

## **Minutes of Extraordinary General Meeting of Shareholders No.1/2020**

**Wednesday, December 30, 2020**

The 2020 Extraordinary General Meeting of Shareholders was held under the resolution of the Board of Directors' Meeting No. 7/2020 on November 12, 2020. at Paknam - Aowthai Room, Koon Hotel 998, 10<sup>th</sup> Village, Bearing 34 Alley, Sukhumvit 107 Road, Samrong Nuea Sub-district, Mueang District, Samut Prakan Province 10270. Thailand., from 9.00 am., to consider any matters according to the agenda approved by the Shareholders' Meeting as indicated in the Invitation Letter to Attend the Meeting.

### **The Meeting commenced at 9.00 am.**

Mr.Warith Leingrach and Acting Sub Lt. Chutima Yaemampon, the speakers, welcomed all shareholders attending the meeting and introduced the directors and executives of Thai Rubber Latex Group Public Company Limited who attended this meeting as follows;

### **The Board of Directors that attended the Extraordinary General Meeting of Shareholders 2020 consists of;**

1. Mr. Vorathep	Wongsasuthikul	Chairman
2. Mr. Paiboon	Waraprateep	Vice Chairman
3. Mr. Pattarapol	Wongsasuthikul	Director and Chief Executive Officer
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. Surabhon	Kwunchaithunya	Independent Director
7. Dr. Sompop	Rangubtook	Independent Director
8. Mr. Prawit	Waraprateep	Director
9. Mr. Pasithphol	Temritikulchai	Director
10. Ms. Chalengkwan	Wongsasuthikul	Director and Company's secretary

**Administrators and related persons that attended the meeting are;**

- |                  |                 |                              |
|------------------|-----------------|------------------------------|
| 1. Mr. Vanchai   | Sriherunrusmee  | President of Operations      |
| 2. Ms. Thunyatip | Siriphongwalai  | Accounting Manager           |
| 3. Mr. Weerasak  | Sopitpraditphon | Assistant Accounting Manager |

To perform the meeting effectively and smoothly for benefits of the Company and all shareholders, the speakers clarified and informed shareholders of the meeting rules and procedures and voting methods for each agenda as follows;

1. The vote of each shareholder is equivalent to the overall share holds by the shareholder which one share is one vote.
2. The shareholder that submit the proxy letter with proxy to the independent committee of the company. The company has recorded the vote by their intent of each agenda. Then collected to cast the resolution for the next agenda so the proxy may not fill the card to cast the vote at the next meeting.
3. How to cast the vote
  - To cast the vote of each agenda. The shareholder has to examine the card to cast the vote that they received before casting their vote whether the information indicated in the card is correct or not. If not correct please contact the official. The chairman will ask at the meeting if any of the shareholders will agree or not or abstain the vote. The shareholder can mark symbol in the square. In case the shareholder may not vote at any space it shall deem that they agree at that agenda. In each agenda the chairman will request the official to keep the ballot of the shareholder that disagree or abstain the vote to examine and count the votes. For the shareholder that did not submit the ballot shall deem that the shareholder will approve according to the proposal of the chairman. After the approval of all agenda the shareholders will return the ballot each time before leaving the meeting room. And if you show more than 1 symbol in the square, it is considered a voided ballot.
4. Ballot counting
  - In each agenda the company will deduct the vote of the shareholder that did not vote and abstain to vote out from the entire share of the participant and proxy with right to cast their vote and to have the vote of the others that approve. The company will announce the result of the vote at the meeting of each agenda which the vote of

approved, disapproved, abstain and Voided will be separated in the proportion of percent of the entire vote. Thus the vote that submitted after the announcement is not valid and consider void.

5. If the shareholder or proxy would like to propose their opinion they can raise their hand to ask question and if the chairman will agree they can declare at the meeting that they are the shareholder or proxy and their names then they can raise their suggestion or question.
6. If no other will raise the opinion or other objection apart from the proposal of the chairman or board of the company. It shall deem that they agree or approve in unanimous decision.

