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

**Inoue Rubber (Thailand) Public Company Limited**

**Date, Time and Venue of the Meeting**

The Meeting was held on Monday, 30 January 2023, 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. The Meeting was recorded in the form of video media.

**Beginning the Meeting**

At the commencement of meeting, Mrs. Pimjai Leeissaranukul, the Chairman, acted as the Chairman of the Meeting (“the Chairman”), declared the 2023 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 2023 Annual General Meeting of Shareholders on 9 December 2022, and it appeared that there were 2,353 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 37 shareholders and proxies attended the meeting, holding an aggregated number of 145,909,680 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 2023 Annual General Meeting of Shareholders as follows;

**10 Directors attended the meeting namely;**

- |                                   |                |  |
|-----------------------------------|----------------|--|
| 1. Mrs. Pimjai                    | Leeissaranukul | Chairman/ Executive Chairman   |
| 2. Mr. Shigeki                    | Yamada         | 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 90.91 % of total number of 11 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. Tatsuo     | Kubota         | Executive Director of IED Business Unit                  |
| 4. Mr. Narongchai | Rattanaekkwain | Deputy Executive Director of IED Business Unit           |
| 5. Mr. Akira      | Tokoro         | Executive Director of Tire and Tube Business Unit        |
| 6. Mr. Suchart    | Kootiratrakarn | Deputy Executive Director of Tire and Tube Business Unit |
| 7. Mr. Hiroyuki   | Hibi           | 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. Sanicha Akarakittilap and Mr. Thanaphol Pholprasert.

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

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 as basis of vote calculation.

- 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 as basis of vote calculation.
- The shareholder is able to cast their vote in each agenda by voting for approval, disapproval or abstention by clicking the menu to vote in the system during the period that the casting of vote is opened for each agenda. The Company provided sufficient time for vote casting not less than 1 minute. 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 system or open microphone or video.

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 1-31 October 2022. 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 27 December 2022 and furnished to the shareholders since 6 January 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 2022 Annual General Meeting of Shareholders, held on 28 January 2022**

The Chairman proposed the Meeting to consider and adopt the minutes of the 2022 Annual General Meeting, held on 28 January 2022, 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 adopted the minutes of 2022 Annual General Meeting of Shareholders with votes of the shareholders attending the meeting and casting their votes as follows:**

Voting	Number of Votes	%
Approved	145,909,350	100.00
Disapproved	0	0.00

There were 330 abstained votes.

## Agenda 2: To acknowledge the Company's operation results in FY2022

The Chairman assigned Mr. Shigeki Yamada, the President, to report the Company's operational results in 2022, which were included in the Company's 56-1 One Report 2022, which was published on Company's website and was distributed to all shareholders by QR-code format attached with the Invitation Letter of this Meeting.

Mr. Shigeki Yamada prepared the report on the Company's operational results separated in 4 topics as follows:

### **1) Overall Economic and Related Industrial Situations**

#### **1.1 Overall economic situation**

Considering the company's fiscal year, from October 2021 to September 2022, global economy recovered as a result of the vaccination progress and the easing of the COVID-19 situation in many countries. Thai economy recovered from the government economic stimulus measures. This was beneficial to both domestic and international demand and supply, and caused Thai automotive industry to recover.

Consequently, the total sales increased 11.04% YoY to 5,881 million baht.

The Company's raw material average prices increased YoY following the rising of crude oil prices, market demand – supply, as well as Russia-Ukraine conflict and foreign exchange depreciation.

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

The production of automobile during October 2021 - September 2022 increased by 9.63% to around 1.84 million units. The Exports raised by 10.80% to 0.99 million units due to the recovery of automotive industry and automotive parts delivery. The Domestic sales increased by 9.91% YoY to approximately 0.86 million units mainly from the increased purchasing power and new car model launch.

The production of motorcycle increased by 10.96% to around 1.98 million units. The Domestic sales climbed 12.36% YoY to around 1.77 million units. The Exports decreased by around 6.71% to 0.39 million units.

