



Invitation Letter to Annual General Meeting of Shareholders

AGM 2023

Inoue Rubber (Thailand) Company Limited

Monday January 30, 2023 at 2:00 p.m.

Conducting by Teleconferences through Electronic Media (E-AGM)

from V1 Meeting Room, 2nd Floor,

Office Building of Inoue Rubber (Thailand) Public Company Limited,

258 Soi Rangsit-Nakornnayok 49, Prachathipat, Thanyaburi, Pathumthani 12130



IRC

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27 December 2022

Subject: Invitation to the 2023 Annual General Meeting of Shareholders

To: Shareholders of Inoue Rubber (Thailand) Public Company Limited

The Board of Directors of Inoue Rubber (Thailand) Public Company Limited resolved to call the 2023 Annual General Meeting of Shareholders. Details are as follows:

Meeting date and time : January 30, 2023; 14.00 hours

Registration time : 13:00 hours

Venue : **Conducting by Teleconferences through Electronic Media (E-AGM)**
from V1 Meeting Room, 2nd Floor, Office Building of Inoue Rubber (Thailand) Public Company Limited, 258 Soi Rangsit-Nakornnayok 49, Prachathipat, Thanyaburi, Pathumthani 12130.

Attachment : 1. *Guidelines for attending the AGM through Electronic Media (E-AGM) and the Appointment of Proxies*
2. *Registration form for attending the E-AGM*
3. *Form for question in advance for the E-AGM*

Shareholders can consider the agendas together with the Board of Directors' opinions as follows:

Agenda 1 To consider and adopt the minutes of 2022 Annual General Meeting of Shareholders, held on 28 January 2022

Propose and Rationale: This is to ask for adoption. The Company held 2022 Annual General Meeting of Shareholders on 28 January 2022. The minutes of the meeting were recorded and submitted to the Stock Exchange of Thailand and Ministry of Commerce within the time required by law, and also were disclosed on the Company's website (www.ircthailand.com). A copy of the minutes is attached hereto as *Enclosure 1*.

The Board's Opinion: The Board agreed to propose the minutes of 2022 Annual General Meeting of Shareholders, held on 28 January 2022 to the Shareholders' Meeting for adoption as it was accurately recorded.

Voting: Resolution of this Agenda shall be passed by a majority vote of shareholders who attend the meeting and cast their votes.

Agenda 2 To acknowledge the Company's operation results in 2022

Propose and Rationale: This is to ask for acknowledgement in accordance with Clause 34 of the Company's Articles of Association. In this regard, the Board of Directors hereby reports the Company's performance in 2022 to the shareholders together with the explanation under the topic "Management Discussion and Analysis", as appeared in *Enclosure 2: 56-1 One Report 2022 (QR code)* which is attached together with this invitation letter and is already disclosed on the Company's website.

The Board's Opinion: The Board agreed to propose the Company's operation results in 2022 to the Shareholders' meeting for acknowledgement. The Company has summarized the operation results and significant changes that occurred in 2022 in the Company's 56-1 One Report 2022.

Voting: There is no voting in this Agenda as it is for acknowledgement.

Agenda 3 To consider and approve the financial statements of 2022, ended 30 September 2022

Propose and Rationale: This is to ask for approval. The Public Limited Company Act B.E. 2535 and Clause 37 of the Company's Articles of Association require that the Company shall prepare the Company's Separated and Consolidated Financial Statements at the end of fiscal year, which have been audited by an external auditor, and submit them to the Shareholders' meeting for approval.

The Audit Committee's Opinion: The Audit Committee had considered and reviewed the Company's financial statements for year ended 30 September 2022 as shown in the Company's 56-1 One Report 2022 and disclosed on the Company's website. The financial statements have been audited and signed by Ms. Sanicha Akarakittilap, a certified auditor (Registration Number 8470) of PricewaterhouseCoopers ABAS Ltd. Hence, the Audit Committee has recommended the Board to submit the Company's financial statements for year ended 30 September 2022 to the Shareholders' meeting for approval.

The Board's Opinion: The Board agreed to propose the Company's financial statements for year ended 30 September 2022, which have been reviewed and agreed with by the Audit Committee, to the Shareholders' meeting for approval.

Comparison of Information from the Consolidated Financial Statements

| (unit: Million Baht) | Fiscal Year | | %YoY |
|---|-----------------|-----------------|----------------|
| | 2021 | 2022 | |
| Total Revenues | 5,371.10 | 5,951.10 | 10.80% |
| Cost of Sales and Services | 4,577.50 | 5,442.82 | 18.90% |
| Selling and Administration Expenses | 372.54 | 385.90 | 3.59% |
| EBIT | 421.07 | 122.38 | -70.94% |
| Net Profit | 340.03 | 109.94 | -67.67% |
| Basic Earnings per Share (baht: share) | 1.77 | 0.57 | -67.68% |

Voting: Resolution of this Agenda shall be passed by a majority vote of shareholders who attend the meeting and cast their votes.

Agenda 4 To consider and approve the dividend payment for the Company's performance in 2022

Propose and Rationale: This is to ask for approval. The Company has separate net profit for the fiscal year 2022 at the amount of 111,860,269 baht, therefore the Company asks the shareholders to consider the dividend payment in accordance with Public Limited Companies Act B.E. 2535 and Clause 39 of the

Company's Articles of Association. In addition, the Company has appropriated the legal reserve until it meets 20,000,000 baht or equivalent to 10 percent of the registered capital according to Section 116 of Public Limited Companies Act B.E. 2535 and Clause 40 of the Company's Articles of Association.

Dividend Payment Policy: The Company has a policy to pay dividend to shareholders not more than 65 percent of separate net profits after deducting the corporate income tax and legal reserve. The yearly payout shall be considered by many factors which should not materially affect the Company's normal business operation in the future.

Record Date for Dividend and Dividend Payment Date: If the shareholders at AGM 2023 approve the proposed dividend, the Board shall determine the record date for the shareholders who are entitled to the dividend payment on 9 February 2023. The Stock Exchange of Thailand shall put the XD sign, which represents the date that share purchaser will not be entitled to receive the dividend on 8 February 2023. The dividend payment will be made on 28 February 2023.

The Board's Opinion: The Board had thoroughly considered the Company's performance, the business plan and other factors that might occur in the future, then agreed to propose the Shareholder's meeting to approve the cash dividend payment of 2022, in accordance with the Company's dividend payment policy, at the rate of 0.2910 baht per share, equivalent to the total of 55,932,441 baht. The dividend of 0.2496 baht per share is from BOI business and 0.0414 baht per share is from non-BOI business.

Table of 3-Year Dividend Payment Comparison

| Dividend Payment | Fiscal Year Oct 1 st – Sep 30 th | | |
|---------------------------------------|--|---------------|--------------------|
| | 2020 | 2021 | 2022 (proposed) |
| Net profit (Million Baht) | 219.06 | 340.03 | 111.86 |
| Number of Share (Million Shares) | 192.21 | 192.21 | 192.21 |
| Dividend Payment (Baht: Share) | | | |
| - From BOI business | 0.0739 | 0 | 0.2496 |
| - From Non-BOI business | 0.496 | 0.8845 | 0.0414 |
| Total (Baht: Share) | 0.5699 | 0.8845 | 0.2910 |
| Total Dividend Amount (Million Baht) | 109.54 | 170.01 | 55.93 |
| Dividend Payout Ratio (%) | 50 | 50 | 50 |

Voting: Resolution of this Agenda shall be passed by a majority vote of shareholders who attend the meeting and cast their votes.

Agenda 5 To consider and approve the appointment of directors to replace the directors who retire by rotation

Propose and Rationale: This is to ask for approval. Clause 15 of the Company's Articles of Association and Section 71 of Public Limited Companies Act B.E. 2535 require that one-third of the directors must retire from office at Annual General Meeting of Shareholders. The four directors who must be retired by rotation this year namely:

- | | | |
|------------------|----------------|----------------------|
| 1) Mr. Kittichai | Raktakanit | Independent Director |
| 2) Mr. Surong | Bulakul | Independent Director |
| 3) Mr. Thanong | Leeissaranukul | Director |
| 4) Mr. Shigeki | Yamada | Director |

The Board's Opinion (excluding votes from directors who retire by rotation): The Board agreed to propose the Shareholders' meeting to consider and re-elect all 4 directors who retire by rotation namely; 1) Mr. Kittichai Raktakanit, 2) Mr. Surong Bulakul, 3) Mr. Thanong Leeissaranukul, and 4) Mr. Shigeki Yamada. All above directors passed the Company's screening process. The Board considered that their qualification complies to the relevant regulations and are suitable for the Company's business. The Board considered and reviewed qualifications of each person from his/her expertise, experience and related work that are beneficial to the Company. In addition, the person nominated as an independent directors qualify with the relevant independent director's regulation, and can provide opinion independently.

Information of each nominated director about percentage of shareholding, working experience, total number of years serving as a director and meeting attendance of the Board of Directors and Sub-Committees are provided in Enclosure 3.

The Company provided an opportunity for Shareholders to propose director candidate since 1 - 31 October 2022. However, no shareholders proposed any director candidate.

Voting: Resolution of this Agenda shall be passed by a majority vote of shareholders who attend the meeting and cast their votes. The voting shall be done on individual basis.

Agenda 6 To consider and approve the remunerations of the Board and the Sub-Committees in 2023

Propose and Rationale: This is to ask for approval. Section 90 of Public Limited Companies Act B.E. 2535 requires that the directors' remuneration shall be approved by the Annual General Meeting of Shareholders. In this regard, the Company hereby proposes for approval for both remunerations of the Board and the Sub-Committees.

