



**NOTICE CALLING FOR THE EXTRAORDINARY GENERAL  
MEETING OF THE SHAREHOLDERS NO. 1/2016**

**GOODYEAR (THAILAND) PUBLIC COMPANY LIMITED**

Thursday 17 November 2016, 9.00 AM

At Studio R2 Renaissance Bangkok Ratchaprasong Hotel

(Registration will open at 8:00 AM onwards)



Date: 13 October 2016

Subject: Notice Calling for the Extraordinary General Meeting of Shareholders No. 1/2016

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

Enclosures:

1. A copy of the Minutes of the Forty-Seventh (48<sup>th</sup>) Annual Ordinary General Meeting of Shareholders held on 26 April 2016
2. Information Memorandum on Acquisition of Assets and Connected Transactions (IM2)
3. Report of the opinion of the Independent Financial Advisor on the investment in construction of radial aviation tire factory and production of radial aviation tire (attached)
4. Definition of Independent Directors
5. Name List and Profiles of Independent Directors proposed to serve as proxies for the meeting
6. Proxy Form B
7. Conditions and Procedures for Registration and Proxy Appointment to attend the meeting and documents to be declared on the meeting date
8. Rules and Regulations of Goodyear (Thailand) Public Company Limited with respect to the Ordinary General Meeting of Shareholders
9. Map of place for the Extraordinary General Meeting of Shareholders No. 1/2016

The Board of Directors of Goodyear (Thailand) Public Company Limited ("**Company**") passed a resolution to convene the Extraordinary General Meeting of Shareholders No. 1/2016 ("**Meeting**") of the Company on Thursday, 17 November 2016 at 9.00 a.m. Studio R2 Renaissance Bangkok Ratchaprasong Hotel, No. 518/8 Ploenchit Road · Bangkok, 10330 Thailand, to transact the following agenda:

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

**Supporting information:** A copy of the Minutes of the Forty-eighth (48<sup>th</sup>) Annual Ordinary General Meeting of Shareholders held on 26 April 2016, Enclosure No. 1

The Forty-eighth (48<sup>th</sup>) Annual Ordinary General Meeting of Shareholders of the Company was held on April 26, 2016. The copy of the Minutes of such Meeting was submitted to the Stock Exchange of Thailand within 14 days and submitted with the Ministry of Commerce, as required by laws.

**Board's Recommendation:** The Minutes of the Forty-eighth (48<sup>th</sup>) Annual Ordinary General Meeting of Shareholders should be approved as proposed that the Company's Board considers to be correctly recorded.

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

**Supporting information:**

1. Information Memorandum on Acquisition of Assets and Connected Transactions (IM2), Enclosure No. 2
2. Report of the opinion of the Independent Financial Advisor on the investment in construction of radial aviation tire factory and production of radial aviation tire, Enclosure No. 3

The Meeting will be asked to consider and approve the investment in construction of radial aviation tire factory and production of radial aviation tire and the expansion of the Aviation Business in Thailand (the “**Investment**”). In addition, the Meeting will be asked to consider and approve the delegation of authority relating to the Investment to the Board of Directors and/or any persons delegated by the Board of Directors in order to perform acts in connection with the Investment.

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

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

- (i) Previous phase's performance: The performance of the previous phases of the Investment will be evaluated based on its profitability.
- (ii) The appropriateness of each phase of the Investment
  - (a) Market conditions: Prior to proceeding with phase 2 and phase 3, the Company will compare market demand with its existing capacity to ensure there is sufficient demand to support its increasing capacity. Furthermore, market conditions including key changes in the industry trend will be analyzed for possible impacts upon the Investment.
  - (b) Construction costs: Since the Investment is capital intensive, the Company will analyze whether there are significant changes in construction costs that will affect the Investment.
  - (c) Funding: The Company will ensure that there is an adequate amount of capital to fund the Investment in phase 2 and phase 3.
  - (d) Changes in regulation: The Company will investigate whether there are regulatory changes that could have a material impact on the Investment.
- (iii) Other relevant factors that may impact the Investment

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

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

- (a) The acquired business aligns and supports the Company's core business**  
The Investment would support the Company's existing business as it would strengthen its position as a supplier to the aviation tire market with the ability to produce both bias and radial aviation tires as well as retreading services.
- (b) The Company does not have a policy to change its core business and operations**  
After the Investment, the Company has no plan to change its core business policy in the near future.
- (c) The Company after the transaction has suitable qualification as a listed company on the SET**

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

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

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

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

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

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

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

This matter must be passed by an affirmative vote of not less than three-fourths of the total number of the shareholders attending and having the rights to vote at the Meeting, excluding the vote of the shareholders having an interest on the matter. Goodyear USA is considered an interested shareholder and cannot vote in this agenda item.

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

**Supporting information:**

1. Information Memorandum on Acquisition of Assets and Connected Transactions (IM2), Enclosure No. 2
2. Report of the opinion of the Independent Financial Advisor on the investment in construction of radial aviation tire factory and production of radial aviation tire, Enclosure No. 3

The Meeting will be asked to consider and approve the connected transactions in connection with the Investment in construction of radial aviation tire factory and production of radial aviation tire. In addition, the Meeting will be asked to consider and approve the delegation of authority relating to the connected transactions in relation with the Investment to the Board of Directors and/or any persons delegated by the Board of Directors in order to perform acts in connection with the connected transactions in relation with the Investment.

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

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

- 1) Engineering and non-engineering support during start-up phase;
- 2) Execution of capital equipment and services supply agreement between the Company and Goodyear USA (Capital purchases);
- 3) Execution of the aviation tire purchase agreement between Goodyear Singapore and the Company;
- 4) Execution of synthetic rubber sourcing agreement between the Company and Goodyear USA;
- 5) Use of intellectual property rights and knowhow (Royalty fee) between the Company and Goodyear USA; and
- 6) Execution of natural rubber sourcing services agreement between the Company and Goodyear Singapore

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

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

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

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

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

This matter must be passed by an affirmative vote of not less than three-fourths of the total number of the shareholders attending and having the rights to vote at the Meeting, excluding the vote of the shareholders having an interest on the matter. Goodyear USA is considered an interested shareholder and cannot vote in this agenda item.

**Agenda 4: To consider such other appropriate business as may be brought to the attention of the meeting**

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

All shareholders are invited to attend the Meeting on the specified date, at such time and place as specified herein. The Company has determined the names of shareholders who are entitled to attend meeting (Record Date) to be scheduled on 19 September 2016, (the "**Record Date**") and has collected the names of shareholders pursuant to Section 225 of the Securities and Exchange Commission Act B.E. 2535 (1992) (including any amendment thereto) by means of the share register book closure to be scheduled on 20 September 2016.

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

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

The Notice is given on 2 November 2016 in Pathumthani Province, Thailand.

By the order of the Board,



Mr. Finbarr O' Connor  
Managing Director



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

Minutes of the Annual Ordinary General Meeting of Shareholders No. 48 ("**Meeting**")

Tuesday, 26 April 2016, at 10.00 a.m.

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

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**DIRECTORS PRESENT:**

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

**Company Secretary and Legal Counsel**

Ms. Napat Tanyakulsajja

**Auditor - PricewaterhouseCoopers ABAS Limited**

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

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

Ms. Natcharee Lerdkiyanurak	Senior Lawyer
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**MEETING CONVENED**

The Meeting convened at 10:00 a.m.

Ms. Napat Tanyakulsajja welcomed the shareholders and the proxy, introduced the Board of Directors, the auditor and the external lawyer to the Meeting. Then, she requested the shareholders and the proxy to study the rules and regulations governing the Annual Ordinary General Meeting of Shareholders delivered to the shareholders along with the invitation,

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

Dr. Dhiraphorn Srifuengfung acted the Chairman of the Meeting ("Chairman"). The Chairman stated to the Meeting that there were 38 shareholders and a proxy holders in attendance, representing 6,082,723 (Six million eighty two thousand seven hundred and twenty three) shares, equaling 82.20% of the total issued shares of the Company of 7,400,000 (Seven million four hundred thousand) shares, thus constituting a quorum in accordance with the Articles of Association of the Company.

**Agenda 1: To consider and approve the Minutes of the Forty-seventh (47th) Annual Ordinary General Meeting of Shareholders held on April 28, 2015**

The Chairman presented to the Meeting of the minutes of the 47<sup>th</sup> Annual Ordinary General Meeting of Shareholders held on April 28, 2015 which was submitted to the Stock Exchange of Thailand within 14 days and the Ministry of Commerce as prescribed by the law as well as posted on the Company website. The details are shown in the Enclosure no. 1.

The Chairman opened for questioning from the Meeting.

Khun Sompong Boontamjinda, a voluntary from Thai Investor Association asked to correct misspelling of his name in the Minutes.

The Chairman acknowledged to proceed accordingly.

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

**Resolution:** **THAT**, the minutes of the 47<sup>th</sup> Annual Ordinary General Meeting of Shareholders be approved with the following votes:

Vote for	6,083,953	votes, equal to	100 %
Vote against	-	votes, equal to	- %
Abstention	-	votes, equal to	- %

of total shareholders and a proxy holders in attendance

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

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

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

There was no follow-up questions. This agenda was for the Meeting acknowledgement which the vote didn't require. The Chairman then started the next agenda.

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

The Chairman then reported the operation in figure as follows:

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

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

Then the Chairman opened for questioning from the Meeting.

Khun Suksan Wattanayakorn, a holder of 10,000 shares, asked the board to clarify the Company's implementation of the old policy on cash and cash equivalents in the amount of approximately one billion baht in a savings account which offers interest of about 0.63% despite the fact that this matter was raised at an ordinary shareholders' meeting 3-4 years ago and the board had been aware of the matter.

Khun Oliver Gloe, director and VP Finance, Asia-Pacific, explained that the cash reserves were for the Company's normal operation, such as for inventories, in a bid to ensure business continuity, and for future investments.

Khun Suksan Wattanayakorn commented that the Company had used the same policy for about five years, and that the amount of the cash, which accounted for 25% of the total assets of the Company, was too large.

The Chairman said the cash was used in the business operation and the Company was earning profits every year. Regarding investments, the current board members were recently appointed and were considering the matter. The Chairman said shareholders would be informed of progress in the consideration.

Khun Suksan Wattanayakorn added that at a previous meeting, a shareholder suggested that the cash be managed in a way that would produce higher returns than and be about as flexible as a savings account, such as through investment in a money market fund.

Khun Suksan Wattanayakorn asked the Company again to consider this matter while investment plans were not clear.

The Chairman accepted this matter for consideration and said high potential returns have high risk levels.

Khun Vichai Jiracharoenkijkul, a holder of 200 shares, asked about the increasing profits declared on page 46 of the financial statements.

Khun Finbarr O'Connor, Managing Director, explained that the increasing profits resulted from an increase of 5% in the amount of the Company's products sold domestically and overseas, thanks to more distribution channels and rising demand for tires because of the government's first-car buyer scheme.

Khun Vichai Jiracharoenkijkul wanted to know the percentage of the increase in net profits as compared to previous year and asked how the cost-plus pricing strategy implemented last year, as mentioned in the previous annual meeting, resulted in higher net profits.

The Chairman explained that the cost-plus pricing method was used only with exports, and the higher profits were because of favorable exchange rates.

Khun Atthaporn Khaimarn, Chairman of the Audit Committee, added that the Company earned a lot of profits from the favorable exchange rates applied to the sale of exported goods as the baht fell from about THB 30 to a dollar in early last year to THB 36 to a dollar late last year.

Khun Vichai Jiracharoenkijkul further asked the board to clarify the purchase of additional buildings and equipment in an amount of more than THB 200 million in 2015, indicated in the statement of cash flows on page 48.

Khun Christopher Delaney, director and AP President, thank you for the question and explained that the primary expenditures capital of last year was for the payment of upgrade and replacement equipment inside the factory in order to continuing maintain the factory in the current state. Two was for the retail expansion that 10 more branded stores were opened in last year. These were two largest areas of capital expenditures.

Khun Vichai Jiracharoenkijkul asked the board to specify the types of the machines purchased.

Khun Finbarr O'Connor, Managing Director, replied that the machines were for tire retreading and for manufacture of aviation tires, and that the rest of the money spent was to improve the factory.

Khun Vichai Jiracharoenkijkul commented that because the Company had a lot of cash, the Company should consider investing in tires for electric cars as the government planned to promote electric cars in the next two years. He questioned why the Company did not have any back up plans in case of changes in the future.

