



INOUE RUBBER (THAILAND) PCL.

INOUE RUBBER (THAILAND) PUBLIC COMPANY LIMITED

Invitation Letter to Annual General Meeting of Shareholders 2016

Friday 29th, January 2016 at 2:00 p.m. at Vitya Memorial Hall 2nd Floor,

Inoue Rubber (Thailand) Public Company Limited,

157 Moo 5 Phaholyothin Rd., Lamsai, Wangnoi, Ayutthaya 13170

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December 1st, 2015

Subject: Invitation to the 2016 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 2016 Annual General Meeting of Shareholders. Details are as follows:

Meeting date and time : Friday 29th January 2016, 14.000 hours
Register time : 12.00 hours
Venue : Vitya Memorial Hall, 2nd Floor,
Inoue Rubber (Thailand) Public Company Limited,
157 Moo 5 Phaholyothin Rd., Lamsai, Wangnoi, Ayutthaya 13170
Attachment Annual Report for the year 2015 (CD-ROM)

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

Agenda 1 To adopt the minutes of Annual General Meeting No.1/2015, held on January 29, 2015

Propose and Rationale: The Company held the Annual General Meeting of Shareholders No.1/2015 on January 29th, 2015, and the minutes of the meeting had been recorded and submitted to the Stock Exchange of Thailand and Ministry of Commerce within the time required by law and also disclosed in the Company's website (www.ircthailand.com). A copy of the minutes is attached hereto as *Enclosure 1*.

The Board's Opinion: The Board has recommended that the minutes of the Annual General Meeting of Shareholder for 2014, held on January 29th, 2015, should be certified because it was accurately recorded.

Voting: To approve this matter, a resolution shall be adopted by the majority votes of shareholders who attend the meeting and cast their votes.

Agenda 2 To acknowledge the Company's operation results in 2015

Propose and Rationale: According to the Company's Articles of Association Clause 34, the Board of Directors shall report the Company's performance for the year 2015 to the shareholders, as appeared in the Annual Report (CD-ROM) which is attached together with this invitation letter and is already disclosed on the Company's website.

The Board's Opinion: The Board has agreed to present the report on the Company's operating result for 2015 along with significant changes that occurred during the fiscal year to the Shareholders meeting for acknowledgement, as shown in Annual Report for the year 2015.

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

Agenda 3 To approve the financial statement for the year ended September 30th, 2015.

Propose and Rationale: According to Section 112 of Public Limited Company Act B.E. 2535, and the Company's Articles of Association Clause 37, the Company shall prepare the balance sheet and a profit and loss account at the end of fiscal year, which have been audited by an external auditor, and submitted these to the shareholders' meeting for approval.

The Audit Committee's Opinion: The Audit Committee had reviewed the Company's financial statement for the year ended September 30th, 2015, which have been audited and signed by Ms. Nopanuch Apichatsatien, a certified public accountant (Registration Number 5266) of PricewaterhouseCoopers ABAS Ltd. The details are shown the Annual Report (CD-ROM) which is attached together with this invitation letter and is already disclosed on the Company's website. Hence, the Audit Committee has recommended the Board to submit the Company's financial statement for the year ended September 30th, 2015 to the Shareholders' meeting approval.

The Board's Opinion: The Board has agreed to present the Company's financial statement for the fiscal year ended September 30th, 2015, which have been review and accepted by the Audit Committee, to the shareholders' meeting for approval.

Selected Information from the Company's Financial Statements

(unit: million baht)	Fiscal Year		%YoY
	2015	2014	
Total Revenues	5,186.25	5,496.52	-5.64%
Cost of Sales and Services	4,330.72	4,789.44	-9.58%
Selling and Administration Expenses	307.16	318.03	-3.42%
EBIT	527.79	372.39	41.73%
Net Profit	441.52	313.47	40.85%
Basic Earnings per Share (baht: share)	2.21	1.57	40.76%

Voting: To approve this matter, a resolution shall be adopted by the majority votes of shareholders who attend the meeting and cast their votes.

Agenda 4 To approve the allocation of net profit and dividend payment for the year 2015

Propose and Rationale: The Company's consolidated net profit for the end fiscal 2015 is Baht 441.52 million, so the Company is able to pay dividend to shareholders in accordance with Public Limited Companies Act B.E. 2535 and the Company's Articles of Association Clause 39. In addition, the Company shall allocate not less than 5 percent of its annual net profits deducted by the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than 10 percent of the registered capital according to Section 116 of Public Limited Companies Act B.E. 2535 and the Company's Articles of Association Clause 40.

Dividend Payment Policy: The Company shall pay 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 and Book Closing Date: The Company had scheduled the record date on December 11th, 2015 to determine the names of shareholders who shall be entitled to attend the Annual General Shareholder Meeting in 2016 and have the rights to receive the dividend. Moreover the date for gather the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closure of the share register book and suspension of share transfer on December 14th, 2015. (Notice: the rights of receiving dividend still uncertainty until the Shareholders' meeting grants the approval.)

Table of Dividend Payment Comparison

Dividend Payment	Fiscal Year Oct 1 st – Sep 30 th		
	2015 (proposed)	2014	2013
Net income (Million Baht)	441.52	313.47	409.10
Number of Share (Million Shares)	200	200	200
Dividend Payment (Baht: Share)			
- From BOI business	0.1230	0.4950	0.6254
- From Non-BOI business	0.7600	0.1319	0.1928
Total (Baht: Share)	0.8830	0.6269	0.8182
Total Dividend Amount (Million Baht)	176.61	125.38	163.64
Dividend Payout Ratio (%)	40.00	40.00	40.00

The Board's Opinion: The Board has thoroughly considered to propose the Shareholder's meeting to approve paying the dividend of the year 2015 at 0.8830 baht per share. (from BOI promoted operations 0.1230 baht per share and non-BOI promoted operations 0.7600 baht per share)

Voting: To approve this matter, a resolution shall be adopted by the majority votes of shareholders who attend the meeting and cast their votes.

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

Propose and Rationale: According to the Company's Articles of Association Clause 15 and Section 71 of Public Limited Companies Act B.E. 2535, 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) Mr. Vichit Vuthisombut Independent Director/Audit Committee
- 2) Assoc. Prof. Jaruporn Viyanant Independent Director/Audit Committee
- 3) Mr. Kazuo Sato Director
- 4) Mr. Apichart Leeissaranukul Director

The Board's Opinion: In consideration of the directors' selection and nomination, the Board has considered and reviewed the qualified directors regarding to knowledge, experience, and related work as well as good performance thoroughly; even if the Company has no the Nomination Committee. Therefore, the Board has agreed to propose the Shareholders' meeting to re-elect those 4 directors. (The information on age, the Company's shareholding proportion, educational background and working experience are provided in Enclosure 2).

Voting: To approve this matter, a resolution shall be adopted by the majority votes of shareholders who attend the meeting and cast their votes.

Agenda 6 To consider and approve the directors' remuneration for the year 2016

Propose and Rationale: According to Section 90 of Public Limited Companies Act B.E. 2535, the directors' remuneration shall be approved by the Annual General Meeting of Shareholders. Since Remuneration Committee has not been formed, the Board of Directors has circumspectly determined the remuneration aligned with each director's duties and responsibilities. The determination of the remuneration shall be deliberately considered regarding to the assigned responsibilities of each director within the proper rate compared to the same industry.

The Board's Opinion: As the Company has not yet established the Remuneration Committee; hence 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 Board of Directors and its sub-committees within the amount of 4.50 million baht, increased 1.50 million baht from the year 2015. The Board also recommended to remain the remuneration policy in two types; annual remuneration and transportation per meeting.

Directors' Remuneration Policy

Type of Remuneration	Amount (Baht)		
	2016 (proposed)	2015	Increased
1. Annual Remuneration			
Non-executive director	200,000	120,000	80,000
Executive director	200,000	80,000	120,000
Chairman of Audit Committee	350,000	300,000	50,000
Independent Director (excluding AC Chairman)	270,000	220,000	50,000
Chairman of Risk Management Committee	100,000	-	-
Chairman of CGSR Committee	100,000	-	-
2. Transportation allowance/ meeting	7,000	7,000	-
3. Other benefits	-none-	-none-	-

Voting: To approve this matter, a resolution shall be adopted by the majority votes of shareholders who attend the meeting and cast their votes.

Agenda 7 To appoint the auditors and approve the audit fee for the year 2016

Propose and Rationale: According to Section 120 of Public Limited Companies Act B.E. 2535 and the Company's Articles of Association Clause 34, 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 and its subsidiaries' external auditor for the fiscal year ended 2016 with the following reasons:

- 1) Expertise and experience
- 2) Ability to get along with company staff, reliability and punctuality
- 3) Past performance

Therefore, the Audit Committee proposed the following information for the Board's consideration;

The Auditors from PwC;

- | | | | | |
|-----------------|---------------|------------|------|--------|
| 1) Ms. Napanuch | Apichatsatien | CPA Number | 5266 | and/or |
| 2) Mr. Chanchai | Chaiprasit | CPA Number | 3760 | and/or |
| 3) Mr. Paiboon | Tunkoon | CPA Number | 4298 | |

The Audit Committee has proposed the Board on the appointment of any of above auditors to be the auditor and/or to express an opinion on the Company and its subsidiaries' financial statements for the fiscal 2016; moreover, has agreed to determine the audit fee for the Company and its subsidiaries in the amount of 1,600,878 baht and the audit fee for BOI in the amount of 64,800 baht per copy-- excluding the transportation cost.

