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**Minutes of the Extraordinary General Meeting of Shareholders No. 1/2026
Of
N.D. Rubber Public Company Limited**

Date, Time and Place

The Extraordinary General Meeting of Shareholders No. 1/2026 (the “**Meeting**”) of N.D. Rubber Public Company Limited (the “**Company**”) was held on 9 January 2026 at 9:30 a.m., The Emerald Hotel Bangkok, Panorama 1 Room, 14th Floor, No. 99/1 Ratchadapisek Road, Din Daeng Sub-district, Din Daeng District, Bangkok.

Directors in attendance

- | | |
|----------------------------------|--------------------------------------------------------------------------------------------------------------|
| 1. Miss Sirada Jarutakanont | Independent Director/ Chairman of the Audit Committee/ Chairman of the Nomination and Remuneration Committee |
| 2. Mr. Teerasak Sawangnet | Independent Director/ Director of Audit Committee/
Director of the Nomination and Remuneration Committee |
| 3. Mr. Kovit Krishthanin | Independent Director / Director of Audit Committee |
| 4. Mr. Chaiyasit Samrittivanicha | Director/ Managing Director/ Chairman of the Executive Committee |
| 5. Mr. Boonlai Jamparat | Director |

Absent director in attendance

- | | |
|--------------------------------|------------------------------------|
| 1. Mr. Pongsak Swadwan | Chairman of the Board of Directors |
| 2. Mrs. Nitaya Samrittivanicha | Director |
| 3. Mr. Marco Low Peng Kiat Low | Director |
| 4. Mr. Lu Jieh Seng | Director |

Executive in attendance

- | | |
|--------------------------------|-------------------------|
| 1. Ms. Krittawawan Kungmarerng | Chief Financial Officer |
|--------------------------------|-------------------------|

Financial Advisors in attendance from Asset Pro Management Co., Ltd.

1. Ms. Maturros Saraneeeyatham
2. Mr. Mutichai Aroonrueangaram
3. Ms. Asira Toroongruengyos

Legal Advisors in attendance from MSC International Law Office Co., Ltd.

1. Mrs. Sawita Suwansawat
2. Ms. Varisa Sophonpis
3. Mr. Atis Kantakamalakul
4. Ms. Supawee Chantanawaranon

Secretary in attendance

1. Ms. Watcharaporn Wongmak

Meeting Started

Mr. Bundit Pratumta, act as a moderator of the Meeting (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 Board of Directors, Executives, Finance advisors, 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. The Company, consequently, must proceed in accordance with the Article of Association of the Company, section 43, which stipulates that “**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 Company was requested to appoint 1 (one) shareholder as the Chairman of the Meeting. As no shareholders have been nominated, it was purposed to the Meeting to consider appointing Mr. Chaivasit Samrittivanicha, a director and shareholder of the Company, holding 24.32

(twenty-four point three two) 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. The shareholder inquired about the reason why Mr. Pongsak Sawadwan, the Chairman of the Board of Directors, did not attend the Meeting and had also not attended the 2025 Annual General Meeting.

Mr. Chaiyasit Samrittivanicha informed the Meeting that the Chairman of the Board of Directors was unable to attend the Meeting due to health issues and was on medical leave.

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 the Article of Association of the Company, section 43.

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	19	111,256,284
Proxies attended the Meeting	27	179,847,587
Total	46	291,103,871
Represents 63.71 (sixty-three point seven one) percent of the total shares sold in the amount of 456,891,630 (four hundred fifty-six million eight hundred ninety-one thousand six hundred thirty) shares.		

Total of 46 (forty-six) shareholders attended the Meeting representing 63.71 (sixty-three point seven one) percent of the total shares sold in the amount of 456,891,630 (four hundred fifty-six million eight hundred ninety-one thousand six hundred thirty) shares. The Meeting has more than 25 (twenty-five) shareholders and proxies present, and the shares represented exceeding 1/3 (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, the Chairman of the Meeting (the "Chairman" or "Mr. Chaiyasit") welcomed all attended shareholders and started the Extraordinary General Meeting No. 1/2026 and assigned the Moderator to continue with the Meeting.

