

NOTICE CALLING FOR THE FIFTY-FIRST (51st) ANNUAL ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

GOODYEAR (THAILAND) PUBLIC COMPANY LIMITED

30 April 2019, 10.00 AM

At Meeting Room R6 Renaissance Bangkok Ratchaprasong Hotel

(Registration on 8.00 AM onwards)

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

- Translation -

Date: 1 April 2019

Subject: Notice Calling for the Fifty-First (51st) 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. 50 held on 25 April 2018
Enclosure 2	The 2018 Annual Report of the Board of Directors and the Financial Statements for the year ended 31 December 2018 (QR)
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 Registration and Proxy Appointment to attend the meeting and documents to be declared on the meeting date
Enclosure 7	Rules and Articles of Associations of Goodyear (Thailand) Public Company Limited with respect to the 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	Map of place for the Fifty-First (51st) Annual Ordinary General Meeting of Shareholders
Enclosure 10	The 2018 Annual Report Requisition Form in Hard Copy
Enclosure 11	QR Code Downloading Procedures for the 2018 Annual Report

Goodyear (Thailand) Public Company Limited's (the "**Company**") Board of Directors (the "**Board**") passed a resolution to convene the Fifty-First (51st) Annual Ordinary General Meeting of Shareholders of the Company on Tuesday, 30 April 2019 at 10.00 a.m. at Meeting Room R6, Renaissance Bangkok Ratchaprasong Hotel, No. 518/8 Ploenchit Road Bangkok, 10330 Thailand (the "**Meeting**"), to transact the following agenda:

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

Supporting information: A copy of the Minutes of the Annual Ordinary General Meeting of Shareholders No. 50 held on 25 April 2018, Enclosure No. 1

Objective and Rationale: The Annual Ordinary General Meeting of Shareholders No. 50 held on 25 April 2018. 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. 50 held on 25 April 2018 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.

<u>Agenda 2</u>: To acknowledge the Annual Report of the Board of Directors on activities of the Company

Supporting information: The 2018 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 2018 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 2018 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 2018 Annual Report of the Company.

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

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

Supporting information: The Financial Statements for the year ended 31 December 2018 as shown in the 2018 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.

<u>Audit Committee's Recommendation:</u> The Audit Committee has considered and reviewed the Company's Financial Statements for the year ended 31 December 2018, 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 2018.

ltem	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
Net Profit per share (Baht/share)	4.57	18.65

Parts of the Company's Financial Statements

Unit: million Baht

Board's Recommendations: The Board considered and viewed that the Meeting should consider and approve the Financial Statements for the year ended 31 December 2018, 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.

<u>Agenda 4</u>: To consider and approve the declaration of dividend payment for the year ended 31 December 2018

Supporting Information: The Financial Statements for the year ended 31 December 2018 as shown in the 2018 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 2018 fiscal year, the Company has a net profit and retained earnings sufficient for the dividend payment. Therefore, the Board proposes to the Meeting to consider and approve the declaration of dividend payment from net profit and an unappropriated retained earnings with the following details:

Details of the dividend payment	2018	2017
1. Net Profit (million Baht)	34	138
2. Net Profit per share (Baht/share)	4.57	18.65
3. Dividend per share	5	20
4. Dividend payout ratio (%)	109	106
5. Number of shares	7,400,000	7,400,000
6. Total dividend (million Baht)	37	148

Dividend for the year ended 31 December 2018 in the amount of 5 Baht per share will be paid from net profit and retained earnings of the Company that are 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.

Board's Recommendation: The Board deems it is appropriate to propose to the Meeting to consider and approve a dividend payment from net profit and an unappropriated retained earnings for the year ended of 31 December 2018, in the amount of 5 Baht per share, in the total amount of 37 million Baht, and determination of the Shareholders who are entitled for receiving the 2018 dividend (Record Date) as of 9 May 2019. The payment of the dividend shall be made by 30 May 2019. The Board deems it is appropriate not to allocate profit as a legal reserve, as the Company has sufficient legal reserve as required by law.

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

 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 reelection in replacement of directors who will 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. Dhiraphorn Srifuengfung (Director);
- 2. Mr. Luca Crepaccioli (Executive Director); and
- 3. Miss Chanapun Juangroongruangkit (Independent 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. Dhiraphorn Srifuengfung	- Director	Expertise and excellent
		knowledge and experience
		in business management.
2. Mr. Luca Crepaccioli	- Executive Director	Expertise and excellent
		knowledge and experience
		in Tire business.
3. Miss Chanapun	- Independent	High experience and
Juangroongruangkit	Director*	qualification related
		Accounting and Finance

<u>Note</u>: *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.

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 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 reelect 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.

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.

<u>Agenda 6</u>: To consider and approve the directors' and Sub-Committees' remunerations for the year 2018

Objective and Rationale: The Meeting is required consider the directors' remuneration for 2018 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.

<u>Nomination and Corporate Governance Committee's Recommendation:</u> 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 2019 as follows (by comparison with 2018):

Position	Year 2019	Year 2018
1. Chairman	500,000 Baht per year	500,000 Baht per year
2. Members of the Board	350,000 Baht per year	350,000 Baht per year
	(per person)	(per person)
Other remuneration	None	None

Position	Year 2019	Year 2018
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	300,000 Baht per year
	(per person)	(per person)
Other remuneration	None	None

Position	Year 2019	Year 2018
1. Chairman of Nomination and	100,000 Baht per year	100,000 Baht per year
Corporate Governance Committee		
2 Member of Nomination and	75,000 Baht per year	75,000 Baht per year
Corporate Governance Committee	(per person)	(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 2019 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.

<u>Agenda 7</u>: To consider and approve the amendment to the Articles of Association of the Company

Objective and Rationale: The proposed amendment to the Company's Articles of Association is 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 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.

Voting Requirement:This agenda shall be passed by not less than three-fourths of votes of
the shareholders attending the meeting and having the rights to vote.

<u>Agenda 8</u>: To consider and approve the appointment of the Auditors and to fix their remuneration for the period ended 31 December 2019

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, and if the same auditor audits or issues his/her opinion on a company's financial statements for five consecutive fiscal years, it is possible to appoint a new auditor from the same auditing firm, however the company may appoint the auditor who has been rotated out only after two fiscal years, from which the auditor was rotated out, have passed.

