditors of the Company, the Company or the board of directors may send the notice or documents by electronic means in accordance with legal requirements.