



**NOTICE CALLING FOR THE FIFTIETH (50<sup>TH</sup>)  
ANNUAL ORDINARY GENERAL MEETING  
OF THE SHAREHOLDERS**

**GOODYEAR (THAILAND) PUBLIC COMPANY LIMITED**

25 April 2018, 10.00 AM

At Meeting Room R6  
Renaissance Bangkok Ratchaprasong Hotel

(Registration on 8.00 AM onwards)

**\*\*The company has prepared snack boxes for the shareholders.  
There will be no gifts for the shareholders or proxies attending the meeting.\*\***



- Translation -

Date: 23 March 2018

Subject: Notice Calling for the Fiftieth (50<sup>th</sup>) Annual Ordinary General Meeting of Shareholders

To: All shareholders

Enclosures:

- Enclosure 1 A copy of the Minutes of the Annual Ordinary General Meeting of Shareholders No. 49 held on 25 April 2017
- Enclosure 2 CD of the 2017 Annual Report of the Board of Directors and the Financial Statements for the year ended 31 December 2017 (attached herewith)
- Enclosure 3 Profile of directors proposed to consider and approve for re-election in replacement of directors retired by rotation
- Enclosure 4 Definition of Independent Directors
- Enclosure 5 Name List and Profiles of Independent Directors proposed to serve as proxies for the meeting
- Enclosure 6 Conditions and Procedures for Registration and Proxy Appointment to attend the meeting and documents to be declared on the meeting date
- Enclosure 7 Rules and Articles of Associations of Goodyear (Thailand) Public Company Limited with respect to the Annual General Meeting of Shareholders
- Enclosure 8 Proxy Form B
- Enclosure 9 Map of place for the Fiftieth (50<sup>th</sup>) Annual Ordinary General Meeting of Shareholders
- Enclosure 10 The 2017 Annual Report Requisition Form in Hard Copy

Goodyear (Thailand) Public Company Limited's (the "**Company**") Board of Directors (the "**Board**") passed a resolution to convene the Fiftieth (50<sup>th</sup>) Annual Ordinary General Meeting of Shareholders of the Company on Wednesday, 25 April 2018 at 10.00 a.m. at Meeting Room R6, Renaissance Bangkok Ratchaprasong Hotel, No. 518/8 Ploenchit Road · Bangkok, 10330 Thailand (the "**Meeting**"), to transact the following agenda:

**Agenda 1: To consider and adopt the Minutes of the Annual Ordinary General Meeting of Shareholders No. 49 held on 25 April 2017.**

**Supporting information:** A copy of the Minutes of the Annual Ordinary General Meeting of Shareholders No. 49 held on 25 April 2017, Enclosure No. 1

**Objective and Rationale:** the Annual Ordinary General Meeting of Shareholders No. 49 held on 25 April 2017. The copy of the Minutes of such meeting was prepared in accordance with the laws and submitted to the Stock Exchange of Thailand within 14 days from the date of the meeting, and the Company has not received any proposal to amend the Minutes of such meeting.

**Board's Recommendation:** The Board considered and viewed that the Annual Ordinary General Meeting of Shareholders No. 49 held on 25 April 2017 is correct and complete. The Board, therefore, deems appropriate to propose to the Meeting to consider and adopt such minutes, as detailed in Enclosure No. 1.

**Voting Requirement:** This agenda shall be passed by the majority vote of the shareholders attending the meeting and casting their votes.

**Agenda 2: To consider and acknowledge the Annual Report 2017 of the Board of Directors on activities of the Company**

**Supporting information:** The 2017 Annual Report of the Board of Directors, Enclosure No. 2

**Objective and Rationale:** Pursuant to Section 113 of the Public Company Limited Act B.E.2535 (As Amended) ("**PLC Act**"), the Board shall deliver the Annual Report together with the Invitation of the Annual General Meeting. Presently, the Company has prepared the Annual Report of the Board of Directors in relation to the operating results of 2017 which contain details as specified by the PLC Act and other relevant rules. The Board, therefore, deems appropriate to propose to the Meeting to consider and acknowledge the 2017 Annual Report of the Board of Directors on activities of the Company, as detailed in Enclosure No. 2.

**Board's Recommendation:** The Shareholders should acknowledge the 2017 Annual Report of the Company.

**Voting Requirement:** This agenda is for acknowledgement. Therefore, the voting is not required.

**Agenda 3: To consider and approve the Company's Financial Statements for the year ended December 31, 2017 with the auditor's report thereon.**

**Supporting information:** The Financial Statements for the year ended 31 December 2017 as shown in the 2017 Annual Report, Enclosure No. 2

**Objective and Rationale:** To comply with Section 112 of the PLC Act, the Company must prepare the Company's Audited balance sheet and profit and loss account for the year ended, and propose the same to the Meeting for consideration and approval.

**Audit Committee's Recommendation:** The Audit Committee has considered and reviewed the Company's Financial Statements for the year ended 31 December 2017, which has been audited and signed off by Mr.Chaisiri Ruagnritchai, Certified Public Auditor No. 4526, of PricewaterhouseCoopers ABAS Limited. Therefore, the Audit Committee is of the opinion that the Board should propose to the Meeting to consider and approve the Financial Statements for the year ended 31 December 2017.

**Parts of the Company's Financial Statements**

Unit: million Baht

Item	Amount	
	2017	2016
Total Assets	5,676	5,285
Total Liabilities	1,668	1,261
Total Revenue	4,000	3,898
Net Profit	138	280
Net Profit per share (Baht/share)	18.65	37.77

**Board's Recommendations:** The Meeting should consider and approve the Financial Statements for the year ended 31 December 2017, which has been audited by the certified public auditor and considered and consented by the Audit Committee, as detailed in Enclosure No. 2.

**Voting Requirement:** This agenda shall be passed by the majority vote of the shareholders attending the meeting and casting their votes.

**Agenda 4: To consider and approve the dividend payment for the year ended 31 December 2017**

**Supporting Information:** The Financial Statements for the year ended 31 December 2017 as shown in the 2017 Annual Report, Enclosure No. 2

**Objective and Rationale:** Pursuant to Section 115 of the PLC Act, the dividend shall only be paid out of profits, and pursuant to Clause 41 of the Company's Articles of Association, the dividend payment can only be made if the Company has a net profit and retained earnings sufficient for the dividend payment, which shall be paid within 1 month from the date the Meeting passed the resolution. Furthermore, the Company has dividend payment policy of considering the Company's previous performance and capital necessities in the future. At the end of the 2017 fiscal year, the Company has a net profit and retained earnings sufficient for the dividend payment. Therefore, the Board proposes to the Meeting to consider and approve the declaration of dividend payment from an unappropriated retained earnings with the following details:

Details of the dividend payment	2017	2016
1. Net Profit (million Baht)	138	280
2. Net Profit per share (Baht/share)	18.65	37.77

3. Dividend per share	20	20
4. Dividend payout ratio (%)	106	53
5. Number of shares	7,400,000	7,400,000
6. Total dividend (million Baht)	148	148

Pursuant to Section 116 of the PLC Act and Clause 42 of the Company's Articles of Association, the Company shall allocate not less than 5 percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than 10 percent of the registered capital. Presently, the Company has sufficient legal reserve as required by law. Therefore, the allocation for legal reserve is no longer required.

