



บริษัท ไทยรับเบอร์ลาเท็กซ์กรุ๊ป จำกัด (มหาชน)

THAI RUBBER LATEX GROUP PUBLIC COMPANY LIMITED

สำนักงานใหญ่ : เลขที่ 99/1-3 หมู่ที่ 13 ถนนบางนา-ตราด กม. 7 ตำบลบางแก้ว อำเภอบางพลี จังหวัดสมุทรปราการ 10540

HEAD OFFICE : NO. 99/1-3 VILLAGE NO.13, BANGNA-TRAT KM.7 ROAD, BANG KAE0 SUB-DISTRICT, BANG PHLI DISTRICT, SAMUT PRAKAN PROVINCE

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No gift

(Translation)

June 28, 2021

- Subject :** Invitation to the Extraordinary General Meeting of Shareholders No. 1/2021
- To :** Shareholders of Thai Rubber Latex Group Public Company Limited
- Enclosure :**
1. Copy of the minutes of the Annual General Meeting of Shareholders No.1/2020
 2. Capital Increase Form (F 53-4)
 3. Information Memorandum for the Issuance, Offering and Allocation of Newly Issued Ordinary Shares to the Existing Shareholders in Proportion to Their Respective Shareholding (“IM of TRUBB”)
 4. Summary of Key Features of Warrants to Purchase Ordinary Shares of the Company No. 2
 5. Information Memorandum on the listing of World Flex Public Company Limited on the Stock Exchange of Thailand
 6. Articles of Association pertaining to Shareholders Meeting
 7. Registration Form
 8. Documents or evidence required to prove the identity of the Shareholder or the Shareholder’s representative in order to attend the meeting
 9. List of the Independent Directors proposing to serve as proxy to attend the Shareholders’ Meeting
 10. Proxy (Form B)
 11. Processes and Guidelines for Attending the Extraordinary General Shareholders’ Meeting No. 1/2021 and Voting via Electronic Meeting (E-EGM) by IR PLUS AGM Application

The Board of Directors’ Meeting No. 4/2021 of Thai Rubber Latex Group Public Company Limited held on June 25, 2021 has resolved to hold the Extraordinary General Meeting of Shareholders No. 1/2021 on July 30, 2021 between 9:00 am - 12:00 pm via electronic media (E-EGM) in accordance with the rules stipulated in the laws related to electronic meetings. And broadcasting from the

Company's Meeting Room, 2nd floor, Room 2/1 99/1-3 99 No. 13 Krisdanakorn 21 Bangna-Trat Road Km.7, Bangkaeo Subdistrict, Bang Phli District, Samut Prakarn Province 10270, with the following agenda:

Agenda 1 To consider and certify the minutes of the Annual General Meeting of Shareholders No.1/2021 held on April 20, 2021

Fact and Reason : The Annual General Meeting of Shareholders No.1/2021 was held on April 20, 2021 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**.

Board of Directors' opinion : The Board of Directors has the opinion that the Minutes of the Annual General Meeting of shareholders No.1/2021 are correct and completed. Therefore, the Board would like to propose the 2021 Extraordinary General Meeting of shareholders to certify the minutes.

Voting : This agenda must be passed with a majority vote of the shareholders who attend the meeting and have the right to vote.

Agenda 2 To consider and approve the increase of the Company's registered capital by the amount of THB 340,739,842 from the original registered capital of THB 681,479,688 to THB 1,022,219,530 by issuing new ordinary shares in the amount not exceeding 340,739,842 shares with a par value of THB 1.00 per share for:

- (a) Offering to the existing shareholders in proportion to their respective shareholding (Right Offering)
- (b) Underlying shares for the exercise of the warrants to purchase ordinary shares of the Company No. 2 allocated to the existing shareholders of the Company who subscribe and paid for the newly issued ordinary shares in proportion to their respective shareholding ("TRUBB-W2")
- (c) Capital increase under a general mandate to allocate to a specific investor (Private Placement)

Fact and Reason : The Company intends increase of the Company's registered capital by the amount of THB 340,739,842 from the original registered capital of THB 681,479,688 to THB 1,022,219,530 by issuing new ordinary shares in the amount not exceeding 340,739,842 shares with a par

value of THB 1.00 per share for the reasons mentioned above. Details of the capital increase of the Company are present in the Capital Increase Form (Form F 53-4) (**Enclosure 2**).

Board of Directors' opinion : The Board of Directors considered and agreed to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the increase of the Company's registered capital by the amount of THB 340,739,842 from the original registered capital of THB 681,479,688 to THB 1,022,219,530 by issuing new ordinary shares in the amount not exceeding 340,739,842 shares with a par value of THB 1.00 per share for offering to the existing shareholders in proportion to their respective shareholding (Right Offering), for the underlying shares of the exercise of the warrants to purchase ordinary shares of the Company No. 2 allocated to the existing shareholders of the Company who subscribe and paid for the newly issued ordinary shares in proportion to their respective shareholding (“TRUBB-W2”) and for the capital increase under a general mandate to allocate to a specific investor (Private Placement), according to the above details in all respects.

The Board of Directors proposed to the shareholders' meeting to consider assigning the Board of Directors or the Chairman of the Executive Committee or a representative from the Board of Directors or the attorney from the executive committee or an authorized director or a director authorized by an authorized director to be authorized in considering and determining the conditions and details of actions related to the capital increase issuance, offering and allocation of newly issued ordinary shares to the existing shareholders in proportion to their respective shareholding (Right Offering), underlying shares for the exercise of TRUBB-W2 and capital increase under a general mandate to allocate to a specific investor (Private Placement) as well as the amendment of the wording or text in documents minutes of the shareholders' meeting, memorandum of associations and / or other requests and / or take any action to comply with the registrar's order in filing a capital increase registration of the Company with the Department of Business Development Ministry of Commerce, as well as the introduction of new ordinary shares to be listed on the Stock Exchange of Thailand (“SET”) and the submission of documents and evidence to the Office of the SEC or other related departments.

Voting : The resolution of this agenda requires not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and eligible to vote.

Agenda 3 To consider and approve the amendment of the Company's Memorandum of Association Clause 4. on the registered capital of the Company to be consistent with the increase of the registered capital of the Company

Fact and Reason: To comply with the law, the Company approve the amendment of the Company's Memorandum of Association Clause 4. on the registered capital of the Company to be consistent with the increase of the registered capital of the Company as follows:

“Clause 4	Registered Capital	1,022,219,530.00	THB	(one billion twenty-two million two hundred nineteen thousand five hundred thirty baht)
	Registered Shares	1,022,219,530	shares	(one billion twenty-two million two hundred nineteen thousand five hundred thirty share)
	Par Value	1.00	THB	(One baht)
	Divided into			
	Ordinary Shares	1,022,219,530	shares	(one billion twenty-two million two hundred nineteen thousand five hundred thirty share)
	Preferred Shares	-	shares	“(zero share)”

Board of Directors' opinion: The Board of Directors considered and agreed to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the amendment of the Company's Memorandum of Association Clause 4. to be consistent with the increase of the registered capital of the Company, according to the above details in all respects.

The Board of Directors proposed to the shareholders' meeting to consider assigning the Board of Directors or the Chairman of the Executive Committee or a representative from the Board of Directors or the attorney from the executive committee or an authorized director or a director authorized by an authorized director to be authorized in registering the amendment of the Company's Memorandum of Association at the Department of Business Development, Ministry of Commerce, as well as to be authorized to edit and add any details or take any action to comply with the registrar's orders in filing a capital increase registration of the Company.

Voting : The resolution of this agenda requires not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and eligible to vote.

Agenda 4 To consider and approve the issuance, offering and allocation of newly issued ordinary shares to the existing shareholders in proportion to their respective shareholding (Right Offering) at the allocation ratio of 5 existing ordinary shares to 1 newly issued ordinary share in the amount not exceeding 136,295,937 shares with a par value of THB 1.00 per share with an offering price of THB 2.20 per share, representing a total value of THB 299,851,061.40, whereby the fraction of shares are to be discarded.

Fact and Reason : The Company intends to issue, offer and allocate newly issued ordinary shares in the amount of 136,295,937 shares with a par value of THB 1.00 per share with an offering price of THB 2.20 per share, representing a total value of THB 299,851,061.40, offered to the existing shareholders in proportion to their respective shareholding (Right Offering) to be used as source of funds for investment in the expansion of the concentrated latex and processed latex products, investment in the production and distribution of rubber gloves and for the Company's financial flexibility in the implementation of future projects. However, if the funds received from the capital increase of the Company is lower than expected, the use of funds from the capital increase may change from the plans mentioned above.

The date for determining the list of shareholders who have been allocated the newly issued ordinary shares in proportion to their respective shareholding together with TRUBB-W2 (Record Date) is determined to be on August 9, 2021 and the date for the subscription and payment of the newly issued ordinary shares is determined to be between September 1, 2021 to September 8, 2021, from 9:00 a.m. to 3:00 p.m. on the Company's business day.

In determining the offering price of the newly issued ordinary shares to the existing shareholders of the Company in proportion to their respective shareholding (Right Offering), the Company has determined the offering price as a discount to the market price of the Company shares by 26.73 percentage of the weighted average price of the Company's shares in the SET 15 consecutive working days before the date that the Board of Directors resolved to propose the agenda of the capital increase to the shareholders' meeting for consideration on the date of June 25, 2021 (namely June 4, 2021 – June 24, 2021) which equals THB 3.00 per share (data from SETSMART of the Stock Exchange of Thailand).

The shareholders may subscribe for the newly issued ordinary shares in excess of their rights at the ratio specified above (Oversubscription) where the existing shareholders who subscribe for shares in excess of the rights will receive the allocation of shares subscribed more than their rights only if

there are shares remaining from the allocation to the existing shareholders of the Company, which has already subscribed to all rights.

In the allocation of new ordinary shares to the existing shareholders of the Company in proportion to their respective shareholding (Right Offering), in the event that there are shares remaining from the allocation to the existing shareholders of the Company according to the shareholding ratio in the first round, the Company will allocate the remaining to the shareholders who oversubscribe their rights in proportion to their shareholdings in the same price as the shares that have been allocated according to their rights, which includes the existing shareholders who oversubscribe their rights in proportion to their shareholdings who are connected persons of the Company. Details are as follow:

(a) In the event that there are shares remaining from the allocation to the existing shareholders of the Company according to the shareholding ratio in the first round, more than or equals to the shares that the existing shareholders who oversubscribe their rights in proportion to their shareholdings, the Company will allocate the remaining shares to all those who oversubscribe and pay for all such shares according to the amount of oversubscription notifications.

(b) In the event that there are shares remaining from the allocation to the existing shareholders of the Company according to the shareholding ratio in the first round, less than the shares that the existing shareholders who oversubscribe their rights in proportion to their shareholdings, the Company will allocate the remaining shares to the shareholders who oversubscribe their rights as follows:

(1) Allocate according to the proportion of existing shareholders who oversubscribe their rights in proportion to their shareholdings by taking the proportion of each of the existing shares of those who oversubscribe their rights multiplied by the number of shares remaining, resulting in the number of shares that each of the shareholders who oversubscribe will have the right to be allocated. In the event of fractions of shares, it will be discarded. In this regard, the number of shares to be allocated will not exceed the number of shares that each shareholder has subscribed and paid for the subscription.

(2) In the case that there are remaining shares after the allocation according to (b) (1), the allocation will be made to those who oversubscribe their rights and still have not received the allocation in full according to the

original shareholding ratio of those who oversubscribe their rights, by taking the proportion of each of the existing shares of those who oversubscribe their rights multiplied by the number of shares remaining, resulting in the number of shares that each of the shareholders who oversubscribe will have the right to be allocated. In the event of fractions of shares, it will be discarded. The number of shares to be allocated will not exceed the number of shares that each shareholder has subscribed and paid for the subscription. In this regard, the shares will be allocated to those who oversubscribe their rights under this method until there are no shares remaining from the allocation.

The allocation of shares to the existing shareholders of the Company that oversubscribe their rights in any case, it must not cause any shareholder (including persons under Section 258 of the Securities and Exchange Act B.E. 2535 (including amendments) of such shareholder) to hold shares of the Company in the following manner:

- (a) In the manner that crosses the tender offer point as specified in the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 regarding Rules, Conditions and Procedures for the Acquisition Securities for business takeovers (including amendments) ("Notification TorJor. 12/2554") (except that such shareholder has been exempted from making a tender offer for all securities of the business as specified in the Notification TorJor. 12/2554) or
- (b) In a manner that violates the foreign shareholding restrictions as specified in the Company's regulations.

In the event that, there are shares remaining from the allocation to the shareholders, the Company will proceed to propose the reduction of the registered capital by cutting off the shares that have not been allocated to the shareholders' meeting.

Board of Directors' opinion : The Board of Directors considered and agreed to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the issuance, offering and allocation of newly issued ordinary shares to the existing shareholders in proportion to their respective shareholding (Right Offering) at the allocation ratio of 5 existing ordinary shares to 1 newly issued ordinary share. The date for determining the list of shareholders who have been allocated the newly issued ordinary shares in proportion to their respective shareholding together with TRUBB-W2 (Record

Date) is determined to be on August 9, 2021 and the date for the subscription and payment of the newly issued ordinary shares is determined to be between September 1, 2021 to September 8, 2021, from 9:00 a.m. to 3:00 p.m. on the Company's business day. Details of the issuance, offering and allocation of newly issued ordinary shares of the Company and opinions of the Board of Directors are present in the Capital Increase Form (Form F 53-4) (**Enclosure 2**) and IM of TRUBB (**Enclosure 3**).

The Board of Directors proposed to the shareholders' meeting to consider assigning the Board of Directors or the Chairman of the Executive Committee or a representative from the Board of Directors or the attorney from the executive committee or an authorized director or a director authorized by an authorized director to be authorized in considering and determining the conditions and details of actions related to the issuance, offering and allocation of newly issued ordinary shares to the existing shareholders as well as the amendment of the wording or text in documents minutes of the shareholders' meeting, memorandum of associations and / or other requests and / or take any action to comply with the registrar's order in filing a capital increase registration of the Company with the Department of Business Development Ministry of Commerce, as well as the introduction of new ordinary shares to be listed on the SET and the submission of documents and evidence to the Office of the SEC or other related departments.

Voting : The resolution of this agenda requires not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and eligible to vote.

Agenda 5 To consider and approve the issuance and allocation of the warrants to purchase ordinary shares of the Company No. 2 allocated to the existing shareholders of the Company who subscribe and paid for the newly issued ordinary shares in proportion to their respective shareholding in the amount not exceeding 136,295,937 unit at no cost.

Fact and Reason : The Company intends to issue and allocate warrants to purchase ordinary shares of the Company No. 2 ("TRUBB-W2") allocated to the existing shareholders of the Company who subscribe and paid for the newly issued ordinary shares in proportion to their respective shareholding to be used as source of funds for investment in the expansion of the concentrated latex and processed latex products, investment in the production and distribution of rubber gloves and for the Company's financial flexibility in the implementation of future projects. However, if the funds received from the capital increase of the Company is lower than expected, the use of funds from the capital increase may change from the plans mentioned above. Therefore, the Company propose to the shareholders' meeting to consider and approve the issuance of the warrants to purchase ordinary shares of the Company No. 2 (TRUBB-W2) allocated to the existing shareholders of the Company who subscribe and paid for the

newly issued ordinary shares in the amount not exceeding 136,295,937 unit in proportion to their respective shareholding and oversubscription at no cost, with the allocation ratio of 1 newly issued ordinary shares to 1 unit of TRUBB-W2. In this regard, the exercise ratio of 1 unit of TRUBB-W2 is entitled to purchase 1 ordinary share with an exercise price of THB 6.00 per share. Details are as follow:

Allocation Ratio : 1 newly issued ordinary shares of the Company to 1 unit of TRUBB-W2
Term of Warrant : 3 years from the date of issuance and allocation of TRUBB-W2
Exercise Ratio : 1 unit of TRUBB-W2 for 1 ordinary share
Offering Price : THB 0.00 per share (at no cost)
Exercise Price : THB 6.00 per share
Exercise Period : The warrant holders will be entitled to exercise their rights under TRUBB-W2 to purchase the newly issued ordinary shares of the Company on the Company's last Business Day of every 3 months from the issuance date of TRUBB-W2 throughout the term of the warrants ("**Exercise Date**"). The first Exercise Date shall be the last Business Day of 3 months following the issuance date of TURBB-W2 and the last exercise date is the date the warrants expire 3 years from the date the warrants are issued. In the event that the Exercise Date and the last Exercise Date is not a business day, the Exercise Date and the last Exercise Date shall be moved up to the business day prior to such Exercise Date.

In the event that the Exercise Date falls on a holiday of the Company, the Exercise Date shall be moved up to the prior business day, which the last Exercise Date will coincide with the expiry date of the warrant ("**Last Exercise Date**").

Board of Directors' opinion : The Board of Directors considered and agreed to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve issuance and allocation of TRUBB-W2 in the amount not exceeding 136,295,937 unit or represented as 16.67 percent of the total number of outstanding shares of the Company as of the date of the Board of Directors Meeting No. 4/2021 on June 25, 2021, allocated to the existing shareholders of the Company who subscribe and paid for the newly issued ordinary shares at no cost at the allocation ratio of 1 newly issued ordinary shares that is subscribed and paid to 1 unit of TRUBB-W2 (fractions of shares should be discarded). The

term of the warrant is 3 years from the issuance and allocation date of TRUBB-W2, with an exercise ratio of 1 unit of TRUBB-W2 is entitled to purchase 1 ordinary share and an exercise price of THB 6.00 per share (unless in case of adjustment). Details of TRUBB-W2 are present in the IM of TRUBB (**Enclosure 3**) and Summary of Key Features of TRUBB-W2 (**Enclosure 4**).

The Board of Directors proposed to the shareholders' meeting for the consideration and approval on authorizing the Board of Directors or the Chairman of the Executive Committee or a representative from the Board of Directors or the attorney from the executive committee or an authorized director or a director authorized by an authorized director to be authorized to take any actions and amend any criteria, conditions, and other details to issuance and allocation of TRUBB-W2 in all respects as deemed appropriate and in compliance with the applicable law such as the allocation, determination of issuance and offering date of TRUBB-W2, including other necessary and appropriate action related to the issuance and offering of the TRUBB-W2 in all respects, including, without limitation to, contact, prepare or deliver documents necessary or related to the issuance and allocation of TRUBB-W2. Also, listing of the TRUBB-W2 on the Stock Exchange of Thailand, to seek approval from the relevant authorities, and to appoint and authorize other persons to be substitute attorneys-in-fact.

Voting : The resolution of this agenda requires not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and eligible to vote.

Agenda 6 To consider and approve the allocation of the newly issued ordinary shares as an underlying share for the issuance and allocation of the warrants to purchase ordinary shares of the Company No. 2 allocated to the existing shareholders of the Company who subscribe and paid for the newly issued ordinary shares in proportion to their respective shareholding.

Fact and Reason : The Company intends to issue and allocate warrants to purchase ordinary shares of the Company No. 2 ("TRUBB-W2") allocated to the existing shareholders of the Company who subscribe and paid for the newly issued ordinary shares in proportion to their respective shareholding as per details described in Agenda 4. In order to comply with the relevant law, the Company propose to the shareholders' meeting to consider and approve the allocation of the newly issued ordinary shares not exceeding 136,295,937 shares as an underlying share for the issuance of the TRUBB-W2 allocated to the existing shareholders of the Company who subscribe and paid for the newly issued ordinary shares in the amount not exceeding 136,295,937 unit in proportion to their respective shareholding and oversubscription at no cost, with the allocation ratio of 1 newly issued ordinary shares to 1 unit of TRUBB-W2. In this regard, the exercise ratio of 1 unit of TRUBB-W2 is entitled to purchase 1

ordinary share with an exercise price of THB 6.00 per share (unless the exercise price is amended). Details are as set out in Agenda 4 and as per the Summary of Key Features of Warrants to Purchase Ordinary Shares of the Company No. 2 (Enclosure 4).

Board of Directors' opinion : The Board of Directors considered and agreed to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve an allocation of newly issue ordinary shares not exceeding 136,295,937 shares as an underlying shares for TRUBB-W2, which will be issued to existing shareholders who subscribed and paid for the newly issued ordinary shares in proportion to their respective shareholding (RO), not exceeding 136,295,937 units in proportionate to their right and oversubscription at no cost, at the ratio 1 newly issue share per 1 warrant unit. In this regard, 1 warrant unit can purchase 1 newly issued ordinary shares at the exercising price at 6 Baht per share (unless the exercising price is amended) as per the details described above.

The Board of Directors proposed to the shareholders' meeting for the consideration and approval on authorizing the Board of Directors or the Chairman of the Executive Committee or a representative from the Board of Directors or the attorney from the Chairman of the executive committee or an authorized director or a director authorized by an authorized director to be authorized to take any actions and amend any criteria, conditions, and other details to issuance and allocation of shares as an underlying shares for TRUBB-W2 in all respects as deemed appropriate and in compliance with the applicable law including, without limitation to, contact, prepare or deliver documents necessary or related to the issuance and allocation of shares as an underlying shares for TRUBB-W2. Also, listing of the exercised shares on the Stock Exchange of Thailand, to seek approval from the relevant authorities, and to appoint and authorize other persons to be substitute attorneys-in-fact.

Voting : This agenda must be approved by a majority vote of the shareholders who attend the meeting and have the right to vote.

Agenda 7 To consider and approve the allocation of the newly issued ordinary shares under a general mandate in the amount not exceeding 68,147,968 shares with a par value of THB 1.00 per share, representing not more than 10% of the paid-up capital of the Company to allocate to a specific investor (Private Placement)

Fact and Reason : Since the Company is having a continuous investment and expansion plans in the future, therefore, it is appropriate to propose to increase the registered capital of the Company under a general mandate for investment flexibility of the Company in the future. By increasing the capital under a general mandate, it will benefit the Company because it will strengthen the Company's source of

funds and prepare the Company for implementations of future investment and expansion plans in a timely manner, as well as to support the recruitment of partners to invest in the Company. This will enhance the opportunity to generate income and profit for the Company, which will result in the Company being able to generate good returns for shareholders in the long run and able to maintain the debt-to-equity ratio and debt-to-EBITDA ratio of the Company to be low as well.

Board of Directors' opinion : The Board of Directors considered and agreed to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the allocation of the newly issued ordinary shares under a general mandate in the amount not exceeding 68,147,968 shares with a par value of THB 1.00 per share, representing not more than 10% of the paid-up capital of the Company to allocate to a specific investor (Private Placement). Details of the allocation of newly issued ordinary shares of the Company allocated to a specific investor under a general mandate are present in the Capital Increase Form (Form F 53-4) (**Enclosure 2**).

The newly issued ordinary shares allocate to a specific investor (Private Placement) under a general mandate shall not be offered to the connected persons according to the Capital Market Supervisory Board Notification TorJor. 21/2551 re: Rules on Connected Transactions B.E. 2551 and not a person under Section 258 (1) to (7) of the Securities and Exchange Act B.E. 2535 and the Stock Exchange of Thailand re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (including amendments), as well as having no relationship between them and no relationship with the directors, major shareholders and executives of the Company and related persons of the directors, major shareholders and executives of the Company or is another person who has a relationship with or act as a concert party with other shareholders of the Company in any way.

