



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 16, 2026

- Subject :** Invitation to the Annual General Meeting of shareholders 2026
- To :** Shareholders of Thai Rubber Latex Group Public Company Limited
- Enclosure :**
1. Copy of the minutes of the Annual General Meeting of Shareholders 2025
  2. Annual Report 2025 (Form E - One Report) and copy of the financial statements for the year ended December 31, 2025 (QR Code)
  3. Report Form for Capital Increase (F53-4)
  4. Articles of Association pertaining to Shareholders Meeting
  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](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. 1/2026 of Thai Rubber Latex Group Public Company Limited held on February 26, 2026 has resolved to hold the Annual General Meeting of Shareholders 2026 to be held on April 22, 2026 between 9:00 a.m. - 12:00 p.m. at Srinakarin Room 1, Dusit Princess Srinakarin Hotel, No.53, Srinakarin Road, Nongbon, Pravet, Bangkok 10250, with the following agenda:

**Agenda 1 To consider and adopt the minutes of the Annual General Meeting of Shareholders 2025.**

**Fact and Reason :** The Annual General Meeting of Shareholders 2025 was held on April 24, 2025 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 2025 are correct and complete. Therefore, the Board would like to propose the Annual General Meeting of shareholders to certify the minutes.

**Voting :** This agenda must be approved by a majority vote of the shareholders attending and entitled to vote.

**Agenda 2 To acknowledge the reports of the Board of Directors and operating results for the year ended 31 December 2025.**

**Fact and Reason :** The Company has summarized the 2025 performance statements and the report of the Board of Directors as shown in the 2025 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 2025 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 2025.**

**Fact and Reason :** The Company has prepared the financial statements for the year ended December 31, 2025, which were audited by the auditor. The Audit Committee and the Board of Directors have approved its correctness and adequacy. Therefore, the Board would like to propose to the shareholders to consider and approve the financial statements. Details of the 2025 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, 2025, which were audited by the auditor.

**Voting :** This agenda must be approved by a majority vote of the shareholders attending and entitled to vote.

**Agenda 4 To consider and approve the allocation of net profit for the year 2025 as legal reserve and dividend payments in the form of stock dividend and cash.**

**Fact and Reason :** According to the Public Limited Companies Act and the Company's Articles of Association, the Company must allocate part of its annual net profit as a legal reserve of not less than 5% of the annual net profit, after deducting accumulated losses brought forward (if any), until the reserve reaches not less than 10% of the registered capital. In addition, the Company has a dividend policy to pay dividends

depending on operating performance at a rate of not less than one-third (1/3) of the annual net profit after deducting accumulated losses (if any), based on the Company's separate financial statements

According to the financial statements for the year ending December 31, 2025, the Company recorded net profit of 65,555,978 Baht. Therefore, the Company proposes that the Annual General Meeting of Shareholders consider and approve the allocation of net profit for the year 2025 to legal reserve and dividend payment as follows:

1. Allocation to Legal Reserve

To allocate net profit from the operating results for the year ending December 31, 2025, in the amount of 3,300,000.00 Baht as legal reserve for the year 2025, representing not less than 5% of the Company's net profit for the year 2025.

2. Dividend Payment

To pay dividends from the Company's net profit for the year 2025 in form of stock dividends and cash, with the details below:

2.1) Dividend Payment in Form of Stock Dividend

The Company will pay dividends in form of the stock dividends by issuing newly issued ordinary shares of the Company at the ratio of 36 existing shares for 1 stock dividend share (36:1), for a total of 817,775,785 shares, with a par value of Baht 1.00 per share, totaling an amount not exceeding 22,715,995 Baht, equivalent to a dividend rate of 0.0278 Baht per share. In the event if any shareholder has a fractional share remaining after the allocation of stock dividends, the Company shall pay such fraction in cash, at the rate of 0.0278 Baht per share. After calculating the dividend amount in cash to which each shareholder is entitled, if the amount includes decimals to two decimal places (satang), the Company shall pursue with the following arrangements:

- If the third decimal place is greater than or equal to 0.005 baht, the amount shall be rounded up.
- If the third decimal place is less than 0.005 baht, the amount shall be rounded down

2.2) Dividend Payment in Form of Cash

The Company shall pay a cash dividend at the rate of 0.0031 THB per share, totaling not more than 2,535,110 THB, to cover the withholding tax at the rate of 10% of the income pursuant to the Thai Revenue Code applicable to dividend recipients.

The total dividend distribution under Section 2.1) and 2.2) equivalent to 0.0309 THB per share, representing an aggregate amount of approximately 25,251,105 THB. All dividends payable shall be subject to withholding tax at the applicable statutory rate.

