



Invitation Letter to Annual General Meeting of shareholders No.1/2015

Thursday 29th, January 2015 at 2:00 pm
at Vitya Memorial Hall 2nd Floor,
Inoue Rubber (Thailand) Public Company Limited,
157 Moo 5 Phaholythin Rd., Lamsai, Wangnoi, Ayutthaya 13170

INOUE RUBBER (THAILAND) PUBLIC COMPANY LIMITED

www.ircthailand.com

Table of Contents

Invitation letter for Annual General Meeting of Shareholders No.1/2015

Supporting documents for 2015 Annual General Meeting of Shareholders Enclosure

- A copy of Minutes of Annual General Meeting of Shareholders No. 1/2014,
held on January 29, 2014 (*for Agenda 1*)..... 1
- Basic information of proposed directors
(*for Agenda 5*)..... 2

Supporting documents for attending 2015 Annual General Meeting of Shareholders Enclosure

- 3 proxy forms according to Announcement of Department of Business Development..... 3
 - Proxy Form A (A general form with simple details)
 - Proxy Form B (A form with elaborate details of proxy granting)
 - Proxy Form C (A form for foreign shareholders only)
- Names and details of independent directors who are proposed to act as proxies
for shareholders..... 4
- The Company's Articles of Association related to the shareholders' meeting
and statement of proxy procedures, attendance registration,
and documentation requirement..... 5
- Map of meeting place and pick-up points..... 6
- Meeting process..... 7



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
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December 22, 2014

Subject: Invitation to the 2015 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 2015 Annual General Meeting of Shareholders. Details are as follows:

Meeting date and time : Thursday 29th January 2015, 14.000 hours

Register time : 12.00 hours

Venue : Vitya Memorial Hall 2nd Floor,
Inoue Rubber (Thailand) Public Company Limited,
157 Moo 5 Phaholyothin Rd., Lamsai, Wangnoi, Ayutthaya 13170

Attachment Annual Report for the year 2014 (CD-ROM)

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

Agenda 1 To adopt the minutes of Annual General Meeting No.1/2014, held on January 29, 2014

Objective and Reason: The Company held the Annual General Meeting of Shareholders No.1/2014 on January 29, 2014, and the minutes of the meeting had been recorded and submitted to the Stock Exchange of Thailand and Ministry of Commerce within the time required by law and also disclosed in the Company's website (www.ircthailand.com). A copy of the minutes is attached hereto as enclosure 1.

Opinion of the Board: It is considered appropriate for the shareholders to approve the said minutes, which the Board of Directors had deemed it properly recorded.

Voting Requirement A resolution shall be adopted by the majority votes of shareholders attending and voting.

Agenda 2 To acknowledge the Company's performance for the recent year

Objective and Reason: According to the Company's Articles of Association Clause 34, the Board of Directors shall report the Company's performance for the year 2014 to the shareholders, as appeared in the Annual Report (CD-ROM) which is attached together with this invitation letter and is disclosed in the Company's website.

Opinion of the Board: It is considered appropriate to report the operations of year 2014 to the Meeting of Shareholders for acknowledgement.



Agenda 3

To approve the verified statements of financial position and statements of comprehensive income for the year ended September 30, 2014

Objective and Reason: According to Section 112 of Public Limited Companies Act, and the Company's Articles of Association Clause 37, the Company shall prepare the statements of financial position and statements of comprehensive income for the year ended, which has been audited by the auditor and propose to the Annual General Meeting for approval.

Opinion of the Audit Committee: The Audit Committee had reviewed the statements of financial position and statements of comprehensive income for the year ended September 30, 2014 which was audited by the certified public accountant from PriceWaterhouseCoopers ABAS Limited. The detail is shown in the 2014 Annual Report (CD-ROM) which is attached to this invitation letter and is disclosed in the Company's website. The Audit Committee deemed it appropriate to present the aforesaid financial report to the Board of Directors in order to propose to the shareholders' meeting for approval.

Opinion of the Board: It is considered appropriate for the shareholders to approve the statements of financial position and statements of comprehensive Income for the year ended September 30, 2014.

Voting Requirement A resolution shall be adopted by the majority votes of shareholders attending and voting.

Agenda 4

To consider and approve the appropriation of profit and dividend payment

Objective and Reason: The Company's consolidated net profit for the end fiscal 2014 is Baht 313.47 million, so the Company is able to pay dividend to shareholders in line with Section 115 of Public Limited Companies Act and the Company's Articles of Association Clause 39. Also, the Company shall allocate not less than 5 percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than 10 percent of the registered capital according to Section 116 of Public Limited Companies Act and the Company's Articles of Association Clause 40.

Dividend Payment Policy: The Company shall pay not more than 65 percent of consolidated net profit after deducting the corporate income tax and legal reserve. The yearly payout depends on many factors which should not significantly affect the Company's future operation.

Record Date and Book Closing Date: The Company had scheduled the record date on December 11, 2014 to determine the entitled Shareholders to attend 2015 Annual General Meeting and to receive the dividend, and the shareholder register book closing date on December 12, 2014 to compile the shareholder list pursuant to Section 225 of the Securities and Exchange Act. The dividend payment shall be made on February 19, 2015.

Agenda 4 (Continued)

Dividend Payment Comparison

Dividend Payment Detail	Fiscal Year Oct 1 – Sep 30		
	2014 (Propose)	2013	2012
Net income (Million Baht)	313.47	409.10	102.53
Number of Share (Million Shares)	200	200	200
Dividend Payment (Baht: Share)			
- From BOI business	0.4950	0.6254	0.2051
- From Non-BOI business	0.1319	0.1928	-
- Total	0.6269	0.8182	0.2051
Total Dividend Amount (Million Baht)	125.38	163.64	41.01
Dividend Payout Ratio (%)	40.00	40.00	40.00

Opinion of the Board: It is considered appropriate for the shareholders to consider approving the appropriation of the dividend payment at the above rate for the year 2014.

Voting Requirement A resolution shall be adopted by the majority votes of shareholders attending and voting.

Agenda 5

To consider the re-election of the directors who are retired by rotation

Objective and Reason: According to the Company's Articles of Association Clause 15 and Section 71 of Public Limited Companies Act, one-third of the directors must retire from office at Annual General Meeting of Shareholders. The four directors who must retire by rotation this year namely:

1. Mrs. Pimjai Leeissaranukul Chairman
2. Mrs. Porntip Sethiwan Director
3. Mr. Soichi Inoue Director
4. Mr. Masayuki Inoue Director

Opinion of the Board: Though the Company has not yet formed up Nominating Committee, the Board of Directors considers and screens persons with proper qualifications based on knowledge, ability, experience, and good working background. The Board therefore deems it appropriate to propose the shareholders' meeting to re-appoint the four retiring directors as the Company's directors for another term (the information on age, the Company's shareholding proportion, educational background and working experience are shown in *enclosure 2*).

Voting Requirement: A resolution shall be adopted by the majority votes of shareholders attending and voting that considerate each director individually.



Agenda 6

To consider and approve the directors' remuneration for the year 2015

Objective and Reason: According to Section 90 of Public Limited Companies Act, the directors' remuneration shall be approved by the Annual General Meeting of Shareholders. Since Remuneration Committee has not been formed, the Board of Directors has circumspectly determined the remuneration aligned with each director's duties and responsibilities. The said remuneration falls within the proper rate compared to the companies in the same industry. It is deemed appropriate to propose the shareholders' meeting to approve the directors' remuneration for the fiscal year 2015, amount of Baht 3.00 million.

Directors' Remuneration Policy

Type of Remuneration	Amount (Baht)
1. Annual Remuneration	
- Executive Director	80,000
- Non-executive Director	120,000
- Chairman of Audit Committee	300,000
- Audit Committee	220,000
2. Transportation allowance/ meeting	7,000
3. Other benefit	-None-

Opinion of the Board: It is considered appropriate for the shareholders to consider approving the remuneration for directors for the fiscal year 2015, amount of Baht 3.00 million as above details. Payment terms and conditions shall be determined by the Board of Directors.

Voting Requirement: A resolution shall be adopted by the majority votes of shareholders attending and voting.

Agenda 7

To consider and to appoint the auditor and fix the remuneration for the year 2015

Objective and Reason: According to Section 120 of Public Limited Companies Act and the Company's Articles of Association Clause 34, the appointment of the Company's auditors and the audit fee must be approved by the Annual General Meeting of Shareholders. In addition, a notification from the Capital Market Supervisory Board limits the appointment of an auditor who reviews, audits and expresses an opinion on the financial statements of listed companies to not more than five consecutive one-year terms. After five years, the auditors must be rotated. The new auditor of the same audit firm can be appointed.

The Audit Committee's Opinion: The Audit Committee selects the auditor by quality evaluation based on the past performance and possession of considerable knowledge, experience and expertise in auditing financial statements of companies in the same industry. Also, the proper audit fee is concerned.



Agenda 7 (Continued)

The Audit Committee deemed that the Board of Directors should propose the Annual General Meeting of Shareholders to appoint:

Ms. Napanuch Apichatsatien	CPA Number	5266	or
Mr. Chanchai Chaiprasit	CPA Number	3760	or
Mr. Paiboon Tunkoon	CPA Number	4298	

from PriceWaterhouseCoopers ABAS Limited to be the auditor and/or to express an opinion on the Company's and its subsidiaries' financial statements for the fiscal 2015. It is also deemed it appropriate to propose the auditor's remuneration for the fiscal 2015 at Baht 1,974,390.

