

Minutes of the 2023 Annual General Meeting

of

N.D. Rubber Public Company Limited

Date, Time and Venue

Held on Friday 31, March 2023 at 9.30 a.m. at Room Morakot, 3rd Floor The Emerald Hotel Bangkok.

Directors' Attendance

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| 1. Mr. Pongsak Swadwan | Chairman of the Board |
| 2. Dr. Sirada Jarutakanon | Independent Director / Chairman of the Audit Committee /
Chairman of the Nomination and Remuneration Committee / |
| 3. Mr. Teerasak Sawangnet | Independent Director /Member of the Audit Committee /
Member of the Nomination and Remuneration Committee |
| 4. Mr. Kovit Krishthanin | Independent Director /Member of the Audit Committee |
| 5. Mrs. Nittaya Samrittivanicha | Director |
| 6. Mr. Chaiyasit Samrittivanicha | Director / Managing Director |
| 7. Mrs. Thunyarat Samrittivanivha | Director |

Directors who missed the meeting

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| 1. Mr. Marco Low Peng Kiat | Director |
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Executive

- | | |
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| 1. Ms. Malinee Charoenchaisin | Chief Financial Officer |
| 2. Ms. Nopparat Chumpolkulwong | Company Secretary |

Auditor

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| 1. Mr. Narin Churamongkol | BDO Audit Company Limited |
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Legal Advisors

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| 1. Ms. Wiyadathawin Luenchavee | JTJB International Lawyers Co.,Ltd. |
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Secretary at the Meeting

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| 1. Ms. Watcharaporn Wongmak | Assistant Company Secretary / Minute-taker |
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Vote-Counting Inspector

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| 1. OJ International Co., Ltd. | |
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Starting the meeting

Mr. Bundit Prathumta or "A Host" informed in the meeting at 9.30 a.m. that the Company has a total of 8 directors. There are 7 directors attending the meeting, (then inform the names and positions as detailed above) representing 87.5 percent of the total directors of the Company. However, due to the outbreak of the COVID-19, Mr. Marco Low Peng Kiat, were unable to attend the meeting today. In addition, the Company invited an auditor representative from BDO Audit Company Limited which

are Mr. Narin Churamongkol , legal representative from JTJB International Lawyers Co.,Ltd. which is Ms. Wiyadathawin Luenchavee and Chief Financial Officer of the Company which is Ms. Malinee Charoenchaisin to attend the meeting to answer the questions of the shareholders.

After that, the host informed that there were 17 shareholders attended the meeting in person, holding in total of 164,074,399 shares and 22 shareholders attended the meeting by proxies, holding in total of 90,169,601 shares. There were 39 shareholders attended the meeting with totally 254,244,000 shares or equals to 73.29% of 346,891,514 paid-up shares. A quorum was constituted in accordance with the Memorandum of Association of the Company. Mr. Pongsak Swadwan, the Chairman of the Board was invited to be the Chairman of the meeting or “the Chairman”. The Chairman welcomed all attended shareholders and started the meeting and appointed a host to inform the meeting’s rules as follows.

Then, the host informed that the Company invited and informed the shareholders about the 2022 Annual General Meeting of Shareholders in 3 ways as follows:

1. The Company sent the invitation letter in the form of QR Code to all shareholders via postal mail;
2. The Company announced in the newspaper; and
3. The Company announce the meeting details on company’s website.

In order for the meeting to proceed successfully, the host therefore clarified the meeting regulations, voting rules and details of each agenda for the meeting to acknowledge. Details are as follows.

1. For voting in each agenda, everyone can vote according to the number of shares held or according to the number of shares granted by the proxy, considering 1 share equal to 1 vote. In voting, votes cannot be divided except for proxy form C or Custodian, which oversees securities for foreign investors. For those who have received proxy form B, the proxy has already specified the vote. The delegate must vote as specified by the grantor. The voting can be selected as Agree, Disagree or Abstain.
2. The registration officer will print the ballot for the following cases:
 - 1) Shareholders come by themselves; and
 - 2) Proxy holder, both those who have been granted a proxy form B and C, whom the grantor gives the right to vote on the specified agenda.
3. In case the grantor has already voted in the proxy form, the registration officer will not print the ballot. Proxy holder only attends the meeting and vote as specified by grantor.
4. Before collecting ballots for voting on each agenda, participants can make inquiry related to that agenda. In the event that you would like to inquire, please write the name, surname, and specify that it is the shareholder who came in person or as a proxy on the question paper provided and raised his hands to ask the officer to pick up the question sheet.