**Board's Recommendation:** The Board deems it is appropriate to propose to the Meeting to consider and approve a dividend payment from an unappropriated retained earnings for the year ended of 31 December 2017, in the amount of 20 Baht per share, in the total amount of 148 million Baht, and determination of the Shareholders who are entitled for receiving the 2017 dividend (Record Date) as of 3 May 2018. The payment of the dividend shall be made by 24 May 2018. The Board deems it is appropriate to not allocate profit as a legal reserve, as the Company has sufficient legal reserve as required by law.

The right of dividend payment has not yet confirmed until it is approved by the Annual Ordinary General Meeting of Shareholders.

**Agenda 5: To consider and approve the re-election of directors in replacement of those who retired by rotation**

**Supporting Information:** Profile of directors proposed to be considered and approved for re-election in replacement of directors retired by rotation, and Definition of Independent Directors, Enclosure No. 3 and 4 respectively. In selecting the Company's directors, the Company had invited shareholders to nominate persons with the appropriate qualifications during 4 January 2018 to 4 February 2018 on the Company's website but no nominations were made to the Company by the shareholders.

**Objective and Rationale:** Clause 14 of the Company's Articles of Association stipulates that, at every Annual Ordinary General Meeting of Shareholders, one-third of the Directors must retire. In this year, three directors must retire by rotation namely: 1. Mr. Athaporn Khaimarn (Independent Director, the Chairman of the Audit Committee), 2. Mr. Phiphat Vorapipat (Executive Director) and 3. Mr. Andrew Michael Cooper (Director).

**Nomination and Corporate Governance Committee's Recommendation:** The Nomination and Corporate Governance Committee has considered each individual's qualifications, experiences, and expertise as well as the past performance as director and committee member, and proposes that the

Board propose to the Meeting to consider and approve the re-election of the following directors who retired in this year as the directors for another term:

Name of Director	Position	Skill Mix and Reasons
1. Mr. Athaporn Khaimarn	<ul style="list-style-type: none"> <li>- Independent Director*</li> <li>- The Chairman of the Audit Committee</li> </ul>	High experience and qualification related Accounting and Finance especially on Auditing. He was formerly in the high management of an International Audit firm.
2. Mr. Phiphat Vorapipat	<ul style="list-style-type: none"> <li>- Executive Director</li> </ul>	Expertise and excellent knowledge and experience in Tire business and sales management both aviation and ground tires.
3. Mr. Andrew Michael Cooper	<ul style="list-style-type: none"> <li>- Director</li> </ul>	Expertise and excellent knowledge and experience in Tire business and sales management ground tires.

Note: \*qualifications of an Independent Director according to the definition of the Company's Independent Director in terms of shareholding under Item 1 of Enclosure No. 4 is more stringent than that stipulated by the Capital Market Supervisory Board.

Mr.Athaporn Khaimarn is considered by the Nomination and Corporate Governance Committee that he will provide his opinion independently and comply with the related regulations. He is in the position more than 9 consecutive years. This time will be the sixth period. The Committee considered that he is high experience and qualification related Accounting and Finance especially on Auditing. He was formerly in the high management of an International Audit firm. He also excellent performed his roles and responsibility as the Independent Director and the Audit Committee.

In selecting the Company's directors, the Company had invited shareholders to nominate persons with the appropriate qualifications during 4 January 2018 to 4 February 2018 on the Company's website, but no nominations were made to the Company by the shareholders.

**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. 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 duly considered to propose to the Meeting to re-elect the Directors who retired by rotation in this year namely: 1. Mr. Athaporn Khaimarn, 2. Mr. Phiphat Vorapipat and 3. Mr. Andrew Michael Cooper as directors for another term. The Board also considered that Mr. Athaporn Khaimarn as an independent director will provide his opinion independently and comply with the related regulations. The three directors who have been nominated was not present in the meeting room of the Board and did not cast their votes at the meeting.

**Voting Requirement:** This agenda shall be passed by the majority vote of the shareholders attending the meeting and casting their votes.

**Agenda 6: To consider and approve the directors' and Sub-Committees' remunerations for the year 2018**

**Objective and Rationale:** The Meeting is required consider the directors' remuneration for 2018 for the chairman and directors residing in Thailand and not receiving a salary from the Company.

**Nomination and Corporate Governance Committee's Recommendation:** The Company does not have a Remuneration Committee, therefore the Board has assigned the determination of remuneration for the directors to be carefully considered by the Nomination and Corporate Governance Committee, which has considered the remuneration by taking into account 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 experience, duties and responsibilities of the Board. However, only resident directors who do not receive salary from the Company are eligible to receive such directors' remuneration. It, therefore, proposed to fix the remuneration for the directors for 2018 as follows (by comparison with 2017):

<b>Board of Directors</b>		
<b>Position</b>	<b>Year 2018</b>	<b>Year 2017</b>
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)

<b>Audit Committee</b>		
<b>Position</b>	<b>Year 2018</b>	<b>Year 2017</b>
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)
<b>Nomination and Corporate Governance Committee</b>		
<b>Position</b>	<b>Year 2018</b>	<b>Year 2017</b>



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)

Note: the Company's directors do not receive any additional remuneration other than that specified above

**Board's Recommendation:** The 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 and subcommittees have been carefully considered by the Nomination and Corporate Governance Committee and the Board of Directors by comparing with the same industry and taking into account the business expansion and profit growth of the Company. The Board, therefore, proposes to the Meeting to consider and approve the remuneration for the directors of the Company in 2018 as proposed.

**Voting Requirement:** This agenda shall be passed by not less than two-thirds of the total number of votes of the shareholders attending the meeting. The Independent Directors proposed to serve as proxies shall not cast their votes in this agenda.

**Agenda 7: To consider and approve the appointment of the auditors for the year ended 31 December 2018 and determination of the auditors' remuneration**

**Supporting Document:** Resolution of the 2017 Annual Ordinary General Meeting of Shareholders held on 25 April 2017 on the consideration and approval of the appointment of the auditors for the year ended 31 December 2017 and determination of the audit fee

**Objective and Rationale:** Section 120 of the PLC Act and Clause 36 of the Company's Articles of Association stipulate that the Annual Ordinary General Meeting of Shareholders shall consider the appointment of the auditors and determination of the annual auditors' remuneration for the Company. In addition, the Capital Market Supervisory Board's notification stipulates that a listed company shall rotate its auditors, and if the same auditor audits or issues his/her opinion on a company's financial statements for five consecutive fiscal years it is possible to appoint a new auditor from the same auditing firm, however the company may appoint the auditor who has been rotated out only after two fiscal years, from which the auditor was rotated out, have passed.

