



บริษัท อีโนเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน)

INOUE RUBBER (THAILAND) PUBLIC COMPANY LIMITED

ทะเบียนเลขที่ บมจ.247 โรงงานรังสิต : 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 โรงงานวังน้อย : 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 PCL.247 RANGSIT FACTORY : 258, SOI RANGSIT-NAKORNNAKOK 49, PRACHATHIPAT, THANYABURI, PATHUMTHANI 12130, THAILAND. TEL : (66 2) 996 0890  
WANGNOI FACTORY : 157 MOO 5, PHAHOLYOTHIN RD., LAMSAI, WANGNOI, AYUTTHAYA 13170, THAILAND. TEL : (66 2) 996 1471 (5 LINES) FAX : (66 2) 996 1574

Attachment 3

**Profile of proposed directors who are retired by rotation**

Name : . Mr. Vichit Vuthisombut

Age : 71 years

Proposed position : Independent Director

Education : Bachelor's degree in Economic, Thammasat university

Director Training : DAP#27/2004  
DCP#51/2004  
From IOD

Work experiences : 2000 - Present The Committee & The Investor Club Association ( IC )  
within 5 years Subcommittee

2002 - Present Consultant Jongsathit Co.,Ltd  
Consultant A J Plast PLC.  
Independent Director Inoue Rubber (Thailand) PLC.  
And Audit Committee

2006 - Present Independent Director Thai-German products PLC.

2009 - Present Independent Director Siam Steel Service Center PLC.  
And Audit Committee

Position in Director : 8 years  
of the Board of IRC

Attendance : AGM 2/2 (or 100%)  
BOD 6/6 (or 100%)

Shareholding in IRC : None (or 0.00% of total issued shares)

Current position Director/ Management in other organization

Listed Company : 2 companies  
Thai-German products PLC. And Siam Steel Service Center PLC.

Non Listed Company : 1 company

Non Listed Company and May cause conflict of interest : None





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**Profile of proposed directors who are retired by rotation**

Name : Ms. Chaovana Viwatpanachati

Age : 51 years

Proposed position : Independent Director

Education : Bachelor's degree in Accounting  
Chulalongkorn University  
: Diploma of Management University of Newcastle, NSW  
Australia  
: Diploma in Auditing,1994, Thammasat University  
: Master of Management University of Wollongong, NSW  
Australia  
: Master's degree in Accounting  
Chulalongkorn University

Director Training : DAP # 2/2003  
DCP # 58/2005  
ACP # 14/2006  
From IOD

Work experiences within 5 years	: 1994 - Present	Director	Moore Stephens Asia Pacific Limited ( Hongkong )
		Director	Moore Stephens DIA Sevi Limited
	: 1995 - Present	Independent Director and Audit Committee	Food and Drink PLC.
		Managing Partner	Pitisevi & Company ( A member of Moore Stephens International Limited Group )
	: 2000 - Present	Independent Director and Audit Committee	Inoue Rubber (Thailand) PLC.
	: 2001 - 2007	Managing Director Member of the subcommittee Of Articles Drafting	Saving Assets Management co.,Ltd Federation of Accounting
: 2008 - Present	Auditing Standards Committee Member and The Committee Of the alumni association of Faculty of commerce and Accountancy	Chulalongkorn University Alumni Association	



Position in Director : 12 years  
of the Board of IRC

Attendance : AGM 2/2 (or 100%)  
BOD 6/6 (or 100%)

Shareholding in IRC : None (or 0.00% of total issued shares)

Current position Director/ Management in other organization

Listed Company : 1 Company ; Food and Drink PLC.

Non Listed Company : 4 companies

Non Listed Company and May cause conflict of interest : None



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**Profile of proposed directors who are retired by rotation**

Name : Mr. Apichart Leeissanukul

Age : 49 years

Proposed position : Director

Education : Bachelor's degree in Business Administration  
University of Thai Chamber  
Master's degree in Business Administration  
Oklahoma City University, USA.



Director Training : Director Certificate Program 8/2001 From IOD

Work experiences within 5 years	1987 - Present	Director	Rocket Steel Promotion Co.,Ltd.
	1991 - Present	Director	Inoue Rubber (Thailand) PLC.
	1992 - Present	Executive Vice -	Thai Stanley Electric PLC.
		President	
	1993 - Present	Director	Sopa-Kanok International Co.,Ltd
		Director	Pacific Industry (Thailand) Co.,Ltd.
		Vice President	Thai Stanley Foundation
	1995 - Present	Director	Sungold Holding Co.,Ltd.
	1996 - Present	Executive Vice-	Asian Stanley International Co.,Ltd.
		President	
	1997 - Present	Director	Sirivit Stanley Co.,Ltd
		Director	Daido Sittipol Co.,LTd
	1999 - Present	Chairman	Lao Stanley Co.,Ltd.
	2000 - Present	Director	Vietnam Stanley Electric Co.,LTd
	2002 - Present	Director	Investor Club Association
	2003 - Present	Director	S.K. Rubber Co.,Ltd.
2004 - Present	Executive Director	Investor Club Association	
2005 - Present	Director	Thai Listed Companies Association	
2006 - Present	Director	Total Oil (Thailand) Co.,Ltd	
	Director	PT. Indonesia Stanley Electric	

Position in Director : 21 years  
of the Board of IRC

Attendance : AGM 1/2 (or 50%)  
BOD 4/6 (or 67%)

Shareholding in IRC : 3,357,500 shares (or 1.68% of total issued shares)

Current position Director/ Management in other organization

Listed Company : 1 company  
- Director of Thai Stanley Electric PLC.

