



N.D. RUBBER PUBLIC COMPANY LIMITED

Invitation to the 2024 Annual General Meeting of Shareholders

On Friday 29, March 2024 at 09.30 a.m.

Via Electronic Meeting



13 March 2024

- Subject:** Invitation Letter to the 2024 Annual General Meeting of Shareholders
- To:** Shareholders of N.D. Rubber Public Company Limited
- Attachment No.:**
1. Copy of the 2023 Minutes of the Annual General Meeting of Shareholders
 2. Form 56-1 One Report 2023 and Financial Statement for the year ended 31 December 2023 (QR Code)
 3. Profiles of the Directors nominated to be Director, replacing those retiring by rotation
 4. the acceptance for the invitation of online meeting (E-AGM)
 5. Profiles of the Independent Directors proposed to act as proxies for shareholders and Definition of Company Independent Director
 6. Proxy Letter (Recommendation to use Form B)
 7. Rules for attending the shareholders' meeting via electronic media (E-AGM)
 8. Articles of Association of the Company related with Shareholders' Meeting and Voting
 9. E-AGM Flowchart

The Board of Directors of N.D. Rubber Public Company Limited has passed the resolution to call for the Annual General Meeting (“AGM”) of Shareholders of 2024 to be held on 29 March 2024 at 09.30 a.m. through electronic meeting (E-AGM) (the “Meeting”) only. According to the Public Limited Companies Act, B.E.2535 (and its amendments), laws and regulations related. At N.D. Rubber Public Company Limited 129 Moo 3, Nongchak-Phanasnikom Road, Nongeiroom Sub-district, Banbueng District, Chonburi Province to consider the agenda as follows.

Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders for the year 2023

Purpose and reason:

The Company held the 2023 Annual General Meeting of Shareholders on 31 March 2023. The minutes of the meeting has been disclosed to Stock Exchange of Thailand (“SET”) within 14 days of the Meeting on timeline as specified by law. The details of the 2023 Minutes of the Annual General Meeting of Shareholders as **Attachment 1.**

Opinion of the Board of Director:

It is deemed appropriate that the 2024 Minutes of Annual General Meeting of Shareholders, held on 31 March 2023 has been recorded correctly and to propose to certify at the AGM of Shareholders.

The number of votes for passing the resolution:

This agenda must be approved by a majority votes of the shareholders who attend the meeting and cast their votes. (There are no shareholders with special conflict of interest for this agenda.)



Agenda 2 To acknowledge the director’s report on the results of the Company’s business operation for the year 2023 and business plan for the year 2024

Purpose and reason:

The Company’s operating result report for the year 2023 is included in the 56-1 One Report for the year 2023 which had sent to all shareholders enclosed with the meeting invitation as shown in **Attachment 2** which can be accessed via the QR Code.

As for the business plan in 2024, The Company focus on expanding tubeless tire for domestic market, Looking for New S curve project and giving importance to business operations that the Company has invested in, such as looking for the opportunity to sell Solar Roof Top project to other companies etc.

Opinion of the Board of Director:

It is deemed appropriate to propose to the 2024 AGM of Shareholders to acknowledge the results of the Company’s business operations of 2023.

The number of votes for passing the resolution:

The agenda for acknowledgment, no votes for this agenda.

Agenda 3 To consider and approval of the annual audited financial statement for the year ended on 31 December 2023

Purpose and reason:

To comply with the Public Limited Companies Act B.E 2535 (including amendment), Section 112, the Company shall prepare the Balance Sheet and the Statement of Income for the year ended 31 December 2023 and the Company’s auditor’s report has been audited and certified by Ms. Amornjid Baolorpet C.P.A. No. 10853 of BDO Audit Company Limited, and has already been considered by the Audit Committee and the Board of Directors. Details are in the “Financial Statements” section of the 56-1 One Report 2023 which has delivered to the shareholders together with the invitation to this meeting as shown **Attachment 2** which can be accessed via the QR Code.

Opinion of the Board of Director:

It is deemed appropriate to propose to the 2024 AGM of Shareholders to consider and approve Financial Statement for the year ended of 31 December 2023 audited and signed by Ms. Amornjid Baolorpet C.P.A. No. 10853 of BDO Audit Company Limited, considered and examined by the Audit Committee. The Financial Statement for the year ended of 31 December 2022 have key financial figures as follows:

Total Asset	1,039.23	Million Baht
Total Liability	246.42	Million Baht
Total Income	838.79	Million Baht
Net Profit (Loss)	(65.45)	Million Baht

The number of votes for passing the resolution:

This agenda must be approved by a majority votes of the shareholders who attend the meeting and cast their votes. (There are no shareholders with special conflict of interest for this agenda.)

Agenda 4 To consider and approve the omission of apportionment as statutory reserve fund for the year 2023

Purpose and reason:

The Public Limited Companies Act. B.E. 2535, Section 116 and the Articles of Association, Article 57 regarding the allocation of net profit, the Company has to allocate the apportionment as statutory reserve fund at the rate of not less than 5% of the net profit for each year deducted by the accumulative loss (in case) until the reserved capital not less than 10 percent of the authorized capital.

Opinion of the Board of Director:

It is deemed appropriate to propose to the 2024 AGM of Shareholders to approve the omission of apportionment as statutory reserve fund as the Company recorded a net loss of 69,649,176 Baht. In order to comply with the Clause 57 of the Company's Articles of Association and Section 116 of the Public Limited Companies Act B.E. 2535 (and as amended), the Company could not be able to allocate the apportionment as statutory reserve fund. At present, the Company has the apportionment as statutory reserve fund as of 31 December 2023 of 15,220,095.06 Baht, which was the rate of 4.39% of registered capital.

The number of votes for passing the resolution:

This agenda must be approved by a majority votes of the shareholders who attend the meeting and cast their votes. (There are no shareholders with special conflict of interest for this agenda.)

Agenda 5 To consider and approve the omission of dividend payment for the year 2023

Purpose and reason:

The Company has the policy to pay dividend each year at the rate of not less than 40% of the net profit after deduction of all reserved fund as required in the Company's Articles of Association and as required by law. If unnecessary, the payment of such dividend shall not significantly affect the Company's normal business operation.

Opinion of the Board of Director:

It is deemed appropriate to propose to the 2024 AGM of Shareholders to approve the omission of dividend of the year 2023 due to the Separate Statement of for the year ended 31 December 2023 has the Company recorded a net loss of 69,649,176 Baht. However, the granting of such rights is uncertain due to the approval of the shareholders meeting.

Dividend payment for the past 3 years

Year	Net Profit Ratio (Baht/Share)	Dividend Payment Ratio (Baht/Share)	Dividend Payment Ratio Per Net Profit** (%)
2021	0.13	0.03	41.47
2022	(0.07)	0.02	-
2023	-	-	-

The number of votes for passing the resolution:

This agenda must be approved by a majority votes of the shareholders who attend the meeting and cast their votes. (There are no shareholders with special conflict of interest for this agenda.)

Agenda 6 To consider the approval of the re-election of Directors to replace those retirements by rotationPurpose and reason:

As stipulated in the Public Limited Companies Act B.E. 2535, Section 71 and Article 22 of the Company's Articles of Association required that in each time of AGM of Shareholders, one-third of total directors must resign from the position. For the first and second year after the Company's registration, the resignation will be done by drawing lot. Currently, the total numbers of directors are 8 persons, the Nomination and Remuneration Committee has resolved that Mr. Teerasak Sawangnet and Mr. Marco Low Peng Kiat as the longest term and one resigned director by drawing lot Mrs. Thunyarat Samrittivanivha is the directors to be retired by rotation.

Nomination and Remuneration Committee's opinion

The Nomination and Remuneration Committee reported that the Company announced a shareholders' invitation to nominate qualified candidates for a directorship at company website www.ndrubber.co.th from 11 October 2023 to 31 December 2023. It appears none of the shareholders proposed any qualified candidates.