Auditor's Remuneration Comparison

Type of Remuneration	2015 (Propose)	2014	Change (Increase)	
			Amount	Percentage
The Company's audit fee (Baht)	1,200,278	1,182,540	17,738	1.50
Its subsidiaries' audit fee (Baht)	450,112	443,460	6,652	1.50
Audit fee for investment promotion certification (Baht/Certificate)	64,800	64,800	-	-
Total	1,974,390	1,950,000	24,390	1.25

In addition, PwC and the proposed auditors are independent and have no conflict of interest with the Company, subsidiaries, the management, major shareholders or any related person.

Opinion of the Board: It is considered appropriate to propose Annual General Meeting of Shareholders to appoint (1) Ms. Napanuch Apichatsatien and/or (2) Mr. Chanchai Chaiprasit and/or (3) Mr. Paiboon Tunkoon from PriceWaterhouseCoopers ABAS Limited (PwC) as the Company and its subsidiaries' auditor for the year 2015, and to fix the remuneration of the auditor for the year 2015 at Baht 1,974,390.

Voting Requirement A resolution shall be adopted by the majority votes of shareholders attending and voting.

Agenda 8 Other topics (if any)

The Company scheduled the record date for the right to attend the 2015 Annual General Meeting of Shareholders and receive dividend on December 11, 2014. On December 12, 2014, a business day after the record date shall be the book closing date on which the shareholder list as specified in Section 225 of the Securities and Exchange Act. Therefore, the Company would like to invite the shareholders to attend the meeting at the date, time, and place specified above. The commencement for registration to attend the meeting will be from 12.00 p.m. onwards.



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

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In the case that a shareholder cannot attend the meeting, please appoint a proxy to attend and vote on his behalf by using one attached proxy form. The Company has attached the proxy form A, B and C (form C can be used by a foreign shareholder and appointed a custodian in Thailand only). Shareholders also can download the proxy form A, B or C from www.ircthailand.com and use only one form which is specified above.

Shareholders may appoint the Company's independent director to attend and vote on their behalves, whose information and qualification are stated in *enclosure 4*. In this Annual General Meeting, the Company request shareholders to send the proxy form to the Company within 24 January 2015 to Ms. Jaithip Chusatitsatienchoke, Company Secretary, Inoue Rubber (Thailand) Public Company Limited, No. 258, Soi Rangsit-Nakornnayok 49, Phachathipat, Thanyaburi, Pathumthani 12130. If shareholders have any inquiries about meeting agendas, please submit the inquiries in advance to ir@ircthailand.com, by facsimile at 02-996-1439 or by postal mail to the Company's above address.

As for minivan service to pick up shareholders to attend the meeting, the Company has arranged 2 pick-up points:

1. At an exit gate of the Stock Exchange of Thailand
The first minivan will leave at 12.00 hours and the second one will leave at 12.30 hours.
 2. At a car park area of BTS Skytrain Mochit Station
The first minivan will leave at 12.00 hours and the second one will leave at 12.30 hours.
- Details can be seen in the attached map.

Sincerely Yours,

(Mrs. Pimjai Leeissaranukul)

Chairman

Remark: The Company has provides the 2014 Annual Report as CD-ROM. However, if any shareholders would like to have the annual report as paper, they may request it from Investor Relations Section, Inoue Rubber (Thailand) Public Company Limited, No. 258 Soi Rangsit-Nakornnayok 49, Phachathipat, Thanyaburi, Pathumthani 12130 or telephone number: 02-996-0890, ext. 146 and 243.



Supporting documents for 2015 Annual General
Meeting of Shareholders

A copy of Minutes of Annual General Meeting of Shareholder
No. 1/2014, held on January 29, 2014



Minutes of the 2014 Annual General Meeting of Shareholders

Inoue Rubber (Thailand) Public Company Limited

Hold on Wednesday, January 29, 2014

At Vitya Memorial Hall 2nd Floor

157 Moo. 5 Phaholyothin Rd., Lamsai, Wangnoi, Ayutthaya 13170

The meeting commenced at 14.00 hours

Mrs. Pimjai Leeissaranukul, Chairman, welcomed shareholders on behalf of the Board of Directors and assigned Ms. Jaithip Chusatitsatienchoke, Company Secretary to act as Secretary of the meeting and introduce directors, executive directors and related parties who attended the meeting as follows:

Directors

- | | |
|---------------------------------------|--|
| 1. Mrs. Pimjai Leeissaranukul | Chairman |
| 2. Mr. Kazuo Sato | President |
| 3. Assoc.Prof.Dr. Chesada Loha-unchit | Chairman of Audit Committee / Independent Director |
| 4. Mr. Vichit Vuthisombut | Member of the Audit Committee / Independent Director |
| 5. Ms. Chaovana Viwatpanachati | Member of the Audit Committee / Independent Director |
| 6. Mr. Thanong Leeissaranukul | Director |
| 7. Mr. Apichart Leeissaranukul | Director |
| 8. Mrs. Porntip Setiwan | Director |

Executive Directors

- | | |
|-----------------------------|-------------------------------|
| 1. Mr. Takenori Nakamoto | 2. Ms. Witchuda Kupongsak |
| 3. Mr. Jatupol Lawhachainam | 4. Mr. Suchart Kootiratrakarn |

Related Parties

- | | |
|---|---|
| Mrs. Nattaporn Phan-udom and Mr. Sirawat Sangmahachai | External Auditors from PricewaterhouseCoopers ABAS Ltd. |
| Mrs. Yaowarote Klinboon | Legal Consultant from Weerawong, Chinnavat & Peangpanor Ltd., who acted as a meeting observer and an independent mediator in counting votes |
| Ms. Preawphan Songhong | Senior Accounting Manager |
| Ms. Supeeranat Jaruswattanawan | Investor Relations Officer who acted as a translator |





To make the meeting run smoothly, Secretary of the meeting was assigned to summarize a quorum and explain the vote counting procedure on each agenda as follows:

The Secretary of the meeting informed the meeting that there were 80 shareholders and proxy grantors who presented at the meeting, holding altogether 146,146,918 shares, or 73.07% of total shares which were more than one-third of the Company's total issued shares. A quorum therefore constituted in accordance with the Articles of Association of the Company. The Secretary stated the voting procedure as the following:

When the quorum was formed, the Chairman opened the meeting and asked Secretary of the meeting to explain the voting and counting procedures to the meeting.

- Shareholders shall have voting rights equal to the amount of shares held by them. One share shall be equivalent to one vote. Each shareholder may vote for, vote against, or abstain on each agenda by using the ballots received on registration.
- Only votes of against and abstentions were counted. Shareholders who voted against or abstain shall raise their hands, so that the staff could collect the ballots from them. Those votes would be deducted from the total number of votes casted by the shareholders presented at the meeting. The balance would be treated in favor of that agenda.
- In agenda 2, the shareholders were not required to vote as this agenda was for acknowledgement. In agenda 5, the re-election of directors who are retired by rotation, shareholders were required to vote on an individual director. The staff shall collect ballots from those who attended the meeting, including vote for, vote against and abstention. The votes shall be counted individually.
- Before casting a vote on each agenda, those who presented at the meeting were allowed to ask questions related to that agenda regarding appropriateness. Shareholders who wished to ask questions were requested to raise their hands and stated their names and surnames before asked questions or gave opinions.

The Chairman then proposed the meeting to consider the following agendas:

Agenda 1 To adopt the minutes of Annual General Meeting No. 1/2013, held on 29 January 2013

The Chairman proposed the meeting to consider and adopt the minutes of Annual General Meeting No. 1/2013, held on 29 January 2013, which had already been distributed to shareholders together with the notice of this meeting, as well as the minutes had been posted on the Company's website.



As no shareholders raised any objections or asked that the minutes be amended or added, the Chairman then requested the resolution from the meeting.

Resolution:

The meeting unanimously resolved that the minutes of the Annual General Meeting of shareholders No. 1/ 2013, held on 29 January 2013, would be adopted by the following votes:

Vote	Number of Votes (1 vote = 1 share)	% of the number of the total votes attending the meeting
1. Approved	146,146,918	100%
2. Disapproved	-	-
3. Abstained	-	-

Agenda 2 To acknowledge the Company's performance for the recent year

The Company's performance for the recent year was reported in the annual report which had already been distributed to shareholders together with the notice of this meeting. The shareholders were not required to vote as this agenda was for acknowledgement. Mr. Kazuo Sato, President was asked to report the summary of the Company's performance for the recent year to the meeting.

President (spoke in English) reported in accordance with the presentation in the form of graph comparison as follows:

From the first graph, Gross Domestic Product of the World fell dramatically during 2008 and 2009 due to the global financial crisis. Thailand and IRCT encountered the said crisis and were able to generate more total revenue since 2010.

Despite the cut in Thailand's GDP from 4.2% to 3.7% and the tottering economic situation of 2013, yet IRCT's total revenue increases by 4% in which contributed by 25.04% increase in sales revenue from Industrial Elastomer Parts.

After a quick fall in auto production rate during the Flood in Thailand, auto production rate jumped up as manufacturers filled up their stocks around the country to response to the demand as well as a big boost in revenue by the government's First-Car buyer scheme that raised market demand. However, the production rate dropped in 2013 due to the termination of First-Car buyer Scheme, high household debts and lower consumers' purchasing power.



The Motorcycle production was quite stable and did not fluctuate much except for the period during flood in 2011 - 2012, Aftermath of Flood, manufacturers fill up their inventory in the beginning of 2012 as well. However, the said economic situation in Thailand pulled down the production in the last quarter 2013.

Japanese Yen depreciated due to Quantitative Easing implementation causing Thai Baht to appreciate against JPY in the beginning last year. The tapering of QE3 caused the capital outflow out of Thailand during the last quarter of 2013, led to the appreciation of USD and JPY.

