



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

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No gift

(Translation)

March 21, 2025

**Subject :** Invitation to the Annual General Meeting of shareholders 2025

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

- Enclosure :**
1. Copy of the minutes of the Annual General Meeting of Shareholders 2024
  2. Annual Report 2024 (Form E - One Report) and copy of the financial statements for the year ended December 31, 2024 (QR Code)
  3. Summary of important details of Convertible Bonds of Thai Rubber Latex Group Public Company Limited No. 1/2025 to be issued and offered to existing shareholders in proportion to their shareholdings (Right Offering)
  4. Summary of important details of warrants to purchase ordinary shares of Thai Rubber Latex Group Public Company Limited No. 3 (TRUBB-W3) to be allocated to existing shareholders of the Company who subscribed for and were allocated Convertible Bonds issued and offered to existing shareholders in proportion to their shareholdings (Right Offering) and the impact on shareholders
  5. Report Form for Capital Increase (F53-4)
  6. Articles of Association pertaining to Shareholders Meeting
  7. Documents or evidence required to prove the identity of the Shareholder or the Shareholder's representative in order to attend the meeting
  8. List of the Independent Directors proposing to serve as proxy to attend the Shareholders' Meeting
  9. Proxy (shareholders can download Proxy Form B and Form C At [https://www.thaitex.com/meeting\\_of\\_shareholders](https://www.thaitex.com/meeting_of_shareholders))
    - 9.1 Proxy Form B
    - 9.2 Proxy Form C
  10. Profile of Nominated Directors
  11. Map of the meeting venue

The Board of Directors' Meeting No. 1/2025 of Thai Rubber Latex Group Public Company Limited held on February 28, 2025 has resolved to hold the Annual General Meeting of Shareholders 2025

**held on April 24, 2025 between 9:00 a.m. - 12:00 p.m. at the TANA of Novotel Bangkok-Bangna Hotel, 333 Srinakarin Road, Nongbon, Pravet, Bangkok 10250, Thailand., with the following agenda:**

**Agenda 1 To consider and adopt the minutes of the Annual General Meeting of Shareholders 2024**

**Fact and Reason :** The Annual General Meeting of Shareholders 2024 was held on April 25, 2024 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 2024 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 reports of board of directors and operating results for the year ended 31 December 2024**

**Fact and Reason :** The Company has summarized the 2024 performance statements and the report of the Board of Directors as shown in the 2024 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 2024 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 financial statements for the year ended 31 December 2024**

**Fact and Reason :** The Company has prepared the financial statements for the year ended December 31, 2024, 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 2024 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, 2024, 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 approval for omitted dividend payment and allocation of net profit for legal reserves for 2024'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 to maintain the Company's cash flow and liquidity and approved the legal reserve for the operating results of 2024

**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 appointment of directors in replacement of those who must 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 2025, 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 2025

**Directors to be retired by rotation in 2025 are as follows;**

- |                                      |                      |
|--------------------------------------|----------------------|
| 1. Mr. Vorathep Wongsasuthikul       | Chairman             |
| 2. Mr. Yanyong Tawarorit             | Independent Director |
| 3. Asst. Prof. Dr. Sompop Rangubtook | Independent Director |
| 4. Mr. Wongsakul Kittipromwong       | Independent 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 2025 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 Committee
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. 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 and approve the directors' remuneration for the year**

**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 2025 which is not over than baht 8,000,000 (eight million baht only). This rate is the same rate proposed in 2024. In 2024, the Company paid remuneration to directors in the total amount of Baht 3,930,000. Details of individual directors' remuneration are shown in the Annual Registration Statement / Annual Report 2024 (Form E - One Report), item 7.4.3 Remuneration for The Board of Directors.