In addition, for the said offering of newly issued ordinary shares, the offering price to a specific investor (Private Placement) under a general mandate shall not be a low price as specified in the Notification of Capital Market Supervisory Board TorJor. 72/2558 re: Permission for Listed Companies to Offer Newly Issued Shares to Private Placement, where the offering price of newly issued shares shall not be below the average price of the Company's shares traded on the SET for the period of not less than 7 consecutive business days but not exceeding 15 consecutive business days before the date on which the offering price is determined.

However, after the offering of newly issued ordinary shares to a specific investor (Private Placement) under a general mandate, the additional paid-up capital of the Company must not exceed 10.00% of the paid-up capital as of the date on which the Board of Directors has resolved to approve the

General Mandate, and the Company shall complete the allocation of the newly issued shares within the date that the Company holds the next annual general meeting or within the date that the next annual general meeting is required to be set-up by laws, whichever is the earlier.

The Board of Directors proposed to the shareholders' meeting to consider assigning the Board of Directors or the Chairman of the Executive Committee or a representative from the Board of Directors or the attorney from the executive committee or an authorized director or a director authorized by an authorized director to be authorized in considering and determining the conditions and details of actions related to the allocation of the newly issued ordinary shares to a specific investor (Private Placement) under a general mandate as well as the amendment of the wording or text in documents minutes of the shareholders' meeting, memorandum of associations and / or other requests and / or take any action to comply with the registrar's order in filing a capital increase registration of the Company with the Department of Business Development Ministry of Commerce, as well as the introduction of new ordinary shares to be listed on the SET and the submission of documents and evidence to the Office of the SEC or other related departments.

Voting : The resolution of this agenda requires not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and eligible to vote.

Agenda 8 To consider and approve the listing of World Flex Public Company Limited, which is the subsidiary, on The Stock Exchange of Thailand

Fact and Reason : World Flex Public Company Limited (“WFX”), the Company’s subsidiary whereas the Company holds 95.59% of the registered and paid-up capital, has the listing on the Stock Exchange of Thailand with the expectation of submission of the application and filing within the 3rd Quarter of 2021.

Board of Directors' opinion : The Board of Directors has considered and deemed appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the listing plan of World Flex Public Company Limited, which is the subsidiary, on the Stock Exchange of Thailand. Details of the Information Memorandum about listing World Flex Public Company Limited on the Stock Exchange of Thailand (**Enclosure 5**)

Voting : This agenda must be approved by a majority vote of the shareholders who attend the meeting and have the right to vote.

Agenda 9 To consider and approve the allocation of newly issued ordinary shares of World Flex Public Company Limited

- 9.1 Allocate WFX's newly issued ordinary shares offered to the Company's shareholders according to the shareholding proportion (Pre-emptive Rights)
- 9.2 Allocate WFX's newly issued ordinary shares offered to directors, management and/or employees of WFX.
- 9.3 Allocate WFX's newly issued ordinary shares for Initial Public Offering (IPO).

Fact and Reason:

Since WFX has a plan of listing on the Stock Exchange of Thailand. Therefore, the allocation of newly issued ordinary shares of not exceeding 142,000,000 shares at a par value of 1.00 Baht per share is as follows:

1. Allocate WFX's newly issued ordinary shares of not exceeding 11,360,000 shares at a par value of 1.00 Baht per share offered to Thai Rubber Latex Group Public Company Limited ("TRUBB") according to the shareholding proportion in TRUBB (Pre-emptive Rights) at the same price as IPO price. If there are shares left after the allocation for TRUBB's shareholders, such shares would be allocated to the public.

2. Allocate WFX's newly issued ordinary shares of not exceeding 14,200,000 shares at a par value of 1.00 Baht per share offered to directors, management and/or employees of WFX at the same price as IPO price. If there are shares left after the allocation for TRUBB's shareholders, such shares would be allocated to the public.

3. Allocate WFX's newly issued ordinary shares of not exceeding 116,440,000 shares (including the shares left from No. 1 and No. 2) at the par value of 1.00 Baht per share for Initial Public Offering (IPO)

The plan for offering newly issued ordinary shares to the public for listing WFX on the SET is deemed as an asset disposal transaction of the listed company according to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551, Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand, Re : Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004 (The Notification Re: Acquisition and Disposition). The maximum transaction size according to the Net Profit criteria is equivalent to

28.05% based on the consolidated financial statements ended on 31 March 2021. However, the Company has an asset disposal transaction in 6-month period before the date that the Board of directors approved the listing of WFX which is the subsidiary company on the SET and allocation plan of WFX's newly issued ordinary shares. In this regard, the transaction are the disposition of ordinary shares of Latex Systems Public Company Limited which has the maximum transaction size based on total value of consideration paid or received criteria equivalent to 0.73% and the disposition of land in Rayong to WFX which has the maximum transaction size based on total value of consideration paid or received criteria equivalent to 1.48%. Combined with the transaction size at this time, the maximum transaction size based on Net Profit criteria is equivalent to 28.05%. The entering into such transactions is classified as an asset disposition transaction with the size higher than 15.00% but lower than 50.00%. As a result, the Company is required to prepare a report and disclose the information on the entering into the transaction, whereby the information must comprise at least the information required under Schedule (1) annexed to the Notification of Acquisition and Disposition of Assets. The Company is also required to prepare at least the information required under Schedule (2) as well as the invitation letter to the Company's shareholders within 21 days from the day that the Company has notified. However, the Board of Directors has taken into account good corporate governance and to provide the shareholders with complete information to participate in decision making of the listing plan of WFX on the SET, the Company has included the listing plan of World Flex Public Company Limited, the subsidiary company, on the SET and the allocation plan of newly issued ordinary shares of World Flex Public Company Limited as agenda for the Extraordinary General Meeting of Shareholders No. 1/2021.

The allocation of WFX's newly issued ordinary shares of not exceeding 14,200,000 shares at a par value of 1.00 Baht offered to directors, management and/or employees of WFX is as follows:

1. Objectives and necessity of offering securities to directors, management and/or employees of WFX

The objectives of the allocation of WFX's newly issued ordinary shares to directors, management and employees of WFX are to reward the dedication and contribution of directors, management and employees of WFX who have played important roles in driving business growth until the

present. It is also an incentive for WFX's personnel to participate in creating added value for WFX in the future, for the best benefit of WFX and shareholders.

2. Information of Securities

WFX allocates its newly-issued ordinary shares of not exceeding 14,200,000 shares for directors, management and/or employees of WFX at the same price as IPO price. If there are shares left after the allocation for directors, management and/or employees of WFX, such shares would be allocated to the public.

The offering price has not been determined yet. However, the Executive Committee or the person designated by the Executive Committee will determine the offering period after the SEC grants permission to WFX for shares offering

3. List of directors and management who will be allocated securities

List of directors and management who will be allocated shares are as follows:

Director and Management Name	Role	Number of shares allocated not exceeding (share)	Percentage of shares offered ¹
Mr. Bunyong Visatemongkolchai	Chairman / Independent Director / Audit Committee	500,000	0.35%
Mr. Banlue Chantadisai	Director / Independent Director / Audit Committee's Chairman	500,000	0.35%
Mr. Surapong Rongsirikul	Director / Independent Director / Audit Committee	500,000	0.35%
Mr. Chawalit Tiyadechachai	Chief Executive Officer	2,000,000	1.41%
Mr. Nat Vongsasuttikul	Managing Director	2,000,000	1.41%
Ms. Chalengkwan Wongsasuthikul	Director	4,000,000	2.82%
Mr. Kowit Wongsasuthikul	Director	1,000,000	0.70%
Mr. Prakit Waraprateep	Director	1,000,000	0.70%
Ms. Supreeya Sintuphan	Assistant Managing Director of Accounting and Finance	500,000	0.35%
Ms. Uthairat Chatuphatthararat	Assistant Managing Director of Executive	500,000	0.35%
Mr. Worapol Phimukphakdee	Assistant Managing Director of Support Division	500,000	0.35%
Employees of WFX		1,200,000	0.85%
Total		14,200,000	10.00%

Remark 1. Calculation of the percentage of shares issued and offered shares of 142,000,000 shares

In this allocation of shares to directors, executives and employees, there are no directors, management and employees have been allocated more than 5 percent of the total shares issued and offered

4. Effects from offering of securities

Dilution and Control Dilution

The issuing and offering of newly issued ordinary shares of totalling 142,000,000 shares to the Company's shareholders according to the shareholding proportion (Pre-emptive Right), directors, management and/or employees of WFX, and listing WFX on the SET, the Company's shareholding proportion would decrease from 95.59% to 66.35% of paid-up capital or decrease by 29.24%

The issuing and offering newly issued ordinary shares to the Company's shareholders according to the shareholding proportion (Pre-emptive Right), directors, management and/or employees of WFX, and the public would affect the Company's profit sharing and the voting rights in WFX in the future.

Price Dilution

The offering shares are WFX's ordinary shares which are expected not to affect the market price of the Company's shares. However, the reduction of the shareholding in WFX will affect the proportion of the Company's realized profit in WFX

5. Rules, conditions and procedures for selling securities

Board of Directors of WFX allocate shares to directors, management and employees of WFX by considering various appropriate criteria such as director, management and employee status, position, length service, and contributions to WFX.

6. The right of the shareholders to oppose the offer for sale of the securities to the directors or employees of WFX

According to the Notification of the Capital Market Supervisory Board No. TorJor. 32/2551, under Clause 9 Re: the resolution of the shareholders' meeting under Clause 3(1) or (2) approving the offer for sale to the directors or employees shall be passed with a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote, and that offer for sale of securities shall not be opposed by shareholders holding ten percent or more of the total number of votes of the shareholders who attend the meeting and cast their votes.

According to the Notification of the Capital Market Supervisory Board No. TorJor. 32/2551, under Clause 12(3) Re: a resolution of the shareholders' meeting approving the offer for sale of securities shall be passed for each individual director or employee. The resolution for each person shall be passed with a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote and that resolution shall not be opposed by shareholders holding five percent or more of the total number of votes of the shareholders who attend the meeting and cast their vote

Board of Directors' opinion: The Board of Directors has considered and deemed appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the allocation of newly issued ordinary shares of World Flex Public Company Limited.

Voting:

9.1 Allocate WFX's newly issued ordinary shares offered to the Company's shareholders according to the shareholding proportion (Pre-emptive Rights)

- Must be passed with a majority vote of the shareholders who attend the meeting and have the right to vote.

9.2 Allocate WFX's newly issued ordinary shares offered to directors, management and/or employees of WFX.

- Must be passed with a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote, and that offer for sale of securities shall not be opposed by shareholders holding ten percent or more of the total number of votes of the shareholders who attend the meeting and cast their votes

9.3 Allocate WFX's newly issued ordinary shares for Initial Public Offering (IPO).

- Must be passed with a majority vote of the shareholders who attend the meeting and have the right to vote.

Agenda 10 Other matter (if any)

The Company would like to inform that the Record Date for the right to attend the Extraordinary General Meeting of shareholders will be on July 9, 2021 (Record Date) and relevant

information including the proxy forms in both Thai and English language are available at 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 10**). 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 9** for List of the independent directors proposing to serve as proxy to attend the shareholders' meeting.

The shareholders would like to attend by themselves or grant proxies and cast votes via electronic media (E-AGM), please read "Processes and Guidelines for Attending the Extraordinary General Shareholders' Meeting No. 1/2021 and Voting via Electronic Meeting (E-EGM) by IR PLUS AGM Application" and Application manual as attached herewith or at the Company's website at www.thaitex.com

To prepare for attending the E-AGM, the IR Plus AGM application system will enable shareholders or proxies to do self-verification starting from July 14, 2021 at 08.00 am. until July 29, 2021 at 17.00 pm. And shareholders or proxies may log in the IR PLUS AGM application to attend the meeting since 08.00 am. On July 30, 2021 onwards

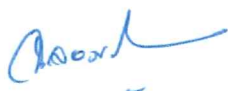
Please be informed accordingly.

Yours sincerely,



(Mr. Vorathep Wongsasuthikul)

Chairman



(Ms. Chalengkwan Wongsasuthikul)

Company Secretary

Recorded the minutes of the meeting



บริษัท ไทยรับเบอร์ลาเท็กซ์กรุ๊ป จำกัด (มหาชน)
THAI RUBBER LATEX GROUP PUBLIC COMPANY LIMITED



สำนักงานใหญ่ : เลขที่ 99/1-3 หมู่ที่ 13 ถนนบางนา-ตราด กม. 7 ตำบลบางแก้ว อำเภอบางพลี จังหวัดสมุทรปราการ 10540

HEAD OFFICE : NO. 99/1-3 VILLAGE NO.13, BANGNA-TRAT KM.7 ROAD, BANG KAE0 SUB-DISTRICT, BANG PHLI DISTRICT, SAMUT PRAKAN PROVINCE

เลขประจำตัวผู้เสียภาษี 0107536000137 TEL : +66 2033 -2310-39 FAX : +66 2033 -2337-39 <https://www.thaitex.com>, E-mail: info@thaitex.com

Minutes of Annual General Meeting of Shareholders No. 1/2021

Tuesday, April 20, 2021

The 2021 Annual General Meeting of Shareholders was held under the resolution of the Board of Directors' Meeting No. 2/2021 on February 25, 2021 at the Paknam - Aowthai Room, Koon Hotel 998, 10th 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 9.11 am.

Mr.Warith Leingrach and Ms.Kunnisa Chonrawakan, 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 Annual General Meeting of Shareholders 2021 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. Surabhon Kwunchaithunya | Independent Director |
| 6. Dr. Sompop Rangubtook | Independent Director |
| 7. Mr. Prawit Waraprateep | Director |
| 8. Mr. Pasithphol Temritikulchai | Director |
| 9. 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 |
| 4. Ms. Pichamon | Utraporn | KPMG Phoomchai Audit Ltd.'s Auditor |

5. Mr. Yoottapong

Soontalinka

KPMG Phoomchai Audit Ltd.'s Auditor

The Board of Directors that absent the Annual General Meeting of Shareholders 2021 consists of;

1. Mr. Yanyong Tawarorit

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 29 shareholders and proxies attending the meeting, representing 296,025,241 shares or 43.4386% of the total paid-up shares of the Company, thereby constituting a quorum.

Agenda 1 To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No.1/2020 held on December 30, 2020

The Chairman of the Meeting presented The Extraordinary General Meeting of Shareholders No.1/2020 was held on December 30, 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 Extraordinary General Meeting of Shareholders No.1/2020 as proposed by the chairman as follows:

Approved	296,025,342	votes, equivalent to	100.00	percent
Disapproved	-	votes, equivalent to	-	percent
Abstained	-	votes, equivalent to	-	percent
Voided	-	votes, equivalent to	-	percent

Agenda 2 To consider and certify the Board of Directors' Annual Report for 2020

The Chairman of the Meeting informed that the operating result of the Company and the Board of Directors' Report for the year 2020 had been made as shown in the details of Attachment send to shareholders.

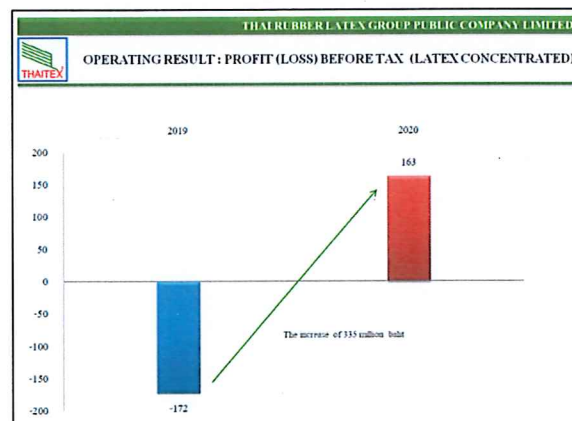
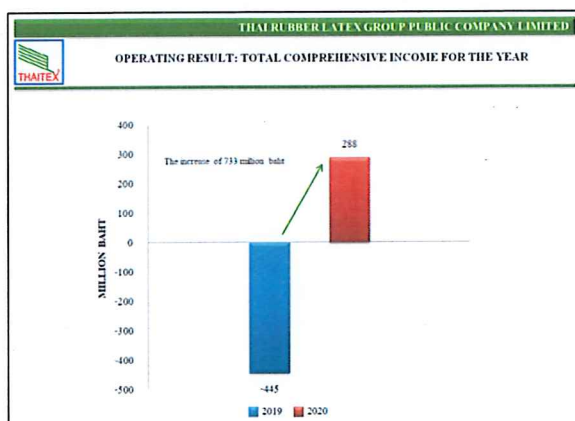
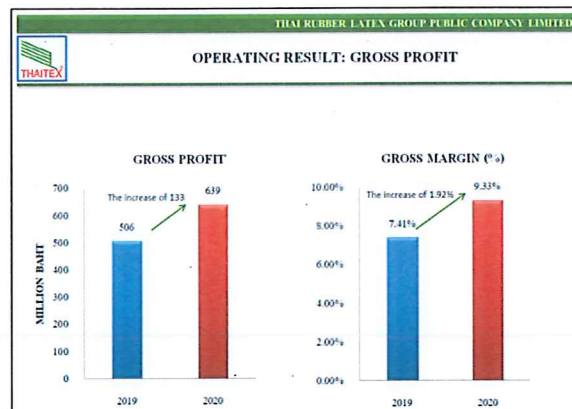
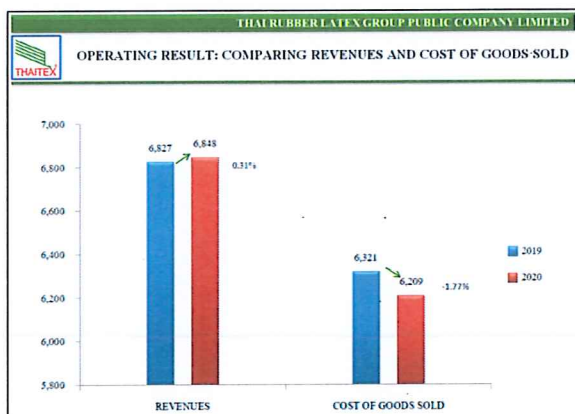
Resolution: The Meeting voted unanimously to certify the Annual Report and the Board of Directors' Report for the year 2020 as follows:

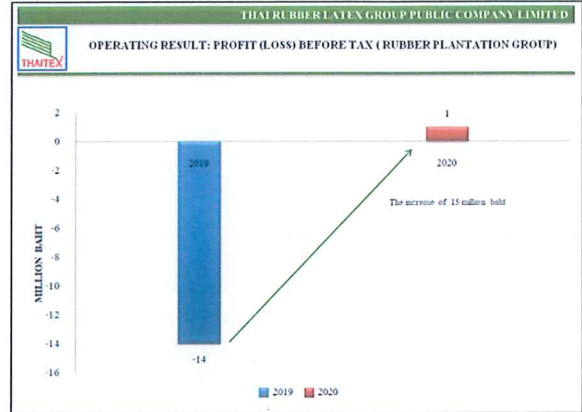
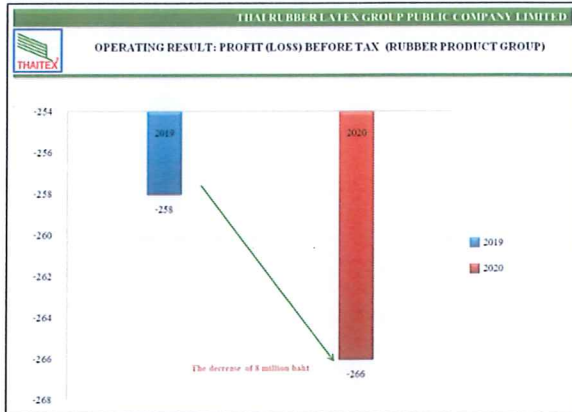
Approved	295,806,242	votes, equivalent to	99.9260	percent
Disapproved	219,100	votes, equivalent to	0.0740	percent
Abstained		votes, equivalent to	-	percent
Voided	-	votes, equivalent to	-	percent

Agenda 3 To consider and approve the Company's balance sheets, profit and loss statements, and cash flow statements as at December 31, 2020

The Chairman of the Meeting informed that the Company prepared financial statements for the year ended December 31, 2020 which were audited by the auditor had been made as shown in the details of Attachment send to shareholders.

The Chairman of the Meeting assigned Mr. Vanchai Sriherunrumsree, President of Operations, to report the annual operating results as follows;





THAI RUBBER LATEX GROUP PUBLIC COMPANY LIMITED

COMPARING OPERATING RESULT OF 2019 AND 2020

Title	2019	2020
• Profit (loss) before income tax expense	(44)	(102)
• Tax expenses	(30)	(19)
• Net income (loss)	(474)	(121)
• Net income (loss) – attributable to owners of the parent	(352)	24
• Earnings (loss) per share	(0.52)	0.04

THAI RUBBER LATEX GROUP PUBLIC COMPANY LIMITED

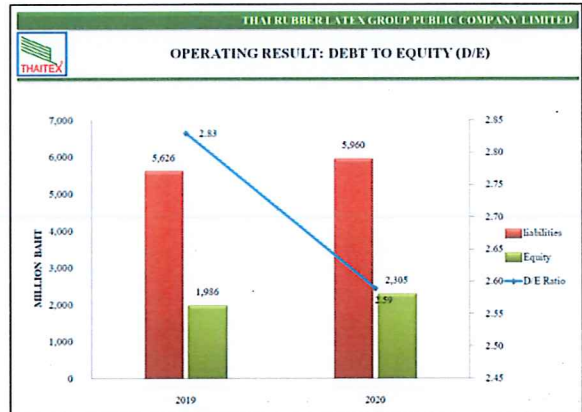
COMPARING STATEMENT OF FINANCIAL POSITION (ASSETS) OF 2019 AND 2020

Title	2019	2020	Increase (decrease)
Current assets:			
Trade and other current receivables	953	1,184	231
Inventories	1,104	1,052	(52)
Other current assets	116	169	53
Total current assets	2,201	2,405	202
Non-current assets:			
Property, plant and equipment	3,438	3,670	232
Investment properties	548	805	257
Other non-current assets	1,422	1,385	(38)
Total non-current assets	5,409	5,860	451
Total assets	7,612	8,265	653

THAI RUBBER LATEX GROUP PUBLIC COMPANY LIMITED

COMPARING STATEMENT OF FINANCIAL POSITION (LIABILITIES) OF 2019 AND 2020

Title	2019	2020	Increase (decrease)
Current liabilities:			
Bank overdrafts and short-term borrowings from financial institutions	3,698	3,882	184
Trade and other current payables	265	387	122
Current portion of long-term borrowings	239	773	534
Other current liabilities	59	109	50
Total current liabilities	4,262	5,154	890
Non-current liabilities:			
Long-term borrowings	943	303	(640)
Other non-current liability	401	515	114
Total non-current liabilities	1,344	818	(526)
Total liabilities	5,626	5,960	334
Equity	1,986	2,305	319
Total liabilities and equity	7,612	8,265	653
Book value per share	2.92	3.38	0.46



Mr.Vanchai Sriherunrusmee presented the presentation and clarified details of the operating results to shareholders as follows;

When comparing operating results in 2020 and 2019 based on the cost of sales and services, the Company's revenues increased 0.31% from 6,827 million baht to 6,848 million baht. The cost of sales and services decreased 1.77% from 6,321 million baht to 6,209 million baht. Gross profits increased from 506 million baht to 639 million baht . Accordingly, gross profit margin increased from 7.41% to 9.33%. Total comprehensive income (loss) for the year 2019 loss of 445 million baht, the year 2020 has increased asset valuation, therefore profit of 288 million baht.

