



**NOTICE CALLING FOR THE FORTY-EIGHTH (48TH)
ANNUAL ORDINARY GENERAL MEETING
OF THE SHAREHOLDERS**

GOODYEAR (THAILAND) PUBLIC COMPANY LIMITED

Tuesday 26 April 2016, 10.00 AM

At Renaissance Bangkok Ratchaprasong Hotel

(Registration on 8.30 AM onwards)

Date: 25 March 2016

Subject: Notice Calling for the Forty-Eighth (48th) Annual Ordinary General Meeting of Shareholders

To: All shareholders of Goodyear (Thailand) Public Company Limited

Enclosures:

1. A copy of the Minutes of the Forty-Seventh (47th) Annual Ordinary General Meeting of Shareholders held on 28 April 2015
2. CD of the 2015 Annual Report of the Board of Directors and the Financial Statements for the year ended 31 December 2016
3. Profile of directors proposed to consider and approve for re-election in replacement of directors retired by rotation
4. Definition of Independent Directors
5. Name List and Profiles of Independent Directors proposed to serve as proxies for the meeting
6. Proxy Form B
7. Conditions and Procedures for Registration and Proxy Appointment to attend the meeting and documents to be declared on the meeting date
8. Rules and Regulations of Goodyear (Thailand) Public Company Limited with respect to the Ordinary General Meeting of Shareholders
9. Map of place for the Forty-Eighth (48th) Annual Ordinary General Meeting of Shareholders
10. The 2015 Annual Report Requisition Form in Hard Copy

The Board of Directors of Goodyear (Thailand) Public Company Limited ("Company") passed a resolution to convene the Forty-Eighth (48th) Annual Ordinary General Meeting of Shareholders ("Meeting") of the Company on Tuesday, 26 April 2016 at 10.00 a.m. Renaissance Bangkok Ratchaprasong Hotel, No. 518/8 Ploenchit Road · Bangkok, 10330 Thailand, to transact the following agenda:

Agenda 1: To consider and approve the Minutes of the Forty-seventh (No. 47th) Annual Ordinary General Meeting of Shareholders held on April 28, 2015

Supporting information: A copy of the Minutes of the Forty-Seventh (47th) Annual Ordinary General Meeting of Shareholders held on 28 April 2015, Enclosure No. 1

The Forty-Seventh (47th) Annual Ordinary General Meeting of Shareholders of the Company was held on April 28, 2015. The copy of the Minutes of such Meeting was submitted to the Stock Exchange of Thailand within 14 days and submitted with the Ministry of Commerce, as required by laws.

Board's Recommendation: The Minutes of the Forty-seventh (47th) Annual Ordinary General Meeting of Shareholders should be approved as proposed that the Company's Board considers to be correctly recorded.

Agenda 2: To acknowledge the 2015 Annual Report of the Board of Directors on activities of the Company

Supporting information: The 2015 Annual Report of the Board of Directors

The Meeting will be asked to acknowledge the 2015 Annual Report of the Board of Directors on activities of the Company

Board's Recommendation: The Shareholders should acknowledge this matter.

Agenda 3: To consider and approve the Audited Financial Statements for the year ended December 31, 2015, with report of the Auditor thereon.

Supporting information: The Financial Statements for the year ended 31 December 2015, Enclosure No. 2

The Meeting will be asked to consider and approve the Company's Financial Statements for the year ended December 31, 2015 which completely audited by the Auditor. It can be summarized as follows:

Item	Amount
Total Assets	5,160 million Baht
Total Liabilities	1,255 million Baht
Total Revenue	3,971 million Baht
Net Profit	385 million Baht
Net Profit per share	52.09 Baht

Board's Recommendation: The Meeting should approve the Company's Audited Financial Statements for the year ended December 31, 2015 with the Auditor's report thereon.

Agenda 4: To consider and approve the declaration of dividend payment

The Company has a net profit and retained earnings from the business operations sufficient for a dividend payment declaration. The Company therefore would like to propose to the Meeting to consider and approve the Company's declaration of dividend payment from the Net Profit of the Company.

Board's Recommendation: The Board proposes to the Annual General Meeting of Shareholders to approve a dividend declaration for the year ended of 31 December 2015, in the amount of 20 Baht per share in the total amount of 148 million Baht. The Board has identified the Shareholders who are entitled for the dividend as of May 9, 2016 (Record Date) and May 10, 2016 shall be the book closing date on which the shareholder list as specified in section 225 of the Securities and Exchange Act shall be complied. The payment of the dividend shall be made by May 25, 2016.

Agenda 5: To consider and approve re-election of Directors in replacement of those who retired by rotation, at one-third of the directors, total being two Directors and the new appointment of the Independent Director and the Audit Committee member

The retirement directors shall be:

1. Dr.Dhiraphorn Srifuengfung: The Chairman of the Board
2. Mr. Finbarr O'Connor: Executive Director

The nomination of the New Independent Director and the Audit Committee member

Miss Chanapun Juangroongruangkit

Supporting document: Profile of directors proposed to consider and approve for re-election in replacement of directors retired by rotation, Enclosure No. 3

Mr.Kenneth Lee White, the Independent Director, Audit Committee Member and the Chairman of the Nomination and Corporate Governance Committee had pass away on 29 November 2015 and he is the one of the Directors shall be re-elected to replace the one who retired by rotation and the other two are not the Independent Director.

Board's Recommendation: According to the Company's Articles of Association, at every Annual Ordinary General Meeting of Shareholders, one-third of the Directors must retire by rotation. In this year, three out of nine Directors retired and they could be re-elected. Due to Mr.Kenneth White had pass away, there are two directors retired and be re-elected. The Board considered and approved to propose the appointment of the new Independent Director and the Audit Committee member in replace of Mr.Kenneth Lee White.The selection of the Directors in this year was made by the Nomination and

Corporate Governance Committee which is based on qualifications, experiences, and expertise as well as their performance in the past. The Board of Directors duly considered to propose the Meeting to re-elect the Directors who retired in this year as the Directors for another term and elect the new Independent Director and the Audit Committee member in replace of Mr.Kenneth Lee White.

Agenda 6: To consider and approve the Directors' remuneration

The Meeting is required to consider the 2016 remuneration of the Company's Directors. The Board of Directors reviewed the Directors' remunerations by considering from the suitability of business activity, size and linkage with the Company's operation result being in line with the same market and industrial norm, as well as duties and responsibilities of the Board of Directors. However, only resident Directors who do not receive the salary from the Company are eligible to receive such Directors' remuneration. It therefore proposed to fix the remuneration for the Directors for the year 2016 as follows (by comparison with the year 2015):

Position	Year 2016	Year 2015
1. Chairman of the Board	500,000 Baht per year	500,000 Baht per year
2. Member of the Board	350,000 Baht per year (per person)	350,000 Baht per year (per person)

Board's Recommendation: The Board proposes to the Shareholders to authorize paying remuneration for the Directors of the Company in 2016 as proposed. Only resident Directors who do not receive the salary from the Company are eligible to receive such Directors' fee. Determination of remuneration for the Directors of the Company was not made through the consideration of the Remuneration Committee because at present the Remuneration Committee has not been established. However, such determination of remuneration for the Directors have been carefully considered by the Nomination and Corporate Governance Committee and the Board of Directors by comparing to the same industry and taking into account the business expansion and profit growth of the Company.

Agenda 7: To consider and approve the Audit Committee's remunerations

The Meeting is required to consider the 2016 remuneration for the Audit Committee of the Company. The Board of Directors determined the Audit Committee's remuneration by considering from the suitability of business activity, size and linkage with the Company's operation result being in line with the same market and industrial norm, as well as duties and responsibilities of the Audit Committee. It proposed to fix the remuneration for the Audit Committee for the year 2016 as follows (by comparison with the year 2015):

Position	Year 2016	Year 2015
1. Chairman of the Audit Committee	350,000 Baht per year	350,000 Baht per year
2 Member of the Audit Committee	300,000 Baht per year (per person)	300,000 Baht per year (per person)

Board's Recommendation: The Board proposes to the Shareholders to authorize paying remuneration for the Audit Committee of the Company in 2016 as proposed. Determination of remuneration for the Audit Committee of the Company was not made through the consideration of the Remuneration Committee because at present the Remuneration Committee has not been established. However, such determination of remuneration for the Audit Committee have been carefully considered by the Nomination and Corporate Governance Committee and the Board of Directors by comparing to the same industry and taking into account the business expansion and profit growth of the Company.

