



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

### **Invitation to the 2026 Annual General Meeting of Shareholders**

On Tuesday 31, March 2026 at 09.30 a.m.

At Morakot, 3 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

129 หมู่ 3 ถนนหนองซาก-พนัสนิคม ตำบลหนองอิรุณ อำเภอบ้านบึง จังหวัดชลบุรี 20220

129 Moo 3 Nong chak-Phanatnikom Rd., Nongirun, Banbueng, Chonburi, Thailand 20220 Tel. 033-139284



23 March 2026

**Subject:** Invitation Letter to the 2026 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. 1/2026;
  2. Form 56-1 One Report 2025 and Financial Statement for the year ended 31 December 2025 (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 2026 to be held on Tuesday 31, 2026 at 09.30 a.m. (Registration starts at 08.30 a.m.) at Morakot Room, 3<sup>rd</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.1/2026**

**Purpose and reason:**

The Company held the Extraordinary General Meeting of Shareholders No. 1/2026 on 9 January 2026. 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. 1/2026. 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. 1/2026)*** which has been sent to all shareholders along with the Invitation Letter to the 2026 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. 1/2026, held on 9 January 2026 has been recorded correctly and to propose to certify at the AGM of Shareholders.

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

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



**Agenda 2 To acknowledge the director’s report on the results of the Company’s business operation for the year 2025 and business plan for the year 2026**

**Purpose and reason:**

The Company’s operating result report for the year 2025 is included in the 56-1 One Report for the year 2025 which had sent to all shareholders enclosed with the meeting invitation as shown in **Attachment 2** which can be accessed via the QR Code.

**Company’s Performance for the year 2025 as follows:**

**Current Business**

- Focus on Tubeless tire for Domestic market.
  - Year 2023 - 241,832 Pcs. 34% of Total Tire Sales
  - Year 2024 - 300,489 Pcs. 38.5% of Total Tire Sales
  - Year 2025 – 327,994 Pcs. 43.89% of Total Tire Sales

2025 Sales Summary and 2026 Sales Plan, with details as follows:

Unit: Units

	Year	Tire/month		Tube/month	
		Plan	Actual	Plan	Actual
Domestic	2568	80,000	62,281	150,000	101,633
	2569	80,000		120,000	
Export	2568	75,500	76,900	161,000	108,700
	2569	91,000		80,000	

- Closely monitor the RM Cost.
  - Year 2023 - 51.03%
  - Year 2024 - 50.84%
  - Year 2025 – 50.23%
- Change the company to be zero paper organization.
  - Develop internal program to replace using paper form.
- Anti-Corruption
  - The Company has an anti-corruption policy to be a guideline for implementation and operate the business in honest, transparent, and just business practices according to good corporate principles which be intolerant to both direct and indirect corruption in any form and responsible to all stakeholders. Moreover, there is a channel for all stakeholders to file a complaint or report on this matter. In the year 2024, the Company has not received any complaints or reports.
- Invest high technology automation machine to improve production efficiency and reduce labor cost
  - We invest new Bead Grommet machine, Auto Bias Cutting machine and Auto Building Machine.



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#### **New Business**

- Biomass business
  - Finishing installation the machine in Sept 2025.
  - Testing the machine and send product to lab test in Dec 2025.
- Testing Center
  - Finish installing the machine in Oct 2025.
  - Starting business with SMT in Nov 2025 onward.

#### **As for the business plan in 2026 as follows;**

##### **Current Business**

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

##### **New Business**

- Biomass business
  - Plan A If our spec matches with customer need, we will sell to the customer which should be able to start first trial shipment in March and start continuous order from May onward.
  - Pland B If our spec does not match with customer need, we will make biochar from bamboo for our own use to replace coal.
- Testing Center
  - Target revenue 100 million Baht in 2026.

#### Opinion of the Board of Director:

It is deemed appropriate to propose to the 2026 AGM of Shareholders to acknowledge the results of the Company's business operations of 2025 and business plan for the year 2026.

