



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

สำนักงาน : 99/1-3 หมู่ 13 ถนนสาย 21 ถนนบางนา-ตราด กม.7 ตำบลบางแก้ว อำเภอบางพลี จังหวัดสมุทรปราการ 10540
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Minutes to the Special Meeting of Shareholders No. 1/2560

Wednesday, 13 December 2017

The 2017 special meeting of shareholders was organized in accordance with the resolution passed by the Board of Directors' Meeting No. 7/2560 on 10 November 2017, held at Srinakarin Room 1, Dusit Princess Srinakarin Hotel, No. 53, Srinakarin Road, Nong Bon Sub-district, Prawet District, Bangkok Metropolis, 10250, at 9:00 hours, to deliberate on various issues in the meeting agendas requiring approval from a meeting of shareholders as stated in the meeting invitation letter.

The meeting session was commenced at 9:20 hours

Miss Chalongkwan Wongsasuthikul, Company Secretary and Assistant Chief Executive Officer, greeted all shareholders in attendance and introduced the Board of Directors and Executives of Thai Rubber Latex Corporation (Thailand) Public Company Limited presented at the meeting as follows:

All of the directors presented at the Special Meeting of Shareholders of 2017 are as follows:

- | | |
|-------------------------------------|--|
| 1. Mr. Vorathep Wongsasuthikul | Chairman and Chief Executive Officer |
| 2. Mr. Paiboon Waraprateep | Vice Chairman |
| 3. Mr. Prachnon Temritikulchai | Vice Chairman |
| 4. Mr. Yanyong Tawarorit | Independent Director and Chairman of the Audit Committee |
| 5. Mr. Pakhawat Kovithvathanaphong | Independent Director, Member of the Audit Committee and Member of the Remuneration Committee |
| 6. Mr. Rachai Wattanakasaem | Independent Director and Member of the Audit Committee |
| 7. Mr. Somkad Sueptrakul | Independent Director and Member of the Risk Management Committee |
| 8. Ms. Suchada Sodthibhapkul | Independent Director and Chairman of the Risk Management Committee |
| 9. Mr. Suchart Charoenpornpanichkul | Director and Member of the Risk Management Committee |

The executives and related persons in attendance at the meeting are as follows:

- | | |
|--------------------------------|---|
| 1. Mr. Vanchai Sriherunrusmee | Chief Executive Officer of Operations |
| 2. Mr. Prawit Waraprateep | Assistant Chief Executive Officer |
| 3. Ms. Wirada Manthavornsiri | Manager of Accounting |
| 4. Mr. Thoranit Tantikulwichit | Legal and Tax Consultant from KPMG
Phoomchai Audit Company Limited |
| 5. Mr. Puchong Chairungreang | Legal and Tax Consultant from KPMG
Phoomchai Audit Company Limited |
| 6. Mr. Yuthapong Suntarinka | Auditor from KPMG Phoomchai Audit
Company Limited |

The Company Secretary informed the shareholders about the meeting procedures and voting methods for each agenda in order to ensure orderly and effective conduct at the meeting. The procedures and methods are as follows:

1. Each shareholder had equal votes to the total number of shares held with one share counting for one vote.
2. For shareholders who submitted proxy letters and appointed the company's independent directors as their proxies, the company had already recorded their intended votes for each agenda and included them in the voting of each agenda. Hence, proxies were not required to cast additional votes at the meeting.
3. Voting Methods – In voting on each agenda, the shareholders were asked to examine the voting ballots they each received before voting to verify the accuracy of the information shown on the ballots. If incorrect, a staff member was to be contacted. Furthermore, the Chairman would ask at the meeting whether or not and which shareholders agreed or disagreed or abstained from voting. In doing so, the shareholders were instructed to place a “✓” (check mark) in the square boxes provided. Shareholders who abstained from casting votes in any box were considered to have agreed with the agenda in question. In addition, the Chairman asked the staff to collect only the voting ballots of shareholders who voted in disagreement or abstained for casting votes, while shareholders who did not submit their ballots were deemed as having granted approval to the proposals made by the Chairman. Additionally, upon completion of deliberation on all agendas, shareholders were asked to return their voting ballots before leaving the meeting.
4. On vote counting – For each agenda, the company subtracted the votes of shareholders who disagreed and abstained from the total number of shares held by shareholders presented at the meeting and proxies who were eligible to vote in order to obtain the votes of those who agreed. The company announced the voting results for each agenda to the meeting with percentages of the total values for those who voted in favour, against or abstained from the voting. Accordingly, votes received subsequent to the announcement were not included, but deemed null and void.
5. Shareholders and proxies who wished to express opinions or make inquiries were asked to raise their hands and, once allowed by the Chairman, announce to the

meeting the name of the shareholder or proxy before stating their opinions or inquiries.

