



**NOTICE CALLING FOR THE FIFTY-SECOND (52nd)
ANNUAL ORDINARY GENERAL MEETING
OF THE SHAREHOLDERS**

GOODYEAR (THAILAND) PUBLIC COMPANY LIMITED

24 June 2020, 10.00 AM

Via Electronic Meeting*

*Due to the outbreak of Coronavirus 2019 (COVID-19) situation, the Company takes into consideration and is deeply concerned over the health and well-being of the shareholders and the meeting coordinators. In this regard, the Board of Directors' meeting No. 3/2020, held on 14 May 2020, has resolved to approve the arrangement of the Fifty- Second (52nd) Annual Ordinary General Meeting of Shareholders by electronic pursuant to Notification of the Ministry of Digital Economy and Society re: Security Policy and Standards of Meetings via Electronic Means, B.E. 2563 and other relevant laws.

- Translation -

Date: 2 June 2020

Subject: Notice Calling for the Fifty-Second (52nd) Annual Ordinary General Meeting of Shareholders

To: All shareholders

Enclosures:

- Enclosure 1 A copy of the Minutes of the Annual Ordinary General Meeting of Shareholders No. 51 held on 30 April 2019
- Enclosure 2 The 2019 Annual Report of the Board of Directors and the Financial Statements for the year ended 31 December 2019 in QR Code form
- Enclosure 3 Profile of Directors Proposed for Re-election in Replacement of Directors Retired by Rotation
- Enclosure 4 Definition of Independent Directors of the Company
- Enclosure 5 Name List and Profiles of Independent Directors Proposed to Serve as Proxies for the Meeting
- Enclosure 6 Conditions and Procedures for Proxy Appointment to Attend the Meeting and Supporting Documents to be Submitted for Identity Verification
- Enclosure 7 Rules and Articles of Associations of Goodyear (Thailand) Public Company Limited with respect to the General Meeting of Shareholders
- Enclosure 8 Proxy Form B (Proxy Form A and Proxy Form C can be downloaded from <https://www.goodyear.co.th/investor-relations>)
- Enclosure 9 Guidelines and Procedures for Attending the Fifty-Second (52nd) Annual Ordinary General Meeting of Shareholders via Electronic Meeting
- Enclosure 10 The 2019 Annual Report Requisition Form in Hard Copy
- Enclosure 11 QR Code Downloading Procedures for the 2019 Annual Report

Goodyear (Thailand) Public Company Limited's (the "**Company**") Board of Directors (the "**Board**") passed a resolution to convene the Fifty-Second (52nd) Annual Ordinary General Meeting of Shareholders of the Company on Wednesday, 24 June 2020 at 10.00 a.m. via electronic meeting (the "**Meeting**"), to transact the following agenda:

Agenda 1: To consider and adopt the Minutes of the Annual Ordinary General Meeting of Shareholders No. 51 held on 30 April 2019.

Supporting information: A copy of the Minutes of the Annual Ordinary General Meeting of Shareholders No. 51 held on 30 April 2019, Enclosure No. 1

Objective and Rationale: The Annual Ordinary General Meeting of Shareholders No. 51 held on 30 April 2019. The copy of the Minutes of such meeting was prepared in accordance with the laws. It was submitted to the Stock Exchange of Thailand and disclosed on the Company's website 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 Annual Ordinary General Meeting of Shareholders No. 51 held on 30 April 2019 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 acknowledge the Annual Report of the Board of Directors on activities of the Company

Supporting information: The 2019 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 2019 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 2019 Annual Report of the Board of Directors on activities of the Company, as detailed in Enclosure No. 2.

Board's Recommendation: The Board considered and viewed that the Shareholders should acknowledge the 2019 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 Audited Financial Statements for the year ended 31 December 2019 with report of the Auditor thereon

Supporting information: The Financial Statements for the year ended 31 December 2019 as shown in the 2019 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 2019, which has been audited and signed off by Mr. Chaisiri Ruangritchai, Certified Public Auditor No. 4526, of PricewaterhouseCoopers ABAS Limited. Therefore, the Audit Committee is of the opinion that the Board should consider and approve to propose to the Meeting to consider and approve the Financial Statements for the year ended 31 December 2019.

Parts of the Company's Financial Statements

Unit: million Baht

Item	Amount	
	2019	2018
Total Assets	6,302	6,124
Total Liabilities	2,564	2,265
Total Revenue	3,892	3,859
Net Profit	(-60.6)	34
Net Profit per share (Baht/share)	(-8.19)	4.57

Board's Recommendations: The Board considered and viewed that the Meeting should consider and approve the Financial Statements for the year ended 31 December 2019, 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 omission of dividend payment for the year ended 31 December 2019

Supporting Information: The Financial Statements for the year ended 31 December 2019 as shown in the 2019 Annual Report, Enclosure No. 2

Dividend Policy: The Company does not have dividend policy. In considering dividend payment, the Board will consider dividend payment based on profit for each year.

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 on which the Meeting passes 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 2019 fiscal year, the Company has a net loss of Baht 60.6 million; therefore the Company does not have sufficient profit from the Company's performance in year 2019 to allocate the dividend payment. To determine the omission of dividend payment for the year 2019 performance, the Board has taken into consideration the Companies' performance, financial status, financial flexibility, capital necessities for investments, and the reserve of fund for the loan repayment and as working capital within the Company. Therefore, the Board proposes to the Meeting to consider and approve the omission of dividend payment with the following details:

Details of the dividend payment	2019	2018
1. Net Profit (million Baht)	(-60.6)	34
2. Net Profit per share (Baht/share)	(-8.19)	4.57
3. Dividend per share	0	5
4. Dividend payout ratio (%)	N/A	109
5. Number of shares	7,400,000	7,400,000
6. Total dividend (million Baht)	0	37

There will be no dividend payment due to the deficit from the Company's operational performance in year 2019.

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 the omission of dividend payment for the year ended of 31 December 2019. In this regard, the Board has taken into consideration the Companies' performance, financial status, financial flexibility, capital necessities for investments, and the reserve of fund for the loan repayment and as working capital within the Company. The Board also deems it is appropriate not to allocate profit as a legal reserve, as the Company has sufficient legal reserve as required by law.

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

Agenda 5: To consider and approve re-election of Directors who will retire by rotation

Supporting Information: Profile of directors proposed to be considered and approved for re-election in replacement of directors who will be by rotation, and Definition of Independent Directors of the Company are shown in Enclosure No. 3 and 4 respectively.

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. Swee Chuan Yeap (Independent Director);
2. Mr. WeeHong Kek (Director); and
3. Mr. Michael Martens (Director).

Nomination and Corporate Governance Committee's Recommendation: The Nomination and Corporate Governance Committee has considered each individual's qualifications, competence, experiences, and expertise which are necessary for the Company's business operation as well as the past performance as directors and committee members, and proposed that the Board to propose to the Meeting to consider and approve the re-election of the following directors who retired in this year as the directors for another term:

Name of Director	Position	Skill Mix and Reasons
1. Mr. Swee Chuan Yeap	- Independent Director*	Expertise and excellent knowledge and experience in business management, specifically Tire business.
2. Mr. WeeHong Kek	- Director	Expertise and excellent knowledge and experience in business laws.
3. Mr. Michael Martens	- Director	High experience and qualification related to Accounting and Finance, and Tire business

Note: *qualifications of an Independent Director of the Company 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 Notification of the Capital Market Supervisory Board.

Mr. Swee Chuan Yeap is considered by the Nomination and Corporate Governance Committee that he will provide his opinion independently and in compliance with the related regulations. The Committee considered that Mr. Swee Chuan Yeap has an expertise and excellent knowledge and experience in business management, specifically Tire business. He is also excellent in performing his roles and responsibility as the Independent Director and the Audit Committee.

In selecting the Company's directors, the Company had invited shareholders to nominate persons with the appropriate qualifications during 10 February 2020 to 24 February 2020 through the Company's website, but no nominations were made to the Company by the shareholders.

Profile of directors proposed to be considered and approved for re-election in replacement of directors who will be by rotation, and Definition of Independent Directors of the Company are shown in Enclosure No. 3 and 4 respectively.

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, competence, experiences, and expertise which are necessary for the Company's business operation as well as their performance in the past. The Board duly considered to propose to the Meeting to re-elect the Directors who will be retire by rotation in this year namely: 1. Mr. Swee Chuan Yeap , 2. Mr. WeeHong Kek and 3. Mr. Michael Martens as directors for another term. The three persons have complete qualifications pursuant to the PLC Act and the Notification of the Capital Market Supervisory Board relating to independent directors. The Board also considered that Mr. Swee Chuan Yeap as an independent director will provide his opinion independently and in compliance with the related regulations. The three directors who have been nominated was not present in the meeting room of the Board meeting and did not cast their votes at the meeting on this matter.

Voting Requirement: This agenda shall be passed by the majority vote of the shareholders attending the meeting and casting their votes in accordance with election process specified in Clause 13 of the Company's Articles of Association.

