

**Invitation Letter
to Annual General Meeting of Shareholders**

AGM 2022

Inoue Rubber (Thailand) Company Limited

Friday 28th, January 2022 at 2:00 p.m.

Conducting by Teleconferences through Electronic Media (E-AGM)

from V1 Meeting Room, 2nd Floor,

Office Building of Inoue Rubber (Thailand) Public Company Limited,

258 Soi Rangsit-Nakornnayok 49, Prachathipat, Thanyaburi, Pathumthani 12130



IRC

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27 December 2021

Subject: Invitation to the 2022 Annual General Meeting of Shareholders

To: Shareholders of Inoue Rubber (Thailand) Public Company Limited

The Board of Directors of Inoue Rubber (Thailand) Public Company Limited resolved to call the 2022 Annual General Meeting of Shareholders. Details are as follows:

Meeting date and time : Friday, 28 January 2022, 14.00 hours

Registration time : 13:00 hours

Venue : **Conducting by Teleconferences through Electronic Media (E-AGM)**
from V1 Meeting Room, 2nd Floor, Office Building of Inoue Rubber (Thailand) Public Company Limited, 258 Soi Rangsit-Nakornnayok 49, Prachathipat, Thanyaburi, Pathumthani 12130.

Attachment : 1. *Guidelines for attending the AGM through Electronic Media (E-AGM) and the Appointment of Proxies*
2. *Registration form for attending the E-AGM*
3. *Form for question in advance for the E-AGM*

Shareholders can consider the agendas together with the Board of Directors' opinions as follows:

Agenda 1 To consider and adopt the minutes of 2021 Annual General Meeting of Shareholders, held on 29 January 2021

Propose and Rationale: This is to ask for adoption. The Company held 2021 Annual General Meeting of Shareholders on 29 January 2021. The minutes of the meeting were recorded and submitted to the Stock Exchange of Thailand and Ministry of Commerce within the time required by law, and also were disclosed on the Company's website (www.ircthailand.com). A copy of the minutes is attached hereto as *Enclosure 1*.

The Board's Opinion: The Board agreed to propose the minutes of 2021 Annual General Meeting of Shareholders, held on 29 January 2021 to the Shareholders' Meeting for adoption as it was accurately recorded.

Voting: Resolution of this Agenda shall be passed by a majority vote of shareholders who attend the meeting and cast their votes.

Agenda 2 To acknowledge the Company's operation results in 2021

Propose and Rationale: This is to ask for acknowledgement in accordance with Clause 34 of the Company's Articles of Association. In this regard, the Board of Directors hereby reports the Company's performance in 2021 to the shareholders together with the explanation under the topic "Management Discussion and Analysis", as appeared in Enclosure 2: 56-1 One Report 2021 (QR code) which is attached together with this invitation letter and is already disclosed on the Company's website.

The Board's Opinion: The Board agreed to propose the Company's operation results in 2021 to the Shareholders' meeting for acknowledgement. The Company has summarized the operation results and significant changes that occurred in 2021 in the Company's 56-1 One Report 2021.

Voting: There is no voting in this Agenda as it is for acknowledgement.

Agenda 3 To consider and approve the financial statements of 2021, ended 30 September 2021

Propose and Rationale: This is to ask for approval. The Public Limited Company Act B.E. 2535 and Clause 37 of the Company's Articles of Association require that the Company shall prepare the Company's Separated and Consolidated Financial Statements at the end of fiscal year, which have been audited by an external auditor, and submit them to the Shareholders' meeting for approval.

The Audit Committee's Opinion: The Audit Committee had considered and reviewed the Company's financial statements for year ended 30 September 2021 as shown in the Company's 56-1 One Report 2021 and disclosed on the Company's website. The financial statements have been audited and signed by Ms. Nopanuch Apichatsatien, a certified auditor (Registration Number 5266) of PricewaterhouseCoopers ABAS Ltd. Hence, the Audit Committee has recommended the Board to submit the Company's financial statements for year ended 30 September 2021 to the Shareholders' meeting for approval.

The Board's Opinion: The Board agreed to propose the Company's financial statements for year ended 30 September 2021, which have been reviewed and agreed with by the Audit Committee, to the Shareholders' meeting for approval.

Comparison of Information from the Consolidated Financial Statements

(unit: Million Baht)	Fiscal Year		%YoY
	2020	2021	
Total Revenues	4,433.89	5,371.09	21.14%
Cost of Sales and Services	3,799.05	4,577.50	20.49%
Selling and Administration Expenses	370.51	372.53	0.55%
EBIT	264.33	421.06	59.29%
Net Profit	219.06	340.03	55.22%
Basic Earnings per Share (baht: share)	1.12	1.77	58.04%

Voting: Resolution of this Agenda shall be passed by a majority vote of shareholders who attend the meeting and cast their votes.

Agenda 4 To consider and approve the dividend payment for the Company's performance in 2021

Propose and Rationale: This is to ask for approval. The Company has net profit for the fiscal year 2021 at the amount of 340,030,324 baht, therefore the Company asks the shareholders to consider the

dividend payment in accordance with Public Limited Companies Act B.E. 2535 and Clause 39 of the Company's Articles of Association. In addition, the Company has appropriated the legal reserve until it meets 20,000,000 baht or equivalent to 10 percent of the registered capital according to Section 116 of Public Limited Companies Act B.E. 2535 and Clause 40 of the Company's Articles of Association.

Dividend Payment Policy: The Company has a policy to pay dividend to shareholders not more than 65 percent of consolidated net profits after deducting the corporate income tax and legal reserve. The yearly payout shall be considered by many factors which should not materially affect the Company's normal business operation in the future.

Record Date for Dividend and Dividend Payment Date: If the shareholders at AGM 2022 approve the proposed dividend, the Board shall determine the record date for the shareholders who are entitled to the dividend payment on 9 February 2022. The Stock Exchange of Thailand shall put the XD sign, which represents the date that share purchaser will not be entitled to receive the dividend on 8 February 2022. The dividend payment will be made on 28 February 2022.

The Board's Opinion: The Board had thoroughly considered the Company's performance, the business plan and other factors that might occur in the future, then agreed to propose the Shareholder's meeting to approve the cash dividend payment of 2021, in accordance with the Company's dividend payment policy, at the rate of 0.8845 baht per share, equivalent to the total of 170,007,711.65 baht. The dividend of 0.8845 baht per share is from non-BOI business.

Table of 3-Year Dividend Payment Comparison

Dividend Payment	Fiscal Year Oct 1 st – Sep 30 th		
	2019	2020	2021 (proposed)
Net profit (Million Baht)	166.54	219.06	340.03
Number of Share (Million Shares)	200	192.21	192.21
Dividend Payment (Baht: Share)			
- From BOI business	0.0590	0.0739	0
- From Non-BOI business	0.3574	0.496	0.8845
Total (Baht: Share)	0.4164	0.5699	0.8845
Total Dividend Amount (Million Baht)	83.27	109.54	170.01
Dividend Payout Ratio (%)	50	50	50

Voting: Resolution of this Agenda shall be passed by a majority vote of shareholders who attend the meeting and cast their votes.

Agenda 5 To consider and approve the appointment of directors to replace the directors who retire by rotation

Propose and Rationale: This is to ask for approval. Clause 15 of the Company's Articles of Association and Section 71 of Public Limited Companies Act B.E. 2535 require that one-third of the directors must retire from office at Annual General Meeting of Shareholders. The four directors who must be retired by rotation this year namely:

- | | | |
|-------------------------|----------------|----------------------|
| 1) Mrs. Anchalee | Chavanich | Independent Director |
| 2) Assoc. Prof Jaruporn | Viyant | Independent Director |
| 3) Mr. Kazuo | Sato | Director |
| 4) Mr. Apichart | Leeissaranukul | Director |

The Board's Opinion (excluding votes from directors who retire by rotation): The Board agreed to propose the Shareholders' meeting to consider and re-elect all 4 directors who retire by rotation namely; 1) Mrs. Anchalee Chavanich 2) Assoc. Prof. Jaruporn Viyant 3) Mr. Kazuo Sato and 4) Mr. Apichart Leeissaranukul. All above directors passed the screening process of the Board that they are suitable for the business of the Company. The Board considered and reviewed qualifications of each person from his/her expertise, experience and related work that are beneficial to the Company. In addition, the person nominated as an independent director can provide independent opinion and is in accordance with the relevant rules.

Information of each nominated director about age, percentage of shareholding, educational background, working experience, total number of years serving as a director and meeting attendance of the Board of Directors and Sub-Committee are provided in Enclosure 3.

The Company provided an opportunity for Shareholders to propose director candidate since 1 - 30 October 2021. However, no shareholders proposed any director candidate.

Voting: Resolution of this Agenda shall be passed by a majority vote of shareholders who attend the meeting and cast their votes. The voting shall be done on individual basis.

Agenda 6 To consider and approve the remunerations of the Board and the Sub-Committees in 2022

Propose and Rationale: This is to ask for approval. Section 90 of Public Limited Companies Act B.E. 2535 requires that the directors' remuneration shall be approved by the Annual General Meeting of Shareholders. In this regard, the Company hereby proposes for approval for both remunerations of the Board and the Sub-Committees.

The Board's Opinion: The remunerations of the Company's directors and Sub-Committees were thoroughly considered by the Board, taking into account of the assigned responsibilities of each committee. The remunerations were aligned with the market and the same industry. Therefore, the Board agreed to propose the Shareholder's meeting to approve the remunerations of the Board and the Sub-Committees in 2022 in the form of retainer fee and meeting allowance as follows:

Table of Directors' Remuneration

Type of Remuneration	Amount (Baht)	
	FY 2021	FY 2022 (proposed)
1. Retainer Fee (per year)		
Chairman of Audit Committee	450,000	450,000
Chairman of Risk Management Committee	200,000	200,000
Chairman of Good Corporate Social and Responsibility Committee	200,000	200,000
Independent Director	500,000	500,000
Director	300,000	300,000
2. Meeting allowance (per meeting)	10,000	10,000
3. Other benefit	-none-	-none-

Supporting information of criteria and procedure of proposing remuneration;

- 1) The Company Secretary studies information on directors' remuneration of the market and the same industry (types and amount) and proposes to the Board for consideration.
- 2) The types of remuneration agreed by the Board are retainer fee and meeting allowance. Directors do not receive other benefit.
- 3) The amount of remuneration agreed by the Board is appropriate comparing to the market and the same industry. In addition, it is aligned with duty of each position. Nonetheless, the Board does not propose remuneration for the position of Executive Chairman and President since the executive directors receive compensation as the executives.