6. In cases where no person expressed opposing or contradictory opinions apart from those presented by the Chairman or the Board of Directors, the meeting was deemed to have voted or approved unanimously. Furthermore, in order to save shareholders' time, the Chairman was allowed to propose additional agendas for consideration during the counting of votes in a given agenda and announce voting results after counting.

In the present meeting, Mr. Vorathep Wongsasuthikul, Chairman of the Board, acted as the Meeting Chairman. The Chairman declared the meeting convened and reported that a total of 137 shareholders and proxies were in attendance to represent a total of 302,214,211 shares or 44.3468 percent of the total number of shares, which completed the meeting quorum.

Agenda 1: Consideration of Certification of the Minutes to General Meeting of Shareholders No. 1/2560

The Chairman at the meeting presented the minutes to General Meeting of Shareholders No. 1/2560, which convened on 21 April 2017, containing accurate and clear content as appearing in Attachment No. 1 for certification by the meeting of shareholders.

The meeting took the matter under consideration and passed a resolution to certify the minutes to Meeting of Shareholders No. 1/2560 as proposed by the Chairman with the following votes:

Agree:	300,708,992 votes,	calculated into	99.7016 percent
Disagree:	900,000 votes,	calculated into	0.2984 percent
Abstain:	- vote,	calculated into	- percent

Agenda 2: Consideration of Approval to Revise Clause 5 of the Company's Regulations

The Chairman announced that the company had a need to revise Clause 5 of the company's regulations to allow the company to issue capital increase shares by using non-monetary assets, the details of which were shown in the report-handouts.

The Meeting Chairman asked the meeting for inquiries. As no inquiries were made by shareholders, the meeting moved to vote.

The meeting passed a resolution with votes amounting to at least three-fourths of the total number of shareholders presented at the meeting and eligible to vote as follows:

Agree:	300,766,466 votes,	calculated into	99.6765 percent
Disagree:	976,000 votes,	calculated into	0.3235 percent
Abstain:	- vote	calculated into	- percent

Agenda 3: Consideration of Business Restructuring of Thai Rubber Latex Corporation (Thailand) Public Company Limited through Total Business Transfer of Thai Rubber Latex Group Company Limited

The Chairman assigned Mr. Thoranit Tantikulwichit, Legal and Tax Consultant from KPMG Phoomchai Audit Company Limited, the task of providing further explanation to the meeting attendees about the consideration for restructuring the company's business. In this undertaking, Mr. Thoranit Tantikulwichit referred to Thai Rubber Latex Corporation (Thailand) Public Company Limited as the parent company (company accepting business transfer) and Thai Rubber Latex Group Company Limited as the subsidiary in order to build understanding. Furthermore, the aforementioned issue had previously been presented as the Agenda 8 of the 2017 annual general meeting of shareholders on 21 April 2017. The principles and reasoning related to the company's business restructuring plan were explained in order to reduce the complexity of work management in the company's group. Hence, the unanimous resolution was passed with 100 percent of votes. Subsequently, the aforementioned process, required consideration and approval from regulatory agencies involved, such as the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, the Ministry of Commerce, the Revenue Department and other agencies in addition to other studies to determine whether or not approval for immediate implementation, was possible subsequent to the resolution for approval provided by shareholders. In essence, the parent company was to purchase the subsidiary's business and transfer the shares to belong solely to the parent company. Tax laws, however, prohibited acquisition by cash and required that 1,200,000,000 shares to be issued instead. Additionally, once the business transfer is completed, the subsidiary will be required to terminate its business. Upon business termination, the 1,200,000,000 shares received by the subsidiary would be returned to the parent company by way of issuance of new shares. Hence, the parent company's share structure would not be affected. Moreover, the business was required to consider restructuring to streamline and increase effectiveness. In merging the two aforementioned companies, the company stands to gain benefits through reducing complications in its operations and will be able to manage taxes effectively to yield maximum benefits for shareholders.

