

บริษัท ไทยนิปปอนรับเบอร์อินดัสตรี จำกัด (มหาชน)
THAI NIPPON RUBBER INDUSTRY PLC.



Notice Calling for the 2024 Annual General Meeting of Shareholders

On Thursday, 11 April 2024 at 10:00
At Surasak 1 Room, Eastin Grand Hotel Sathorn,
No. 33-33/1 South Sathorn Road, Yannawa, Sathorn,
Bangkok 10120 Thailand

11 March 2024

Subject: Notice Calling for the 2024 Annual General Meeting of Shareholders ("**AGM**")

To: Shareholders of Thai Nippon Rubber Industry Public Company Limited

Enclosure: Supporting Documents for the Meeting's Agenda

1. QR code downloading procedures to view the Annual Registration Statement 2023 (Form 56-1 One Report) and the financial statements ended 31 December 2023
2. A brief profiles of nominated candidates for the appointment of directors to succeed the directors retiring by rotation and definitions of the Company's independent director
3. Information on the proposed remuneration for directors and sub-committee members for the year 2024 and Directors' bonus
4. Information on the Company's auditors and audit fee for the year 2024

Supporting Documents for Attending the 2024 AGM

5. The Company's Articles of Association in relation to the Shareholders' meeting
6. Instruction for the registrations, the appointment of proxy, documents and evidence required to be presented by attendees to attend the meeting, and Procedure for attending Annual General Meeting of Shareholders
7. Proxy Form A., Proxy Form B., and Proxy Form C.
8. Details of independent directors supporting the appointment of shareholders' proxy and definition of TNR's independent director
9. Privacy Notice pursuant to Personal Data Protection Act, B.E. 2562 (2019)
10. Map of the meeting venue

NOTICE IS HEREBY PROVIDED that the 2024 Annual General Meeting of Shareholders of Thai Nippon Rubber Industry Public Company Limited ("**the Company**" or "**TNR**") will be convened on Thursday, 11 April 2024 at 10:00 at Surasak 1 Room, Eastin Grand Hotel Sathorn, No. 33/1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 Thailand to consider the following agenda items:

Agenda 1 To acknowledge the Company's 2023 Performance

Fact and Rationale:

For the shareholders' acknowledgement, the Company has compiled a summary of the operational results of Thai Nippon Rubber Industry Public Company Limited and its subsidiaries for the year 2023, as well as the significant changes that occurred in 2023, in the Annual Registration Statement 2023 or Form 56-1 One Report 2023. The information is provided in QR code format on the Annual Registration Statement 2023 (Form 56-1 One Report 2023) as instructed in **Enclosure 1.**

Opinion of the Board of Directors:

The Board proposes to the Shareholders' meeting to acknowledge the Company's operating results for the year 2023 and the significant changes that occurred in 2023.

Voting:

This agenda is for acknowledgement; therefore, no vote shall be cast.

Agenda 2 To consider and approve the Company's audited financial statements for the fiscal year ended 31 December 2023 with the auditor's report

Fact and Rationale:

Section 112 of the Public Limited Company Act. B.E. 2535 (1992) (including any amendment thereto) and Clause 39 of the Company's Articles of Association require the Company to prepare its Statement of Financial Position and Statement of Comprehensive Income at the end of the fiscal year to be proposed to the Annual General Meeting of Shareholders for consideration and approval.

The Consolidated and Separate Financial Statements as ended 31 December 2023 together with the Auditor's Report have been provided under Section "Financial Statements" of the Annual Registration Statement 2023 (Form 56-1 One Report 2023), as instructed in Enclosure 1. The financial statements for the year ending 31 December 2023 have already been audited by the Certified Public Accountant from the PricewaterhouseCoopers ABAS Ltd., reviewed by the Audit Committee and endorsed by the Board of Directors of the Company.

A summary of significant information is as follows;

Description (THB Million)	Consolidated F/S		Separate F/S	
	FY ended 31 Dec 2023	FY ended 31 Dec 2022	FY ended 31 Dec 2023	FY ended 31 Dec 2022
Total assets	1,803	1,771	1,760	1,650
Total liabilities	842	837	753	711
Total equity	961	934	1,007	939
Total revenues	1,957	1,984	1,866	1,853
Net profits (losses) *	202	262	243	312
Number of shares issued and paid-up (Million shares)	300	300	300	300
Basic earnings (losses) per share * (Baht/share)	0.67	0.87	0.81	1.04

Remark Represents profits (losses) for the fiscal year attributable to the parent company.

Opinion of the Board of Directors:

The Board of Directors considered and deemed appropriate to propose the Annual General Meeting of Shareholders' Meeting to consider and approve the Company's audited financial statements for the fiscal year ended 31 December 2023.

Voting:

The resolution of this agenda shall be approved by a simple majority vote of shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base pursuant to Section 107 the Public Limited Company Act. B.E. 2535 (1992) (including any amendment thereto) and Clause 35 of the Company's Articles of Association.

Agenda 3 To approve the allocation of net profits and the payment of dividend**Fact and Rationale:**

Section 115 of the Public Limited Company Act. B.E. 2535 (1992) (including any amendment thereto) and Clause 44 that the Company shall pay dividends only from profits and refrain from paying dividends if the Company has accumulated losses. Section 116 of the Public Limited Company Act. B.E. 2535 (1992) (including any amendment thereto) and Clause 45 provided that the Company is required to reserve fund at least 5 percent of the annual net profits presented in its separate financial statements until the reserve reaches at least 10 percent of the registered capital of the Company.

The Company has its dividend payment policy; it states, "the Company shall allocate the payment of dividend not less than 40 percent of the net profits after all reserves required by law. Such dividend payment, however, shall be adjustable according on necessity and other circumstances that the Board of Directors deems appropriate.

The annual dividend payment, however, must be approved by the shareholders' meeting, with the exception of interim dividend payments, which the Board of Directors may periodically authorise when the Company has sufficient profit to pay. Following the payment of an interim dividend, the Company is obligated to disclose it at the next shareholders' meeting.

Pursuant to this policy, the Company's operating results for the year 2023 reflect a net profit of THB 242.64 million on its separate financial statements. Therefore, the legal reserve of THB 12.13 million was set aside from such net profits.

Comparisons over the past three years are detailed in the table below.

Description	FY ended 31 Dec 2021	FY ended 31 Dec 2022	FY ended 31 Dec 2023
1. Net profits (losses) (Million Baht)	(418.71)	312.34	242.64
2. Legal Reserve (5 percent) (Million Baht)	-	15.62	12.13
3. Number of ordinary shares (Million shares)	300.00	300.00	300.00
4. Total dividend payout per share (Baht per share)	Omitted	0.50	0.50
5. Interim dividend payment per share (Baht per share)	Omitted	0.20	0.25
6. Final dividend payment per share (Baht per share)	Omitted	0.30	0.25
7. Total dividends paid (entire year) (Million Baht)	Omitted	150.00	150.00
8. Dividend Payout ratio* (Percentage)	-	48%	62%

Remark Percentage compared to consolidated net profits (losses) after tax.

Opinion of the Board of Directors:

The Board of Directors deems it appropriate to propose to the Meeting to consider and approve the allocation of net profits and dividend payment for 2023 at THB 0.50 per share amounting to THB 150.00 million which is consistent with the Company's dividend payment policy as follows:

1. On 8 December 2023, the Company made an interim dividend payment for the year 2023 at a rate of THB 0.25 per share (operating period from 1 January 2023 to 30 September 2023), totaling THB 75.00 million.
2. The Company arranged for the legal reserve from net profit for THB 12.13 million as required by the law.
3. The remaining dividend for the year 2023 shall be paid at THB 0.25 per share amounting to THB 75.00 million as detailed below;
 - (1) Dividend payment of THB 75.00 million or equivalent to THB 0.25 per share which shall be paid from the allocation of net profits with paid corporate income tax at the rate of 10 percent under the under BOI Certificate No. 1466(1)/2553
 - (2) The record date to determine the right to receive dividend shall be on **19 March 2024.**
 - (3) The Dividend payment shall be made on **10 May 2024.**

Kindly note that the right to receive dividend is uncertain because this matter must be approved by the 2024 Annual General Meeting of Shareholders.

Voting:

The resolution of this agenda shall be approved by a simple majority vote of shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base pursuant to Section 107 the Public Limited Company Act. B.E. 2535 (1992) (including any amendment thereto) and Clause 35 of the Company's Articles of Association.

Agenda 4**To consider and approve the election of directors to replace those who will be retiring by rotation****Fact and Rationale:**

Section 71 of Public Limited Companies Act, B.E. 2535 (1992) (including any amendment thereto) and Clause 17 of the Company's Articles of Association require that, at every Annual General Meeting of Shareholders, one-third (1/3) of the directors must retire by rotation. Should the directors be unable to be divided into three parts, the number of directors closest to one-third (1/3) of all directors shall retire. In this respect, the retired directors will be eligible for re-election.

In this 2024 Annual General Meeting of Shareholders, the three (3) directors retiring by rotation are as follows:

1	Mr. Mechai	Viravaidya	Independent Director / Chairman / A member of Audit Committee
2	Mrs. Amporn	Purintaworakul	Independent Director / Chairman of Audit Committee / A member of Nomination and Remuneration Committee
3	Mr. Surapol	Dararattanaoj	Non-Executive Director

The Company granted its shareholders the opportunity to pre-nominate qualified individuals/candidates for election as directors by means of an announcement on the Company's website. Nonetheless, no shareholders nominated any candidates for election as directors.

The Nomination and Remuneration Committee (without the interested directors) has considered the recruitment and selection of the candidates, who are deserving as being nominated as directors in replacement of the directors who are retiring by rotation, by taking into account the suitability, knowledge, competencies and expertise of the Board of Directors with the variety of experiences in relevant businesses which are supportive to the operation of the Company and deemed it appropriate to re-elect the 3 directors retiring by rotation as Executive Directors for another term.