<u>Audit Committee's Recommendation:</u> 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 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	2 years (2017 and 2018)
2. Mr. Prasit Yuengsrikul	4174	-
3. Miss Varaporn Vorathitikul	4474	-

Auditors' remuneration	2019 (Baht)	2018 (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 2019 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.

<u>Agenda 9</u>: 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-First (51st) Annual Ordinary General Meeting of Shareholders on 8 March 2019 (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 <u>www.goodyear.co.th/investor-relations</u>. Please only select one of the specified forms. The Company's Chairman of the Board of Directors assigned the Company's registrants to be the person who is in charge of receiving the Proxy Form and required documents in lieu of the Company's Chairman of the Board of Directors before attending the Meeting. 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 one of the Company's independent directors as your proxy, please complete and sign the Proxy

Form and submit together with the required documents as shown in Enclosure No. 6 by 20 April 2019 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 or facsimile No. 0-2902-2510.

Should you require the 2018 Annual Report in hard copy, please complete the requisition form as Enclosure No. 10 and deliver to the above address, or by email: <u>gyth_cosc@goodyear.com</u> or facsimile no. 0-2902-2510. Company will send the hard copy as per your requisition.

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

Yours sincerely,

Mr. Luca Crepaccioli Managing Director By the order of the Board Goodyear (Thailand) Public Company Limited

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

Minutes of the Annual General Meeting of Shareholders No. 50 ("Meeting")

Wednesday, 25 April 2018, at 10.00 hours,

Meeting Room R6, Renaissance Bangkok Ratchaprasong Hotel,

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

DIRECTORS PRESENT:

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

Corporate Secretary and Legal Counsel

Ms. Napat Tanyakulsajja

Director of Financial and Accounting Department (Thailand base) of Goodyear (Thailand) Public Company Limited

Ms. Justyna Gebska

Auditors - PricewaterhouseCoopers ABAS Limited

1. Ms. Chaisiri Ruangritchai	Audit Partner
2. Ms. Amporn Sombutareepanich	Senior Manager

Legal Counsels from Baker & McKenzie Limited

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

MEETING CONVENED

The Meeting convened at 10.00 hours.

Ms. Napat Tanyakulsajja welcomed the shareholders and the proxies, introduced to the Meeting the Board of Directors which the total Board members is 9 person, attended the meeting 9 person which is 100% of the total Board members, 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 Limited.

After that, she requested the shareholders and the proxies study the rules and regulations related to the annual general meeting of shareholders which was 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 21 shareholders present at the Meeting holding 34,494 (Thirty-Four Thousand, Four Hundred and Ninety-Four) shares and 17 proxies present at the Meeting holding 6,023,805 (Six Million, Twenty-Three Thousand, Eight Hundred and Five) shares, in total there were 38 shareholders and proxies present at the Meeting holding 6,058,229 (Six Million, Fifty Eight Thousand, Two Hundred and Twenty-Nine) shares accounting for 81.87 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. 49, held on 25 April 2017

Ms. Napat presented to the Meeting the Minutes of the Annual Ordinary General Meeting of Shareholders No. 49, held on 25 April 2017, 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.

Ms. Napat informed the Meeting that the revisions on the minutes were made on page 17 (of the Thai version) and page 15 (of the English version) in agenda item 5 concerning voting result to approve the appointment of Mr. Yeap Swee Chuan as follows:

Approval votes	6,191,729	or	99.999983 %
Disapproval votes	1	or	0.000016 %
Void ballots	0	or	0 %
Abstention votes	0	or	0 %
Total	6,191,730		100.000000 %

The Chairman allowed the Meeting to raise questions.

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

Resolution: The Meeting considered and adopted the Minutes of the Annual Ordinary General Meeting of Shareholders No. 49, held on 25 April 2017 with the following votes:

Approval votes	6,058,700	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	f the	shareholders	attending the	Meeting	and

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

<u>Remark</u> In this agenda item, there were additional 5 shareholders and proxies present at the Meeting holding 401 shares, in total, there were 43 shareholders and proxies present at the Meeting holding 6,058,700 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. Finbarr O' Connor, Managing Director, to present the Company's 2017 business activities and the management discussion and analysis to the Meeting. The presentation was summarized follows:

Highlight of 2017 Operations

Total revenue increased by 2.6% resulted from the revenue from export increasing by 10.3%, while the domestic revenue decreasing by 5.9%, due to the followings:

- 1) Consumer Replacement tires decreased by approximately 7.4%;
- 2) Intense competition due to new competitors entering the market; and
- 3) Cost of main raw material increased in the first half of the year, by 18.6% in the first quarter and 16.2% in the second quarter.

The Company had increased the sale price of the products to be in line with the increased cost of the main raw material. This resulted in gross profit margin of the Company at the end of the year being at 19.3%.

Selling and administration expenses mainly resulted from writing off bad debts in an amount of Baht 20 million in the first quarter and the impact from exchange rate fluctuation in an amount of Baht 46 million.

Operational Activities

The Company had been focusing on expansion of the distribution networks, i.e. Goodyear Auto Care Service Centers which now consisted of 70 branches throughout the country, in order to provide the same standard service and strengthen recognition of Goodyear trademark by the consumers. In addition, the Company expanded its distribution networks through Modern Trade auto care service centers and distributors of multi-brand auto tires throughout the country.

In terms of expansion of radial aviation tires, the construction of the factory of radial aviation tires was on schedule and budget determined. The Chief Executive Office of The Goodyear Tire & Rubber in the United States came to visit the manufacture of the first tire in March 2018.

With regard to the development in the anti-corruption area, the Company conducted businesses in compliance with the Anti-Bribery Policy of Goodyear which applied globally to Goodyear businesses. The Company would reject business or benefit which could be earned by any improper payment, bribe, gift, rebate, or similar inducement. All associates of the Company must attend a training concerning the anti-corruption in 2018. The report of the Audit Committee showed that there were no corruption cases or illegal actions in the Company, including the matters relating to the construction of the factory of radial aviation tires. This year, the Company would participate in Collective Action Coalition of private sectors concerning anti-corruption.

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

Mr. Chaiphat Sahaskul, a holder of 500 shares, asked the following questions:

- 1) Has the Company resolved the issues relating to the bad debt and the exchange rate, and how;
- 2) Has the Company done hedging in relation to the exchange rate and how would the issue be resolved;
- 3) What would be an approximate return in relation to the aviation tire project and would the Company's revenue increase from the revenue in 2017;
- 4) What would be the Company's strategy in domestic market; and
- 5) How would the Company deal with Disruptive Technology in the future.