After the consultant had finished his explanation, the following shareholders had inquiries about certain issues:

Mr. Worarit Aramruang (shareholder) asked about the period of accounting restructuring involving capital increase over the next six to twelve months on how the accounting figures would appear after both of the companies had merged.

Mr. Thoranit Tantikulwichit, Legal Consultant, explained that the financial statements would show the complete figures in accordance with accounting principles as usual. Subsequent to the approval of the shareholder's meeting on the merge, the company would begin the merging process, such as by notifying the Ministry of Commerce about the capital increase. Concurrently, as the subsidiary enters the business termination process with a liquidation period of about six months and supervision by the Revenue Department, 1,200,000,000 shares will be transferred back to the parent company to decrease capital.

Mr. Worarit Aramruang (shareholder) further asked whether or not the 1,200,000,000 new shares had been acknowledged by the Office of the Securities and Exchange Commission (SEC) and in compliance with the laws forbidding such offerings.

Mr. Thoranit Tantikulwichit explained that a letter of confirmation had already been submitted to the Office of the Securities and Exchange (SEC) stating that the 1,200,000,000 shares to be transferred are prohibited from offering to the public, company directors and even shareholders.

Dr. Tiwa Sappakit (shareholder), Former Chairman of the Audit Committee, moved for the meeting to follow regulations and agendas as stated by the minutes to the meeting and commended Mr. Thoranit Tantikulwichit for his explicit legal and regulation knowledge pursuant to the written documents. He proposed that, if the meeting had any objections, they should raise them in the last agenda in order to save time and follow meeting regulations.

Mr. Thara Chonpranee (shareholder) proposed that an explanation provided about the pros and cons in order to provide clarity, adding that shareholders should listen to the explanation provided by the consultant before making their inquiries.

Mr. Vanchai Sriherunrusmee explained that the benefit of the merging of the two companies is that it would allow the company to minimize complications in its business operations pertaining to transactions between the two companies, with less complicated paperwork between them. As a result, financial statements can be analyzed more easily with reduced expenses in connected transactions and tax management. He further stated that tax returns could be more easily and effectively requested for the benefit of shareholders. However, the downside was that there would be expenses involved in the merge.

Mr. Anu Wongsarakit (shareholder) asked for a summary on the amount of annual gains to be obtained subsequent to the entire process relating to the BOI benefits received as well as on the amount of profit to be made and expenses involved in the hiring of the financial and tax consultants from KPMG Phoomchai Audit Company Limited.

Mr. Vanchai Sriherunrusmee explained that the expenses involved in the employment amounted to 850,000 Baht, a price that had already been negotiated.

An unnamed shareholder asked how the figure of 1,200,000,000 shares had been obtained.

Mr. Thoranit Tantikulwichit explained that the figure had resulted from subtracting total assets by the company's total liabilities in accordance with the calculation principles prescribed by the Revenue Department.

Mr. Natthawat Chaichanasiri (shareholder) commented that the purpose of the merge was good management. Therefore, he agreed because of tax benefits. He also stated that other companies had taken similar actions. However, explanations caused confusion. Therefore, he made an additional inquiry and asked whether the BOI benefits were still usable or not and whether or not they had been used up. According to the Chairman's explanation, the aforementioned benefits had been entirely spent. None of the five subsidiaries had leftover BOI benefits. He further asked about the table on capital increase through the use of capital

amounting to no more than 1,200,000,000 shares in Attachment No. 3, stating that only ordinary shares were discussed. Then, he asked why there was a section on preferential shares and asked whether or not that would cause confusion. Thus, he requested the legal and tax consultants from KPMG Phoomchai Audit Company Limited to provide a clear explanation about the procedures involved.

Mr. Thoranit Tantikulwichit personally explained that the 1,200,000,000 shares were held by the subsidiary upon transfer of its business to the parent company. The subsidiary would be required to terminate its business and return the aforementioned shares to the parent company. He then provided additional clarification on the form included as Attachment 3 (F 53-4), stating that the form had been provided by the Stock Exchange of Thailand. He then said that the process and procedures involved, including BOI rights, would be explained and presented for approval to shareholders in subsequent agendas.

Mr. Thitipon Wongworawit (shareholder) asked whether or not the company's share value would increase subsequent to the merge.

Mr. Vorathep Wongsasuthikul clarified that there was a chance for the value to increase because the company had earned 93 million Baht of profit in the third quarter from administrative tasks.