Crude oil price went up during the beginning of 2012 due to the higher market demand. In 2013, crude oil price trend indicates the declination due to the exacerbated existence of US shale oil and shale gas. The dramatic expansion of shale energy resources also pressurizes the competitiveness of crude oil in long-run. However, a post political unrest in Egypt drove crude oil prices up during period of July 2013.

Weak consumers' demand has resulted in the falling in both synthetic and natural rubber prices. Besides, an increase in natural rubber supply from the expansion of cultivating areas of natural rubber from 17 million rais in 2011 to 18.7 million rais in 2013 from which increases the world supply by approximately 6%, is another factor that pushes natural rubber price down.

The Company's total revenue increased by approximately 4% valued at Baht 6,835 million. The revenue derived from industrial elastomer parts and motorcycle tires and tubes with the revenue of 3,823 million Baht and 2,961 million Baht respectively. The low prices of raw materials also resulted in the lower cost of sales and service compared to that of last year resulting in Company's profit before financial costs and income tax of Baht 502 million Baht or increased by 248.51% and Company's net profit was Baht 409.10 million having an increase of 299%.

Financial index of 2013 included the net profit margin at 5.99%, D/E ratio at 0.62, ROE at 18.49% and Book Value/ share at 11.98 Baht.

The Chairman allowed the meeting to ask a question and shareholders inquired the following:

Mr. Chatchai Khun-ngarm (Shareholder):

Thank you and applaud for the annual report improvement by adding financial ratios of ROE, ROA and DE following my request, which the Company is regarded as a good example or model in low DE Ratio management.

According to the minutes of Annual General Meeting of Shareholders No. 1/2013, the following issues were suggested:

1. At page 5, "The Next Strategy Plan" should be added at the end of the agenda "To acknowledge the Company's performance for the recent year."



2. At page 11, the Company should consider paying dividend sooner after XD
3. At page 12, the Company should pay transportation allowance to shareholders who attend the meeting.

Did the Company consider the mentioned issues?

Chairman:

Thank you for compliment. The next strategy plan was prepared. However, there was the fluctuated condition since October and had tremendous effects which led to the Company adjust the plan mightily. Risk Committee had worked hard. Mr. Takenori Nakamoto, the President of Risk Committee would explain the past risks which caused the Company to review the mentioned plan.

Mr. Takenori Nakamoto, the President of Risk Committee:

Current Thailand domestic economic condition is not in following wind. Therefore, our marketing point of view already changed to export and non-automotive business. The investment is also for the same purposes to be used. Fortunately, our current equipment and technique can be used to those purposes. We have to consider it carefully. But we think we will win global competitive market. For this purpose, we might need to invest in manpower saving equipment and development method.

Mr. Chatchai Khun-ngarm (shareholder):

This year, it is accepted that the Company's performance is good while the dividend increases more. However, the graph of NR and SR Price Movement in the report of the Company's performance indicates that the rubber price is down. How does the lower price of rubber affect the cost of raw material?

Chairman:

Regarding the Company's performance reported by the President, it was found that the lower cost of raw material which results to the increasing of net profit for the year to 5.99, causes by total costs which partly derive from natural rubber, synthetic rubber and the lower price of oil.

This year, Mr. Takenori Nakamoto (the President of Risk Committee) explained that there are negative factors on all sides. The decreasing sales forecasts of some companies which sell products of living requisites are also negative signals. The Company does not know exactly if the mentioned factors may result to sale price reduction or not. Therefore, to be able to complete with the market, the decreasing cost of sales to sales volume proportion of rubber may be variable. The Company has to explain negatively first. Last year, the Company tried its best and intended to benefit to shareholders.

Mr. Paisan Vuthibunchon (shareholder):

Due to global economic forecast which seems bad and automotive demand of global market, I would like to know the opinion and policy in the next 1 – 2 years.

Chairman:

If American economics is in line to the expectation, the automotive industry will possibly be good. The interesting point is the electric vehicles which may influent in changing the product concepts. As the Company is a manufacturer of elastomer parts, it has the potential to the aforesaid. In the next 3 years, the Company anticipates that the automotive sector will be positive and the motorcycle sector will be moderate.

As no shareholders put forward any more question, the Chairman then proceed to the net agenda.

Agenda 3 To approve the verified statement of financial position and statements of comprehensive income for the year ended September 30, 2013

The Chairman proposed the meeting to consider and approve the verified statements of financial position and statements of comprehensive income for the year ended September 30, 2013 which were illustrated in an annual report, distributing to shareholders in the form of CD Rom and disclosing on the company's website.

The Chairman allowed the meeting to ask a question. As no one put forward any more question, the Chairman then inquired the meeting for the resolution.

Resolution:

The meeting unanimously approved the verified statements of financial position and statements of comprehensive income for the year ended September 30, 2013, by the following votes:

Vote	Number of Votes (1 vote = 1 share)	% of the number of the total votes attending the meeting
1. Approved	146,148,918	100%
2. Disapproved	-	-
3. Abstained	-	-

Remarks: There were additional registrations from 2 shareholders which resulted to the total number of shares at 146,148,918.



Agenda 4 To consider and approve the appropriation of profit and dividend payment

The Chairman asked the Secretary of the meeting to explain the Company's dividend payment policy.

The Secretary of the meeting informed that the company has the dividend payment policy to pay out dividend not more than 65 percent of net profit of consolidated financial statements after deducting corporate income tax and legal reserve by considering the fiscal year's performance.

The Chairman proposed the meeting to consider and approve the dividend payment to the shareholders for the accounting period of 1 October 2012 – 30 September 2013 at 0.8182 Baht per share. The dividend will be paid from the net profit derived from BOI business at 0.6254 Baht per share and Non-BOI business at 0.1928 Baht per share, totaling 163,640,000.00 Baht (one hundred sixty-three million and six hundred forty thousand Baht) or 40 % of net profit of the consolidated financial statements. The dividend was scheduled to be paid to the shareholders on 24 February 2014.

The Chairman opened for questions. As no one put forward any more question, the Chairman then inquired the meeting for the resolution.

Resolution:

The meeting unanimously approved the appropriation of profit and dividend payment by the following votes:

Vote	Number of Votes (1 vote = 1 share)	% of the number of the total votes attending the meeting
1. Approved	146,148,918	100%
2. Disapproved	-	-
3. Abstained	-	-

Agenda 5 To consider the re-election of the directors who are retired by rotation

The Chairman informed the meeting that this year, there were 4 directors who had to retire by rotation, namely:

- | | |
|---------------------------------------|--|
| 1. Assoc.Prof.Dr. Chesada Loha-unchit | Chairman of Audit Committee / Independent Director |
| 2. Mr. Thanong Leeissaranukul | Director |
| 3. Mr. Kiyoharu Mizushima | Director |
| 4. Mr. Makoto Hashimoto | Independent Director |

To be in accordance with Good Corporate Governance, the mentioned directors were invited to leave the meeting room. The Boards of Directors had considered and been of the opinion that the 4 retired directors were suitably qualified, knowledgeable and capable. According to the past accomplishments, the directors had performed their duties with honesty and prudence, and regarding benefits to the Company's business operation. The meeting was asked to consider retired directors individually as follows:

Agenda 5.1 To consider the re-election of Assoc.Prof.Dr. Chesada Loha-unchit

As no one raised a question, the Chairman then requested the resolution from the meeting.

Resolution:

The meeting considered and unanimously approved the re-election of Assoc.Prof.Dr. Chesada Loha-unchit by the following votes:

Vote	Number of Votes (1 vote = 1 share)	% of the number of the total votes attending the meeting
1. Approved	146,148,918	100%
2. Disapproved	-	-
3. Abstained	-	-

Agenda 5.2 To consider the re-election of Mr. Thanong Leeissaranukul

As no one raised a question, the Chairman then requested the resolution from the meeting.

Resolution:

The meeting considered and unanimously approved the re-election of Mr. Thanong Leeissaranukul by the following votes:

Vote	Number of Votes (1 vote = 1 share)	% of the number of the total votes attending the meeting
1. Approved	146,148,918	100%
2. Disapproved	-	-
3. Abstained	-	-

Agenda 5.3 To consider the re-election of Mr. Kiyoharu Mizushima

As no one raised a question, the Chairman then requested the resolution from the meeting.



Resolution:

The meeting considered and approved the re-election of Mr. Kiyoharu Mizushima by majority of the total number of votes as follows:

Vote	Number of Votes (1 vote = 1 share)	% of the number of the total votes attending the meeting
1. Approved	145,713,718	99.70%
2. Disapproved	435,200	0.30%
3. Abstained	-	-

Agenda 5.4 To consider the re-election of Mr. Makoto Hashimoto

As no one raised a question, the Chairman then requested the resolution from the meeting.

Resolution:

The meeting considered and approved the re-election of Mr. Makoto Hashimoto by majority of the total number of votes as follows:

Vote	Number of Votes (1 vote = 1 share)	% of the number of the total votes attending the meeting
1. Approved	145,713,718	99.70%
2. Disapproved	435,200	0.30%
3. Abstained	-	-

When finished voting for this agenda, the Chairman invited the directors who left the meeting room to come back to the meeting and then proceeded to the next agenda.

Agenda 6 To consider and approve the remuneration of the Board of Directors for the year 2014

The Chairman proposed the meeting to approve the remuneration of the Board of Directors for the year 2014 with the same rate as the previous year as follows:

Non-Executive Director	120,000	Baht/ person/ year
Executive Director	80,000	Baht/ person/ year
Chairman of Audit Committee	300,000	Baht/ person/ year
Audit Committee	220,000	Baht/ person/ year



The transportation allowance is proposed to increase from 2,000 Baht/ Meeting to 7,000 Baht/ Meeting (only those attend the meeting will be entitled to this allowance.