#### 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 2025**

##### 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 2025 and the Company's auditor's report has been audited and certified by Mr. Thares Santatiwongchai C.P.A. No. 10511 of C&A Audit Office Company Limited, and has already been considered by the Audit



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Committee and the Board of Directors. Details are in the “Financial Statements” section of the 56-1 One Report 2025 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 2026 AGM of Shareholders to consider and approve Financial Statement for the year ended of 31 December 2026 audited and signed by Mr. Thares Santatiwongchai C.P.A. No. 10511 of C&A Audit Office Company Limited, considered and examined by the Audit Committee. The Financial Statement for the year ended of 31 December 2025 have key financial figures as follows:

Unit: Million Baht

Performance	2024	2025	Increase (Decrease)	(%)
Total Asset	1,224.67	1,262.57	37.9	3.09
Total Liability	277.82	279.69	1.87	0.67
Total Shareholders’ Equity	946.85	982.88	36.03	3.81
Total Income	918.13	937.00	18.87	2.06
Cost of sales	738.95	750.13	11.18	1.5
Gross Profit	179.18	186.87	7.69	4.29
Net Profit (Loss)	7.85	21.02	13.18	168
Gross Profit Margin (%)	19.52	19.94	0.42	2.16
Net Profit Margin (%)	0.85	2.24	1.39	163.53

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 the appropriation of the legal reserve and the dividend payment for the 2025 operating results.**

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 2026 AGM of Shareholders to approve the apportionment as statutory reserve fund of the net profit for the year 2025 as legal reserved at the amount of 842,210 Baht, which was the rate of 5% of annual net profit. The company has

the reserved capital according to the laws on 31 December 2025 of 16,300,565 Baht, which was the rate of 3.6% of registered capital of the company.

In addition, the Board of Directors recommended the AGM of Shareholders to approve dividend payment for the 2025 operating results by cash at 0.035 Baht per share for the ordinary 456,891,630 share. Total dividend payment is 15,991,207.05 Baht, equal to 94.94% of net profit which higher than company's policy. The 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  $(\text{Dividend value} \times \text{corporate income tax rate}) \div (100 - \text{Corporate income tax rate})$ . The Company determined eligible shareholders who are entitled to receive dividends on the Record Date on 13 March 2026 and dividend payment date is 30 April 2026. However, the right to receive dividend is uncertain as it has not yet been approved by shareholders.

Dividend payment for the past;

Details	2022	2023	2024	2025
Basic earnings per share (Baht/Share)	(0.07)	-	0.021	0.046
Dividend Payment Ratio (Baht/Share)	0.02	-	0.05	0.035
- Dividend Payment Ratio (Baht/Share)	0.02	-	-	0.035
- Dividend of the interim payment Rati (Baht/Share)	-	-	0.05	-
<b>Dividend payout ratio (%)</b>	<b>41.47</b>	-	-	<b>94.94</b>

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 Mrs. Nitaya Samritvanitcha and Mr. Chaiyasit Samrittivanicha as the longest term and one resigned director by drawing lot Mr. Teerasak Sawangnet 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 11 November 2025 to 31 January 2026. 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 Mr. Teerasak Sawangnet 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 independent director 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 2026 AGM of Shareholders to approve re-election of the 3 Directors of the Company which are Mrs. Nitaya Samritvanitcha, Mr. Chaiyasit Samrittivanicha and Mr. Teerasak Sawangnet 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.)

#### **Agenda 6 To consider the approval of Directors' remuneration for the year 2026**

##### 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 recommendation of the Nomination and Remuneration Committee, has thoroughly and carefully scrutinized the directors' remuneration by considering various appropriateness factors and benchmarking against companies



with similar revenue levels. It was noted that despite the increase in business transactions, the proposed remuneration remains unchanged from the 2025. The remuneration is structured solely as meeting allowances, with no additional compensation or benefits. Furthermore, the company shall waive remuneration for directors who also serve as employees or executives of N.D. Rubber Public Company Limited and its subsidiaries. Thus, the Board with consideration of the Nomination and Remuneration Committee agreed to propose shareholders meeting to approve the Directors' remuneration for the year 2026 as follows:

<b>The Director's Remuneration</b>	<b>2025 (Baht)</b>	<b>2026 (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 2026 AGM of Shareholders to approve director's remuneration for the year 2026 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, the directors who are shareholders of the Company has special conflict of interest and no right to vote for this agenda.

**Agenda 7 To consider the approval of the appointment of the Company's auditor and determine the auditor's remuneration for the year 2026**

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 2025 appointed auditors from C&A Audit Office Company Limited (“C&A”) for the reviewing and auditing of the financial statements for the year ended 31 December 2025.

