



## **N.D. RUBBER PUBLIC COMPANY LIMITED**

### **Invitation to the 2025 Annual General Meeting of Shareholders**

On Monday 28, April 2025 at 09.30 a.m.

At Panorama 1, 14<sup>rd</sup> Floor The Emerald Hotel

99/1 Ratchadapisek Road, Din Daeng, Din Daeng, Bangkok



บริษัท เอ็น.ดี. รับเบอร์ จำกัด (มหาชน)

N.D. RUBBER PUBLIC COMPANY LIMITED

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129 Moo 3 Nong chak-Phanatnikom Rd., Nongirun, Banbueng, Chonburi, Thailand 20220 Tel. 038-160707 Fax. 033-047348



27 March 2025

- Subject:** Invitation Letter to the 2025 Annual General Meeting of Shareholders
- To:** Shareholders of N.D. Rubber Public Company Limited
- Attachment No.:**
1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2024;
  2. Form 56-1 One Report 2024 and Financial Statement for the year ended 31 December 2024 (QR Code)
  3. Profiles of the Directors nominated to be Director, replacing those retiring by rotation
  4. Profiles of the Independent Directors proposed to act as proxies for shareholders and Definition of Company Independent Director
  5. Proxy Letter (Recommendation to use Form B)
  6. The Company's Articles of Association regarding the Shareholders' Meeting and Voting;
  7. Registration Condition, Procedure, and Documents required for the Meeting; and
  8. Map of the Meeting Place.

The Board of Directors of N.D. Rubber Public Company Limited has passed the resolution to call for the Annual General Meeting of Shareholders of 2025 to be held on Monday April 28, 2025 at 09.30 a.m. at Panorama 1 Room, 14<sup>th</sup> Floor, The Emerald Hotel Bangkok, No. 99/1 Ratchadaphisek Road, Din Daeng District, Din Daeng Sub-district, Bangkok to consider the agenda as follows.

**Agenda 1 To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No.2/2024**

**Purpose and reason:**

The Company held the Extraordinary General Meeting of Shareholders No. 2/2024 on 4 December 2024. The minutes of the meeting has been prepared and disclosed to the Stock Exchange of Thailand (“SET”) within 14 days from the date of the Extraordinary General Meeting of Shareholders No. 2/2024. The copy of the minutes was submitted to the Department of Business Development within the period specified by law as well as uploaded on the Company's website [www.ndrubber.co.th](http://www.ndrubber.co.th), the details appears in ***Attachment 1 (Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2024)*** which has been sent to all shareholders along with the Invitation Letter to the 2025 Annual General Meeting of Shareholders (the “**Invitation Letter**”).

**Opinion of the Board of Director:**

It is deemed appropriate that the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2024, held on 4 December 2024 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.)



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**Agenda 2 To acknowledge the director's report on the results of the Company's business operation for the year 2024 and business plan for the year 2025**

**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 2025 as follows;

**New Business**

- Biomass business
  - Plan to test run the machine in May and Commercial in June.
  - Expand phase 2 before end of the year
- Testing Center
  - Finish installing the machine in 2nd Quarter and commercial in 3rd Quarter

**Current Business**

- Focus on Tubeless tire for Domestic market.
- Closely monitor the RM Cost
- Continue change the company to be zero paper organization.
- Invest high technology automation machine to improve production efficiency and reduce labor cost

**Opinion of the Board of Director:**

It is deemed appropriate to propose to the 2025 AGM of Shareholders to acknowledge the results of the Company's business operations of 2024 and business plan for the year 2025.

**The number of votes for passing the resolution:**

The agenda for acknowledgment, no votes for this agenda.

**Agenda 3 To consider the approval of the annual audited financial statement for the year ended 31 December 2024**

**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 2024 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



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and the Board of Directors. Details are in the “Financial Statements” section of the 56-1 One Report 2024 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 2025 AGM of Shareholders to consider and approve Financial Statement for the year ended of 31 December 2024 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:

Unit: Million Baht

Performance	2024	2023	Increase (Decrease)	(%)
Total Asset	1,224.67	1,039.23	185.44	18%
Total Liability	277.82	286.42	-8.6	-3%
Total Shareholders' Equity	946.85	752.81	194.04	28%
Total Income	918.13	836.28	81.85	10%
Cost of sales	738.95	692.96	45.98	7%
Gross Profit	179.18	143.32	35.87	25%
Net Profit (Loss)	7.85	-65.05	72.90	112%

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 the approval of the apportionment as statutory reserve fund and the omission of dividend payment for the year 2024**

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 and 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 2025 AGM of Shareholders to approve the apportionment as statutory reserve fund of the net profit for the year 2024 as legal reserved at the amount of 238,260 Baht, which was the rate of 5% of annual net profit. The company has



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the reserved capital according to the laws on 31 December 2024 of 15,458,335 Baht, which was the rate of 3.38% of registered capital of the company.

In addition, the Board of Directors recommended the AGM of Shareholders to approve the omission of dividend payment for the year 2024, The Board of Directors meeting no.3/2024 held on June 12, 2024, has the resolution to approve the payment of the interim dividend, which will be paid from the retained earnings from the operation of the year 2020 at the rate of 0.05 Baht per share for the existing shares at 346,891,630 shares, totaling 17,344,581.50 Baht. The interim dividend payment will be paid from the net profit under non-BOI privilege paying at the rate of 20% which the individual shareholders are allow to claim tax credits equal to (Dividend value x corporate income tax rate) ÷ (100 – Corporate income tax rate). The Company determined eligible shareholders who are entitled to receive dividends on the Record Date on 27 June, 2024. The dividend payment which is scheduled for 12 July, 2024 has been successfully paid. However, the right to receive dividend is uncertain as it has not yet been approved by shareholders.

Dividend payment for the past;

Details	2021	2022	2023	2024
Net Profit Ratio (Baht/Share)	0.13	(0.07)	-	0.021
Dividend Payment Ratio (Baht/Share)	0.03	0.02	-	0.05
- Dividend Payment Ratio (Baht/Share)	0.03	0.02	-	-
- Dividend of the interim payment Rati (Baht/Share)	-	-	-	0.05

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 the approval of the re-election of Directors to replace those retirements by rotation**

Purpose 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 9 persons, the Nomination and Remuneration Committee has resolved that Mr. Pongsak Swadwan and Dr. Sirada Jarutakanon as the longest term and one resigned director by drawing lot Mr. Kovit Krishthanin is the directors to be retired by rotation.



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#### 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](http://www.ndrubber.co.th) from 28 November 2024 to 31 January 2025. 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 are qualified with knowledge, capability, experience, and expertise which will be very useful for the company's business, It is deemed appropriate to propose to the shareholders' meeting appoint three directors to re-elected as Directors of the Company for another term and Dr. Sirada Jarutakanon and Mr. Kovit Krishthanin as an independent director who has been in their positions for more than nine years, The Nomination and Remuneration Committee thoughtfully evaluate independent directors who have been in their positions for more than nine years since their appointment, taking into account valid justifications as follow;

1. The Two Directors who are qualified according to the SEC regulations and can give independent opinions under the relevant rules.
2. Being an independent director, not involved in any management duties, not having any relationship with the management or the main shareholders including the auditors.
3. Throughout their tenure, they have performed duties by attending every meeting supported by the shareholder meeting attendance record.
4. Possess qualifications and experience as a director of several listed companies and apply his experience and capability to provide advice and opinions that are beneficial to the good corporate governance of the Company.

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 2025 AGM of Shareholders to approve re-election of the 3 Directors of the Company which are Mr. Pongsak Swadwan, Dr. Sirada Jarutakanon and Mr. Kovit Krishthanin for another term.