As no one raised a question, the Chairman then requested the resolution from the meeting.

Resolution:

The meeting considered and unanimously approved the remuneration of the Board of Directors for the year 2014 by the following votes;

Vote	Number of Votes (1 vote = 1 share)	% of the number of the total votes attending the meeting
1. Approved	146,148,918	100%
2. Disapproved	-	-
3. Abstained	-	-

Agenda 7 To consider and to appoint the auditors and fix remuneration for the year 2014

The Chairman proposed the meeting to consider and appoint Mrs. Nattaporn Phan-Udom, Certified Public Accountant No.3430, or Mrs. Unakorn Phruithuthada, Certified Public Accountant No.3257, or Mrs. Anothai Leekitwattana, Certified Public Accountant No.3442 from PriceWaterhouseCoopers ABAS Ltd. (PwC) to be an auditor of the Company and its subsidiary for the year 2014, and fix the remuneration at 1,950,000 Baht (3.81% increase) as the following details:

Annual Financial Audit Fee	455,460	Baht
3 Quarterly Financial Audit Fees	727,080	Baht (242,360 Baht per quarter)
Subsidiary Audit Fee	443,460	Baht (221,730 Baht per company)
Audit Fee with One Investment	324,000	Baht (64,800 Baht per certificate)
Promotion Certification		

As no one raised a question, the Chairman then requested the resolution from the meeting

Resolution:

The meeting considered and unanimously approved the auditor's appointment and remuneration by the following votes;



Vote	Number of Votes (1 vote = 1 share)	% of the number of the total votes attending the meeting
1. Approved	146,148,918	100%
2. Disapproved	-	-
3. Abstained	-	-

Agenda 8 Other topics (if any)

As no any other issue proposed, the Chairman then allowed shareholders to ask the following questions:

Mr. Wutthichai Peerapattanaphum (shareholder):

1. According to page 27, (the first paragraph) of the annual report, which stated "It was profoundly recognized as a success that the company could innovate and research to the extent that satisfied the customers. The product will be implemented on Isuzu's new engine next year," what is that product and how much is the estimated value?
2. At page 27 of the annual report (the second paragraph), please clarify "the Company was able to gain its ground in the new competitive market of industrial elastomer parts in which the Company previously could not compete in. Today, the Company is capable of competing in both existing and new customer bases."
3. How much does the Company allocate the investment budget and which parts the Company will invest on for the year 2014?
4. What are positive factors that the Company perceives in the year 2014?

Chairman

1. The existing Hose Air Intakes used in Isuzu truck are made of plastic, however, IRCT- R&D has developed the same function product made of elastomer and proposed to the customer. Isuzu accepted to use our proposed part with superior in quality from September 2014 onwards. The sales amount of this part is unknown due to the volatile situation.
2. The Company has good research and development, and technology base, and Japanese executives give support in term of connection. Besides the automotive industry, the market is expanded to the other industries such as agricultural machinery industry, and electrical and electronic industry which innovations can be presented to those markets.

3. Regarding the explanation by the President of Risk Committee, this year, there are high risks according to the effects of the past 3 – 4 months, market situation has been unstable and purchasing power is low. The oversea markets are high in competition also. Therefore, the Company is reviewing all issues, even re-considered the approved investment budget.

4. The most important resource to complete in both Global and AEC is the Human Resource. This situation is very positive on HR-development. In the meantime, the development of machineries and the automation system to off-set the high-labor cost will be on plan in order to increase the long-time efficiency per head. In addition, the export market is positive as the depreciation of Thai Baht.

Mr. Decha Soontrrachun (shareholder):

What is the Company's short-term plan in dealing with negative factors during this period?

Chairman

According to information of last year, it was found that effected variables included various factors. However, the Company will try to manage margin and net profit margin to meet the target. Regarding sales decreased state, the Company will manage the fixed cost and the variable cost to maintain the margin. The short-term plan is to control the operation cost to the utmost whereas the marketing will actively fulfil the market.

Mr. Thara Cholpranee (shareholder):

According to the comparison number of revenue structure (page 28 of annual report), the main income derives from industrial elastomer parts at 2,245 million Baht in 2011 and 2,508 million Baht in 2012 and increases to 3,160 million Baht in 2013. However, the export market has not changed much. It was found that tire-tube products gradually decrease from 2,502 million Baht in 2011 to 2,124 million Baht in 2013. The jump in sales revenue of industrial elastomer parts is caused by the First Car policy, what will the management plan to do when the campaign is over? Was the production capacity of last year to the utmost? What is its percentage to total production capacity? How much does it decrease this year?

Chairman

The automotive master plan is 2.5 million units in 2014. In 2013, the number was beyond the plan which was caused by stimulating the market with the First Car Policy since 2011. Simultaneously, automotive manufacturers and Supply Chain have accelerated the investment on production capacity in line with the master plan of 2014 by investing earlier and reinforcing with overtime working to be able to support the demand of the market at that time.



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

ทะเบียนเลขที่ บมจ.247 สำนักงานรังสิต : 258 ซอย รัชสิต-นครนายก 49 ด.ประชาธิปไตย อ.ชัยบุรี 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 ต.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-NAKORNNAYOK 49, PRACHATHIPAT, THANYABURI, PATHUMTHANI 12130, THAILAND. TEL : (66 2) 996 0890 (23 LINES) FAX : (66 2) 996 1439
 WANGNOI FACTORY : 157 MOO 5, PHAHOLYOTHIN RD., LAMSAI, WANGNOI, AYUTTHAYA 13170, THAILAND. TEL : (66 2) 996 1471 (5 LINES) FAX : (66 2) 996 1574

Thailand automotive industry has two major products in the global market. Pickup truck is regarded as the number one. Thailand tries to make the Eco car to be the number two. If Thai Baht depreciates and the marketing of automotive manufacturers is as expected, the tendency will be positive. Simultaneously, elastomer parts' revenue derives from both automotive and motorcycle industry, it is thus expected that the motorcycle market would be invariable. However, it is expected that domestic automotive market will be slow down in 2014, when compared to the last year that there was rapidly expanding of the First Car Policy. In the meantime, the Company will control the cost, expand the market as much as we can and maintain the same fundamental. The current usage proportion of production capacity is approximately 80%. It is about 90% compared to the last year.

As no any other issue proposed, the Chairman thanked all the shareholders for their attendance and declared the meeting adjourned.

The meeting closed at 15.20 hours

Sign 
 (Mrs.Pimjai Leeissranukul)
 Chairman of the meeting





Supporting documents for 2015 Annual General
Meeting of Shareholders

Basic information of proposed directors

Basic Information of directors who are retired by rotation and proposed to re-elect

Inoue Rubber (Thailand) Public Company Limited

Name – Surname	Mrs. Pimjai Leeissaranukul	
Age	53 years	
Proposed position	Director	
Date of appointment	1986	
Term of directorship	28 years	
Shareholding as of December 12, 2014	2.44%	
Relation with directors	Sister of Mr. Thanong Leeissaranukul, Mr. Apichart Leeissanukul and Mrs. Pornthip Sethiwan	
Educational qualification	Bachelor's Degree in Engineering, Chulalongkorn University Master's Degree in Business Administration, Drexel University, Philadelphia, USA	
Training courses from Thai Institute of Directors Association (IOD)	Director Certification Program (DCP) 37/2003 Role of the Chairman Program (RCP) 31/2013 Risk Management Committee Program (RMP) 1/2013	
Training courses from Capital Market (CMA)	Capital Market Academy Leadership Program class 10	
Training course from National Defence College (NDC)	NDC Course (JSPS), Class 26/2013	
Work experiences within the past 5 years	1983 – Present Director of Thai Stanley Electric PLC. 1986 – 1993 Managing Director of Inoue Rubber (Thailand) Co., Ltd. 1993 - May 2007 Managing Director & Vice President of Inoue Rubber (Thailand) PLC. 2007 – 2013 Director & President of Inoue Rubber (Thailand) PLC. 2013 – Present Chairman of Inoue Rubber (Thailand) PLC. 1993 – Present Director of Sopa-Kanok International Co., Ltd. 1995 – Present President of Toei-Inoac Co., Ltd. 1995 – Present Director of IRC (Asia) Research Co., Ltd. 1995 – Present Director of Sungold Holding Co., Ltd. 2001 – Present Director of Kinno Hoshi Engineering Co., Ltd. 2003 – Present Director of S.K. Rubber Co., Ltd. 2006 – Present Director of Daido Sittipol Co., Ltd. 2010 – Present Global Advisory Board Member of Babson College, MA, USA	

Work experiences within the past 5 years (Continued)	2010 – 2014	Executive Board as External Advisory Expert of Faculty of Engineering, Chulalongkorn University
	2012 – Present	Director of Risk Management Club Thai Listed Companies Association
	2014 – Present	Member of the Board and Deputy Secretary General, Public Relations, The Federation of Thai Industries
	2014 – Present	Member of the Board of Thai Women Engineers, The Engineering Institute of Thailand

Position of director/
management in other organizations

- 1 Listed company: Thai Stanley Electric PLC.
- 7 Non-listed companies:
 - Sopa-Kanok International Co., Ltd.
 - Toei-Inoac Co., Ltd.
 - IRC (Asia) Research Co., Ltd.
 - Sungold Holding Co., Ltd.
 - Kinno Hoshi Engineering Co., Ltd.
 - S.K. Rubber Co., Ltd.
 - Daido Sittipol Co., Ltd.
- Other company which may cause conflict of interest - None

Meeting attendance for 2014

- Annual General Meeting of Shareholders 1/1
- The Board of Directors' Meeting 6/6
- The Executive Committee's Meeting 6/6