Table of the Company and Its Subsidiaries' Audit Fee Comparison

Type of Remuneration	2016 (Propose)	2015	Change (Decrease)	
			Amount	Percentage
The Company's audit fee (Baht)	1,164,270	1,200,278	36,008	3.00
Its subsidiaries' audit fee (Baht)	436,608	450,112	13,504	3.00
Total	1,600,878	1,650,390	49,512	3.00
Audit fee for investment promotion certification (Baht/Certificate)	64,800	64,800	-	-

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

The Board's Opinion: The Board has agreed with the Audit Committee to propose the Annual General Meeting in 2016 to appoint the external auditors from PricewaterhouseCoopers ABAS Ltd (PwC) as the Company and its subsidiaries' external auditors for the fiscal year ended 2016 by given one of these following auditors being authorized to review and give opinion on the Company's financial statements 1) Ms. Napanuch Apichatsatien CPA No. 5266 and/or 2) Mr. Chanchai Chaiprasit CPA No. 3760 and/or 3) Mr. Paiboon Tunkoon CPA No. 4298 and agreed to determine the audit fee for the Company and its subsidiaries in the amount of 1,600,878 baht, decreased by 3% comparing to the previous year, and the audit fee for BOI in the amount of 64,800 baht per copy-- excluding the transportation cost.

Voting: To approve this matter, a resolution shall be adopted by the majority votes of shareholders who attend the meeting and cast their votes.

Agenda 8 To approve the amendment of the Company's certificate

Propose and Rationale: According to the Company's certificate Clause 7, it pushes the Company to have limited asset management options which enables the Company not to fully maximize the return on assets among the sluggish economy and low return on bank deposits. Hence, the Company has to find the investment opportunity from investing in other financial assets with the low risk beyond making deposit to banks which has tended to offer low interest rate by proposing the Shareholders' meeting to consider the amendment of the Company's certificate.

The Board's Opinion: The Board has agreed to propose the amendment of the Company's certificate by adding the following statement on the amendment of the Company's certificate Clause 7 in order to enhance the asset management effectiveness;

Added "To invest in other financial instruments with the low risk level and sufficient liquidity"

After adding the statement on the Company's certificate, the Company's purpose on Clause 7 will be shown;

"To borrow and overdraw from banks, legal persons, or financial institutes; and to lend money to financial institutes or government agency guaranteed by the Government, or to give credit by other methods with or without guarantee; as well as to accept, issue, transfer or endorse bills of exchange or other negotiable instruments; moreover, to invest in other financial instruments with the low risk level and sufficient liquidity"

Voting: To approve this matter, a resolution shall be adopted by the majority votes of shareholders who attend the meeting and cast their votes.

Agenda 9 Other topics (if any)

The Company scheduled the record date for listing the names of shareholders who shall be entitled to attend the Annual General Shareholder Meeting in 2016 and have the rights to receive the dividend on December 11th, 2015; moreover the date for gather the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closure of the share register book and suspension of share transfer on December 14th, 2015.

Therefore, the Company would like to invite the shareholders to attend the meeting at the date, time, and place specified above. The commencement for registration to attend the meeting will be from 12.00 p.m. onwards.

In the case that a shareholder cannot attend the meeting, please appoint a proxy to attend and vote on his/her behalf by using one attached proxy form. The Company has attached the proxy form A, B and C (form C can be used by a foreign shareholder and appointed a custodian in Thailand only) as Enclosure 3. Shareholders also can download the proxy form A, B or C from www.ircthailand.com and use only one form which is specified above.

The Shareholders may appoint the Company's independent director to attend and vote on their behalves, whose information and qualification are stated in Enclosure 4. In this Annual General Meeting, the Company request shareholders to send the proxy form to the Company within 24 January 2015 to Ms. Jaithip Chusatitsatienchoke, Company Secretary, Inoue Rubber (Thailand) Public Company Limited, No. 258, Soi Rangsit-Nakornnayok 49, Phachathipat, Thanyaburi, Pathumthani 12130. If shareholders have any inquiries about meeting agendas, please submit the inquiries in advance to ir@ircthailand.com.



Transportation service for attending the Annual General Meeting 2016, the Company shall prepare minivan services at 2 points;

- 1) At an exit gate of the Stock Exchange of Thailand (New Building)

The first minivan will leave at 12.00 hours and the second one will leave at 12.30 hours.

- 2) At a car park area of BTS Skytrain Mochit Station (Entrance 2 and 4)

The first minivan will leave at 12.00 hours and the second one will leave at 12.30 hours.

Details can be seen in the attached map.

Sincerely Yours,

(Mrs. Pimjai Leeissaranukul)

Chairman

Remark: The Company has provides the 2015 Annual Report as CD-ROM. However, if any shareholders would like to have the annual report as paper, they may request it from Investor Relations Section, Inoue Rubber (Thailand) Public Company Limited, Tel: 02-996-0890, ext. 146 and 190 or Email: ir@irthailand.com.



Minutes of the 2015 Annual General Meeting of Shareholders
Inoue Rubber (Thailand) Public Company Limited
Held on Thursday, January 29, 2015
At Vitya Memorial Hall, 2nd Floor
157 Moo. 5 Phaholyothin Rd., Lamsai, Wangnoi, Ayutthaya 13170

The meeting commenced at 14.00 hours.

Inoue Rubber (Thailand) Public Company Limited had scheduled the record date on December 11, 2014 to determine the entitled shareholders to attend 2015 Annual General Meeting and to receive the dividend, and the shareholder register book closing date on December 12, 2014 to compile the shareholder list pursuant to Section 225 of the Securities and Exchange Act. When the meeting started, there were 78 shareholders of whom, 55 were presented in person and 23 were presented as proxy holders. Shareholders held altogether 148,255,858 shares or 74.13% which were more than one-third of the Company's total issued shares. A quorum therefore constituted in accordance with the Articles of Association of the Company. Registration still processed continuously.

Mrs. Pimjai Leeissaranukul, Chairman of the Board of Directors, presided as the Chairman of the Meeting, opened 2015 Annual General Meeting of Shareholders, thanked to all shareholders who allocated valuable time to attend the meeting and assigned Company Secretary to introduce directors, members of Executive Committee, the auditor, the lawyer and related parties :

Directors Present

- | | | |
|---------------------------|----------------|--|
| 1. Mrs. Pimjai | Leeissaranukul | Chairman |
| 2. Mr. Kazuo | Sato | President |
| 3. Mr. Masayuki | Inoue | Director |
| 4. Assoc.Prof.Dr. Chesada | Loha-unchit | Chairman of Audit Committee / Independent Director |
| 5. Mr. Vichit | Vuthisombut | Member of the Audit Committee / Independent Director |
| 6. Mr. Thanong | Leeissaranukul | Director |
| 7. Mr. Apichart | Leeissaranukul | Director |
| 8. Mrs. Porntip | Sethiwan | Director |

Executive Committee Present

- | | | | |
|-----------------|----------------|-------------------|----------------|
| 1. Mr. Takenori | Nakamoto | 5. Mr. Narongchai | Rattanaekkwain |
| 2. Mr. Jatupol | Lawhachainam | 6. Mr. Shigeyuki | Hosokawa |
| 3. Ms. Witchuda | Kupongsak | 7. Mr. Katsunori | Ito |
| 4. Mr. Suchart | Kootiratrakarn | 8. Mr. Toshihiro | Kuze |

Auditor Present

Mrs. Nattaporn Phan-Udom , Certified Public Accountant No. 3430, Partner of PricewaterhouseCoopers ABAS Ltd. (The Company's auditor for the fiscal year 2014).

Ms. Napanuch Apichatsatien, Certified Public Accountant No. 5266, Partner (pending shareholders' appointment to be the Company's auditor for the fiscal year 2015) and Mr. Adisorn Thaveekittikul, Manager from PricewaterhouseCoopers ABAS Ltd.

Legal Consultant to Observe Voting Procedure Present

Ms. Sawita Peetawan from Weerawong, Chinnavat & Peangpanor Limited.

Related Parties

Ms. Praewphan Songhong	Senior Accounting Manager
Ms. Tipwadee Sudwayha	Interpreter
Ms. Jaithip Choosatsatienchoke	Company Secretary

To make the meeting process expediently, Chairman asked Company Secretary to inform the meeting procedure.