**Comparison of the remuneration paid to directors for the years 2023-2024**

	Remuneration per month (Baht)		Meeting Allowance per time (Baht)		Other Benefits / Non-monetary remuneration	
	2024	2025	2024	2025	2024	2025
Chairman of the Board	240,000	240,000	60,000	75,000	None	None
Vice Chairman / Directors	2,400,000	2,400,000	390,000	500,000	None	None
Chairman of the Audit Committee			90,000	90,000	None	None
Audit Committee member			150,000	150,000	None	None
Chairman of the Risk Management Committee			52,000	52,000	None	None
Risk Management Committee member			160,000	160,000	None	None
Chairman of the Remuneration Committee			13,000	13,000	None	None
Remuneration Committee member			30,000	30,000	None	None

**The Directors and Sub-Committees' remuneration budget for the year 2025**

	Board of Directors		Board of Audit Committee		Board of Remuneration Committee		Board of Risk Management Committee		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 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 2025**

**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 proposed the appoint an auditor and fix the auditing fee to the Board of Directors and 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.	Mr. Watchara Pattarapitak	6669	1
2.	Mr. Bunyarit Thanormcharoen	7900	-
3.	Mr. Krit Dhammathatto	10604	-

To be the auditor of the company Thai Rubber Latex Group Public Company Limited and the annual audit fee for the year 2025, amounting to 2,485,000 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.

<b>Compare audit fee of Thai Rubber Latex Group Public Company Limited</b>		
<b>2025</b>	<b>2024</b>	<b>Increase/(Decrease)</b>
2,485,000	2,385,000	100,000

Audit fee of subsidiaries and associated companies. Uses the audit services from the same audit firm, Amounting to 2,810,000 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 and approve the reduction of the Company's unallocated capital and the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital.**

**Fact and Reason :** The Company has remaining ordinary shares totally 204,443,745 shares with the detail as follows:

a) Newly issued ordinary shares to support the exercise of warrants No. 2 (TRUBB-W2) (expired) in the amount 136,295,777 shares in accordance with the resolution of the Extraordinary General Meeting of Shareholders No.1/2021 and

b) Reduction of newly issued ordinary shares to support the capital increase under a general mandate (General Mandate) by allocating to specific investors (Private Placement) in the amount of 68,147,968 shares according to the resolution of the Extraordinary General Meeting of Shareholders No.1/2021.

Therefore, the Company has to decrease its registered capital by eliminating the shares that had not been sold. The Company wishes to decrease its registered capital by THB 204,443,745 from the original registered capital of THB 1,022,219,530, divided into 1,022,219,530 ordinary shares, with a par value

of THB 1.00 per share, to the new registered capital of THB 817,775,785, divided into 817,775,785 ordinary shares, with a par value of THB 1.00 per share, by deducting the unallocated ordinary shares of the Company from the capital increase to accommodate 1) the exercise of warrants No.2 (TRUBB-W2) (expired) and 2) the capital increase under a general mandate (General Mandate) by allocating to specific investors (Private Placement) totaling 204,443,745 with a par value of THB 1.00 per share, , and the approval of the amendment to the Company's memorandum of association, Clause 4, to be in line with the reduction of the Company's registered capital, whereby the person assigned by the Board of Directors to register the amendment to the memorandum of association at the Department of Business Development, Ministry of Commerce, is authorized to amend and add wording to comply with the registrar's orders, as follows:

“Clause 4.	Registered capital amount	THB	817,775,785	(Eight hundred seventeen million, seven hundred seventy-five thousand, seven hundred eighty-five baht)
	Registered	shares	817,775,785	(Eight hundred seventeen million, seven hundred seventy-five thousand, seven hundred eighty-five shares)
	Par value per share	THB	1.00	(One baht)
Divided into:				
	Ordinary share	shares	817,775,785	(Eight hundred seventeen million, seven hundred seventy-five thousand, seven hundred eighty-five shares)
	Preferred share	shares	-	(- share)”

**The Board's opinion :** The Board of Directors deemed it appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve to the reduction of the Company's registered capital in the amount of THB 204,443,745 from the original registered capital of THB 1,022,219,530, divided into 1,022,219,530 ordinary shares with a par value of THB 1.00 per share, to the registered capital of THB 817,775,785, divided into 817,775,785 ordinary shares with a par value of THB 1.00 per share, by deducting the unallocated ordinary shares of the Company from the capital increase to accommodate 1) the exercise of warrants No. 2 (TRUBB-W2) (expired) and 2) the capital increase under a general mandate (General Mandate) by allocating to specific investors (Private Placement) totaling 204,443,745 shares with a par value of THB 1.00 per share, and to approve the amendment of Clause 4 of the Memorandum of Association to be in accordance with the capital decrease of the Company. In this regard,



The Board of Directors and/or the person delegated by the Board of Directors have been authorized to register the amendment of the Memorandum of Association at the Department of the Business Development, Ministry of Commerce with the power to amend the terms in the Memorandum of Association in accordance with the registrar's order. And the Board of Directors deemed appropriate to propose the 2025 AGM for the further consideration and approval.

