



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



No gift

(Translation)

March 8, 2024

- Subject :** Invitation to the Annual General Meeting of shareholders 2024
- To :** Shareholders of Thai Rubber Latex Group Public Company Limited
- Enclosure :**
1. Copy of the minutes of the Annual General Meeting of Shareholders No. 1/2023
 2. Annual Report 2023 (Form 56-1 One Report) and copy of the financial statements for the year ended December 31, 2023 (QR Code)
 3. Articles of Association pertaining to Shareholders Meeting
 4. Registration Form
 5. Documents or evidence required to prove the identity of the Shareholder or the Shareholder's representative in order to attend the meeting
 6. List of the Independent Directors proposing to serve as proxy to attend the Shareholders' Meeting
 7. Proxy (shareholders can download Proxy Form B and Form C At https://www.thaitex.com/meeting_of_shareholders)
 - 7.1 Proxy Form B
 - 7.2 Proxy Form C
 8. Profile of Nominated Directors
 9. Map of the meeting venue

The Board of Directors' Meeting No. 1/2024 of Thai Rubber Latex Group Public Company Limited held on February 22, 2024 has resolved to hold the Annual General Meeting of Shareholders 2024 held on April 25, 2024 between 9:00 am - 12:00 at the Suanluang 1-3 of Novotel Bangkok-Bangna Hotel, 333 Srinakarin Road, Nongbon, Pravet, Bangkok 10250, Thailand., with the following agenda:

Agenda 1 To consider and certify the minutes of the Annual General Meeting of Shareholders No.1/2023 held on April 26, 2023

Fact and Reason : The Annual General Meeting of Shareholders No. 1/2023 was held on April 26, 2023 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. 1/2023 are correct and completed. Therefore, the Board would like to propose the 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 2023 (56-1 One Report)

Fact and Reason : The Company has summarized the 2023 performance statements and the report of the Board of Directors as shown in the 2023 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 2023 Annual Report and the report of the Board of Directors.

Voting : Voting is not required since this agenda is for acknowledgement only.

Agenda 3 To consider and approve the Company's balance sheets, profit and loss statements, and cash flow statements as at December 31, 2023

Fact and Reason : The Company has prepared the financial statements for the year ended December 31, 2023, 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 2023 financial statements are presented in **Enclosure 2**.

The Board's opinion : The Audit Committee and 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, 2023, 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 omission and no allocation of net profit for legal reserves for 2023's operating results

Fact and Reason : According to the Public Companies Limited Act and the Articles of Association of the Company, the Company shall allocate the annual net profit as legal reserve in an amount of not less than 5% of the annual net profit, less the sum of accumulated loss brought forward (if any), until the legal reserve amounts to not less than 10% of the registered capital. At present 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 omission and no allocation of net profit for legal reserves for 2023's operating results, due to the group net losses 50.05 million Baht in 2023

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 : According to the Public Limited Companies Act and the Articles of Association of the Company, one-third of the directors of the Company shall vacate office at every Annual General Meeting of Shareholders or, if the number of directors is not a multiple of three, then the number nearest to one-third, shall retire. In the Annual General Meeting of shareholders 2024, there are 4 directors, which 1/3 of total number of directors to be retired by rotation and there is no director being resigned in 2024

Directors to be retired by rotation in 2024 are as follows;

- | | |
|----------------------------------|----------------------|
| 1. Mr. Paiboon Waraprateep | Vice Chairman |
| 2. Mrs. Suchada Sodthibhapkul | Independent Director |
| 3. Mr. Surabhon Kwunchaithunya | Independent Director |
| 4. Dr. Pasithphol Temritikulchai | Director |

The said directors vacating office may be re-elected. However, the Company does not have a policy to allow shareholders to nominate persons to be considered for election as the Company's directors. The Board of Directors has carefully considered and screened according to the Company's procedure and found that the persons nominated qualified in accordance with relevant regulations and suitable for the business of the Company. Have knowledge, capabilities, experience, and expertise that are useful to the

Company's business as well as have moral ethics and qualifications and do not have prohibited characteristics according to the Public Company Limited Act B.E. 2535 (as amended) and the Securities and Exchange Act B.E. 2535 (as amended) as well as related announcements. Including those holding the position of independent directors are able to express his opinions independently and is qualified according to the Company's definition of independent director, which is in accordance with the announcement of the Capital Market Supervisory Board. Therefore, it was deemed appropriate to propose to the Board of Directors to propose to the Annual General Meeting of Shareholders to consider re-electing these four persons to be the directors of the Company for another term.

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 and in accordance with the relevant guidelines. Including those holding the position of independent directors are able to express his opinions independently and is qualified according to the Company's definition of independent director, which is in accordance with the announcement of the Capital Market Supervisory Board. 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 4 aforementioned directors retiring by rotation to be in the position.