**Audit Committee's Recommendation:** The Audit Committee has considered appointing 3 auditors by taking into account their performance, independence and auditors' remuneration and proposed to the Board for approval of appointment of auditors from PricewaterhouseCoopers ABAS Limited, which will be a consecutive appointment from 2017 as PricewaterhouseCoopers ABAS Limited is one of the four leading international auditing firms, has the expertise in auditing with reasonable auditors' remuneration,

and has a good track record. It proposed to the Board to propose to the Meeting to consider and approve the appointment of the following auditors as the Company's auditor for 2018, provided that any one of the following auditors can act as the auditor and express his/her opinion to the Company's financial statements and determine the auditors' remuneration for 2018:

The proposed auditing firm and auditors are independent, have no relationship and conflict of interest with the Company/the management/the major shareholders or persons related to said parties.

Name of the Auditors	Certified Public Accountant No.	Year which he/she affixed his/her signature on the Company's Financial Statement
1. Mr. Chaisiri Ruangritchai	4526	1 year (2017)
2. Mr. Prasit Yuengsrikul	4174	-
3. Miss Varaporn Vorathitikul	4474	-

Auditors' remuneration	2018 (Baht)	2017 (Baht)
Audit fee	1,900,000	1,900,000
Other service fees	None	None

**Board's Recommendation:** The Board proposes to the Meeting to consider and approve the appointment of the auditors and determination of the audit fee for the year ended 31 December 2018 as proposed by the Audit Committee.

**Voting Requirement:** This agenda shall be passed by the majority vote of the shareholders attending the meeting and casting their votes.

**Agenda 8: To consider such other businesses 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.

The Company has determined the shareholders who have right to attend the Fiftieth (50<sup>th</sup>) Annual Ordinary General Meeting of Shareholders on 14 March 2018(Record Date).

For the shareholders wishing to appoint a proxy to attend and vote on his behalf, please complete and sign the Proxy Form B (Enclosure No. 8) and submit together with the required documents, details as shown in Enclosure No. 6. Alternatively, the shareholders can download Proxy Form A (General) or

Form C (Custodian) from [www.goodyear.co.th/investor-relations](http://www.goodyear.co.th/investor-relations). Please only select one of the specified forms. The Company's Director assigned the Company's registrants to be the person who is 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 his/her proxy to attend and vote at the Meeting on his/her behalf. In the event that you wish to appoint the Company's independent director as your proxy, please complete and sign the Proxy Form and submit together with the required documents as shown in Enclosure No. 6 by 20 April 2018 to the following address:

Company Secretary

Goodyear (Thailand) Public Company Limited

50/9 Phaholyothin Road KM. 36, Khlong Nueng Sub-District,

Khlong Luang District, Pathumthani Province 12120

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](mailto:gyth_cosc@goodyear.com) or facsimile No. 0-2902-2510.

Should you require the 2017 Annual Report in hard copy, please complete the requisition form as Enclosure No. 10 and deliver to the above address, or by email: [gyth\\_cosc@goodyear.com](mailto:gyth_cosc@goodyear.com) or facsimile no. 0-2902-2510. Company will send the hard copy as per your requisition.

We cordially invite you to the Meeting at the aforementioned date, time and place.

Yours sincerely,



Mr. Finbarr O' Connor  
 Managing Director  
 By the order of the Board  
 Goodyear (Thailand) Public Company Limited

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

Minutes of the Annual General Meeting of Shareholders No. 49 ("**Meeting**")

Tuesday, 25 April 2017, at 10.00 hours,

Meeting Room R6, Renaissance Bangkok Ratchaprasong Hotel,

No. 518/8 Ploenchit Road, Bangkok, 10330 Thailand

**DIRECTORS PRESENT:**

- |                                    |  |
|------------------------------------|--|
| 1. Dr. Dhiraporn Srifuengfung      | Chairman of the Board of Directors/Nomination and Corporate Governance Committee Member                |
| 2. Mr. Finbarr O' Connor           | Executive Director (Managing Director)   |
| 3. Mr. Athaporn Khaimarn           | Independent Director/Audit Committee Chairman  |
| 4. Mr. Yeap Swee Chuan             | Independent Director/Audit Committee Member/<br>Nomination and Corporate Governance Committee Chairman |
| 5. Mr. Christopher Delaney         | Director   |
| 6. Mr. Oliver Gloe                 | Director   |
| 7. Mr. Phiphat Vorapipat           | Executive Director/Nomination and Corporate Governance Committee Member                                |
| 8. Mr. Wee Hong Kek                | Director   |
| 9. Ms. Chanapun Juangroongruangkit | Independent Director and Audit Committee Member  |

**Corporate Secretary and Legal Counsel**

Ms. Napat Tanyakulsajja

**Auditor - PricewaterhouseCoopers ABAS Limited**

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

**Legal Counsel from Baker & McKenzie Limited**

Mr. Theppachol Kosol	Partner
Ms. Warittha Jitvuttichod	Lawyer

**MEETING CONVENED**

The Meeting convened at 10.00 hours.

Ms. Napat Tanyakulsajja welcomed the shareholders and the proxies, introduced the Board of Directors and lawyers to the Meeting. After that, she requested the shareholders and the

proxies to study the rules and regulations related to the annual general meeting of shareholders along with the letter of invitation which were delivered to the shareholders. She explained the inquiry and voting procedures as well as informed the Meeting that the Company would allow the shareholders and the proxies to raise questions about meeting agenda items by raising hands and providing names and numbers of shares before posing questions. The Chairman, the Board of Directors, or the Managing Director would answer the questions accordingly. At this Meeting, the shareholders and the proxies could vote by using ballots provided during the registration. One share shall be entitled to one vote. To facilitate the voting process, the Company shall collect ballots with disapproval and abstention votes for deduction from all votes of the shareholders present for that particular meeting agenda item. The votes after the deduction of disapproval and abstention votes shall be counted as approval votes. The shareholders with disapproval or abstention votes shall be asked to submit their ballots. The ballots with approval votes shall be collected after the end of the Meeting.

Dr. Dhiraphorn Srifuengfung acted as Chairman of the Meeting (“Chairman”). The Chairman informed the Meeting that there were 45 shareholders and proxies present at the Meeting representing 6,084,049 (Six Million, Eighty Four Thousand, and Forty Nine) shares accounting for 82.22% of the Company’s total issued shares of 7,400,000 (Seven Million and Four Hundred Thousand), thus constituting a quorum according to the Company’s Articles of Association. Then, the Chairman assigned the Corporate Secretary to proceed with the meeting agenda.

**Agenda Item 1: To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2016 held on 17 November 2016**

Ms. Napat presented to the Meeting the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2016 held on 17 November 2016, the copies of which were submitted to the Stock Exchange of Thailand within 14 days and the Ministry of Commerce as prescribed by law. Such information was also posted on the Company’s website. The details are as per Attachment 1.

The Chairman allowed the Meeting to raise questions.

There were no further questions from the Meeting on this agenda item. Then, the Chairman asked the Meeting to consider and adopt this agenda item as proposed by the Board of Directors.

**Resolution:** The Meeting considered and adopted the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2016 held on 17 November 2016 with the following votes:

Approval votes	6,191,420	or	100 %
Disapproval votes	-	or	- %
Abstention votes	-	or	- %

of the total votes of the shareholders attending the Meeting and entitled to vote.

