

**Enclosure 5****Articles of Association  
of Thai Nippon Rubber Industry Public Company Limited****CHAPTER VI  
The Meeting of Shareholders**

**Article 31.** The Board of Directors shall arrange for the Meeting of Shareholders which is an Annual General Meeting of Shareholders conducted within four (4) months from the last day of the fiscal year of the Company.

The Meeting of Shareholders other than the one referred to in the first paragraph shall be called an Extraordinary General Meeting. The Board of Directors may call for the Extraordinary General Meeting of Shareholders, at any time as deemed appropriate.

Any shareholder holding shares not less than one-fifth (1/5) of the total amount of subscribed shares or no less than twenty-five (25) shareholders holding not less than one-tenth (1/10) of the total amount of subscribed shares shall have the right to jointly request in writing to request the Board of Directors to convene the meeting of an Extraordinary General Shareholders at any time. Such written request shall be clearly stated the reason to convene such Extraordinary General Meeting. In this case, the Board of Directors must arrange for the Extraordinary General Meeting within one (1) month from the date of receipt of the aforementioned request from the shareholders.

**Article 32.** In calling the Meeting of Shareholders, the Board of Directors shall prepare a written notice specifying the venue, date, time, agenda of the meeting, and matters to be proposed to the meeting with appropriate details, by clearly indicating whether it is a matter proposed for acknowledgement, for approval or for consideration, as the case may be, including the opinion of the Board of Directors on such matter and shall be delivered to the shareholders and the registrar not less than seven (7) days prior to the date of meeting. In addition, the notice of the Meeting of Shareholders shall be published in a newspaper for not less than three (3) days prior to the date of meeting for no less than three (3) consecutive days.

The venue of the Meeting of Shareholders shall be located in the province in which the head office of the Company is located, or any other province nearby where the Board of Directors prescribe.

**Article 33.** In the Meeting of Shareholders, there shall be not less than twenty-five (25) shareholders and proxies (if any) attending the meeting or not less than one-half (1/2) of the total number of shareholders and in either case such shareholders shall hold shares in the amount of not less than one-third (1/3) of the total number of the subscribed shares to constitute the quorum.

In any of the Meeting of Shareholders, if one (1) hour has passed from the time scheduled for the meeting and the number of shareholders attending the meeting is not constituting the quorum as prescribed in the first paragraph, and if such Meeting of Shareholders was called by the request of the shareholders, the meeting shall be cancelled. If such meeting was not called by the request of shareholders, a new meeting shall be convened. In this case, the notice calling for such meeting shall be delivered to shareholders not less than seven (7) days prior to the date of the meeting. A quorum for this rescheduled meeting of shareholders is not required.

**Article 34.** The Chairman of the board of directors shall be the chairman of the shareholders' meeting. In the case that the chairman of the Board of directors is not present or is unable to perform his/her duty, the vice chairman shall be chairman of the meeting. If there is no vice chairman or there is a vice chairman but he/she is not present at the meeting or is unable to perform his/ her duty, the shareholders at the meeting shall elect one shareholder to be the chairman of the meeting.

**Article 35.** In voting of the Meeting of Shareholders, the shareholders shall be entitled to one (1) vote per (1) share. Any shareholder who has a special interest in any matter shall not be entitled to vote in such matter, except for voting of the election of directors. A resolution of the meeting of shareholders shall require:

- (1) In an ordinary event, the majority votes of shareholders who attend the meeting and cast their votes. In case of a tied voting result, the Chairman of the meeting shall have a casting vote.
- (2) Each of the following matters requires at least three-fourths (3/4) of the total votes of the shareholders who attend the meeting and have the rights to vote:
  - (a) The sale or transfer of the whole or substantial part of the Company's business to any other person;
  - (b) The purchase or being transferred the business of other private companies or public companies to the Company;
  - (c) The execution, amendment, or termination of agreement with respect to the granting of a lease of the whole and substantial parts of the Company's business, the assignment of other person(s) to manage the business of the Company, or the amalgamation of the Company's business with other persons with the purpose of profit and loss sharing.
  - (d) The amendment of the Memorandum of Association or Articles of Association of the Company;
  - (e) The increase or decrease of the registered capital of the Company;
  - (f) The dissolution of the Company;
  - (g) The issuance of debentures of the Company; or
  - (h) The amalgamation of the business of the Company with other companies