Mr. Thara Chonpranee (shareholder) commented that the company should prepare a presentation about the information on the business merge process of both companies for shareholders in addition to explaining the actual content and details of the issues requiring discussion by the meeting, such as requirements, benefits and detriments, operating processes and duration. Furthermore, equivalent financial statements distributing expenses should be made to accompany considerations. As for a new committee to be formed, their actions and benefits to the company should be stated to shareholders for the sake of transparency and tangible benefits.

The Meeting Chairman asked the meeting for additional inquiries. As no additional inquiries were made by shareholders, the meeting moved to vote.

The meeting passed a resolution with votes amounting to at least three-fourths of the total number of shareholders presented at the meeting and eligible to vote as follows:

Agree:	301,009,737 votes,	calculated into	99.6159 percent
Disagree:	1,010,572 votes,	calculated into	0.3344 percent
Abstain:	150,000 votes,	calculated into	0.0496 percent

Agenda 4: Consideration of Approval of the Business Transfer under the Business Investment Promotion Certificates of Thai Rubber Latex Group Company Limited

The Chairman assigned Mr. Thoranit Tantikulwichit, Legal and Tax Consultant from KPMG Phoomchai Audit Company Limited, to provide further explanation to the meeting attendees as follows: Subsequent to deliberations in the third meeting agenda on consideration of business restructuring of Thai Rubber Latex Corporation (Thailand) Public Company Limited through total business transfer of Thai Rubber Latex Group Company Limited, there remained the issue of consideration of approval of the business transfer under the business investment promotion certificates of Thai Rubber Latex Group Company Limited. The Board of Directors had deemed it appropriate to propose the issue to the meeting of shareholders to consider approving the total business transfer covering natural rubber product production lines under THAITEX, which received promotion under the aforementioned business investment promotion certificates.

Mr. Worarit Aramruang (shareholder) asked about the separation of the two companies for BOI benefits on whether or not the BOI benefits would be lost subsequent to the merging of both companies in the near future and also asked for the expiration dates of all four business investment promotion certificates.

Mr. Vorathep Wongsasuthikul clarified that new certificates could be requested and that no benefits would be lost.

Mr. Thoranit Tantikulwichit explained that the aforementioned certificates remain effective and do not expire as long as the projects to which they pertain are not abandoned.

The Meeting Chairman asked the meeting for additional inquiries. As no additional inquiries were made by shareholders, the meeting moved to vote.

The meeting passed a resolution with votes amounting to at least three-fourths of the total number of shareholders presented at the meeting and eligible to vote as follows:

Agree:	301,044,309 votes,	calculated into	99.6768 percent
Disagree:	976,000 votes,	calculated into	0.3232 percent
Abstain:	- vote,	calculated into	- percent

Agenda 5: Consideration of Approval of Decrease in the Company's Unpaid Registered Capital and Revision of Clause 4 of the Company's Memorandum of Association for Consistency with Capital Decrease

The Chairman assigned Mr. Thoranit Tantikulwichit, Legal and Tax Consultant from KPMG Phoomchai Audit Company Limited, the task of providing additional explanation to meeting attendees that the original registered capital of 749,607,657 Baht would be decreased

to 681,479,688 Baht by deletion of 68,127,969 undistributed shares at 1.00 Baht par value and that Clause 4 of the company's memorandum of association would be revised to ensure consistency with the company's decrease in registered capital.

Mr. Sakchai Sakulsrimontri (shareholder) asked what expenses would be incurred in the registration of capital decrease with the Ministry of Commerce and whether or not shareholders had to be summoned to attend a meeting subsequent to the registration of capital decrease or increase in the following year.

Mr. Thoranit Tantikulwichit clarified that the fee for the capital decrease registration with the Ministry of Commerce would not exceed approximately 500 Baht. Furthermore, he moved for the meeting to consider casting votes in the capital increase/decrease agenda in this meeting right away.

The Meeting Chairman asked the meeting for additional inquiries. As no additional inquiries were made by shareholders, the meeting moved to vote.