When classified by business groups performance profit (loss) before tax the concentrated latex group in 2019 has a loss of 172 million baht, in 2020 the profit increased by 335 million baht due to the parent company (TRUBB) profitable rubber products group (elastic rubber thread, pillows and mattress), in 2019 reported pre-tax loss of 258 million baht, the loss increased to 266 million baht due to pillows and mattress. The elastic rubber thread products increased profits. Rubber plantation business group posted operating in 2019 loss 14 million baht, in 2020 profit 1 million baht.

The overall operating results of all business groups in 2019 indicated profit (loss) pre-tax of 444 million baht. In 2020 Profit (loss) pre-tax of 102 million baht and related tax of 19 million baht. Therefore, all business groups reported total after-tax loss of 121 million baht in 2020. In addition, the parent company (TRUBB) reported net profit of 24 million baht.

The comparison of balance sheets (assets) showed that current assets in 2020 increased from 2,203 million baht to 2,405 million baht. due to increase in major items, receivables and non-current assets which increased from 5,409 million baht in 2020 to 5,860 million baht due to increased asset valuation every 5 years.

The comparison of balance sheets (liabilities) of 2020 showed that current liabilities increased from 4,282 million baht to 5,142 million baht due to bank overdrafts, Trade payable , Current portion of long-term borrowings. The book value per share (BV / Share) in 2020 increased from 2.92 to 3.38, Debt to equity ratio (D/E) of the Company decreased from 2.83 to 2.59 due to increased equity. Average rubber price in Q1 / 2021 was 54.94 baht. The trend of concentrated latex business is good.

After the presentation, the Chairman invited the Meeting to express any opinions or questions. None of shareholders expressed any opinions, so the Meeting was asked to pass the resolution.

Resolution: The Meeting voted unanimously to approve the Company's audited financial statements which were audited by the auditor for the year ended December 31, 2020.

Approved	296,056,599	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 the dividend omission and no allocation of net profit for legal reserves for 2020's operating results

The Chairman of the Meeting informed that the Company had a policy to pay dividends based on operating results at the rate of not less than one-third of the annual net profit after deducting cumulative loss (if any) according to Separate Financial Statements. Regarding the legal reserve, the Company must allocate legal reserves of not less than 5% of net profits from the Separate Financial Statements.

In 2020, The Board of Directors has the opinion to propose the shareholders meeting to approve the dividend omission and no allocation of net profit for legal reserves for 2020's operating results, due to the group net losses 120.53 million Baht in 2020

The Chairman invited the Meeting to express any opinions or questions. None of shareholders expressed any opinions, so the Meeting was asked to pass the resolution.

Resolution: The meeting unanimously approved dividend omission and not allocating of net profit for legal reserves for 2020's operating results, as follows:

Approved	296,056,599	votes, equivalent to	100.00	percent
Disapproved	-	votes, equivalent to	-	percent
Abstained		votes, equivalent to	-	percent
Voided	-	votes, equivalent to	-	percent

Agenda 5 To consider and approve the re-election of Directors who retire by rotation

The Chairman informed the Annual General Meeting of shareholders 2021, there were 4 directors who would be expired from the term of office, representing which 1/3 of total number of directors to be retired by rotation. Directors to be retired by rotation in 2021 are as follows;

1. Mr. Paiboon Waraprateep Vice Chairman
2. Mrs. Suchada Sodthibhapkul Independent Director and Chairman of the Risk Management Committee
3. Mr. Surabhon Kwunchaithunya Independent Director
4. Mr. Pasithphol Temritikulchai Director

To comply with the principles of good corporate governance and enable the Meeting to express their opinions and vote independently, the directors who would retire by rotation waived their right to vote for this agenda. The other 4 directors were asked for permission to leave the meeting room, so that the Meeting could consider this agenda independently.

The Board of Directors' Opinion who do not engage in any conflict of interest with the retiring directors considered their qualifications, experiences and performances and deemed appropriate that the shareholders meeting should consider and approve the re-appointment of the 4 aforementioned directors retiring by rotation to be in the position. Shareholders could check their qualifications as shown in the details of the attachment and on the Company's website.

The Chairman invited the Meeting to express any opinions or questions. None of shareholders expressed any opinions, so the Meeting was asked to pass the resolution.

Resolution: The Meeting voted unanimously to approved the re-appointment of the 4 aforementioned directors retiring by rotation to be in the position for another term, as follows:

5.1 Mr. Paiboon Waraprateep

Approved	285,544,448	votes, equivalent to	99.9233	percent
Disapproved	219,100	votes, equivalent to	0.0767	percent
Abstained	10,293,051	votes, equivalent to	-	percent
Voided	-	votes, equivalent to	-	percent

* Excluding selection votes of Mr. Paiboon Waraprateep 10,293,051 shares

5.2 Mrs. Suchada Sodthibhapkul

Approved	295,835,499	votes, equivalent to	99.9253	percent
Disapproved	221,100	votes, equivalent to	0.0747	percent
Abstained	-	votes, equivalent to	-	percent
Voided	-	votes, equivalent to	-	percent

5.3 Mr. Surabhon Kwunchaithunya

Approved	295,837,499	votes, equivalent to	99.9260	percent
Disapproved	219,100	votes, equivalent to	0.0740	percent
Abstained	-	votes, equivalent to	-	percent
Voided	-	votes, equivalent to	-	percent

5.4 Mr. Pasithphol Temritikulchai

Approved	295,837,499	votes, equivalent to	99.9260	percent
Disapproved	219,100	votes, equivalent to	0.0740	percent
Abstained	-	votes, equivalent to	-	percent
Voided	-	votes, equivalent to	-	percent

Therefore, the members of the Company's Board of Directors in 2021 to total 10 members

Agenda 6 To consider the Board of Directors' remuneration for the year 2021

The Chairman of the Meeting informed that 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 shown in the details of attachment.

The Board of Directors considered and unanimously agreed to propose to the Annual General Meeting of Shareholders to approve the annual remuneration for directors and sub-committees for the year 2021 in an amount 8,000,000 Baht (Eight Million Baht). This rate is the same rate proposed in 2020.

The Chairman invited the Meeting to express any opinions or questions. None of shareholders expressed any opinions, so the Meeting was asked to pass the resolution.

Resolution : The meeting resolved unanimously to approve the annual remuneration for directors and sub-committees for the year 2021 in an amount 8,000,000 Baht (Eight Million Baht). This rate is the same rate proposed in 2020. There are total 10 members in the Board of Directors 2021 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. The meeting resolved to approve the annual remuneration for directors and sub-committees for the year 2021 as follows;

Approved	199,265,272	votes, equivalent to	67.305	percent
Disapproved	-	votes, equivalent to	-	percent
Abstained	96,791,327	votes, equivalent to	32.6935	percent
Voided	-	votes, equivalent to	-	percent

* Excluding selection votes of

1. Mr. Vorathep	Wongsasuthikul	47,002,257	shares
2. Mr. Paiboon	Waraprateep	10,293,051	shares
3. Mr. Pattarapol	Wongsasuthikul	2,312,168	shares

4. Mr. Prawit	Waraprateep	34,050,000	shares
5. Ms. Chalengkwan	Wongsasuthikul	3,133,851	shares

Agenda 7 To consider appoint an auditor and fix the auditing fee for the year 2021

The Chairman informed the Meeting in order to comply with Section 120 of the Public Limited Companies Act B.E. 2535, which stipulated that the Shareholders' Meeting shall perform the appointment and determine the remuneration of the auditors of the company every year, and the requirements of the Securities and Exchange Commission (SEC), requiring all issuing companies listed on the stock exchange to provide the auditor rotation in every 5 fiscal years. In 2021, the Board of Directors had considered and unanimously agreed to propose to the Annual General Meeting of Shareholders for the approval to appoint the KPMG Phoomchai Audit Ltd. namely;

- | | |
|--------------------------------|--|
| 1. Mr. Vairoj Jindamaneepitak | 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 Thai Rubber Latex Group Public Company Limited and the annual audit fee for the year 2021, amounting to 5,040,000 baht. The rate is not including audit fee of Latex Systems Public Company Limited decreased from the previous year by 290,000 baht (due to the revision of the audit fee of World Flex Public Company Limited, increasing the amount of 450,000 baht, totaling to 5,330,000 baht)

The Chairman invited the Meeting to express any opinions or questions. None of shareholders expressed any opinions, so the Meeting was asked to pass the resolution.

Resolution : The Meeting unanimously approved the appointment of the auditor and the auditing fee for the year 2021, as follows:

Approved	296,056,599	votes, equivalent to	100.00	percent
Disapproved	-	votes, equivalent to	-	percent
Abstained	120	votes, equivalent to	-	percent
Voided	-	votes, equivalent to	-	percent

Agenda 8 Consider other issues (if any).

The Chairman informed that no other matters to be discussed by the Company, therefore, the Chairman asked the Meeting if there are shareholders raising any issues or inquiries.

Mr. Sakda Tangsaksatit (shareholder) **question 1:** Please clarify the sources of the increased asset value.

Mr. Vanchai Sriherunrusmee clarifies that the sources of the increased asset value are lands and infrastructures appraised by the stock market appraisal company certified by the Securities and Exchange Commission who conduct an appraisal every 5 years according to the accounting principle.

Mr. Sakda Tangsaksatit (shareholder) **question 2:** There are provision of bad debt 300 Million Baht in the financial statement. Where does it derived from?

Mr. Vanchai Sriherunrusmee clarifies that it derived from Latex Systems Public Company Limited (rubber pillows and mattresses). Due to the 325 Million Baht loss, a bad debt provision was established according to the new TFRS9 accounting standard.

Mr. Sakda Tangsaksatit (shareholder) **question 3:** From the total income of 300 Million , how much was it generated from Latex Systems Public Company Limited?

Mr. Vanchai Sriherunrusmee clarifies that Latex Systems Public Company Limited had more than 200 Million Baht of sales revenue. But there was reversed receivable income after deducting the reserve which was a cost.

Mr. Sakda Tangsaksatit (shareholder) **question 4:** Why was the income of World Flex Public Company Limited increased? Is it from expanded capacity or receiving more orders?

The president clarifies that World Flex Public Company Limited produces elastic used in general products such as elastic waist pants, bras, and face masks. During the COVID-19 pandemic situation, the company was not affected in any way by the pandemic. The sales revenue in China was not reduced as the products were constantly demanded. The company developed production technology that enhanced the product quality which contributed to the increased revenue.

Mr. Kittiyot Apakiatiwong (shareholder) **question 5:** How were the rubber plantations in the Northern Region managed? What was the size of the land? Where did the workers come from?

The president clarifies that there are more than 7,000 Rai of lands in Nan Province and around 10 Rai in Phayao Province where the company implemented an environmental care system according to the standard and regulation of the authority. Most of the workers were recruited from the local communities and ethnic groups. Today organic fertilizers are being tested in Chiang Rai Province to increase the product value.

Mr. Kittiyot Apakiatiwong (shareholder) **question 6:** Does the company have a plan to grow Cannabis?

The president clarifies that there is a plan to grow Cannabis in a demonstration plot in Chiang Mai Province, starting from the end of a rubber tapping period as a part-time job of the employees that will add additional income to both the employees and the company. It is currently pending the license application and further study.

Mr. Kittiyot Apakiatiwong (shareholder) **question 7:** From meetings with many companies in the stock market, they are cooperating together in doing business. Does the company cooperate with anyone?

The president clarifies that they have coordinated with Maejo University Chiang Mai Province to provide knowledge and promote Cannabis plantations, while some companies have been contacted for the marketing.

Mr. Sakda Tangsaksatit (shareholder) **question 8:** The report indicates that many provinces are growing rubber plantations. Is the rubber tapping at its fullest capacity and enough to meet the demand?

The president clarifies that the rubber tapping capacity is running at 90% which is not enough to meet the demand, because the company only contributes 5% while the farmers contribute the rest.

Mr. Sakda Tangsaksatit (shareholder) **question 9:** How is the challenge of concentrated latex different from the challenge of block latex? Any chance to increase the concentrated rubber capacity?

The president clarifies that concentrated latex and block latex have different properties. Concentrated latex is mainly used to produce elastic threads, rubber gloves, balloons, rubber pillows and mattresses while block latex is processed rubber mainly used to produce automobile tires. The effort to increase the production capacity has already been started.

Mr. Sakda Tangsaksatit (shareholder) **question 10:** Any chance for the company to produce rubber gloves?

The president clarifies that the company already set up Thai Rubber Gloves Company Limited, a subsidiary company to produce rubber gloves. Now it is on the process of bank credit application.

Mr. Athom Paniengthong (the representative of Mr. Piemsak Paniengthong) **question 11:** Has the rubber glove company started the production? What is the monthly capacity rate? How much is the selling price per piece?

The president clarifies that the production has started, and new 2 – 3 production machines will be expanded within 3 months. The current capacity is 30 million pieces/month. The current selling price is not more than baht 2 – 3 per piece.

Mr. Sakda Tangsaksatit (shareholder) **question 12:** What is the type of rubber used in the current glove production?

The president clarifies that natural rubber is mainly used because we mainly use the materials from TRUBB.

Mr. Sakda Tangsaksatit (shareholder) **question 13:** There was no dividend payment made in 2020, can a dividend payment be expected in 2021?

The president clarifies that it depends on the performance of the company. The dividend payment would be made based on the profit gained by the company.

Mr. Sakda Tangsaksatit (shareholder) **question 14:** What is the plan for the rubber plantations in Myanmar? If it no longer exists, will the investment be returned?

The president clarifies that it has been called off. The company is selling the business in Myanmar and it is pending the process. Thus it is still unable to tell whether the investment will be returned or not due to the political situation in Myanmar.

Mr. Sakda Tangsaksatit (shareholder) **question 15:** Since the factory expansion of World Flex Public Company Limited, has the production reached the maximum capacity?


The president clarifies that the current production rate is at the maximum capacity. But the production capacity should be increased again after the IPO because new machines will be installed.


Mr. Sakda Tangsaksatit (shareholder) **question 16:** How much is the latex business expected to grow in 2021?

The president clarifies that it is expected to grow not less than 10%.

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 10.19 am.


(Mr. Vorathep Wongsasuthikul)
Chairman of the meeting


(Ms. Chalengkwan Wongsasuthikul)

Secretary of the company

(F 53-4)

Capital Increase Form
Thai Rubber Latex Group Public Company Limited
June 25, 2021

Thai Rubber Latex Group Public Company Limited (the “Company”, “TRUBB”) would like to report the resolution of the Board of Directors’ Meeting No 4/2021, which was convened on June 25, 2021 at 10:30 a.m., regarding the capital increase and allocation of newly issued ordinary shares. The details are as follows:

1. Capital Increase

The Board of Directors' meeting had resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the increase of the Company's registered capital by THB 340,739,842 from THB 681,479,688 to THB 1,022,219,530 by issuing new ordinary shares in the amount not exceeding 340,739,842 shares with a par value of THB 1.00 per share for offering to the existing shareholders in proportional to their respective shareholding (Right Offering) and to a specific investor (Private Placement) and underlying shares for the exercise of the warrants to purchase ordinary shares of the Company No. 2 allocated to the existing shareholders of the Company who subscribe and paid for the newly issued ordinary shares in proportion to their respective shareholding (“TRUBB-W2”). The capital increase is structured as followed:

Capital increase	Category of Shares	No. of Shares	Par Value (THB per share)	Total (THB)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing funds	Common Shares	272,591,874	1.00	272,591,874
	Preferred Shares	-	-	-
<input checked="" type="checkbox"/> Under a General Mandate	Common Shares	68,147,968	1.00	68,147,968
	Preferred Shares	-	-	-

In the case of the capital increase by specifying the purpose of utilizing proceeds, fill in the information in all clauses, except for 2.2

In the case of the capital increase under a general mandate, fill in the information only for Clause 2.2, Clause 3 and Clause 4.

2. Allocation of Newly Issued Ordinary Shares

2.1 Specifying the Purpose of Utilizing Funds

Allocated to	No. of shares	Ratio (Existing : New)	Sales Price (THB per unit)	Subscription and Payment Period	Remark
Right Offering	136,295,937 shares	5 : 1	THB 2.20 per shares, representing THB 299,851,061.40	Please see Remark 1/	Please see Remark 1/
Underlying share for the exercise of TRUBB-W2 allocated to the existing shareholders of the Company who subscribe and paid for the newly issued ordinary shares in proportion to their respective shareholding	136,295,937 shares	1 newly issued ordinary shares: 1 unit TRUBB-W2	at no cost	-	Please see Remark 1/
Public Offering	- -	- -	- -	- -	- -
Private Placement	- -	- -	- -	- -	- -
Total	272,591,874 shares				

Remark: 1/ The Board of Directors' meeting had resolved to approve as follow

1. Resolution approved unanimously to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the increase of the Company's registered capital by the amount of THB 340,739,842 from the original registered capital of THB 681,479,688 to THB 1,022,219,530 by issuing new ordinary shares in the amount not exceeding 340,739,842 shares with a par value of THB 1.00 per share for:
 - (a) Offering to the existing shareholders in proportion to their respective shareholding (Right Offering)
 - (b) Underlying shares for the exercise of the warrants to purchase ordinary shares of the Company No. 2 allocated to the existing shareholders of the Company who subscribe and paid for the newly issued ordinary shares in proportion to their respective shareholding
 - (c) Capital increase under a general mandate to allocate to a specific investor (Private Placement)

The Board of Directors proposed to the shareholders' meeting to consider assigning the Board of Directors or the Chairman of the Executive Committee or a representative from the Board of Directors or the attorney from the executive committee or an authorized director or a director authorized by an authorized director to be authorized in considering and determining the conditions and details of actions related to the capital increase issuance, offering and allocation of newly

issued ordinary shares to the existing shareholders in proportion to their respective shareholding (Right Offering), underlying shares for the exercise of TRUBB-W2 and capital increase under a general mandate to allocate to a specific investor (Private Placement) as well as the amendment of the wording or text in documents minutes of the shareholders' meeting, memorandum of associations and / or other requests and / or take any action to comply with the registrar's order in filing a capital increase registration of the Company with the Department of Business Development Ministry of Commerce, as well as the introduction of new ordinary shares to be listed on the Stock Exchange of Thailand (“SET”) and the submission of documents and evidence to the Office of the SEC or other related departments.

2. Resolution approved unanimously to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the amendment of the Company's Memorandum of Association Clause 4. to be consistent with the increase of the registered capital of the Company
3. Resolution approved unanimously to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the issuance, offering and allocation of newly issued ordinary shares to the existing shareholders in proportion to their respective shareholding (Right Offering) at the allocation ratio of 5 existing ordinary shares to 1 newly issued ordinary share in the amount not exceeding 136,295,937 shares with a par value of THB 1.00 per share with an offering price of THB 2.20 per share, representing a total value of THB 299,851,061.40, whereby the fraction of shares are to be discarded. Details are as follows:

The allocation of newly issued ordinary shares in the amount of 136,295,937 shares with a par value of THB 1.00 per share with an offering price of THB 2.20 per share, representing a total value of THB 299,851,061.40, offered to the existing shareholders in proportion to their respective shareholding (Right Offering) at the allocation ratio of 5 existing ordinary shares to 1 newly issued ordinary share. The date for determining the list of shareholders who have been allocated the newly issued ordinary shares in proportion to their respective shareholding together with TRUBB-W2 (Record Date) is determined to be on August 9, 2021 and the date for the subscription and payment of the newly issued ordinary shares is determined to be between September 1, 2021 to September 8, 2021, from 9:00 a.m. to 3:00 p.m. on the Company's business day.

In determining the offering price of the newly issued ordinary shares to the existing shareholders of the Company in proportion to their respective shareholding (Right Offering), the Company has determined the offering price as a discount to the market price of the Company shares by 26.73 percentage of the weighted average price of the Company's shares in the SET 15 consecutive working days before the date that the Board of Directors resolved to propose the agenda of the capital increase to the shareholders' meeting for consideration on the date of June 25, 2021 (namely June 4, 2021 – June 24, 2021) which equals THB 3.00 per share (data from SETSMART of the Stock Exchange of Thailand).

The shareholders may subscribe for the newly issued ordinary shares in excess of their rights at the ratio specified above (Oversubscription) where the existing shareholders who subscribe for shares in excess of the rights will receive the allocation of shares subscribed more than their rights only if there are shares remaining from the allocation to the existing shareholders of the Company, which has already subscribed to all rights.

In the allocation of new ordinary shares to the existing shareholders of the Company in proportion to their respective shareholding (Right Offering), in the event that there are shares remaining from the allocation to the existing shareholders of the Company according to the shareholding ratio in the first round, the Company will allocate the remaining to the shareholders who oversubscribe their rights in proportion to their shareholdings in the same price as the shares that have been allocated according to their rights, which includes the existing shareholders who oversubscribe their rights in proportion to their shareholdings who are connected persons of the Company. Details are as follow:

- (a) In the event that there are shares remaining from the allocation to the existing shareholders of the Company according to the shareholding ratio in the first round, more than or equals to the shares that the existing shareholders who oversubscribe their rights in proportion to their shareholdings, the Company will allocate the remaining shares

to all those who oversubscribe and pay for all such shares according to the amount of oversubscription notifications.

(b) In the event that there are shares remaining from the allocation to the existing shareholders of the Company according to the shareholding ratio in the first round, less than the shares that the existing shareholders who oversubscribe their rights in proportion to their shareholdings, the Company will allocate the remaining shares to the shareholders who oversubscribe their rights as follows:

(1) Allocate according to the proportion of existing shareholders who oversubscribe their rights in proportion to their shareholdings by taking the proportion of each of the existing shares of those who oversubscribe their rights multiplied by the number of shares remaining, resulting in the number of shares that each of the shareholders who oversubscribe will have the right to be allocated. In the event of fractions of shares, it will be discarded. In this regard, the number of shares to be allocated will not exceed the number of shares that each shareholder has subscribed and paid for the subscription.

(2) In the case that there are remaining shares after the allocation according to (b) (1) , the allocation will be made to those who oversubscribe their rights and still have not received the allocation in full according to the original shareholding ratio of those who oversubscribe their rights, by taking the proportion of each of the existing shares of those who oversubscribe their rights multiplied by the number of shares remaining, resulting in the number of shares that each of the shareholders who oversubscribe will have the right to be allocated. In the event of fractions of shares, it will be discarded. The number of shares to be allocated will not exceed the number of shares that each shareholder has subscribed and paid for the subscription. In this regard, the shares will be allocated to those who oversubscribe their rights under this method until there are no shares remaining from the allocation.