Company Secretary expressed voting procedure on each agenda as follows:

- The Company implemented barcode system in registration and voting procedure. Each shareholder may vote for, vote against, or abstain on each agenda by using the ballots received on registration, of which voting rights were equal to the amount of shares held by them or by proxy grantors. In case of ballot amendment, shareholders should sign near their revisal, unless the ballot would be voided.
- On each agenda, only votes of against and abstentions were counted. Shareholders who voted against or abstained should raise their hands, so that the officer could collect their ballots. Those votes would be deducted from the total votes casted by the shareholders presented at the meeting. The balance would be treated in favor of that agenda.
- Before casting a vote on each agenda, those who presented at the meeting were allowed to ask questions related to that agenda regarding appropriateness. Shareholders who wished to ask questions were requested to raise their hands and stated their names and surnames before asked questions or gave opinions.
- In agenda 2, the shareholders were not required to vote as this agenda was for acknowledgement.

- In agenda 5, the re-election of directors who are retired by rotation, shareholders were required to vote on an individual director. The officer would collect ballots including voting for, voting against and abstention.

Company Secretary asked Chairman to conduct the meeting.

The Chairman then proposed the meeting to consider the following agendas:

Agenda 1 To consider and adopt the minutes of Annual General Meeting No. 1/2014, held on January 29, 2014

The Chairman proposed the meeting to consider and adopt the minutes of Annual General Meeting No. 1/2014, held on January 29, 2014, which had been distributed to shareholders together with the invitation to the meeting, and the minutes had been posted on the Company's website.

As no shareholders raised any objections or asked that the minutes be amended or added, the Chairman then requested the resolution from the meeting.

Resolution: The meeting considered and majorly resolved that the minutes of the Annual General Meeting of shareholders No. 1/ 2014, held on January 29, 2014, would be adopted by the following votes:

Vote	Number of Votes (1 vote = 1 share)	% of the number of the total votes attending the meeting
1. For	148,253,658	99.99
2. Against	-	-
3. Abstained	2,200	0.001

Agenda 2 To acknowledge the Company's performance for 2014

The Company's performance was presented in an annual report for the year 2014 of which had been distributed to shareholders together with the invitation to the meeting. Mr. Kazuo Sato, President was asked to summarize the Company's performance for the recent year as follows:

Gross Domestic Product and Business Comparison

According to the graph of which represented the Company's total revenue and Thailand's and World's GDP growth rates, the Company's total revenues decreased aligned with Thailand's GDP growth rate.

For the fiscal year 2014, the Company's total revenue was 5,497 million Baht, reduced by 19.58% when compared to that of last year due to the expiration of 1st Car Policy, the political unrest, the suspension of

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

ทะเบียนเลขที่ บมจ.247 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 ต.พหลโยธิน ต.ลำไทร อ.วังน้อย จ.พระนครศรีอยุธยา โทร. (66 2) 996 1471 (อัตโนมัติ 5 สาย) แฟกซ์ (66 2) 996 1574



REGISTRATION PCL.247 RANGSIT FACTORY : 258, SOI RANGSIT-NAKORNNAK 49, PRACHATHIPAT, THANYABURI, PATHUMTHANI 12130, THAILAND. TEL : (66 2) 996 0890 (23 LINES) FAX : (66 2) 996 1439
WANGNOI FACTORY : 157 MOO 5, PHAHOLYOTHIN RD., LAMSAI, WANGNOI, AYUTTHAYA 13170, THAILAND. TEL : (66 2) 996 1471 (5 LINES) FAX : (66 2) 996 1574

Rice Pledging Scheme and coup d'état. Resulted the estimated of 1.5% in Thailand's GDP growth rate, the overall spending in both government and private sectors were merely delay from expectation.

Automotive Industries

- According to the graph, automotive production for the fiscal year 2014 was totally 1,935,948 units, decreased by 27.23% from the same period of last year. Domestic production was totally 822,680 units and reduced by 738,540 units or 47.31% in line with economic slowdown. However, export production slightly increased.
- Motorcycle production for the fiscal year 2014 was totally 1,830,152 units of which domestic production and export production decreased by 23.55% and 8.12% respectively, in line with the drop of purchasing power.

Total Revenues by Products: Due to the graph of which showed total revenues by products, IED's domestic and export sales decreased by 25.27% and 15.62% respectively, while tire-tube's domestic and export sales dropped by 19.10% and 2.73% respectively.

Natural Rubber, Synthetic Rubber and Crude Oil Prices: Natural rubber and synthetic rubber were in the same trend due to the global economic uncertainty. Crude oil price moved within narrow range and trended to drop down due to the shrinkage of demand.

Exchange Rate: American economics was relatively positive, while Thai economics stagnated; this resulted to Thai Baht per US Dollar weak. Due to Japan's QE Policy, Yen per Thai Baht depreciated.

Financial Ratio

The graph of financial ratio was present in the annual report.

The Chairman opened for questions and shareholders inquired the following:

Mr. Paisan Vuthibunchon – A shareholder attending in person

1. Gross profits of the fiscal year 2014 and 2015 were slightly different. Did the fall on rubber price affect the Company?
2. If the downtrend of Japanese Yen due to QE Policy's implementation continues; how will it affect the Company?
3. How will automotive and motorcycle production expand in 2015? What will be domestic and export production trend?

Mrs. Pimjai Leeissaranukul – Chairman

1. According to the graph of natural and synthetic rubber prices for the fiscal year 2013 – 2014, it was seen that during the fiscal year 2014, the average price of the first two quarters was relatively expensive and dropped by 60 Baht in the last two quarters. During the first two quarters, rubber cost was high. When the fiscal year 2014 ended, the average price reduced by 50-60 Baht/kg. When compared average rubber prices between the fiscal year 2013 and 2014, it decreased by 10-15%. However, the Company's sales dropped by 19.62%. The fall of variable cost was less than the drop of sales and fixed cost slightly dropped. Therefore, the Company sustained its net profit on sales at the same level as last year.
2. The Company's sale mainly relies on US Dollar, while its procurement moderately depends on Japanese Yen.
3. It is estimated that global production will expand slightly at 80 million units which will be positive for automotive and motorcycle industries. Although global production will not grow dramatically, explanation will be shifted from countries to countries: some countries will be able to expand its production, while some countries will decrease its production. Therefore, average global production will be stable.

As for Thailand, the estimation is obscure due to global economics and government's budget approval of which will result in fund circulation and purchasing power stimulation. It was discussed within automotive industries that if government's expenditure will be in line with its plan, the production will expand 3 - 5%. In contrary, if the expenditure will not align with the plan, both automotive and motorcycle production will be at the same level as last year.

Mr. Chatchai Khun-ngarm - A shareholder attending in person

1. Requested the Company as last year to add "the future plan" at the end of Agenda 2: To acknowledge the Company's performance for the recent year.
2. Suggested to move the pick-up point from BTS Chatuchak to Thai Military Bank's opposite side and pick shareholders up along the way.
3. Asked the Company to prepare food or snack for shareholders on provided vans during the journey to shareholders' meeting.
4. Asked the Company to inform about kilometer posts on the map of meeting place.

Mrs. Pimjai Leeissaranukul – Chairman

The Company would take all matters to consider.

Mr. Amorn Kowanichcharoen - A shareholder attending in person

Due to the fall of natural rubber price currently, what did the Company think about its trend in 2015?

Mrs. Pimjai Leeissaranukul – Chairman

According to natural rubber is a commodity product of which relies on political and global economic condition, its trend will be indistinct. In addition, the Company is a key buyer; the increase of natural rubber price will be possibly difficult. The fall of rubber price will affect domestic market and purchasing power as rubber planters are the Company's customers. Therefore, the Company's sales will be impacted by the drop of purchasing power. Furthermore, cost reduction will be in line with selling price. On the marketing side, the Company will educate end users, so that they will be able to acquire products with good quality in reasonable price.

Mr. Kazuo Sato – President

In accordance with aforesaid economic and automotive condition, it is expected that car and motorcycle production will be 2 million units and 1.8 million units respectively. Automotive production will be similar to that of last year aligned with government and domestic economics. In addition, export production will rely on Chinese and European economic trends. Even though the mentioned matters will affect business operation, the Company will attempt to generate more income.

Mr. Chatchai Khun-ngarm - A shareholder attending in person

When will Eco-Car Phase 2 actually run? Will the project be able to recover automotive industries?

Mrs. Pimjai Leeissaranukul – Chairman

Eco-Car Phase 2 will be included in the government's policy in stimulating automotive production. However, the most important factor will be the market support. In addition, Investment period will be decided under domestic and foreign economic regimens.

Agenda 3 To approve the verified statement of financial position and statements of comprehensive income for the year ended September 30, 2014

The Chairman proposed the meeting to consider and approve the verified statements of financial position and statements of comprehensive income for the year ended September 30, 2014 which were

illustrated in an annual report, distributing to shareholders in the form of CD Rom and disclosing on the company's website.

The Chairman allowed the meeting to ask a question. As no one put forward any more question, the Chairman then inquired the meeting for the resolution.