**Voting :** The resolution on this agenda shall be passed by the votes of not less than three-quarters (3/4) of the total votes cast by the shareholders attending the meeting and entitled to vote.

**Agenda 9 To consider and approve the issuance and offering of Convertible Bonds to be issued and offered to existing shareholders in proportion to their shareholdings (Right Offering) in an amount not exceeding THB 500,000,000.**

**Fact and Reason :** To repay short-term loan of Thai Rubber Latex Group Public Company Limited or as working capital for the Company, the Company shall issuance and offering of convertible bonds to the existing shareholders of the Company according to shareholding proportion (Right Offering) at the ratio of 1,636 existing shares per 1 unit of convertible bond, number of convertible bonds not exceeding 500,000 units. Convertible bond value at THB 1,000 per 1 unit of convertible bond, offering bond value in the amount of not exceeding THB 500,000,000, as per the details set out in Summary of important details of Convertible Bonds of the Company in (Enclosure 3)

In this regard, it is proposed that the Board of Directors' meeting consider setting the record date for shareholders who are entitled to receive the Convertible Bonds offered to existing shareholders in proportion to their shareholding (Right Offering) (Record Date).

In this regard, delegated the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer or a person assigned by the Board of Directors or the Executive Committee or the Chief Executive Officer to have the power to determine details, amend or take any action necessary and related to the issuance and offering of Convertible Bonds offered to existing shareholders in proportion to their shareholding (Right Offering) in order to comply with the law, including but not limited to the power to take the following actions:

(1) Specify or amend details, methods and conditions related to the issuance and offering of Convertible Bonds as appropriate, whether it is a single issuance and offering or multiple offerings, including but not limited to the Terms and Conditions of Convertible Bonds, the date of issuance of Convertible Bonds, the par value of Convertible Bonds, the offering price, the number of ordinary shares to support the conversion of Convertible Bonds, the interest rate, the calculation and method of interest payment, the conversion price,

the conversion rate, the period for exercising the right to convert, the redemption price, the redemption period, the expiration date of the conversion right, the method of allocating Convertible Bonds, or specifying the event in which the Company must issue additional new shares to support the change in the exercise of the conversion right, the conditions for adjusting the conversion right.

(2) Negotiate, agree, enter into, amend, add, endorse and certify contract documents, applications for permission, requests for waivers, evidence, disclosure of information, sales report and other necessary and relevant documents for the issuance, offering and allocation of Convertible Bonds and the allocation of additional ordinary shares issued to support the exercise of conversion rights by Convertible Bondholders, including but not limited to contacting, filing, amending, adding, signing applications for permission, requests for waivers, evidence, disclosure of information, sales report and other documents to the Securities and Exchange Commission, the Stock Exchange of Thailand, the Thai Bond Market Association, the Thailand Securities Depository Co., Ltd., government agencies and/or agencies related to the issuance and offering of Convertible Bonds and the listing of additional ordinary shares from the exercise of conversion rights on the Stock Exchange of Thailand.

(3) Authorize any person as a sub-attorney to act and perform the acts specified above on behalf of the Company and

(4) perform any other necessary and appropriate acts in connection with the issuance, offering and allocation of Convertible Bonds in order for the operations specified above to be completed.

**The Board's opinion :** The Board of Directors deemed it appropriate to propose that the 2025 AGM is to approve the issuance and offering of convertible bonds to the existing shareholders of the Company according to shareholding proportion (Right Offering) in the amount of not exceeding 500,000 units or representing the value of shares not exceeding THB 500,000,000.00 to repay short-term loan or working capital of the Company and to propose that the shareholders' meeting is to approve authorization as proposed in all aspects.

**Voting :** The resolution on this agenda shall be passed by the votes of not less than three-quarters (3/4) of the total votes cast by the shareholders attending the meeting and entitled to vote.