Voting: Resolution of this Agenda shall be passed by the votes of not less than two-third of attending shareholders.

Agenda 7 To consider and appoint the auditors and approve the audit fee in 2022

Propose and Rationale: This is to ask for approval. Section 120 of Public Limited Companies Act B.E. 2535 and Clause 34 of the Company's Articles of Association require that the appointment of the Company's auditors and the audit fee must be approved by the Annual General Meeting of Shareholders annually.

The Audit Committee's Opinion: The Audit Committee has selected PricewaterhouseCoopers ABAS Ltd. (PwC) as the Company's and its subsidiaries' auditor in 2022, which is the 13th year with the following reasons:

- 1) Qualification of the auditor which is in line with the regulations of SEC, and none of the auditor has signed the audited financial statements for more than 7 consecutive years

- 2) Independence: None of the auditor has conflict of interest with the Company, executives, major shareholders and their related person.
- 3) Knowledge of the auditor and understanding of the Company's business
- 4) Past performance and work quality of the auditor

In addition, the Committee would like to propose the Board to consider 3 auditors from PwC namely;

- 1) Ms. Sanicha Akarakittilap CPA Number 8470 and/ or
(Never sign on the financial statements of the Company and the subsidiaries)
- 2) Ms. Nuntika Limviriyalers CPA Number 7358 and/ or
(Never sign on the financial statements of the Company and the subsidiaries)
- 3) Mr. Paiboon Tunkoon CPA Number 4298
(Never signed on the Company's financial statements and the subsidiaries)

Profiles and information of the auditors are provided in Enclosure 3

Any of the above auditors is proposed to be the auditors and to express an opinion on the Company's and its subsidiaries' financial statement in 2022. In the absence of the above-named auditors, PwC is authorized to identify one other certified public accountant with PwC to carry out the work. In addition, the audit fee of the Company and its subsidiaries are proposed with the amount of 1,881,260 baht, and the audit fee for BOI with the amount of 64,800 baht per copy (the audit fee does not include other out of pocket expenses such as transportation expense, documents expense, etc.). Detail is shown as follows:

Comparison Table of the Company's and Its Subsidiaries' Audit Fee

Type of Remuneration	FY 2020	FY 2021	FY 2022 (Propose)	Change FY 2022: FY 2021	
				Amount (Baht)	%
The Company's audit fee (Baht)	1,348,600	1,375,580	1,375,580	-	-
Its subsidiaries' audit fee (Baht)	505,680	505,680	505,680	-	-
Total	1,854,280	1,881,260	1,881,260	-	-
Audit fee for investment promotion certification (Baht/Certificate)	64,800	64,800	64,800	-	-

The Board's Opinion: The Board agreed with the Audit Committee who had thoroughly considered the selection of the auditors and their audit fees in 2022; then agreed to propose to the Shareholder's

meeting to appoint the auditors from PricewaterhouseCoopers ABAS Ltd. (PwC) as the Company's and its subsidiaries' auditors in 2022 by assigning one of them to review and give opinion on the Company's financial statements, namely; 1) Ms. Sanicha Akarakittilap CPA No. 8470 and/or 2) Ms. Nuntika Limviriyalers CPA Number 7358 and/or, 3) Mr. Paiboon Tunkoon CPA Number 4298; as well as to approve the audit fees for the Company and its subsidiaries in 2022 at the amount of 1,881,260 baht.

Voting: Resolution of this Agenda shall be passed by a majority vote of shareholders who attend the meeting and cast their votes.

Agenda 8 Other topics (if any)

All Shareholders are cordially invited to attend the meeting at the date, time and venue above.

Sincerely Yours,



(Mrs. Pimjai Leeissaranukul)

Chairman

-Translation-

**Minutes of the 2021 Annual General Meeting of Shareholders
Inoue Rubber (Thailand) Public Company Limited**

Date, Time and Venue of the Meeting

The Meeting was held on Friday, 29 January 2021, 14.00 hours conducted by electronic meeting (E-AGM) from V1 meeting room 2nd floor, Office Building, Inoue Rubber (Thailand) Public Company Limited, No. 258, Soi Rangsit Nakornnayok 49, Prachathipat, Thanyaburi, 12130.

Beginning the Meeting

At the commencement of meeting, Mrs. Pimjai Leeissaranukul, the Chairman, acted as the Chairman of the Meeting (“the Chairman”), declared the 2021 Annual General Meeting of Shareholders opening and assigned Ms. Kittunya Naruepracha to report on the meeting quorum and act as the Secretary to the Meeting (“the Secretary”).

The Secretary reported that Inoue Rubber (Thailand) Public Company Limited (the “Company”) set out the name of shareholders who are entitled to attend the 2021 Annual General Meeting of Shareholders on 9 December 2020, and it appeared that there were 1,642 shareholders, with the total of 200,000,000 shares. There was 7,792,300 repurchase shares. Thus, there was 192,207,700 voting shares. When the meeting commenced, there were 59 shareholders and proxies attended the meeting, holding an aggregated number of 146,614,151 shares which were not less than one-third of the total issued shares of the Company. Therefore, a quorum was constituted in accordance with Article 31 of the Company’s Articles of Association. The Company Secretary then introduced the Directors and the Executives who participated in the meeting and answered the inquiry, as well as introduced the relevant parties of the 2021 Annual General Meeting of Shareholders as follows;

10 Directors attended the meeting namely;

1. Mrs. Pimjai	Leeissaranukul	Executive Chairman/ Chairman of the Board of Directors
2. Mr. Katsunori	Ito	President/ Vice President of Risk Management Committee
3. Mrs. Anchalee	Chavanich	Chairman of Audit Committee / Independent Director
4. Assoc. Prof. Jaruporn Viyanant		Chairman of Good Corporate Governance and Social Responsibility Committee / Member of Audit Committee / Independent Director
5. Mr. Kittichai	Raktakanit	Member of Audit Committee / Independent Director
6. Mr. Surong	Bulakul	Chairman of Risk Management Committee / Independent Director
7. Mr. Kazuo	Sato	Director
8. Mr. Apichart	Leeissaranukul	Director
9. Mr. Thanong	Leeissaranukul	Director

10. Mrs. Porntip Sethiwan Director

Remark: Equivalent to 83.33% of total number of 12 Directors

8 Executives attended the meeting namely;

- | | | |
|-------------------|----------------|--|
| 1. Mr. Takeshi | Arakawa | Managing Director |
| 2. Ms. Witchuda | Kupongsak | Executive Director of Administrative and Control Unit |
| 3. Mr. Shigeyuki | Hosokawa | Executive Director of Motorcycle Tire and Tube Business Unit |
| 4. Mr. Mitsuhiro | Ito | Executive Director of IED Business Unit |
| 5. Mr. Narongchai | Rattanaekkawin | Deputy Executive Director of IED Business Unit |
| 6. Mr. Suchart | Kootiratrakarn | Deputy Executive Director of Tire and Tube Business Unit |
| 7. Mr. Kazuaki | Yamada | Executive Director |
| 8. Ms. Praewphan | Songhong | Chief Financial Officer/ Finance Manager |

(Remark: All Executives under the definition of the SEC participated the Meeting)

External Auditors from PricewaterhouseCoopers ABAS Co., Ltd.

Ms. Nopanuch Apichatsatien and Mr. Thira Wong-arun.

Inspector who oversees the Meeting to be transparent and in accordance with the law and the Company's Articles of Association

Mr. Passanan Suwannoi and Mr. Chanchai Jhongsathit from Tilleke & Gibbins International Ltd.

The Secretary then informed the important information and electronic meeting (E-AGM) guideline as follows:

- The Company has used the electronic meeting platform system provided by Quidlab Co., Ltd., who is a service provider of E-AGM system that is in accordance with the standards of hosting electronic meeting platform of the Electronic Transaction Data Agency (ETDA). The shareholders attending the meeting can view the live broadcast throughout the Meeting and results of each agenda.
- The number of voting rights of each shareholder shall be equivalent to the number of shares he or she holds in the Company, whereby one share is equivalent to one vote.
- With respect to the vote casting and the vote counting on each agenda, the Company shall count the votes of the shareholders attending the Meeting through E-AGM and by proxy, which is recorded in advance at the registration when the proxies registered to attend the Meeting. The vote counting shall be conducted in two methods, as follows:
 1. The resolutions of agenda 1, 3, 4, 5, and 7 shall be passed by a majority vote of the shareholders attending the meeting and casting their votes, without including abstained votes or spoilt votes (if any) as basis of vote calculation.

2. The resolution of agenda 6 shall be passed by the votes not less than two-third of the shareholders attending the meeting, including abstained votes or spoilt votes (if any) as basis of vote calculation.
- The shareholder is able to cast their vote in each agenda by voting for approval, disapproval or absence by clicking the menu to vote in the system during the period that the casting of vote is opened for each agenda. The Company would provide sufficient time for vote casting. If the shareholder or the proxy does not make any mark, it will be considered as a vote of approval.

Prior to the voting on each agenda, the Chairman will give shareholders an opportunity to ask questions and express their opinions concerning such agenda as the Chairman deems appropriate. The shareholders or proxies who wish to ask questions or express their opinions shall type such questions or expression through the chat-box in the system.

Furthermore, the Company provided an interpreter for the foreigners who attended the Meeting.

The Secretary informed the Meeting that the Company had invited the shareholders to propose agenda items, candidates for director nomination and inquiry in advance during 12 October – 11 November 2020. However, none of shareholders had done so. Therefore, the Meeting would be proceeded in accordance with the agendas as specified in the Invitation Letter to the Meeting which were published on the Company's website since 28 December 2020 and furnished to the shareholders since 4 January 2021.

Before conducting the Meeting agenda, the Chairman announced the 2 issues for acknowledgement as follows:

First: The Company has selected to be listed in the Thailand Sustainability Investment 2020 (THSI) by the Stock Exchange of Thailand for 4 consecutive years. The Company is one of the 124 selected listed Companies that operates the business sustainably with consideration to Environment, Social and Governance.

