

Enclosure 5**Articles of Association
of Thai Nippon Rubber Industry Public Company Limited****CHAPTER VI
The Meeting of Shareholders**

Article 31. The Board of Directors shall arrange for the Meeting of Shareholders which is an Annual General Meeting of Shareholders conducted within four (4) months from the last day of the fiscal year of the Company.

The Meeting of Shareholders other than the one referred to in the first paragraph shall be called an Extraordinary General Meeting. The Board of Directors may call for the Extraordinary General Meeting of Shareholders, at any time as deemed appropriate.

Any shareholder holding shares not less than one-fifth (1/5) of the total amount of subscribed shares or no less than twenty-five (25) shareholders holding not less than one-tenth (1/10) of the total amount of subscribed shares shall have the right to jointly request in writing to request the Board of Directors to convene the meeting of an Extraordinary General Shareholders at any time. Such written request shall be clearly stated the reason to convene such Extraordinary General Meeting. In this case, the Board of Directors must arrange for the Extraordinary General Meeting within one (1) month from the date of receipt of the aforementioned request from the shareholders.

Article 32. In calling the Meeting of Shareholders, the Board of Directors shall prepare a written notice specifying the venue, date, time, agenda of the meeting, and matters to be proposed to the meeting with appropriate details, by clearly indicating whether it is a matter proposed for acknowledgement, for approval or for consideration, as the case may be, including the opinion of the Board of Directors on such matter and shall be delivered to the shareholders and the registrar not less than seven (7) days prior to the date of meeting. In addition, the notice of the Meeting of Shareholders shall be published in a newspaper for not less than three (3) days prior to the date of meeting for no less than three (3) consecutive days.

The venue of the Meeting of Shareholders shall be located in the province in which the head office of the Company is located, or any other province nearby where the Board of Directors prescribe.

Article 33. In the Meeting of Shareholders, there shall be not less than twenty-five (25) shareholders and proxies (if any) attending the meeting or not less than one-half (1/2) of the total number of shareholders and in either case such shareholders shall hold shares in the amount of not less than one-third (1/3) of the total number of the subscribed shares to constitute the quorum.

In any of the Meeting of Shareholders, if one (1) hour has passed from the time scheduled for the meeting and the number of shareholders attending the meeting is not constituting the quorum as prescribed in the first paragraph, and if such Meeting of Shareholders was called by the request of the shareholders, the meeting shall be cancelled. If such meeting was not called by the request of shareholders, a new meeting shall be convened. In this case, the notice calling for such meeting shall be delivered to shareholders not less than seven (7) days prior to the date of the meeting. A quorum for this rescheduled meeting of shareholders is not required.

Article 34. The Chairman of the board of directors shall be the chairman of the shareholders' meeting. In the case that the chairman of the Board of directors is not present or is unable to perform his/her duty, the vice chairman shall be chairman of the meeting. If there is no vice chairman or there is a vice chairman but he/she is not present at the meeting or is unable to perform his/ her duty, the shareholders at the meeting shall elect one shareholder to be the chairman of the meeting.

Article 35. In voting of the Meeting of Shareholders, the shareholders shall be entitled to one (1) vote per (1) share. Any shareholder who has a special interest in any matter shall not be entitled to vote in such matter, except for voting of the election of directors. A resolution of the meeting of shareholders shall require:

- (1) In an ordinary event, the majority votes of shareholders who attend the meeting and cast their votes. In case of a tied voting result, the Chairman of the meeting shall have a casting vote.
- (2) Each of the following matters requires at least three-fourths (3/4) of the total votes of the shareholders who attend the meeting and have the rights to vote:
 - (a) The sale or transfer of the whole or substantial part of the Company's business to any other person;
 - (b) The purchase or being transferred the business of other private companies or public companies to the Company;
 - (c) The execution, amendment, or termination of agreement with respect to the granting of a lease of the whole and substantial parts of the Company's business, the assignment of other person(s) to manage the business of the Company, or the amalgamation of the Company's business with other persons with the purpose of profit and loss sharing.
 - (d) The amendment of the Memorandum of Association or Articles of Association of the Company;
 - (e) The increase or decrease of the registered capital of the Company;
 - (f) The dissolution of the Company;
 - (g) The issuance of debentures of the Company; or
 - (h) The amalgamation of the business of the Company with other companies

Article 36. The matter which should be included in the Annual General Meeting of Shareholders are as follows:

- (1) To acknowledge the report of the Board of Directors showing the Company's business during the previous year;
- (2) To consider and approve the statement of financial position and the profit and loss statement;
- (3) To consider and approve the allocation of profits and the dividend payment;
- (4) To consider and approve the appointment of directors replacing the directors who retire by rotation;
- (5) To consider and approve the remuneration of the directors;
- (6) To consider and approve the appointment of the auditor and determine the audit fee; and
- (7) To consider any other matters.