

# Invitation Letter to Annual General Meeting of Shareholders

## AGM 2024

### Inoue Rubber (Thailand) Company Limited

Monday January 29, 2024 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



---

**27 December 2023**

Subject: Invitation to the 2024 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 2024 Annual General Meeting of Shareholders. Details are as follows:

Meeting date and time : January 29, 2024; 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 2023 Annual General Meeting of Shareholders, held on 30 January 2023**

**Propose and Rationale:** This is to ask for adoption. The Company held 2023 Annual General Meeting of Shareholders on 30 January 2023. 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](http://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 2023 Annual General Meeting of Shareholders, held on 30 January 2023 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 2023**

**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 2023 to the shareholders together with the explanation under the topic "Management Discussion and Analysis", as appeared in *Enclosure 2: 56-1 One Report 2023 (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 2023 to the Shareholders' meeting for acknowledgement. The Company has summarized the operation results and significant changes that occurred in 2023 in the Company's 56-1 One Report 2023.

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

**Agenda 3 To consider and approve the financial statements of 2023, ended 30 September 2023**

**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 2023 as shown in the Company's 56-1 One Report 2023 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 2023 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 2023, 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          |
|---|-----------------|-----------------|---------------|
|   | 2022            | 2023            |               |
| <b>Total Revenues</b>                         | <b>5,951.10</b> | <b>5,476.96</b> | <b>-7.97%</b> |
| <b>Cost of Sales and Services</b>             | <b>5,442.82</b> | <b>4,926.64</b> | <b>-9.48%</b> |
| <b>Selling and Administration Expenses</b>    | <b>385.90</b>   | <b>380.19</b>   | <b>-1.48%</b> |
| <b>EBIT</b>                                   | <b>122.38</b>   | <b>170.13</b>   | <b>39.02%</b> |
| <b>Net Profit</b>                             | <b>109.94</b>   | <b>159.77</b>   | <b>45.32%</b> |
| <b>Basic Earnings per Share (baht: share)</b> | <b>0.57</b>     | <b>0.83</b>     | <b>45.11%</b> |

**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 2023**

**Propose and Rationale:** This is to ask for approval. The Company has separate net profit for the fiscal year 2023 at the amount of 160,624,178 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 19,220,770 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 2024 approve the proposed dividend, the Board shall determine the record date for the shareholders who are entitled to the dividend payment on 9 February 2024. 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 2024. The dividend payment will be made on 28 February 2024.

**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 in 2023, which is in accordance with the Company dividend payment policy, at the rate of 0.4178 baht per share, which are paid from BOI business at the rate of 0.4178 baht per share, or equivalent to the total of 80,304,378 baht.

**Table of 3-Year Dividend Payment Comparison**

| Dividend Payment                      | Fiscal Year Oct 1 <sup>st</sup> – Sep 30 <sup>th</sup> |               |                    |
|---------------------------------------|--|---------------|--------------------|
|                                       | 2021   | 2022          | 2023<br>(proposed) |
| Net profit (Million Baht)             | 340.03   | 111.86        | 160.62             |
| Number of Share (Million Shares)      | 192.21   | 192.21        | 192.21             |
| <b>Dividend Payment (Baht: Share)</b> |  |               |                    |
| - From BOI business                   | 0  | 0.2496        | 0.4178             |
| - From Non-BOI business               | 0.8845   | 0.0414        | 0                  |
| <b>Total (Baht: Share)</b>            | <b>0.8845</b>  | <b>0.2910</b> | <b>0.4178</b>      |
| Total Dividend Amount (Million Baht)  | 170.01   | 55.93         | 80.30              |
| 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) Mrs. | Pimjai   | Leeissaranukul | Director |
| 2) Mrs. | Porntip  | Sethiwan       | Director |
| 3) Mr.  | Soichi   | Inoue          | Director |
| 4) Mr.  | Masayuki | Inoue          | Director |

**The Board's Opinion** (excluding votes from directors who retire by rotation): The Board agreed to propose the shareholders' meeting to consider and elect 4 directors to replace the directors who retire by rotation namely;

- |         |         |                |          |
|---------|---------|----------------|----------|
| 1) Mrs. | Pimjai  | Leeissaranukul | Director |
| 2) Mrs. | Porntip | Sethiwan       | Director |
| 3) Mr.  | Soichi  | Inoue          | Director |
| 4) Mr.  | Kenjiro | Miwa           | Director |

*(Remark: Mr. Kenjiro Miwa is a nominated director to replace Mr. Masayuki Inoue who retire by rotation.)*

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.

Information of each nominated director about biography, 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 2023. 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 2024**

**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 2024 in the form of annual remuneration fee and meeting allowance as follows:

**Table of Directors' Remuneration**

| Type of Remuneration  | Amount (Baht) |                       |
|---|---------------|-----------------------|
|   | FY 2023       | FY 2024<br>(proposed) |
| <b>1. Annual Remuneration Fee (per year)</b>                  |               |                       |
| Chairman of Audit Committee                                   | 450,000       | 450,000               |
| Chairman of Risk Management Committee                         | 200,000       | 200,000               |
| Chairman of Corporate Governance and Sustainability Committee | 200,000       | 200,000               |
| Independent Director  | 500,000       | 500,000               |
| Director  | 300,000       | 300,000               |
| <b>2. Meeting allowance (per meeting)</b>                     | 10,000        | 10,000                |
| <b>3. Other benefit</b>                                       | -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 Chairman and President since they are the executive directors who 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 2024**

**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 2024, which is the 15th 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 2 years)
- 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 2023. 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 determination of the audit fee of the Company and its subsidiaries with the amount of 1,961,000 baht which increase from last year 4.24%, and the audit fee of BOI within the amount of 66,000 Baht per copy which increase from last year 1.85%. (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 2022          | FY 2023          | FY 2024<br>(Propose) | Change<br>FY 2024: FY 2023 |              |
|---|------------------|------------------|----------------------|----------------------------|--------------|
|   |                  |                  |                      | Amount<br>(Baht)           | %            |
| The Company's audit fee (Baht)  | 1,375,580        | 1,375,580        | 1,441,000            | 65,420                     | 4.76%        |
| Its subsidiaries' audit fee (Baht)  | 505,680          | 505,680          | 520,000              | 14,320                     | 2.83%        |
| <b>Total</b>  | <b>1,881,260</b> | <b>1,881,260</b> | <b>1,961,000</b>     | <b>79,740</b>              | <b>4.24%</b> |
| Audit fee for investment<br>promotion certification<br>(Baht/Certificate) | 64,800           | 64,800           | 66,000               | 1,200                      | 1.85%        |

**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 2024; 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 2024 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 2024 at the amount of 1,961,000 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