



**NOTICE CALLING FOR THE FORTY-NINTH (49<sup>TH</sup>)  
ANNUAL ORDINARY GENERAL MEETING  
OF THE SHAREHOLDERS**

**GOODYEAR (THAILAND) PUBLIC COMPANY LIMITED**

25 April 2017, 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.\*\*

## Table of content

<b>Items</b>	<b>pages</b>
Notice Calling for the Forty-Ninth (49 <sup>th</sup> ) Annual Ordinary General Meeting of Shareholders of year 2017	2
Enclosures to the Forty-Ninth (49 <sup>th</sup> ) Annual Ordinary General Meeting of Shareholders of year 2017	
Enclosure 1     A copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2016 held on 17 November 2016	12
Enclosure 2     CD of the 2016 Annual Report of the Board of Directors and the Financial Statements for the year ended 31 December 2016 (attached herewith)	
Enclosure 3     Profile of directors proposed to consider and approve for re-election in replacement of directors retired by rotation	21
Enclosure 4     Definition of Independent Directors	26
Enclosure 5     Name List and Profiles of Independent Directors proposed to serve as proxies for the meeting	28
Enclosure 6     Conditions and Procedures for Registration and Proxy Appointment to attend the meeting and documents to be declared on the meeting date	29
Enclosure 7     Rules and Articles of Associations of Goodyear (Thailand) Public Company Limited with respect to the Annual General Meeting of Shareholders	31
Enclosure 8     Proxy Form B	34
Enclosure 9     Map of place for the Forty-Ninth (49 <sup>th</sup> ) Annual Ordinary General Meeting of Shareholders	41
Enclosure 10    The 2016 Annual Report Requisition Form in Hard Copy	

- Translation -

Date: 24 March 2017

Subject: Notice Calling for the Forty-Ninth (49<sup>th</sup>) Annual Ordinary General Meeting of Shareholders

To: All shareholders

Goodyear (Thailand) Public Company Limited's (the "**Company**") Board of Directors (the "**Board**") passed a resolution to convene the Forty-Ninth (49<sup>th</sup>) Annual Ordinary General Meeting of Shareholders of the Company on Tuesday, 25 April 2017 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 Extraordinary General Meeting of Shareholders No. 1/2016 held on 17 November 2016**

**Supporting information:** A copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2016 held on 17 November 2016, Enclosure No. 1

**Objective and Rationale:** The Extraordinary General Meeting of Shareholders No. 1/2016 was held on 17 November 2016. 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 Minutes of the Extraordinary General Meeting of Shareholders No. 1/2016 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 2016 of the Board of Directors on activities of the Company**

**Supporting information:** The 2016 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 2016 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 2016 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 2016 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, 2016 with the auditor's report thereon.**

**Supporting information:** The Financial Statements for the year ended 31 December 2016, as shown in the 2016 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 2016, which has been audited and signed off by Ms. Sukhumaporn Wong-ariyaporn, Certified Public Auditor No. 4843, 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 2016.

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

Unit: million Baht

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
Net Profit per share (Baht/share)	37.77	52.09

**Board's Recommendations:** The Meeting should consider and approve the Financial Statements for the year ended 31 December 2016, 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 2016**

**Supporting Information:** The Financial Statements for the year ended 31 December 2016, as shown in the 2016 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 2016 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 with the following details:

<b>Details of the dividend payment</b>	2016	2015
1. Net Profit (million Baht)	280	385
2. Net Profit per share (Baht/share)	37.77	52.09
3. Dividend per share	20	20
4. Dividend payout ratio (%)	53	38
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 for the year ended of 31 December 2016, 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 2016 dividend (Record Date) as of 2 May 2017. 3 May 2017 shall be the book closing date on which the shareholder list shall be compiled as specified in section 225 of the Securities and Exchange Act B.E. 2535 (As amended) ("**SEC Act**"). The payment of the dividend shall be made by 24 May 2017. 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.

**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 15 January 2017 and 15 February 2017 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. Yeap Swee Chuan, 2. Mr. Oliver Gloe and 3. Mr. Wee Hong Kek.

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

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.

**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. Yeap Swee Chuan, 2. Mr. Oliver Gloe and 3. Mr. Wee Hong Kek, as directors for another term. 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' remuneration for the year 2017**

**Objective and Rationale:** The Meeting is required consider the directors' remuneration for 2017 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 2017 as follows (by comparison with 2016):

Position	Year 2017	Year 2016
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)

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 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 2017 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 Audit Committee's remunerations for the year 2017**

**Supporting Document:** Resolution of the 2016 Annual Ordinary General Meeting of Shareholders held on 26 April 2016 on the consideration and approval of the Audit Committee members' remuneration for 2016

**Objective and Rationale:** The Meeting is required to consider the 2017 remuneration for the Audit Committee members of 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 Audit Committee members to be carefully considered by the Nomination and Corporate Governance Committee, which has determined the remuneration for the Audit Committee members 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 Audit Committee. It, therefore, proposed to fix the remuneration for the Audit Committee for 2017 as follows (by comparison with 2016):

<b>Position</b>	<b>Year 2017</b>	<b>Year 2016</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)

**Board's Recommendation:** The determination of remuneration for the Audit Committee members 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 members have been carefully considered by the Nomination and Corporate Governance Committee and the Board 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 Audit Committee of the Company 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 Chairman Independent Directors proposed to serve as proxies shall not cast their votes in this agenda.

