



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 KAEBO 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 Extraordinary General Meeting of Shareholders No.1/2021

Friday, July 30, 2021

The Extraordinary General Meeting of Shareholders No.1/2021 was held under the resolution of 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 No.13 Krisdanakorn 21 Bangna-Trat Road Km.7, Bangkaeo Subdistrict, Bang Phli District, Samut Prakarn Province 10270, 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 Acting Sub Lt. Chutima Yaemampon, the speakers, welcomed all shareholders attending the meeting and introduced the directors and executives of Thai Rubber Latex Group Public Company Limited (the "Company") who attended this meeting as follows;

The Board of Directors that attended the Extraordinary General Meeting of Shareholders No.1/2021 consists of;

- | | | |
|-------------------|----------------|---------------------------------------------------------------------------------------------|
| 1. Mr. Vorathep | Wongsasuthikul | Chairman, Chairman of the Remuneration Director and Member of the Risk Management Committee |
| 2. Mr. Pattarapol | Wongsasuthikul | Director, Chief Executive Officer and Member of the Risk Management Committee |
| 3. Mr. Yanyong | Tawarorit | Independent Director and Chairman of the Audit Committee |
| 4. Dr. Sompop | Rangubtook | Independent Director and Member of the Audit Committee |

Administrators and related persons that attended the meeting are;

- | | | |
|------------------|----------------|------------------------------------------------------------|
| 1. Mr. Vanchai | Sriherunrusmee | President of Operations |
| 2. Mr. Vuthichai | Tumasaroj | Partner Financial Advisor of Discover Management Co., Ltd. |

The Board of Directors that attended the Extraordinary General Meeting of Shareholders No.1/2021 via the Application Zoom consists of;

- | | | |
|--------------------|----------------|---------------------------------------------------------------------------------------------|
| 1. Mr. Paiboon | Waraprateep | Vice Chairman and Member of the Risk Management Committee |
| 2. Mr. Prawit | Waraprateep | Director and Member of the Risk Management Committee |
| 3. Mrs. Suchada | Sodthibhapkul | Independent Director and Chairman of the Risk Management Committee |
| 4. Mr. Surabhon | Kwunchaithunya | Independent Director, Member of the Audit Committee and Member of the Remuneration Director |
| 5. Mr. Pasithphol | Temritikulchai | Director |
| 6. Ms. Chalongkwan | Wongsasuthikul | Director and Company's secretary |

Administrators and related persons that attended the meeting via the Application Zoom are;

- | | | |
|-------------------|-----------------|---------------------------------------------------|
| 1. Ms. Thunyatip | Siriphongwalai | Accounting Manager |
| 2. Mr. Weerasak | Sopitpraditphon | Assistant Accounting Manager |
| 3. Mr. Yoottapong | Soontalinka | KPMG Phoomchai Audit Ltd.'s Auditor |
| 4. Ms. Pichamon | Utraporn | KPMG Phoomchai Audit Ltd.'s Auditor |
| 5. Mrs. Sunit | Visuthikosol | Senior Managing Director Investment Banking - ECM |

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. 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

4. 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)

5. Attending the Meeting and Voting via the Application

5.1 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,

5.2 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.

5.3 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.

5.4 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.

5.5 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.

6. Raising Questions and Expressing Opinions During the Meeting

6.1 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 make 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.

6.2 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.

6.3 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.

In this meeting, Mr. Vorathep Wongsasuthikul, the Chairman, Chairman of the Remuneration Director and Member of the Risk Management Committee, presided over the meeting ("Chairman"). The Chairman declared the meeting opened and reported the attendees that upon the constitution of the quorum, there were 26 shareholders presented in persons and by proxies, which represented 305,111,939 shares or 44.7720 percent of total paid-up shares of the Company. For the avoidance of doubt, the quorum was consisted of participants which are 8 shareholders and 13 proxies (i.e. the independent directors or any

assigned participants to represent the votes made by the relevant shareholders), and 5 shareholders participating via the electronic media, IR PLUS AGM Application.