Agenda 6: To consider and approve the directors' and Sub-Committees' remunerations for the year 2020

Objective and Rationale: The Meeting is required to consider the directors' remuneration for 2020 and determine payment criteria for the directors and members of the committees, especially the chairman and directors residing in Thailand and not receiving a salary from the Company in accordance with the budget approved by the Meeting and without other in-kind remuneration.

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 norm, as well as experience, duties and responsibilities of the directors. However, only Thai resident directors

who do not receive salary from the Company are eligible to receive such directors' remuneration. The Nomination and Corporate Governance Committee, therefore, proposed to the Board to propose to the Meeting to fix the remuneration for the directors for 2020 as follows (by comparison with 2019):

Position	Year 2020	Year 2019
1. Chairman	500,000 Baht per year	500,000 Baht per year
2. Members of the Board	350,000 Baht per year (per person)	350,000 Baht per year (per person)
Other remuneration	None	None

Position	Year 2020	Year 2019
1. Chairman of Audit Committee	350,000 Baht per year	350,000 Baht per year
2 Member of Audit Committee	300,000 Baht per year (per person)	300,000 Baht per year (per person)
Other remuneration	None	None

Position	Year 2020	Year 2019
1. Chairman of Nomination and Corporate Governance Committee	100,000 Baht per year	100,000 Baht per year
2 Member of Nomination and Corporate Governance Committee	75,000 Baht per year (per person)	75,000 Baht per year (per person)
Other remuneration	None	None

The Company's Chairman, directors, Chairman of Audit Committee, Members of Audit Committee, Chairman of Nomination and Corporate Governance Committee, and Members of Nomination and Corporate Governance Committee do not receive any additional remuneration (in cash or in kind) other than those specified above.

Board's Recommendation: The determination of remuneration for the directors of the Company was not made through the consideration of the Remuneration Committee because at present the Remuneration Committee has not been established. However, such determination of remuneration for the directors and subcommittees have been carefully considered by the Nomination and Corporate Governance Committee and the Board of Directors by comparing with the same industry and taking into account the business expansion and profit growth of the Company. The Board considered and therefore proposed to the Meeting to consider and approve the remuneration for the directors of the Company in 2020 as proposed.

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

Agenda 7: To consider and approve the appointment of the Auditors and to fix their remuneration for the period ended 31 December 2020

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 Notification of the Capital Market Supervisory Board stipulates that a listed company shall rotate its auditors if the same auditor audits or issues his/her opinion on a company's financial statements for seven consecutive or non-consecutive fiscal years; in this regard, 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 five consecutive 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 for the year 2017, 2018, and 2019 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 2020, 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 2020.

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

Name of the Auditors	Certified Public Accountant No.	Year which he/she affixed his/her signature on the Company's Financial Statement
1. Mr. Chaisiri Ruangritchai	4526	3 years (2012, 2017 and 2018)
2. Mr. Prasit Yuengsrikul	4174	3 years (2009-2011)
3. Miss Varaporn Vorathitikul	4474	-

Auditors' remuneration	2020 (Baht)	2019 (Baht)
Audit fee	1,900,000	1,900,000
Other non-audit service fees	None	None

Board's Recommendation: The Board deems appropriate to propose to the Meeting to consider and approve the appointment of the auditors and determination of the audit fee for the year ended 31 December 2020 as proposed by the Audit Committee.

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

Agenda 8: To consider such other businesses as may be brought to the attention of the Meeting (if any)

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 Fifty-Second (52nd) Annual Ordinary General Meeting of Shareholders on 29 May 2020 (Record Date).

For the shareholders wishing to appoint a proxy to attend and vote on his behalf, please complete and sign the Proxy Form B (Enclosure No. 8) and submit together with the required documents, details as shown in Enclosure No. 6. Alternatively, the shareholders can download Proxy Form A (General) or Form C (Custodian) from www.goodyear.co.th/investor-relations. Please only select one of the specified forms. A shareholder may appoint the Company's independent directors, 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 a proxy, please complete and sign the Proxy Form and submit together with the required documents as shown in Enclosure No. 6 by 15 June 2020 to Email: gyth_cosc@goodyear.com or 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

Should you require the 2019 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. 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. Luca Crepaccioli
Managing Director
By the order of the Board
Goodyear (Thailand) Public Company Limited

Ms. Napat Tanyakulsajja welcomed the shareholders and the proxies, introduced to the Meeting the Board of Directors of which the total number of the Board members was 9 persons and 8 of which attended the meeting which represented 88.9% of the total Board members. Ms. Napat further introduced Director of Financial and Accounting Department (Thailand base) of Goodyear (Thailand) Public Company Limited, Auditor from PricewaterhouseCoopers ABAS Limited, and Legal Counsels and a witness of voting calculation from Baker & McKenzie Ltd.

After that, she requested the shareholders and the proxies study the rules and regulations related to the annual general meeting of shareholders which were delivered to the shareholders along with the letter of invitation. She explained the inquiry and voting procedures which could be summarized as follows:

Procedures for inquiry

- The Chairman would allow the shareholders and the proxies to raise questions relating to meeting agenda items by raising hands. Names of the shareholders and the proxies and numbers of shares held should be informed before posing questions for the purpose of completely and correctly recording the minutes of the Meeting.

Procedures for voting

- The shareholders and the proxies could vote by using ballots provided during the registration. One share shall be entitled to one vote.
- The votes represented by the ballots with “disapproval” and “abstention” votes and the void ballots (if any) shall be deducted from the total of votes of the shareholders attending the Meeting in each agenda item or from the calculation base according to the laws and the Company’s Articles of Association. After the deduction, the rest would be treated as approval votes.
- To facilitate the voting process, the Company shall collect ballots with “disapproval” and “abstention” votes. The shareholders with disapproval or abstention votes shall be asked to raise their hands so that their ballots could be collected during the Meeting.
- The ballots with “approval” votes shall be placed on the desk and collected after the end of the Meeting.
- The “void ballot” means the ballot in which the shareholders and the proxies unclearly marks, e.g. marking more than one block, or separating votes (except for the case of custodians), or revising the votes in the ballots without initials.

Dr. Dhiraphorn Srifuengfung acted as Chairman of the Meeting (“**Chairman**”). The Chairman informed the Meeting that there were 22 shareholders present at the Meeting holding 30,651 (Thirty Thousand, Six Hundred and Fifty-One) shares and 22 proxies present at the Meeting holding 5,841,159 (Five Million, Eight Hundred Forty-One Thousand, One Hundred and Fifty-Nine) shares, in total there were 44 shareholders and proxies present at the Meeting holding a total of 5,871,810 (Five Million, Eight Hundred and Seventy-One Thousand, Eight Hundred and Ten) shares accounting for 79.35 percent of the Company’s total issued shares of 7,400,000 (Seven Million and Four Hundred Thousand) shares, thus constituting a quorum according to the Company’s Articles of Association. Then, the Chairman assigned Ms. Napat, the Corporate Secretary, to proceed with the meeting agenda.

Agenda Item 1: To consider and adopt the Minutes of the Annual Ordinary General Meeting of Shareholders No. 50, held on 25 April 2018

Ms. Napat presented to the Meeting the Minutes of the Annual Ordinary General Meeting of Shareholders No. 50, held on 25 April 2018, the copies of which were submitted to the Stock Exchange of Thailand within 14 days from the date of the meeting, and to the Ministry of Commerce within the period as prescribed by laws. The copy of which was also posted on the Company’s website. The details are as per Enclosure No. 1 of the letter of invitation.

The Chairman allowed the Meeting to raise questions.

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

Resolution: The Meeting considered and adopted the Minutes of the Annual Ordinary General Meeting of Shareholders No. 50, held on 25 April 2018 with the following votes:

Approval votes	6,485,243	or	100 %
Disapproval votes	0	or	0 %
Void ballots	0	or	0 %
Abstention votes	0	or	0 %

which were majority votes of the total votes of the shareholders attending the Meeting and casting their votes.

Remark In this agenda item, there were additional 11 shareholders and proxies present at the Meeting holding 613,433 shares, in total, there were then 55 shareholders and proxies present at the Meeting holding 6,485,243 shares.

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

The Corporate Secretary welcomed Mr. Luca Crepaccioli, Managing Director, to present the Company's 2018 business activities and the management discussion and analysis to the Meeting. The presentation was summarized follows:

Highlight of 2018 Operations

- 1) Total revenue declined by approximately 3.5% compared to the revenue of last year which was resulted from challenging economic conditions and expiration of OE fitments. The increased sale of radial aviation tires due to expansion of radial aviation tire business caused overall business operation to develop.
- 2) Gross profits declined from THB 773 million in 2018 to THB 559 million in 2019 due to the decline in sales, the raw material cost increase and the increased pricing competition.

Overall Industry

Tire industry declined for two consecutive years. Sales by the Company also declined in according to industry conditions which was resulted from consumers' less confidence in economic conditions and continuous impact from the First Car Policy in 2011 which had constant effects on tire industry.

