

(Translation)

**ARTICLES OF ASSOCIATION
OF
INOUE RUBBER (THAILAND) PUBLIC COMPANY LIMITED**

CHAPTER 1. GENERAL

- Clause 1. These Articles of Association shall be called the Articles of Association of Inoue Rubber (Thailand) Public Company Limited.
- Clause 2. The word "Company" in these Articles of Association shall mean Inoue Rubber (Thailand) Public Company Limited.
- Clause 3. Unless otherwise provided under these Articles of Association, these Articles of Association shall be entirely governed by the Public Limited Companies Act. In case the company or sub-company agree to do things together or has the item about receiving or selling as the company or sub-company's assets according to the meaning in the Stock Exchange of Thailand's announcement which use for the regulation in doing the business together of the company registration or receive or sell the asset of the registered company, depend on the regulations of the company and the said announcement of each issue.

CHAPTER 2. SHARE ISSUANCE

- Clause 4. The shares issued by the Company shall be common shares, each with par value of 1 (one) Bahts.
- Clause 5. A share certificate of this Company shall bear the name of a shareholder.
- Every share certificate shall have a signature or signatures printing of not less than one director. However, a director may designate the Share Registrar under the laws in relation to Securities and Securities Exchange to sign or print the signature on his behalf thereon.
- In case the Company designates Stock Exchange of Thailand as the Company's registrar, the Registrar shall be empowered to supervise practical procedure for the registration work of the Company.
- Clause 6. The Company shall issue share certificates to the shareholders within two months from the date of registration of the Company, or from the date the payment for shares has been received in full in the case of selling new shares issue after the registration of the Company.
- Clause 7. In the case where the share certificate was damaged or defaced, the company may issue a new share certificate when the shareholder return the original share.
- In the case where the share certificate was lost or damaged, official evidence filled with an investigation officer or other reliable evidence must be submitted and if the Company approves same, it shall issue a new share certificate within 14 days and that the shareholder shall pay the fee of 5 (five) baht per each issued share certificate.
- Clause 8. The company shall not own the shares or accept its shares as pledge, except

in these following cases;

1. The company may re-purchase the shares from the shareholders who vote not in favor of the resolution of the shareholders' meeting giving a consent to the amendment of the article of association regarding the rights of voting and the rights to obtain the dividend since those shareholders who vote not in favor of such resolution think it is not fair for them.

2. The company may re-purchase the shares for the purpose of the financial management in case the company has a cumulative profit and the excessive liquidity and such potential re-purchase shall not cause the financial trouble to the company. Such re-purchase by the company shall obtain the consent from the meeting of the shareholders, except in case the company re-purchase the amount of shares not more than 10 percent of the paid-up capital, such re-purchase shall obtain the approval of the company's board of directors.

The shares being held by the company due to such re-purchase shall not be deemed as a part of the quorum of the meeting of the shareholders and have no right to vote and no right to obtain the dividend. The re-purchase of shares, the sale of the re-purchased shares and the revocation of the re-purchased shares shall be subject to the rules and procedures designated in the applicable laws on the limited public company and the applicable on securities and Stock Exchange of Thailand.

CHAPTER 3. SHARE TRANSFER

Clause 9. Shares of the Company shall be transferable without any restriction except in the case where such transfer causes the alien ownership of the Company's shares to exceed 49% of the total number of shares which were distributed.

Clause 10. A share transfer is valid after the transferrer has endorsed the share certificate by stating the name of the transferee, signatures of the transferrer and the transferee and delivered same to the transferee.

A share transfer shall be valid against the Company only after the Company has received an application for registration of the share transfer and shall be enforced against any third party only after the Company has registered the share transfer.

If the Company determine that the said share transfer is lawful, the Company shall register the share transfer within 14 days as from the date of receipt of the applications. In case the share transfer is incompleted, the Company shall notify the applicant within 7 days.

When the Company's shares are registered as registered security at the Stock Market Exchange of Thailand, the transfer of share must be in conformity with the Security and Security Exchange Acts.

Clause 11. If a share transferee wishes to receive a new share certificate, a request shall be made to the Company in writing signed by the transferee and certified by at least one witness and the old share certificate shall be returned to the Company and the Company shall effect registration of the transfer of the shares within 7 days and issue a new share certificate within one month from the date of receipt of such request.

Clause 12. During 21 days prior to each shareholder meeting, the Company may suspend the registration of share transfer by a prior notice to shareholders posted at its head office and every branch not less than 14 days before the commencing date of the suspension of registration of the share transfer.