Second: The Company has been certified as a member of the Thailand's Private Sector Collective Action against Corruption (CAC) from the resolution of the Anti-Corruption Commission's meeting in Q1/2020 by considering the Company's self-assessment form on anti-corruption measures. The certification will be valid for 3 years, from the approval resolution date on June 30, 2020 to June 30, 2023.

Then, the Chairman proceeded with the agendas in the same order as specified in the Invitation Letter to the Meeting as follows:

Agenda 1: To consider and adopt the minutes of the 2020 Annual General Meeting of Shareholders, held on 29 January 2020

The Chairman proposed the Meeting to consider and adopt the minutes of the 2020 Annual General Meeting, held on 29 January 2020, which was sent to the Stock Exchange of Thailand, published on Company's website and distributed to the shareholders together with the Invitation Letter to this Meeting.

The Chairman gave an opportunity to the shareholders to express opinions and make inquiries about the agenda item. However, no shareholder expressed any opinion or made any inquiry. The Chairman assigned the Secretary to proceed with vote casting.

Resolution: The Meeting resolved to adopt the minutes of the 2020 Annual General Meeting of Shareholders, with unanimous votes of the shareholders attending the meeting and casting their votes.

Details of votes are following:

Voting	Number of Votes	%
Approved	146,614,151	100.00
Disapproved	0	0.00

There is no abstained vote or voided ballot.

Agenda 2: To acknowledge the Company's operation results for the fiscal year 2020

The Chairman assigned Mr. Katsunori Ito, the President, to report the Company's operational results for the fiscal year 2020, which were included in the Company's Annual Report 2020 published on Company's website and distributed to the shareholders in a QR-code format attached with the Invitation Letter to this Meeting.

Mr. Katsunori Ito had prepared the report on the Company's operational results for the fiscal year 2020 presented in 4 topics as follows:

1) Overall Economy and Related Industrial Situations

1.1 Overall economy situation

Considering the company's fiscal year, from October 2019 to September 2020, Trade war between the United States and China, and the epidemic of COVID-19 affected the supply and demand of both domestic and foreign. The global and Thai economy were slowdown. The consumers had low purchasing power. Many automotive infrastructures decreased their production, which led to the decrease in the production of Thai automobiles in 34.27% YoY and motorcycles in FY2020 18.16%. The Company, as the 1st Tier and 2nd Tier rubber part manufacturer, and the replacement market got impact directly from the abovementioned situation. However, The Company's export market got small impact.

Consequently, the total sale decreased by 19.63% YoY to around 4,362 Baht.

During October 2019 to September 2020, most of our raw material prices decreased YoY following the decrease of crude oil price and the demand-supply of the market.

- a. The average price of crude oil in FY20 was US Dollar 42.85 per barrel, decreased around 25.49% YoY.
- b. The average price of SBR in FY20 was US Dollar 1,553.46 per ton, decreased around 15.52% YoY.
- c. The average price of NR in FY20 was Baht 41.08 per kilogram, decreased around 9.47% YoY.
- d. The average price of chemicals such as Zinc Oxide was Baht 71.48 per kilogram, decreased around 18.81% YoY.

IRC บริษัท อีโนเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน) INOUE RUBBER (THAILAND) PUBLIC COMPANY LIMITED

ทะเบียนเลขที่ 0107536001737 สำนักงานรังสิต : 258 ซอย รังสิต-นครนายก 49 ต.ประชาธิปัตย์ อ.ธัญบุรี จ.ปทุมธานี 12130 โทร.(66 2) 996 0890 (อัตโนมัติ 23 สาย) แฟกซ์ (66 2) 996 1439
E-mail : info@ircthailand.com สำนักงานวังน้อย : 157 หมู่ 5 ถ.พหลโยธิน ต.ลำไทร อ.วังน้อย จ.พระนครศรีอยุธยา โทร. (66 2) 996 1471 (อัตโนมัติ 5 สาย) แฟกซ์ (66 2) 996 1574



REGISTRATION 0107536001737 RANGSIT FACTORY : 258, SOI RANGSIT-NAKORNNAAYOK 49, PRACHATHIPAT, THANYABURI, PATHUMTHANI 12130, THAILAND. TEL : (66 2) 996 0890 (23 LINES) FAX : (66 2) 996 1439
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- e. The average price of the Carbon Black was Baht 25.93 per kilogram, decreased around 32.5% YoY.
- f. The average price of the Nylon was Baht 154 per kilogram, decreased around 7.96% YoY.

1.2 Overall related industrial situations: Automotive industry (Data from the Federation of Thai Industries)

The amount of car production during October 2019 - September 2020 decreased by 34.27 percent to around 1.4 million units. The Exports dropped by 34.49% to 0.72 million units. The key export markets were Asia, Oceania, Europe and North of America. While the Domestic sales decreased by 26.16% YoY to approximately 0.78 million units, mainly from the impact of the Covid-19 pandemic to purchasing power of the population.

The production of motorcycles during October 2019 - September 2020 decreased by 18.16% to around 1.61 million units. The Domestic sales declined 12.12% YoY to around 1.54 million units due to the effect of Covid-19 pandemic on the purchasing power of the key customers. However, the Exports decreased by around 20.74% to 0.33 million units, mainly from the exports to the major markets in Asia.

2) Operational Results

2.1 Sales performance

For the FY2020, IRC had total sales of approximately 4,362 million baht, decreased 1,065 million baht or approximately 19.63% from the previous year. The sales were contributed by 2 business units as follows:

- a. Motorcycle tires - tubes business: valued at 2,079 million baht or 48% of total sales, decreased by 13% from the previous year, mainly due to the decrease in domestic sales following the purchasing power.
- b. IED Business: valued 2,283 million baht, dropped approximately 25% from the previous year, mainly due to the decrease in domestic sales.

2.2 Other Incomes

In the fiscal year 2020, the company had total revenue at 4,434 million baht, decreased 19.10% from the last year.

The other incomes came from the dividends from the investment in the subsidiaries, namely IRC (Asia) Research Co., Ltd., which is an important part for research and development of both motorcycle tire-tube and the industrial rubber parts business lines, for 13 million baht, Kinno Hoshi Engineering Company Limited, which produces molds for the automotive parts industry, for 4 million baht, and Inoue Rubber Vietnam Company Limited, for 22.10 million baht.

2.3 Expenses

The Company's operational cost and expenses decreased by 21.10% or Baht 1,114 million from the previous year, so the Company had total expenses at Baht 4,170 million.

The Company's net profit in 2020 was Baht 219.06 million, increased 31.54 % from last year.

2.4 Financial status on 30 September 2020

The Company's total assets were around 4,589 million baht, decreased around 260 million baht or 5.37% from 30 September 2019, mainly due to the decrease in trade and other receivables and inventories following the sales decline.

The Company had total liabilities around 1,040 million baht, decreased around 228 million baht from 30 September 2019, mainly due to the decrease in trade and other payables, which is in accordance to the decline in sales. However, the Company remained the position without long-term debts.

The total shareholders' equity amounted to 3,549 million baht, decreased around 32 million baht from 30 September 2019 mainly from the share repurchase. The book value per share (BVPS) of the Company was 18.14. The Debt to Equity ratio was at 0.29 times.

3) Awards and Successes

During 2020, the Company was evaluated and received the awards from those involved in various fields such as

3.1) The Company was certified as 'A member of the Thailand's Private Sector Collective Action against Corruption (CAC)'

3.2) The Company received Thailand Sustainability Investment (THSI) Award 2020 from the Stock Exchange of Thailand.

3.3) The Company received the Honorable Mention from the 9th NACC Integrity Awards 2019 from the Office of National Anti-Corruption Commission.

3.4) The Company received 4 stars in CG Score from the Thai Institute of Directors for 6 consecutive years.

3.5) The Company was selected to be one of the 100 listed companies, from the overall 771 outstanding companies in the SET market, that had sustainability management particularly in Environmental, Social and Governance (ESG) aspects by Thaipat Institute , which is called 'ESG100' for the year 2020 for 5 consecutive years.

3.6) The Company received the awards to guarantee the quality of products, and the awards related to automotive production from many business partners, such as Suzuki, Isuzu, Honda and GM, etc.

In addition, the Company received many other awards as evidence of its care to staff, environment and safety.

4) Sustainability Report

The Company's performance covered the following aspects:

4.1) In 2020, the Company has organized the activity to give back to society with the "50 Years, 50 Vi-pafe Yards Project, under the objective of providing the Vi-Pafe rubber yard to 50 public areas. The first yard

IRC บริษัท อีโนเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน) INOUE RUBBER (THAILAND) PUBLIC COMPANY LIMITED

ทะเบียนเลขที่ 0107536001737 โรงงานรังสิต : 258 ซอย รังสิต-นครนายก 49 ต.ประชาธิปัตย์ อ.ธัญบุรี จ.ปทุมธานี 12130 โทร.(66 2) 996 0890 (อัตโนมัติ 23 สาย) แฟกซ์ (66 2) 996 1439
E-mail : info@ircthailand.com โรงงานวังน้อย : 157 หมู่ 5 ถ.พหลโยธิน ต.ลำไทร อ.วังน้อย จ.พระนครศรีอยุธยา โทร. (66 2) 996 1471 (อัตโนมัติ 5 สาย) แฟกซ์ (66 2) 996 1574



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was in Trang Province. The Company was honored by having H.E. Mr. Chuan Leekpai, President of the National Assembly, presided over the ceremony of delivering multipurpose rubber yards on March 2, 2020.

4.2) The Company supported the kick – off of the "Sustainable Rubber Plantation According to PEFC International Standard" project to Klongpang Cooperative on March 2, 2020 at Ratsada District Office, Trang Province. This project was supported by the Rubber Authority of Thailand and the Federation of Thai Industries. This promotes the preservation of a sustainable environment and enhances the export potential of the rubber farmers that is highly competitive.

4.3) Competitiveness Development: The Company encouraged the employees to create new products and innovation, as well as to control the production costs. The company installed 28 Automation Systems which could increase productivity approximately of Baht 64 million.

4.4) Good Corporate Governance: The Company has recognized the importance of the transparent business operations. In 2020, the Company was certified as a member of the Thailand's Private Sector Collective Action against Corruption (CAC) and implemented the in-house training about the Anti-Corruption policy for the employees. The Company has also publicized the policy to the suppliers for acknowledgement as well as invites them to join the CAC program.