In the year 2026, the Board of Directors proposed to consider and approve to appoint C&A Audit Office Company Limited, represented by Mr. Thares Santatiwongchai C.P.A. No. 10511 or Mr. Nitheepong Techamantrikul C.P.A. No. 10305 or Ms. Jintana Techamontri C.P.A. No. 5131, as an auditor of the Company and its subsidiaries which are N.D. Interparts Co., Ltd. (NDI), N.D. Green Planet Co., Ltd (“NDGP”). In addition, the Board of Directors proposed to appoint CH International Group Ltd (“CHI”) as an auditor of its subsidiaries which are FKR Malaysia Sdn. Bhd. (“FKRM”) and Mc Millan Woods (Thailand) Limited (“McMillan”) as an auditor of its subsidiaries which are Xtronic Co., Ltd for the reviewing and auditing of the financial statements for the year ended 31 December 2026. C&A has been an auditor of the Company and subsidiaries since 2025 totally one year.

#### The Audit Committee’s opinion

The Audit Committee has considered and resolved to propose to the Board of Directors for approval the appointment of certified public accountants from C&A Audit Firm Co., Ltd. as the auditors for the Company and its subsidiaries (NDI, NDGP), including auditors from other firms, and to establish the 2026 audit fees at 1,860,000 Baht for C&A, 99,500 Ringgit for CHI, and 70,000 Baht for McMillan, with no other service fees; 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 2026 AGM of Shareholders to approve the appointment of an auditor and the remuneration of the auditor for the year 2026 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  
**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:** CH International Group Ltd (“CHI”)  
**Company:** FKR Malaysia 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 2026 and the review of the interim financial statements of the Company and its subsidiaries, total amount of 1,930,000 Baht and 99,500 Ringgit, without any other services (Non-Audit Fee).

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

Company	Audit fee (Baht)				Auditor
	2025	2026 (Proposed))	Increased (Decreased)	%	
NDR	1,450,000	1,470,000	20,000	1.4	C&A
NDI	300,000	300,000	0	0	C&A
NDGP	90,000	90,000	0	0	C&A
<b>Total</b>	<b>1,840,000</b>	<b>1,860,000</b>	<b>20,000</b>	<b>1.05</b>	

**Audit Fee of the Subsidiaries**

Company	Audit fee (Ringgit Malaysia)				Auditor
	2025	2026 (Proposed))	Increased (Decreased)	%	
Xtronic	70,000	70,000	-	-	McMillan

**Audit Fee of the foreign Subsidiaries**

Company	Audit fee (Ringgit Malaysia)				Auditor
	2025	2026 (Proposed))	Increased (Decreased)	%	
FKRM	129,000	99,500	(29,500)	(23)	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 any other matters (if any)**

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The Board of Directors has resolved that 13 March 2026 be fixed as the record date for determining the shareholders entitled to attend the 2026 Annual General Meeting of Shareholders. However, if there is any force majeure which may result in a change of the 2026 Annual



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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).

The Company permits Shareholders to propose agendas for the 2026 Annual General Meeting of Shareholders through the website of the Company from 11 November 2025 to 31 January 2026. There is no shareholder proposing agenda for the 2026 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.

To adhere with the Company's responsible business conduct, the Company has prepared the Annual Registration Statement/2025 Annual Report (Form 56-1 One Report) only in electronic format in order to reduce the environmental impact on natural resource depletion and climate crisis from the business operation.

Shareholders can download the Invitation Letter for the year 2026 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 13 March 2026. 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. 1/2026

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(-Translation-)

Attachment 1

**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, 14<sup>th</sup> 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/<br>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 |
|--------------------------------|-------------------------|

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**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
<b>Total</b>	<b>46</b>	<b>291,103,871</b>
<b>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.</b>		

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

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**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.

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**(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*

(Mr. Chaiyasit Samrittivanicha)

The Chairman of the Meeting

Signed *Ms. Watcharaporn Wongmak*

(Ms. Watcharaporn Wongmak)

Minutes-taker / Company Secretary

# **Attachment 2**

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**Form 56-1 One Report and Financial Statement for the year  
ended 31 December 2025 (QR Code)**

**Form 56-1 One Report and Financial Statements  
for the year ended 31 December 2025 (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

**Mrs. Nittaya Samrittivanicha**

Age 76 Years Old

Position Director

Appointment Date

- 15 May 2014

No. of Years being the Company's Director

- 12 Years

Education

- Secondary

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: Director N.D. Rubber Public Company limited
- 2004 – Present: Director N.D. Interparts Co., Ltd.
- 1995 – Present: Director Siam Plastwood Co., Ltd.
- 1992 - Present: Director T. Thai Charoen Rubber Co., Ltd.
- 1973 – Present: Director Thai Charoen Rubber Service Co., Ltd.