5. The company will use the vote counting system by barcode to count votes and will mainly count as Agree. Only in case the attendees want to vote as Disagree and Abstain, the ballot will be collected.
6. If any shareholders and proxy holder wishing to leave and wish to vote in the remaining agenda before the meeting adjourned, please sign and send the ballot to the staff before leaving the meeting room then your vote will be recorded.
7. The result of the vote will be announced after the host requests the shareholders to vote on each agenda which will count the total votes from shareholders who come in person, proxy holder and including the proxy that has been specified the vote in advance.
8. In the event that the voting results are equal, the Chairman will grant another one vote as a casting vote.

Conditions for approval in each agenda are as follows:

In this meeting, **Agenda 1, 3, 4, 5, 6 and 8** must be approved by a majority vote of shareholders who attend the meeting and are entitled to vote. If votes are equal, the Chairman granted another one vote as a casting vote. **Agenda 7** must be approved by not less than two-third of shareholders who attend the meeting and are entitled to vote. **Agenda 2** are for acknowledgement, therefore, there was no vote on this agenda.

However, any directors who are the company's shareholders granted the right to vote every agenda except agenda which the director has interests in that agenda.

The host informed that in order to express transparency and good governance, the Company request for one volunteer to raise their hand and inform name and surname as witness for the vote counting. It appeared that there was no shareholder wishing to be a witness, therefore the Company assigned the representation of the legal advisor from JTJB International Lawyers Co.,Ltd., Ms. Wiyadathawin Luenchavee, to act as the witness for vote counting.

Finally, the participants who wish to vote in the ballot, please sign with the pen.

After that, the host began to conduct the meeting according to the following agenda.

Agenda 1 To consider and approve the Minutes of Annual General Meeting 2022

The host informed that the Company has sent a copy of Minutes of Annual General Meeting 2022 to consider as in **Enclosure 1** together with the meeting invitation in advance. This agenda needs a majority vote of shareholders who attend the meeting and are entitled to vote.

The host inquired shareholders in the meeting whether any shareholders need to inquire more information. If not, vote is processed and closed. The host reported that more 2 shareholders attended the meeting. Therefore, there are 41 shareholders in the meeting, holding in total of 254,265,012 shares.

Resolution The meeting resolved to approve the Minute of Annual General Meeting 2022 as proposed. Voting result is as follows.

Result	Amount (Shares)	% of number of share which attend the meeting and are entitled to vote
Approved	254,265,012	100.0000
Disapproved	0	0.0000
Voided Ballot	0	0.0000
Total	254,265,012	100.0000
Abstained	0	-

Agenda 2 To acknowledge the director's report on the results of the Company's business operation for the year 2022 and business plan for the year 2023

The host informed that this agenda is to inform shareholders, so there is no vote for this agenda and the detail was reported by the director.

Mr. Chaayasit Samrittivanicha, a Managing Director, reported the operating result of the Company for the year 2022 and operation plan in 2023 as follows.

Company's Performance for the year 2022: The Company's revenue has increased to 846.25 Million Baht. Although, the Company's performance has a loss of 24.72 Million Baht when compared to the year 2021. as follows:

- The Company was able to expand the market by sending products to 4 more countries, which are Vietnam, Philippines, Taiwan, and Bermuda.
- The development production process to be an automation system is still going on.
- The Company has established N.D. Green Planet Co., Ltd. (Subsidiary) to produce and distribute electricity to the group of companies. the subsidiary was registered with the Ministry of Commerce on 5 July 2022.
- Anti-Corruption
 - The Company has an anti-corruption policy to be a guideline for implementation and operate the business in honest, transparent, and just business practices according to good corporate principles which be intolerant to both direct and indirect corruption in any form and responsible to all stakeholders. Moreover, there is a

channel for all stakeholders to file a complaint or report on this matter. In the year 2022, the Company has not received any complaints or reports.