4.5) Living Quality of Staff and Environment: The Company has promoted the development in education and sport, as well as has held the activities for health and Thai traditional conservation such as give food offering in every religious day for the employee to enhance their physical and mental health, as well as their living quality.

4.6) Corporate Social Responsibility Activities: The Company has organized many activities that support the engagement with the surrounding community such IRC SAFE RIDE, Dual Vocational Education Student Program, and HAI ARCHEEP – HAI CHEEVIT Project. In addition, during COVID-19 situation, the Company prevented the Covid-19 outbreak by donating 75% alcohol gel that are self-made to all stakeholders namely, the employees, customers, communities, government agencies and hospitals in Bangkok, Pathumthani and Ayuthaya, as well as cooperated with the Thai Post in sending the alcohol gel the hospitals all over the country.

The detail for other activities and campaigns can be read in the Sustainability Report 2020 and the Company's website.

The Chairman gave an opportunity to the shareholders to express opinions and make inquiries about the agenda item. However, no shareholder expressed any opinion or made any inquiry. There is no voting in this Agenda as it is for acknowledgement.

Resolution: The Meeting acknowledged the Company's operation results for the fiscal year 2020.

Agenda 3: To consider and approve the financial statements for the year ended 30 September 2020

The Chairman proposed the Meeting to consider and approve the Company's and its subsidiaries' financial statements for the year 2020 ended 30 September 2020, which was audited by the certified public accountant, and was published on the Company's website and in the Annual Report 2020.

Comparison of Information from the Consolidated Financial Statements

(unit: Million Baht)	Fiscal Year		%YoY
	2019	2020	
Total Revenues	5,481.27	4,433.89	-19.11%
Cost of Sales and Services	4,865.66	3,799.05	-21.92%
Selling and Administration Expenses	418.67	370.51	-11.50%
EBIT	196.93	264.32	34.22%
Net Profit	166.54	219.06	31.54%
Basic Earnings per Share (baht: share)	0.83	1.12	31.54%

The Chairman gave an opportunity to the shareholders to express opinions and make inquiries about the agenda item. When, no other shareholder expressed any opinion or made any inquiry. The Chairman assigned the Secretary to proceed with vote casting.

Resolution: The Meeting resolved to approve the financial statements for the year ended 30 September 2020, as per the proposed details, with unanimous votes of the shareholders attending the meeting and casting their votes.

Details of votes are following:

Voting	Number of Votes	%
Approved	146,613,251	100.00
Disapproved	0	0.00

There are 900 abstained vote, with no voided ballot.

Agenda 4: To consider and approve the dividend payment for the year 2020

The Chairman assigned the Secretary to report on the Company's Dividend Policy and details.

The Secretary informed the Meeting that the Company has a policy to pay dividend to shareholders not more than 65 percent of consolidated net profits after deducting the corporate income tax and legal reserve.

According to the Company's performance in the fiscal year 2020, the Company had net profits amounted to Baht 219,062,850. The Board had thoroughly considered the Company's performance, the business plan and other factors that might occur in the future, then proposed the Meeting to approve the cash dividend payment for the year 2020, at the rate of Baht 0.5699 per share. This dividend of Baht 0.0739 per share is from BOI business, and Baht 0.4960 per share is from non-BOI business. If the Meeting approved, the Board will set the

record date to determine the names of shareholders who have the rights to receive the dividend on 9 February 2021 and the dividend payment date on 25 February 2021.

The Chairman gave an opportunity to the shareholders to express opinions and make inquiries about the agenda item. However, no shareholder expressed any opinion or made any inquiry. The Chairman assigned the Secretary to proceed with vote casting.

Resolution: The meeting resolved to approve the dividend payment for the year 2020, as per the proposed details, with unanimous votes of the shareholders attending the meeting and casting their votes.

Details of votes are following:

Voting	Number of Votes	%
Approved	146,614,151	100.00
Disapproved	0	0.00

There is no abstained vote or voided ballot.

Agenda 5: To consider and approve the appointment of directors in replacement of those who are due to retire by rotation

The Chairman assigned the Secretary to report the Meeting that Section 71 of Public Limited Companies Act B.E. 2535 and the Company's Articles of Association Clause 15 required that one-third of the directors must retire from office at Annual General Meeting of Shareholders. The 4 directors who must be retired by rotation this year are as following:

- 1) Mrs. Pimjai Leeissaranukul Director
- 2) Mrs. Porntip Sethiwan Director
- 3) Mr. Soichi Inoue Director
- 4) Mr. Masayuki Inoue Director

All above directors have passed the screening process of the Board of Directors that they are suitable for the business of the company. The Board had considered and reviewed qualifications of each person from his/her expertise, experience and related work that are beneficial to the Company. The Board proposed the Meeting to consider and re-elect all the 4 directors for another term.

To comply with Good Corporate Governance Principles, all nominated directors shall leave the meeting room and E-AGM system until the vote casting was completed. The Chairman appointed Mr. Katsunori Ito, the President, to continue this agenda instead.

The President offered the shareholders to express their questions and comments about this agenda. When no one raises any question or objection, the President assigned the Secretary to proceed with the vote casting.

For this agenda, the vote casting was conducted on an individual basis. While the Meeting awaited the vote results, the officer invited the nominated directors back to the Meeting and E-AGM system.

Resolution: The meeting resolved to approve the appointment of the directors in replacement of those who are due to retire by rotation, namely Mrs. Pimjai Leeissaranukul, Mrs. Porntip Sethiwan, Mr. Soichi Inoue and Mr. Masayuki Inoue for another term, with a majority vote of the shareholders attending the meeting and casting their votes.

Details of votes for each Directors are as follows:

Mrs. Pimjai Leeissaranukul

Voting	Number of Votes	%
Approved	146,614,151	100.00
Disapproved	0	0.00

There is no abstained vote or voided ballot.

Mrs. Porntip Sethiwan

Voting	Number of Votes	%
Approved	146,614,151	100.00
Disapproved	0	0.00

There is no abstained vote or voided ballot.

Mr. Soichi Inoue

Voting	Number of Votes	%
Approved	146,614,151	100.00
Disapproved	0	0.00

There is no abstained vote or voided ballot.

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Mr. Masayuki Inoue

Voting	Number of Votes	%
Approved	146,614,151	100.00
Disapproved	0	0.00

There is no abstained vote or voided ballot.

Agenda 6: To consider and approve remunerations of the Board and Sub-Committees for the year 2021

The Chairman informed the Meeting that the remuneration of the Company's directors has been deliberately considered within the Board of Director's meeting regarding to the assigned responsibilities of each director, aligned with the market and the industry. Therefore, the Board has agreed to propose the Shareholder's meeting to approve the remuneration budget for the 2021 Board of Directors and its sub-committees under the remuneration policy and details as follows:

Table of Directors' Remuneration

Type of Remuneration	Amount (Baht)	
	FY 2020	FY 2021 (proposed)
1. Retainer Fee (per year)		
Chairman of Audit Committee	450,000	450,000
Chairman of Risk Management Committee	200,000	200,000
Chairman of Good Corporate Governance and Social Responsibility Committee	200,000	200,000
Director	500,000	500,000
Independent Director	300,000	300,000
2. Meeting allowance (per meeting)	10,000	10,000
3. Other type of remuneration	-none-	-none-

The Chairman gave an opportunity to the shareholders to express opinions and make inquiries about the agenda item. However, no shareholder expressed any opinion or made any inquiry. The Chairman assigned the Secretary to proceed with vote casting.

Resolution: The Meeting resolved to approve remunerations of the Board and Sub-Committees for the year 2021, as per the proposed details, with unanimous votes of the shareholders attending the meeting.

Details of votes are following:

Voting	Number of Votes	%
Approved	146,614,151	100.00
Disapproved	0	0.00
Abstained	0	0.00

There is no voided ballot.

Agenda 7: To consider and appoint the external auditors and approve the audit fee for the year 2021

The Chairman assigned the Secretary to report the Meeting that Section 120 of Public Limited Companies Act B.E. 2535 and the Company's Articles of Association Clause 34 required that the appointment of the Company's auditors and the audit fee must be approved by the Annual General Meeting of Shareholders annually. The Board of Directors and the Audit Committee therefore proposed the Meeting to appoint the certified public accountants from PricewaterhouseCoopers ABAS Ltd (PwC) as the Company's and its subsidiaries' external auditors for the fiscal year 2021 which is the 12th year with the following reasons:

- 1) Qualification of the external auditors, which is in line with the regulations of SEC and no external auditor has signed the audited financial statements for more than 7 consecutive years
- 2) Independence and knowledge of the external auditors. None of them has conflict of interest with the Company, Executives, Major Shareholders and their related person
- 3) understanding of the Company's business
- 4) past performance and work quality

By proposing any of the following auditors to express an opinion on the Company and its subsidiaries' financial statements for the fiscal year 2021:

- 1) Ms. Nopanuch Apichatsatien CPA Number 5266 and/ or
(Have signed on the financial statements of the Company and the subsidiaries for 6 years since 2015)
- 2) Ms. Sanicha Akarakittilap CPA Number 8470 and/ or
(Never sign on the financial statements of the Company and the subsidiaries)
- 3) Ms. Nuntika Limviriyalers CPA Number 7358
(Never sign on the financial statements of the Company and the subsidiaries)

PwC and the proposed auditors were independent and had no conflict of interest with the Company, subsidiaries, the management, major shareholders or any related person.

In addition, the Board of Directors and the Audit Committee proposed the Meeting to fix the audit fee for the fiscal year 2021 for the Company and its subsidiaries in the amount of Baht 1,881,260, of which Baht

1,375,580 was for the Company, increased 2% from 2020, and Baht 505,680 was for its subsidiaries, which was the same as the previous year. The audit fee for BOI business was proposed in the amount of Baht 64,800 baht per BOI certificate, which was the same as the previous year. (The proposed audit fees did not include traveling and document expenses). Details of the audit fees are shown in the following table.