Therefore, the members of the Company's Board of Directors in 2024 are in total 11 members

- | | | |
|-------------------------|----------------|---|
| 1. Mr. Vorathep | Wongsasuthikul | Chairman |
| 2. Mr. Paiboon | Waraprateep | Vice Chairman |
| 3. Mrs. Suchada | Sodthibhaphkul | 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 and
Chairman of the Remuneration Director |
| 6. Asst.Prof.Dr. Sompop | Rangubtook | Independent Director |
| 7. Mr. Pattarapol | Wongsasuthikul | Director and Chief Executive Officer |
| 8. Mr. Prawit | Waraprateep | Director |
| 9. Dr. Pasithphol | Temritikulchai | Director |
| 10. Mr. Wongsakul | Kittipromwong | Independent Director |
| 11. Ms. Chalongkwan | 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 2024

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.

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 2024 which is not over than baht 8,000,000 (eight million baht only). This rate is the same rate proposed in 2023. In 2023, the Company paid remuneration to directors in the total amount of Baht 4,245,000. Details of individual directors' remuneration are shown in the Annual Registration Statement / Annual Report 2023 (Form 56-1 One Report), item 7.4.3 Remuneration for The Board of Directors.

Comparison of the remuneration paid to directors for the years 2022-2023

	Remuneration per month (Baht)		Meeting Allowance per time (Baht)		Other Benefits / Non-monetary remuneration	
	2023	2024	2023	2024	2023	2024
Chairman of the Board	240,000	240,000	75,000	60,000	None	None
Directors	2,320,000	2,400,000	480,000	390,000	None	None
Chairman of the Audit Committee			90,000	90,000	None	None
Audit Committee member			150,000	150,000	None	None

The Directors and Sub-Committees’ remuneration budget for the year 2024

	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	-

Other Benefits / Non-monetary remuneration - None –

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 8 million baht. The remuneration rate for the year 2023 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 2023

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 seven accounting years. The Board of Audit Committee 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:

No.	Names	Certified Accounting Auditor No	Year for Auditing the Company in the past 7 years
1.	Mrs. Watchara Pattarapitak	6669	-
2.	Mr. Bunyarit Thanormcharoen	7900	-
3.	Mr. Yoottapong Soontalinka	10604	5

To be the auditor of the company Thai Rubber Latex Group Public Company Limited and the annual audit fee for the year 2024, amounting to 2,385,000 baht. This rate is not including audit fee of subsidiaries and associated companies. Auditors have neither interest nor relationship with the company, its subsidiaries, management, major shareholders or other related persons. The above auditing fee excludes non-audit fee which is actually reimbursed.

* In the case that the above auditors are unable to perform the duty, we may provide an alternative auditor from KPMG Phoomchai Audit Co., Ltd.

Compare audit fee of Thai Rubber Latex Group Public Company Limited		
2024	2023	Increase/(Decrease)
2,385,000	2,930,000	(545,000)

Audit fee of subsidiaries and associated companies. Uses the audit services from the same audit firm, Amounting to 2,740,000 baht

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. With the recommendation from the Audit Committee

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 on the amendments of the company's objective

Fact and Reason : In order to prepare for efficiency usage of energy, the company has a project on installing solar panels (Solar cell system) for using in the business operations of the company which can produce electrical energy, reduce costs and create a better environment. To implement such project, the company needs to have the related objectives in order to apply for a license to the relevant government agencies. Therefore, it is necessary to request additional objective of the company 1 clauses, totaling 45 clauses, Details are as follows:

(45) Business establishment producing electric power from solar energy

The Board's opinion : The Board of Directors has the opinion to propose the general shareholders meeting to consider and approve on the amendments of the company's objective.

By empowering the authorized director(s) and/or the person(s) entrusted by the authorized director(s) to be authorized to register the amendment of objectives of the company with the Ministry of Commerce including modifying, adding and amending the wordings in such objectives of the company, as it deems necessary and appropriate, in order to be in compliance with the order of the public limited company's registrar for the purpose of registration of the objectives of the Company with the Ministry of Commerce.

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 To consider the Approval for Changing the Company's Regulations in Clauses 23, 29, 31, 33, 34, 35, 37, 47 and add No. 61, 62

Fact and Reason : In order to be consistent with the current information, it is necessary to amendment of the Company's Article of Association, Clauses 23, 29, 31, 33, 34, 35, 37, 47 and add No. 61, 62

Clause 23. In summoning of the meeting of the board of directors shall be made by the chairman of the board or the entrusted person shall serve a written notice of summoning of the meeting of the board of directors not less than three days prior to the date fixed for the meeting to every director. Unless

necessary or urgent to preserve the rights or benefits of the company, the summoning of the meeting may be made by electronic means or in other methods and earlier meeting date may be chosen.

When there is reasonable cause or in order to preserve the rights or benefits of the Company, at least two directors may jointly request that the chairman of the board of directors summons a meeting of the board of directors, whereby the agenda and reason(s) therefor that will be proposed for consideration must be specified. In such a case, the chairman of the board or the person assigned by the chairman of the board shall summon and fix the date of the meeting within fourteen days of the date of receipt of the request.

In the case where the chairman fails to call and schedule a meeting within fourteen days under the second paragraph, the requesting directors may jointly summon and fix the date of the meeting of the board of directors to consider the proposed agenda items within fourteen days of the end of such period mentioned in the second paragraph.