Operation Plan in 2023: The company has the following operation plans:

- **Being a regional company**
 - Expanding into international markets.

- **Adjust short-term strategies according to the situation in 2023**
 - Consulting on the management of ETRAN (Thailand) Co., Ltd.
 - Looking for the opportunity to sell Solar Roof Top project to other companies.
 - Focus on Tubeless tire for Domestic market.
 - Closely monitor the RM Cost.

The host inquired shareholders in the meeting whether any shareholders need to inquire more information. Shareholders inquired as follows:

1. Mr. Peerasak Bunyakitanon, a shareholder in person

Question: How does the Company have strategies or measures to improve the EV business that the Company has invested in? Due to last year, the number of electric trains that were used decreased.

Answer: Mr. Chaiyasit informed that in 2022 ETRAN (Thailand) Co., Ltd. produced the first electric motorcycle and ETRAN has now improved the quality of vehicles and has been able to find new suppliers. Expected that the second generation of electric motorcycles can be produced by the year 2023.

2. Ms. Suwannee Cheansirikraiwut, a shareholder in person

Question: How does the company aim to increase market expansion domestic and foreign?

Answer: Mr. Chaiyasit informed that the Company focuses more on the foreign market due to still many countries where the Company sees more opportunities to expand the market. But the domestic market will focus on high-margin products with less competition and focus on maintaining the market share of popular products.

Question: How does the Company manage raw materials?

Answer: Mr. Chaiyasit informed that in 2023, the Company manages raw materials that can control prices during the trend of raw material prices down. There will be a price lock for raw materials that can be purchased in advance. Except for some raw materials that need to be purchased monthly, the price cannot be controlled. The Company has compared the prices of domestic and foreign suppliers. Risk management must jointly analyze and monitor the situation.

Question: How about selling motorcycle tires to a subsidiary in Malaysia?

Answer: Mr. Chaiyasit informed that the Malaysian market is smaller than the domestic market. But a subsidiary in Malaysia has been selling motorcycle tires for more than 70 years and has the highest market share in the country. Selling products to customers both in Thailand and Malaysia is considered to have a similar sale.

Question: How to the Company do the exchange rate management? And why does the Company dividend annual payment with a loss?

Answer: Mr. Chaiyasit informed that The Company has opened an account in US Dollars to deposit the proceeds from exports and pay for imported raw materials. Regarding the dividend payment for the year 2022, The Board of Directors has considered that the Company is able the dividend payment due to the Company having a cash flow enough, Which pays from the retained earnings.

Question: From the established a subsidiary company to produce and distribute electricity to the group of companies. How many megawatts of solar panels has the company installed? and how does the Company the goals?

Answer: Mr. Chaiyasit informed that the goals of the Company in establishing N.D. Green Planet Co., Ltd produces and distributes electricity to a group of companies to reduce energy costs. Currently, the Company has installed 1 MW of solar panels and plans to install another 2 MW. Expected that is completed, it will reduce electricity costs by approximately 1 million baht per month. In addition, the Company will receive BOI privileges for 8 years, which will reduce tax payments to companies in the group.

3. Ms. Kessiree Punthura, proxies

Question: How strategy does the company have to increase the company's revenue and profit?

Answer: Mr. Chaiyasit informed that the Company had a total income decrease due to a 4th quarter decrease from quarter other, due to one of the major competitors has reduced the product price, causing the Company's customers to Delay in ordering products Sales in the 4th quarter therefore not meet the target. Currently, in the first quarter of 2023, the product price situation has returned to normal, and the Company will proceed according to the set target. Including the management of subsidiaries and associated companies to be profitable. and manage raw material costs better to result in the Company's Return to profit.