However, Mrs. Amporn Purintaworakul has expressed her intentions not to be nominated for re-election as independent director of the Company and the term of directorship shall be expired on the date of the 2024 Annual General Meeting of Shareholders.

The Nomination and Compensation Committee therefore recommended Ms. Benjarat Dararattanaoj to be nominated as non-executive director in replacement of Mrs. Amporn Purintaworakul, as she is a competent person with knowledge and skills compatible with the Company's culture and business operation. The Nomination and Remuneration Committee, excluding the interested directors, has carefully and cautiously considered and recommended that the Board of Directors nominate the 2 directors who are retiring by rotation for another term of directorship e.g.

1	Mr. Mechai	Viravaidya	Independent Director / Chairman / A member of Audit Committee;
2	Mr. Surapol	Dararattanaoj	Non-Executive Director;

and to nominate 1 candidate to serve as non-executive director in replace of Mrs. Amporn Purintaworakul who is retiring by rotation e.g.

3	Ms. Benjarat	Dararattanaoj	Non-Executive Director
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Upon this re-election, Mr. Mechai Viravaidya, an independent director, will continue to hold this position for 11 consecutive years (8 years from the Annual General Meeting plus 3 years if re-elected). The Corporate Governance Policy of the Company stipulates that an independent director may only serve for a maximum of 3 consecutive terms (equivalent to 9 years), unless the Nomination and Remuneration Committee grants unanimous consent.

Following a thorough and prudent evaluation, the Nomination and Remuneration Committee, excluding the interested directors, was in unanimous view that Mr. Mechai Viravidya is qualified as an independent director under the criteria of the Company, which is in alignment with the Capital Market Supervisory Board as well as the Company's Articles of Association and relevant regulations. Additionally, he has a comprehensive understanding and knowledge of the company's operations. He is not directly associated with a shareholder of the Company and has no affiliations or relationships with it. Furthermore, there are no circumstances or relationships that could potentially impede or appear to impede the exercise of his independent business judgment in the Company's best interest.

Profiles, educational background, work experience of the nominated candidates for the appointment of directors appear in **Enclosure 2**.

Opinion of the Board of Directors:

The Board of Directors (without the interested directors) has carefully considered and agreed with the recommendation of the Nomination and Remuneration Committee. Having considered by the Nomination and Remuneration Committee and the Board of Directors, the 3 nominated directors are the qualified persons with the knowledge, competencies, expertise of the Board of Directors possessing good working experience and profiles with leadership, broad vision and shall be able to devote sufficient time in the interests of the Company's business operation. The characteristics which are appropriate and in accordance with the elements and structure of the directors under the Company's business strategies are also taken into account. Such directors also have qualifications pursuant to the Public Limited Companies Act, B.E. 2535 (1992) (including any amendment thereto) and relevant rules of the Capital Market Supervisory Board.

As a result, the Board of Directors (without the interested directors) deems it appropriate to propose the Meeting to re-appoint the 2 directors retiring by rotation for another term of directorship e.g.

- | | | | |
|---|-------------|----------------|-------------------------------------------------------------------|
| 1 | Mr. Mechai | Viravaidya | Independent Director / Chairman /
A member of Audit Committee; |
| 2 | Mr. Surapol | Dararattanaroj | Non-Executive Director; |

and to nominate 1 candidate to serve as non-executive director in replace of Mrs. Amporn Purintaworakul who is retiring by rotation e.g.

- | | | | |
|---|--------------|----------------|------------------------|
| 3 | Ms. Benjarat | Dararattanaroj | Non-Executive Director |
|---|--------------|----------------|------------------------|

Following a thorough and prudent evaluation, the Nomination and Remuneration Committee, excluding the interested directors, was in unanimous view that Mr. Mechai Viravidya is qualified as an independent director under the criteria of the Company, which is in alignment with the Capital Market Supervisory Board as well as the Company's Articles of Association and relevant regulations. Additionally, he has a comprehensive understanding and knowledge of the company's operations. He is not directly associated with a shareholder of the Company and has no affiliations or relationships with it. Furthermore, there are no circumstances or relationships that could potentially impede or appear to impede the exercise of his independent business judgment in the Company's best interest. Profiles of the nominated candidates for the appointment of directors appear in **the Enclosure 2**.

Voting:

The resolution of this agenda shall be approved by a simple majority vote of shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base pursuant to Section 107 the Public Limited Company Act. B.E. 2535 (1992) (including any amendment thereto) and Clause 35 of the Company's Articles of Association. The election of the Company's directors shall be conducted in accordance with the one vote per share rule.

Agenda 5 To consider and approve the remunerations for directors, and sub-committees for the year 2024, and directors' bonus

Fact and Rationale:

Section 90 of the Public Limited Companies Act, B.E. 2535 (1992) (including any amendment thereto) and Clause 22 of the Company's Article of Association provide that the directors shall receive remuneration in the form of monetary reward, meeting allowance, lump-sum payment, bonus, other benefits and welfare pursuant to the Company's regulations and/or by the resolution of the shareholders' meeting with the vote of not less than two-third (2/3) of the total votes of shareholders attending the meeting.

The Nomination and Remuneration Committee is responsible for the consideration of forms and criteria for directors' remuneration and recommend to the Board of Directors to consider and propose to shareholders meeting subsequently. In the fixing of directors' remuneration, the Nomination and Remuneration Committee has considered by comparing with the information of remunerative payment of other listed companies within the same type of business, duties and responsibilities of directors, and the previous practice of the Company, and deemed it appropriate to propose the Board of Directors to consider and endorse before proposing to the meeting the remuneration of the Board of Directors and the Sub-committees for the year 2024 as well as Director's Bonus in the total amount of not exceeding THB 7,000,000. The Directors and Officers Liability Insurance has been provided for directors and officers of the Company and its subsidiaries in the total liability limit of THB 300 million per year as a non-pecuniary remuneration.

The Company does not offer any other forms of remuneration or benefits to directors apart from the remuneration as aforementioned. Details of the above mentioned remuneration of directors are provided in **Enclosure 3**.

Opinion of the Board of Directors:

Having considered and agreed with the recommendation of the Nomination and Remuneration Committee, the Board of Directors deems it appropriate to propose the Meeting to approve the directors' remuneration for the year 2024 and the director's bonus from the dividend for the year 2023 in the total amount of not exceeding THB 7,000,000 according to the above proposal and authorize the Board of Directors to allocate the remuneration to directors and members of subcommittees as deemed appropriate as recommended by the Nomination and Remuneration Committee. Payments of remuneration for directors and members of subcommittees shall take effect from the day the resolution is passed by a vote of the shareholders and for each subsequent year, unless or until resolved otherwise by a general meeting of the shareholders of the Company. The scope of duties and responsibilities of the

Company's subcommittees, are as shown in Form 56-1 One Report 2023 and details of the "Remuneration and Bonus for the Board of Directors and Subcommittees for Year 2024" are provided in **Enclosure 3**.

Voting:

The resolution for this agenda shall be approved by the votes of not less than two-thirds (2/3) of the total votes of the shareholders attending the meeting, including abstentions in the calculation base pursuant to Section 90 the Public Limited Company Act. B.E. 2535 (1992) (including any amendment thereto) and Clause 22 of the Company's Articles of Association.

Agenda 6 To consider and approve the appointment of auditors and to fix the audit fee for the year 2024

Fact and Rationale:

Section 120 of the Public Limited Companies Act, B.E. 2535 (1992) (including any amendment thereto) and Clause 36 of the Company's Articles of Association require the Annual General of Shareholders to consider the appointment of auditor and to determine the auditor(s)'s fee every year.

The Audit Committee has considered and proposed to appoint the auditor(s) based on the past performance, experience with the internationally acceptable standards, possession of thorough knowledge and understanding in the businesses of the group of companies. It is deemed appropriate to propose the appointment of **PricewaterhouseCoopers ABAS Ltd.** to be the Company's audit firm and to appoint the following certified public accountants from PricewaterhouseCoopers ABAS Ltd., who are the auditors approved by the Office of the Securities and Exchange Commission ("Office of SEC"), to be the Company's auditors for another year.

PwC is appropriate in the scope of work, transparency and effectiveness of the audit process as well as the appropriateness of the fees and good performance over the past period and the Audit Committee and the Board of Directors are satisfied with their performance.

The Audit Committee has therefore recommended the appointment of auditors below to be the Company's auditors for the year 2024.

Auditor's Name	CPA (Thailand) No.	Audit Signing History
Mr. Sa-nga Chokenitisawat	11251	2022 - present
Mr. Boonrueng Lerdwiseswit	6552	Never sign for the Company
Mr. Kan Tanthawirat	10456	Never sign for the Company

The fixation of total audit fee shall not exceeding THB 2,975,000 (Two-million-nine-hundred-and-seventy-five-thousand-baht), with the possibility of exceeding that amount contingent on the size of the Company's revenues or transactions, as specified in **Enclosure 4** (excluding other expenses), which is a marginal increase from the audit

fee approved at the previous AGM. The auditors whose names proposed above have no relationship or any interest in the Company, subsidiary companies, management, major shareholders, or other related persons. Details as appeared in the **Enclosure 4**.