#### 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.)



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#### **Agenda 6 To consider the approval of Directors' remuneration for the year 2025**

##### 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 and same as the year 2025 as follow:

<b>The Director's Remuneration</b>	<b>2024 (Baht)</b>	<b>2025 (Proposed Year) (Baht)</b>
<b><u>Board of Directors Remuneration</u></b>	Per meeting	Per meeting
Chairman	34,000	34,000
Director	20,000	20,000
<b><u>Sub-Committees Remuneration</u></b>		
<b>- Audit Committee</b>	Per meeting	Per meeting
Chairman of Audit Committee	34,000	34,000
Audit committee	20,000	20,000
<b>- Nomination and Remuneration Committee</b>	Per meeting	Per meeting
Chairman of Nomination and Remuneration Committee	34,000	34,000
Nomination and Remuneration Committee	20,000	20,000

##### Opinion of the Board of Director:

It is deemed appropriate to propose to the 2025 AGM of Shareholders to approve director's remuneration for the year 2025 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.



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**Agenda 7 To consider the approval of the appointment of the Company's auditor and determine the auditor's remuneration for the year 2025**

**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. In accordance with the resolution of the Annual General Meeting of Shareholders for the year 2024 appointed auditors from BDO Audit Company Limited (“BDO”), BDO Malaysia for the reviewing and auditing of the financial statements for the year ended 31 December 2024.

In the year 2025, the Company has reviewed and compared the audit fees. The management has therefore presented another audit firm, C&A Audit Office Company Limited (“C&A”) (“the New Auditor”) to be an option to consider which the said office 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 and the audit fee is in the criteria appropriate to the size of the business of the Company. Therefore, propose to the Audit Committee to consider the certified public accountant of C&A to be the Company's auditor with the audit fee for the year 2025 total amount of 1,840,000 Baht without any other services.

**The Audit Committee's opinion**

The Audit Committee has considered and approved to proposed to the Board of Directors auditors of C&A as an auditor of the Company and its subsidiaries of the year 2025 with the remuneration amount of 1,840,000 Baht 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 2025 AGM of Shareholders to approve the appointment of an auditor and the remuneration of the auditor for the year 2025 as follows:

- 1) **Auditor Firm:** C&A Audit Office Company Limited (“C&A”), the New Auditor
- Auditor's Name:** 1. Mr. Thares Santatiwongchai C.P.A. No. 10511 or  
2. Mr. Nitheepong Techamantrikul C.P.A. No. 10305 or  
3. Ms. Jintana Techamontri C.P.A. No. 5131 or
- Company:** 1. N.D. Rubber Public Company Limited (NDR)



2. N.D. Interparts Company Limited (NDI)

3. N.D. Green Planet Company Limited (NDGP)

- 2) **Auditor Firm:** BDO Malaysia  
**Auditor's Name:** Mr. Rejeesh Balasubramaniam Auditor at BDO Malaysia  
**Company:** FKR Malasia Sdn. Bhd. (FKRM)
- 3) **Auditor Firm:** Mc Millan Woods (Thailand) Limited (“McMillan”)  
**Auditor's Name:** Mr. Thanakorn Chatvichian C.P.A. No. 14332 or  
**Company:** Xtronic Company Limited (Xtronic)

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 2025 and the review of the interim financial statements of the Company and its subsidiaries, total amount of 1,840,000 Baht, without any other services (Non-Audit Fee).

#### Audit Fee of the Company and its Subsidiaries

Company	Audit fee (Baht)				Auditor
	2024	2025 (Proposed)	Increased (Decreased)	%	
NDR	1,500,000	1,450,000	(50,000)	3	C&A
NDI	365,000	300,000	(65,000)	18	C&A
NDGP	100,000	90,000	(10,000)	10	C&A
<b>Total</b>	<b>1,965,000</b>	<b>1,840,000</b>	<b>(125,000)</b>	<b>6</b>	

#### Audit Fee of the Subsidiaries

Company	Audit fee (Ringgit Malaysia)				Auditor
	2024	2025 (Proposed)	Increased (Decreased)	%	
Xtronic	-	70,000	-	-	McMillan



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**Audit Fee of the foreign Subsidiaries**

Company	Audit fee (Ringgit Malaysia)				Auditor
	2024	2025 (Proposed)	Increased (Decreased)	%	
FKRM	149,000	129,000	(20,000)	11	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 8 To consider the cancellation of the resolution of the Extraordinary General Meeting of Shareholders No. 2/2024 held on December 4, 2024, regarding the issuance and allocation of Warrants to purchase ordinary shares of the Company No.3 (“NDR-W3”) to the existing shareholders in the proportion to the number of shares held by each shareholder (Rights Offering), including agendas related to the issuance and offering of the Warrants**

Purpose and reason:

Following the Company holding the Extraordinary General Meeting of Shareholders No. 2/2024 held on December 4, 2024 (“Extraordinary General Meeting No. 2/2024”), which approved: (1.) The issuance and allocation of Warrants (2.) The increase of the Company’s registered capital to accommodate the exercise of the rights to purchase the Company’s ordinary shares under NDR-W3 and the amendment of Clause 4. of the Company’s Memorandum of Association to be consistent with the increase of the Company’s registered capital, and (3.) The allocation of the Company’s newly issued ordinary shares to accommodate the rights to exercise the Warrants

The Company has prepared the Notice of Extraordinary General Meeting of Shareholders No. 2/2024 (“Notice of Meeting”) and related documents for the meeting. The Company has considered the appropriateness of the timeline with the Thailand Securities Depository Co., Ltd. (“TSD”) and sent the Notice of Meeting to the shareholders on November 27, 2024, which is equivalent to 7 days before the meeting date. After the Extraordinary General Meeting No. 2/2024 approved the aforementioned matters, The Company has submitted a request to register the increase of the Company's registered capital and amend the Company's Memorandum of Association (“Registration Request”) to the Registrar of Public Companies, Department of Business Development, Ministry of Commerce (“the



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**Registrar**"). The Registrar found an error in the process of delivering the notice of the Extraordinary General Meeting No. 2/2024 ("**Meeting Notice**"). Therefore, the Registrar issued the order to reject the Registration Request ("**Registrar's Order**"), as the Company delivered the Meeting Notice less than 7-days in pursuant to Section 101<sup>1</sup> of the Public Limited Company Act B.E. 2535 (including amendments) ("**Public Limited Company Act**").

Following the Company's receipt of the Registrar's Order, the Company filed an appeal against the Registrar's Order to the Minister of Commerce and received the appeal adjudication result, which dismissed an appeal and upheld the Registrar's Order. This means that the request for capital increase registration and amendment of the Memorandum of Association was rejected.

Board of Directors' opinion:

It is deemed appropriate to propose to the 2025 AGM of Shareholders to approve the cancellation of the resolution of the Extraordinary General Meeting of Shareholders No. 2/2024 held on December 4, 2024, regarding the issuance and allocation of Warrants to purchase ordinary shares of the Company No.3 ("NDR-W3") to the existing shareholders in the proportion to the number of shares held by each shareholder (Rights Offering), including agendas related to the issuance and offering of the Warrants.

The consideration to cancel the issuance of the Warrants will not affect the Company's business operations, financial status, or any near-term operations. Additionally, it will not result in any specific shareholder gaining or losing benefits. The Company will consider alternative funding sources for the long-term benefit of the Company and its shareholders. Any progress will be reported to the shareholders and investors.

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)**

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The Board of Directors has resolved that 17 March 2025 be fixed as the record date for determining the shareholders entitled to attend the 2025 Annual General Meeting of Shareholders. However, if there is any force majeure which may result in a change of the 2025 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](http://www.set.or.th) or the Company's website [www.ndrubber.co.th](http://www.ndrubber.co.th).

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<sup>1</sup> Section 101 stipulates that "in convening a shareholders' meeting, the Board of Directors shall prepare a notice of meeting, specifying the place, date, time, agenda, and matters to be proposed to the meeting, along with appropriate details, clearly indicating whether the matters are to be proposed for acknowledgment, approval, or consideration, as the case may be."



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The Company permits Shareholders to propose agendas for the 2025 Annual General Meeting of Shareholders through the website of the Company from 28 November 2024 to 31 January 2025. There is no shareholder proposing agenda for the 2025 Annual General Meeting of Shareholders.

For shareholders who are unable to attend the meeting for any reason and intend to appoint a proxy to attend the meeting or authorize to Independent Directors who are nominated as a proxy of shareholders as **Attachment 4**, please complete and duly execute one of three proxy Form A, Form B or Form C (Recommendation to use Form B) as **Attachment 5** or download the proxy form from our website [www.ndrubber.co.th](http://www.ndrubber.co.th) in Investor Relations.

