



**บริษัท ไทยรับเบอร์ลาเท็กซ์คอร์ปอเรชั่น (ประเทศไทย) จำกัด (มหาชน)**  
**THAI RUBBER LATEX CORPORATION (THAILAND) PUBLIC COMPANY LIMITED.**

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**(Translation)**

March 29, 2019

- Subject: Invitation to the Annual General Meeting of shareholders 2019
- To: Shareholders of Thai Rubber Latex Corporation (Thailand) Public Company Limited
- Enclosures: 1. Copy of the minutes of the Annual General Meeting of Shareholders No.1/2018
2. Annual Report 2018 and copy of the financial statements for the year ended 31 December 2018
3. Articles of Association pertaining to Shareholders Meeting
4. Registration Form
5. Documents or evidence required to prove the identity of the Shareholder or the Shareholder's representative in order to attend the meeting
6. List of the Independent Directors proposing to serve as proxy to attend the Shareholders' Meeting
7. Proxy (Form B)
8. Profile of Nominated Directors and Independent Directors
9. Map of the meeting venue

The Board of Directors' Meeting No.1/2019 of Thai Rubber Latex Corporation (Thailand) Public Company Limited held on February 22, 2019 has resolved to hold the Annual General Meeting of Shareholders 2019 on April 26, 2019 from 9.00 am. – 11.00 am. at Suanluang Ballroom on the 1st floor of Novotel Bangna Bangkok, No.333 Srinakarin Road, Nongbon, Pravet, Bangkok, Thailand 10250 with the agendas as follows;

**Agenda 1** Considering certifying the minutes of the Annual General Meeting of Shareholders No.1/2018 held on April 20, 2018

**Fact and Reason:** The Annual General Meeting of shareholders No.1/2018 was held on April 20, 2018 and the minutes of the meeting were submitted to the Stock Exchange of Thailand and the Ministry of Commerce according to the timing requirement of the laws and posted on the Company's website. Details of the minutes are presented in **Enclosure 1**.

**The Board's opinion:** The Board of Directors has the opinion that the Minutes of the Annual General Meeting of shareholders No.1/2018 are correct and completed. Therefore, the Board would like to propose the 2019 Annual General Meeting of shareholders to certify the minutes.

**Agenda 2** Considering certifying the Company's annual report and the board of directors' report for 2018.

**Fact and Reason:** The Company has summarized the 2018. performance statements and the report of the Board of Directors as shown in the 2018 Annual Report. Details of Annual Report are presented in Enclosure 2.

**The Board's opinion:** The Board of Directors would like to propose the shareholders meeting to certify the 2018 Annual Report and the report of the Board of Directors.

**Agenda 3** Considering approving the Company's balance sheets, profit and loss statements, and cash flow statements as at 31 December 2018

**Fact and Reason:** The Company has prepared the financial statements for the year ended 31 December 2018, which were audited by the auditor. The Audit Committee and the Board of Directors have approved for its correction and adequacy. Therefore, the Board would like to propose to the shareholders to consider and approve the financial statements. Details of the 2018 financial statements are presented in Enclosure 2.

**The Board's opinion:** The Board of Directors has the opinion to propose the shareholders meeting to consider and approve the financial statements for the year ended 31 December 2018, which were audited by the auditor.

**Agenda 4** Considering the dividend payment and allocation of net profit for legal reserves for 2018's operating results.

**Fact and Reason:** The Company has the dividend policy to pay out at a rate not less than 1/3 of the annual net profit, after accumulated loss (if any), from the separate financial statement of the Company, depending on the performance of the Company. For legal reserve, it will be appropriated at a rate not less than 5 percent of the net profit from the separate financial statement of the Company. Referring to the separate financial statements.

**The Board's opinion:** The Board of Directors has the opinion to propose the shareholders meeting to Approved dividend payment for the operations shareholders proposing to pay 0.01

baht per share in total, totaling 6.8 million Baht, because of the operating profit in 2018's performance, net profit 38.6 million Baht.

**Agenda 5** Considering appointing directors in replacement the expired ones.

**Fact and Reason:** In the Annual General Meeting of shareholders 2019, there are 3 directors, which 1/3 of total number of directors to be retired by rotation and there is no director being resigned in 2019.

Directors to be retired by rotation in 2019 are as follows;

1. Mr.Vorathep Wongsasuthikul Chairman
2. Mr.Yanyong Tawarorit Independent Director and Chairman of the Audit Committee
3. Mr.Chayut (Somkad) Sueptrakul Independent Director, Member of the Audit Committee Member of the Risk Management Committee

**The Board's opinion:** The members of the Board of Directors who do not engage in any conflict of interest with the retiring directors have the opinion that the shareholders meeting should consider and approve the re-appointment of the 3 aforementioned directors retiring by rotation to be in the position.