Opinion of the Board of Directors:

The Board of Directors considered and deemed appropriate to propose the AGM to consider and approve the appointment of Mr. Sa-nga Chokenitisawat (CPA No. 11251) and/or Mr. Boonrueng Lerdwiseswit (CPA No. 6552) and/or Mr. Kan Tanthawirat (CPA No. 10456) of PricewaterhouseCoopers ABAS Ltd., to be the Company's auditor for the year 2024 with total audit fees not exceeding THB THB 2,975,000 (Two-million-nine-hundred-and-seventy-five-thousand-baht), with the possibility of exceeding that amount contingent on the size of the Company's revenues or transactions, as specified in **Enclosure 4** (excluding other expenses), and any actual expense incurred. Any of them is being authorized to conduct the audit and to render an opinion on the financial statements of the Company, both consolidated and non-consolidated basis. The proposed auditors have no relationship and/or conflicts of interest against the Company, the subsidiaries, the executives, the major shareholders or other related persons thereof.

Voting:

The resolution of this agenda shall be approved by a simple majority vote of shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base pursuant to Section 107 the Public Limited Company Act. B.E. 2535 (1992) (including any amendment thereto) and Clause 35 of the Company's Articles of Association.

Agenda 7 Other Matters (If any)

Fact and Rationale:

Section 105 of the Public Limited Companies Act, B.E. 2535 (1992), the Meeting may consider other subject matters without an agenda defined in the Invitation Letter if there are shareholders present at the Meeting with a combined shareholding of no less than one-third (1/3) of the total number of issued and paid-up shares.

Opinion of the Board of Directors:

The Board of Directors deems it appropriate to provide the shareholders with this agenda so that they can raise questions and/ or express opinions on various matters without having to adopt any resolution. However, if the shareholders wish to purpose any matter for consideration and approval, they are required to fulfill the conditions mentioned above according to Section 105 of the Act.

Information for Shareholders

- (1) The Company has scheduled the Record Date to determine the shareholders' right to attend the 2024 Annual General Meeting of Shareholders on 19 March 2024.

- (2) The Company invited the shareholders to propose agenda items and to nominate qualified candidates for election as directors for the 2024 Annual General Meeting of Shareholders in advance during 2 October 2023 to 30 December 2023 by announcement on the Company's website. Nonetheless, no shareholders proposed any agenda items nor nominated any candidates for election as directors.
- (3) The shareholders are requested to comply with the announcement on registration procedures, proxy appointment, documents and evidence that attendees are required to present on the meeting day, including procedures for attending the shareholders' meeting as detailed in the information provided in the **Enclosure 6**. The Company will conduct the meeting in accordance with the Articles of Association of the Company, Chapter No. 6 Regarding the Shareholders' Meeting, and details as per **Enclosure 5**.
- (4) In order to facilitate the registration of the 2024 Annual General Meeting of Shareholders to be convened in a promptly manner, the Company will allow the shareholders and proxies to register for attending the meeting from 09:00 onwards, on the meeting date, at Surasak 1 Room, 11th Floor, Eastin Grand Hotel Sathorn Bangkok, No. 33-33/1, South Sathorn Road, Yannawa Sub-district, Sathorn District, Bangkok, 10210. As the Company will use the barcode system for the registration and vote counting of this meeting.
- (5) Furthermore, in order to protect the rights and benefits of shareholders who are unable to attend the meeting in person and would like to appoint an Independent Director of the Company as their proxy to attend the meeting and cast votes on their behalf, such shareholder can appoint the Independent Director of the Company whose name and profile are as per details in **Enclosure 8**, as the proxy to attend the meeting and cast vote on the shareholder's behalf by using Proxy Form B, as per details in **Enclosure 7** and deliver the Proxy Form B attached with supporting documents, as per details in **Enclosure 6** to the following address:

Office of Company Secretary
Thai Nippon Rubber Industry Public Company Limited
No. 1, Charoenrat Road,
Thung Wat Don Sub-District, Sathorn District,
Bangkok 10120, Tel. 02-210-8888 Ext. 5123

To facilitate the verification process, kindly ensure that all required documents are delivered to the Company no later than Friday, 5 April, 2024.

- (6) In the event that shareholders are unable to attend the meeting in person and would like to appoint a proxy to attend and cast vote on their behalf, the shareholders shall fill out and sign either in Proxy Form A or Proxy Form B. In the case of foreign shareholders who appoint a custodian to be a share depository and keeper, please use Proxy Form C, as per details in **Enclosure 7**.
- (7) For the 2024 Annual General Meeting of Shareholders, the Personal Data Protection Notice (Privacy Notice) issued in accordance with the Personal Data Protection Act B.E. 2019, shareholders may review information regarding the protection of personal data associated with shareholder meetings as per the **Enclosure 9**.

- (8) Lastly, the Company has published the invitation to 2024 Annual General Meeting of Shareholders including the enclosures on TNR's website at www.tnrcondom.com. The Company, therefore, hereby invites shareholders to attend 2024 Annual General Meeting of Shareholders on the aforementioned date, time, and venue. The map of the meeting venue is as per the **Enclosure 10**.

Please be informed accordingly.

Yours, faithfully

A handwritten signature in blue ink, consisting of several loops and a long horizontal stroke at the bottom.

(Mr. Mechai Viravaidya)
Chairman of the Board of Director

Enclosure 1

**QR code downloading procedures to view
the Annual Registration Statement 2023 (Form 56-1 One Report)
and the Company's financial statements ended 31 December 2023**

The Thailand Securities Depository Co., Ltd. as a securities registrar under the Stock Exchange of Thailand ("SET") has implemented a system which allows SET Listed Companies to send to the shareholders documents regarding the shareholders' meeting and the Annual Registration Statement 2023 (Form 56-1 One Report) in the form of e-book accessible through QR code, this allows the shareholders to access the information with ease.

Shareholders can download the aforementioned documents from QR code provided in Notification of Meeting (with QR code) by the following steps:

For iOS mobile operating system (from iOS 11 and above)

1. Turn on the mobile camera.
2. Focus the mobile camera to QR code to scan it.
3. The notification will appear on top of the screen. Then, click on the notification to access documents regarding the meeting.

For Android System

1. Open applications, such as Line, Facebook, or QR Code Reader
How to scan QR Code via Line application
 - Open Line application and click on "Add Friend"
 - Choose "QR Code"
 - Scan the QR Code
2. Focus the mobile camera to QR Code to scan it

A brief profiles of nominated candidates for the election of directors to succeed the directors retiring by rotation

Full name	Mr.Mechai Viravaidya	
Current position	<ul style="list-style-type: none"> · Independent Director · Chairman · Member of Audit Committee 	
Proposed position	<ul style="list-style-type: none"> · Independent Director · Chairman · Member of Audit Committee 	
Nationality	Thai	
Age	83	
Number of shares held in the Company and related companies (as of 28 December 2023)	Own: None Spouse: None	
Date of the first appointment	22 March 2016	
Date of commencement of trading in TNR securities	29 November 2016	
No. of years being the Company's Director including if being re-elected	11 years (8 years plus 3 years) (from the year of conversion to a public company)	
Relationship with executives or major shareholders of the Company or its subsidiaries	None	
Education		
2008	· Honorary Doctorate Community Development Branch, Mahasarakham University	
2007	· Honorary Doctorate Commerce and Marketing, Thammasat University	
2002	· Honorary Doctorate Development Economics, National Institute of Development Administration (NIDA)	
1999	· Fellow of the Trinity College Faculty, The University of Melbourne, Australia (1999)	
1997	· Honorary Doctorate Community Development Branch, Khon Kaen University	
1995	· Fellow (HONORIS CAUSA) of the Australasian Faculty (1995) Public Health Medicine of the Royal Australasian College of Physicians	
1993	· Doctor of Laws University of Melbourne Australia, The University of Melbourne, Australia	
1992	· Honorary Doctorate (Human Resource Development), National Institute of Development Administration (NIDA)	
1991	· Honorary Doctorate Health Education, Srinakharinwirot University	
1989	· Honorary Doctorate Medicine, Monash University, Australia	
1989	· Honorary Doctorate Public Relations Department, Ramkhamhaeng University	
1983	· Honorary Doctorate Social Sciences, Mahidol University	
1964	· Bachelor of Accounting, The University of Melbourne, Australia	

Director's Training by the Thai Institute of Directors

- Director Accreditation Program (DAP), Class 129/2016
- Director Accreditation Program (DAP), Class 32/2005
- Role of the Chairman Program (RCP), Class10/2004

Work experience

2016-Present **Thai Nippon Rubber Industry Public Company Limited (“TNR”)**
Independent Director / Chairman / Member of Audit Committee

Positions in other listed companies

2013-Present **Mega Lifesciences Public Company Limited (“MEGA”)**
Independent Director / Chairman / Manufacture and distributor of nutraceuticals, complementary medicines, prescription pharmaceuticals and OTC health products

Positions in other non-listed companies

2013-Present **Mechai Viravaidya Foundation**
Founder and Chairman / Non-profit organization

2013-Present **Pracharath Rak Samakkee (Thailand) Co., Ltd.**
Chairman / Social Enterprise

2013-Present **Thailand Environment Institute**
Chairman

2013-Present **Partnership School Project**
Chairman of the Innovation Development Operations Committee

2013-Present **Reform Steering Committee**
Director

2013-Present **Thailand Development Research Institute (TDRI)**
Director

2013-Present **Population and Community Development Association**
Founder and President of the Association

2013-Present **Population and Community Development Institute International, Boston, USA**
Founder and Chairman


Meeting Attendance Record of 2023

- | | |
|-----------------------------------------------------------------------|-----------|
| · The 2023 Annual General Meeting of Shareholders | 1/1 time |
| · Board of Directors Meeting | 4/5 times |
| · Audit Committee Meeting | 5/5 times |
| · Audit Committee Meeting without the Management and Internal Auditor | 1/1 time |

Record of legal dispute in the past 10 years

- None -

This nominated person does not hold any position as director or management in other businesses, which might have a conflict of interest with the Company.