Along with this invitation letter, the Company has attached Articles of Association of the Company related with Shareholders' Meeting and Voting **Attachment 6**, Registration condition and procedure, documents required on meeting date **Attachment 7**. Kindly be informed that the Company has established a privacy policy 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](http://www.ndrubber.co.th). In addition, Map of the Meeting Place is also attached in this invitation letter **Attachment 8** for your ease of reference.

Shareholders can download the Invitation Letter for the year 2025 Annual General Meeting of Shareholders, including all attachments, from the company's website at [www.ndrubber.co.th](http://www.ndrubber.co.th) starting on 17 March 2025. 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., Nongeiroom, Banbueng, Chonburi, Thailand 20220 or via e-mail: [watcharaporn.wk@ndrubber.co.th](mailto:watcharaporn.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**

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Copy of the Minutes of the Extraordinary General Meeting of  
Shareholders No. 2/2024



(-Translation-)

## Minutes of the Extraordinary General Meeting of Shareholders No. 2/2024

of

### N.D. Rubber Public Company Limited

#### Date, Time, and Venue

The Extraordinary General Meeting of Shareholders No.2/2024 (the "**Meeting**") of N.D. Rubber Public Company Limited (the "**Company**") held on 4 December 2024 at 9.30 a.m. at Panorama 2 Room, 14<sup>th</sup> Floor, The Emerald Hotel, No. 99/1 Ratchadaphisek Road, Din Daeng Sub-district, Din Daeng District, Bangkok.

#### Directors Attended the Meeting

- |                                  |  |
|----------------------------------|--|
| 1. Mr. Chaiyasit Samrittivanicha | Director /Managing Director (Acting as the Chairman of the Meeting)  |
| 2. Dr. Sirada Jarutakanon        | Chairman of the Audit Committee / Chairman of the Nomination and Remuneration Committee / Independent Director |
| 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. Mr. Boonlai Jamparat          | Director   |

#### Directors who did not Attended the Meeting

- |                                 |                       |
|---------------------------------|-----------------------|
| 1. Mr. Pongsak Swadwan          | Chairman of the Board |
| 2. Mrs. Nittaya Samrittivanicha | Director              |
| 3. Mr. Marco Low Peng Kiat      | Director              |
| 4. Mr. Loo Jieh Sheng           | Director              |

(5 directors attended the Meeting out of a total of 9 directors.)

#### Executive Attended the Meeting

- |                                |                         |
|--------------------------------|-------------------------|
| 1. Ms. Krittayawan Kungmarerng | Chief Financial Officer |
| 2. Ms. Watcharaporn Wongmak    | Company Secretary       |



## Legal Advisors Attended the Meeting

- |                                  |  |
|----------------------------------|--|
| 1. Mrs. Sawita Suwansawat        | Managing Partner<br>MSC International Law Office Co., Ltd. |
| 2. Ms. Varisa Soponpis           | Legal Advisor<br>MSC International Law Office Co., Ltd.    |
| 3. Ms. Paveetida Prakairungthong | Legal Advisor<br>MSC International Law Office Co., Ltd.    |

## Meeting Started

Mr. Bundit Pratumta act as a moderator of the Meeting (the “**Moderator**”). The Moderator welcomed the shareholders and attendees and informed that the Company will be taking still photographs throughout the Meeting for communication and promotional proposes. Any participant prefers not to have their image presented can notify the staffs at the registration desk located in front of the Meeting room. The Moderator then introduced the Chairman, Board of Directors, Executives, and legal advisors attended the Meeting.

The Moderator informed the Meeting that Mr. Pongsak Sawadwan, the Chairman of the Board of Directors, is unable to attend this meeting due to health issues. The Company, consequently, must proceed in accordance with Article 43 of the Company's Articles of Association, which stipulates: **“The Chairman of the Board of Directors shall preside as the Chairman of the Meeting of the Shareholders and is responsible for ensuring the Meeting is conducted in accordance with the law and the company's regulations. If the Chairman of the Board of Directors is absent or unable to perform his/her duties, the Vice Chairman shall then preside at such Meeting. If there is no Vice Chairman, or he/she is absent or unable to perform his/her duties, the shareholders shall elect one of them present at the Meeting to be the Chairman of the Meeting and ensure that the Meeting shall proceed in accordance with the agenda outlined in the Meeting invitation letter.”**

Currently, the Company does not have a Vice Chairman of the Board of Directors. Therefore, the shareholders were requested to appoint one shareholder as the Chairman of the Meeting. It was proposed to the Meeting to consider appointing Mr. Chaiyasit Samrittivanicha, a director and shareholder of the Company, holding 24.32 percent of the Company’s total issued shares, as the Chairman of the Meeting.

The Moderator inquired if any shareholder objected to the proposal to appoint Mr. Chaiyasit Samrittivanicha as the Chairman of the Meeting. **Since no objections were raised, it was deemed that the shareholders had elected Mr. Chaiyasit Samrittivanicha as the Chairman of this Meeting**, in accordance with Article 43 of the Company's Articles of Association.

The Moderator provided the details of shareholders attended the Meeting as follows:

Attendees	Number (Persons)	Number of Shares (Shares)
Shareholders Attended the Meeting in Person	13	111,190,871
Proxies Attended the Meeting	24	176,959,087



Attendees	Number (Persons)	Number of Shares (Shares)
<b>Total</b>	37	288,149,958
<b>Represents 63.0675 percent of the total shares sold in the amount of 456,891,630 shares.</b>		

Total of 37 shareholders attended the Meeting representing 63.0675 percent of the total shares sold in the amount of 456,891,630 shares. The Meeting has more than 25 shareholders and proxies present, and the shares represented exceeding one-third of the total shares sold, therefore constituted a quorum in accordance to the law and the Company's Article of Associations. The Chairman of the Meeting was then invited to commence the Meeting.

Mr. Chaiyasit Samrittivanicha was appointed to be the Chairman of the Meeting (the "Chairman" or "Mr. Chaiyasit"). The Chairman welcomed all attended shareholders and started the Extraordinary General Meeting of Shareholders No. 2/2024 and assigned the Moderator to continue with the Meeting.

The Moderator informed the shareholders that the Company has informed the shareholders of the Meeting in the following three channels:

1. The Company sent the invitation letter in the form of QR code to all shareholders via postal mail on 27 November 2024
2. The Company announced the Meeting details on the Company's website on 27 November 2024.
3. The Company announced the Meeting details in the newspaper on 27, 28, and 29 November 2024

To ensure the Meeting will be conduct successfully, the Moderator clarified the Meeting of the voting procedures and details of each agenda with the following key points.

### Voting Procedures

1. The shareholders are entitled to vote according to the number of shares held or granted by the proxy, each share equals 1 vote. The Company will only collect the ballot for voting against or abstentions. **Shareholders who wish to vote against or abstain shall raise their hands** so the Company staff will collect their ballots. For those who do not raise hands, the Company will assume that they vote in favor of such agenda. Votes cannot be divided, except for votes cast by Custodians holding proxy form C for foreign investors. For Proxy Form B, where the grantor has specified their votes, the proxy must vote in accordance to the grantor, in which voting options are approve, disapprove, or abstain.

2. The registration staff will issue ballots for the following cases:
  - (1) Shareholders attended the Meeting in person.
  - (2) The proxy who has received Proxy Form B and C, in the case where the grantor granted the proxy authority to vote on specific agenda as indicated.





3. In the case where grantor has specified voting instruction for each agenda and has given the proxy authority to attend the Meeting on behalf, the registration staff will not provide voting ballots.

4. Before collecting voting ballots to approve each agenda item, participants may inquire in relation to such agenda item. If any participants would like to make inquiries, raise the hand and inform the name, and surname, and specify whether they are the shareholder attended the Meeting in person or are a proxy.

5. The Company will use a barcode system to count the votes, and for convenience and efficiency, the default voting will be considered as approved. The Company will only collect voting ballots if the participants wish to vote disapproved or abstained.