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

The Chairman of the Meeting presented the Minutes of General Meeting of the Shareholders No.1/2021 held on April 20, 2021 which had been made correctly and clearly as shown in the details of **Enclosure 1**, and asked the Meeting to consider and adopt the said Minutes.

The Meeting certified the minutes with a majority vote of the shareholders who attend the meeting and eligible to vote, as follows:

| | | | | |
|-------------|-------------|----------------------|---------|---------|
| Approved | 299,775,739 | votes, equivalent to | 98.2511 | percent |
| Disapproved | - | votes, equivalent to | - | percent |
| Abstained | 5,336,200 | votes, equivalent to | 1.7489 | percent |
| Voided | - | votes, equivalent to | - | percent |
| All | 305,111,939 | votes, equivalent to | 100.00 | percent |

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)

The chairman has assigned the speakers of the Meeting Propose details of this agenda to the meeting.

The speakers of the Meeting informed the shareholders 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**). This has been sent to all shareholders together with the Invitation to the Extraordinary General Meeting of Shareholders.

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.

The Meeting unanimously approved 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)

According to the details presented in all respects as well as approve the delegation of powers as proposed

As follows:

| | | | | |
|-------------|-------------|----------------------|--------|---------|
| Approved | 305,111,939 | votes, equivalent to | 100.00 | percent |
| Disapproved | - | votes, equivalent to | - | percent |
| Abstained | - | votes, equivalent to | - | percent |
| Voided | - | votes, equivalent to | - | percent |
| All | 305,111,939 | votes, equivalent to | 100.00 | percent |

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

The chairman has assigned the speakers of the Meeting Propose details of this agenda to the meeting.

The speakers of the Meeting informed the shareholders 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)” |

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.

The Meeting unanimously approved 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, according to the details presented in all respects as well as approve the delegation of powers as proposed

As follows:

| | | | | |
|-------------|-------------|----------------------|--------|---------|
| Approved | 305,111,939 | votes, equivalent to | 100.00 | percent |
| Disapproved | - | votes, equivalent to | - | percent |
| Abstained | - | votes, equivalent to | - | percent |
| Voided | - | votes, equivalent to | - | percent |
| All | 305,111,939 | votes, equivalent to | 100.00 | percent |

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.

The chairman has assigned the speakers of the Meeting Propose details of this agenda to the meeting.

The speakers of the Meeting informed the shareholders 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.

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.

The Meeting unanimously approved 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, according to the details presented in all respects as well as approve the delegation of powers as proposed

as follows:

| | | | | |
|-------------|-------------|----------------------|--------|---------|
| Approved | 305,111,939 | votes, equivalent to | 100.00 | percent |
| Disapproved | - | votes, equivalent to | - | percent |
| Abstained | - | votes, equivalent to | - | percent |
| Voided | - | votes, equivalent to | - | percent |
| All | 305,111,939 | votes, equivalent to | 100.00 | percent |

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.

The chairman has assigned the speakers of the Meeting Propose details of this agenda to the meeting.

The speakers of the Meeting informed the shareholders 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 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 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**”).

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.

The Meeting unanimously approved 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, according to the details presented in all respects as well as approve the delegation of powers as proposed

as follows:

| | | | | |
|-------------|-------------|----------------------|--------|---------|
| Approved | 305,111,939 | votes, equivalent to | 100.00 | percent |
| Disapproved | - | votes, equivalent to | - | percent |
| Abstained | - | votes, equivalent to | - | percent |
| Voided | - | votes, equivalent to | - | percent |
| All | 305,111,939 | votes, equivalent to | 100.00 | percent |

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.

The chairman has assigned the speakers of the Meeting Propose details of this agenda to the meeting.

The speakers of the Meeting informed the shareholders 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**).

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.

