



บริษัท ไทยรับเบอร์ลาเท็กซ์คอร์ปอเรชั่น (ประเทศไทย) จำกัด (มหาชน)
THAI RUBBER LATEX CORPORATION (THAILAND) PUBLIC COMPANY LIMITED.

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14 March 2018

- Subject: Invitation to the 2018 Annual General Shareholders Meeting
- To: Shareholders of Thai Rubber Latex Corporation (Thailand) Public Company Limited
- Enclosures:
1. Copy of the Minutes of the Extraordinary General Shareholders Meeting No. 1/2017
 2. Annual Report 2017 and copy of the financial statements for the year ended 31 December 2017 (In CD-ROM)
 3. Articles of Association pertaining to Shareholders Meeting
 4. Information of the acquisition and disposition of Latex System Co., Ltd. ("LS") asset for leasing on MAI
 5. Registration Form
 6. Documents or evidence required to prove the identity of the Shareholder or the Shareholder's representative in order to attend the meeting
 7. List of the Independent Directors proposing to serve as proxy to attend the Shareholders' Meeting
 8. Proxy (Form B)
 9. Profile of Nominated Directors and Independent Directors
 10. Map of the meeting venue

The Board of Directors of Thai Rubber Latex Corporation (Thailand) Public Company Limited No. 1/2018 held on February 23, 2018 has resolved to hold the Annual General Shareholders Meeting 2018 on Friday, 20 April 2018 from 9.00 am.-11.00 am., at Suanluang Ballroom on the 1st floor of Novotel Bangna Bangkok, No.333 Srinakarin Road, Nongbon, Pravet, Bangkok, Thailand 10250 with the agendas as follows;

Agenda 1 To certify the minutes of the Extraordinary General Meeting of the Shareholders No. 1/2017

Fact and Reason: The Extraordinary General Meeting of the Shareholders No.1/2017 was held on 13 December 2017, 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**.

The Board's opinion: The Board of Directors has the opinion that the Minutes of the Extraordinary General Meeting No. 1/2017 are correct and completed. Therefore, the Board would like to propose the 2017 Extraordinary General Shareholders Meeting to certify the minutes.

Agenda 2 To certify the Company's Annual Report and the report of the Board of Directors of the year 2017

Fact and Reason: The Company has summarized the 2017 performance statements and the report of the Board of Directors as shown in the 2017 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 certify the 2017 Annual Report and the report of the Board of Directors.

Agenda 3 To approve the Company's audited financial statements which were audited by the auditor for the year ended December 31, 2017

Fact and Reason: The Company has prepared the financial statements for the year ended 31 December 2017, 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 2017 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 31 December 2017, which were audited by the auditor.

Agenda 4 To consider the dividend payment and allocation of net profit for legal reserves for 2017'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.

The Board's opinion: The annual net profit of performance year ended 2017 is 246.43 million baht, including 217.6 million baht dividend paid by Thai Rubber Latex Group Co.,Ltd (THAITEX) due to company restructure. Hence, net profit after THAITEX dividend is accounted for 28.83 million baht with no accumulated loss .

The Board of Directors has the opinion to propose the shareholders meeting to approve dividend payment at the rate of 0.04 baht /share and provide appropriate legal reserves for 2017's operations reserves in the amount of 12.33 million baht from the unallocated accumulated profit.

Agenda 5 To appoint directors in replacement the retiring directors by rotation and resigning director.

Fact and Reason: In the Annual General Shareholders Meeting 2018, there are five directors, which 1/2 of total number of directors to be retired by rotation .

5.1 Five directors to be retired in 2018 are as follows;

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| 5.1.1 Mr. Paiboon Waraprateep | Vice Chairman |
| 5.1.2 Mr. Prachnon Temritikulchai | Vice Chairman |
| 5.1.3 Mr. Suchart Charoenpornpanichkul | Director |
| 5.1.4 Mrs. Suchada Sodthibhaphkul | Independent Director |
| 5.1.5 Mr. Pakhawat Kovithathanaphong | Independent Director |

5.2 Two resigning directors in 2018 are as follows;

- 5.2.1 Mr. Pakhawat Kovithvathanaphong Independent Director
 5.2.2 Mr. Suchart Charoenpornpanichkul Director

The Board's opinion: The members of the Board of Directors who do not engage in any conflict of interest with the retiring and resigning 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 for 2 years of another term. There is no election to replace the resigning directors.