To avoid wasting time of the shareholders in collecting the vote of each agenda. The Chairman may consider proposing the next agenda. And then report the score when completed.

In this meeting, Mr.Vorathep Wongsasuthikul, the Chairman, presided over the meeting. The Chairman declared the meeting opened and reported the attendees that there were 40 shareholders and proxies attending the meeting, representing 302,667,166 shares or 44.41% of the total paid-up shares of the Company, thereby constituting a quorum.

**Agenda 1 Considering certify the minutes of the Annual General Meeting of Shareholders No.1/2020 held on July 29, 2020**

The Chairman of the Meeting presented the Minutes of General Meeting of the Shareholders No.1/2020 held on July 29, 2020 which had been made correctly and clearly as shown in the details of Attachment 1, and asked the Meeting to consider and adopt the said Minutes.

**Resolution: The Meeting voted unanimously to certify the minutes of the Annual General Meeting of Shareholders No.1/2020 as proposed by the chairman as follows:**

Approved	302,667,967	votes, equivalent to	100.00	percent
Disapproved	-	votes, equivalent to	-	percent
Abstained	-	votes, equivalent to	-	percent
Voided	-	votes, equivalent to	-	percent

**Agenda 2 (Cancel the agenda) Considering of Approval to buy all the shares held by the shareholders of Phoenix Rubber Products Co., Ltd., a rubber glove manufacturer renting the factory and machines from Thai Rubber Latex Group PCL.**

The speakers of the Meeting informed the shareholders that Board of Directors Considered and agreed that the entering into this transaction lacks sufficient information from the auditor's due diligence. Therefore, the Board of Directors unanimously resolved to withdraw this agenda item for consideration at the shareholders' meeting. Details as announced in the news of the company on the Stock Exchange of Thailand on December 22, 2020 regarding the Cancellation of the agenda to buy all the shares held by the shareholders of Phoenix Rubber Products Company Limited, in the Extraordinary General Meeting of Shareholders No.1/2020, therefore, no vote was made.

**Agenda 2 Considering of Approval to issue common stocks to raise the fund of Worldflex PCL for the directors and employees of Worldflex PCL (ESOP), and for the directors of Thai Rubber Latex Group PCL (Management TRUBB).**

At par 1.00 baht per share lowering than market price evaluated by Optasia Capital company limited, which equals to 2.23 baht per share, for 13,400,000 shares and allocating to patrons of the Company which is the World Flex's ex-director for 800,000 shares. In total, newly issued share equals to 14,200,000 shares. Total of 14,200,000 shares is capital increase from the original registered capital of 308,000,000 baht to 322,200,000 baht at a par value of 1 baht per share in accordance with the announcement of the board of directors of the SET No. Thor Chor. 32/2551.

**This agenda will be presented to the shareholder meeting for approval.**

Number	Position	Number of people (people)	Number of shares (shares)	Ratio
1	Ex-executive (TRUBB)*	4	800,000	5.63 %
2	Director**	5	9,322,000	65.65 %
3	Management team**	22	2,550,000	17.96 %
4	Employee with working age > 5 years**	47	235,000	1.65%
5	Employee with working age > 8 years**	12	84,000	0.59%
6	Employee with working age > 10 years**	23	227,000	1.60%
7	Employee with working age > 15 years**	42	622,000	4.38%

8	Bangna office with working-age exceeding 3 years**	8	360,000	2.54%
<b>Number of shares in total</b>		<b>163</b>	<b>14,200,000</b>	<b>100%</b>

**\* the directors of TRUBB who were directors of Worldflex PCL in the past.**

**\*\* Directors and employees of WFX PCL**

The Board of Directors has the opinion to propose the shareholders meeting to issue common stocks to raise the fund of Worldflex PCL for the directors and employees of Worldflex PCL (ESOP), and for the directors of Thai Rubber Latex Group PCL (Management TRUBB).