Agenda 8: To consider and approve the Nomination and Corporate Governance Committee's Remuneration

The Meeting is required to consider the 2016 remuneration for the Nomination and Corporate Governance Committee of the Company. The Board of Directors determined the Nomination and Corporate Governance Committee's remuneration by considering from the suitability of business, size and linkage with the Company's operation result being in line with the same market and industrial norm, as well as duties and responsibilities of the Nomination and Corporate Governance Committee. It

proposed to fix the remuneration for the Nomination and Corporate Governance Committee for the year 2016 as follows (by comparison with the year 2015):

Position	Year 2016	Year 2015
1. Chairman of the Nomination and Corporate Governance Committee	100,000 Baht per year	100,000 Baht per year
2 Member of the Nomination and Corporate Governance Committee	75,000 Baht per year (per person)	75,000 Baht per year (per person)

Board's Recommendation: The Board proposes to the Shareholders to authorize to pay remuneration for the Nomination and Corporate Governance Committee of the Company in 2016 as proposed. Determination of remuneration for the Nomination and Corporate Governance Committee of the Company was not made through the consideration of the Remuneration Committee because at present the Remuneration Committee has not been established. However, such determination of remuneration for the Nomination and Corporate Governance Committee have been carefully considered by the Nomination and Corporate Governance Committee and the Board of Directors by comparing to the same industry and taking into account the business expansion and profit growth of the Company.

Agenda 9: To consider and approve the appointment of the auditors for the year ended 31 December 2016 and determination of the audit fee

The Audit Committee has considered appointing 3 auditor(s) by taking into account their performance, independence and audit fee and proposed to the Company's Board of Directors for approval of appointment of auditors from PricewaterhouseCoopers ABAS Limited as its independent auditor for 2016, provided that any one of the following auditors can act as the auditor and express his opinion to the Company's financial statements.

1. Miss Sukhumaporn Wong-ariyaporn, Certified Public Accountant No. 4843 (Thailand) (had been a person affixing her signature on the Company's Financial Statement for 2013 – 2015), PricewaterhouseCoopers ABAS Ltd.
2. Mr. Prasit Yuengsrikul, Certified Public Accountant No. 4174 (Thailand) (had been a person affixing his signature on the Company's Financial Statement for 2009 – 2011), PricewaterhouseCoopers ABAS Ltd.
3. Mr. Chaisiri Ruangritchai, Certified Public Accountant No. 4526 (Thailand) (had been a person affixing his signature on the Company's Financial Statement for 2012), PricewaterhouseCoopers ABAS Ltd.

The proposed auditors have no relationship and conflict of interest with the Company/its subsidiaries/the management/the major shareholders or persons related to said parties. They are independent to audit and express opinion to the Company's financial statements. Moreover, they have always performed well as an auditor. It is proposed to approve the auditor's fee for 2016 in the total amount of 1,700,000 Baht. (One Million and Seven hundred thousand Baht)

Auditor's fee	2016 (Baht)	2015 (Baht)
Audit fee	1,700,000	2,018,246
Other service fees	None	None

Board's Recommendation: The Audit Committee has considered appointing 3 auditors by taking into account their performance, independence, and audit fee and proposed to the Company's Board of Directors for approval of appointment of PricewaterhouseCoopers ABAS Limited ("PWC") as its independent auditor for 2016, provided that any one of the auditors nominated by PWC can act as the auditor and express his/her opinion to the Company's financial statements.

The proposed auditors have no relationship and conflict of interest with the Company/its subsidiaries/the management/the major shareholders or persons related to said parties. They are independent to audit and express opinion to the Company's financial statements. Moreover, they have always performed

well as an auditor. It is proposed to approve the auditor's fee for 2016 in the total amount of Baht 1,700,000 Baht. (One Million and Seven hundred thousand Baht)

Agenda 10: To consider such other appropriate business as may be brought to the attention of the meeting

Board's Recommendation: The Shareholders should not consider any other matters proposed at the meeting. This is to comply with the Principles of Corporate Governance for Listed Companies 2012 and the Annual General Shareholding Meeting Assessment Project that the meeting should consider only the issues which shareholders have been informed of in advance for fairness to all shareholders.

All shareholders are invited to attend the Annual Ordinary General Meeting of Shareholders on the specified date, at such time and place as specified herein. The Company has determined the shareholders who have right to attend and vote in the Forty-Eighth (48th) Annual Ordinary General Meeting of Shareholders will be on 11 March 2016 (the "Record Date") and has closed the share registration book on 14 March 2016 for gathering shareholders' names under the Section 225 of the Securities and Exchange Act B.E. 2535.

For the shareholders wishing to appoint a proxy to attend and vote on his behalf, please complete and sign the Proxy Form and submit together with the required documents, details as shown in Enclosure No. 6 and 7. The Company's Director assigned the Company's registrants to be the person who in charge of receiving the Proxy Form and required documents in lieu of the Company's Director before attending the Meeting. A shareholder may appoint the Company's independent director, whose names and profiles stated in the Enclosures No. 5, as your proxy to attend and vote at the Meeting on your behalf. It is required that all shareholders and proxy holders bring all documents and evidences, stated in Enclosures No. 6 and 7, for the Meeting's registration.

To protect your rights and for your highest benefits, if you would like the Company to clarify the matters stated in the agenda or other information of the Company, please forward your questions in advance to Company Secretary by email: gyth_cosc@goodyear.com or facsimile No. 0-2902-2510.

Should you require the 2015 Annual Report in hard copy, please complete the requisition form as Enclosure No. 10 and deliver to Company Secretary by post at Goodyear (Thailand) Public Company Limited, 50/9 Moo 3, Phaholyothin Road KM. 36, Khlong Nueng Sub-District, Khlong Luang District, Pathumthani Province 12120, or by email: gyth_cosc@goodyear.com or facsimile no. 0-2902-2510. Company will send the hard copy as per your requisition.

The Notice is given on 25 March 2016 in Pathumthani Province, Thailand.

By the order of the Board,



Mr. Finbarr O' Connor
Managing Director

**Goodyear (Thailand) Public Company Limited
("Company")**

Minutes of the Annual Ordinary General Meeting of Shareholders No. 47 ("**Meeting**")

Tuesday, 28 April 2015, at 10.00 a.m.

Renaissance Bangkok Ratchaprasong Hotel,
No. 518/8 Ploenchit Road, Bangkok, 10330 Thailand

DIRECTORS PRESENT:

- | | |
|-------------------------------|--|
| 1. Dr. Dhiraporn Srifuengfung | Chairman & member of the Nomination and Corporate Governance Committee |
| 2. Mr. Finbarr O' Connor | Executive Director (Managing Director) |
| 3. Mr. Brendan Fox | Executive Director (Finance Director) |
| 4. Mr. Phiphat Vorapipat | Executive Director & Member of the Nomination and Corporate Governance Committee |
| 5. Mr. Quek Khai Whatt | Director |
| 6. Mr. Gino Garzarella | Director |
| 7. Mr. Athaporn Khaimarn | Independent Director & Chairman of Audit Committee |
| 8. Mr. Kenneth Lee White | Independent Director & member of the Audit Committee and the Chairman of the Nomination and Corporate Governance Committee |
| 9. Mr. Yeap Swee Chuan | Independent Director & member of the Audit Committee and member of the Nomination and Corporate Governance Committee |

Company Secretary and Legal Counsel

Ms. Napat Tanyakulsajja

Auditor - PricewaterhouseCoopers ABAS Limited

- | | |
|-----------------------------------|----------------|
| 1. Ms. Sukhumaporn Wong-ariyaporn | Audit Partner |
| 2. Ms. Amporn Sombutareepanich | Senior Manager |

External Lawyer to be a witness for vote counting – Mazars (Thailand) Limited

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|---------------------------------|
| 1. Ms. Natcharee Lerdkijyanurak |
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MEETING CONVENED

The Meeting convened at 10:00 a.m.

Dr. Dhiraphorn Srifuengfung acted the Chairman of the Meeting ("Chairman"). The Chairman stated to the Meeting that there were 64 shareholders and a proxy holders in attendance, representing 6,109,850 (Six million one hundred and nine thousand eight hundred and fifty) shares, equaling 82.57% of the total issued shares of the Company of 7,400,000 (Seven million four hundred thousand) shares, thus constituting a quorum in accordance with the Articles of Association of the Company.

Prior to the Meeting, the Chairman welcomed the shareholders and the proxy and informed the meeting that the Company would like to apologize for typing errors from Tuesday 28 April 2015 to Monday 28 April 2015 in the notice calling of the meeting. However, Company already revised this error and send the revised page to Thailand Securities Deposit (“TSD”) for their distribution to all shareholders a week before the meeting.