However, The Nomination and Remuneration Committee has scrutinized and considered carefully for selecting persons to be directors that have been approved by the Board of Directors, to propose to the shareholders' meeting appoint three directors, namely Mr. Teerasak Sawangnet, Mr. Marco Low Peng Kiat in re-elected as Directors of the Company for another term and appoint Mr. Boonlai Jamparat as Directors in replacement of Mrs. Thunyarat Samrittivanivha who those retired by rotation. that the three Directors are qualified with knowledge, capability, experience with expertise which will be very useful for the company's business Mr. Teerasak Sawangnet has been nominated as an independent director who is qualified according to the regulations of the SEC and can give independent opinions. In this regard, the director who is shareholder of the Company, namely Mr. Boonlai Jamparat, voluntarily not to vote in this agenda.. The profiles of the persons nominated to be the Directors are detailed in Attachment 3, which has been sent to shareholders together with the invitation letter.

Opinion of the Board of Director:

It is deemed appropriate to propose to the 2024 AGM of Shareholders to approve re-election of the 3 Directors of the Company which are Mr. Teerasak Sawangnet and Mr. Marco Low Peng Kiat for another term, and appoint Mr. Boonlai Jamparat as Directors in replacement of Mrs. Thunyarat Samrittivanivha, a retired director.

The number of votes for passing the resolution:

This agenda must be approved by a majority votes of the shareholders who attend the meeting and cast their votes and person who receives the highest score respectively will be elected as a director equal to the number of directors to be elected at that time. (There are no shareholders with special conflict of interest for this agenda.)

Agenda 7 To consider the approval of Directors' remuneration for the year 2024

Purpose and reason:

As stipulated in the Public Limited Companies Act B.E. 2535, Section 71 and Article 32 of the Company's Articles of Associations, the Company's directors are entitled to receive directors' remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses or other benefits as the shareholders' meeting may consider and passed a resolution with a vote of not less than two-thirds of the total number of votes of the shareholders who attended the meeting.

The Board resolved to agree with the consideration of the Nomination and Remuneration Committee. Such remuneration should be appropriate to the level of responsibility and compare to the same business in the same income level. Thus, the Board with consideration of the Nomination and Remuneration Committee agreed to propose shareholders meeting to approve the Directors' remuneration for the year 2024 which is meeting allowance without other remuneration as follow:

The Director's Remuneration	2023 (Baht)	2024 (Proposed Year) (Baht)
<u>Board of Directors Remuneration</u>	Per meeting	Per meeting
Chairman	30,000	34,000
Director	18,000	20,000
<u>Sub-Committees Remuneration</u>		
- Audit Committee	Per meeting	Per meeting
Chairman of Audit Committee	30,000	34,000
Audit committee	18,000	20,000
- Nomination and Remuneration Committee	Per meeting	Per meeting
Chairman of Nomination and Remuneration Committee	30,000	34,000
Nomination and Remuneration Committee	18,000	20,000

The Director's Remuneration of Chairman of the Board of Directors, Chairman of Audit Committee and Chairman of Nomination and Remuneration Committee is higher from 30,000 Baht to 34,000 Baht and The Director's Remuneration of the Board of Directors, Audit Committee and Nomination and Remuneration Committee is higher from 18,000 Baht to 20,000 Baht . This proposed remuneration for directors shall be effective until shareholder's meeting has a resolution to change the same.

Opinion of the Board of Director:

It is deemed appropriate to propose to the 2024 AGM of Shareholders to approve director's remuneration for the year 2024 which are 34,000 Baht/Meeting for Chairman and 20,000 Baht/Meeting for directors.

The number of votes for passing the resolution:

This agenda must be approved by a vote of no less than two-thirds (2/3) of the total number shareholders attending the meeting. In this regard, Mrs. Nittaya Samrittivanicha and Mrs. Thunyarat Samrittivanicha, the directors who are shareholders of the Company has special conflict of interest and no right to vote for this agenda.

Agenda 8 To consider the approval of the appointment of the Company's auditor and determine the auditor's remuneration for the year 2024

Purpose and reason:

The Public Limited Companies Act B.E. 2535, Section 120, stipulates that at an annual ordinary meeting of shareholders of each year, there shall be an appointment of an auditor and the determination of an audit fee of the Company. In appointing an auditor, the former auditor may be reappointed. In addition, Notification of the Capital Market Supervisory Board No. Tor Chor. 44/2556 (including amendments) also stipulates that the listed companies must rotate the auditor if the existing auditor has performed the review or audit and express the opinion on the financial statements of the Company for 7 years regardless of consecutiveness. However, the Company can reappoint the auditor who resigned by rotation after a period of at least 5 consecutive fiscal years from the date of termination of the duties.

As for the year 2024, the Board of Directors proposed to consider and approve to appoint BDO Audit Company Limited ("BDO"), represented by Mr. Teerasak Chuasrisakul C.P.A. No. 6624 or Mr. Khaisaeng Thiranulak C.P.A. No. 5428 or Ms. Supachanya Thongpan C.P.A. No. 10505 or Ms. Amornjid Baolorpet C.P.A. No. 10853 or Mr. Rejeesh Balasubramaniam, Audit at BDO Malaysia as an auditor of the Company and its subsidiaries which are N.D. Interparts Co., Ltd. (NDI) and Fung Keong Rubber Manufactory (Malaya) Sdn. Bhd. (FKRMM). In addition, the Board of Directors proposed to appoint Ms. Sawisyaporn Tungchinsujee C.P.A. No. 09870 as an auditor of its subsidiaries which are N.D. Green Planet Co., Ltd for the reviewing and auditing of the financial statements for the year ended 31 December 2024. BDO has been an auditor of the Company and subsidiaries since 2022 totally 2 year.

The Audit Committee's opinion

The Audit Committee has considered and approved to proposed to the Board of Directors auditors of BDO and Ms. Sawisyaporn Tungchinsujee as an auditor of the Company and its subsidiaries of the year 2024 with the remuneration amount of 1,877,000 Baht and 149,000 Malaysian Ringgit without any other services. The Audit Committee has considered from knowledge, capability qualification and

working experience with auditing standards for many companies listed on the Stock Exchange of Thailand and the auditing fee are in the appropriate criteria. The auditor company and the auditors as proposed to consider the appointment are independent, no relationship and have no any interest with the Company, subsidiaries, executives, major shareholders or those involved with the said person.

Board of Directors' opinion:

The Board of Directors agrees with the proposal of the Audit Committee that it is deemed appropriate to propose to the 2024 AGM of Shareholders to approve the appointment of an auditor and the remuneration of the auditor for the year 2024 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. Rejeesh Balasubramaniam Audit 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 2024 and the review of the interim financial statements of the Company and its subsidiaries, total amount of 1,877,000 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 Subsidiaries in Thailand

Company	Audit fee (Baht)				Auditor
	2023	2024 (Proposed)	Increased (Decreased)	%	
NDR	1,480,000	1,500,000	20,000	1.35	BDO
NDI	351,000	365,000	14,000	3.99	BDO
NDGP	9,000	12,000	(3,000)	(33.33)	Ms. Sawisyaporn
Total	1,840,000	1,877,000	37,000	2.01	

Audit Fee of Foreign Subsidiaries

Company	Audit fee (Ringgit Malaysia)				Auditor
	2023	2024 (Proposed)	Increased (Decreased)	%	
FKRMM	153,440	149,000	(4,440)	(2.89)	BDO

The number of votes for passing the resolution:

This agenda must be approved by a majority votes of the shareholders who attend the meeting and cast their votes. (There are no shareholders with special conflict of interest for this agenda.)