**Resolution : The meeting unanimously agreed as approved as follows.**

Approved	303,178,625	votes, equivalent to	100.00	percent
Disapproved	-	votes, equivalent to	-	percent
Abstained	-	votes, equivalent to	-	percent
Voided	-	votes, equivalent to	-	percent

**Agenda 3 Considering of Approval to approve issuing fundraising common stocks to the directors, management and employees allocated individually more than 5% of the shares issued this time.**

Issuing fundraising common stocks to the directors, management and employees allocated individually more than 5% of the shares issued this time are as follows;

1. Mr. Chawalit Tiyadechachai Director, Executive director, Chairman of the executive directors in World Flex Public Company Limited.

- Number of allocated shares 7,022,000
- Percentage of the allocated-share 49.45

2. Mr. Nat Vongsasutthikul Director, Executive director, Managing director in World Flex Public Company Limited.

- Number of allocated shares 800,000
- Percentage of the allocated-share 5.63

The Board of Directors has the opinion to propose the shareholders meeting As chief executives of the company are well- knowledgeable people in company's business and they play important role in company's success. Moreover, they incentivize personnel to get involve in creating value-added to the company in the future.

**Resolution : The meeting unanimously agreed as approved as follows.**

**3.1 Mr. Chawalit Tiyadechachai**

Approved	303,178,625	votes, equivalent to	100.00	percent
Disapproved	-	votes, equivalent to	-	percent
Abstained	-	votes, equivalent to	-	percent
Voided	-	votes, equivalent to	-	percent

**3.2 Mr. Nat Vongsasutthikul**

Approved	303,178,625	votes, equivalent to	100.00	percent
Disapproved	-	votes, equivalent to	-	percent
Abstained	-	votes, equivalent to	-	percent
Voided	-	votes, equivalent to	-	Percent

**Agenda 4. To consider other matters**

The Chairman informed that there is no agenda to be considered and, therefore, asked the shareholders whether they would like to raise any questions.

(A shareholder (uninformed name) - Is there any relevant institution which requested to suspend or postpone this Extraordinary General Meeting of Shareholders? Is there any clause in the Company's Regulations which allow the Company's meeting to be conducted via E- Meeting?

The Chairman clarified that the Company had not been notified by any institution regarding postponement or cancellation of the meeting. In addition, there is no relevant Articles of Association of the Company on the matter.

(A shareholder (uninformed name) - Normally, the Company will hold a meeting of shareholders in a hotel with convenient location, situating on the main road, but why this meeting is being held at Koon Hotel?

The Chairman clarified that because the hotels ever used by the Company and some of the hotels near the main road were either closed or used as quarantine for COVID - infected people. Therefore, they have to use Koon Hotel instead.

(A shareholder (uninformed name) - Is there an urgent agenda in Extraordinary General Meeting of Shareholders? Can it be included in the next General Meeting of Shareholders or not?

The Chairman explained that the Financial Advisor (FA) of World Flex Public Company Limited recommended that Extraordinary General Meeting of Shareholders should be held to seek approval for the agendas.

(A shareholder (uninformed name) - Will the agendas in this meeting be included in the next minutes of meeting or not?

The Chairman explained that the agendas have to be included in the minutes of the meeting of the Extraordinary General Meeting of Shareholders for the year 2020 to be endorsed by the shareholders in the Annual General Meeting of Shareholders for the Year 2021.

(A shareholder (uninformed name) - If the agendas are being approved in this meeting, when will the matters under the agendas be completed?

The Chairman clarified that the matters are currently being handled by Financial Advisor (FA). Moreover, the Company has complied with the procedures stipulated by the Securities and Exchange Commission (SEC).

Ms. Jennate Methaweewinij (Shareholder) - When the Company decided to purchase shares of Phoenix Rubber Products Co., Ltd. and held an Extraordinary General Meeting to consider the matter, the Board of Directors said that due diligence conducted by the auditor showed that the transaction is inappropriate. Can you provide your opinions from the beginning of the decision until cancellation of the purchase of such shares?

