

**Articles of Association of WHA Corporation Public Company Limited
Concerning the Shareholders Meeting**

Chapter 1 General

- Clause 3 Unless otherwise stated herein, the statutory provisions of Public Limited Companies Law, Securities and Exchange Law, and other laws that enter into force or related to the Company's business operation shall be observed and enforced.

Chapter 5 Board of Directors

- Clause 25 In calling the Board of Directors' Meeting, the Chairman of the Board or the entrusted person shall deliver the meeting appointment notice to the directors no less than 7 (seven) days prior to the meeting date unless the case of exigency for maintenance of the Company's rights and benefit, the meeting appointment shall be notified by other means and the meeting date shall be scheduled earlier. In case of the electronic conference, the meeting appointment notice shall be delivered via electronic media.

In case of the electronic conference, the meeting appointment notice shall clearly specify that the conference shall be carried out via electronic media and specify electronic media which can be accessed by each director for meeting attendance.

Chapter 6 The Shareholders' Meeting

- Clause 31 The Board of Directors shall hold the Shareholders' Meeting as Annual General Meeting within four (4) months from the ending date of the Company's accounting year.

Other time of the Shareholders' Meeting other than paragraph one shall be called "Extraordinary Meeting." The Board of Directors can call the Shareholders' Meeting as Extraordinary Meeting whenever up to its opinion that it is appropriate.

The shareholders with total counted shares of at least one-fifth (1/5) percent of total shares, or the shareholders no less than twenty-five (25) persons with total counted shares of at least one-tenth (1/10) of total sold shares, can submit a joint letter to request the Board of Directors to call the Shareholders' Meeting as Extraordinary Meeting whenever but the reason to request for calling the meeting shall be clearly specified in the said letter. In such case, the Board of Directors shall hold the Shareholders' Meeting within one (1) month from the received date of that letter from the said shareholders.

- Clause 32 In calling the Shareholders' Meeting, the Board of Directors shall issue the meeting appointment notice specifying venue, date, time, meeting agenda, and matters proposed to the meeting together with details as appropriate by clearly specifying to be the matter proposed for acknowledgement, for approval or for consideration as the case may be, and opinions of the Board of Directors in the said matters; and deliver to the shareholders and the registrar for acknowledgement at least seven (7) days prior to the meeting date. The meeting appointment notice shall be advertised in newspaper for three (3) consecutive days prior to the meeting date at least three (3) days. However, the place used as the meeting venue can be in the province where is the location of the Company's head office or any other place specified by the Board of Directors.

- Clause 33 In the Shareholders' Meeting, the shareholder and the proxy of the shareholder (if any) shall attend the meeting no less than twenty-five (25) persons or no less one-half

Attachment 7

of total number of shareholders, and total counted shares shall not be less than one-third (1/3) of total sold shares for constituted quorum.

In case where it appears that the number of shareholders who attend the meeting is not constituted as quorum in any time of the Shareholders' Meeting after appointment time is elapsed up to one (1) hour, the said meeting shall be suspended if it is called and the appointment is made due to the request of the shareholders. If the said Shareholders' Meeting is not called for the meeting due to the request of the shareholders, the new meeting appointment shall be made, and the meeting appointment notice shall be delivered to the shareholders at least seven (7) days prior to the meeting date. In this next meeting, the constituted quorum shall not be enforced.

Clause 34 The Chairman of the Board shall preside over the Shareholders' Meeting. If the Chairman of the Board is absent from the meeting or unable to perform his/her duty, the Vice Chairman of the Board shall preside over the meeting. If the Vice Chairman of the Board is unavailable, or if he/she is available, but unable to perform his/her duty, the Meeting shall select one of the shareholders who attend the meeting to preside over the said meeting.

Clause 35 In voting in the Shareholders' Meeting, it shall be deemed that one share has one vote. Any shareholder with special gain and loss in any matter is not entitled to vote in the said matter besides voting for electing the directors. The resolution of the Shareholders' Meeting shall consist of the following votes.

- (1) In normal case, the majority vote of the shareholders who attend the meeting and vote shall be adhered. If there is a tie, the Chairman of the Meeting shall perform one more vote as casting vote.
- (2) In the following cases, the votes no less than three-fourth (3/4) of total votes of the shareholders who attend the meeting and have voting rights shall be adhered.
 - (a) Sale or transfer of the Company's business in whole or in significant part to others.
 - (b) Purchase or acceptance of business transfer of other private company or public limited company to be owned by the Company.
 - (c) Entry, revision or cancellation of the contract relating to the leasing the Company's business in whole or in significant part, assigning other person to enter into business management or merger of the business with other person under profit and loss sharing purpose.
 - (d) Amend Memorandum of Association or Articles of Association of the Company.
 - (e) Capital increase or reduction of the Company's authorized capital.
 - (f) Winding up the Company.
 - (g) The Company's issuance of debenture
 - (h) Merger of the Company's business with other company.

Clause 36 The undertakings that should be called for meeting by Annual General Meeting of Shareholders are as follows.

- (1) To consider the report of the Board of Directors indicating the Company's business in last year.
- (2) To consider and approve balance sheet, profit and loss account.
- (3) To consider approving the appropriation of profit and payment of dividend
- (4) To elect the new director in replacement of the director who retires by rotation.
- (5) To consider determining director remuneration
- (6) To appoint the auditor and determine amount of audit fee; and
- (7) Other undertakings