The allocation of shares to the existing shareholders of the Company that oversubscribe their rights in any case, it must not cause any shareholder (including persons under Section 258 of the Securities and Exchange Act B.E. 2535 (including amendments) of such shareholder) to hold shares of the Company in the following manner:

(a) In the manner that crosses the tender offer point as specified in the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 regarding Rules, Conditions and Procedures for the Acquisition Securities for business takeovers (including amendments) ("Notification TorJor. 12/2554") (except that such shareholder has been exempted from making a tender offer for all securities of the business as specified in the Notification TorJor. 12/2554) or

(b) In a manner that violates the foreign shareholding restrictions as specified in the Company's regulations.

In the event that, there are shares remaining from the allocation to the shareholders, the Company will proceed to propose the reduction of the registered capital by cutting off the shares that have not been allocated to the shareholders' meeting.

The Board of Directors proposed to the shareholders' meeting to consider assigning the Board of Directors or the Chairman of the Executive Committee or a representative from the Board of Directors or the attorney from the executive committee or an authorized director or a director authorized by an authorized director to be authorized in considering and determining the conditions and details of actions related to the issuance, offering and allocation of newly issued ordinary shares to the existing shareholders as well as the amendment of the wording or text in documents minutes of the shareholders' meeting, memorandum of associations and / or other requests and / or take any action to comply with the registrar's order in filing a capital increase registration of the Company with the Department of Business Development Ministry of Commerce, as well as the introduction of new ordinary shares to be listed on the SET and the submission of documents and evidence to the Office of the SEC or other related departments.

4. Resolution approved unanimously to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the issuance and allocation of the warrants to purchase ordinary shares of the Company No. 2 allocated to the existing shareholders of the Company who subscribe and paid for the newly issued ordinary shares in proportion to their respective shareholding in the amount not exceeding 136,295,937 unit at no cost. Details are as follows:

Allocation Ratio : 1 newly issued ordinary shares of the Company to 1 unit of TRUBB-W2
 Term of Warrant : 3 years from the date of issuance and allocation of TRUBB-W2
 Exercise Ratio : 1 unit of TRUBB-W2 for 1 ordinary share
 Offering Price : THB 0.00 per share (at no cost)
 Exercise Price : THB 6.00 per share
 Exercise Period : The warrant holders will be entitled to exercise their rights under TRUBB-W2 to purchase the newly issued ordinary shares of the Company on the last Business Day of every 3 months from the issuance date of TRUBB-W2 throughout the term of the warrants (“**Exercise Date**”). The first Exercise Date shall be the last Business Day of 3 months following the issuance date of TRUBB-W2 and the last exercise date is the date the warrants expire 3 years from the date the warrants are issued. In the event that the Exercise Date and the last Exercise Date is not a business day, the last Exercise Date shall be moved up to the business day prior to such Exercise Date.

In the event that the Exercise Date falls on a holiday of the Company, the Exercise Date shall be postponed to the prior business day, which the last Exercise Date will coincide with the expiry date of the warrant (“**Last Exercise Date**”).

The Board of Directors proposed to the shareholders' meeting for the consideration and approval on authorizing the Board of Directors or the Chairman of the Executive Committee or a representative from the Board of Directors or the attorney from the executive committee or an authorized director or a director authorized by an authorized director to be authorized to take any actions and amend any criteria, conditions, and other details to issuance and allocation of TRUBB-W2 in all respects as deemed appropriate and in compliance with the applicable law such as the allocation, determination of issuance and offering date of TRUBB-W2, including other necessary and appropriate action related to the issuance and offering of the TRUBB-W2 in all respects, including, without limitation to, contact, prepare or deliver documents necessary or related to the issuance and allocation of TRUBB-W2. Also, listing of the TRUBB-W2 on the Stock Exchange of Thailand, to seek approval from the relevant authorities, and to appoint and authorize other persons to be substitute attorneys-in-fact.

5. Resolution approved unanimously to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the allocation of the newly issued ordinary shares not exceeding 136,295,937 shares as an underlying shares for TRUBB-W2, which will be issued to existing shareholders who subscribed and paid for the newly issued ordinary shares in proportion to their respective shareholding (RO), not exceeding 139,295,937 units in proportionate to their right and oversubscription at no cost, at the ratio 1 newly issue share per 1 warrant unit. In this regard, 1 warrant unit can purchase 1 newly issued ordinary shares at the exercising price at 6 Baht per share (unless the exercising price is amended)

The Board of Directors proposed to the shareholders' meeting for the consideration and approval on authorizing the Board of Directors or the Chairman of the Executive Committee or a representative from the Board of Directors or the attorney from the Chairman of the executive committee or an authorized director or a director authorized by an authorized director to be authorized to take any actions and amend any criteria, conditions, and other details to issuance and allocation of shares as an underlying shares for TRUBB-W2 in all respects as deemed appropriate and in compliance with the applicable law including, without limitation to, contact, prepare or deliver documents necessary or related to the issuance and allocation of shares as an underlying shares for TRUBB-W2. Also, listing of the exercised shares on the Stock Exchange of Thailand, to seek approval from the relevant authorities, and to appoint and authorize other persons to be substitute attorneys-in-fact

2.1.1 The Company action in the case of fractions of shares

In the case of fractions of shares, such fractions shall be discarded, and the Company will proceed to seek approval for the reduction of registered capital by cancelling such unallocated shares to the shareholders' meeting.

2.2 General Mandate

Allocated to	Category of Shares	No. of Shares	Percentage of Paid-up Capital ^{1/}	Remark
Right Offering	Common Shares	-	-	-
	Preferred Shares	-	-	-
To support the conversion/exercise of transferable share subscription rights	Common Shares	-	-	-
	Preferred Shares	-	-	-
Public Offering	Common Shares	-	-	-
	Preferred Shares	-	-	-
Private Placement	Common Shares	68,147,968 shares	Not exceeding 10% of paid-up capital	Please see Remark 2/
	Preferred Shares	-	-	-

Note 1/ Percent of paid-up capital as of the date the Board of Directors resolved to increase the capital by General Mandate

2/ The Board of Directors' meeting had resolved to propose as follow

1. Resolution approved unanimously to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the increase of the Company's registered capital by the amount of THB 340,739,842 from the original registered capital of THB 681,479,688 to THB 1,022,219,530 by issuing new ordinary shares in the amount not exceeding 340,739,842 shares with a par value of THB 1.00 per share for:
 - (a) Offering to the existing shareholders in proportion to their respective shareholding (Right Offering)
 - (b) Underlying shares for the exercise of the warrants to purchase ordinary shares of the Company No. 2 allocated to the existing shareholders of the Company who subscribe and paid for the newly issued ordinary shares in proportion to their respective shareholding
 - (c) Capital increase under a general mandate to allocate to a specific investor (Private Placement)

The Board of Directors proposed to the shareholders' meeting to consider assigning the Board of Directors or the Chairman of the Executive Committee or a representative from the Board of Directors or the attorney from the executive committee or an authorized director or a director authorized by an authorized director to be authorized in considering and determining the conditions and details of actions related to the capital increase issuance, offering and allocation of newly issued ordinary shares to the existing shareholders in proportion to their respective shareholding (Right Offering), underlying shares for the exercise of TRUBB-W2 and capital increase under a general mandate to allocate to a specific investor (Private

Placement) as well as the amendment of the wording or text in documents minutes of the shareholders' meeting, memorandum of associations and / or other requests and / or take any action to comply with the registrar's order in filing a capital increase registration of the Company with the Department of Business Development Ministry of Commerce, as well as the introduction of new ordinary shares to be listed on the Stock Exchange of Thailand (“SET”) and the submission of documents and evidence to the Office of the SEC or other related departments.

2. Resolution approved unanimously to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the amendment of the Company's Memorandum of Association Clause 4. to be consistent with the increase of the registered capital of the Company
3. Resolution approved unanimously to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the allocation of the newly issued ordinary shares under a general mandate in the amount not exceeding 68,147,968 shares with a par value of THB 1.00 per share, representing not more than 10% of the paid-up capital of the Company to allocate to a specific investor (Private Placement). Details are as follows:

The newly issued ordinary shares allocate to a specific investor (Private Placement) under a general mandate shall not be offered to the connected persons according to the Capital Market Supervisory Board Notification TorJor. 21/2551 re: Rules on Connected Transactions B.E. 2551 and not a person under Section 258 (1) to (7) of the Securities and Exchange Act B.E. 2535 and the Stock Exchange of Thailand re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (including amendments), as well as having no relationship between them and no relationship with the directors, major shareholders and executives of the Company and related persons of the directors, major shareholders and executives of the Company or is another person who has a relationship with or act as a concert party with other shareholders of the Company in any way.

In addition, for the said offering of newly issued ordinary shares, the offering price to a specific investor (Private Placement) under a general mandate shall not be a low price as specified in the Notification of Capital Market Supervisory Board TorJor. 72/2558 re: Permission for Listed Companies to Offer Newly Issued Shares to Private Placement, where the offering price of newly issued shares shall not be below the average price of the Company's shares traded on the SET for the period of not less than 7 consecutive business days but not exceeding 15 consecutive business days before the date on which the offering price is determined.

However, after the offering of newly issued ordinary shares to a specific investor (Private Placement) under a general mandate, the additional paid-up capital of the Company must not exceed 10.00% of the paid-up capital as of the date on which the Board of Directors has resolved to approve the General Mandate, and the Company shall complete the allocation of the newly issued shares within the date that the Company holds the next annual general meeting or within the date that the next annual general meeting is required to be set-up by laws, whichever is the earlier.

The Board of Directors proposed to the shareholders' meeting to consider assigning the Board of Directors or the Chairman of the Executive Committee or a representative from the Board of Directors or the attorney from the executive committee or an authorized director or a director authorized by an authorized director to be authorized in considering and determining the conditions and details of actions related to the allocation of the newly issued ordinary shares to a specific investor (Private Placement) under a general mandate as well as the amendment of the wording or text in documents minutes of the shareholders' meeting, memorandum of associations and / or other requests and / or take any action to comply with the registrar's order in filing a capital increase registration of the Company with the Department of Business Development Ministry of Commerce, as well as the introduction of new ordinary shares to be listed on the SET and the submission of documents and evidence to the Office of the SEC or other related departments.

3. Schedule the date of the Extraordinary General Meeting of Shareholders to approve capital increase and allocation of newly issued ordinary shares

Schedule the date of the Extraordinary General Meeting of Shareholders No. 1/2564 on July 30, 2021 between 9:00 am - 12:00 pm via electronic media (E-EGM) in accordance with the rules stipulated in the laws related to electronic meetings. The meeting details and procedure for attending the meeting would be notified later and broadcasting from the Company's Meeting Room, 2nd floor, Room 2/1 99/1-3 99 No. 13 Krisdanakorn 21 Bangna-Trad Road Km.7, Bangkaew Subdistrict, Bang Plee District, Samut Prakarn Province 10270 by

- The date of closing of the share register book to suspend the transfer of shares for the right to attend the shareholders' meeting from.....until the said shareholders' meeting is completed
- Determine the list of shareholders with the right to attend the shareholders' meeting (Record date) on July 9, 2021

4. Approval for capital increase/allotment of new shares from relevant government agencies and conditions for applying for permission (if any)

- 4.1 The Company must be approved by the Extraordinary General Meeting of Shareholders of the Company to proceed with the increase of its registered capital, which requires a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.
- 4.2 Issuance, offering and allocation of newly issued ordinary shares of the Company to the existing shareholders in proportion to their respective shareholding (Right Offering) must be approved by the Extraordinary General Meeting of Shareholders of the Company which requires a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.
- 4.3 The issuance and allocation of TRUBB-W2 allocated to the existing shareholders of the Company who subscribe and paid for the newly issued ordinary shares in proportion to their respective shareholding must be approved by the Extraordinary General Meeting of Shareholders of the Company which requires a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.
- 4.4 The Company need to increase the registered capital, amends the memorandum of association and register the change of paid-up capital with the Department of Business Development Ministry of Commerce
- 4.5 The Company need to be approved by SET to accept ordinary shares offered to the existing shareholders in proportion to their respective shareholdings (Right Offering), ordinary shares obtained from the exercise of rights to purchase ordinary shares of TRUBB-W2, and the Company's newly issued ordinary shares under the general mandate to allocate to a specific investor (Private Placement) to be listed securities.

5. Objectives of the capital increase and the use of additional funds

5.1 To increase competitiveness

As the current main business of the Company is the production and distribution of concentrated latex and the by-products of latex. The latex products and the appropriate chemical ingredients are used as the main components in the production

of medical gloves, cleaning gloves, condoms, elastic yarn, glue, balloons, baby rubber nipples, foam and mattresses, etc. Due to the fluctuation of the rubber price and weather conditions in which rubbers are produced, as well as the trend of rising wages in the future and the economic slowdown due to the coronavirus outbreak (“COVID-19”), the Company has plans to 1) improve its financial structure, increase liquidity and use as working capital, 2) expand business of concentrated latex and processed latex, which is the current business of the Company to have more competitiveness, and 3) expand the business into the manufacturing and distribution of rubber gloves, which is a business that is in demand and grows significantly from the COVID-19 epidemic and is considered a Vertical Growth Strategy to fully meet the needs of customers which increases competitiveness and reduce the risk of the Company to rely solely on the income from latex products and latex by-products,

With the above reasons, the Company has a need to find a source of funds that do not burden the existing shareholders more than necessary and in order to obtain sufficient funds for management, by capital increase by specifying the purpose to help the Company to have a stronger capital foundation, ready for future investment. The preliminary structure of future investments are as follows:

No.	Objective	Estimated Amount (THB million) ^{1/}	Source of Fund
1.	Expanding the concentrated latex and processed latex products	99.85	Funds received from the issuance, offering and allocation of ordinary shares to the existing shareholders of the Company in proportion to their respective shareholdings (Right Offering)
2.	To be used as investment funds for the production and distribution of rubber gloves	200.00	Funds received from the issuance, offering and allocation of ordinary shares to the existing shareholders of the Company in proportion to their respective shareholdings (Right Offering)
3.	To prepare for the need of working capital that may increase from investment in the production and distribution of rubber gloves and used as Company's working capital	Cannot be calculated since the offering price is still uncertain	Funds received from the allocation of newly issued ordinary shares under a general mandate to allocate to a specific investor (Private Placement)
	Total	299.85	

Remark: 1/ The amount and timing of the investments above are preliminary estimate, which is still uncertain, depending on the capital that the Company will be able to raise in the future resulting from financing by offering the newly issued ordinary shares to the existing shareholders in proportion to their respective shareholding (Right Offering) and the Company's newly issued ordinary shares under a general mandate to allocate to a specific investor (Private Placement).

The Company has a debt-to-equity ratio of 2.98 times, 2.56 times and 2.36 times in 2019, 2020 and the first quarter of 2021, respectively. The capital increase and the allocation of new shares will help strengthen and stabilize the financial position

of the Company and make the Company to have a significantly lower debt-to-equity ratio . This will increase financial flexibility in the implementation of future projects in order to expand the customer base in the long term and provide a source of reserve funds for working capital to support the Company's operations. From the financial statements as of March 31, 2021, the Company had cash of THB 117.13 million, compared to the short-term outstanding debt that the Company had to repay to commercial banks at a total amount of approximately THB 4,634.39 million (as of March 31, 2021). The directors expect that the Company will be able to renew almost all of its short-term liabilities. However, the directors view that the additional investment in the production of latex and rubber gloves, if the Company increases the capital from the shareholders to use in such investments, this will result in an increase in the Company's competitiveness and will improve the Company's financial ratio as well. In addition, the Company will have additional cash reserves in order to have sufficient liquidity for business operations.

In the business expansion to latex glove business, the Company views this as an opportunity to invest in the expansion of business, since from the situation of COVID-19, customers have demand for rubber gloves and the product grows significantly, in line with the current situation and the expansion concentrated latex and processed latex products, as a result from the economy recovering in many countries and the need for more concentrated latex and processed latex products. The Company sees an opportunity to grow and find new source of income to the Company in the future, for the benefit of the shareholders.

However, the aforementioned objectives are uncertain, and the use of such funds is subject to change. This depends on the Company's ability to raise funds, as well as the conditions and details and necessity of each situation, which are subject to change. However, before the Company agrees and performs any transaction, the Company will strictly comply with the rules and regulations that are related to of the SEC and SET, such as rules on connected transactions, rules on the acquisition or disposal of assets, etc.

6. Benefits that the Company will receive from the capital increase/share allotment

In order for the Company to have additional funds for its operations. business expansion and preparing for new projects in the future which will make the company have more income and help to strengthen the financial strength and stability of the company's financial position. It will also increase the potential of business operations and increase the opportunity to expand and expand the business to be more comprehensive, which will result in a better performance of the company in the long run.

7. Benefits that shareholder will receive from the capital increase /allotment of new shares

- 7.1 The Company has increased working capital to be used for business operation and expansion of the Company's investment. As a result, the Company has more liquidity and strong financial position as well as the ability to generate more income in the future.
- 7.2 Reduce costs, increase revenue opportunities and reduce the risk of relying solely on revenue from latex products and by-products from concentrated latex, and the Company's shareholders will receive benefits in connection with the increase in revenues and profits of the Company in terms of dividends and gains from the Company's share price that will increase according to the operating performance.

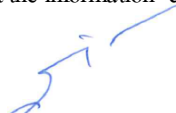

8. Other details necessary for the shareholders to use in the decision to approve the capital increase/allotment

Issuance, offering and allocation of newly issued ordinary shares of the Company to the existing shareholders in proportion to their respective shareholding (Right Offering) and the allocation of TRUBB-W2 will have an impact on the shareholders of the Company, especially the voting rights of the shareholders (Control Dilution). Therefore, shareholders should consider the details as shown in the IM of TRUBB (**Enclosure 3**) and Summary of Key Features of TRUBB-W2 (**Enclosure 4**)

9. Schedule in case the Board of Directors passes a resolution approving the capital increase and allotment of new shares:

No.	Procedures of the capital increase	Date
1	The Board of Directors' Meeting No. 4/2021	June 25, 2021
2	The date for determination of the list of shareholders who will be entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2021 (Record Date)	July 9, 2021
3	The Extraordinary General Meeting of Shareholders No. 1/2021	July 30, 2021
4	Register to increase the registered capital and amend the memorandum of association with the Department of Business Development Ministry of Commerce	Within 14 days from the date of the Extraordinary General Meeting of Shareholders approval
5	The date for determining the shareholders who are entitled to be allocated new ordinary shares in proportion to their respective shareholding along with TRUBB-W2 (Record Date)	August 9, 2021
6	The subscription and payment periods of the newly issued ordinary shares	Between September 1, 2021 to September 8, 2021.

The Company hereby certifies that the information contained in this report is true and complete in all respects.

Signature...............

(Mr. Pattarapol Wongsasuthikul) (Mr. Prawit Waraprateep)

Authorized Director

Information Memorandum of Thai Rubber Latex Group Public Company Limited

Subject: The Offering and Allocation of Newly Issued Ordinary Shares to a Private Placement (“IM of TRUBB”)

According to the Board of Directors’ Meeting of Thai Rubber Latex Group Public Company Limited (the “Company”) No. 4/2021, held on June 25, 2021 (“Board of Directors’ Meeting”) resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 on July 30, 2021 (“shareholders’ meeting” or “EGM”) to consider and approve the increase of the Company’s registered capital from the original registered capital of THB 681,479,688 to THB 1,022,219,530 by issuing new ordinary shares in the amount not exceeding 340,739,842 shares with a par value of THB 1.00 per share, representing a registered capital of THB 340,739,842. The newly issued ordinary shares of 340,739,842 shares will be used for (1) issuance, offering and allocation of newly issued ordinary shares of the Company to the existing shareholders in proportion to their respective shareholding (Right Offering) (2) underlying shares for the exercise of the warrants to purchase ordinary shares of the Company No. 2 allocated to the existing shareholders of the Company who subscribe and paid for the newly issued ordinary shares in proportion to their respective shareholding (“TRUBB-W2”) and (3) allocation of capital increase under a general mandate to allocate to a specific investor (Private Placement).

1. Detail of the Offering

1.1 Issuance, offering and allocation of newly issued ordinary shares of the Company to the existing shareholders in proportion to their respective shareholding (Right Offering)

The allocation of newly issued ordinary shares in the amount of 136,295,937 shares with a par value of THB 1.00 per share with an offering price of THB 2.20 per share, representing a total value of THB 299,851,061.40, offered to the existing shareholders in proportion to their respective shareholding (Right Offering) at the allocation ratio of 5 existing ordinary shares to 1 newly issued ordinary share. The date for determining the list of shareholders who have been allocated the newly issued ordinary shares in proportion to their respective shareholding together with TRUBB-W2 (Record Date) is determined to be on August 9, 2021 and the date for the subscription and payment of the newly issued ordinary shares is determined to be between September 1, 2021 to September 8, 2021, from 9:00 a.m. to 3:00 p.m. on the Company’s business day.

In determining the offering price of the newly issued ordinary shares to the existing shareholders of the Company in proportion to their respective shareholding (Right Offering), the Company has determined the offering price as a discount to the market price of the Company shares by 26.73 percentage of the weighted average price of the Company’s shares in the SET 15 consecutive working days before the date that the Board of Directors resolved to propose the agenda of the capital increase to the shareholders’ meeting for consideration on the date of June 25, 2021 (namely June 4, 2021 – June 24, 2021) which equals THB 3.00 per share (data from SETSMART of the Stock Exchange of Thailand).

The shareholders may subscribe for the newly issued ordinary shares in excess of their rights at the ratio specified above (Oversubscription) where the existing shareholders who subscribe for shares in excess of the rights will receive the allocation of

shares subscribed more than their rights only if there are shares remaining from the allocation to the existing shareholders of the Company, which has already subscribed to all rights.

In the allocation of new ordinary shares to the existing shareholders of the Company in proportion to their respective shareholding (Right Offering), in the event that there are shares remaining from the allocation to the existing shareholders of the Company according to the shareholding ratio in the first round, the Company will allocate the remaining to the shareholders who oversubscribe their rights in proportion to their shareholdings in the same price as the shares that have been allocated according to their rights, which includes the existing shareholders who oversubscribe their rights in proportion to their shareholdings who are connected persons of the Company. Details are as follow:

- (a) In the event that there are shares remaining from the allocation to the existing shareholders of the Company according to the shareholding ratio in the first round, more than or equals to the shares that the existing shareholders who oversubscribe their rights in proportion to their shareholdings, the Company will allocate the remaining shares to all those who oversubscribe and pay for all such shares according to the amount of oversubscription notifications.
- (b) In the event that there are shares remaining from the allocation to the existing shareholders of the Company according to the shareholding ratio in the first round, less than the shares that the existing shareholders who oversubscribe their rights in proportion to their shareholdings, the Company will allocate the remaining shares to the shareholders who oversubscribe their rights as follows:
 - (1) Allocate according to the proportion of existing shareholders who oversubscribe their rights in proportion to their shareholdings by taking the proportion of each of the existing shares of those who oversubscribe their rights multiplied by the number of shares remaining, resulting in the number of shares that each of the shareholders who oversubscribe will have the right to be allocated. In the event of fractions of shares, it will be discarded. In this regard, the number of shares to be allocated will not exceed the number of shares that each shareholder has subscribed and paid for the subscription.
 - (2) In the case that there are remaining shares after the allocation according to (b) (1) , the allocation will be made to those who oversubscribe their rights and still have not received the allocation in full according to the original shareholding ratio of those who oversubscribe their rights, by taking the proportion of each of the existing shares of those who oversubscribe their rights multiplied by the number of shares remaining, resulting in the number of shares that each of the shareholders who oversubscribe will have the right to be allocated. In the event of fractions of shares, it will be discarded. The number of shares to be allocated will not exceed the number of shares that each shareholder has subscribed and paid for the subscription. In this regard, the shares will be allocated to those who oversubscribe their rights under this method until there are no shares remaining from the allocation.