Position in Other Listed Company

- N/A

Position in Non-Listed Company

- Director N.D. Interparts Co., Ltd.
- Director Siam Plaswood Co., Ltd.
- Director T. Thai Charoen Rubber Co., Ltd.
- Director Thai Charoen Rubber Service Co., Ltd.

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

- N/A

Percentage of Shareholding (%) (as of 18 February 2026)

- Held personally 10.94%
- Held by spouse or minor children (None)





Relationship with Company's Executive (s)

- Mr.Chaiyasit Samrittivanicha's mother
- Mr. Pongsak Swadwan's sister-in-law

Meeting Attendance of Board Meeting/Sub-Committee

- The Annual General Meeting of Shareholders 0/1 Equal to 0%
- Board of Directors Meeting 1/6 Equal to 20%

## Mr. Chaiyasit Samrittivanicha

Age 53 Years Old

Position Chairman of the Executive Committee / Director /

Member of the Nomination and Remuneration Committee / Managing Director

Appointment Date

- 15 May 2014

No. of Years being the Company's Director

- 12 Years

Education

- Bachelor of Business Administration Program in Finance and Banking, Assumption University

Expertise

- Business and industry relating to NDR and Accounting and Finance

Director Training / Seminar

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

Experiences (In 5 years)

- 2024 – Present: Director Xtronic Co., Ltd
- 2022 – Present: Director N.D. Green Planet Co., Ltd.
- 2018 – Present: Director FKR Malaysia Sdn. Bhd.
- 2018 – Present: Director FKR Marketing Sdn. Bhd.
- 2018 – Present: Director GCB Trading Sdn. Bhd.
- 2014 – Present: Director N.D. Rubber Public Company Limited
- 2004 – Present: Director N.D. Interparts Co., Ltd.
- 1992 – Present: Director T. Thai Charoen Rubber Co., Ltd.
- 1973 – Present: Director Thai Charoen Rubber Service Co., Ltd.

Position in Other Listed Company

- N/A

Position in Non-Listed Company

- Director Xtronic Co., Ltd
- Director N.D. Green Planet Co., Ltd.
- Director FKR Malaysia Sdn. Bhd.
- Director FKR Marketing Sdn. Bhd.
- Director GCB Trading Sdn. Bhd.
- Director N.D. Interparts Co., Ltd.
- Director T. Thai Charoen Rubber Co., Ltd.
- Director Thai Charoen Tire Service Co., Ltd.

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

- N/A





**Other Position**

- N/A

**Benefits of Community Participation**

- Vice President of Industry Rubber-Elastomer Technology Association
- Director Rubber Authority of Thailand

**Percentage of Shareholding (%) (as of 18 February 2026)**

- Held personally 24.32%
- Held by spouse or minor children (None)

**Relationship with Company's Executive(s)**

- Mrs. Nittaya Samrittivanicha's son
- Mr. Pongsak Swadwan's nephew

**Meeting Attendance of Board Meeting/Sub-Committee**

- The Annual General Meeting of Shareholders 1/1 Equal to 100%
- Board of Directors Meeting 6/6 Equal to 100%
- The Nomination and Remuneration Committee 1/1 Equal to 100%

## Mr. Teerasak Sawangnet

Age 52 Years Old

Position Member of the Audit Committee /

Member of the Nomination and Remuneration Committee /

Independent Director

Appointment Date

- 15 May 2014

No. of Years being the Company's Director

- 12 Years

Education

- Bachelor Degree in Finance and Banking, Assumption University
- Master of Business Administration, Assumption University

Expertise

- Accounting and Finance

Director Training/Seminar

- DAP 106/2013 Thai Institute of Directors Association (IOD)
- A discussion on accounting knowledge for Audit Committee members on the topic of "Easy Listening: Accounting Tips that AC should not miss"

Experiences (In 5 years)

- 2014 – Present: Independent Director N.D. Rubber Public Company Limited
- 1995 – Present: Managing Director Winner Petroleum Co., Ltd.