6. If any shareholder or proxy wishes to leave the Meeting before it adjourned but would like to vote on remaining agenda items, the completed and signed voting ballots can be submitted to the staff before exiting the room so that the votes shall be recorded.

7. The voting result will be announced after the Chairman request the shareholders to approve each agenda, in which the voting result will be includes votes from the shareholders attended the Meeting in person and proxies casting votes on behalf of grantor, as well as, the proxy that specified votes in advance.

8. In the event of a tie vote, the Chairman shall have a casting vote.

**Details for Approving Resolutions on each Agenda are as follows:**

1. Two agendas required majority votes of the shareholders who attend the Meeting and have the right to vote. (According to the Company's Articles of Association Article 45 (1))

**Agenda 1** To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2024.

**Agenda 4** To consider and approve the allocation of the Company's newly issued ordinary shares to accommodate the rights to exercise the Warrants to purchase ordinary shares of the Company No.3 (NDR-W3).

2. Three agendas required the approval by not less than three fourth (3/4) of votes of the shareholders who attend the Meeting and have the right to vote. (According to the Company's Articles of Association Article 45 (2))

**Agenda 2** To consider and approve the issuance and allocation of Warrants to purchase ordinary shares of the Company No.3 (NDR-W3) to the existing shareholders in the proportion to the number of shares held by each shareholder (Rights Offering).

**Agenda 3** To consider and approve the capital increase of the Company and the amendment of Clause 4. of the Company's Memorandum of Association to be consistent with the increase of the Company's registered capital.

The Moderator informed that in order to express transparency and good corporate governance, the Company invited 1 volunteer as a witness in counting votes. There were no shareholders volunteered, the Company has assigned Ms. Paveetida Prakairunthong, the Company's legal advisor from MSC International Law Office Co., Ltd., to act as a witness for the vote counting process at counting station.



The Moderator informed the attendees who wish to cast their votes on the ballot to sign the ballot with a pen. For those who wish to ask any questions, they are requested to state their name and surname, along with specifying whether they were attending as a shareholder or as a proxy, before asking their question.

After the Moderator explained the procedures for the Meeting, voting methods, and the conditions, the Moderator proceeded to address the agenda in the order outlined in the Invitation Letter to the Extraordinary Meeting No. 2/2024.

**Agenda 1** To certify the minutes of the Annual General Meeting of Shareholders for the year 2024

The Moderator presented the details of this agenda.

The Company held the Extraordinary General Meeting of Shareholders No. 1/2024 on 23 August 2024. The minutes of the Meeting has been prepared and disclosed to the Stock Exchange of Thailand (“SET”) within 14 days from the date of the Extraordinary General Meeting of Shareholders No. 1/2024. The copy of the minutes was submitted to the Department of Business Development within the period specified by law as well as uploaded on the Company’s website [www.ndrubber.co.th](http://www.ndrubber.co.th), the details appears in ***Attachment 1 (Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2024)*** which has been sent to all shareholders along with the Invitation Letter to the Extraordinary General Meeting of Shareholders No. 2/2024 (the “**Invitation Letter**”).

The Company deemed appropriate to propose to the Meeting to approve the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2024, which was held on 23 August 2024 as the Board of Directors reviewed that the minutes were correctly and accurately recorded.

The Chairman invited the shareholders and proxies to ask questions or render opinions, there were no additional question or recommendation from shareholders or proxies.

The Moderator, therefore, proposed the Meeting to consider this agenda. This agenda required majority votes of the shareholders who attend the Meeting and have the right to vote, including abstentions in the calculation base. The Moderator reported that two additional shareholders had joined the Meeting, there were 39 shareholders representing the total of 288,150,834 shares.

**Resolution** The Meeting has considered and resolved to approve the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2024 held on 23 August 2024, as proposed, with a majority votes of the shareholders who attend the Meeting and have the right to vote, including abstentions as follows:

<b>Resolution</b>	<b>No. of Votes (1 share = 1 vote)</b>	<b>Percentage of the Total Votes of Shareholders who Attend the Meeting and have the Right to Vote</b>
Approved	288,150,834	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000



Total	288,150,834	100.0000
Total of 39 shareholders representing 288,150,834 votes		

**Agenda 2 To consider and approve the issuance and allocation of Warrants to purchase ordinary shares of the Company No.3 (NDR-W3) to the existing shareholders in the proportion to the number of shares held by each shareholder (Rights Offering).**

Mr. Chaiyasit informed the Meeting that the overall objective of the capital increase is to be used as a reserve fund for the Company and/or the affiliated companies' project expansion both current and future, as well as to be used as working capital for the Company's operations. The Company intends to issue and offer the warrants to purchase ordinary shares of the Company No.3 ("NDR-W3" or "Warrants") in the amount not exceeding 228,445,815 units. The Warrants will be allocated to the existing shareholders of the Company in proportion to the number of shares held by each shareholder (Right Offering) (the "Issuance and Offering of the Warrants"). The Company will determine the list of shareholders entitling to the allocation of the Warrants on 13 December 2024 (Record Date)

In the process of Issuance and Offering the Warrants, the Company will issue newly issue ordinary shares to accommodate the exercise of rights under the Warrants in the amount not exceeding 228,445,815 shares (with a par value of 1.00 Baht). This represents no more than 50 percent of the total paid-up shares of the Company as of the date of the Board of Directors Meeting No. 7/2024, which was held on 7 November 2024, totaling 456,891,630 shares (with a par value of 1.00 Baht per share).

The calculation for the proportion of shares reserved for the exercise of rights under the Warrants is as follows:

$$= \frac{\text{Number of shares reserved for the exercise of Warrants}}{\text{Number of paid-up shares of the Company}} \times 100$$

$$= \frac{228,445,815}{228,445,815} \times 100$$

$$= 50 \text{ Percent}$$

The details of the Warrants appear in the ***Attachment 2 (Summary of Significant Details of the Issuance and Offering of the Warrants to Purchase Ordinary Shares of N.D. Rubber Public Company Limited No. 3 (NDR-W3) in the Proportion of Shares held by each Shareholder (Rights Offering) and Dilution Effects*** which has been sent to all shareholders along with the Invitation Letter.

Currently, the Company has no ordinary shares reserved for convertible debentures or for the exercise of rights under any other Warrants to purchase the Company's ordinary shares that have not yet been issued.

The Company deemed appropriate to propose to the Meeting to consider and approve the issuance and offering of NDR-W3 for allocation to the existing shareholders of the Company in proportion to the number of shares held by each shareholder (Right Offering) in the amount not exceeding 228,445,815 units at no cost (zero Baht) in the ratio of 2 existing ordinary shares to 1 unit of the Warrants. The NDR-W3 will have a term of 1 year from the date of issuance, with an exercise ratio of 1 unit of the Warrants per 1 ordinary share at an exercise price of 1 Baht per share (except in the case



of adjustment of exercise price). The exercise ratio and price maybe adjusted in accordance to the conditions for the adjustment of rights. The Warrants will be valid for 1 years from the date of issuance.

Moreover, in order to proceed with the issuance and offering of NDR-W3 Warrants, the Company requests the Meeting to authorize the Board of Directors, or the Executive Committee or the Chief Executive Officer, or any individual assigned by the Board of Directors, or the Executive Committee, or the Chief Executive Officer to determine and amend the rules, terms, and details regarding the issuance and allocation of NDR-W3 as deemed appropriate according to the relevant governing laws and regulations; such as, the allocation, the date of issuance, and any other actions necessary for and relevant to the issuance of NDR-W3 Warrants, including but not limited to arranging, signing, certifying, endorsing, and/or delivering relevant documents. Additionally, this authority includes registering NDR-W3 as listed securities on the SET, as well as obtaining permissions from relevant authorities, and appointing authorized representatives.

The Chairman invited the shareholders and proxies to ask questions or render opinions.

Asked:

**Mr. Thitipong Sophonudomporn**

Shareholder Attended the Meeting  
in Person

1. Why did the Company choose to issue warrants, given that the Company plans to use the funds within one year? There are other options available, such as Right Offering or a General Mandate. Additionally, considering the Company's debt position, it still has the ability to take on loans.
2. Why did the Company decide to set the exercise price at 1 Baht, even though the current market price of NDR shares is approximately 2 baht, and could setting the exercise price at 1 baht cause the Company to lose an opportunity to raise more funds?

