



บริษัท เอ็น.ดี.รับเบอร์ จำกัด (มหาชน)

N.D.RUBBER PUBLIC COMPANY LIMITED

129 หมู่ 3 ถนนหนองซาก-พนัสนิคม ตำบลหนองอิรุณ อำเภอบ้านบึง จังหวัดชลบุรี 20220

129 Moo 3 Nongchak-Phanasnikom Rd., Nongaeiroon, Banbueng, Chonburi, Thailand 20220 Tel.038-160707 Fax.033-047348



No. NDR011/2023

Date: 10 October 2023

Subject: Invitation to Minority Shareholders to Propose Agenda and Nominate Candidates for the Board of Directors

To: Shareholders

Attachment:

1. The Criteria for Minority Shareholders to propose the Agenda for the 2024 Annual General Shareholder's Meeting and the person(s) to be nominated as director(s) of the Company
2. Agenda Proposal Form for the 2024 Annual General Shareholder's Meeting
3. Director Nomination Form for the 2024 Annual General Shareholder's Meeting
4. Privacy Notice for Shareholders to propose Annual General Shareholders' Meeting (AGM) Agenda and Proposed Candidate for Director in advance of the AGM of the Year 2024

N.D. Rubber Public Company Limited ("NDR") is pleased to announce that in accordance with the principles of Good Corporate Governance relating to the protection of shareholder rights, the Company therefore gives the opportunity to shareholders to propose the agenda for the 2024 Annual General Shareholder's Meeting, and to nominate suitably qualified persons to be considered as directors in accordance with the Company's regulations. The Company has attached the Agenda Proposal Form, Director Nomination Form and the Criteria for Minority Shareholders and Privacy Notice for Shareholders to propose with this letter. The Company also publishes the above information on its website <http://www.ndrubber.co.th>. Shareholders who wish to propose the agenda and nominate candidates for the position of the Company's directors may proceed starting from 11 October 2023 until 31 December 2023, then the Company will proceed with the next steps.

Please be informed accordingly.

Sincerely yours,

(Mr. Chaiyasit Samrittivanicha)

Managing Director



The Criteria for Minority Shareholders to propose the Agenda for the 2024 Annual General Shareholder's Meeting and the person(s) to be nominated as director(s) of the Company

The business is based on good corporate governance, highest value to all shareholders and other stakeholders equally and ensure that its business will be carried on a transparent and accountable manner as well as not contrary to the laws and ethical standard. N.D. Rubber Public Company Limited has set up the standard practice to allow the minority shareholders to propose the agenda for annual general meeting of shareholder and person(s) to serve as the Company director(s). The details of which shall be as follows:

1. The shareholders who wish to propose the agenda for the Annual General Meeting or to propose the person(s) to serve as the Company director(s) must have the following qualifications:
 - 1.1 holding minimum shares of not less than 100 shares.
 - 1.2 having continuously held those shares in Clause 1.1 for at least one (1) year until the date of which the shareholder proposes the agenda or proposes the person(s).
2. Methods of Agenda Proposal
 - 2.1 The shareholder possessing the qualification can download the Agenda Proposal Form for proposal at AGM 2024 from www.ndrubber.co.th and submit required documents and evidences to the Company Secretary via Email address: watcharaporn.wk@ndrubber.co.th from Wednesday 11 October 2023 to Sunday 31 December 2023. Shareholders may unofficially fax those documents to +66-033-047348. If the Shareholder is unable to deliver the complete and accurate documents within the date specified, it shall be deemed that the right to propose agenda to the Shareholders Meeting is waived by the shareholder.
 - 2.2 The Company Secretary will collect and screen all accepted documentation before submitting proposed agendas from shareholders to the Board of Directors for their consideration, which should only be agendas appertaining to the Company and benefits from its business operations.
 - 2.3 The Board of Director shall consider the necessity and suitability of including the proposal in the Shareholders Meeting agenda. Decision of The Board of Director is absolute and final.
 - 2.4 The proposal approved by the Board of Director shall be included in the agenda of the Notice of the Shareholders Meeting. Shareholders will be informed of the proposal disapproved by other appropriate methods.