Therefore, the members of the Company's Board of Directors in 2018 are in total 10 members

1. Mr. Vorathep Wongsasuthikul Chairman of the Board
2. Mr. Paiboon Waraprateep Vice Chairman
3. Mr. Prachnon Temritikulchai Vice Chairman
4. Mrs. Suchada Sodthibhakupkul Independent Director
5. Mr. Somkad Sueptrakul Independent Director
6. Mr. Yanyong Tawarorit Independent Director
7. Mr. Rachai Wattanakasaem Independent Director
8. Mr. Pattarapol Wongsasuthikul Director and Chief Executive Director
9. Mr. Prawit Waraprateep Director
10. Ms. Chalengkwan Wongsasuthikul Director and Company Secretary

Agenda 6 To approve the Board of Director's remuneration and budget for 2018.

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 2018 which is Baht 8,000,000 (Eight million Baht only). This rate is the same rate proposed in 2017.

	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 2018 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 appoint the auditor and fix the audit fee for the year 2018.

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:

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|---------------------------------|--|
| (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 as the Company, subsidiaries |

and associated companies' auditor for the year 2018. The Company's auditing fee proposed of 2018 is Baht 3,000,000 (Three million baht) and the fee for subsidiaries (not including Latex Systems Co.,Ltd) is baht 1,830,000 (One million eight hundred and thirty thousand baht). Total auditing fee of 2018 is baht 4,830,000 (Four million eight hundred and thirty thousand baht) This rate is the same as last year's rate.

Agenda 8 To approve the listing plan of Latex System Co., Ltd. ("LS") listed on the Market for Alternative Investment (MAI) Spin- off.

Fact and Reason: According to the Board of Directors' Meeting of Thai Rubber Latex Corporation (Thailand) public Co. Ltd. ("TRUBB" or "the Company") No. 2/2018 held on March 8, 2018 has a resolution to approve and proposed to the shareholder's meeting of the Company to consider and approve the plans of the Initial Public Offering (IPO) and the listing on the Market for Alternative Investment ("MAI market") of Latex System Co., Ltd. ("LS"). The purpose is that to raise funds for investing and expanding the business and also for working capital in the company business. LS will issue and offer the ordinary shares to the public and the existing authorized shareholders of TRUBB according to shareholding proportion in the company (Pre-emptive Right). In this regard, after the spin-off is completed, LS is still a subsidiary of TRUBB because TRUBB still has power to control the direction of LS. By the way, Thai Rubber Latex Group Co., Ltd. ("THAITEX"), as the shareholder of TRUBB who acquired the ordinary shares of the Company due to the entire business transfer on December 29, 2017, shall not use this right to buy the ordinary shares as offered.

The Board's opinion: The Board of Directors of the Company has considered and approved the plan of offering ordinary shares of LS to the Public (IPO) and listing LS on the MAI market, and would like to propose the shareholder meeting to certify the listing LS on the MAI market in **Enclosure 4**

Agenda 9 To consider and approve other issues (if any)

The Company would like to inform that the Record Date for the right to attend the 2018 Annual General Shareholders Meeting will be on 27 March 2018 (Record Date), and the share register book closing date for collecting shareholders' names under the Section 225 of the Securities and Exchange Act B.E. 2535 (and the amendment) is scheduled to be on 29 March 2018. Invitation to attend the 2018 Annual General Shareholders Meeting 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, see **Enclosure 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 **Enclosure 6** for List of the independent directors proposing to serve as proxy to attend the shareholders' meeting. And this year, the Annual Report 2017 in CD-ROM will be given to all shareholders.

Therefore, all shareholders are invited to attend the meeting on Friday, 20 April 2018 from 9.00 am.-11.00 am. at the Suanluang Ballroom on the 1st floor of Novotel Bangna Bangkok, No.333 Srinakarin Road, Nongbon, Pravet, Bangkok, Thailand 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 to the registration staff on the date of the meeting the registration form (**Enclosure 4**), together with the identification documents (see **Enclosure 5**).

Please be informed accordingly.

Yours sincerely,



(Mr. Vorathep Wongsasuthikul)

Chairman and Chief Executive Officer



(Miss Chalongkwan Wongsasuthikul)

Company Secretary

Recorded the minutes of the meeting