**Agenda 8: To consider and approve the Nomination and Corporate Governance Committee's Remuneration for the year 2017**

**Supporting Document:** Resolution of the 2016 Annual Ordinary General Meeting of Shareholders held on 26 April 2016 on the consideration and approval of the Nomination and Corporate Governance Committee's remuneration for 2016

**Objective and Rationale:** The Meeting is required to consider the 2017 remuneration for the Nomination and Corporate Governance Committee of 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 Nomination and Corporate Governance Committee to be carefully considered by the Nomination and Corporate Governance Committee, which has determined the remuneration for the Nomination and Corporate Governance Committee by considering 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 experience, duties and responsibilities of the Nomination and Corporate Governance Committee. It, therefore, proposed to fix the remuneration for the Nomination and Corporate Governance Committee for 2017 as follows (by comparison with 2016):

<b>Position</b>	<b>Year 2017</b>	<b>Year 2016</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)

**Board's Recommendation:** The 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 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 to the remuneration for the Nomination and Corporate Governance Committee of the Company 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 9: To consider and approve the appointment of the auditors for the year ended 31 December 2017 and determination of the auditors' remuneration**

**Supporting Document:** Resolution of the 2016 Annual Ordinary General Meeting of Shareholders held on 26 April 2016 on the consideration and approval of the appointment of the auditors for the year ended 31 December 2016 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 2016 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 2017, 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 2017:

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.

<b>Name of the Auditors</b>	<b>Certified Public Accountant No.</b>	<b>Year which he/she affixed his/her signature on the Company's Financial Statement</b>
1. Mr. Chaisiri Ruangritchai	4526	1 year (2012)
2. Mr. Prasit Yuengsrikul	4174	-
3. Miss Varaporn Vorathitikul	4474	-

<b>Auditors' remuneration</b>	<b>2017 (Baht)</b>	<b>2016 (Baht)</b>
Audit fee	1,900,000	1,700,000
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 2017 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 10: 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 Forty-Ninth (49<sup>th</sup>) Annual Ordinary General Meeting of Shareholders on 14 March 2017 (Record Date) and has closed the share registration book on 15 March 2017 for gathering shareholders' names under the Section 225 of the SEC Act.

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 2017 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 2016 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 Extraordinary General Meeting of the Shareholders No. 1/2016 ("Meeting")

Thursday, 17 November 2016, at 9.00 a.m.

Studio R2, Renaissance Bangkok Ratchaprasong Hotel,  
No. 518/8 Ploenchit Road, Bangkok, 10330 Thailand

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**DIRECTORS PRESENT:**

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

**Company Secretary and Legal Counsel**

Ms. Napat Tanyakulsajja

**Invitee**

Mr. Erwin Raeth Director Business Development,  
The Goodyear Tire & Rubber Company

**Independent Financial Advisor - Baker Tilly Corporate Advisory Services (Thailand) Limited**

- |    |                              |                    |
|----|------------------------------|--------------------|
| 1. | Mr. Yundyong Thantiviramanon | Senior partner     |
| 2. | Ms. Krongkarn Noppawan       | Associate Director |

**Financial Advisor - EY Corporate Services Limited**

- |    |                             |                    |
|----|-----------------------------|--------------------|
| 1. | Ms. Suluksana Artamnuyvipas | Partner            |
| 2. | Ms. Nithawan Jarernporn     | Associate Director |

**Legal counsel – Baker & McKenzie Ltd.**

- |    |                           |         |
|----|---------------------------|---------|
| 1. | Mr. Theppachol Kosol      | Partner |
| 2. | Ms. Warittha Jitvuttichod | Lawyer  |

**MEETING CONVENED**

The Meeting convened at 9:00 a.m.

Ms. Napat Tanyakulsajja welcomed the shareholders and the proxy, introduced the Board of Directors, the independent financial advisor, financial advisor and legal counsel to the Meeting. Then, she requested the shareholders and the proxy to study the rules and regulations governing the Meeting delivered to the shareholders along with the invitation. She informed the Meeting that the Company would give the opportunities to the shareholders and proxy to ask questions the agenda items; the procedure for such questions was that the shareholders or proxy should raise their hands, and inform the meeting of his name and the number of shares held before raising the question. 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. For convenience in counting the votes, the Company will firstly collect the ballots representing the objection or abstain, and deduct such amount from the total votes in each agenda. The remaining votes will be counted as giving approval. She asked the shareholders who vote objection or abstain to raise their hands so the staff will collect such ballots, and the ballots representing approval will be collected after the end of the Meeting.

Ms. Napat informed the Meeting that each agenda item of the shareholders meeting has different voting requirements. The details are as set out below.

No.	Agenda	Voting requirement	Calculation of voting
Agenda 1	Adoption of minutes of the AGM 2016	Majority vote of the attending shareholders who cast the votes	The abstain votes are not counted in the base.
Agenda 2	Approval of the Investment (Under the rules on acquisition and disposal of material assets)	3/4 of the attending shareholders who have the right to vote, excludes any shareholders who have a conflict of interest (i.e. The Goodyear Tire & Rubber Company (" <b>Goodyear USA</b> "))	The abstain votes are counted as part of the base.
Agenda 3	Approval of connected transactions in relation to the Investment (Under the rules on connected transaction)	3/4 of the attending shareholders who have the right to vote, exclude any shareholders who have a conflict of interest (i.e. Goodyear USA)	The abstain votes are counted as part of the base.
Agenda 4	Other business (if any)	Depends on the agenda	Depending on the agenda

The agenda items 2 and 3 shall be deemed to be related, and conditional upon each other. Therefore, if either of these two agenda items is not approved by the Meeting, the other related agenda item will be deemed to be not proposed to the Meeting for consideration and shall be deemed to be canceled.

Dr. Dhiraphorn Srifuengfung acted as the Chairman of the Meeting ("**Chairman**"). The Chairman stated to the Meeting that there were 40 shareholders and a proxy holders in attendance, representing 6,605,152 (Six million six hundred five thousand one hundred and fifty two) shares, equaling 89.26% 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.