The Moderator informed the shareholders that the Company had distributed the Invitation Letter to the Extraordinary Meeting No. 1/2026 (the "Invitation Letter") in the following 3 (three) channels as follows:

1. The Company sent the Invitation Letter in the form of QR code to all shareholders via postal mail on 16 December 2025

2. The Company announced the Meeting details on the Company's website on 16 December 2025
3. The Company announced the Meeting details in the newspaper on 16 December 2025 until 18 December 2025

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 quails 1 (one) vote. The Company will only collect the ballot for voting against or abstentions. **Shareholder who wishes 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, 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 A
 - (3) The proxy who has received Proxy Form B and Form C, on 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 collect the 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 hands 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 the 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 wished to leave the Meeting before it adjourned butt 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 vote 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. In agenda 1, to consider and certify the minutes of the 2025 Annual General Meeting, held on 28 April 2025. This agenda required a majority votes of the shareholders attending the meeting and entitling to vote, in accordance with Section 45 (1) of the Company's Article of Association.
2. In agenda 2, to consider and approve the Voluntary Partial Tender Offer from the existing shareholders of the Company by EG Industries Berhad. This agenda required the approval by not less than one-half of the total votes of shareholders attending the meeting and entitling to vote, the applicant and any related party specified in Section 258 have not exercised their voting rights in such resolution, pursuant to the Capital Market Supervisory Board Announcement No. TorJor. 12/2554 on the Rules, Conditions, and Procedures for the Acquisition of Securities for Business Dominance dated 13 May 2011 (including any amendments) (“**TorJor. 12/2554**”), Section 50 (2).

The Moderator informed that to express transparency and good corporate governance, The Company invited 1 (one) volunteer as a witness in counting votes. There were no shareholders volunteered, The Company has assigned Ms. Supawee Chantanawaranon, 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 as follows:

Agenda 1 To consider and certify the minutes of the 2025 Annual General Meeting, held on 28 April 2025

The Moderator informed that, the Company held the 2025 Annual General Meeting of Shareholder on 28 April 2025. The minutes of the meeting has been prepared and disclosed to the Stock Exchange of Thailand (“**SET**”) within 14 (fourteen) days from the date of the 2025 Annual General Meeting of Shareholder. The copy of the minutes was submitted to the Department of Business Development within the period specified by laws as well as uploaded on the Company's

website <https://www.ndrubber.co.th>, the details appears in the **Attachment 1** of the Invitation Letter which has been sent to all shareholders prior to the date of such Meeting.

The Company deemed appropriate to propose to the Meeting to approve the Minutes of the 2025 Annual General Meeting of Shareholders, which was held on 28 April 2025 as the Board of Directors reviewed that the minutes were correctly and accurately recorded.

The Chairman gave the shareholders an opportunity to express their opinions and further inquire about this agenda item. The shareholder asked the question as follows:

The shareholder raised an objection that the suggestion to arrange a company visit had not been included in the minutes of the 2025 Annual General Meeting of Shareholders, the shareholder then proposed the Company to fully record the shareholders' comments in the minutes. In addition, the shareholder also noted that only 13 (thirteen) shareholders had attended the previous meeting in person and recommended that the Company consider holding meetings at an earlier time to avoid any overlap with meetings of other companies.

The Company acknowledged the proposal and will proceed accordingly.

There were no shareholders inquiring or raising any suggestion in this agenda. Therefore, the Moderator proposed to the Meeting to consider this agenda. This agenda required majority votes of the shareholders who attending the Meeting and entitling to vote, including abstentions in the calculation base. The Moderator reported that, there were 54 (fifty-four) shareholders representing the total of 292,617,450 (two hundred ninety-two million six hundred seventeen thousand four hundred fifty) shares.

Resolution The Meeting resolved to certify the minutes of the 2025 Annual General Meeting, held on 28 April 2025, according to all the details as proposed, by a majority vote of the shareholders attending the meeting and entitling to vote as per the following details:

Resolution	No. of Votes (1 Share = 1 Vote)	Percentage of the total votes of shareholders attending the meeting and entitling to vote
Approved	292,617,450	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	292,617,450	100.0000

Total of 54 (fifty-four) shareholders representing 292,617,450 (two hundred ninety-two million six hundred seventeen thousand four hundred fifty) votes

Agenda 2 To consider and approve the Voluntary Partial Tender Offer from the existing shareholders of the Company by EG Industries Berhad

Mr. Chaivasit inform the Meeting that, on 21 November 2025, the Company has received a letter from EG Industries Berhad (“EG”), regarding the acquisition of ordinary shares in the Company through a Voluntary Partial Tender Offer. In which, EG intends to make the Voluntary Partial Tender Offer from the existing shareholders of the Company not exceeding 80,000,000 (eighty million) shares, which is equivalent to be no more than 17.51 (seventeen point five one) percent of the total issued and paid-up shares of the Company, at the price of 1.50 (one point five zero) Baht per share (the “Transaction”). The preliminary details are as follows:

(a) Information of the person making the Tender Offer**1) Prior to making the Transaction**

Currently, EG is the major shareholder of the Company, holding 110,000,000 (one hundred ten million) ordinary shares, which represents 24.08 (twenty-four point zero eight) percent of the Company’s paid-up capital and the total voting rights.

