



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



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Attachment 6

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:

- (1) Each shareholder shall have on vote per one share
- (2) Each shareholder may exercise up to all the votes he has under subclause (1) in favour of any one or more candidates but may not be allowed to allot his votes to any candidate in any number.
- (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.



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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 2013 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 the Investor Relations Section of the Company prior to January 29, 2013 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 13.00 pm., on Tuesday 29 January 2013.

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.



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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.