4. Mr. Kanti Udomsangkatham, a shareholder in person

Question: Expanding into international markets in the year 2022, Compare with the market in domestic has different margins?

Answer: Mr. Chaiyasit informed that margins or sales in each country in which the company expands into the market depend on the type of each product. because there are different prices.

5. Mr. Piyapong Prasartthong, a shareholder in person

Question: How does inflation in Laos affect the company?

Answer: Mr. Chaiyasit informed that inflation affects all industries. which is a matter of purchasing power of consumers decreasing.

The host inquired shareholders in the meeting whether any shareholders need to inquire more information. Then the host informed that this agenda is to inform shareholders, so there is no vote for this agenda and the next agenda proceeded.

Resolution The meeting resolved to acknowledge the director's report on the results of the Company's business operation for the year 2021 and business plan for the year 2022 as the Managing Director proposed.

Agenda 3 To consider and approval of the annual audited financial statement for the year ended on 31 December 2022

The host informed that the Company has sent a copy of the financial statement for the year ended 31 December 2022 for consideration in 56-1 One Report as **Enclosure 2** which has sent together with the meeting invitation in advance. This agenda must be approved by majority vote of shareholders who attend the meeting and are entitled to vote. Board of Directors was invited to report in this agenda.

Mr. Chaiyasit Samrittivanicha, a Managing Director, reported the financial highlight which was agreed and approved the audited financial statement and reviewed by the Audit Committee for the year ended 31 December 2022 as follows.

- **Financial Highlight**

Unit : Million Baht

	2021	2022	Increase (Decrease)	%
Total assets (MB)	1,226.24	1,108.20	(118.04)	(9.63)
Total liabilities (MB)	317.39	258.91	(58.47)	(18.42)
Total shareholders' equity (MB)	908.86	849.28	(59.58)	(6.56)
Total revenue (MB)	852.04	846.25	(5.79)	(0.68)
Net profit (MB)	41.91	(24.72)	(66.62)	(158.99)
Earnings per share (Baht/share)	0.13	(0.07)	(0.2)	(153.85)

- **Significant Financial Ratio**

	Consolidated financial statement		
	Dec 31, 2020	Dec 31, 2021	Dec 31, 2022
Profitability Ratio			
Gross Profit Margin (%)	23.82	18.52	13.02
Net Profit Margin (%)	5.83	4.98	(2.94)
Leverage Ratio or Financial Ratio			
Debt/Equity Ratio	0.44	0.35	0.30
Dividend Payout (%)	40	41.47	0.00

From the table above, when comparing between 2021 and 2022, it can be seen that at the end of 2022, the Company had total assets of 1,108.04 Million Baht, a decrease of 118.04 Million Baht. Total liabilities has at 258.91 Million Baht, a decrease of 58.47 Million Baht. Total shareholders' equity has 849.28 Million Baht, a decrease of 59.58 Million Baht. Total revenue has 846.25 Million Baht, a decrease 5.79 Million Baht. Net loss has 24.72 Million Baht and Earnings per share a decrease of 0.07 Baht/Share.

As for the significant financial ratios, it can be seen that at the end of the Year 2022, the Company has gross profit margin of 13.02%, a decrease of 5.5% and net profit margin of -2.94%, a decrease of 7.92% comparing to the Year 2021. Debt/Equity decreased to 0.30% and no had dividend payment due to paying from the retained earnings of the year 2015. Please kindly consider.

The host inquired shareholders in the meeting whether any shareholders need to inquire more information. If not, vote is processed and closed. The host reported that more 3 shareholders attended the meeting. Therefore, there are 44 shareholders in the meeting, holding in total of 254,268,119 shares.

Resolution The meeting considered and unanimously resolved to approve the annual audited financial statement for the year ended on 31 December 2022 as proposed. Voting result is as follows.

Result	Amount (Shares)	% of number of share which attend the meeting and are entitled to vote
Approved	254,268,119	100.0000
Disapproved	0	0.0000
Voided Ballot	0	0.0000
Total	254,268,119	100.0000
Abstained	0	-

Agenda 4 To consider and approve the omission of apportionment as statutory reserve fund for the year 2022

The host informed that this agenda must be approved by majority vote of shareholders who attend the meeting and are entitled to vote. Board of Directors was invited to report in this agenda.