Therefore, the members of the Company's Board of Directors in 2019 are in total 10 members

1. Mr. Vorathep Wongsasuthikul Chairman, Chairman Executive Director and Chairman of the Remuneration Director
2. Mr. Paiboon Waraprateep Vice Chairman
3. Mr. Prachnon Temritikulchai Vice Chairman
4. Mrs. Suchada Sodthibhapkul Independent Director and Chairman of the Risk Management Committee
5. Mr. Yanyong Tawarorit Independent Director and Chairman of the Audit Committee
6. Mr. Chayut Sueptrakul Independent Director, Member of the Audit Committee and Member of the Risk Management Committee
7. Mr.Surabhon Kwunchaithunya Independent Director, Member of the Audit Committee and Member of the Remuneration Director
8. Mr. Pattarapol Wongsasuthikul Director and Chief Executive Officer

9. Mr. Prawit Waraprateep Director

10. Miss Chalongkwan Wongsasuthikul Director and Company's secretary

**Agenda 6** Considering approving the Board of Directors' remuneration for 2019.

**Fact and Reason:** The Remuneration Committee considered the remuneration, meeting allowance and pension for Directors and Sub-Committees by taking into account to be in line with the type of business, the company's growth rate, including duties and responsibilities of Directors and proposed to the Board of Directors as follows.

**The Board's opinion:** The Board of Directors has the opinion that the general shareholders meeting should consider and approve the Directors and Sub-Committees' remuneration budget for the year 2019 which is Baht 8,000,000 (Eight million Baht only). This rate is the same rate proposed in 2018.

	Board of Directors		Board of Audit Committee		Board of Remuneration Committee		Board of Risk Management		Board of Executive Committee	
	Pay monthly	Pay per meeting	Pay monthly	Pay per meeting	Pay monthly	Pay per meeting	Pay monthly	Pay per meeting	Pay monthly	Pay per meeting
Chairman	20,000	15,000	-	18,000	-	13,000	-	13,000	70,000	-
Vice Chairman/Director	20,000	10,000	-	15,000	-	10,000	-	10,000	70,000	-

There are total 10 members in the Board of Directors with the meeting frequency not exceeding 6 times per year except the Remuneration Committee's meeting not exceeding 2 times per year. The directors' remuneration budget has already included pension, whereby the General Shareholders meeting is to consider and approve the aforementioned budget as proposed by the Remuneration Committee.

**Agenda 7** Considering appointing auditor and the auditing fee for 2019.

**Fact and Reason:** In order to comply with the Public Limited Companies Act B.E.2535 Section 120, the shareholder meeting is required to appoint the Company's auditor and fix the auditing fee each year. And according to the Rules and the Regulations of the Securities and Exchange Commission (SEC) which requires the companies whose securities are listed on the Stock Exchange of Thailand (SET) must provide for the auditor rotation every five accounting years.

**The Board's opinion:** The Board of Directors has the opinion to propose the general shareholders meeting to consider and approve KPMG Phoomchai Audit Co., Ltd. by either one of the following names:

- (1) Mr. Vairoj Jindamaneevitak Certified Accounting Auditor No. 3565 and/or
- (2) Mr. Bunyarit Thanormcharoen Certified Accounting Auditor No. 7900 and/or
- (3) Mr. Yoottapong Soontalinka Certified Accounting Auditor No.10604

to be the auditor of the company Thai Rubber Latex Corporation (Thailand) Public Company Limited and the annual audit fee for the year 2019, amounting to 4,880,000 baht, an increase amount of from 2018, 50,000 baht or 1% (2018, 4,830,000 Baht). This rate is not including audit fee of Latex Systems Public Company Limited.

**Agenda 8 Considering approving the Chang of Company name and seal and revision “Clause 1: Company Name” of the Company’s Memorandum of Association**

**Fact and Reason:** In order to comply with the business restructuring plan with the entire business transfer method Therefore, it is appropriate to propose to the shareholders' meeting to approve the change of the company name. Including changing the stamp and amendments to the Memorandum of Association Clause 1 regarding the Company name as follows:

1. Company’s name

The Company’s name is changed from “Thai Rubber Latex Corporation (Thailand) Public Company Limited”,  
to “Thai Rubber Latex Group Public Company Limited”,

2. Company’s seal

The Company’s seal is repealed.

3. Clause 1 of the Company’s Memorandum of Association with regard to the Company’s name is amended as follows:

“Clause 1. The Company’s name is “Thai Rubber Latex Group Public Company Limited”,

**Board of Directors’ Opinion:** Agreed to propose to the shareholders' meeting to approve the change of the company name including changing the stamp and amendments to the Memorandum of Association Clause 1 regarding the name of the company.

**Agenda 9 Considering approving the Chang of the company’s regulations in Clauses 1, 2, 18, 26, 34, to be in accordance with the National Council for Peace and Order, 21/2017 and Clauses 59 for compliance with the change of the company name.**

**Fact and Reason:** In order to comply with changing the name of the company in Agenda 8 above, it is necessary to amend the Company's Articles of Association, Clauses 1, 2, 18, 26, 34,

to be in accordance with the National Council for Peace and Order, 21/2017 and Clauses 59. As follows

**Article 1.** These Articles of Association shall be called the Articles of Association of Thai Rubber Latex Group Public Company Limited.

**Article 2.** The term "Company" in these Articles of Association shall mean Thai Rubber Latex Group Public Company Limited.