The Board's Opinion: The remunerations of the Company's directors and Sub-Committees were thoroughly considered by the Board, taking into account of the assigned responsibilities of each committee. The remunerations were aligned with the market and the same industry. Therefore, the Board agreed to propose the Shareholder's meeting to approve the remunerations of the Board and the Sub-Committees in 2023 in the form of annual remuneration fee and meeting allowance as follows:

Table of Directors' Remuneration

| Type of Remuneration | Amount (Baht) | |
|--|---------------|--------------------|
| | FY 2022 | FY 2023 (proposed) |
| 1. Annual Remuneration Fee (per year) | | |
| Chairman of Audit Committee | 450,000 | 450,000 |
| Chairman of Risk Management Committee | 200,000 | 200,000 |
| Chairman of Good Corporate Social and Responsibility Committee | 200,000 | 200,000 |
| Independent Director | 500,000 | 500,000 |
| Director | 300,000 | 300,000 |
| 2. Meeting allowance (per meeting) | 10,000 | 10,000 |
| 3. Other benefit | -none- | -none- |

Supporting information of criteria and procedure of proposing remuneration;

- 1) The Company Secretary studies information on directors' remuneration of the market and the same industry (types and amount) and proposes to the Board for consideration.
- 2) The types of remuneration agreed by the Board are retainer fee and meeting allowance. Directors do not receive other benefit.
- 3) The amount of remuneration agreed by the Board is appropriate comparing to the market and the same industry. In addition, it is aligned with duty of each position. Nonetheless, the Board does not propose remuneration for the position of Executive Chairman and President since the executive directors receive compensation as the executives.

Voting: Resolution of this Agenda shall be passed by the votes of not less than two-third of attending shareholders.

Agenda 7 To consider and appoint the auditors and approve the audit fee in 2023

Propose and Rationale: This is to ask for approval. Section 120 of Public Limited Companies Act B.E. 2535 and Clause 34 of the Company's Articles of Association require that the appointment of the Company's auditors and the audit fee must be approved by the Annual General Meeting of Shareholders annually.

The Audit Committee's Opinion: The Audit Committee has selected PricewaterhouseCoopers ABAS Ltd. (PwC) as the Company's and its subsidiaries' auditor in 2023, which is the 14th year with the following reasons:

- 1) Qualification of the auditor which is in line with the regulations of SEC, and none of the auditor has signed the audited financial statements for more than 7 consecutive years
- 2) Independence: None of the auditor has conflict of interest with the Company, executives, major shareholders and their related person.
- 3) Knowledge of the auditor and understanding of the Company's business
- 4) Past performance and work quality of the auditor

In addition, the Committee would like to propose the Board to consider 3 auditors from PwC namely;

- 1) Ms. Sanicha Akarakittilap CPA Number 8470 and/ or
(Have signed on the Company's financial statements and the subsidiaries for 1 year)
- 2) Ms. Nuntika Limviriyalers CPA Number 7358 and/ or
(Never sign on the financial statements of the Company and the subsidiaries)
- 3) Mr. Paiboon Tunkoon CPA Number 4298
(Never signed on the Company's financial statements and the subsidiaries)

Profiles and information of the auditors are provided in Enclosure 4

Any of the above auditors is proposed to be the auditors and to express an opinion on the Company's and its subsidiaries' financial statement in 2022. In the absence of the above-named auditors, PwC is authorized to identify one other certified public accountant with PwC to carry out the work. In addition, the audit fee of the Company and its subsidiaries are proposed with the amount of 1,881,260 baht, and the audit fee for BOI with the amount of 64,800 baht per copy (the audit fee does not include other out of pocket expenses such as transportation expense, documents expense, inventories destruction inspection fee, etc.). Detail is shown as follows:

Comparison Table of the Company's and its Subsidiaries' Audit Fee

| Type of Remuneration | FY 2021 | FY 2022 | FY 2023 (Propose) | Change FY 2023: FY 2022 | |
|---|------------------|------------------|----------------------|-------------------------------|---|
| | | | | Amount (Baht) | % |
| The Company's audit fee (Baht) | 1,375,580 | 1,375,580 | 1,375,580 | - | - |
| Its subsidiaries' audit fee (Baht) | 505,680 | 505,680 | 505,680 | - | - |
| Total | 1,881,260 | 1,881,260 | 1,881,260 | - | - |
| Audit fee for investment promotion certification (Baht/Certificate) | 64,800 | 64,800 | 64,800 | - | - |

The Board's Opinion: The Board agreed with the Audit Committee who had thoroughly considered the selection of the auditors and their audit fees in 2023; then agreed to propose to the Shareholder's meeting to appoint the auditors from PricewaterhouseCoopers ABAS Ltd. (PwC) as the Company's and its subsidiaries' auditors in 2023 by assigning one of them to review and give opinion on the Company's financial statements, namely; 1) Ms. Sanicha Akarakittilap CPA No. 8470 and/or 2) Ms. Nuntika Limviriyalers CPA Number 7358 and/or, 3) Mr. Paiboon Tunkoon CPA Number 4298; as well as to approve the audit fees for the Company and its subsidiaries in 2023 at the amount of 1,881,260 baht.

Voting: Resolution of this Agenda shall be passed by a majority vote of shareholders who attend the meeting and cast their votes.

Agenda 8 Other topics (if any)

All Shareholders are cordially invited to attend the meeting at the date, time and venue above.

Sincerely Yours,



(Mrs. Pimjai Leeissaranukul)

Chairman

-Translation-

**Minutes of the 2022 Annual General Meeting of Shareholders
Inoue Rubber (Thailand) Public Company Limited**

Date, Time and Venue of the Meeting

The Meeting was held on Friday, 28 January 2022, 14.00 hours conducted by electronic meeting (E-AGM) from V1 meeting room 2nd floor, Office Building, Inoue Rubber (Thailand) Public Company Limited, No. 258, Soi Rangsit Nakornnayok 49, Prachathipat, Thanyaburi, 12130.

Beginning the Meeting

At the commencement of meeting, Mrs. Pimjai Leeissaranukul, the Chairman, acted as the Chairman of the Meeting (“the Chairman”), declared the 2022 Annual General Meeting of Shareholders opening and assigned Ms. Kittunya Naruepracha to report on the meeting quorum and act as the Secretary to the Meeting (“the Secretary”).

The Secretary reported that Inoue Rubber (Thailand) Public Company Limited (the “Company”) set out the name of shareholders who are entitled to attend the 2022 Annual General Meeting of Shareholders on 9 December 2021, and it appeared that there were 2,079 shareholders, with the total of 200,000,000 shares. There was 7,792,300 repurchase shares. Thus, there was 192,207,700 voting shares. When the meeting commenced, there were 36 shareholders and proxies attended the meeting, holding an aggregated number of 144,950,650 shares which were not less than one-third of the total issued shares of the Company. Therefore, a quorum was constituted in accordance with Article 31 of the Company’s Articles of Association. The Company Secretary then introduced the Directors and the Executives who participated in the meeting and answered the inquiry, as well as introduced the relevant parties of the 2022 Annual General Meeting of Shareholders as follows;

10 Directors attended the meeting namely;

| | | |
|-----------------------------------|----------------|--|
| 1. Mrs. Pimjai | Leeissaranukul | Chairman/ Executive Chairman |
| 2. Mr. Shigeki | Yamada | President/ Vice President of Risk Management Committee |
| 3. Mrs. Anchalee | Chavanich | Chairman of Audit Committee / Independent Director |
| 4. Assoc. Prof. Jaruporn Viyanant | | Chairman of Good Corporate Governance and Social Responsibility Committee / Member of Audit Committee / Independent Director |
| 5. Mr. Kittichai | Raktakanit | Member of Audit Committee / Independent Director |
| 6. Mr. Surong | Bulakul | Chairman of Risk Management Committee / Independent Director |
| 7. Mr. Kazuo | Sato | Director |
| 8. Mr. Apichart | Leeissaranukul | Director |
| 9. Mr. Thanong | Leeissaranukul | Director |

10. Mrs. Porntip Sethiwan Director

(Remark: Equivalent to 90.91 % of total number of 11 Directors)

7 Executives attended the meeting namely;

- | | | |
|-------------------|----------------|--|
| 1. Mr. Takeshi | Arakawa | Managing Director |
| 2. Ms. Witchuda | Kupongsak | Executive Director of Administrative and Control Unit |
| 3. Mr. Mitsuhiro | Ito | Executive Director of IED Business Unit |
| 4. Mr. Narongchai | Rattanaekkawin | Deputy Executive Director of IED Business Unit |
| 5. Mr. Suchart | Kootiratrakarn | Deputy Executive Director of Tire and Tube Business Unit |
| 6. Mr. Kazuaki | Yamada | Executive Director |
| 7. Ms. Praewphan | Songhong | Chief Financial Officer/ Finance Manager |

(Remark: All Executives under the definition of the SEC participated the Meeting)

External Auditors from PricewaterhouseCoopers ABAS Co., Ltd.

Ms. Nopanuch Apichatsatien and Mr. Thira Wong-arun.

Inspector who oversees the Meeting to be transparent and in accordance with the law and the Company's Articles of Association

Mr. Chanchai Jhongsathit and Panchanit Trakarnvanich from Tilleke & Gibbins International Ltd.

The Secretary then informed the important information and electronic meeting (E-AGM) guideline as follows:

- The Company has used the electronic meeting platform system provided by Quidlab Co., Ltd., who is a service provider of E-AGM system that is in accordance with the standards of hosting electronic meeting platform of the Electronic Transaction Data Agency (ETDA). The shareholders attending the meeting can view the live broadcast throughout the Meeting and results of each agenda.
- The number of voting rights of each shareholder shall be equivalent to the number of shares he or she holds in the Company, whereby one share is equivalent to one vote.
- With respect to the vote casting and the vote counting on each agenda, the Company shall count the votes of the shareholders attending the Meeting through E-AGM and by proxy, which is recorded in advance at the registration when the proxies registered to attend the Meeting. The vote counting shall be conducted in two methods, as follows:
 1. The resolutions of agenda 1, 3, 4, 5, and 7 shall be passed by a majority vote of the shareholders attending the meeting and casting their votes, without including abstained votes or spoilt votes (if any) as basis of vote calculation.