**Agenda Item 2: To acknowledge the Board of Directors’ Annual Report on the Company’s business activities**

The Corporate Secretary welcomed Mr. Finbarr O' Connor, Managing Director, to present the Company's 2016 business activities to the Meeting.

Upon the completion of the presentation, the Chairman allowed the Meeting to raise questions.

Ms. Thanya Mahawattanaungkoon from Aberdeen Assets Management suggested that since the Company has implemented investor relations activities by coordinating with its overseas parent company, there should be conference call sessions between the Company and its investors.

Mr. Finbarr O' Connor informed the Meeting that he would consider the aforesaid suggestion and contact Aberdeen Assets Management again.

There were no further questions from the Meeting on this agenda item. Since this agenda item was for acknowledgement, no voting was required. Then, the Chairman asked the Corporate Secretary to proceed with Agenda Item 3 accordingly.

**Agenda Item 3: To consider and approve the Company's financial statements for the year ended 31 December 2016 as well as the auditor's report**

Ms. Napat reported the Company's operating results as follows:

The Company's financial statements (partial)

Unit: Baht Million

Item	Amount	
	2016	2015
Total Assets	5,285	5,160
Total Liabilities	1,261	1,255
Total Revenue	3,898	3,971
Net Profit	280	385
Basic Earnings Per Share (Baht/Share)	37.77	52.09

The Board of Directors opined that the Meeting should approve the Company's financial statements for the year ended 31 December 2016 as well as the auditor's report.

Then, the Chairman allowed the Meeting to raise questions about the financial statements.

There were no further questions from the Meeting on this agenda item. The Chairman asked the Meeting to consider and approve the Company's financial statements for the year ended 31 December 2016 as well as the auditor's report as proposed by the Board of Directors.

**Resolution:** The Meeting considered and approved the Company's financial statements for the year ended 31 December 2016 as well as the auditor's report with the following votes:

Approval votes	6,191,730	or	100 %
Disapproval votes	-	or	- %
Abstention votes	-	or	- %

of the total votes of the shareholders attending the Meeting and entitled to vote.



Disapproval votes - or - %  
 Abstention votes - or - %  
 of the total votes of the shareholders attending the Meeting and entitled to vote.

**Agenda Item 5: To consider and approve the election of directors in replacement of those retiring by rotation**

Ms. Napat informed the Meeting that according to Item 14 of the Company's Articles of Association, at every annual general meeting of shareholders, one-third of the directors shall retire by rotation. If the number of the directors cannot be exactly divided into three parts, directors in a number closest to one-third shall vacate office. At this Meeting, there were three directors who retired by rotation: 1. Mr. Yeap Swee Chuan, 2. Mr. Oliver Gloe, and 3. Mr. Wee Hong Kek.

**Opinion of the Nomination and Corporate Governance Committee:** The Nomination and Corporate Governance Committee considered and selected directors based on various aspects including qualifications, experiences, and expertise in wide-ranging fields as well as their past performance as directors and subcommittee members. The Board of Directors deemed it appropriate to propose to the Meeting to consider and approve the re-election of the directors who retired by rotation this year as directors for another term. Details of the directors are as follows:

Name	Position
1. Mr. Yeap Swee Chuan	- Independent Director* - Audit Committee Member - Nomination and Corporate Governance Committee Chairman
2. Mr. Oliver Gloe	- Director
3. Mr. Wee Hong Kek	- Director

Remark: Qualifications of an independent director according to Item 1: Definition of an independent director in relation to shareholding as per Attachment 4, are stricter than minimum requirements of the Capital Market Supervisory Board.

**Opinion of the Board of Directors:** According to the Company's Articles of Association, at every annual general meeting of shareholders, one-third of the directors shall retire by rotation. This year there were 3 directors who retired by rotation out of 9 directors. Such directors were eligible for re-election as directors for another term. The selection of directors was based on consideration of qualifications, experiences, and expertise in wide-ranging fields as well as past performance as directors. The Board of Directors deemed it appropriate to propose to the Meeting to consider and approve the re-election of the 3 directors who retired by rotation for another term: 1. Mr. Yeap Swee Chuan, 2. Mr. Oliver Gloe, and 3. Mr. Wee Hong Kek. These 3 nominated directors were not present in the Board of Directors' meeting room and did not vote at the Board of Directors' meeting.

The Chairman allowed the shareholders to raise questions.

Mr. Chatchai Triwimol, a proxy from the Shareholder Right Protection Volunteer Club, Thai Investors Association, holding 1 share, had the following questions:

1. How do the qualifications of the nominated independent directors align with the Company's goals?



2. Is the independence of the independent directors working for more than 9 consecutive years affected? Is there any concept or guideline for an independent director's office term? If possible, before reaching a resolution for the election of independent directors, I would like to ask the nominated persons to introduce themselves to the Meeting and clarify their roles and responsibilities.

The Chairman answered the questions as follows:

1. Mr. Yeap Swee Chuan has qualifications beneficial to the Company's operations due to his expertise in the auto parts industry. Also, his past performance as an independent director was satisfactory. He has been providing opinions that are useful for the Company's operations.
2. The Company has not yet determined an office term for an independent director who has been in office for more than 9 consecutive years.

The Chairman clarified that the shareholders may vote for election of the whole group or for individual directors. As for voting, if agreeable, the shareholders shall mark their votes in the ballots provided.

There were no further questions from the shareholders. The Chairman therefore requested the Meeting to consider and approve this agenda item as proposed by the Board of Directors.

**Resolution:** After due consideration, the Meeting resolved as follows:

1. Mr. Yeap Swee Chuan		
Approval votes	6,191,730 or	100%
Disapproval votes	- or	- %
Abstention votes	- or	- %

of the total votes of the shareholders attending the Meeting and entitled to vote.

2. Mr. Oliver Gloe		
Approval votes	6,191,730 or	100%
Disapproval votes	- or	- %
Abstention votes	- or	- %

of the total votes of the shareholders attending the Meeting and entitled to vote.

3. Mr. Wee Hong Kek		
Approval votes	6,191,730 or	100%
Disapproval votes	- or	- %
Abstention votes	- or	- %

of the total votes of the shareholders attending the Meeting and entitled to vote.

#### **Agenda Item 6: To consider and approve directors' remuneration for 2017**

Ms. Napat requested the Meeting to consider the 2017 remuneration for the Company's directors with the following details:

**Opinion of the Nomination and Corporate Governance Committee** Since the Company does not have the Remuneration Committee; the Board of Directors assigned the Nomination

and Corporate Governance Committee to prudently determine directors' remuneration. The determination of directors' remuneration shall be based on consideration of the Company's business type, size, and operating results compared with the market norm and the industry of similar nature as well as experiences and appropriate duties and responsibilities of the Board of Directors. However, only the Chairman of the Board of Directors and directors residing in Thailand and not receiving salaries from the Company shall be entitled to this remuneration. It was therefore deemed appropriate for the Board of Directors to propose to the Meeting to maintain the 2017 directors' remuneration rates similar to those of 2016 as follows:

Position	2017	2016
1. Chairman of the Board of Directors	Baht 500,000 per year	Baht 500,000 per year
2. Board Member	Baht 350,000 per year (per person)	Baht 350,000 per year (per person)

The Company's directors shall not receive other compensation than the abovementioned remuneration.