### **2) MD&A**

#### **2.1 Sales**

For FY2022, IRC had total sales of approximately 5,882 million baht, increased 586 million baht or approximately 11.07% from the previous year. The sales were contributed by 2 business units as follows:

- Motorcycle tires - tubes business: valued at 2,586 million baht or 44% of total sales, increased by 9.16% from the previous year mainly from recovery in domestic production and sales.

- IED Business: valued 3,296 million baht, increased approximately 12.61% from the previous year mainly due to the recovery of economic and automotive industry.

#### **2.2 Revenues**

In FY2022, the Company had total revenues at 5,951 million baht, increased 10.80% from last year.

The other incomes came from the dividends from the investment in the subsidiaries, namely IRC (Asia) Research Limited which is an important part for research and development around 16 million baht, Kinno Hoshi Engineering Company Limited which produces molds for the automotive parts industry around 3 million baht, and the dividend received from investment in Inoue Rubber Vietnam Company Limited for 13.18 million baht.

### **2.3 Expenses**

The Company's expenses increased by 17.75% or 879 million baht from the previous year, so the Company had total expenses at 5,829 million baht.

### **2.4 Net Profit**

As a result from the abovementioned, the Company's net profit in FY2022 was 109.94 million baht, decreased 67.67% from last year.

### **2.5 Financial status on 30 September 2022**

The Company's total assets were around 5,272 million baht, decreased 0.004% from 30 September 2021 mainly due to the decrease of value of equity instrument which is resulted from the review of cash flow projection in relation to dividend income. The Company has delayed receiving cash inflow from dividends during the period that the investee builds a new manufacturing plant.

The Company had total liabilities around 1,440 million baht, increased 2.81% from 30 September 2021 mainly due to the increase of trade and other payables. However, the Company remained the position without long-term debts.

The Company's total shareholders' equity was 3,832 million baht, decreased 1.60% from 30 September 2021 unappropriated retained earnings result from dividend payment and also from other components of equity related to measurement of equity instruments which decreases from the review of cash flow projection in relation to dividend income and the Company has delayed receiving cash inflow from dividends during the period that the investee builds a new manufacturing plants. This resulted in the debt to equity ratio at 0.38 times.

### **3) Awards and Successes**

During FY2022, the Company was evaluated and received awards from those involved in various fields such as

3.1) Thailand Sustainability Investment Award 2022 from the Stock Exchange of Thailand

3.2) Sustainability Disclosure Award 2022 in the category of 'Sustainability Disclosure Recognition' from Thaipat Institute

3.3) NACC Integrity Awards No. 10 from the office of National Anti-Corruption Commission

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

#### **4) Sustainability Report**

The Company continued the CSR activity to reward the society namely “50 Years, 50 Vi-pafe Yards Project. The project aims to provide the Vi-Pafe rubber yard to 50 public areas. In FY2022, the Company donated Vi-pafe yards to the Naval Nursery School 10, Krom Luang Chumphon Khet Udomsak, Sattahip district, Chonburi, and Child Development Center of Tambon Suthep, Chiang Mai.

For the Anti-corruption, the Company was certified as the member of CAC, as well as communicated the Anti-corruption policy to all employees and suppliers.

The details for other activities and campaigns were disclosed in the 56-1 One Report 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 was no voting in this Agenda as it is for acknowledgement.

**Resolution: The Meeting acknowledged the Company’s operation results in FY2022.**

#### **Agenda 3: To consider and approve the financial statements of 2022, ended 30 September 2022**

The Chairman proposed the Meeting to consider and approve the Company’s and its subsidiaries’ financial statements of 2022, ended 30 September 2022, which was audited by the certified public accountant, and was published on the Company’s website and in 56-1 One Report 2022.