**Mr. Chaiyasit Samrittivanicha**

Director

Answered

1. The Company has considered various methods and determined that Right Offering might compel all shareholders to participate in the capital increase. Shareholders who do not subscribe to the capital increase would face a dilution of their shares proportion. On the other hand, issuing Warrants offers shareholders a choice. Those who are ready can exercise their rights to increase capital, while those who do not wish to exercise their rights can sell the Warrants instead.  
Regarding bank loans, the current trend of interest rates has been consistently rising due to global conflicts and the post-COVID economic recovery. Interest rates only began to decrease in mid-2024. If the Company were to take out a loan this year or in early 2025, the interest rates would be higher than desirable. Therefore, the Company chose to issue Warrants instead.
2. Regarding the exercise price, the Company previously issued warrants (NDR-W1 and NDR-W2 warrants), but only a few warrant holders exercised their rights due to the relatively high exercise price. Considering the upcoming projects, which are certain to proceed, setting the exercise

price at 2–3 baht might discourage most investors from exercising their rights. This could force the Company to explore other funding options. Therefore, the Company decided to set the exercise price at 1 baht to ensure equal opportunities for all shareholders, preventing any unfair advantages or disadvantages.

**Mr. Thitipong Sophonudomporn**

Shareholder Attended the Meeting  
in Person

Provided a suggestion as follows: The Company may consider setting the exercise price at 2–3 baht because issuing warrants for capital increase, which involves increasing the number of shares by more than 50% of the existing shares, could lead to stock dilution. If the Company aims to raise funds and no one exercises the Warrants, the Company can proceed with a General Mandate in April 2025 to raise additional capital.

**Ms.Jennet Methaveewinit**

Shareholder Attended the Meeting  
in Person

Asked: Has the Company fully received the proceeds from the Private Placement? How has the Company utilized the received funds for investment? Was the Issuance and Offering of Warrants necessary because the funds from the Private Placement were insufficient? What were the reasons for issuing the Warrants? Additionally, could you provide an update on the progress of investments in the subsidiaries Xtronic and N.D. Green Planet that currently has plan regarding Bio Charcoal?

**Mr. Chaiyasit Samrittivanicha**

Managing Director

Answered:

1. The capital increase proceeds that the Company received from the issuance and offering of newly issued ordinary shares to specific investors (Private Placement) in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2024 held on 23 August 2024 amounted to a total of **198,000,000 Baht** (“**Private Placement Capital Increase**”). The Company has received the full amount of the Private Placement Capital Increase.
2. The Company has utilized the Private Placement Capital Increase funds as an investments in the subsidiary, Xtronic Company Limited (“**Xtronic**”), in an amount of 152,000,000 Baht. for the preparation of a Clean Room for a Testing Center, as well as the procurement of machinery and equipment.
3. The funds received from the Private Placement Capital Increase are sufficient for the projects of Xtronic, which is expected to begin in mid-2025. The Issuance and Offering of Warrants this time is necessary because the Company has been asked whether it would be ready to make additional investments if new orders are received.
4. The progress of Xtronic is as stated in number 3 above. However, regarding the Bio Charcoal project, which was initiated after the issuance and allocation of newly



issued ordinary shares to specific investors (Private Placement). This business focuses on producing biomass fuel as a substitute for coal. In the first phase, the Company will invest in purchasing machinery. Currently, there is increasing demand for the product, and inquiries have been made about when the company will begin production. Considering the volume of demand, the Company recognizes the need for additional investments in the second and third phases.

**Mr. Piyapong Prasaththong**

Shareholder Attended the Meeting  
in Person

Asked: Are the date for determining the list of shareholders eligible to receive the Warrants, the date XW sign is posted, set for 12 December 2024, and the record date for determining the shareholders eligible to receive the Warrants on 13 December 2024 finalized?

**Mr. Chaiyasit Samrittivanicha**

Managing Director

Answered: Yes, the date XW will be posted is 12 December 2024, it is fixed and will not be altered.

**Mr. Piyapong Prasaththong**

Shareholder Attended the Meeting  
in Person

Asked: Will shareholders receive warrants at the ratio of 2 existing shares per 1 Warrant, without any cost?

**Mr. Chaiyasit Samrittivanicha**

Managing Director

Answered: Yes, shareholders will receive warrants at the ratio of 2 existing shares per 1 Warrant, without any cost.

There were no additional question or recommendation from shareholders or proxies. The Moderator, therefore, proposed the Meeting to consider this agenda. This agenda required the approval by not less than three fourth (3/4) of votes of the shareholders who attend the Meeting and have the right to vote, including abstentions in the calculation base. The Moderator reported that two additional shareholders had joined the Meeting, there were 41 shareholders representing the total of 288,152,872 shares.

**Resolution** The Meeting has considered and resolved to approve the issuance and allocation of Warrants to purchase ordinary shares of the Company No.3 (NDR-W3) to the existing shareholders in the proportion to the number of shares held by each shareholder in the amount not exceeding 228,445,815 units at no cost (zero Baht) in the ratio of 2 existing ordinary shares to 1 unit of the Warrants. The NDR-W3 will have a term of 1 year from the date of issuance, with an exercise ratio of 1 unit of the Warrants per 1 ordinary share at an exercise price of 1 Baht per share (except in the case of adjustment of exercise price). The exercise ratio and price maybe adjusted in accordance to the conditions for the adjustment of rights. The resolution was approved by not less than three fourth (3/4) of votes of the shareholders who attend the Meeting and have the right to vote, including abstentions as follows:



Resolution	No. of Votes (1 share = 1 vote)	Percentage of the total votes of shareholders who attend the Meeting and have the right to vote
Approved	288,152,872	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	288,152,872	100.0000
Total of 41 shareholders representing 288,152,872 votes		

**Agenda 3 To consider and approve the capital increase of the Company and the amendment of Clause 4. of the Company’s Memorandum of Association to be consistent with the increase of the Company’s registered capital**

Mr. Chaiyasit informed the Meeting that, as per the resolution approved in Agenda 2 regarding the issuance and allocation of the Warrants, the Company will need to issue additional shares to accommodate the exercise of rights under NDR-W3.

The Company, therefore, deemed appropriate to propose to the Meeting to consider and approve the increase of the Company’s registered capital in the amount of 228,445,815 Baht from the existing registered capital of 456,891,630 Baht to the new registered capital of 685,337,445 Baht, by issuing 228,445,815 newly issued ordinary shares at a par value of 1.00 Baht per share with a specific purpose to accommodate the exercise of the rights under the Warrants.

The details appear in **Attachment 3 (Capital Increase Report Form (F53-4))** which has been sent to all shareholders along with the Invitation Letter.

In addition, the Company has to register for the amendment of Clause 4. of the Memorandum of Association to be consistent with the increase of registered capital as follows:

“Clause 4. Registered Capital	685,337,445 Baht	(Six hundred eighty-five million, three hundred thirty-seven thousand, four hundred forty-five Baht)
Consisting of	685,337,445 Shares	(Six hundred eighty-five million, three hundred thirty-seven thousand, four hundred forty-five Shares)
Par Value	1.00 Baht	(One Baht)
Divided to		



Ordinary Shares	685,337,445 Shares	(Six hundred eighty-five million, three hundred thirty-seven thousand, four hundred forty-five Shares)
Preferred Shares	- Shares	(-Shares)”

To proceed with the aforementioned matter, the Company proposed to authorize the authorized director or any individual assigned by the authorized director to sign applications or any documents regarding the registration of amendment of the Company's Memorandum of Association to the Department of Business Development, Ministry of Commerce. This includes making amendments or modifications to applications or documents regarding the amendment of the Company's Memorandum of Association as required by the Department of Business Development, Ministry of Commerce, as well as taking any necessary actions in accordance with applicable laws, regulations, and interpretations by the authorities. This includes adhering to the instructions or recommendations of the registrar or officials.