The meeting passed a resolution with votes amounting to at least three-fourths of the total number of shareholders presented at the meeting and eligible to vote as follows:

Agree:	302,064,124 votes,	calculated into	99.9504 percent
Disagree:	- vote,	calculated into	- percent
Abstain:	150,000 votes,	calculated into	0.0496 percent

Agenda 6: Consideration of Approval of Increase in the Company's Registered Capital and Revision of Clause 4 of the Company's Memorandum of Association for Consistency with Capital Increase

The Chairman assigned Mr. Thoranit Tantikulwichit, Legal and Tax Consultant from KPMG Phoomchai Audit Company Limited, the task of explaining that the company intended to use the capital increase as payment for accepting the business transfer of THAITEX in accordance with the transaction conditions for acceptance of total business transfer and allocation of increased ordinary shares. Thus, the company was required to issue 1,200,000,000 new ordinary shares and revise Clause 4 of the company's memorandum of association to ensure consistency with the increase in the company's registered capital.

The Meeting Chairman asked the meeting for inquiries. As no inquiries were made by shareholders, the meeting moved to vote.

The meeting passed a resolution with votes amounting to at least three-fourths of the total number of shareholders presented at the meeting and eligible to vote as follows:

Agree:	301,988,124 votes,	calculated into	99.9252 percent
Disagree:	76,000 votes,	calculated into	0.0251 percent
Abstain:	150,000 votes,	calculated into	0.0496 percent

Agenda 7: Consideration of Approval of Allocation of the Company's Capital Increase Shares to People in a Limited Circle (Private Placement)

The Chairman assigned Mr. Thoranit Tantikulwichit, Legal and Tax Consultant from KPMG Phoomchai Audit Company Limited, the task of explaining in continuation from Agenda 6 that the company needed to increase capital in order to accept total business transfer and allocate no more than 1,200,000,000 capital increase ordinary shares at 1.00 Baht par value to people within a limited circle by allocating to THAITEX at one-Baht par value for no more than 1,200,000,000 Baht in order to accommodate the total business transfer transaction with THAITEX. Additionally, the executive committee or people assigned by the Board of Directors would be authorized to take actions.

The Meeting Chairman asked the meeting for additional inquiries. As no additional inquiries were made by shareholders, the meeting moved to vote.

The meeting passed a resolution with votes amounting to at least three-fourths of the total number of shareholders presented at the meeting and eligible to vote as follows:

Agree:	301,988,124 votes, calculated into	99.9252 percent
Disagree:	76,000 votes, calculated into	0.0251 percent
Abstain:	150,000 votes, calculated into	0.0496 percent

Agenda 8: Consideration of Approval of Postponement of the Total Business Asset Acquisition Proposal

The Chairman assigned Mr. Thoranit Tantikulwichit, Legal and Tax Consultant from KPMG Phoomchai Audit Company Limited, the task of explaining that the company currently had 681,479,688 Baht in registered capital and issued 1,200,000,000 shares to the subsidiary. As a result, the subsidiary held more shares than the parent company by about 50 percent. Therefore, in order to comply with the specifications set forth by the Office of the Securities and Exchange Commission (SEC), the meeting was requested to consider approving a postponement of the total business asset acquisition proposal.

Mr. Sakchai Sakulsrimontri (shareholder) asked about the postponement request and whether the company had submitted documents or directly entered into negotiations with the Office of the Securities and Exchange Commission (SEC) in addition to whether or not the entire process had to be restarted if the Office of the Securities and Exchange Commission had not granted approval.

Mr. Thoranit Tantikulwichit stated that the company had directly entered negotiations. Furthermore, prior to a meeting with the office, document explanations had been filed with the Office of the Securities and Exchange Commission (SEC). Furthermore, he stated that the Office of the Securities and Exchange Commission (SEC) had already granted verbal approval.

The Meeting Chairman asked the meeting for additional inquiries. As no additional inquiries were made by shareholders, the meeting moved to vote.

The meeting passed a resolution with votes amounting to at least three-fourths of the total number of shareholders presented at the meeting and eligible to vote as follows:

Agree:	301,988,211 votes,	calculated into	99.9252 percent
Disagree:	76,000 votes,	calculated into	0.0251 percent
Abstain:	150,000 votes,	calculated into	0.0496 percent

Agenda 9: Consideration of Approval of Registered Capital Decrease and Revision of Clause 4 of the Company’s Memorandum of Association for Consistency with the Aforementioned Registered Capital Decrease as the Company, as a Shareholder of THAITEX, Would Receive Capital Return as Capital Increase Shares in the Amount Stated in Agenda 6 from THAITEX due to Business Discontinuation by THAITEX pursuant to Legal Stipulations

The Chairman assigned Mr. Thoranit Tantikulwichit, Legal and Tax Consultant from KPMG Phoomchai Audit Company Limited, to explain that Agendas 3 – 8 consisted of the business transfer process and remuneration payment of 1,200,000,000 shares, Agendas 8 – 9 would require approximately six months for liquidation; subsequent to the completion of Agenda 9, shares would be returned to the parent company, or, subsequent to the total business transfer, the company termination would occur to ensure compliance with the criteria and conditions prescribed for total business transfers in order to be eligible for tax exemption.