Then, the Chairman requested the shareholders and the proxy to study the rules and regulations governing the Annual Ordinary General Meeting of Shareholders delivered to the shareholders along with the invitation, details as specified in Enclosure no. 8. The Chairman informed the Meeting that the Company would give the opportunities to the shareholders and proxy to question about the agenda; the procedure to question was that the shareholders or proxy raised hand up and informed his name and holding share amount before raising the question. The Chairman, the Board of Director or the Managing Director would respond your questions thereon. In this Meeting, the shareholders and proxy could vote by using the voting card provided during registration. Every shareholder shall have one vote per share.

Agenda 1: To consider and approve the Minutes of the Forty-sixth (46th) Annual Ordinary General Meeting of Shareholders held on April 28, 2014

The Chairman presented to the Meeting of the minutes of the 46th Annual Ordinary General Meeting of Shareholders held on April 28, 2014 which was submitted to the Stock Exchange of Thailand within 14 days and the Ministry of Commerce as prescribed by the law as well as posted on the Company website. The details are shown in the Enclosure no. 1.

There are no follow-up questions regarding the first agenda item, the Chairman proposed to the Meeting to approve this agenda as the Company’s Board of Directors recommended that it was correctly recorded.

Resolution: THAT, the minutes of the 46th Annual Ordinary General Meeting of Shareholders be approved with the following votes:

Vote for	6,108,850	votes, equal to	99.98 %
Vote against	-	votes, equal to	- %
Abstention	1,000	votes, equal to	0.02 %

of total shareholders and a proxy holders in attendance

Agenda 2: To acknowledge the Annual Report of the Board of Directors on activities of the Company

Company Secretary welcomed Mr. Finbarr O’ Connor, Managing Director, made his verbal statement regarding Company’s business activities and 2015 way forwarding to the Meeting.

After the statement, the Chairman opened for the shareholders to question regarding the presentation.

Mr. Wichai Jirachoenkikul, the Company’s shareholder, holding 200 shares, first questioned that how was the Company’s plan to develop a new technology and products in order to serve a new innovation car such as electric vehicle?

Mr. Finbarr O’Connor, Managing Director thank you for the question and responded that Company launched the new product “Assurance Duraplus” to the market in early this year. Assurance Duraplus is an innovation product which has a Kevlar inside to make more resistance of the tire. The other thing would support the capacity and quality of the products is our Quad Extruder machine to use for high quality tire production. This will result to demand of our tires in the market both domestic and export.

Mr. Anuwat Shinpiriya, the Company's shareholder, holding 400 shares, questioned that what is the Company's business policy in the future? This was due to Company's sales in 2014 had revenue from export more than domestic sales.

Mr. Finbarr O'Connor thank you for the question and responded that in this meeting would consider the 2014 Financial results Company therefore was not able to disclose the new investment plan in the meeting. But we could say that Company already structured the business plan covering to export, domestic sale and aviation.

There was no follow-up questions regarding the agenda item and this agenda was to acknowledge only. The Chairman then started the next agenda item.

Agenda 3: To consider and approve the Audited Financial Statements for the year ended December 31, 2014, with report of the Auditor thereon

The Chairman then reported the operation in figure as follows:

Item	Amount
Total Assets	4,703 million Baht
Total Liabilities	1,025 million Baht
Total Revenue	3,796 million Baht
Net Profit	237 million Baht
Net Profit per share	32.05Baht

Board's Recommendation: The Meeting should approve the Company's Audited Financial Statements for the year ended December 31, 2014 with the Auditor's report thereon.

Then the Chairman opened for questioning from the Meeting regarding this Agenda.

Mr. Amnuay Sirichansawang, the Company's shareholder, holding 1,000 shares questioned that he found from the Financial Statement stated that the major raw material of Company's tires is natural rubber. From last year, the price of natural rubber continually decreased which Company should make more profit from this factor. However, the net profit just increased only 10%. Therefore he would like to know why the Company could not generate more profit from this advantage. Did the Company has a good procurement of this raw material and did the Company buy by the competitive purchase price? He also would like Company to disclose in Company's report for comparing the price between current year and previous year.

Mr. Finbarr O'Connor, Managing Director responded that this question would be replied by Mr. Brendan Fox, Finance Director Thailand. However, he also had opinion regarding this question that the benefit from decrease of raw material price, the company was not only the one who obtained this benefit but other competitors also gained this benefit. In the high competitive market, this factor affected to lower the selling price from competitors as well as marketing promotion where Goodyear also need to adapt itself to do the business in such circumstance.

Mr. Amnuay Sirichansawang then stated that generally when the cost down, the profit should go up from the gap between cost and selling price.

Mr. Finbarr O'Connor responded that the Company need to adjust selling price in order to compete with other competitors in domestic market. However, he would like to have Mr. Brendan Fox's opinion regarding this question.

Mr. Brendan Fox, Finance Director Thailand responded that the Company already informed the Meeting in the last AGM of this question which it was not changed since the last AGM.

Mr. Amnuay Sirichansawang then questioned that did it cost plus method?

Mr. Brendan Fox responded that it's cost plus.

Mr. Amnuay Sirichansawang then questioned that in terms of Goodyear's products were most wanted in the market or the new innovation of products technology but the Company still could not make more profit. Did it because Cost Plus?

Mr. Brendan Fox responded that the Company already informed the Meeting in the last AGM. This pricing method generally applied in Goodyear globally.

The Chairman responded that in case of the products had new innovation, this innovation did not create within Goodyear Thailand but it derived from Goodyear USA. The cost plus pricing would stabilize Company's profit.

Mr. Amnuay Sirichansawang then questioned that did it mean the Company have to pay for royalty or management fee?

The Chairman responded that he didn't have information in this area. However, from his knowledge, this pricing method used in the Company due to the new innovation came from Goodyear USA

Mr. Amnuay Sirichansawang then questioned that did the Company has a good procurement of raw material and did the Company buy by the competitive purchase price?

Mr. Finbarr O'Connor responded that the meeting today did not have procurement officer attended but he could inform that sourcing material of Goodyear did not involve only Thailand but also do sourcing for Goodyear in Asia Pacific. This was due to obtain the best price of raw materials. This Global Sourcing was in Singapore.

Mr. Amnuay Sirichansawang then questioned that was the Global Sourcing locate in Singapore? Did Goodyear USA own shares in this Company?

Mr. Quek Khai Whatt, Finance Director and Treasury Singapore responded that Global Sourcing in Singapore responded only to source natural rubber for Goodyear not every kind of sourcing. The Goodyear Tire&Rubber owned 100% of shares and only sourcing for Goodyear.

Mr. Amnuay Sirichansawang further comment that this kind of sourcing was under the Related Party Transaction. He therefore would like the auditor please monitor for this part. He further said that he aimed to secure Goodyear benefit rather than anything else.

The Chairman thank you to him.

Mr. Amnuay Sirichansawang last questioned that he would like to see more yield for cash or cash equivalent of Company. As he found in the 2014 Financial Statement, Company had cash or cash equivalent around 1,000 million Baht and had yield at 0.4% which was very low. He would like Finance Director to manage this cash to have more yield at around 2% for all shareholders' benefit.

Mr. Brendan Fox, Finance Director Thailand responded that the Company already informed the Meeting in the last AGM of this question.

Mr. Quek Khai Whatt, Finance Director and Treasury Singapore further responded that Goodyear had the cash management policy which focused and balanced between yield and financial security of the Company to maintain Company's liquidity. In financial crisis, you may find that many companies faced a crisis due to focus on yield rather than financial security. For Goodyear Thailand, we have considered various kinds of investment by focusing on yield as well as financial security as we informed the Meeting in the last AGM.

Mr. Amnuay Sirichansawang commented that the Company should balance between financial management, yield and liquidity. However, at least, the Company should seek more yield from its cash around 1,000 million Baht. In his view, a yield at 0.4% was very low. Company should consider other investment options such as short term financial instrument which had many options nowadays and would not affect the Company's liquidity.

There was no further question from the shareholders, the Chairman therefore requested the Meeting to approve the Financial Statements for the year ended December 31, 2014 including the report of the auditor.

Resolution: THAT, the Financial Statements for the year ended December 31, 2014 be approved with the following votes:

Vote for	6,112,994	votes, equal to	100 %
Vote against	-	votes, equal to	- %
Abstention	-	votes, equal to	- %

of total shareholders and a proxy holders in attendance

Agenda 4: To consider and approve the declaration of dividend payment

The Chairman stated that Company has a net profit and retained earnings from the business operations sufficient for a dividend payment declaration. The Company therefore would like to propose to the Meeting to consider and approve the Company's declaration of dividend payment from the Net Profit of the Company.