2) After making the Transaction

If this Transaction is fully accepted by shareholders, EG will hold a total of 190,000,000 (one hundred ninety million) ordinary shares, which represents 41.59 (forty-one point five nine) percent of the Company’s paid-up capital and the total voting rights.

(b) Information on the shares intended for the Tender Offer

EG intends to make a Voluntary Partial Tender Offer to purchase only the ordinary shares of the Company for up to 80,000,000 (eighty million) shares, representing not more than 17.51 (seventeen point five one) percent of the Company’s total issued and paid-up shares. In the event that the number of shares tendered by shareholders exceeds 80,000,000 (eighty million) shares or 17.51 (seventeen point five one) percent of the Company’s total issued and paid-up shares, EG will purchase such shares on pro-rata basis and may make necessary adjustments to the allocation to avoid creation of an odd lot. Upon completion of the Transaction, EG will hold up to 41.59 (forty-one point five nine) percent of the total issued and paid-up shares of the Company.

As EG will request a waiver of the Tender Offer, with an exemption from making tender offer for all securities of the Company from the Securities and Exchange Commission (“SEC”), pursuant to the TorJor. 12/2554. After EG obtained an approval from SEC, this Transaction will not result in an obligation for EG to make a tender offer for all securities of the Company.

(c) The Objective of the increase of shareholding ratio in the Company

EG has maintained a strategic partnership with the Company since 2024, when the Company expanded into the electronic component business through the establishment of its subsidiary, Xtronic Company Limited (“Xtronic”), which provides testing services for 5G communication devices. By increasing its shareholding in the Company, EG aims to reinforce and deepen the existing strategic

collaboration with the Company, particularly in the areas of the business development, technology integration, and operational support. The enhanced partnership is expected to facilitate greater coordination, allowing both parties to leverage their respective strengths to capture new business opportunities and expand their customer base in Thailand.

(d) Impact on the Company and shareholders from the acquisition of shares through the Tender Offer

After the completion of the Transaction, EG will continue to support the existing management team in performing their duties and managing the business operations of the Company. EG also intends to nominate 1 (one) representative to serve as a director resulting from the successful completion of the Transaction. In addition, EG wishes to propose the such nominated director be appointed as the Chairman of the Board of Directors, which shall be subject to the approval of the Board of Directors' meeting.

The nomination of any additional directors may be considered as appropriate and will be undertaken to appropriately reflect EG's increased shareholding in the Company following the Transaction. Such nominations shall be carried out in accordance with applicable laws and regulations, with due regard to the overall interests of the Company.

EG may also consider reorganizing certain business segments to provide greater clarity in the Company's business structure. However, the reorganization of business segments will not result in the change of control of business operations. Furthermore, EG does not intend to change the Company's business objectives and does not have intention to delist the Company's securities from the SET within the period of 12 (twelve) months after the completion of this Transaction.

(e) The Proposed price for the Tender Offer of the ordinary shares

EG will make the Transaction at a price of THB 1.50 (one point five zero) per share ("**Offering Price**"), Shareholder who accepts the partial tender offer will be subject to a brokerage fee of 0.25 (zero point two five) percent of the Offering Price and the value added tax (VAT) of 7 (seven) percent of such brokerage fee. Accordingly, the net price to be received by the shareholders accepting the offer will be THB 1.496 (one point four nine six) per share.

(e) Conditions Precedent for the Transaction

- 1) The shareholders' meeting of the Company approving, by not less than one-half of the total number of votes of shareholders attending the meeting and entitled to vote, EG to make the Voluntary Partial Tender Offer; and
- 2) The SEC granting approval for EG's request for waiver from the full tender offer requirement (**the "EG's request for a waiver"**).

Accordingly, EG shall not be obliged to make a partial tender offer for the Company shares until all conditions specified above have been fully satisfied.