2. The resolution of agenda 6 shall be passed by the votes not less than two-third of the shareholders attending the meeting, including abstained votes or spoilt votes (if any) as basis of vote calculation.
- The shareholder is able to cast their vote in each agenda by voting for approval, disapproval or abstention by clicking the menu to vote in the system during the period that the casting of vote is opened for each agenda. The Company would provide sufficient time for vote casting. If the shareholder or the proxy does not make any mark, it will be considered as a vote of approval.

Prior to the voting on each agenda, the Chairman will give shareholders an opportunity to ask questions and express their opinions concerning such agenda as the Chairman deems appropriate. The shareholders or proxies who wish to ask questions or express their opinions shall type such questions or expression through the chat-box in the system.

Furthermore, the Company provided an interpreter for the foreigners who attended the Meeting.

The Secretary informed the Meeting that the Company had invited the shareholders to propose agenda items, candidates for director nomination and inquiry in advance during 1-31 October 2021. However, none of shareholders had done so. Therefore, the Meeting would be proceeded in accordance with the agendas as specified in the Invitation Letter to the Meeting which were published on the Company's website since 30 December 2021 and furnished to the shareholders since 6 January 2022.

Before conducting the Meeting agenda, the Chairman announced the 2 issues for acknowledgement as follows:

First: There was amendment regarding the years of directorship of 4 nominated directors in Agenda 5 as specified in Attachment 3 of the Invitation Letter which was sent to all shareholders as follows:

- Mrs. Anchalee Chavanich Year of directorship is 3 years (6 years if include new nominated term)
- Assod. Prof. Jaruporn Viyanant Year of directorship is 6 years (9 years if include new nominated term)
- Mr. Kazuo Sato Year of directorship is 8 years (11 years if include new nominated term)
- Mr Apichart Leeissaranukul Year of directorship is 27 years (30 years if include new nominated term)

Second:

- The Company received SET Awards 2021 in the category of 'Sustainability Excellence' from the Stock Exchange of Thailand on November 3, 2021.

- The Company has selected to be listed in the Thailand Sustainability Investment 2021 (THSI) by the Stock Exchange of Thailand for 5 consecutive years.

- The Company received HRH Crown Princess Maha Chakri Sirindhorn's trophy namely Thailand Corporate Excellence Award 2021 in major of Corporate Management Excellence organized by Thailand Management Association in collaboration with Sasin Graduate Institute of Business Administration of Chulalongkorn University on November 24, 2021.

Then, the Chairman proceeded with the agendas in the same order as specified in the Invitation Letter to the Meeting as follows:

Agenda 1: To consider and adopt the minutes of the 2021 Annual General Meeting of Shareholders, held on 29 January 2021

The Chairman proposed the Meeting to consider and adopt the minutes of the 2021 Annual General Meeting, held on 29 January 2021, which was sent to the Stock Exchange of Thailand, published on Company's website and distributed to the shareholders together with the Invitation Letter to this Meeting.

The Chairman gave an opportunity to the shareholders to express opinions and make inquiries about the agenda item. However, no shareholder expressed any opinion or made any inquiry. The Chairman assigned the Secretary to proceed with vote casting.

Resolution: The Meeting adopted the minutes of 2021 Annual General Meeting of Shareholders with unanimous votes of the shareholders attending the meeting and casting their votes.

Details of votes are as follows:

| Voting | Number of Votes | % |
|-------------|-----------------|--------|
| Approved | 144,951,250 | 100.00 |
| Disapproved | 0 | 0.00 |

There is no abstained vote and voided ballot.

Agenda 2: To acknowledge the Company's operation results in FY2021

The Chairman assigned Mr. Shigeki Yamada, the President, to report the Company's operational results in 2021, which were included in the Company's 56-1 One Report 2021, which was published on Company's website and was distributed to all shareholders by QR-code format attached with the Invitation Letter of this Meeting.

Mr. Shigeki Yamada prepared the report on the Company's operational results separated in 4 topics as follows:

1) Overall Economy and Related Industrial Situations

1.1 Overall economic situation

Considering the company's fiscal year, from October 2020 to September 2021, global economy recovered as a result of the vaccination progress and the easing of the COVID-19 situation in many countries. Thai economy recovered from the government economic stimulus measures. This was beneficial to both domestic and international demand and supply, and caused Thai automotive industry to recover.

Consequently, the total sales increased 21.41% YoY to 5,295.59 million baht.

IRC บริษัท อีโนเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน) INOUE RUBBER (THAILAND) PUBLIC COMPANY LIMITED

ทะเบียนเลขที่ 0107536001737 สำนักงานจัดตั้ง : 258 ซอย รังสิต-นครนายก 49 ต.ประชาธิปัตย์ อ.ธัญบุรี จ.ปทุมธานี 12130 โทร.(66 2) 996 0890 (อัตโนมัติ 23 สาย) แฟกซ์ (66 2) 996 1439
E-mail : info@ircthailand.com สำนักงานวังน้อย : 157 หมู่ 5 ถ.พหลโยธิน ต.ลำไทร อ.วังน้อย จ.พระนครศรีอยุธยา โทร. (66 2) 996 1471 (อัตโนมัติ 5 สาย) แฟกซ์ (66 2) 996 1574



REGISTRATION 0107536001737 RANGSIT FACTORY : 258, SOI RANGSIT-NAKORNNAKYOK 49, PRACHATHIPAT, THANYABURI, PATHUMTHANI 12130, THAILAND. TEL : (66 2) 996 0890 (23 LINES) FAX : (66 2) 996 1439
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During October 2020 to September 2021, the Company's raw material prices increased YoY following the rising of crude oil prices, market demand – supply, as well as higher freight costs due to container shortages.

- The average price of crude oil in FY21 was 59.24 USD per barrel, increased around 38.24% YoY.
- The average price of Synthetic Rubber in FY21 was 1,956.35 USD per ton, increased around 65.64% YoY.
- The average price of Natural Rubber in FY21 was 51.13 baht per kilogram, increased around 24.46% YoY.
- The average price of chemicals in FY21 such as Zinc Oxide was 88.10 baht per kilogram, increased around 28.38% YoY.
- The average price of Carbon Black in FY21 was 34.74 baht per kilogram, increased around 33.98% YoY.
- The average price of Nylon in FY21 was 174.98 baht per kilogram, increased around 13.62% YoY.

1.2 Overall related industrial situations: Automotive industry (Data from the Federation of Thai Industries)

The production of automobile during October 2020 - September 2021 increased by 19.38% to around 1.68 million units. The Exports raised by 23.43% to 0.89 million units. The key export markets were Asia, Oceania and North of America. The Domestic sales decreased by 0.21% YoY to approximately 0.78 million units mainly from the impact of low purchasing power due to Covid-19 pandemic.

The production of motorcycle during October 2020 - September 2021 increased by 10.88% to around 1.78 million units. The Domestic sales climbed 2.28% YoY to around 1.57 million units due to the low base in 2021. The Exports increased by around 49.69% to 0.49 million units mainly from the economic recovery in USA, China and EU.

2) Operational Results

2.1 Sales

For FY2021, IRC had total sales of approximately 5,296 million baht, increased 934 million baht or approximately 21.41% from the previous year. The sales were contributed by 2 business units as follows:

- Motorcycle tires - tubes business: valued at 2,369 million baht or 45% of total sales, increased by 14.11% from the previous year mainly from exports following the economic recovery of key trading partners.
- IED Business: valued 2,927 million baht, increased approximately 28% from the previous year mainly due to increasing in car production.

2.2 Revenues

In FY2021, the Company had total revenues at 5,371 million baht, increased 21.13% from last year.

The other incomes came from the dividends from the investment in the subsidiaries, namely IRC (Asia) Research Limited which is an important part for research and development around 18 million baht, Kinno Hoshi

Engineering Company Limited which produces molds for the automotive parts industry around 5 million baht, and the dividend received from investment in Inoue Rubber Vietnam Company Limited for 21.56 million baht.

2.3 Expenses

The Company's expenses increased by 18.7% or 780 million baht from the previous year, so the Company had total expenses at 4,950 million baht.

2.4 Net Profit

As a result from the abovementioned, the Company's net profit in FY2021 was 340.03 million baht, increased 55.22% from last year.

2.5 Financial status on 30 September 2021

The Company's total assets were around 5,295 million baht, increased 15.38% from 30 September 2020 mainly due to the increase of value of equity instrument resulted from the change of valuation method due to the adoption of the financial reporting standards related to financial instruments (TFRS 9). In addition, trade and other receivables and inventories also increased following the increasing sales. Moreover, the Company increased investment in debt instruments as well.

The Company had total liabilities around 1,401 million baht, increased 34.71% from 30 September 2020 mainly due to the increase of trade and other payables. However, the Company remained the position without long-term debts.

The Company's total shareholders' equity was 3,894 million baht, increased 9.72% from 30 September 2020 mainly from the unappropriated retained earnings and change in other components of equity due to the adoption of the financial reporting standards related to financial instruments (TFRS 9). This resulted in the book value per share of the Company at 20.26 and the debt to equity ratio at 0.36 times.

3) Awards and Successes

During FY2021, the Company was evaluated and received awards from those involved in various fields such as

- 3.1) SET Awards 2021 in the category of 'Sustainability Excellence' from the Stock Exchange of Thailand
- 3.2) Thailand Sustainability Investment Award 2021 from the Stock Exchange of Thailand
- 3.3) Thailand Corporate Excellence Award 2021 in major of Corporate Management Excellence organized by Thailand Management Association in collaboration with Sasin Graduate Institute of Business Administration of Chulalongkorn University
- 3.4) Sustainability Disclosure Award 2021 in the category of 'Sustainability Disclosure Recognition' from Thaipat Institute
- 3.5) Awards that guarantee the quality of products and production from many business partners and suppliers such as General Motors and INOAC Corporation, etc.

In addition, the Company received many other awards as evidence of its care to staff, environment and safety.