3. Methods of Director Nominee Proposal

3.1 Qualifications of a Director Nominee

- 1) Being an individual person, a person incompetent or likewise incompetent.
- 2) Not being the accused or ever be prosecuted or is sentenced about corruption on the property.
- 3) Being a person who has no prohibited characteristic under the Rules & Regulations of the Stock Exchange of Thailand or the Security and Exchange Commission.
- 4) Possess knowledge and ability to perform as a Company's Director with honesty, integrity and full dedication

3.2 Methods of Director Nominee Proposal

- 1) The shareholder possessing the qualification in accordance with Clause 1 download the Director Nomination Form from www.ndrubber.co.th and submit required documents and evidences to the Company Secretary via Email address: watcharaporn.wk@ndrubber.co.th from Wednesday 11 October 2023 to Sunday 31 December 2023. Shareholders may unofficially fax those documents to +66-033-047348. If the Shareholder is unable to deliver the complete and accurate documents within the date specified, it shall be deemed that the right to propose director nominee to the Shareholders Meeting is waived by the shareholder.
- 2) The Company Secretary shall review the documents initially prior to proposing to the Nomination and Remuneration Committee.
- 3) The Nomination and Remuneration Committee shall consider the qualification of such nominated person and express its opinions to the Board of Director of the Company in order to determine whether the nominated person should be a candidate in the election in the Shareholders Meeting. The resolution of the Board of Director of the Company shall be deemed the final decision.
- 4) The name of the nominated person approved by the Board of Director of the Company shall be included in the agenda regarding the election of the Company's directors, accompanied with the opinion of the Board of Director. Shareholders will be informed of the nominated persons who did not receive approval from the Nomination and Remuneration Committee or the Board of Director of the Company in the Shareholders Meeting.



บริษัท เอ็น.ดี.รับเบอร์ จำกัด (มหาชน)

N.D.RUBBER PUBLIC COMPANY LIMITED

129 หมู่ 3 ถนนหนองซาก-พนัสนิคม ตำบลหนองอิรุณ อำเภอบ้านบึง จังหวัดชลบุรี 20220

129 Moo 3 Nongchak-Phanasnikom Rd., Nongeiroom, Banbueng, Chonburi, Thailand 20220 Tel.038-160707 Fax.033-047348



Privacy Notice for shareholders to propose Annual General Shareholders' Meeting (AGM) Agenda and proposed Candidate for Director in advance of the AGM of the Year 2024

N.D Rubber Public Company Limited (“the Company”) is greatly aware of the personal data protection in accordance with the Privacy Data Protection Act. B.E. 2562 (2019).

1. The Collection of Personal Data

It is necessary for the Company to collect your personal data in the following circumstances:

- **In the case of shareholder:** name, surname, title, address, telephone number, facsimile number, number of shares holding, signature, email, copy of identification card or passport (in case of foreigners), certificate of shareholding issued by securities company(ies) or certificates issued by the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
- **In the case of the Proposed Candidate for Director Position** name, surname, title, address, telephone number, facsimile number, photo, copy of identification card, signature, email, date of birth, age, gender, nationality, marital status, information about shares holding, work experience, education background, training, as well as information on direct and indirect interest in the Company and its subsidiaries, joint companies and related companies.
- **In the case of spouse and children of the Proposed Candidate for Director Position** name, surname, age and information about shares holding.

Disclaimer in the case that it is necessary for the Company to collect a copy of your identification card which may contain Sensitive Data such as religion, the Company has however no intention to collect any such Sensitive Data. Accordingly, you can redact any such Sensitive Data.