CHAPTER 4. BOARD OF DIRECTORS

- Clause 13. There shall be not less than 5 members in the Company's Board of Directors. Not less than one half of the members of Board of Directors shall have their residences in Thailand.
- Clause 14. The directors shall be elected by a shareholder meeting in accordance with the following rules and procedures :
- (1) Each shareholder shall have one vote per one share.
 - (2) Each shareholder may exercise up to all the votes he has under subclause (1) in favour of any one or more candidates but may not be allowed to allot his votes to any candidate in any number.
 - (3) The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order until all of director's positions are filled. Where the votes casted for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the Chairman shall have a casting vote.
- Clause 15. At every annual general meeting, one-third of the directors shall retire, If the number of directors is not a multiple of three, the number of directors closest to one-third shall retire.
- The directors retiring from office in the first and second year after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who has held his position for the longest time shall retire.
- Clause 16. Apart from vacation upon the expiry of his term, a director shall vacate office upon :
- (1) death;
 - (2) resignation;
 - (3) lack of qualifications or possession of prohibited characteristics under Section 68 of the Public Limited Companies Act B.E. 2535;
 - (4) removal by a resolution of the shareholder meeting under Clause 19;
 - (5) removal by a court order.
- Clause 17. Any director wishing to resign from office shall submit his resignation letter to the Company, and the resignation shall be effective from the date on which the Company receives such resignation letter.
- A director who has resigned may also notify the Registrar of the resignation.
- Clause 18. In the case of a vacancy in the Board of Directors for any reason(s) other than the expiration of the directors' term of office, the Board of Directors shall elect a person who has the qualifications and who possesses inprohibited characteristics under Section 68 of Public Limited Companies Act B.E. 2535 as the substitute director at the next meeting of the Board of Directors, unless the remaining term of office of the said director is less than two months. The substitute director shall hold office only for the remaining term of office of the director whom he replaces.
- The resolution of the Board of Directors under the first paragraph shall be by a vote of not less than three quarters of the number of directors remaining on the board.

Clause 19. A shareholder meeting may pass a resolution removing any director from office prior to retirement, by a vote of not less than three quarters of the number of shareholders attending the meeting who have the right to vote and who have shares totaling not less than half of the number of shares held by the shareholders attending the meeting and having the right to vote.

Clause 20. A director may be or may not be a shareholder of the Company.

Clause 21. The Board of Directors shall select one director as the Chairman.

If they deem appropriate, the Board of Directors is empowered to appoint one director or more as Vice-Chairman who shall have duties in accordance with business regulations as assigned by the Chairman.

Clause 22. At a meeting of the Board of Directors, there shall be at least one half of the total number of directors to effect a quorum. In the case where the Chairman is absent at the meeting or unavailable to act, the Vice Chairman, if any, can act as the Substitute Chairman. If there is no Vice Chairman or he is unable to act, the Board of Directors at the meeting shall select one of the Directors as the Substitute Chairman at the meeting.

Definite decisions of a meeting shall be made by majority votes.

Each director shall have one vote except that the director who has any interest on the voting issue cannot give his vote. In case of equal votes, the Chairman shall have a casting vote.

Clause 23. In calling a meeting of the Board of Directors, the Chairman of the Board of Directors or the person assigned by the Chairman of the Board of Directors shall serve a written notice calling for such meeting to all directors not less than seven days prior to the date of the meeting except in the case where it is necessary or urgent to preserve the rights or benefits of the Company, the meeting may be called by other methods and an earlier meeting date may be scheduled.

Clause 24. A director shall perform his duty in compliance with law, objectives, Articles of Association and a resolution adopted by a shareholders meeting.

Clause 25. It is prohibited for any director to operate any business as partnership or joining as a director with other juristic person having the same type and character to compete with the business of the Company except that the Shareholders' Meeting is already acknowledged before the resolution for appointment is granted.

Clause 26. Any director must inform the Company without delay if he has any interest on any contract signed with the Company or his holding shares or debenture are increased or decreased within the Company or any affiliated company.

Clause 27. A meeting of Board of Directors shall be held not less than once in every three months at the principal place of business or nearby province or at other provinces.

Clause 28. There shall be two directors to sign and affix the seal of the Company to effect the Company's business.

The Board of Directors is empowered to designate the director's name (s) who shall have the authority to sign and affix the seal of the Company in order to bind the Company.

CHAPTER 5. SHAREHOLDER MEETINGS

Clause 29. The Board of Directors must arrange a meeting of the Shareholders as Annual General Meeting within four months from the ending period of the fiscal year of the Company.

For other meetings in addition to the said meeting shall be called Extra-Ordinary meeting.

An extra-ordinary meeting can be taken place whenever called by the Board of Directors if appropriated or one or more shareholders holding the aggregate number of shares of not less than ten percent of the total number of shares sold may, by subscribing their names, request the board of directors in writing to call an extraordinary meeting at any time, but the reasons for calling such Meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to call a meeting of shareholders to be held within forty-five days as from the date the request in writing from the shareholders is received.

