



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



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

HEAD OFFICE : NO. 99/1-3 VILLAGE NO.13, BANG NA-TRAT KORMOR, NO.7 ROAD, BANG KAE0 SUB-DISTRICT, BANG PHLI DISTRICT, SAMUT PRAKAN PROVINCE 10540, THAILAND

เลขประจำตัวผู้เสียภาษี 0107536000137 TEL : +66 2033 2333-88 FAX : +66 2033 2389-99 <https://www.thaitex.com>, E-mail: info@thaitex.com

No gift

(Translation)

March 25, 2022

- Subject :** Invitation to the Annual General Meeting of shareholders No. 1/2022
- To :** Shareholders of Thai Rubber Latex Group Public Company Limited
- Enclosure :**
1. Copy of the minutes of the Extraordinary General Meeting of Shareholders No. 1/2021
 2. Annual Report 2021 and copy of the financial statements for the year ended December 31, 2021
 3. Articles of Association pertaining to Shareholders Meeting
 4. Registration Form
 5. Documents or evidence required to prove the identity of the Shareholder or the Shareholder's representative in order to attend the meeting
 6. Proxy (Form B)
 7. List of the Independent Directors proposing to serve as proxy to attend the Shareholders' Meeting
 8. Profile of Nominated Directors and Independent Directors
 9. Processes and Guidelines for Attending the Annual General Shareholders' Meeting No. 1/2022 and Voting via Electronic Meeting (E-AGM) by IR PLUS AGM Application

The Board of Directors' Meeting No. 2/2022 of Thai Rubber Latex Group Public Company Limited held on February 24, 2022 has resolved to hold the Annual General Meeting of Shareholders No. 1/2022 **on April 26, 2022 between 9:00 am - 12:00 pm** via electronic media (E-AGM) in accordance with the rules stipulated in the laws related to electronic meetings. The meeting will be broadcasting at the Company's Meeting Room, 2nd floor, 99/1-3 No. 13 Krisdanakorn 21 Bangna-Trad Road Km.7, Bang kaeo Sub-district, Bang Phli District, Samutprakarn Province 10540, with the following agenda:

Agenda 1 To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No.1/2021 held on July 30, 2021

Fact and Reason : The Extraordinary General Meeting of Shareholders No. 1/2021 was held on July 30, 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 Extraordinary General Meeting of shareholders No.1/2021 are correct and completed. Therefore, the Board would like to propose the 2022 Annual 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 acknowledge the Board of Directors' Annual Report for 2021

Fact and Reason : The Company has summarized the 2021 performance statements and the report of the Board of Directors as shown in the 2021 Annual Report. Details of Annual Report are presented in **Enclosure 2**.

The Board's opinion : The Board of Directors would like to propose the shareholders meeting to acknowledge the 2021 Annual Report and the report of the Board of Directors.

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

Agenda 3 To consider and approve the Company's balance sheets, profit and loss statements, and cash flow statements as at December 31, 2021

Fact and Reason : The Company has prepared the financial statements for the year ended December 31, 2021, which were audited by the auditor. The Audit Committee and the Board of Directors have approved for its correction and adequacy. Therefore, the Board would like to propose to the shareholders to consider and approve the financial statements. Details of the 2021 financial statements are presented in **Enclosure 2**.

The Board's opinion : The Board of Directors has the opinion to propose the shareholders meeting to consider and approve the financial statements for the year ended December 31, 2021, which were audited by the auditor.

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

Agenda 4 To consider the dividend payment and Allocation of net profit for legal reserves for 2021's operating results

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

The Board's opinion : The Board of Directors has the opinion to propose the shareholders meeting to approve the dividend payment for the operations from January 1, 2021 to December 31, 2021 to shareholders proposing to pay 0.15 baht per share in total, totaling 122.67 million Baht, because of the operating profit in 2021's performance, net profit 350.66 million Baht and Allocation of net profit for legal reserves for 2021's operating results, 17.53 million Baht.

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

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

Fact and Reason : In the Annual General Meeting of shareholders 2022, there are 3 directors, which 1/3 of total number of directors to be retired by rotation and there is no director being resigned in 2022 and appointing 1 new director.