Position in Other Listed Company

- N/A

Position in Non-Listed Company

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

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

- N/A

Percentage of Shareholding (%) (as of 18 February 2026)

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

Relationship with Company's Executive(s)

- N/A

Meeting Attendance of Board Meeting/Sub-Committee

- The Annual General Meeting of Shareholders 1/1 Equal to 100%
- Board of Directors Meeting 6/6 Equal to 100%
- The Audit Committee 4/4 Equal to 100%
- The Nomination and Remuneration Committee 1/1 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** : 47  
**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** : 52  
**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** : 51  
**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. 033-139284



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 2026 to be held Tuesday 31, 2026 at 09.30 a.m. (Registration starts at 08.30 a.m.) at Morakot Room, 3rd 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

(.....)

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

129 หมู่ 3 ถนนหนองซาก-พนัสนิคม ตำบลหนองอิรุณ อำเภอบ้านบึง จังหวัดชลบุรี 20220

129 Moo 3 Nong chak-Phanatnikom Rd., Nongirun, Banbueng, Chonburi, Thailand 20220 Tel. 033-139284



**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 2026 to be held Tuesday 31, 2026 at 09.30 a.m. (Registration starts at 08.30 a.m.) at Morakot Room, 3rd 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.1/2026**

(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 2025 and business plan for the year 2026**

(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 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 4 To consider the approval the appropriation of the legal reserve and the dividend payment for the 2025 operating results.**

(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) Mrs. Nitaya Samritvanitcha Director**

Agree  Disagree  Abstain

**2) Mr. Chaiyasit Samrittivanicha Director**

Agree  Disagree  Abstain

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

Agree  Disagree  Abstain

**Agenda 6 To consider the approval of Directors' remuneration for the year 2026**

(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 2026**

(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 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.



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



(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

129 หมู่ 3 ถนนหนองซาก-พนัสนิคม ตำบลหนองอิรุณ อำเภอบ้านบึง จังหวัดชลบุรี 20220

129 Moo 3 Nong chak-Phanatnikom Rd., Nongirun, Banbueng, Chonburi, Thailand 20220 Tel. 033-139284



**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 2026 to be held Tuesday 31, 2026 at 09.30 a.m. (Registration starts at 08.30 a.m.) at Morakot Room, 3rd 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

129 หมู่ 3 ถนนหนองซาก-พนัสนิคม ตำบลหนองอิรุณ อำเภอบ้านบึง จังหวัดชลบุรี 20220

129 Moo 3 Nong chak-Phanatnikom Rd., Nongirun, Banbueng, Chonburi, Thailand 20220 Tel. 033-139284



Proxy Form C

Attachment 5 (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 cote equal to.....vote(s)

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

(2) Hereby appoint

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

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

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

Only one person from above as my proxy to attend and vote on my behalf at the meeting of the Annual General Meeting of Shareholders of 2026 to be held Tuesday 31, 2026 at 09.30 a.m. (Registration starts at 08.30 a.m.) at Morakot Room, 3rd 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

(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.1/2026.**
- (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 2025 and business plan for the year 2026.**
- (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 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 4 To consider the approval the appropriation of the legal reserve and the dividend payment for the 2025 operating results.**
- (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) **Mrs. Nitaya Samritvanitcha Director**
- Agree  Disagree  Abstain
- 2) **Mr. Chaiyasit Samrittivanicha Director**
- Agree  Disagree  Abstain
- 3) **Mr. Teerasak Sawangnet Independent Director**
- Agree  Disagree  Abstain
- Agenda 6 To consider the approval of Directors' remuneration for the year 2026**
- (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 2026**

(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 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

(.....)

**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 if share to several proxies to vote separately.

4. In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.

5. In case there are agenda other than the agenda specified above, the additional statement can be specified by the shareholder in the Regular Continued Proxy Form C as enclosed.