2. The Collection of Personal Data

In the direct collection of your Personal Data, the Company shall use the Personal Data only as necessary and only in accordance with explicitly specified purpose. In addition, the Company may collect your Personal Data from other sources i.e. securities registrar, Thailand Securities Depository Co., Ltd. (TSD), shareholder, or the Proposed Candidate for Director Position, but only to the extent necessary and in accordance with measures required by laws.

3. Purposes of collection, use and disclosure of Personal Data

The Company collects, uses, and discloses your Personal Data only for the purpose of verifying status of the Shareholder who proposes the meeting agenda and considering qualifications of the Proposed Candidate for Director Position.



Therefore, the Company will collect, use, and disclose your Personal Data and the referred person(s) subject to your prior consent except where it is authorized to do so by the Personal Data Protection Act, B.E. 2562 (2019) as is necessary to take steps as the request of the Data Subject prior to entering into a contract or for executing the obligation of the contract or for legitimate interests of the Company or any other Persons or juristic persons other than the Company, except where such interests are overridden by the fundamental rights of your Personal Data as well as for the Company to comply with law to which the Company is subjected i.e. the Public Limited Companies Act, B.E. 2535 (1992), the Securities and Exchange Act, B.E. 2535 (1992) and their respective amendments and related regulation relating to director qualifications and its related person.

Personal Data that the Company collect. Uses, and discloses in accordance with the above – mentioned purposes is necessarily required for determining qualifications of the shareholder proposing the meeting agenda or qualifications of the Proposed Candidate for Director Position. In case of your refusal to provide the required Personal Data for the above – mentioned purposes, you may not be able to propose a meeting agenda or the Proposed Candidate for Director Position may not be considered for the selection as the Company does not have sufficient information to verify his qualifications as required by law.

4. The Personal Data retention period

The Company will retain your Personal Data only for the necessary duration, and will collect, use and disclose your Personal Data, as defined in this Privacy Notice.

If it is not possible to specify the Personal Data retention period, the Company will retain the Personal Data as may be expected per data retention standards (such as the longest legal prescription of 10 years).

5. Your Rights as a Data Subject

As the owner of Personal Data (“Data Subject”), you have rights as stipulated in the Privacy Protection Act B.E. 2562 (2019), which include right to withdraw the consent, right to access and obtain a copy of your Personal Data, right to correct, delete or destroy your Personal Data, right to request suspension of the processing of your Personal Data, right to transfer your Personal Data according to the measures stipulated by law, right of complaint and right to dissent to the processing or disclosing of your Personal Data.

6. The Disclosure of Personal Data to a Third Party

The Company may also be required to disclose Personal Data in the invitation letter to attend the Shareholders’ meeting, Shareholders’ meeting, the Minute of Shareholders’ meeting, Form 56-1 One Report, and the Company’s website.

The Company may also be required to disclose Personal Data to other persons or juristic persons or regulatory authorities, who work in cooperation with the Company in compliance with the purposes specified in this Privacy



บริษัท เอ็น.ดี.รับเบอร์ จำกัด (มหาชน)

N.D.RUBBER PUBLIC COMPANY LIMITED

129 หมู่ 3 ถนนหนองซาก-พนัสนิคม ตำบลหนองอิรุณ อำเภอบ้านบึง จังหวัดชลบุรี 20220

129 Moo 3 Nongchak-Phanasnikom Rd., Nongeiroom, Banbueng, Chonburi, Thailand 20220 Tel.038-160707 Fax.033-047348



Notice such as the Securities and Exchange Commission, Thailand, the Stock Exchange of Thailand (SET), supervisory authorities, government authorities, or legitimate orders.

7. Contact Channels

Enquiries or questions on the Personal Data Protection can be addressed to N.D. Rubber Public Company Limited, No. 129 Moo 3 Nongchak – Phanasnikom Road, Nongeiroom Sub-district, Banbueng District, Chonburi Province 20220 via e-mail: mewika@ndrubber.co.th