The Company deemed appropriate to propose to the Meeting to consider and approve the increase of the Company's registered capital in the amount of 228,445,815 Baht from the existing registered capital of 456,891,630 Baht to the new registered capital of 685,337,445 Baht, by issuing 228,445,815 newly issued ordinary shares with a par value of 1.00 Baht per share, to accommodate the exercise of the rights to purchase the Company's ordinary shares under NDR-W3 and the amendment of Clause 4. of the Company's Memorandum of Association to be consistent with the increase of the Company's registered capital including the granting of authorizations as aforementioned in all respects.

The Chairman invited the shareholders and proxies to ask questions or render opinions, but there were no additional question or recommendation from shareholders or proxies . The Moderator, therefore, proposed the Meeting to consider this agenda. This agenda required the approval by not less than three fourth (3/4) of votes of the shareholders who attend the Meeting and have the right to vote, including abstentions in the calculation base. The Moderator reported that there are no additional shareholders joined them Meeting, there were 41 shareholders representing the total of 288,152,872 shares.

**Resolution** The Meeting has considered and approved the increase of the Company's registered capital in the amount of 228,445,815 Baht from the existing registered capital of 456,891,630 Baht to the new registered capital of 685,337,445 Baht, by issuing 228,445,815 newly issued ordinary shares with a par value of 1.00 Baht per share, to accommodate the exercise of the rights to purchase the Company's ordinary shares under NDR-W3 and the amendment of Clause 4. of the Company's Memorandum of Association to be consistent with the increase of the Company's registered capital. The resolution was approved by not less than three fourth (3/4) of votes of the shareholders who attend the Meeting and have the right to vote, including abstentions as follows:

Resolution	No. of Votes (1 share = 1 vote)	Percentage of the Total Votes of Shareholders who Attend the Meeting and have the Right to Vote
Approved	288,152,872	100.0000
Disapproved	0	0.0000





Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	288,152,872	100.0000
Total of 41 shareholders representing 288,152,872 votes		

**Agenda 4 To consider and the allocation of the Company’s newly issued ordinary shares to accommodate the rights to exercise the Warrants to purchase ordinary shares of the Company No.3 (NDR-W3).**

Mr. Chaiyasit informed the Meeting that, in pursuant to Agenda 2, the Meeting resolved to approve the increase of the Company’s registered capital in the amount of 228,445,815 Baht from the existing registered capital of 456,891,630 Baht to the new registered capital of 685,337,445 Baht, by issuing 228,445,815 newly issued ordinary shares with a par value of 1.00 Baht per share, to accommodate the exercise of the rights to purchase the Company’s ordinary shares under Warrants, as detailed in Agenda 3.

The Company deemed appropriate to propose to the Meeting to consider and approve the allocation of newly issued ordinary shares in the amount not exceeding 228,445,815 shares with a par value 1.00 Baht per share to the existing shareholders in proportion to the number of shares held by each shareholder (Rights Offering) at no cost (Zero Baht), in the ratio of 2 existing shares to 1 unit of the NDR-W3. The NDR-W3 will have a term of 1 year from the issuance date, with an exercise ratio of 1 unit of the Warrants per 1 ordinary share and an exercise price of 1.00 Baht per share (except in the case of adjustment of the exercise price).

The details appear in **Attachment 3 (Capital Increase Report Form (F53-4))** which has been sent to all shareholders along with the Invitation Letter.

The Chairman invited the shareholders and proxies to ask questions or render opinions, but there were no additional question or recommendation from shareholders or proxies.

The Moderator, therefore, proposed the Meeting to consider this agenda. This agenda required majority votes of the shareholders who attend the Meeting and have the right to vote, including abstentions in the calculation base. The Moderator reported that 1 additional shareholder had joined the Meeting, there were 42 shareholders representing the total of 288,152,972 shares.

**Resolution** The Meeting has considered and resolved to approve the allocation of the Company’s newly issued ordinary shares to accommodate the rights to exercise the Warrants to purchase ordinary shares of the Company No.3 (NDR-W3), as proposed, with a majority votes of the shareholders who attend the Meeting and have the right to vote, including abstentions as follows:

Resolution	No. of Votes (1 share = 1 vote)	Percentage of the total votes of shareholders who attend the Meeting and have the right to vote
Approved	288,152,972	100.0000
Disapproved	0	0.0000



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



Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	288,152,972	100.0000
Total of 42 shareholders representing 288,152,972 votes		

**Agenda 5 To consider any other matters (if any)**

The Moderator informed that, apart from the agenda items set by the Board of Directors for the Extraordinary General Meeting of Shareholders No. 2/2024, any shareholders wish to propose additional matters for consideration beyond agendas outlined in the invitation letter must be pursuant to Section 105 paragraph two of the PLC Act. This requires shareholders holding at least one-third (1/3) of the total shares sold to propose additional matters for consideration apart not included in the Invitation Letter.

However, to ensure transparency and equal rights among the shareholders, no additional agenda items that were not specified in the Invitation Letter should be proposed for consideration for approval or voting.

There being no additional comments or inquiries submitted by the shareholders and proxies for the Meeting's consideration, the Moderator invited the Chairman to adjourned the Meeting.

The Chairman thanked the shareholders and proxies who attended the Meeting and declared the Meeting adjourned at 10.33 a.m.

Signed \_\_\_\_\_

(Mr. Chaiyasit Samrittivanicha)

The Chairman of the Board/Meeting

Signed \_\_\_\_\_

(Ms. Watcharaporn Wongmak)

Company Secretary / Minute-taker

# **Attachment 2**

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**Form 56-1 One Report and Financial Statement for the year  
ended 31 December 2024 (QR Code)**

**Form 56-1 One Report and Financial Statements  
for the year ended 31 December 2024 (QR Code)**



Link: <https://www.ndrubber.co.th/en/investor-relations/publication-and-download/form-56-1-one-report/>

# **Attachment 3**

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**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. Pongsak Swadwan**

Age 73 Years Old

Position Chairman

Appointment Date

- 15 May 2014

No. of Years being the Company's Director

- 10 Years 10 Month

Education

- Bachelor Degree, Engineering in Mechanical, King Mongkut's University of Technology North Bangkok

Expertise

- Business and industry relating to NDR

Director Training / Seminar

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

Experiences (In 5 years):

- 2014 – Present: Chairman N.D. Rubber Public Company Limited
- 1996 – Present: Manager White House Plastic Limited Partnership

Position in Other Listed Company

- N/A

Position in Non-Listed Company

- Manager White House Plastic Limited Partnership

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

- N/A

Percentage of Shareholding (%) (as of 21 November 2024)

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

Relationship with Company's Executive(s)

- Mrs. Nittaya Samrittivanicha's brother-in-law
- Mr. Chaiyasit Samrittivanicha's uncle-in-law

Meeting Attendance of Board Meeting/Sub-Committee

- The Annual General Meeting of Shareholders 1/1 Equal to 100%
- The Extraordinary General Meeting of Shareholders 1/2 Equal to 50%
- Board of Directors Meeting 6/7 Equal to 85.71%



## Dr. Sirada Jarutakanont

Age 46 Years Old

Position Chairman of the Audit Committee /

Chairman of the Nomination and Remuneration Committee / Independent Director

Appointment Date

- 15 May 2014

No. of Years being the Company's Director

- 10 Years 10 Month

Education

- Doctor of Business Administration , Faculty of Commerce and Accountancy, Thammasat University (The Joint Doctoral Program in Business Administration (JDBA) Chulalongkorn University, Thammasat University and The National Institute of Development Administration (NIDA)
- Master of Accounting, Faculty of Finance and Accountancy, Thammasat University
- Bachelor of Business Administration (1<sup>st</sup> class honor) Faculty of Humanities and Social Sciences, Burapha University.

Expertise

- Accounting and Finance

Director Training/Seminar

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

Experiences (In 5 years)

- 2022 – Present: Vice Dean - Faculty of Business Administration, Burapha University
- 2016 - Present: Lecturer, Accounting and Finance Program, Faculty of Business Administration, Burapha University
- 2016 - Present: Partner - Siam Truth Audit Co., Ltd.