**Agenda 1: To consider and adopt the Minutes of the Forty-eighth (48th) Annual Ordinary General Meeting of Shareholders held on 26 April 2016**

Ms. Napat presented to the Meeting the Minutes of the Forty-eighth (48th) Annual Ordinary General Meeting of Shareholders held on 26 April 2016 which had been submitted to the Stock Exchange of Thailand and the Ministry of Commerce as prescribed by law within 14 days, and which has also been posted on the Company website. The details are shown in Enclosure no. 1.

Ms. Napat informed the Meeting of the recommendation of the Company's Board of directors that the Minutes of the Forty-eighth (48th) Annual Ordinary General Meeting of Shareholders should be approved as proposed, and which the Company's Board considers to be correctly recorded.

Ms. Napat opened for questioning from the Meeting.

There being no questions regarding the first agenda item, the Chairman proposed to the Meeting to approve this agenda as per the Board of Directors' recommendation that it was correctly recorded.

**Resolution:** THAT, the Minutes of the Forty-eighth (48<sup>th</sup>) Annual Ordinary General Meeting of Shareholders be approved with the following votes:

Vote for	6,605,555	votes, equal to	100 %
Vote against	-	votes, equal to	- %
Abstention	-	votes, equal to	- %

of total shareholders and a proxy holders in attendance

**Agenda 2: To consider and approve the investment in construction of radial aviation tire factory and production of radial aviation tire and the expansion of the Aviation Business in Thailand**

Ms. Napat introduced the Meeting to consider Agenda 2, as per the details provided in Enclosure 2 and Enclosure 3 of the notice of the Meeting, and informed the Meeting that the Meeting will be asked to consider and approve the investment for the construction of a radial aviation tire factory and production of radial aviation tires and the expansion of the Aviation Business in Thailand (the "**Investment**"). In addition, the Meeting will be asked to consider and approve the delegation of authority relating to the Investment to the Board of Directors and/or any persons delegated by the Board of Directors in order to perform acts in connection with the Investment. This agenda item shall be deemed to be related to agenda item 3, and conditional upon each other. Therefore, if either of the agenda items is not approved by the Meeting, the other related agenda item will be deemed to be not proposed to the Meeting for consideration and shall be deemed to be canceled.

The Investment cost is expected to be about USD 162 million or approximately THB 5,633 million (the exchange rate used in this calculation is USD 1 equals to approximately THB 34.82) which would be divided into 3 phases over a period of 10 years. Phase 1 will be implemented first in order for the Company to evaluate whether it helps increase the Company's capacity and generate reasonable profit, so that the Company may consider further extension of the manufacturing. The Company will consider whether to proceed with phase 2 and phase 3 of the Investment, based on the following criteria:

- (i) Previous phase's performance: The performance of the previous phases of the Investment will be evaluated based on its profitability.
- (ii) The appropriateness of each phase of the Investment
  - (a) Market conditions: Prior to proceeding with phase 2 and phase 3, the Company will compare market demand with its existing capacity to ensure there is sufficient demand to support its increasing capacity. Furthermore, market conditions including key changes in the industry trend will be analyzed for possible impacts upon the Investment.
  - (b) Construction costs: Since the Investment is capital intensive, the Company will analyze whether there are significant changes in construction costs that will affect the Investment.

- (c) Funding: The Company will ensure that there is an adequate amount of capital to fund the Investment in phase 2 and phase 3.
  - (d) Changes in regulation: The Company will investigate whether there are regulatory changes that could have a material impact on the Investment.
- (iii) Other relevant factors that may impact the Investment

The Investment is considered an acquisition of material assets of the Company pursuant to Notification of the Capital Market Subsidiary Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transaction Deemed as Acquisition or Disposal of Assets, dated 31 August 2008 (including any amendment thereto) and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, dated 29 October 2004 (including any amendment thereto) (collectively referred to as the “**Rules on Acquisition and Disposition of Assets**”).

Since, the highest transaction size would be 114 percent, calculated based on the reviewed interim financial statements of the Company for the 6-month period ended as of 30 June 2016 (the highest transaction size under the third calculation criteria which is total consideration value compared to total assets of the listed company), and the transaction is the acquisition of assets of non-listed companies. Therefore, it is considered type 4 transaction (Re-listing) under the Rules on Acquisition and Disposition of Assets. However, a re-listing with the Stock Exchange of Thailand (“**SET**”) is not required for the Investment, since it is exempted pursuant to Clause 24 of Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, dated 29 October 2004 (including any amendment thereto). All criteria in Clause 24 of such notification are met, as detailed below:

**(a) The acquired business aligns and supports the Company’s core business**

The Investment would support the Company’s existing business as it would strengthen its position as a supplier to the aviation tire market with the ability to produce both bias and radial aviation tires as well as retreading services.

**(b) The Company does not have a policy to change its core business and operations**

After the Investment, the Company has no plan to change its core business policy in the near future.

**(c) The Company after the transaction has suitable qualification as a listed company on the SET**

After the Investment, the Company still maintain all the qualifications as a listed company on the SET, such as the qualifications of the Company’s Directors, management, and controlling persons, commitment to good corporate governance, qualification of Independent Directors and Audit Committee members, having an auditor who is on the list approved by the Securities and Exchange Commission, maintaining the Company structure without potential conflict of interest, and positive shareholder’s equity. The Investment will be constituted of construction of manufacturing plant, which includes engineering and non-engineering services provided by the qualified professionals; therefore, it will be qualified as purchase/acquisition of assets of the Company, which is listed on the SET.

**(d) There will be no material change in the composition of the Board of Directors and controlling person of the Company**

Prior to the Investment, Goodyear USA who holds 66.79 percent of the Company’s paid-up shares is a major shareholder and controlling person of the Company. After the Investment, Goodyear USA will retain its position as the controlling person of the Company. Goodyear USA also has no policy to change members of the Board of Directors and/or management.