**Agenda 10** To consider and approve the issuance and offering of the warrants No. 3 (TRUBB-W3) in an amount not exceeding 90,000,000 units, to allocate to the Company's existing shareholders who subscribed for and were allocated the Convertible Bonds issued and offered to the existing shareholders in proportion to their shareholding (Right Offering).

**Fact and Reason :** To be used as reserve capital for the Company's future business expansion, to increase revenue and strengthen the financial strength and stability of the Company's financial position. The Company also increases its business potential and increases opportunities to expand and develop the business to cover more areas which will help the Company's performance tend to be better in the long term. The Company wishes to issue and offering the warrants to purchase ordinary shares of the Company No. 3 (TRUNN-W3) in the amount not exceeding 90,000,000 units to the Company's existing shareholders who subscribed for and were allocated the Convertible Bonds issued and offered to the existing shareholders in proportion to their shareholding (Right Offering) at no cost (zero baht) at a ratio of 1 unit of Convertible Bond to 180 units of the warrants No. 3 (TRUBB-W3), whereby the said warrants will have a term of 3 years from the date of issuance of the warrants. The exercise ratio of the warrant is 1 unit to 1 ordinary share and the exercise price is THB 2.25 per share (except in the case of adjustment of the exercise price). The summary of important details of warrants to purchase ordinary shares of Thai Rubber Latex Group Public Company Limited No. 3 (TRUBB-W3) in (Enclosure 4)

In this regard, it is approved to propose to the shareholders' meeting for consideration and approval of the authorization of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer or a person assigned by the Board of Directors or the Executive Committee or the Chief Executive Officer to have the authority to determine and change the criteria, conditions and details of the issuance and offering of the warrants No. 3 (TRUBB-W3) in all respects as deemed appropriate and under the authority prescribed by law, such as the allocation and offering date of the warrants No. 3 (TRUBB-W3), etc., including the authority to perform necessary and appropriate actions related to the issuance of the warrants No. 3 (TRUBB-W3) in all respects, including but not limited to contacting, preparing, signing, certifying, endorsing and/or delivering various documents necessary or related to the issuance and offering of the warrants No. 3 (TRUBB-W3) and listing the warrants No. 3 (TRUBB-W3) as listed securities in the Stock Exchange of Thailand, as well as applying for permission from relevant agencies and appointing a sub-attorney, etc.

**The Board's opinion :** The Board of Directors deemed it appropriate to propose that the 2025 AGM is to approve the issuance and offering of warrants to purchase ordinary shares of the Company warrants No.3 (TRUBB-W3) in the amount of not exceeding 90,000,000 units to the Company's existing shareholders who subscribed for and were allocated the Convertible Bonds issued and offered to the existing shareholders in proportion to their shareholding (Right Offering) at no cost (zero baht) at a ratio of 1 unit of Convertible Bond to 180 units of the warrants No. 3 (TRUBB-W3), whereby the said warrants will have a

term of 3 years from the date of issuance of the warrants. The exercise ratio of the warrant is 1 unit to 1 ordinary share and the exercise price is THB 2.25 per share (except in the case of adjustment of the exercise price) and to propose that the shareholders' meeting is to approve authorization as proposed in all aspects.

**Voting :** The resolution on this agenda shall be passed by the votes of not less than three-quarters (3/4) of the total votes cast by the shareholders attending the meeting and entitled to vote.

**Agenda 1.1 To consider and approve the increase in the Company's registered capital and the amendment to the Company's Memorandum of Association, Clause 4., to be in line with the increase of the Company's registered capital.**

**Fact and Reason :** In order to accommodate the issuance and offering of convertible bonds and the exercise of warrants No.3 (TRUBB-W3), the Company has to increase its registered capital, THB 402,500,000 from the existing registered capital of THB 817,775,785 which can be divided into 817,775,785 ordinary shares, at the par value of THB 1.00 per share, to THB 1,220,275,785 which can be divided into 1,220,275,785 ordinary shares, at the par value of THB 1.00 per share by issuing 402,500,000 newly-issued ordinary shares, at the par value of THB 1.00 per share in order to support the issuance of convertible bond of 312,550,000 share and the exercise of warrants No.3 (TRUBB-W3) of 90,000,000 shares, the detail of report form for capital increase (F53-4) (Enclosure 5)