Khun Finbarr O'Connor, Managing Director, explained that the Company would discuss this matter with the OE Manufacturing Unit so that the Company would be able to serve needs with respect to electric cars and other new types of cars. He said the Company had not invested in tires for electric cars because electric cars had not yet been manufactured in Thailand. The Company, however, has conducted R&D in tires for electric cars.

Khun Vichai Jiracharoenkijkul further commented that the Company's market share was small, investment directions were not clear, and the amount of returns paid to shareholders was small when compared to the amount of cash held by the Company.

There was no further question from the shareholders, the Chairman therefore requested the Meeting to approve the Financial Statements for the year ended December 31, 2015 including the report of the auditor.

**Resolution:** THAT, the Financial Statements for the year ended December 31, 2015 be approved with the following votes:

Vote for	6,083,953	votes, equal to	100 %
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Vote against	- votes, equal to	- %
Abstention	- votes, equal to	- %

of total shareholders and a proxy holders in attendance

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

The Chairman stated that in 2015 Company has a net profit and retained earnings from the business operations sufficient for a dividend payment declaration. The Company therefore would like to propose to the Meeting to consider and approve the Company's declaration of dividend payment from the Net Profit of the Company.

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

The Chariman opened for questioning from the Meeting.

Khun Somkiat Saleepattana, a holder of 500 shares, said the Company's dividend payment as declared to the Stock Exchange of Thailand is based on operation results of the previous year and plans for future investments. Last year, the Company had net profits per share of THB 37.18 and paid dividends of THB 20, or 62.40%. This year, the Company had net profits per share of THB 52.09 and still paid dividends of THB 20, or 38.39%. Meanwhile, the Company holds cash of one billion baht and does not have future investment plans. He then opined that the dividend payment was inappropriate and asked the board to explain the Company's dividend payment policy to shareholders.

The Chairman said that the Company was considering future investments and thus had to reserve some cash, and that the board thinks a dividend yield of about 4% is appropriate.

Khun Somkiat Saleepattana commented that a dividend yield of 4% is actually low and the Company has risks from the excessive amount of cash. He said payment of more dividends would indirectly benefit the economy.

Khun Anuwat Shinpiriya, a holder of 500 shares, asked the board when investment plans would become clear and urged the board to set a time frame for informing shareholders of the plans. He wanted to know if the Company would consider paying out more dividends to shareholders in cases where there are no further investments.

The Chairman said once investment plans became clear, an extraordinary shareholders' meeting would be called. He said a time frame could not be set at the moment.

Khun Vichai Jirachoenkijkul said retained earnings were not increasing and thus asked the board to explain how the Company used retained earnings. He commented that investment plans were not clear, and asked the board to give some information about the plans, if possible, so that shareholders have some ideas about investment directions and know whether the Company is increasing production capacity. He asked if investment plans concern car tires, aviation tires, or other types of tires.

The Chairman said Khun Finbarr O'Connor already explained that the Company spent the money on the operation and machinery improvement in the normal course of operation.

Regarding investments, an extraordinary shareholders' meeting would be called when the plans become clear. Investments would concern car tires and aviation tires.

Khun Vichai Jirachoenkijkul said batteries for electric cars had been developed in Thailand and suggested that the board consider investment in tires for electric cars as he thought the Company could not compete with large Chinese car tire manufacturers in the car tire market.

Khun Anuwat Shinpiriya suggested that the Company consider paying out more dividends if the Company does not have additional investments.

Khun Somkiat Saleepattana, a holder of 500 shares, said the tax rate had been cut from 30% to 20%. If the Company paid out dividends from retained earnings, individual taxpayers would be eligible for a higher tax credit. So, if the Company paid out dividends from retained earnings and paid taxes at the rate of 30%, Khun Somkiat Saleepattana asked the Company to look into this matter.

The Chairman thanked Khun Somkiat Saleepattana for the suggestion. He said he did not have information in this regard and then asked the Accounting Department to look into this matter.

Khun Vichai Jirachoenkijkul said when paying out dividends, the Company must have known if the dividends were paid out from its net profits or retained earnings.

Khun Atthaporn Khaimarn, Chairman of the Audit Committee, explained that a tax credit is only for individual taxpayers and does not concern companies. The Company calculates taxes from its profits. Regarding whether a shareholder is entitled for a tax refund, the amount of revenues of said person has to be taken into consideration.

Khun Anuchit Tanveerakasem, a proxy of a shareholder, explained that the shareholder was asking the board if the Company paid out dividends from its net profits or retained earnings. If dividends were paid out from retained earnings with a corporate tax rate of 30%, shareholders would be able to claim a tax credit at the amount equal to  $\frac{3}{7}$  [of the amount of eligible dividends]. If dividends were paid out from retained earnings with a corporate tax rate of 20%, shareholders would be able to claim a tax credit at the amount equal to  $\frac{2}{8}$  [of the amount of eligible dividends]. If dividends were paid out from profits from a business that obtains promotion from the BOI, shareholders would not be eligible for a tax credit. So, shareholders wanted to know that dividends were paid out from which part of profits.

Khun Atthaporn Khaimarn, Chairman of the Audit Committee, explained that dividends were paid out from net profits, not retained earnings. As far as he knew, the Company never paid out dividends from retained earnings. Regarding the shareholder's suggestion, he commented that we had to check retained earnings over the past several years. He was not sure whether this [paying out dividends from retained earnings] was acceptable to the Revenue Department. Further study has to be done to see if the Company is able to pay out dividends from retained earnings as suggested by the shareholder. If that is possible, Khun Atthaporn Khaimarn said the Company would be willing to help shareholders.

Khun Suksan Wattanayakorn, a holder of 10,000 shares, told the board that to pay out dividends from retained earnings, the Company had to pay dividends at a rate higher than net profits per year per share in the relevant year. Profits per year per share in the previous year were THB 52, so the Company had to pay dividends at a rate of more than THB 52, such as THB 60. In such event, the Company would then be entitled to pay taxes from the remaining amount of its retained earnings and provide a tax shield of 30%.

He further said the Company invested only about THB 200-300 million and had a lot of cash. He wanted to know if the board's resolution could be changed in a way that dividends are

increased from THB 20 to THB 35. The Company had operating profits of THB 235 million and cash in hand increased from a billion baht in 2013 to 1.265 billion baht. The Company is therefore able to pay dividends at a rate of more than THB 20, which will benefit everyone. If the resolution could be changed, Khun Suksan Wattanayakorn asked the number of votes required and whether interested persons would be able to vote.

The Chairman replied that the Company was considering investment plans and would like to reserve cash for future plans.

Khun Suksan Wattanayakorn said he understood but wanted to know if the shareholders' meeting could change a board resolution and the number of votes required to do so.

Khun Napat Tanyakulsajja, the Company's secretary, said the board resolution could not be changed because every shareholder had to be informed of a change in the board resolution in advance so that all shareholders are treated equally. If a shareholder disagreed or did not want to vote in this matter, the shareholder had to cast their ballots accordingly.

Khun Suksan Wattanayakorn commented that the suggestion to increase dividends does not negatively affect any shareholder.

The Chairman explained that the Company is listed on the SET and a change in a board resolution must be notified to shareholders in advance.

Khun Suksan Wattanayakorn asked whether any provision of the law, Articles of Association, or regulations of the SET prescribes that small shareholders are not allowed to change a board resolution.

Khun Napat Tanyakulsajja, the Company's secretary, explained that according to the Articles of Association, to call a shareholders' meeting, the board shall make an invitation specifying the place, date, time, agenda, and matters to be discussed at the meeting, with appropriate details. It has to be specified whether each issue is for shareholders' information, approval, or consideration. Furthermore, the board's opinion on each matter has to be expressed in the invitation, which shall be delivered to shareholders at least seven days before the day of the meeting. In addition, said invitation shall be published in a newspaper for three consecutive days at least three days before the day of the meeting. The Company is also required to allow shareholders to ask questions and propose an agenda through the Company's website before the meeting for the board's consideration and/or discussion at the shareholders' meeting.

Khun Suksan Wattanayakorn asked if there were only issues for approval or disapproval at the present meeting. He said that he attended shareholders' meetings of many other companies, and that their board resolution may be changed after shareholders' opinion has been obtained. As for the Company, he thought the Company had a lot of profit and should provide more returns to shareholders.

Khun Vichai Jiracharoenkijkul pointed out that a change in the board resolution regarding dividend payment is not a change in the agenda, because it is within the scope of the current agenda. He asked the legal consultant at the meeting to tell the meeting whether the board resolution can be changed.

Khun Natcharee Lerdkiyanurak, a Senior lawyer of Mazars (Thailand) Co., Ltd., told the meeting that according to the Act on Public Limited Companies and the regulations of the Stock Exchange of Thailand, after a board resolution has been announced, the resolution cannot be changed at a shareholders' meeting. To change a board resolution, the whole procedure has to be followed, such as holding a board meeting and notifying the Securities

and Exchange Commission of the change in the board resolution, which has been informed to all shareholders.

Khun Suksan Wattanayakorn asked if the SEC would object to the change if it only concerns an increase in dividend payment, which does not negatively affect any shareholders, whether large or small.

Khun Natcharee Lerdkiyanurak said a board resolution has to be duly passed upon consideration at a meeting according to the law.

Khun Yeap Swee Chuan, an independent director, said the meeting discussed this matter quite a lot and the board thinks dividends of about 4.4% for this year are appropriate. The independent committee will discuss the suggestion made at today's meeting with the board.

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

**Resolution:** **THAT**, the dividend payment for the year ended December 31, 2015 be approved with the following votes:

Vote for	6, 083,953	votes, equal to	100 %
Vote against	-	votes, equal to	- %
Abstention	-	votes, equal to	- %

of total shareholders and a proxy holders in attendance

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

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

1. Dr.Dhiraphorn Srifuengfung: The Chairman of the Board, the member of the Nomination and Corporate Governance Committee
  2. Mr. Finbarr O'Connor: Executive Director (Managing Director)
- and Mr. Kenneth White: Independent Director and the member of the Nomination and Corporate Governance Committee. He had pass away on 29 November 2015. The Board therefore selected and nominated the replacement of Mr.Kenneth White to be elected by the shareholders in this Meeting.

The nomination of the new Independent Director and the member of the Audit Committee was Ms. Chanapun Juangroongruangkit

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

The Chariman opened for questioning from the Meeting.



Khun Vichai Jirachoenkijkul, a holder of 200 shares, asked about how to vote for the directors that can be voted for individual director or the whole group. If a shareholder want to vote “agree”, do the shareholder need to mark in the voting card or not.

The Chairman explained that the shareholders could elect to do either voting for the whole group or individually vote for each nomination director. If the shareholder want to vote “agree”, he/she need to mark in the voting card as well.

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

**Resolution:** THAT, the election of directors be approved with the following votes:

1. Dr.Dhiraphorn Srifuengfung

of total shareholders and a proxy holders in attendance

2. Mr. Finbarr O'Connor

Vote for	6,083,953	votes, equal to	100 %
Vote against	-	votes, equal to	- %
Abstention	-	votes, equal to	- %

of total shareholders and a proxy holders in attendance

3. Miss Chanapun Juangroongruangkit

Vote for	6, 082,723	votes, equal to	100 %
Vote against	-	votes, equal to	- %
Abstention	-	votes, equal to	- %

of total shareholders and a proxy holders in attendance

**Agenda 6: To consider and approve the Directors' remuneration**

The Chairman requested the Meeting to consider the 2016 remuneration for the directors of the Company. The Board of Directors reviewed the Directors' remuneration by considering the business activity, size and linkage with the Company's operations, the result being in line with the same market and industrial norm, as well as duties and responsibilities of the Board of Directors. However, only the resident Directors, who do not receive salaries from the company, will be qualified to receive such Directors' remuneration. It was therefore proposed to fix the remuneration for the Directors for 2016 as follows (in comparison with 2015):

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

The Chairman opened for questioning from the Meeting.

Khun Somkiat Saleepattana, a holder of 500 shares asked that the Company has limited the directors' remuneration or not, and how many directors will be entitled to receive the remuneration under this Agenda.

Ms.Napat Tanyakulsajja, a Company Secretary explained that only the resident Directors, who do not receive salaries from the company, will be qualified to receive Directors' remuneration. Under this agenda, there are four directors who will be entitled to receive the remuneration namely 1) Dr. Dhiraphorn Srifuengfung 2) Khun Athaporn Khaimarn 3) Khun Yeap Swee Chuan and 4) Khun Chanapun Juangroongruangkit. In addition, if each of them are in the Company's sub-committee they will be entitled to receive the remuneration of that sub-committee in plus such as the Chairman will receive the directors' remuneration and the Nomination and Corporate Governance committee remuneration due to he's also the member of the Nomination and Corporate Governance Committee.