Audit Fees

Type of Remuneration	FY 2019	FY 2020	FY 2021 (Propose)	Change FY 2021: FY 2020	
				Amount (Baht)	%
The Company's audit fee (Baht)	1,322,150	1,348,600	1,375,580	26,980	+2.00
Its subsidiaries' audit fee (Baht)	495,760	505,680	505,680	-	-
Total	1,817,910	1,854,280	1,881,260	26,980	+1.46
Audit fee for BOI business (Baht/Certificate)	64,800	64,800	64,800	-	-

The Chairman gave the Meeting an opportunity to express opinions and make inquiries about the agenda item. As there is no question, the Chairman assigned the Secretary to proceed with vote casting.

Resolution: The Meeting resolved to appoint the external auditors and fix their audit fee for the year 2021, as per the proposed details, with unanimous votes of the shareholders attending the meeting and casting their votes.

Details of votes are following:

Voting	Number of Votes	%
Approved	146,614,151	100.00
Disapproved	0	0.00

There is no abstained vote or voided ballot.

Agenda 8: Other topics (if any)

No shareholders proposed additional agenda to the Meeting.

After the meeting agendas were completely proceeded, before closing the Meeting, the Chairman gave an opportunity to the Shareholders to express opinions and make inquiries about further questions. Then the Board of Directors and the Executives jointly responded to the inquiries from the shareholders with the following summary;

1. The shareholder asked about the outlook of the Company's business towards the Covid-19 situation.

It was responded that it depends on how well the epidemic in the country can be controlled. Referred to many CEO's survey, it is expected that the situation will get better in 2-4 months if the Covid-19 situation follows the expectation. After the Covid-19 situation, there will be an impact about the domestic economy, which is expected to be the same as last year. However, the Company sets the target that the sales will grow around 10% from the last year. The Company will operate with utmost effort to reach the target.

2. The shareholder asked about the impact of the U.S. Anti-Dumping (AD) duties of tires product on the Company. It was responded that such duties impact to the manufacturers of 4-wheel passenger vehicle and light truck. Thus, it does not affect the Company as the Company is the manufacturer of motorcycle tires. However, there are few motorcycle tire manufacturers in the U.S. They mostly invest and import from abroad; for example, the big companies such as Bridgestone or Pirelli that are not U.S. citizenship. The Company expects that the possibility of U.S AD duties toward motorcycle tire is low.

Moreover, the shareholders commented that the Company shall consider holding the AGM through electronic device (E-AGM) onwards, as well as suggested the Company to distribute the financial statement and notes to financial statement by post. The Company took these matters into the consideration.

As no one put forward any more comment or inquiry, the Chairman thanked all shareholders for participating and declared the Meeting closed.

The meeting closed at 15.15 hours.

(Mrs. Pimjai Leeissaranukul)
Chairman



Enclosure 2

(Information for Agenda 2 and 3)

Annual Registration Statements / Annual Report (56-1 One Report 2021)

and Financial Report 2021

(QR-Code)



Remark:

Shareholders could download the information via QR Code as follow;

1. Open the QR Code reader or line application

How to scan QR Code via Line application

Go to Line and Add Friend selected → QR Code → to scan QR code

2. Scan QR Code to consider the details.

Basic Information of Nominated Directors
Inoue Rubber (Thailand) Public Company Limited


Name - Surname	Mrs. Anchalee Chavanich		
Age	71 years		
Proposed Position	Independent Director/ Chairman of the Audit Committee		
Date of Appointment	February 14, 2018		
Term of Directorship	6 years		
Shareholding	-None- (as of September 30, 2021)		
Relation with Directors	-None-		
Educational Qualification	Master's Degree in Engineering Management, University of Missouri-Rolla, USA		
Training courses from Thai Institute of Directors Association (IOD)	<ul style="list-style-type: none"> - Audit Committee Program 1/2004 - Directors Certification Program 45/2004 - Finance for Non-Finance Directors 10/2004 - Role of the Chairman Program 13/2006 		
Training courses from National Defense College of Thailand	<ul style="list-style-type: none"> - The Joint State – Private Sector Course Class 11/1998 - Advanced Security Management Program Class 3/2012 		
Training course from Capital Market Academy	<ul style="list-style-type: none"> - Executive Leadership Program 7/2008 		
King Prajadhipok's Institute	Politics and Democratic Governance System Course for Executive Management Class 6/2002		
Thailand Energy Academy	Thailand Energy Academy Class 3/2014		
College of Administrative	Advanced Administrative Justice Executive Class 4/2012		
The Constitutional Court of the Kingdom of Thailand	Rule of Law for Democracy Class 2/2014		
Past Work Experiences	2018 – Present	<ul style="list-style-type: none"> - Independent Director/ Chairman of the Audit Committee of Inoue Rubber (Thailand) PCL. - Honorary Member of the Dhurakij Pundit University Council 	
	2020 – Present	<ul style="list-style-type: none"> - Independent Director/ Chairman of the Audit Committee of WHA Corporation PCL. - Director of the Water Management Sub-Committee in the Eastern Economic Corridor (EEC) - Vice-Chairman of the Engineering Institute of Thailand 	
	2019 – Present	<ul style="list-style-type: none"> - Advisor of Energy Committee of the House of Parliament 	
	2017 – Present	<ul style="list-style-type: none"> - Honorary Advisor, Eastern Economic Corridor (EEC) 	
	2016 – Present	<ul style="list-style-type: none"> - Independent Director/ Chairman of the Audit Committee of B. Grimm Power PCL. 	
	2011 – Present	<ul style="list-style-type: none"> - President of Thai Industrial Estate and Strategic Partner Association 	
	2000 – Present	<ul style="list-style-type: none"> - President, Coral & Coastal Conservation Foundation 	

Basic Information of Nominated Directors

Inoue Rubber (Thailand) Public Company Limited

	2017 – 2020	- Director of WHA Industrial Development PCL	
	2016 – 2017	- Board of Director of the Economic Steering Sub-Committee Industries and Service (National Reform Steering Assembly) - Advisor of Commission National Reform Steering Assembly (Energy)	
	2015 – 2016	Member of the National Reform Council (NRC)	
Director/ Management Position in other business	<u>Listed companies</u>		
	1.	Independent Director/ Chairman of the Audit Committee of WHA Corporation PCL.	
	2.	Independent Director/ Chairman of the Audit Committee of B. Grimm Power PCL.	
	<u>Non-listed companies</u>		
		-None-	
	<u>Other businesses</u>		
	1.	Director of the Water Management Sub-Committee in the Eastern Economic Corridor (EEC)	
	2.	Vice-Chairman of the Engineering Institute of Thailand	
	3.	Advisor of Energy Committee of the House of Parliament	
	4.	Honorary Advisor of the Eastern Economic Corridor (EEC)	
	5.	President of Thai Industrial Estate and Strategic Partner Association	
	6.	President of Coral & Coastal Conservation Foundation	
	<u>Other business that may cause conflict of interest</u>		
		- None-	
Meeting Attendance in 2021	- Annual General Meeting of Shareholders		1/1 times
	- The Board of Director's Meeting		6/7 times
	- Meeting with Non-Executive Directors		2/2 times
	- The Audit Committee's Meeting		4/4 times
Illegal record in the past 10 years		-None-	

Basic Information of Nominated Directors
Inoue Rubber (Thailand) Public Company Limited

Name - Surname	Assoc. Prof. Jaruporn Viyanant		
Age	77 year		
Proposed Position	Independent Director/ Audit Committee/ Chairman of the Good Corporate Governance and Social Responsibility		
Date of Appointment	May 13, 2015		
Term of Directorship	9 years		
Shareholding	-None- (as of September 30, 2021)		
Relation with Directors	-None-		
Educational Qualification	Master's Degree in Financial Economics (M.A), Middle Tennessee State University, USA		
Training courses for 2021	<ol style="list-style-type: none"> 1. "Audit Committee and Auditor as Key Mechanisms for Improving Financial Report Quality" by SEC and IOD 2. ESG Reporting by EY Co., Ltd. 3. Financial Reporting Trends 2021 by EY Co., Ltd. 4. What's trending in the capital market? by EY Co., Ltd. 5. Introducing innovation to the market and society by Thammasat University and NANOTEC/NSTDA 6. The direction of Thailand's energy towards CO2 reduction target by the Ministry of Energy and Thansettakij 		
Training courses from Thai Institute of Directors Association (IOD)	<ul style="list-style-type: none"> - Boards That Make a Difference (BMD 6/2018) - Director Certificate Program (DCP126) - Director Certificate Program Update (DCPU 1) - Audit Committee Program (ACP) - Monitoring Fraud Risk Management (MFM) - Monitoring the Internal Audit Function (MIA) - Monitoring the System of Internal Control and Risk Management (MIR) - Monitoring the Quality of Financial Reporting (MFR) - Role of the Compensation Committee (RCC) - Improving the Quality of Financial Reporting (QFR) - Advanced Audit Committee Program (AACP) - Anti-Corruption Executive Program (ACEP) 		
Training course from Capital Market Academy	Capital Market Academy Leadership Program Class 10		
Past Work Experiences	2015 – Present	Independent Director/ Audit Committee/ Chairman of CGSR committee of Inoue Rubber (Thailand) PCL.	
	2017 – Present	Independent Director/ Chairman of the Audit Committee of BBGI PCL.	

Basic Information of Nominated Directors

Inoue Rubber (Thailand) Public Company Limited

2014 – Present	Independent Director/ Audit Committee/ Nomination and Remuneration Committee of Ocean Life Insurance PCL.
2012 – Present	Independent Director/ Chairman of Audit Committee/ Chairman of Corporate Governance Committee/ The Nomination and Remuneration Committee of VGI Global Media PCL.
2008 – Present	Expert of Academic of Finance, Faculty of Commerce and Accountancy, Thammasat University
2014 – 2020	Sub-Committee of Monitoring and Evaluation, Office of The National Broadcasting and Telecommunications Commission
2012 – 2019	Audit Committee of Digital Government Development Agency
2018 – 2018	Audit and Corporate Governance Sub-Committee, Thailand Arbitration Centre, Ministry of Justice
2016 – 2017	Independent Director/ Chairman of the Audit Committee of KSL Green Innovation PCL.
2012 – 2014	Director of Electronic Government Agency
2011 – 2014	Director of the Financial Institutions Policy Committee, Bank of Thailand
2010 – 2012	Director of the Anti-Money Laundering Office (AMLO)
2009 – 2015	Honorable Director of the Thai Chamber of Insurance Industry
2009 – 2011	Director and Chairman of Audit Committee, the Stock Exchange of Thailand

Director/ Management Position in other business

Listed companies

1. Independent Director/ Chairman of the Audit Committee/ Chairman of Corporate Governance Committee of VGI Global Media PCL.