Agenda 9 To consider and approve the amendment the Articles of Association of the Company

Purpose and reason:

To provide clarity to the directors authorized to sign on behalf of the company to be binding on the company and for Business Facilitation. Therefore, it is necessary to amend the Company's Articles of Association, Article 21. The details of the proposed amendment to Article 21 of the Company's Articles of Association are as following details:

Article	Existing Version	Proposed Version
21	The Directors authorized to sign on behalf of the company to be binding on the company It is two (2) directors, jointly signing and affixing the company. The board of directors has the authority to determine or change the list of directors who are authorized to sign to bind the company.	The Directors authorized to sign on behalf of the company to be binding on the company It is two (2) directors, jointly signing and affixing the company <u>in the documents not related to financial transactions.</u> The board of directors has the authority to determine or change the list of directors who are authorized to sign to bind the company. <u>The Directors authorized to sign on behalf of the company to be binding on the company It is two (2) directors, jointly signing and affixing the company in the documents related to financial transactions.</u>

Board of Directors' opinion:

It is deemed appropriate to propose to the 2024 AGM of Shareholders to approve the amendment the Articles of Association of the Company, Article 21 to provide clarity to the directors authorized to sign on behalf of the company to be binding on the company and for Business Facilitation as mentioned.

The number of votes for passing the resolution:

This agenda must be approved by a vote of no less than three quarters (3/4) of the total number shareholders attending the meeting. (There are no shareholders with special conflict of interest for this agenda)

Agenda 10 To consider and approve the amendment the authorized directors of the company

Purpose and reason:

To provide clarity to the directors authorized to sign on behalf of the company to be binding on the company and for Business Facilitation. Including to be consistent the Articles of Association, Article 21 (which has been amended). The details of the proposed amendment to the authorized directors of the company are as following details:

From “Names and number of the authorized directors of the Company are as follows:

Mrs. Nittiya Samrittivanicha or Mr. Chaiyasit Samrittivanicha or Mrs. Thunyarat Samrittivanicha

Any Two of the above Three directors jointly sign with the company's seal affixed.

Restriction of Directors / No.”

To “Names and number of the authorized directors of the Company are as follows:

1. Mrs. Nittiya Samrittivanicha or Mr. Chaiyasit Samrittivanicha or Mr. Boonlai Jamparat

Any Two of the above Three directors jointly sign with the company's seal affixed in the documents not related to financial transactions.

2. Mrs. Nittiya Samrittivanicha and Mr. Chaiyasit Samrittivanicha

Any Two of the directors jointly sign with the company's seal affixed in the documents related to financial transactions.

Restriction of Directors / No.”

The Company will accordingly register the amendment of the authorized directors who can sign to bind the Company with the Department of Business Development, Ministry of Commerce. In this regard, the amendment of the authorized directors who can sign to bind the Company shall be effective on the date that the Company proceed the registration as mentioned.

Board of Directors' opinion:

It is deemed appropriate to propose to the 2024 AGM of Shareholders to approve the amendment the amendment the authorized directors of the company to provide clarity to the directors authorized to sign on behalf of the company to be binding on the company and for Business Facilitation as mentioned.

The number of votes for passing the resolution:

This agenda must be approved by a majority votes of the shareholders who attend the meeting and cast their votes. (There are no shareholders with special conflict of interest for this agenda.)

Agenda 9 To consider any other matters (if any)

The Board of Directors has resolved that 13 March 2023 be fixed as the record date for determining the shareholders entitled to attend the 2024 Annual General Meeting of Shareholders. However, if there is any force majeure which may result in a change of the 2024 Annual General Meeting of Shareholders, therefore, shareholders are requested to follow the news from the website of the Stock Exchange of Thailand www.set.or.th or the Company's website www.ndrubber.co.th.

The Company permits Shareholders to propose agendas for the 2024 Annual General Meeting of Shareholders through the website of the Company from 11 October 2023 to 31 December 2023. There is no shareholder proposing agenda for the 2024 Annual General Meeting of Shareholders.

For shareholders or proxy who are desire to attend the meeting, Please complete and duly execute the acceptance for the invitation of online meeting (E-AGM) as **Attachment 4**. Including, who are intend to appoint a proxy or authorize to Independent Directors who are nominate as a proxy of shareholders as **Attachment 5**, please complete and duly execute one of three proxy Form A, Form B or Form C (Recommendation to use Form B) as **Attachment 6** or download the proxy form from our website www.ndrubber.co.th in Investor Relations. Which Shareholder and proxy can explore detail the rules for attending the shareholders' meeting via electronic media (E-AGM) as **Attachment 7**, and please the shareholders or proxy submit the documents requesting to attend the meeting and the proxy document to the Company **within 22 March 2024** via

1. E-Mail : Watcharaporn.wk@ndrubber.co.th

2. Postal : to Company Secretary

N.D. Rubber Public Company Limited 129 Moo.3

Nongchak-Phanasnikom Road, Nongeiroom Sub-district, Banbueng District, Chonburi Province 20220

Along with this invitation letter, the Company has attached Articles of Association of the Company related with Shareholders' Meeting and Voting as **Attachment 8** and E-AGM Flowchart as **Attachment 9**. Kindly be informed that the Company has established a privacy policy



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., Nongeeroon, Banbueng, Chonburi, Thailand 20220 Tel.038-160707 Fax.033-047348



to inform shareholders of the details of collection, use and disclosure of your personal information. Shareholders can learn more details at www.ndrubber.co.th for your ease of reference.

Shareholders can download the Invitation Letter for the year 2024 Annual General Meeting of Shareholders, including all attachments, from the company's website at www.ndrubber.co.th starting on 13 March 2024. Any queries in relation to the meeting agenda are requested to be sent in advance to: Attention: Ms. Nopparat Chumpolkulwong, Company Secretarial Department, 129 Moo 3 Nongchak-Phanasnikom Rd., Nongeeroon, Banbueng, Chonburi, Thailand 20220 or via e-mail: watcharapom.wk@ndrubber.co.th.

The Company would like to invite all shareholders to attend the Meeting on the date, time and place as mentioned above.

Yours faithfully,

(Mr. Chaiyasit Samrittivanicha)

Managing Director

Attachment 1

Copy of the 2023 Minutes of the Annual General Meeting of
Shareholders

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

- | | |
|-----------------------------------|---|
| 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

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

Executive

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

Auditor

- | | |
|---------------------------|---------------------------|
| 1. Mr. Narin Churamongkol | BDO Audit Company Limited |
|---------------------------|---------------------------|

Legal Advisors

- | | |
|--------------------------------|-------------------------------------|
| 1. Ms. Wiyadathawin Luenchavee | JTJB International Lawyers Co.,Ltd. |
|--------------------------------|-------------------------------------|

Secretary at the Meeting

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

Vote-Counting Inspector

- | | |
|-------------------------------|--|
| 1. OJ International Co., Ltd. | |
|-------------------------------|--|

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. Chaiyasit 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. Suwanee Cheansirikraiut, 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. Chaityasit 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. Chaityasit 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. Chaityasit 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. Chaityasit 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. Chaityasit 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	0	-

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 Krishthanin 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 through 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	-

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)
<u>Director's remuneration</u>	Per meeting	Per meeting
- The Chairman	30,000 Baht	30,000 Baht
-Directors	18,000 Baht	18,000 Baht
<u>Subcommittee's remuneration</u>	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 Udomsangkatham, 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.

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)

The Chairman of the Board of Director/Meeting

(Ms. Watcharaporn Wongmak)

Assistant Company Secretary / Minute-taker

Attachment 2

**Form 56-1 One Report and Financial Statement for the year
ended 31 December 2023 (QR Code)**

**Form 56-1 One Report and Financial Statements
for the year ended 31 December 2023 (QR Code)**



Attachment 3

Profiles of the Directors nominated to be Director, replacing those retiring by rotation

Profiles of the Directors nominated to be Director, replacing those retiring by rotation

Mr. Teerasak Sawangnet

Age 50 Years Old

Position Member of the Audit Committee /

Member of the Nomination and Remuneration Committee /

Independent Director

Appointment Date

- 15 May 2014

No. of Years being the Company's Director

- 9 Years

Education

- Bachelor Degree in Finance and Banking, Assumption University

- Master of Business Administration, Assumption University

Expertise

- Accounting and Finance

Director Training/Seminar

- DAP 106/2013 Thai Institute of Directors Association (IOD)

- A discussion on accounting knowledge for Audit Committee members on the topic of "Easy Listening: Accounting Tips that AC should not miss"

Experiences (In 5 years)

- 2014 – Present: Independent Director N.D. Rubber Public Company Limited

- 1995 – Present: Managing Director Winner Petroleum Co., Ltd.

