



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



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

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

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

No gift

(Translation)

March 19, 2021

**Subject :** Invitation to the Annual General Meeting of shareholders 2021

**To :** Shareholders of Thai Rubber Latex Group Public Company Limited

- Attachments :**
1. Copy of the minutes of the Extraordinary General Meeting of Shareholders No.1/2020
  2. Annual Report 2020 and copy of the financial statements for the year ended December 31, 2020
  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 (Form B)
  8. Profile of Nominated Directors and Independent Directors
  9. Map of the meeting venue

The Board of Directors' Meeting No. 2/2021 of Thai Rubber Latex Group Public Company Limited held on February 25, 2021 has resolved to hold the Annual General Meeting of Shareholders 2021 on **Tuesday, April 20, 2021 from 9.00 am** at the Paknam - Aowthai Room, Koon Hotel 998, 10<sup>th</sup> Village, Bearing 34 Alley, Sukhumvit 107 Road, Samrong Nuea Sub-district, Mueang District, Samut Prakan Province 10270, Thailand., with the agendas as follows;

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

**Fact and Reason :** The Extraordinary General Meeting of Shareholders No.1/2020 was held on December 30, 2020 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 **Attachment 1**.

**The Board's opinion :** The Board of Directors has the opinion that the Minutes of the Extraordinary General Meeting of shareholders No.1/2020 are correct and completed. Therefore, the Board would like to propose the 2021 Annual General Meeting of shareholders to certify the minutes.

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

**Fact and Reason :** The Company has summarized the 2020. performance statements and the report of the Board of Directors as shown in the 2020 Annual Report. Details of Annual Report are presented in **Attachment 2**.

**The Board's opinion :** The Board of Directors would like to propose the shareholders meeting to certify the 2020 Annual Report and the report of the Board of Directors.

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

**Fact and Reason :** The Company has prepared the financial statements for the year ended December 31, 2020, 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 2020 financial statements are presented in **Attachment 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, 2020, which were audited by the auditor.

**Agenda 4** To consider the dividend omission and no allocation of net profit for legal reserves for 2020'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 omission and no allocation of net profit for legal reserves for 2020's operating results, due to the group net losses 120.53 million Baht in 2020

**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 2021, 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 2021.

**Directors to be retired by rotation in 2021 are as follows;**

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

**The Board's opinion :** The person nominated for this time has gone through a scrutiny process of the Board of Directors. Have 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 4 aforementioned directors retiring by rotation to be in the position.

**Therefore, the members of the Company's Board of Directors in 2021 are in total 10 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. Ms. Chalengkwan Wongsasuthikul | Director and Company's secretary     |

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

**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 2021 which is Baht 8,000,000 (Eight million Baht only). This rate is the same rate proposed in 2020.

	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 10 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, whereby the General Shareholders meeting is to consider and approve the aforementioned budget as proposed by the Remuneration Committee.

**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. Mr. Vairoj Jindamaneepitak            Certified Accounting Auditor No.3565 and/or
2. Mr. Bunyarit Thanormcharoen      Certified Accounting Auditor No.7900 and/or
3. Mr. Yoottapong Soontalinka        Certified Accounting Auditor No.10604

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

**Agenda 8 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 31, 2021 (Record Date) and relevant information including the proxy forms in both Thai and English language are available at [www.thaitex.com](http://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 **Attachment 7**). 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 **Attachment 6** for List of the independent directors proposing to serve as proxy to attend the shareholders' meeting.

Therefore, all shareholders are invited to attend the meeting on **Tuesday, April 20, 2021 from 9.00 am** at the Paknam - Aowthai Room, Koon Hotel 998, 10<sup>th</sup> Village, Bearing 34 Alley, Sukhumvit 107 Road, Samrong Nuea Sub-district, Mueang District, Samut

Prakan Province 10270, Thailand., 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 (Attachment 4), together with the identification documents (see Attachment 5).

Please be informed accordingly.

Yours sincerely,



(Mr. Vorathep Wongsasuthikul)

Chairman



(Ms. Chalengkwan Wongsasuthikul)

Company Secretary

Recorded the minutes of the meeting