Resolution: The meeting unanimously approved the verified statements of financial position and statements of comprehensive income for the year ended September 30, 2014, by the following votes:

Vote	Number of Votes (1 vote = 1 share)	% of the number of the total votes attending the meeting
1. For	148,884,890	100
2. Against	-	-
3. Abstained	-	-

(Two shareholders registered and held totally 629,032 shares)

Agenda 4 To consider and approve the appropriation of profit and dividend payment

The Chairman proposed the meeting to consider and approve the dividend payment to the shareholders for the fiscal year 2014 at 0.6269 Baht per share. The dividend will be paid from the net profit derived from BOI business at 0.4950 Baht per share and Non-BOI business at 0.1319 Baht per share, totaling 125,380,000 Baht (one hundred twenty-five million and three hundred eighty thousand Baht) or 40 % of net profit of the consolidated financial statements. The dividend was scheduled to be paid to the shareholders on February 19, 2015.

The Chairman opened for questions. As no one put forward any more question, the Chairman then inquired the meeting for the resolution.

Resolution: The meeting unanimously approved the appropriation of profit and dividend payment by the following votes:

Vote	Number of Votes (1 vote = 1 share)	% of the number of the total votes attending the meeting
1. For	148,884,890	100
2. Against	-	-
3. Abstained	-	-

Agenda 5 To consider the re-election of the directors who are retired by rotation

The Chairman informed the meeting that though the Company had not yet formed up Nominating Committee, the Board of Directors had considered and screen persons with proper qualifications based on knowledge, ability, experience and good working background. As for the 2015 Annual General Meeting of Shareholders, there were 4 directors who had to retire by rotation, namely:

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

The Boards of Directors had considered and been of the opinion that the 4 retired directors were suitably qualified and had performed their duties with honesty and prudence, and regarding benefits to the Company's business operation. The Board of Directors therefore deemed it appropriate to propose the 2015 Annual General Meeting of Shareholders to consider the retired directors.

To comply with Good Corporate Governance Principles, the mentioned directors were invited to leave the meeting room. The Chairman asked Mr. Kazuo Sato, President to conduct the meeting on her behalf.

Mr. Kazuo Sato – President (Chairman of the Meeting in Agenda 5.1 -5.4)

The President asked the meeting to consider the re-election of the directors who are retired by rotation individually.

Agenda 5.1 To consider the re-election of Mrs. Pimjai Leeissaranukul

The meeting was asked to consider the re-election of Mrs. Pimjai Leeissaranukul.

The president opened for questions.

A Minor Shareholder

Requested to collect ballots of Agenda 5.1 – 5.4 at once in order to save time.

Mr. Sakkarin Choosaktrakool - A shareholder attending in person

1. The title "Chairman" should not be stated as it is an agenda for a director's election. The Board of Directors also appoints the Chairman, not the shareholders.
2. Disagreed with collecting all the ballots at once. The Company should collect the ballots for an individual director. While the ballots are collected, the next director's election should begin.

Ms. Sawita Peetawan- Legal Consultant

1. The authority to appoint the Chairman belongs to the Board of Directors. Shareholders' votes are more powerful than the Board of Directors' and will enable the Chairman to perform her duty after her re-election immediately. The aforesaid process is also lawful.
2. To comply with Good Corporate Governance, the Company should collect the ballots and announce the resolution individually. After that, the next director's election should begin.

Resolution: The meeting considered and majorly approved the re-election of Mrs. Pimjai Leeissaranukul by the following votes:

Vote	Number of Votes (1 vote = 1 share)	% of the number of the total votes attending the meeting
1. For	148,824,890	99.96
2. Against	-	-
3. Abstained	60,000	0.04

Agenda 5.2 To consider the re-election of Mrs. Pornpip Sethiwan

As no one raised a question, the President then requested the resolution from the meeting.

Resolution: The meeting considered and unanimously approved the re-election of Mrs. Pornpip Sethiwan by the following votes:

Vote	Number of Votes (1 vote = 1 share)	% of the number of the total votes attending the meeting
1. For	148,884,890	100
2. Against	-	-
3. Abstained	-	-

Agenda 5.3 To consider the re-election of Mr. Soichi Inoue

As no one raised a question, the President then requested the resolution from the meeting.

Resolution: The meeting considered and majorly approved the re-election of Mr. Soichi Inoue by the following votes:

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

ทะเบียนเลขที่ บมจ.247 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



REGISTRATION PCL.247 RANGSIT FACTORY : 258, SOI RANGSIT-NAKORNNAYOK 49, PRACHATHIPAT, THANYABURI, PATHUMTHANI 12130, THAILAND. TEL : (66 2) 996 0890 (23 LINES) FAX : (66 2) 996 1439
WANGNOI FACTORY : 157 MOO 5, PHAHOLYOTHIN RD., LAMSAI, WANGNOI, AYUTTHAYA 13170, THAILAND. TEL : (66 2) 996 1471 (5 LINES) FAX : (66 2) 996 1574

Vote	Number of Votes (1 vote = 1 share)	% of the number of the total votes attending the meeting
1. For	148,415,690	99.68
2. Against	469,200	0.32
3. Abstained	-	-

Agenda 5.4 To consider the re-election of Mr. Masayuki Inoue

As no one raised a question, the President then requested the resolution from the meeting.

Resolution: The meeting considered and majorly approved the re-election of Mr. Masayuki Inoue by the following votes:

Vote	Number of Votes (1 vote = 1 share)	% of the number of the total votes attending the meeting
1. For	148,415,690	99.68
2. Against	469,200	0.32
3. Abstained	-	-

Mr. Kazuo Sato – President

When finished voting for this agenda, the President asked the Chairman to continue meeting conductivity.

Agenda 6 To consider and approve the directors' remuneration for the year 2015

The Chairman proposed the meeting to approve the directors' remuneration for the year 2015 as the same rate as the previous year, within the amount of 3 million Baht. The remuneration for each director included 120,000 Baht for non-executive director, 80,000 Baht for executive director, 300,000 Baht for Chairman of Audit Committee and 220,000 Baht for Audit Committee, and transportation allowance was 7,000 Baht/ meeting for each director attending the meeting.

The Chairman opened for questions.

Mr. Sakkarin Choosaktrakool - A shareholder attending in person

Directors' remuneration was appropriate. However, remuneration for each executive director was too low. In the agenda of re-election of retired directors, some directors hardly attended the meeting, while some directors never presented at the meeting. Please encourage directors to attend the meeting.

Mrs. Pimjai Leeissaranukul – Chairman

The directors were determined to attend the meeting. However, political unrest, coup d'état and unstable condition resulted in meeting absence inevitably.

Resolution: The meeting considered and unanimously approved the directors' remuneration for the year 2015 by the following votes;

Vote	Number of Votes (1 vote = 1 share)	% of the number of the total votes attending the meeting
1. For	148,884,890	100
2. Against	-	-
3. Abstained	-	-

Agenda 7 To consider and to appoint the auditor and fix remuneration for the year 2015

The Chairman informed the meeting that the Company's auditor had been signed the Company's and its subsidiaries' financial statements for five consecutive one-year term. Therefore, it was deemed appropriate to propose the shareholders' meeting to appoint the Company and its subsidiaries' new auditor and fix its remuneration for the year 2015.

The Board of Directors considered the Audit Committee's opinion and deemed that it was proper to propose the shareholders' meeting to appoint:

- Ms. Napanuch Apichatsatien Certified Public Accountant Number 5266 or
- Mr. Chanchai Chaiprasit Certified Public Accountant Number 3760 or
- Mr. Pailboon Tunkoon Certified Public Accountant Number 4298

from PricewaterhouseCoopers ABAS Limited to audit and/or to express an opinion on the Company's and its subsidiaries' financial statements for the fiscal year 2015.

It was also deemed it appropriate to propose the shareholders to approve the annual and quarterly audit fee at 1.65 million Baht or increase of 1.50% and the audit fee for investment promotion certification at 64,800 Baht/ Certificate, same as last year.

The Chairman opened for questions.

Resolution: The meeting considered and unanimously approved the appointment of the Company and its subsidiaries' auditor and its remuneration for the year 2015 as proposed by the following votes;

Vote	Number of Votes (1 vote = 1 share)	% of the number of the total votes attending the meeting
1. For	148,884,890	100
2. Against	-	-
3. Abstained	-	-

Agenda 8 Other topics (if any)

As no any other issue proposed, the Chairman then allowed shareholders to ask questions.

Mr. Surakit Chamamahattana – Shareholder's Right Protection Volunteer, Thai Investors Association

Recently, Thai society is explicitly aware of anti-corruption. Thai Institute of Directors Association (IOD) conducts "Private Sector Collective Action Coalition against Corruption" for Thai Capital Market. Would the Company like to partake in the project?

Mrs. Pimjai Leeissaranukul – Chairman

Everyone should participate in exterminate corruption. The Company places emphasis on the aforesaid matter and includes it in Code of Conduct for Directors, Executives and Employees.

Mr. Paisan Vuthibunchon – A shareholder attending in person

What were the plan and progression on IED's research and development for dissimilar markets, electronic business and agricultural industry?

Mr. Takenori Nakamoto – President of Risk Management Committee

Due to automotive industrial slowdown, the Company had looked to possibilities on non-automotive markets such as infrastructure group, air conditioner group and innovative group and conducted further plan.