The Company has fixed 5 May 2026 as the Record Date for determining the shareholders entitled to receive dividends in the form of stock dividends, and the dividend payment date is scheduled for 21 May 2026. However, the entitlement to such dividend remains subject to approval by the 2026 Annual General Meeting of Shareholders.

**The Board's opinion :** The Board of Directors has unanimously resolved to propose to the shareholders' meeting to approve the allocation of net profit for the year 2025 as legal reserve and dividend payment in the form of stock dividend and cash as described above.

**Voting :** This agenda must be approved by a majority vote of the shareholders attending and entitled to vote.

**Agenda 5 To consider and approve the appointment of directors in replacement of those who must retire by rotation and election of a new director.**

**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 2026, there are 3 directors to be retired by rotation (representing 1/3 of the total directors), with no directors resigning in 2026, and the appointment of 1 new director.

**Directors to be retired by rotation in 2026 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     |

**Appointing 1 new director as follows;**

- |  |   |
|--|---|
| 1. Air Marshal (Female) Assoc. Prof. Dr. Patcharee Pipithsuksunt | Director, Independent Director<br>and Member of the Audit Committee |
|--|---|

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. They 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. This includes those holding the position of independent director, who are able to express their opinions independently and are 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 3 persons to be the directors of the Company for another term and appointing 1 new 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 and in accordance with the relevant guidelines. This includes those holding the position of independent director, who are able to express their opinions independently and are 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 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 2026 are in total 11 members**

1. Mr. Vorathep	Wongsasuthikul	Chairman
2. Mr. Paiboon	Waraprateep	Vice Chairman
3. Mrs. Suchada	Sodthibhakupul	Independent Director
4. Mr. Surabhon	Kwunchaithunya	Independent Director
5. Asst.Prof.Dr. Sompop	Rangubtook	Independent Director
6. Mr. Wongsakul	Kittipromwong	Independent Director
7. Air Marshal (Female) Assoc. Prof. Dr. Patcharee Pipithsuksunt		Independent Director
8. Mr. Pattarapol	Wongsasuthikul	Director and Chief Executive Officer
9. Mr. Prawit	Waraprateep	Director
10. Dr. Pasithphol	Temritikulchai	Director
11. Ms. Chalengkwan	Wongsasuthikul	Director and Company's secretary

**Voting :** This agenda must be approved by a majority vote of the shareholders attending and entitled to vote.

**Agenda 6 To consider and approve the directors' remuneration for the year ended 31 December 2026**

**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 2026 which is not more than Baht 8,000,000 (eight million baht only). This rate is the same rate proposed in 2025. In 2025, the Company paid remuneration to directors in the total amount of Baht 3,790,000. Details of individual directors' remuneration are shown in the Annual Registration Statement / Annual Report 2025 (Form E - One Report), item 7.4.3 Remuneration for The Board of Directors.

**Comparison of the remuneration paid to directors for the years 2025-2026**

	Remuneration per month (Baht)		Meeting Allowance per time (Baht)		Monetary remuneration		Other Benefits / Non-monetary remuneration	
	2025	2026	2025	2026	2025	2026	2025	2026
Chairman of the Board	240,000	240,000	75,000	60,000	20,000	20,000	No other benefits	No other benefits
Vice Chairman / Directors	2,400,000	2,400,000	500,000	400,000	200,000	200,000	No other benefits	No other benefits
Chairman of the Audit Committee			90,000	72,000			No other benefits	No other benefits
Audit Committee member			150,000	120,000			No other benefits	No other benefits
Chairman of the Risk Management Committee			52,000	52,000			No other benefits	No other benefits
Risk Management Committee member			160,000	160,000			No other benefits	No other benefits
Chairman of the Remuneration Committee			13,000	26,000			No other benefits	No other benefits
Remuneration Committee member			30,000	40,000			No other benefits	No other benefits

**The Directors and Sub-Committees' remuneration budget for the year 2026**

	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 for this agenda shall be passed by a vote of not less than two- third (2/3) of the total number of votes of the shareholders present and entitled to vote.

**Agenda 7 To consider and approve the appointment of auditor and fix remuneration for the year ended 31 December 2026**

**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 appointment of 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	2
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 2026 , amounting to 2,510,000 baht. This rate does not include the 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 audit fee mentioned above excludes non-audit fees, which shall be reimbursed based on actual expenses incurred.

\* 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>Comparison of Audit Fees for the Years 2025 and 2026</b>		
<b>2026</b>	<b>2025</b>	<b>Increase/(Decrease)</b>
2,510,000	2,485,000	25,000

Audit fee of subsidiaries and associated companies. Uses the audit services from the same audit firm, Amounting to 2,735,000 baht

<b>Comparison of Non-Audit Fees</b>	
<b>2025</b>	<b>2026</b>
1. Service fee for compliance review of the Investment Promotion Certificate amounting to Baht 240,000.	Non-audit fees, which are reimbursed based on actual expenses incurred.
2. Legal advisory service fee amounting to Baht 300,000.	
<b>Total : 540,000.00 Baht</b>	

**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 approved by a majority vote of the shareholders attending and entitled to vote.