Under the Rules on Acquisition and Disposition of Assets, the Company is required to disclose the information regarding the Investment to the SET, to appoint an independent financial advisor for the purpose of illustrating the appropriateness, the benefits of the transaction, and the fairness in pricing and terms of the transactions, and to hold the Meeting to approve the Investment. In this respect, the resolution of the Meeting for approving the Investment requires an affirmative vote of not less than three-fourths of the total number of the Shareholders attending and having the rights to vote at the Meeting, excluding the vote of the Shareholders having an interest on the matter.



In connection with the Investment, the Meeting should also consider and approve the delegation of authority relating to the Investment to the Board of Directors and/or any persons delegated by the Board of Directors in order to perform the following acts:

- (1) to prescribe, amend, add or revise the conditions and details relating to the Investment (all phases), to seek permission and do any acts relating to the Investment as necessary and appropriate in the best interests of the Company, and to sign documents and evidence which are necessary for, or pertaining to, the Investment;
- (2) to implement the Investment (all phases) on one occasion or more, to scrutinize and determine the continuation of the phases of the Investment, prolong, suspend, extend, adjust, cancel the Investment in accordance with the resolution of the Meeting, based on (i) the performance of the previous phases of the Investment, (ii) the appropriateness of each phase of the Investment and (iii) other relevant matters;
- (3) to liaise with, and to seek permission and waiver in relation to various documents and evidence from, any relevant government agencies or authorities, financial institutions, and any concerned persons or entities relating to the Investment (all phases); and
- (4) to do any necessary acts for the purpose of completion of the Investment (all phases).

**Board's Recommendation:** The board of directors meeting No. 6/2016 was of the opinion that the Investment was beneficial for the Company and the shareholders as a whole and made under fair and reasonable terms and conditions. As a result, the meeting considered and unanimously approved the entering into the Investment and the delegation of power relating to the Investment and proposing the same to the Extraordinary General Meeting of the Shareholders for consideration and approval. Therefore, the Shareholders should approve the Investment and the delegation of power.

Ms. Napat informed the Meeting that the presentation for Agenda items 2 and 3 will be presented together as such agenda relates to the Investment, and the questions from the shareholders may follow after the presentation. The shareholders agreed to proceed as informed. She, then, welcomed Mr. Finbarr O' Connor, Managing Director, to present to the Meeting the overview of the Company.

After the statement, Mr. Finbarr O' Connor introduced Mr. Phiphat Vorapipat to explain about the Investment. Mr. Phiphat Vorapipat presented to the Meeting the aviation business and the Investment on the overview of aviation tire market, industrial trend, details of Investment, strategic business plan of the Company, summary of report of opinion of the Independent Financial Advisor, nature of the connected transaction.

Mr. Phiphat Vorapipat invited Mr. Athaporn Khaimarn to inform the meeting regarding the Audit Committee's opinion regarding the Investment that the Investment is appropriate and fair for the shareholders of the Company, and invited the other members of the Audit Committee to share the opinion. Mr. Yeap Swee Chuan and Miss Chanapun Juangroongruangkit, both members of the Audit Committee shared to the Meeting their opinion and upsides of the Investment.

Ms. Napat opened for the shareholders to question regarding the presentation.

Mr. Santi Vichitpan, a proxy of Ms. Jantra Vichitpan (a holder of 100 shares), asked 4 questions as follows: (i) to elaborate on the impact of currency fluctuation on the profit from the Investment, (ii) to explain the hiring of the people in the Company, (iii) whether the tires of the Company can fit the electric cars and (iv) the reason that the NPVs calculated by the Independent Financial Advisor and the Financial Advisor are different.

Mr. Phiphat answered that the Investment will lead to the hiring of 100 more employees, and invited Mr. Erwin to answer the first and fourth questions. Mr. Erwin informed the Meeting that most of the profit are derived from the export, from the cost mark-up at 5.25%, which creates EBIT margin at 5% for the Company. Therefore, if the cost of raw material goes up, the cost of tire will accordingly goes up, but the EBIT margin will remain at 5% in a long-term. The risk on currency is neutral in the long-term. Mr. Erwin further explained the second question that the Independent Financial Advisor and the Financial Advisor created different financial models and used different discount rates to calculate the NPVs. The Financial Advisor used 8% discount rate (the comparable company approach based on

other automotive companies in Thailand having higher risk profiles than the Company's) and The Independent Financial Advisor used 6.6% discount rate (the approach of actual data reflective of the Company versus other companies in the stock exchange). Internal calculation also showed around 6%.

Mr. Phiphat invited Mr. Christopher Delaney to answer the third question, and Mr. Christopher informed the Meeting that the electric vehicles are part of the Company's future success and the Goodyear tires can be fitted the electric vehicles as there are no technical differences in construction and the fitment of the electric car tires and standard gasoline or diesel power engines. However, the users of electric vehicles focus on quietness of the car and the environmental benefits (energy savings), and Goodyear USA and its group are conduct research and development for this type of tires.

Khun Vichai Jiracharoenkijkul, a shareholder holding 800 shares, asked the Meeting on (i) the pro and cons of the bias tires and radial tires in terms of quality, safety and price, (ii) the profit of 9.9% from the Investment for the Company, (iii) nature and details of contracts entered into between the Company and Goodyear Group, and (iv) potential loans in the future due to the lack of liquidity.

Mr. Phiphat invited Mr. Erwin to answer the second and fourth questions. Mr. Erwin informed the Meeting that the IRR of 9.9% are from (1) the profit from sale of tires in Thailand, (2) the profit from 5% mark-up for the exported tires, and (3) reimbursement for the cost of invested capital at the rate of 4.5% from Goodyear Group. As a result, there would be a free cash flow. For the funding of the Investment, Mr. Erwin explained that the Company planned to fund the project with the excess cash on hand from the current business and the business due to the Investment and the loans from commercial banks (Baht 2,000 million), as disclosed in the report of the Independent Financial Advisor that the Company received two term sheets from two commercial banks in Thailand. Therefore, the Company do not anticipate any liquidity issue from financing this Investment.