Mr. Paisan Vuthibunchon – A shareholder attending in person

1. What were motorcycle tire-tube's and IED's market shares or what were they ranked?
2. Did China's investment on processed rubber impact automotive tire-tube or rubber part industries?
Was China regarded as a direct competitor?

Mrs. Pimjai Leeissaranukul – Chairman

1. The Company's motorcycle tire-tube and IED were ranked in the top 5 of market shares.
2. China's investment goods were not considered as direct competitors due to its quality and brands.

As no any other issue proposed, the Chairman thanked all the shareholders for their attendance and declared the meeting adjourned.

The meeting closed at 15.35 hours


Sign 

(Mrs.Pimjai Leeissaranukul)

Chairman

Basic Information of directors who are retired by rotation and proposed to re-elect

Inoue Rubber (Thailand) Public Company Limited

Name – Surname	Assoc.Prof. Jaruporn Viyanant	
Age	71 years old	
Proposed position	Independent Director and Audit Committee	
Date of appointment	May 13, 2015	
Term of directorship	8 months	
Shareholding as of December 12, 2015	-None-	
Relation with directors	-None-	
Educational qualification	<ul style="list-style-type: none"> ➢ Master Degree in Financial Economic (1973), Middle Tennessee State University, U.S.A. ➢ Bachelor Degree in Accounting (1968), Thammasat University, Thailand 	
Training courses from Thai Institute of Directors Association (IOD)	<ul style="list-style-type: none"> ➢ Anti-Corruption Executive Program (ACEP) 5/2015 ➢ Director Certificate Program (DCP 126) ➢ Director Certificate Program Update (DCPU 1) ➢ Audit Committee (ACP) ➢ Monitoring Fraud Risk Management (MFM) ➢ Monitoring the International 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) 	
Work experiences within the past 5 years	<p>2015 - Present Independent Director, Audit Committee and Chairman of CGSR committee of Inoue Rubber (Thailand) PLC</p> <p>2014 - Present Independent Director and Audit Committee of Ocean Life Insurance Public Company Limited</p> <p>2012 - Present Independent Director and Audit Committee of VGI Global Media Public Company Limited</p> <p>2009 - Present Expert Committee of the Thai Chamber of Insurance Industry</p> <p>2012 - 2014 Consultant of Electronic Government Agency (A Public Organization)</p> <p>2011 - 2014 Committee of the Financial Institutions Policy, Bank of Thailand</p> <p>2010 - 2012 Expert Committee of the Anti-Money Laundering Office (AMLO)</p>	

Basic Information of directors who are retired by rotation and proposed to re-elect

Inoue Rubber (Thailand) Public Company Limited

Position of director/ management in other organization	<ul style="list-style-type: none"> - 1 Listed Company: <ul style="list-style-type: none"> ➢ Independent Director and Audit Committee of VGI Global Media Public Company Limited - 8 Non-Listed companies: <ul style="list-style-type: none"> ➢ Independent Director and Audit Committee of Ocean Life Insurance Public Company Limited ➢ Consultant of Electronic Government Agency (A Public Organization) ➢ Subcommittee in Follow up and assessment in Research Fund of National Broadcasting and Telecommunications Commission(NBTS) ➢ Expert Committee of the Thai Chamber of Insurance Industry ➢ Eminent Academic Person, Finance Department of Thammasat Business School ➢ Committee and Secretary of the Education Promoting Foundation Thammasat University ➢ Chairperson, Management Committee, Pridi Bhanomyong Foundation ➢ Consultant of Thammasat Association - Other companies which may cause conflict of interest -None-
Meeting attendance for 2015	<ul style="list-style-type: none"> - Annual General Meeting of Shareholders 0/1 time - The Board of Directors' Meeting 3/8 times - The Audit Committee's Meeting 2/6 times
Illegal record in the past 10 years	-None-

Basic Information of directors who are retired by rotation and proposed to re-elect

Inoue Rubber (Thailand) Public Company Limited

Name – Surname	Mr. Kazuo Sato
Age	57 years old
Proposed position	Executive Director
Date of appointment	August 9, 2013
Term of directorship	2 years
Shareholding as of December 12, 2015	-None-
Relation with directors	-None-
Educational qualification	Bachelor of Polymer Engineering, Nagoya Institute of Technology, Japan
Training courses from Thai Institute of Directors Association (IOD)	Director Accreditation Program (DAP) 108/2014
Work experiences within the past 5 years	2013 - present President of Inoue Rubber (Thailand) PLC. 2007 - 2013 General Director of Inoue Rubber (Vietnam) Co., Ltd. 2004 - 2007 General Manager of Bridgestone IRC Manufacturing Co., Ltd., Japan 2000 - 2004 General Director of Inoue Rubber (Vietnam) Co., Ltd.
Position of director/ management in other organization	- Listed company: -None- - Non-listed company: -None- - Other company which may cause conflict of interest: -None-
Meeting attendance for 2015	- Annual General Meeting of Shareholders 1/1 time - The Board of Directors' Meeting 6/6 times - The Executive Committee's Meeting 6/6 times
Illegal record in the past 10 years	-None-



Basic Information of directors who are retired by rotation and proposed to re-elect

Inoue Rubber (Thailand) Public Company Limited

Name – Surname	Mr. Apichart Leeissaranukul	
Age	52 years old	
Proposed position	Non-Executive Director	
Date of appointment	December 30, 1993	
Term of directorship	22 years	
Shareholding as of December 12, 2015	1.83%	
Relation with directors	Brother of Mrs. Pimjai Leeissaranukul, Mr. Thanong Leeissaranukul and Mrs. Pornthip Sethiwan	
Educational qualification	Master's degree in Business Administration, Oklahoma University, USA Bachelor's degree in Business Management, University of the Thai Chamber of Commerce	
Training courses from Thai Institute of Directors Association (IOD)	Director Certificate Program (DCP) 8/2001	
Work experiences within the past 5 years	2013 - Present Executive Chairman of Thai Stanley Electric PLC. 2006 - Present Director of Total Oil (Thailand) Co., Ltd. Director of PT. Indonesia Stanley Electric 2004 - Present Executive Director of Investor Club Association 2003 - Present Director of S.K. Rubber Co., Ltd. 2002 - Present Director of investor Club Association 2000 - Present Director of Vietnam Stanley Electric Co., Ltd. 1999 - Present Chairman of Lao Stanley Co., Ltd. 1997 - Present Director of Sirivit Standley 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 Standley Foundation 1992 - Present Director of Sopa-Kanok International Co., Ltd. 1991 - Present Director of Inoue Rubber (Thailand) PLC.	
Position of director/ management in other organization	- 1 Listed company: > Thai Stanley Electric PLC. - 11 Non-listed companies: > Director of Sopa-Kanok International Co., Ltd. > Director of Pacific Industry (Thailand) Co., Ltd.	

Basic Information of directors who are retired by rotation and proposed to re-elect

Inoue Rubber (Thailand) Public Company Limited

- Director of Sirivit Standley Co., Ltd.
- Director of Daido Sittipol Co., Ltd.
- Chairman of Lao Stanley Co., Ltd.
- Director of Vietnam Stanley Electric Co., Ltd.
- Director of S.K. Rubber Co., Ltd.
- Director of Total Oil (Thailand) Co., Ltd.
- Director of PT. Indonesia Stanley Electric

- Other company which may cause conflict of interest: -None-

Meeting attendance for 2015

- Annual General Meeting of Shareholders 1/1 time

- The Board of Directors' Meeting 6/8 times

Illegal record in the past 10 years

-None-

แบบหนังสือมอบฉันทะ (แบบ ก)

Proxy (Form A.)

เลขทะเบียนผู้ถือหุ้น เขียนที่

Shareholders' Registration No. 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 อินเเว รีบเบอร์ (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) รศ.ดร. เฉษฎา โลหอุจน์จิตร (กรรมการอิสระ) Assoc.Prof.Dr. Chesada Loha-unchit (Independent Director)
- (3) นายสุรงค์ บูลกุล (กรรมการอิสระ) Mr. Surong Bulakul (Independent Director)

คนหนึ่งคนเดียว เพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ปี 2559 ในวันศุกร์ที่ 29 มกราคม 2559 เวลา 14.00 นาฬิกา ณ ห้องประชุมชั้น 2 อาคารวิทยานุสรณ์ ของบริษัท อินเเว รีบเบอร์ (ประเทศไทย) จำกัด (มหาชน) เลขที่ 157 ม.5 ถ.พหลโยธิน ต.ลำไทร อ.วังน้อย จ.พระนครศรีอยุธยา 13170 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the Ordinary General Meeting of Shareholders for 2016 On Friday 29th day of January 2016, 14.00 hours at Vitya Memorial Hall 2nd Floor, Inoue Rubber (Thailand) PLC., 157 Moo 5 Phaholyothin Rd., Lamsai, Wangnoi, Ayutthaya 13170 Or at any adjournment thereof to any other date/time and venue.

กิจการใดที่ผู้รับมอบฉันทะกระทำให้ในการประชุมนั้น 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. 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.