In addition, in order to be in line with the capital increase mentioned in above, the Company is required to amend and replace Clause 4 of the Memorandum of Association with the following, and authorize the person delegated by the Board of Directors to register the amendment of the Memorandum of Association at the Department of the Business Development, Ministry of Commerce with authority to amend the terms in the Memorandum of Association in accordance with the registrar's order, as follows:

“Clause 4.	Registered capital amount	THB	1,220,275,785	(One billion, two hundred twenty million, two hundred seventy-five thousand, seven hundred eight-five baht)
	Registered	shares	1,220,275,785	(One billion, two hundred twenty million, two hundred seventy-five thousand, seven hundred eight-five shares)
	Par value per share	THB	1.00	(One baht)
Divided into:				
	Ordinary share	shares	1,220,275,785	(One billion, two hundred twenty million, two hundred seventy-five thousand, seven



but not more than 15 consecutive business days (the “Floating Conversion Price”) prior to the date on which the Convertible Bondholders will exercise their conversion rights, whereby the conversion price shall not be lower than THB 1.60 per share (the “Minimum Conversion Price”). Such conversion price and rate may change due to adjustment of rights in accordance with the conditions to be specified in the Terms and Conditions hereinafter.

2) Allocate additional ordinary shares to support the issuance and offering of the warrants No. 3 (TRUBB-W3) in an amount not exceeding 90,000,000 shares, with a par value of THB 1.00 per share, or 11.01% of the Company's paid-up capital as of the date of the Board of Directors' Meeting No. 1/2025, held on February 28, 2025, to the Company's existing shareholders who subscribed for and were allocated the Convertible Bonds issued and offered to the existing shareholders in proportion to their shareholding (Right Offering) at no cost (zero baht) at a ratio of 1 unit of Convertible Bond to 180 units of the warrants No. 3 (TRUBB-W3), total in not exceeding 90,000,000 units.

In this regard, 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 of issuance and allocation of newly capital increase share to support the issuance and allocation of Convertible Bond and TRUBB including, without limitation to, contact, prepare or deliver documents necessary or related to the issuance and allocation of Convertible Bound and the issuance of TRUBB-W3. Also, listing of the TRUBB-W3 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 Board's opinion :** The Board of Directors deemed it appropriate to propose that the shareholders' meeting is to the allocation of not exceeding 402,500,000 newly-issued ordinary shares at the par value of THB 1.00 per share, to reserve for the issuance and offering of the convertible bonds not exceeding 312,500,000 ordinary shares and to reserve for the exercise of warrants No.3 (TRUBB-W3) not exceeding 90,000,000 ordinary shares. The detail of report form for capital increase (F53-4) (Enclosure 5), including the relevant authorization as proposed.

**Voting :** The resolution on this agenda shall be passed by a majority of votes of the shareholders attending the meeting and casting their votes.

**Agenda 13 Consider other issues (if any).**

Section 105 paragraph two of the PLC Act, provides that upon completion of the consideration of all the business at the meeting under paragraph one, the shareholders holding the aggregate number of shares of not less than one-third (1/3) of the total number of shares sold may request the consideration at the meeting of other business in addition to that specified in the notice summoning the meeting. However, for the transparency and to give equal rights to shareholders. The agenda, which was not specified in the notice of the meeting, summoned shareholders for consideration to approve or pass, should not be added to consider other matters.

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 17, 2025 (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).

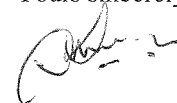
If you would like to authorize the proxy to attend the meeting, the Company recommends using Proxy Form B (The form clearly specifies certain items and authority to be delegated to the Proxy, Enclosure 9.1). However, Proxy Form C (The form for foreign shareholders who have custodian in Thailand only Enclosure 9.2) 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 8) 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 24, 2025 between 9:00 a.m. - 12:00 p.m. at the TANA 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 together with the identification documents (Enclosure 7).

Please be informed accordingly.

Yours sincerely,



(Mr. Vorathep Wongsasuthikul)

Chairman