Mr. Finbarr O' Connor replied to the first question that the bad debt resulted from customers who had financial problems which resulted to repayment capability, and the Company had pressed for payment and completely collected such debt in the first quarter of the year 2018. The Company had been more cautious in relation to credit provided to the customers and required for additional security to support credit approval.

Mr. Oliver Gloe replied to the second and third questions that, for the second question, the Company's businesses consisted of two parts being export and domestic businesses with USD account and Baht account; therefore, the Company did not need to do hedging for exchange rate to take care of this risk, and that, for the third question, you could refer to details of expansion of radial aviation tire business in the report of the independent financial advisor that the investment was divided into three phases with total IRR at 9.9% and the IRR for the first phase was at 11.7%.

Mr. Finbarr O' Connor replied to the fourth and fifth questions that, for the fourth question, the business strategy of the Company focused on export and domestic markets. For auto tire business, the main market consisted of original equipment (OE) and replacement tire markets in both of which the Company planned to maintain as a competitive player by increasing distribution networks and maintaining quality of products. For aviation tire business, the main market was the export one the main customers of which were in Asia Pacific, ASEAN and middle east regions. For the fifth question, the Company thank you for the question. The Company did not have enough information to consider on this matter. The Company will require more study regarding an effect of disruptive technology to our business (if any).

Mr. Vichai Jiracharoenkitkul, a holder of 8,400 shares, asked the following questions:

- 1) What was the progress of the construction of the factory of radial aviation tires in terms of percentage, how much budget had been spent so far, and when would the construction complete;
- 2) As it was reported that the first aviation tire was manufactured in March 2019, when would the Company recognize the revenue from the aviation tire business; and
- 3) As the project was promoted by the BOI, how much was the amortization rate and did the benefit only relate to the revenue or also an increased amortization rate, e.g. 1.5 times or 2 times.

Mr. Phiphat Vorapipat replied to the first and the second questions that, for the first question, the construction of the factory of radial aviation tires was on schedule and budget approved, and that, for the second question, the revenue would be recognized around the end of this year as the first tire manufactured in March was not for sale and the products would be subject to testing and certification in order to apply for license from relevant authoroties.

Mr. Yeap Swee Chuan added in responding to the third question that the BOI benefit only related to the revenue.

Ms. Justyna Gebska also replied to the third question that the amortization rate of the Company has been consistent with accounting standard applicable to the current businesses of the Company.

Ms. Chanapun Juangroongruangkit further informed the Meeting that the amortization period for machineries was not necessarily a five-year period, and under the BOI benefit, the

amortization would start when the Company recognized the revenue from the project. The BOI benefit did not specify the amortization rate and the benefit related to the profit of the project which was the relevant corporate income tax.

Mr. Weerasak Srisikew, a holder of 23,000 shares, asked the following questions:

- 1) When would the borrowing in relation to the investment project start;
- 2) How much would the amortization in relation to the assets of the investment project increase; and
- 3) What would be the proportion of export of the aviation tires.

Mr. Oliver Gloe replied to the three questions that the Company would draw down the loan in relation to the investment project at the time specified in the report of the independent financial advisor, that the amortization period, the average of which was 12-year in accordance with the accounting standard, would not be affected this year, and that proportion of export and domestic sale of the aviation tires was approximately 90% and 10%.

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

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

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

		Unit. Dant Million
Item	Amo	ount
	2017	2016
Total Assets	5,676	5,285
Total Liabilities	1,668	1,261
Total Revenue	4,000	3,898
Net Profit	138	280
Basic Earnings Per Share (Baht/Share)	18.65	37.77

The Company's financial statements (partial)

The Board of Directors opined that the Meeting should approve the Company's financial statements for the year ended 31 December 2017 which have been audited by the certified public auditor and considered and consented by the Audit Committee, as well as the auditor's report.

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

Mr. Vichai Jiracharoenkitkul, a holder of 8,400 shares, posed the questions regarding the reason that the net profit decreased and the estimated impact from the cost of the raw material.

Mr. Finbarr O' Connor replied to the question that there were three main reasons which are (1) the cost of the raw material increased by 20% during the first and second quarters of 2017, (2) the write off of bad debt in an approximate amount of Baht 20 million and (3) the impact from exchange rate in an approximate amount of Baht 46 million.

Linit: Robt Million

Mr. Oliver Gloe also replied that there was the increase of the cost of the raw material but the rotation of the material for manufacture was quick so the assessment was not made as a total amount.

Mr. Vichai Jiracharoenkitkul further asked for clarification on the effect on the Company's profit considering that the business model of the Company applied the Cost Plus method.

Mr. Finbarr O' Connor provided a clarification that the domestic sale was effected by the increase of cost of raw material as the Company could not shifted the entire cost to the consumers. The Company had increased the price of the products while its competitors did not increase the sale price; therefore, the Company had lost certain customers due to this fact.

Mr. Oliver Gloe added that the Cost Plus method was applicable to export business, not the domestic business in which the sale was effected by the fact that not all increased cost could be shifted to the consumers.

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 2017 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 2017 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	6,058,722	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.						

<u>Remark</u> In this agenda item, there were additional 9 shareholders and proxies present at the Meeting holding 23 shares, in total, there were 52 shareholders and proxies present at the Meeting holding 6,058,723 shares.

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

Ms. Napat informed the Meeting about a dividend payment for the year ended 31 December 2017 that 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	2017	2016
1. Net Profit (Baht Million)	138	280
2. Basic Earnings per Share (Baht/Share)	18.65	37.77
3. Paid Dividend per Share	20	20

4. Dividend Payment Proportion (%)	106	53
5. Number of Shares	7,400,000	7,400,000
6. Total Dividend Payment (Baht Million)	148	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 2017 from the net profit and retained earnings at the rate of Baht 20 per share, which was the amount of profit subject to corporate income tax at the rate of 20%, or Baht 148 million in total. The record date of the shareholders entitled to receive the dividend for 2017 shall be 3 May 2018. The dividend payment shall be made on 24 May 2018. It shall be deemed appropriate to withhold from setting aside a statutory reserve as <u>it has reached an amount required by law</u>.

Individual shareholders who are domiciled in Thailand can elect to receive tax credits under Section 47 bis. of the Revenue Code in the amount resulted from the total dividend received multiplied by 0.25. The shareholders must include the tax credit calculated above as their taxable income for personal income tax purposes for the tax year 2018. The tax credit shall then be deducted from the total tax payable.