The allocation of shares to the existing shareholders of the Company that oversubscribe their rights in any case, it must not cause any shareholder (including persons under Section 258 of the Securities and Exchange Act B.E. 2535 (including amendments) of such shareholder) to hold shares of the Company in the following manner:

- (a) In the manner that crosses the tender offer point as specified in the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 regarding Rules, Conditions and Procedures for the Acquisition Securities for business takeovers (Including amendments) ("**Notification TorJor. 12/2554**") (except that such shareholder has been exempted from making a tender offer for all securities of the business as specified in the Notification TorJor. 12/2554) or
- (b) In a manner that violates the foreign shareholding restrictions as specified in the Company's regulations.

In the event that, there are shares remaining from the allocation to the shareholders, the Company will proceed to propose the reduction of the registered capital by cutting off the shares that have not been allocated to the shareholders' meeting.

The Board of Directors proposed to the shareholders' meeting to consider assigning the Board of Directors or the Chairman of the Executive Committee or a representative from the Board of Directors or the attorney from the executive committee or an authorized director or a director authorized by an authorized director to be authorized in considering and determining the conditions and details of actions related to the issuance, offering and allocation of newly issued ordinary shares to the existing shareholders as well as the amendment of the wording or text in documents minutes of the shareholders' meeting, memorandum of associations and / or other requests and / or take any action to comply with the registrar's order in filing a capital increase registration of the Company with the Department of Business Development Ministry of Commerce, as well as the introduction of new ordinary shares to be listed on the SET and the submission of documents and evidence to the Office of the SEC or other related departments.

Details of the issuance, offering and allocation of newly issued ordinary shares of the Company and opinions of the Board of Directors are present in the Capital Increase Form (Form F 53-4) (**Enclosure 2**)

1.2 Issuance and allocation of newly issued ordinary shares to use as underlying shares for the exercise of the warrants to purchase ordinary shares of the Company No. 2

The issuance and allocation of the warrants to purchase ordinary shares of the Company No. 2 allocated to the existing shareholders of the Company who subscribe and paid for the newly issued ordinary shares in proportion to their respective shareholding in the amount not exceeding 136,295,937 unit at no cost. Details are as follows:

Allocation Ratio	: 1 newly issued ordinary shares of the Company to 1 unit of TRUBB-W2
Term of Warrant	: 3 years from the date of issuance and allocation of TRUBB-W2
Exercise Ratio	: 1 unit of TRUBB-W2 for 1 ordinary share
Offering Price	: THB 0.00 per share (at no cost)
Exercise Price	: THB 6.00 per share
Exercise Period	: The warrant holders will be entitled to exercise their rights under TRUBB-W2 to purchase the newly issued ordinary shares of the Company on the last Business Day of every 3 months from the issuance date of TRUBB-W2 throughout the term of the warrants (" Exercise Date "). The first Exercise Date shall be the last Business Day of 3 months following the issuance date of TRUBB-W2 and the last exercise date is the date the warrants expire 3 years from the date

the warrants are issued. In the event that the Exercise Date and the last Exercise Date is not a business day, the last Exercise Date shall be moved up to the business day prior to such Exercise Date.

In the event that the Exercise Date falls on a holiday of the Company, the Exercise Date shall be postponed to the prior business day, which the last Exercise Date will coincide with the expiry date of the warrant (“**Last Exercise Date**”).

The Board of Directors proposed to the shareholders' meeting for the consideration and approval on authorizing the Board of Directors or the Chairman of the Executive Committee or a representative from the Board of Directors or the attorney from the executive committee or an authorized director or a director authorized by an authorized director to be authorized to take any actions and amend any criteria, conditions, and other details to issuance and allocation of TRUBB-W2 in all respects as deemed appropriate and in compliance with the applicable law such as the allocation, determination of issuance and offering date of TRUBB-W2, including other necessary and appropriate action related to the issuance and offering of the TRUBB-W2 in all respects, including, without limitation to, contact, prepare or deliver documents necessary or related to the issuance and allocation of TRUBB-W2. Also, listing of the TRUBB-W2 on the Stock Exchange of Thailand, to seek approval from the relevant authorities, and to appoint and authorize other persons to be substitute attorneys-in-fact.

Details of the issuance and allocation of TRUBB-W2 and opinions of the Board of Directors are present in the Summary of Key Features of TRUBB-W2 (**Enclosure 4**).

1.3 The allocation of capital increase under a general mandate to allocate to a specific investor (Private Placement)

The allocation of the newly issued ordinary shares under a general mandate in the amount not exceeding 68,147,968 shares with a par value of THB 1.00 per share, representing not more than 10% of the paid-up capital of the Company to allocate to a specific investor (Private Placement).

The newly issued ordinary shares allocate to a specific investor (Private Placement) under a general mandate shall not be offered to the connected persons according to the Capital Market Supervisory Board Notification TorJor. 21/2551 re: Rules on Connected Transactions B.E. 2551 and not a person under Section 258 (1) to (7) of the Securities and Exchange Act B.E. 2535 and the Stock Exchange of Thailand re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (including amendments), as well as having no relationship between them and no relationship with the directors, major shareholders and executives of the Company and related persons of the directors, major shareholders and executives of the Company or is another person who has a relationship with or act as a concert party with other shareholders of the Company in any way.

In addition, for the said offering of newly issued ordinary shares, the offering price to a specific investor (Private Placement) under a general mandate shall not be a low price as specified in the Notification of Capital Market Supervisory Board TorJor. 72/2558 re: Permission for Listed Companies to Offer Newly Issued Shares to Private Placement, where the offering price of newly issued shares shall not be below the average price of the Company's shares traded on the SET for the period of not less than 7 consecutive business days but not exceeding 15 consecutive business days before the date on which the offering price is determined.

However, after the offering of newly issued ordinary shares to a specific investor (Private Placement) under a general mandate, the additional paid-up capital of the Company must not exceed 10.00% of the paid-up capital as of the date on which the Board of Directors has resolved to approve the General Mandate, and the Company shall complete the allocation of the newly issued shares within the date that the Company holds the next annual general meeting or within the date that the next annual general meeting is required to be set-up by laws, whichever is the earlier.

The Board of Directors proposed to the shareholders' meeting to consider assigning the Board of Directors or the Chairman of the Executive Committee or a representative from the Board of Directors or the attorney from the executive committee or an authorized director or a director authorized by an authorized director to be authorized in considering and determining the conditions and details of actions related to the allocation of the newly issued ordinary shares to a specific investor (Private Placement) under a general mandate as well as the amendment of the wording or text in documents minutes of the shareholders' meeting, memorandum of associations and / or other requests and / or take any action to comply with the registrar's order in filing a capital increase registration of the Company with the Department of Business Development Ministry of Commerce, as well as the introduction of new ordinary shares to be listed on the SET and the submission of documents and evidence to the Office of the SEC or other related departments.

Details of the allocation of the newly issued ordinary shares to a specific investor (Private Placement) under a general mandate are present in the Capital Increase Form (F 53-4) (**Enclosure 2**).

2. Objectives of the capital increase and the plan to use the additional funds

2.1 Objectives of the capital increase

As the current main business of the Company is the production and distribution of concentrated latex and the by-products of latex. The latex products and the appropriate chemical ingredients are used as the main components in the production of medical gloves, cleaning gloves, condoms, elastic yarn, glue, balloons, baby rubber nipples, foam and mattresses, etc. Due to the fluctuation of the rubber price and weather conditions in which rubbers are produced, as well as the trend of rising wages in the future and the economic slowdown due to the coronavirus outbreak ("COVID-19"), the Company has plans to 1) improve its financial structure, increase liquidity and use as working capital, 2) expand business of concentrated latex and processed latex, which is the current business of the Company to have more competitiveness, and 3) expand the business into the manufacturing and distribution of rubber gloves, which is a business that is in demand and grows significantly from the COVID-19 epidemic and is considered a Vertical Growth Strategy to fully meet the needs of customers which increases competitiveness and reduce the risk of the Company to rely solely on the income from latex products and latex by-products,

With the above reasons, the Company has a need to find a source of funds that do not burden the existing shareholders more than necessary and in order to obtain sufficient funds for management, by capital increase by specifying the purpose to help the Company to have a stronger capital foundation, ready for future investment. The preliminary structure of future investments are as follows:

2.2 Preliminary project details

No.	Objective	Estimated Amount (THB million) ^{1/}	Source of Fund
1.	Expanding the concentrated latex and processed latex products	99.85	Funds received from the issuance, offering and allocation of ordinary shares to the existing shareholders of the Company in proportion to their respective shareholdings (Right Offering)
2.	To be used as investment funds for the production and distribution of rubber gloves	200.00	Funds received from the issuance, offering and allocation of ordinary shares to the existing shareholders of the Company in proportion to their respective shareholdings (Right Offering)
3.	To prepare for the need of working capital that may increase from investment in the production and distribution of rubber gloves and used as Company's working capital	Cannot be calculated since the offering price is still uncertain	Funds received from the allocation of newly issued ordinary shares under a general mandate to allocate to a specific investor (Private Placement)
	Total	299.85	

Remark: 1/ The amount and timing of the investments above are preliminary estimate, which is still uncertain, depending on the capital that the Company will be able to raise in the future resulting from financing by offering the newly issued ordinary shares to the existing shareholders in proportion to their respective shareholding (Right Offering) and the Company's newly issued ordinary shares under a general mandate to allocate to a specific investor (Private Placement).

The Company has a debt-to-equity ratio of 2.98 times, 2.56 times and 2.36 times in 2019, 2020 and the first quarter of 2021, respectively. The capital increase and the allocation of new shares will help strengthen and stabilize the financial position of the Company and make the Company to have a significantly lower debt-to-equity ratio. This will increase financial flexibility in the implementation of future projects in order to expand the customer base in the long term and provide a source of reserve funds for working capital to support the Company's operations. From the financial statements as of March 31, 2021, the Company had cash of THB 117.13 million, compared to the short-term outstanding debt that the Company had to repay to commercial banks at a total amount of approximately THB 4,634.39 million (as of March 31, 2021). The directors expect that the Company will be able to renew almost all of its short-term liabilities. However, the directors view that the additional investment in the production of latex and rubber gloves, if the Company increases the capital from the shareholders to use in such investments, this will result in an increase in the Company's competitiveness and will improve the Company's financial ratio as well. In addition, the Company will have additional cash reserves in order to have sufficient liquidity for business operations.

In the business expansion to latex glove business, the Company views this as an opportunity to invest in the expansion of business, since from the situation of COVID-19, customers have demand for rubber gloves and the product grows significantly, in line with the current situation and the expansion concentrated latex and processed latex products, as a result from the economy recovering in many countries and the need for more concentrated latex and processed latex products. The Company sees an opportunity to grow and find new source of income to the Company in the future, for the benefit of the shareholders.

However, the aforementioned objectives are uncertain, and the use of such funds is subject to change. This depends on the Company's ability to raise funds, as well as the conditions and details and necessity of each situation, which are subject to change. However, before the Company agrees and performs any transaction, the Company will strictly comply with the rules and regulations that are related to of the SEC and SET, such as rules on connected transactions, rules on the acquisition or disposal of assets, etc.

3. Dilution Effect

3.1 In the case of issuance, offering and allocation of newly issued ordinary shares of the Company to the existing shareholders in proportion to their respective shareholding (Right Offering)

3.1.1 Control Dilution

After the issuance, offering and allocation of newly issued ordinary shares of the Company to the existing shareholders in proportion to their respective shareholding (Right Offering) in the event that all existing shareholders exercise their rights to subscribe for newly issued shares in full amount, there will be no impact on the voting rights of the Company's shareholders (control dilution) and in the event that all existing shareholders do not exercise their right to purchase additional shares, the Company will proceed to reduce the registered capital of the Company by cancelling the remaining newly issued ordinary shares from the offering, thus the number of paid-up shares will not change and will not affect the voting rights of the Company's shareholders (Control Dilution).

But in case that the shareholders choose not to exercise their rights to subscribe for the newly issued ordinary shares and other shareholders exercise their rights to subscribe for newly issued ordinary shares according to their existing rights and / or oversubscribe the newly issued ordinary shares until the subscription of the newly issued ordinary shares are in full amount, it will affect the voting rights of the Company's shareholders (Control Dilution), where the existing shareholders will have the voting rights of the Company's shareholders decrease by approximately 16.67 percent, which is calculated as follows:

$$\begin{aligned} \text{Control Dilution} &= \frac{\text{Right Offering shares}}{\text{Right Offering shares} + \text{Paid-up shares}} \\ \text{Control Dilution} &= \frac{136,295,937}{(136,295,937 + 681,479,688)} \\ \text{Control Dilution} &= 16.67\% \end{aligned}$$

3.1.2 Price Dilution

After the issuance, offering and allocation of newly issued ordinary shares of the Company to the existing shareholders in proportion to their respective shareholding (Right Offering), the price dilution on the

Company's share price depends on the amount of rights to purchase new shares exercised by each existing shareholder. If all existing shareholders do not exercise their right to purchase new shares at all, there will be no price dilution on the share price of the Company. But if all existing shareholders exercise their rights in full amount of the Company's shares, there will be a price dilution, which the price will be reduced at a rate of 4.46 percent. The impact can be calculated as follows:

$$\text{Price Dilution} = \frac{\text{Market Price before the Offering}^{1/} - \text{Market Price after the Offering}^{2/}}{\text{Market Price before the Offering}}$$

$$\text{Price Dilution} = \frac{3.00 - 2.87}{3.00}$$

$$\text{Price Dilution} = 4.46\%$$

Remark:

1/ Market Price before the Offering = Average market price for 15 business days between June 4 – June 24, 2021

2/ Market Price after the Offering = $\frac{(\text{Market Price} \times \text{paid-up shares}) + (\text{Right Offering Price} \times \text{Right Offering shares})}{\text{Paid-up shares} + \text{Right Offering shares}}$

3.1.3 Earnings Per Share Dilution or EPS. Dilution

After the issuance, offering and allocation of newly issued ordinary shares of the Company to the existing shareholders in proportion to their respective shareholding (Right Offering), in case that all existing shareholders exercise their rights to subscribe for newly issued shares in full amount, there will be earnings per share dilution, where the existing shareholders' share of profit will decreased by 16.67%, which can be calculated as follows:

$$\text{EPS Dilution} = \frac{\text{EPS before the Offering}^{3/} - \text{EPS after the Offering}^{4/}}{\text{EPS before the Offering}}$$

$$\text{EPS Dilution} = 16.67\%$$

Remarks

Profit (Loss)	(Latest 4 quarters, Financial Statement as of March 31, 2021)	=	THB (92,625,581.00)
3/ EPS before the Offering	$(92,625,581.00) / 681,479,688$	=	THB (0.1359) per share
4/ EPS after the Offering	$(92,625,581.00) / (681,479,688 + 136,295,937)$	=	THB (0.1133) per share

3.2 In the case of the exercise of TRUBB-W2 after the offering of the Company's newly issued ordinary shares to the existing shareholders in proportion to their respective shareholding (Right Offering)

3.2.1 Control Dilution

If the Warrant Holders fully exercise their rights, there will be no control dilution. However, in case the Warrant Holders do not fully exercise their rights while the other shareholders exercise the right to convert in full amount, the impact on the control dilution can be calculated as follows. (The calculation of the impact below is under the assumption that the offering of the Company's newly issued ordinary shares to the existing shareholders in proportion to their respective shareholding (Right Offering) occurs prior of the allocation of the TRUBB-W2 and is fully exercised).

$$\begin{aligned} \text{Control Dilution} &= \frac{\text{TRUBB-W2 underlying shares}}{\text{TRUBB-W2 underlying shares} + \text{Right Offering shares} + \text{Paid-up shares}} \\ \text{Control Dilution} &= \frac{136,295,937}{(136,295,937 + 136,295,937 + 681,479,688)} \\ \text{Control Dilution} &= 14.29\% \end{aligned}$$

3.2.2 Price Dilution

In the issuance of the underlying shares for the exercise of TRUBB-W2, if the Warrant Holders fully exercise their rights, the impact on the price dilution can be calculated as follows. (The calculation of the impact below is under the assumption that the offering of the Company's newly issued ordinary shares to the existing shareholders in proportion to their respective shareholding (Right Offering) occurs prior of the allocation of the TRUBB-W2 and is fully exercised).

$$\begin{aligned} \text{Price Dilution} &= \frac{\text{Market Price before the Offering}^{1/} - \text{Market Price after the Offering and} \\ &\quad \text{Exercise of TRUBB-W2}^{2/}}{\text{Market Price before the Offering}} \\ \text{Price Dilution} &= \frac{2.87 - 3.32}{2.87} \\ \text{Price Dilution} &= (15.59\%) \\ &= \text{No price dilution effect} \end{aligned}$$

Remarks

$$1/ \text{Market Price before the Offering} = \frac{(\text{Market Price} \times \text{paid-up shares}) + (\text{Right Offering Price} \times \text{Right Offering shares})}{\text{paid-up shares} + \text{Right Offering shares}}$$

$$2/ \text{Market Price after the Offering and Exercise of TRUBB-W2} = \frac{(\text{Market Price} \times \text{paid-up shares}) + (\text{Right Offering Price} \times \text{Right Offering shares}) + (\text{TRUBB-W2 Exercise Price} \times \text{TRUBB-W2 underlying shares})}{\text{paid-up shares} + \text{Right Offering shares} + \text{TRUBB-W2 underlying shares}}$$

3.2.3 Earnings Per Share Dilution or EPS. Dilution

$$\text{EPS Dilution} = \frac{\text{EPS before the Offering}^{3/} - \text{EPS after the Offering and Exercise of TRUBB-W2}^{4/}}{\text{EPS before the Offering}}$$

$$\text{EPS Dilution} = 14.29\%$$

Remarks

$$\text{Profit (Loss)} \quad (\text{Latest 4 quarters, Financial Statement as of March 31, 2021}) = \text{THB } (92,625,581.00)$$

$$3/ \text{EPS before the Offering} = (92,625,581.00) / (681,479,688 + 136,295,937) = \text{THB } (0.1133) \text{ per share}$$

$$4/ \text{EPS after the Offering and Exercise of TRUBB-W2} = (92,625,581.00) / (681,479,688 + 136,295,937 + 136,295,937) = \text{THB } (0.0971) \text{ per share}$$

3.3 In the case of the allocation of newly issued ordinary shares of the Company to a specific investor (Private Placement) after the offering of the Company's newly issued ordinary shares to the existing shareholders in proportion to their respective shareholding (Right Offering)

3.3.1 Control Dilution

$$\text{Control Dilution} = \frac{\text{Private Placement shares}}{\text{Private Placement shares} + \text{Right Offering shares} + \text{Paid-up shares}}$$

$$\text{Control Dilution} = \frac{68,147,968}{(68,147,968 + 136,295,937 + 681,479,688)}$$

$$\text{Control Dilution} = 7.69\%$$

3.3.2 Price Dilution

In offering of newly issued ordinary shares to a specific investor (Private Placement), the effect of the price dilution will depend on the offering price of the newly issued ordinary shares to a specific investor (Private Placement), which the Board of Directors will consider and approve later. Therefore, in the case of allocation of newly issued ordinary shares of the Company to a specific investor (Private Placement) after the offering of the Company's newly issued ordinary shares to the existing shareholders in proportion to their respective shareholding (Right Offering), the effect of the share price dilution cannot be calculated since the offering price of the newly issued ordinary shares to a specific investor (Private Placement) is still uncertain.

3.3.3 Earnings Per Share Dilution or EPS. Dilution

$$\text{EPS Dilution} = \frac{\text{EPS before the Offering}^{1/} - \text{EPS after the Offering}^{2/}}{\text{EPS before the Offering}}$$

$$\text{EPS Dilution} = 7.69\%$$

Remarks

Profit (Loss)	(Latest 4 quarters, Financial Statement as of March 31, 2021)	=	THB (92,625,581.00)
1/ EPS before the Offering	=	(92,625,581.00) / (681,479,688+136,295,937)	= THB (0.1133) per share
2/ EPS after the Offering	=	(92,625,581.00) / (681,479,688+136,295,937+68,147,968)	= THB (0.1046) per share

3.4 In the case of the exercise of TRUBB-W2 after the issuance and offering of the Company's newly issued ordinary shares to a specific investor (Private Placement) and the offering of the Company's newly issued ordinary shares to the existing shareholders in proportion to their respective shareholding (Right Offering)

3.4.1 Control Dilution

$$\text{Control Dilution} = \frac{\text{TRUBB-W2 underlying shares}}{\text{Private Placement shares} + \text{TRUBB-W2 underlying shares} + \text{Right Offering shares} + \text{Paid-up shares}}$$

$$\text{Control Dilution} = \frac{136,295,937}{(68,147,968 + 136,295,937 + 136,295,937 + 681,479,688)}$$

$$\text{Control Dilution} = 13.33\%$$

3.4.2 Price Dilution

In exercising of TRUBB-W2 warrants, the effect of the price dilution will depend on the offering price of the newly issued ordinary shares to a specific investor (Private Placement), which the Board of Directors will consider and approve later. Therefore, in the case of the exercise of TRUBB-W2 after the issuance and offering of the Company's newly issued ordinary shares to a specific investor (Private Placement) and the offering of newly issued ordinary shares of the Company to the existing shareholders in proportion to their respective shareholdings (Right Offering), the effect of the share price dilution cannot be calculated since the offering price of the newly issued ordinary shares to a specific investor (Private Placement) is still uncertain.