Position in Other Listed Company

- N/A

Position in Non-Listed Company

- Present: Managing Director Winner Petroleum Co., Ltd.

Position in other companies that may cause conflicts of interest with the Company

- N/A

Percentage of Shareholding (%) (as of 9 March 2023)

- Held personally (None)

- Held by spouse or minor children (None)

Relationship with Company's Executive(s)

- N/A

Meeting Attendance of Board Meeting/Sub-Committee

- | | | | |
|--|-----|----------|------|
| - The Annual General Meeting of Shareholders | 1/1 | Equal to | 100% |
| - Board of Directors Meeting | 4/4 | Equal to | 100% |
| - The Audit Committee | 4/4 | Equal to | 100% |
| - The Nomination and Remuneration Committee | 1/1 | Equal to | 100% |



Mr. Marco Low Peng Kiat

Age 51 Years Old

Position Director

Appointment Date

- 2 February 2018

No. of Years being the Company's Director

- 6 Years

Education

- Bachelor of Science in Management & Systems, City University, England

Expertise

- Business and industry relating to NDR and real estate

Director Training / Seminar

- N/A

Experiences (In 5 years)

- 2014 – Present: Director N.D. Rubber Public Company Limited
- 2010 – Present: Director Consistent Record Sdn. Bhd., Malaysia

Position in Other Listed Company

- Managing Director Low Keng Huat (Singapore) Limited, Singapore

Position in Non-Listed Company

- Director Consistent Record Sdn. Bhd., Malaysia

Position in other companies that may cause conflicts of interest with the Company

- N/A

Other Position

- Chairman Rubber Based Industry Club, The Federation of Thai Industries for the Year 2020 - 2024

Percentage of Shareholding (%) (as of 7 April 2022)

- Held personally (None)
- Held by spouse or minor children (None)

Relationship with Company's Executive(s)

- N/A

Meeting Attendance of Board Meeting/Sub-Committee

- The Annual General Meeting of Shareholders 0/1 Equal to 0%
- Board of Directors Meeting 4/4 Equal to 100%



Mr. Boonlai Jamparat

Age 46 Years Old

Position Director / Executive Director

Appointment Date

-

No. of Years being the Company's Director

-

Education

- High Vocational Certificate in Mechanical Power Technology, Ubon Ratchathani Technical College

Expertise

- Manufacture of Motorcycle Tire and Tube

Director Training / Seminar

- ESG Transformation: Navigating Success in a Environmentally Responsible Future
Sustainable organizational development in the environmental dimension with greenhouse gas management mechanisms and standards

Experiences (In 5 years)

- 2015 – Present: General Manager, Production Department N.D. Rubber PCL.

Position in Other Listed Company

- N/A

Position in Non-Listed Company

- N/A

Position in other companies that may cause conflicts of interest with the Company

- N/A

Percentage of Shareholding (%) (as of 7 April 2022)

- Held personally (N/A)
- Held by spouse or minor children (None)

Relationship with Company's Executive (s)

- N/A

Meeting Attendance of Board Meeting/Sub-Committee

-



Attachment 4

The acceptance for the invitation of online meeting (E-AGM)



ใบตอบรับเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ บริษัท เอ็น.ดี.รับเบอร์ จำกัด (มหาชน)
Acceptance for the invitation of online meeting of N.D.RUBBER Public Company Limited

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า..... หมายเลขบัตรประชาชน/หนังสือเดินทาง.....

I/We, Identification Card/Passport number

สัญชาติ.....บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

Nationality Residing at No. Road Sub district

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท เอ็น.ดี.รับเบอร์ จำกัด (มหาชน)

Being a shareholder of N.D.RUBBER Public Company Limited

โดยถือหุ้นรวมทั้งสิ้น หุ้น

Holding the total amount of shares

ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์สำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2567

I would like to participate the E-AGM for Annual General Meeting 2024

เข้าร่วมประชุมด้วยตัวเอง เบอร์โทรศัพท์มือถือ.....(โปรดระบุ)

(Self-Attending) Mobile Number Please fil in the blank.

มอบฉันทะให้ (นาย/นาง/นางสาว).....ได้เข้าร่วมประชุมดังกล่าวข้างต้น

Proxy to attend the meeting.

เบอร์โทรศัพท์มือถือของผู้รับมอบฉันทะ.....(โปรดระบุ เพื่อใช้ในการเข้าระบบ)

Proxy's Mobile Number Please fil in the blank.

(3) ข้อมูลในการจัดส่ง URL เพื่อเข้าประชุมและวิธีการเข้าร่วมประชุม

Please send the Link to join the meeting by below email

อีเมล.....(โปรดระบุ)

E-Mail Please fil in the blank.

(4) จัดส่งเอกสารเพื่อยืนยันตัวตน **ตามสิ่งที่ส่งมาด้วย 4** วิธีการเข้าร่วมประชุม ภายในวันที่ **22 มีนาคม 2567**

Please submit the required document per an **attachment 4** by **22 March 2024**

(5) เมื่อได้รับการยืนยันตัวตน บริษัทฯ จะจัดส่งลิงค์การเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมไปยังอีเมลที่ท่านได้ระบุ

Once you have verified, the company will send the Link to join the meeting via email

(6) ในวันประชุมผู้ถือหุ้นจะต้องเตรียม เลขบัญชีผู้ถือหุ้น และเลขบัตรประชาชนไว้ สำหรับการเข้าร่วมประชุม

Please prepare your Account Number and your Identification Card Number for log in the meeting.

ลงชื่อ/Signed.....ผู้ถือหุ้น/Shareholder

(.....)

Attachment 5

Profiles of the Independent Directors proposed to act as proxies
for shareholders and Definition of Company Independent
Director

Profiles of the Independent Directors

For shareholder to grant the Independent Director as proxy



1. Dr. Sirada Jarutakanont

Age : 45
Position : Independent Director/ Chairman of Audit Committee/Chairman of the Nomination and Remuneration Committee
Address : N.D. Rubber Public Company Limited
129 Moo 3 Nongchak-Phanasnikom Road, Nongeiron,
Banbueng, Chonburi 20220
Special Equity : N/A



2. Mr. Teerasak Sawangnet

Age : 50
Position : Independent Director/Director of Audit Committee/Director of the Nomination and Remuneration Committee
Address : N.D. Rubber Public Company Limited
129 Moo 3 Nongchak-Phanasnikom Road, Nongeiron,
Banbueng, Chonburi 20220
Special Equity : N/A



3. Mr. Kovit Krishthanin

Age : 49
Position : Independent Director/Director of Audit Committee
Address : N.D. Rubber Public Company Limited
129 Moo 3 Nongchak-Phanasnikom Road, Nongeiron,
Banbueng, Chonburi 20220
Special Equity : N/A

Independent Directors Information

For shareholder to grant the Independent Director as proxy

The Definition “Independent Director”

Independent directors shall have qualifications relating to independence as stipulated by the Company and in accordance with the Notification of the Capital Market Supervisory Board and international standards. Independent directors shall protect the interests of all shareholders equitably and prevent conflicts of interest. In addition, independent directors shall be able to express independent opinions at the Board of Directors meetings.