The Chairman allowed the shareholders to raise questions.

There were no questions from the Meeting.

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	6,058,722	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	Mooting and

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

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

- 1. Mr. Athaporn Khaimarn Independent Director/Audit Committee Chairman
- 2. Mr. Phiphat Vorapipat Executive Director
- 3. Mr. Andrew Michael Cooper Director

Opinion of the Nomination and Corporate Governance Committee: The Nomination and Corporate Governance Committee has considered each individual's qualifications,

experiences, and expertise as well as the past performance as director and committee member, and proposes that the Board of Directors 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. Details of the directors are as follows:

Name	Position	Skill Mix and Reasons
1. Mr. Athaporn Khaimarn	 Independent Director* Audit Committee Chairman 	High experience and qualification related Accounting and Finance especially on Auditing. He was formerly in the high management of an International Audit firm.
2. Mr. Phiphat Vorapipat	- Executive Director	Expertise and excellent knowledge and experience in Tire business and sales management both aviation and ground tires.
3. Mr. Andrew Michael Cooper	- Director	Expertise and excellent knowledge and experience in Tire business and sales management ground tires.

*<u>Note</u>: 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.

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

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

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, experiences, and expertise as well as their performance in the past. The Board duly considered to propose to the Meeting to re-elect the Directors who retired by rotation in this year namely: 1. Mr. Athaporn Khaimarn, 2. Mr. Phiphat Vorapipat and 3. Mr.Andrew Michael Cooper as directors for another term. The three directors possessed qualifications in accordance with the Public Limited Company Act and relevant notifications of the Capital Market Supervisory Board. The Board also considered that Mr.Athaporn Khaimarn as an independent director will provide his opinion independently and comply with the related regulations. The three directors who have been nominated were not present in the meeting room of the Board and did not cast their votes in the meeting.

The Chairman allowed the shareholders to raise questions.

casting their votes.

Ms. Prapasri Jitpattanapaiboon, a proxy from the Right Protection Volunteer Club, Thai Investors Association, holding 1 share, asked for clarification, as the independent director nominated for re-election had worked for more than 9 consecutive years, if the Company had a guideline for term of office of the independent directors and if the Company had a policy on this matter.

The Chairman answered the questions as follows:

- 1) Mr.Athaporn Khaimarn has gualifications beneficial to the Company's operations due to his expertise in the financial and accounting aspects. Also, his past performance as an independent director was satisfactory. He has been providing opinions that are useful for the Company's operations.
- 2) The Company has not yet determined an office term for an independent director who has been in office for more than 9 consecutive years, but the Company would take this into consideration.

There were no further questions from the shareholders.

The Chairman informed the Meeting that the shareholders could elect the nominated as a whole or individually, and the vote for approval must also be marked in the ballots.

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

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

1. Mr. Athaporn Khai	marn			
Approval votes	6,058,721	or	[99.999983] %	
Disapproval votes	1	or	[0.000016] %	
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.				

2. Mr. Phiphat Vorapip	at		
Approval votes	6,058,722	or	100 %
Disapproval votes	0	or	0 %
Void ballots	1	or	0 %
Abstention votes	0	or	0 %
which were majority vote	es of the total votes of	the sh	areholders attending the Meeting and

casting their votes.

3. Mr. Andrew Michael Coo	ber			
Approval votes	6,058,722	or	100 %	o o
Disapproval votes	0	or	0 %	, D
Void ballots	1	or	0 %	, D
Abstention votes	0	or	0 %	, D
which were majority votes of t	he total votes of	the s	shareholders attending the Meeting a	nd

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

Ms. Napat requested the Meeting to consider the 2018 remuneration for the Company's directors 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 2018 similar to those of 2017 as follows:

Board of Directors				
Position	2018	2017		
1. Chairman of the Board of	Baht 500,000 per year	Baht 500,000 per year		
Directors				
2. Board Member	Baht 350,000 per year	Baht 350,000 per year		
	(per person)	(per person)		
	Audit Committee			
Position	2018	2017		
1. Audit Committee Chairman	Baht 350,000 per year	Baht 350,000 per year		
2. Audit Committee Member	Baht 300,000 per year	Baht 300,000 per year		
	(per person)	(per person)		
Nomination and	d Corporate Governance C	Committee		
Position	Position 2018 2017			
1. Nomination and Corporate	Baht 100,000/year	Baht 100,000/year		
Governance Committee				
Chairman				
2. Nomination and Corporate	Baht 75,000/year	Baht 75,000/year		
Governance Committee Member	(per person)	(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 2018 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	6,058,722	or	100 %
Disapproval votes	0	or	0 %
Void ballots	1	or	0 %
Abstention votes	0	or	0 %
which were not less	than two-thirds of the to	otal votes of the share	holders 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

Ms. Napat requested the Meeting to consider and approve the appointment of the auditors for the year ended 31 December 2018 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 from 2017 as PricewaterhouseCoopers ABAS Limited is one of the four leading international auditing firms, has the expertise in auditing with reasonable auditors' remuneration, and has a good track record. It proposed to the Board to propose to the Meeting to consider and approve the appointment of the following auditors as the Company's auditor for 2018, provided that any one of the following auditors can act as the auditor and express his/her opinion to the Company's financial statements and determine the auditors' remuneration for 2018, as detailed below.

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	1 year (2017)
2. Mr. Prasit Yuengsrikul	4174	-
3. Ms. Varaporn Vorathitikul	4474	-

Auditors' remuneration	2018 (Baht)	2017 (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 2018 and determination of the auditors' remuneration, as proposed by the Audit Committee.

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

Resolution: After due consideration, the Meeting resolved to approve the appointment of the auditors for the year ended 31 December 2018 and determination of the auditors' remuneration, as proposed by the Board of Directors with the following votes:

Approval votes	6,058,722	or	100 %
Disapproval votes	0	or	0 %
Void ballots	1	or	0 %
Abstention votes	0	or	0 %
which were majority vo	tes of the total votes of	the	shareholders attending the Meeting and
casting their votes.			

Agenda Item 8: 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 12.10 hours.