Non-listed companies

1. Independent Director/ Audit Committee/ Nomination and Remuneration Committee of Ocean Life Insurance PCL.
2. Independent Director/ Chairman of the Audit Committee of BBGI PCL.

Other businesses

1. Expert of Academic of Finance, Faculty of Commerce and Accountancy, Thammasat University

Other business that may cause conflict of interest

-None-

Basic Information of Nominated Directors Inoue Rubber (Thailand) Public Company Limited
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Meeting Attendance for 2021	- Annual General Meeting of Shareholders	1/1 times
	- The Board of Director's Meeting	7/7 times
	- Meeting with Non-Executive Directors	2/2 times
	- The Audit Committee's Meeting	4/4 times
	- The Good Corporate Governance and Social Responsibility Committee's Meeting	4/4 times
Illegal record in the past 10 years	-None-	

Basic Information of Nominated Directors
Inoue Rubber (Thailand) Public Company Limited

Name - Surname	Mr. Kazuo Sato		
Age	63 years		
Proposed Position	Director		
Date of Appointment	August 9, 2013		
Term of Directorship	11 years		
Shareholding	- None - (as of September 30, 2021)		
Relation with Directors	- None -		
Educational Qualification	Bachelor's Degree in Polymer Engineering, Nagoya Institute of Technology, Japan		
Training courses from Thai Institute of Directors Association (IOD)	- Director Accreditation Program (DAP) 108/2014		
Past Work Experiences	2016 – Present	Director, Inoue Rubber (Japan) Co., Ltd	
	2013 – Present	Director, Inoue Rubber (Thailand) PCL.	
	2013 – 2016	President, Inoue Rubber (Thailand) PCL.	
	2007 – 2013	General Director, Inoue Rubber (Vietnam) Co., Ltd.	
Director/ Management Position in other business	<u>Listed companies</u> -None-		
	<u>Non-listed companies</u> 1. Director, Inoue Rubber (Japan) Co., Ltd		
	<u>Other business that may cause conflict of interest</u> -None-		
Meeting Attendance for 2021	- Annual General Meeting of Shareholders	1/1 times	
	- The Board of Director's Meeting	6/7 times	
	- Meeting with Non-Executive Directors	1/2 times	
Illegal record in the past 10 years	-None-		

Basic Information of Nominated Directors
Inoue Rubber (Thailand) Public Company Limited

Name - Surname	Mr. Apichart Leeissaranukul	
Age	58 years	
Proposed Position	Director	
Date of Appointment	December 30, 1994	
Term of Directorship	30 years	
Shareholding	2.35% (as of September 30, 2021)	
Relation with Directors	Sibling of Mrs. Pimjai Leeissaranukul, Mr. Thanong Leeissaranukul, and Mrs. Pornthip Sethiwan	
Educational Qualification	Honorary Doctor of Engineering in Industrial Engineering, Rajamangala University of Technology Thanyaburi	
Training courses from Thai Institute of Directors Association (IOD)	- Director Certification Program (DCP) 8/2011	
Other Training Courses	Industrial Business Development and Investment Program for Top Executives Class 1, Institute of Business and Industrial Development (IBID) Ministry of Industry	
Past Work Experiences	1994 – Present Director of Inoue Rubber (Thailand) PCL. 2020 – Present Consultant of Technology Promotion Association (Thailand-Japan) 2019 – Present Vice-President of Investor Club Association 2013 – Present Chairman of Thai Stanley Electric PCL. 2016 – Present Independent Director of LEO Global Logistics PLC. 2014 – Present Director of Pacific Auto Parts (Thailand) Co., Ltd. 2006 – Present Director of Total Oil (Thailand) Co., Ltd. Director of PT. Indonesia Stanley Electric 2003 – Present Director of Wang Chula Co., Ltd. 2000 – Present Director of Vietnam Stanley Electric Co., Ltd. 1999 – Present Chairman of Lao Stanley Co., Ltd. 1997 – Present Director of Sirivit Stanley Co., Ltd. Director of Daido Sittipol Co., Ltd. 1996 – Present Executive Vice President of Asian Stanley International Co., Ltd. 1995 – Present Director of Sungold Holding Co., Ltd. 1993 – Present Director of Pacific Industry (Thailand) Co., Ltd. Vice President of Thai Stanley Foundation 1992 – Present Director of Sopa-Kanok International Co., Ltd. 2004 – 2019 Director of Investor Club Association	

Basic Information of Nominated Directors

Inoue Rubber (Thailand) Public Company Limited

Director/ Management Position in other business	<p><u>Listed companies</u></p> <ol style="list-style-type: none"> 1. Chairman of Thai Stanley Electric PCL. 2. Independent Director of LEO Global Logistics PCL. <p><u>Non-listed companies</u></p> <ol style="list-style-type: none"> 1. Director of Pacific Auto Parts (Thailand) Co., Ltd. 2. Director of Total Oil (Thailand) Co., Ltd. 3. Director of PT. Indonesia Stanley Electric 4. Director of Wang Chula Co., Ltd. 5. Director of Vietnam Stanley Electric Co., Ltd. 6. Chairman of Lao Stanley Co., Ltd. 7. Director of Sirivit Stanley Co., Ltd. 8. Director of Daido Sittipol Co., Ltd. 9. Executive Vice President of Asian Stanley International Co., Ltd. 10. Director of Sungold Holding Co., Ltd. 11. Director of Pacific Industry (Thailand) Co., Ltd. 12. Director of Sopa-Kanok International Co., Ltd. <p><u>Other businesses</u></p> <ol style="list-style-type: none"> 1. Consultant of Technology Promotion Association (Thailand-Japan) 2. Vice-President of Investor Club Association 3. Vice President of Thai Stanley Foundation <p><u>Other business that may cause conflict of interest</u></p> <p>-None-</p>	
Meeting Attendance for 2021	<p>- Annual General Meeting of Shareholders</p> <p>- The Board of Director's Meeting</p> <p>- Meeting with Non-Executive Directors</p>	<p>1/1 times</p> <p>7/7 times</p> <p>2/2 times</p>
Illegal record in the past 10 years	<p>-None-</p>	

Basic Information of Proposed Auditors
Inoue Rubber (Thailand) Public Company Limited

1. Miss Sanicha Akarakittilap (Certified Public Accountant (CPA) Registration No. 8470)

Auditor Term: -None-

Business status

Audit Partner, PricewaterhouseCoopers ABAS Ltd.

Key work experience 19 years

Types of audited businesses:

- 1) Automotive
- 2) Consumer goods
- 3) Services & hospitality
- 4) Property
- 5) Construction
- 6) Industrial & manufacturing

2. Mr. Paiboon Tunkoon (Certified Public Accountant (CPA) Registration No. 4298)

Auditor Term: -None-

Business status

Audit Partner, PricewaterhouseCoopers ABAS Ltd.

Key work experience 28 years

Auditing experiences:

- 1) auditing and financial reporting especially International financial reporting standards (IFRS) and Thai Financial Reporting Standard (TFRS) applicable for both public companies and small and medium size companies
- 2) Initial Public Offering (IPO) across 3 countries (Thailand, Lao and Cambodia) and doing business in Lao and Cambodia. He also has some working experiences in Vietnam and Myanmar
- 3) Internal controls, risk management and governance
- 4) Sustainability reporting and corporate responsibility
- 5) Financial advisory in case of merger&acquisition and business rehabilitation

3. Ms. Nuntika Limviriyalers (Certified Public Accountant (CPA) Registration No. 7358)

Auditor Term: -None-

Business status

Audit Partner, PricewaterhouseCoopers ABAS Ltd.

Key work experience 20 years

Types of audited businesses:

- 1) Retail
- 2) Industrial & manufacturing
- 3) Construction
- 4) Energy
- 5) Telecommunication

Names and details of independent directors who are proposed as the proxy for shareholders

Inoue Rubber (Thailand) Public Company Limited

Name List and Details of Independent Directors who are proposed as Proxy for Shareholders

1. Mr. Surong Bulakul

(Independent Director / Chairman of Risk Management Committee)

Age 66, Address: 258 Soi Rangsit - Nakornnayok 49,

Prachathipat, Thunyaburi, Pathumthani 12130

Conflict of interest: -None-



2. Mr. Kittichai Raktakanit

(Independent Director / Audit Committee)

Age 61, Address: 258 Soi Rangsit - Nakornnayok 49,

Prachathipat, Thunyaburi, Pathumthani 12130

Conflict of interest: -None-



All above mentioned independent directors are considered to have interests in the agenda item 6: "To consider and approve remunerations of the Board and Sub-Committees for the year 2022". Nevertheless, 4 directors do not have special interest different from other directors in every agendas as proposed in the Annual General Meeting in 2022.

The Company's Articles of Association relating to the Shareholder Meeting

The Company's Articles of Association related to the Shareholder Meeting

Chapter 4: Board of Directors

Clause 14. The directors shall be elected by a shareholder meeting in accordance with the following rules and procedures:

- 14.1 Each shareholder shall have one vote per one share
- 14.2 Each shareholder may exercise up to all the votes he has under sub-clause (14.1) in favor of anyone or more candidates but may not be allowed to allot his votes to any candidate in any number.
- 14.3 The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order until all of the director's positions are filled. Where the votes casted for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the Chairman shall have a casting vote.

Clause 15. At every annual general meeting, one-third of the directors shall retire. If the number of directors is not a multiple of three, the number of directors closest to one-third shall retire. The directors retiring from office in the first and second year after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who has held his position for the longest time shall retire.

Clause 19. A shareholder meeting may pass a resolution removing any director from office prior to retirement, by a vote of not less than three quarters of the number of shareholders attending the meeting who have the right to vote and who have shares totaling not less than half of the number of shares held by the shareholders attending the meeting and having the right to vote.

Chapter 5: Shareholder Meeting

Clause 29. The Board of Directors must arrange a meeting of the shareholders as Annual General Meeting within four months from the ending period of the fiscal year of the Company.

For other meetings in addition to the said meeting shall be called Extra-Ordinary meeting.