4) Sustainability Report

The Company's performance covered the following aspects:

4.1) The activity to reward the society, "50 Years, 50 Vi-pafe Yards Project: The project aims to provide the Vi-Pafe rubber yard to 50 public areas. In FY2021, the Company donated Vi-pafe yards to the Child Development Center of Jedsada 6 Village, Lam Sai Subdistrict Administrative Organization, Phra Nakhon Si Ayutthaya Province, and Tha Khanun Subdistrict Municipality, Kanchanaburi Province.

4.2) Competitiveness Development: The Company encouraged the employees to create new products and innovation, as well as to control the production costs. The company installed 47 Automation Systems which could enhance the productivity around 41 million baht.

4.3) During COVID-19 situation in Thailand, the Company has helped prevented such epidemic by donated Personal Protective Equipment such as Sinopharm vaccination services, 75% alcohol gel that are self-made, and medical masks to all stakeholders namely, the employees, the customers, the communities, the government agencies and the hospitals in Bangkok, Pathumthani and Ayuthaya, as well as cooperated with Thai Post to send the alcohol gel to the hospitals all over the country.

The details for other activities and campaigns were disclosed in the 56-1 One Report and the Company's website.

The Chairman gave an opportunity to the shareholders to express opinions and make inquiries about the agenda item. However, no shareholder expressed any opinion or made any inquiry. There is no voting in this Agenda as it is for acknowledgement.

Resolution: The Meeting acknowledged the Company's operation results in FY2021.

Agenda 3: To consider and approve the financial statements of 2021, ended 30 September 2021

The Chairman proposed the Meeting to consider and approve the Company's and its subsidiaries' financial statements of 2021, ended 30 September 2021, which was audited by the certified public accountant, and was published on the Company's website and in 56-1 One Report 2021.

Comparison of Information from the Consolidated Financial Statements

| (unit: Million Baht) | Fiscal Year | | %YoY |
|--|-------------|----------|--------|
| | 2020 | 2021 | |
| Total Revenues | 4,433.89 | 5,371.09 | 21.14% |
| Cost of Sales and Services | 3,799.05 | 4,577.50 | 20.49% |
| Selling and Administration Expenses | 370.51 | 372.53 | 0.55% |
| EBIT | 264.32 | 421.06 | 59.29% |

| (unit: Million Baht) | Fiscal Year | | %YoY |
|---|-------------|--------|--------|
| | 2020 | 2021 | |
| Net Profit | 219.06 | 340.03 | 55.22% |
| Basic Earnings per Share (baht: share) | 1.12 | 1.77 | 58.04% |

The Chairman gave an opportunity to the shareholders to express opinions and make inquiries about the agenda item. When no other shareholder expressed any opinion or made any inquiry, the Chairman assigned the Secretary to proceed with vote casting.

Resolution: The Meeting approved the financial statements of 2021, ended 30 September 2021, with unanimous votes of the shareholders attending the meeting and casting their votes.

Details of votes are as follows:

| Voting | Number of Votes | % |
|-------------|-----------------|--------|
| Approved | 144,963,950 | 100.00 |
| Disapproved | 0 | 0.00 |

There is no abstained vote and voided ballot.

Agenda 4: To consider and approve the dividend payment of the Company's performance in 2021

The Chairman assigned the Secretary to report on the Company's Dividend Policy and details.

The Secretary informed the Meeting that the Company has a policy to pay dividend to shareholders not more than 65 percent of consolidated net profits after deducting the corporate income tax and legal reserve.

According to the Company's performance in 2021, the Company had net profits amounted to 340,030,324 baht. The Board had thoroughly considered the Company's performance, the business plan and other factors that might occur in the future, then proposed the Meeting to approve the cash dividend payment in 2021 at the rate of 0.8845 baht per share. This dividend of 0.8845 baht per share is from non-BOI business. If the Meeting approved, the Board will set the record date to determine the names of shareholders who have the rights to receive the dividend on 9 February 2022 and the dividend payment date on 28 February 2022.

The Chairman gave an opportunity to the shareholders to express opinions and make inquiries about the agenda item. However, no shareholder expressed any opinion or made any inquiry. The Chairman assigned the Secretary to proceed with vote casting.

Resolution: The meeting approved the dividend payment of the Company's performance in 2021 with unanimous votes of the shareholders attending the meeting and casting their votes.

Details of votes are as follows:

| Voting | Number of Votes | % |
|-------------|-----------------|--------|
| Approved | 144,963,950 | 100.00 |
| Disapproved | 0 | 0.00 |

There is no abstained vote and voided ballot.

Agenda 5: To consider and approve the appointment of directors to replace the directors who retire by rotation

The Chairman assigned the Secretary to report to the Meeting on the Company's Articles of Association regarding the director's retirement by rotation. In this Annual General Meeting of Shareholders, there were 4 directors who must be retired by rotation as follows:

- 1) Mrs. Anchalee Chavanich Independent Director
- 2) Assoc. Prof. Jaruporn Viyanant Independent Director
- 3) Mr. Kazuo Sato Director
- 4) Mr. Apichart Leeissaranukul Director

All above directors passed the screening process of the Board of Directors that they were suitable for the business of the Company. The Board considered and reviewed qualifications of each person from his/her expertise, experience and related work that were beneficial to the Company. The Board proposed the Meeting to consider and re-elect all 4 directors for another term.

To comply with Good Corporate Governance Principles, all nominated directors left the meeting room and E-AGM system until the vote casting completed.

The Chairman offered the shareholders to express their questions and comments about this agenda. When no one raises any question or objection, the Chairman assigned the Secretary to proceed with the vote casting.

For this agenda, the vote casting was conducted on an individual basis. While the Meeting waited for the vote results, the officer invited the nominated directors back to the Meeting and E-AGM system.

Resolution: The meeting approved the appointment of directors to replace the directors who retire by rotation, namely Mrs. Anchalee Chavanich, Assoc. Prof. Jaruporn Viyanant, Mr. Kazuo Sato and Mr. Apichart Leeissaranukul for another term, with unanimous votes of the shareholders attending the meeting and casting their votes.

Details of votes for each Directors are as follows:

Mrs. Anchalee Chavanich

| Voting | Number of Votes | % |
|-------------|-----------------|--------|
| Approved | 144,963,950 | 100.00 |
| Disapproved | 0 | 0.00 |

There is no abstained vote and voided ballot.

Assoc. Prof. Jaruporn Viyanant

| Voting | Number of Votes | % |
|-------------|-----------------|--------|
| Approved | 144,963,950 | 100.00 |
| Disapproved | 0 | 0.00 |

There is no abstained vote and voided ballot.

Mr. Kazuo Sato

| Voting | Number of Votes | % |
|-------------|-----------------|--------|
| Approved | 144,963,950 | 100.00 |
| Disapproved | 0 | 0.00 |

There is no abstained vote and voided ballot.

Mr. Apichart Leeissaranukul

| Voting | Number of Votes | % |
|-------------|-----------------|--------|
| Approved | 144,963,950 | 100.00 |
| Disapproved | 0 | 0.00 |

There is no abstained vote and voided ballot.

Agenda 6: To consider and approve the remunerations of the Board and the Sub-Committees in 2022

The Chairman informed the Meeting that the remuneration of the Company's directors were deliberately considered within the Board of Director's meeting regarding to the assigned responsibilities of each director, and aligned with the market and the industry. Therefore, the Board agreed to propose the Shareholder's meeting to approve the Board of Directors and the sub-committees remunerations in 2022 in the form of retainer fee and meeting allowance as follows:

Directors' Remuneration

| Type of Remuneration | Amount (Baht) | |
|---|---------------|-----------------------|
| | FY 2021 | FY 2022 (proposed) |
| 1. Retainer Fee (per year) | | |
| Chairman of Audit Committee | 450,000 | 450,000 |
| Chairman of Risk Management Committee | 200,000 | 200,000 |
| Chairman of Good Corporate Governance and Social Responsibility Committee | 200,000 | 200,000 |
| Director | 300,000 | 300,000 |
| Independent Director | 500,000 | 500,000 |
| 2. Meeting allowance (per meeting) | 10,000 | 10,000 |
| 3. Other type of remuneration | -none- | -none- |

The Chairman gave an opportunity to the shareholders to express opinions and make inquiries about the agenda item. However, no shareholder expressed any opinion or made any inquiry. The Chairman assigned the Secretary to proceed with vote casting.

Resolution: The Meeting approved the remunerations of the Board and the Sub-Committees in 2022 with unanimous votes of the shareholders attending the meeting.

Details of votes are following:

| Voting | Number of Votes | % |
|-------------|-----------------|--------|
| Approved | 144,963,950 | 100.00 |
| Disapproved | 0 | 0.00 |
| Abstained | 0 | 0.00 |

There is no voided ballot.

Agenda 7: To consider and appoint the auditors and approve the audit fee in 2022

The Chairman assigned the Secretary to report the Meeting that Section 120 of Public Limited Companies Act B.E. 2535 and the Company's Articles of Association Clause 34 required that the appointment of the Company's auditors and the audit fee must be approved by the Annual General Meeting of Shareholders annually. The Board of Directors and the Audit Committee therefore proposed the Meeting to appoint the certified public accountants from PricewaterhouseCoopers ABAS Ltd (PwC) as the Company's and its subsidiaries' external auditors for 2022 which is the 13th year with the following reasons:

- 1) Qualification of the auditor which is in line with the regulations of SEC, and none of the auditor has signed the audited financial statements for more than 7 consecutive years
- 2) Independence: None of the auditor has conflict of interest with the Company, subsidiaries, executives, major shareholders, or their related person that may affect their independent duty.
- 3) Knowledge of the auditor and understanding of the Company's business
- 4) Past performance and work quality of the auditor

By proposing one of the following auditors to express an opinion on the Company and its subsidiaries' financial statements for FY2022:

- 1) Ms. Sanicha Akarakittilap CPA Number 8470 and/ or
(Never sign on the financial statements of the Company and the subsidiaries)
- 2) Ms. Nuntika Limviriyalers CPA Number 7358 and/ or
(Never sign on the financial statements of the Company and the subsidiaries)
- 3) Mr. Paiboon Tunkoon CPA Number 4298
(Never sign on the financial statements of the Company and the subsidiaries)

In the absence of the abovementioned auditors, PwC is authorized to identify one of other Certified Public Accountant with PwC to carry out the work.