Illegal record in the past 10 years - None -

Basic Information of directors who are retired by rotation and proposed to re-elect

Inoue Rubber (Thailand) Public Company Limited

Name – Surname	Mrs. Porntip Sethiwan	
Age	47 years	
Proposed position	Director	
Date of appointment	1991	
Term of directorship	23 years	
Shareholding as of December 12, 2014	2.04%	
Relation with directors	Sister of Mrs. Pimjai Leeissaranukul, Mr. Thanong Leeissaranukul and Mr. Apichart Leeissaranukul	
Educational qualification	Bachelor's degree in Business Administration, Chulalongkorn University	
Training courses from Thai Institute of Directors Association (IOD)	Director Accreditation Program (DAP) 5/2003 Role of the Compensation (RCC) 17/2013	
Work experiences within the past 5 years	1980 - Present Director of Thai Stanley Electric PLC. 1986 – Present Director of Seng Guan Hong Co., Ltd. 1990 – Present Executive Director of The Sittipol 1919 Co., Ltd. 1990 – Present Managing Director of Pacific Industry (Thailand) Co., Ltd. 1991 – Present Director of Inoue Rubber (Thailand) PLC 1993 – Present Director of Sopa-Kanok International Co., Ltd. 1996 – Present Vice-President of Bike Clinic Co., Ltd. 1996 – Present Director of Daido Sittipol Co., Ltd. 2003 – Present Director of S.K. Rubber Co., Ltd. 2006 – Present Director of IRC (Asia) Research Co., Ltd.	
Position of director/ management in other organization	<ul style="list-style-type: none"> ■ 1 Listed company: Thai Stanley Electric PLC. 	

- 8 Non-listed companies:
 - Seng Guan Hong Co., Ltd.
 - The Sittipol 1919 Co., Ltd.
 - Pacific Industry (Thailand) Co., Ltd.
 - Sopa-Kanok International Co., Ltd.
 - Bike Clinic Co., Ltd.
 - Daido Sittipol Co., Ltd.
 - S.K. Rubber Co., Ltd.
 - IRC (Asia) Research Co., Ltd.

- Other company which may cause conflict of interest
 - None

Meeting attendance for 2014


- Annual General Meeting of Shareholders 1/1
- The Board of Directors' Meeting 6/6

Illegal record in the past 10 years

- None -


Basic Information of directors who are retired by rotation and proposed to re-elect

Inoue Rubber (Thailand) Public Company Limited

Name – Surname	Mr. Soichi Inoue	
Age	85 years	
Proposed position	Director	
Date of appointment	1969	
Term of directorship	45 years	
Shareholding as of December 12, 2014	None	
Relation with directors	Father of Mr. Masayuki Inoue	
Educational qualification	Bachelor's degree in Economics, Kobe University, Japan	
Work experiences within the past 5 years	1969 - Feb 2010	Vice-Chairman of Inoue Rubber (Thailand) PLC.
	Feb 2010 – Present	Director of Inoue Rubber (Thailand) PLC.
	1973 – Present	President of Inoue Rubber Co., Ltd, Japan
	1975 – Present	President of Inoac International Co., Ltd.
	1986 – Present	President of Inoac Technical Center Co., Ltd.
	2000 – Present	Chairman & CEO of Inoac Corporation Co., Ltd.
Position of director/ management in other organization	<ul style="list-style-type: none"> ■ Listed company: - None- ■ 4 Non-listed companies: <ul style="list-style-type: none"> - Inoue Rubber Co., Ltd, Japan - Inoac International Co., Ltd. - Inoac Technical Center Co., Ltd. - Inoac Corporation Co., Ltd. ■ Other company which may cause conflict of interest - None 	
Meeting attendance for 2014	<ul style="list-style-type: none"> ■ Annual General Meeting of Shareholders 0/1 ■ The Board of Directors' Meeting 0/6 	
Illegal record in the past 10 years	- None -	

Basic Information of directors who are retired by rotation and proposed to re-elect

Inoue Rubber (Thailand) Public Company Limited

Name – Surname	Mr. Masayuki Inoue	
Age	49 years	
Proposed position	Director	
Date of appointment	1991	
Term of directorship	23 years	
Shareholding as of December 12, 2014	None	
Relation with directors	Son of Mr. Soichi Inoue	
Educational qualification	Master's degree in International Management, Aoyama Gakuin Graduate School, Japan	
Training courses from Thai Institute of Directors Association (IOD)	Director Accreditation Program (DAP) 65/2007	
Work experiences within the past 5 years	1991 - Apr 2004	Director & General Manager of Inoue Rubber Co., Ltd, Japan
	Apr 2004 – Present	Executive Vice President of Inoue Rubber Co., Ltd., Japan
	1991 – Present	Director of Inoue Rubber (Thailand) PLC.
	1993 - Mar 2007	Director of Inoac Corporation Co., Ltd.
	Apr 2007 – Present	Managing Executive Officer of Inoac Corporation Co., Ltd.
	1995 – Present	Director of Sungold Holding Co., Ltd.
Position of director/ management in other organization	<ul style="list-style-type: none"> ▪ Listed Company: - None - ▪ 3 Non-listed Companies: - Inoue Rubber Co., Ltd., - Inoac Corporation Co., Ltd. - Sungold Holding Co., Ltd. ▪ Other company which may cause conflict of interest - None - 	
Meeting attendance for 2014	<ul style="list-style-type: none"> ▪ Annual General Meeting of Shareholders 0/1 ▪ The Board of Directors' Meeting 1/6 	
Illegal record in the past 10 years	- None -	



Supporting documents for attending 2015 Annual General Meeting of Shareholders

3 proxy forms according to Announcement of Department of Business Development

- ◆ Proxy From A (A general form with simple details)
- ◆ Proxy From B (A form with elaborate details of proxy granting)
- ◆ Proxy From C (A form for foreign shareholders only)

แบบหนังสือมอบฉันทะ (แบบ ก)

Proxy (Form A.)

เลขทะเบียนผู้ถือหุ้น เขียนที่
 Shareholders' Registration No. Written at

วันที่ เดือน พ.ศ.
 Date Month Year

ข้าพเจ้า สัญชาติ

I/We
 อยู่บ้านเลขที่ ถนน ตำบล/แขวง

Residing at Road Tambol/Kwaeng
 อำเภอ/เขต จังหวัด รหัสไปรษณีย์

Amphur/Khet Province Postal code

เป็นผู้ถือหุ้นของ บริษัท อินอูเอ รับเบอร์ (ประเทศไทย) จำกัด (มหาชน)

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

โดยถือหุ้นจำนวนทั้งสิ้น หุ้น

Holding the total amount of shares

และออกเสียงลงคะแนนได้เท่ากับ เสียง

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) 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

(3) ชื่อ (Name) อายุ (age) ปี (years)

อยู่บ้านเลขที่ ถนน ตำบล/แขวง

Residing at Road Tambol/Kwaeng

อำเภอ/เขต จังหวัด รหัสไปรษณีย์

Amphur/Khet Province Postal code

(4) รศ.ดร. เจษฎา โลหอุจน์จิตร (กรรมการอิสระ) Assoc.Prof.Dr. Chesada Loha-unchit (Independent Director)

452 ซอยอ่อนนุช 6 ถนนสุขุมวิท 77 แขวงสวนหลวง เขตสวนหลวง กรุงเทพฯ 10250

452 Soi On Nut 6 Sukhumvit 77 Road, Suanluang, Bangkok 10250.

(5) คุณวิชิต วุฒิสสมบัติ (กรรมการอิสระ) Khun Vichit Vuthisombut (Independent Director)

1468 ซอยศรีบูรพา 10 (ซอย 49) แขวงคลองจั่น เขตบางกะปิ กรุงเทพฯ 10240

1468 soi. Sribhoorapa 10 (soi.49) Klong jan, bangkapi, Bangkok 10240

(6) คุณชวนา วิวัฒน์พนชาติ (กรรมการอิสระ) Khun Chaovana Viwatpanachati (Independent Director)

สำนักงานปิตีเสวี 8/4 ซอยวิภาวดี 44 ถนนวิภาวดี - รังสิต แขวงลาดยาว เขตจตุจักร กรุงเทพฯ 10900

Pitisevi & Company 8/4 soi.Vipbhavadi 44 Vibhavadi-Rangsit .,Rd , Ladyao, Jatujak, Bangkok 10900

คนหนึ่งคนเดียว เพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น
ปี 2558 ในวันพฤหัสบดีที่ 29 มกราคม 2558 เวลา 14.00 นาฬิกา ณ ห้องประชุมชั้น 2 อาคารวิทยานุสรณ์ ของบริษัท อินเวิ รับเบอร์ (ประเทศไทย) จำกัด
(มหาชน) เลขที่ 157 ม.5 ถ. พหลโยธิน ต.ลำไทร อ.วังน้อย จ.พระนครศรีอยุธยา 13170 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the Ordinary General Meeting of Shareholders for 2015 On
Thursday 29th day of January 2015, 14.00 hours at Vitya Memorial Hall 2nd Floor, Inoue Rubber (Thailand) PLC.
157 Moo 5 Phaholyothin Rd., Lamsai, Wangnoi, Ayutthaya 13170 Or at any adjournment thereof to any other date/time
and venue

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. 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.