An extra-ordinary meeting can be taken place whenever called by the Board of Directors if appropriated or one or more shareholders holding the aggregate number of shares of not less than ten percent of the total number of shares sold may, by subscribing their names, request the board of directors in writing to call an extraordinary meeting at any time, but the 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 days as from the date the request in writing from the shareholders is received.

In case the board of directors fails to arrange for the meeting within such period under paragraph one, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days as from the date of expiration of the period under paragraph one. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

The Company's Articles of Association relating to the Shareholder Meeting

In the case where, at the meeting called by the shareholders under the second paragraph, the number of the shareholders presented does not constitute quorum as prescribed by Clause 31, paragraph one, the shareholders under the first paragraph shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

Clause 30. In calling for a meeting of the shareholders, the Board of Directors must furnish a notice of the meeting which shall specify the place, date, time, agenda of the meeting along with adequate detailed descriptions with specifications whether for acknowledgement, approval or consideration as the case may be including opinions of the Board of Directors on each subject and forward to all shareholders at least seven (7) days prior to the date of the meeting and advertise a notice of the meeting in the newspaper for three (3) days in continuity and must be advertised for at least three (3) days prior to the date of the meeting.

Clause 31. At the meeting of the shareholders, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to net less than twenty-five persons or not less than one half of the total number of shareholders and all shares must be accumulated for not less than one-third of the total number of shares sold by the company in order to constitute a quorum.

At any shareholder meeting, if it appears that one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum, and if such shareholder meeting was called as a result of a request by the shareholders, such meeting shall be cancelled.

If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Clause 33. The operation in the following cases shall obtain a resolution consisting of the votes of not less than three-fourth of the total votes of the shareholders attending the meeting and casting their votes:

- (1) Adding or reducing of the capital of the company;
- (2) Amending of the Articles of the Association.

แบบหนังสือมอบฉันทะ (แบบ ก)
Proxy (Form A.)

เลขทะเบียนผู้ถือหุ้น
Shareholders' Registration No.

เขียนที่
Written at
วันที่ เดือน..... พ.ศ.
Date Month Year

ข้าพเจ้า สัญชาติ
I/We Nationality
อยู่บ้านเลขที่ ถนน ตำบล/แขวง
Residing at Road Tambol/Kwaeng
อำเภอ/เขต จังหวัด รหัสไปรษณีย์
Amphur/Khet Province Postal code

เป็นผู้ถือหุ้นของ บริษัท อินเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน)

As a Shareholder of Inoue Rubber (Thailand) Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้น หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง
Holding the total amount of shares And have the rights to vote equal to votes

ขอมอบฉันทะให้ Hereby appoint

(1) ชื่อ (Name) อายุ (age) ปี (years)

อยู่บ้านเลขที่ ถนน ตำบล/แขวง
Residing at Road Tambol/Kwaeng
อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ (or)
Amphur/Khet Province Postal code

(2) นายสุรงค์ บุลกุล (กรรมการอิสระ) Mrs. Surong Bulakul (Independent Director)

(3) นายกิตติชัย รักตะกนิษฐ์ (กรรมการอิสระ) Mrs. Kittichai Raktakanit (Independent Director)

คนหนึ่งคนใด เพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ในวันศุกร์ที่ 28 มกราคม 2565 เวลา 14.00 นาฬิกา ประชุมผ่านสื่ออิเล็กทรอนิกส์ ณ ห้องประชุม V1 ชั้น 2 ตึกสำนักงาน บริษัท อินเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน) เลขที่ 258 ซอยรังสิต-นครนายก 49 ต.ประชาธิปัตย์ อ.ธัญบุรี จ.ปทุมธานี 12130 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the Annual General Meeting of Shareholders for 2022 on Friday 28th January 2022, 14.00 hours Conducting by Teleconference through Electronic Devices (e-Meeting) from V1 Meeting Room, 2nd Floor, Office Building of Inoue Rubber (Thailand) Public Company Limited, 258 Soi Rangsit-Nakornnayok 49, Prachathipat, Thanyaburi, Pathumthani 12130 or at any adjournment thereof to any other date/time and venue.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้ทำเองทุกประการ
I/We shall be liable for any action taken by the proxy holder at the meeting

ลงชื่อ/Signed..... ผู้มอบฉันทะ/Shareholder
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ

- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้
The shareholder shall grant proxy to only one proxy holder to attend and vote in the meeting. The number of shares may not be divided to more than one proxy holder in order to vote.
- ผู้ถือหุ้นจะต้องมอบฉันทะเท่ากับจำนวนหุ้นที่ถือโดยไม่สามารถจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ถือไว้ได้
The shareholder may grant proxy for the total number of shares held but may not grant proxy for the number less than the share actually held.

แบบหนังสือมอบฉันทะ (แบบ ข)
Proxy (Form B.)

เลขทะเบียนผู้ถือหุ้น
Shareholders' Registration No.

เขียนที่
Written at

วันที่ เดือน..... พ.ศ.
Date Month Year

ข้าพเจ้า สัญชาติ
I/We Nationality
อยู่บ้านเลขที่ ถนน ตำบล/แขวง
Residing at Road Tambol/Kwaeng
อำเภอ/เขต จังหวัด รหัสไปรษณีย์
Amphur/Khet Province Postal code

เป็นผู้ถือหุ้นของ บริษัท อินเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน)
As a Shareholder of Inoue Rubber (Thailand) Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้น หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง
Holding the total amount of shares , and have the rights to vote equal to votes

ขอมอบฉันทะให้

Hereby appoint

(1) ชื่อ (Name) อายุ (age) ปี (years)

อยู่บ้านเลขที่ ถนน ตำบล/แขวง
Residing at Road Tambol/Kwaeng

อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ (or)
Amphur/Khet Province Postal code

(2) นายสุรงค์ บุลกุล (กรรมการอิสระ) Mrs. Surong Bulakul (Independent Director)

(3) นายกิตติชัย รักตะกนิษฐ (กรรมการอิสระ) Mrs. Kittichai Raktakanit (Independent Director)

คนหนึ่งคนใด เพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ในวันศุกร์ที่ 28 มกราคม 2565 เวลา 14.00 นาฬิกา ประชุมผ่านสื่ออิเล็กทรอนิกส์ ณ ห้องประชุม V1 ชั้น 2 ตึกสำนักงาน บริษัท อินเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน) เลขที่ 258 ซอยรังสิต-นครนายก 49 ต.ประชาธิปัตย์ อ.ธัญบุรี จ.ปทุมธานี 12130 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the Annual General Meeting of Shareholders for 2022 on Friday 28th January 2022, 14.00 hours Conducting by Teleconference through Electronic Devices (e-Meeting) from V1 Meeting Room, 2nd Floor, Office Building of Inoue Rubber (Thailand) Public Company Limited, 258 Soi Rangsit-Nakornmayok 49, Prachathipat, Thanyaburi, Pathumthani 12130 or at any adjournment thereof to any other date/time and venue.

ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We will authorize the proxy to vote on my/our behalf at the meeting as follows:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy is entitled to cast the votes on my behalf at its own discretion

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy must cast the votes in accordance with my following instructions:

วาระที่ 1
Agenda 1

พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 เมื่อวันที่ 29 มกราคม 2564

To consider and adopt the minutes of the 2021 Annual General Meeting of Shareholders, held on 29th January 2021

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 2
Agenda 2

พิจารณาทราบรายงานผลการดำเนินงานในปีบัญชี 2564

To acknowledge the Company's operation results for the fiscal year 2021

วาระนี้ไม่มีการลงมติจากผู้ถือหุ้น เนื่องจากเป็นวาระเพื่อทราบ

There is no voting in this Agenda as it is for acknowledgement.

วาระที่ 3
Agenda 3

พิจารณาอนุมัติงบการเงิน ประจำปี 2564 สิ้นสุด ณ 30 กันยายน 2564

To consider and approve the financial statement for the year ended 30th September 2021

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 4
Agenda 4

พิจารณาอนุมัติการจ่ายเงินปันผล สำหรับผลการดำเนินงานรอบปี 2564

To consider and approve the dividend payment for the year 2021

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5
Agenda 5

พิจารณาแต่งตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ

To consider and approve the appointment of the directors in place of directors who are due to retire by rotation

การแต่งตั้งกรรมการทั้งหมด การแต่งตั้งกรรมการรายบุคคล
To elect directors as a whole To elect each director individually

1. นางอัญชลี ชวนิชย์
Mrs. Anchalee Chavanich

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

2. รศ.จาร์พร ไวยนันท์
Assoc.Prof.Jaruporn Viyanant

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

3. นายคาซุโอะ ซาโตะ
Mr. Kazuo Sato

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

4. นายอภิชาติ ลีอิสสระนุกูล
Mr. Apichart Leeissaranukul

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6
Agenda 6

พิจารณาอนุมัติกำหนดค่าตอบแทนกรรมการและคณะกรรมการชุดย่อย ประจำปี 2565

To consider and approve the remuneration of the Board and sub-committees for the year 2022

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7
Agenda 7

พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2565

To consider and appoint the external auditors and approve the audit fee for the year 2022

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 8
Agenda 8

เรื่องอื่นๆ (ถ้ามี)
Other topics (if any)

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the proxy in any Agenda which is not in accordance with this form of proxy shall be invalid and shall not be the vote of the shareholder.

ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณา หรือลงมติในเรื่องใด นอกเหนือจากที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/We do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the proxy shall be authorized to consider and vote the matter on my behalf as the proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้ทำเองทุกประการ

I/We shall be liable for any action taken by the proxy holder at the meeting

ลงชื่อ /Signed..... ผู้มอบฉันทะ/Shareholder
(.....)