#### **Opinion of the Board of Directors:**

The determination of directors' remuneration was not conducted by the Remuneration Committee as at present the Company does not have such committee. However, the directors' remuneration was carefully considered by the Nomination and Corporate Governance Committee and the Board of Directors by comparison with references of the similar industry and the Company's business expansion and profit growth. It was deemed appropriate to propose to the Meeting to consider and approve the directors' remuneration for 2017 according to the proposed rates.

**Vote casting:** Approval for this agenda item needs at least two-thirds of the total votes of the shareholders attending the Meeting.

The Chairman allowed the shareholders to raise questions.

There were no additional questions from the shareholders. The Chairman therefore asked the shareholders to consider and approve this agenda item as proposed by the Board of Directors.

**Resolution:** After due consideration, the Meeting resolved to approve the directors' remuneration as proposed by the Board of Directors with the following votes:

Approval votes	6,191,730	votes or	100 %
Disapproval votes	-	votes or	- %
Abstention votes	-	votes or	- %

of the total votes of the shareholders attending the Meeting and entitled to vote.

#### **Agenda Item 7: To consider and approve the Audit Committee's remuneration for 2017**

Ms. Napat requested the Meeting to consider the 2017 remuneration for the Company's Audit Committee. Details are as follows:

### **Opinion of the Nomination and Corporate Governance Committee**

As the Company did not have the Remuneration Committee, the Board of Directors assigned the Nomination and Corporate Governance Committee to carefully consider and determine the Audit Committee's remuneration. The determination of the Audit Committee's remuneration shall be based on consideration of the Company's business type, size, and operating results compared with the market norm and the industry of similar nature as well as experiences and appropriate duties and responsibilities of the Audit Committee members. It was therefore deemed appropriate for the Board of Directors to propose to the Meeting to maintain the 2017 Audit Committee members' remuneration rates similar to those of 2016 as follows:

<b>Position</b>	<b>2017</b>	<b>2016</b>
1. Audit Committee Chairman	Baht 350,000 per year	Baht 350,000 per year
2. Audit Committee Member	Baht 300,000 per year (per person)	Baht 300,000 per year (per person)

### **Opinion of the Board of Directors:**

The determination of the Audit Committee members' remuneration was not conducted by the Remuneration Committee as at present the Company does not have such committee. However, the Audit Committee members' remuneration was carefully considered by the Nomination and Corporate Governance Committee and the Board of Directors by comparison with references of the similar industry and the Company's business expansion and profit growth. It was deemed appropriate to propose to the Meeting to consider and approve the Audit Committee members' remuneration for 2017 according to the proposed rates.

**Vote casting:** Approval for this agenda item needs at least two-thirds of the total votes of the shareholders attending the Meeting.

There were no additional questions from the shareholders. The Chairman therefore asked the Meeting to consider and approve this agenda item as proposed by the Board of Directors.

**Resolution:** After due consideration, the Meeting resolved to approve the Audit Committee members' remuneration as proposed by the Board of Directors with the following votes:

Approval votes	6,191,730	votes or	100 %
Disapproval votes	-	votes or	- %
Abstention votes	-	votes or	- %

of the total votes of the shareholders attending the Meeting and entitled to vote.

### **Agenda Item 8: To consider and approve the Nomination and Corporate Governance Committee's remuneration for 2017**

Ms. Napat requested the Meeting to consider the 2017 remuneration for the Company's Nomination and Corporate Governance Committee. Details are as follows:

**Opinion of the Nomination and Corporate Governance Committee:**

Since the Company does not have the Remuneration Committee; the Board of Directors assigned the Nomination and Corporate Governance Committee to prudently determine the remuneration for the Nomination and Corporate Governance Committee. The determination of the Nomination and Corporate Governance Committee's remuneration shall be based on consideration of the Company's business type, size, and operating results compared with the market norm and the industry of similar nature as well as experiences and appropriate duties and responsibilities of the Nomination and Corporate Governance Committee members. It was therefore deemed appropriate for the Board of Directors to propose to the Meeting to maintain the 2017 Nomination and Corporate Governance Committee members' remuneration rates similar to those of 2016 as follows:

Position	2017	2016
1. Nomination and Corporate Governance Committee Chairman	Baht 100,000/year	Baht 100,000/year
2. Nomination and Corporate Governance Committee Member	Baht 75,000/year (per person)	Baht 75,000/year (per person)

The Chairman allowed the Meeting to raise questions.

**Opinion of the Board of Directors:**

The determination of the Nomination and Corporate Governance Committee members' remuneration was not conducted by the Remuneration Committee as at present the Company does not have such committee. However, the Nomination and Corporate Governance Committee members' remuneration was carefully considered by the Nomination and Corporate Governance Committee and the Board of Directors by comparison with references of the similar industry and the Company's business expansion and profit growth. It was deemed appropriate to propose to the Meeting to consider and approve the Nomination and Corporate Governance Committee members' remuneration for 2017 according to the proposed rates.

**Vote casting:** Approval for this agenda item needs at least two-thirds of the total votes of the shareholders attending the Meeting.

There were no additional questions from the shareholders. The Chairman therefore requested the Meeting to consider and approve this agenda item as proposed by the Board of Directors.

**Resolution:** After due consideration, the Meeting resolved to approve the Nomination and Corporate Governance Committee members' remuneration as proposed by the Board of Directors with the following votes:

Approval votes	6,191,730	votes or	100 %
Disapproval votes	-	votes or	- %
Abstention votes	-	votes or	- %

of the total votes of the shareholders attending the Meeting and entitled to vote.

**Agenda Item 9: To consider and approve the appointment of auditors for the year ended 31 December 2017 and the determination of audit fees**

Ms. Napat requested the Meeting to consider and approve the appointment of auditors for the year ended 31 December 2017 and the determination of audit fees, details of which are as follows:

**Opinion of the Audit Committee:** The Audit Committee considered and chose 3 auditors based on their past performance, independence, and fees. The Audit Committee proposed to the Board of Directors to approve the appointment of the auditors from PricewaterhouseCoopers ABAS Limited, the same auditors as in 2016. This was because this audit firm has been one of the big 4 audit firms at the international level with expertise in accounting and appropriate audit fees. Also, in the past year, this audit firm achieved satisfactory performance. It was deemed appropriate that the Board of Directors shall propose to the Meeting to consider and approve the appointment of the following persons as auditors for the Company for 2017. One of the auditors shall perform audits and provide opinions on the Company's financial statements with the audit fees for 2017 as per the details below.

The audit firm and the auditors as proposed shall be independent and have no relationship or conflicts of interest with the Company/executives/major shareholders or any related person.

List of auditors	Certified Public Accountant No.	The number of years in which the auditor signed to certify the Company's financial statements during the past 5 years
1. Mr. Chaisiri Ruengrithchai	4526	1 year (2012)
2. Mr. Prasit Yuengsrikul	4174	-
3. Ms. Varaporn Vorathitikul	4474	-

Audit fees	2017 (Baht)	2016 (Baht)
Audit fees	1,900,000	1,700,000
Non-audit service fees	None	None

**Opinion of the Board of Directors:** The Board of Directors deemed it appropriate to propose to the Meeting to consider and approve the appointment of the auditors and the determination of the audit fees for the year ended 31 December 2017 as proposed by the Audit Committee.