In case the board of directors fails to arrange for the meeting within such period under the third paragraph, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days as from the date of expiration of the period under the third paragraph. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under the fourth paragraph, the number of the shareholders presented does not constitute quorum as prescribed by Clause 3 1 ,the shareholders under the fourth paragraph shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

Clause 30. In calling for a meeting of the Shareholders, the Board of Directors must furnish a notice of the meeting which shall specify the place, date, time, agenda of the meeting and topic(s) to be proposed at the meeting along with adequate detailed descriptions with specifications whether for acknowledgement, approval or consideration as the case may be including opinions of the Board of Directors on each subject and forward to all Shareholders at least seven (7) days prior to the date of the meeting and advertise a notice of the meeting in the newspaper for three (3) days in continuity and must be advertised for at least three (3) days prior to the date of the meeting.

Clause 31. At the meeting of the Shareholders, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholders and all shares must be accumulated for not less than one-third of the total number of shares sold by the Company in order to constitute a quorum.

At any shareholder meeting, if it appears that one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum, and if such shareholder meeting was called as a result of a request by the shareholders, such meeting shall be

cancelled.

If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

- Clause 32. A resolution of the shareholder meeting shall consist of the following votes:
- (1) in an ordinary event, the majority vote 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 events, a vote of not less than three quarters of the total number of votes of shareholders who attend the meeting and have the right to vote:
 - (a) the sale or transfer of the whole or important parts of the business of the Company to other persons;
 - (b) purchasing or accepting the transfer of any other companies or any private companies to be the business of the company;
 - (c) Making, amending or terminating the contract on the leasing of all or important part of the business of the company; Assigning for other persons to manage the business of the company or merging of the business with other persons; the objectives are the divide profit and loss.

- Clause 33. The operation in the following cases shall obtain a resolution consisting of the votes of not less than three-fourth of the total votes of the shareholders attending the meeting and casting their votes:

- (1) Adding or reducing of the capital of the company;
- (2) Amending of the Articles of the Association.

- Clause 34. Business that the annual ordinary meeting shall do is as follows:

- (1) Considering the minutes of the meeting of the board of directors proposed in the meeting showing the business that the company has managed in the past year;
- (2) Considering and approving the balance sheet;
- (3) Considering and allocating the profit;
- (4) Election of the directors replacing the directors retiring on rotation;
- (5) Appointment of the auditor; and
- (6) Other businesses.

CHAPTER 6. ACCOUNTING, FINANCE AND AUDITING

- Clause 35. The fiscal year of the Company shall be starting from October 1 and ending on September 30 of every year.

- Clause 36. The company shall prepare and maintain accounts including the auditing of accounts as required by the relevant law and shall also prepare a balance sheet and statement of profit and loss at least once during each twelve month period which is a fiscal year of the Company.

- Clause 37. The Board of Directors shall prepare the balance sheet and the statement of profit and loss as of the last day of the fiscal year of the Company for submission to the shareholder meeting for consideration and approval of the balance sheet and the statement of profit and loss. The Board of Directors

shall manage to have the auditor examine the said accounts before submitting to the shareholder meeting.

Claude 38. The Board of Directors shall deliver the following documents to the shareholders along with written notices calling for an annual general meeting;

- (1) copies of the balance sheet and the statement of profit and loss which have been examined by the auditor together with the audit report of the auditor;
- (2) the annual report of the Board of Directors.

Claude 39. Dividends shall not be paid other than out of profits. If the Company still has an accumulated loss, no dividends shall be distributed.

Dividends shall be distributed to the number of shares, with each share receiving an equal amount.

The Board of Directors may pay interim dividends to the shareholders from time to time if the Board of Directors believes that the profits of the Company justify such payment and report such dividend payment to the shareholders at the next shareholder meeting.

Payment of dividends shall be made within one month of the date of the resolution of the shareholder meeting or of the meeting of the Board of directors, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper.

Clause 40. The Company shall allocate not less than five percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten percent of the registered capital.

Clause 41. The auditor shall not be a director, staff member, employee or person holding any position or having any duty in the Company.

Clause 42. The auditor has the power to examine during the office hours of the Company the accounts, documents and any other evidence relating to the revenues and expenditures including the assets and liabilities of the Company. In this regard, the auditor shall also have the power to question the directors, staff members, employees, persons holding any position or having any duty in the Company, and agents of the Company, including directing them to clarify any matter or to deliver documents or evidence in connection with the operation of the business of the Company.

Clause 43. The auditor has the duty to attend every shareholder meeting at which the balance sheet, the statement of profit and loss and the problems relating to the accounts of the Company are to be considered in order to explain to the shareholders about his auditing of accounts. In this regard, the company shall also deliver to the auditor the reports and documents of the company that are to be received by the shareholders at that shareholder meeting.

CHAPTER 7

ADDEMDUM

Clause 44. The seal of the Company which shall be used is as follow:

(AFFIXED SEAL)

Clause 45. If it becomes necessary or appropriate to change or modify, these Articles of Association, the Shareholders meeting shall have authority to consider and modify such Articles as appropriate in accordance with applicable laws.