อากรแสตมป์
20 บาท
Duty Stamp
Baht 20

ลงชื่อ /Signed ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ

Remark

- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้
The shareholder shall grant proxy to only one proxy holder to attend and vote in the meeting. The number of shares may not be divided to more than one proxy holder in order to vote.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
Either all or each of the members of the Board of Directors may be appointed in the agenda of appointment and election of the directors
- ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
If the matters to be considered are more than those specified above, the proxy grantor may apply the Annex to Proxy Form B. as attached

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.
The Annex to the Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท อินโนเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน)

The proxy is granted by a shareholder of Inoue Rubber (Thailand) Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ในวันศุกร์ที่ 28 มกราคม 2565 เวลา 14.00 นาฬิกา ประชุมผ่านสื่ออิเล็กทรอนิกส์ ณ ห้องประชุม V1 ชั้น 2 ตึกสำนักงาน บริษัท อินโนเว รับเบอร์ (ประเทศไทย) จำกัด(มหาชน) เลขที่ 258 ซอยรังสิต-นครนายก 49 ต.ประชาธิปัตย์ อ.ธัญบุรี จ.ปทุมธานี 12130 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Annual General Meeting of the shareholders for 2022 on Friday 28th January 2022, 14.00 hours Conducting by Teleconference through Electronic Devices (e-Meeting) from V1 Meeting Room, 2nd Floor, Office Building of Inoue Rubber (Thailand) Public Company Limited, 258 Soi Rangsit-Nakornnayok 49, Prachathipat, Thanyaburi, Pathumthani 12130 or at any adjournment thereof to any other date/time and venue.

ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We will authorize the proxy to vote on my/our behalf at the meeting as follows:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy is entitled to cast the votes on my behalf at its own discretion

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy must cast the votes in accordance with my following instructions:

วาระที่ เรื่อง

Agenda Subject

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่ เรื่อง

Agenda Subject

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่ เรื่อง

Agenda Subject

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

ข้าพเจ้าขอรับรองว่า รายละเอียดในใบต่อแบบหนังสือรับรองมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certify that the details in this annex to the proxy form are completely correct and totally true.

ลงชื่อ/Signed ผู้มอบฉันทะ/Shareholder
(.....)
วันที่ (Date)/...../.....

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)
วันที่ (Date)/...../.....

แบบหนังสือมอบฉันทะ (แบบ ค)

(Proxy Form C.)

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

(which is used in case the shareholder is a foreign investor and appoints the Custodian in Thailand be the Securities Depository)

เลขทะเบียนผู้ถือหุ้น

Shareholders' Registration No.

เขียนที่

Written at

วันที่ เดือน..... พ.ศ.

Date Month Year

ข้าพเจ้า สัญชาติ

I/We Nationality

อยู่บ้านเลขที่ ถนน ตำบล/แขวง

Residing at Road Tambol/Kwaeng

อำเภอ/เขต จังหวัด รหัสไปรษณีย์

Amphur/Khet Province Postal code

ในฐานะเป็นผู้ประกอบธุรกิจรับฝากและดูแลหุ้น (คัสโตเดียน) ให้กับ

As Custodian of

ซึ่งเป็นผู้ถือหุ้นของ บริษัท อินเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน)

Being a Shareholder of Inoue Rubber (Thailand) Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้น หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง

Holding the total amount of shares , and have the rights to vote equal to

votes

ขอมอบฉันทะให้

Hereby appoint

 (1) ชื่อ (Name) อายุ (age) ปี (years)

อยู่บ้านเลขที่ ถนน ตำบล/แขวง

Residing at Road Tambol/Kwaeng

อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ (or)

Amphur/Khet Province Postal code

 (2) นายสุรงค์ บุลกุล (กรรมการอิสระ) Mr. Surong Bulakul (Independent Director) (3) นายกิตติชัย รักตะกนิษฐ (กรรมการอิสระ) Mr. Kittichai Raktakanit (Independent Director)

คนหนึ่งคนใด เพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ในวันศุกร์ที่ 28 มกราคม 2565 เวลา 14.00 นาฬิกา ประชุมผ่านสื่ออิเล็กทรอนิกส์ ณ ห้องประชุม V1 ชั้น 2 ตึกสำนักงาน บริษัท อินเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน) เลขที่ 258 ซอยรังสิต-นครนายก 49 ต.ประชาธิปัตย์ อ.ธัญบุรี จ.ปทุมธานี 12130 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the Annual General Meeting of Shareholders for 2022 on Friday 28th January 2022, 14.00 hours Conducting by Teleconference through Electronic Devices (e-Meeting) from V1 Meeting Room, 2nd Floor, Office Building of Inoue Rubber (Thailand) Public Company Limited, 258 Soi Rangsit-Nakornnayok 49, Prachathipat, Thanyaburi, Pathumthani 12130 or at any adjournment thereof to any other date/time and venue.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We have granted to my/our proxy to attend this meeting and vote therein as follows:

 มอบฉันทะตามจำนวนหุ้นทั้งสิ้นที่ถือและมีสิทธิออกเสียงลงคะแนนได้

to vote based on the total number of shares held by me/us to which I/we am/are entitled

 มอบฉันทะบางส่วน คือ

to split the votes as follows:

 หุ้นสามัญ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ เสียง

ordinary share

shares and have the right to vote

vote

(5) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We authorized my proxy to cast the votes according to my intentions as follows:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The proxy is entitled to cast the votes on my behalf at its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) The proxy must cast the votes in accordance with my following instructions

วาระที่ 1

พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 เมื่อวันที่ 29 มกราคม 2564

Agenda 1

To consider and adopt the minutes of the 2021 Annual General Meeting of Shareholders, held on 29th January 2021

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

วาระที่ 2

พิจารณารับทราบรายงานผลการดำเนินงานในปีบัญชี 2564

Agenda 2

To acknowledge the Company's operation results for the fiscal year 2021

วาระนี้ไม่มีกรลงมติจากผู้ถือหุ้น เนื่องจากเป็นวาระเพื่อทราบ

There is no voting in this Agenda as it is for acknowledgement.

วาระที่ 3

พิจารณาอนุมัติงบการเงิน ประจำปี 2564 สิ้นสุด ณ 30 กันยายน 2564

Agenda 3

To consider and approve the financial statement for the year ended 30th September 2021

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

วาระที่ 4

พิจารณาอนุมัติการจ่ายเงินปันผล สำหรับผลการดำเนินงานรอบปี 2564

Agenda 4

To consider and approve the dividend payment for the year 2021

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

วาระที่ 5

พิจารณาแต่งตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ

Agenda 5

To consider and approve the appointment of the directors in place of directors who are due to retire by rotation

- การแต่งตั้งกรรมการทั้งหมด การแต่งตั้งกรรมการรายบุคคล
 To elect directors as a whole To elect each director individually

1. นางอัญชลี ชวนิชย์
 Mrs. Anchalee Chavanich

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

2. รศ.จรรพร ไวยนันท์
 Assoc.Prof.Jaruporn Viyanant

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

3. นายคาซุโอะ ซาโตะ
 Mr. Kazuo Sato

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

4. นายอภิชาติ ลีอิสสระนุกูล
 Mr. Apichart Leeissaranukul

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

วาระที่ 6
Agenda 6

พิจารณาอนุมัติกำหนดค่าตอบแทนกรรมการและคณะกรรมการชุดย่อย ประจำปี 2565

To consider and approve the remuneration of the Board and sub-committees for the year 2022

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7
Agenda 7

พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2565

To consider and appoint the external auditors and approve the audit fee for the year 2022

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 8
Agenda 8

เรื่องอื่นๆ (ถ้ามี)

Other topics (if any)

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

(6) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the proxy in any Agenda which is not in accordance with this form of proxy shall be invalid and shall not be the vote of the shareholder.

ในกรณีที่ข้าพเจ้าไม่ได้รับความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้นรวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/We do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the proxy shall be authorized to consider and vote the matter on my behalf as the proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้ทำเองทุกประการ

I/We shall be liable for any action taken by the proxy holder at the meeting



ลงชื่อ /Signed..... ผู้มอบฉันทะ/Shareholder
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศ และแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากดูแลหุ้นให้เท่านั้น

This Proxy Form C. is applicable only to a shareholder whose name appears in the shareholder registration book as a foreign investor and a custodian in Thailand is appointed therefore.

2. หลักฐานที่ต้องแนบพร้อมหนังสือมอบฉันทะ คือ

Evidence of documents required to be attached to the proxy form are:

(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

A Power of Attorney executed by the shareholder authorizing the custodian to execute the proxy form on behalf of such shareholder;

(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)

A letter confirming that the person executing the proxy form has obtained a license for being a custodian.

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่

สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

Either all or each of the members of the Board of Directors may be appointed in the agenda of appointment and election of the directors.

5. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

If the matters to be considered are more than those specified above, the proxy grantor may apply the Annex to Proxy Form C. as attached.

ใบประจําต่อแบบหนังสือมอบฉันทะ แบบ ค.

The Annex to the Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท อินโนเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน)

The proxy is granted by a shareholder of Inoue Rubber (Thailand) Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ในวันศุกร์ที่ 28 มกราคม 2565 เวลา 14.00 นาฬิกา ประชุมผ่านสื่ออิเล็กทรอนิกส์ ณ ห้องประชุม V1 ชั้น 2 ตึกสำนักงาน บริษัท อินโนเว รับเบอร์ (ประเทศไทย) จำกัด(มหาชน) เลขที่ 258 ซอยรังสิต-นครนายก 49 ต.ประชาธิปัตย์ อ.ธัญบุรี จ.ปทุมธานี 12130 หรือที่จะพึงเลื่อนไปในวัน เวลา และ สถานที่อื่นด้วย

For the Annual General Meeting of the shareholders for 2022 on Friday 28th January 2022, 14.00 hours Conducting by Teleconference through Electronic Devices (e-Meeting) from V1 Meeting Room, 2nd Floor, Office Building of Inoue Rubber (Thailand) Public Company Limited, 258 Soi Rangsit-Nakornnayok 49, Prachathipat, Thanyaburi, Pathumthani 12130 or at any adjournment thereof to any other date/time and venue.

ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We will authorize the proxy to vote on my/our behalf at the meeting as follows:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy is entitled to cast the votes on my behalf at its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy must cast the votes in accordance with my following instructions:

วาระที่ เรื่อง

Agenda Subject

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่ เรื่อง

Agenda Subject

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่ เรื่อง

Agenda Subject

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

ข้าพเจ้าขอรับรองว่า รายละเอียดในใบต่อแบบหนังสือรับรองมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certify that the details in this annex to the proxy form are completely correct and totally true.

ลงชื่อ/Signed ผู้มอบฉันทะ/Shareholder

(.....)

วันที่ (Date)/...../.....

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy

(.....)

วันที่ (Date)/...../.....



Inoue Rubber (Thailand) Public Co., Ltd.

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