3.4.3 Earnings Per Share Dilution or EPS. Dilution

$$\text{EPS Dilution} = \frac{\text{EPS before the Offering}^1 - \text{EPS after the Offering and Exercise of TRUBB-W2}^2}{\text{EPS before the Offering}}$$

$$\text{EPS Dilution} = 13.33\%$$

Remarks

Profit (Loss) (Latest 4 quarters, Financial Statement as of March 31, 2021) = THB (92,625,581.00)

1/ EPS before the Offering = $(92,625,581.00) / (681,479,688 + 136,295,937 + 68,147,968) =$ THB (0.1046) per share

2/ EPS after the Offering and Exercise of TRUBB-W2

= $(92,625,581.00) / (681,479,688 + 136,295,937 + 136,295,937 + 68,147,968) =$ THB (0.0906) per share

4. Board of Director Opinion

4.1 Reasons and necessity of the capital increase

The Board of Directors has an opinion that issuance, offering and allocation of the newly issued ordinary shares of the Company this time will give the Company investment funds to expand the business to produce and distribute latex gloves. The issuance, offering and allocation of the newly issued ordinary shares will help the Company to able to raise capital within a short time, which will result in the Company having better liquidity and performance. This capital increase will provide the Company with cash, and when combined with the remaining cash from the Company, it will help open up opportunities and provide the Company with funds to expand the business of manufacturing and distributing latex gloves that are in high demand and growing due to the COVID-19 epidemic.

In this regard, if the Company is able to raise capital by issuing new ordinary shares in accordance with the capital increase plan and business plan, the Company will be able to recognize income continuously. Moreover, it also can reduce costs and expenses and increase profits for the Company in the future. However, if the Company does not receive funds from this capital increase, the

Company might miss the opportunity to generate profit from expanding to business of production and distribution of latex gloves according to the business plan, which the recovery from the loss from the existing business that is facing high competition, will have a lower chance to recover from the loss of the current business for the Company.

For that reason, Board of Directors have an opinion that the Company is in need for this capital increase to be used as working capital within the Company to increase liquidity and support the current business operations of the Company and the business expansion of the Company in the future, for the best benefit of the Company and all its shareholders because the Company have a plan to use the funds from this capital increase for the purposes as detailed in Clause 2 above.

In case that all the newly issued ordinary shares that the Company has issued and allocated at this time are fully subscribed, the Company will be able to raise funds in the amount of approximately THB 299.85 million, which the Company plans to use the money as described in the Clause 2 above, within 2022. In addition, with respect to the issuance of newly issued ordinary shares to support the exercise of rights under TRUBB-W2, in the event that the shareholders exercise their rights to purchase the newly issued ordinary shares under TRUBB-W2 in full, the Company will receive funds of approximately THB 817.78 million, which will be used as a source of funds for future business expansion.

4.2 Feasibility of money plans and reasonableness of the capital increase

The Company expects to proceed with the issuance, offering and allotment newly issued ordinary shares to the existing shareholders in proportion to their respective shareholdings (Right Offering) as well as receiving money from the offering of new shares to be completed within the fourth quarter of 2021. The Company will use the proceeds received from such capital increase to use for the purposes as detailed in Clause 2 above, which the additional investment in the business that the Company has mentioned is a business that the Company is currently operating and is an expansion into the production and distribution of rubber gloves, so the plan to use the money is highly feasible. For the issuance of newly issued ordinary shares to support the exercise of the rights under TRUBB-W2, because TRUBB-W2 has an exercise period of 3 years from the date of issuance of TRUBB-W2, the Company will use the money received from the capital increase to be used as a source of funds for future business expansion

4.3 The expected impact on the Company's business operations, as well as the financial status and results of operations of the Company due to the capital increase

The Board of Directors consider and view that this capital increase and allocation of new shares will provide the Company with additional funds which will help strengthen and secure the financial status of the Company as well as reducing the Company's debt-to-equity ratio, which will increase financial flexibility in the implementation of future projects to expand the customer base in the long term and act as reserve fund for use as working capital to support the Company's operations. Therefore, such capital increase will not adversely affect the business operation, financial status and operating results of the Company.

In this regard, if the capital increase is not successful, the Company may lose important business opportunities, which will cause the business plan that has been planned to not achieve its objectives. However, in case that the number of shareholders who subscribe for the newly issued ordinary shares of the Company and/or the number of shareholders who exercise the rights to purchase the newly issued ordinary shares of the Company under TRUBB-W2 did not meet the target and/or the Company is unable to increase

capital from the allotment of newly issued ordinary shares to a specific investor according to plan, the Company plans to find alternative business partners and/or other source of fund to proceed in accordance with the business plan (which may be delayed), where the Company will find funds from other sources, such as borrowing from financial institutions, issuance of other financial instruments, and / or issuing bonds, etc., as the Board of Directors deems appropriate.

5. Right to claim compensation in the event that a director does not comply with Fiduciary Duty

In the case that the directors of the Company do not perform duties in accordance with the law, the objectives and the regulations of the Company as well as the resolution of the shareholders' meeting with honesty and care to protect the interests of the Company in matters relating to the capital increase by doing or refraining from any actions that do not perform the said duties and cause damage to the Company, the Company can claim compensation from the said director. But if the Company does not claim the said compensation, shareholders holding a total of not less than 5.00 percent of the total issued shares may inform the Company to make a claim and if the Company does not proceed as the shareholders have informed, that shareholder can file a claim for damages from the said director on behalf of the Company in accordance with Section 85 of the Public Limited Company Act B.E. 2535 (as amended). In addition, if the actions or omissions of the committee which is not a duty to comply with the law, objectives and regulations of the Company as well as the resolution of the shareholders' meeting with honesty and carefulness to protect the interests of the Company, in matters relating to the capital increase that benefits the directors, executives, or related parties, the Company may sue the director to be responsible for returning the said benefits to the Company or shareholders holding shares with voting rights of not less than 5.00 percent of the total voting rights of the Company can notify the Company to do so if the Company does not proceed as according to shareholders' notice within 1 month from the date of notification, the said shareholders can exercise the right to sue to return the benefits from the directors on behalf of the Company under Section 89/18 of the Securities and Exchange Act B.E. 2535 (as amended).

The Company certifies that the information in this report form is true and complete in all respects.



(Mr. Pattarapol Wongsasuthikul)

(Mr. Prawit Waraprateep)

Authorized Director

Please be informed accordingly

Sincerely yours

Summary of Key Features of Warrants to Purchase Ordinary Shares of Thai Rubber Latex Group Public Company Limited No. 2 Allocated to the Existing Shareholders of the Company who Subscribe and Paid for the Newly Issued Ordinary Shares in Proportion to Their Respective Shareholding (“TRUBB-W2”)

1. Summary of Key Features of Warrant

Warrant Name	Warrants to purchase the newly issued ordinary shares of Thai Rubber Latex Group Public Company Limited No. 2 (the “Warrant” or “Warrant No.2” or “TRUBB-W2”)
Type of Warrant	In named certificate and transferable by allocating to the existing shareholders who have subscribed and paid for the subscription for the newly issued ordinary shares that the Company offers to the existing shareholders of the Company in proportion to their respective shareholding (Right Offering).
Warrant Issuer	Thai Rubber Latex Group Public Company Limited (“Company”)
Address of the Warrant Issuer	99/1-3 Moo 13 Soi Bangna-Trad 45, Bangna-Trad Road, Km.7, Bang Kaeo, Bang Phli District, Samut Prakan 10540
Allocation Methods	<p>The Company will issue and allocate TRUBB-W2 to the existing shareholders of the Company in proportion to their respective shareholding (Right Offering) and oversubscription at the allocation ratio of 1 newly issued ordinary shares that is subscribed and paid to 1 unit of TRUBB-W2.</p> <p>Thus, in the calculation of TRUBB-W2 allocation for each shareholder, if the result is in fractions, the fraction of shares is to be discarded. In case there are warrants remaining from such allocation, the remaining warrants will be cancelled and the Company will not re-allocate the remaining warrants.</p>
Number of Warrants Issued	Up to 136,295,937 units
Offering Price per Unit	THB 0.00 per unit (at no cost)
Exercise Ratio	One unit of TRUBB-W2 is entitled to purchase one ordinary share (par value of THB 1.00 per share), unless the exercise ratio is adjusted otherwise pursuant to the provisions concerning the rights adjustment as stipulated in the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase the Newly Issued Ordinary Shares of Thai Rubber Latex Group Public Company Limited No. 2 (the “ Terms & Conditions ”). In the case of fractions of shares or warrants, it should be discarded
Exercise Price	THB 6.00 per share, unless the exercise price is adjusted otherwise pursuant to the provisions concerning the rights adjustment as stipulated in the Terms & Conditions.
Issuance and Offering Date	Board of Directors and / or the Executive Committee and / or the Chairman of the Executive Committee and / or the President or the person who the Board of Directors or the Executive Committee or the Chairman of the Executive Committee or the President assigned the authority to determine the date of issuance and offering of the warrants which will be determined when

	<p>the Company is approved by the Extraordinary General Meeting of Shareholders No. 1/2564. The Company expects to issue and allocate TRUBB-W2 in September of 2021.</p>
Term of Warrants	<p>3 years from the issuance and allocation date of TRUBB-W2. In this regard, the Company shall not extend the term of TRUBB-W2 after issuance and there is no requirement for the Company to be able to call for warrant holders to exercise their rights before the maturity date.</p>
Number of Ordinary Shares Reserved for the Exercise of Warrants	<p>Up to 136,295,937 shares at the par value of THB 1.00 per share, when represented as the proportion of underlying shares to the total number of outstanding shares of the Company as of the date of the Board of Directors Meeting No. 4/2021 on June 25, 2021 will be equal to 16.67%.</p> <p>*Calculation method of proportion of underlying share reserved for the exercise of TRUBB-W2¹:</p> $\frac{\text{Number of underlying shares reserved for the exercise of TRUBB-W2} + \text{Number of underlying shares of the Company reserved for the exercise of other warrants}}{\text{The total number of paid-up shares of the Company}} * 100$ $16.67\% = \frac{136,295,937}{681,479,688 + 136,295,937} \times 100$
Exercise Period	<p>The warrant holders will be entitled to exercise their rights under TRUBB-W2 to purchase the newly issued ordinary shares of the Company on the last Business Day of every 3 months from the issuance date of TRUBB-W2 throughout the term of the warrants (“Exercise Date”). The first Exercise Date shall be the last Business Day of 3 months following the issuance date of TRUBB-W2 and the last exercise date is the date the warrants expire 3 years following the issuance date of TRUBB-W2. In the event that the Exercise Date and the last Exercise Date is not a business day, the last Exercise Date shall be moved up to the business day prior to such Exercise Date.</p> <p>In the event that the Exercise Date falls on a holiday of the Company, the Exercise Date shall be postponed to the prior business day, which the last Exercise Date will coincide with the expiry date of the warrant (“Last Exercise Date”).</p> <p>However, Board of Directors and / or the Executive Committee and / or the Chairman of the Executive Committee and / or the President or the person who the Board of Directors or the Executive Committee or the Chairman of the Executive Committee or the President assigned the authority to determine the first Exercise Date, each Exercise Date in between, and the Last Exercise Date as deemed appropriate, after the EGM has approved the issuance and offering of TRUBB-W2.</p>

Notification Period of Intention to Exercise Warrants	The warrant holders who wish to exercise their rights to purchase the newly issued ordinary shares of the Company shall deliver a notification of intention to exercise TRUBB-W2 (the “ Exercise Notice ”) during 8.30 a.m. and 3.30 p.m. within the period of 5 business days prior to the Exercise Date. In case of the Last Exercise Date, the warrant holders shall notify such intention not less than 15 days prior to the Last Exercise Date (“ Period of Notification for the Last Exercise Date ”).
Irrevocability of Notification of Intention to Exercise Warrant	The intention to exercise TRUBB-W2 shall be irrevocable upon the Exercise Notice issued, unless approved with a written consent from the Company.
Offering Period	Offering must be completed within 1 year from the date of the shareholders' meeting approves the issuance and offering of TRUBB-W2, whereas the Board of Directors and / or the Executive Committee and / or the Chairman of the Executive Committee and / or the President or the person who the Board of Directors or the Executive Committee or the Chairman of the Executive Committee or the President assigned the authority to determine further conditions and details.
Warrants Registrar	Thailand Securities Depository Company Limited (“ TSD ”) or the person duly appointed to act as the registrar of TRUBB-W2.
Secondary Market for Warrants	The Company will list TRUBB-W2 on the Stock Exchange of Thailand.
Secondary Market for the Ordinary Shares Issued upon Exercise of Warrants	The Company will list the ordinary shares arising from the exercise of TRUBB-W2 to be listed on the Stock Exchange of Thailand.
Reason of the Issuance of New Shares to Reserve the Rights Adjustment	When the Company adjusts the exercise price and the exercise ratio pursuant to the provisions concerning the rights adjustment as stipulated in the Terms & Conditions, which resemble the events stipulated in Clause 11(4)(b) of the Notification of the Capital Market Supervisory Board No. Tor Jor. 34/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares Warrants and Underlying Shares dated December 15, 2008 (as amended).
Other Rights and Benefits	Ordinary shares issued under the exercise of TRUBB-W2 will have the same rights as the Company's ordinary shares which is issued prior in all respects.
Rights Adjustment of the Warrants	<p>The Company will be required to adjust the exercise price and/or the exercise ratio upon the occurrence of any of the following events:</p> <ul style="list-style-type: none"> a. in case of a change in par value of the Company’s ordinary share as a result of a combination or split of shares; b. in case the Company issues and offers newly issued ordinary shares to its existing shareholders and/or to the public and/or to specific investors (private placement) at the net price per share of the newly issued ordinary shares of the Company which is below 90 percent of the market price per share of the Company’s ordinary shares;

	<p>c. in case the Company issues any new securities to its existing shareholders and/or to the public and/or to specific investors (private placement) and such securities confer the rights to convert/ exchange into ordinary shares or the rights to purchase of the ordinary shares (such as convertible debentures or warrants to purchase the ordinary shares) at the net price per share of the newly issued ordinary shares reserved for the exercise of rights below 90 percent of the market price per share of the Company’s ordinary shares;</p> <p>d. in case the Company makes payment of dividends, whether in whole or in part, in the form of the Company’s ordinary shares;</p> <p>e. in the event that the Company distributes dividends in cash in excess of 90 percent of the Company’s net profit after deduction of legal reserve and of the Company’s income tax for operations in any accounting period for the consolidated Company's financial statements, throughout the term of the warrant;</p> <p>f. in any event where the Warrant holders are caused to lose their rights and benefits, due to inferior to the exercise of the warrant, other than those stated in items (a) – (e), the Company shall consider the adjustment of the exercise price and the exercise ratio (or adjustment of the number of TRUBB-W2 in lieu of the exercise ratio) in a fair manner without depriving the rights of the Warrant holders.</p> <p>In this respect, the definitions, rights adjustment formula, as well as other details shall be in accordance with the Terms & Conditions.</p> <p>However, let the Board of Directors and / or the Executive Committee and / or the Chairman of the Executive Committee and / or the President or the person who the Board of Directors or the Executive Committee or the Chairman of the Executive Committee or the President assigned the authority to consider the conditions and other details related to the adjustment or change of the exercise ratio and exercise price.</p>
<p>The Objectives of the Issuance of Warrants and Benefits to the Company Obtainable from on the Allocation of the Newly Issued Ordinary Share</p>	<p>In order for the Company to have additional funds for its operations. business expansion and preparing for new projects in the future which will make the company have more income and help to strengthen the financial strength and stability of the company's financial position. It will also increase the potential of business operations and increase the opportunity to expand and expand the business to be more comprehensive, which will result in a better performance of the company in the long run.</p>
<p>Shareholders’ Benefit Obtainable from the Increase of Capital</p>	<p>1. The issuance of newly issued ordinary shares and TRUBB-W2 will allow the Company to have increased working capital to be used for business operation and expansion of the Company's investment. As a result, the Company has more liquidity and strong financial position as well as the ability to generate more income in the future.</p>

	<p>2. Reduce costs, increase revenue opportunities and reduce the risk of relying solely on revenue from latex products and by-products from concentrated latex, and the Company's shareholders will receive benefits in connection with the increase in revenues and profits of the Company in terms of dividends and gains from the Company's share price that will increase according to the operating performance.</p>
<p>Other Conditions</p>	<p>Authorize the Board of Directors or the Chairman of the Executive Committee or a representative from the Board of Directors or the attorney from the executive committee or an authorized director or a director authorized by an authorized director to be authorized to take any actions and amend any criteria, conditions, and other details to issuance and allocation of TRUBB-W2 in all respects as deemed appropriate and in compliance with the applicable law such as the allocation, determination of issuance and offering date of TRUBB-W2, including other necessary and appropriate action related to the issuance and offering of the TRUBB-W2 in all respects, including, without limitation to, contact, prepare or deliver documents necessary or related to the issuance and allocation of TRUBB-W2. Also, listing of the TRUBB-W2 on the Stock Exchange of Thailand, to seek approval from the relevant authorities, and to appoint and authorize other persons to be substitute attorneys-in-fact.</p>

2. Dilution Effects

2.1. In the case of the exercise of TRUBB-W2 after the offering of the Company's newly issued ordinary shares to the existing shareholders in proportion to their respective shareholding (Right Offering)

2.1.1. Control Dilution

If the Warrant Holders fully exercise their rights, there will be no control dilution. However, in case the Warrant Holders do not fully exercise their rights while the other shareholders exercise the right to convert in full amount, the impact on the control dilution can be calculated as follows. (The calculation of the impact below is under the assumption that the offering of the Company's newly issued ordinary shares to the existing shareholders in proportion to their respective shareholding (Right Offering) occurs prior of the allocation of the TRUBB-W2 and is fully exercised).

$$\text{Control Dilution} = \frac{\text{TRUBB-W2 underlying shares}}{\text{TRUBB-W2 underlying shares} + \text{Right Offering shares} + \text{Paid-up shares}}$$

$$\text{Control Dilution} = \frac{136,295,937}{(136,295,937 + 136,295,937 + 681,479,688)}$$

$$\text{Control Dilution} = 14.29\%$$

2.1.2. Price Dilution

In the issuance of the underlying shares for the exercise of TRUBB-W2, if the Warrant Holders fully exercise their rights, the impact on the price dilution can be calculated as follows. (The calculation of the impact below is under the assumption that the offering of the Company's newly issued ordinary shares to the existing shareholders in proportion to their respective shareholding (Right Offering) occurs prior of the allocation of the TRUBB-W2 and is fully exercised).

$$\text{Price Dilution} = \frac{\text{Market Price before the Offering}^{1/} - \text{Market Price after the Offering and Exercise of TRUBB-W2}^{2/}}{\text{Market Price before the Offering}}$$

$$\text{Price Dilution} = \frac{2.87 - 3.32}{2.87}$$

$$\text{Price Dilution} = (15.59\%)$$

No price dilution effect

Remarks

$$1/ \text{Market Price before the Offering} = \frac{(\text{Market Price} \times \text{paid-up shares}) + (\text{Right Offering Price} \times \text{Right Offering shares})}{\text{paid-up shares} + \text{Right Offering shares}}$$

$$2/ \text{Market Price after the Offering and Exercise of TRUBB-W2} = \frac{(\text{Market Price} \times \text{paid-up shares}) + (\text{Right Offering Price} \times \text{Right Offering shares}) + (\text{TRUBB-W2 Exercise Price} \times \text{TRUBB-W2 underlying shares})}{\text{paid-up shares} + \text{Right Offering shares} + \text{TRUBB-W2 underlying shares}}$$

2.1.3. Earnings Per Share Dilution or EPS. Dilution

$$\text{EPS Dilution} = \frac{\text{EPS before the Offering}^3 - \text{EPS after the Offering and Exercise of TRUBB-W2}^4}{\text{EPS before the Offering}}$$

$$\text{EPS Dilution} = 14.29\%$$

Remarks

$$\text{Profit (Loss)} \quad (\text{Latest 4 quarters, Financial Statement as of March 31, 2021}) = \text{THB (92,625,581.00)}$$

$$3/ \text{EPS before the Offering} = \frac{92,625,581.00}{681,479,688 + 136,295,937} = \text{THB (0.1133) per share}$$

$$4/ \text{EPS after the Offering and Exercise of TRUBB-W2} = \frac{92,625,581.00}{681,479,688 + 136,295,937 + 136,295,937} = \text{THB (0.0971) per share}$$

2.2. In the case of the exercise of TRUBB-W2 after the issuance and offering of the Company's newly issued ordinary shares to a specific investor (Private Placement) and the offering of the Company's newly issued ordinary shares to the existing shareholders in proportion to their respective shareholding (Right Offering)

2.2.1. Control Dilution

$$\text{Control Dilution} = \frac{\text{TRUBB-W2 underlying shares}}{\text{Private Placement shares} + \text{TRUBB-W2 underlying shares} + \text{Right Offering shares} + \text{Paid-up shares}}$$

$$\text{Control Dilution} = \frac{136,295,937}{(68,147,968 + 136,295,937 + 136,295,937 + 681,479,688)}$$

$$\text{Control Dilution} = 13.33\%$$

2.2.2. Price Dilution

In exercising of TRUBB-W2 warrants, the effect of the price dilution will depend on the offering price of the newly issued ordinary shares to a specific investor (Private Placement), which the Board of Directors will consider and approve later. Therefore, in the case of the exercise of TRUBB-W2 after the issuance and offering

of the Company's newly issued ordinary shares to a specific investor (Private Placement) and the offering of newly issued ordinary shares of the Company to the existing shareholders in proportion to their respective shareholdings (Right Offering), the effect of the share price dilution cannot be calculated since the offering price of the newly issued ordinary shares to a specific investor (Private Placement) is still uncertain.

2.2.3. Earnings Per Share Dilution or EPS. Dilution

$$\text{EPS Dilution} = \frac{\text{EPS before the Offering}^{1/} - \text{EPS after the Offering and Exercise of TRUBB-W2}^{2/}}{\text{EPS before the Offering}}$$

$$\text{EPS Dilution} = 13.33\%$$

Remarks

Profit (Loss) (Latest 4 quarters, Financial Statement as of March 31, 2021) = THB (92,625,581.00)

1/ EPS before the Offering = $(92,625,581.00) / (681,479,688 + 136,295,937 + 68,147,968) =$ THB (0.1046) per share

2/ EPS after the Offering and Exercise of TRUBB-W2

= $(92,625,581.00) / (681,479,688 + 136,295,937 + 136,295,937 + 68,147,968) =$ THB (0.0906) per share

**Information Memorandum on the listing of World Flex Public Company Limited
on The Stock Exchange of Thailand**

According to the Board of Directors' Meeting of Thai Rubber Latex Group Public Company Limited ("TRUBB" or the "Company") No. 4/2021 held on 25 June 2021 resolved to propose the shareholders' meeting of the Company to consider the approval of listing plan of World Flex Public Company Limited ("WFX"), the subsidiary company, on the Stock Exchange of Thailand ("SET"), and allocation plan of WFX's newly issued ordinary shares. The fundraising objectives of the initial public offering (IPO) and the listing on the SET are for investment in business expansion, loan repayment to financial institutions and working capital in the business. WFX would offer the newly issued ordinary shares to the Company's shareholders according to the shareholding proportion (Pre-emptive Rights), directors, management and/or employees of WFX, and the public, totalling 142,000,000 shares. After the spin-off, WFX still remains the status of the Company's subsidiaries since the Company still has control over WFX.