Board's Recommendation: The Board proposes to the Annual General Meeting of Shareholders to approve a dividend declaration for the year ended 31 December 2014, in the amount of 20 Baht per share in the total amount of 148 million Baht. The Board has identified the Shareholders who are entitled for the dividend as of May 8, 2015 (Record Date) and May 11, 2015 shall be the book closing date on which the shareholder list as specified in section 225 of the Securities and Exchange Act shall be complied. The payment of the dividend shall be made by May 27, 2015.

There was no further question from the shareholders, the Chairman therefore requested the Meeting to approve this agenda.

Resolution: THAT, the dividend payment for the year ended December 31, 2014 be approved with the following votes:

Vote for	6, 112,994	votes, equal to	100 %
Vote against	-	votes, equal to	- %
Abstention	-	votes, equal to	- %

of total shareholders and a proxy holders in attendance

Agenda 5: To consider and approve re-election of Directors in replacement of those who resigned and retired by rotation, at one-third of the directors, total being three Directors

The Chairman informed the Meeting that three directors who retired by rotation this year were:

3. Mr. Athaporn Khaimarn: Independent Director, Chairman of the Audit Committee

4. Mr. Gino Garzarella: Director
5. Mr. Phiphat Vorapipat: Executive Director (General Manager Aviation-Asia Pacific)

Board's Recommendation: According to the Company's Articles of Association, at every Annual Ordinary General Meeting of Shareholders, one-third of the Directors must retire by rotation. In this year, three out of nine Directors retired and they could be re-elected. The selection of the Directors in this year was made by the Nomination and Corporate Governance Committee which is based on qualifications, experiences, and expertise as well as their performance in the past. The Board of Directors duly considered to propose the Meeting to re-elect the Directors who retired in this year as the Directors for another term.

There was no further question from the shareholders, the Chairman therefore requested the Meeting to approve this agenda.

Resolution: THAT, the election of Mr. Athaporn Khaimarn, Mr. Gino Garzarella and Mr. Phiphat Vorapipat, in replacement of those who retired by rotation be approved with the following votes:

1. Mr. Athaporn Khaimarn

Vote for	6,111,293	votes, equal to	99.97 %
Vote against	1,701	votes, equal to	0.03 %
Abstention	-	votes, equal to	- %

of total shareholders and a proxy holders in attendance

2. Mr. Gino Garzarella

Vote for	6,112,994	votes, equal to	100 %
Vote against	-	votes, equal to	- %
Abstention	-	votes, equal to	- %

of total shareholders and a proxy holders in attendance

3. Mr. Phiphat Vorapipat

Vote for	6,112,994	votes, equal to	99.99 %
Vote against	-	votes, equal to	- %
Abstention	-	votes, equal to	- %

of total shareholders and a proxy holders in attendance

Agenda 6: To consider and approve the Directors' remuneration

The Chairman requested the Meeting to consider the 2015 remuneration for the directors of the Company. The Board of Directors reviewed the Directors' remuneration by considering the business activity, size and linkage with the Company's operations, the result being in line with the same market and industrial norm, as well as duties and responsibilities of the Board of Directors. However, only the resident Directors, who do not receive salaries from the company, will be qualified to receive such Directors' remuneration. It was therefore proposed to fix the remuneration for the Directors for 2015 as follows (in comparison with 2014):

Position	Year 2015	Year 2014
1. Chairman	500,000 Baht per year	450,000 Baht per year
2. Member of the Board	350,000 Baht per year (per person)	300,000 Baht per year (per person)

There was no further question from the shareholders, the Chairman therefore requested the Meeting to approve this agenda.

Resolution: THAT, the Directors' remuneration as proposed by the Board of Directors be approved with the following votes:

Vote for	6,112,994	votes, equal to	100 %
Vote against	-	votes, equal to	- %
Abstention	-	votes, equal to	-%

of total shareholders and a proxy holders in attendance

Agenda 7: To consider and approve the Audit Committee's remuneration

The Chairman requested the Meeting to consider the 2015 remuneration for the audit committee of the Company. The Board of Directors determined the audit committee's remuneration by considering business activity, size and the link to the company's operation results, being in line with the same market and industrial norm, as well as duties and responsibilities of the Audit Committee. It was therefore proposed to fix the remuneration for the Audit Committee for 2015 as follows (by comparison with 2014):

Position	Year 2015	Year 2014
1. Chairman of Audit Committee	350,000 Baht	300,000 Baht
2 Member of Audit Committee	300,000 Baht per year (per person)	250,000 Baht per year (per person)

There was no further question from the shareholders, the Chairman therefore requested the Meeting to approve this agenda.

Resolution: THAT, the Audit Committee's remuneration as proposed by the Board of Directors be approved with the following votes:

Vote for	6, 112,994	votes, equal to	100 %
Vote against	-	votes, equal to	- %
Abstention	-	votes, equal to	- %

of total shareholders and a proxy holders in attendance

Agenda 8: To consider and approve the Nomination and Corporate Governance Committee's remuneration

The Chairman requested the Meeting to consider the 2015 remuneration for the Nomination and Corporate Governance of the Committee of the Company. The Board of Directors determined the Nomination and Corporate Governance of the Committee's remuneration by considering the business activity, size and link with the company's operation results, being in line with the same market and industrial norm, as well as duties and responsibilities of the Nomination and Corporate Governance Committee. It is proposed to fix the remuneration for the Nomination and Corporate Governance of the Committee for 2015 as follows (by comparison with 2014):

Position	Year 2015	Year 2014
1. Chairman of Nomination and Corporate Governance Committee	100,000 Baht/year	50,000 Baht/year
2 Member of Nomination and Corporate Governance Committee	75,000 Baht/year (per person)	50,000 Baht/year (per person)

The Chairman opened for questioning from shareholders.

Mr. Anuwat Shinpiriya, the Company's shareholder, holding 400 shares, commented that for agendas no. 6-8, he would like Company to consider that it was proper with the roles and responsibilities of the Directors and sub-committees and also concerned of shareholders benefit as well.

There was no further question from the shareholders, the Chairman therefore requested the Meeting to approve this agenda.

Resolution: THAT, the Nomination and Corporate Governance Committee's remuneration as proposed by the Board of Directors be approved with the following votes:

Vote for	6,112,994	votes, equal to	100 %
Vote against	-	votes, equal to	- %
Abstention	-	votes, equal to	- %

of total shareholders and a proxy holders in attendance

Agenda 9: To consider and approve the appointment of the auditors for the year ended 31 December 2015 and determination of the audit fee

The Chairman informed that the Audit Committee has considered appointing 3 auditors by taking into account their performance, independence, and audit fee, and proposed to the Company's Board of Directors for the approval of the appointment of PricewaterhouseCoopers ABS Limited as its independent auditor for 2015, provided that any one of the following auditors can act as the auditor and express their opinion to the company's financial statements.

1. Ms. Sukhumaporn Wong-ariyaporn, Certified Public Auditor No. 4843 (had been a person affixing her signature on the Company's financial statement for 2013 - 2014)
2. Mr. Prasit Yuengsrikul, Certified Public Auditor No. 4174 (had been a person affixing his signature on the Company's financial statement for 2009 - 2011).
3. Mr. Chaisiri Ruangritchai, Certified Public Auditor No. 4526 (had been a person affixing his signature on the Company's financial statement for 2012).

The proposed auditors have no relationship or conflict of interest with the company/its subsidiaries/the management/major shareholders or persons related to said parties. They are independent to audit and express their opinion of the company's financial statements. Moreover, they have always performed well as an auditor. It was proposed to approve the auditor's fee for 2015 for 2,018,246 Baht. (Two Million Eighteen thousand two hundred and forty six Baht).

Auditor's fee	Year 2015	Year 2014
Audit fee	2,018,246 Baht	1,821,968 Baht
Other service fees	None	None

The Chairman opened for questioning from shareholders.

Mr. Anuwat Shinpiriya, the Company's shareholder, holding 400 shares, questioned that what was the additional tasks of auditor so that to increase their audit fee?

Mr. Athaporn Khaimarn, the Chairman of the Audit Committee responded that the Audit Committee considered the Audit fee was appropriate due to major increase of the new accounting standard and Thai financial reporting standard. The Meeting may noticed that the addition pages number of the Financial Statements.

There was no further question from the shareholders, the Chairman therefore requested the Meeting to approve this agenda.