Raw Materials

Apart from decreasing demand in the market and decelerating industrial conditions, the Company was mainly impacted by sudden changes in raw material market which caused the raw material costs, especially costs of carbon black materials and derivatives having oil as initial substance which were imported from China, to increase. This resulted in an adverse effect on profit and loss in 2018. The increased raw material costs partly resulted from more stringent enforcement of environmental law in China.

Business Strategy

- The Company started to apply new business strategy which is the Connected Business Model, which would support the Company's capability in competition in the middle of changes in market conditions. Each of the elements would enhance demand on the Company's products and enable an easy way to access the products by product development, increasing the trademark recognition and development of consumer communication.

- In the initial phase of the Connected Business Model, the Company was trusted by leading airlines in using the Company's radial aviation tires. For car tires, car manufacturers in Korea, Japan and the US chose the Company to be their OE tire provider. In addition, the Company had improved guideline for Goodyear Autocare to increase value to the customers and opened 12 new stores to expand distribution network throughout the country. From product innovation perspective, the Company had introduced Assurance Tripplemax 2 to the market.

Business Integrity

The Company encouraged the staff to work with integrity according to policies as specified in the Code of Conduct which included and supported the highest operation standard to be in line with the policies and the laws. The staff of the Company were required to acknowledge, comply and report concerns of non-compliance to the ethical hotline and the Company encouraged such report throughout 2017. In addition, the Company declared its intention last year to join the Private Sector Collective Action Against Corruption.

Upon the completion of the presentation, the Company Secretary informed the meeting that this agenda item was for acknowledgement, no voting was required. Then, the Corporate Secretary asked for the shareholders' cooperation to ask questions regarding the Company's operations in the next agenda item which was the agenda item to approve the Company's financial statements.

Agenda Item 3: To consider and approve the Audited Financial Statements for the year ended 31 December 2018 with report of the Auditor thereon

The Company Secretary reported the Company's operating results as follows:

The Company's financial statements (partial)

Unit: Baht Million

Item	Amount	
	2018	2017
Total Assets	6,124	5,676
Total Liabilities	2,265	1,668
Total Revenue	3,859	4,000
Net Profit	34	138
Basic Earnings Per Share (Baht/Share)	4.57	18.65

The Board of Directors opined that the Meeting should approve the Company's financial statements for the year ended 31 December 2018 which have been audited by the certified public auditor and considered and consented by the Audit Committee.

Then, the Chairman allowed the Meeting to raise questions about the financial statements and the agenda item 2.

Mr. Vichai Jirachoenkitkul, a shareholder of 16,400 shares, posed the question regarding the reason that the net profit decreased.

Mr. Luca Crepaccioli replied to the question that in 2018, the radial aviation business grew due to export activities, however, the main proportion of the Company's income was from car tire business of which the profit decreased due to impacts from market conditions, increase of raw material cost and pricing competition.

Mr. Vichai Jirachoenkitkul further commented that in the past year price of natural rubber had significantly declined which should have resulted in lower raw material cost as natural rubber should have constituted 70-80% of the tires, therefore, the cost of raw materials might not be the reason of the decreased profit.

Mr. Luca Crepaccioli replied to the comment that the raw material costs which were presented demonstrated the trend of raw material costs in the past 2 years, not only 2018, and the price of natural rubber declined in 2017, not 2018. This might create a misunderstanding. Based on the information, the increase of raw material costs had impact on tire manufacturers globally in 2018, including the Company. Natural rubber constituted only 22% of the tires and the rest 78% was from other main materials such as pigment, carbon black and butadine of which costs increased.

Mr. Vichai Jiracharoenkitkul further asked about status and timing of revenue recognition of the radial aviation tire project.

Mr. Anil Singh replied to the question that the progress of the investment project was according to the plan and utilization of budget was lower than the estimation. The manufacturing commenced, and the products were sold.

Mr. Vichai Jiracharoenkitkul shared his view that the natural rubber price had not increased based on the news that the local rubber price was continuously low for consecutive years, therefore, the raw material costs should not have increased. Carbon black and pigment should have constituted minor part of the tires and asked for clarification on the reason for the lower profit seeing that the sales had not significantly declined. He also asked about the sales and revenue recognition of the radial aviation project.

Mr. Luca Crepaccioli provided further clarification on the raw material that the source of information was Bloomberg which was the same set of information globally used by Goodyear Group which was impacted similarly as mentioned earlier. The car tire business which was the main revenue proportion of the Company was impacted and the radial aviation tire business commenced generating profits in August 2018, therefore, the profit and revenue from the radial aviation tire project had not clearly recognized in the Company's revenue.

Mr. Vichai Jiracharoenkitkul commented that the source of information from Bloomberg might not be appropriate because the Company should have presented actual costs of raw materials used by the Company and requested for the Company to revisit the information.

Dr. Dhiraphorn Srifuengfung replied to the comment that the actual costs of raw materials could not be disclosed as it was confidential information of the Company and the natural rubber used by the Company must passed the quality standard test.

Mr. Vichai asked for further clarification on the information of raw material costs.

Mr. Andrew Michael Cooper replied that the decrease of profit was resulted from the increase of raw material costs which was consistent with the business of Goodyear Group globally and other tire manufacturer and the Company welcomed the shareholder to ask further questions in details after the meeting.

Mr. Sathaphorn Koteeranurak, a shareholder of 10 shares, asked the following questions regarding the financial statements:

- 1) if the record in note number 21 of the financial statements in Thai version on page 75, the annual report was in accordance with the accounting standard;
- 2) on the same page, what was the record on cash spending for acquisition of plants and equipment in an amount of approximately THB 1,600 million related to and if it related to the construction of the new factory;
- 3) as the Key Audit Matters in the Auditor's report regarding appropriateness of capitalization of factory, machinery and equipment that "The management need to use their judgment and consider whether these expenses should be capitalized as costs of assets under Thai Accounting Standard No. 16, Property, plant and equipment.", how this would impact the record

of the Company's profit and loss and how much the impact was and if there would be a deferred tax.

Ms. Chaisiri Ruangritchai replied to the questions numbers 1 and 3 as summarized below.

- 1) the record of cash flows from operating activities in the note was in accordance with the accounting standard and the details of cash flow was described in the note to make the information precise and reader friendly.
- 2) the significant matters for audit regarding the capitalization of construction of the new factory was quite high. Certain items of the capitalization were not related to the construction of the factory and certain items which were related to the factory were not recorded. We, as the auditor, were of the view that capitalization item was significant and focused our auditing on this part. There was not any significant mistake in record on this part. There would be no deferred tax because the accounting condition for this part was in line with tax condition.

Ms. Justyna Gebaska replied to the question number 2 that the main cash spending was for construction of the new factory under the investment project for radial aviation tires as well as expenses for maintenance and improvement of manufacturing capacity.

Mr. Weerasak Sriseekiew, a shareholder of 23,800 shares, asked the following questions:

- 1) regarding the revenue in an amount of THB 3,800 million, what was the proportion of the revenue from local sales and exports of the radial aviation tires which were started to be manufactured in August; and
- 2) based on the Company's presentation that certain expenses were caused by the moving of manufacturing base of cars, where such expenses were demonstrated in the financial statements.

Ms. Justyna Gebaska replied to the questions that the revenue proportion of local sales and exports was reported in note number 25 of the financial statements and the proportion was not separately reported into radial tires and car tires and added that most of radial tires were produced for exports.

Mr. Vichai Jirachoenkitkul, a shareholder of 16,400 shares, asked if at present the investment project for radial tires had been completed.

Mr. Anil Singh replied to the question that the first phase of the investment project was completed and most of the manufacturing line had commenced in the main SKU.

Mr. Vichai Jirachoenkitkul further asked for the number of phases of the investment project and the time line for the completion.

Mr. Anil Singh replied to the question that there were 3 phases and the Company had specific time line for each phase. The first phase was completed in the end of 2018 with the approved project value of approximately USD 160 million or approximately THB 5,600 million.

Mr. Vichai Jirachoenkitkul further asked about page 71 of the financial statements which indicated that the Company had THB 165 million short term loan and THB 687 million long term loan that if the loans were for the radial tire investment project.

Mr. Anil Singh replied to the question that the long term loan was for the radial tire investment project, while the short term loan of THB 165 million was for operational working capital.

Mr. Vichai Jirachoenkitkul further asked if the amortization was recorded as administrative expenses in the financial statements and what was the amount of the first amortization relating to the radial tire aviation project.

Ms. Justyna Gebaska replied to the questions that details of the amortization could be reviewed in the note number 21 of the financial statements which indicated the amortization amount of THB 235 million in 2017 and THB 266 in 2018. The increase of amortization amount resulted from the radial tire investment project.

Mr. Vichai Jirachoenkitkul further asked if the note number 25 of the financial statements only showed revenue from exports and local sales and requested the Company to clarify the revenue proportion of exports of radial tires.

Mr. Athaporn Khaimarn invited the shareholder to consider the note number 17 of the financial statements which showed the revenue from radial tires under BOI benefit.