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

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

Vote for	6,095,309	votes, equal to	100 %
Vote against	-	votes, equal to	- %
Abstention	-	votes, equal to	-%

of total shareholders and a proxy holders in attendance

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

The Chairman requested the Meeting to consider the 2016 remuneration for the audit committee of the Company. The Board of Directors determined the audit committee's remuneration by considering business activity, size and the link to the company's operation results, being in line with the same market and industrial norm, as well as duties and responsibilities of the Audit Committee. It was therefore proposed to fix the remuneration for the Audit Committee for 2016 as follows (by comparison with 2015):

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

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

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

Vote for	6,095,309	votes, equal to	100 %
Vote against	-	votes, equal to	- %
Abstention	-	votes, equal to	- %

of total shareholders and a proxy holders in attendance

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

The Chairman requested the Meeting to consider the 2016 remuneration for the Nomination and Corporate Governance of the Committee of the Company. The Board of Directors determined the Nomination and Corporate Governance of the Committee's remuneration by considering the business activity, size and link with the company's operation results, being in

line with the same market and industrial norm, as well as duties and responsibilities of the Nomination and Corporate Governance Committee. It is proposed to fix the remuneration for the Nomination and Corporate Governance of the Committee for 2016 as follows (by comparison with 2015):

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

The Chairman opened for questioning from the Meeting.

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

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

Vote for	6,095,309	votes, equal to	100 %
Vote against	-	votes, equal to	- %
Abstention	-	votes, equal to	- %

of total shareholders and a proxy holders in attendance

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

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

1. Ms. Sukhumaporn Wong-ariyaporn, Certified Public Auditor No. 4843 (had been a person affixing her signature on the Company's financial statement for 2013 - 2015)
2. Mr. Prasit Yuengsrikul, Certified Public Auditor No. 4174 (had been a person affixing his signature on the Company's financial statement for 2009 - 2011).
3. Mr. Chaisiri Ruangritchai, Certified Public Auditor No. 4526 (had been a person affixing his signature on the Company's financial statement for 2012).

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

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

The Chairman opened for questioning from the Meeting.

Khun Anuwat Shinpiriya, a holder of 500 shares questioned that why the audit fee decreased.

Khun Athaporn Khaimarn, the Chairman of the Audit Committee explained that the Company transferred some financial activities to carry out in Philippines from centralization of the financial activities which therefore effected to the decrease of audit fee.

Khun Vichai Jiracharoenkijkul, a holder of 200 shares asked that which activities was transferred to Philippines.

Khun Finbarr O'Connor, Managing Director explained that the activities transferred to Philippines were the Account Receivable, Account Payable and General Account.

Khun Vichai Jiracharoenkijkul added that did it affect to the increase of the audit fee in Thailand.

Khun Thaniya Areeratana, a Financial Controller explained that the audit fee of the transferred activities to Philippines will not be collected from Thailand. The decrease of the fee is because of the change of audit procedures due to the change of information management but it's not affected to an audit's quality.

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

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

Vote for	6,095,309	votes, equal to	100 %
Vote against	-	votes, equal to	- %
Abstention	-	votes, equal to	- %

of total shareholders and a proxy holders in attendance

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

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

Khun Sompong Boontamjinda, a voluntary from Thai Investor Association invited the Company for joining Coalition Against Corruption with Institute of Directors (IOD).

The Chairman responded that Goodyear Thailand is operated under The Goodyear Tire & Rubber Company under USA law which the Company fully comply with the FCPA and the Goodyear Business Conduct Manual as described in the Annual Report. However, the Board will consider to join in this project.

Khun Somkiat Saleepattana, a holder of 500 shares restated that the Company need to further consider regarding the review of Company retained earnings and the corporate tax related to such retained earnings. The second is that if the Company considers to pay interim dividend, it will only use the Board's resolution to approve it.

There is no other business to transact in this Meeting, the Chairman thanks the shareholders for attendance and declares the closure of the 48<sup>th</sup> Annual Ordinary General Meeting of the Shareholders.

Meeting adjourned at 12.30 hours.



Dr. Dhiraphorn Srifuengfung  
Chairman of the Meeting

**Minutes taker:**

Ms. Napat Tanyakulsajja  
Company Secretary

13 October 2016

To: Shareholders of Goodyear (Thailand) Public Company Limited

### **Information Memorandum on the Acquisition of Assets and Connected Transactions**

The Board of Directors' Meeting No. 6/2016 on 29<sup>th</sup> August 2016 of Goodyear (Thailand) Public Company Limited (the "**Company**" or "**Goodyear Thailand**") has approved an investment in the construction of a radial aviation tire factory for the production of radial aviation tires on the land in Pathumthani province on which the existing factory is located ("**Investment**"). The Investment cost is expected to be about USD 162 million or approximately THB 5,633 million (the exchange rate used in this Information Memorandum is THB 34.82 per USD for figures in THB that relate to the Investment and the connected transaction). This Investment will be divided into 3 phases within a period of approximately 10 years with phases 2 and 3 subject to market demand and other conditions. The Board of Directors has also approved the undertaking of transactions in relation to the Investment, which are considered the connected transactions between Goodyear Thailand and The Goodyear Tire & Rubber Company ("**Goodyear USA**"), the major shareholder of the Company, and Goodyear Orient Company (Private) Limited ("**Goodyear Singapore**"), a wholly owned subsidiary by Goodyear USA.

This Investment is considered as an acquisition of assets, pursuant to Notification of the Capital Market Subsidiary Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transaction Deemed as Acquisition or Disposal of Assets, dated 31 August 2008 (including any amendment thereto) and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, dated 29 October 2004 (including any amendment thereto) (collectively referred to as the "**Rules on Acquisition and Disposition of Assets**"), and the transaction size is calculated to be 114% based on the interim financial statements for the 6-month period ended 30 June 2016 reviewed by the Company's auditor (the highest transaction size under the third calculation criteria which is total consideration value compared to total assets of the Company (THB 4,934 million)).

Furthermore, as this Investment in construction of a radial aviation tire factory and production of radial aviation tires concerns the transactions with Goodyear USA and Goodyear Singapore, the Investment and the connected transactions relating thereto are then considered connected transactions, pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transaction, dated 31 August 2008 (including any amendment thereto) and Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transaction, dated 19 November 2003 (including amendment thereto) (collectively referred to as the "**Rules on Connected Transaction**"), and the value thereof is 1,186% which is more than 3% of the Company's net tangible assets (NTA) of THB 3,866 million (3% of which equals to THB 116 million) as stated in the interim financial statements for the 6-month period ended 30 June 2016 reviewed by the Company's

auditor (please see detailed explanation in Section 3: General characteristics of the transactions of this information memorandum).

Therefore, under the Rules on Acquisition and Disposition of Assets and the Rules on Connected Transaction, in respect of the acquisition of assets and the undertaking of connected transactions, the Company is required to (1) disclose the information regarding the Investment to the Stock Exchange of Thailand ("SET"), (2) appoint an independent financial advisor for the purpose of illustrating the appropriateness, the benefits of the transaction and the fairness in pricing and terms of the transactions, and (3) hold a meeting of shareholders to approve the Investment. In this respect, the resolution of the meeting of shareholders for approving the Investment requires an affirmative vote of not less than three-fourths of the total number of shareholders attending and having the rights to vote at the meeting, excluding the vote of the shareholders having an interest in the matter.

Accordingly, the resolution of the Board of Directors' Meeting no. 6/2016 has appointed Baker Tilly Corporate Advisory Services (Thailand) Limited as an independent financial advisor to provide opinions to the shareholders regarding the Investment and the connected transactions. Furthermore, the date of the Company's Extraordinary General Meeting of Shareholders No. 1/2016 is set to be held on 17<sup>th</sup> November 2016 to approve entering into the Investment and the connected transactions.

On 30<sup>th</sup> August 2016, the Company disclosed the Information Memorandum on the Acquisition of Assets and Connected Transactions regarding the Investment to the SET and the details are as follows.

## **1. Expected transaction date**

The Company will undertake the transactions in accordance with the time table set forth below after receiving an approval from the shareholder's meeting regarding the acquisition of assets and the undertaking of connected transactions with Goodyear USA and/or subsidiaries of Goodyear USA (collectively and individually, "Goodyear Group"). The Investment and operations will be divided into phases with the approximate implementation timing as follows, with phases 2 and 3 subject to Board of Directors' approval:

	Construction/ Industrialization	Operations
Phase 1	2016 to 2018	From 2018 onwards
Phase 2	2018 to 2022	From 2020 onwards
Phase 3	2023 to 2025	From 2023 onwards

The phase 1 will be implemented first in order for the Company to evaluate whether it helps increase the Company's capacity and generate reasonable profit, the Company may consider further expansion of the manufacturing capacity. The Company's Board of Directors will consider whether to proceed with phase 2 and phase 3 of the Investment, based on the following criteria:

- (iv) Previous phase's performance: The performance of the previous phases of the Investment will be evaluated based on its profitability.
- (v) The appropriateness of each phase of the Investment

- a. Market conditions: Prior to proceeding with phase 2 and phase 3, the Company will compare market demand with its existing capacity to ensure there is sufficient demand to support its increasing capacity. Furthermore, market conditions including key changes in the industry trend will be analyzed for possible impact on the Investment.
- b. Construction costs: Since the Investment is capital intensive, the Company will analyze whether there are significant changes in construction costs that will affect the Investment.
- c. Funding: The Company will ensure that there is an adequate amount of capital to fund the Investment in phase 2 and phase 3.
- d. Changes in regulation: The Company will investigate whether there are regulatory changes that could have a material impact on the Investment.
- (vi) Other relevant factors that may impact the Investment

## **2. The parties involved and their relationships with the Company**

For the Investment and its implementation, the Company has not yet selected the construction contractor or the machinery supplier and installer. However, the Company intends to undertake the Investment and the connected transactions relating thereto with Goodyear USA and Goodyear Singapore in both construction and operation phase as detailed below:

- (1) Engineering and non-engineering support during start-up phase (Connected transaction)  
Service recipient: Goodyear Thailand  
Service provider: Goodyear USA
- (2) Execution of capital equipment and services supply agreement between Goodyear Thailand and Goodyear USA (Capital purchases) (Acquisition of assets and connected transaction)  
Buyer: Goodyear Thailand  
Seller: Goodyear USA and/or other parties which are not a connected person of the Company under the Rules on Connected Transaction



- (3) Execution of the aviation tire purchase agreement between Goodyear Singapore and Goodyear Thailand (Connected transaction)  
Buyer: Goodyear Singapore and affiliates in Goodyear Group  
Seller: Goodyear Thailand
- (4) Execution of synthetic rubber sourcing agreement between Goodyear Thailand and Goodyear USA (Connected transaction)  
Buyer: Goodyear Thailand  
Seller: Goodyear USA
- (5) Use of intellectual property rights and knowhow (Royalty fee) (Connected transaction)  
Royalty Licensor: Goodyear USA  
Royalty Licensee: Goodyear Thailand
- (6) Execution of natural rubber sourcing services agreement between Goodyear Thailand and Goodyear Singapore (Connected transaction)  
Service recipient: Goodyear Thailand  
Service provider: Goodyear Singapore

The brief information of both connected companies and their relationships with the Company are as followings:

(1) *The Goodyear Tire & Rubber Company, USA (Goodyear USA)*

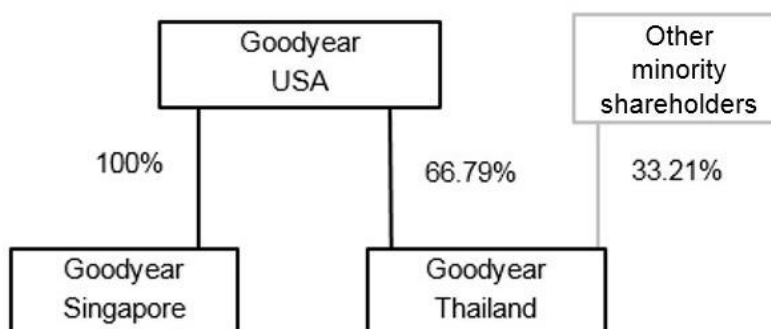
Goodyear USA is a major shareholder of Goodyear Thailand, currently holding 66.79% of the issued shares in Goodyear Thailand.

Goodyear USA is one of the world's leading tire and aviation tire manufacturer with 49 manufacturing facilities in 22 countries. It operates approximately 1,100 service centers that sell tires and provide auto repair services, and is also one of the largest commercial truck service and tire retreading operators. Goodyear USA grants Goodyear Thailand the right to use its trademarks, manufacturing patents and technical services with respect to machinery, raw materials, information technology and management.