Resolution: THAT, the appointment of the auditors for the year ended December 31, 2015, and determination of their remuneration as proposed by the Board of Directors be approved with the following votes:

Vote for	6,112,794	votes, equal to	100 %
Vote against	-	votes, equal to	- %
Abstention	200	votes, equal to	- %

of total shareholders and a proxy holders in attendance

Agenda 10: To consider such other businesses as may be brought into the attention of the Meeting

Board's Recommendation: The Shareholders should not consider any other matters proposed at the meeting. This is to comply with the Principles of Corporate Governance for Listed Companies 2012 and the Annual General Shareholding Meeting Assessment Project that the meeting should consider only the issues which shareholders have been informed of in advance for fairness to all shareholders.

Mr. Sompong Boonthamchinda, a representative from Thai Investors Association, questioned that how was the Company's opinion for joining Coalition Against Corruption with Institute of Directors (IOD). He would like Company to join this project.

The Chairman responded that Goodyear affiliated USA Company which had Anti-Corruption policy already. However, the Company would consider to join in this project.

There is no other business to transact in this Meeting, the Chairman thanks the shareholders for attendance and declares the closure of the 47th Annual Ordinary General Meeting of the Shareholders.

Meeting adjourned at 11.30 hours.



Dr. Dhiraphorn Srifuengfung
Chairman of the Meeting

Profile of directors proposed to consider and approve for re-election replacing directors who retired by rotation and the new Independent Director and the Audit Committee member

Dr. Dhiraphorn Srifuengfung

Positions in GYT:	Chairman of the Board, Nomination and Corporate Governance Committee
Age	67
Address	1016 Srifuengfung Bldg., 1 st Floor, Room A, Rama IV Road, Silom, Bangrak, Bangkok 10500
Education	Ph.D. (Civil Engineering) University of Missouri, U.S.A.
Director Training	- National Defence Course for public, private and political defence class 1, National Defence College - Directors Accreditation Program (DAP) Thai Institute of Directors Association (IOD)

Professional Experience:

1992-Present	Chief Executive Officer of Pimai Salt Co., Ltd. Chairman of Goodyear (Thailand) Public Co., Ltd. President of Patong Beach Hotel (Phuket) Co., Ltd. President of Baan Samui Resort Co., Ltd. Executive Director of Thai Refined Salt Co., Ltd.
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Company Shareholding 33,000 Shares, 0.45%

1) Directorship/Management in other businesses

- a) List of Listed or nonlisted companies therein you are directors/management

Managing Director : Pimai Salt Company Limited, Krung Thai Panich Insurance Co., Ltd., Aekachai Eagle Co., Ltd. and Ackchai Export and Import Co., Ltd.

- b) Name and types of business therein you are directors/management with potential conflicts of interest to the Company.

-None -

2) Independent Director Information

- a) Specify the nature of relationship between Independent Director and Management or majority shareholders of Company or its affiliates.

-None-

- b) Specify the nature of relationship with Company/parent company/affiliates and associated companies or juristic persons with potential conflict of interest at present and during the past two years.

-None-

Mr. Finbarr O' Connor

Positions in GYT:

2013 – present Managing Director
 2011 - 2013 Consumer Business Unit Director - ASEAN, Korea & Taiwan
 Consumer OE Director - ASEAN, Korea & Taiwan

Age 57

Address Apt. 5A JSK Mansion, 39/1 Sukhumvit 34, Klongtoey Bangkok

Education Bachelor of Business - University of Southern Queensland, Australia
 Master of Marketing - Melbourne Business School (Melbourne University), Australia
 Strategic Marketing Strategy - Fuqua School of Business, Duke University, USA
 Global Leadership 2020 - Tuck School of Business, Dartmouth College, USA

Director Training DCP 183/2013, Thai Institute of Directors

Professional Experience:

2007-2010 Consumer Marketing Director, Asia Pacific and Africa: Ford Motor Company, Asia Pacific
 2002-2006 Deputy General Manager Marketing: Mazda Motor Corporation, Japan
 1998-2002 National Manager, Ford Business Center: Ford Motor Company, Australia
 1996-1998 National Manager Ford Leasing: Ford Credit Limited. Australia
 1993-1995 National Sales & Marketing Manager: Ford Customer Service Division, Australia
 1992-1994 National Sales Promotion Manager: Ford Motor Company, Australia
 1990-1991 Dealer Operations Manager: Ford Motor Company, Australia
 1989-1990 Light Commercial Sales Manager: Ford Motor Company, Australia

Company Shareholding -None-

1) Directorship/Management in other businesses

a) List of Listed or nonlisted companies therein you are directors/management

-None-

b) Name and types of business therein you are directors/management with potential conflicts of interest to the Company.

-None -

2) Independent Director Information

a) Specify the nature of relationship between Independent Director and Management or majority shareholders of Company or its affiliates.

-None-

b) Specify the nature of relationship with Company/parent company/affiliates and associated companies or juristic persons with potential conflict of interest at present and during the past two years.

-None-

Profile of directors proposed to consider and approve for re-election replacing directors who retired by rotation and the new Independent Director and the Audit Committee member

Miss Chanapun Juangroongruangkit

Positions in GYT: Independent Director, Audit Committee Member

Age 40

Address 156 Lakeside Villa2 Bangna-Trad K.M. 7.5 Tambol Dokmai, Khet Pravej, Bangkok

Education

- MBA with an emphasis in Finance – Webster University Bangkok campus, Bangkok
- Bachelor of Business – Kasetsart University, Bangkok
- Diploma of Japanese language – Bunka Institute of College, Tokyo, Japan
- Administrative Justice for Executives - Administrative Court, Bangkok
- Real Estate Development of Chulalongkorn University – Chulalongkorn University, Bangkok
- Diploma of Accounting – Murata Accounting College, Tokyo, Japan

Director Training

- 2005 DCP, Thai Institute of Directors
- 2005 DAP, Thai Institute of Directors

Professional Experience:

2002-Present Vice President, Thai Summit Autoparts Industry Co.,Ltd.

Company Shareholding -

1) Directorship/Management in other businesses

- a) List of Listed or non-listed companies therein you are directors/management

2002-Present Vice President, Thai Summit Autoparts Industry Co.,Ltd.

- b) Name and types of business therein you are directors/management with potential conflicts of interest to the Company.

-None -

2) Independent Director Information

- a) Specify the nature of relationship between Independent Director and Management or majority shareholders of Company or its affiliates.

-None-

- b) Specify the nature of relationship with Company/parent company/affiliates and associated companies or juristic persons with potential conflict of interest at present and during the past two years.

-None-

Independent Director's Definition

According to good corporate governance principle, Public Company Limited should have the independent directors of not less than one-third of the total directors and have at least three Directors who are able to give their straight opinions in crucial matter without override any beneficial group. They are called Independent Director. In case of Goodyear (Thailand) Public Company Limited, there are 2 Independent Directors from 8 Directors due to Mr.Kenneth Lee White had passed away, namely:

Independent Director Name	Titles	Address
Mr. Athaporn Khaimarn (Age 72 years)	Independent Director / Chairman of Audit Committee	49/93 Parnthip Village, Soi Onnuch 53, Onnuch Road, Pravate Sub-District, Pravate District , Bangkok 10250
Mr. Yeap Swee Chuan (Age 67 years)	Independent Director / Audit Committee / Nomination and Corporate Governance Committee	53/259 Laddawan Rangsit Village Moo 1, Rangsit – Prathum Road, Ban Klang Sub-District, Ban Klang District, Pathumthani 12000

The Company has defined the qualifications of Independent Directors according to the minimum requirement provided by the Securities and Exchange Commission and the Stock Exchange of Thailand, as seen below:

- 1) Not have any business or work in relation to the Company that may have an impact on his or her independent decision-making;
- 2) Not holding more than 0.5 percent of paid-up capital of the company, subsidiaries, affiliated companies or associated companies, including shares held by related person(s);
- 3) Not taking part in the management of the Company, subsidiaries, affiliated companies, associated companies or major of the shareholder(s) of the company as well as not being an employee or staff member receiving regular salary from the Company, subsidiaries, affiliated companies, associated companies concerned or major shareholder(s) of the Company. Apart from this, an independent director must not be an advisor receiving regular salary from the Company, subsidiaries, affiliated companies or major shareholder (s) of the Company;
- 4) Not having benefit or interest, whether direct or indirect, both in the finance and management in the Company, subsidiaries, affiliated companies or major shareholder(s) of the Company;
- 5) Not being related person(s) or close relative of high ranking executive(s) or major shareholder(s) of the Company; and
- 6) Must be the person who has already passed the process of nomination by the Board of Directors.