**Article 36.** The matter which should be included in the Annual General Meeting of Shareholders are as follows:

- (1) To acknowledge the report of the Board of Directors showing the Company's business during the previous year;
- (2) To consider and approve the statement of financial position and the profit and loss statement;
- (3) To consider and approve the allocation of profits and the dividend payment;
- (4) To consider and approve the appointment of directors replacing the directors who retire by rotation;
- (5) To consider and approve the remuneration of the directors;
- (6) To consider and approve the appointment of the auditor and determine the audit fee; and
- (7) To consider any other matters.

## Enclosure 6

### Instructions for the Registration, the Appointment of Proxy, Documents and Evidence required to be presented by attendants to attend the Meeting, and Procedure for attending the 2024 Annual General Meeting

#### **The Registration**

Thai Nippon Rubber Industry Public Company Limited (the “**Company**” or “**TNR**”), will allow shareholders and proxies to register to attend the meeting at 09:00 on 11 April 2024, at Surasak 1 Room, 11<sup>th</sup> Floor, Eastin Grand Hotel Sathorn Bangkok, no. 33-33/1, South Sathorn Road, Yannawa Sub-district, Sathorn District, Bangkok, 10210.

#### **The Appointment of Proxy**

In case of shareholders unable to attend the meeting in person, the shareholder can appoint a person as his/her proxy to attend the meeting and cast vote on his/her behalf. The Company has provided 3 types of proxy forms in accordance with the forms specified by the Department of Business Development, the Ministry of Commerce which the Company has enclosed the Proxy Form A, Form B and Form C with this Invitation, as per details in **Enclosure 6**. Furthermore, shareholders can download these 3 types of proxy forms from the Company’s website at <https://www.tnrcondom.com/en/investor-relations/downloads/shareholders-meeting>. The features of each proxy form are as follows:

- Proxy Form A, a general form that is simple and uncomplicated.
- Proxy Form B, an explicit form that sets out specific details of authorization.
- Proxy Form C, a form to be used specifically by shareholders who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper.

The instruction for appointment of proxy are as follows:

1. For general shareholders, please use either Proxy Form A or Proxy Form B. The Company recommends to use Proxy Form B and indicate the voting for each agenda.
2. For shareholders who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper, please use Proxy Form C.
3. The shareholder who appoints a proxy shall appoint only one proxy to attend the meeting and cast vote. The shareholders are not entitled to split the shares to multiple proxies and vote separately.
4. The shareholder can appoint any person to be his/her proxy as per his/her desire, or appoint an Independent Director of the Company, as per details in **Enclosure 7** to be his/her proxy. If the shareholders appoint an Independent Director of the Company to be his/her proxy, the Company recommends the shareholder to use Proxy Form B and indicate his/her vote on each agenda item, and deliver the proxy form with supporting documents to the Department of Company Secretary at No.1 Charoenrat Road, Thung Wat Don Sub-district, Sathorn District, Bangkok 10120, Tel. no. 02-210-8888 Ext. 5123. In order to facilitate the verification of documents, **please submit all documents to the Company by 5 April 2024.**
5. A proxy form must be correctly and clearly filled out, signed by the grantor and the proxy, and affixed with Baht 20 stamp duty, which must be crossed and dated upon appointment of the proxy.
6. To attend the meeting, the proxy must present a proxy form and supporting documents as detailed in the **documents required to be presented at the meeting** below at the registration desk of proxy on the date of meeting.

#### **Remarks:**

1. In case the shareholder wishes to cancel the granting of proxy, the shareholder can do so by serving a notice in writing to the Chairman of the Board of Directors, or via E-mail [ir@tnrcondom.com](mailto:ir@tnrcondom.com) before the commencement of the Meeting, or at the latest, before the voting of each agenda.
2. Shareholders should study the agenda’s details of the Meeting prior to the granting of proxy.