In addition, the Board of Directors and the Audit Committee proposed the Meeting to consider the audit fee for 2022 with the amount of 1,881,260 baht, of which 1,375,580 baht was for the Company, and 505,680 baht was for its subsidiaries, which were the same as the previous year. The audit fee for BOI business was proposed with the amount of 64,800 baht per copy, which was the same as the previous year. (Such audit fee does not include other out of pocket expenses such as transportation expense, documents expense, etc).

The Chairman gave the Meeting an opportunity to express opinions and make inquiries about the agenda item. As there is no question, the Chairman assigned the Secretary to proceed with vote casting.

Resolution: The Meeting resolved to appoint the auditors and approve the audit fee in 2022 with unanimous votes of the shareholders attending the meeting and casting their votes.

Details of votes are as follows:

| Voting | Number of Votes | % |
|-------------|-----------------|--------|
| Approved | 144,963,950 | 100.00 |
| Disapproved | 0 | 0.00 |

There is no abstained vote and voided ballot.

Agenda 8: Other topics (if any)

No shareholders proposed additional agenda to the Meeting.

After the meeting agendas were completely proceeded, before closing the Meeting, the Chairman gave an opportunity to the Shareholders to express opinions and make inquiries about further questions. Then the Board of Directors and the Executives jointly responded to the inquiries from the shareholders with the following summary;

1. How does the Company deal with the increased costs: It was responded that according to the presentation, the average oil price in FY2021 rose continuously by about 40% compared to FY2020, and it tended to increase further. This increased product costs in every sector all over the industry. The Company managed by 1) Apply the VAVE principles to help analyze various processes to minimize production costs. The Company has research and development unit that is supported by the Board of Investment (BOI), has Japanese partners in elastomer technology, and has other technical partners that are specialized in many fields. As a result, the Company is ready to develop new raw materials to replace the expensive one. 2) Develop automation in the production process to optimize the use of raw materials. 3) Adjust price following the market mechanism appropriately. The Company closely communicates and coordinated information with the customers. However, the impact of increased raw material prices and raw material shortages affect the last quarter of 2021 and the first quarter of 2022 due to the slowdown of production in China according to the environmental mitigation plan for Winter Olympics 2022.

2. How does the Company cope with the transition of Electric Vehicle (EV) era: It was responded that according to the climate change, the international agreements to protect the environment have been established. The transition of EV is part of the action plan following such agreements. Thai Government sets up plan step by step to promote EVs in the country by set up the target of EV's using and manufacturing proportion for each EV type including Battery Electric Vehicle (BEV) and Hybrid Vehicles (PHEV/ HEV). For PHEV/ HEV, the Company does not get impact. However, for BEV, the Company will get impact partially from the disappearance of parts in engine and powertrain. In a good way, there will be more BEV's manufacturers enter the market. With the technology potential and long-term research and development, the Company prepares for the abovementioned plan by: 1) having a strong product line namely Seal Part that is manufactured by an advanced technology. The Seal part is an assembly part in Internal Combustion Engine (ICE), and can be assembled in EV as well; 2) Continuous development of products in other industries to support the development of the country's infrastructure. The Company expands the market into other industries besides the automotive industry such as the development of synthetic rubber flooring products, which have grown tremendously over the past 3 years; and 3) The reliability of IRC products in other industries, which becomes more stronger.

3. How does the Company generate incomes: It was responded that the Company will grow in accordance with the industry, and by develop new product models, particularly motorcycle tire and tube products. Currently, the Company focuses on products' research and development following the BCG trend that respond to the climate change. Simultaneously, the Company accelerates the product development to support the growth of the country's infrastructure system. The Company targets that the sales grow 10% this year.

4. What is the Company's rank in the automotive industry: It was responded that for the OEM market of motorcycle tire and tube products, the Company's share is around 45-55%, depending on the model of the motorcycle production. For the IED products in the automotive industry, there are about 6 major manufacturers in the market. The Company ranks among the top 3.

5. What is the proportion of the Company' sales in domestic and export: It was responded that the proportion of domestic sales is 80%, and export sales is 20%, which is a direct export that the Company operates by itself. Besides, there is another product group that assembly with the export automotive vehicle, which is an indirect export, and accounts for approximately 50% of the automotive production in Thailand.

6. How can the shareholders update the Company's growth: It was responded that the shareholders can update information through the Company's website and Investor Relations channels.

As no one put forward any more comment or inquiry, the Chairman thanked all shareholders for participating and declared the Meeting closed.

The meeting closed at 15.10 hours.

- Mrs. Pimjai Leeissaranukul -
Chairman



Enclosure 2

(Information for Agenda 2 and 3)

Annual Registration Statements / Annual Report (56-1 One Report 2022)

and Financial Report 2022

(QR-Code)



Remark:

Shareholders could download the information via QR Code as follow;

1. Open the QR Code reader or line application

How to scan QR Code via Line application

Go to Line and Add Friend selected → QR Code → to scan QR code

2. Scan QR Code to consider the details.

Basic Information of Nominated Directors
Inoue Rubber (Thailand) Public Company Limited

| | | |
|--|--|---|
| Name - Surname | Mr. Kittichai Raktakanit |  |
| Age | 62 years | |
| Proposed Position | Independent Director | |
| Term of Directorship | 6 years (Since 2017 – Present) | |
| Shareholding | -None- (As at September 30, 2022) | |
| Educational Qualification | Bachelor's Degree in Business Administration, Indiana State University, USA | |
| Training courses from Thai Institute of Directors Association (IOD) | - Director Certification Program Class 27/2003 - Audit Committee Program Class 7/2005 | |
| Work Experiences | 2017 – Present - Independent Director/ Member of Audit Committee of Inoue Rubber (Thailand) PCL. - Director of Loxley Property Development Co., Ltd. 2019 – Present - Independent Director/ Audit and Risk Management Committee member/ Nominating and Compensation Committee member/ Corporate Governance Committee member of XSpring Capital PLC. 2016 – Present - Chairman of Loxley System Integrator Co., Ltd. - Director of Loxley Evolution Technology Co., Ltd. 2015 – Present - Independent Director/ Chairman of Corporate Governance Committee/ Member of Audit Committee/ Member of Nomination and Compensation Committee/ Member of Risk Management Committee of Sansiri PCL. 2011 – Present - Executive Chairman and Managing Director of L-Elevator and Engineering Co.,Ltd. 2000 – Present - Director of Filatax Planner Co.,Ltd. | |
| Director/ Management Position in other business | <u>Listed companies</u> 1. Independent Director/ Audit and Risk Management Committee member/ Nominating and Compensation Committee member/ Corporate Governance Committee member of XSpring Capital PLC. 2. Independent Director/ Chairman of Corporate Governance Committee/ Member of Audit Committee/ Member of Nomination and Compensation Committee/ Member of Risk Management Committee of Sansiri PCL. <u>Non-listed companies</u> 1. Director, Loxley Property Development Co., Ltd. 2. Chairman, Loxley System Integrator Co., Ltd. 3. Director, Loxley Evolution Technology Co., Ltd. 4. Chair of Executive Board, L-Elevator and Engineering Co., Ltd 5. Director of Filatax Planner Co., Ltd. <u>Other business that may cause conflict of interest</u> - None - | |

Basic Information of Nominated Directors**Inoue Rubber (Thailand) Public Company Limited**

| | | |
|-----------------------------------|---|-----------|
| Meeting Attendance in 2022 | - Annual General Meeting of Shareholders | 1/1 times |
| | - Board of Director's Meeting | 7/7 times |
| | - Board of Director's Meeting (Non-Executive Directors) | 2/2 times |
| | - Audit Committee's Meeting | 4/4 times |

Basic Information of Nominated Directors
Inoue Rubber (Thailand) Public Company Limited

| | | |
|--|--|---|
| Name - Surname | Mr. Surong Bulakul |  |
| Age | 67 years | |
| Proposed Position | Independent Director | |
| Term of Directorship | 8 years (Since 2017 – Present) | |
| Shareholding | -None- (As at September 30, 2022) | |
| Educational Qualification | - Master of Engineering in Operations Research, Cornell University, New York, U.S.A. - Master of Business Administration, Cornell University, New York, U.S.A. - Bachelor of Science in Industrial Engineering and Operation Research, Syracuse University, New York, U.S.A. | |
| Training courses from Thai Institute of Directors Association (IOD) | - Director Certificate Program (DCP) Class 121/2009 | |
| Work Experiences | 2015 – Present - Independent Director/ Chairman of Risk Management Committee of Inoue Rubber (Thailand) PCL. 2021 – Present - Board of Commissioner PT Chandra Asri Petrochemical Tbk, Indonesia - Independent Director/ Member of Audit Committee of Tong Hua Holding PCL. 2018 – Present - Chairman of Audit Committee/ Director of Thailand Institute of Justice (Public Organization) - Independent Director of National ITMX Co., Ltd. 2017 – Present - Advisor of Thai Listed Companies Association, Stock Exchange of Thailand - Advisor of Federation of Thai Capital Market Organization 2016 – Present - Director of Bangkok Industrial Gas Co., Ltd. 2015 – Present - Vice Chairman of the Thai Chamber of Commerce | |
| Director/ Management Position in other business | <u>Listed companies</u> 1. Independent Director/ Audit Committee member of Tong Hua Holding PCL. <u>Non-listed companies</u> 1. Independent Director of National ITMX Co., Ltd. 2. Director of Bangkok Industrial Gas Co., Ltd. <u>Other businesses</u> 1. Chairman of Audit Committee/ Director of Thailand Institute of Justice 2. Advisor of Thai Listed Companies Association, Stock Exchange of Thailand 3. Advisor of Federation of Thai Capital Market Organizations | |