Non Listed Company : 16 companies

Non Listed Company and May cause conflict of interest : None



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**Profile of proposed directors who are retired by rotation**

Name : Mr. Atsushi Imamura  
Age : 54 years  
Proposed position : Managing Director  
Education : Bachelor's degree in Engineering  
Ritsumeikan University, Japan  
Director Training : None



Work experiences : 2004 - 2005 Executive Director Inoue Rubber (Thailand) PLC.  
within 5 years 2006 - 2011 Vice President and President Bridgestone IRC Manufacturing Co.,Ltd.  
2011 - Present Managing Director Inoue Rubber (Thailand) PLC.

Position in Director of the Board of IRC : 1 year and 10 months

Attendance : AGM 2/2 (or 100%)  
BOD 6/6 (or 100%)

Shareholding in IRC : None (or 0.00% of total issued shares)

Current position Director/ Management in other organization

Listed Company : None

Non Listed Company : 1 company

Non Listed Company and May cause conflict of interest : None



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The qualification of independent director of the Company has been made equal to minimum requirements stated in the Notification of the Capital Market Supervisory Board No. TorChor. 4/2552 dated February 20, 2009.

**Relationship characteristics of nominated persons qualified as an independent director**

Relationship characteristics	Name of nominated persons as an independent director	
	Mr.Vichit Vutthisombat	Ms.Chavana Viwatpanachati
<b>Holding of IRC's ordinary share</b>		
- Share amount	None	None
- The ratio of voting rights	None	None
Close related person or relatives to management or major shareholders of company and its subsidiaries	None	None
<b>Having relationship in any of these characteristics to company, subsidiary company, affiliated company or any juristic entity which may cause conflict of interest to the Company during the past 2 years</b>	None	None
- Being a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary	None	None
- Being a professional service provider (such as Auditor or Legal Consultant)	None	None
- Having business relationship (such as buy/sell goods, raw materials, or giving financial support such as borrowing or lending, etc.)	None	None

Definition of Independent Director

1. Not holding shares exceeding 1% of the total shares with voting rights of the Company, its parent Company, its subsidiary, its associated company, or any potential conflicting person, which shall be inclusive of the shares held by those related persons;
2. Not being nor having been a director participating in the management, employee, officer, consultant who receiving regular salary, or controlling person over the Company, its subsidiary company, its associated company, its parallel subsidiary company, or potential conflicting person, excepting that he/she has no such characteristic for at least two years before the date of filing of the application with the Office;
3. No being a person related by blood or by registration under laws as father, mother, spouse, sibling and child, including spouse of child of executive, major shareholder, controlling person, or such other person who will be nominated to take up the position of executive or controlling person of the Company or its subsidiary company;
4. Not having nor having had any business relationship with the Company, its parent company, its associated company, or potential conflicting person as might interfere with his/her use of independent discretion, including not being nor having been a major shareholder, or a dependent director, of a person who has a business relationship with the Company, its parent company, its subsidiary company, its associated company or potential conflicting person except that he/she has no such characteristic for at least two years before the date of filing of the application with the office;



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The business relationship mentioned in the above paragraph includes any trading transaction in the ordinary course of business, granting and taking a lease of real property, any transaction relating to assets or services, the grant or acceptance of financial assistance by way of loan, guarantee or deposit of assets as security for the performance of obligations and other similar transactions to the effect that an applicant or a party must pay a debt to the other party in an amount equal to 3% or more of its net tangible assets or Baht 20 million or more, whichever is lower. The calculation of connected transaction value as prescribed by Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions apply mutatis mutandis to the method used to calculate the amount of such indebtedness. In this connection, any indebtedness incurred during one year before the date on which the business relationship with the same person arose must be included;

5. Not being nor having been an auditor of the Company, its parent company, its subsidiary company, its associated company, or potential conflicting person, and not being a major shareholder, a dependent director, an executive, or partner of the auditing firm employing an auditor of the Company, its parent company, its subsidiary company, its associated company, or potential conflicting person except that he/she has no characteristic for at least two years before the date of filing of the application with the Office;
6. Not being nor having been any professional services providers including a legal advisor and a financial advisor, obtaining service fees of more than Baht 2 million per annum from the Company, its parent company, its subsidiary company, its associated company, or potential conflicting person. If a professional adviser is a legal entity, this will include a major shareholder, a dependent director, an executive, or a partner of such professional services provider except he/she has no such characteristic for at least two years before the date of filing of the application with the Office;
7. Not being a director appointed to represent any director of the Company, a major shareholder, or a shareholder who is a related person of the Company's major shareholder;
8. Not having any other characteristics which make it incapable of expressing an independent opinion with regard to the Company's operation.