2. 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 อีโนเว 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 vote

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) รศ.ดร. เฉษฐา โลหอุจน์จิตร (กรรมการอิสระ) Assoc.Prof.Dr. Chesada Loha-unchit (Independent Director)

(3) นายสุรงค์ บูลกุล (กรรมการอิสระ) Mr. Surong Bulakul (Independent Director)

คนหนึ่งคนใด เพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ปี 2559 ในวันศุกร์ที่ 29 มกราคม 2559 เวลา 14.00 นาฬิกา ณ ห้องประชุมชั้น 2 อาคารวิทยานุสรณ์ ของบริษัท อีโนเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน) เลขที่ 157 ม.5 ถ. พหลโยธิน ต.ลำไทร อ.วังน้อย จ.พระนครศรีอยุธยา 13170 หรือที่แจ้งเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the Ordinary General Meeting of Shareholders for 2016 On Friday 29th day of January 2016, 14.00 hours at Vitya Memorial Hall 2nd Floor, Inoue Rubber (Thailand) PLC., 157 Moo 5 Phaholyothin Rd., Lamsai, Wangnoi, Ayutthaya 13170 Or at any adjournment thereof to any other date/time and venue.

(4) 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 ครั้งที่ 1/2558 เมื่อวันที่ 29 มกราคม 2558**
To certify the Annual General meeting No.1/2015 held on January 29th, 2015
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 2**
Agenda 2
- พิจารณาทราบรายงานผลการดำเนินงานของบริษัทฯ ในรอบปี 2558**
To acknowledge the Company's operation results in 2015
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 3**
Agenda 3
- พิจารณาอนุมัติงบการเงิน ประจำปี 2558 สิ้นสุด ณ 30 กันยายน 2558**
To approve the financial statement for the year ended September 30th, 2015
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 4**
Agenda 4
- พิจารณาอนุมัติการจัดสรรกำไรและจ่ายเงินปันผล สำหรับผลการดำเนินงานในรอบปี 2558**
To approve the allocation of net profit and dividend payment for the year 2015
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 5**
Agenda 5
- พิจารณาอนุมัติแต่งตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ**
To approve the appointment of the directors in replacement of those who are due to retire by rotation
- การแต่งตั้งกรรมการทั้งชุด การแต่งตั้งกรรมการรายบุคคล
To elect each director individually To elect directors as a whole
1. นายวิชิต วุฒิสสมบัติ
Mr. Vichit Vuthisombut
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
2. รศ. จารุพร 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 2559**
To approve the remuneration for the board of directors and sub-committees for the year 2016
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7

พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2559

Agenda 7

To consider and approve the appointment of the Company's external auditors and to fix the audit fee for the year 2016

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 8

พิจารณาอนุมัติการแก้ไขวัตถุประสงค์ของบริษัทมหาชนในหนังสือรับรองบริษัท

Agenda 8

To approve the amendment of the Company's certificate

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 9

พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 9

Other topics (if any)

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

(5) 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.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้นรวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด 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
(.....)

หมายเหตุRemark

1. 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.

2. 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

3. 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 อีโนเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2559 ในวันศุกร์ที่ 29 มกราคม 2559 เวลา 14.00 นาฬิกา ณ ห้องประชุมชั้น 2 อาคารวิทยานุสรณ์ ของบริษัท อีโนเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน) เลขที่ 157 ม.5 ถ. พหลโยธิน ต.ลำไทร อ.วังน้อย จ.พระนครศรีอยุธยา 13170 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Ordinary General Meeting of the shareholders for 2016. On Friday 29th day of January 2016, 14.00 hours at Vitya Memorial Hall 2nd Floor, Inoue Rubber (Thailand) PCL. 157 Moo 5 Phaholyothin Rd., Lamsai, Wangnoi, Ayutthaya 13170 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.)

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

(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) รศ.ดร. เจษฎา โลห่ออุจฺติร (กรรมการอิสระ) Assoc.Prof.Dr. Chesada Loha-unchit (Independent Director)

(3) นายสุรงค์ บูลกุล (กรรมการอิสระ) Mr. Surong Bulakul (Independent Director)

คนหนึ่งคนใด เพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ปี 2559 ในวันศุกร์ที่ 29 มกราคม 2559 เวลา 14.00 นาฬิกา ณ ห้องประชุมชั้น 2 อาคารวิทยานุสรณ์ ของบริษัท อินเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน) เลขที่ 157 ม.5 ถ. พหลโยธิน ต.ลำไทร อ.วังน้อย จ.พระนครศรีอยุธยา 13170 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the Ordinary General Meeting of Shareholders for 2016 On Friday 29th day of January 2016, 14.00 hours at Vitya Memorial Hall 2nd Floor, Inoue Rubber (Thailand) PLC., 157 Moo 5 Phaholyothin Rd., Lamsai, Wangnoi, Ayutthaya 13170 Or at any adjournment thereof to any other date/time and venue.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี 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 ครั้งที่ 1/2558 เมื่อวันที่ 29 มกราคม 2558**
Agenda 1 To certify the Annual General meeting No.1/2015 held on January 29th, 2015

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 2 **พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทฯ ในรอบปี 2558**
Agenda 2 To acknowledge the Company's operation results in 2015

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 3 **พิจารณาอนุมัติงบการเงิน ประจำปี 2558 สิ้นสุด ณ 30 กันยายน 2558**
Agenda 3 To approve the financial statement for the year ended September 30th, 2015

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 4 **พิจารณาอนุมัติการจ่ายกำไรและจ่ายเงินปันผล สำหรับผลการดำเนินงานในรอบปี 2558**
Agenda 4 To approve the allocation of net profit and dividend payment for the year 2015

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5 **พิจารณาอนุมัติแต่งตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ**
Agenda 5 To approve the appointment of the directors in replacement of those who are due to retire by rotation

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

1. นายวิชิต วุฒิสสมบัติ

Mr. Vichit Vuthisombut

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

2. รศ. จารุพร 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 **พิจารณาอนุมัติกำหนดค่าตอบแทนกรรมการและคณะกรรมการชุดย่อย ประจำปี 2559**
Agenda 6 To approve the remuneration for the board of directors and sub-committees for the year 2016

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7

พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2559

Agenda 7

To consider and approve the appointment of the Company's external auditors and to fix the audit fee for the year 2016

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

วาระที่ 8

พิจารณาอนุมัติการแก้ไขวัตถุประสงค์ของบริษัทมหาชนในหนังสือรับรองบริษัทฯ

Agenda 8

To approve the amendment of the Company's certificate

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

วาระที่ 9

พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 9

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.

(7) ในกรณีที่ข้าพเจ้าไม่ได้รับความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้นรวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด 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

- 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.
- หลักฐานที่ต้องแนบพร้อมทั้งหนังสือมอบฉันทะ 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.
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
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.
- 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.
- ในกรณีที่มวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 2559 ในวันศุกร์ที่ 29 มกราคม 2559 เวลา 14.00 นาฬิกา ณ ห้องประชุมชั้น 2 อาคารวิทยานุสรณ์ ของบริษัท อินโนเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน) เลขที่ 157 ม.5 ถ. พหลโยธิน ต.ลำไทร อ.วังน้อย จ.พระนครศรีอยุธยา 13170 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Ordinary General Meeting of the shareholders for 2016. On Friday 29th day of January 2016, 14.00 hours at Vitya Memorial Hall 2nd Floor, Inoue Rubber (Thailand) PCL. 157 Moo 5 Phaholyothin Rd., Lamsai, Wangnoi, Ayutthaya 13170 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)/...../.....

Profiles of independent directors to act as proxies for shareholders
Inoue Rubber (Thailand) Public Company Limited

Name	Assoc.Prof.Dr. Chesada Loha-unchit		
Age	67 years old		
Position	Independent Director/ Chairman of Audit Committee		
Date of appointment	February 10, 2010		
Term of directorships	5 years		
Shareholding as of December 12, 2014	None		
Relation with directors	None		
Educational qualification	<ul style="list-style-type: none"> - Bachelor's degree in Economics, Thammasat University - Master's degree in Economics, Princeton University, USA - Doctor of Philosophy in Economics, Princeton University, USA 		
Training courses from Thai Institute of Directors Association (IOD)	<ul style="list-style-type: none"> - Director Accreditation Program (DAP) 82/2010 - Role of the Nomination and Governance Committee (RNG) 5/2013 		
Work experiences within the past 5 years	2013 - 2014	Chairman, Risk Management Sub-Committee, Social Security Office	
	2011 - Present	Advisor, Trinity Securities Co., Ltd.	
	2010 - Present	Independent Director and Chairman of Audit Committee, Inoue Rubber (Thailand) PLC.	
	2007 - 2009	Director, Financial and Economic Information Center, School of Management, Walailak University	
	2006 - 2012	Independent Director & Audit Committee Member, Asset Plus Fund Management Co., Ltd.	
	2005 - 2009	Associate Professor, School of Management, Walailak University	
	2003 - 2014	Columnist, Krungthep Turakit Business Newspaper	
	2003 - 2005	External Lecturer, Faculty of Economics, Thammasat University	
	2003	Advisor, Stock Exchange of Thailand	
Position of Director/	- Listed company	-None-	
Management in other organizations	- Non-listed company	-None-	
	- Other companies with potential conflict of interest	-None-	
Criminal record in the past 10 years	-None-		
Conflict of interest in this meeting	A director is considered a connected person in Agenda No. 6: To consider and approve the remuneration of the Company's Board of Directors		
Disqualifications	-None-		