Full name	Mr.Surapol Dararattanaroj	
Current position	· Non-executive Director	
Proposed position	· Non-executive Director	
Nationality	Thai	
Age	63	
Number of shares held in the Company and related companies (as of 28 December 2023)	Own: 8.75% Spouse: No shareholding	
Date of the first appointment	29 September 1993	
Date of commencement of trading in TNR securities	29 November 2016	
No. of years being the Company's Director including if being re-elected	11 years (8 years plus 3 years) (from the year of conversion to a public company)	
Relationship with executives or major shareholders of the Company or its subsidiaries	· Siblings of Mr. Somsak Dararattanaroj, Non-Executive Director · Siblings of Mr. Amorn Dararattanaroj, Executive Director · Siblings of Ms. Sirinan Dararattanaroj, Executive Director	

Education

Bachelor's degree in Political Science, Ramkhamhaeng University

Director's Training by the Thai Institute of Directors

· Director Accreditation Program (DAP) Class 124/2016

Work experience

2016-Present **Thai Nippon Rubber Industry Public Company Limited ("TNR")**
Non-executive Director

Positions in other listed companies

- None -

Positions in other non-listed companies

2022-Present **TNR Bioscience Company Limited ("TNRBio")**
Director

2019-Present **CMS Holding Company Limited**
Director

2015-Present **C.A.S. Asset Phuket Company Limited**
Executive Director

2014-Present **Southern Star Hotel Company Limited**
Executive Director

2013-Present **C.A.S. Paper Mill Co., Ltd.**
Executive Director

2010-Present	C.A.S. Paper Company Limited Managing Director
2003-Present	C.A.S. Asset Company Limited Director
1993-Present	Charoen Aksorn Holding Group Company Limited Executive Director

Meeting Attendance Record of 2023

· The 2023 Annual General Meeting of Shareholders	1/1 time
· Board of Directors Meeting	4/5 times

Record of legal dispute in the past 10 years

- None -

This nominated person does not hold any position as director or management in other businesses, which might have a conflict of interest with the Company.

Full name	Ms. Benjarat Dararattanaroj
Current Position	-
Proposed position(s)	· Non-executive Director
Nationality	Thai
Age	51
Number of shares held in the Company and related companies (as of 28 December 2023)	Own: 0.27% Spouse: None
Date of the first appointment	-
Date of commencement of trading in TNR securities	29 November 2016
No. of years being the Company's Director including if being re-elected	-
Relationship with executives or major shareholders of the Company or its subsidiaries	· Niece of Mr. Somsak Dararattanaroj, Non-executive Director · Niece of Mr. Surapol Dararattanaroj, Non-executive Director · Niece of Mr. Amorn Dararattanaroj, Executive Director · Niece of Ms. Sirinan Dararattanaroj, Executive Director



Education

2005	Master of Business Administration, NIDA Business School
1995	Bachelor of Accountancy, Bangkok University

Director's Training by the Thai Institute of Directors (Thai IOD)

- CSP: Company Secretary Program, Class 93/2018
- CRP: Company Reporting Program, Class 22/2018

Work experience

2000 - Present	C.A.S. Paper Company Limited Deputy Managing Director
----------------	-----------------------------------------------------------------

Positions in other listed companies

-

Positions in other non-listed companies

2023 - Present	Charoen Aksorn Holding Group Company Limited Director
2023 - Present	CMS Holding Company Limited Director
2018 - Present	C.A.S. Paper Company Limited Director
2023 - Present	CAS Pack Company Limited Director
2021 - Present	C.A.S. Holding Group Company Limited Director

2023 - Present	C.A.S. Asset Company Limited Director
2023 - Present	C.A.S. Star Energy Company Limited Director
2014 - Present	Sinsakhon Facilities Service Company Limited Director
2023 - Present	Sinsakhon Waterwork Company Limited Director
2023 - Present	Sinsakhon Estate Company Limited Director
2022 - Present	C.A.S. Ink and Machinery Company Limited Director
2022 - Present	C.A.S. Paper Mill Company Limited Director
2023 - Present	Siam Tree Development Company Limited Director
2023 - Present	Siam Tree Bio Company Limited Director
2023 - Present	Forest Center Company Limited Director
2020 - Present	Southern Star Travel Company Limited Director

Record of legal dispute in the past 10 years

- None -

This nominated person does not hold any position as director or management in other businesses, which might have a conflict of interest with the Company.

Information on Remuneration for Director and Sub-committee Members

The Nomination and Remuneration Committee has carefully and cautiously considered the directors' remuneration taking into account the appropriate level comparable to the market and the same industry, the Company's performance, and the roles and responsibilities of the director and each member of the subcommittees and recommended the Board of Directors to further propose to the shareholders.

The Board of Directors carefully and cautiously considered the recommendation of the Nomination and Remuneration Committee and resolved to propose the AGM to consider and approve the remuneration of directors and sub-committees for the year 2024 and Directors' Bonus. The proposed remuneration of the Board of Directors and the Sub-committees comprises of quarterly remuneration, meeting allowance and bonus in the total amount of not exceeding THB 7,000,000 (Seven-Million-Baht), and authorize the Board of Directors to allocate the remuneration to directors and members of subcommittees as deemed appropriate. The Directors and Officers Liability Insurance has been provided for directors and officers of the Company and its subsidiaries, which is considered as non-pecuniary remuneration, in the total liability limit of THB 300 million per year. The details are as follows:

- **Pecuniary Remuneration**

Description	Year 2023		Year 2024 (Proposed Year)
	Approved Amount	Actual Amount Paid	
Directors' remuneration	Not exceeding THB 7 million	THB 6.066 million	Not exceeding THB 7 million

- **Non-Pecuniary Remuneration**

The Directors and Officers Liability Insurance has been provided for directors and officers of the Company and its subsidiaries in the total liability limit of THB 300 million per year for 2023 and 2024. The Company does not offer any other forms of remuneration or benefits to directors apart from the remuneration as aforementioned.

The details of remuneration of directors and subcommittees for the year 2024 and bonus are as follows :

Pecuniary remuneration

Remuneration of the Board of Directors

Position	Quarterly Remuneration		Meeting Allowance	
	2023	2024	2023	2024
Chairman of the Board	90,000 THB/Quarter	90,000 THB/Quarter	25,000 THB/Time	25,000 THB/Time
Director	80,000 THB/ Person/Quarter	80,000 THB/ Person/Quarter	20,000 THB/ Person/Time	20,000 THB/ Person/Time

Remuneration of Audit Committee (“AC”)

Position	Quarterly Remuneration		Meeting Allowance	
	2023	2024	2023	2024
Chairman of AC	25,000 THB/Quarter	25,000 THB/Quarter	25,000 THB/Time	25,000 THB/Time
Member of AC	20,000 THB/ Person/Quarter	20,000 THB/ Person/Quarter	20,000 THB/ Person/Time	20,000 THB/ Person/Time

Remuneration of the Nomination and Remuneration Committee (“NRC”)

Position	Quarterly Remuneration		Meeting Allowance	
	2023	2024	2023	2024
Chairman of NRC	16,000 THB/Quarter	16,000 THB/Quarter	6,000 THB/Time	6,000 THB/Time
Member of NRC	15,000 THB/ Person/Quarter	15,000 THB/ Person/Quarter	5,000 THB/ Person/Time	5,000 THB/ Person/Time

Directors' Bonus from the Dividend Payment of 2023

No.	Director's Name		Position(s)	Proposed Bonus
1	Mr. Mechai	Viravaidya	Independent Director / Chairman of the Board / Member of AC	360,000.00
2	Mr. Amorn	Dararattanaroj	Executive Director / Vice Chairman of the Board / Member of NRC	180,000.00
3	Mrs. Amporn	Purintaworakul	Independent Director / Chairman of AC / Member of NRC	270,000.00
4	Mr. Nopparat	Panthongwiriyaikul	Independent Director / Chairman of NRC / Member of AC	270,000.00
5	Mr. Silpachai	Ruksapol	Non-executive Director	180,000.00
6	Mr. Somsak	Dararattanaroj	Non-executive Director	180,000.00
7	Mr. Surapol	Dararattanaroj	Non-executive Director	180,000.00
8	Ms. Sirinan	Dararattanaroj	Executive Director	180,000.00
Total				1,800,000.00

The List of the Company's Auditors and Audit Fee for the Year 2024

Section 120 of the Public Limited Companies Act, B.E. 2535 (1992) (including any amendment thereto) and Clause 36 of the Company's Articles of Association require the Annual General of Shareholders to consider the appointment of auditor and to determine the auditor(s)'s fee every year.

The Audit Committee has considered and proposed to appoint the auditor(s) based on the past performance, experience with the internationally acceptable standards, possession of thorough knowledge and understanding in the businesses of the group of companies. It is deemed appropriate to propose the appointment of PricewaterhouseCoopers ABAS Ltd. to be the Company's audit firm and to appoint the following certified public accountants from PricewaterhouseCoopers ABAS Ltd. to be the Company's auditors. The details are as follows:

(Unit: THB)

Thai Nippon Rubber Industry Public Co., Ltd. (TNR)	2022	2023	2024
The audit fee of the Separate and Consolidated F/S*	1,195,000	1,195,000	1,195,000
The reviewing fee of the Separate and Consolidated F/S	900,000	900,000	900,000
Other audit fees	255,000	255,000	255,000
Total	2,350,000	2,350,000	2,350,000

Box Asia Group International Company Limited (BAGI)	2022	2023	2024
The audit fee of the Separate and Consolidated F/S	350,000	350,000	350,000
Microsoft AX Implementation (One-time Payment)			75,000
Total	350,000	350,000	425,000

TNR Bioscience Company Limited (TNRBio)	2022	2023	2024
The audit fee of the Separated and Consolidated F/S*	200,000	200,000	200,000
Total	200,000	200,000	200,000
Grand Total	2,900,000	2,900,000	2,975,000
Change in percentage	1.75%	-	2.59%

Remark The Audit fee will increase based on revenue increased as per the range specified below:

Thai Nippon Rubber Industry Public Company Limited (TNR)

Revenue / Total Transaction Size (USD)	Audit fee increased (THB)	Total audit fee FY2024 (THB)
1 - 55,000,000	0	2,350,000
55,000,001 - 65,000,000	150,000	2,500,000
65,000,001 - 75,000,000	350,000	2,700,000

TNR Bioscience Company Limited (TNRBio)

Revenue / Total Transaction Size (THB)	Audit fee increased (THB)	Total audit fee FY2024 (THB)
0 - 5,000,000	0	200,000
5,000,001 - 15,000,000	150,000	350,000
15,000,001 - 25,000,000	200,000	400,000

The Audit Committee deemed appropriate to propose the appointment of PricewaterhouseCoopers ABAS Ltd. to be the Company's audit firm and to appoint the following certified public accountants from PricewaterhouseCoopers ABAS Ltd., who are the auditors approved by the Office of the Securities and Exchange Commission ("Office of SEC"), to be the Company's auditors.