2. ผู้ถือหุ้นจะต้องมอบฉันทะเท่ากับจำนวนหุ้นที่ถือโดยไม่สามารถจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ถือไว้ได้

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 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

เป็นหุ้นสามัญ หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง

Ordinary share shares, and have the rights to vote equal to votes

เป็นหุ้นบุริมสิทธิ หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง

Preferred share 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) 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

(3) ชื่อ (Name) อายุ (age) ปี (years)

อยู่บ้านเลขที่ ถนน ตำบล/แขวง

Residing at Road Tambol/Kwaeng
อำเภอ/เขต จังหวัด รหัสไปรษณีย์

Amphur/Khet Province Postal code

(4) รศ.ดร. เฉษฎา โลหอุณฉัตร (กรรมการอิสระ) Assoc.Prof.Dr. Chesada Loha-unchit (Independent Director)

452 ซอยอ่อนนุช 6 ถนนสุขุมวิท 77 แขวงสวนหลวง เขตสวนหลวง กรุงเทพฯ 10250

452 Soi On Nut 6 Sukhumvit 77 Road, Suanluang, Bangkok 10250.

(5) คุณวิชิต วุฒิสสมบัติ (กรรมการอิสระ) Khun Vichit Vuthisombut (Independent Director)

1468 ซอยศรีบูรพา 10 (ซอย 49) แขวงคลองจั่น เขตบางกะปิ กรุงเทพฯ 10240

1468 soi. Sribhoorapa 10 (soi.49) Klong jan, bangkapi, Bangkok 10240

(6) คุณชวณา วิวัฒน์พนชาติ (กรรมการอิสระ) Khun Chaovana Viwatpanachati (Independent Director)

สำนักงานปิติเสวี 8/4 ซอยวิภาวดี 44 ถนนวิภาวดี - รังสิต แขวงลาดยาว เขตจตุจักร กรุงเทพฯ 10900

Pitisevi & Company 8/4 soi.Vibhavadi 44 Vibhavadi-Rangsit .,Rd , Ladyao, Jatujak, Bangkok 10900

1. นางพิมพ์ใจ ลีอิสสระนุกูล
Mrs. Pimjai Leeissaranukul

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

2. นางพรทิพย์ เสรมฐีวรรณ
Mr. Porntip Sethiwan

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

3. นายโซอิจิ อินoue
Mr. Soichi Inoue

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

4. นายมาซายุกิ อินoue
Mr. Masayuki Inoue

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6
Agenda 6

พิจารณานุมัติจ่ายค่าตอบแทนแก่คณะกรรมการประจำปี 2558
To approve the remuneration for the Directors

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7
Agenda 7

พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนประจำปี 2558
To appoint the Company's auditors and fix the remuneration for the year 2015

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 8
Agenda 8

พิจารณาเรื่องอื่นๆ (ถ้ามี)
Other topics (if any)

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

(7) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้น ไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนของข้าพเจ้าในฐานะผู้ถือหุ้น

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.

- (8) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้นรวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด 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. 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.

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 อินอเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2558 ในวันพฤหัสบดีที่ 29 มกราคม 2558 เวลา 14.00 นาฬิกา ณ ห้องประชุมชั้น 2 อาคารวิทยานุสรณ์ ของบริษัท อินอเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน) เลขที่ 157 ม.5 ถ. พหลโยธิน ต.ลำไทร อ.วังน้อย จ.พระนครศรีอยุธยา 13170 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Ordinary General Meeting of the shareholders for 2015. On Thursday 29th day of January 2015, 14.00 hours at Vitya Memorial Hall 2nd Floor, Inoue Rubber (Thailand) PCL. 157 Moo 5 Phaholyothin Rd., Lamsai, Wangnoi, Ayutthaya 13170 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.)

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

(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

เป็นหุ้นสามัญ หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง
Ordinary share shares, and have the rights to vote equal to votes

เป็นหุ้นบุริมสิทธิ หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง
Preferred share 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) 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

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

(4) รศ.ดร. เฉษฐา โลหอุจน์จิตร (กรรมการอิสระ) Assoc.Prof.Dr. Chesada Loha-unchit (Independent Director)

452 ซอยอ่อนนุช 6 ถนนสุขุมวิท 77 แขวงสวนหลวง เขตสวนหลวง กรุงเทพฯ 10250

452 Soi On Nut 6 Sukhumvit 77 Road, Suanluang, Bangkok 10250.

(5) คุณวิชิต วุฒิสสมบัติ (กรรมการอิสระ) Khun Vichit Vuthisombut (Independent Director)

1468 ซอยศรีบูรพา 10 (ซอย 49) แขวงคลองจั่น เขตบางกะปิ กรุงเทพฯ 10240

1468 soi. Sribhoorapa 10 (soi.49) Klong jan, bangkapi, Bangkok 10240

(6) คุณชวนา วิวัฒน์พินชาติ (กรรมการอิสระ) Khun Chaovana Viwatpanachati (Independent Director)

สำนักงานบีทีเอสวี 8/4 ซอยวิภาวดี 44 ถนนวิภาวดี - รังสิต แขวงลาดยาว เขตจตุจักร กรุงเทพฯ 10900

Pitisevi & Company 8/4 soi.Vipbhavadi 44 Vibhavadi-Rangsit .,Rd , Ladyao, Jatujak, Bangkok 10900

คนหนึ่งคนเดียว เพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ปี 2558

ในวันพฤหัสบดีที่ 29 มกราคม 2558 เวลา 14.00 นาฬิกา ณ ห้องประชุมชั้น 2 อาคารวิทยานุสรณ์ ของบริษัท อินเวิ รับเบอร์ (ประเทศไทย) จำกัด (มหาชน)

เลขที่ 157 ม.5 ถ. พหลโยธิน ต.ลำไทร อ.วังน้อย จ.พระนครศรีอยุธยา 13170 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the Ordinary General Meeting of the Shareholders for 2015 On Thursday 29th day of January 2015, 14.00 hours at Vitya Memorial Hall 2nd Floor, Inoue Rubber (Thailand) PCL. 157 Moo 5 Phaholyothin Rd., Lamsai, Wangnoi, Ayutthaya 13170 Or at any adjournment thereof to any other date/time and venue

(6) 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 votes

หุ้นบุริมสิทธิ _____ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ _____ เสียง

preferred share shares and have the right to vote votes

รวมสิทธิออกเสียงลงคะแนนทั้งหมด _____ เสียง

Totaling to vote votes

(7) 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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2557 เมื่อวันที่ 29 มกราคม 2557

Agenda 1 To adopt the minutes of the Ordinary General Meeting No.1/2014 held on January 29, 2014

เห็นด้วย ไม่เห็นด้วย งคออกเสียง

Approve Disapprove Abstain

วาระที่ 2 พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทฯ ในรอบปีที่ผ่านมา

Agenda 2 To acknowledge the report on the Company's operating results

เห็นด้วย ไม่เห็นด้วย งคออกเสียง

Approve Disapprove Abstain

- วาระที่ 3
Agenda 3
- พิจารณานุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุนเบ็ดเสร็จของบริษัทฯ ประจำปี 2557
สิ้นสุดวันที่ 30 กันยายน 2557
- To approve the verified statements of financial position and statements of comprehensive income for the year ended September 30, 2014
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 4
Agenda 4
- พิจารณานุมัติการจัดสรรกำไร และการจ่ายเงินปันผล
- To approve the appropriation of the profit and annual dividend payment
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 5
Agenda 5
- พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ออกตามวาระ
- To appoint directors to replace directors who are retired by rotation
- การแต่งตั้งกรรมการทั้งหมด การแต่งตั้งกรรมการรายบุคคล
To elect each director individually To elect directors as a whole
1. นางพิมพ์ใจ ลีอิสสระนุกูล
Mrs. Pimjai Leeissaranukul
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
2. นางพรทิพย์ เศรษฐีวรรณ
Mrs. Porntip Sethiwan
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
3. นายโซอิจิ อีโนเอ
Mr. Soichi Inoue
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
4. นายมาซายุกิ อีโนเอ
Mr. Masayuki Inoue
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 6
Agenda 6
- พิจารณานุมัติจ่ายค่าตอบแทนแก่คณะกรรมการประจำปี 2558
- To approve the remuneration for the Directors
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนประจำปี 2558
Agenda 7 To appoint the Company's auditors and fix the remuneration for the year 2015

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

(8) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนของข้าพเจ้าในฐานะผู้ถือหุ้น

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.

ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้นรวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด 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. 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.

2. หลักฐานที่ต้องแนบพร้อมทั้งหนังสือมอบฉันทะ คือ

Evidence of documents required to be attached to the proxy form are:

- (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

A Power of Attorney executed by the shareholder authorizing the custodian to execute the proxy form on behalf of such shareholder;

- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)

A letter confirming that the person executing the proxy form has obtained a license for being a custodian.

3. 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.

4. 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.

5. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 อินเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2558 ในวันพุธที่ 29 มกราคม 2558 เวลา 14.00 นาฬิกา ณ ห้องประชุมชั้น 2 อาคารวิทยานุสรณ์ ของบริษัท อินเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน) เลขที่ 157 ม.5 ถ. พหลโยธิน ต.ลำไทร อ.วังน้อย จ.พระนครศรีอยุธยา 13170

หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Ordinary General Meeting of the shareholders for 2015. On Thursday 29th day of January 2015, 14.00 hours at Vitya Memorial Hall 2nd Floor, Inoue Rubber (Thailand) PCL. 157 Moo 5 Phaholyothin Rd., Lamsai, Wangnoi, Ayutthaya 13170 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)/...../.....