**Profiles of independent directors to act as proxies for shareholders
Inoue Rubber (Thailand) Public Company Limited**

Name – Surname	Mr. Surong Bulakul	
Age	60 years old	
Proposed position	Independent Director and Chairman of Risk Management Committee	
Date of appointment	November 25, 2015	
Term of directorship	1 month	
Shareholding as of December 12, 2015	-None-	
Relation with directors	-None-	
Educational qualification	- Master of Engineering in Operations Research, Cornell University, New York, U.S.A. - Master of Business Administration, Cornell University, New York, U.S.A. - Bachelor of Science in Industrial Engineering and Operations Research, Syracuse University, New York, U.S.A.	
Training courses from Thai Institute of Directors Association (IOD)	Directors Certification Program (DCP 121/2009)	
Work experiences within the past 5 years	2015 - Present Acting President Global Power Synergy Public Company Limited 2014 - Present Director and Executive Director, Provincial Electricity Authority 2014 - Present Vice Chairman, The Thai Chamber of Commerce 2014 - Present Chairman, Sakari Resources Ltd. (Singapore) 2014 - Present Director Tiger Energy Trading Pte. Ltd. (Singapore) 2014 - Present Director 24M Technologies, Inc. (U.S.A.) 2014 - Present Committee, Federation of Thai Capital Market Organizations (FETCO) 2014 - Present Committee, The Federation of Thai Industries 2013 - Present Chairman, Global Power Synergy Public Company Limited 2013 - Present Chairman, Thai Listed Companies Association (TLCA), The Stock Exchange of Thailand	
Position of director/ management in other organization	- 1 Listed Company: > Acting President Global Power Synergy Public Company Limited > Chairman, Global Power Synergy Public Company Limited	

**Profiles of independent directors to act as proxies for shareholders
Inoue Rubber (Thailand) Public Company Limited**

	<ul style="list-style-type: none">- 7 Non-Listed Companies:<ul style="list-style-type: none">> Director and Executive Director, Provincial Electricity Authority> Vice Chairman, The Thai Chamber of Commerce> Chairman, Sakari Resources Ltd. (Singapore)> Director Tiger Energy Trading Pte. Ltd. (Singapore)> Director 24M Technologies, Inc. (U.S.A.)> Committee, Federation of Thai Capital Market Organizations (FETCO)> Committee, The Federation of Thai Industries- Other companies which may cause conflict of interest -None-
Criminal record in the past 10 years	-None-
Conflict of interest in this meeting	A director is considered a connected person in Agenda No. 6: To consider and approve the remuneration of the Company's Board of Directors.
Disqualifications	-None-

The Company's Articles of Association relating to the Shareholder Meeting and Statement of Proxy Procedures, Attendance Registration, and Documentation Requirement

1. 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 or when the shareholders holding shares amounting to not less than one-fifth of the total number of shares sold or the shareholders numbering not less than twenty-five persons holding shares amounting to not less than one-tenth of the total number of shares sold, may submit a written request directing the Board of Directors to call an extra-ordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. The Board of Directors shall proceed to call a shareholders meeting to be held within one month of the date of receipt of such request from the said shareholders.

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.

2. Statement of Proxy Procedures

The Company has enclosed with this document forms of Proxy as outlined by the Department of Business Development as follows:

- Form A A general, simple, and uncomplicated form of Proxy
- Form B Voting is clearly and definitely specified
- Form C For foreign investors who have appointed Custodian in Thailand as their trustee

A shareholder who is unable to attend the meeting can appoint a proxy to attend and vote at the Company's Annual General Meeting for the year 2016 on his/her behalf by proceeding with the following instructions:

- (1) Use only one of the enclosed proxy forms.
 - In case a foreign shareholder appointing Custodian in Thailand to be his/her/its trustee, a proxy be used is Form C only.
 - Apart from the case as above, the shareholder can use Form A or Form B, only one form.
- (2) Grant proxy to a person as he/she wishes or assign a proxy to a nominated independent director.

The shareholder is required to place a tick adjacent to the name of the independent director

provided in the proxy form, the shareholder can grant proxy to only one independent to attend the meeting.

In this regard, a shareholder cannot split for more than one proxy in order to separate the votes and must authorize only one proxy with the equal amount of shares held by such shareholder except the foreign shareholder existing in the registered book and appointing Custodian in Thailand to his/her/its trustee following the Proxy form C only.

- (3) Return the proxy to Company Secretary Section prior to January 29, 2016 or not later than half an hour preceding the meeting for the company staff to complete the review of the proxy and attached documents prior to the time for the meeting. The Company will facilitate the duty stamp for the proxy attending the meeting.

3. Attendance Registration

Shareholders or proxies are invited to register and present documents or evidence for verification at the meeting place at 12.00 pm., on Friday 29th January 2016.

4. Documentation requirement for meeting attendance

Attendees are required to present the following documents (as the case may be) before attending the meeting:

4.1 Natural persons

4.1.1 In case a shareholder attends the meeting in person

Valid documents issued by government authorities, e.g., citizen identification card/ civil servant identification card/ driver's license/or passport.

4.1.2 In case a shareholder assigns his/her proxy to attend the meeting

- Proxy form A or B, which is completely and duly filled in a jointly signed by the grantor and the proxy.
- The shareholder's copies of documents specified in Clause 4.1.1, certified true and correct by the shareholder.
- The proxy's copies of documents specified in Clause 4.1.1, certified true and correct by the proxy.

4.2 Juristic persons

4.2.1 In case a juristic shareholder's duly authorized attorney attends the meeting in person

- The duly authorized attorney's documents issued by government authorities as applied to the case of natural person in Clause 4.1.1.
- The juristic shareholder's Certificate of Incorporation certified a true and correct copy by the duly authorized attorney, with the wording authorizing the attendee to act on behalf of the juristic shareholder.

4.2.2 In case a juristic shareholder assigns its proxy to attend the meeting

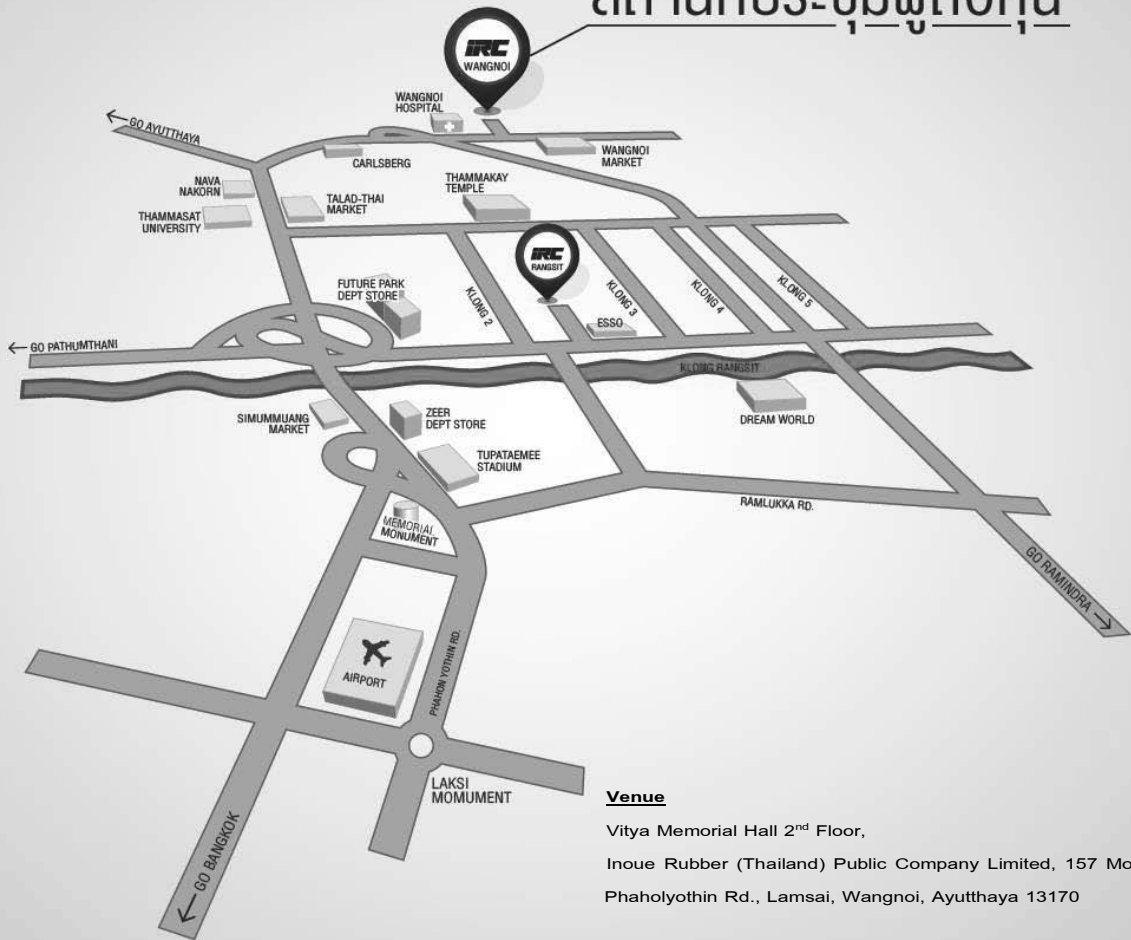
- Proxy form A or B as attached to the notice of the meeting completely and duly filled in and jointly signed by the grantor and the proxy.
- The juristic shareholder's Certificate of Incorporation certified a true and correct copy by the duly authorized attorney, with the wording authorizing the attendee to act on behalf of the juristic shareholder.