Mr. Andrew Michael Cooper added that the Company could not show revenue proportion of radial tires and car tires due to the Company's policy as it might impact business operation of the Company.

Mr. Vichai Jirachoenkitkul asked about the note number 16 of the financial statements regarding the amortization if the amortization was divided correctly because over THB 300 million revenue was subject to the amortization in an amount over THB 200 million and asked for explanation on the expense record and impact on profit which effected the lower dividend payment.

Mr. Weerasak Sriseekiew further commented that the record of revenue from radial tires under the BOI benefit in the note number 17 of the financial statements indicated an amount of THB 109 million and asked the management to provide more clarification to the questions in order to move the meeting forward.

Ms. Justyna Gebaska replied that as the note number 25 of the financial statements did not differentiated the revenue from radial tires and car tires, but showed the revenue proportion between exports and local sales whereby the radial tires were mainly exported, and the note number 17 of the financial statements showed the revenue from radial tires which was under BOI benefit.

Ms. Chaisiri Ruangritchai replied that the amortization was not relevant to the key audit matters and the revenue of over THB 300 million was not indicated in the financial statements.

Mr. Vichai Jirachoenkitkul asked if the amortization relating to the radial tire project was consistent with the revenue recognition.

Ms. Chaisiri Ruangritchai replied that the amortization would be recorded upon the readiness of use of the relevant assets and the life time of the relevant assets, therefore, it was not related to the revenue recognition. The amortization was not relevant when considering revenue recognition.

Mr. Vichai Jirachoenkitkul further asked if the amortization was required to be record in the case where the machinery was ready for use but had not been used and commented that until the revenue recognition, the amortization should not have been recorded.

Ms. Chaisiri Ruangritchai replied that the amortization was required to be record in the case where the machinery was ready for use even though such machinery had not been used.

Mr. Vichai Jirachoenkitkul requested for explanation in relation to page 71 of the financial statements which showed the unappropriated retained earnings and asked for clarification as to the reason that the loan was used to support the investment project instead of the unappropriated retained earnings.

Ms. Justyna Gebaska replied that the unappropriated retained earnings was not relevant and the Company initially used cash for the investment through the long term loan, while the short term loan was for operational working capital.

Mr.Charnnarong Krairisirikul, a shareholder of 2,800 shares, asked about capacity of the radial tire factory and the production amount which could enable the break-even.

Mr. Anil Singh replied that in January 2019, the product had reached full capacity.

There were no further questions from the Meeting on this agenda item. The Chairman asked the Meeting to consider and approve the Company's financial statements for the year ended 31 December 2018 which have been audited by the certified public auditor and considered and consented by the Audit Committee, as well as the auditor's report, as proposed by the Board of Directors.

Resolution: The Meeting considered and approved the Company's financial statements for the year ended 31 December 2018 which have been audited by the certified public auditor and considered and consented by the Audit Committee, as well as the auditor's report with the following votes:

Approval votes	6,512,047	or	100 %
Disapproval votes	0	or	0 %
Void ballots	1	or	0 %
Abstention votes	0	or	0 %

which were majority votes of the total votes of the shareholders attending the Meeting and casting their votes.

Remark In this agenda item, there were additional 11 shareholders and proxies present at the Meeting holding 26,804 shares, in total, there were 52 shareholders and proxies present at the Meeting holding 6,512,047 shares.

Agenda Item 4: To consider and approve the dividend payment for the year ended 31 December 2018

Ms. Napat informed the Meeting that 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 could 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 on which the Meeting passes the resolution, and that the Company had dividend payment policy of considering the Company's previous performance and capital necessities in the future. At the end of 2017 the Company had sufficient net profit and retained earnings from the business operations for the dividend payment. The Board of Directors therefore proposed to the Meeting to consider and approve the Company's declaration of dividend payment from its net profit and retained earnings in accordance with the dividend policy of the Company. Details are as follows:

Dividend Payment Details	2018	2017
1. Net Profit (Baht Million)	34	138
2. Basic Earnings per Share (Baht/Share)	4.57	18.65
3. Paid Dividend per Share	5	20
4. Dividend Payment Proportion (%)	109	106
5. Number of Shares	7,400,000	7,400,000
6. Total Dividend Payment (Baht Million)	37	148

The Board of Directors proposed to the Annual General Meeting of Shareholders to consider and approve the dividend payment for the year ended 31 December 2018 from the net profit and retained earnings at the rate of Baht 5 per share or Baht 37 million in total. The record date of the shareholders entitled to receive the dividend for 2018 shall be 9 May 2019. The dividend payment shall be made on 30 May 2019. It shall be deemed appropriate to withhold from setting aside a statutory reserve as it has reached an amount required by law.

The dividend payment for the year ended 31 December 2018 was paid from net profit and retained earnings of the Company that were subject to corporate income tax at the rate of 20 percent. Therefore, individual shareholders who are domiciled in Thailand can apply for tax credit in the amount equal to

the product of dividend times 20/80, provided that the shareholders shall comply with Section 47 bis of the Revenue Code.

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.

The Chairman allowed the shareholders to raise questions.

Mr. Vichai Jirachoenkitkul, a shareholder of 16,400 shares, asked the Board of Directors to reconsider if the dividend payment at the rate of Baht 5 per share was too low compared with the previous dividend payment at the rate of Baht 20 per share.

Dr. Dhiraphorn Srifuengfung replied that the dividend payment was determined based on the profit of each year, and considering the profit of Baht 4.57 per share for this year, the dividend payment at the rate of Baht 5 per share was over 100%. He also suggested for consideration a long term investment and explained that under the current situation the Company required capital for investment and the retained earnings and cash flow were not relevant. Therefore, the Company could not use the retained earnings for investment and the proposed dividend payment was considered appropriate.

The Chairman therefore asked the Meeting to consider and approve this agenda item as proposed by the Board of Directors.

Resolution: After due consideration, the Meeting resolved to approve the dividend payment to the shareholders as proposed by the Board of Directors and approve the withholding from setting aside a statutory reserve as it has reached an amount required by law, with the following votes:

Approval votes	6,512,047	or	100 %
Disapproval votes	0	or	0 %
Void ballots	0	or	0 %
Abstention votes	0	or	0 %

which were majority votes of the total votes of the shareholders attending the Meeting and casting their votes.

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

The Company Secretary informed the Meeting that according to Item 14 of the Company's Articles of Association, at every annual general meeting of shareholders, one-third of the directors shall retire by rotation. If the number of the directors cannot be exactly divided into three parts, directors in a number closest to one-third shall vacate office. At this Meeting, there were three directors who retired by rotation:

1. Mr. Dhiraphorn Srifuengfung (Director);
2. Mr. Luca Crepaccioli (Executive Director); and
3. Miss Chanapun Juangroongruangkit (Independent Director).

Opinion of the Nomination and Corporate Governance Committee: The Nomination and Corporate Governance Committee has considered each individual's qualifications, competence, experiences, and expertise which are necessary for the Company's business operation as well as the past performance as directors and committee members, and proposed that the Board to 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	Position	Skill Mix and Reasons
1. Mr. Dhiraphorn Srifuengfung	- Director	Expertise and excellent knowledge and experience in Tire business and sales management for ground tires.
2. Mr. Luca Crepaccioli	- Executive Director	Expertise and excellent knowledge and experience in Tire business and sales management for both aviation and ground tires.
3. Miss Chanapun Juangroongruangkit	- Independent Director*	High experience and qualification related Accounting and Finance

***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 of the letter of invitation is more stringent than that stipulated by the Capital Market Supervisory Board.

Miss Chanapun Juangroongruangkit is considered by the Nomination and Corporate Governance Committee that she will provide her opinion independently and in compliance with the related regulations. The Committee considered that Miss Chanapun Juangroongruangkit is high experience and qualification related Accounting and Finance and excellent in performing her roles and responsibility as the Independent Director and the Audit Committee.

In selecting the Company's directors, the Company had invited shareholders to nominate persons with the appropriate qualifications during 18 December 2018 to 18 January 2019 through the portal of the Stock Exchange of Thailand and the Company's website, but no nominations were made to the Company by the shareholders.

Profile of directors proposed to be considered and approved for re-election in replacement of directors who will by rotation, and Definition of Independent Directors of the Company are shown in Enclosure No. 3 and 4 of the letter of invitation respectively.

Opinion of the Board of Directors: 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, competence, experiences, and expertise which are necessary for the Company's business operation as well as their performance in the past. The Board duly considered to propose to the Meeting to re-elect the Directors who will be retire by rotation in this year namely: 1. Mr. Dhiraphorn Srifuengfung, 2. Mr. Luca Crepaccioli and 3. Miss Chanapun Juangroongruangkit as directors for another term. The three persons have complete qualifications pursuant to the PLC Act and the Notification of the Capital Market Supervisory Board relating to independent directors. The Board also considered that Miss Chanapun Juangroongruangkit as an independent director will provide her opinion independently and in compliance with the related regulations. The three directors who have been nominated was not present in the meeting room of the Board meeting and did not cast their votes at the meeting on this matter.

The Chairman allowed the shareholders to raise questions.

