

Articles of Association
of
WHA CORPORATION PUBLIC COMPANY LIMITED
CONCERNING THE SHAREHOLDERS MEETING
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Chapter 1

General

- Article 1** These regulations are called the Articles of Association of WHA Corporation Public Company Limited.
- Article 2** “Company” means WHA Corporation Public Company Limited.
- Article 3** Any other statements that are not mentioned in this Regulation shall be governed by the provisions of the law and public companies and the Securities and Exchange Act and other laws that govern or interfere with the conduct of the business of the Company.

Etc.

Chapter 5

Board of Director

- Article 25** In calling the meeting, Chairman of Board of Directors or the authorized person shall be sent the notice to the shareholders not less than 7 days before the date of the meeting. Exception in urgent cases, in order to maintain the rights and interests of the Company, the meeting shall be notified by other means and the meeting date shall be earlier than that.

Etc.

Chapter 6

The Shareholders' Meeting

- Article 31** 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.

The shareholders holding shares in aggregate of not less than one-fifth (1/5) of the total number of shares sold, or no less than twenty-five (25) shareholders holding

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The shareholders holding shares in aggregate of not less than one-fifth (1/5) of the total number of shares sold, or no less than twenty-five (25) shareholders holding shares in aggregate of not less than one-tenth (1/10) of the total number of shares sold, may, at any time, subscribe their names in a letter requesting the Board of Directors to call an extraordinary meeting, provided that they must clearly state the reasons for such request in the said letter. In this case, the Board of Directors shall convene the shareholders meeting within one (1) month from the date of receipt of such letter.

Article 32 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, 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.

The shareholders meeting may be held at the location where the Company's head office is situated or other locations as determined by the Board of Directors.

Article 33 In every 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

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 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; or
- (b) the purchase or acceptance of transfer of businesses of public limited companies or private limited companies to the Company; or
- (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; or
- (d) the addition to or amendment of the Company's Memorandum or Articles of Association; or
- (e) the increase or reduction of the Company's registered capital; or
- (f) the dissolution of the Company; or
- (g) the offer for sale of debentures to the public; or
- (h) the amalgamation with another company.

Article 36 The transactions to be conducted at the annual general meeting shall at least consist of the following matter:

- (1) acknowledging the Board of Directors report proposed to the meeting for the result of operation of the Company during the preceding year;
- (2) considering and approving the balance sheets, and the profit and loss statement of the preceding fiscal year;
- (3) considering the appropriation of profits and distribution of dividend;

Attachment 7

- (4) considering the election of new directors in place of those who must retire on the expiration of their terms;
- (5) considering the remuneration of directors;
- (6) considering the appointment of an auditor and fixing his/her remuneration; and
- (7) other businesses.