(2) *Goodyear Orient Company Private Limited (Goodyear Singapore)*

Goodyear Singapore is a company wholly owned by Goodyear USA. It provides services relating to purchasing, delivery, sales, financing and quality control to Goodyear Group.

The relationships between Goodyear Thailand, Goodyear USA and Goodyear Singapore are presented as follows:



### 3. General characteristics of the transactions

#### 3.1 Investment transaction

Objective	To become Goodyear’s Asian radial aviation tire manufacturing base in order to capture the growing demand for radial aviation tires as a result of the shift in demand from bias tires to radial tires in the aviation tire market (“radialization”).		
Location	The new manufacturing plant will be located on the existing Goodyear Thailand property and include an expansion of the existing buildings.		
Products to be manufactured	Radial aviation tires.		
Additional product details	Besides the current manufacturing of bias aviation tires, Goodyear Thailand will also produce radial aviation tires. Radial aviation tires are lighter and allow more landings than bias aviation tires. Moreover, newest commercial aircraft’s specifications use radial aviation tires.		
Target customers	The target customers consist of commercial airlines in both domestic (Thai) and overseas markets.		
Investment timeframe	The timeframe can be divided in three phases. Phases 2 and 3 are subject to market demand and other conditions.		
		Construction/Industrialization	Investment
	Phase 1	2016 to 2018	THB 1,625 million
	Phase 2	2018 to 2022	THB 2,975 million
	Phase 3	2023 to 2025	THB 1,033 million

### 3.2 Characteristics of the connected transactions

All expected transactions between the Company and the related parties are grouped into a construction phase and a production phase as follows:

#### *Construction phase*

##### 3.2.1 Engineering and non-engineering support expenses during startup and industrialization phase

Estimated transaction value: The estimated transaction value is zero as Goodyear USA will bill any and all startup expenses incurred for the aviation investment to Goodyear Singapore.

Description: Any expenses incurred to startup and industrialization of the production such as the cost of the project team, training and hiring costs, cost of test tires and other industrialization costs.

##### 3.2.2 Execution of capital equipment and services supply agreement between Goodyear Thailand and Goodyear USA (Capital purchases)

Estimated transaction value: The estimated amount of capital expense items procured through Goodyear USA is USD 88 million or approximately THB 3,064 million from 2016 to 2025. Of which USD 18 million or THB 620 million are for capitalized planning and engineering services during the construction phase and USD 70 or THB 2,444 million are for machinery equipment to be to be purchased through Goodyear USA.

Description: Goodyear USA will provide services in purchasing machineries from overseas to Goodyear Thailand because the procurement process with overseas suppliers may be troublesome with regards to communications, deposit payment, bank guarantee, etc. Having Goodyear USA to conduct these matters would help facilitate the project procurement and thus reduce construction time.

Out of the total capital expenditures of USD 162 million or approximately THB 5,633 million, the amount of capital expenditures that are procured through Goodyear Group is estimated

to be USD 88 million or approximately THB 3,064 million from 2016 to 2025.

Goodyear USA will charge a purchasing service fee for capital equipment based on actual cost plus 5% mark-up in compliance with Goodyear Group's transfer pricing policy.

Goodyear Thailand receives technical services and uses of Goodyear USA's resources including engineers and officers for the factory construction and machinery installation. The service fee will be paid to Goodyear USA based on the actual cost incurred by Goodyear USA for such planning and engineering services.

Either party may terminate this agreement by providing the other with not less than six (6) month's prior notice sent by registered mail to the other party.

#### *Production phase*

#### 3.2.3 Execution of the aviation tire purchase agreement between Goodyear Singapore and Goodyear Thailand

Estimated transaction value: USD 1,146 million or approximately THB 39,886 million from 2018 to 2041. The amounts referenced are based on Goodyear Thailand management projections but do not reflect a minimum purchase requirement by Goodyear Group.

Description: Goodyear Thailand expects to export radial aviation tires to other affiliates in Goodyear Group who will then distribute the tires to overseas customers. Demand from Goodyear Group for such tires is dependent on market growth and Goodyear Group's ability to sell the projected volumes to its end customers. The selling price would be calculated from the total manufacturing cost (including raw materials, manufacturing and depreciation expenses) plus 5.25% mark-up to achieve a target EBIT margin of 5.0% which is in compliance with Goodyear Group's transfer pricing policy. This provides Goodyear Thailand with a guaranteed operating profit consistent with past practice and Goodyear Group's

transfer pricing policies for such intercompany sales.

In addition to this, the selling price for tires would be increased by a reimbursement for Goodyear Thailand's cost of invested capital which is calculated as 4.5% of the average net fixed assets of each year for the capital directly related to the construction of the radial aviation tire factory. This is consistent with the draft of the aviation tire purchase agreement between Goodyear Singapore and Goodyear Thailand under which Goodyear Singapore may purchase tires on its own account as well as nominate other affiliates to become the buyer of the tires.

Either party may terminate this agreement by providing the other with not less than six (6) month's prior notice sent by registered mail to the other party.

3.2.4 Execution of synthetic rubber sourcing agreement between Goodyear Thailand and Goodyear USA similar to past practice

Estimated transaction value:	About USD 33 million or approximately THB 1,149 million from 2018 to 2041
Description:	<p>Goodyear Thailand will purchase the synthetic rubber from Goodyear USA as a key raw material for the production of radial aviation tires. By purchasing from Goodyear USA, Goodyear Thailand can leverage Goodyear Group's expertise and capabilities and it ensures the quality level of the synthetic rubber.</p> <p>The price at which Goodyear Thailand purchases synthetic rubber from Goodyear Group is in accordance with the transfer pricing policy of Goodyear Group which is based on the Chemical Manufacturer Associates, Inc. ("CMAI") price. For products where there is no CMAI benchmark price, the price will be based on Goodyear USA's manufactured all-in-cost plus a markup or the price which Goodyear USA receives from selling similar products to unrelated customers (not tire manufacturers) and discount by 20%, depending on the type of synthetic rubber.</p>

Either party may terminate this agreement by providing the other with not less than six (6) month's prior notice sent by registered mail to the other party.

3.2.5 Use of intellectual property rights and know-how (Royalty fee) consistent with current agreements between Goodyear Thailand and Goodyear Group

Estimated transaction value: USD 46 million or approximately THB 1,602 million from 2018 to 2041

Description: Goodyear USA will give Goodyear Thailand the right to use the name, trademarks and manufacturing technology of Goodyear USA. This transaction is similar to the existing agreement between Goodyear USA and Goodyear Thailand for the manufacturing and selling of automobile tires and bias aviation tires.

The fee is calculated based on 5% of net sales.

3.2.6 Execution of natural rubber sourcing services agreement between Goodyear Thailand and Goodyear Singapore similar to past practice

Estimated transaction value: USD 4 million or approximately THB 139 million from 2018 to 2041

Description: Goodyear Singapore supports Goodyear Thailand in purchasing natural rubber since Goodyear Thailand does not have the capabilities to conduct these transactions efficiently while ensuring the highest level of quality of natural rubber procured. This purchase transaction through Goodyear Singapore is the same as existing natural rubber purchase transactions. Goodyear Singapore would receive a service fee of 3% of the natural rubber transaction value from Goodyear Thailand, in compliance with Goodyear Group's existing transfer pricing policy.

**Either party may terminate this agreement by providing the other with not less than six (6) month's prior notice sent by registered mail to the other party.**

**3.3 Total value of transaction**

*Asset acquisition transaction*

Assets to be acquired are under "Building, machinery and equipment acquisitions (Capital purchases)" include factory, machineries and equipment which will be recorded

under “Property, plant and equipment” in the statement of financial position. After the completion of all three phases, the Company expects the value of property, plant and equipment to increase by approximately USD 162 million or THB 5,633 million, before accumulated depreciation and amortization.

In accordance with Rules on Acquisition and Disposition of Assets, the type and size of the investment transaction are as presented in the following table.

<b>Calculation of transaction size under an acquisition of assets criteria</b>	<b>Transaction size</b>
1.Net tangible asset criteria	N/A*
2.Net profit criteria	N/A*
3.Total consideration criteria	114% of the Company's total asset
4.Value of securities issued criteria	N/A*

\*Remark: Since the assets to be acquired are not securities and the Company will not issue any securities as a consideration, the criteria numbers. 1, 2 and 4 will not be applicable.

The highest transaction size would be 114%, calculated based on the reviewed interim financial statements of the Company for the 6-month period ended as of 30 June 2016 (the highest transaction size under the third calculation criteria which is total consideration value compared to total assets of the listed company), and the transaction is the acquisition of assets of non-listed companies. Therefore, it is considered type 4 transaction (Backdoor listing) under the Rules on Acquisition and Disposition of Assets.

However, a re-listing is not required for the Investment, since it is exempted pursuant to Clause 24 of Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, dated 29 October 2004 (including any amendment thereto). All criteria in Clause 24 of such notification are met, as detailed below:

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

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

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

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

**(c) The Company after the transaction has suitable qualification as a listed company on the Stock Exchange of Thailand (“SET”)**

After the Investment, the Company still maintain all the qualifications as a listed company on the SET, such as the qualifications of the Company's directors,

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

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

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

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



*Connected transaction*

The following table shows the calculation of the connected transactions' value as stated in the Rules on Connected Transaction.

<b>Calculation of transaction size for each connected transaction (based on 2016 to 2041 projections and EY analysis)</b>						<i>Unit: THB million</i>
<b>Transactions</b>	<b>1</b> Engineering and non-engineering support during start-up phase	<b>2</b> Execution of capital equipment and services supply agreement (Capital purchases)	<b>3</b> Execution of the aviation tire purchase agreement between Goodyear Singapore and Goodyear Thailand	<b>4</b> Execution of synthetic rubber sourcing agreement	<b>5</b> Use of intellectual property rights and knowhow (Royalty fee)	<b>6</b> Execution of natural rubber sourcing services agreement
Value of connected transaction (estimated)	0	3,064	39,886	1,149	1,602	139
Net tangible assets ("NTA") of Goodyear Thailand*	3,866					
<b>Size of connected transaction (% of NTA)</b>	0%	79%	1,032%	30%	41%	4%

\* Based on the reviewed interim financial statements of Goodyear Thailand for the 6-month period ended 30 June 2016

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

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

#### **4. Details of acquired assets**

In relation to the item "Building, machinery and equipment acquisitions (Capital purchases)" which is considered an acquisition of assets, as the result from the

construction of radial aviation tire factory, the Company expects its assets to increase as follows:

Unit: THB million

	Phase 1	Phase 2	Phase 3	Total
Building and infrastructure	475	618	-	1,093
Equipment/Other	1,150	2,357	1,033	4,540
<b>Total</b>	<b>1,625</b>	<b>2,975</b>	<b>1,033</b>	<b>5,633</b>

## 5. Total value of consideration and payment method

### 5.1 Asset acquisition transaction

(i) Total value of consideration

Approximately THB 5,633 million from 2016 to 2025

(ii) Payment method

Payment terms to the external parties has not yet been determined. However, the Company will ensure that the payment terms will be under the normal commercial terms.

Payment terms for the construction to the connected parties will be consistent with Goodyear internal policies and will be executed through the existing intercompany payment system between the Company and Goodyear's affiliates.

### 5.2 Connected transactions

(1) Engineering and non-engineering support during start-up phase by Goodyear Group

(i) Total value of consideration

Zero, as Goodyear USA bills these expenses to Goodyear Singapore.

(ii) Payment method

Payment terms for these connected transactions are consistent with Goodyear internal policies and are expected to be executed through the existing intercompany payment system between Goodyear Singapore and Goodyear USA as well as its global affiliates.

(2) Execution of capital equipment and services supply agreement between Goodyear Thailand and Goodyear USA (Capital purchases)

(i) Total value of consideration

Approximately THB 3,064 million from 2016 to 2025

(ii) Payment method

Payment for the equipment purchased and services provided under this agreement shall be made by Goodyear Thailand within 90 days from the end of the month in which the invoice is received by Goodyear Thailand. The Payment is expected to be executed through the existing intercompany payment system between Goodyear Thailand and Goodyear USA and its global affiliates.

(3) Execution of the aviation tire purchase agreement between Goodyear Singapore and Goodyear Thailand

(i) Total value of consideration

Approximately THB 39,886 million from 2018 to 2041

(ii) Payment method

Payment terms for the purchase of aviation tires are 30 days from the end of the month in which the invoice is received by Goodyear Singapore. The payment is expected to be executed through the existing intercompany payment system between Goodyear Thailand and Goodyear USA and its global affiliates.