There were no questions from the shareholders.

The Company Secretary asked the 3 nominated directors to leave the meeting room prior to voting session and requested the Meeting to consider and approve this agenda item as proposed by the Board of Directors.

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

1. Mr. Dhiraphorn Srifuengfung

Approval votes	6,512,047	or	100 %
Disapproval votes	0	or	0 %

Void ballots	0	or	0 %
Abstention votes	0	or	0 %

which were majority votes of the total votes of the shareholders attending the Meeting and casting their votes.

2. Mr. Luca Crepaccioli

Approval votes	6,512,047	or	100 %
Disapproval votes	0	or	0 %
Void ballots	0	or	0 %
Abstention votes	0	or	0 %

which were majority votes of the total votes of the shareholders attending the Meeting and casting their votes.

3. Ms. Chanapun Juangroongruangkit

Approval votes	6,512,047	or	100 %
Disapproval votes	0	or	0 %
Void ballots	0	or	0 %
Abstention votes	0	or	0 %

which were majority votes of the total votes of the shareholders attending the Meeting and casting their votes.

The Company Secretary asked the 3 nominated directors to return to the meeting room.

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

Ms. Napat requested the Meeting to consider the 2018 remuneration for the Company's directors and Sub-Committees with the following details:

Opinion of the Nomination and Corporate Governance Committee 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 the Board of Directors to propose to the Meeting fix the remuneration for the directors for 2019 similar to those of 2018 as follows:

Board of Directors		
Position	2019	2018
1. Chairman of the Board of Directors	Baht 500,000 per year	Baht 500,000 per year
2. Board Member	Baht 350,000 per year (per person)	Baht 350,000 per year (per person)
Audit Committee		
Position	2019	2018
1. Audit Committee Chairman	Baht 350,000 per year	Baht 350,000 per year
2. Audit Committee Member	Baht 300,000 per year (per person)	Baht 300,000 per year (per person)
Nomination and Corporate Governance Committee		
Position	2019	2018
1. Nomination and Corporate Governance Committee Chairman	Baht 100,000/year	Baht 100,000/year
2. Nomination and Corporate Governance Committee Member	Baht 75,000/year (per person)	Baht 75,000/year (per person)

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

Opinion of the Board of Directors: The determination of remuneration for the directors of the Company was not made through the consideration of the Remuneration Committee because at present the Remuneration Committee has not been established. However, such determination of remuneration for the directors and subcommittees have been carefully considered by the Nomination and Corporate Governance Committee and the Board of Directors by comparing with the same industry and taking into account the business expansion and profit growth of the Company. The Board, therefore, proposes to the Meeting to consider and approve the remuneration for the directors of the Company in 2019 as proposed.

The Chairman allowed the shareholders to raise questions.

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

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

Approval votes	6,512,047	or	100 %
Disapproval votes	0	or	0 %
Void ballots	0	or	0 %
Abstention votes	0	or	0 %

which were not less than two-thirds of the total votes of the shareholders attending the Meeting.

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

The Company Secretary informed the meeting that the proposed amendment to the Company's Articles of Association was to include the teleconference for flexibility in management of the Company to allow the Board of Directors to have a meeting via teleconference pursuant to Announcement of the National Council for Peace and Order No. 74/2557 Re: Teleconference through Electronic Devices date 27 June 2014, the Announcement of the Ministry of Information and Communication Technology Re: Standard of Security of teleconference through electronic devices B.E. 2557 and Clarification of the Department of Business Development Re: A Teleconference though Electronic Devices of Registered Partnerships, Limited Companies, Public Limited Companies, trade Associations and Chambers of Commerce under the Announcement by the National Council for Peace and Order No. 74/2557 Re: Teleconference through Electronic Devices dated 23 September 2016; and to be in compliance with Section 100 of the

PLC Act amended by the Order of the Head of National Council for Peace and Order No. 21/2560 re: Amendment to the Laws to Accommodate Business Operation dated 4 April 2017.

Board's Recommendation: Per the above rationales, the Board deems appropriate to propose to the Meeting to consider and approve the amendment to Clause 26 and Clause 31 of the Company's Articles of Association for flexibility in management of the Company by allowing the Board to have a meeting via teleconference and to be in compliance with Section 100 of Public Limited Company Act B.E. 2535 as amended. Details of the amendment are as follows:

Clause 26 of the Company's Articles of Association

Existing Clause

Board Meetings shall be held once at least every three (3) months.

Proposed Amendment

Board Meetings shall be held once at least every three (3) months.

The meeting of the Board of Directors can be held via teleconference through electronic devices in accordance with Announcement of the National Council for Peace and Order No. 74/2557 Subject: Teleconference through Electronic Devices and the Announcement of the Ministry of Information and Communication Technology Re: Standard of Security of teleconference through electronic devices B.E. 2557 and other laws related to the teleconference, including any amendments thereof.

Clause 31 of the Company's Articles of Association

Existing Clause

An 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 meetings except that above mentioned shall be called Extraordinary General Meeting which may be summoned by the Board of Directors at any time whenever they think fit or shall be summoned by the 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 specify the reason for summoning such meeting. In this event, the extraordinary meeting shall be held within one (1) month after the joint request from the shareholders has been received.

Proposed Amendment

An 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 meetings except that above mentioned shall be called Extraordinary General Meeting which may be summoned by the Board of Directors at any time whenever they think fit.

One or more than one shareholder holding shares amounting to not less than ten percent of the total number of issued shares may, by subscribing their names, request the Board of Directors to call an Extraordinary General Meeting at any time, but the agenda and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five days as from the date the request is received from the shareholders.

If the Board of Directors does not hold the meeting within the period of time specified in paragraph three, the shareholders who subscribe their names or other shareholders holding shares amounting to the required amount may call the meeting themselves within forty-five days as from the date on which the period of time in paragraph three ends. In this case, the meeting is deemed a shareholders meeting called by the Board of Directors and the Company shall be responsible for the necessary expenses incurred therefrom and shall reasonably facilitate the meeting.

In the case where the quorum of the meeting called by the shareholders under paragraph four cannot be constituted as specified in clause 34, the shareholders under paragraph four shall compensate the Company the expenses incurred from the meeting.

In addition, for the purpose of good order in effecting registration of the amendment of the Articles of Association which may require revision and/or addition of words or statements in the Articles of Association in the registration documents or minutes of the shareholders meeting in accordance with order, suggestion or opinion of the registrar, Department of Business Development, Ministry of Commerce, or officers of other relevant authorities, it was deemed appropriate to delegate the authority to the Managing Director and/or the Authorized Directors and/or any person delegated by the Managing Director and/or the Authorized Directors, to revise and/or add the words or statements in documents and/or application for the purpose of registration of the amendment of the Articles of Association with Department of Business Development, Ministry of Commerce, including to delegate the authority to another person, forthwith without the need to seek further approval from the Shareholders' meeting.

The Chairman allowed the shareholders to raise questions.

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

Resolution: After due consideration, the Meeting resolved to approve the amendment to the Articles of Association of the Company as proposed by the Board of Directors with the following votes:

Approval votes	6,512,047	or	100 %
Disapproval votes	0	or	0 %
Void ballots	0	or	0 %
Abstention votes	0	or	0 %

which were not less than three-fourths votes of the total votes of the shareholders attending the Meeting and entitled to vote.

Agenda Item 8: To consider and approve the appointment of the auditors for the year ended 31 December 2019 and determination of the auditors' remuneration

The Company Secretary requested the Meeting to consider and approve the appointment of the auditors for the year ended 31 December 2019 and determination of the auditors' remuneration, details of which are as follows:

Opinion of the Audit Committee: 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 for the year 2017 and 2018 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 2019, 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 2019.

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

Name of the Auditors	Certified Public Accountant No.	Year which he/she affixed his/her signature on the Company's Financial Statements
1. Mr. Chaisiri Ruengrithchai	4526	2 years (2017 and 2018)
2. Mr. Prasit Yuengsrikul	4174	-
3. Ms. Varaporn Vorathitikul	4474	-

Auditors' remuneration	2019 (Baht)	2018 (Baht)
Audit fees	1,900,000	1,900,000
Other service fees	None	None

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose to the Meeting to consider and approve the appointment of the auditors for the year ended 31 December 2019 and determination of the auditors' remuneration, as proposed by the Audit Committee.

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

Resolution: After due consideration, the Meeting resolved to approve the appointment of the auditors for the year ended 31 December 2019 and determination of the auditors' remuneration, as proposed by the Board of Directors with the following votes:

Approval votes	6,512,047	or	100 %
Disapproval votes	0	or	0 %
Void ballots	0	or	0 %
Abstention votes	0	or	0 %

which were majority votes of the total votes of the shareholders attending the Meeting and casting their votes.

Agenda Item 9: To consider such other businesses as may be brought to the attention of the Meeting

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

The Chairman thanked the shareholders and the proxies for attending the Meeting. The Meeting adjourned at 11.46 hours.