The plan for offering newly issued ordinary shares to the public for listing WFX on the SET is deemed as an asset disposal transaction of the listed company according to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551, Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand, Re : Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004 (The Notification Re: Acquisition and Disposition). The maximum transaction size according to the Net Profit criteria is equivalent to 28.05% based on the consolidated financial statements ended on 31 March 2021. However, the Company has an asset disposal transaction in 6-month period before the date that the Board of directors approved the listing of WFX which is the subsidiary company on the SET and allocation plan of WFX's newly issued ordinary shares. In this regards, the transaction are the disposition of ordinary shares of Latex Systems Public Company Limited which has the maximum transaction size based on total value of consideration paid or received criteria equivalent to 0.73% and the disposition of land in Rayong to WFX which has the maximum transaction size based on total value of consideration paid or received criteria equivalent to 1.48% which combined with the transaction size at this time, the maximum transaction size based on Net Profit criteria is equivalent to 28.05%. The entering into such transactions is classified as an asset disposition transaction with the size higher than 15.00% but lower than 50.00%. As a result, the Company is required to prepare a report and disclose the information on the entering into the transaction, whereby the information must comprise at least the information required under Schedule (1) annexed to the Notification of Acquisition and Disposition of Assets. The Company is also required to prepare at least the information required under Schedule (2) as well as the invitation letter to the Company's shareholders within 21 days from the day that the Company has notified. However, the Board of Directors has taken into account good corporate governance and to provide the shareholders with complete information to participate in decision making of the listing plan of WFX on the SET, the Company has included the listing plan of WFX, the subsidiary company, on the SET and the allocation plan of WFX's newly issued ordinary shares as agenda for the Extraordinary General Meeting of Shareholders No. 1/2021 with the following details of information:

1. Date – Month – Year of the transaction

The listing of WFX on the SET by offering newly issued shares to the Company's shareholders according to the shareholding proportion (Pre-emptive Rights), directors, management and/or employees of WFX, and the public. The transaction shall take place after WFX has been approved to offer shares by the Securities and Exchange Commission (the "SEC").

2. Counter parties

Offering newly issued shares to the Company's shareholders according to the shareholding proportion (Pre-emptive Rights), directors, management and/or employees of WFX, and the public

Securities seller : World Flex Public Company Limited ("WFX")

Securities buyer : 1. Company's shareholders
2. Directors, Management and/or employees of WFX
3. Public

3. General characteristics of asset disposition transaction and transaction size

For the listing of WFX on the SET, WFX would increase its registered capital from 322,200,000 Baht to 464,200,000 Baht by allocating the newly issued ordinary shares of not exceeding 142,000,000 shares at a par value of 1.00 Baht per share. The allocation is as follows:

1. Allocate WFX's newly issued ordinary shares of not exceeding 11,360,000 shares at a par value of 1.00 Baht per share offered to the Company's shareholders according to the shareholding proportion (Pre-emptive Rights) at the same price as IPO price. If there are shares left after the allocation for TRUBB's shareholders, such shares would be allocated to the public.
2. Allocate WFX's newly issued ordinary shares of not exceeding 14,200,000 shares at a par value of 1.00 Baht per share offered to directors, management and/or employees of WFX at the same price as IPO price. If there are shares left after the allocation for directors, management and/or employees of WFX, such shares would be allocated to the public.
3. Allocate WFX's newly-issued ordinary shares of, approximately, 116,440,000 shares (including the shares left from the allocation from No. 1 and No. 2) at a par value of 1.00 Baht per share for Initial Public Offering (IPO).

In this regards, after the issuing and offering newly issued ordinary shares of 142,000,000 shares to the Company's shareholders according to the shareholding proportion (Pre-emptive Rights), directors, management and/or employees of WFX, and the public, and listing WFX on the SET, the Company's shareholding proportion would decrease from 95.59% to 66.35% of paid-up capital or decrease by 29.24%.

The issuing and offering of newly issued ordinary shares to the Company's shareholders according to the shareholding proportion (Pre-emptive Rights), directors, management and/or employees of WFX, and the public is deemed as an asset disposition transaction of the listed company in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisitions or Disposals of Assets (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) ("Notifications on Acquisition or Disposal"), thereby the maximum transaction size according to the Net Profit criteria is equivalent to 28.05% based on the consolidated financial statements ended on 31 March 2021. The details of the size calculation of the asset disposition transaction as per 4 calculation criteria are as follows:

Basis of calculation	Calculation formula	Transaction size (%)
1. Net Tangible Assets (NTA) criteria	$\frac{\text{(NTA of the disposed company x disposed proportion)}}{\text{The Company's NTA}}$ $= \frac{864.39 \times 29.24\%}{2,285.85}$	11.06
2. Net profit criteria	$\frac{\text{(Net Profit of the disposed company x disposed proportion)}}{\text{Net profit of the Company and subsidiaries}}$ $= \frac{79.41 \times 29.24\%}{82.78}$	28.05
3. Total value of consolidation criteria	$\frac{\text{Value of the disposition transaction}}{\text{Total asset of the Company and subsidiaries}}$ $= \frac{2.69 \times 142.00}{8,364.71}$	4.57
4. Equity share value criteria	$\frac{\text{Number of shares issued for disposition transaction}}{\text{The Company's issued and paid-up shares}}$	Cannot be calculated since there is no securities issued for the making compensation

Remark

- Since, at present, WFX has not determine the IPO price offered to the Company's shareholders according to the shareholding proportion (Pre-emptive Rights), directors, management and/or employees of WFX, and the public. In this case, the Company then calculate the size of the transaction by using book value as of 31 March 2021 which is equivalent to 2.69 Baht per share from WFX's latest reviewed financial statement.

The size calculation of the transaction above has the maximum transaction size calculated by Net Profit criteria equivalent to 28.05% and has an disposal transaction in 6-month period before the date that the Board of directors approved the listing of WFX which is the subsidiary company on the SET and allocation plan of WFX's newly issued ordinary shares. In this regard, the transactions comprise of the disposition of ordinary shares of Latex Systems Public Company Limited which has the maximum transaction size based on total value of consideration paid or received criteria equivalent to 0.73% and the disposition of land in Rayong to WFX which has the maximum

transaction size based on total value of consideration paid or received criteria equivalent to 1.48% which combined with the transaction size at this time, the maximum transaction size based on Net Profit criteria is equivalent to 28.05%. The entering into such transactions is classified as an asset disposition transaction with the size higher than 15.00% but lower than 50.00%. As a result, the Company is required to prepare a report and disclose the information on the entering into the transaction, whereby the information must comprise at least the information required under Schedule (1) annexed to the Notification of Acquisition and Disposition of Assets. The Company is also required to prepare at least the information required under Schedule (2) as well as the invitation letter to the Company's shareholders within 21 days from the day that the Company has notified. However, the Board of Directors has taken into account good practice and to allow the shareholders to participate in decision making of the listing plan of WFX on the SET, the Company has included the listing plan of WFX, the subsidiary company, on the SET and the allocation plan of WFX's newly issued ordinary shares as agenda for the Extraordinary General Meeting of Shareholders No. 1/2021.

4. Preliminary information of disposed assets

Type of securities offered : Newly issued ordinary shares of WFX offered to the Company's shareholders according to shareholding proportion (Pre-emptive Rights), directors, management and/or employees of WFX, and the public

Number of shares : Not exceeding 142,000,000 shares. The allocation is as follows:

1. Allocate WFX's newly-issued ordinary shares of not exceeding 11,360,000 shares for the Company's shareholders according to the shareholding proportion (Pre-emptive Right) at the same price as IPO price. If there are shares left after the allocation for TRUBB's shareholders, such shares would be allocated to the public.
2. Allocate WFX's newly-issued ordinary shares of not exceeding 14,200,000 shares for directors, management and/or employees of WFX at the same price as IPO price. If there are shares left after the allocation for directors, management and/or employees of WFX, such shares would be allocated to the public.
3. Allocate WFX's newly-issued ordinary shares of, approximately, 116,440,000 shares (including the shares left from the allocation from No. 1 and No. 2) for Initial Public Offering (IPO)

Par value : 1.00 Baht per share

Allotment proportion of newly : Has not been determined. However, the Board of director of WFX or the

- issued ordinary shares and
Record date
- person designated by the Board of director of WFX will determine the right offering proportion of newly issued ordinary shares for the Company's existing shareholding according to the shareholding proportion (Pre-emptive Right). The Board of director of the Company will determine the record date of the Company's existing shareholders for pre-emptive right, which will be determined after the SEC grants permission to WFX for shares offering.
- Offering price : Has not been determined. However, the Board of director or the person designated by the Board of director will determine the offering price after the SEC grants permission to WFX for shares offering.
- Offering period : Has not been determined. However, the Board of director or the person designated by the Board of director will determine the offering period after the SEC grants permission to WFX for shares offering.

Preliminary information of World Flex Public Company Limited

- Company's name : World Flex Public Company Limited ("WFX")
- Headquarters' address : 1/7 Bangna Thani Building, 3rd Floor, Room 3B,
Soi Bangna-Trat 34, Bangna Tai, Bangna, Bangkok 10260
- Factory's address : 59/1, 59/4 Moo. 5 Highway No.3191 Road
Mae Nam Khu, Pluak Daeng, Rayong 21140
- Business type : Manufacturer and distributor of rubber thread
- Capital structure : Before the offering of newly issued ordinary shares to the Company's shareholders according to shareholding proportion (Pre-emptive Right), directors, management and/or employees of WFX and the public, WFX has registered capital and paid-up capital equivalent to 322,200,000 Baht which is divided into 322,200,000 ordinary shares at a par value of 1.00 Baht per share.
- After the offering of newly issued ordinary shares to the Company's shareholders according to shareholding proportion (Pre-emptive Right), directors, management and/or employees of WFX and the public, WFX would have registered and paid-up capital equivalent to 464,200,000 Baht which divided into 464,200,000 ordinary shares at a par value of 1.00 Baht per share.

The Company's shareholding proportion in WFX : Before the offering of newly issued ordinary shares to the Company's shareholders according to shareholding proportion (Pre-emptive Right), directors, management and/or employees of WFX and the public, the Company holds WFX's shares equivalent to 95.59% of the registered capital.

After the offering of newly issued ordinary shares to the Company's shareholders according to shareholding proportion (Pre-emptive Right), directors, management and/or employees of WFX and the public at amount of 142,000,000 shares, the Company would hold WFX's shares equivalent to 66.35% of the registered capital.

Directors

As of 25 June 2021 WFX has 8 directors as follows:

1. Mr. Bunyong Visatmongkolchai
2. Mr. Banlue Chantadisai
3. Mr. Surapong Rongsirikul
4. Mr. Chawalit Tiyadechachai
5. Mr. Nat Vongsasuttikul
6. Ms. Chalengkwan Wongsasuthikul
7. Mr. Kowit Wongsasuthikul
8. Mr. Prakit Waraprateep

Management

: As of 25 June 2021 WFX has 5 managements as follows:

1. Mr. Chawalit Tiyadechachai
2. Mr. Nat Vongsasuttikul
3. Ms. Supreeya Sintuphan
4. Ms. Uthairat Chatuphatthararat
5. Mr. Worapol Phimukphakdee

Financial information of World Flex Public Company Limited

Unit : Million Baht	2018	2019	2020	Jan - Mar 2021
Total assets	1,406.31	1,360.60	1,687.93	1,858.85
Total liabilities	868.75	815.32	860.07	990.84
Issued and paid-up capital	308.00	308.00	308.00	322.20
Retained earnings	(10.43)	7.15	76.44	114.99
Shareholders' equity	537.56	545.28	827.86	868.01
Total revenue	1,860.92	2,045.11	2,408.66	719.64
Revenue from sales	1,837.84	2,036.92	2,396.92	718.60
Cost of goods sold	1,749.24	1,940.05	2,218.95	626.08

Unit : Million Baht	2018	2019	2020	Jan - Mar 2021
Gross profit	88.59	96.86	177.97	92.52
Total expenses	63.88	63.84	108.10	42.08
Earnings before interest and tax	47.80	41.22	81.60	51.48
Net profit	19.22	7.72	57.81	40.15

5. Total value of consolidation

WFX would offer the newly issued ordinary shares to the Company's shareholders according to the shareholding proportion (Pre-emptive Rights), directors, management and/or employees of WFX, and the public at the same price with the IPO price which, at present, has not been determined yet. However, WFX would determine the IPO price after the SEC grants permission to WFX for shares offering.

6. Value of asset to be disposed

The value of asset to be disposed will be in accordance with the IPO price, which is currently not been determined yet.

7. Expected benefits from the transaction

Benefits from offering newly issued ordinary shares the Company's shareholders according to the shareholding proportion (Pre-emptive Rights), directors, management and/or employees of WFX, and the public

7.1 Benefits to the Company's shareholders

- The Company's shareholders would have the rights to purchase the newly issued ordinary shares according to the shareholding proportion (Pre-emptive Right)
- Spin-off of WFX would provide investment alternatives to shareholders and investors by which the shareholders and investors could selectively invest in the Company and/or WFX depending on their investment preferences.
- Upon becoming a listed company on the SET and WFX may be higher market value, the Company's share price might increase which would be beneficial to the Company's shareholders.

7.2 Benefits to the Company

- Listing WFX on the SET would reflect the value of WFX to the WFX's shareholders itself and the Company's share price as well. Therefore, the Company has the opportunity to receive added value from the investment in WFX.
- The transaction would lessen the burden of the Company in providing financial supports to WFX.
- Opportunity for the Company's shareholders to receive both direct and indirect return from WFX.

7.3 Benefits to WFX

- Receiving funds for business expansion, loan repayment to financial institutions and working capital in the business.
- More fundraising channels as WFX can directly raise funds from investors through the capital market.
- Enhance WFX's growth capacity and ability to compete.
- Promote WFX to be more well-known and encourage better WFX's images to business partner.

8. Plan on utilization of proceeds received from IPO

WFX plans to use the proceeds from this offering to expand the business, repay loans to financial institutions and as a working capital.

9. Conditions of the transaction

1. The Extraordinary General Meeting of Shareholders of the Company No. 1/2021 resolved to approve the listing of WFX on the SET and the capital increase for the offering of newly issued ordinary shares to the Company's shareholders according to the shareholding proportion (Pre-emptive Rights), directors, management and/or employees of WFX, and the public
2. The Meeting of Shareholders of WFX resolved to approve the listing of WFX in the SET and the capital increase for the offering of newly issued ordinary shares to the Company's shareholders according to the shareholding proportion (Pre-emptive Rights), directors, management and/or employees of WFX, and the public
3. WFX has registered the increase in capital with the Department of Business Development.
4. WFX is approved by the SEC to offer ordinary shares to the Company's shareholders according to shareholding proportion (Pre-emptive Rights), directors, management and/or employees of WFX, and the public.
5. The SET approves the WFX's securities to be listed securities on the SET.

10. Effects from listing WFX in the SET

1. EPS Dilution and Control Dilution

The issuing and offering of newly issued ordinary shares to the Company's shareholders according to the shareholding proportion (Pre-emptive Right), directors, management and/or employees of WFX, and listing WFX on the SET, the Company's shareholding proportion would decrease from 95.59% to 66.35% of paid-up capital or decrease by 29.24%

The issuing and offering newly issued ordinary shares to the Company's shareholders according to the shareholding proportion (Pre-emptive Right), directors, management and/or employees of WFX, and the public would affect the Company's profit sharing and the voting rights in WFX in the future. However, to compensate

such effects, the Company has proposed the Shareholders' meeting to allocate WFX's newly issued ordinary shares of not exceeding 11,360,000 shares, at a par value of 1.00 Baht which is equivalent to 8.00% of the total newly issued ordinary shares offered at this time, offering to the Company's shareholders according to the shareholding proportion (Pre-emptive Rights) at the same price with the IPO price.

2. Price Dilution

The offering shares are WFX's ordinary shares which are expected not to affect the market price of the Company's shares. However, the reduction of the shareholding in WFX will affect the proportion of the Company's realized profit in WFX.

11. Opinion of the Company's Board of directors and Audit Committee

The Company's Board of directors including audit committee have opinion that this transaction is rational to the Company. This transaction would increase the strength of WFX, enhance WFX's ability to compete and also for WFX to raise fund through SET by itself. Moreover, this transaction would also increase the Company's investment value in WFX.

12. Opinion of the Company's Audit Committee and/or Board of directors that are different from the Company's Board of directors stated in No. 11

None

13. Responsibility of the Board of Directors for the Information Memorandum

The Board of directors of the Thai Rubber Latex Group Public Company Limited has carefully reviewed the information in this memorandum about the information disclosure and the Company's actions in the acquisition or disposal of assets and hereby certifies that such information is correct without misleading or lack of material information that should be disclosed. In this regard, this information memorandum is prepared for the objective of disclosing information only, not for persuasion or as proposal to acquire or subscribe any securities.

Articles of Association

Section 4 Shareholder meeting

Clause 33. A general meeting shall be held at the locality in where the head office of the company is located, or in a nearby province, or at any place fixed by the board of directors.

Clause 34. A general meeting of shareholders shall be held once at least. Such meeting shall be called “an ordinary meeting” and shall be held within four months as from the last day of the accounting year of the company.

All other meetings of shareholders shall be called “extraordinary meetings”

The board of directors may summon an extraordinary meeting whenever they think fit, or a requisition to that effect is made in writing by shareholders holding not less than one-fifth of the shares sold, or by at least twenty-five shareholders holding not less than one-tenth of the shares sold. Such requisition shall be clearly stated the objective of which the meeting is required to be summoned. The board of directors shall summon such meeting within one month as from the date of receipt of requisition from the shareholders.

Clause 35. A written notice of the summoning of the meeting of shareholders shall specify the place, the date, the time, the agenda and the matters to be proposed to the meeting together with sufficient details by specifying clearly whether it is the matter proposed for information, for approval or for determination, and shall be sent not later than seven days prior to the date fixed for the meeting to the shareholders and the Registrar.

The notice of the summoning of the meeting of shareholders shall be continuously published in a newspaper for three days not later than three days prior to the date fixed for the meeting.

Clause 36. The quorum of the meeting of shareholders shall be necessary for not less than twenty-five shareholders and the proxies (if any) or not less than one half of the total number of shareholders, and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold.

At any meeting of shareholders, in the case where one hour has passed from the time appointed for the meeting of shareholders, the quorum is not present, the meeting, if summoned upon the requisition of shareholders, shall be dissolved. If the meeting of shareholders had not been summoned upon the requisition of shareholders, another meeting shall be summoned once again and the notice of the summoning shall be sent to the shareholders not later than seven days prior to the date fixed for the meeting and such meeting no quorum shall be necessary.

Clause 37. In the meeting of shareholders, the shareholders may also authorize other persons as proxies to attend and vote at any meeting on their behalf.

The power given to such proxies shall be in writing signed by the shareholders and shall contain in the form as prescribed by the Registrar of Public Limited Company with at least the following particulars ;

- a. the number of shares held by the shareholders ,
- b. the name of the proxy ,
- c. the serial number of meeting which the proxy is authorized to attend and vote by the instrument appointing a proxy must be deposited with the chairman or the person designated by the chairman at the place of the meeting and before the proxy attends the meeting.

Clause 38. The chairman of the board of directors shall preside over the meeting of shareholders. In the case where the chairman of the board is not present at the meeting or unable to perform his or her duty, if there is a vice chairman, the vice chairman shall preside over the meeting, if there is no vice chairman or there is a vice chairman, but such vice chairman is unable to perform his or her duty, the shareholders present may elect one of their members to preside over the meeting.

Clause 39. In the meeting of shareholders, every shareholder shall have one vote for each share of which he is the holder.

In the case where a shareholder has a special interest in a resolution, the shareholder can not vote on such resolution, unless a resolution shall be voted to elect the director.

A vote for any resolution or any approval in the general meeting shall be passed by a majority vote of shareholders who are present and are entitled to vote, unless the resolution which must be passed by a majority vote of not less than three-fourth of shareholders who are present and are entitled to vote for the following particulars :

- a. the sale or transfer of the whole or important parts of the business of the company to other persons,
- b. the purchase or acceptance of transfer of the business of other public limited companies or private companies by the company,
- c. creation, modification or rescission of contract of hire of the whole or important parts of the business of the company, entrustment of the management of the business of the company to any other person, or amalgamation of business with the other persons with the purpose of profit and loss sharing.

Clause 40. The business which shall be transacted in the annual ordinary meeting are as follows ;

- (1) decide the report of the board of directors which is presented to the meeting how

- the business of the company was conducted during the year under review ,
- (2) decide and approve the balance-sheet ,
 - (3) decide the distribution of dividend ,
 - (4) elect a director to replace the rotated director ,
 - (5) appoint the auditor ,
 - (6) other matters.

Documents or evidence required to prove the identity of the Shareholder or the Shareholder's representative in order to attend the meeting

1) Individual shareholders

1.1 In case of attendance in person:

- a) The registration form (**Enclosure 7**) for convenience of registration process.
- b) The original identification card, government official ID, or passport. (in case of foreigner) of Shareholder.

1.2 In case of proxy:

- a) The registration form (**Enclosure 7**) for convenience of registration process.
- b) The proxy form (**Enclosure 10**), completely filled in and signed by the shareholder and the proxy.
- c) A copy of the shareholder's identification card, government official ID, or passport (in case of a foreigner), which certified true and correct copy by the shareholder.
- d) The original identification card, government official ID, or passport (in case of foreigner) of the proxy.

2) Juristic person registered in Thailand

2.1 In case of attendance in person by the authorized representative:

- a) The registration form (**Enclosure 7**) for convenience of registration process.
- b) Certified true and correct copy of affidavit or certificate of incorporation. (issued within 30 days by Commercial Registration Department, Ministry of Commerce) of the juristic shareholder signed by the juristic person's representative, which shows that the representative attending the Meeting is authorized to act on behalf of the juristic person shareholder.
- c) Identification card, government official ID, or passport (in case of a foreigner) of the authorized representative.

2.2 In case of proxy:

- a) The registration form (**Enclosure 7**) for convenience of registration process.
- b) The proxy form (**Enclosure 10**), completely filled in and signed by the shareholder and the proxy.

- c) Certified true and correct copy of affidavit or certificate of incorporation (issued within 30 days by Commercial Registration Department, Ministry of Commerce) of the juristic shareholder signed by the juristic person's representative, which shows that the representative signing the proxy is authorized to act on behalf of the juristic person shareholder.
- d) Copy of identification card, government official ID, or passport (in case of foreigner) of the juristic person's representative who sign (s) the proxy form, which certified true and correct copy.
- e) Identification card, government official ID, or passport (in case of a foreigner) of the proxy.

3) Juristic person registered in other country

- a) The registration form (**Enclosure 7**) for convenience of registration process.
- b) The proxy form (**Enclosure 10**), completely filled in and signed by the shareholder and the proxy.
- c) Certified true and correct copy of affidavit or certificate of such juristic person, issued by either the government authority of the country where such juristic person is situated, certified true and correct copy by the juristic person's representative, which shows that the representative signing the proxy is authorized to act on behalf of the juristic person shareholder.
- d) Any documents without a master copy in the English language must be attached with an English translation, to be certified true and correct by the representative of the juristic person.
- e) Copy of passport (in case of foreigner) of the juristic person's representative who sign (s) the proxy form, which certified true and correct copy.
- f) Identification card, government official ID, or passport (in case of a foreigner) of the proxy.