Mr. Chaiyasit Samrittivanicha, a Managing Director, reported that the Public Company act B.E. 2535 (including amendments) and Company's Articles of Association, required that net profit for the year was required to allocated as legal reserve in the rate of no less than 5% of net profit for the year after the deduction of brought forward accumulated loss (if any) until 10% of paid-up capital reached this reserve.

The separate financial statements for the Year 2022, the Company recorded a net loss of 24.72 Baht the Board of Directors resolved to propose shareholders to approve the omission of apportionment as statutory reserve fund for the year 2022 As of 31 December 2022, legal reserved was 15.22 Baht or equal to 4.39% of paid-up capital. Please kindly consider.

The host inquired shareholders in the meeting whether any shareholders need to inquire more information. Shareholders inquired as follows:

1. Mr. Kanti Udomsangkatham, a shareholder in person

Question: Currently, does the company have enough reserves?

Answer: Mr. Chaiyasit informed that the Company allocated a legal reserve of net profit for the year. If the Company operates in the normal course of business, the reserve fund will not be used. Currently, the Company has enough reserves for business.

The host inquired shareholders in the meeting whether any shareholders need to inquire more information. If not, vote is processed and closed. The host reported that no more shareholder attended the meeting. Therefore, there are 44 shareholders in the meeting, holding in total of 254,268,119 shares.

Resolution The meeting considered and resolved by majority votes approved the omission of apportionment as a statutory reserve fund for the year 2022 as proposed. The voting result is as follows.

Result	Amount (Shares)	% of number of share which attend the meeting and are entitled to vote
Approved	254,268,017	100.0000
Disapproved	102	0.0000
Voided Ballot	0	0.0000
Total	254,268,119	100.0000

Abstained

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Agenda 5 To consider and approve dividend payment for the year 2022

The host informed that this agenda must be approved by majority vote of shareholders who attend the meeting and are entitled to vote. Board of Directors was invited to report in this agenda.

Mr. Chaiyasit Samrittivanicha, a Managing Director, reported that the Public Company act B.E. 2535 (including amendments) and the Company's Articles of Association, the payment of dividend must be approved by shareholders in shareholders' meeting or the Board of Directors may approve an interim dividend payment paid from the profit and such dividend payment must be reported to the shareholders in the next meeting. and the Company is prohibited to make the dividend if the Company still has accumulated loss. Furthermore, according to Company's policy, the Company shall make the payment of dividends amounting to at least 40% of the separate financial statements' net profit.

The Board of Directors has considered and proposed to the 2023 AGM of Shareholders to approve that the dividend payment is non-BOI privilege paying from the retained earnings of the year 2015 which will be paid at the rate of 0.02 Baht per share for the existing shares at 346,891,514 shares, totaling 6,937,830.28 Baht. The individual shareholder is able to request a tax credit equal to $(\text{Dividend value} \times \text{Corporate income tax rate}) \div (100 - \text{Corporate income tax rate})$. The record date for the right to receive the dividend is 9 March 2023 and the dividend payment date is 28 April 2023.

Dividend payment for the past 3 years

Year	Net Profit Ratio (Baht/Share)	Dividend Payment Ratio (Baht/Share)	Dividend Payment Ratio Per Net Profit** (%)
2020	0.14	0.05	40.00
2021	0.13	0.03	41.47
2022	(0.07)	0.02	-

The host inquired shareholders in the meeting whether any shareholders need to inquire more information. Shareholders inquired as follows:

1. Ms. Kessiree Punthura, proxies

คำถาม: How is the Company's cash management?

Answer: Mr. Chaiyasit informed that the Company's cash management as in case has much, the Company will payment back to the financial institution to relieve the burden of finance costs. and focus on expansion to other business.

The host inquired shareholders in the meeting whether any shareholders need to inquire more information. If not, vote is processed and closed. The host reported that more 3 shareholder attended the meeting. Therefore, there are 47 shareholders in the meeting, holding in total of 254,309,769 shares.