Basic Information of Nominated Directors

Inoue Rubber (Thailand) Public Company Limited

4. Vice Chairman of the Thai Chamber of Commerce
5. Board of Commissioner PT Chandra Asri Petrochemical Tbk,
Indonesia

Other business that may cause conflict of interest

-None-

Meeting Attendance in 2022

| | |
|---|-----------|
| - Annual General Meeting of Shareholders | 1/1 times |
| - Board of Director's Meeting | 7/7 times |
| - Board of Director's Meeting (Non-Executive Directors) | 2/2 times |
| - Risk Management Committee's Meeting | 4/4 times |

Basic Information of Nominated Directors
Inoue Rubber (Thailand) Public Company Limited

| | | | |
|--|--|---|---|
| Name - Surname | Mr. Thanong Leeissaranukul | |  |
| Age | 62 years | | |
| Proposed Position | Director | | |
| Term of Directorship | 29 years (Since 1994 – Present) | | |
| Shareholding | 2.19% (As at September 30, 2022) | | |
| Educational Qualification | Bachelor's Degree in Business Administration – Trading, Major of Industrial Marketing, Nanzan University, Japan | | |
| Training courses from Thai Institute of Directors Association (IOD) | Director Accreditation Program (DAP) Class 136/2560 | | |
| Work Experiences | 1994 – Present | - Director of Inoue Rubber PCL. | |
| | 2020 – Present | - Director of Pacific Industries (Thailand) Co., Ltd. | |
| | 2017 – Present | - Chairman of M Vision PCL. | |
| | 2015 – Present | - Director of Sonic Design (Thailand) Co., Ltd. - Member of Sub-committee of Public Relations, Organ Donation Center, Thai Red Cross Society | |
| | 2007 – Present | - Chairman of Kanok-Sopa Foundation | |
| | 2006 – Present | - Director of Budsayapan Co., Ltd. | |
| | 2001 – Present | - Executive Chairman of Smart Sport Promotion Co., Ltd. | |
| | 1998 – Present | - Director of The Studio Production Co., Ltd. | |
| | 1996 – Present | - President of Bike Clinic Co., Ltd. - Vice Chairman of Daido Siittipol Co., Ltd. - Managing Director of Seng Guan Hong Co., Ltd. | |
| | 1995 – Present | - Executive Director of Total Energies Marketing (Thailand) Co., Ltd - Director of Thai Inoac Components Co., Ltd. - Director of Sungold Holding Co., Ltd. - Director of IRC (Asia) Research Co., Ltd. | |
| | 1993 – Present | - Director of Sopa-Kanok International Co., Ltd. | |
| | 1986 – Present | - Managing Director of The Siittipol 1919 Co., Ltd. | |
| | 1983 – Present | - Director of Thai Stanley Electric PCL. | |
| Director/ Management Position in other business | <u>Listed companies</u> | | |
| | 1. Chairman of M Vision PCL. | | |
| | 2. Director of Thai Stanley Electric PCL. | | |
| | <u>Non-listed companies</u> | | |
| | 1. Director of Inoue Rubber (Japan) Co., Ltd | | |
| | 2. Director of Pacific Industries (Thailand) Co., Ltd. | | |
| | 3. Director of Budsayapan Co., Ltd. | | |
| | 4. Executive Chairman of Smart Sport Promotion Co., Ltd. | | |

Basic Information of Nominated Directors
Inoue Rubber (Thailand) Public Company Limited

5. Director of The Studio Production Co., Ltd.
6. Chairman of Bike Clinic Co., Ltd.
7. Vice Chairman of Daido Sittipol Co., Ltd.
8. Managing Director of Seng Guan Hong Co., Ltd.
9. Executive Director of Total Energies Marketing (Thailand) Co., Ltd.
10. Director of Thai Inoac Components Co., Ltd.
11. Director of Sungold Holding Co., Ltd.
12. Director of IRC (Asia) Research Co., Ltd.
13. Director of Sopa-Kanok International Co., Ltd.
14. Managing Director of The Sittipol 1919 Co., Ltd.

Other business

1. Member of Sub-committee of Public Relations, Organ Donation Center, Thai Red Cross Society
2. Chairman of Kanok-Sopa Foundation


Other business that may cause conflict of interest

-None-

Meeting Attendance in 2022

- | | |
|---|-----------|
| - Annual General Meeting of Shareholders | 1/1 times |
| - Board of Director's Meeting | 7/7 times |
| - Board of Director's Meeting (Non-Executive Directors) | 2/2 times |

Basic Information of Nominated Directors
Inoue Rubber (Thailand) Public Company Limited

| | | | |
|--|--|---|---|
| Name - Surname | Mr. Shigeki Yamada | |  |
| Age | 60 years | | |
| Proposed Position | Director | | |
| Term of Directorship | 2 years (Since 2021 – Present) | | |
| Shareholding | -None- (As at September 30, 2022) | | |
| Educational Qualification | Bachelor of Law, Major of Law, Meijo University, Japan | | |
| Training courses from Thai Institute of Directors Association (IOD) | -None- | | |
| Work Experiences | October 2021 – Present | <ul style="list-style-type: none"> - President, Chairman of the Executive Committee and Vice Chairman of the Risk Management Committee of Inoue Rubber (Thailand) PCL. - Director of Sungold Holding Co., Ltd. - Director of Thai Inoac Components Co., Ltd. - Director and Executive Director of Kinno Hoshi Engineering Co., Ltd. | |
| Director/ Management Position in other business | <u>Listed companies</u> -None- <u>Non-listed companies</u> 1. Director of Sungold Holding Co., Ltd. 2. Director of Thai Inoac Components Co., Ltd. 3. Director of Kinno Hoshi Engineering Co., Ltd. <u>Other businesses</u> -None- <u>Other business that may cause conflict of interest</u> -None- | | |
| Meeting Attendance for 2022 | <ul style="list-style-type: none"> - Annual General Meeting of Shareholders - Board of Director's Meeting - Executive Committee's Meeting - Risk Management Committee's Meeting | <ul style="list-style-type: none"> 1/1 times 6/6 times 5/5 times 4/4 times | |

Basic Information of Proposed Auditors
Inoue Rubber (Thailand) Public Company Limited

1. Miss Sanicha Akarakittilap (Certified Public Accountant (CPA) Registration No. 8470)

Auditor Term: 1 Year

Business status

Audit Partner, PricewaterhouseCoopers ABAS Ltd.

Key work experience 20 years

Types of audited businesses:

- 1) Automotive
- 2) Consumer goods
- 3) Services & hospitality
- 4) Property
- 5) Construction
- 6) Industrial & manufacturing

2. Mr. Paiboon Tunkoon (Certified Public Accountant (CPA) Registration No. 4298)

Auditor Term: -None-

Business status

Audit Partner, PricewaterhouseCoopers ABAS Ltd.

Key work experience 32 years

Auditing experiences:

- 1) auditing and financial reporting especially International financial reporting standards (IFRS) and Thai Financial Reporting Standard (TFRS) applicable for both public companies and small and medium size companies
- 2) Initial Public Offering (IPO) across 3 countries (Thailand, Lao and Cambodia) and doing business in Lao and Cambodia. He also has some working experiences in Vietnam and Myanmar
- 3) Internal controls, risk management and governance
- 4) Sustainability reporting and corporate responsibility
- 5) Financial advisory in case of merger&acquisition and business rehabilitation

3. Ms. Nuntika Limviriyalers (Certified Public Accountant (CPA) Registration No. 7358)

Auditor Term: -None-

Business status

Audit Partner, PricewaterhouseCoopers ABAS Ltd.

Key work experience 22 years

Types of audited businesses:

- 1) Retail
- 2) Industrial & manufacturing
- 3) Construction
- 4) Energy
- 5) Telecommunication

Names and details of independent directors who are proposed as the proxy for shareholders

Inoue Rubber (Thailand) Public Company Limited

Name List and Details of Independent Directors who are proposed as Proxy for Shareholders

1. Mrs. Anchalee Chavanich

Position: Independent Director / Chairman of Audit Committee

Age: 72

Address: 258 Soi Rangsit - Nakornnayok 49, Prachathipat, Thunyaburi, Pathumthani 12130

Interest in considered agenda: Agenda 6

Special interest different from other directors: -None-



2. Assoc. prof. Jaruporn Viyanant

Position: Independent Director / Audit Committee/ Chairman of Good Corporate Governance and Social Responsibility Committee

Age: 78

Address: 258 Soi Rangsit - Nakornnayok 49, Prachathipat, Thunyaburi, Pathumthani 12130

Interest in considered agenda: Agenda 6

Special interest different from other directors: -None-



Remark: All abovementioned independent directors are considered to have interest in agenda 6: "To consider and approve the remunerations of the Board and the Sub-Committees in 2023". Nevertheless, the abovementioned directors do not have special interest different from other directors in every agendas as proposed in the Annual General Meeting in 2023.

The Company's Articles of Association relating to the Shareholder Meeting

The Company's Articles of Association related to the Shareholder Meeting

Chapter 4: Board of Directors

Clause 14. The directors shall be elected by a shareholder meeting in accordance with the following rules and procedures:

- 14.1 Each shareholder shall have one vote per one share
- 14.2 Each shareholder may exercise up to all the votes he has under sub-clause (14.1) in favor of anyone or more candidates but may not be allowed to allot his votes to any candidate in any number.
- 14.3 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 the 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 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.

Chapter 5: Shareholder Meeting

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 paragraph one, 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 paragraph one. 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.

The Company's Articles of Association relating to the Shareholder Meeting

In the case where, at the meeting called by the shareholders under the second paragraph, the number of the shareholders presented does not constitute quorum as prescribed by Clause 31, paragraph one, the shareholders under the first 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 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 net 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 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.