- A copy of identity proof document governmentally issued as 4.1.1 to the juristic representative who signs the proxy letter, with his/her signature certifying true copy.
- A copy of governmentally issued as 4.1.1 identity proof document of the proxy, with his/her signature certifying true copy.

4.2.3 Foreign nationals or juristic persons established under foreign laws

- The same documents as those required in 4.1 and 4.2
- In case granting to Custodian for signature in the proxy (Proxy form C only), the additional documents required are as follows:
 - (1) Letter of Attorney from shareholder that empowered custodian to sign in Proxy form.
 - (2) Confirmation letter than authorized person is granted to operate the custodian business.

สถานที่ประชุมผู้ถือหุ้น

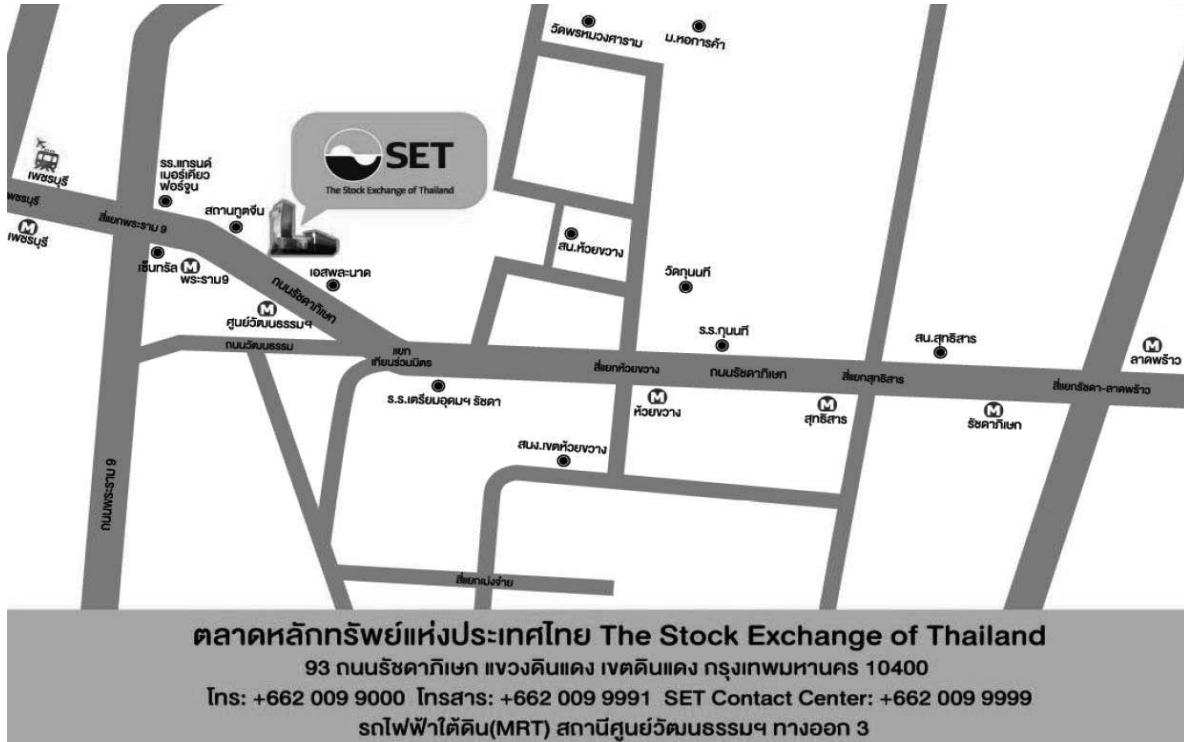


Map of Pick-up Point

The Company facilitates the shareholders who will attend the Annual General Meeting of Shareholders by preparing 2 following pick-up points with the Company's staff.

1. At car park area of the Stock Exchange of Thailand (New Building)

(The first round will leave at 12.00 hours and the second round will leave at 12.30 hours.)

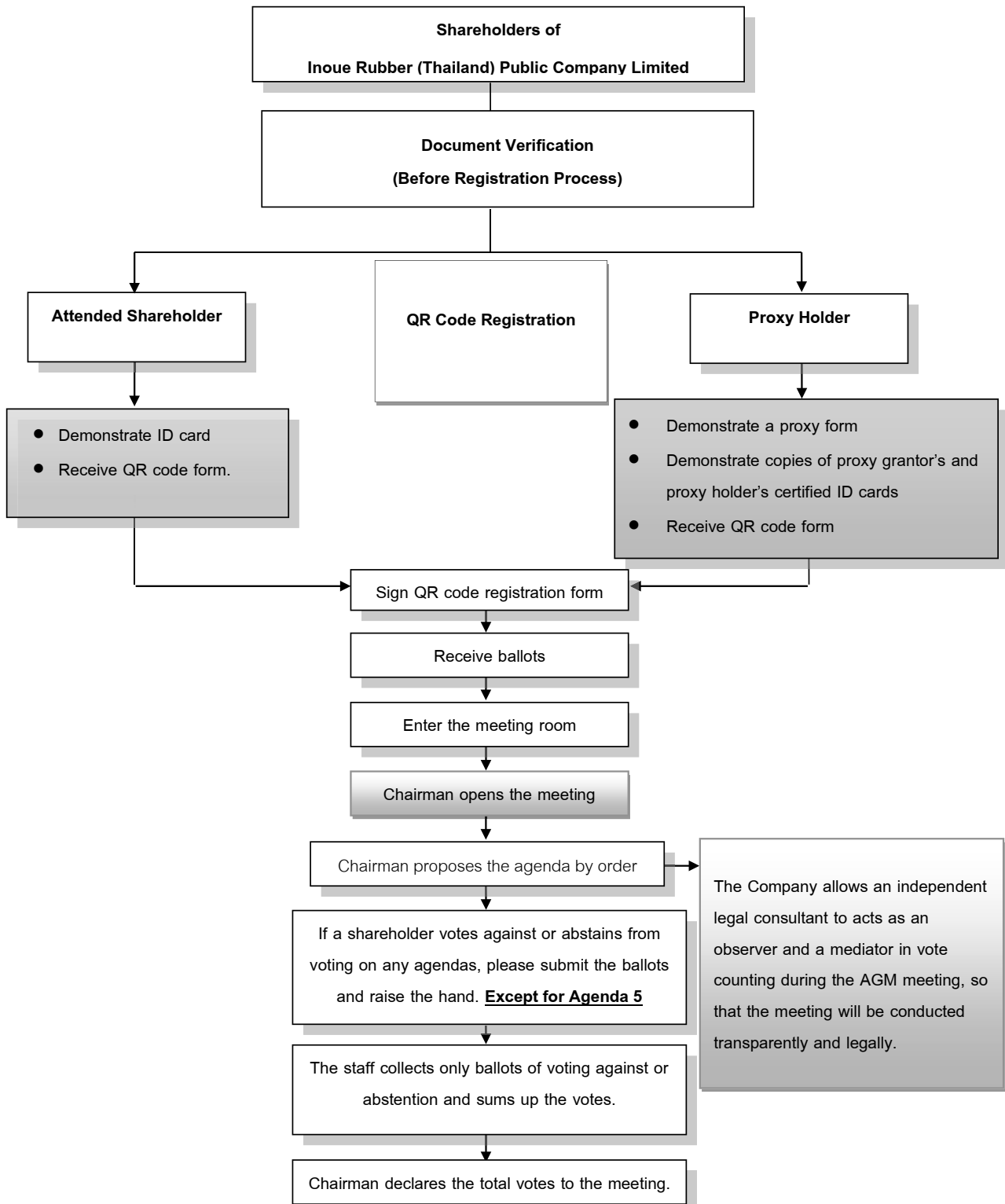


2. At car park area, the exit gate of BTS Skytrain, Mochit Station

(The first minivan will leave at 12.00 hours and the second one will leave at 12.30 hours.)



2016 Shareholders' Annual General Meeting Process
Inoue Rubber (Thailand) Public Company Limited
January 29, 2016



** Return all ballots to the staff after the meeting closes.*