

PRECISION
MAKERSUBIS (ASIA) PUBLIC CO., LTD.
238, 15th Floor, Unit 4-6, TRR Tower,
Naradhiwas Rajanagarindra Road,
Chong Nonsi, Yannawa,
Bangkok 10120, ThailandTel. +66-(0)2-683-0008
Fax +66-(0)2-294 2014
Tax ID : 0107547000826
www.ubisasia.com

(Translation)

The Article of Association of UBIS regarding shareholder meeting

Shareholder Meeting

Article 17 The Meeting of Shareholders shall elect the Board of Directors in accordance with the rules and procedures as follows:

- (1) Every shareholder shall have one vote equal to one share per one vote.
- (2) Each shareholder may exercise all the votes that they have (1) to elect a person or many persons to be director(s).
- (3) The person receiving the highest votes in their respective order of the votes shall be elected as director at the number equal to the number of directors required at that time. In the event of an equality of votes among the persons elected, in respective order, exceeds the required number of directors of the Company, the Chairman of the meeting shall be entitled to a second or casting vote.

Article 31 The board of directors shall arrange the annual ordinary shareholder meeting within four months after the end of its fiscal year

The meeting of shareholders other than the one referred to in paragraph one shall be called extraordinary meetings. The board of directors may summon an extraordinary meeting whenever it deems appropriate, or shareholders holding shares in the aggregate number of not less than 1/10 of the total number of shares sold may, by subscribing their names, make a written requisition to the board of directors for summoning an extraordinary meeting at any time, provided that reasons for requisitioning a summons of a meeting shall also be clearly indicated therein. In such case, the board of directors must cause a meeting of shareholders to be held within 45 days as from the date of receipt the written request from the shareholders.

In the case where the board of directors fails to hold a meeting within the period under paragraph one, all shareholders who have subscribed their names or other shareholders with the aggregate amount of shares as required, may convene such meeting by themselves, within 45 days from the expiration of the period under paragraph one. In such case, it shall be regarded as a shareholders' meeting called by the board of directors. The company shall be responsible for the necessary expenses incurred in arranging the meeting and providing reasonable facilities.

In the case where it appears that the shareholders' meeting which is called under paragraph two, does not constitute to the quorum as stipulated in Article 34 of the Articles of Association. Shareholders under the second paragraph shall jointly be responsible for reimbursement of expenses incurred in convening such meeting to the Company."

Article 32 In summon a shareholder meeting, the Board of Directors shall make a letter of convocation setting forth the place, the day, the time, the agenda of the meeting and the subject-matter to propose to the



PRECISION
MAKERS

UBIS (ASIA) PUBLIC CO., LTD.
238, 15th Floor, Unit 4-6, TRR Tower,
Naradhiwas Rajanagarindra Road,
Chong Nonsi, Yannawa,
Bangkok 10120, Thailand

Tel. +66-(0)2-683-0008
Fax +66-(0)2-294 2014
Tax ID : 0107547000826
www.ubisasia.com



meeting together with reasonable details by clearly stating whether it is a matter proposed for acknowledgement or for approval or for consideration together with the opinion of the Board of Directors regarding the said matter, and deliver the above letter of convocation to shareholders not less than seven days prior to the meeting day, and advertise the above letter of convocation in a newspaper for three successive days not less than three days not less than three days prior to the meeting day.

The Board of Directors or Director who is assigned setting forth the place, the day, the time, shall arrange the suitable place for meeting in the area of the Company or the branch office.

Article 34 As a shareholder meeting there must be present not fewer than 25 shareholders and proxies of shareholders (if any) or a number not less than one half of the number of all the shareholders and representing not less than 1/3 of the number of all the shares already sold in order to form a quorum.

As a share meeting at any time, when the one hour has elapse behind the appropriate time and the number of shareholders who are present at the meeting still fails to procure a quorum as prescription. If a shareholder meeting is convoked because of shareholder reuesting, it shall be extinguished but if a shareholder meeting is not convoked because of shareholder requesting, the shareholder meeting shall be re-convoked and deliver the letter of convocation to shareholders not less than seven days prior to the meeting day. At this later meeting such a quorum as prescription is not compulsory.

Article 35 The Chairman is the chairman at the shareholder meeting, in case of the Chairman is not in the meeting or can not act in duty, the Vice Chairman shall be the chairman at the meeting. If there is no Vice Chairman or Vice Chairman can not act in duty, the meeting shall vote a shareholder in the meeting to be chairman at the meeting.

Article 36 The Chairman at the shareholder meeting has the duty to control the meeting in accordance with laws and the article of association of the company governing shareholder meeting and must conduct the meeting in accordance with the agenda sequesnce prescribed in the letter of convocation, unless the shareholder meeting passes a resolution for a charge of the agenda with votes not less than 2/3 of the number of the shareholders or proxies of the shareholders (if any) who present at the meeting.

Article 37 In the voting at the meeting shall be done one share as one vote and a shareholder who may has the conflict of interest in any matter that will be voted at the meeting, the shareholder shall not vote that matter except voting the agenda of election director.

Article 38 A resolution of the shareholder meeting shall consist of the following votes;

(a) In a usual case, the majority of votes of the shareholders or proxies of the shareholders (if any) who are present at the meeting and voting shall be taken. In the case where votes are equal, the Chairman at the meeting shall vote one more vote as the casing vote.

(b) In the following case, the votes of not less than 3/4 of the number of all the votes of shareholders and the proxies of shareholders who are present at the meeting and have the right to vote shall be taken;



PRECISION
MAKERS

UBIS (ASIA) PUBLIC CO., LTD.
238, 15th Floor, Unit 4-6, TRR Tower,
Naradhiwas Rajanagarindra Road,
Chong Nonsi, Yannawa,
Bangkok 10120, Thailand

Tel. +66-(0)2-683-0008
Fax +66-(0)2-294 2014
Tax ID : 0107547000826
www.ubisasia.com



- (1) The sale or transfer of the whole or some important parts of the business of the company to another
- (2) The purchase or receipt of the business of another company or private company transfer to belong to the Company
- (3) The making of correction or rescission of a contract about the lease or hire purchase of the whole or some of important business of the Company; the assignment of another person to assume the management of the Company; The merger of business with another person or another juristic person with the objectived of sharing profits / losses.
- (4) The correction, change or amendment of the memorandum of association or the articles of association of the Company
- (5) The increase or decrease of the capital
- (6) The issuance of debentures
- (7) The merger of the Company
- (8) The winding up to the Company