**Article 18.** At each annual ordinary meeting, the directors shall vacate office at the rate of one third (1/3) of total directors. If number of directors is not a multiple of three, the nearest number to one third (1/3) of total directors shall vacate office.

The directors vacating office in the first and second years after corporate registration shall be decided by drawing lots, and the longest-serving directors shall vacate office in the following years.

The directors vacating office may be re-elected.

**Article 26.** The directors authorized to sign in binding the Company shall consist of two directors who jointly sign their names and act on behalf of the Company.

**Article 34.** The general shareholders' meeting shall be held at least once and shall be called "ordinary meeting", and such ordinary meeting shall be held within a period of four months from the end of the Company's accounting year.

Other shareholders' meetings shall be called "extraordinary meeting".

One or several shareholders holding shares not less than ten percent of the total number of shares sold may submit their names in a request directing the Board of Directors to convene shareholders meeting as extraordinary meeting at any time, by clearly specifying the matters and reasons for meeting convocation in such request. The Board of Directors shall proceed to convene such meeting within forty five days from the date of receiving such request from the shareholders.

In the event that the Board of Directors does not convene the meeting within the period of time as specified in the third paragraph, the shareholders who jointly submit their names or other shareholders holding shares in the number as determined may convene the meeting within forty five days from the end of the period specified in the third paragraph. In such case, the shareholders' meeting shall be deemed as convened by the Board of Directors, and the Company shall bear all necessary expenses of such meeting convocation and facilitate for convenience as appropriate.

If the number of shareholders attending shareholders' meeting convened by the shareholders under the fourth paragraph does not constitute meeting quorum as specified in the Company's Articles of Association, the shareholders under the fourth paragraph shall be jointly responsible and indemnify the Company for the expenses of such meeting convocation.

**Article 59.** The Company's seal shall be as below:

-None-

**Board of Directors' Opinion:** Should propose to the shareholders' meeting to consider and approve the amendment of the Company's Articles of Association, Clause 1, Clause 2, Article 18, Article 26, Article 34 to be in accordance with the order of the head of the National Council for Peace With changing the name of the company and related laws According to the details proposed above.

**Agenda 10** Considering approving the amendment of the authorized signatory of the Company.

**Fact and Reason:** In order to comply with the amendment of the seal under Agenda 8 and the amendment of the Company's Articles of Association, Clause 59 regarding the seal of Agenda 9, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the change of the authorized signatory directors as follows:

The signing authority of directors is amended

from

“Name and number of directors authorized to sign on behalf of the Company shall be as follows: either Mr. Vorathep Wongsasuthikul or Mr. Pattarapol Wongsasuthikul or Miss Chalengkwan Wongsasuthikul, and either Mr. Paiboon Waraprateep or Mr. Prawit Waraprateep or Mr. Prachnon Temritikulchai, totaling two persons, shall jointly sign their names and affix the Company's seal”

to

“Name and number of directors authorized to sign on behalf of the Company shall be as follows: either Mr. Vorathep Wongsasuthikul or Mr. Pattarapol Wongsasuthikul or Miss Chalengkwan Wongsasuthikul, and either Mr. Paiboon Waraprateep or Mr. Prawit Waraprateep or Mr. Prachnon Temritikulchai, totaling two persons, shall jointly sign their names”.

**Board of Directors' Opinion:** Agreed to propose to the shareholders' meeting to consider and approve the amendment of the power to sign the directors.

**Agenda 11 Consider other issues (if any).**

The Company would like to inform that the Record Date for the right to attend the Annual General Meeting of shareholders will be on March 26, 2019 (Record Date) and relevant information including the proxy forms in both Thai and English language are available at [www.thaitex.com](http://www.thaitex.com).

If you would like to authorize the proxy to attend the meeting, the Company recommends using Proxy Form B (The form clearly specifies certain items and authority to be delegated to the Proxy, see Enclosure 7). However, Proxy Form A (a general and simple Proxy Form) and Proxy Form C (The form for foreign shareholders who have custodian in Thailand only) are available on the Company's website for further use as the shareholders deem appropriate. If you would like to authorize the Company's independent directors to be the Proxy, please see Enclosure 6 for List of the independent directors proposing to serve as proxy to attend the shareholders' meeting.

Therefore, all shareholders are invited to attend the meeting on Friday, 26 April 2019 from 9.00 am.-11.00 am. at Suanluang Ballroom on the 1st floor of Novotel Bangna Bangkok, No.333 Srinakarin Road, Nongbon, Pravet, Bangkok, Thailand 10250. A shareholder or a proxy may register and submit the required documents or evidence for inspection at the meeting from 8.00 a.m. in order to facilitate the registration process at the meeting. The shareholders or their proxy are kindly requested to bring with them and present to the registration staff on the date of the meeting the registration form (Enclosure 4), together with the identification documents (see Enclosure 5).

Please be informed accordingly.

Yours sincerely,

  
(Mr. Vorathep Wongsasuthikul)

Chairman and Chairman Executive Director



(Miss Chalongkwan Wongsasuthikul)

Company Secretary

Recorded the minutes of the meeting