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(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

Position	(1) The Chairman of the Board of Director		
	(2) The Nomination and Corporate Governance Committee		
Age	70		
Appointment date/year	22 March 2010 (as of 30 April 2019: 9 years 1 month)		
Total period	1 st Period: 22 March 2010 – 29 April 2013 (3 years 1 month) 2 nd Period: 29 April 2013 – 26 April 2016 (3 years) 3 rd Period: 26 April 2016 – 30 April 2019 (3 years)		
Shareholding percentage in GYT (as of 31 December 2018)	0.45% of total shares		
Family relationship among directors/management	None		
Educational Background	Ph.D. (Civil Engineering), University of Missouri, U.S.A.		
Director Training	 National Defence Course for public, private and political defence class 1, National Defence College Directors Accreditation Program (DAP), Thai Institute of Directors Association (IOD) 		
Working Experience (as of 31 December 2018)	1992-Present Chief Executive Officer of Pimai Salt Co., Ltd. Chairman of Goodyear (Thailand) Public Co., Ltd. President of Patong Beach Hotel (Phuket) Co., Ltd. President of Baan Samui Resort Co., Ltd. Executive Director of Thai Refined Salt Co., Ltd.		
Illegal record in past 10	None		
years Forbidden Qualifications	 Never dishonestly committed an offence against property Never entered into any transaction which may cause conflict of interest against GYT during the year 		

Directorship/Management in other businesses

- a) List of listed companies therein you are directors/management None
- b) Non-listed companies
 - Chief Executive Officer of Pimai Salt Co., Ltd.
 - Chairman of Goodyear (Thailand) Public Co., Ltd.
 - President of Patong Beach Hotel (Phuket) Co., Ltd.
 - President of Baan Samui Resort Co., Ltd.
 - Executive Director of Thai Refined Salt Co., Ltd.
- 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 2016-2018)

Meeting	2018	2017	2016
Board of Directors	6/6 (100%)	4/4 (100%)	8/8 (100%)
Shareholder	1/1 (100%)	1/1 (100%)	2/2 (100%)
Audit Committee	4/4 (100%)	4/4 (100%)	7/7 (100%)

Goodyear (Thailand) Public Company Limited

2. Mr. Luca Crepaccio	oli			
Position	(1) Executive Director(2) The Nomination a	r nd Corporate Governance Committee		
Age	53			
Appointment date/year	3 August 2018 (as of 3	0 April 2019: 8 months)		
Total period	1 st Period: 3 August 20	18 - 30 April 2019 (8 months)		
Shareholding percentage in GYT (as of 31 December 2018)	None (0% of total share	None (0% of total shares)		
Family relationship among directors/management	None			
Educational Background	Bachelor's degree in Economics, University of Rome, La Sapienza			
Director Training	DAP 158/2019, Thai Institute of Directors			
Working Experience (as of 31 December	2018 – Present Managing Director, Thailand Goodyear (Thailand)			
2017)	2016 – 2018	Managing Director Consumer Business Emerging Markets,		
	2015 - 2016	The Goodyear Tire&Rubber Company General Manager Southern Europe, The Coodyear Tire&Bubber Company		
	2009 – 2015	The Goodyear Tire&Rubber Company General Manager Italy & Greece, The Goodyear Tire&Rubber Company		
lllegal record in past 10 years	None			
Forbidden Qualifications	 Never dishonestly committed an offence against property Never entered into any transaction which may cause conflict of interest against GYT during the year 			

Directorship/Management in other businesses

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

Meeting Attendances (2016-2018)

Meeting	2018
Board of Directors	2/6 (33%*)
Shareholder	-*
Nomination and Corporate Governance Committee	2/4 (50%)*
*Appointment on 2 August 2018	

*Appointment on 3 August 2018

3. Miss Chanapun Juangroongruangkit

Position	(1) Independent Director(2) The Audit Committee(3) The Nomination and Corp	oorate Governa	ance Committee	9
Age	42			
Appointment date/year	26 April 2016 (as of 30 April	2019: 3 years))	
Total period	1 st period: 26 April 2016 – 30) April 2019 (3	years)	
Shareholding percentage in GYT (as of 31 December 2018)	None (0% of total shares)			
Family relationship among directors/management	None			
Educational Background	MBA with an emphasis in Fir Webster University Bangkok		gkok	
	Bachelor of Business, Kasetsart University, Bangko	ok		
	Diploma of Japanese langua Japan	ige – Bunka In	stitute of Colleg	e, Tokyo,
Director Training	DCP, Thai Institute of Direct	ors (2548)		
	DAP, Thai Institute of Directo	ors (2548)		
Working Experience (as of 31 December 2016)	2004 - Present Vice Pres	sident, Thai Su	mmit Group, Th	nailand
Illegal record in past 10 years	None			
Forbidden Qualifications	 Never dishonestly commit Never entered into any trainterest against GYT during 	insaction whicl		
Directorship/Management in a) List of listed companie	e			
None		Sugonon		
b) Non-listed companies				
	Summit Group, Thailand			ntial to be
 c) Name and types of bu conflict of interest of the None 	usiness therein you are directo he Company	ors/manageme	ent with the pote	ential to be
Meeting Attendances (20	016-2018)			
Meeting Attendances (20		2018	2017	2016

Meeting	2018	2017	2016
Board of Directors	5/6 (83%)*	4/4 (100%)	8/8 (100%)
Shareholder	1/1 (100%)	1/1 (100%)	2/2 (100%)
Audit Committee	4/4 (100%)	4/4 (100%)	7/7 (100%)
Nomination and Corporate Governance Committee	4/4 (100%)	4/4 (100%)	5/5 (100%)

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

1. Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee	No
2. Being a professional service provider (i.e. auditor, lawyer)	No
3. Having the significant business relations that may affect the ability to perform independently	None

Remarks: see Enclosure 4: Definition of Independent Directors

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	Independent Director /
(Age 75 years)	Chairman of Audit Committee
Mr. Yeap Swee Chuan	Independent Director / Member of the Audit
(Age 71 years)	Committee / Chairman of the Nomination and
	Corporate Governance Committee
Miss Chanapun Juangroongruangkit	Independent Director / Member of the Audit
(Age 42 years)	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 od the Capital Market Supervisory Board, as follows:

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

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

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

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

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

รายชื่อและข้อมูลกรรมการอิสระที่เป็นตัวแทนในการรับมอบฉันทะในการประชุม

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

รายชื่อกรรมการ	ตำแหน่ง	ที่อยู่
Independent Director	Position	Address
นายอรรถพร ข่ายม่าน	กรรมการอิสระและ	บริษัท กู๊ดเยียร์ (ประเทศไทย) จำกัด (มหาชน)
(อายุ 75 ปี)	ประธานกรรมการตรวจสอบ	50/9 หมู่ที่ 3 ถนนพหลโยธิน ก.ม. 36 ตำบลคลองหนึ่ง อำเภอ
		คลองหลวง จังหวัดปทุมธานี 12120
Mr. Athaporn Khaimarn	Independent Director /	Goodyear (Thailand) Public Company Limited
(Age 75 years)	Chairman of the Audit	50/9 Moo 3, Km. 36 Paholyothin Road, Khlong Nueng
	Committee	Sub-District, Khlong Luang District, Pathumthani
		Province 12120
นายเย็บ ซู ชวน	กรรมการอิสระ	บริษัท กู๊ดเยียร์ (ประเทศไทย) จำกัด (มหาชน)
(อายุ 71 ปี)	การตรวจสอบ	50/9 หมู่ที่ 3 ถนนพหลโยธิน ก.ม. 36 ตำบลคลองหนึ่ง อำเภอ
` 9 '	กรรมการสรรหาและธรรมาภิบาล	คลองหลวง จังหวัดปทุมธานี 12120
Mr. Yeap Swee Chuan	Independent Director	Goodyear (Thailand) Public Company Limited
(Age 71 years)	the Audit Committee	50/9 Moo 3, Km. 36 Paholyothin Road, Khlong Nueng
	the Nomination and Corporate	Sub-District, Khlong Luang District, Pathumthani
	Governance Committee	Province 12120

กรรมการอิสระทั้ง 2 ท่านข้างต้นไม่มีส่วนได้เสียในทุกระเบียบวาระการประชุม ยกเว้นระเบียบวาระที่ 6 พิจารณา ค่าตอบแทนของคณะกรรมการ และคณะกรรมการชุดย่อยถือว่ามีส่วนได้เสีย แต่ไม่มีส่วนได้เสียพิเศษที่แตกต่างจาก กรรมการท่านอื่น ดังนั้น กรรมการอิสระที่ได้รับมอบฉันทะจะไม่ออกเสียงลงคะแนนในระเบียบวาระดังกล่าว Two of the abovementioned independent directors are considered to have no conflict of interests in all agenda except the agenda item 6-To approve the Board of Directors' and the Sub Committees' remunerations. Therefore, those independent directors who are granted proxies shall refrain from voting in such agenda items.

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

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

- Individual shareholder who has Thai nationality shall present citizen identification card or civil servant identification card.
- Individual shareholder who has foreign nationality shall present 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 to a Chairman of the Meeting and/or his designated person before the time of the Meeting. The proxy form shall be duly completed and signed. Each amendment to or deletion of important contents must be affixed with signature of the shareholder. The proxy form shall be affixed with Baht 20 stamp duty.

Documents required for appointment of proxy

- (1) **If individual shareholder 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 many not be able to present at the Fifty-First (51st) Annual Ordinary General Meeting of Shareholders, the shareholder many appoint any proxy or appoint any of the following independent directors of the Company to vote on his/her behalf, as detailed in Enclosure No. 5.
- (6) A shareholder desirous to appoint the Company's independent director as his/her proxy shall send the proxy form being prepared and executed in accordance with the rules mentioned above to the Company Secretary together with relevant documents. The proxy form shall be received by the Company at least one day prior to the date of the Meeting or by 20 April 2019.
- (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

Officer of the Company shall allow the registration of attendance at least two hours prior to the commencement of the Meeting or from 8:00 hours onwards.

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

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

1. 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 onefifth 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-forth 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.

Enclosure No. 8:

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หนังสือมอบฉันทะ (แบบ ข)

Proxy (Form B)

					ขียนที่ Written at			
						۳ 1Υ		
(1)	I/We,	ອຳ ນວงອຳ trict	Nationality	Residing	g at No.	Road		
(2)	as a sh และออ	อหุ้นของบริษัท กู๊คเยียร์ (ประ areholder of Goodyear (กเสียงลงกะแนนได้เท่ากับ ve the rights to vote equa	Fhailand) Public Com	pany Limited ho				
(3)	Hereby	ฉันทะให้ <i>(สามารถมอบฉันร</i> appoint <i>(May grant prov</i> ชื่อ นายอรรถพร ข่ายม่าน Mr. Athaporn Khaimarn อำเภอ/เขต คลองหลวง District Klongluang ชื่อ นายเย็บ ซู ชวน Mr.Yeap Swee Chuan อำเภอ/เขต คลองหลวง District Klongluang ชื่อ	cy to the Company's I อายุ 75 ปี อยู่บ้านเลข Age 75 yrs, having a จังหวัด ปทุมธานี Province Pathumtl อายุ 71 ปี, อยู่บ้านเล ^ง Age 71 years, having จังหวัด ปทุมธานี Province Pathumtl	ndependent Direc เพื่ 50/9 ถนน พหล n address at 50/9 F รหัสไ hani Posta บพื่ 50/9 ถนน g an address at 50/9 รหัสไ hani Posta	ctors of which de โยธิน กม.36 ตุ Road Phaholyothin ปรษณีย์ 12120 I Code 12120 พหล โยธิน กม.36 Road Phaholyothi ปรษณีย์ 12120 I Code 12120 ถนน	าบล/แขวง คลองห I KM.36 Subdistric ตำบล/แข in KM.36 Subdistr	นึ่ง t Klongnueng วง คลองหนึ่ ict Klongnue	ร หรือ or ง
		ตำบล/แขวง	วำเภอ/เขต District อายุ ปี อยู่ Age วำเภอ/เขต District อายุ ปี อยู่ Age	จังหวัด Province บ้านเลขที่ years, residin จังหวัด Province บ้านเลขที่ years, residin	g at Ro ถนน g at Ro ม ม ม ม ม ม ม ม ม ม ม ม ม ม ม ม	Postal Code oad รหัสไปรษณีย์ Postal Code oad	or หรือ or	
		Subdistrict	District	Province		Postal Code		

คนใดคนเหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมใหญ่สามัญประจำปีของผู้ถือ หุ้น ครั้งที่ 51 วันอังการที่ 30 เมษายน พ.ศ. 2562 เวลา 10.00 น. ณ ห้องประชุม R6 โรงแรมเรเนซองส์ กรุงเทพฯ ราชประสงค์ เลขที่ 518/8