Resolution The meeting considered and resolved by majority votes approved dividend payment for the year 2022 as proposed. The voting result is as follows.

Result	Amount (Shares)	% of number of share which attend the meeting and are entitled to vote
Approved	254,309,667	100.0000
Disapproved	102	0.0000
Voided Ballot	0	0.0000
Total	254,309,769	100.0000
Abstained	0	-

Agenda 6 To consider the approval of the re-election of Directors to replace those retirements by rotation

The host informed that this agenda must be approved by majority vote of shareholders who attend the meeting and are entitled to vote and further reported that memorandum of association specified directors to be retired by rotation at least one-third of all directors. Draw lot method is used in the first and second year of being listed company in the Stock Exchange. Currently, there are 8 directors. Board of Directors agreed with Nomination and Remuneration Committee to propose directors who were in the position for a longest period, Mr. Kovit Kristhanin and Mr. Chaiyasit Samrittivanicha and 1 director who was selected by draw lot, Mrs. Nittaya Samrittivanicha as directors who retired by rotation.

For the director's appointment, the host reported that the Company gave an opportunity to shareholders to nominate any candidates who are qualified though the company's website between 1 September 2022 and 30 November 2022. None of shareholders nominate any persons in annual general meeting as a director.

In this regard, the Board of Directors agreed with Nomination and Remuneration Committee that 3 directors who retired by rotation are experienced and beneficial to the Company's operation, qualified and do not possess prohibited characteristics according to the Public Limited Company Act, B.E. 2535 (1992) (including amendments), the Securities and Exchanges Act, B.E. 2535 (including amendments) and the related notifications. Furthermore, those who shall hold the office as independent directors are qualified as to independency as defined in "Independent Director" according to the regulations of SEC and are able to give independent opinions. The Board of Directors proposed to shareholders to appoint 3 directors who retired by rotation as directors for another period. The Company sent details, resume and position period of the director who retired by rotation and nominate directors as Enclosure 3 together with the meeting invitation. However, Mr. Chaiyasit Samrittivanicha and Mrs. Nittaya

Samrittivanicha, who is a shareholder and is proposed to re-elect as a director, was voluntarily not vote for this agenda even though all shareholders granted the right to vote legally.

In order to be line with good corporate governance, 3 directors were invited to be out of meeting temporarily before voting.

The host inquired shareholders in the meeting whether any shareholders need to inquire more information. Shareholders inquired as follows:

1. Ms. Kessiree Punthura, proxies

Question: How is the process of nomination of directors?

Answer: Dr. Sirada Chairman of the Nomination and Remuneration Committee informed that considered knowledge, capability, expertise, and experience who can contribute to the Company. In addition, the Company allowed shareholders to nominate any candidates.

2. Mr. Piyapong Prasartthong, a shareholder in person

Question: How will the Company proceed in case Independent directors have a term of office for nine years?

Answer: Ms. Wiyadathawin legal advisors informed that the board of directors charter and audit committee charter, An independent director may serve as a director for a maximum of 9 consecutive years between the process of nomination of directors determined that there are no suitable candidates. Able to appoint the directors who retired by rotation as a director for another period.

The host inquired shareholders in the meeting whether any shareholders need to inquire more information. If not, vote is processed and closed. The host reported that more 3 shareholders attended the meeting. Therefore, there are 49 shareholders in the meeting, holding in total of 254,310,219 shares.

Resolution The meeting and resolved by majority votes approved 3 directors as a director who retired by rotation as detailed above and appoint those 3 directors who retired by rotation as a director for another period. The voting result is as follows.