Auditor	CPA (Thailand) No.	TNR's Auditor(s)
Mr. Sa-nga Chokenitisawat	11251	2022- present; and/or
Mr. Boonrueng Lerdwiseswit	6552	Never sign for the Company; and/or
Mr. Kan Tanthawirat	10456	Never sign for the Company.

In this regard, in consideration to select the auditors for year 2024 as per above details, the Audit Committee considered from the proposed audit fee and scope of works of the auditors provided to the Company, based on the qualifications and experiences of the auditors. Upon due consideration, the Board of Directors has an opinion in accordance with the Audit Committee's opinion that PricewaterhouseCoopers ABAS Ltd. is an independent audit firm, with expertise in auditing and the proposed audit fee is appropriate. In addition, such 3 auditors do not have any relation or any interest to the Company's operation Group, directors, executives, major shareholders or any related person of such persons.

In case the abovementioned auditors are unable to perform their duties, PricewaterhouseCoopers ABAS Ltd. shall be authorized to appoint any of its auditors to be the auditor of the Company.

The fixation of total audit fee shall not exceeding THB 2,975,000 (Two-million-nine-hundred-and-seventy-five-thousand-baht), with the possibility of exceeding that amount contingent on the size of the Company's revenues or transactions, as specified above, which is a marginal increase from the audit fee (excluding other non-audit service fees).

Profiles of Proposed Auditor

Full-name	Mr. Sa-nga Chokenitisawat
Certified Public Accountant (Thailand) No.	11251
Educational qualifications	Bachelor of Accounting, the University of the Thai Chamber of Commerce (UTCC)
Other qualifications	-
Work experience	<p>Sa-nga is an audit partner for the Consumer Industrial Products and Services industry. He has over 30 years of experience auditing and advising Thai public and multinational companies about their financial statements. His expertise covers several sectors, including manufacturing, automotive, engineering, construction, hospitality and retail. He advises listed companies on converting their financial statements from Thai Financial Reporting Standards (TFRSs) to International Financial Reporting Standards (IFRSs). He has extensive knowledge of TFRSs, IFRSs and J-SOX, along with various internal controls. His key clients are both listed and multinational, such as RS Public Company Limited, Salee Group, Toyota Group, Suzuki Motor (Thailand) Co., Ltd., Holiday Inn, JW Marriott, Hyatt Marriott and IHG.</p>

Profiles of Proposed Auditor

Full-name	Mr. Boonrueng Lerdwiseswit
Certified Public Accountant (Thailand) No.	6552
Educational qualifications	Bachelor's Degree in Business Administration with Accounting Major, Thammasat University
Other qualifications	<ul style="list-style-type: none"> • Pass CPA exam, USA (Virginia) • Global Japanese Business Network Seminar, 2561, Tokyo, Japan • US Curriculum Auditing Workshop 2018 (UCAW) , 2561 • PwC Thailand Symposium 2018 'Managing Challenges to unleash corporate growth, 2561 • AICPA Conference on Current SEC and PCAOB Developments, 2561, USA • Auditors approved by the office of The Securities and Exchange Commission, Thailand
Work experience	<p>2011-Present Position: Partner PricewaterhouseCoopers ABAS Ltd., Thailand (Bangkok)</p> <p>2009-2011 Position: Senior Manager-Director PricewaterhouseCoopers Aarata LLC (Japan, Tokyo)</p> <p>2003-2006 Position: Manager PricewaterhouseCoopers LLC (USA, Washington DC Metro)</p> <p>1998-2003 Position: Associates-Manager PricewaterhouseCoopers ABAS Ltd., Thailand (Bangkok)</p>

Profiles of Proposed Auditor

Full-name	Mr. Kan Tanthawirat
Certified Public Accountant (Thailand) No.	10456
Educational qualifications	Bachelor of Accounting, Thammasat University
Other qualifications	-
Work experience	<ul style="list-style-type: none"> • Kan is a partner who has over 20 years' experience in auditing practice with PwC Thailand including 2 years' experience with PwC United Kingdom. He has experience in serving listed companies and private clients. • Kan has extensive experience in a variety of clients that include manufacturing, logistics, trading, and energy. He has provided audit of financial statements under Thai Financial Reporting Standards, International Financial Reporting Standards, UK GAAP and US GAAP to clients in Thailand and United Kingdom. • He has experience in providing the accounting advisory to the large group public companies, which comprises IFRS conversion, financial and accounting policies and procedures projects, accounting advisory and IPO readiness.

Significant clients served

- TMT Steel Public Company Limited
- Star Petroleum Refining Public Company Limited
- PTG Energy Public Company Limited
- Atlas Energy Public Co., Ltd.
- PPP Green Complex Public Co., Ltd.

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, 11th 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 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.

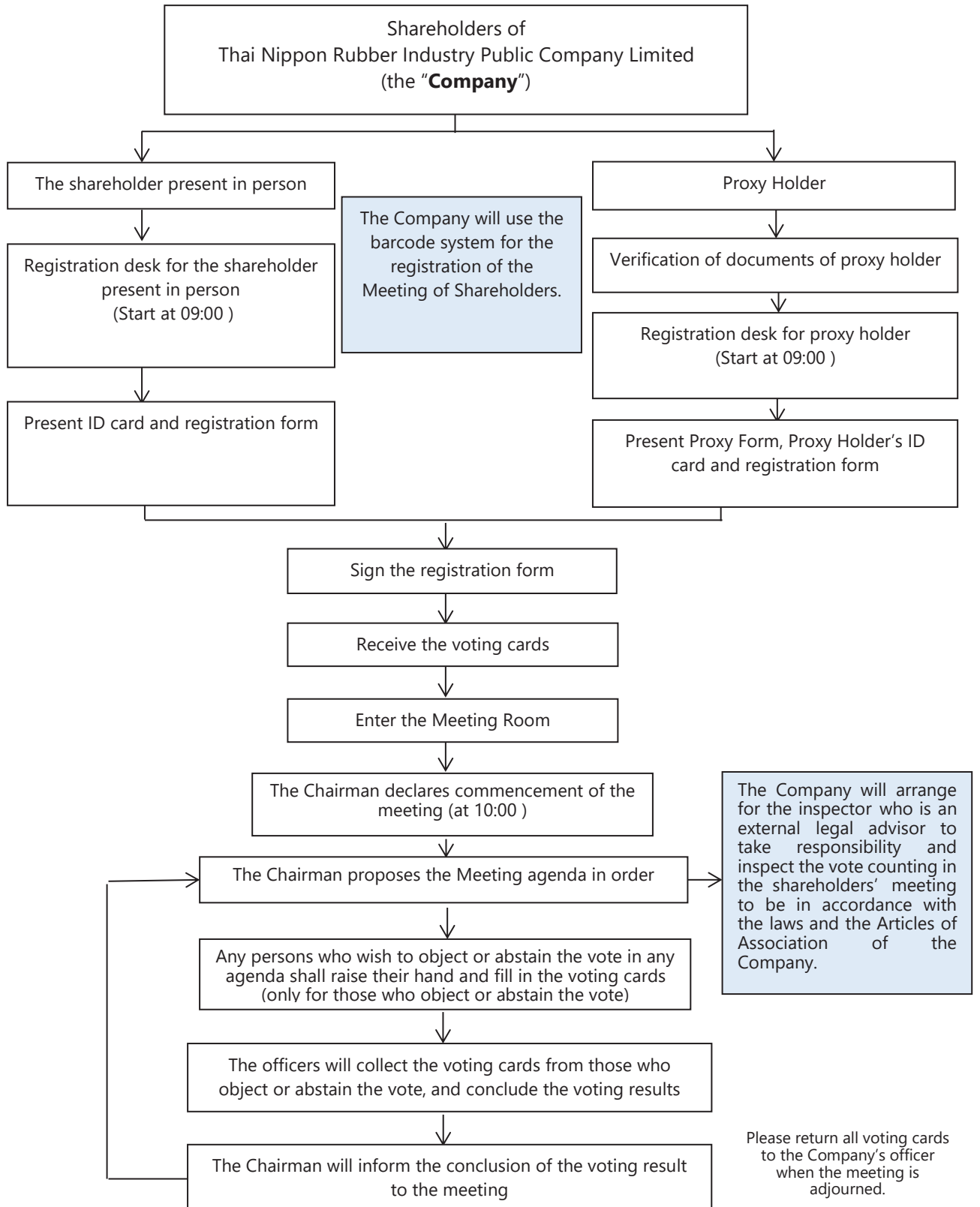
Juristic Persons Shareholder

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



สิ่งที่ส่งมาด้วย 7

Enclosure 7

หนังสือมอบฉันทะ แบบ ก.
Proxy Form A.
(แบบทั่วไปซึ่งเป็นแบบที่ง่ายและไม่ซับซ้อน)
(General and Simple Form)

(ปิดอากรแสตมป์ 20 บาท)
(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น _____
Shareholder registration number

เขียนที่ _____
Written at
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____ อยู่เลขที่ _____ ซอย _____
I/We _____ nationality _____ residing/located at no. _____ Soi _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____
Road _____ Sub-district _____ District _____ Province _____
รหัสไปรษณีย์ _____
Postal Code _____

(2) เป็นผู้ถือหุ้นของบริษัท ไทยนิปปอนรับเบอร์อินดัสตรี จำกัด (มหาชน) (“บริษัทฯ”)
Being a shareholder of Thai Nippon Rubber Industry Public Company Limited (the “Company”)
โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding the total number of _____ shares and have the rights to vote equal to _____ votes as follows
 หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share _____ shares and have the rights to vote equal to _____ votes
 หุ้นบุริมสิทธิ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share _____ shares and have the rights to vote equal to _____ votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)
Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย ✓
ที่ 1. และระบุชื่อผู้รับมอบฉันทะ
If you make proxy by choosing No. 1,
please mark ✓ at 1. and give the
details of proxy (proxies).