#### **Comparison of Information from the Consolidated Financial Statements**

(unit: Million Baht)	Fiscal Year		%YoY
	2021	2022	
<b>Total Revenues</b>	5,371.10	5,951.10	10.80%
<b>Cost of Sales and Services</b>	4,577.50	5,442.82	18.90%
<b>Selling and Administration Expenses</b>	372.54	385.90	3.59%
<b>EBIT</b>	421.07	122.38	-70.94%
<b>Net Profit</b>	340.03	109.94	-67.67%
<b>Basic Earnings per Share (baht: share)</b>	1.77	0.57	-67.68%

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 approved the financial statements of 2022, ended 30 September 2022, with votes of the shareholders attending the meeting and casting their votes as follows:**

Voting	Number of Votes	%
Approved	145,919,350	100.00
Disapproved	0	0.00

There were 330 abstained votes.

#### **Agenda 4: To consider and approve the dividend payment of the Company's performance in 2022**

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 separate net profits after deducting the corporate income tax and legal reserve.

According to the Company's performance in 2022, the Company had net profits amounted to 111,860,269 baht. 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 in 2022 at the rate of 0.2910 baht per share. This dividend of 0.2496 baht per share come from BOI business and 0.0414 baht per share come 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 2023 and the dividend payment date on 28 February 2023.

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 approved the dividend payment of the Company's performance in 2022 with votes of the shareholders attending the meeting and casting their votes as follows:**

Voting	Number of Votes	%
Approved	145,919,350	100.00
Disapproved	0	0.00

There were 330 abstained votes.

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

The Chairman assigned the Secretary to report to the Meeting on the Company's Articles of Association regarding the director's retirement by rotation. In this Annual General Meeting of Shareholders, there were 4 directors who must be retired by rotation as follows:

- 1) Mr. Kittichai Raktakanit Independent Director
- 2) Mr. Surong Bulakul Independent Director

- 3) Mr. Thanong Leeissaranukul Director  
 4) Mr. Shigeki Yamada Director

All above directors passed the screening process of the Board of Directors that their qualification complies to the relevant regulations and are suitable for the Company's business. 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 directors qualify with the relevant independent director's regulation, and can provide opinion independently. Thus, the Board proposed the Meeting to consider and re-elect all 4 directors for another term.

To comply with Good Corporate Governance Principles, all nominated directors left the meeting room and E-AGM system until the vote casting completed.

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

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

**Resolution: The meeting approved the appointment of directors to replace the directors who retire by rotation, namely 1) Mr. Kittichai Raktakanit, 2) Mr. Surong Bulakul, 3) Mr. Thanong Leeissaranukul, and 4) Mr. Shigeki Yamada for another term, with votes of the shareholders attending the meeting and casting their votes.**

Details of votes for each Directors are as follows:

**5.1) Mr. Kittichai Raktakanit**

Voting	Number of Votes	%
Approved	145,919,350	99.9998 %
Disapproved	330	0.0002 %

There was no abstained vote.

**5.2) Mr. Surong Bulakul**

Voting	Number of Votes	%
Approved	145,918,350	99.9991 %
Disapproved	1,330	0.0009 %

There was no abstained vote.

### 5.3) Mr. Thanong Leeissaranukul

Voting	Number of Votes	%
Approved	145,919,350	99.9998 %
Disapproved	330	0.0002 %

There was no abstained vote.

### 5.4) Mr. Shigeki Yamada

Voting	Number of Votes	%
Approved	145,919,350	99.9998 %
Disapproved	330	0.0002 %

There was no abstained vote.

## Agenda 6: To consider and approve the remunerations of the Board and the Sub-Committees in 2023

The Chairman informed the Meeting that the remuneration of the Company's directors were deliberately considered within the Board of Director's meeting regarding to the assigned responsibilities of each director, and aligned with the market and the industry. Therefore, the Board agreed to propose the Shareholder's meeting to approve the Board of Directors and the sub-committees remunerations in 2022 in the form of retainer fee and meeting allowance as follows:

### Directors' Remuneration

Type of Remuneration	Amount (Baht)	
	FY 2022	FY 2023 (proposed)
<b>1. Annual Remuneration Fee (per year)</b>		
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	300,000	300,000
Independent Director	500,000	500,000
<b>2. Meeting allowance (per meeting)</b>	10,000	10,000
<b>3. Other benefit</b>	-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 approved the remunerations of the Board and the Sub-Committees in 2023 with votes of the shareholders attending the meeting as follows:**

Voting	Number of Votes	%
Approved	145,923,850	99.9998
Disapproved	330	0.0002
Abstained	0	0.0000

**Agenda 7: To consider and appoint the auditors and approve the audit fee in 2023**

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 2023 which is the 14th 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, subsidiaries, executives, major shareholders, or their related person that may affect their independent duty.
- 3) Knowledge of the auditor and understanding of the Company's business
- 4) Past performance and work quality of the auditor

By proposing one of the following auditors to express an opinion on the Company and its subsidiaries' financial statements for FY2023:

- 1) Ms. Sanicha Akarakittilap CPA Number 8470 and/ or  
(Have signed on the financial statements of the Company and the subsidiaries for 1 year)
- 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 sign on the financial statements of the Company and the subsidiaries)



In the absence of the abovementioned auditors, PwC is authorized to identify one of other Certified Public Accountant with PwC to carry out the work.

In addition, the Board of Directors and the Audit Committee proposed the Meeting to consider the audit fee for 2023 with the amount of 1,881,260 baht, of which 1,375,580 baht was for the Company, and 505,680 baht was for its subsidiaries, which were the same as the previous year. The audit fee for BOI business was proposed with the amount of 64,800 baht per copy, which was the same as the previous year. (Such audit fee does not include other out of pocket expenses such as transportation expense, documents expense, inventories destruction inspection fee, etc)

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 auditors and approve the audit fee in 2023 with votes of the shareholders attending the meeting and casting their votes as follows:**

Voting	Number of Votes	%
Approved	145,915,850	99.9998
Disapproved	330	0.0002

There were 8,000 abstained votes.

**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. Why the company’s dividend in 2022 decreases from 2021?** It was responded that according to the Company’s performance presentation in agenda 2, the profits in 2022 is less than 2021 around 70%. Thus, when the Company maintains the dividend payout ratio at 50% under the lower net profits, the dividend decreases proportionally.

**2. How does the executives forecast about the Company’s growth in 2023?** It was responded that in 2023 the Company will remain in the era of VUCA World which is highly uncertain. There will be various risk factors that affect the change of forecast quickly. The key issues in 2023 will be 1.) Geopolitics such as Russia-Ukraine war, Russia’s suspension of gas exports to Europe, and fossil energy problem, which will lead to high energy costs and raw material prices; 2). High exchange rate fluctuation: this can be seen from the fluctuation of the baht against the US dollar from 37 – 38 baht during November 2022 to 32 baht at present within a few months; 3.) Higher interest rate that impacts on purchasing power. All these factors will affect Thai economy and the Company’s business opportunity in 2023.

However, the Company forecasts that the sales in 2023 will grow 7% following the growth of automotive industry that is expected to grow at 7%, and great outlook of export market in 2023. By the way, it depends on the risk factors as mentioned above.

**3. What is the relation between the rubber price and the Company's performance? How does the current rubber prices affect the Company?** It was responded that the Company's products have high spec especially products that assemble in automotive. The rubber material use must meet the spec of such products for example spec of temperature, oil proof, and ozone resistance that are rarely find in natural rubber property. So if talking about the natural rubber, the Company uses low proportion of it. The change of natural rubber prices hence rarely affect the Company. However, the current natural rubber prices are quite stable.

**4. What is the Company's capacity utilization at present? And if the Company plans to grow, how the investment budget increases?** It was responded that the Company's capacity utilization rate is around 70-80% and is able to grow further. Thus, there is no concern of the capacity utilization to support the sales growth at 7%. However, the Company pays attention on automation system thus the investment budget focuses on the automation system, R&D and innovation creation.

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 15.20 hours.

- Mrs. Pimjai Leeissaranukul -  
Chairman