1) Approve the appointment of Mr. Kovit Krishthanin

Position: Member of the Audit Committee / Independent Directors

Result	Amount (Shares)	% of number of share which attend the meeting and are entitled to vote
Approved	254,310,117	100.0000
Disapproved	102	0.0000
Voided Ballot	0	0
Total	254,310,219	100.0000

Abstained	0	-
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2) **Approve the appointment of Mr. Chaiyasit Samrittivanicha**

Position: Member of the Nomination and Remuneration / Director

Result	Amount (Shares)	% of number of share which attend the meeting and are entitled to vote
Approved	180,871,007	100.0000
Disapproved	0	0.0000
Voided Ballot	0	0
Total	180,871,007	100.0000
Abstained	0	-

3) **Approve the appointment of Mrs. Nittaya Samrittivanicha**

Position: Director

Result	Amount (Shares)	% of number of share which attend the meeting and are entitled to vote
Approved	179,217,017	100.0000
Disapproved	0	0.0000
Voided Ballot	0	0
Total	179,217,017	100.0000
Abstained	0	-

Agenda 7 To consider the approval of Directors' remuneration for the year 2023

The host informed that this agenda must be approved by no less than two-third of votes which attend the meeting and are entitled to vote. For transparency and good corporate governance, Mrs. Nittaya Samrittivanicha and Mrs. Thunyarat Samrittivanivha who is a shareholder, director and received remuneration was voluntarily not vote for this agenda. Board of Directors was invited to report in this agenda.

Mr. Chaiyasit Samrittivanicha, a Managing Director, reported that Board of Directors agreed with Nomination and Remuneration Committee that after considered the Company recorded a net loss, economy, same-size listed companies, good corporate governance and duty and responsibility of each committee were taken into account. Therefore, the Board of Directors agreed to propose shareholders meeting to approve the Directors' remuneration for the year 2022 which is meeting allowance without other remuneration and same as the year 2021, the detail is as follows.

The director's remuneration	2022	2023 (Proposed year)
Director's remuneration	Per meeting	Per meeting
- The Chairman	30,000 Baht	30,000 Baht
-Directors	18,000 Baht	18,000 Baht
Subcommittee's remuneration	Per meeting	Per meeting
- Audit Committee		
The Chairman of Audit Committee	30,000 Baht	30,000 Baht
Member of Audit Committee	18,000 Baht	18,000 Baht
-Nomination and Remuneration Committee	Per meeting	Per meeting
The Chairman of Nomination and Remuneration Committee	30,000 Baht	30,000 Baht
Member of Nomination and Remuneration Committee	18,000 Baht	18,000 Baht

The host inquired shareholders in the meeting whether any shareholders need to inquire more information. If not, vote is processed and closed. The host reported that no more shareholders attended the meeting. Therefore, there are 47 shareholders in the meeting, holding in total of 163,784,717 shares.

Resolution The meeting considered and unanimously resolved to approve the Directors' remuneration for the year 2023 as proposed. Voting result is as follows.

Result	Amount (Shares)	% of number of share which attend the meeting and are entitled to vote
Approved	163,784,717	100.0000
Disapproved	0	0.0000
Voided Ballot	0	0.0000
Total	163,784,717	100.0000
Abstained	0	-

Agenda 8 To consider the approval of the appointment of the Company's auditor and determine the auditor's remuneration for the year 2023

The host informed that this agenda must be approved by majority vote of shareholders who attend the meeting and are entitled to vote. Board of Directors was invited to report in this agenda.

Mr. Chaiyasit Samrittivanicha, a Managing Director, reported that the compliance with Public Limited Company Act, B.E. 2535 (1992) (including amendments) and the Articles of Association of the Company defined shareholders' meeting to appoint and determine the audit fee for the auditor every year. In 2023, the Auditor and audit fee that will be proposed in the

shareholder's general meeting for approval had been considered and selected by the Audit Committee and the Board of Directors therefore proposed BDO Audit Company Limited ("BDO") and Ms. Sawisyaporn Tungchinsujee C.P.A. No. 09870 to be an auditor of the Company and its subsidiaries for the year 2023. BDO is supervised by a certified public accountant and has been approved by the Securities and Exchange Commission to be the auditor of the business in the capital market. Please kindly consider, the detail is as follows.