1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ age _____ years residing/located at No. _____
ถนน _____ ตำบล/แขวง _____ อำเภอ _____
Road _____ Sub-district _____ District _____
จังหวัด _____ รหัสไปรษณีย์ _____
Province _____ Postal Code _____

หรือ/Or

ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ age _____ years residing/located at No. _____
ถนน _____ ตำบล/แขวง _____ อำเภอ _____
Road _____ Sub-district _____ District _____
จังหวัด _____ รหัสไปรษณีย์ _____
Province _____ Postal Code _____

คนหนึ่งคนใดเพียงคนเดียว
Anyone of these persons

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย ✓
ที่ 2. และเลือกกรรมการอิสระ
If you make proxy by choosing No. 2,
please mark ✓ at 2. and choose
the Independent Director.

2. มอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัทฯ คือ
Appoint any one of the following members of the Independent Director of the Company
 นายณพรัตน์ พานทองวิริยะกุล/ MR. NOPPARAT PANTHONGWIRIYAKUL, MD.

(รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 8 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้น
ประจำปี 2567)

(Details of the Independent Director of the Company are specified in **Enclosure 8** of the
Invitation to 2024 Annual General Meeting of Shareholders)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะ ไม่สามารถเข้าประชุมได้ ให้กรรมการที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

In this regard, in the case where the Independent Director who is appointed as the proxy is unable to attend the meeting, the other members of the Board of Directors shall be appointed as a proxy instead of the member of the Independent Directors who is unable to attend the meeting.

เป็นผู้แทนของข้าพเจ้า (“ผู้รับมอบฉันทะ”) เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันที่ 11 เมษายน 2567 เวลา 10:00 น. ณ ห้องประชุมสุรศักดิ์ 1 ชั้น 11 โรงแรมอีสติน แกรนด์ สาทร ตั้งอยู่ เลขที่ 33-33/1 ถนนสาทรใต้ แขวงยานนาวา เขตสาทร กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As my/our proxy (the “Proxy”) to attend and vote on my/our behalf at 2024 Annual General Meeting of Shareholders on 11 April 2024 at 10:00 at Surasak 1 Meeting Room, 11th Floor, Eastin Grand Sathorn Hotel, located at No. 33-33/1 South Sathorn Road, Yannawa Sub-district, Sathorn District, Bangkok. 10120 or such other date, time and place as the meeting may be held.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุม ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the Proxy in this meeting shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signedผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ/Remark

ผู้ถือหุ้นที่มอบฉันทะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the Proxy shall appoint only one Proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

หนังสือมอบฉันทะ แบบ ข.
Proxy Form B.
(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนและตายตัว)
(Form with Fixed and Specific Details Authorizing Proxy)

(เปิดอากรแสตมป์ 20 บาท)
(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น _____
Shareholder registration number

เขียนที่ _____
Written at
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____ อยู่เลขที่ _____ ซอย _____
I/We _____ nationality _____ residing/located at No. _____ Soi _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____
Road _____ Sub-district _____ District _____ Province _____
รหัสไปรษณีย์ _____
Postal Code _____

(2) เป็นผู้ถือหุ้นของบริษัท ไทยนิปปอนรับเบอร์อินดัสตรี จำกัด (มหาชน) (“บริษัทฯ”)
Being a shareholder of Thai Nippon Rubber Industry Public Company Limited (the “Company”)
โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding the total number of _____ shares and have the rights to vote equal to _____ votes as follows
 หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share _____ shares and have the rights to vote equal to _____ votes
 หุ้นบุริมสิทธิ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share _____ shares and have the rights to vote equal to _____ votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)
Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย ✓
ที่ 1. และระบุชื่อผู้รับมอบฉันทะ
If you make proxy by choosing No. 1,
please mark ✓ at 1. and give the
details of proxy.

1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ age _____ years residing/located at No. _____
ถนน _____ ตำบล/แขวง _____ อำเภอ _____
Road _____ Sub-district _____ District _____
จังหวัด _____ รหัสไปรษณีย์ _____
Province _____ Postal Code _____

หรือ/Or

ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ age _____ years residing/located at No. _____
ถนน _____ ตำบล/แขวง _____ อำเภอ _____
Road _____ Sub-district _____ District _____
จังหวัด _____ รหัสไปรษณีย์ _____
Province _____ Postal Code _____

คนหนึ่งคนใดเพียงคนเดียว
Anyone of these persons

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย ✓
ที่ 2 และเลือกกรรมการอิสระ .
If you make proxy by choosing No. 2,
please mark ✓ at 2. and
choose the Independent Director.

2. มอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัทฯ คือ
Appoint any one of the following members of the Independent Director of the Company
 นายพนรัตน์ พานทองวิริยะกุล/ MR. NOPPARAT PANTHONGWIRIYAKUL, MD.

(รายละเอียดประวัติกรรมการอิสระปรากฏตาม **สิ่งที่ส่งมาด้วย 8** ของหนังสือเชิญประชุมสามัญผู้ถือหุ้น
ประจำปี 2567)

(Details of the Independent Director of the Company are specified in **Enclosure 8** of the
Invitation to 2024 Annual General Meeting of Shareholders)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะ ไม่สามารถเข้าประชุมได้ ให้กรรมการที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

In this regard, in the case where the Independent Director who is appointed as the proxy is unable to attend the meeting, the other members of the Board of Directors shall be appointed as a proxy instead of the member of the Independent Directors who is unable to attend the meeting

เป็นผู้แทนของข้าพเจ้า (“ผู้รับมอบฉันทะ”) เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ในวันที่ 11 เมษายน 2567 เวลา 10:00 น. ณ ห้องประชุมสุรศักดิ์ 1 ชั้น 11 โรงแรมอีสติน แกรนด์ สาทร ตั้งอยู่ เลขที่ 33-33/1 ถนนสาทรใต้ แขวงยานนาวา เขต สาทร กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As my/our proxy (the “Proxy”) to attend and vote on my/our behalf at 2024 Annual General Meeting of Shareholders on 11 April 2024 at 10:00 at Surasak 1 Meeting Room, 11th Floor, Eastin Grand Sathorn Hotel, located at No. 33-33/1 South Sathorn Road, Yannawa Sub-district, Sathorn District, Bangkok. 10120 or such other date, time and place as the meeting may be held.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
In this Meeting, I/we grant my/our Proxy to consider and vote on my/our behalf as follows:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our Proxy to vote as per my/our desire as follows:

วาระที่ 1 รับทราบผลการดำเนินงานของบริษัทฯ ประจำปี 2566
Agenda item no. 1 To acknowledge the results of operations of the Company for 2023

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 2 พิจารณานุมัติงบการเงินรวมและงบการเงินเฉพาะกิจการ สำหรับปี 2566 สิ้นสุดวันที่ 31 ธันวาคม 2566 ซึ่งผ่านการตรวจสอบจากผู้สอบบัญชี พร้อมรับทราบรายงานผู้สอบบัญชี
Agenda item no. 2 To consider and approve the Company’s audited financial statements for the fiscal year ended 31 December 2023 with the auditor's report

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall have the right to approve in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 3 พิจารณานุมัติการจ่ายปันผล
Agenda item no. 3 To consider and approve the payment of dividend

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall have the right to approve in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |



วาระที่ 4 พิจารณานุมัติเลือกตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ
 Agenda item no. 4 To consider and approve the election of directors to succeed those who will be retiring by rotation

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 The proxy shall have the right to approve in accordance with my/our intention as follows:
- ก. เลือกตั้งกรรมการทั้งหมด
- A. Elected all nominated directors
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- ข. เลือกตั้งกรรมการเป็นรายบุคคล
- B. Elected the nominated director as follows:
1. ชื่อกรรมการ นายมีชัย วีระไวทยะ
 Director's name: Mr. Mechai Viravaidya
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
2. ชื่อกรรมการ นายสุรพล ดารารัตน์โรจน์
 Director's name: Mr. Surapol Dararattanaroj
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
3. ชื่อกรรมการ นางสาวเบญจรัตน์ ดารารัตน์โรจน์
 Director's name: Ms. Benjarat Dararattanaroj
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 5 พิจารณาและอนุมัติค่าตอบแทนกรรมการและกรรมการชุดย่อยของบริษัทฯ ประจำปี 2567 และโบนัสกรรมการ
 Agenda item no. 5 To consider and approve the remunerations for directors, members of sub-committees, and directors' bonus

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 The proxy shall have the right to approve in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 6 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและการกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2567
 Agenda item no. 6 To consider and approve the appointment of auditors and the fix the audit fee for the year 2023

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 The proxy shall have the right to approve in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 7 พิจารณาเรื่องอื่น ๆ (ถ้ามี)
 Agenda item no. 7 To consider other matters (if any)

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 The Proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 The Proxy shall have the right to approve in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
If the Proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.
- (6) ในกรณีที่ข้าพเจ้าไม่ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the Proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the Proxy in this meeting, except in the event that the Proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signedผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ Signedผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ/Remarks

- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the Proxy shall appoint only one Proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
In case where the statement exceeds those specified above, additional details may be specified in the Attachment to this Proxy Form B. provided.



ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ไทยนิปปอนรัबरอินดัสตรี จำกัด (มหาชน)
A Proxy is granted by a shareholder of Thai Nippon Rubber Industry Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันที่ 11 เมษายน 2567 เวลา 10:00 น. ณ ห้องประชุมสุรศักดิ์ 1 ชั้น 11 โรงแรมอีสติน แกรนด์ สาทร ตั้งอยู่เลขที่ 33-33/1 ถนนสาทรใต้ แขวงยานนาวา เขตสาทร กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As my/our proxy (the "Proxy") to attend and vote on my/our behalf at 2024 Annual General Meeting of Shareholders on 11 April 2024 at 10:00 at Surasak1 Meeting Room, 11th Floor, Eastin Grand Sathorn Hotel, located at No. 33-33/1 South Sathorn Road, Yannawa Sub-district, Sathorn District, Bangkok. 10120 or such other date, time and place as the meeting may be held.

วาระที่ _____ เรื่อง _____

Agenda item no. Re :

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall have the right to approve in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง _____

Agenda item no. Re :

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall have the right to approve in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง _____

Agenda item no. Re :

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall have the right to approve in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง _____

Agenda item no. Re :

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall have the right to approve in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

แบบหนังสือมอบฉันทะ แบบ ค.

Proxy Form C.

(ใช้เฉพาะกรณีที่ผู้ถือหุ้นปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทย เป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น)

(For the shareholders who are specified in the register as foreign investor and has appointed a custodian in Thailand to be a share depository and keeper only)

(เปิดอากรแสตมป์ 20 บาท)

(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น _____
Shareholder registration number

เขียนที่ _____
Written at
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____ อยู่เลขที่ _____ ซอย _____
I/We _____ nationality _____ residing/located at No. _____ Soi _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____
Road _____ Sub-district _____ District _____ Province _____
รหัสไปรษณีย์ _____
Postal Code _____

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ _____

As the custodian of

ซึ่งเป็นผู้ถือหุ้นของบริษัท ไทยนิปปอนรับเบอร์อินดัสตรี จำกัด (มหาชน) (“บริษัทฯ”)

Being a shareholder of Thai Nippon Rubber Industry Public Company Limited (the “Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding the total number of _____ shares and have the rights to vote equal to _____ votes as follows
 หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share _____ shares and have the rights to vote equal to _____ votes
 หุ้นบุริมสิทธิ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share _____ shares and have the rights to vote equal to _____ votes

(2) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)
Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย ✓
ที่ 1 และระบุชื่อผู้รับมอบฉันทะ .
If you make proxy by choosing No. 1,
please mark ✓ at 1. and give the
details of proxy.

1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ age _____ years residing/located at No. _____
ถนน _____ ตำบล/แขวง _____ อำเภอ _____
Road _____ Sub-district _____ District _____
จังหวัด _____ รหัสไปรษณีย์ _____
Province _____ Postal Code _____

หรือ/Or

ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ age _____ years residing/located at No. _____
ถนน _____ ตำบล/แขวง _____ อำเภอ _____
Road _____ Sub-district _____ District _____
จังหวัด _____ รหัสไปรษณีย์ _____
Province _____ Postal Code _____

คนหนึ่งคนใดเพียงคนเดียว
Anyone of these persons

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย ✓
ที่ 2 และเลือกกรรมการอิสระ .
If you make proxy by choosing No. 2,
please mark ✓ at 2. and
choose the Independent Director.

2. มอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัทฯ คือ
Appoint any one of the following members of the Independent Director of the Company
 นายพนรัตน์ พานทองวิริยะกุล/ MR. NOPPARAT PANTHONGWIRIYAKUL, MD.

(รายละเอียดประวัติกรรมการอิสระปรากฏตาม **สิ่งที่ส่งมาด้วย 8** ของหนังสือเชิญประชุมสามัญผู้ถือหุ้น
ประจำปี 2567)

(Details of the Independent Director of the Company are specified in **Enclosure 8** of the
Invitation to 2024 Annual General Meeting of Shareholders)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะ ไม่สามารถเข้าประชุมได้ ให้กรรมการที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่สามารถเข้าประชุม



In this regard, in the case where the Independent Director who is appointed as the proxy is unable to attend the meeting, the other members of the Board of Directors shall be appointed as a proxy instead of the member of the Independent Directors who is unable to attend the meeting

เป็นผู้แทนของข้าพเจ้า (“ผู้รับมอบฉันทะ”) เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันที่ 11 เมษายน 2567 เวลา 10:00 น. ณ ห้องประชุมสุรศักดิ์ 1 ชั้น 11 โรงแรมอีสติน แกรนด์ สาทร ตั้งอยู่ เลขที่ 33-33/1 ถนนสาทรใต้ แขวงยานนาวา เขตสาทร กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As my/our proxy (the “Proxy”) to attend and vote on my/our behalf at 2024 Annual General Meeting of Shareholders on 11 April 2024 at 10:00 at Surasak1 Meeting Room, 11th Floor, Eastin Grand Sathorn Hotel, located at No. 33-33/1 South Sathorn Road, Yannawa Sub-district, Sathorn District, Bangkok 10120 or such other date, time and place as the meeting may be held.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We grant my/our Proxy to attend this Meeting and cast votes as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

Grant all of my/our Proxy in accordance with the amount of shares with voting right I/we hold

มอบฉันทะบางส่วน คือ

Grant certain of my/our Proxy as follows:

หุ้นสามัญ _____ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ _____ เสียง
ordinary share shares and have the rights to vote equal to votes

หุ้นบุริมสิทธิ _____ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ _____ เสียง
preference share shares and have the rights to vote equal to votes

รวมสิทธิออกเสียงลงคะแนนทั้งหมด _____ เสียง

Total voting right Votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้

In this Meeting, I/we grant my/our Proxy to consider and vote on my/our behalf as follows:

วาระที่ 1 รับทราบผลการดำเนินงานของบริษัทฯ ประจำปี 2566

Agenda item no. 1 To acknowledge the results of operations of the Company for 2023

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 2 พิจารณานุมัติงบการเงินรวมและงบการเงินเฉพาะกิจการ สำหรับปี 2566 สิ้นสุดวันที่ 31 ธันวาคม 2566 ซึ่งผ่านการตรวจสอบจากผู้สอบบัญชี พร้อมรับทราบรายงานผู้สอบบัญชี

Agenda item no. 2 To consider and approve the Company's audited financial statements for the fiscal year ended 31 December 2023 with the auditor's report

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 3 พิจารณานุมัติการจ่ายกำไรสุทธิและการจ่ายเงินปันผล

Agenda item no. 3 To consider and approve the payment of dividend

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 4 พิจารณานุมัติเลือกตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ
Agenda item no. 4 To consider and approve the election of directors to succeed those who will be retiring by rotation

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- ก. เลือกตั้งกรรมการทั้งหมด
- A. Elected all nominated directors
 เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
 Approve Votes Disapprove Votes Abstain Votes
- ข. เลือกตั้งกรรมการเป็นรายบุคคล
- B. Elected the nominated director as follows:
1. ชื่อกรรมการ นายมีชัย วีระไวทยะ
 Director's name: Mr. Mechai Viravaidya
 เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
 Approve Votes Disapprove Votes Abstain Votes
2. ชื่อกรรมการ นายสุรพล ดารารัตน์โรจน์
 Director's name: Mr.Surapol Dararattanaroj
 เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
 Approve Votes Disapprove Votes Abstain Votes
3. ชื่อกรรมการ นางสาวเบญจรัตน์ ดารารัตน์โรจน์
 Director's name: Ms. Benjarat Dararattanaroj
 เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
 Approve Votes Disapprove Votes Abstain Votes

วาระที่ 5 พิจารณาและอนุมัติค่าตอบแทนกรรมการและกรรมการชุดย่อยของบริษัทฯ ประจำปี 2567 และโบนัสกรรมการ
Agenda item no. 5 To consider and approve the remunerations for directors, members of sub-committees, and directors' bonus

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
 Approve Votes Disapprove Votes Abstain Votes

วาระที่ 6 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและการกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2567
Agenda item no. 6 To consider and approve the appointment of auditors and the fix the audit fee for the year 2023

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
 Approve Votes Disapprove Votes Abstain Votes

วาระที่ 7 พิจารณาเรื่องอื่น ๆ (ถ้ามี)
Agenda item no. 7 To consider other matters (if any)

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
 Approve Votes Disapprove Votes Abstain Votes

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
If the Proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.



- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the Proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the Proxy in this meeting, except in the event that the Proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signedผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ Signedผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ/Remarks

- หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
This Proxy form C. is only used for the shareholder who is specified in the register as a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper.
- หลักฐานที่ต้องแนบพร้อมทั้งหนังสือมอบฉันทะ คือ
The documents needed to be attached to this Proxy form are:
 - หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Power of attorney from the shareholder empowering the custodian to sign this Proxy form on his/her behalf
 - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
Document confirming that the person who signed the Proxy form is permitted to operate the custodian business
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the Proxy shall appoint only one Proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ
In case where the statement exceeds those specified above, additional details may be specified in the Attachment to Proxy Form C. provided.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Attachment to Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ไทยนิปปอนรับเบอร์อินดัสตรี จำกัด (มหาชน)

A Proxy is granted by a shareholder of Thai Nippon Rubber Industry Public Company Limited.