The Company’s independent directors shall have specific qualifications as follows:

1. holding no more than 1% of total voting shares* including the shareholding of persons related to the independent directors.
 2. not currently be or never been the company’s executive director, worker, employee, salaried consultant, or controlling parties*. Exception: It has been at least 2 years after the person has held the position.
 3. not by blood or legally registered with other directors, executives, major shareholders, controlling parties, or persons who will be nominated as directors, executives, or controlling parties of the company or subsidiary.
 4. not currently having or never had any relations with the company* in the way that such relation may impede the person from having independent views. Also, the person should not currently be or never be a significant shareholder or controlling person for persons having business relations with the company*. Exception: It has been at least 2 years after the person has held the position.
 5. not currently being or never been the company’s auditor*. Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current auditor’s auditing firm*. Exception: It has been at least 2 years after the person has held the position.
 6. not currently be providing or never provided professional services, legal consulting, nor financial consulting services to the company with a fee more than 2 Million Baht per year*. Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current service providers. Exception: It has been at least 2 years after the person has held the position.
 7. not currently a director appointed to represent the company’s directors, major shareholders, or the shareholder related to major shareholder.
 8. not currently be operating under similar business nature and significant competition to the company or subsidiary; or not a significant partner of the partnership, executive director, salaried worker, employee, or consultant; or holding more than 1% of voting shares of any other companies operating under similar business nature and significant competition to the company and subsidiary.
 9. not under any conditions that may impede the person from having independent views towards the company’s operations.
- * Including the parent company, subsidiary, or affiliate, major shareholder(s) of the Company.

After being appointed as independent director with the qualification under No. 1-9 above, the independent director may assign by the Board of Directors to take part in the business decision of the Company, its parent company, subsidiary company or associate company, provided that such decision shall be in the form of collective decision.

Attachment 6

Proxy Form



Proxy Form A

Attachment 6 (Form A)

Written at

Date Month Year

(1) I/We Nationality

Residing at Road Sub District

District Province Postal Code

(2) As a shareholder of N.D. Rubber Public Company Limited, Holding a total number of share (s) and having a right to vote equal to vote (s) as follows,

Ordinary Share share (s) and have right to cote equal to vote(s)

Preference share share (s) and have right to cote equal to vote(s)

(3) Hereby appoint

1. Name Age years, Residing at

Road Sub District District

Province Postal Code or

2. Name Age years, Residing at

Road Sub District District

Province Postal Code or

3. Name Age years, Residing at

Road Sub District District

Province Postal Code or

Only one person from above as my proxy to attend and vote on my behalf at the meeting of the Annual General Meeting of Shareholders of 2024 to be held on March 29, 2024 at 09.30 a.m. through electronic meeting (E-AGM) (the "Meeting") only or such other date, time, and place as the meeting may be adjourned.

Any act(s) performed by the proxy in this meeting shall be deemed to the actions(s) performed by myself.

Signed.....Grantor
(.....)

Signed.....Proxy Holder
(.....)

Remarks

The shareholders appointing the proxy must authorized only one proxy to attend and vote at the meeting and may not split the amount of shares to many proxies for splitting votes.



Proxy Form B

Written at.....

Date..... Month..... Year.....

(1) I/We..... Nationality.....
Residing at..... Road..... Sub District.....
District..... Province..... Postal Code.....

(2) As a shareholder of N.D. Rubber Public Company Limited, Holding a total number of..... share (s) and having a right to vote equal to..... vote (s) as follows,

Ordinary Share..... share (s) and have right to cote equal to..... vote(s)

Preference share..... share (s) and have right to cote equal to..... vote(s)

(3) Hereby appoint

1. Name..... Age..... years, Residing at.....
Road..... Sub-district..... District.....
Province..... Postal Code..... or

2. Name..... Age..... years, Residing at.....
Road..... Sub-district..... District.....
Province..... Postal Code..... or

3. Name..... Age..... years, Residing at.....
Road..... Sub-district..... District.....
Province..... Postal Code..... or

Only one person from above as my proxy to attend and vote on my behalf at the meeting of the Annual General Meeting of Shareholders of 2024 to be held on March 29, 2024 at 09.30 a.m. through electronic meeting (E-AGM) (the “Meeting”) only or such other date, time, and place as the meeting may be adjourned. Any act(s) performed by the proxy in this meeting shall be deemed to the actions(s) performed by myself.

(4) In this meeting, I grant my proxy to vote on my behalf as follows,

Agenda 1 To certify the minutes of the Annual General Meeting of Shareholders for the year 2023

(A) To grant my proxy to consider and vote on my behalf as appropriate in all respects

(B) To grant my proxy to vote at my desire as follows,

Approve Disapprove Abstain

Agenda 2 To acknowledge the director’s report on the results of the Company’s business operation for the year 2023 and business plan for the year 2024

(A) To grant my proxy to consider and vote on my behalf as appropriate in all respects

(B) To grant my proxy to vote at my desire as follows,

Approve Disapprove Abstain



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., Nongeeroon, Banbueng, Chonburi, Thailand 20220 Tel.038-160707 Fax.033-047348



Agenda 3 To consider the approval of the annual audited financial statement for the year ended 31 December 2023

- (A) To grant my proxy to consider and vote on my behalf as appropriate in all respects
- (B) To grant my proxy to vote at my desire as follows,
- Approve Disapprove Abstain

Agenda 4 To consider and approve the omission of apportionment as statutory reserve fund for the year 2023

- (A) To grant my proxy to consider and vote on my behalf as appropriate in all respects
- (B) To grant my proxy to vote at my desire as follows,
- Approve Disapprove Abstain

Agenda 5 To consider and approve the omission of dividend payment for the year 2023

- (A) To grant my proxy to consider and vote on my behalf as appropriate in all respects
- (B) To grant my proxy to vote at my desire as follows,
- Approve Disapprove Abstain

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

- (A) To grant my proxy to consider and vote on my behalf as appropriate in all respects
- (B) To grant my proxy to vote at my desire as follows,
- Approve Disapprove Abstain

Election of each Director by Individual

- | | |
|--|----------------------------------|
| 1) Mr. Teerasak Sawangnet | Independent Director |
| <input type="checkbox"/> Agree <input type="checkbox"/> Disagree | <input type="checkbox"/> Abstain |
| 2) Mr. Marco Low Peng Kiat | Director |
| <input type="checkbox"/> Agree <input type="checkbox"/> Disagree | <input type="checkbox"/> Abstain |
| 3) Mr. Boonlai Jamparat | Director |
| <input type="checkbox"/> Agree <input type="checkbox"/> Disagree | <input type="checkbox"/> Abstain |

Agenda 7 To consider the approval of Directors' remuneration for the year 2024

- (A) To grant my proxy to consider and vote on my behalf as appropriate in all respects
- (B) To grant my proxy to vote at my desire as follows,
- Approve Disapprove Abstain

Agenda 8 To consider the approval of the appointment of the Company's auditor and determine the auditor's remuneration for the year 2024

- (A) To grant my proxy to consider and vote on my behalf as appropriate in all respects
- (B) To grant my proxy to vote at my desire as follows,
- Approve Disapprove Abstain



Agenda 9 To consider and approve the amendment the Articles of Association of the Company

(A) To grant my proxy to consider and vote on my behalf as appropriate in all respects

(B) To grant my proxy to vote at my desire as follows,

Approve Disapprove Abstain

Agenda 10 To consider and approve the amendment the authorized directors of the company

(A) To grant my proxy to consider and vote on my behalf as appropriate in all respects

(B) To grant my proxy to vote at my desire as follows,

Approve Disapprove Abstain

Agenda 11 Other matters (if any)

(A) To grant my proxy to consider and vote on my behalf as appropriate in all respects

(B) To grant my proxy to vote at my desire as follows,

Approve Disapprove Abstain

(5) Voting by the proxy in any agenda which is not complied with this letter shall be deemed as incorrect voting and shall not be my voting in term of a shareholder.

(6) In case I do not specify my intention to vote in any agenda or not clearly specify or in case of the meeting considers or passes any resolutions in any matters other than those specified above, including in case there is any amendment or addition of my fact, the proxy shall have the right to consider and vote on my behalf as he/she deem appropriate in all respects.