Mr. Athaporn Khaimarn

Positions in GYT: Independent Director and The Chairman of Audit Committee

Age (year) 72

Professional Experience:

2001-Present Independent Director/Chairman of Audit Committee
Goodyear (Thailand) Public Company Limited

1999-Present Independent Director/Chairman of Audit Committee
Siam Makro Public Company Limited

1992-1996 Managing Director
Price Waterhouse, Bangkok

Education: Former Member of the Institute of Chartered Accountants in Australia
Associateship in Accounting, Western Australia Institute of Technology
(Now - Curtin University of Technology)

Director Training: IOD – DCP and DAP Certificates

Company shareholding: None

Forbidden Qualification: 1) Never entered into any transaction which may cause to against
the law in past ten years.

2) Never entered into any transaction which may cause conflict of
interest against the company during the past two years.

Relationship between Directors: None

Mr. Yeap Swee Chuan

Position in GYT Independent Director/Member of Audit Committee/Member of Nomination and Corporate Governance Committee

Age (year) 67

Professional Experience

2010 – Present Director, **Board of Trade**
Vice Chairman, **Peace Network of Thailand**

2005 – Present Chairman, **Malaysian Thai Chamber of Commerce**

2000 – Present Independent Director,
Goodyear (Thailand) Public Company Limited

1996 – Present President and Chief Executive Officer
AAPICO Hitech Public Company Limited

Education: Industrial Management and Engineering
Massey University, New Zealand

Director Training: IOD – DCP Certificate

Company shareholding: None

Forbidden Qualification: 1) Never entered into any transaction which may cause to against the law in past ten years.
2) Never entered into any transaction which may cause conflict of interest against the company during the past two years.

Relationship between Directors: None

หนังสือมอบฉันทะ

Proxy

เขียนที่

Written at

วันที่ เดือน พ.ศ.

Date Month Year

- (1) ข้าพเจ้า สัญชาติ อยู่บ้านเลขที่ ถนน.....
 I/We, Nationality Residing at No. Road
 ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
 Subdistrict District Province Postal Code
- (2) เป็นผู้ถือหุ้นของบริษัท กู๊ดเยียร์ (ประเทศไทย) จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น
 as a shareholder of Goodyear (Thailand) Public Company Limited holding a total number of shares,
 และออกเสียงลงคะแนนได้เท่ากับเสียง
 and have the rights to vote equal to votes
- (3) ขอมอบฉันทะให้ (สามารถมอบฉันทะให้กรรมการอิสระตามรายละเอียดในหนังสือเชิญประชุม)
 Hereby appoint (May grant proxy to the Company's Independent Directors of which detailed in the AGM invitation letter)

1. ชื่อ นายอรุณพร ชัยมาน อายุ 72 ปี, อยู่บ้านเลขที่ 49/93 หมู่บ้านปันทิพย์ ถนน อ่อนนุช 53
 Mr.Athaporn Khaimarn Age 72 years, residing at 49/93 Parnthip Village Road Onnuch 53
 ตำบล/แขวง ประเวศ อำเภอ/เขต ประเวศ จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10250 หรือ
 Subdistrict Pravate District Pravate Province Bangkok Postal Code 10250 or
2. ชื่อ นายเข็บ ชูชวน อายุ 67 ปี, อยู่บ้านเลขที่ 53/259 หมู่บ้านลัดดาวลัย รังสิต หมู่ที่ 1 ถนนรังสิต-ปทุมธานี
 Mr. Yeap Swee Chuan Age 67 years, residing at 53/259 Laddawan Rangsit Village Moo 1 Road Rangsit-Pathumthani
 ตำบล/แขวง บ้านกลาง อำเภอ/เขต บ้านกลาง จังหวัด ปทุมธานี รหัสไปรษณีย์ 12000 หรือ
 Subdistrict Ban Klang District Ban Klang Province Pathumthani Postal Code 12000 or
3. ชื่อ อายุ ปี อยู่บ้านเลขที่ ถนน
 Mr./Mrs./Miss Age years, residing at Road
 ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์..... หรือ
 Subdistrict District Province Postal Code or
4. ชื่อ อายุ ปี อยู่บ้านเลขที่ ถนน
 Mr./Mrs./Miss Age years, residing at Road
 ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์.....
 Subdistrict District Province Postal Code
5. ชื่อ อายุ ปี อยู่บ้านเลขที่ ถนน
 Mr./Mrs./Miss Age years, residing at Road
 ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์.....
 Subdistrict District Province Postal Code

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมใหญ่สามัญประจำปีของผู้ถือหุ้น ครั้งที่ 48 วันอังคารที่ 26 เมษายน พ.ศ. 2559 เวลา 10.00 น. ณ โรงแรมเรเนซองส์ กรุงเทพฯ ราชประสงค์ เลขที่ 518/8 ถนนเพลินจิต กรุงเทพมหานคร 10330 ประเทศไทย หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

Anyone of the above as my/our proxy to attend and vote for me/us on my/our behalf at the Forty-eighth (48th) Annual Ordinary General Meeting of the Shareholders on Tuesday, 26 April 2016 at 10.00 a.m., at the Renaissance Bangkok Ratchaprasong Hotel, No. 518/8 Ploenchit Road, Bangkok 10330, Thailand, or at any adjournment thereof to any other date, time and venue

(4) จำนวนคะแนนเสียงที่ข้าพเจ้าได้มอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้นี้ดังนี้

The number of votes which I/we have granted to my/our proxy to attend this Meeting is as follows:

- เท่ากับจำนวนหุ้นทั้งสิ้นที่ข้าพเจ้าถือและมีสิทธิออกเสียงลงคะแนนได้ตามข้อ (2).
The Total number of voting shares held by me/us under item (2)
- บางส่วน คือ หุ้นสามัญ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ เสียง
Partly, being: ordinary share(s), with voting right(s)

(5) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote on my/our behalf in the Meeting as follows:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy is entitled to consider and resolve on my/our behalf in all respects as he/she thinks fit.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote according to my intention as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมใหญ่สามัญประจำปีของผู้ถือหุ้น ครั้งที่ 47 ที่ได้ประชุมเมื่อวันที่ 28 เมษายน 2558
Agenda 1 To consider and approve the Minutes of the Forty-Seventh (47th) Annual Ordinary General Meeting of Shareholders held on April 28, 2015

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 2 รับทราบรายงานประจำปี 2558 ของคณะกรรมการบริษัทเกี่ยวกับกิจกรรมของบริษัท
Agenda 2 To acknowledge the Annual Report 2015 of the Board of Directors on activities of the Company

(ระเบียบวาระนี้เป็นเรื่องเพื่อทราบ จึงไม่ต้องลงคะแนนเสียง)
(This Agenda is to acknowledge, no requirement for vote)

วาระที่ 3 พิจารณานุมัติงบการเงินของบริษัทสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2558 พร้อมรายงานของผู้สอบบัญชี
Agenda 3 To consider and approve the Company's Financial Statements for the year ended December 31, 2015 with the auditor's report thereon.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 4 พิจารณาอนุมัติการจ่ายเงินปันผล สำหรับผลการดำเนินงานสิ้นสุดวันที่ 31 ธันวาคม 2558

Agenda 4 To consider and approve the declaration and payment of dividend for the year ended December 31, 2015

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> จดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 5 พิจารณาและอนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกตามวาระในอัตราหนึ่งในสามของกรรมการทั้งหมดจำนวนสองท่าน และแต่งตั้งกรรมการอิสระ และกรรมการตรวจสอบใหม่

Agenda 5 To consider and approve re-election of directors in replacement of those who retired by rotation, at one-third of the directors, total being 2 directors and to approve the appointment of new independent director and Audit Committee member

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เลือกตั้งกรรมการทั้งหมด และแต่งตั้งกรรมการอิสระและกรรมการตรวจสอบใหม่ตามที่คณะกรรมการเสนอ
Vote for all the nominated directors
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> จดออกเสียง |
| Approve | Disapprove | Abstain |
- เห็นด้วยกับการแต่งตั้งกรรมการบางราย ดังนี้
Approve the partial appointment of director(s) as follows:

การเลือกตั้งกรรมการกลับเข้ามา เป็นกรรมการใหม่อีกวาระหนึ่ง:

Election of Directors as directors to serve for a full additional term:

1. ชื่อกรรมการ: ดร.ธีระพร ศรีเฟื่องฟู

Director's name: Dr. Dhiraphorn Srifeungfung

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> จดออกเสียง |
| Approve | Disapprove | Abstain |