**Agenda 8** To consider and approve the increase of registered capital of Baht 23,000,000 from the current registered capital of Baht 1,220,275,785 to be Baht 1,243,275,785 by issuing ordinary shares to reserve for stock dividend payment

**Fact and Reason :** As the Company intends to increase capital to accommodate the stock dividend payment (details as shown in Agenda Item 7), it is deemed appropriate to propose that the Annual General Meeting of Shareholders approve the increase of registered capital of Baht 23,000,000 from the current

registered capital of Baht 1,220,275,785 to be Baht 1,243,275,785 by issuing 23,000,000 newly issued ordinary shares with a par value of Baht 1.00 per share, as detailed in Attachment 3.

**The Board's opinion :** The Board unanimously resolved to propose to the shareholders' meeting to approve the increase of registered capital of Baht 23,000,000 from the current registered capital of Baht 1,220,275,785 to Baht 1,243,275,785 by issuing 23,000,000 newly issued ordinary shares with a par value of Baht 1.00 per share to accommodate the stock dividend payment.

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

**Agenda 9 To consider and approve of the amendment to Clause 4 of the Memorandum of Association (Registered Capital) to reflect the increase in registered capital**

**Fact and Reason :** To align with the increase in the Company's registered capital (as detailed in Agenda Item 8), it is proposed that the shareholders' meeting approve the amendment to Clause 4 of the Memorandum of Association (Registered Capital) as follows

(Clause 4)	Registered Capital	1,243,275,785 THB	(One billion two hundred forty-three million two hundred seventy-five thousand seven hundred eighty-five Baht)
	Divided into	1,243,275,785 Shares	(One billion two hundred forty- three million two hundred seventy- five thousand seven hundred eighty-five shares)
	Par Value	1 THB	(1 Baht)
	Divided to		
	Common Shares	1,243,275,785 Shares	(One billion two hundred forty- three million two hundred seventy- five thousand seven hundred eighty-five shares)
	Preferred Shares	-None-	Shares ( - )

In addition, it was deemed appropriate to propose that the person authorized by the authorized directors be empowered to register the capital increase and the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to amend or add wording as required by the registrar.

**The Board's opinion :** The Board unanimously resolved to propose that the shareholders' meeting approve the amendment to Clause 4 of the Memorandum of Association (Registered Capital) to reflect the increase in registered capital and grant the related authorization as described above.

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

**Agenda 10 To consider and approve the allocation of newly issued ordinary shares to accommodate the stock dividend payment**

**Fact and Reason :** As the Company intends to allocate newly issued shares by issuing not exceeding 23,000,000 ordinary shares, with a par value of 1.00 Baht per share, as detailed in Agenda Item 8 above, it is proposed that the shareholders' meeting approve the allocation of not exceeding 23,000,000 shares to shareholders entitled to receive share dividends on the Record Date, at the ratio of 36 existing shares for 1 stock dividend share (36:1).

In the event if any shareholder has a fractional share remaining after the allocation of stock dividends, the Company shall pay such fraction in cash, at the rate of 0.0278 Baht per share. After calculating the dividend amount in cash to which each shareholder is entitled, if the amount includes decimals to two decimal places (satang), the Company shall pursue with the following arrangements:

- If the third decimal place is greater than or equal to 0.005 baht, the amount shall be rounded up.
- If the third decimal place is less than 0.005 baht, the amount shall be rounded down

In addition, it was deemed appropriate to propose that the Board of Directors and/or any person authorized by the Board shall be empowered to take any necessary and related actions in connection with the allocation of such newly issued ordinary shares in all respects.

**The Board's opinion :** The Board unanimously resolved to propose that the shareholders' meeting approve the allocation of not exceeding 23,000,000 newly issued ordinary shares to support the stock dividend payment as described above.

**Voting :** This agenda must be approved by a majority vote of the shareholders attending and entitled to vote.

**Agenda 11 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 sake of transparency and to ensure equal rights for all shareholders, no additional matters beyond those specified in the notice of the meeting should be added to the agenda for consideration and approval.

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 16, 2026 (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. Should you wish to appoint the Company's Independent Directors as your proxy, please refer to the list provided in Enclosure 6.

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 22, 2026 between 9:00 a.m. - 12:00 p.m. at the Srinakarin Room 1, Dusit Princess Srinakarin Hotel, No.53, Srinakarin Road, Nongbon, Pravet, Bangkok, 10250**. 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 5).

Please be informed accordingly.

Yours sincerely,

(Mr.Vorathep Wongsasuthikul)

Chairman