1) Auditor Firm: BDO Audit Company Limited

- Auditor's Name:**
1. Mr. Teerasak Chuasrisakul C.P.A. No. 6624 or
 2. Mr. Khaisaeng Thiranulak C.P.A. No. 5428 or
 3. Ms. Supachanya Thongpan C.P.A. No. 10505 or
 4. Ms. Amornjid Baolorpet C.P.A. No. 10853 or
 5. Mr. Lum Chiew Mun Auditor at BDO Malaysia

- Company:**
1. N.D. Rubber Public Company Limited (NDR)
 2. N.D. Interparts Company Limited (NDI)
 3. Fung Keong Rubber Manufactory (Malaya) Sdn. Bhd. (FKRMM)

2) Auditor's Name: Ms. Sawisyaporn Tungchinsujee C.P.A. No. 09870

- Company:** N.D. Green Planet Company Limited (NDR)

Any one of the auditors to audit and certify the financial statements of the Company and its subsidiaries and approving the determination of the remuneration for the auditing period ending 31 December 2022 and the review of the interim financial statements of the Company and its subsidiaries, total amount of 1,705,000 Baht and 149,000 Malaysian Ringgit, without any other services (Non-Audit Fee). Although, the auditors of the Company and subsidiaries are not the same auditor's office, the Board will ensure that the auditors can prepare the financial statements on time.

Audit Fee of the Company and its domestic Subsidiaries

Company	Audit fee (Baht)				Auditor
	2022	2023 (Proposed)	Increased (Decreased)	%	
NDR	1,380,000	1,480,000	100,000	7.25	BDO
NDI	325,000	351,000	26,000	8	BDO
NDGP	-	9,000	-	-	Ms. Sawisyaporn
Total	1,705,000	1,840,000	64,000	3.60	

Audit Fee of the Company and its foreign Subsidiaries

Company	Audit fee (Ringgit Malaysia)				Auditor
	2022	2023 (Proposed)	Increased (Decreased)	%	
FKRMM	149,000	153,440	4,400	2.95	BDO

The host inquired shareholders in the meeting whether any shareholders need to inquire more information. If not, vote is processed and closed. The host reported that no more shareholders attended the meeting. Therefore, there are 49 shareholders in the meeting, holding in total of 254,310,219 shares.

Resolution The meeting considered and unanimously resolved to approve the appointment of the Company's auditor and determine the auditor's remuneration for the year 2022 as proposed. Voting result is as follows.

Result	Amount (Shares)	% of number of share which attend the meeting and are entitled to vote
Approved	254,310,219	100.0000
Disapproved	0	0.0000
Voided Ballot	0	0.0000
Total	254,310,219	100.0000
Abstained	0	-

Agenda 9 To consider any other matters (if any)

The host inquired shareholders in the meeting whether any shareholders need to inquire more information. Shareholders inquired as follows:

1. Mr. Kanti Udomsangtham, a shareholder in person

Question: How financial goals does the company have?

Answer: Mr. Chaiyasit informed that in 2023, the Company is targeted to have revenues of approximately 900 – 950 Million Baht

2. Mr. Piyapong Prasartthong, a shareholder in person

Question: As the inflation, resulting in the decrease in purchasing power. How did the company manage to interested in customers purchase products?

Answer: Mr. Chaiyasit informed that the Company has a marketing strategy to increase revenue, such as the Company being a Motocross sports sponsor, Which uses niche products with high profits, marketing online, including innovation development a new products. This will make consumers confident in the company's products.



บริษัท เอ็น.ดี.รับบอร์ จำกัด (มหาชน)

N.D. RUBBER PUBLIC COMPANY LIMITED

www.ndrubber.co.th

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URS is a member of Registrar of Standards (Holdings) Ltd.

A host inquired shareholders in the meeting whether any shareholders need to inquire more information. If not, the Chairman thank you and closes the meeting at 11.26 a.m.

- Mr. Pongsak Swadwan-

(Mr. Pongsak Swadwan)

The Chairman of the Board of Director/Meeting

-Ms. Watcharaporn Wongmak-

(Ms. Watcharaporn Wongmak)

Assistant Company Secretary / Minute-taker