Mr. Phiphat answered to the Meeting on the summarized difference of the bias and radial tires, by referring to the report of the Independent Financial Advisor, that both tires contains the same level of safety, but the radial tires offered lighter weight and longer use.

Mr. Phiphat invited Mr. Wee Hong Kek to answer the third question. Mr. Wee Hong Kek informed the Meeting the contracts entered into between the Company and Goodyear Group are based on the transfer pricing policy of OECD. Therefore, the price and mark up are fair for both sides.

Ms. Ngamnij Thanapantarak, a shareholder holding 94 shares, asked if the election of the US president would effect the IRR of the Investment.

Mr. Phiphat invited Mr. Erwin to response to the question and Mr. Erwin informed the Meeting that the election US president does not significantly affect the exchange rate and the risk on exchange rate is limited in the long-term as there is a cost mark-up mechanism.

Khun Vichai Jiracharoenkijkul, a shareholder holding 800 shares, asked additional questions to the Meeting on the aviation tire purchase agreement between the Company and Goodyear Orient Company (Private) Limited ("**Goodyear Singapore**") which specified that the cost mark-up rate is at 5.25% and the agreement on the use of intellectual property rights and know-how which specified that the royalty fee is at 5% then how the Company would have a profit from such structure.

Mr. Phiphat invited Mr. Yundyong Thantiviramanon to answer the question. Mr. Yundyong informed the Meeting that the royalty fee is considered cost of manufacture; therefore, the mark-up will be calculated on top of the total cost.

Mr. Phiphat read the question from Mr. Monchai Udomhirun, a shareholder holding 200 shares, that whether the Investment would effect the dividend per share.

Mr. Phiphat invited Mr. Athaporn Khaimarn to answer the question. Mr. Athaporn informed the Meeting that the profit will not be effected as the cost of Investment is a capital expenditure of the Company, not expenses until the commencement of manufacturing.

Mr. Weerasak Srisikew, a shareholder holding 23,300 shares and a proxy from Ms. Pitima Srisikew, a shareholder holding 15,000 shares, asked the Meeting whether the current aviation tires business is a bias or radial tire business, a question on the income structure of the Company and the difference of margin comparing between car tires and aviation tires.

Mr. Phiphat informed the Meeting that the proportion of aviation tire production will increase, but due to sensitivity of the information, competitiveness of the aviation tire industry aviation tire (since there are only 3 major aviation tire manufacturers, including the Company, and the characteristic of the Company and its competitors are similar) and business nature of the Company, certain detail information cannot be disclosed, as the disclosure of such may materially harm or impact the Company's business operations and lead to disadvantaged position of the Company among the Company's competitors.

There was no follow-up questions. Ms. Napat informed the Meeting that this agenda requires 3/4 of the attending shareholders who have the right to vote, excluding any shareholders who have a conflict of interest; therefore, Goodyear USA will not be able to vote in this matter, and that the Company's directors: Finbarr O'Connor, Phiphat Vorapipat, Christopher Delaney, Oliver Gloe, Wee Hong Kek and invitees are persons who have a conflict of interest for voting on this agenda will stay in the room.

The Chairman therefore requested the Meeting to approve the entering into the Investment and the delegation of power relating to the Investment.

**Resolution:** THAT, the entering into the Investment and the delegation of power relating to the Investment be approved with the following votes:

Vote for	1,769,181	votes, equal to	99.95 %
Vote against	-	votes, equal to	- %
Abstention	800	votes, equal to	0.05%

of total shareholders and a proxy holders in attendance

**Agenda 3: To consider and approve the connected transactions in connection with the Investment in construction of radial aviation tire factory and production of radial aviation tire**

Ms. Napat introduced the Meeting to consider Agenda 3, with details as provided in Enclosure 2 and Enclosure 3 of the notice of the Meeting, and informed the Meeting that the Meeting will be asked to consider and approve the connected transactions in connection with the Investment in construction of radial aviation tire factory and production of radial aviation tire. In addition, the Meeting will be asked to consider and approve the delegation of authority relating to the connected transactions in relation with the Investment to the Board of Directors and/or any persons delegated by the Board of Directors in order to perform acts in connection with the connected transactions in relation with the Investment.

This agenda item shall be deemed to be related to agenda item 2, and conditional upon each other. Therefore, if either of those agenda items is not approved by the Meeting, the other related agenda item will be deemed to be not proposed to the Meeting for consideration and shall be deemed to be canceled.

Under the Investment, the Company needs to undertake transactions, which are parts of the Investment, which are made with Goodyear USA, the major shareholder of the Company, and Goodyear Singapore, a subsidiary wholly owned by Goodyear USA. Such transactions are considered connected transactions of the Company, pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transaction, dated 31 August 2008 (including any amendment thereto) and Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transaction, dated 19 November 2003 (including amendment thereto) (the "**Rules on Connected Transaction**"). The connected transactions as mentioned above are the followings:

- 1) Engineering and non-engineering support during start-up phase;
- 2) Execution of capital equipment and services supply agreement between the Company and

- Goodyear USA (Capital purchases);
- 3) Execution of the aviation tire purchase agreement between Goodyear Singapore and the Company;
  - 4) Execution of synthetic rubber sourcing agreement between the Company and Goodyear USA;
  - 5) Use of intellectual property rights and knowhow (Royalty fee); and
  - 6) Execution of natural rubber sourcing services agreement between the Company and Goodyear Singapore

All six connected transactions constitute the transaction size of 1,186% of the Net Tangible Asset value (NTA) of the Company which is more than 3 percent of the NTA of the Company, calculated based on the reviewed interim financial statements of the Company for the 6-month period ended as of 30 June 2016.