4) For foreign shareholders appointing a custodian in Thailand

- a) Documents similar to the case of juristic person.
- b) Power of attorney granted by the shareholder to authorize the custodian to sign the proxy form on his/her behalf.
- c) Certification letter of the custodian who signs the Proxy Form, which shows that the custodian is permitted to engage in the business of custodian.

List of the independent directors proposing to serve as proxy to attend the shareholders' meeting

1. The independent directors proposing to serve as proxy to attend the shareholders' meeting

Name Mr.Surabhon Kwunchaithunya

Age 70 Years

Position Remuneration Committee Audit Committee and Independent Directors
Thai Rubber Latex Group Public Company Limited

Education

- Master of Business Administration (MBA) (University of Washington) U.S.A.
- Bachelor of Engineering Industrial (University of Washington) U.S.A.
- Bachelor of Engineering, Electrical Engineering (University of Washington) U.S.A

Thai Rubber Latex Group Public Company Limited

- shares, about - % of total shares

- None -

- None -

Shareholding in company and its subsidiaries

Relationship between the Committee together

The yes / no interest in the proposed agenda for the meeting.

2. The independent directors proposing to serve as proxy to attend the shareholders' meeting

Name Mrs.Suchada Sodthibhaphkul

Age 67 Years

Position Chairman of the Risk Management Committee And Independent Directors
Thai Rubber Latex Group Public Company Limited

Education

- Master of Business Administration Chulalongkorn University

Thai Rubber Latex Group Public Company Limited

- shares, about - % of total shares

- None -

- None -

Shareholding in company and its subsidiaries

Relationship between the Committee together

The yes / no interest in the proposed agenda for the meeting.



หนังสือมอบฉันทะ (แบบ ข)

Proxy (Form B)

เขียนที่

Written at

วันที่ เดือน พ.ศ.

Date Month Year

(1) ข้าพเจ้า สัญชาติ
I/ We nationality
อยู่บ้านเลขที่
Address

(2) เป็นผู้ถือหุ้นของ บริษัท ไทยรับเบอร์ลาเท็กซ์กรุ๊ป จำกัด (มหาชน) (“บริษัท”)
being a shareholder of Thai Rubber Latex Group Public Company Limited (“The Company”)
โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
holding the total amount of shares and having the right to vote equals to votes as follows:
 หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับเสียง
Ordinary share shares and having the right to vote equals to votes
 หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับเสียง
Preference share shares and having the right to vote equals to votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้ โดยมีรายละเอียดตาม **สิ่งที่ส่งมาด้วย 9**)
Hereby appoint to (The shareholder may appoint an independent director of the Company to be the proxy, per details as shown in the **Enclosure 9**)

- ชื่อ อายุ ปี อยู่บ้านเลขที่
Name age years, residing at
ถนน ตำบล/แขวง อำเภอ/เขต
Road Tambol/Khwaeng Amphur/Khet
จังหวัด รหัสไปรษณีย์ หรือ
Province Postal Code or
- ชื่อ อายุ ปี อยู่บ้านเลขที่
Name age years, residing at
ถนน ตำบล/แขวง อำเภอ/เขต
Road Tambol/Khwaeng Amphur/Khet
จังหวัด รหัสไปรษณีย์ หรือ
Province Postal Code or

3. ชื่อ อายุ ปี อยู่บ้านเลขที่

Name age years, residing at

ถนน ตำบล/แขวง อำเภอ/เขต

Road Tambol/Khwaeng Amphur/Khet

จังหวัด รหัสไปรษณีย์

Province Postal Code

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมวิสามัญผู้ถือหุ้นประจำปี 2564 ในวันศุกร์ 30 กรกฎาคม 2564 เวลา 9.00 น. - 12.00 น. ผ่านทางสื่ออิเล็กทรอนิกส์ (E-EGM) ตามหลักเกณฑ์ที่กำหนดในกฎหมายที่เกี่ยวข้องกับการประชุมผ่านสื่ออิเล็กทรอนิกส์ และถ่ายทอดสด ณ ห้องประชุมบริษัทฯ ชั้น 2 ห้อง 2/1 อาคารเลขที่ 99/1-3 หมู่ที่ 13 ถนนบางนา-ตราด กม.7 ตำบลบางแก้ว อำเภอบางพลี จังหวัดสมุทรปราการ 10270 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf the Extraordinary General Meeting of Shareholders 2021 on July 30, 2021 between 9:00 am - 12:00 pm via electronic media (E-EGM) in accordance with the rules stipulated in the laws related to electronic meetings. And broadcasting from the Company's Meeting Room, 2nd floor, Room 2/1 99/1-3 99 No. 13 Krisdanakorn 21 Bangna-Trat Road Km.7, Bangkaeo Subdistrict, Bang Phli District, Samut Prakarn Province 10270. Thailand., or such other date, time and place as the meeting may be adjourned.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I / We hereby appoint the proxy to vote for me / us in this meeting as follows:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote for me / us in accordance with my / our intention as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2564 เมื่อวันที่ 20 เมษายน 2564

Agenda No.1 To consider and certify the minutes of the Annual General Meeting of Shareholders No.1/2021 held on April 20, 2021

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote for me / us in accordance with my / our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 2

พิจารณาอนุมัติการเพิ่มทุนจดทะเบียนของบริษัทฯ จำนวน 340,739,842 บาท จากทุนจดทะเบียนเดิมจำนวน 681,479,688 บาท เป็นทุนจดทะเบียนจำนวน 1,022,219,530 บาท โดยการออกหุ้นสามัญเพิ่มทุนใหม่จำนวนไม่เกิน 340,739,842 หุ้น มูลค่าที่ตราไว้หุ้นละ 1.00 บาท เพื่อ

- (ก) เสนอขายให้แก่ผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้น (Right Offering)
- (ข) รongรับการใช้สิทธิของใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัทฯ ครั้งที่ 2 เพื่อจัดสรรให้แก่ผู้ถือหุ้นเดิมของบริษัทฯ ที่จองซื้อและชำระค่าหุ้นสามัญเพิ่มทุนตามสัดส่วนการถือหุ้น (“TRUBB-W2”)
- (ค) เพิ่มทุนจดทะเบียน แบบมอบอำนาจทั่วไป (General Mandate) เพื่อเสนอขายให้แก่บุคคลในวงจำกัด (Private Placement)

Agenda No. 2 To consider and approve the increase of the Company's registered capital by the amount of THB 340,739,842 from the original registered capital of THB 681,479,688 to THB 1,022,219,530 by issuing new ordinary shares in the amount not exceeding 340,739,842 shares with a par value of THB 1.00 per share for:

- (a) Offering to the existing shareholders in proportion to their respective shareholding (Right Offering)
- (b) Underlying shares for the exercise of the warrants to purchase ordinary shares of the Company No. 2 allocated to the existing shareholders of the Company who subscribe and paid for the newly issued ordinary shares in proportion to their respective shareholding (“TRUBB-W2”)
- (c) Underlying shares for the exercise of the warrants to purchase ordinary shares of the Company No. 2 allocated to the existing shareholders of the Company who subscribe and paid for the newly issued ordinary shares in proportion to their respective shareholding (“TRUBB-W2”)
- (d) Capital increase under a general mandate to allocate to a specific investor (Private Placement)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote for me / us in accordance with my / our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 3

พิจารณาอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4. เรื่องทุนจดทะเบียนของบริษัทฯ เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัทฯ

Agenda No. 3 To consider and approve the amendment of the Company's Memorandum of Association Clause 4. on the registered capital of the Company to be consistent with the increase of the registered capital of the Company

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote for me / us in accordance with my / our intention as follows:

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 4 พิจารณานุมัติการออก เสนอขายและจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ ให้แก่ผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้น (Right Offering) ในอัตราส่วนการจัดสรร 5 หุ้นสามัญเดิม ต่อ 1 หุ้นสามัญเพิ่มทุน จำนวนไม่เกิน 136,295,937 หุ้น มูลค่าที่ตราไว้หุ้นละ 1.00 บาท ในราคาเสนอขายที่ 2.20 บาทต่อหุ้น คิดเป็นมูลค่า 299,851,061.40 บาท โดยเศษของหุ้นให้ปัดทิ้ง

Agenda No. 4 To consider and approve the issuance, offering and allocation of newly issued ordinary shares to the existing shareholders in proportion to their respective shareholding (Right Offering) at the allocation ratio of 5 existing ordinary shares to 1 newly issued ordinary share in the amount not exceeding 136,295,937 shares with a par value of THB 1.00 per share with an offering price of THB 2.20 per share, representing a total value of THB 299,851,061.40, whereby the fraction of shares are to be discarded.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote for me / us in accordance with my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5 พิจารณานุมัติการออกและจัดสรรใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัทฯ ครั้งที่ 2 เพื่อจัดสรรให้แก่ผู้ถือหุ้นเดิมของบริษัทฯ ที่จองซื้อและชำระค่าหุ้นสามัญเพิ่มทุนตามสัดส่วนการถือหุ้นจำนวนไม่เกิน 136,295,937 หน่วย โดยไม่คิดมูลค่า

Agenda No. 5 To consider and approve the issuance and allocation of the warrants to purchase ordinary shares of the Company No. 2 allocated to the existing shareholders of the Company who subscribe and paid for the newly issued ordinary shares in proportion to their respective shareholding in the amount not exceeding 136,295,937 unit at no cost.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote for me / us in accordance with my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ ตามแบบมอบอำนาจทั่วไป (General Mandate) เป็นจำนวนไม่เกิน 68,147,968 หุ้น มูลค่าที่ตราไว้หุ้นละ 1.00 บาท คิดเป็นไม่เกินร้อยละ 10 ของทุนชำระแล้วของบริษัทฯ เพื่อจัดสรรให้แก่บุคคลในวงจำกัด (Private Placement)

Agenda No. 6 To consider and approve the allocation of the newly issued ordinary shares under a general mandate in the amount not exceeding 68,147,968 shares with a par value of THB 1.00 per share, representing not more than 10% of the paid-up capital of the Company to allocate to a specific investor (Private Placement)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote for me / us in accordance with my / our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 7 พิจารณานุมัติแผนการนำบริษัท เวิลด์เฟล็กซ์ จำกัด (มหาชน) ซึ่งเป็นบริษัทย่อยเข้าจดทะเบียนในตลาดหลักทรัพย์แห่งประเทศไทย

Agenda No.7 To consider and approve the listing of World Flex Public Company Limited, which is the subsidiary, on The Stock Exchange of Thailand

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote for me / us in accordance with my / our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 8 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของ บริษัท เวิลด์เฟล็กซ์ จำกัด (มหาชน)

8.1 จัดสรรหุ้นสามัญเพิ่มทุนของ WFX เพื่อเสนอขายให้ผู้ถือหุ้นเดิมของบริษัทฯ ตามสัดส่วนการถือหุ้นในบริษัทฯ (Pre-emptive Rights)

8.2 จัดสรรหุ้นสามัญเพิ่มทุนของ WFX เพื่อเสนอขายให้แก่กรรมการ ผู้บริหาร และ/หรือพนักงานของ WFX

8.3 จัดสรรหุ้นสามัญเพิ่มทุนของ WFX เพื่อเสนอขายต่อประชาชนทั่วไปเป็นครั้งแรก (IPO)

Agenda No. 8 To consider and approve the allocation of newly issued ordinary shares of World Flex Public Company Limited

8.1 Allocate WFX's newly issued ordinary shares offered to the Company's shareholders according to the shareholding proportion (Pre-emptive Rights)

8.2 Allocate WFX's newly issued ordinary shares offered to directors, management and/or employees of WFX.

8.3 Allocate WFX's newly issued ordinary shares for Initial Public Offering (IPO).

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote for me / us in accordance with my / our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 9

พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda No. 9

Consider other issues (if any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote for me / us in accordance with my / our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy holder in any agendas which are not specified in this proxy shall be considered as invalid and not my voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agendas or unclearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendments or additions of any facts, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting shall be deemed to be the actions performed by myself/ourselves.

ลงนาม/Signed	ผู้มอบฉันทะ/Grantor
(.....)	
ลงนาม/Signed	ผู้รับมอบฉันทะ/Proxy
(.....)	
ลงนาม/Signed	ผู้รับมอบฉันทะ/Proxy
(.....)	
ลงนาม/Signed	ผู้รับมอบฉันทะ/Proxy
(.....)	

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.

2. ผู้ถือหุ้นจะมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) โดยไม่สามารถจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ได้

The shareholder may grant the power to the proxy for all of the shares specified in Clause (2) and may not grant only a portion of the shares less than those specified in Clause (2) to the proxy.

3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะ (แบบ ข) ตามแนบ

In case that any further agendas apart from specified above brought into consideration in the meeting, the proxy can state other agenda by using the Supplemental Proxy (Form B) as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะ (แบบ ข)

Supplemental Proxy (Form B)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ไทยรับเบอร์ลาเท็กซ์กรุ๊ป จำกัด (มหาชน)

The proxy is granted by a shareholder of Thai Rubber Latex Group Public Company Limited.

ในการประชุมวิสามัญผู้ถือหุ้นประจำปี 2564 ในวันศุกร์ที่ 30 กรกฎาคม 2564 เวลา 9.00 น. - 12.00 น. ผ่านทางสื่ออิเล็กทรอนิกส์ (E-EGM) ตามหลักเกณฑ์ที่กำหนดในกฎหมายที่เกี่ยวข้องกับการประชุมผ่านสื่ออิเล็กทรอนิกส์ และถ่ายทอดสด ณ ห้องประชุมบริษัทฯ ชั้น 2 ห้อง 2/1 อาคารเลขที่ 99/1-3 หมู่ที่ 13 ถนนบางนา-ตราด กม.7 ตำบลบางแก้ว อำเภอบางพลี จังหวัดสมุทรปราการ 10270 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Behalf the Extraordinary General Meeting of Shareholders 2021 on July 30, 2021 between 9:00 am - 12:00 pm via electronic media (E-EGM) in accordance with the rules stipulated in the laws related to electronic meetings. And broadcasting from the Company's Meeting Room, 2nd floor, Room 2/1 99/1-3 99 No. 13 Krisdanakorn 21 Bangna-Trat Road Km.7, Bangkaeo Subdistrict, Bang Phli District, Samut Prakarn Province 10270. Thailand., or such other date, time and place as the meeting may be adjourned.

วาระที่ เรื่อง

Agenda No..... Subject :

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote for me / us in accordance with my / our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

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ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certify that the statements in this Supplemental Proxy Form are correct, completed and true in all respects.

ลงนาม/Signed ผู้มอบฉันทะ/Grantor
(.....)

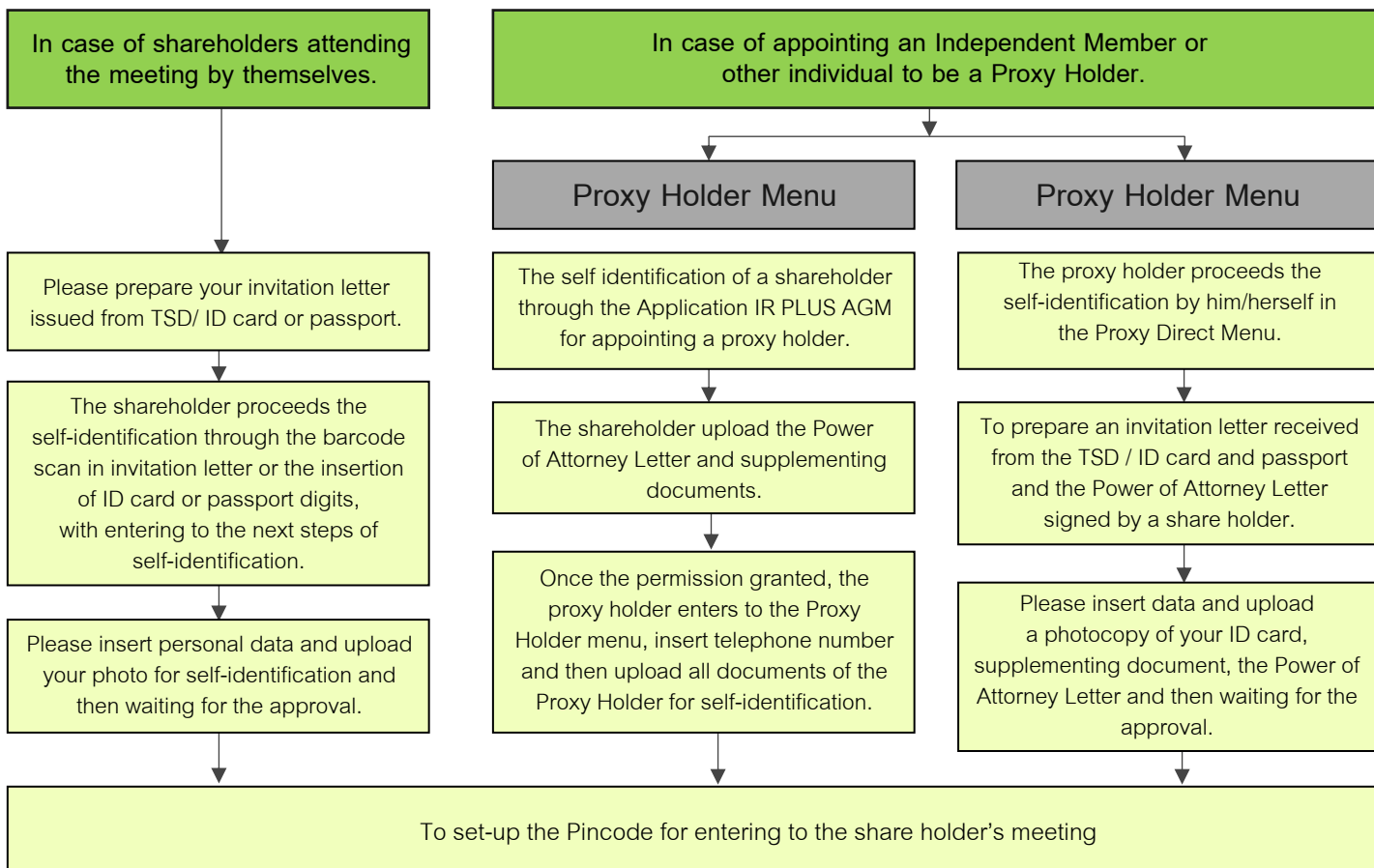
ลงนาม/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

ลงนาม/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

ลงนาม/Signed ผู้รับมอบฉันทะ/Proxy
(.....)



Processes of Shareholders / Proxy Holders Self-identification through the Application IR PLUS AGM



On the date of meeting, all shareholders are encouraged to access to the Application IR PLUS AGM, and insert Pincode for registration with attending to the meeting.



Scan for download the Application IR PLUS AGM, iOS system, Version 13.6 upwards



Scan for download the Application IR PLUS AGM, ANDROID system, Version 7 upwards



Scan for download the Manual for Using Application IR PLUS AGM (Thai language)



Scan for download the Manual for Using Application IR PLUS AGM (English language)



Scan for download the Instruction VDO for Using Application IR PLUS AGM

Documents used for registration and self-verification are as follows;

1. In case shareholder wishes to attend the meeting by himself/herself

- An invitation letter with barcode representing securities holder number (if any) to be used for scanning instead of having to fill in the identity card number. Otherwise, shareholder has to fill in the identity card number or passport number (passport number must be the same as recorded in the shareholders data base from Thailand Securities Depository Co., Ltd.)

- Photo of identity card or passport which has not expired and
- Photo of shareholder holding his/her identity card or passport

2. In case shareholder appoints a person to attend and vote at the meeting on your behalf

- An invitation letter with barcode representing securities holder number (If any) to be used for scanning instead of having to fill in the identity card number. Otherwise, shareholder has to fill in identity card number or passport number (passport number must be the same as recorded in the shareholders data base from Thailand Securities Depository Co., Ltd.)

- A proxy form A or B which has been completed and executed
- Photo of a copy of the identity card, or passport of the Principal which has not expired, certified true and correct by the Principal
- Photo of identity card or passport of the proxy which has not expired
- Photo of the proxy holding his/her identity card or passport (for self-verification of the proxy)
- Additional document for shareholder who is a juristic person
- Photo of a copy of the certification document of the Principal backdated not more than six months, certified true and correct by an authorized person(s) of that juristic person and affixed with company's seal (if any)

Attending the Meeting and Voting via the Application

1. The right to attend and cast votes at the meeting via the Application is exclusive for each shareholder and proxy. One username may not be able to log in the IR PLUS AGM simultaneously on several devices. Therefore, the shareholders or proxies must use the username and pin code to attend the meeting themselves,

2. In the case that one person is appointed as a proxy by several shareholders, the proxy may attend the meeting for one shareholder per one device only.

3. At the commencement of the meeting, shareholders or proxies may cast their votes via the Application on every agenda item in advance, or cast their votes during the consideration of that particular agenda item. The system will count the votes until the end of each agenda item.

4. In voting count, the number of votes against or votes abstain (if any) would be deducted from the total number of votes of shareholders attending the meeting, or of shareholders who have voting right, as the case may be, thus, the rest would be the number of votes agree.

5. In the case that a shareholder or proxy logs out from the Application before voting for any agenda item, the shareholder or proxy will not be counted as part of the quorum for that agenda item and the votes of such shareholder or proxy will not be counted in that agenda. However, if a shareholder or proxy logs out from any agenda item, the right to log in into the meeting and vote for the remaining agenda items shall not be prejudiced.

Raising Questions and Expressing Opinions During the Meeting

1. The meeting will be broadcasted via the Application only. In order to ensure that the meeting shall be conducted smoothly, in the case that a shareholder or proxy has any question or would like to express his or her opinion on any agenda item, the shareholder or proxy can choose the question mark icon on the screen to submit questions or to express an opinion in the system. The system will arrange the questions and opinions by the order of time requested. Questions asked and opinions expressed must be related to the agenda items being considered.

2. During the meeting, if any shareholder or proxy acts in any way that interferes with the meeting or causes annoyance to other attendees, the Company reserves the right to take any action in order to suppress the action that interferes with the meeting or causing annoyance to other attendees.

Other Requirements

1. Video and audio contents of the meeting are the sole intellectual property of the Company and the Company does not permit any shareholders or proxies to record, modify or publish video and audio at the meeting. The Company reserves the right to take legal action against those who do so.

2. In the event that shareholders or proxies use any system related to the meeting via IR PLUS AGM in any way which does not comply with this requirement, or other manuals that the Company has provided to the shareholders for use in supporting the meeting and it causes damage to the Company in any way, such

shareholders or proxies shall indemnify and hold the Company harmless in full from and against the damages and costs resulting from claim and litigation by any third party, including and litigation by the Company against such shareholders and/or proxies who damage.

3. The Company reserves the right to undertake any act in the case that any shareholder does not comply with this Processes and Guidelines, and may suspend the shareholder's right to attend meeting via the Application if,during the meeting, the shareholders or proxies fail to this Processes and Guidelines