2. ชื่อกรรมการ: นายฟินบาร์ โอ คอนเนอร์

Director's name: Mr. Finbarr O'Connor

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> จดออกเสียง |
| Approve | Disapprove | Abstain |

การเลือกตั้งกรรมการอิสระ และกรรมการตรวจสอบใหม่

ชื่อกรรมการ: นางสาวนาพรณ จิ๊งรุ่งเรืองกิจ

Director's name: Miss Chanapun Juangroongruangkit

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> จดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 6 พิจารณาและอนุมัติค่าตอบแทนกรรมการ

Agenda 6 To consider and approve the directors' remuneration

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> จดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 7 พิจารณาและอนุมัติค่าตอบแทนกรรมการตรวจสอบ

Agenda 7 To consider and approve the Audit Committee’s remuneration

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 - (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 - (b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งคออกเสียง
Approve	Disapprove	Abstain

วาระที่ 8 พิจารณาและอนุมัติค่าตอบแทนกรรมการสรรหาและธรรมาภิบาล

Agenda 8 To consider and approve the Nomination and Corporate Governance Committee’s remuneration

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 - (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 - (b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งคออกเสียง
Approve	Disapprove	Abstain

วาระที่ 9 พิจารณาแต่งตั้งผู้สอบบัญชีประจำปีสิ้นสุด 31 ธันวาคม 2558 และกำหนดค่าสอบบัญชี

Agenda 9 To consider and approve the appointment of the auditors for the year ended December 31, 2016 and determination of the audit fee

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 - (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 - (b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งคออกเสียง
Approve	Disapprove	Abstain

วาระที่ 10 พิจารณากิจการอื่น ๆ ที่อาจดำเนินการได้ในที่ประชุมใหญ่สามัญประจำปีของผู้ถือหุ้นของบริษัท

Agenda 10 To consider such other businesses as may be brought to the attention of the Meeting

(ระเบียบวาระนี้เป็นเรื่องเพื่อทราบ จึงไม่ต้องลงคะแนนเสียง)

(This Agenda is to acknowledge, no requirement for vote)

(6) คำแถลงหรือเอกสารหลักฐานอื่น ๆ (ถ้ามี) ของผู้รับมอบฉันทะ.....
The proxy’s statement or any other evidences (if any).....

(7) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้น
ไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
Voting of proxy in any agenda that is not as specified in this proxy shall be considered as invalid and not signify my voting
as a shareholders.

(8) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the Meeting considers or passes any resolutions other than those specified above, including the case of any amendment or addition of any fact, the proxy shall have the rights to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act (s) undertaken by the proxy at such meeting shall be deemed as my/our act (s) in every respect.

ลงชื่อ/Signed ผู้มอบฉันทะ/Grantor
()

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ: ตามประกาศกรมพัฒนาธุรกิจการค้า เรื่องกำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Remarks: According to the notification of Department of Business Development, Ministry of Commerce regarding to the Proxy Form (No. 5) 2007

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder shall appoint only one proxy to attend and vote at the Meeting. A shareholder shall not appoint more than one proxy, each with the voting rights in respect of a certain portion of shares.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

Regarding to the election of directors, the proxy can either elect the set of the nominated directors or by individual.

3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there are additional agendas, the proxy can state other agenda by using the Supplemental Proxy Form B as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข / Supplementary Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท กู๊ดเยียร์ (ประเทศไทย) จำกัด (มหาชน)
The proxy as a shareholder of Goodyear (Thailand) Public Company Limited

สำหรับการประชุมใหญ่สามัญประจำปีของผู้ถือหุ้น ครั้งที่ 48 วันอังคารที่ 26 เมษายน พ.ศ. 2559 เวลา 10.00 น. ณ โรงแรมเรเนซองส์ กรุงเทพฯ ราชประสงค์ เลขที่ 518/8 ถนนเพลินจิต กรุงเทพมหานคร 10330 ประเทศไทย หรือที่จะพึงเลื่อนไปในวัน เวลาและสถานที่อื่นด้วย
For the Forty-Eighth (48th) Annual Ordinary General Meeting of Shareholders on Tuesday, 26 April 2016 at 10.00 a.m., the Renaissance Bangkok Ratchaprasong Hotel, No. 518/8 Ploenchit Road, Bangkok 10330, Thailand, or at any adjournment thereof to any other date, time and venue.

วาระที่ เรื่อง

Agenda Subject:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy is entitled to consider and resolve on my/our behalf in all respects as he/she thinks fit.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote according to my intention as follows:
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

วาระที่ เรื่อง เลือกตั้งกรรมการ

Agenda Subject: Election of Directors (continued)

- เลือกตั้งกรรมการทั้งหมด
Vote for all the nominated directors
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain
- เลือกตั้งกรรมการเป็นรายบุคคล
Vote for an individual nominated director

ชื่อกรรมการ

Name of Director

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
- Approve Disapprove Abstain

ชื่อกรรมการ

Name of Director

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
- Approve Disapprove Abstain

ชื่อกรรมการ

Name of Director

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
- Approve Disapprove Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ
I/We certify that the statements in this Supplementary Proxy Form are correct, complete and true in all respects.

ลงชื่อ/Signed ผู้มอบฉันทะ/Grantor
()

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
()

Conditions and Procedures for Registration and Proxy Appointment to attend the meeting including documents to be declared on the meeting date.

Conditions and Procedures for Registration and Proxy Appointment to attend the meeting including documents to be declared on the meeting date.

1. In case the shareholder presents in the meeting in person

- Individual shareholder who is Thai nationality shall present citizen identification card or civil servant identification card.
- Individual shareholder who is foreign nationality shall present foreign identification card, passport or document used in lieu of passport.
- In case of change of first name or surname, evidence verifying such change shall be presented.

2. In case the shareholder presents in the meeting by proxy

- Any shareholder present by proxy shall be completed and signed the proxy form as attached in Enclosure No. 6. The proxy shall be appointed solely to attend the meeting and vote on behalf of the shareholder.
- The shareholder present by proxy may express his/her intention to vote for, vote against, or abstention on each agenda. Any such vote shall be determined in the proxy form. The proxy shall vote in accordance with the intention of such shareholder.
- The proxy shall dispatch the proxy form to a Chairman of the Meeting or his designated person before commencing the Meeting. The proxy form shall be duly completed and signed. Each amendment to or deletion of important contents must be affixed with signature of the shareholder. The proxy form shall be affixed with Baht 20 stamp duty.

Documents required for appointment of proxy

- (1) **If individual shareholder is Thai nationality:** his/her certified true and correct photocopy of citizen identification card or civil servant identification card.
- (2) **If individual shareholder is foreign nationality:** his/her foreign identification card, passport or documents used in lieu of passport.
- (3) **If the shareholder is a juristic person:**
 - Thai juristic person:** copy of company affidavit issued by Ministry of Commerce or competent authority not exceeding 60 days, certified true and correct copy by the authorized director(s) of such juristic person, certified true and correct copy of citizen identification card or civil servant identification card or passport of the authorized director(s) who certified true copy of the affidavit.
 - Foreign juristic person:** the authorized signatory of such juristic person shall affix his/her signature together with the company's seal affixed on the proxy form in the presence of notary public or official with similar authority under the law of relevant country. Upon the execution thereof, the proxy form shall be furnished to competent officer of Royal Thai Embassy or the Royal Thai Consulate, or officer authorized to act on behalf of such competent officer, or person qualified to give full attestation under the law of relevant country to certify the notary public.
- (4) If fingerprint is affixed in lieu of signature, fingerprint of left thumb shall be affixed together with the phrase "fingerprint of left thumb of....." with two witnesses shall sign and certify that it is a genuine fingerprint of such shareholder. Fingerprint shall be affixed before the witnesses. Certified true and correct copy of citizen identification card or civil servant identification card of two witnesses shall also be attached.
- (5) Any shareholder who may not be able to present at the Forty-Eighth (48th) Annual Ordinary General Meeting of Shareholders, the shareholder may appoint any proxy or appoint any of the following independent directors of the Company to vote on his/her behalf:

Conditions and Procedures for Registration and Proxy Appointment to attend the meeting including documents to be declared on the meeting date.