Therefore, under the Rules on Connected Transaction, the Company is required to disclose the information regarding the Investment to the SET, to appoint an independent financial advisor for the purpose of illustrating the appropriateness, the benefits of the transaction, and the fairness in pricing and terms of the transactions, and to hold the Meeting to approve the Investment. In this respect, the resolution of the Meeting for approving the Investment requires an affirmative vote of not less than three-fourths of the total number of the Shareholders attending and having the rights to vote at the meeting, excluding the vote of the Shareholders having an interest on the matter.

In connection with the Investment, the Meeting should also consider and approve the delegation of authority relating to the connected transactions in relation with the Investment to the Board of Directors and/or any persons delegated by the Board of Directors in order to perform the following acts:

- (1) to prescribe, amend, add or revise the conditions and details relating to the connected transactions, to seek permission and do any acts relating to the connected transactions as necessary and appropriate in the best interests of the Company, and to sign documents and evidence which are necessary for, or pertaining to, the connected transactions;
- (2) to implement the connected transactions in relation to the Investment (all phases) on one occasion or more, to scrutinize and determine the continuation of the connected transactions in relation to the phases of the Investment, prolong, suspend, extend, adjust, cancel the connected transactions in relation to the Investment in accordance with the resolution of the Meeting, based on (i) the performance of the previous phases of the Investment, (ii) the appropriateness of each phase of the Investment and (iii) other relevant matters;
- (3) to liaise with, and to seek permission and waiver in relation to various documents and evidence from, any relevant government agencies or authorities, financial institutions, and any concerned persons or entities relating to the connected transactions; and
- (4) to do any necessary acts for the purpose of completion of the connected transactions relating to the Investment (all phases).

**Board's Recommendation:** The board of directors meeting No. 6/2016 was of the opinion that the connected transactions were beneficial for the Company and the shareholders as a whole and made under fair and reasonable terms and conditions. As a result, the meeting considered and unanimously approved the entering into the connected transactions relating to the Investment and the delegation of power relating to the connected transactions relating to the Investment and proposing the same to the Extraordinary General Meeting of the Shareholders for their consideration and approval. Therefore, the Shareholders should approve the connected transactions in relation to the Investment and the delegation of power.

Ms. Napat further informed the Meeting that the presentation and Q&A session has already been conducted in Agenda item 2.

Then Ms. Napat opened for additional questioning from the Meeting.

There was no follow-up questions. Ms. Napat informed the Meeting that this agenda requires 3/4 of the attending shareholders who have the right to vote, excluding any shareholders who have a conflict

of interest; therefore, Goodyear USA will not be able to vote in this matter, and that the Company's directors: Finbarr O'Connor, Phiphat Vorapipat, Christopher Delaney, Oliver Gloe, Wee Hong Kek and invitees are persons who have a conflict of interest for voting on this agenda will stay in the room.

The Chairman therefore requested the Meeting to approve the entering into of the connected transactions relating to the Investment and the delegation of power relating to the connected transactions relating to the Investment.

**Resolution:** THAT, the entering into the connected transactions relating to the Investment and the delegation of power relating to the connected transactions relating to the Investment be approved with the following votes:

Vote for	1,769,181	votes, equal to	99.95 %
Vote against	-	votes, equal to	- %
Abstention	800	votes, equal to	0.05%

of total shareholders and a proxy holders in attendance

**Agenda 4: 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 that the meeting should consider only the issues which shareholders have been informed of in advance for fairness to all shareholders.

Mr. Thongchai Lakkanawisit, a shareholder holding 5 shares, asked an additional question in relation to Agenda Items 2 and 3 on whether the Company has to increase its capital due to the Investment.

The Chairman responded that the current cash flow and other sources of funds will be used for financing the Investment without having to raise additional capital.

There being no other business to transact in this Meeting, the Chairman thanked the shareholders for their attendance and declared the Extraordinary General Meeting of the Shareholders No. 1/2016 closed.

Meeting adjourned at 10.50 hours.



Dr. Dhiraphorn Srifuengfung  
Chairman of the Meeting

**Minutes taker:**

Ms. Napat Tanyakulsajja  
Company Secretary

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**Mr. Yeap Swee Chuan**


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<b>Position in GYT</b>	(1) Independent Director (2) Audit Committee (3) Chairman of the Nomination and Corporate Governance Committee	
<b>Age</b>	68	
<b>Appointment date/year</b>	2000 (16 years)	
<b>Total period</b>	5 Periods	
<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>	Industrial Management and Engineering Massey University, New Zealand	
<b>Director Training</b>	Director Certification Program (DCP103/2008), IOD	
<b>Working Experience (as of 31 December 2016)</b>	2010 – Present	Director, <b>Board of Trade</b> Vice Chairman, <b>Peace Network of Thailand</b>
	2005 – Present	Chairman, <b>Malaysian Thai Chamber of Commerce</b>
	2000 – Present	Independent Director, <b>Goodyear (Thailand) Public Company Limited</b>
	1996 – Present	President and Chief Executive Officer <b>AAPICO Hitech Public Company Limited</b>
<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

- President and CEO, AAPICO Hitech Public Company Limited;
- President and CEO, New Era Sales Co.,Ltd.
- President and CEO, AAPICO Amata Co., Ltd.
- President and CEO, Able Motors Co.,Ltd.
- President and CEO, AAPICO Engineering Co.,Ltd.
- President and CEO, AAPICO Hitech Parts Co.,Ltd.
- President and CEO, AAPICO Hitech Tooling Co.,Ltd.
- President and CEO, AAPICO ITS Co.,Ltd.
- President and CEO, AAPICO Jackspeed Co.,Ltd.
- President and CEO, AAPICO Mitsuike (Thailand) Co.,Ltd.
- President and CEO, Katsuya (Thailand) Co.,Ltd.
- President and CEO, AAPICO Forging PCL
- President and CEO, AAPICO Plastics PCL
- President and CEO, Able Sanoh Industries (1996) Co.,Ltd.