(Dr. Dhiraphorn Srifuengfung)
Chairman of the Meeting

Minutes Taker:

Ms. Napat Tanyakulsajja
Corporate Secretary

Profile of directors proposed for re-election in replacement of directors retired by rotation

1. Mr. Yeap Swee Chuan

Nominated Position	Independent Director	
Position	(1) Independent Director (2) The Audit Committee (3) Chairman of the Nomination and Corporate Governance Committee	
Age	72	
Appointment date/year	year 2000 (totaling of 22 years, including this period)	
Total period	6 periods (this is the 7th period)	
Shareholding percentage in GYT (as of 31 December 2019)	None (0% of total shares)	
Family relationship among directors/management	None	
Educational Background	Industrial Management and Engineering Massey University, New Zealand	
Director Training	Director Certification Program (DCP103/2008), IOD	
Working Experience (as of 31 December 2019)	2010-Present	Director, Board of Trade Vice Chairman, Peace Network of Thailand
	2005-Present	Chairman, Malaysian Thai Chamber of Commerce
	2000-Present	Independent Director, Audit Committee, Goodyear (Thailand) PCL
	1996-Present	President and Chief Executive Officer, AAPICO Hitech Public Company Limited
Illegal record in past 10 years	None	
Forbidden Qualifications	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
 - President and Chief Executive Officer, **AAPICO Hitech Public Company Limited**
- b) Non-listed companies
 - President and Chief Executive Officer, **New Era Sales Co.,Ltd.**
 - President and Chief Executive Officer, **AAPICO Amata Co., Ltd.**
 - President and Chief Executive Officer, **Able Motors Co.,Ltd.**
 - President and Chief Executive Officer, **AAPICO Engineering Co.,Ltd.**
 - President and Chief Executive Officer, **AAPICO Hitech Parts Co.,Ltd.**
 - President and Chief Executive Officer, **AAPICO Hitech Tooling Co.,Ltd.**
 - President and Chief Executive Officer, **AAPICO ITS Co.,Ltd.**
 - President and Chief Executive Officer, **AAPICO Jackspeed Co.,Ltd.**
 - President and Chief Executive Officer, **AAPICO Mitsuike (Thailand) Co.,Ltd.**
 - President and Chief Executive Officer, **Katsuya (Thailand) Co.,Ltd.**
 - President and Chief Executive Officer, **AAPICO Forging PCL**

- President and Chief Executive Officer, **AAPICO Plastics PCL**
- President and Chief Executive Officer, **Able Sanoh Industries (1996) Co.,Ltd.**
- President and Chief Executive Officer, **AAPICO Structural Products Co., 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 (Year 2017-2019)

Meeting	2019	2018	2017
Board of Directors	3/5 (60%)*	5/6 (83.33%)**	3/4 (75%***)
Shareholder	1/1 (100%)	1/1 (100%)	1/1 (100%)
Audit Committee	4/5 (80%)*	4/4 (100%)	3/4 (75%***)
Nomination and Corporate Governance Committee	4/5 (80%)*	4/4 (100%)	3/4 (75%***)

*Mr. Yeap Swee Chuan was absent from the meeting due to urgent business matter

- Board of Directors meeting No. 4/2019 and No. 5/2019
- Audit Committee meeting No. 4/2019
- Nomination and Corporate Governance Committee meeting No. 4/2019

**Mr. Yeap Swee Chuan was absent from the Board of Directors meeting No. 6/2018 due to urgent business matter.

***Mr. Yeap Swee Chuan was absent from the Board of Directors, Audit Committee and Nomination and Corporate Governance Committee meetings No. 4/2017 on 3 November 2017 due to urgent matters.

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

2. Mr. Wee Hong Kek

Nominated Position	Director	
Position	Director	
Age	52	
Appointment date/year	25 April 2016 (as of 1 March 2020: 3 years 10 months, including this period will be 6 years 10 months)	
Total period	2 periods (this period is the third period)	
Shareholding percentage in GYT (as of 31 December 2019)	None (0% of total shares)	
Family relationship among directors/management	None	
Educational Background	LL.B. (Hons) National University of Singapore	
Director Training	-	
Working Experience (as of 31 December 2019)	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
Illegal record in past 10 years	None	
Forbidden Qualifications	1. Never dishonestly committed an offence against property 2. Never entered into any transaction which may cause conflict of interest against GYT during the past years	

Directorship/Management in other businesses

- List of listed companies therein you are directors/management
None
- Non-listed companies
 - Director: Goodyear Orient Company (Private) Limited (a Singapore company)
 - Director: Legacy Development (Cambodia) Co., Ltd (A Cambodian company)
 - Director: Living Fields Company Ltd (A Cambodian company)
- Name and types of business therein you are directors/management with the potential to be conflict of interest of the Company
None

Meeting Attendances (2017-2019)

Meeting	2019	2018	2017
Board of Directors	5/5 (100%)	6/6 (100%)	4/4 (100%)
Shareholder	1/1 (100%)	1/1 (100%)	1/1 (100%)

3. Mr. Michael Martens

Nominated Position	Director
Position	Director
Age	58
Appointment date/year	3 August 2018
Total period	1 st period: 3 August 2018 – 1 March 2020 (1 year 7 months)
Shareholding percentage in GYT (as of 31 December 2019)	None (0% of total shares)
Family relationship among directors/management	None
Educational Background	Bachelor's Degree in Accounting, University of Illinois MBA in Finance, Kent State University, Ohio
Director Training	-
Working Experience (as of 31 December 2019)	2015 - Present Vice President Aviation & OTR, Asia Pacific The Goodyear Tier&Rubber Company
Illegal record in past 10 years	None
Forbidden Qualifications	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

- List of listed companies therein you are directors/management
None
- Non-listed companies
Vice President Aviation & OTR, Asia Pacific, The Goodyear Tier&Rubber Company
- Name and types of business therein you are directors/management with the potential to be conflict of interest of the Company
None

Meeting Attendances (2019-2018)

Meeting	2019	2018
Board of Directors	4/5 (83%)*	1/6 (100%)**
Shareholder	1/1 (100%)	-

*Mr. Michael Martens was absent from the Board of Directors meeting No. 4/2019 due to urgent business matter

**Mr. Michael Martens was appointed as a director on 3 August 2018 in replacement of Mr. Oliver Gloe, who resigned on 11 May 2018

Definition of Independent Directors of the Company

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 Directors. In case of Goodyear (Thailand) Public Company Limited, there are 3 Independent Directors from the total of 9 Directors namely:

Independent Director Name	Titles
Mr. Athaporn Khaimarn (Age 76 years)	Independent Director / Chairman of Audit Committee
Mr. Yeap Swee Chuan (Age 72 years)	Independent Director / Member of the Audit Committee / Chairman of the Nomination and Corporate Governance Committee
Miss Chanapun Juangroongruangkit (Age 43 years)	Independent Director / Member of the Audit Committee / Member of the Nomination and Corporate Governance Committee

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

- 1) Holding not more than 0.5% of the total voting shares of the Company, parent 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, parent 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, parent 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, parent 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, parent 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, parent

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, parent 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.

Mr. Yeap Swee Chuan is a director who is proposed to be independent director. The proposed person meets the qualification of an independent director.

รายชื่อและข้อมูลกรรมการอิสระที่เป็นตัวแทนในการรับมอบฉันทะในการประชุม

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

รายชื่อกรรมการ Independent Director	ตำแหน่ง Position	ที่อยู่ Address	การมีส่วนได้เสีย/การมีส่วนได้เสียพิเศษ Conflict of interests/ Special Conflict of interests
นายอรรถพร ชำยมา่น (อายุ 76 ปี)	กรรมการอิสระและ ประธานกรรมการตรวจสอบ	บริษัท กู๊ดเยียร์ (ประเทศไทย) จำกัด (มหาชน) 50/9 หมู่ที่ 3 ถนนพหลโยธิน ก.ม. 36 ตำบลคลองหนึ่ง อำเภอคลอง หลวง จังหวัดปทุมธานี 12120	<ul style="list-style-type: none"> ● ไม่มีส่วนได้เสียในทุกวาระการประชุม ยกเว้น วาระที่ 6 การพิจารณาค่าตอบแทนของคณะกรรมการ และคณะกรรมการชุดย่อย ถือว่ามีส่วนได้เสียพิเศษ ดังนั้น กรรมการอิสระที่ได้รับมอบฉันทะจะไม่ออกเสียงลงคะแนนในระเบียบวาระนี้ ● ไม่มีส่วนได้เสียพิเศษที่แตกต่างจากกรรมการท่านอื่นในทุกวาระที่เสนอในการประชุมสามัญผู้ถือหุ้นครั้งนี้
Mr. Athaporn Khaimarn (Age 76 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	<ul style="list-style-type: none"> ● No conflict of interests in all agenda except the agenda item 6-To approve the Board of Directors' and the Sub Committees' remunerations. The Independent director who is granted proxies shall refrain from voting in this agenda item. ● No special conflict of interest different from other directors in all agendas of this Annual General Meeting of Shareholders
นางสาวชานาพรณ จี รุ่งเรืองกิจ (อายุ 43 ปี)	กรรมการอิสระ การตรวจสอบ กรรมการสรรหาและสรร มาภิบาล	บริษัท กู๊ดเยียร์ (ประเทศไทย) จำกัด (มหาชน) 50/9 หมู่ที่ 3 ถนนพหลโยธิน ก.ม. 36 ตำบลคลองหนึ่ง อำเภอคลอง หลวง จังหวัดปทุมธานี 12120	<ul style="list-style-type: none"> ● ไม่มีส่วนได้เสียในทุกวาระการประชุม ยกเว้น วาระที่ 6 การพิจารณาค่าตอบแทนของคณะกรรมการ และคณะกรรมการชุดย่อย ถือว่ามีส่วนได้เสียพิเศษ ดังนั้น กรรมการอิสระที่ได้รับมอบฉันทะจะไม่ออกเสียงลงคะแนนในระเบียบวาระนี้ ● ไม่มีส่วนได้เสียพิเศษที่แตกต่างจากกรรมการท่านอื่นในทุกวาระที่เสนอในการประชุมสามัญผู้ถือหุ้นครั้งนี้
Ms. Chanapun Juangroongruangkit (Age 43 years)	Independent Director the Audit Committee	Goodyear (Thailand) Public Company Limited	<ul style="list-style-type: none"> ● No conflict of interests in all agenda except the agenda item 6-To approve the Board of Directors' and