(f) Source of Fund

EG intends to fund the Voluntary Partial Tender Offer for the shares of the Company through the use of its internal cash. EG currently maintains a strong financial position to support the funding of the Transaction. However, EG may consider other sources of funds, such as short-term loan or credit facilities, as deemed appropriate by EG.

Further preliminary details regarding the Tender Offer are set out in the Attachment 2 of the Invitation Letter, which has been sent to all shareholders prior to the date of such Meeting.

The Board of Directors resolved to approve to propose to the Meeting to consider and approve the Transaction by EG and the request for a waiver the Partial Tender Offer, with an exemption from the requirement to make a tender offer for all the Company's shares, in accordance with the TorJor. 12/2554, and also approved the related authorization according to proposed details.

In addition, proposed to the Meeting to consider and authorize the authorized directors and/or the managing director and/or any person delegated by the authorized directors and/or the managing director, shall be authorized to consider and take any action as related to the Transaction until completed.

The Chairman gave the shareholders an opportunity to express their opinions and further inquire about this agenda item. The shareholder asked the question as follows:

Mr. Supachai Jirapotchaporn inquired why the Offering Price was set at THB 1.50 per share and whether the Company had considered the reasonableness of such Offering Price.

Mr. Chaiyasit inform the Meeting that, the price was proposed by EG, as the tender offeror. The Company will evaluate the reasonableness of the Offering price after receiving the Tender Offer (Form 247-4) from the offeror and will notify shareholders in accordance with the legal requirements.

Mr. Supachai Jirapotchaporn further inquired whether the right to sell in this Transaction also applies to the Directors, Executives, and NVDRs (as shareholders of the Company).

Mr. Chaiyasit clarified that the Transaction is directed to all shareholders of the Company. Accordingly, once the Company receives the Tender Offer from EG, all shareholders are entitled to sell their shares.

Mr. Supachai Jirapotchaporn further inquired whether, following this Transaction, the Company is likely to change the core business to an electronics business, or if any other changes after the completion of this Transaction.

Mr. Chaiyasit explained that, according to the Letter of Intention from EG, EG has no intention to change the Company's core business objectives. EG's plan to make additional investments is aimed at expanding the electronics components business, which will be subject to the projected growth of the industry in the future.

Mrs. Keeratika Panglad, as a Proxy from the Thai Investors Association asked why the report of the Independent Financial Advisor’s (“**IFA**”) opinion was not included in the Invitation Letter.

Mrs. Sawita Suwansawat (“**Mrs. Sawita**” or “**Legal Advisor**”) was explained to the Meeting that the Independent Financial Advisor (IFA) would be able to prepare the IFA report after the Company receives the Tender Offer from EG. At present, EG has not submitted the Tender Offer to the Company because it is required to wait for (1) the Meeting to approve EG to submit the Tender Offer under this agenda item, and (2) EG to obtain approval from the SEC to make a Partial Tender Offer with an exemption from making a mandatory tender offer for all securities of the Company (“**Condition Precedent**”).

The legal advisor further clarified that the procedures for the Partial Tender Offer differ from those of a General Tender Offer. In particular, the Condition Precedent must be completed before the offeror submit Form 247-4 to the Company. This is the reason why the Company has not yet distributed the IFA report to shareholders for review. However, the Company is obliged to disclose the Tender Offer and appoint an IFA to provide an opinion to complement the Board of Directors’ recommendation and submit it to shareholders for their consideration of the appropriateness of selling, as required by law. The decision on whether to sell rests solely with each individual shareholder.

Mrs. Keeratika Panglad further inquired that, as previously explained, EG does not intend to change the Company’s business structure but intends to propose the appointment of Directors and the Chairman of the Board of Directors. Does this have any particular implications?

Mr. Chaiyasit clarified that, at present, the Company has 9 Directors. As EG intends to appoint only 1 additional director, the Board of Directors composition will remain unchanged, and this will not impact the Board of Directors’ operations or the management of the Company.

Mrs. Keeratika Panglad further inquired that, how the Company expected management approach if EG acquires all shares under this Transaction and becomes a major shareholder, and what the potential impact would be if this Transaction is not fully subscribed.

Mr. Chaiyasit informed that, on this matter, the Company is unable to respond on behalf of EG.

Mr. Kittisak Kittiteerarak inquired about the growth potential of Xtronic and whether this Transaction would have any impact on Xtronic.