(4) Execution of synthetic rubber sourcing agreement between Goodyear Thailand and Goodyear USA similar to past practice

(i) Total value of consideration

Approximately THB 1,149 million from 2018 to 2041

(ii) Payment method

Payment for the synthetic rubber purchased under this agreement shall be made by Goodyear Thailand within 90 days from the end of the month in which the invoice is received by Goodyear Thailand. The payment is expected to be executed through the existing intercompany payment system between Goodyear Thailand and Goodyear USA and its global affiliates.

(5) Use of intellectual property rights and knowhow (Royalty fee) consistent with current agreements between Goodyear Thailand and Goodyear Group

(i) Total value of consideration

Approximately THB 1,602 million from 2018 to 2041

(ii) Payment method

Payment terms are quarterly within the 15<sup>th</sup> of the month following the quarter end. Such payment terms are consistent with Goodyear internal policies and are expected to be executed through the existing intercompany payment system between Goodyear Thailand and Goodyear USA and its global affiliates.

(6) Execution of natural rubber sourcing services between Goodyear Thailand and Goodyear Singapore similar to past practice

(i) Total value of consideration

Approximately THB 139 million from 2018 to 2041

(ii) Payment method

The invoices for the service fees shall be issued at the end of each calendar month. The payment terms are 90 days from the end of the month in which the invoice is received by Goodyear Thailand. The payment is expected to be executed through the existing intercompany payment system between Goodyear Thailand and Goodyear USA and its global affiliates.

**6. Value of assets acquired (2016 to 2041 projections)**

The value of each of the assets listed below is presented as total value of consideration in section 5. **“Total value of consideration and payment method”**

- (1) Engineering and non-engineering support during start-up phase
- (2) Execution of capital equipment and services supply agreement between Goodyear Thailand and Goodyear USA (Capital purchases)
- (3) Execution of the aviation tire purchase agreement between Goodyear Singapore and Goodyear Thailand (note no volume commitments from Goodyear Singapore)
- (4) Execution of synthetic rubber sourcing agreement between Goodyear Thailand and Goodyear USA similar to past practice
- (5) Use of intellectual property rights and knowhow (Royalty fee) consistent with current agreements between Goodyear Thailand and Goodyear Group
- (6) Execution of natural rubber sourcing services agreement between Goodyear Thailand and Goodyear Singapore similar to past practice

**7. Basis used in determining the value of consideration**

**7.1 Asset acquisition transaction**

The Company worked with Goodyear Group to estimate the budget for the construction of radial aviation tire plant. Goodyear Group has a number of experiences in setting up manufacturing plants in countries all over the world which can be leveraged in the setting up of radial aviation tire plant for Goodyear Thailand.

**7.2 Connected transactions**

- (1) Engineering and non-engineering support during start-up phase  
The service fee is zero as these expenses are billed from Goodyear USA to Goodyear Singapore.
- (2) Execution of capital equipment and services supply agreement between Goodyear Thailand and Goodyear USA (Capital purchases)

Goodyear USA will charge the purchasing service fee based on actual cost plus 5.0% mark-up in compliance with Goodyear Group's transfer pricing policy. Determination of the value of consideration is based on total purchase expected to be incurred during 2016 to 2025.

The service fee for planning and engineering services will be based on the actual cost incurred by Goodyear USA. Determination of the value of consideration is based on total expenses expected to be incurred during 2016 to 2025.

(3) Execution of the aviation tire purchase agreement between Goodyear Singapore and Goodyear Thailand

The selling price would be calculated from the total manufacturing cost (including raw materials, manufacturing costs and depreciation expenses) plus 5.25% mark-up to achieve a target EBIT margin of 5.0%, which is in compliance with Goodyear Group's transfer pricing policy and plus 4.5% of the average yearly balance of fixed assets less accumulated depreciation and amortization as a reimbursement for the cost of invested capital directly related to the construction of radial aviation tire factory and its operation.

Determination of the value of consideration is based on total export sales expected to be generated during 2018 to 2041.

- (4) Execution of synthetic rubber sourcing agreement between Goodyear Thailand and Goodyear USA similar to past practice  
The synthetic rubber price is in accordance with the transfer pricing policy of Goodyear Group which is based on the CMAI price. For products where there is no CMAI benchmark price, the price will be based on Goodyear USA's manufactured all-in-cost plus or the price which Goodyear USA receives from selling similar products to unrelated customers (not tire manufacturers) and discount by 20%, depending on the type of synthetic rubber. Determination of the value of consideration is based on total expenses expected to be incurred during 2018 to 2041.
- (5) Use of intellectual property rights and knowhow (Royalty fee) consistent with current agreements between Goodyear Thailand and Goodyear Group  
The fee is calculated from 5% of net sales, in compliance with Goodyear Group's transfer pricing policy. Determination of the value of consideration is based on total expenses expected to be incurred during 2018 to 2041.
- (6) Execution of natural rubber sourcing services agreement between Goodyear Thailand and Goodyear Singapore similar to past practice  
Goodyear Singapore will charge a service fee 3% of natural rubber price from Goodyear Thailand, in compliance with Goodyear Group's transfer pricing policy. Determination of the value of consideration is based on total expenses expected to be incurred during 2018 to 2041.

## **8. Source of funds**

The Company expects to utilize the following sources of funds to proceed with the Investment in the following order:

1. The Company's existing cash on hand
2. Future cash flow from operations including existing base business and the new radial aviation tire business
3. Loans from financial institutions

The Company has not yet secured the loans from financial institutions to fund the Investment. However, the Company has obtained the lending term sheets from 2 reputable commercial banks in Thailand for an amount of approximately USD 60 million and USD 70 million. The Company expects that the funding from loans will be less than 50% of the total investment. Based on preliminary discussions with certain financial institutions, the Company believes that it can obtain the loans up to (THB 2,000 million) which should be sufficient to fund the Investment.

## **9. Expected benefits from the Investment and necessity for undertaking the connected transactions**

### *Expected benefits from the Investment*

This Investment is expected to create a market leading manufacturing capability for radial aviation tires for the Company. Through a competitive product offering of new and retreaded bias and radial aviation tires the Company could more effectively compete for new business in the market place. The internal rate of return (IRR) of this project is expected to be 9.9% and the Net Present Value (NPV) is projected at THB 1,547 million at the assumed discount rate of 6.6% based on the analysis of the Independent Financial Advisor (IFA) Baker Tilly Corporate Advisory Services (Thailand) Limited. Note that this is different from the previous disclosure to SET on 29<sup>th</sup> August 2016 where the NPV and IRR of the Investment were based on the preliminary analysis of EY Corporate Services Limited (the financial advisor to the board of directors) assuming an 8.0% discount rate.

In addition the investment is expected to increase revenue, EBIT and net income once each phase of the project becomes operational. As a result the investment is expected to be accretive to earnings starting with completion of phase 1. In summary, the project is expected to generate incremental shareholder value for Goodyear Thailand.

In addition, the Investment is required to maintain the Company's position as a leading manufacturer of new and retreaded aviation tires in the face of a long-term structural decline of bias aviation tires. Management believes that a shift in global market demand will accelerate towards radial aviation tires due to a significant operating cost advantage of radial tires versus bias aviation tires for commercial airlines. Management estimates that the product mix (bias to radial) is expected to increase from 36% radial today to 84% radial by 2033 for the commercial airline segment. Based on industry forecasts from Boeing and Airbus, management believes that air traffic is expected to double over the next twenty years and as a result also the demand for aviation tires.

### *Necessity for undertaking of the connected transactions*

To invest in the radial aviation tire manufacturing factory and its operation, the Company is required to enter into several connected transactions with Goodyear USA and Goodyear Singapore because the Company requires support for both the construction, commercialization and industrialization of the operation. Such support is required for construction technology, machinery purchase and installation, manufacturing technology, trademark rights, raw material, international market making and general support services. Details of the transactions are mentioned in section **3.2 “Characteristics of the connected transactions”**.

As the Company is an affiliate of Goodyear Group, the price used in the connected transactions with Goodyear USA and Goodyear Singapore would be based on the transfer pricing policy of Goodyear Group.

## **10. Possible effects of the Investment on shareholders**

Since this Investment is relatively large in size comparing to the Company's current total assets, Goodyear Thailand is required to use a material amount of its existing cash, which could affect the Company's liquidity. Financial projections however assume that the

Company maintains a minimum cash level of USD 10 million or THB 348 million. Moreover, in the second and third phase of Investment, additional loans may be required in order to fund the Investment, raising the debt to equity ratio and interest obligations, which could increase the Company's financial burden. In addition, if the future actual results of operations are worse than planned, the Company's financial position could be negatively affected. For example, return on assets could decrease if an increase in profit generated is proportionately lower than the increase in assets. The risks associated with the Investment could also affect the Company's ability to fund dividend payments to shareholders. Should the Company not attain projected super cluster tax benefits from the Thailand Board of Investments (BOI) the overall profitability of the project would be impacted, both IRR and NPV would be immaterially lower. However, currently the Company has applied for the BOI promotion for phase 1 of the Investment and expected that the result of the decision of the BOI will be granted prior to end of the year 2016.

Nevertheless, it is worth noting that on 21 October 2016 the Company received an email confirmation from the BOI that the BOI has approved the application for super cluster investment benefits for Phase 1. Goodyear Thailand is awaiting a formal letter of approval from the BOI at this time. On the other hand, if the Investment outcome is as planned, the Company will generate higher revenue and net profit.

In addition the financial projections assume that Goodyear and its global affiliates will reimburse Goodyear Thailand for the cost of invested capital at a capital cost rate of 4.5% on the average yearly balance of fixed assets less accumulated depreciation and amortization directly related to the Investment. The cash flow from the cost of capital reimbursement is a significant and low risk contributor to total cash flows of this investment.



## **11. Directors who have interest**

<b>Name</b>	<b>Position</b>	<b>Relationship</b>
Mr. Phiphat Vorapipat	Director of the Company	<ul style="list-style-type: none"> <li>Director nominated by Goodyear USA</li> </ul>
Mr. Finbarr O' Connor	Managing director of the Company	<ul style="list-style-type: none"> <li>Director nominated by Goodyear USA</li> </ul>
Mr. Christopher Delaney	Director of the Company	<ul style="list-style-type: none"> <li>Holding 59,187 common shares and options of Goodyear USA</li> <li>Divisional President of Goodyear USA</li> </ul>
Mr. Oliver Gloe	Director of the Company	<ul style="list-style-type: none"> <li>Vice President of the Goodyear USA Asia Pacific (AP) region</li> </ul>
Mr. WeeHong Kek	Director of the Company	<ul style="list-style-type: none"> <li>Legal counsel for the ASEAN cluster of the Goodyear USA AP region</li> <li>Director of Goodyear Singapore</li> </ul>

## **12. Characteristics and scope of interests of connected persons upon agreement to enter into such connected transaction**

Goodyear USA which is a major shareholder of the Company, holding 66.79% of shares in the Company, have a conflict of interest in the connected transaction in addition to 5 directors mentioned in section 11. “**Directors who have interest**”.

Goodyear Singapore is a company wholly owned by Goodyear USA. It provides services relating to purchasing, delivery, financing and quality control to Goodyear Group.

## **13. Meeting attendance and voting of directors having interest/are connected persons**

The 5 directors mentioned in section 11. “**Directors who have interest**” are directors having interest in the connected transactions who were absent from the meeting room in Agenda 3 and 4 (To consider and approve the connected transactions in connection with the Investment in the construction of a radial aviation tire factory and production of radial aviation tires) of the board of directors meeting No. 6/2016 and have no right to vote in the meeting to approve the connected transactions.

## **14. Conditions that must be satisfied before entering into the Investment and the connected transactions**

In order to proceed the Investment and the connected transaction, the Company needs to obtain an approval by a vote of not less than three-fourths of the total number of votes of the shareholders who have the right to vote, excluding the votes of interested shareholders in the shareholders’ meeting on 17<sup>th</sup> November 2016 in accordance with the Rules on Acquisition of Assets and the Rules on Connected Transaction.

**15. Opinion of the board of directors concerning a decision to enter into a transaction**

The board of directors meeting No. 6/2016 was of the opinion that the Investment and the connected transactions were beneficial for the Company and the shareholders as a whole and made under fair and reasonable terms and conditions. Therefore, the meeting considered and unanimously approved the entering into the Investment in construction of radial aviation tire factory and production of radial aviation tire and the connected transactions relating thereto and proposing the same to the Extraordinary General Meeting of the Shareholders for consideration and approval. The directors who have an interest in the asset acquisition and the connected transactions did not participate in the vote.

