

*(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

Other shareholder meeting than the annual ordinary shareholder meeting shall be called extraordinary meeting. Summoning extraordinary meeting of shareholders may be done by the board of directors who may summon an extraordinary meeting at any time or shareholders whose shares make an aggregate not less than 1/5 of all the share already sold or not fewer than 25 shareholders whose shares make an aggregate not less than 1/10 of all the shares already sold subscribing their names making a written request together with clear reason may request the Board of Directors to summon an extraordinary meeting at any time. The Board of Directors must cause the extraordinary meeting to be held within one month from the date of receipt of the written request from the shareholders.

**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 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 rewuesting, 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;

(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