**Vote casting:** Approval for this agenda item needs a majority vote of the shareholders attending the Meeting and entitled to vote. The Chairman allowed the Meeting to raise questions.

There were no additional questions from the shareholders. The Chairman therefore requested the Meeting to consider and approve this agenda item as proposed by the Board of Directors.

**Resolution:** After due consideration, the Meeting resolved to approve the appointment of the auditors and the determination of the audit fees as proposed by the Board of Directors with the following votes:

Approval votes	6,191,730	votes or	100 %
Disapproval votes	-	votes or	- %
Abstention votes	-	votes or	- %

of the total votes of the shareholders attending the Meeting and entitled to vote.

**Agenda Item 10: To consider other business that may be conducted at the Meeting**

The Meeting should not consider any other matters. This is to comply with the 2012 Principles of Good Corporate Governance for Listed Companies and the Annual General Meeting of Shareholders Assessment Program according to which only pre-determined meeting agenda items shall be considered at the Meeting to ensure fairness for all shareholders.

The Chairman thanked the shareholders and the proxies for attending the Meeting. The Meeting adjourned at 10.50 hours.



(Dr. Dhiraphorn Srifuengfung)  
Chairman of the Meeting

**Minutes Taker:**

Ms. Napat Tanyakulsajja  
Corporate Secretary

**Mr. Athaporn Khaimarn**

<b>Position in GYT</b>	(1) Independent Director (2) The Chairman of the Audit Committee
<b>Age</b>	74
<b>Appointment date/year</b>	2002 (as of 23 March 2018: 16 years)
<b>Total period</b>	5
<b>Shareholding percentage in GYT (as of 31 December 2017)</b>	None (0% of total shares)
<b>Family relationship among directors/management</b>	None
<b>Educational Background</b>	Former Member of the Institute of Chartered Accountants in Australia Associateship in Accounting, Western Australia Institute of Technology (Now - Curtin University of Technology)
<b>Director Training</b>	DCP and DAP Certificates, IOD
<b>Working Experience (as of 31 December 2017)</b>	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
<b>Illegal record in past 10 years</b>	None
<b>Forbidden Qualifications</b>	1. Never dishonestly committed an offence against property 2. Never entered into any transaction which may cause conflict of interest against GYT during the year

**Directorship/Management in other businesses**

- a) List of listed or nonlisted companies therein you are directors/management  
Independent Director/Chairman of Audit Committee, Siam Makro Public Company Limited
- b) Name and types of business therein you are directors/management with the potential to be conflict of interest of the Company: -None-

**Meeting Attendances (Year 2015-2017)**

<b>Meeting</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>
<b>Board of Directors</b>	4/4 (100%)	8/8 (100%)	4/4 (100%)
<b>Shareholder</b>	1/1 (100%)	2/2 (100%)	1/1 (100%)
<b>Audit Committee</b>	4/4 (100%)	7/7 (100%)	4/4 (100%)

Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years (Additional information to consider for Independent Director election)

1. Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee	No
2. Being a professional service provider (i.e. auditor, lawyer)	No

3. Having the significant business relations that may affect the ability to perform independently	None
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Remarks see Enclosure 4: Definition of Independent Directors



**Mr. Phiphat Vorapipat**

<b>Position in GYT</b>	Director	
<b>Age</b>	40	
<b>Appointment date/year</b>	2 November 2009 (as of 23 March 2017: 8 years 4 months)	
<b>Total period</b>	3	
<b>Shareholding percentage in GYT (as of 31 December 2017)</b>	None (0% of total shares)	
<b>Family relationship among directors/management</b>	None	
<b>Educational Background</b>	International MBA and MS-IT, The University of Denver-USA	
<b>Director Training</b>	DCP 222/2016, IOD	
<b>Working Experience (as of 31 December 2017)</b>	2017 – Present	Sales Director, Thailand Goodyear (Thailand)
	2012 – 2017	General Manager Aviation-Asia Pacific, Goodyear (Thailand)
	2012 - 2012	Supply Chain Director Aviation Tires Asia Pacific, Goodyear (Thailand)
	2011 – 2012	Product Supply Director, Goodyear (Thailand)
	2008 – 2011	Supply Chain Director, Goodyear (Thailand)
	2007 – 2008	Regional Customer Service Manager, Unilever Thai Trading Company Limited
<b>Illegal record in past 10 years</b>	None	
<b>Forbidden Qualifications</b>	1. Never dishonestly committed an offence against property 2. Never entered into any transaction which may cause conflict of interest against GYT during the year	

**Directorship/Management in other businesses**

- a) List of listed companies therein you are directors/management  
None
- b) Non-listed companies  
None
- c) Name and types of business therein you are directors/management with the potential to be conflict of interest of the Company: -None-

**Meeting Attendances (2015-2017)**

Meeting	2017	2016	2015
<b>Board of Directors</b>	4/4 (100%)	8/8 (100%)	4/4 (100%)
<b>Shareholder</b>	1/1 (100%)	2/2 (100%)	1/1 (100%)
<b>Nomination and Corporate Governance Committee</b>	4/4 (100%)*	5/5(100%)	4/4(100%)

\*Resignation on 3 November 2016

**Mr. Andrew Michael Cooper**

<b>Position in GYT</b>	Director	
<b>Age</b>	51	
<b>Appointment date/year</b>	3 November 2017 (as of 23 March 2017: 4 months)	
<b>Total period</b>	1	
<b>Shareholding percentage in GYT (as of 31 December 2016)</b>	None (0% of total shares)	
<b>Family relationship among directors/management</b>	None	
<b>Educational Background</b>	BTEC/EITB Engineering, University of Hertfordshire General Management, Ashridge, UK General Management, INSEAD, France/Singapore	
<b>Director Training</b>	-	
<b>Working Experience (as of 31 December 2016)</b>	2014 - Present 2012-2014	Managing Director, Goodyear Corporation Vice President, Kodak Corporation
<b>Illegal record in past 10 years</b>	None	
<b>Forbidden Qualifications</b>	1. Never dishonestly committed an offence against property 2. Never entered into any transaction which may cause conflict of interest against GYT during the year	

**Directorship/Management in other businesses**

- a) List of listed companies therein you are directors/management  
None
- b) Non-listed companies  
None
- c) Name and types of business therein you are directors/management with the potential to be conflict of interest of the Company: -None-

**Meeting Attendances (2015-2017)**

<b>Meeting</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>
<b>Board of Directors</b>	1/4 (25%)*	-	-
<b>Shareholder</b>	-	-	-

\*Appointment on 3 November 2017

### **Definition of Independent Directors**

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 3 Independent Directors from 3 Directors namely:

<b>Independent Director Name</b>	<b>Titles</b>
<b>Mr. Athaporn Khaimarn</b> (Age 74 years)	Independent Director / Chairman of Audit Committee
<b>Mr. Yeap Swee Chuan</b> (Age 69 years)	Independent Director / Member of the Audit Committee / Chairman of the Nomination and Corporate Governance Committee
<b>Miss Chanapun Juangroongruangkit</b> (Age 41 years)	Independent Director / Member of the Audit Committee / Member of the Nomination and Corporate Governance Committee

The Company has defined the qualifications of an Independent Director according to the definition of the Company's Independent Director in item 1 more stringent than that stipulated by the Capital Market Supervisory Board, as follow:

- 1) Holding not more than 0.5% of the total voting shares of the Company, its subsidiary, associated company, juristic persons with potential of conflict of interest, major shareholder, or controlling person, with the number of shares held by the independent director's related persons being counted.
- 2) Being a director who is not or has never been an executive director, employee, staff member, salaried advisor, or controlling person of the Company, its subsidiary, associated company, same-level subsidiary, juristic persons with potential of conflict of interest, major shareholder, or controlling person, unless such characteristics have lapsed for at least two years before being appointed.
- 3) Being a director who has no relationship by blood or by legal registration under the status of father, mother, spouse, sibling, and child, including the child's spouse, of other directors, executives, major shareholders, controlling persons, or persons who are being nominated for appointment as directors, executives, or controlling persons of the Company or its subsidiary.
- 4) Being a director who does not have or has never had a business relationship with the Company, its subsidiary, associated company, juristic persons with potential of conflict of interest, major shareholder, or controlling person in a manner that may hinder the exercise of his/her independent judgment, and not being a person who is or has been a significant shareholder, or controlling person, or a person with a business relationship with the Company, its subsidiary, associated company, juristic persons with potential of conflict of interest, major shareholder, or controlling person, unless such characteristics have lapsed for at least two years before being appointed.

The business relationship in paragraph one includes normal trading transactions for the purpose of business operations, rental or lease of immovable property, transaction related to assets or services, or granting or receiving financial assistance by receiving or giving loans, guarantee, using assets as debt collateral, including other similar acts that result in the Company or the party thereof being liable to pay the other at an amount of 3% or more of the net tangible asset or 2 million Baht or more, whichever is smaller. The calculation of such liabilities shall be in accordance with the method of connected transaction calculation specified in the Capital Market Supervisory Board's Notification: Re Criteria on Undertaking Connected Transactions, *mutatis mutandis*, with the liabilities occurring during the one-year period prior to the date of business relationship with the same person being included.

- 5) Being a director who is not or has never been an external auditor of the Company, its subsidiary, associated company, juristic persons with potential of conflict of interest, major shareholder, or controlling person, and not a significant shareholder, controlling person, or partner of an audit firm to which an external auditor of the Company, its subsidiary, associated company, juristic

persons with potential of conflict of interest, major shareholder, or controlling person belongs, except in case such characteristics have lapsed for at least two years before being appointed.

- 6) Being a director who is not or has never been a provider of any professional service including legal advisory service or financial advisory service with the service fee thereof exceeding 2 million Baht per year from the Company, its subsidiary, associated company, juristic persons with potential of conflict of interest, major shareholder, or controlling person, and not a significant shareholder, controlling person, or partner of the provider of such professional service, except in case such characteristics have lapsed for at least two years before being appointed.
- 7) Being a director who is not appointed as representative of a director, major shareholder or shareholder with a relationship to a major shareholder of the Company.
- 8) Not undertaking a business of the same nature and in significant competition with those of the Company or its subsidiary, nor being a significant partner of a partnership or an executive director, employee, staff member, salaried advisor, or shareholder with over 1.0% of the total voting shares of another company undertaking a business of the same nature and in significant competition with those of the Company or its subsidiary.
- 9) Not having any other characteristic that may hinder the exercise of his/her independent judgment about the Company's business operations.
- 10) Must be the person who has already passed the process of nomination by the Board of Directors.

รายชื่อและข้อมูลกรรมการอิสระที่เป็นตัวแทนในการรับมอบฉันทะในการประชุม

Name list and details of Independent Directors to be used with Proxy of Shareholders

รายชื่อกรรมการ Independent Director	ตำแหน่ง Position	ที่อยู่ Address
นายเย็บ ชู ชวน (อายุ 69 ปี)	กรรมการอิสระ การตรวจสอบ กรรมการสรรหาและ ธรรมาภิบาล	บริษัท กู๊ดเยียร์ (ประเทศไทย) จำกัด (มหาชน) 50/9 หมู่ที่ 3 ถนนพหลโยธิน ก.ม. 36 ตำบลคลองหนึ่ง อำเภอ คลองหลวง จังหวัดปทุมธานี 12120
Mr. Yeap Swee Chuan (Age 69 years)	Independent Director the Audit Committee the Nomination and Corporate Governance Committee	Goodyear (Thailand) Public Company Limited 50/9 Moo 3, Km. 36 Paholyothin Road, Khlong Nueng Sub-District, Khlong Luang District, Pathumthani Province 12120
นางสาวชนาพรณ จีรุงเรืองกิจ (อายุ 41 ปี)	กรรมการอิสระ กรรมการตรวจสอบ กรรมการสรรหาและ ธรรมาภิบาล	บริษัท กู๊ดเยียร์ (ประเทศไทย) จำกัด (มหาชน) 50/9 หมู่ที่ 3 ถนนพหลโยธิน ก.ม. 36 ตำบลคลองหนึ่ง อำเภอ คลองหลวง จังหวัดปทุมธานี 12120
Miss Chanapun Juangroongruangkit (Age 41 years)	Independent Director / Audit Committee / Nomination and Corporate Governance Committee	Goodyear (Thailand) Public Company Limited 50/9 Moo 3, Km. 36 Paholyothin Road, Khlong Nueng Sub-District, Khlong Luang District, Pathumthani Province 12120

กรรมการอิสระทั้ง 2 ท่านข้างต้นถือว่ามีส่วนได้เสียในระเบียบวาระที่ 6 พิจารณาคำตอบแทนของคณะกรรมการ และ  
คณะกรรมการชุดย่อย ดังนั้น กรรมการอิสระที่ได้รับมอบฉันทะจะไม่ออกเสียงลงคะแนนในระเบียบวาระดังกล่าว

Two of the above mentioned independent directors are considered to have interests in the agenda items  
6–To approve the Board of Directors’ and the Sub Committees’ remunerations. Therefore, those  
independent directors who are granted proxies shall refrain from voting in such agenda items.

**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. 8. 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.

In the case where the foreign institution shareholder appoints a commercial bank in Thailand as its Custodian, the documents for identification will not be required. However, the letter of certification for the fact that the Proxy is approved to provide custodian business.

- (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 Fiftieth (50<sup>th</sup>) 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, as detailed in Enclosure No. 5

- (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 2018.
  - (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 08:00 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. Legal reserve**

Article 42 The Company shall appropriate to a reserve fund at least five percent (5%) of the net profits earned annually less retained deficit (if any), until the reserve fund reaches at least one-tenth part of its authorized capital.