If there is no chairman or the chairman cannot perform his or her duty for whatever reason, the vice-chairman shall call the board of directors' meeting. In the absence of the vice-chairman for any reason, two directors may call a board of directors' meeting jointly.

Clause 29. The board of directors shall hold meeting at least once every three months.

Clause 31. The meeting of the board of directors shall be held at the locality in where the head office of company is located, or in a nearby province or at any place fixed by the board of directors.

Committee meeting according to one paragraph Chairman or a person assigned by the Chairman of the Board It may be specified that a meeting of the board of directors be held via electronic media in accordance with the form and method prescribed by law, including any rules, regulations orders that are applicable and/or related, In this regard, In the event that the meeting is held via electronic means, the head office of the Company shall be deemed to be the place of the 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.

The board of directors may arrange a shareholder meeting via electronic media in accordance with the form and method prescribed by law, including any rules, regulations, orders that are applicable and/or related. In this regard, in the shareholder meeting via electronic media, the head office of the Company shall be deemed to be the place of the meeting.

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 meeting”

The Board of Directors may summon an extraordinary meeting of shareholders whenever they think fit or one or more shareholders holding the aggregate number of shares of not less than 10 percent of the total number of issued shares may, by subscribing their names, request the board of directors in writing to call an extraordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to call a meeting of shareholders to be held within 45 days as from the date the request in writing from the shareholders is received.

In case the board of directors fails to arrange for the meeting within such period under paragraph three, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within 45 days as from the date of expiration of the period under paragraph three. In such case, the meeting is deemed to be shareholders’ meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under paragraph four, the number of the shareholders presented does not constitute quorum as prescribed by Regulation, the shareholders under paragraph four shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

In summoning of the meeting of the shareholder meeting called by the shareholder according to paragraph four, shareholders may arrange a shareholder meeting through electronic media according to the form and method prescribed by law, including any rules, regulations, orders that are in force and or related and may send meeting notices to shareholders by electronic means. If the shareholder has notified the wish or given consent to send the letter by electronic means to the company or the board of directors according to Clause 61, In the event that the meeting is held via electronic means, the head office of the Company shall be deemed to be the place of the meeting.

Clause 35. In summoning a meeting of shareholders, the Board of Directors shall make a 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 consecutive days and not less than three days before the meeting date or use electronic media advertising methods. according to the criteria prescribed by the registrar instead.

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.

An instrument appointing a proxy shall be made in writing and signed by the shareholder and shall be in a form as specified 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 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.

In appointing a proxy, it may be carried out via electronic means in accordance with the criteria prescribed by law.

Clause 47. No dividend may be declared except by a resolution passed in the meeting of shareholders or the board of directors in case of paying interim dividends.

Notice of the dividend that may be paid shall be given by letter to each shareholders and published in the newspaper or methods of advertising through electronic media according to the criteria specified by the registrar instead. Within one month after such resolution passed.

Clause 61. In the case where the company or the board of directors has a duty to send letters or documents in accordance with these regulations to the directors or shareholders of the company. If the said person wishes or consents to send the letter or document by electronic means, the company or the committee may send the letter or document by electronic means. according to the criteria set by the registrar.

Clause 62. In the case where the company has a duty to notify, inform, or advertise any messages about the company to other people or the public through newspapers. According to the provisions of the law on public limited companies. The company may use electronic advertising instead. According to the criteria set by the registrar.

The Board's opinion : The Board of Directors has the opinion to propose the general shareholders meeting to consider the Approval for Changing the Company's Regulations in Clauses 23, 29, 31, 33, 34, 35, 37, 47 and add No. 61, 62

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 10 Consider other issues (if any).

The Company would like to inform that the Record Date for the right to attend the Annual General Meeting of shareholders will be on March 7, 2024 (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, Enclosure 7.1). However, Proxy Form C (The form for foreign shareholders who have custodian in Thailand only Enclosure 7.2) 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, (Enclosure 6) for List of the independent directors proposing to serve as proxy to attend the shareholders' meeting.

Thai Rubber Latex Group Public Company Limited ("Company") is aware of the importance of the protection of personal data of the shareholders, their assignees. The Company, therefore, provides a system to maintain the data security and concise operating procedures, as well as measures to maintain data security to prevent unauthorized access, disclosure, use or change of data. Relevant information including the Privacy Notice For Shareholders and their Representatives in both Thai and English language are available at www.thaitex.com/important_documents

Therefore, all shareholders are invited to attend the meeting held **on April 25, 2024 between 9:00 a.m. - 12:00 p.m. at the Suanluang 1-3 of Novotel Bangkok-Bangna Hotel, address 333 Srinakarin Road, Nongbon, Pravet, Bangkok 10250, Thailand.**, A shareholder or a proxy may register and submit the required documents or evidence for inspection at the meeting from 8.00 a.m. in order to facilitate the registration process at the meeting. The shareholders or their proxy are kindly requested to bring with them and present to the registration staff on the date of the meeting the registration form (Enclosure 4), together with the identification documents (Enclosure 5).

Please be informed accordingly.

Yours sincerely,



(Mr.Vorathep Wongsasuthikul)

Chairman