**16. Opinion of the Company's Audit Committee and/or directors which are different from the opinions of the Board of Directors under section 15.**

None

**17. Other information that may materially affect the decision of the shareholders**

Currently Goodyear Thailand only has the manufacturing capabilities to produce bias aviation tires. There is a shift in global market demand towards radial aviation tires due a significant operating cost advantage of radial tires versus bias aviation tires for commercial airlines. Should the proposed Investment transaction not be approved by the shareholders, the aviation tire division of Goodyear Thailand would be left with a manufacturing capability for a product that is in a long-term structural decline. As a result Goodyear Thailand, without the proposed investment, could not participate in a material growth opportunity in the radial aviation tire market.

**18. Shareholders' Meeting: Invitation to the Shareholders**

The Company will submit the invitation to Extraordinary General Shareholders Meeting No. 1/2016, which will be held on 17<sup>th</sup> November 2016, as well as the opinion of the independent financial advisor to the SEC at least five days before sending the same to the shareholders no fewer than 14 days before the meeting date.

In addition to the above Information Memorandum, the Company provides further information for the shareholders' consideration as follows:

### **Responsibility of the Board of Directors of the Company on the Information Memorandum**

The Board of Directors has considered relevant information relating to the Investment and made a decision for the benefit of the Company and the shareholders to approve the Investment. However, due to sensitivity of the information, competitiveness of the aviation tire industry aviation tire (since there are only 3 major aviation tire manufacturers, including the Company, and the characteristic of the Company and its competitors are similar) and business nature of the Company, certain detail information cannot be disclosed, as the disclosure of such may materially harm or impact the Company's business operations and lead to disadvantaged position of the Company among the Company's competitors.

The Board of Directors of the Company is responsible for the information disclosed in this Information Memorandum, and hereby certifies that after the Board of Directors' reasonable review and consideration of relevant information, subject to the paragraph above, the information contained in this Information Memorandum is correct, complete, not misleading in any respect.

### **Qualification and opinion of the Independent Financial Advisor (IFA) on the transaction**

#### 2.1 IFA qualification

- Baker Tilly Corporate Advisory Services (Thailand) Limited who was appointed to be the Independent Financial Advisor (IFA) of the Company, is a qualified financial advisor and approved by the Securities and Exchange Commission of Thailand.
- The IFA does not have any interest or shareholding in the Company and has not relationship with the Company, Goodyear USA or Goodyear Singapore.
- The Independent Financial Advisor gave its consent to the disclosure of the IFA report date 13 October 2016.

#### 2.2 IFA opinion

- Please refer to the Independent Financial Advisor's report attached to the invitation to the Extraordinary General Shareholders Meeting No. 1/2016.

### **Liabilities of the Company**

The details of the Company's liabilities are as follows:

- 1) Total issued and unissued debt instruments according to resolution of the shareholders' meeting which grants the Board of Directors of listed company the right to issue debt instruments as it sees fit:

None

2) Total loans with specified due dates and collateral assets:

None

3) Total other liabilities and overdrafts with assets pledged as collateral:

None

4) Indebtedness to be incurred in the future

If the Company continues to operate normally and does not invest in any expansion, no debt is expected to incur. However, in the case that the Company invests in the construction of radial aviation tire manufacturing plant and its operation, it is expected that the Company will require external funding through commercial loans. Assuming that the Company maintains a minimum cash balance of THB 348 million then the anticipated external funding needs are projected to be in the range of THB 200 million in 2017, in the range of THB 1,500 million in 2018, in the range of THB 1,900 million in 2019 and in the range of THB 1,800 million in 2020. The year 2019 is projected to mark the peak external funding year. These amounts are not cumulative, but rather reflect debt levels for each year. The Company projects that by 2024 all debt related to the radial aviation tire factory investment would be repaid through the free cash flow generated by the existing business and the Investment. Funding projections are consistent with the IFA analysis.

## **Company overview**

### **4.1 Company and business overview**

Goodyear Thailand, an affiliate of Goodyear USA, engages in the production and distribution of consumer tires (passenger car tires), commercial tires (truck and bus tires), aviation tires and aviation retread services to both domestic and overseas markets. The Company has registered capital of THB 74 million, with headquarters and manufacturing factory located at 50/9 Phaholyothin Road, Klongnueng, Klongluang, Pathumthani, Thailand.

#### **Products and services**

1. Automobile tires: serving target customers as follows:

- Domestic customers – consumers who purchase tires to replace old tires (replacement market). Goodyear Thailand sells its tires through domestic distributors and has 61 Goodyear Autocare Service Centers countrywide providing tire patching and replacing services.
- Overseas customers: the Company sells its products to Goodyear Group for worldwide distribution.
- Automotive manufacturers (Original Equipment Market: OEM): These manufacturers use the Company's products as the first set of tires for a newly manufactured car.

2. Aviation tires

Goodyear Thailand is the bias aviation tire production hub for Goodyear Group in the Asia Pacific region. It also provides retreading service for both radial and bias tires which helps to increase the useful life of aviation tires.

- Domestic market: Goodyear Thailand sells aviation tires to mainly commercial airlines operating in Thailand.
- International market: Goodyear Thailand exports aviation tires to overseas markets through Goodyear group for worldwide distribution.

## 4.2 Financial statements and analysis of financial position

Unit: THB million

	31-Dec 2013		31-Dec 2014		31-Dec 2015		30-Jun 2016	
<b>Assets</b>								
<b>Current assets</b>								
Cash and cash equivalents	1,074	24%	1,127	24%	1,268	25%	1,112	23%
Inventories, net	553	12%	680	14%	617	12%	671	14%
Other current assets	839	19%	907	19%	1086	21%	935	19%
<b>Total current assets</b>	<b>2,466</b>	<b>55%</b>	<b>2,714</b>	<b>58%</b>	<b>2,971</b>	<b>58%</b>	<b>2,718</b>	<b>55%</b>
<b>Non-current assets</b>								
Property, plant and equipment, net	2,006	45%	1,984	42%	2,185	42%	2,212	45%
Other non-current assets	6	0%	5	0%	4	0%	4	0%
Total non-current assets	2,012	45%	1,989	42%	2,189	42%	2,216	45%
<b>Total assets</b>	<b>4,478</b>	<b>100%</b>	<b>4,703</b>	<b>100%</b>	<b>5,160</b>	<b>100%</b>	<b>4,934</b>	<b>100%</b>
<b>Liabilities and shareholders' equity</b>								
<b>Current liabilities</b>								
Trade and other payables	695	16%	805	17%	1014	20%	858	17%
Other current liabilities	61	1%	78	2%	76	1%	40	1%
<b>Total current liabilities</b>	<b>756</b>	<b>17%</b>	<b>883</b>	<b>19%</b>	<b>1090</b>	<b>21%</b>	<b>898</b>	<b>18%</b>
<b>Non-current liabilities</b>								
Total non-current liabilities	150	3%	167	4%	165	3%	169	3%
<b>Total liabilities</b>	<b>906</b>	<b>20%</b>	<b>1050</b>	<b>22%</b>	<b>1255</b>	<b>24%</b>	<b>1067</b>	<b>22%</b>
<b>Shareholders' equity</b>								
Authorized share capital								
Issued and paid-up share capital								
7,400,000 ordinary shares fully paid-up at Baht	74	2%	74	2%	74	1%	74	1%
Premium on share capital	92	2%	92	2%	92	2%	92	2%
Retained earnings								
Appropriated - legal reserve	7	0%	7	0%	7	0%	7	0%
Unappropriated	3,399	76%	3,480	74%	3,732	72%	3,694	75%
<b>Total shareholders' equity</b>	<b>3,572</b>	<b>80%</b>	<b>3,653</b>	<b>78%</b>	<b>3,905</b>	<b>76%</b>	<b>3,867</b>	<b>78%</b>
<b>Total liabilities and shareholders' equity</b>	<b>4,478</b>	<b>100%</b>	<b>4,703</b>	<b>100%</b>	<b>5,160</b>	<b>100%</b>	<b>4,934</b>	<b>100%</b>

Based on the analysis of assets, liabilities and shareholders' equity in the Company's statement of financial position as of 31 December 2013, 2014 and 2015, there was no significant change in any figures.

### Assets

The Company's total assets were THB 4,478 million, THB 4,703 million, THB 5,160 million and THB 4,934 million for the period ended 31 December 2013, 31 December 2014, 31 December 2015 and 30 June 2016, respectively. This represented an increase of THB 225

million (or 5%), THB 457 million (or 10%) and a decrease of THB 226 million (or -4%) as of 31 December 2014, 31 December 2015 and 30 June 2016, respectively. The decrease as of 30 June 2016 was due to cash and cash equivalent reduction due to dividend payment in May 2016.

Income statement (summarized)	Unit: THB million							
	1 Jan 2013 to 31 Dec 2013		1 Jan 2014 to 31 Dec 2014		1 Jan 2015 to 31 Dec 2015		1 Jan 2016 to 30 Jun 2016	
Sales	3,608	100%	3,796	100%	3,971	100%	1,910	100%
Cost of sales	(2,956)	-82%	(3,048)	-80%	(3,109)	-78%	(1,492)	-78%
<b>Gross profit</b>	<b>652</b>	<b>18%</b>	<b>748</b>	<b>20%</b>	<b>862</b>	<b>22%</b>	<b>418</b>	<b>22%</b>
Selling and administrative expenses	(421)	-12%	(484)	-13%	(499)	-13%	(264)	-14%
Other income	16	0%	15	0%	13	0%	6	0%
Other gains (losses)	89	2%	19	1%	107	3%	(19)	-1%
Income from insurance compensation	61	2%	-	-	-	-	-	-
<b>Profit before income tax</b>	<b>397</b>	<b>11%</b>	<b>298</b>	<b>8%</b>	<b>483</b>	<b>12%</b>	<b>141</b>	<b>7%</b>
Income tax expenses	(68)	-2%	(60)	-2%	(98)	-2%	(31)	-2%
<b>Net profit</b>	<b>329</b>	<b>9%</b>	<b>238</b>	<b>6%</b>	<b>385</b>	<b>10%</b>	<b>110</b>	<b>6%</b>

## Overall market

In 2015, the replacement market recovered from the political and economic crisis of 2014 but the competitive environment remained intense due low-tier brands leveraging pricing strategies to gain market share and penetrate the market.

The original equipment market (OEM) market was still impacted by the end of the first car campaign in mid-2013 which resulted in a decrease of production and domestic sales of cars in 2015. The Company's OEM customers were affected by this situation; however, the Company still grew its OEM related revenue.

In 2015, the Company opened another 10 Goodyear Autocare stores reaching a total of 61 stores as planned. The stores are located in every part of Thailand to serve motorists in the regions. This branded retail network is a major contributor to the Company's revenue. It significantly improves Goodyear's brand exposure to consumers. Further, the Company had two new product launches in January and May 2015 for Goodyear Assurance DuraPlus and Cargo Marathon respectively which stimulated domestic sales.

Overall, in 2015, the production and sales of rubber industry especially in ground tires grew following the expansion of automobile industry.

In addition, the business of Aviation Tires in 2015 continued to grow in alignment with the continuing growth of the airline business in Asia driven by the expansion of airline fleets in China, Indonesia and India.

## Revenue from sales

The Company's net sales increased by 5% from THB 3,608 million in the year ended 31 December 2013 to THB 3,796 million in the year ended 31 December 2014, largely due to increased domestic sales during the year 2014.

The Company's net sales increased by 5% from THB 3,796 million in the year ended 31 December 2014 to THB 3,971 million in the year ended 31 December 2015, due to increases in both domestic and export sales during the year 2015.

The Company's net sales for the six-month period ended 30 June 2016 increased by THB 44 million or 2% when compared to the same period of 2015.

### **Cost of sales**

The Company's cost of goods sold represented 82%, 80%, 78% and 78% of net sales for the years ended 31 December 2013, 31 December 2014, 31 December 2015 and the six months ended 30 June 2016, respectively. The cost of sales as a percentage of sales decreased every year, causing gross profit margins (gross profit/sales) to rise continuously as a result of effective cost management and improvements in efficiency of the production process.

### **Selling and administration expenses**

The Company's selling and administration expenses were THB 421 million, THB 484 million and THB 499 million for the years ended 31 December 2013, 31 December 2014 and 31 December 2015, respectively. This represented an increase of THB 64 million (15%) and THB 15 million (3%) in 2014 and 2015, respectively.