## **4. 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.

หนังสือมอบฉันทะ

Proxy

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) โดยถือหุ้นสามัญจำนวนทั้งสิ้นรวม ..... หุ้น  
as a shareholder of Goodyear (Thailand) Public Company Limited holding a total number of ordinary shares, .....  
และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง  
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 นายเย็บ ชู ชวน อายุ 69 ปี, อยู่บ้านเลขที่ 50/9 ถนน พหลโยธิน กม.36 ตำบล/แขวง คลองหนึ่ง  
Mr.Yeap Swee Chuan Age69 years, having an address at 50/9 Road Phaholyothin KM.36 Subdistrict  
Klongnueng  
อำเภอ/เขต คลองหลวง จังหวัด ปทุมธานี รหัสไปรษณีย์ 12120 หรือ  
District Klongluang Province Pathumthani Postal Code 12120 or
- ☐ 2. ชื่อ นางสาวชนาพรหม จรุงเรืองกิจ อายุ 41 ปี อยู่บ้านเลขที่ 50/9 ถนน พหลโยธิน กม.36  
ตำบล/แขวง คลองหนึ่ง อำเภอ/เขต - จังหวัด ...Shanghai...รหัสไปรษณีย์ 200031 หรือ  
Miss Chanapun Juangroongruangkit Age 41 yrs, having an address at 50/9 Road Phaholyothin KM.36  
Subdistrict Klongnueng District Klongluang Province Pathumthani Postal Code 12120 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 ..... หรือ  
Subdistrict ..... District ..... Province ..... Postal Code ..... or
- ☐ 5. 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 .....



คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมใหญ่สามัญประจำปีของผู้ถือหุ้น ครั้งที่ 50 วันพุธที่ 25 เมษายน พ.ศ. 2561 เวลา 10.00 น. ณ ห้องประชุม R6 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 Fiftieth (50th) Annual Ordinary General Meeting of the Shareholders on Wednesday, 25 April 2018 at 10.00 a.m., at Meeting Room R6, 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

- (5) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1 พิจารณารับรองรายงานการประชุมใหญ่สามัญของผู้ถือหุ้น ครั้งที่ 49 ที่ได้ประชุมเมื่อวันที่ 25 เมษายน 2560

Agenda 1 To consider and adopt the Minutes of the Annual Ordinary General Meeting of Shareholders No. 49 held on April 25, 2017

- ☐ (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 2 พิจารณารับทราบรายงานประจำปี 2560 ของคณะกรรมการบริษัทเกี่ยวกับกิจกรรมของบริษัท

Agenda 2 To consider and acknowledge the Annual Report 2017 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 2560 พร้อมรายงานของผู้สอบบัญชี

Agenda 3 To consider and approve the Company's Financial Statements for the year ended December 31, 2017 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"/> จดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 4 พิจารณานุมัติการจ่ายเงินปันผล สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2560

Agenda 4 To consider and approve the payment of dividend for the year ended December 31, 2017

- ☐ (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 พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ

Agenda 5 To consider and approve re-election of directors in replacement of those who retired by rotation

- ☐ (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:
- ☐ เลือกตั้งกรรมการทั้งหมดตามที่คณะกรรมการเสนอ  
Vote for all the nominated directors
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain
- ☐ เห็นด้วยกับการแต่งตั้งกรรมการเป็นรายบุคคล ดังนี้  
Approve the individual appointment of director(s) as follows:
- การเลือกตั้งกรรมการกลับเข้ามา เป็นกรรมการใหม่อีกวาระหนึ่ง:  
Election of Directors as directors to serve for a full additional term:
1. ชื่อกรรมการ: นายอรรถพร ขำมาน (กรรมการอิสระ, ประธานกรรมการตรวจสอบ)  
Director's name: Mr. Athaporn Khaimarn (Independent Director, Chairman of the Audit Committee)
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain
2. ชื่อกรรมการ: นายพิพัฒน์ วรพิพัฒน์ (กรรมการบริหาร)  
Director's name: Mr. Phiphat Vorapipat (Executive Director)
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain
3. ชื่อกรรมการ: นายแอนดรูว์ ไมเคิล คูเปอร์ (กรรมการ)  
Director's name: Mr. Andrew Michael Cooper (Director)
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

#### วาระที่ 6 พิจารณานุมัติค่าตอบแทนกรรมการ และกรรมการชุดย่อย ประจำปี 2561

Agenda 6 To consider and approve the directors' and the sub-committees' remunerations for the year 2018

- ☐ (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:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

#### วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีประจำปีสิ้นสุด 31 ธันวาคม 2561 และกำหนดค่าตอบแทนของผู้สอบบัญชี

Agenda 7 To consider and approve the appointment of the auditors for the year ended December 31, 2018 and determination of the auditors' 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:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

#### วาระที่ 8 พิจารณากิจการอื่น ๆ ที่อาจดำเนินการได้ในที่ประชุมสามัญผู้ถือหุ้นของบริษัท

Agenda 8 To consider such other businesses as may be brought to the attention of the Meeting



- (6) คำแถลงหรือเอกสารหลักฐานอื่น ๆ (ถ้ามี) ของผู้รับมอบฉันทะ.....  
The proxy's statement or any other evidences (if any).....
- (7) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
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 หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำการไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

Any act (s) undertaken by the proxy at such meeting, except for where the voting of proxy in any agenda that is not as specified in this proxy, shall be deemed as my/our act (s) in every respect.

ลงชื่อ/Signed ..... ผู้มอบฉันทะ/Grantor  
( \_\_\_\_\_ )

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Proxy  
( \_\_\_\_\_ )

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Proxy  
( \_\_\_\_\_ )

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 50 วันพุธที่ 25 เมษายน พ.ศ. 2561 เวลา 10.00 น. ณ ห้องประชุม R6 โรงแรมเรเนซองส์ กรุงเทพฯ ราชประสงค์ เลขที่ 518/8 ถนนเพลินจิต กรุงเทพมหานคร 10330 ประเทศไทย หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย  
For the Fiftieth (50<sup>th</sup>) Annual Ordinary General Meeting of Shareholders on Wednesday, 25 April 2018 at 10.00 a.m., Meeting Room R6, 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:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> จดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

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

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

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



วาระที่ ..... เรื่อง ..... เลือกตั้งกรรมการ (ต่อ)  
Agenda Subject: Election of Directors (continued)

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

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

ลงชื่อ/Signed ..... ผู้มอบนันทะ/Grantor  
( )

ลงชื่อ/Signed ..... ผู้รับมอบนันทะ/Proxy  
( )

**Map of place for the Fiftieth (50<sup>th</sup>) 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. 2

**แบบฟอร์มขอรับรายงานประจำปี 2560 ในรูปแบบหนังสือ**  
**2017 Annual Report Requisition Form in Hard Copy**

เรียน เลขาธิการบริษัท

Dear Company Secretary

ข้าพเจ้า .....จำนวนหุ้น.....

I/We

No. of shares

ที่อยู่.....

Address

มีความประสงค์ขอรับรายงานประจำปี 2560 ในรูปแบบหนังสือ โดยให้จัดส่งไปยังที่อยู่ของข้าพเจ้า ดังนี้

Request for a printed documents of 2017 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.