	the Nomination and Corporate Governance Committee	50/9 Moo 3, Km. 36 Paholyothin Road, Khlong Nueng Sub-District, Khlong Luang District, Pathumthani Province 12120	the Sub Committees' remunerations. The Independent director who is granted proxies shall refrain from voting in this agenda item. ● No special conflict of interest different from other directors in all agendas of this Annual General Meeting of Shareholders
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Conditions and Procedures for Proxy Appointment to Attend the Meeting and Supporting Documents to be Submitted for Identity Verification

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

- Individual shareholder who has Thai nationality shall present a copy of citizen identification card or civil servant identification card.
- Individual shareholder who has foreign nationality shall present a copy of foreign identification card, passport or document used in lieu of passport.
- In case of change of first name or surname, a copy of 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 A, Form B (as attached in Enclosure No. 8) or Form C. 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 with the identity verification documents as specified in the Enclosure No. 9 (Guidelines and Procedures for Attending the Fifty-Second (52nd) Annual Ordinary General Meeting of Shareholders via Electronic 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 has Thai nationality:** a copy of citizen identification card or civil servant identification card certified true and correct by the proxy grantor.
- (2) **If individual shareholder has foreign nationality:** a copy of foreign identification card, passport or documents used in lieu of passport certified true and correct by the proxy grantor.

(3) **If the shareholder is a juristic person:**

-Thai juristic person: a copy of company affidavit issued by Ministry of Commerce or competent authority not exceeding 6 months before the Meeting date, certified true and correct copy by the authorized director(s) of such juristic person, and a copy of identification documents of the authorized director(s) who certified true copy of the affidavit (citizen identification card or civil servant identification card (for the director who has Thai nationality) or foreign identification card, passport or documents used in lieu of passport (for the director who has foreign nationality)).

-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. The process must be done not exceeding 1 year before the Meeting date.

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 a commercial bank which is approved to provide custodian business is required.

- (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 Fifty-First (51st) 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 15 June 2020.
 - (7) The proxy who 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 with a copy of the court order which appoints such person to be a guardian certified as a true copy by any of the parents or the lawful guardian. 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

To be in compliance with the procedures as specified in the Enclosure No. 9 (Guidelines and Procedures for Attending the Fifty-Second (52nd) Annual Ordinary General Meeting of Shareholders via Electronic Meeting) within 15 June 2020.

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. A General Meeting of Shareholders

1.1 Calling a 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 (แบบ ข)

Proxy (Form B)

เขียนที่
Written at

วันที่ เดือน พ.ศ.
Date Month Year

- (1) ข้าพเจ้า สัญชาติ อยู่บ้านเลขที่ ถนน
I/We, Nationality Residing at No. Road
ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์
Subdistrict District Province Postal Code
- (2) เป็นผู้ถือหุ้นของบริษัท กู๊ดเยียร์ (ประเทศไทย) จำกัด (มหาชน) 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 นายอรรถพร ข่ายมาน อายุ 76 ปี อยู่บ้านเลขที่ 50/9 ถนน พหลโยธิน กม.36 ตำบล/แขวง คลองหนึ่ง
Mr. Athaporn Khaimarn Age 76 yrs, having an address at 50/9 Road Phaholyothin KM.36 Subdistrict Klongnueng
อำเภอ/เขต คลองหลวง จังหวัด ปทุมธานี รหัสไปรษณีย์ 12120 หรือ
District Klongluang Province Pathumthani Postal Code 12120 or
2. ชื่อ นางสาวชนาพรณ จีรุงเรืองกิจ อายุ 43 ปี, อยู่บ้านเลขที่ 50/9 ถนน พหลโยธิน กม.36 ตำบล/แขวง คลองหนึ่ง
Ms. Chanapun Juangroongruangkit Age 43 years, having an address at 50/9 Road Phaholyothin KM.36 Subdistrict Klongnueng
อำเภอ/เขต คลองหลวง จังหวัด ปทุมธานี รหัสไปรษณีย์ 12120 หรือ
District Klongluang Province Pathumthani Postal Code 12120 or
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
Subdistrict District Province Postal Code

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมใหญ่สามัญประจำปีของผู้ถือหุ้น ครั้งที่ 52 ในวันพุธที่ 24 มิถุนายน พ.ศ. 2563 เวลา 10.00 น. โดยการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ตามกฎหมายที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

Only one of the above as my/our proxy to attend and vote for me/us on my/our behalf at the Fifty-Second (52nd) Annual Ordinary General Meeting of the Shareholders on Wednesday, 24 June 2020 at 10.00 a.m. via an electronic meeting in accordance with relevant laws, or at any adjournment thereof to any other date, time and venue

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1 พิจารณารับรองรายงานการประชุมใหญ่สามัญของผู้ถือหุ้น ครั้งที่ 51 ที่ได้ประชุมเมื่อวันที่ 30 เมษายน 2562

Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders No. 10 held on April 30, 2019

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

วาระที่ 2 พิจารณารับทราบรายงานประจำปีของคณะกรรมการบริษัทเกี่ยวกับกิจกรรมของบริษัท

Agenda 2 To acknowledge the Annual Report 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 2562 พร้อมรายงานของผู้สอบบัญชี

Agenda 3 To consider and approve the Audited Financial Statements for the year ended 31 December 2019 with report of the Auditor thereon

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

วาระที่ 4 พิจารณานุมัติงดจ่ายเงินปันผลสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2562

Agenda 4 To consider and approve the omission of dividend payment for the year ended 31 December 2019

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

วาระที่ 5 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ
Agenda 5 To consider and approve re-election of Directors who will retire 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
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- เห็นด้วยกับการแต่งตั้งกรรมการเป็นรายบุคคล ดังนี้
Approve the individual appointment of director(s) as follows:
- การเลือกตั้งกรรมการกลับมา เป็นกรรมการใหม่อีกวาระหนึ่ง:
Election of the directors as directors of the company to serve for another term:
1. ชื่อกรรมการ: นายเย็บ ชู ชวน (กรรมการอิสระ)
Director's name: Mr. Yeap Swee Chuan (Independent Director)
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
2. ชื่อกรรมการ: นายวีฮอง เล็ก (กรรมการ)
Director's name: Mr. Kek WeeHong (Director)
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
3. ชื่อกรรมการ: นายไมเคิล มาร์เตนส์ (กรรมการ)
Director's name: Mr. Michael Martens (Director)
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 6 พิจารณานุมัติค่าตอบแทนกรรมการ และกรรมการชุดย่อยประจำปี 2563
Agenda 6 To consider and approve the Directors and the Sub-committees' remunerations for the year 2020

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

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีประจำปีสิ้นสุด 31 ธันวาคม 2563 และกำหนดค่าตอบแทนของผู้สอบบัญชี

Agenda 7 To consider and approve the appointment of the Auditors and to fix their remuneration for the period ended 31 December 2020

- (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 8 พิจารณากิจการอื่น ๆ ที่อาจดำเนินการได้ในที่ประชุมสามัญผู้ถือหุ้นของบริษัท (ถ้ามี)

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

- (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

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

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

(7) 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น 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

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

สำหรับการประชุมใหญ่สามัญประจำปีของผู้ถือหุ้น ครั้งที่ 52 ในวันพุธที่ 24 มิถุนายน พ.ศ. 2563 เวลา 10.00 น. โดยการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ตามกฎหมายที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Fifty-Second (52nd) Annual Ordinary General Meeting of Shareholders on Wednesday, 24 June 2020 at 10.00 a.m. via an electronic meeting in accordance with relevant laws, or at any adjournment thereof to any other date, time and venue.