- President and CEO, AAPICO Structural Products Co., Ltd.

- 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 2014-2016)**

<b>Meeting</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>
<b>Board of Directors</b>	7/8 (100%)	4/4 (100%)	3/4 (75%)*
<b>Shareholder</b>	2/2 (100%)	1/1 (100%)	1/1 (100%)
<b>Audit Committee</b>	6/7 (100%)	4/4 (100%)	3/4 (75%)*
<b>Nomination and Corporate Governance Committee</b>	4/5 (100%)	4/4 (100%)	3/4 (75%)*

\* Absent with apologies due to the urgent business meeting in overseas

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

Remarks see Enclosure 4: Definition of Independent Directors

**Mr. Oliver Gloe**

<b>Position in GYT</b>	Director	
<b>Age</b>	42	
<b>Appointment date/year</b>	25 April 2016 (as of 1 March 2016: 10 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>	<ul style="list-style-type: none"> <li>- Bachelor's Degree, European University, Switzerland</li> <li>- MBA in International Management, Thunderbird</li> </ul>	
<b>Director Training</b>	-	
<b>Working Experience (as of 31 December 2016)</b>	2013 - Present 2015 - Present 2013 – 2015  2011 – 2013  2007 – 2013 2009 – 2013  2007 – 2009  2005 – 2007  2000 - 2005 2002 – 2005 2000 – 2002	The Goodyear Tire & Rubber Company Vice President Finance, Asia Pacific Director, Finance Planning & Analysis and Strategy, EMEA Chief Finance Officer, Europe and Mediterranean, General Cable Momentive Specialty Chemicals Vice President Finance, Coatings and Inks Division (Columbus) Vice President and Managing Director Asia (Shanghai) Vice President Finance, Performance Products Division (Columbus), Momentive Bakelite AG Finance Planning & Analysis Director Finance Planning & Analysis Manager
<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
- Goodyear Australia Pty Limited
  - Goodyear Dalian Tire Company Limited
  - Goodyear South Asia Tyres Private Limited
  - Goodyear Taiwan Ltd
  - Goodyear Wingfoot K.K;
  - Goodyear Japan Ltd.



- 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 (2014-2017)**

<b>Meeting</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>
<b>Board of Directors</b>	7/8 (88%)*	-	-
<b>Shareholder</b>	2/2 (100%)	-	-

\*Appointment on 25 April 2016

**Mr. Wee Hong Kek**

<b>Position in GYT</b>	Director	
<b>Age</b>	42	
<b>Appointment date/year</b>	25 April 2016 (as of 1 March 2016: 10 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>	LL.B. (Hons) National University of Singapore	
<b>Director Training</b>	-	
<b>Working Experience (as of 31 December 2016)</b>	1994 – Present	Senior Counsel, ASEAN, Goodyear Orient Company (Private) Limited Head of Legal and Company Secretary, AirAsiaExpedia General Counsel, Sony Ericsson Asia Pacific Senior Legal Counsel, Nokia Legal Counsel, Nokia UK Legal Counsel, Nokia Asia Pacific International Counsel, Motorola Asia Pacific Legal Counsel, Singapore Power 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	
<b>Directorship/Management in other businesses</b>	<p>a) List of listed companies therein you are directors/management None</p> <p>b) Non-listed companies</p> <ul style="list-style-type: none"> <li>- Director: Goodyear Orient Company (Private) Limited (a Singapore company)</li> <li>- Director: Legacy Development (Cambodia) Co., Ltd (A Cambodian company)</li> <li>- Director: Living Fields Company Ltd (A Cambodian company)</li> </ul> <p>c) Name and types of business therein you are directors/management with the potential to be conflict of interest of the Company: -None-</p>	

**Meeting Attendances (2014-2017)**

Meeting	2016	2015	2014
<b>Board of Directors</b>	7/8 (88%)*	-	-
<b>Shareholder</b>	2/2 (100%)	-	-

\*Appointment on 25 April 2016

### **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>Address</b>
<b>Mr. Athaporn Khaimarn</b> (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
<b>Mr. Yeap Swee Chuan</b> (Age 67 years)	Independent Director / Member of the Audit Committee / Chairman of the Nomination and Corporate Governance Committee	53/259 Laddawan Rangsit Village Moo 1, Rangsit – Prathum Road, Ban Klang Sub-District, Ban Klang District, Pathumthani 12000
<b>Miss Chanapun Juangroongruangkit</b> (Age 41 years)	Independent Director / Member of the Audit Committee / Member of the Nomination and Corporate Governance Committee	156 Soi Moobaan Lake Side Villa 2, Dok Mai Sub-District, Pravate District, Bangkok

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
นายอรุณพร ชัยม่าน (อายุ 73 ปี)	กรรมการอิสระและ ประธานกรรมการตรวจสอบ	บริษัท กู๊ดเยียร์ (ประเทศไทย) จำกัด (มหาชน) 50/9 หมู่ที่ 3 ถนนพหลโยธิน ก.ม. 36 ตำบลคลองหนึ่ง อำเภอ คลองหลวง จังหวัดปทุมธานี 12120
<b>Mr. Athaporn Khaimarn</b> (Age 73 years)	Independent Director / Chairman of the Audit Committee	Goodyear (Thailand) Public Company Limited 50/9 Moo 3, Km. 36 Paholyothin Road, Khlong Nueng Sub-District, Khlong Luang District, Pathumthani Province 12120
นางสาวชานาพรรณ 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
<b>Miss Chanapun Juangroongruangkit</b> (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 และ 7 พิจารณาคำตอบแทนของคณะกรรมการ และ คณะกรรมการตรวจสอบ และนางสาวชานาพรรณ จีรุงเรืองกิจ ถือว่ามีส่วนได้เสียในระเบียบวาระที่ 8 พิจารณาคำตอบแทนของ คณะกรรมการสรรหาและธรรมาภิบาล ดังนั้น กรรมการอิสระที่ได้รับมอบฉันทะจะไม่ออกเสียงลงคะแนนในระเบียบวาระดังกล่าว