Directors to be retired by rotation in 2022 are as follows;

- | | |
|--------------------------------|----------------------|
| 1) Mr. Vorathep Wongsasuthikul | Chairman |
| 2) Mr. Yanyong Tawarorit | Independent Director |
| 3) Dr. Sompop Rangubtook | Independent Director |

Appointing 1 new director as follows;

- | | |
|--------------------------------|----------|
| 1) Mr. Wongsakul Kittipromwong | Director |
|--------------------------------|----------|

The Board's opinion : The person nominated for this time has gone through a scrutiny process of the Board of Directors, having qualifications suitable for the Company's business operations. The members of the Board of Directors who do not engage in any conflict of interest with the retiring directors have the opinion that the shareholders meeting should consider and approve the re-appointment of the 3 aforementioned directors retiring by rotation to be in the position and appointing 1 new director.

Therefore, the members of the Company's Board of Directors in 2022 are in total 11 members

1. Mr. Vorathep Wongsasuthikul	Chairman, Chairman Executive Director and Chairman of the Remuneration Director
2. Mr. Paiboon Waraprateep	Vice Chairman
3. Mrs. Suchada Sodthibhapkul	Independent Director and Chairman of the Risk Management Committee
4. Mr. Yanyong Tawarorit	Independent Director and Chairman of the Audit Committee
5. Mr. Surabhon Kwunchaithunya	Independent Director
6. Dr. Sompop Rangubtook	Independent Director
7. Mr. Pattarapol Wongsasuthikul	Director and Chief Executive Officer
8. Mr. Prawit Waraprateep	Director
9. Mr. Pasithphol Temritikulchai	Director
10. Mr. Wongsakul Kittipromwong	Director
11. Ms. Chalengkwan Wongsasuthikul	Director and Company's secretary

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

Agenda 6 To consider the Board of Directors' remuneration for the year 2022

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

The Board's opinion : The Board of Directors has the opinion that the general shareholders meeting should consider and approve the Directors and Sub-Committees' remuneration budget for the

year 2022 which is not over than baht 8,000,000 (eight million baht only). This rate is the same rate proposed in 2021.

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

There are total 11 members in the Board of Directors with the meeting frequency not exceeding 6 times per year except the Remuneration Committee's meeting not exceeding 2 times per year. The directors' remuneration budget has already included pension amounting not over than 8 million baht. The remuneration rate for the year 2022 is the same as the previous year's rate. The General Shareholders meeting is to consider and approve the aforementioned budget as proposed by the Remuneration Committee.

Voting : The resolution of this agenda requires not less than two- third (2/3) of the total number of votes of the shareholders who attend the meeting and eligible to vote.

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

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

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

- | | |
|------------------------------------|---|
| 1. Mrs. Siripen Sukcharoenyingyong | Certified Accounting Auditor No.3636 and/or |
| 2. Mr. Bunyarit Thanormcharoen | Certified Accounting Auditor No.7900 and/or |
| 3. Mr. Yoottapong Soontalinka | Certified Accounting Auditor No.10604 |

to be the auditor of the company Thai Rubber Latex Group Public Company Limited and the annual audit fee for the year 2022, amounting to 2,900,000 baht. This rate is not including audit fee of subsidiaries and associated companies.

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

Agenda 8 To consider the Approval for Changing the Company's Regulations in Clauses 6.

Fact and Reason : In order to be consistent with the current information, it is necessary to amend the Company's Articles of Association, Clauses 6

From:

“Clauses 6. The directors may appoint a person or a juristic person or appoints the Stock Exchange of Thailand to be its share registrar.”

To be revised to:

“Clauses 6. The directors may appoint a person or a juristic person or appoints the Thailand Securities Depository Co., Ltd. to be its share registrar.”

The Board's opinion : Should propose to the shareholders' meeting to consider and approve the amendment of the Company's Articles of Association, Clause 6

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 9 Consider other issues (if any).

The Company would like to inform that the Record Date for the right to attend the Annual General Meeting of shareholders No.1/2022 will be on March 10, 2022 (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 6**). 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 7** 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 Annual General Shareholders' Meeting No. 1/2022 and Voting via Electronic Meeting (E-AGM) by IR PLUS AGM application" and Application manual as attached herewith, please see **Enclosure 9** 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 April 1, 2022 at 08.00 am. until April 25, 2022 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 April 26, 2022 onwards

Should the shareholders have any inquiries regarding the agenda matters as stated above, please kindly send to the Company in advance by April 12, 2022 and specify the shareholder's name, address, telephone number and email (if any) via e-mail ir@thaitex.com

Please be informed accordingly.

Yours sincerely,



(Mr. Vorathep Wongsasuthikul)

Chairman