แบบหนังสือมอบฉันทะ (แบบ ก)
Proxy (Form A.)

เลขทะเบียนผู้ถือหุ้น เขียนที่
Shareholders' Registration No. Written at
วันที่ เดือน..... พ.ศ.
Date Month Year
ข้าพเจ้า สัญชาติ
I/We Nationality
อยู่บ้านเลขที่ ถนน ตำบล/แขวง
Residing at Road Tambol/Kwaeng
อำเภอ/เขต จังหวัด รหัสไปรษณีย์
Amphur/Khet Province Postal code
เป็นผู้ถือหุ้นของ บริษัท อินเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน)
As a Shareholder of Inoue Rubber (Thailand) Public Company Limited
โดยถือหุ้นจำนวนทั้งสิ้น หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง
Holding the total amount of shares And have the rights to vote equal to votes

ขอมอบฉันทะให้ Hereby appoint

(1) ชื่อ (Name) อายุ (age) ปี (years)

อยู่บ้านเลขที่ ถนน ตำบล/แขวง
Residing at Road Tambol/Kwaeng
อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ (or)
Amphur/Khet Province Postal code

(2) นางอัญชลี ชวนิชย์ (กรรมการอิสระ) Mrs. Anchalee Chavanich (Independent Director)

(3) รองศาสตราจารย์ จารุพร ไวยนันท์ (กรรมการอิสระ) Associate Professor Jaruporn Viyanant (Independent Director)

คนหนึ่งคนใด เพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันจันทร์ที่ 30 มกราคม 2566 เวลา 14.00 นาฬิกา ประชุมผ่านสื่ออิเล็กทรอนิกส์ ณ ห้องประชุม V1 ชั้น 2 ตึกสำนักงาน บริษัท อินเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน) เลขที่ 258 ซอยรังสิต-นครนายก 49 ต.ประชานิพัฒน์ อ.ธัญบุรี จ.ปทุมธานี 12130 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the Annual General Meeting of Shareholders for 2023 on Monday 30th January 2023, 14.00 hours Conducting by Teleconference through Electronic Devices (e-Meeting) from V1 Meeting Room, 2nd Floor, Office Building of Inoue Rubber (Thailand) Public Company Limited, 258 Soi Rangsit-Nakornnayok 49, Prachathipat, Thanyaburi, Pathumthani 12130 or at any adjournment thereof to any other date/time and venue.

กิจการใดที่ผู้รับมอบฉันทะกระทำให้ในการประชุมนี้ ให้ถือเสมือนว่าข้าพเจ้าได้ทำเองทุกประการ

I/We shall be liable for any action taken by the proxy holder at the meeting

ลงชื่อ/Signed..... ผู้มอบฉันทะ/Shareholder
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ

- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้
The shareholder shall grant proxy to only one proxy holder to attend and vote in the meeting. The number of shares may not be divided to more than one proxy holder in order to vote.
- ผู้ถือหุ้นจะต้องมอบฉันทะเท่ากับจำนวนหุ้นที่ถือโดยไม่สามารถมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ถือไว้ได้
The shareholder may grant proxy for the total number of shares held but may not grant proxy for the number less than the share actually held.

แบบหนังสือมอบฉันทะ (แบบ ข)
Proxy (Form B.)

เลขทะเบียนผู้ถือหุ้น
Shareholders' Registration No.

เขียนที่
Written at

วันที่ เดือน..... พ.ศ.
Date Month Year

ข้าพเจ้า สัญชาติ
I/We Nationality
อยู่บ้านเลขที่ ถนน ตำบล/แขวง
Residing at Road Tambol/Kwaeng
อำเภอ/เขต จังหวัด รหัสไปรษณีย์
Amphur/Khet Province Postal code

เป็นผู้ถือหุ้นของ บริษัท อินโนเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน)

As a Shareholder of Inoue Rubber (Thailand) Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้น หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง
Holding the total amount of shares , and have the rights to vote equal to votes

ขอมอบฉันทะให้

Hereby appoint

(1) ชื่อ (Name) อายุ (age) ปี (years)

อยู่บ้านเลขที่ ถนน ตำบล/แขวง
Residing at Road Tambol/Kwaeng
อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ (or)
Amphur/Khet Province Postal code

(2) นางอัญชลี ขวณิชย์ (กรรมการอิสระ) Mrs. Anchalee Chavanich (Independent Director)

(3) รองศาสตราจารย์ จารุพร ไวยนันท์ (กรรมการอิสระ) Associate Professor Jaruporn Viyanant (Independent Director)

คนหนึ่งคนใด เพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันจันทร์ที่ 30 มกราคม 2566 เวลา 14.00 นาฬิกา ประชุมผ่านสื่ออิเล็กทรอนิกส์ ณ ห้องประชุม V1 ชั้น 2 ตึกสำนักงาน บริษัท อินโนเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน) เลขที่ 258 ซอยรังสิต-นครนายก 49 ต.ประชาธิปัตย์ อ.ธัญบุรี จ.ปทุมธานี 12130 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the Annual General Meeting of Shareholders for 2023 on Monday 30th January 2023, 14.00 hours Conducting by Teleconference through Electronic Devices (e-Meeting) from V1 Meeting Room, 2nd Floor, Office Building of Inoue Rubber (Thailand) Public Company Limited, 258 Soi Rangsit-Nakornnayok 49, Prachathipat, Thanyaburi, Pathumthani 12130 or at any adjournment thereof to any other date/time and venue.

ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We will authorize the proxy to vote on my/our behalf at the meeting as follows:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy is entitled to cast the votes on my behalf at its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy must cast the votes in accordance with my following instructions:

- วาระที่ 1**
Agenda 1
- พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 เมื่อวันที่ 28 มกราคม 2565**
To consider and adopt the minutes of the 2022 Annual General Meeting of Shareholders, held on 28th January 2022
- เห็นด้วย ไม่เห็นด้วย จดออกเสียง
Approve Disapprove Abstain
- วาระที่ 2**
Agenda 2
- พิจารณารับทราบรายงานผลการดำเนินงานในปีบัญชี 2565**
To acknowledge the Company's operation results for the fiscal year 2022
- วาระนี้ไม่มีกรลงมติจากผู้ถือหุ้น เนื่องจากเป็นวาระเพื่อทราบ*
There is no voting in this Agenda as it is for acknowledgement.
- วาระที่ 3**
Agenda 3
- พิจารณาอนุมัติงบการเงิน ประจำปี 2565 สิ้นสุด ณ 30 กันยายน 2565**
To consider and approve the financial statement for the year ended 30th September 2022
- เห็นด้วย ไม่เห็นด้วย จดออกเสียง
Approve Disapprove Abstain
- วาระที่ 4**
Agenda 4
- พิจารณาอนุมัติการจ่ายเงินปันผล สำหรับผลการดำเนินงานรอบปี 2565**
To consider and approve the dividend payment for the year 2022
- เห็นด้วย ไม่เห็นด้วย จดออกเสียง
Approve Disapprove Abstain
- วาระที่ 5**
Agenda 5
- พิจารณาแต่งตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ**
To consider and approve the appointment of the directors in place of directors who are due to retire by rotation
- การแต่งตั้งกรรมการทั้งชุด การแต่งตั้งกรรมการรายบุคคล
To elect directors as a whole To elect each director individually
1. นายกิตติชัย รักตะกนิษฐ์
Mr. Kittichai Raktakanit
- เห็นด้วย ไม่เห็นด้วย จดออกเสียง
Approve Disapprove Abstain
2. นายสุรงค์ บูลกุล
Mr. Surong Bulakul
- เห็นด้วย ไม่เห็นด้วย จดออกเสียง
Approve Disapprove Abstain
3. นายทนง ลีอิสสระนุกูล
Mr. Thanong Leeissaranukul
- เห็นด้วย ไม่เห็นด้วย จดออกเสียง
Approve Disapprove Abstain
4. นายชิเกกิ ยามาตะ
Mr. Shigeki Yamada
- เห็นด้วย ไม่เห็นด้วย จดออกเสียง
Approve Disapprove Abstain
- วาระที่ 6**
Agenda 6
- พิจารณาอนุมัติกำหนดค่าตอบแทนกรรมการและคณะกรรมการชุดย่อย ประจำปี 2566**
To consider and approve the remuneration of the Board and sub-committees for the year 2023
- เห็นด้วย ไม่เห็นด้วย จดออกเสียง
Approve Disapprove Abstain
- วาระที่ 7**
Agenda 7
- พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2566**
To consider and appoint the external auditors and approve the audit fee for the year 2023
- เห็นด้วย ไม่เห็นด้วย จดออกเสียง
Approve Disapprove Abstain

วาระที่ 8
Agenda 8

เรื่องอื่นๆ (ถ้ามี)
Other topics (if any)

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the proxy in any Agenda which is not in accordance with this form of proxy shall be invalid and shall not be the vote of the shareholder.

ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณา หรือลงมติในเรื่องใด นอกเหนือจากที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/We do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the proxy shall be authorized to consider and vote the matter on my behalf as the proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้ทำเองทุกประการ

I/We shall be liable for any action taken by the proxy holder at the meeting

ลงชื่อ /Signed..... ผู้มอบฉันทะ/Shareholder
(.....)



