



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

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No gift

(Translation)

March 14, 2023

- Subject :** Invitation to the Annual General Meeting of shareholders No. 1/2023
- To :** Shareholders of Thai Rubber Latex Group Public Company Limited
- Enclosure :**
1. Copy of the minutes of the Annual General Meeting of Shareholders No. 1/2022
  2. Annual Report 2022 and copy of the financial statements for the year ended December 31, 2022
  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
    - 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. 1/2023 of Thai Rubber Latex Group Public Company Limited held on February 22, 2023 has resolved to hold the Annual General Meeting of Shareholders No. 1/2023 on **April 26, 2023 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.1/2022 held on April 26, 2022

**Fact and Reason :** The Annual General Meeting of Shareholders No. 1/2022 was held on April 26, 2022 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. 1/2022 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 2022 (56-1 One Report)**

**Fact and Reason :** The Company has summarized the 2022 performance statements and the report of the Board of Directors as shown in the 2022 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 2022 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, 2022**

**Fact and Reason :** The Company has prepared the financial statements for the year ended December 31, 2022, 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 2022 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, 2022, 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 2022'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, 2022 to December 31, 2022 to shareholders proposing to pay 0.12 baht per share in total, totaling 98.13 million Baht, because of the operating profit in 2022's performance, net profit 255.64 million Baht and Allocation of net profit for legal reserves for 2022's operating results, 12.78 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 2023, 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 2023

**Directors to be retired by rotation in 2023 are as follows;**

- 1) Mr. Pattarapol           Wongsasuthikul Director and Chief Executive Officer
- 2) Mr. Prawit               Waraprateep     Director
- 3) Ms. Chalengkwan       Wongsasuthikul Director and Company's secretary

**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. 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.

**Therefore, the members of the Company’s Board of Directors in 2023 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 2023**

**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 2023 which is not over than baht 8,000,000 (eight million baht only). This rate is the same rate proposed in 2022.

	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
<b>Chairman</b>	20,000	15,000	-	18,000	-	13,000	-	13,000	70,000	-
<b>Vice chairman/ Director</b>	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 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 five accounting years.

**The Board's opinion :** The Board of Audit Committee and 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 2023, amounting to 2,930,000 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.

**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 Approved the Issuance and offering Bill of Exchange and/or Debenture and/or other financial instruments in total value not exceeding THB 1,500 million**

**Fact and Reason :** The Company wishes to reserve the source of funds supporting to the business expansion and the working capital for the company's operations. The Board of Directors' Meeting No. 1/2023 held on February 22, 2023 has consider and approved the Issuance and offering Bill of Exchange and/or Debenture and/or other financial instruments in total value not exceeding THB 1,500 million and propose to shareholders' meeting to consider and approve. The detail are as follows:

<b>Issuer :</b>	Thai Rubber Latex Group Public Company Limited (“TRUBB”)
<b>The total of financial instruments :</b>	Not exceeding THB 1,500 million
<b>Type of financial instruments :</b>	All types of financial instruments, Subordinated or unsubordinated. Secured or unsecured and with or without representatives of the financial instruments holders and depending on market conditions at the time of issue or Offering
<b>Type of offering :</b>	The financial instruments will be offered in Thailand to be public and/or institutional investors and/or high net worth investors and/or specific investors. Such offerings may be offered in one or several offerings and/or on the revolving basis. In addition, the issuance and offering can be in separate occasions.
<b>Purpose :</b>	Supporting to the business expansion and the working capital for the company's operations.
<b>Tenor :</b>	Not exceeding 5 years from the issuance date
<b>Interest rate :</b>	To be determined, subject to market conditions at the time of each issuance and offering of the financial instruments
<b>Collateral :</b>	Secured or unsecured

**Exercise of redemption (Call Option) :** To be determined, subject to the conditions at the time of each issuance and offering of the financial instruments

The issuance, exercise of redemption, registration in the secondary market (if any) of the financial instruments are assigned to The Board of Directors or authorized directors of the Company or persons assigned by the Board of Directors to perform the actions as to set other details and conditions related to the issuance and offering of financial instruments for sale each time including processing for the issuing and offering negotiating, agreeing, and signing contracts, requesting documents for permission and necessary evidence related to debt instruments This includes contacting agencies, signing underwriting agreement or placement agreement and /or other related contracts and an application to government agencies, SEC or agencies related to the issuance and sale of debt instruments.

**The Board's opinion :** The Board of Directors deems it appropriate to propose the Shareholders' meeting to approve the Issuance and offering Bill of Exchange and/or Debenture and/or other financial instruments in total value not exceeding THB 1,500 million for supporting to the business expansion and the working capital for the company's operations.

**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 will be on March 9, 2023 (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, 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](http://www.thaitex.com/important_documents)

Therefore, all shareholders are invited to attend the meeting held **on April 26, 2023 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