Mr. Athaporn Khaimarn, dwelling at 49/93 Parnthip Village, Soi Onnuch 53, Onnuch Road, Pravate Sub-District, Pravate District, Bangkok Metropolis 10250; or

Mr. Yeap Swee Chuan, dwelling at 53/259 Laddawan Rangsit Village, Moo 1, Rangsit-Pathumthani Road, Ban Klang Sub-District, Muang District, Pathumthani Province 12000

- (6) A shareholder desirous to appoint the Company's independent director as his/her proxy shall send the proxy form being prepared and executed in accordance with the rules mentioned above to the Company Secretary together with relevant documents. The proxy form shall be received by the Company at least one day prior to the date of the Meeting or by 20 April 2016.
- (7) The proxy desires to attend the Meeting shall present his/her citizen identification card/civil servant identification card/ passport (in case of foreign person) for registration.

3. In case a shareholder deceases: A state administrator shall present in the Meeting in person or by proxy. The court's order appointing state administrator certified by the competent officer and issued not exceeding 6 months before the date of the Meeting shall be presented.

4. In case a shareholder is a minor: Parents or lawful guardian of the shareholder shall present in the Meeting in person or by proxy. Copy of the minor identification card (if any) or Household Registration of the shareholder shall also be presented.

5. In case a shareholder is an incompetent or quasi-incompetent: A guardian or custodian of the shareholder shall be present in the Meeting in person or by proxy. The Court's order appointing guardian or custodian certified by the competent officer and issued not exceeding 6 months before the date of Meeting shall be presented.

Registration of Attendance

Officer of the Company shall allow the registration of attendance at least one hour prior to the commencement of the Meeting or from 08:30 hours onwards.

The Company reserves the right to permit only a person having correct and complete documents to attend the Meeting.

**Rules and Regulations of Goodyear (Thailand) Public Company Limited
with respect to the Meeting.**

1. An Annual Ordinary General Meeting of Shareholders

1.1 Calling an Annual Ordinary General Meeting

Article 31 An Annual Ordinary General Meeting shall be held by the Board of Directors within four (4) months after the end of the Company's accounting year.

All other general meeting except that above mentioned shall be called Extraordinary General Meeting which will be summoned by the Board of Directors at any time whenever they think fit or shall be summoned by joint request in writing either of the shareholders who represent in total at least one-fifth of the total sold shares or of no less than twenty-five shareholders who represent in total at least one-tenth of the total sold shares. The request so made must however clearly specific the reason for summoning such meeting. In the event, the extraordinary meeting shall be held within one (1) month after the joint request from the shareholders has been received.

Article 32 A place for the holding of any shareholders' meeting can be held at the locality in which the head office of the company or neighboring province or at any other places as fixed by the Board of Directors.

Article 33 In calling a general meeting the Board of Directors shall prepare written notice specifying the place, day and hour, agenda, and matters to be presented thereat in reasonable detail, together with the board of directors' opinion thereon, Such notice shall be sent to each shareholder and the registrar no less than seven days before the scheduled date of the meeting and in newspaper for at least three consecutive days no less than three days before the meeting.

Article 36 The following business shall be transacted at an Ordinary General Meeting:

- 1) Consider the directors' report on the Company's past activities during the previous year.
- 2) Consider and approve a balance sheet.
- 3) Make a profit appropriation.
- 4) Elect directors.
- 5) Appoint an Auditor.
- 6) Transact any other business.

Article 39 The Board of Directors shall cause proper balance sheet and income statements to be drawn up at the end of each accounting year. The financial statements shall be presented for approval to the shareholders in ordinary general meeting. It shall be duly audited before it being presented at the general meeting of the shareholders.

Article 40 The Board of Directors shall send the following to each shareholder, together with the notice calling and Ordinary General Meeting:

- 1) A copy of the audited balance sheet and income statement, together with the Auditor's report;
- 2) Annual report by the Board of Directors.

1.2. Constitution of the Quorum

Article 34. At any general meeting, there must be present not less than twenty-five (25) shareholders and their proxies (if any) or not less than one-half of the total shareholders, in both cases who represent in total at least a majority of the total sold shares, in order to constitute a quorum.

If within an hour from the time appointed for holding the general meeting the requisite quorum is not assembled. Such meeting, if summoned at the request of the shareholders shall be dissolved. If the general meeting is not summoned at the request of the shareholders, another meeting shall be summoned and notices calling another meeting shall be sent to the shareholders no less than seven days before the meeting and, such meeting, no quorum shall be required.

1.3. Voting

Article 35. A resolution put to the vote of the general meeting shall be decided as follows:

- 1) Every shareholder shall have one vote per share.
- 2) The regular businesses shall be decided by the majority votes of the shareholders present and voting. In the case of a tie, the presiding chairman shall have a casting vote.
- 3) The following specific businesses shall be decided by votes not less than three-fourth of the total votes of the shareholders present and qualified to vote:
 - (a) a sale or transfer of business of the company, in whole or in essential part, to other persons.
 - (b) A purchase or acceptance of transfer of business of other companies or private companies to be the company's own.
 - (c) Entering into, amending, or terminating a lease of business of the company in whole or in essential part; entrusting other persons with the management of the company; or amalgamating business with other persons with the objective to share the profit and loss.

2. Dividend

Article 41 No dividend shall be paid except out of profits, including retained earnings. If the Company has had retained deficit, no dividend shall be paid in anyway.

The distribution of dividend shall be according to the number of shares and on an equal basis.

The Board of Directors may from time to time pay such interim dividend as appear justified to them by the profits of the Company. In this event, the Board of Directors shall report the same to the shareholders in their forthcoming meeting.

The payment of dividend shall be made within one (1) month after the resolution to pay has been passed at a general meeting or the Board meeting, as the case may be. In this event, the Company shall notify the shareholders in writing of the payment and have such notification published in newspaper.

3. Director

Article 12 The number of directors on the Board shall be no less than five, and no less than one-half of the total directors shall reside in Thailand.

Article 13 The directors shall be elected by the shareholders in general meeting according to the following rules and procedures:

- (1) Every shareholder shall have one vote per share

- (2) Every shareholder may use all his votes set forth in (1) to elect one or more directors and may not however divide those votes in any proportion for any particular directors.
- (3) Those who receive the highest respective votes shall be elected directors up to their maximum number permitted or required for the time being. In the case of a tie at a lower place which would result in the number of directors greater than that permitted for the time being, the presiding chairman shall have a casting vote.

Article 14

At every Ordinary General Meeting, one-third of the directors for the time being, or if their number is not a multiple of three, then the number nearest to one-third, shall retire from office.

The directors to retire during the first and second years following the registration of the Company shall be determined by lot. In every subsequent year thereafter the directors who have been longest in office shall retire.

Map of place for the Forty-Eighth (48th) Annual Ordinary General Meeting of Shareholders
Goodyear (Thailand) Public Company Limited



Renaissance Bangkok Ratchaprasong Hotel
518/8 Ploenchit Road · Bangkok, 10330 Thailand
Phone: +66(0) 2 125 5000
Facsimile: +66(0) 2 125 5001
BTS Skytrain, Chidlom Station, Exit No.

แบบฟอร์มขอรับรายงานประจำปี 2558 ในรูปแบบหนังสือ
2015 Annual Report Requisition Form in Hard Copy

เรียน เลขานุการบริษัท

Dear Company Secretary

ข้าพเจ้า จำนวนหุ้น

I/We No. of shares

ที่อยู่

Address

มีความประสงค์ขอรับรายงานประจำปี 2558 ในรูปแบบหนังสือ โดยให้จัดส่งไปยังที่อยู่ของข้าพเจ้า ดังนี้

Request for a printed documents of 2015 Annual Report, deliver to my address as follows:

บริษัทจัดส่งไปยังที่อยู่ของข้าพเจ้าตามที่ได้แจ้งไว้ข้างต้น
 The Company sends the documents to the same address as above-mentioned

บริษัทจัดส่งไปยังที่อยู่ตามด้านล่างนี้
 The Company sends the documents to the address below:

เลขที่	หมู่ที่	ซอย	หมู่บ้าน
Address no.	Moo	Soi	Village
ถนน	แขวง	เขต	จังหวัด
Road	Sub-District	District	Province
รหัสไปรษณีย์	โทรศัพท์		
Zip Code	Tel.		

เมื่อกรอกรายละเอียดข้างต้นเรียบร้อยแล้ว โปรดส่งโทรสารไปที่หมายเลข (66)0-2902-2510 หรือส่ง Email มาที่ gyth_cosc@goodyear.com หรือตามที่อยู่ของบริษัท เพื่อจะได้ดำเนินการตามความประสงค์ของผู้ถือหุ้นต่อไป

After completion of the information above, please send this form to the facsimile number (66)0-2902-2510 or by email via gyth_cosc@goodyear.com or send to Company's address. The Company will further process pursuant to the shareholder's request.