The Company's selling and administration expenses were THB 264 million for the six months ended 30 June 2016, representing an increase of THB 29 million (12%) when compared with the same period of 2015, due to an increase in domestic sales and the new product launch campaign.

### **Income from insurance compensation**

The Company recorded income from flood insurance reimbursements for the year ended 31 December 2013 of THB 61 million. There were no operating expenses related to flood and fire events for the year ended 31 December 2014 and 31 December 2015.



## Net profit

The Company's net profit for the year ended 31 December 2014 was THB 238 million, a decrease when compared to the same period of 2013 of THB 91 million, or 28%.

The Company's net profit for the year ended 31 December 2015 was THB 385 million, an increase when compared to the same period of 2014 of THB 147 million, or 62%. This was due to the strong execution in the aviation business, the expansion of the Goodyear Autocare sales network, sales channel management and the impact of foreign currency transactions.

The net profit for the six-month period ended 30 June 2016 was THB 110 million, a decrease of THB 27 million, or 20%, when compared to the same period of 2015 primarily due to the impact of foreign currency fluctuation.

				Unit: THB million
Cash flow statement (summarized)	1 Jan 2013 to 31 Dec 2013	1 Jan 2014 to 31 Dec 2014	1 Jan 2015 to 31 Dec 2015	1 Jan 2016 to 30 Jun 2016
Cash flow from operating activities	668	307	590	195
Cash flow from investing activities	(164)	(129)	(366)	(208)
Cash flow from financing activities	(148)	(148)	(148)	(148)
Net increase (decrease) in cash and cash equivalents	356	30	76	(161)
Cash and cash equivalents at the beginning of the year	675	1,074	1,127	1,268
Exchange gains (losses) on cash and cash equivalents	42	24	65	5
Cash and cash equivalents at the end of the year	1,074	1,127	1,268	1,112

The Company incurred capital expenditures every year as a result of its investments in machinery acquisitions, factory improvements and the expansion of Goodyear Autocare Service Centers. Dividend payments to shareholders resulted in the cash out flow from financing activities.

## **Risk factors which could affect profit of the Company**

### **Financial risks**

The principal financial risks faced by the Company are exchange rate risk, interest rate risk and credit risk. Exchange rate risk results from the Company's export sales and import purchases. Interest rate risk relates to the deposits of cash and cash equivalents in financial institutions and other investments. Credit risk arises when sales are made on deferred credit terms and in respect of deposits with financial institutions.

The Company has no policy to use financial derivatives to locally manage the risks arising from fluctuations in currency exchange rates. However, management may consider the use of foreign currency forward contracts to hedge, on a case by case basis, the risks arising from fluctuations in currency exchange rates.

The Company earns interest on cash and cash equivalents and short-term investments. The Company manages its interest rate risks by placing cash, cash equivalents and investments on various maturities and interest rates.

The Company does not expose itself to certain concentrations of credit risk relating to its cash and cash equivalents. The Company places its cash with several high quality institutions. The Company's policy is not to invest with any one institution but invest with various institutions. The Company places its excess cash in low risk, high credit quality accounts that mature in 90 days. The Company has not experienced any losses on such accounts.

### **Raw material risks**

The Company purchases raw materials for its production both from overseas and the local market. Major raw materials for production are natural rubber, synthetic rubber, carbon black, steel cord and chemicals. Each raw material can be sought from various suppliers both locally and from overseas. The Company purchases raw materials in a systematic way with contingency plans in case of shortages in raw materials and the fluctuations of raw material prices. The Company cooperates with other Goodyear companies in ASEAN to mitigate the risks from the shortage of raw materials and the fluctuation of prices of raw material. From this planning and cooperation, it can ensure that there will be prompt responses in the event of shortage of raw materials, which will help to reduce any negative impact that may occur to the production of the Company.

### **Market risk**

*The market for Ground Tires has 2 key segments:*

#### **(a) Original equipment market (OEM)**

The key risk of the OEM segment is that the demand of tires will vary by the increasing or decreasing demand of the new automobile market which directly affects automobile manufacturers in Thailand.

Although the OEM segment is a lower profit segment, it is still important to Goodyear Thailand. This is due to the correlation between the OEM and the Replacement Market.

Some consumers tend to replace their tires with the same type and brand as originally supplied with the vehicles.

The new excise tax scheme implemented in 2016, may result in lower volume of new car sales in Thailand, which also impacts the growth of OEM sales in the year 2016. However, there may be challenges from a potential global economic slow-down and uncertainty of domestic sales volumes in year 2016 which may affect overall demand of the automobile market in the future. The Company has assessed these risks and is managing them by increasing sales volume in the alternative segments, in addition to targeting additional OEM accounts and fitments.

(b) Replacement market

The demand of tires in the replacement market depends on the quantity of existing vehicles which continues to increase.

The Company has significant revenue coming from sales in the replacement market, which has a higher margin than the OEM segment. The replacement market has become more intensely competitive. Moreover, there are increased numbers of tire manufacturers and dealers in the Thailand market. These are primarily low tier brands with a low price penetration strategy. Another factor is the price of natural rubber being a key factor of the pricing strategy. Uncertainty in Thailand politics is also still assessed as an important risk for market growth in year 2016.

To maintain and build relationships with the existing and new customers, and to improve the Company's competitive capabilities in the replacement market, The Company will focus on reinforcing the value of the Goodyear brand and its products, being quality, innovation and safety focused. In light of this, the Company launched new products, enhanced communications with consumers and dealers and offered improved sales promotions. The Company has also determined that the high standard of quality of our products needs to be matched by equal quality services to ultimately improve overall customer satisfaction. To manage this risk, the Company will focus on expanding the Goodyear Autocare retail program where the majority of sales will be Goodyear products.

*Aviation tires*

The important risks for aviation tires are linked to a potential economic downturn in Europe and the Americas which may impact global air traffic and aviation tire volumes. However, the airline business in Asia has continued to grow which has resulted in the expansion of airline fleets in China, Indonesia and India. This volume will offset other export volume declines.

For the domestic market, there is a requirement for more radial aviation tires from the market, so the Company manages this requirement by importing radial tires from other companies in the Goodyear group to fulfill the customer's needs.

**4.3 Financial projections in the present year (if any), including assumptions and review of the figures by a certificated public auditor and the opinion of an independent financial advisor that the projections have been carefully prepared**

None.

#### 4.4 List of Board of Directors, management and the first 10 shareholders

List of Board of Directors as of 30 September 2016

<b>Name</b>	<b>Position</b>
Dr. Dhiraphorn Srfuengfung	Chairman of the Board / Nomination and Corporate Governance Committee member
Mr. Finbarr O' Connor*	Executive Director
Mr. Phiphat Vorapipat*	Executive Director / Nomination and Corporate Governance Committee member
Mr. Christopher Delaney*	Director
Mr. Oliver Gloe*	Director
Mr. WeeHong Kek*	Director
Mr. Athaporn Khaimarn	Independent Director / Chairman of the Audit Committee
Mr. Yeap Swee Chuan	Independent Director / Audit Committee Member / Chairman of the Nomination and Corporate Governance Committee
Ms. Chanapun Juangroongruangkit	Independent Director / Audit Committee Member / Nomination and Corporate Governance Committee member

\*Director who has an interest in the investment and connected transaction, and does not have the right to vote for or against the transaction.

List of management as of 30 September 2016

Name	Position
Mr. Finbarr O' Connor	Managing Director
Mr. Leandro Argibay	Finance Director
Mr. Hundal Singh	Manufacturing Director
Mr. Suphalat Chittamvanich	Supply Chain Director
Ms. Supattra Pivorbuth	Human Resources Director
Mr. Pairote Suttiwapa	Sales Director
Ms. Tipsuda Pettanagul	Marketing Director
Mr. Pongsatorn Arbhabharama	Customer Satisfaction Director
Mr. Pisut Dhanabordeepat	OE Sales Leader
Ms. Napat Tanyakulsajja	Company Secretary and Legal Counsel
Ms. Pakkapim Lakthong	EHS Manager

List and shareholding percentage of 10 major shareholders as of 20 September 2016

Rank	Major shareholders	Number of shares	%
1	The Goodyear Tires & Rubber Company <sup>1</sup>	4,942,418	66.79
2	<b>Srifeungfung Family</b>	<b>1,130,544</b>	<b>15.28</b>
	- Ekkachai Import Export Co., Ltd.	17,224	0.23
	- Mrs. Boonruean Srifeungfung	1,200	0.02
	- Mrs. Darawan Saluck	33,200	0.45
	- Boonsong Co., Ltd.	141,900	1.92
	- Boonpermpoon Co., Ltd.	419,160	5.66
	- Mrs. Arunee Srifeungfung	7,600	0.10
	- Mrs. Kanchana Srifeungfung	38	0.00
	- Miss Kallayanee Srifeungfung	30,000	0.41
	- Sripinong Co., Ltd.	208,240	2.81
	- Srikeeree Enterprise Co., Ltd.	209,864	2.84
	- Mr. Chainarong Srifeungfung	33,000	0.45
	- Mr. Thawin Srifeungfung	9,000	0.12
	- Miss Chanya Srifeungfung	9,000	0.12
	- Mr. Kaida Srifeungfung	180	0.00
	- Mr. Nat Srifeungfung	10,190	0.14
	- Mrs. Walaiwan Srifeungfung for Mr. Wee Assavapimolves	748	0.01
3	BNP Paribas Securities Services, London Branch	431,900	5.84
4	Aberdeen Growth Fund	87,100	1.18
5	Techaphaiboon Company Limited	73,480	0.99
6	Thai NVDR Company Limited	70,900	0.96
7	Aberdeen Smart Capital RMF	33,400	0.45
8	Worawat Company Limited	33,000	0.45
9	State Street Bank Europe Limited	24,000	0.24
10	Mr. Weerasak Sriseekew	23,300	0.24

<sup>1</sup>Shareholder who has an interest in the investment and connected transaction, and does not have the right to vote for or against the transaction.

List of strategic shareholders under the same controlling person and major shareholder

Category	No. of Shareholders	No. of Shares	% of paid-up capital (Ordinary shares only)
<b>1. Strategic Shareholder</b>			
1.1 Directors, managers, and executive management including related persons and associated persons (Mrs. Boonruen Srifeungfung)	1	1,200	0.02
1.2 Shareholders who have a holding of 5% or above including related persons (Boonpermpoon Co., Ltd.)	1	419,160	5.66
1.3 Others controlling persons (Goodyear USA)	1	4,942,418	66.79
<b>2. Share Repurchase</b>	-	-	-
<b>3. Minor shareholders (Non-Strategic shareholders)</b>	499	2,035,350	27.5
<b>4. Shareholders who hold less than 1 board lot</b>	166	1,872	0.03
<b>Total</b>	<b>668</b>	<b>7,400,000</b>	<b>100</b>

#### 4.5 Other information that may materially affect the decision of investors (if any)

Please refer to **item 17: Other information that may materially affect the decision of the shareholders.**

#### **The opinion of the Board of Directors concerning the adequacy of working capital**

The Board of Directors Meeting No. 6/2016 was of the opinion that the working capital of the Company alone will not be sufficient to fund the Investment. Thus, the Company is planning to borrow money from the financial institutions to fund the Investment, particularly during the period from 2017 to 2024. However, based on preliminary discussions with certain financial institutions, the Company believes that it can secure enough loans (up to THB 2,000 million) to fund the Investment.

#### **Pending material lawsuits or claims**

As of 30 September 2016, there is no pending litigation against Goodyear Thailand.