Any act(s) performed by the proxy in this meeting shall be deemed to the action (s) performed by myself, in exception that the proxy has abstained vote as specified in the proxy form.

Signed.....Grantor

(.....)

Signed.....Proxy Holder

(.....)

Remarks

1. The shareholder appointing the proxy must authorized only one proxy to attend and vote at the meeting and may not split the amount of shares to many proxies for splitting votes.
2. In agenda of Director Election, the shareholder may elect a whole set of Directors or individually.
3. On case that there is agenda for consideration in the meeting not stated above, it can be specified in the supplemental proxy form B hereto



Supplemental Proxy (Form B)

The proxy is granted by a shareholder of N.D. Rubber Public Company Limited for the Annual General Meeting of Shareholders 2024 to be held on March 29, 2024 at 09.30 a.m. through electronic meeting (E-AGM) (the “Meeting”) only or such other date, time, and place as the meeting may be adjourned.

Agenda _____ Re _____

- (A) To grant my proxy to consider and vote on my behalf as appropriate in all respects
- (B) To grant my proxy to vote at my desire as follows,
 - Approve Disapprove Abstain

Agenda _____ Re _____

- (A) To grant my proxy to consider and vote on my behalf as appropriate in all respects
- (B) To grant my proxy to vote at my desire as follows,
 - Approve Disapprove Abstain

Agenda _____ Re _____

- (A) To grant my proxy to consider and vote on my behalf as appropriate in all respects
- (B) To grant my proxy to vote at my desire as follows,
 - Approve Disapprove Abstain

Agenda _____ Re _____

- (A) To grant my proxy to consider and vote on my behalf as appropriate in all respects
- (B) To grant my proxy to vote at my desire as follows,
 - Approve Disapprove Abstain

Signed.....Grantor
(.....)

SignedProxy Holder
(.....)



Proxy Form C

(Form in case the shareholders are foreign investors and appoint the custodian in Thailand to keep and safeguard the shares)

Written at.....

Date.....Month.....Year.....

(1) I.....
Office address at.....Road.....Sub District.....
District.....Province.....Postal Code.....
Acting as a custodian for.....
Being a shareholder of N.D. Rubber Public Company Limited Holding a total number of.....share (s) and having a right to vote equal tovote (s) as follows,

Ordinary Share.....share (s) and have right to cote equal to.....vote(s)

Preference share.....share (s) and have right to cote equal to.....vote(s)

(2) Hereby appoint

1. Name.....Age.....years, Residing at.....
Road.....Sub District.....District.....
Province.....Postal Code.....or

2. Name.....Age.....years, Residing at.....
Road.....Sub District.....District.....
Province.....Postal Code.....or

3. Name.....Age.....years, Residing at.....
Road.....Sub District.....District.....
Province.....Postal Code.....or

Only one person from above as my proxy to attend and vote on my behalf at the meeting of the Annual General Meeting of Shareholders of 2024 to be held on March 29, 2024 at 09.30 a.m. through electronic meeting (E-AGM) (the “Meeting”) only or such other date, time, and place as the meeting may be adjourned. Any act(s) performed by the proxy in this meeting shall be deemed to the actions(s) performed by myself.

(3) I hereby authorize my proxy to attend and cast the votes as follows:

The Proxy is entitled for all shares held and vote.

The Proxy is entitled for certain shares as follows:

Ordinary shares.....share(s) and have a right to vote equal to.....vote(s)

Preference shares..... share(s) and have a right to vote equal to.....vote(s)

Total entitled vote.....votes

(4) I grant my proxy to vote on my behalf as follows,

Agenda 1 To certify the minutes of the Annual General Meeting of Shareholders for the year 2023

(A) To grant my proxy to consider and vote on my behalf as appropriate in all respects

(B) To grant my proxy to vote at my desire as follows,

Approve Disapprove Abstain

Agenda 2 To acknowledge the director's report on the results of the Company's business operation for the year 2023 and business plan for the year 2024

(A) To grant my proxy to consider and vote on my behalf as appropriate in all respects

(B) To grant my proxy to vote at my desire as follows,

Approve Disapprove Abstain

Agenda 3 To consider the approval of the annual audited financial statement for the year ended 31 December 2023

(A) To grant my proxy to consider and vote on my behalf as appropriate in all respects

(B) To grant my proxy to vote at my desire as follows,

Approve Disapprove Abstain

Agenda 4 To consider and approve the omission of apportionment as statutory reserve fund for the year 2023

(A) To grant my proxy to consider and vote on my behalf as appropriate in all respects

(B) To grant my proxy to vote at my desire as follows,

Approve Disapprove Abstain

Agenda 5 To consider and approve dividend payment for the year 2023

(A) To grant my proxy to consider and vote on my behalf as appropriate in all respects

(B) To grant my proxy to vote at my desire as follows,

Approve Disapprove Abstain

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

(A) To grant my proxy to consider and vote on my behalf as appropriate in all respects

(B) To grant my proxy to vote at my desire as follows,

Approve Disapprove Abstain

Election of each Director by Individual

1) **Mr. Teerasak Sawangnet** **Independent Director**

Agree Disagree Abstain

2) **Mr. Marco Low Peng Kiat** **Director**

Agree Disagree Abstain

3) **Mr. Boonlai Jamparat** **Director**

Agree Disagree Abstain

- Agenda 7 To consider the approval of Directors' remuneration for the year 2024**
- (A) To grant my proxy to consider and vote on my behalf as appropriate in all respects
- (B) To grant my proxy to vote at my desire as follows,
- Approve Disapprove Abstain
- Agenda 8 To consider the approval of the appointment of the Company's auditor and determine the auditor's remuneration for the year 2024**
- (A) To grant my proxy to consider and vote on my behalf as appropriate in all respects
- (B) To grant my proxy to vote at my desire as follows,
- Approve Disapprove Abstain
- Agenda 9 To consider and approve the amendment the Articles of Association of the Company**
- (A) To grant my proxy to consider and vote on my behalf as appropriate in all respects
- (B) To grant my proxy to vote at my desire as follows,
- Approve Disapprove Abstain
- Agenda 10 To consider and approve the amendment the authorized directors of the company**
- (A) To grant my proxy to consider and vote on my behalf as appropriate in all respects
- (B) To grant my proxy to vote at my desire as follows,
- Approve Disapprove Abstain
- Agenda 11 Other matters (if any)**
- (A) To grant my proxy to consider and vote on my behalf as appropriate in all respects
- (B) To grant my proxy to vote at my desire as follows,
- Approve Disapprove Abstain
- (5) Voting by the proxy in any agenda which is not complied with this letter shall be deemed as incorrect voting and shall not be my voting in term of a shareholder.
- (6) In case I do not specify my intention to vote in any agenda or not clearly specify or in case of the meeting considers or passes any resolutions in any matters other than those specified above, including in case there is any amendment or addition of my fact, the proxy shall have the right to consider and vote on my behalf as he/she deem appropriate in all respects.

Any act(s) performed by the proxy in this meeting shall be deemed to the action (s) performed by myself, in exception that the proxy has abstained vote as specified in the proxy form.



Signed.....Grantor

(.....)

SignedProxy Holder

(.....)

Remark

1. Proxy Form C shall be applicable only for shareholders listed in the share register book as the foreign investors and appoint the custodian in Thailand to keep and safeguard the shares.
2. The evidence attached with the Proxy are as follows:
 - (1) The power of attorney from shareholders assigned to custodian to sign the Proxy Form.
 - (2) The Custodian Letter to confirm that the person who sign in the Proxy Form get the consent to do the custodian business.
3. The Shareholders appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of share to several proxies to vote separately.
4. In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
5. In case there are agenda other than the agenda specified above, the additional statement can be specified by the shareholder in the Regular Continued Proxy Form C as enclosed.