วาระที่ เรื่อง

Agenda Subject:

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

วาระที่ เรื่อง

Agenda Subject:

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

วาระที่ เรื่อง

Agenda Subject:

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

วาระที่ เรื่อง

Agenda Subject:

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

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

ชื่อกรรมการ

Name of Director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ

Name of Director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ

Name of Director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ

Name of Director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ

Name of Director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ

Name of Director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

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

ลงชื่อ/Signed ผู้มอบฉันทะ/Grantor
(_____)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(_____)

Conditions and Procedures for Proxy Appointment to Attend the Meeting and Supporting Documents to be Submitted for Identity Verification

Due to the outbreak of Coronavirus Disease 2019 (COVID-19), Goodyear (Thailand) Public Company Limited (the "**Company**") is deeply concerned over the situation. In this regard, the Company would like to inform the guidelines and procedures for attending the Fifty-Second (52nd) Annual Ordinary General Meeting of Shareholders through electronic devices (E-Meeting) as follows:

1. Kindly ask the shareholders to appoint a proxy to attend and vote on behalf of the shareholders in the meeting

- 1.1 In order to prevent and reduce the spread of COVID-19 and for the shareholders' hygiene, the Company kindly ask for cooperation from the shareholders to grant proxy to the independent directors of the Company, which are Mr. Athaporn Khaimarn or Ms. Chanapun Juangroongruangkit, to attend the meeting and vote on behalf of the shareholders. In this regard, the Company has attached the Proxy Form B in Enclosure No. 8, and other required documents as stated in Enclosure No. 6. Alternatively, the shareholders can download Proxy Form A (General) or Form C (Custodian) from www.goodyear.co.th/investor-relations. Please only select one of the specified forms. Once the Proxy Form is completed and duly signed, please submit it together with the required documents to the below address or by scanning or taking photos and send them to Email: gyth_cosc@goodyear.com, within 15 June 2020:

Company Secretary
Goodyear (Thailand) Public Company Limited
50/9 Phaholyothin Road KM. 36, Khlong Nueng Sub-District,
Khlong Luang District, Pathumthani Province 12120

- 1.2 In the event that the shareholders wish to appoint other persons apart from the Company's independent directors as their proxies, please submit the Proxy Form together with required documents, as stated in Enclosure No. 6, to the address stated in 1.1 above or by scanning or taking photos and send them to Email: gyth_cosc@goodyear.com within 15 June 2020.

2. For the shareholders who wish to attend the electronic meeting by themselves or appoint other persons apart from the Company's independent directors as their proxies to attend the electronic meeting

2.1 Identity Verification of the Shareholders or Proxies

The shareholders or proxies must submit the registration form, required documents as stated in Enclosure No. 6, and a copy of the identification card or passport of the shareholders and proxies (in case that the shareholders appoint proxies), as attached in the notice of shareholders' meeting, in order to have their identity verified by sending them to the address as stated in 1.1 above or by scanning or taking photos and send them to Email: gyth_cosc@goodyear.com, within 15 June 2020.

2.2 Attending the E-Meeting

After the shareholders or proxies have their identity verified under 2.1 and the Company has checked the list of shareholders according to the shareholders registration book on the record date and the shareholders and proxies have confirmed their identity with the

Company afterwards within the specified date, the Username and Password including the system access manual will be sent to the email that the shareholders or proxies have registered with the Company for use in attending the shareholders' meeting via electronic meeting (E-AGM) through the system of OJ International Company Limited (from 19 June 2020 onwards).

In this connection, the registration program and the vote counting of the Company can be used with computers, notebooks, tablets or mobile phones via Web Browser: Internet Explorer, Chrome with 4G internet or basic home internet. Additionally, the system supports both E-Meeting and E-Voting, whether by the shareholders themselves or by appointing proxies in Form B.

3. Submission of questions in advance

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 the address stated in 1.1 or by Email: gyth_cosc@goodyear.com

4. Other facilitations

Throughout the E-Meeting, the video and audio will be recorded. After the meeting is completed, the Company will put up the link on the Company's website (www.goodyear.co.th/investor-relations) for accessing the recorded E-Meeting.

5. Guidelines and measures to prevent the spread of Coronavirus 2019 (COVID-19) for the Board of Directors and the E-Meeting coordinators.

Additionally, the Company has outlined the following guidelines in relation to the prevention of the spread of Coronavirus 2019 (COVID-19) for the Board of Directors and the coordinators in arranging the E-Meeting:

1. The Company shall conduct health screening at the building and meeting room entrances. The person with a body temperature of 37.5 degree Celsius or above will not be permitted to enter the meeting. In this regard, the Company would like to request for strict cooperation from all attendees to keep distance of at least 1 meter apart while queuing at the screening point, document checkpoint or registration point. Those who pass the screening will receive a sticker.
2. Before the commencement of the meeting and after the meeting has finished, the meeting attendees will be required to register via "Thai Chana" application or by any other means as instructed by the Company.
3. Shareholders, including those who are in close contact with the people who recently visited or returned from any Territories outside the Kingdom of Thailand defined as Disease Infected Zones in less than fourteen (14) days, or have any fever (has a body temperature of more than 37.5 degrees Celsius), or show any sign of respiratory symptoms, e.g. coughing, sneezing, runny nose, sore throat or breathing difficulties, will not be allowed in the meeting room.
4. The meeting attendees will be invited to sit at an appropriate social distance. The Company will arrange the seat with appropriate social distancing at the minimum of 1.5 meters from each other. In the event that the seats are all taken by the prior attendees, no further attendees will be allowed to enter the meeting room.
5. The Company kindly requests the meeting attendees to prepare and wear a facemask at all times. The Company will provide hand washing facilities or alcohol hand sanitizer and advise shareholders to wash their hands with soap or alcohol hand sanitizer before and after attending the meeting.

แบบลงทะเบียน
Registration Form

เขียนที่

Written at

วันที่ เดือน พ.ศ.

DateMonth..... Year.....

- (1) ข้าพเจ้า สัญชาติ อยู่บ้านเลขที่ ถนน.....
I/We, Nationality Residing at No. Road
ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์
Subdistrict District Province Postal Code
หมายเลขบัตรประจำตัวประชาชน/หนังสือเดินทาง.....โทรศัพท์.....อีเมล.....
Identification card/passport number Telephone Email

- (2) เป็นผู้ถือหุ้นของบริษัท กู๊ดเยียร์ (ประเทศไทย) จำกัด (มหาชน) โดยถือหุ้นสามัญจำนวนทั้งสิ้นรวม
หุ้น

as a shareholder of Goodyear (Thailand) Public Company Limited holding a total number ofordinary shares,
และออกเสียงลงคะแนนได้เท่ากับเสียง
and have the rights to vote equal to votes

ข้าพเจ้า ยืนยันเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมใหญ่สามัญประจำปีของผู้ถือหุ้น ครั้งที่ 52 ในวันพุธที่ 24 มิถุนายน พ.ศ. 2563 เวลา 10.00 น. โดยการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ตามกฎหมายที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

I confirm to attend the meeting and vote at the Fifty-Second (52nd) Annual Ordinary General Meeting of the Shareholders on Wednesday, 24 June 2020 at 10.00 a.m. via an electronic meeting in accordance with relevant laws, or at any adjournment thereof to any other date, time and venue.

ลงชื่อ/Signedผู้เข้าร่วมประชุม/Meeting

Participant

(_____)

แบบฟอร์มขอรับรายงานประจำปี 2562 แบบรูปเล่ม
2019 Annual Report Requisition Form in Hard Copy

เรียน เลขาธิการบริษัท

Dear Company Secretary

ข้าพเจ้าจำนวนหุ้น.....

I/We No. of shares

ที่อยู่.....

Address

มีความประสงค์ขอรับรายงานประจำปี 2562 แบบรูปเล่ม โดยให้จัดส่งไปยังที่อยู่ของข้าพเจ้า ดังนี้

Request for a printed documents of 2019 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 โปรดส่งถึง “เลขาธิการบริษัท” ทาง Email มาที่ gyth_cosc@goodyear.com หรือส่งตามที่อยู่ของบริษัท เพื่อบริษัทจะได้ดำเนินการตามความประสงค์ของผู้ถือหุ้นต่อไป

After completion of the information above, please send this form to “Company Secretary” by email: gyth_cosc@goodyear.com or send to Company’s address. The Company will further process pursuant to the shareholder’s request.

QR Code Downloading Procedures for the 2019 Annual Report

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the Annual General Meeting of Shareholders and the 2019 Annual Report in the form of E-books accessible through QR Code, thus allows the shareholders to access the information with ease.

The aforementioned documents could be downloaded from the QR Code (as shown in Enclosure 2) by following the steps below.

For iOS System (iOS 11 and above)

1. Turn on the mobile camera.
2. Turn the mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER, Facebook or LINE.

For Android System

1. Open applications LINE



Click on "Add friends" → Choose "QR Code" → Scan the QR Code

2. Open applications QR Code Reader



→ Scan the QR Code

3. Open applications Facebook



Search "QR code" in Search → Scan the QR Code