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันที่ 11 เมษายน 2567 เวลา 10:00 น. ณ ห้องประชุมสุรศักดิ์ 1 ชั้น 11 โรงแรมอีสติน แกรนด์ สาทร ตั้งอยู่เลขที่ 33-33/1 ถนนสาทรใต้ แขวงยานนาวา เขตสาทร กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As my/our proxy (the "Proxy") to attend and vote on my/our behalf at 2024 Annual General Meeting of Shareholders on 11 April 2024 at 10:00 at Surasak 1 Meeting Room, 11th Floor, Eastin Grand Sathorn Hotel, located at No. 33-33/1 South Sathorn Road, Yannawa Sub-district, Sathorn District, Bangkok. 10120 or such other date, time and place as the meeting may be held.

วาระที่ _____ เรื่อง _____

Agenda item no. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes

วาระที่ _____ เรื่อง _____

Agenda item no. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes

วาระที่ _____ เรื่อง _____

Agenda item no. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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The Proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes

วาระที่ _____ เรื่อง _____

Agenda item no. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes

Profiles of the Independent Directors for the Appointment as Proxy by Shareholders

Mr. Nopparat Panthongwiriyaikul, MD.

- Independent Director
- Chairman of Nomination and Remuneration Committee
- Member of Audit Committee

Age: 59 years
Address: 2100/47, Chan Road, Chong Nonsi Sub-district, Yan Nawa District, Bangkok, 10120
Conflict of interest with the meeting agenda: None
Date of Appointment as Director 16 May 2019



Education

Diploma, Specialist in Cardiovascular Medicine, Chulalongkorn Hospital
 Master of Science Department of Internal Medicine, Chulalongkorn University
 Bachelor of Medicine, Khon Kaen University

Director's Training by Thai Institute of Directors Association (Thai IOD)

- Director Certification Program (DCP), Class 283/2019
- Director Accreditation Program (DAP), Class 78/2009
- In-house Ethical Leadership Program (In-house ELP), Class 3/2017

Work Experience

2019-Present **Thai Nippon Rubber Industry Public Company Limited ("TNR")**
 Independent Director / Chairman of Nomination and Remuneration Director /
 Member of Audit Committee

Positions in other listed companies

- None -

Positions in other non-listed companies

2023 – Present **BNH Hospital**
 Director of BNH Hospital
 2013 - 2023 Deputy Director of BNH Hospital

Meeting Attendance Record of 2023

- | | |
|-----------------------------------------------------------------|-------------|
| • 2023 Annual General Meeting of Shareholders | 1/1 time(s) |
| • Board of Directors Meeting | 5/5 time(s) |
| • Audit Committee Meeting | 5/5 time(s) |
| • Audit Committee Meeting with Auditors without Management Team | 1/1 time(s) |
| • Nomination and Remuneration Committee Meeting | 2/2 time(s) |

Record of legal dispute in the past 10 years

- None -

This Independent Director does not hold any position as director or management in other businesses, which might have a conflict of interest with the Company.

Definition of the Independent Director

The Board of directors of Thai Nippon Industry Public Company Limited (the “**Company**”), has determined the Definition of Independent Directors of the Company, in accordance with the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand as follows:

1. Holding not more than 1 percent of all shares entitled to vote of the Company, the parent company, subsidiary, joint/associated company, juristic person major shareholder or person who has controlling power in the Company. This is inclusive the shares held by the connected person.
2. Not being or used to be a director who participate the management, employees, staff, consultant which receive monthly salary or person who has controlling power in, of the Company, parent company, subsidiary, joint/associated company, subsidiary in equal level, major shareholder or person who has controlling power in the Company, except he/she has been released from such characteristics for not less than 2 years.
3. Not have or used to have blood relationship or legal registration relationship as father, mother, spouse, sibling, and child/children including spouse of child/children of other director, executive, major shareholder, person who has controlling power or person who will be nominated as director, executive or person who has controlling power in, of the Company or the subsidiaries.
4. Not have or used to have business relationship with the Company, the parent company, subsidiary, joint/associated company, major shareholder or person who has controlling power in, of the Company in the manner that may obstruct the exercise of independent discretion, including not being or used to be a significant shareholder or person who has controlling power in the person who has business relationship with the Company, the parent company, subsidiary, a joint/associated company, major shareholder or person who has controlling power in the Company, except he/ she has been released from such characteristics for not less than 2 years.

Such business relationship in the first paragraph is inclusive the trading transaction in normal practice to operate the business, a lease or rental of property, a transaction related to assets or services, a provision or an acceptance of financial assistance by lending money, provide guarantee, provide asset as collateral of debt, including other similar actions which result in the Company or counter party of the contract have to repay the debt to another party from the amount of 3 percent of net tangible assets (NTA) of the Company or from 20 Million Baht, whichever is lower. The consideration of such debt is inclusive of the debt(s) arising within 1 year prior to the day of business relationship occurred with the same person.

5. Not being or used to be an auditor of the Company, parent company, subsidiary, joint/associated company, major shareholder or person who has controlling power in the Company, and not being significant shareholder who has controlling power or a partner of, the audit office which the auditor of the Company, parent company, subsidiary, joint/associated company, major shareholder or person who has controlling power in the Company, is belong to, except he/she has been released from such characteristics for not less than 2 years.
6. Not being or used to be a person who rendering any professional service including the legal advisor service or financial consultant service who has received the service fee of more than 2 Million Baht per year from the Company, the parent company, subsidiary, joint/associated company, major shareholder or person who has controlling power in, of the Company, and not being a significant shareholder or person who has controlling power in or a partner of, such professional service provider, except he/she has been released from such characteristics for not less than 2 years.
7. Not being a director who is appointed as a nominee of a Director, major shareholder or a shareholder who is connected with the major Shareholder, of the Company.
8. Not engage in a business of the same nature and is significantly competitive to the Company’s business, or subsidiary, or not being a significant partner in a partnership or a director who participate the management, employees, staff, consultant who receive monthly salary, or who holds more than 1 percent of all shares entitled to vote of another company, which is engaged in a business of the same nature and is significantly competitive to the business of the Company or subsidiaries.
9. Not have any other characteristic which prevents him or her to grant independent opinion to the operation of the Company.

Following being appointed as Independent Director, the Independent Director may be assigned by the Board of Directors to make decisions for the operation of the Company, parent company, subsidiary, joint / associated company, subsidiary in equal level, major shareholder, person who has controlling power in, of the Company in form of collective decision.

Enclosure 8

**Privacy Notice pursuant to Personal Data Protection Act, B.E. 2562 (2019)
For the 2024 Annual General Meeting of Shareholders
Thai Nippon Rubber Industry Public Company Limited**

Purposes and necessity for Personal Data collection

In order to comply with laws, in particular, Public Limited Company law and Securities Exchange law, the Company is obliged to prepare shareholder register and has to collect, use, disclose and process Personal Data of shareholders and/or proxies for Annual General Meeting of Shareholders and Extraordinary General Meeting of Shareholders (if any) (collectively, the “**Shareholders’ Meeting**”), delivering relevant documents, vote counting process, and other actions relating to such Shareholders’ Meeting.

Personal Data to be collected and retention period

The Company shall receive Personal Data, i.e. name, surname, nationality, identification number (or passport number, or any other identification document number), date/month/year of birth, age, address, number of shares and type of shares held, securities holder’s number, telephone number and email provided by shareholder and/or proxies, or by Thailand Securities Depository Co., Ltd. (TSD) as the securities registrar. The Company shall retain such information for the necessary period as required by law and for the above purposes.

It is necessary for the Company to disclose some information of the above Personal Data to Data Processor for the benefits of shareholder’s registration, voting verification, processing, and reporting; Department of Business Development, Ministry of Commerce and Stock Exchange of Thailand for submitting Minutes of the Shareholders’ meeting and list of shareholders as required by law; and the disclosure of Minutes of the Shareholders’ Meeting on the Company’s website.

Identification documents, such as copy of national identification card or passport or any other identification documents, may contain Sensitive Data, e.g. blood type, or religion. Shareholders and proxies are requested to conceal such Sensitive Data before submitting to the Company. If such information submitted to the Company is not concealed, the Company shall conceal those Sensitive Data in order to protect your data and it shall be deemed that the Company has not collected any submitted Sensitive Data.

Rights of the data subjects

Data subjects have rights in accordance with the Personal Data Protection Act, B.E. 2562 (2019), for instance, giving consent, withdrawing consent, accessing or obtaining or amending their Personal Data, objecting the collection or use or disclose of the Personal Data, requesting to delete or to destroy or suspend the use of Personal Data, etc. subject to regulations and procedures as required by law.

In this regard, the Company shall collect, use, or disclose Personal Data to the extent of necessity for legitimate interests and in compliance with laws by taking into account of the rights to the privacy and personal data protection.

Contact Information

ir@tnrcondom.com or Company Secretary Department,
Thai Nippon Rubber Industry Public Company Limited,
No. 1, Charoenrat Road, Thung Wat Don Sub-district, Sathon District, Bangkok 10120
Tel 02-210-8888 Ext. 5123

**Map of 2024 Annual General Meeting of Shareholders
On 11 April 2024 at 10:00 (Registration starts at 09:00)
At Surasak 1 Room, 11th Floor, Eastin Grand Hotel Sathorn Bangkok,
No. 33-33/1, South Sathorn Road, Yannawa Sub-district,
Sathorn District, Bangkok, 10210**