**Benefits and connected transaction between the Company and the Board of Directors, management and shareholders directly and/or indirectly holding more than 10% of voting shares**

The Company has entered into the related party transactions with its major shareholder, The Goodyear Rubber & Tire Company, and Goodyear Group affiliates as follows:

<b>Related party transactions</b>		Unit: THB thousand			
<b>i) Sales of goods</b>		<b>1 Jan 2013 to 31 Dec 2013</b>	<b>1 Jan 2014 to 31 Dec 2014</b>	<b>1 Jan 2015 to 31 Dec 2015</b>	<b>1 Jan 2016 to 30 Jun 2016</b>
<b>Sales of finished goods:</b>					
Goodyear USA		314,625	315,491	400,114	192,585
Related parties - entities under common control		1,694,967	1,855,878	1,837,692	757,840
		<u>2,009,592</u>	<u>2,171,369</u>	<u>2,237,805</u>	<u>950,425</u>
<b>Sales of machinery and spare parts:</b>					
Related parties - entities under common control		55,219	8,760	6,726	1,712
<b>Related party transactions</b>		Unit: THB thousand			
<b>ii) Purchases of goods and services</b>		<b>1 Jan 2013 to 31 Dec 2013</b>	<b>1 Jan 2014 to 31 Dec 2014</b>	<b>1 Jan 2015 to 31 Dec 2015</b>	<b>1 Jan 2016 to 30 Jun 2016</b>
<b>Purchases of raw materials and finished goods:</b>					
Goodyear USA		128,692	136,231	114,327	57,876
Related parties - entities under common control		272,000	237,986	250,559	206,608
		<u>400,692</u>	<u>374,217</u>	<u>364,886</u>	<u>264,484</u>
<b>Purchases of machinery and spare parts:</b>					
Goodyear USA		32,501	6,235	11,043	505
Related parties - entities under common control		17,656	22,375	81,742	8,814
		<u>50,157</u>	<u>28,610</u>	<u>92,785</u>	<u>9,319</u>
<b>Royalty fee:</b>					
Goodyear USA		163,714	175,796	180,833	83,462
<b>Production service fee:</b>					
Goodyear USA		18,569	25,674	36,199	14,931
<b>Management fee:</b>					
Related parties - entities under common control		142,468	173,738	183,385	92,430



**Related party transactions**

Unit: THB thousand

**iii) Outstanding balances arising from sales/purchases of goods/services**

**31 Dec 2013      31 Dec 2014      31 Dec 2015      30 Jun 2016**

**Trade accounts receivables - related parties:**

Goodyear USA	60,744	84,146	102,606	91,565
Related parties - entities under common control	391,482	402,554	458,163	317,875
	<u>452,227</u>	<u>486,700</u>	<u>560,769</u>	<u>409,440</u>

**Amounts due from related parties:**

Goodyear USA	551	14,057	1,266	4,326
Related parties - entities under common control	70,254	27,182	19,765	30,534
	<u>70,806</u>	<u>41,239</u>	<u>21,031</u>	<u>34,860</u>

**Trade accounts payables - related parties:**

Goodyear USA	11,464	35,201	16,238	16,235
Related parties - entities under common control	35,620	63,440	100,724	73,615
	<u>47,083</u>	<u>98,641</u>	<u>116,962</u>	<u>89,850</u>

**Amounts due to related parties:**

Goodyear USA	32,716	34,698	37,621	30,743
Related parties - entities under common control	19,689	28,940	25,821	21,514
	<u>52,405</u>	<u>63,638</u>	<u>63,442</u>	<u>52,257</u>

**Directors' and key management's compensation**  
thousand

Unit: THB

**iv) Directors' and key management's compensation**

**1 Jan 2014      1 Jan 2015      1 Jan 2016**  
  
**To                      to                      to**  
**31 Dec 2014      31 Dec 2015      30 Jun 2016**

Salaries and other short-term employee benefits	48,207			
		41,854	38,504	20,523
Savings fund and retirement benefits	6,774	7,736	8,231	4,504
	<u>54,981</u>	<u>49,590</u>	<u>46,735</u>	<u>25,027</u>

**Summary of material contracts of Goodyear Thailand during the past 2 years**

Contracts related to sales of aviation tires which are still intact are as follows:

Counterparty	Contract period	Summary
Large Thailand based airline	2015 to 2018	Tire supply and services for new and retreaded tires
Service Center for commercial aviation (MRO) based in Thailand	2015 to 2018	Distribution agreement where counterparty is a reseller of Goodyear aviation tires

**Opinions of independent financial advisor**

Please consider the Report of the opinion of the independent financial advisor attached with the Invitation to the Extraordinary General Shareholders Meeting No. 1/2016.

**Opinion of the Board of Directors concerning a decision to enter into the transaction, specifying the reasonableness and the highest benefit to the Company comparing with a decision to enter into a transaction with an independent third party**

Please refer to **item 15: Opinion of the board of directors concerning a decision to enter into a transaction** and **item 16: Opinion of the Company's Audit Committee and/or directors which are different from the opinions of the Board of Directors under section 15** above.

**Proxy form with at least one name of a member of the audit committee being nominated as shareholder's proxy**

Please consider the proxy attached with the Invitation to the Extraordinary General Shareholders Meeting No. 1/2016.

Please be informed accordingly.

Yours Sincerely,



(Dr.Dhiraphorn Srifuengfung)

The Chairman of the Board of Directors

**Independent Director's Definition**

According to good corporate governance principle, Public Company Limited should have the independent directors of not less than one-third of the total directors and have at least three Directors who are able to give their straight opinions in crucial matter without override any beneficial group. They are called Independent Director. Goodyear (Thailand) Public Company Limited has 3 Independent Directors from 9 Directors namely:

<b>Independent Director Name</b>	<b>Titles</b>	<b>Address</b>
<b>Mr. Athaporn Khaimarn</b> (Age 72 years)	Independent Director / Chairman of the Audit Committee	49/93 Parnthip Village, Soi Onnuch 53, Onnuch Road, Pravate Sub-District, Pravate District , Bangkok 10250
<b>Mr. Yeap Swee Chuan</b> (Age 67 years)	Independent Director / Audit Committee / Chairman of the Nomination and Corporate Governance Committee	53/259 Laddawan Rangsit Village Moo 1, Rangsit – Prathum Road, Ban Klang Sub-District, Ban Klang District, Pathumthani 12000
<b>Ms. Chanapun Juangroongruangkit</b> (Age 40 years)	Independent Director / Audit Committee / Nomination and Corporate Governance Committee	156 Lakeside Villa2 Bangna-Trad K.M. 7.5 Tambol Dokmai, Khet Pravej, Bangkok

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

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

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**Mr. Athaporn Khaimarn**

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

**Age (year)** 72

**Professional Experience:**

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

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

1992-1996 Managing Director  
Price Waterhouse, Bangkok

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

**Director Training:** IOD – DCP and DAP Certificates

**Company shareholding:** None

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

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

**Relationship between Directors:** None

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**Mr. Yeap Swee Chuan**

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

**Age (year)** 67

**Professional Experience**

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

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

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

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

**Education:** Industrial Management and Engineering  
Massey University, New Zealand

**Director Training:** IOD – DCP Certificate

**Company shareholding:** None

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

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

**Relationship between Directors:** None

## หนังสือมอบฉันทะ

## Proxy

เขียนที่ .....

Written at

วันที่ ..... เดือน ..... พ.ศ. ....

Date Month Year

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

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

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2559 ในวันที่ 17 พฤศจิกายน 2559 เวลา 9:00 น. ณ โรงแรม เรนซองส์ 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 Extraordinary General Meeting of Shareholders No. 1/2016 to be held on 17 November 2016 at 9:00 a.m. at Renaissance Bangkok Ratchaprasong Hotel at 518/8 Ploenchit Road, Bangkok 10330, Thailand, or at any adjournment thereof to any other date, time and venue.

- (4) จำนวนคะแนนเสียงที่ข้าพเจ้าได้มอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ดังนี้

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

- ☐ เท่ากับจำนวนหุ้นทั้งสิ้นที่ข้าพเจ้าถือและมีสิทธิออกเสียงลงคะแนนได้ตามข้อ (2).

The Total number of voting shares held by me/us under item (2)

- ☐ บางส่วน คือ หุ้นสามัญ ..... หุ้น และมีสิทธิออกเสียงลงคะแนนได้ ..... เสียง

Partly, being: ordinary share(s), with voting right(s)

- (5) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy is entitled to consider and resolve on my/our behalf in all respects as he/she thinks fit.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote according to my intention as follows:

- วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 48

Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders No. 48

- ☐ (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 พิจารณาอนุมัติการเข้าทำรายการได้มาซึ่งสินทรัพย์ในโครงการลงทุนสร้างโรงงานผลิตและดำเนินการผลิตยางเครื่องบินประเภทเรเดียล (Radial)

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

- ☐ (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 3 พิจารณามอบมติการเข้าทำรายการที่เกี่ยวข้องกันที่เกี่ยวข้องกับโครงการลงทุนสร้างโรงงานผลิตและดำเนินการผลิตยางเครื่องบินประเภทเรเดียล (Radial)

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

☐ (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 ☐ จดออกเสียง  
Approve Disapprove Abstain

วาระที่ 4 เรื่องอื่นๆ (ถ้ามี)

Agenda 4 Other Business (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง  
Approve Disapprove Abstain

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

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

(8) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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



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

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

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

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

3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

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

## ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข / Supplementary Proxy Form B

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

สำหรับการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2559 ในวันที่ 17 พฤศจิกายน 2559 เวลา 9:00 น. ณ โรงแรม เรเนซองส์ กรุงเทพฯ ราชประสงค์ เลขที่ 518/8 ถนนเพลินจิต กรุงเทพมหานคร 10330 ประเทศไทย หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

For the Extraordinary General Meeting of Shareholders No. 1/2016 to be held on 17 November 2016 at 9:00 a.m. at Renaissance Bangkok Ratchaprasong Hotel at 518/8 Ploenchit Road, Bangkok 10330, Thailand, or at any adjournment thereof to any other date, time and venue.

วาระที่ ..... เรื่อง .....

**Agenda Subject:**

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

วาระที่ ..... เรื่อง .....เลือกตั้งกรรมการ

**Agenda Subject: Election of Directors (continued)**

- ☐ เลือกตั้งกรรมการทั้งหมด  
Vote for all the nominated directors
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- ☐ เลือกตั้งกรรมการเป็นรายบุคคล  
Vote for an individual nominated director

ชื่อกรรมการ .....

**Name of Director**

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

ชื่อกรรมการ .....

**Name of Director**

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

ชื่อกรรมการ .....

**Name of Director**

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

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องครบถ้วนและเป็นความจริงทุกประการ

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

ลงชื่อ/Signed ..... ผู้มอบฉันทะ/Grantor

( )

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Proxy

( )

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

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

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

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

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

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

**Documents required for appointment of proxy**

- (1) **If individual shareholder is Thai nationality:** his/her certified true and correct photocopy of citizen identification card or civil servant identification card.
- (2) **If individual shareholder is foreign nationality:** his/her foreign identification card, passport or documents used in lieu of passport.
- (3) **If the shareholder is a juristic person:**
  - Thai juristic person:** copy of company affidavit issued by Ministry of Commerce or competent authority not exceeding 60 days, certified true and correct copy by the authorized director(s) of such juristic person, certified true and correct copy of citizen identification card or civil servant identification card or passport of the authorized director(s) who certified true copy of the affidavit.
  - Foreign juristic person:** the authorized signatory of such juristic person shall affix his/her signature together with the company's seal affixed on the proxy form in the presence of notary public or official with similar authority under the law of relevant country. Upon the execution thereof, the proxy form shall be furnished to competent officer of Royal Thai Embassy or the Royal Thai Consulate, or officer authorized to act on behalf of such competent officer, or person qualified to give full attestation under the law of relevant country to certify the notary public.
- (4) If fingerprint is affixed in lieu of signature, fingerprint of left thumb shall be affixed together with the phrase "fingerprint of left thumb of....." with two witnesses shall sign and certify that it is a genuine fingerprint of such shareholder. Fingerprint shall be affixed before the witnesses. Certified true and correct copy of citizen identification card or civil servant identification card of two witnesses shall also be attached.
- (5) Any shareholder who may not be able to present at the Extraordinary General Meeting of Shareholders No. 1/2016, the shareholder may appoint any proxy or appoint any of the following independent directors of the Company to vote on his/her behalf:

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

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

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

- (6) A shareholder desirous to appoint the Company's independent director as his/her proxy shall send the proxy form being prepared and executed in accordance with the rules mentioned above to the Company Secretary together with relevant documents. The proxy form shall be received by the Company at least one day prior to the date of the Meeting or by 11 November 2016.
- (7) The proxy desires to attend the Meeting shall present his/her citizen identification card/civil servant identification card/ passport (in case of foreign person) for registration.

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

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

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

#### **Registration of Attendance**

Officer of the Company shall allow the registration of attendance at least one hour prior to the commencement of the Meeting or from 08:00 hours onwards.

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

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

**1. An Annual Ordinary General Meeting of Shareholders**

**1.1 Calling an Annual Ordinary General Meeting**

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

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

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

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

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

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

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

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

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

**1.2. Constitution of the Quorum**

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

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

### 1.3. Voting

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

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

### 2. Dividend

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

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

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

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

### 3. Director

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

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

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

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

Article 14

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

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

### Map of place for the Extraordinary General Meeting of Shareholders No. 1/2016

#### Goodyear (Thailand) Public Company Limited



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