Position in Other Listed Company

- N/A

Position in Non-Listed Company

- Partner : Siam Truth Audit Co., Ltd.
- Independent / Member of Audit Committee / Chairman of the Risk Management Committee : Gunkul Power Development Co., Ltd.

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

- N/A

Percentage of Shareholding (%) (as of 21 November 2024)

- 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% |
| - The Extraordinary General Meeting of Shareholders | 1/2 | Equal to | 50%  |
| - Board of Directors Meeting                        | 7/7 | Equal to | 100% |
| - The Audit Committee                               | 4/4 | Equal to | 100% |
| - The Nomination and Remuneration Committee         | 1/1 | Equal to | 100% |



## Mr. Kovit Krishthanin

Age 50 Years Old

Position Member of the Audit Committee / Independent Director

Appointment Date

- 15 May 2014

No. of Years being the Company's Director

- 10 Years 10 Month

Education

- Bachelor Degree in Business Management, Bangkok University

Expertise

- Business and industry relating to NDR

Director Training/Seminar

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

Experiences (In 5 years)

- 2014 – Present: Independent Director N.D. Rubber Public Company Limited
- 2001 – Present: Director Winner Insurance Broker Co., Ltd.

Position in Other Listed Company

- N/A

Position in Non-Listed Company

- Director Winner Insurance Broker 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%
- The Extraordinary General Meeting of Shareholders 1/2 Equal to 50%
- Board of Directors Meeting 7/7 Equal to 100%
- The Audit Committee 4/4 Equal to 100%





# **Attachment 4**

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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** : 46  
**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** : 51  
**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** : 50  
**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 5**

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**Proxy Form**



บริษัท เอ็น.ดี. รับเบอร์ จำกัด (มหาชน)

N.D. RUBBER PUBLIC COMPANY LIMITED

129 หมู่ 3 ถนนหนองซาก-พนัสนิคม ตำบลหนองอิรุณ อำเภอบ้านบึง จังหวัดชลบุรี 20220

129 Moo 3 Nong chak-Phanatnikom Rd., Nongirun, Banbueng, Chonburi, Thailand 20220 Tel. 038-160707 Fax. 033-047348



Proxy Form A

Attachment 5 (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 2025 to be held on Monday April 28, 2025 at 09.30 a.m. at Panorama 1 Room, 14th Floor, The Emerald Hotel Bangkok,
No. 99/1 Ratchadaphisek Road, Din Daeng District, Din Daeng Sub-district, Bangkok 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

(.....)



บริษัท เอ็น.ดี. รับเบอร์ จำกัด (มหาชน)

N.D. RUBBER PUBLIC COMPANY LIMITED

129 หมู่ 3 ถนนหนองซาก-พนัสนิคม ตำบลหนองอิรุณ อำเภอบ้านบึง จังหวัดชลบุรี 20220

129 Moo 3 Nong chak-Phanatnikom Rd., Nongirun, Banbueng, Chonburi, Thailand 20220 Tel. 038-160707 Fax. 033-047348



### **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.



บริษัท เอ็น.ดี. รับเบอร์ จำกัด (มหาชน)

N.D. RUBBER PUBLIC COMPANY LIMITED

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129 Moo 3 Nong chak-Phanatnikom Rd., Nongirun, Banbueng, Chonburi, Thailand 20220 Tel. 038-160707 Fax. 033-047348



Proxy Form B

Attachment 5 (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 vote equal to..... vote (s)
Preference share..... share (s) and have right to vote 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.....

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 2025 to be held on Monday April 28, 2025 at 09.30 a.m. at Panorama 1 Room, 14th Floor, The Emerald Hotel Bangkok, No. 99/1 Ratchadaphisek Road, Din Daeng District, Din Daeng Sub-district, Bangkok, or at any other date, time, place and method 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 consider and certify the minutes of the Extraordinary General Meeting of Shareholders No.2/2024
(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 2 To acknowledge the director's report on the results of the Company's business operation for the year 2024 and business plan for the year 2025
(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 Nong chak-Phanatnikom Rd., Nongirun, 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 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 4 To consider the approval of the apportionment as statutory reserve fund and the omission of dividend payment 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 5 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. Pongsak Sawadwan Chairman of the Board of Director**
- Agree  Disagree  Abstain
- 2) **Dr. Sirada Jarutakanont Chairman of Audit Committee / Chairman of Nomination and Remuneration Committee /Independent Director**
- Agree  Disagree  Abstain
- 3) **Mr. Kovit Krishthanin Independent Director**
- Agree  Disagree  Abstain
- Agenda 6 To consider the approval of Directors' remuneration for the year 2025**
- (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 7 To consider the approval of the appointment of the Company's auditor and determine the auditor's remuneration for the year 2025**
- (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 cancellation of the resolution of the Extraordinary General Meeting of Shareholders No. 2/2024 held on December 4, 2024, regarding the issuance and allocation of Warrants to purchase ordinary shares of the Company No.3 ("NDR-W3") to the existing shareholders in the proportion to the number of**





บริษัท เอ็น.ดี. รับเบอร์ จำกัด (มหาชน)

N.D. RUBBER PUBLIC COMPANY LIMITED

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**shares held by each shareholder (Rights Offering), including agendas related to the issuance and offering of the Warrants**

(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 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



บริษัท เอ็น.ดี. รับเบอร์ จำกัด (มหาชน)

N.D. RUBBER PUBLIC COMPANY LIMITED

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**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 of 2025 to be held on Monday April 28, 2025 at 09.30 a.m. at Panorama 1 Room, 14<sup>th</sup> Floor, The Emerald Hotel Bangkok, No. 99/1 Ratchadaphisek Road, Din Daeng District, Din Daeng Sub-district, Bangkok, or at any other date, time, place, and method

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

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  
(.....)

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



บริษัท เอ็น.ดี. รับเบอร์ จำกัด (มหาชน)

N.D. RUBBER PUBLIC COMPANY LIMITED

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Attachment 5 (Form C)

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 to .....vote (s) as follows,

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

Preference share.....share (s) and have right to vote 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 2025 to be held on Monday April 28, 2025 at 09.30 a.m. at Panorama 1 Room, 14<sup>th</sup> Floor, The Emerald Hotel Bangkok, No. 99/1 Ratchadaphisek Road, Din Daeng District, Din Daeng Sub-district, Bangkok 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



บริษัท เอ็น.ดี. รับเบอร์ จำกัด (มหาชน)

N.D. RUBBER PUBLIC COMPANY LIMITED

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

- Agenda 1 To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No.2/2024**
- (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 2 To acknowledge the director's report on the results of the Company's business operation for the year 2024 and business plan for the year 2025**
- (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 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 4 To consider the approval of the apportionment as statutory reserve fund and the omission of dividend payment 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 5 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. Pongsak Sawadwan Chairman of the Board of Director**
- Agree  Disagree  Abstain
- 2) **Dr. Sirada Jarutakanont Chairman of Audit Committee / Chairman of Nomination and Remuneration Committee /Independent Director**
- Agree  Disagree  Abstain
- 3) **Mr. Kovit Krishanin Independent Director**
- Agree  Disagree  Abstain



บริษัท เอ็น.ดี. รับเบอร์ จำกัด (มหาชน)

N.D. RUBBER PUBLIC COMPANY LIMITED

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**Agenda 6 To consider the approval of Directors' remuneration for the year 2025**

(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 7 To consider the approval of the Company's auditor and determine the auditor's remuneration for the year 2025**

(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 cancellation of the resolution of the Extraordinary General Meeting of Shareholders No. 2/2024 held on December 4, 2024, regarding the issuance and allocation of Warrants to purchase ordinary shares of the Company No.3 ("NDR-W3") to the existing shareholders in the proportion to the number of shares held by each shareholder (Rights Offering), including agendas related to the issuance and offering of the Warrants**

(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 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.



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Signed.....Grantor

(.....)

Signed .....Proxy 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.