ถนนเพลินจิต กรุงเทพมหานคร 10330 ประเทศไทย หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

Anyone of the above as my/our proxy to attend and vote for me/us on my/our behalf at the Fifty-First (51st) Annual Ordinary General Meeting of the Shareholders on Tuesday, 30 April 2019 at 10.00 a.m., at Meeting Room R6, the Renaissance Bangkok Ratchaprasong Hotel, No. 518/8 Ploenchit Road, Bangkok 10330, Thailand, or at any adjournment thereof to any other date, time and venue

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้ I/We hereby authorize the proxy to vote on my/our behalf in the Meeting as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมใหญ่สามัญของผู้ถือหุ้น ครั้งที่ 50 ที่ได้ประชุมเมื่อวันที่ 25 เมษายน 2561

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

🔲 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- 🔲 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 - (b) To grant my/our proxy to vote at my/our desire as follows:
 - ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง Approve Disapprove Abstain

วาระที่ 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 พิจารณาอนุมัติงบการเงินของบริษัทสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2561 พร้อมรายงานของผู้สอบบัญชี

Agenda 3	To consider and approve the Audited Financial Statements for the year ended 31 December 2018 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 คังนี้
 - (b) To grant my/our proxy to vote at my/our desire as follows:
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง Approve Disapprove Abstain

วาระที่ 4 พิจารณาอนุมัติการจ่ายเงินปั้นผลสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2561

Agenda 4 To consider and approve the declaration of dividend payment for the year ended 31 December 2018

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

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วาระที่ 5 พิจารณาอนุมัติการแต่งตั้งกรรมการแทนกรรมการ			
Agenda 5 To consider and approve re-election of L	Directors who will r	retire by rotation	
🔲 (ก)ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและ	ะลงมติแทนข้าพเจ้าได้	้ทุกประการตามที่เห็นสมควร	
(a) To grant my/our proxy to consi	der and vote on my	y/our behalf as appropriate in all respects.	
 (พ)ให้ผู้รับมอบฉันทะออกเสียงลงกะแนน (๖) To creat mu/our means to usto 			
(b) To grant my/our proxy to vote a เลือกตั้งกรรมการทั้งชุดตามที่คณะ		ionows:	
Vote for all the nominated directly of the second s	rectors		
—	_	🗌 งคออกเสียง	
	isapprove	Abstain	
🛛 เห็นด้วยกับการแต่งตั้งกรรมการเป	•		
Approve the individual appoi	ntment of director((s) as follows:	
การเลือกตั้งกรรมการกลับเข้ามา เ	ป็นกรรมการใหม่อีกว	ภาระหนึ่ง:	
		pany to serve for another term:	
 ชื่อกรรมการ: นายธีระพร ศรี Director's name: Mr. Dhi 	•	ing (Director)	
	ไม่เห็นด้วย	🔲 งดออกเสียง	
Approve	Disapprove	Abstain	
 ชื่อกรรมการ: นายลูก้า เครป 	าโชลี่ (กรรมการบริหา	15)	
Director's name: Mr. Luc	a Crepaccioli (Exe	ecutive Director)	
	ไม่เห็นด้วย 	🗆 งคออกเสียง	
Approve	Disapprove	Abstain	
 ชื่อกรรมการ: นางสาวชนาพ 	-		
	hanapun Juangroon ไม่เห็นด้วย	ngruangkit (Independent Director)	
	Disapprove	📙 งดออกเสียง Abstain	
วาระที่ 6 พิจารณาอนุมัติค่าตอบแทนกรรมการ และกรรมก Agenda 6 To consider and approve the Directors an	•		
🔲 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา แล () วิว		•	
(a) To grant my/our proxy to consi □ (ง) ให้ผู้รับมอบฉันทะออกเสียงลงคะแา		y/our behalf as appropriate in all respects. ของข้าพเจ้า ดังนี้	
(b) To grant my/our proxy to vote a			
	ห็นด้วย 🛛	งคออกเสียง	
Approve Disa	approve	Abstain	
วาระที่ 7 พิจารณาอนุมัติการแก้ไขเพิ่มเติมข้อบังกับของบริ	นัท		
Agenda 7 To consider and approve the amendment t		ssociation of the Company	
🔲 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา แข	ละลงบติแทบข้าพเจ้าไ	ได้ทองไระอารตามพื่เห็บสบุคาร	
		y/our behalf as appropriate in all respects.	
🛛 (ง) ให้ผู้รับมอบฉันทะออกเสียงลงคะแา	นนตามความประสงค์	้ของข้าพเจ้า คังนี้	
(b) To grant my/our proxy to vote a 🔲 เห็นด้วย 🔲 ไม่เท่	at my/our desire as ห็นด้วย	follows: งดออกเสียง	
—	approve	Abstain	

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วาระจ Ager	ที่ 8 พิจารณาแต่งตั้งผู้สอบบัญชีประจำปีสิ้นสุด 31 ธันวาคม 2562 และกำหนดค่าตอบแทนของผู้สอบบัญชี Ida 8 To consider and approve the appointment of the Auditors and to fix their remuneration for the period ended 31 December 2019
	 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารฉา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects. (v) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) To grant my/our proxy to vote at my/our desire as follows: เห็นด้วย ไม่เห็นด้วย งดออกเสียง Approve Disapprove Abstain no ananisa no ananis no ananisa no ananisa <
11501	au > 10 consider such outer 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. (v) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) To grant my/our proxy to vote at my/our desire as follows: เห็นด้วย ไม่เห็นด้วย งดออกเสียง Approve Disapprove Abstain
(5)	คำแถลงหรือเอกสารหลักฐานอื่น ๆ (ถ้ามี) ของผู้รับมอบฉันทะ
(6)	The proxy's statement or any other evidences (if any) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
	Voting of proxy in any agenda that is not as specified in this proxy shall be considered as invalid and not signify my voting as a shareholders.
(7)	ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการ
	พิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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 เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบ
ฉันทะ	ะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
speci	Any act (s) undertaken by the proxy at such meeting, except for where the voting of proxy in any agenda that is not as fied in this proxy, shall be deemed as my/our act (s) in every respect.
	ลงชื่อ/Signed ()
	ลงชื่อ/Signed ()
	ลงชื่อ/Signed
	ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy

(_____)

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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 ไม่สามารถแบ่งแยก

จำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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. วาระเลือกตั้งกรรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