The Chairman explained that the Company wanted to purchase shares of Phoenix Rubber Products Co., Ltd. because it has related business as its core business is latex concentrate which is the main raw material for rubber glove production. Phoenix Rubber Products Co., Ltd. is the tenant of factories and machines of Thai Rubber Latex Group Public Company Limited. Originally, the Company has 2 rubber glove manufacturing plants in Chonburi Province and Hat Yai District, Songkhla Province. In 1998, as a result of HIV/AIDS epidemic, the Company began to produce rubber gloves. However, after that, the prices of rubber gloves were unfavorable and there was no person in charge of the matter. At that time, there were many rubber glove manufacturing companies. The Company has therefore stopped production. In order to prevent depreciation of existing assets, the Company has rented out its factories and machines until present. The Board of Directors opined that the transaction will increase the business potential and increase opportunities to expand and allow the Company to cover comprehensive business sectors, as well as to improve the Company's operating

results in the future, generate higher incomes and profits and add value to raw materials by using them to produce gloves. Moreover, there is high demand for gloves in the market due to the COVID-19 pandemic. Therefore, he observed that it was a good opportunity to invest in Phoenix Rubber Products Co., Ltd. Nonetheless, they were required to conduct due diligence to verify the status of the company before the transaction and had to inform the news to the Stock Exchange of Thailand. However, the results of the due diligence carried out by BPR Audit & Advisory Co., Ltd. and HUTTER & DHIRA, legal advisor, indicated that there was insufficient information such as accounts receivable, inventory, trade payable, etc. Therefore, the Board of Directors' Meeting resolved to disapprove the acquisition of all shares of Phoenix Rubber Products Co., Ltd.

Ms. Jennate Methaweevinij (Shareholder) - What is the lease period of the factory? If there is no legal problem, will the Company has the opportunity to buy shares of Phoenix Rubber Products Co., Ltd.? and informed the Annual General Meeting of Shareholders in April 2021.

The Chairman stated that results of the due diligence showed that the land and machinery lease agreement of Phoenix Rubber Products Co., Ltd. is divided into 2 contracts. The remaining lease period of the lease agreement is 8 years. Meanwhile, the machine lease agreement will expire at the beginning of 2021. The Board of Directors, therefore, considered that they should wait for the expiration of the machine lease contract before proceeding to negotiate whether the Company should renew the contract or negotiate on payment compensation.

Female Pharmacist Suparat Wuttinarontrakul (Proxy) - The lease term of land lease agreement and the machine lease agreement are scheduled to be 8 years apart. If the negotiation failed, what is the Company's reserve plan? If the tenant does not intend to lease the machine but continue to use the land, what should the Company do?

The Chairman explained that he has prepared plan for negotiations. If the negotiation was not successful, they may adopt legal proceeding. Nonetheless, he expected that the negotiation would proceed smoothly due to mutual benefits. If legal proceeding is taken, this may cause damage to both parties.

Mr. Tara Cholpranee (Shareholder) - asked about the rental and compensation for rental refund and the tendency to renew the agreement. In case the tenant request the lessor to remove the machine from the land which is still under the lease agreement, has the Company made an assessment of the relocation costs?



The Chairman explained that the lease agreement contains a provision which prescribes that if the tenant breaches any provision alter, change or cause anything to be done on the land which incurs damages, the lessor shall be entitled to terminate the agreement without having to pay compensation. For example, the tenant digs a well or builds a dormitory on the land without the lessor's permission. Nonetheless, the Company believes that the negotiation can be reached because they can share mutual benefits.

Mr. Tara Cholpranee (Shareholder) - is there possibility that the Company will have to pay compensation to the tenant?

The Chairman admitted that the Company may have to pay compensation but the outcomes rely on negotiation process.

Mr. Tara Cholpranee (Shareholder) - Regarding the allocation of newly issued common shares of World Flex Public Company Limited to its directors and employees (ESOP), is the company going to be listed on the stock exchange? Will the newly issued shares be allocated to TRUBB?