Two of the above mentioned independent directors are considered to have interests in the agenda items 6 and 7–To approve the Board of Directors’ and the Audit Committee’ remunerations, and Miss Chanapun Juangroongruangkit is considered to have interests in the agenda item 8 - To approve the Nomination and Corporate Governance Committee’ 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 Forty-Ninth (49<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 2017.
- (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 นายอรชรพร ชำยมาน อายุ 73 ปี, อยู่บ้านเลขที่ 50/9 ถนน พหลโยธิน กม.36 ตำบล/แขวง คลองหนึ่ง  
Mr.Athaporn Khaimarn Age73 years, having an address at50/9 Road Phaholyothin KM.36 Subdistrict Klongnueng  
อำเภอ/เขต คลองหลวง จังหวัด ปทุมธานี รหัสไปรษณีย์ 12120 หรือ  
District Klongluang Province Pathumthani Postal Code 12120 or

2. ชื่อ นางสาวชนาพรรณ 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 49 วันอังคารที่ 25 เมษายน พ.ศ. 2560 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 Forty-ninth (49th) Annual Ordinary General Meeting of the Shareholders on Tuesday, 25 April 2017 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 พิจารณารับรองรายงานการประชุมใหญ่วิสามัญของผู้ถือหุ้น ครั้งที่ 1/2559 ที่ได้ประชุมเมื่อวันที่ 17 พฤศจิกายน 2559  
Agenda 1 To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2016 held on November 17, 2016

- (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                       งคออกเสียง  
Approve                              Disapprove                              Abstain

วาระที่ 2 พิจารณารับทราบรายงานประจำปี 2559 ของคณะกรรมการบริษัทเกี่ยวกับกิจกรรมของบริษัท  
Agenda 2 To consider and acknowledge the Annual Report 2016 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 2559 พร้อมรายงานของผู้สอบบัญชี  
Agenda 3 To consider and approve the Company's Financial Statements for the year ended December 31, 2016 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:  
 เห็นด้วย                       ไม่เห็นด้วย                       งคออกเสียง  
Approve                              Disapprove                              Abstain

วาระที่ 4 พิจารณานุมัติการจ่ายเงินปันผล สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2559  
Agenda 4 To consider and approve the payment of dividend for the year ended December 31, 2016

- (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                       งคออกเสียง  
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: นายเย็บ ชู ชวน (กรรมการอิสระ)  
Director's name: Mr. Yeap Swee Chuan (Independent Director)
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
2. ชื่อกรรมการ: นายโอลิเวอร์ โกลด์  
Director's name: Mr. Oliver Gloe
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
3. ชื่อกรรมการ: นายวีฮอง เค็ก  
Director's name: Mr. Wee Hong Kek
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

## วาระที่ 6 พิจารณานุมัติค่าตอบแทนกรรมการ ประจำปี 2560

Agenda 6 To consider and approve the directors' remuneration for the year 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:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

## วาระที่ 7 พิจารณานุมัติค่าตอบแทนกรรมการตรวจสอบ ประจำปี 2560

Agenda 7 To consider and approve the Audit Committee's remuneration for the year 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:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

## วาระที่ 8 พิจารณานุมัติค่าตอบแทนกรรมการสรรหาและธรรมาภิบาล ประจำปี 2560

Agenda 8 To consider and approve the Nomination and Corporate Governance Committee's remuneration for the year 2017

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้า ได้ทุกประการตามที่เห็นสมควร  
(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                       งคออกเสียง
  - Approve                              Disapprove                              Abstain

วาระที่ 9 พิจารณาแต่งตั้งผู้สอบบัญชีประจำปีสิ้นสุด 31 ธันวาคม 2560 และกำหนดค่าตอบแทนของผู้สอบบัญชี  
 Agenda 9 To consider and approve the appointment of the auditors for the year ended December 31, 2017 and determination of the auditors' remuneration

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้า ได้ทุกประการตามที่เห็นสมควร  
(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                       งคออกเสียง
  - Approve                              Disapprove                              Abstain

วาระที่ 10 พิจารณากิจการอื่น ๆ ที่อาจดำเนินการได้ในที่ประชุมสามัญผู้ถือหุ้นของบริษัท  
 Agenda 10 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) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
 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 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปเป็นการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ  
 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. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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**

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

สำหรับการประชุมใหญ่สามัญประจำปีของผู้ถือหุ้น ครั้งที่ 49 วันอังคารที่ 25 เมษายน พ.ศ. 2560 เวลา 10.00 น. ณ ห้องประชุม R6 โรงแรมเรเนซองส์ กรุงเทพฯ ราชประสงค์ เลขที่ 518/8 ถนนเพลินจิต กรุงเทพมหานคร 10330 ประเทศไทย หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Forty-ninth (49<sup>th</sup>) Annual Ordinary General Meeting of Shareholders on Tuesday, 25 April 2017 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

**Map of place for the Forty-Ninth (49<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 2559 ในรูปแบบหนังสือ**  
**2016 Annual Report Requisition Form in Hard Copy**

เรียน เลขาธิการบริษัท

Dear Company Secretary

ข้าพเจ้า .....จำนวนหุ้น.....

I/We

No. of shares

ที่อยู่.....

Address

มีความประสงค์ขอรับรายงานประจำปี 2559 ในรูปแบบหนังสือ โดยให้จัดส่งไปยังที่อยู่ของข้าพเจ้า ดังนี้

Request for a printed documents of 2016 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](mailto: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](mailto:gyth_cosc@goodyear.com) or send to Company's address. The Company will further process pursuant to the shareholder's request.