Mr. Chaiyasit clarified that after EG became a shareholder of the Company, there have been import duty issues between the United States and China, which have resulted in changes to Xtronic’s business plans and an extension of its business timeline. However, Xtronic began generating revenue in November and December 2025. Although the revenue was below the initial forecast, the Company expects Xtronic’s situation to gradually improve, EG is confident that, with this Transaction, it will be able to expand Xtronic’s business as well as the Company’s overall business.

Mr. Kittisak Kittiteerarak further inquired about Xtronic's revenue forecast for 2026 and who was responsible for preparing this forecast.

Mr. Chaiyasit clarified that EG is responsible for forecasting Xtronic's revenue, which is estimated to be approximately THB 100,000,000.

Mr. Kittisak Kittiteerarak requested the Company to provide further explanation regarding the Clean Room of the Electronics Testing Center, including the Company's current investments and the anticipated investment amount.

Mr. Chaiyasit explained that the Clean Room must maintain control over various conditions for testing electronic devices. During the initial phase, the Company invested in equipment, and no further investments are anticipated at present.

Mrs. Keeratika Panglad asked whether the Company plans to appoint an IFA to provide an opinion on the appropriateness of the Offering Price proposed by EG, to ensure a rationale for consideration and confidence in its fairness, and whether, in the event that EG acquires shares under the Transaction, there would be any impact on the dilution effect and the free float of minority shareholders.

Mr. Chaiyasit clarified that this Meeting is solely to grant approval for EG to submit the Tender Offer, in accordance with the TorJor. 12/2554, the Company will appoint an IFA to provide an opinion, enabling shareholders to reconsider whether to sell their shares. This process will not affect the overall shareholding proportion (dilution effect). The shareholding proportion of minority shareholders (free float), the Company is unable to provide an answer, as it does not know which shareholders will sell or the number of shares they will sell.

Mr. Thitipong Sophonudompon inquired when the Transaction's process would be completed if the shareholders' meeting approves this agenda today.

Mrs. Sawita was clarified that the timeline for the Transaction depends on the completeness of the documents and the review by the SEC. If all timeframes proceed in accordance with legal requirements, the Legal advisor estimates that the process will be completed between late March and early April 2026.

Mr. Thitipong Sophonudompon further inquired why it is necessary to obtain approval from the SEC after receiving approval from this shareholders' meeting.

Mrs. Sawita was explained to the Meeting that in the Company's case, this concerns approval for a partial exemption from the Tender Offer requirement under the TorJor. 12/2554. This involves the purchase of existing ordinary shares from the Company's existing shareholders, and is not a case in which EG subscribes for newly issued ordinary shares from the Company. Therefore, it is not subject to the Capital Market Supervisory Board Announcement No. SorKor. 29/2561 on the Rules for the Request Form for the Resolution of the Shareholders' Meeting to Approve the Acquisition of New Securities (including any amendments), as understood by the shareholders.

Mr. Thitipong Sophonudompon asked whether the existing shareholders have any intention to sell their shares.

Mr. Chaiyasit was clarified that after receiving the Letter of Intention from EG, the Company's existing shareholder group inquired with EG regarding its intentions and purpose for the additional investment. It was conveyed that EG has good intentions and is expected to contribute to the continued growth of the Company's business. Accordingly, based on preliminary consideration, the existing shareholder group may sell only a portion of their shares.

Ms. Supattra Sitthichai inquired about the potential impact on the Company and shareholders if EG submits a request for approval to the SEC but does not obtain such approval.

Mrs. Sawita was clarified that if approval from the SEC is not obtained, EG will not be able to proceed with this Transaction.

Mr. Piyapong Prasaththong inquired whether this Transaction would raise any concerns regarding control of the Company, and whether EG's appointment of Directors and the increase in its shareholding would trigger the requirement to Reports on Acquisition or Disposition of Securities of the Company's securities.

Mrs. Sawita was clarified that in principle, a shareholder must hold at least 50 percent of the shares to have control of the Company. Following this Transaction, EG will be able to hold a maximum of only 41.59 percent of the shares. In the future, if EG increases its shareholding in the Company to reach 50 percent, it will be required to make a mandatory tender offer for all securities of the Company again.

For the reporting of Acquisition or Disposition of the Company's securities (Form 246-2) to the SEC, any shareholder whose shareholding changes by each 5 percent increment is required to submit the Form 246-2 to the SEC.

Mr. Piyapong Prasaththong further inquired whether this Transaction would affect the voting rights of the shareholders.