**Supplemental Proxy (Form C)**

The proxy is granted by a shareholder of N.D. Rubber Public Company Limited for the meeting of the Annual General Meeting of Shareholders of 2026 to be held Tuesday 31, 2026 at 09.30 a.m. (Registration starts at 08.30 a.m.) at Morakot Room, 3rd 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**

**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.

## 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**

**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.



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



**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., Nongeiroon, Banbueng, Chonburi, Thailand 20220 or via e-mail: watcharaporn.wk@ndrubber.co.th within

**27 March 2026**

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

Submit the evidence, document of such change

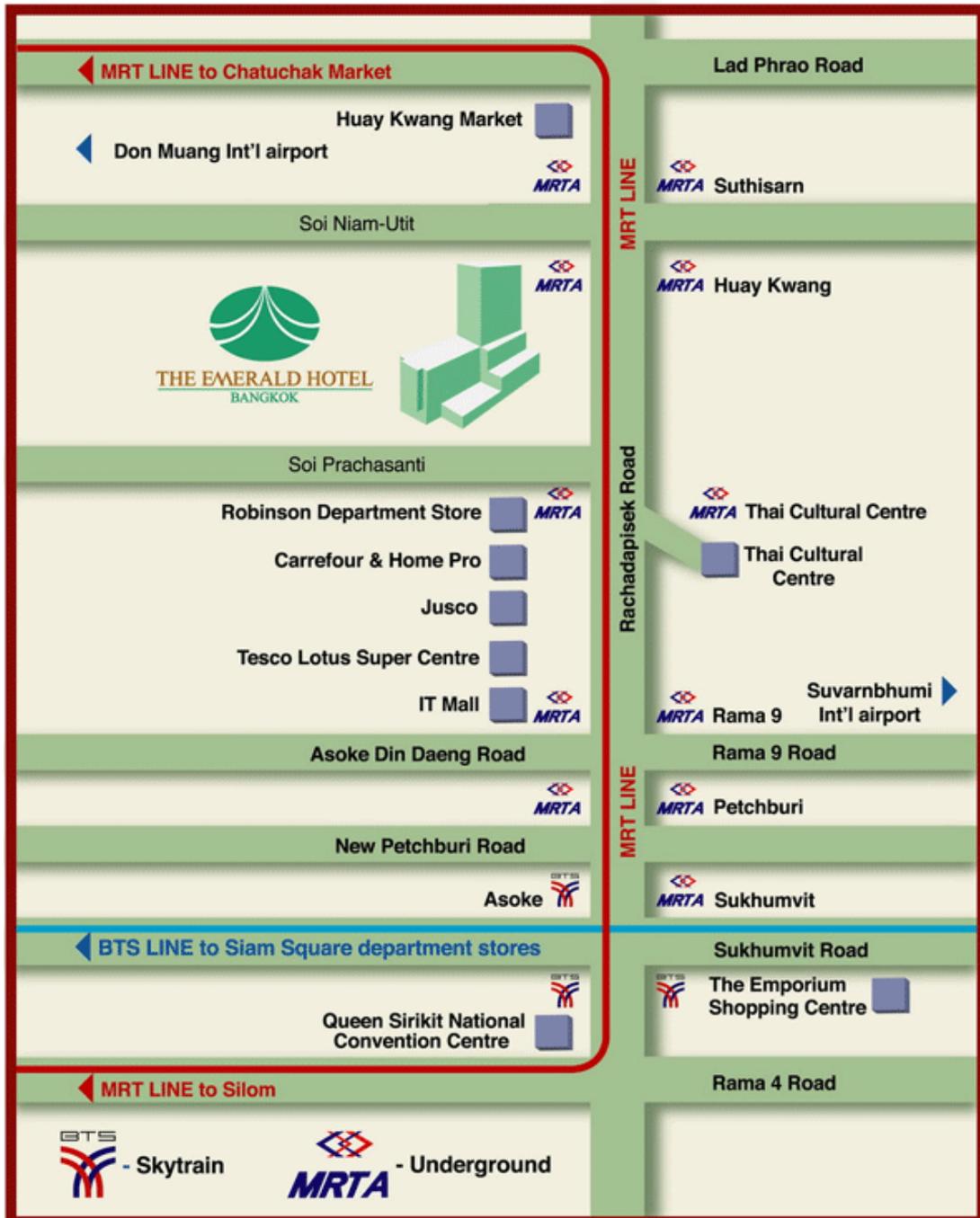
# สิ่งที่ส่งมาด้วย 8

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แผนที่ตั้งสถานที่ประชุม



**THE EMERALD HOTEL**  
BANGKOK



99/1 Rachadapisek Road, Din Daeng, Bangkok 10400