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Supplemental Proxy (Form C)

The proxy is granted by a shareholder of N.D. Rubber Public Company Limited for the meeting of the Annual General Meeting of Shareholders of 2025 to be held on Monday April 28, 2025 at 09.30 a.m. at Panorama 1 Room, 14<sup>th</sup> Floor, The Emerald Hotel Bangkok, No. 99/1 Ratchadaphisek Road, Din Daeng District, Din Daeng Sub-district, Bangkok 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
(.....)

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

# **Attachment 6**

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





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**Articles of Association of the Company regarding the Shareholders' Meeting and Voting**

Attachment 6

**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 provides 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.



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## 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.

Voting must be done openly. unless at least five (5) shareholders request it and the meeting votes. Give a secret vote, give a secret vote. The method of secret voting shall be determined by the chairman of the meeting.

In case that shareholders have special interests in any other matters Shareholders will not be able to vote on that matter. In addition to voting to elect directors.

### 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 of 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

## 5. Capital increase

### **Section 5 Article 20**

The company may increase its capital. Issuing more new shares can be done only when,

- (1) All shares have been issued and full payment has been received. or in the case where the shares have not yet been sold out the remaining shares must be shares issued to certify the convertible bonds. or warrants to purchase shares and
- (2) Receive a resolution from the shareholder meeting with a vote of not less than three-quarters (3/4) of the total shares of votes. Shareholders who attend the meeting and have the right to vote

### **Section5 Article 49**

The Company may offer additional shares by issuing all or part of the shares. and may be offered for sale to Shareholders in proportion to the amount each shareholder already has. or will offer shares to the public or other persons, whether in whole or in part. This must be by the resolution of the shareholder meeting. The offering of shares to the public or any person shall be by the law on securities and exchange.

# **Attachment 7**

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**Registration condition and procedure, documents required  
on meeting date**



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**Registration Condition, Procedure, and Documents required for the Meeting**

Attachment 7

**1. Shareholders attending the meeting in person**

- 1.1 Shareholders sign and present their valid identification card at the registration point.
- 1.2 Shareholders sign submit registration form at the registration point to attend the meeting
- 1.3 Shareholders present identification card, a government official identification card, or passport (for foreigner shareholders) for registration.

**2. Appointment of a proxy**

For the shareholders who are unable to attend the meeting in person, Shareholders can appoint another person as a proxy to attend the meeting and vote on their behalf. The company has provided 3 types of proxy forms according to the form provided by the Department of Business Development. The Ministry of Commerce has specified the company has sent a proxy letter, Form A, Form B, and Form C, along with this meeting invitation.

As an **Attachment 5**

**2.1 Proxy appointment methods**

- 2.1.1 The grantor must fill in the proxy form clearly (**Attachment 5**), both grantor and proxy holder must sign the proxy form, affix a 20 THB duty stamp, and cross out the date on which the proxy form was executed.
- 2.1.2 The proxy presents the proxy form that signed by both the grantor and the proxy according to Section 2.1.1 to the Company at the registration point before attending the meeting.

**2.2 Documents for proxy appointment (**Attachment 5**):**

**2.2.1 Individual Proxy**

Attach a copy of the grantor's identification card or passport (for foreign nationals).

**2.2.2 Juristic Person or Custodian**

- a) Attach a copy of the Affidavit and a copy of identification card or passport (for foreign nationals) of the authorized Director who signed the proxy form.
- b) If the grantor is a Custodian, attach a power of attorney authorizing the Custodian is required along with the evidence for both the grantor and Custodian per 1.2) a) including a confirmation letter or a copy of the Custodian's business permit.

Remark: All copies of documents must be certified accordingly.



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**In case shareholders choose to appoint the Company's independent director as a proxy**

The Company recommends to use Proxy Form B for specify the voting on each agenda. For convenience, please submit the proxy form and supporting documents for verification to Miss Watcharaporn Wongmak Company Secretary of N.D. RUBBER PUBLIC LIMITED COMPANY 129 Moo 3 Nongchak-Phanasnikom Rd., Nongeiroom, Banbueng, Chonburi, Thailand 20220 or via e-mail: watcharaporn.wk@ndrubber.co.th within **18<sup>th</sup> April 2025**

**3. In case the attendee has made changes to their title, name, or surname**

Submit the evidence, document of such change

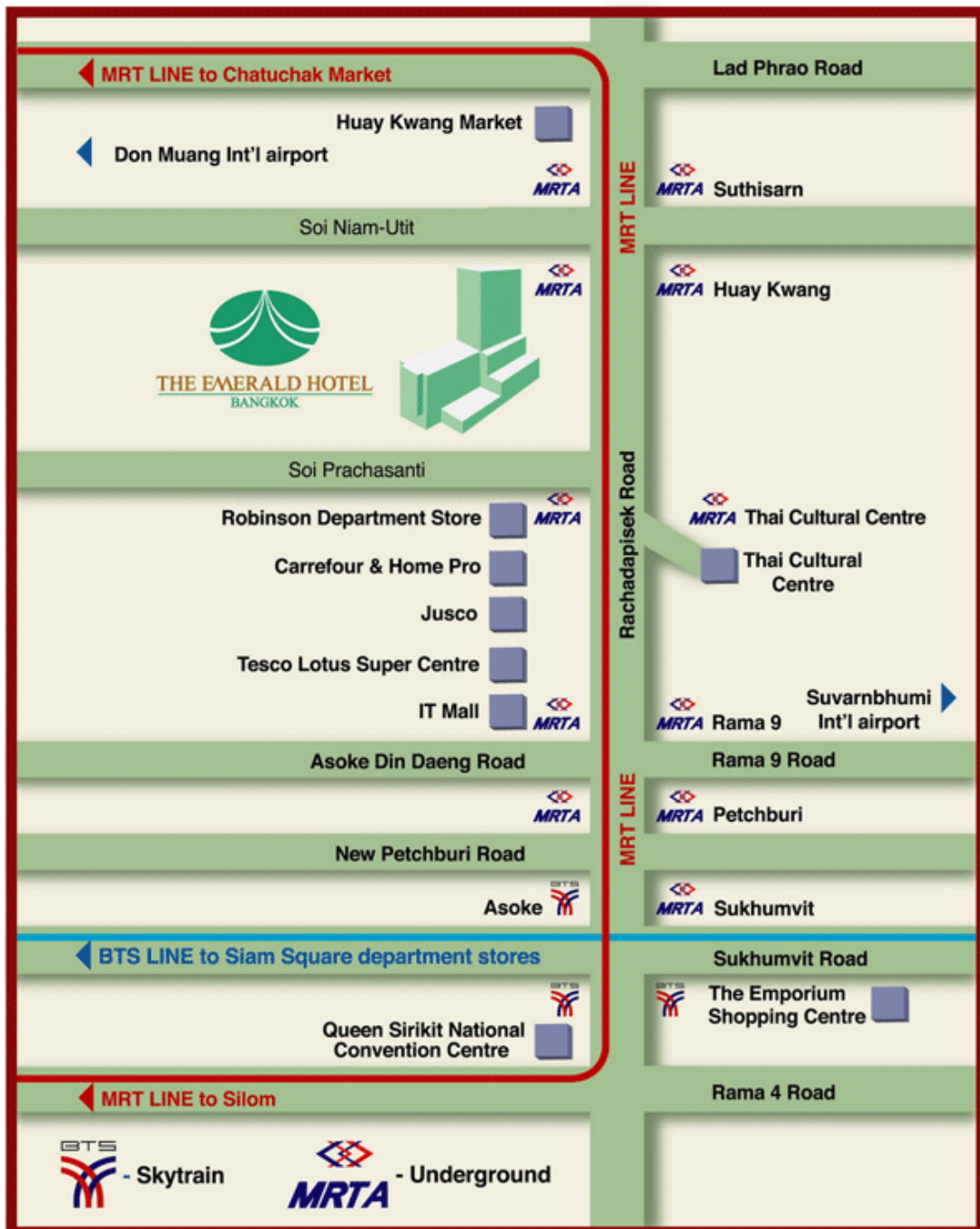
# **Attachment 8**

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## **Map of the Meeting Place**



**THE EMERALD HOTEL**  
BANGKOK



99/1 Rachadapisek Road, Din Daeng, Bangkok 10400