Supporting documents for attending 2015 Annual General Meeting of Shareholders

Names and details of independent directors who are proposed
to act as proxies for shareholders

Profiles of independent directors to act as proxies for shareholders

Inoue Rubber (Thailand) Public Company Limited

Name	Assoc.Prof.Dr. Chesada Loha-unchit	
Age	66 years	
Position	Independent Director/ Chairman of Audit Committee	
Date of appointment	February 10, 2010	
Term of directorships	4 years	
Shareholding as of December 12, 2014	None	
Relation with directors	None	
Educational qualification	- Bachelor's degree in Economics, Thammasat University - Master's degree in Economics, Princeton University, USA - Doctor of Philosophy in Economics, Princeton University, USA	
Training courses from Thai Institute of Directors Association (IOD)	- Director Accreditation Program (DAP) 82/2010 - Role of the Nomination and Governance Committee (RNG) 5/2013	
Work experiences within the past 5 years	2003 Advisor, Stock Exchange of Thailand 2003 – 2005 External Lecturer, Faculty of Economics, Thammasat University 2003 - 2014 Columnist, Krungthep Turakit Business Newspaper 2005 – 2009 Associate Professor, School of Management, Walailak University 2006 – 2012 Independent Director & Audit Committee Member, Asset Plus Fund Management Co., Ltd. 2007 – 2009 Director, Financial and Economic Information Center, School of Management, Walailak University Feb 2010 – present Independent Director and Chairman of Audit Committee, Inoue Rubber (Thailand) PLC. May 2011 – present Advisor, Trinity Securities Co., Ltd. 2013 – 2014 Chairman, Risk Management Sub-Committee, Social Security Office	
Position of Director/Management in other organizations	<ul style="list-style-type: none"> ▪ Listed company - None - ▪ Non-listed company - None - ▪ Other company with potential conflict of interest - None - 	

Criminal record in the past 10 years	None
Conflict of interest in this meeting	A director is considered a connected person in Agenda No. 6: To consider and approve the remuneration of the Company's Board of Directors.
Disqualifications	None


Profiles of independent directors to act as proxies for shareholders

Inoue Rubber (Thailand) Public Company Limited

Name	Mr. Vichit Vuthisombut	
Age	73 years	
Position	Independent Director/ Audit Committee	
Date of appointment	September 21, 2004	
Term of directorships	10 years	
Shareholding as of December 12, 2014	None	
Relation with directors	None	
Educational qualification	Bachelor's degree in Economic, Thammasat University	
Training courses from Thai Institute of Directors Association (IOD)	- Director Accreditation Program (DAP) 27/2004 - Director Certification Program (DCP) 51/2004	
Work experiences within the past 5 years	2000 – Present Committee of Investor Club Association (IC) 2002 2002 – Present Consultant of Jongsathit Co., Ltd. 2002 – Present Consultant of A J Plast PLC. 2004 – Present Independent Director and Audit Committee of Inoue Rubber (Thailand) PLC. 2006 – Present Independent Director of Thai-German Products PLC. 2009 – Present Independent Director and Audit Committee of Siam Steel Service Center PLC.	
Position of Director/ Management in other organizations	<ul style="list-style-type: none"> ■ 2 Listed companies: - Independent Director of Thai-German Products PLC. - Independent Director and Audit Committee of Siam Steel Service Center PLC. ■ Non-listed company - None - ■ Other company with potential conflict of interest - None - 	
Criminal record in the past 10 years	None	
Conflict of interest in this meeting	A director is considered a connected person in Agenda No. 6: To consider and approve the remuneration of the Company's Board of Directors.	
Disqualifications	None	

Profiles of independent directors to act as proxies for shareholders

Inoue Rubber (Thailand) Public Company Limited

<p>Name</p> <p>Age</p> <p>Position</p> <p>Date of appointment</p> <p>Term of directorships</p> <p>Shareholding as of December 12, 2014</p> <p>Relation with directors</p> <p>Educational qualification</p> <p>Training courses from Thai Institute of Directors Association (IOD)</p> <p>Work experiences within the past 5 years</p>	<p>Ms. Chaovana Viwatpanachati</p> <p>53 years</p> <p>Independent Director/ Audit Committee</p> <p>November 23, 1999</p> <p>15 years</p> <p>None</p> <p>None</p> <p>- 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</p> <p>- Director Accreditation Program 2/2003 - Director Certification Program 58/2005 - Audit Committee Program 14/2006</p> <p>1994 - Present Director of Moore Stephens Asia Pacific Limited (Hong Kong) 1994 - Present Director of Moore Stephens DIA Sevi Limited 1995 - 2012 Independent Director and Audit Committee of Food and Drink PLC. 2000 - Present Independent Director and Audit Committee of Inoue Rubber (Thailand) PLC. 2001 - 2007 Managing Director of Saving Asset Management Co., Ltd. (2001) 2008 - Present Auditing Standards Committee Member 2008 - Present Professional Ethics Subcommittee Member, Federation of Accounting Professions under the Royal Patronage of His Majesty the King 2008 - Present Committee of Alumni Association of The Faculty of Commerce and Accountancy, Chulalongkorn University Alumni Association</p>	
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Work experiences within the past 5 years (Continued)	2011 - Present	Managing Director of Pitisevi Company Limited (A member of Moore Stephens International Limited Group of Independent Firms)
	2012 - Present	Independent Director and Chairman of Audit Committee of Food and Drink PLC.
	2012 – Present	Member of the Subcommittee of Articles Drafting, Federation of Accounting Professions under the Royal Patronage of His Majesty the King
	2012 - Present	Member of the Subcommittee of Quality Control, Federation of Accounting Professions under the Royal Patronage of His Majesty the King
	June 2014 – Present	Committee Member of Federation of Accounting Professions under the Royal Patronage of His Majesty the King

Position of Director/

Management in other organizations

- 1 Listed company: - Food and Drink PLC
- 3 Non-listed companies: - Moore Stephens Asia Pacific Limited (Hong Kong)
- Moore Stephens DIA Sevi Limited
- Pitisevi Company Limited
- Other company with potential conflict of interest - None -

Criminal record in the past 10 years

None

Conflict of interest in this meeting

A director is considered a connected person in Agenda No. 6:
To consider and approve the remuneration of the Company's Board of Directors.

Disqualifications

None



Supporting documents for attending 2015 Annual General Meeting of Shareholders

The Company's Articles of Association related to the shareholders' meeting and statement of proxy procedures, attendance registration, and documentation requirement

The Company's Articles of Association relating to the Shareholder Meeting and Statement of Proxy Procedures, Attendance Registration, and Documentation Requirement

1. 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 subclause (14.1) in favour of any one 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 or when the shareholders holding shares amounting to not less than one-fifth of the total number of shares sold or the shareholders numbering not less than twenty-five persons holding shares amounting to not less than one-tenth of the total number of shares sold, may submit a written request directing the Board of Directors to call an extra-ordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. The Board of Directors shall proceed to call a shareholders meeting to be held within one month of the date of receipt of such request from the said shareholders.

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.

2. Statement of Proxy Procedures

The Company has enclosed with this document forms of Proxy as outlined by the Department of Business Development as follows:

- Form A A general, simple, and uncomplicated form of Proxy
- Form B Voting is clearly and definitely specified
- Form C For foreign investors who have appointed Custodian in Thailand as their trustee

A shareholder who is unable to attend the meeting can appoint a proxy to attend and vote at the Company's Annual General Meeting for the year 2015 on his/her behalf by proceeding with the following instructions:

- (1) Use only one of the enclosed proxy forms.
- In case a foreign shareholder appointing Custodian in Thailand to be his/her/its trustee, a proxy be used is Form C only.
 - Apart from the case as above, the shareholder can use Form A or Form B, only one form.

- (2) Grant proxy to a person as he/she wishes or assign a proxy to a nominated independent director. The shareholder is required to place a tick adjacent to the name of the independent director provided in the proxy form, the shareholder can grant proxy to only one independent to attend the meeting.

In this regard, a shareholder cannot split for more than one proxy in order to separate the votes and must authorize only one proxy with the equal amount of shares held by such shareholder except the foreign shareholder existing in the registered book and appointing Custodian in Thailand to his/her/its trustee following the Proxy form C only.

- (3) Return the proxy to Company Secretary Section prior to January 29, 2015 or not later than half an hour preceding the meeting for the company staff to complete the review of the proxy and attached documents prior to the time for the meeting. The Company will facilitate the duty stamp for the proxy attending the meeting.

3. Attendance Registration

Shareholders or proxies are invited to register and present documents or evidence for verification at the meeting place at 12.00 pm., on Thursday 29 January 2015.

4. Documentation requirement for meeting attendance

Attendees are required to present the following documents (as the case may be) before attending the meeting:

4.1 Natural persons

4.1.1 In case a shareholder attends the meeting in person

Valid documents issued by government authorities, e.g., citizen identification card/ civil servant identification card/ driver's license/or passport.

4.1.2 In case a shareholder assigns his/her proxy to attend the meeting

- Proxy form A or B, which is completely and duly filled in a jointly signed by the grantor and the proxy.
- The shareholder's copies of documents specified in Clause 4.1.1, certified true and correct by the shareholder.
- The proxy's copies of documents specified in Clause 4.1.1, certified true and correct by the proxy.

4.2 Juristic persons

4.2.1 In case a juristic shareholder's duly authorized attorney attends the meeting in person

- The duly authorized attorney's documents issued by government authorities as applied to the case of natural person in Clause 4.1.1.
- The juristic shareholder's Certificate of Incorporation certified a true and correct copy by the duly authorized attorney, with the wording authorizing the attendee to act on behalf of the juristic shareholder.