The Meeting Chairman asked the meeting for inquiries. As no inquiries were made by shareholders, the meeting moved to vote.

The meeting passed a resolution with votes amounting to at least three-fourths of the total number of shareholders presented at the meeting and eligible to vote as follows:

Agree:	301,988,211 votes,	calculated into	99.9252 percent
Disagree:	76,000 votes,	calculated into	0.0251 percent
Abstain:	150,000 votes,	calculated into	0.0496 percent

Agenda 10: Consideration of Approval of Changes in the Number of Company Directors and Appointments of New Directors

The Chairman stated that, in the company’s acceptance of total business transfer from THAITEX, THAITEX nominated 3 people to become new directors. Thus, the meeting was asked

to consider approving a revision in the total number of directors from 9 to 12. The following people were nominated as new company directors:

1. Mr. Prawit Waraprateep
2. Miss Chalongkwan Wongsasuthikul
3. Mr. Pattarapol Wongsasuthikul

The Board of Directors evaluated the qualifications of the aforementioned candidates and deemed them to possess the knowledge, competence, experience and skills that are beneficial to the company's operations and met the qualifications without the prohibitions prescribed by the Public Limited Company Act, B.E. 2535 (A.D. 1992), and the Securities and Exchange Act, B.E. 2535 (A.D. 1992), including revisions and related notifications. Thus, it was deemed fitting to present the aforementioned issue for consideration by the meeting of shareholders for changing the number of company directors in line with the aforementioned information.

Shareholders made inquiries as follows:

Mr. Worarit Aramruang (shareholder) asked whether changes would be made in the executives of Thai Rubber Latex Corporation (Thailand) Public Company Limited in addition to the internal restructuring of the company by increasing directors and how executives planned to act.

Mr. Vorathep Wongsasuthikul explained that Thai Rubber Latex Corporation (Thailand) Public Company Limited would not make changes in directors and only directors would be increased. The three new directors would learn and carry on the business from the existing executives.

Dr. Tiwa Sappakit (shareholder) commented that the number of directors should be an odd number, since even vote counting can lead to decisions to be made by the Chairman.

Ms. Supaporn Nopsirikul (from the Thai Investors Association) asked the Chairman to move for votes to be made separately for each director.

Mr. Vorathep Wongsasuthikul explained that the votes would be cast separately for each director.

The Meeting Chairman asked the meeting for additional inquiries. As no additional inquiries were made by shareholders, the meeting moved to vote separately for each director.

The meeting passed resolutions by a majority vote of the shareholders presented at the meeting and eligible to vote as follows:

10.1 Mr. Prawit Waraprateep

Meeting Resolution: The meeting approved by a majority vote as follows:

Agree: 301,932,578 votes, calculated into 99.9564 percent

Disagree:	131,633 votes, calculated into	0.0436 percent
Abstain:	150,000 votes, calculated into	- percent

10.2 Miss Chalongkwan Wongsasuthikul

Meeting Resolution: The meeting approved by a majority vote as follows:

Agree:	301,932,578 votes, calculated into	99.9564 percent
Disagree:	131,633 votes, calculated into	0.0436 percent
Abstain:	150,000 votes, calculated into	- percent

10.3 Mr. Pattarapol Wongsasuthikul

Meeting Resolution: The meeting approved by a majority vote as follows:

Agree:	301,932,578 votes, calculated into	99.9564 percent
Disagree:	131,633 votes, calculated into	0.0436 percent
Abstain:	150,000 votes, calculated into	- percent

Agenda 11: Consideration of Approval of the Scope of Authority for the Company's Directors Subsequent to Business Restructuring

The Chairman assigned Miss Chalongkwan Wongsasuthikul, Company Secretary, to ask the meeting to consider approving changes in the authorized signatories of the company in order to ensure consistency with the changes in company directors as presented above in the following certificates:

From:

"Mr. Vorathep Wongsasuthikul, Mr. Prachnon Temritikulchai and Mr. Paiboon Waraprateep",

Where two of three directors co-sign and affix the company's seal,

To be revised to:

Two authorized directors out of six, divided into two groups, with a single signatory from each group:

Group 1: Mr. Vorathep Wongsasuthikul, Mr. Pattarapol Wongsasuthikul and Miss Chalongkwan Wongsasuthikul

Group 2: Mr. Paiboon Waraprateep, Mr. Prawit Waraprateep and Mr. Prachnon Temritikulchai

The Board of Directors deemed it fitting to present the issue at the general meeting of shareholders for consideration of approval of specifying the scope of authority of the company's directors subsequent to business restructuring in accordance with the aforementioned information.