**Documents required to be presented on the meeting date****Individual Shareholders**

1. In case the shareholders attend the meeting in person:  
Please provide the valid Identification Card, Government Officer Identification Card, Driving License or Passport (in case of foreign shareholders) that has not yet been expired. In case of changes of name and/or surname, evidence of such changes shall be presented.
2. In case of proxy, please provide:
  - 1) The proxy form which is correctly and completely filled out and signed by the grantor and the proxy, and completely affixed with a stamp duty.
  - 2) Copy of valid Identification Card, Government Officer Identification Card, Driving License or Passport (in case of foreign shareholders) that has not yet been expired of the grantor and certified as true and correct copy by the grantor.
  - 3) Valid Identification Card, Government Officer Identification Card, Driving License or Passport (in case of foreigner) that has not yet been expired of the proxy.

**Juristic Persons Shareholder**

1. In case the authorized representative of the shareholders attends the meeting in person, please provide:
  - 1) Copy of valid Identification Card, Government Officer Identification Card, Driving License or Passport (in case of foreigner) that has not yet been expired of the authorized representative and certified as true and correct copy by the authorized representative.
  - 2) Copy of an affidavit of the shareholder, issued by the Ministry of Commerce, certified as true and correct copy by the authorized representative, which shows that such authorized representative who signed the proxy is authorized to act on behalf of the shareholder, or copy of certificate of incorporation of the shareholder, certified as true and correct copy by the authorized representative not more than 6 months which shows that such authorized representative who signed the proxy is authorized to act on behalf of the shareholder (in case of foreign juristic person shareholder).
2. In case of proxy, please provide:
  - 1) The proxy form which is correctly and completely filled out and signed by the grantor and the proxy, and completely affixed with a stamp duty.
  - 2) Copy of valid Identification Card, Government Officer Identification Card, Driving License or Passport (in case of foreign shareholders) that has not yet been expired of the authorized representative and certified as true and correct copy by the authorized representative.
  - 3) Valid Identification Card, Government Officer Identification Card, Driving License or Passport (in case of foreigner) that has not yet been expired of the proxy.
  - 4) Copy of an affidavit of the shareholder, issued by the Ministry of Commerce, certified as true and correct copy by the authorized representative which shows that such authorized representative who signed the proxy is authorized to act on behalf of the shareholder, or copy of certificate of incorporation of the shareholder certified as true and correct copy by the authorized representative not more than 6 months which shows that such authorized representative who signed the proxy is authorized to act on behalf of the shareholder (In case of foreign juristic shareholder).
3. In the case of proxy of the shareholders, who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper which appointed a proxy by using Proxy Form C, please provide:
  - 3.1 Documents of custodian
    - 1) The Proxy Form C, which is correctly and completely filled out and signed by the authorized representative of the custodian who is the grantor and signed by the proxy, and completely affixed with a stamp duty.
    - 2) Document confirming that the person who signed the proxy form, is permitted to operate the custodian business.

- 3) Copy of an affidavit of the custodian, certified as true and correct copy by the authorized representative of the custodian not more than 6 months, which shows that such authorized representative of the custodian, who signs the proxy form as the grantor, is authorized to act on behalf of the custodian.
  - 4) Copy of valid Identification Card, Government Officer Identification Card, Driving License or Passport (in case of foreigner) that has not yet been expired, and certified as true and correct copy by the authorized representative.
- 3.2 Documents from shareholder who is a foreign investor
- 1) Power of Attorney from the shareholder appointing the custodian to sign the proxy form on the shareholder's behalf.
  - 2) Copy of an affidavit of the shareholder, certified as true and correct copy by the authorized representative not more than 6 months, which shows that such authorized representative who signs the power of attorney is empowered to act on behalf of such juristic shareholder.
  - 3) Copy of valid Identification Card, Government Officer Identification Card, Driving License or Passport (in case of foreigner) that has not yet been expired of the authorized representative and certified as true and correct copy by the authorized representative.
- 3.3 Documents from proxy
- Please provide valid Identification Card, Government Officer Identification Card, Driving License or Passport (In case of foreigner) that has not yet been expired of the proxy.

The Company will refrain from soliciting supplementary documentation or imposing an unjustifiable demand on shareholders. For instance, it will not mandate the original identification card of the power of attorney or specify any information beyond pertinent government documents or circulars.

## Procedure for Attending the 2024 Annual General Meeting of Shareholders of Thai Nippon Rubber Industry Public Company Limited on 11 April 2024 at 10:00