The Chairman clarified that TRUBB shareholders will receive Pre-Emptive Rights. In this regard, Financial Advisor would determine the number of newly issued shares to be allocated to them. The calculation is expected to be completed after Q2.

Mr. Tara Cholpranee (Shareholder) – requested for information on the background of World Flex Public Company Limited and its revenues.

The Chairman said that World Flex Public Company Limited is manufacturer of rubber threads and has a registered capital of 308 million baht. The company's factory is located in Rayong Province. It is the second largest rubber thread producer in the world with sales of approximately 2 billion baht. The 100% rubber threads, which are made of latex concentrate of Thai Rubber Latex Group Public Company Limited, are common components in various products such as waistband, underwear, straps and medical mask straps. In addition, it is expected that rubber threads will have more applications in the future. The company will be able to expand the production capacity after the IPO.

Ms. Jennate Methaweewinij (Shareholder) - asked whether the largest client who purchases rubber threads for medical mask straps is CP or which business group?

The Chairman clarified that if the rubber threads are round, they are artificial rubber. The rubber threads of World Flex Public Company Limited are flat. Most of the customers are in textile sector who use the rubber threads for bra straps and waistband.

Ms. Supattra Sitthichai (Shareholder) - asked whether the rubber threads mentioned by the Chairman are similar to motorcycle tie downs? What are the different prices between artificial and natural rubber threads? Which country is the largest consumer of the product?

The Chairman agreed with the shareholder and said that rubber threads are used to make elastic cord for bungee jumping. There is no indication whether the prices of artificial rubber threads or natural rubber threads are higher. They depend on rubber prices. Major consumers of rubber threads are from China and Eastern Europe.

Ms. Jennate Methaweevinij (Shareholder) - Has the company been emphasizing on new rubber innovations or the R&D system? What is the company's approach in case its products are imitated?

The Chairman explained that the company has an R&D Department which focuses on the development of quality of its products to be superior than competitors. The rubber threads are flexible, durable, strong, tough, consistent lines, lower cost and minimal loss. The new innovations would be adopted by rubber thread purchasers for further development such as production of hair bow and ribbon.

Mr. Pramote Libratanasakul (Shareholder) - inquired about production capacity, sales and customers of World Flex Public Company Limited and whether there is any future expansion plans and capital increase plan?

The Chairman clarified that about 90% of the sales are exported to overseas. Most of the customers have moved their production bases to China. In the future, it is expected that products would also be exported to India and Bangladesh. Domestic sales are relatively small. The production capacity is about 2,500 tons. Currently, the Financial Adviser has been assessing whether it is required for the company to increase capital and he could not answer this question. In the future, the production capacity is expected to expand by 20-30%.

Mr. Tara Cholpranee (Shareholder) – As the Chairman informed that World Flex Public Company Limited has planned to expand production capacity, will the expansion be made on the existing land or a new plot of land, and whether the existing land has been fully utilized?

The Chairman explained that during the next 2 years, there is no need to buy additional land because the factory premise still has unutilized land that can accommodate the expansion and wastewater treatment pond. Nonetheless, if expansion of production capacity is more than 40%, it may be required to construct a second factory.

Ms. Jennate Methaweewinij (Shareholder) – Presently, rubber prices are very low. If the rubber prices are getting higher, will it affect the production of rubber thread?

The Chairman explained that the company would calculate the cost and the selling prices. The company's hedging strategy is to fix the prices of latex concentrate.

Mr. Samart Sae-Aung (Proxy) - inquired about the IPO price determined for the new listed company.

The Chairman answered that he does not know the price as it is being calculated by the Financial Adviser (FA).

Mr. Samart Sae-Aung (Proxy) - asked whether the company has been monitoring the rubber prices?

The Chairman clarified that the prices have been monitored regularly in the Tokyo, Singapore, Europe and China markets.

Ms. Jennate Methaweewinij (Shareholder) - asked whether there are any selling conditions for issuance of ESOP for the two directors?