Mrs. Sawita was clarified that if this Transaction is fully accepted by shareholders, EG will hold ordinary shares representing a total of 41.59 percent of the Company's paid-up registered capital and voting rights. Therefore, in future shareholders' meetings, unless EG increases its shareholding, EG will have voting rights representing only 41.59 percent of the total voting rights, which is insufficient to approve agenda items that require a majority vote. In the case of resolutions requiring a special majority, other shareholders can combine their votes to oppose the resolution. This is in accordance with the criteria prescribed by law.

Mr. Tara Chonpranee inquired about the voting requirement for the approval of this agenda, noting an understanding that the Tender Offer would require approval by a three-fourths majority.

Mrs. Sawita was clarified that this Transaction must be conducted in accordance with the TorJor. 12/2554, Section 50(2) stipulates that required the approval by not less than one-half of the total votes of shareholders attending the meeting and entitling to vote.

Mr. Thitipong Sophonudompon asked whether the Company would be required to take any further actions after this Transaction is fully accepted, and EG would hold ordinary shares representing a total of 41.5 percent of the Company.

Mrs. Sawita explained that, following the completion of this Transaction, the shareholders will not need to approve any further matters related to the Transaction.

There were no shareholders inquiring or raising any suggestion in this agenda. Therefore, the Moderator proposed to the Meeting to consider this agenda. This agenda required approved by not less than one-half of the total votes of shareholders attending the meeting and entitling to vote. In this agenda a shareholder who having a special conflict of interests and not entitled to cast a vote is EG, and the total number of shares held by EG shall not be counted. The Moderator reported that, there were 55 (fifty-five) shareholders representing the total of 292,617,455 (two hundred ninety-two million six hundred seventeen thousand four hundred fifty-five) shares.

Resolution The Meeting resolved to approve the Transaction by EG and approve EG to proceed with the request for a waiver the Partial Tender Offer, with an exemption from the requirement to make a tender offer for all the Company's shares, in accordance with the TorJor. 12/2554, including the authorizing the Authorized Directors and/or the Managing Director and/or any other person designated by the Authorized Directors and/or the Managing Director, shall be authorized to consider and take any action as related to the Transaction until completed, with the votes of not less than one-half of the total votes of shareholders attending the meeting and entitling to vote as per the following details:

Resolution	No. of Votes (1 Share = 1 Vote)	Percentage of the total votes of shareholders attending the meeting and entitling to vote
Approved	181,117,455	99.1786
Disapproved	0	0.0000
Abstained	1,500,000	0.8214
Voided Ballot	0	0.0000
Total	182,617,455	100.0000
Total of 55 (fifty-five) shareholders representing 292,617,455 (two hundred ninety-two million six hundred seventeen thousand four hundred fifty-five) votes		

Remark: In this agenda EG, a shareholder holding 110,000,000 (one hundred ten million) shares, representing 24.08 (twenty-four point zero eight) percent of the Company's

total paid-up registered capital, has a special conflict of interests and not be entitled to vote.

Agenda 3 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. 1/2026, 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 Public Limited Companies Act, B.E. 2535 (1992). 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.

Furthermore, the shareholders raised the following additional questions:

Mrs. Keeratika Panglad asked after the approval of EG's Transaction at today's meeting, what actions will the Company and the shareholders need to undertake next.

Mrs. Sawita explained the timeframe for actions as required by law, which is expected to be completed between late March and early April 2026.

Mr. Kittisak Kittiteerarak inquired about the progress of the Bio Charcoal project, including its implementation status and the revenue generated.

Mr. Chaiyasit was clarified that the machinery testing has been completed, with results met the customer's requirements. Between late January and early February, the customer is expected to visit the plant and complete the related sales agreement. Revenue is anticipated to begin between March and April.

Regarding the Company's revenue, it was noted that revenue this year is expected to be similar to year 2024 due to the unrest along the border, which has resulted in a loss of the Cambodian market. However, the Company has expanded its customer base in the United States and Europe, and revenue is therefore still expected to grow.

Mr. Kittisak Kittiteerarak further inquired whether the Company's performance this year would likely allow for dividend payments or the issuance of any warrants.

Mr. Chaiyasit stated that the Company would consider dividend payments or additional fundraising after the completion of the audit for the year 2025.



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. 033-139284



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 11.00 a.m.

Signed

(Mr. Chaiyasit Samrittivanicha)

The Chairman of the Meeting

Signed

(Ms. Watcharaporn Wongmak)

Minutes-taker / Company Secretary