Supplemental Proxy (Form C)

The proxy is granted by a shareholder of N.D. Rubber Public Company Limited for the Annual General Meeting of Shareholders 2024 to be held on March 29, 2024 at 09.30 a.m. through electronic meeting (E-AGM) (the “Meeting”) only on or such other date, time, and place as the meeting may be adjourned.

Agenda _____ Re _____

- (A) To grant my proxy to consider and vote on my behalf as appropriate in all respects
- (B) To grant my proxy to vote at my desire as follows,
 - Approve Disapprove Abstain

Agenda _____ Re _____

- (A) To grant my proxy to consider and vote on my behalf as appropriate in all respects
- (B) To grant my proxy to vote at my desire as follows,
 - Approve Disapprove Abstain

Agenda _____ Re _____

- (A) To grant my proxy to consider and vote on my behalf as appropriate in all respects
- (B) To grant my proxy to vote at my desire as follows,
 - Approve Disapprove Abstain

Agenda _____ Re _____

- (A) To grant my proxy to consider and vote on my behalf as appropriate in all respects
- (B) To grant my proxy to vote at my desire as follows,
 - Approve Disapprove Abstain

Signed.....Grantor
 (.....)

SignedProxy Holder
 (.....)

Attachment 7

**Rules for attending the shareholders' meeting via
electronic media (E-AGM)**



Rules for attending the shareholders' meeting via electronic media (E-AGM)

Shareholders or proxies who wish to attend the meeting must submit documents proving their identity as specified to the Company within 22 March, 2024. The Company shall verify the list of shareholders according to the closing information of the shareholders' register book who have the right to attend the meeting wholly and correctly. After that, the electronic conferencing service provider will send a Link to attend the meeting and the user manual to the Email you have sent to inform the Company. The Link will be sent 1 days in advance of the meeting date.

Requesting to attend the meeting via electronic media

Shareholders wishing to attend the meeting via electronic media must notify their intention to attend the meeting in two ways as follows:

1. Submit your request to attend the meeting by sending information via Email or postal mail.
2. Submit your request to attend the meeting by sending information via website or QR Code.

If shareholders wish to notify their intention to attend the meeting via electronic media (E-AGM) by sending information via Email or postal:

1. Please fill in the document requesting to attend the meeting via electronic media (E-AGM) as **Attachment 4** by specifying your Email and your mobile phone number clearly for registering for the meeting.
2. Attach a copy of proof of identity to confirm the right to attend the E-AGM meeting.

2.1 Shareholders who are natural persons:

- If a shareholder wishes to attend the meeting in person via E-AGM:
 - Attach a copy of a valid government-issued identification document such as an ID card, government ID card, driver's license, or passport. In case of name-surname changes, shareholders are requested to attach supporting evidence.
- If a shareholder appoints another person to attend the meeting on his/her behalf via E-AGM:
 - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
 - A copy of the proxy grantor's identity document, such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed certifying the true copy of the proxy.

- A copy of the proxy's identity document, such as an ID card, a government official an ID card, passport (In the case of foreigners) that have not expired and signed certifying the true copy of the proxy.

2.2 Shareholders who are juristic persons:

- If the person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting in person via electronic media (E-AGM)
 - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
 - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
- If the proxy is assigned to attend the meeting instead via electronic media (E-AGM)
 - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
 - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
 - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
 - Copy of the identity document of the proxy as in the case of natural persons as mentioned above.

Suppose the documents or evidence mentioned above are not Thai or English versions. In that case, the shareholders must present an English translation of the document signed to certify the translation by the shareholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).

3. Submit the documents requesting to attend the meeting via electronic media (item 1) and proof of identity together with supporting documents (item 2) by sending to the Company within **22 March, 2024** via

- Email channel: watcharaporn.wk@ndrubber.co.th
- Postal channels: to Company Secretary


N.D. Rubber Public Company Limited 129 Moo.3

Nongchak-Phanasnikom Road, Nongeiroom Sub-district, Banbueng District,

Chonburi Province 20220

If a shareholder wishes to submit a request to attend the meeting via electronic media (E-AGM) via the website or QR Code

1. Request to attend the meeting via Web Browser: Chrome by going to

Scan QR Code	Go to Link
	http://ndr.thekoble.com/agm/emeeting/index/1

2. Fill in the information of shareholders:

1. Securities holder account number;
2. Name (do not include a title)
3. Last Name
4. ID card number;
5. Choose to accept the terms and consent to access to personal information;
6. Press "Confirm"

3. Check the name of the shareholder and the number of shares. If correct, please fill in shareholder information.

1. Name - Surname (English)
2. Email to receive a link to attend the meeting;
3. Mobile phone number;
Self-Attending: Shareholder's mobile number.
Proxy: Proxy's mobile number. (Used to log in system).

4. Select the attendance type:

- i. Attend the meeting in person via E-AGM;
- ii. Authorize the natural persons to attend the meeting via E-AGM;

iii. Assign a proxy to an independent director;

5. Press "Next"

In the case of shareholders attending the meeting in person:

Prepared shareholders' identification documents

1. Attach a copy of the shareholder's identity document;
2. Attach a copy of other identity documents;
3. Press "Next";
4. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
5. Close window to finish;

In the case of appointing the natural person to attend the meeting via E-AGM:

Prepared shareholders' identification documents

1. Attach a copy of the shareholder's identity document;
2. Attach a copy of other identity documents;
3. Press "Next";
4. Save the proxy's information and attach supporting documents:
 - a. Name-surname of the proxy (Thai language);
 - b. Name-surname of the proxy (English);
 - c. Attach a copy of the proxy's identity document;
 - d. Attach the proxy form with complete information and signature;
5. Press "Next";
6. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
7. Close window to finish;

In the case of appointing a proxy to an independent director:

1. Attach a copy of the shareholder's identity document (Like in the case of shareholders attending the meeting in person);
2. Attach the completed and signed proxy form;
3. Press "Next";

4. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
5. Close window to finish;

Remark: The system for receiving the request to attend the meeting will be open for operation from 11 March, 2024 to 22 March, 2024 date or until the meeting is completed. (The system does not accept information on Saturdays, Sundays, and public holidays.)

Suppose the documents or evidence mentioned above are not Thai or English versions. In that case, the shareholders must present an English translation of the document signed to certify the translation by the shareholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).

Electronic Meeting Attendance (E-AGM):

1. Once the shareholders or proxies wish to attend the meeting and have been fully verified, you will receive an Email from the meeting organizer, a link for attending the meeting, and a system's user manual two days before the meeting date. Please study the manual on how to use the E-AGM meeting system in detail. If you haven't received the Email within 27 March, 2024, please get in touch with the Company immediately.
2. Please prepare the following information for logging in the meeting
Self-Attending: Shareholder Account Number (10 digits Number) and ID Card.
Proxy: Proxy ID Card and Proxy's Mobile Number.
3. Meeting attendance and voting via electronic media can be used with computers/notebooks/tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

Note: In case of meeting via tablet and mobile phone, Zoom Cloud Meeting program must be installed before attending the meeting, which can be downloaded as follows:

IOS system	Android system
	
https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307	https://play.google.com/store/apps/details?id=us.zoom.videomeetings

4. The system will open for meetings 60 minutes before the start of the meeting. However, the live broadcast will only start at the time of the meeting.
5. To log in, attendees must use the information of the shareholder registration number and the shareholder's ID card number.
6. Voting through the E-Voting system, you will be able to vote for each agenda only by voting for agreeing, disagreeing, or abstaining. In case of not voting in any agenda, the system will be deemed to vote as agree immediately (using the vote-counting method by pouring votes towards agreeing).
7. If attendees have any problems or problems in using the E-AGM system, you can contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

Remark: This E-AGM meeting will be an electronic meeting only and will not be held in a conventional meeting venue; therefore, shareholders are requested not to come to the Company.