The Chairman explained that certain rules are stipulated to disallow the directors from selling shares within a specified time period.

Ms. Supattra Sitthichai (Shareholder) - How many shares are allocated under ESOP?

Mr. Vanchai Sriherunrusmee clarified that there are 14,200,000 shares, with a registered capital of 308 million baht. The IPO will issue approximately 25-30% or 90 million shares. The new registered capital will consist of 322,200,000 shares.

Ms. Jennate Methaweewinij (Shareholder) - What are the causes for TRUBB to report significant accumulated loss in Q2 and whether the operating results will be improved in Q4?

The Chairman clarified that in every year, TRUBB would usually post a loss in Q2 because rubber trees would shed leaves and give lower yield. The Company will report profit operating results

in Q3. However, he could not reveal performance in Q4. The negative operating results were mainly caused by latex pillow and latex mattress business and rubber plantations.

Ms. Jennate Methaweevinij (Shareholder) - inquired about the loss business (latex pillow, latex mattress, rubber plantation), what are the company's approaches to manage the business? Who are the main customers? What is the sales volume? Please analyze whether the COVID situation affects the rubber industry and how?

The Chairman said that most of the customers of latex pillow and latex mattress are Chinese tourists. However, the number of Chinese tourists declined due to the Phuket boat capsizing accident in Phuket, trade war between China and the United States, the novel coronavirus pandemic (Covid-19). These issues have been closely monitored by the Board of Directors. It was expected that in the H2, the company would report better operating results.

Mr. Samart Sae-Aung (Proxy) – asked what are the main sources of incomes of the company? The Chairman said that the company operates comprehensive rubber business from upstream (rubber plantation) / midstream (processed latex, latex concentrate) / downstream (rubber gloves, latex pillow, latex mattress).

Female Pharmacist Suparat Wuttinarongtrakul (Proxy) – asked whether there would be any company visit?

The Chairman answered that if a company visit is to be organized, they will be informed accordingly.

Ms. Supattra Sitthichai (Shareholder) - requested additional information about the upstream business.

The Chairman explained that the company has about 10,000 Rai in Chiang Rai, Phayao, Nan, Soi Dao, Sa Kaeo and Wang Nam Yen Provinces.

Mr. Kittiyot Aphakietwong (Shareholder) - inquired what is the annual profit of World Flex Public Company Limited and dividend payout policy?

The Chairman clarified that this year, the expected profits are about 60 million baht. The company did not payout any dividend last year.

Ms. Jennate Methaweewinij (Shareholder) - In an overall, will profits from latex concentrate be sufficient to compensate for the losses in latex pillow and mattress business? It was because after World Flex Public Company Limited is listed, the company must have greater growth than TRUBB.

The Chairman explained that, in an overall, the company's business consists of upstream, midstream and downstream such as rubber gloves and rubber thread which use latex concentrate. He thought that the downstream business will be able to improve the company's performance as it adds value to the products.

Mr. Kittiyot Aphakietwong (Shareholder) – asked what are the brands of latex pillows of the company? Was there any new innovation? What were the prices? What was the inventory level of the company?

The Chairman said that the brand is Latex Systems. The price for each latex pillow and latex mattress was about 300 baht and 9,000 - 10,000 baht (wholesale price). The innovations were addition of herbs, smells and minerals in the products. Nonetheless, the products were not popular. The inventory level was low.

Ms. Uraiwan Jongpipattanasuk (Shareholder) – asked what are the useful lives of latex pillows and mattresses?

The Chairman answered that the useful lives of latex pillows and mattresses are 1-2 years and 3-5 years, respectively.

The Chairman asked the shareholders if there were any questions but none of them proposed any inquiries. The Chairman declared the meeting adjourned.

The meeting adjourns at 11.00 am.

(Mr. Vorathep Wongsasuthikul)

Chairman of the meeting

(Miss Chalengkwan Wongsasuthikul)

Secretary of the company