The Meeting approved with a majority vote of the shareholders who attend the meeting and casting their votes 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, according to the details presented in all respects as well as approve the delegation of powers as proposed.

as follows:

| | | | | |
|-------------|-------------|----------------------|---------|---------|
| Approved | 299,775,739 | votes, equivalent to | 98.2511 | percent |
| Disapproved | - | votes, equivalent to | - | percent |
| Abstained | 5,336,200 | votes, equivalent to | 1.7489 | percent |
| Voided | - | votes, equivalent to | - | percent |
| All | 305,111,939 | votes, equivalent to | 100.00 | percent |

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)

The chairman has assigned the speakers of the Meeting Propose details of this agenda to the meeting.

The speakers of the Meeting informed the shareholders 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.

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 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 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.

The Meeting unanimously approved 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), according to the details presented in all respects as well as approve the delegation of powers as proposed.

as follows:

| | | | | |
|-------------|-------------|----------------------|--------|---------|
| Approved | 305,111,939 | votes, equivalent to | 100.00 | percent |
| Disapproved | - | votes, equivalent to | - | percent |
| Abstained | - | votes, equivalent to | - | percent |
| Voided | - | votes, equivalent to | - | percent |
| All | 305,111,939 | votes, equivalent to | 100.00 | percent |

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

The chairman has assigned the speakers of the Meeting Propose details of this agenda to the meeting.

The speakers of the Meeting informed the shareholders 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.

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**)

The Meeting unanimously approved the listing of World Flex Public Company Limited, which is the subsidiary, on The Stock Exchange of Thailand.

as follows:

| | | | | |
|-------------|-------------|----------------------|--------|---------|
| Approved | 305,111,939 | votes, equivalent to | 100.00 | percent |
| Disapproved | - | votes, equivalent to | - | percent |
| Abstained | - | votes, equivalent to | - | percent |
| Voided | - | votes, equivalent to | - | percent |
| All | 305,111,939 | votes, equivalent to | 100.00 | percent |

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

The chairman has assigned the speakers of the Meeting Propose details of this agenda to the meeting.

The speakers of the Meeting informed the shareholders 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. 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 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.

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

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.

The Meeting unanimously approved allocate WFX's newly issued ordinary shares offered to the Company's shareholders according to the shareholding proportion (Pre-emptive Rights)

as follows:

| | | | | |
|-------------|-------------|----------------------|--------|---------|
| Approved | 305,193,439 | votes, equivalent to | 100.00 | percent |
| Disapproved | - | votes, equivalent to | - | percent |
| Abstained | - | votes, equivalent to | - | percent |
| Voided | - | votes, equivalent to | - | percent |
| All | 305,193,439 | votes, equivalent to | 100.00 | percent |

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

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.

The Meeting unanimously approved allocate WFX's newly issued ordinary shares offered to directors, management and/or employees of WFX.

as follows:

| | | | | |
|-------------|-------------|----------------------|--------|---------|
| Approved | 305,193,439 | votes, equivalent to | 100.00 | percent |
| Disapproved | - | votes, equivalent to | - | percent |
| Abstained | - | votes, equivalent to | - | percent |
| Voided | - | votes, equivalent to | - | percent |
| All | 305,193,439 | votes, equivalent to | 100.00 | percent |

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

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 Meeting unanimously approved allocate WFX's newly issued ordinary shares for Initial Public Offering (IPO).

as follows:

| | | | | |
|-------------|-------------|----------------------|--------|---------|
| Approved | 305,193,439 | votes, equivalent to | 100.00 | percent |
| Disapproved | - | votes, equivalent to | - | percent |
| Abstained | - | votes, equivalent to | - | percent |
| Voided | - | votes, equivalent to | - | percent |
| All | 305,193,439 | votes, equivalent to | 100.00 | percent |

Agenda 10 Other matter (if any)

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 9.48 am.



(Mr. Vorathep Wongsasuthikul)

Chairman of the meeting



(Ms. Chalengkwan Wongsasuthikul)

Secretary of the company