The Meeting Chairman asked the meeting for inquiries. As no inquiries were made by shareholders, the meeting moved to vote.

The meeting passed a resolution by a majority vote of shareholders presented at the meeting who were eligible to cast votes as follows:

Agree:	301,934,774 votes,	calculated into	99.9571 percent
Disagree:	129,437 votes,	calculated into	0.0429 percent
Abstain:	150,000 votes,	calculated into	- percent

Agenda 12: Consideration of Approval for Changing the Company Name and Seal and Revising “Clause 1: Company Name” of the Company’s Memorandum of Association

The meeting assigned Miss Chalongkwan Wongsasuthikul, Company Secretary, the task of informing the meeting that it was appropriate to move for the meeting to approve changes in the company name and seal and revisions to the company’s memorandum of association in “Clause 1: Company Name” in order to ensure consistency with the total business transfer business restructuring plan as follows:

1. Company Name

From “บริษัท ไทยรับเมอร์ลาเท็กซ์คอร์ปอเรชั่น (ประเทศไทย) จำกัด (มหาชน)

English Name: “Thai Rubber Latex Corporation (Thailand) Public Co., Ltd.”

to “บริษัท ไทยรับเมอร์ลาเท็กซ์ กรุ๊ป จำกัด (มหาชน)”

English Name: “Thai Rubber Latex Group Public Co., Ltd.”

2. Company Seal

In order to ensure consistency with the signatory authority of directors, it will no longer be necessary to affix the company’s seal. Therefore, the company’s seal is requested to be discontinued.

3. Memorandum of Association, Clause 1: Company Name

In order to ensure legal compliance, it was deemed fitting to revise Clause 1: Company Name in the company’s memorandum of association as follows:

“Clause 1: Company Name: “บริษัท ไทยรับเมอร์ลาเท็กซ์ กรุ๊ป จำกัด (มหาชน)”

English Name: “Thai Rubber Latex Group Public Co., Ltd.”

Remarks: The actions to change the company name and revise “Clause 1: Company Name” of the company’s memorandum of association would be carried out after Thai Rubber Latex Group Company Limited completed its liquidation process in accordance with the criteria prescribed by the law. Thus, it was deemed fitting to move that the meeting of shareholders consider approving the company name's change, discontinuation of the company’s seal and

revision in “Clause 1: Company Name” of the company’s memorandum of association as described.

Shareholders made the following inquiries:

Dr. Tiwa Sappakit (shareholder) commented that rubber seals continued to be used by government agencies and ministries and asked whether or not there would be problems if the company discontinued their usage. In addition, he stated that using rubber seals resolved lack of transparency, since only the person permitted to use the seals is the person with the highest authority.

Mr. Vorathep Wongsasuthikul explained that the action would be to keep up with modernity, because many agencies have already stopped using rubber seals.

Mr. Worarit Aramruang (shareholder) asked whether share certificates had to be changed subsequent to the change of the company name.

Mr. Vorathep Wongsasuthikul clarified that new share certificates would need to be issued after the company name's change.

The Meeting Chairman asked the meeting for additional inquiries. As no additional inquiries were made by shareholders, the meeting moved to vote.

The meeting passed a resolution with votes amounting to at least three-fourths of the total number of shareholders presented at the meeting and eligible to vote as follows:

Agree:	301,988,211 votes,	calculated into	99.9252 percent
Disagree:	76,000 votes,	calculated into	0.0251 percent
Abstain:	150,000 votes,	calculated into	0.0496 percent

Agenda 13: Consideration of Approval for Changing the Company’s Regulations in Clauses 1, 2 and 59 for Consistency with the Company Name's Change

The Chairman assigned Miss Chalongkwan Wongsasuthikul, Company Secretary, to inform the meeting that the aforementioned name change in Agenda 12 would require changes in the company’s regulations as follows:

Clause 1: These regulations shall be known as the regulations of Thai Rubber Latex Group Public Company Limited.