4.2.2 In case a juristic shareholder assigns its proxy to attend the meeting

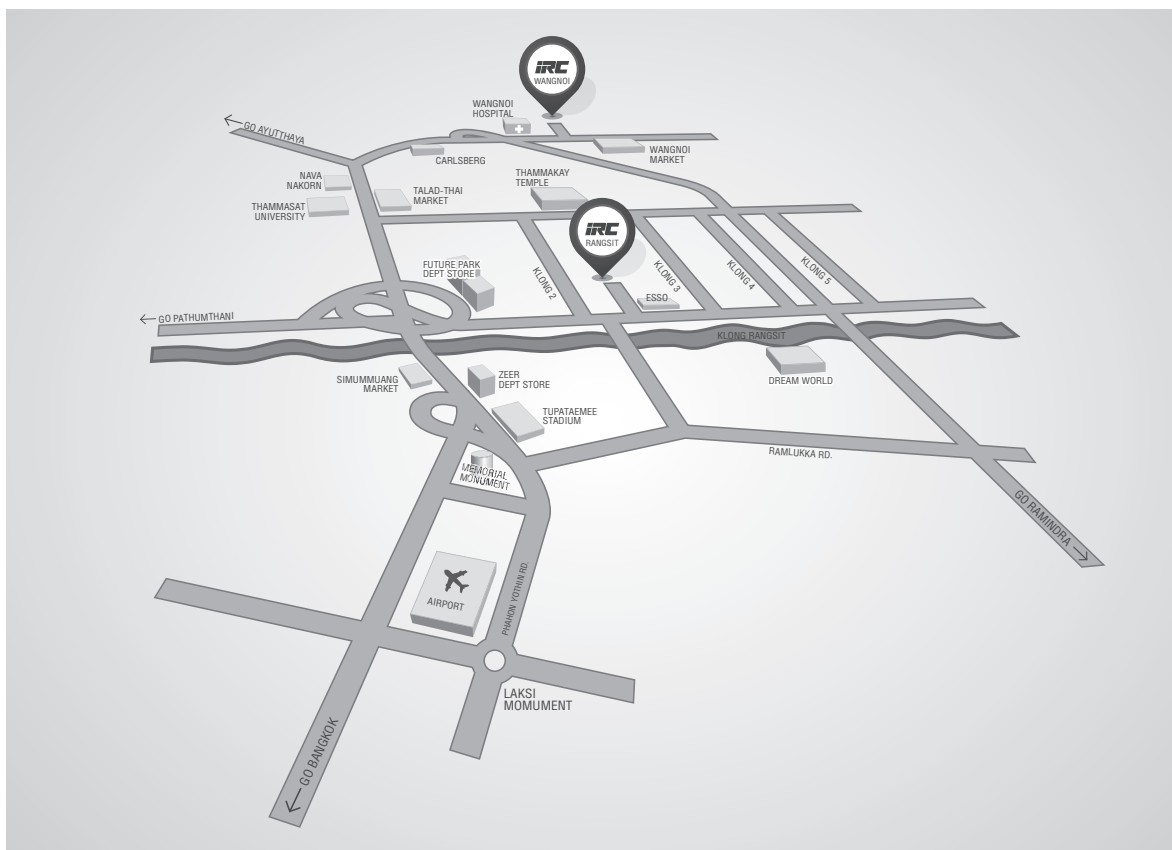
- Proxy form A or B as attached to the notice of the meeting completely and duly filled in and jointly signed by the grantor and the proxy.
- The juristic shareholder's Certificate of Incorporation certified a true and correct copy by the duly authorized attorney, with the wording authorizing the attendee to act on behalf of the juristic shareholder.
- A copy of identity proof document governmentally issued as 4.1.1 to the juristic representative who signs the proxy letter, with his/her signature certifying true copy.
- A copy of governmentally issued as 4.1.1 identity proof document of the proxy, with his/her signature certifying true copy.

4.2.3 Foreign nationals or juristic persons established under foreign laws

- The same documents as those required in 4.1 and 4.2
- In case granting to Custodian for signature in the proxy (Proxy form C only), the additional documents required are as follows:
 - (1) Letter of Attorney from shareholder that empowered custodian to sign in Proxy form.
 - (2) Confirmation letter than authorized person is granted to operate the custodian business.

Map of Meeting Place

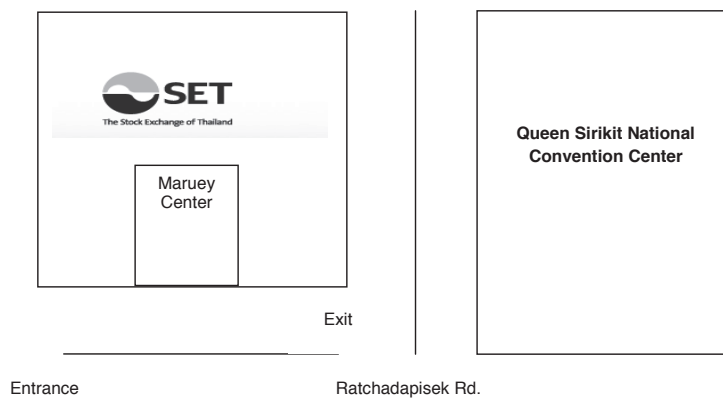
Vitya Memorial Hall 2nd Floor, Inoue Rubber (Thailand) Public Company Limited.
 157 Moo 5 Phaholyothin Rd., Lamsai, Wangnoi, Ayutthaya 13170



Map of Pick-up Point

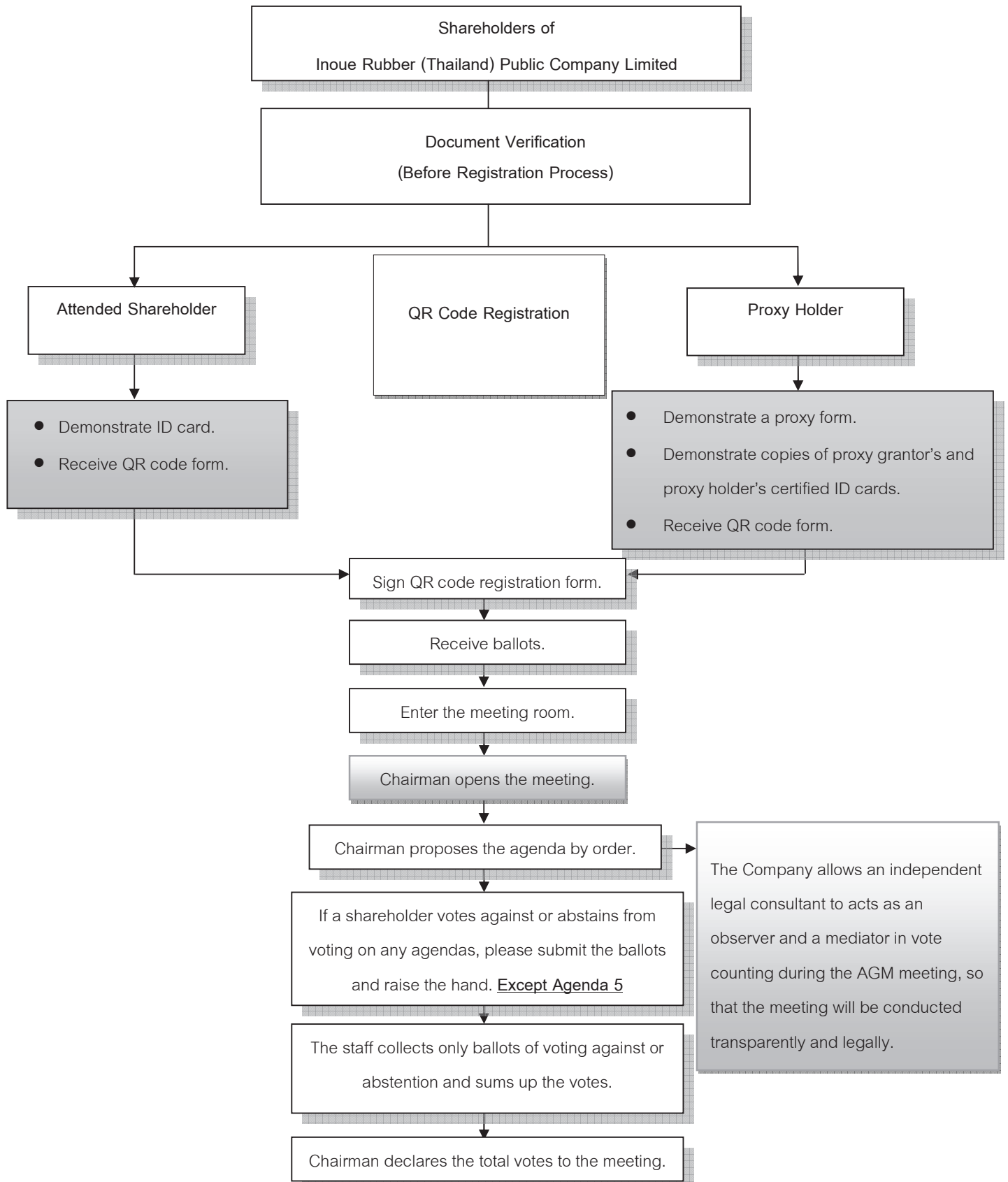
The Company facilitates the shareholders who will attend the Annual General Meeting of Shareholders by preparing 2 follow pick-up points with the Company's staff

- 1 At an exit gate of the Stock Exchange of Thailand
 (The first minivan will leave at 12.00 hours and the second one will leave at 12.30 hours.)



- 2 At car park area, the exit gate of BTS Skytrain, Mochit Station
 (The first minivan will leave at 12.00 hours and the second one will leave at 12.30 hours.)

2015 Shareholders' Annual General Meeting Process
 Inoue Rubber (Thailand) Public Company Limited
 January 29, 2015



* Return all ballots to the staff after the meeting closes.



Inoue Rubber (Thailand) Public Company Limited

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