If a shareholder wishes to appoint an independent director as a proxy:

Suppose any shareholders cannot attend the E-AGM meeting in person or cannot appoint other proxies to attend the E-AGM meeting and wish to appoint an independent director as a proxy. In this regard, they can send a proxy form as **Attachment 6** (Recommendation to use Form B) specifying the proxy as one of the independent directors as specified by the Company as **Attachment 5** along with supporting documents to the Company by the date within **22 March, 2024** via the following channels:

- By Email: watcharaporn.wk@ndrubber.co.th
- By mail: to Company Secretary

N.D. Rubber Public Company Limited 129 Moo.3

Nongchak-Phanasnikom Road, Nongeiroom Sub-district, Banbueng District,

Chonburi Province 20220

Note: If the shareholders specify their votes in each agenda, the independent directors will cast their votes as specified in the proxy form. In which the voting in each agenda, shareholders have the right to vote in agreeing, disagreeing, or abstaining only and cannot divide a partial vote (unless it is a Custodian vote).



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



In the case of a shareholder who is a foreign investor and appoints a custodian in Thailand to be a stock depository and keeper:

Please submit the following information:

1. The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with a 20-baht duty stamp affixed;
2. Custodian juristic person registration certificate (Custodian) with a signature certifying true copy by the authorized signatory on behalf of the juristic person of the Custodian or the attorney with the corporate seal (if any).
3. A power of attorney from the shareholders for the Custodian to be authorized to sign the proxy form;
4. A letter confirming that the person signing the proxy form is authorized to operate a custodian business;
5. Copy of ID card, or a copy of government official ID card, or copy of passport (In the case of foreigners) of the proxy with certified the true copy;
6. Submit information via the following channels:
 - By Email: watcharaporn.wk@ndrubber.co.th
 - By mail: to Company Secretary

N.D. Rubber Public Company Limited 129 Moo.3

Nongchak-Phanasnikom Road, Nongeiroom Sub-district, Banbueng District,

Chonburi Province 20220

Submitting advice or questions related to business, industry, Company performance, or related to any agenda which will be considered at the E-AGM meeting:

If shareholders wish to submit suggestions or questions, they can be done in two ways as follows:

1. Send advice or questions **in advance** to the Company before the meeting date through the following channels:
 - By Email: watcharaporn.wk@ndrubber.co.th
 - Telephone: +66 38-160-707 Ext. 112
 - By mail: to Company Secretary

N.D. Rubber Public Company Limited 129 Moo.3



บริษัท เอ็น.ดี.รับเบอร์ จำกัด (มหาชน)

N.D.RUBBER PUBLIC COMPANY LIMITED

129 หมู่ 3 ถนนหนองซาก-พนัสนิคม ตำบลหนองอิรุณ อำเภอบ้านบึง จังหวัดชลบุรี 20220

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2. Submit advice or questions during the meeting to those attending the E-AGM meeting. The attendee must specify his/her first and last name and state whether his/her is a shareholder attending the meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting as follows:

- Chat channel for text messages;
- An audio chat channel where attendees press the raising hand button and turn on the microphone on their device after the operator sends you an invitation to chat. Please turn off the microphone after the conversation is finished every time (For more details, please refer to the user manual sent to the attendees' Emails).

In this regard, if shareholders have questions about the meeting, they can contact the following staff:

1. Regarding submitting documents confirming identity to attend the shareholders' meeting via E-AGM, please contact the Company Secretary for further information via the Company's contact channels as detailed above.
2. Regarding the process of attending the meeting and voting via E-AGM, in the case of correct and complete identity verification, please contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

Attachment 8

**Articles of Association of the Company related to the
Shareholders' Meeting and Voting**

Articles of Association of the Company related with Shareholders' Meeting and Voting

Attachment 8

1. Shareholders Meeting Calling**Section 2 Article 18**

Within a period of twenty-one (21) days prior to the shareholder meeting, the company may close the shareholders registration book and notify the shareholders to such shareholders registration book closing date at head office and all branches of the Company no less than fourteen (14) days prior.

Section 4 Article 38

The Board of Directors must hold a shareholders' meeting at least once (1) a year. This kind of meeting is called "Annual General Meeting". Such annual general meeting must be held within four (4) months after the end of the fiscal year. Other meetings of shareholders are called "Extraordinary Meeting".

The Board of Directors may call an extraordinary meeting at any time deem appropriate or one.

Or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may submit a written request to the Board of Directors for calling an extraordinary general meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.

In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph three, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five (45) days from the completion date as prescribed under paragraph three. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation.

In case the quorum of the shareholders' meeting called by the shareholders as prescribed under paragraph four is not formed according to Article 42, the shareholders as prescribed under paragraph four shall be collectively responsible expenses arising from such meeting.

Section 4 Article 40

In calling for shareholder meetings, the Board of Directors shall issue a notice specifying the place, the date and the time of the meeting, the agenda and the nature of the business to be transacted together with the appropriate details. For all of the business items, it must be clearly indicated whether they are proposed for acknowledgement, approval or consideration as the case may be, including the comments of the Board of Directors on that business. Such a notice must be given to the Shareholders and the Registrar not later than seven (7) days prior the date of the Meeting, and published in a newspaper for three (3) days prior the date of the meeting.

2. Proxy

Section 4 Article 41

In General Shareholder Meeting, the Shareholder may appoint a proxy to attend the meeting and vote on his behalf, proxy is not necessary to be the Company shareholder. In case of appointment of proxy shall be signed by grantor as prescribed by Public Company Limited Registrar.

Proxy shall present proxy letter to the Chairman or authorized person assigned by Chairman at the place of the meeting.

3. Quorum

Section 4 Article 42

Any Shareholders Meeting shall require a quorum of shareholders and proxy (if any) 25 Shareholder or at least half of the Shareholders holding at least one-third (1/3) of the total issued shares to constitute a quorum.

In the case where, 1 hour after the Meeting time has lapsed, a quorum has not been constituted, and if the meeting has been called at the Shareholders' request, the Meeting shall be cancelled. If the Meeting has not been called for at the Shareholders' request, another Meeting shall be fixed and the Notice of the Meeting shall be sent to the Shareholders 7 days prior to the Meeting. A quorum at the latter Meeting is not required.

4. Voting

Section 4 Article 44

In the shareholders' meeting, one Share carries one vote. A Shareholder shall have the number of votes equivalent to the number of Shares he holds. Such voting as 1 share 1 vote shall not apply in case of the company has issue preference share and defined the right of voting less than general share.

In case there is co-shareholder in one share, such persons shall appoint one person to be a representative and have right to vote for them.

Section 4 Article 45

Resolutions of the Shareholders shall consist of the following:-

- (1) In normal circumstances, a simple majority vote of the Shareholders attending. In the case of a tied vote, the Chairman shall have the casting vote.
- (2) In the following cases, three-fourth of the total votes represented by all the Shareholders attending and having right to vote for;
 - a) Sale or transfer of part or the whole of any essential part of the business of the Company.
 - b) Purchase or receipt of transfer of any other public limited company's business to the Company.

- c) Execution, amendment or termination involving lease of part or the whole of an essential part of the business of the Company. Assignment of management of the Company by third party, merger with the purpose of sharing profit and loss.
- d) Capital decrease/increase.
- e) Amendments to the Memorandum and Articles of Association.
- f) Issuing Bond.
- g) Merging Company.
- h) Liquidation.
- i) Other matters required by law.

Section 3 Article 20

In the shareholders' meeting is responsible for Directors' election base on the majority vote, one Share carries one vote

- (1) A shareowner shall have one vote for one share.
- (2) Each shareholder must exercise all of the votes he or she has under No.1 to elect one or several persons to be a director or directors and must not allot his or her votes to any person in any number.
- (3) The persons having the highest number of votes to lower number of votes in order shall be elected as the directors equal to the number of directors to be elected by the Shareowners' Meeting in such election. In case where the number of votes for the candidates in descending order are equal which would otherwise cause the number of directors to be elected by the Shareowners' Meeting to be exceed in such election, the Chairman's vote shall be final.

Attachment 9

E-AGM Flowchart

E-AGM Flowchart