ลงชื่อ /Signed ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ

Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้
The shareholder shall grant proxy to only one proxy holder to attend and vote in the meeting. The number of shares may not be divided to more than one proxy holder in order to vote.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
Either all or each of the members of the Board of Directors may be appointed in the agenda of appointment and election of the directors
3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
If the matters to be considered are more than those specified above, the proxy grantor may apply the Annex to Proxy Form B. as attached

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.
The Annex to the Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท อีโนเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน)

The proxy is granted by a shareholder of Inoue Rubber (Thailand) Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันจันทร์ที่ 30 มกราคม 2566 เวลา 14.00 นาฬิกา ประชุมผ่านสื่ออิเล็กทรอนิกส์ ณ ห้องประชุม V1 ชั้น 2 ตึกสำนักงาน บริษัท อีโนเว รับเบอร์ (ประเทศไทย) จำกัด(มหาชน) เลขที่ 258 ซอยรังสิต-นครนายก 49 ต.ประชาธิปัตย์ อ.ธัญบุรี จ.ปทุมธานี 12130 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Annual General Meeting of the shareholders for 2023 on Monday 30th January 2023, 14.00 hours Conducting by Teleconference through Electronic Devices (e-Meeting) from V1 Meeting Room, 2nd Floor, Office Building of Inoue Rubber (Thailand) Public Company Limited, 258 Soi Rangsit-Nakornnayok 49, Prachathipat, Thanyaburi, Pathumthani 12130 or at any adjournment thereof to any other date/time and venue.

ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We will authorize the proxy to vote on my/our behalf at the meeting as follows:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy is entitled to cast the votes on my behalf at its own discretion

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy must cast the votes in accordance with my following instructions:

วาระที่ เรื่อง

Agenda Subject

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่ เรื่อง

Agenda Subject

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่ เรื่อง

Agenda Subject

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

ข้าพเจ้าขอรับรองว่า รายละเอียดในใบต่อแบบหนังสือรับรองมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certify that the details in this annex to the proxy form are completely correct and totally true.

ลงชื่อ/Signed ผู้มอบฉันทะ/Shareholder

(.....)

วันที่ (Date)/...../.....

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy

(.....)

วันที่ (Date)/...../.....

แบบหนังสือมอบฉันทะ (แบบ ค)
(Proxy Form C.)

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)
(which is used in case the shareholder is a foreign investor and appoints the Custodian in Thailand be the Securities Depository)

เลขทะเบียนผู้ถือหุ้น เขียนที่
Shareholders' Registration No. Written at

วันที่ เดือน..... พ.ศ.
Date Month Year

ข้าพเจ้า สัญชาติ
I/We Nationality
อยู่บ้านเลขที่ ถนน ตำบล/แขวง
Residing at Road Tambol/Kwaeng
อำเภอ/เขต จังหวัด รหัสไปรษณีย์
Amphur/Khet Province Postal code

ในฐานะเป็นผู้ประกอบธุรกิจรับฝากและดูแลหุ้น (คัสโตเดียน) ให้กับ
As Custodian of

ซึ่งเป็นผู้ถือหุ้นของ บริษัท อินเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน)
Being a Shareholder of Inoue Rubber (Thailand) Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้น หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง
Holding the total amount of shares , and have the rights to vote equal to votes

ขอมอบฉันทะให้
Hereby appoint

(1) ชื่อ (Name) อายุ (age) ปี (years)
อยู่บ้านเลขที่ ถนน ตำบล/แขวง
Residing at Road Tambol/Kwaeng
อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ (or)
Amphur/Khet Province Postal code

(2) นางอัญชลี ชวนิชย์ (กรรมการอิสระ) Mrs. Anchalee Chavanich (Independent Director)

(3) รองศาสตราจารย์ จารุพร ไวยนันท์ (กรรมการอิสระ) Associate Professor Jaruporn Viyanant (Independent Director)

คนหนึ่งคนใด เพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันจันทร์ที่ 30 มกราคม 2566 เวลา 14.00 นาฬิกา ประชุมผ่านสื่ออิเล็กทรอนิกส์ ณ ห้องประชุม V1 ชั้น 2 ตึกสำนักงาน บริษัท อินเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน) เลขที่ 258 ซอยรังสิต-นครนายก 49 ต.ประชาธิปัตย์ อ.ธัญบุรี จ.ปทุมธานี 12130 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the Annual General Meeting of Shareholders for 2023 on Monday 30th January 2023, 14.00 hours Conducting by Teleconference through Electronic Devices (e-Meeting) from V1 Meeting Room, 2nd Floor, Office Building of Inoue Rubber (Thailand) Public Company Limited, 258 Soi Rangsit-Nakornayok 49, Prachathipat, Thanayaburi, Pathumthani 12130 or at any adjournment thereof to any other date/time and venue.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We have granted to my/our proxy to attend this meeting and vote therein as follows:

มอบฉันทะตามจำนวนหุ้นทั้งสิ้นที่ถือและมีสิทธิออกเสียงลงคะแนนได้
to vote based on the total number of shares held by me/us to which I/we am/are entitled

มอบฉันทะบางส่วน คือ
to split the votes as follows:

หุ้นสามัญ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ เสียง
ordinary share shares and have the right to vote vote

- (5) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/We authorized my proxy to cast the votes according to my intentions as follows:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy is entitled to cast the votes on my behalf at its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy must cast the votes in accordance with my following instructions

- วาระที่ 1
Agenda 1
- พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 เมื่อวันที่ 28 มกราคม 2565**
To consider and adopt the minutes of the 2022 Annual General Meeting of Shareholders, held on 28th January 2022
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 2
Agenda 2
- พิจารณารับทราบรายงานผลการดำเนินงานในปีบัญชี 2565**
To acknowledge the Company's operation results for the fiscal year 2022
- วาระนี้ไม่มีการลงมติจากผู้ถือหุ้น เนื่องจากเป็นวาระเพื่อทราบ
There is no voting in this Agenda as it is for acknowledgement.
- วาระที่ 3
Agenda 3
- พิจารณาอนุมัติงบการเงิน ประจำปี 2565 สิ้นสุด ณ 30 กันยายน 2565**
To consider and approve the financial statement for the year ended 30th September 2022
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 4
Agenda 4
- พิจารณาอนุมัติการจ่ายเงินปันผล สำหรับผลการดำเนินงานรอบปี 2565**
To consider and approve the dividend payment for the year 2022
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 5
Agenda 5
- พิจารณาแต่งตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ**
To consider and approve the appointment of the directors in place of directors who are due to retire by rotation
- การแต่งตั้งกรรมการทั้งชุด การแต่งตั้งกรรมการรายบุคคล
To elect directors as a whole To elect each director individually
1. นายกิตติชัย รักตะกนิษฐ์
Mr. Kittichai Raktakanit
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
2. นายสุรงค์ บูลกุล
Mr. Surong Bulakul
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
3. นายทนง ลีอิสสระนุกูล
Mr. Thanong Leeissaranukul
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
4. นายชิเกกิ ยามาตะ
Mr. Shigeki Yamada
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6
Agenda 6พิจารณาอนุมัติกำหนดค่าตอบแทนกรรมการและคณะกรรมการชด้อย ประจำปี 2566
To consider and approve the remuneration of the Board and sub-committees for the year 2023

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7
Agenda 7พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2566
To consider and appoint the external auditors and approve the audit fee for the year 2023

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 8
Agenda 8เรื่องอื่นๆ (ถ้ามี)
Other topics (if any)

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

(6) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the proxy in any Agenda which is not in accordance with this form of proxy shall be invalid and shall not be the vote of the shareholder.

ในกรณีที่ข้าพเจ้าไม่ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้นรวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/We do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the proxy shall be authorized to consider and vote the matter on my behalf as the proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้ทำเองทุกประการ
I/We shall be liable for any action taken by the proxy holder at the meeting



ลงชื่อ /Signed..... ผู้มอบฉันทะ/Shareholder
(.....)

ลงชื่อ /Signed ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ

- หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศ และแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากดูแลหุ้นให้เท่านั้น
This Proxy Form C. is applicable only to a shareholder whose name appears in the shareholder registration book as a foreign investor and a custodian in Thailand is appointed therefore.
- หลักฐานที่ต้องแนบพร้อมหนังสือมอบฉันทะ คือ
Evidence of documents required to be attached to the proxy form are:
 - หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
A Power of Attorney executed by the shareholder authorizing the custodian to execute the proxy form on behalf of such shareholder;
 - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
A letter confirming that the person executing the proxy form has obtained a license for being a custodian.
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
Either all or each of the members of the Board of Directors may be appointed in the agenda of appointment and election of the directors.
- ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ
If the matters to be considered are more than those specified above, the proxy grantor may apply the Annex to Proxy Form C. as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค.
The Annex to the Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท อินโนเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน)

The proxy is granted by a shareholder of Inoue Rubber (Thailand) Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันจันทร์ที่ 30 มกราคม 2566 เวลา 14.00 นาฬิกา ประชุมผ่านสื่ออิเล็กทรอนิกส์ ณ ห้องประชุม V1 ชั้น 2 ตึกสำนักงาน บริษัท อินโนเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน) เลขที่ 258 ซอยรังสิต-นครนายก 49 ต.ประชาธิปัตย์ อ.ธัญบุรี จ.ปทุมธานี 12130 หรือที่จะพึงเลื่อนไปในวัน เวลา และ สถานที่อื่นด้วย

For the Annual General Meeting of the shareholders for 2023 on Monday 30th January 2023, 14.00 hours Conducting by Teleconference through Electronic Devices (e-Meeting) from V1 Meeting Room, 2nd Floor, Office Building of Inoue Rubber (Thailand) Public Company Limited, 258 Soi Rangsit-Nakornnayok 49, Prachathipat, Thanyaburi, Pathumthani 12130 or at any adjournment thereof to any other date/time and venue.

ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We will authorize the proxy to vote on my/our behalf at the meeting as follows:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy is entitled to cast the votes on my behalf at its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy must cast the votes in accordance with my following instructions:

วาระที่ เรื่อง

Agenda Subject

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่ เรื่อง

Agenda Subject

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่ เรื่อง

Agenda Subject

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

ข้าพเจ้าขอรับรองว่า รายละเอียดในใบต่อแบบหนังสือรับรองมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certify that the details in this annex to the proxy form are completely correct and totally true.

ลงชื่อ/Signed ผู้มอบฉันทะ/Shareholder
(.....)
วันที่ (Date)/...../.....

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)
วันที่ (Date)/...../.....

Note _____

Note _____

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