Clause 2: The word “Company” in these regulations will refer to Thai Rubber Latex Group Public Company Limited.

Clause 59: Clause 59 of the regulations shall be declared null and void.

Remarks: The company name's change and revisions in Clauses 1 and 2 on the company name will occur after Thai Rubber Latex Group Company Limited has completed its liquidation process in accordance with the criteria prescribed by the law. Thus, it was deemed fitting to move that the meeting of shareholders consider approving revisions in Clauses 1, 2 and 59 of the company's regulations to ensure consistency with the company name's change based on the aforementioned information.

The Meeting Chairman asked the meeting for inquiries. As no inquiries were made by shareholders, the meeting moved to vote.

The meeting passed a resolution with votes amounting to at least three-fourths of the total number of shareholders presented at the meeting and eligible to vote as follows:

Agree:	301,988,211 votes,	calculated into	99.9252 percent
Disagree:	76,000 votes,	calculated into	0.0251 percent
Abstain:	150,000 votes,	calculated into	0.0496 percent

Agenda 14: Other Considerations (if any)

The Chairman announced that the company had no other issues for consideration and asked the meeting whether any shareholder had inquiries.

Other Inquiries by Shareholders

Mr. Sakchai Sakulsrimontri (shareholder) asked for the total area of the company's rubber cultivation and asked whether or not there were forest encroachments or land expropriation in the subsidiary with lands in Nan Province.

The Chairman replied that there were no problems with encroachments and that land had been granted by government concession; moreover, the aforementioned rubber plantation belonged to another company group and not the merging companies.

Mr. Sakchai Sakulsrimontri (shareholder) said that a friend had asked him about a trip in Chiang Rai and whether or not the company had plans or programs there.

The Chairman replied that there was no tourism plan in place, but that he would take the matter under consideration.

Mr. Sakchai Sakulsrimontri (shareholder) asked the Chairman to issue warrants to compensate people who had purchased shares as prices dropped or to handout "Ang Pao" [red/pink envelopes containing monetary rewards] to boost spirit and morale.

The Chairman said that he would take the matter under consideration.

Mr. Anu Wongsankit (shareholder) asked about the policies, perspectives or guidelines that the company had to assist rubber plantation owners in addition to the company's inclinations, as it was already known that the company was involved in natural rubber and rubber prices are were struggling, while the government tried to maintain rubber prices.

The Chairman replied that, based on his experience, government intervention in rubber prices usually caused prices to drop even further. He said that natural rubber had a global market with numerous variables, including soil conditions, climate and fuel costs. Therefore, he said, that the government's limitation of exports did not bode well for the company. Moreover, he stated that rubber prices depend on supply and demand, e.g., flooded rubber plantations would raise rubber prices, while rains might cause rubber prices to plummet. He said that the problem was difficult to resolve, but stated that the rubber business had become intertwined with the livelihoods of people and that there were no good alternatives, while rubber innovations for extra thick rubber remained unable to rival bar rubber.

An anonymous shareholder asked whether or not and how the company would return to generate consistent profit in view of TRUBB's destination businesses and rubber market trends, and asked about the actions the company would take in response to competition from China, who had set up factories in Thailand.

The Chairman replied that the company's destination businesses were pillow, bedding and elastic rubber businesses with domestic and international distribution, most exports of which were to China and Russia. Moreover, the current rubber price was just over 40 Baht, which was the lowest point. January and February were months with high rubber volume. Therefore, market rubber prices would be low. Meanwhile, March and April, when there was lower rubber volume, the rubber price would be higher. However, the price is very low under current conditions, and prices any lower might become unbearable for farmers, who might then turn to cultivate other products. Meanwhile, the company still has no other businesses not involving rubber.

An anonymous shareholder moved that the company appoint a person to be responsible for investor relations in order to improve contact and coordination in addition to replying inquiries and problems.

The Chairman replied that the company already had a person responsible for investor relations in order to facilitate the cooperation and inquiry directly.

The Chairman asked whether or not shareholders had any additional inquiries. As no inquiries were made, the meeting was adjourned.

The meeting was adjourned at 12:00 hours.

-Signature-

(Miss Chalongkwan Wongsasuthikul)
Company Secretary

-Signature-

(Mr. Vorathep Wongsasuthikul)
Meeting Chairman