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

ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือ

มอบฉันทะแบบ ข. ตามแนบ

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

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<u>ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข / Supplementary Proxy Form B</u>

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

สำหรับการประชุมใหญ่สามัญประจำปีของผู้ถือหุ้น ครั้งที่ 51 วันอังคารที่ 30 เมษายน พ.ศ. 2562 เวลา 10.00 น. ณ ห้องประชุม R6 โรงแรมเรเน

ซองส์ กรุงเทพฯ ราชประสงค์ เลขที่ 518/8 ถนนเพลินจิต กรุงเทพมหานคร 10330 ประเทศไทย หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น ด้วย

For the Fifty-First (51st) Annual Ordinary General Meeting of Shareholders on Tuesday, 30 April 2019 at 10.00 a.m., Meeting Room R6, the Renaissance Bangkok Ratchaprasong Hotel, No. 518/8 Ploenchit Road, Bangkok 10330, Thailand, or at any adjournment thereof to any other date, time and venue.

วาระที่	เรื่อง			
Agenda	Subject:			
(a) [] (บ)	ให้ผู้รับมอบฉันทะมีสิทธิพิ The proxy is entitled to ให้ผู้รับมอบฉันทะออกเสีย The proxy shall vote acc เห็นด้วย Approve	consider and resolve or เลงคะแนนตามความประส	n my/our be เงค์ของข้าพเ as follows: ม	half in all respects as he/she thinks fit. ว้า ดังนี้
วาระที่	เรื่อง			
Agenda	Subject:			
(a) 🗌 (າ)	ให้ผู้รับมอบฉันทะมีสิทธิพิ The proxy is entitled to ให้ผู้รับมอบฉันทะออกเสีย The proxy shall vote acc เห็นด้วย Approve	consider and resolve or เลงคะแนนตามความประส	n my/our be เงค์ของข้าพเ as follows: ม	half in all respects as he/she thinks fit. ว้า ดังนี้
วาระที่	เรื่อง			
Agenda	G-1:			
	Subject:			
(a) [] (บ)	ให้ผู้รับมอบฉันทะมีสิทธิพิ	consider and resolve or เลงคะแนนตามความประส	n my/our be เงค์ของข้าพเ as follows: ม	half in all respects as he/she thinks fit. ว้า ดังนี้
(a) [] (ข)	ให้ผู้รับมอบฉันทะมีสิทธิพิ The proxy is entitled to ให้ผู้รับมอบฉันทะออกเสีย The proxy shall vote ac เห็นด้วย Approve	consider and resolve or เลงคะแนนตามความประส cording to my intention ไม่เห็นด้วย Disapprove	n my/our be เงค์ของข้าพเ as follows: ม ผ ผ ผ	half in all respects as he/she thinks fit. ว้า ดังนี้ อออกเสียง bstain
(a) (1) (b)	ให้ผู้รับมอบฉันทะมีสิทธิพิ The proxy is entitled to ให้ผู้รับมอบฉันทะออกเสีย The proxy shall vote ac เห็นด้วย Approve	consider and resolve or เลงคะแนนตามความประส cording to my intention ไม่เห็นด้วย	n my/our be เงค์ของข้าพเ as follows: ม ผ ผ ผ	half in all respects as he/she thinks fit. ว้า ดังนี้ อออกเสียง bstain

Enclosure No. 8:

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วาระที่ เรื่อง เลือกตั้งกรรมการ (ต่อ)					
Agenda	Subject:	Electio	on of Directors	(continue	d)
ชื่อกรรมศ	าาร				
	f Director				
	เห็นด้วย		ไม่เห็นด้วย		งคออกเสียง
	Approve		Disapprove		Abstain
ชื่อกรรมศ	าาร				
	f Director				
	เห็นด้วย		ไม่เห็นด้วย		งคออกเสียง
	Approve		Disapprove		Abstain
ชื่อกรรมก	าาร				
	f Director				
	เห็นด้วย		ไม่เห็นด้วย		งคออกเสียง
	Approve		Disapprove		Abstain
ชื่อกรรมศ	าาร				
	f Director				
	เห็นด้วย		ไม่เห็นด้วย		งคออกเสียง
	Approve		Disapprove		Abstain
ชื่อกรรมศ	าาร				
	f Director				
	เห็นด้วย		ไม่เห็นด้วย		งคออกเสียง
	Approve		Disapprove		Abstain
สื่อกรรมศ	าาร				
	f Director				
	เห็นด้วย		ไม่เห็นด้วย		งคออกเสียง
	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 (______)

Map of place for the Fifty-First (51st) Annual Ordinary General Meeting of Shareholders



Goodyear (Thailand) Public Company Limited

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

แบบฟอร์มขอรับรายงานประจำปี 2561 แบบรูปเล่ม

2018 Annual Report Requisition Form in Hard Copy

เรียน เลขานุการบริษัท

Dear Company Secretary

ข้าพเจ้า	จำนวนห้น
I/We	No. of shares

ที่อยู่..... Address

มีความประสงค์ขอรับรายงานประจำปี 2561 แบบรูปเล่ม โดยให้จัดส่งไปยังที่อยู่ของข้าพเจ้า ดังนี้ Request for a printed documents of 2018 Annual Report, deliver to my address as follows:

🗌 บริษัทจัดส่งไปยังที่อยู่ของข้าพเจ้าตามที่ได้แจ้งไว้ข้างต้น

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

บริษัทจัดส่งไปยังที่อยู่ตามด้านล่างนี้

 \square

The Company sends the documents to the address below:

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

เมื่อกรอกรายละเอียดข้างต้นเรียบร้อยแล้ว โปรดส่งถึง "เลขานุการบริษัท" ทางโทรสารที่หมายเลข (66)0-2902-2510 หรือส่ง Email มาที่ gyth_cosc@goodyear.com หรือส่งตามที่อยู่ของบริษัท เพื่อบริษัทจะได้ดำเนินการตามความ ประสงค์ของผู้ถือหุ้นต่อไป

After completion of the information above, please send this form to "Company Secretary" via the facsimile number (66)0-2902-2510 or 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 2018 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 2018 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.
- **<u>Remark</u>**: 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

- Open applications LINE Click on "Add friends" → Choose "QR Code" → Scan the QR Code
- 2. Open applications QR Code Reader \rightarrow Scan the QR Code
- 3. Open applications Facebook Search "QR code" in Search \rightarrow Scan the QR Code