



Notice-Calling of the 43<sup>rd</sup> Annual General  
Meeting of Shareholders  
Goodyear (Thailand) Public Company Limited

Date: April 4, 2011  
Subject: Notice-Calling of the Fortieth-Third (43<sup>rd</sup>) Annual General Meeting of Shareholders  
To: All shareholders of Goodyear (Thailand) Public Company Limited  
Enclosures:

1. A copy of the Minutes of the Fortieth-Second (42<sup>nd</sup>) Annual General Meeting of Shareholders held on April 29, 2010
2. The 2010 Annual Report of the Board of Directors and the 2010 Financial Statements comprising of the audited Balance Sheet and the Profit and Loss Statement for the year ended December 31, 2010
3. Profile of proposed candidates for election as directors
4. Definitions of Independent Directors
5. Name List and Details of Independent Directors being proxies attending the meeting
6. Proxy Form B
7. The Conditions and Procedures for Registration and Appointing of Proxy to attend the meeting and documents to be declared on the meeting date
8. Map of the 2011 Annual General Meeting Location
9. Rules and Regulations of Goodyear (Thailand) Public Company Limited with respect to the meeting

The Board of Directors of Goodyear (Thailand) Public Company Limited has resolved to hold the Fortieth-Third (43<sup>rd</sup>) Annual General Meeting of Shareholders of the Company on Thursday, April 28, 2011 at 10.00 a.m. at the Imperial Queen's Park Hotel, Bangkok Panorama 1, 3<sup>rd</sup> Floor, Sukhumvit 22, Bangkok 10110, Thailand, to transact the following agendas:

**Agenda 1: To consider and approve the Minutes of the 42<sup>nd</sup> Annual General Meeting of Shareholders, held on April 29, 2010**

Goodyear (Thailand) Public Company Limited held the 42<sup>nd</sup> Annual General Meeting of Shareholders on April 29, 2010 and 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, and posted in the Company's website as detailed in Enclosure No. 1.

**Opinion of the Board:** The Minutes of the 42<sup>nd</sup> Annual General Meeting of Shareholders should be approved as proposed which the Company's Board considers to be correctly recorded.

**Agenda 2: To receive and consider the Annual Report of the Board of Directors on activities of the Company, and to approve Audited Balance Sheet, Profit and Loss Account for the fiscal year ended December 31, 2010 with the auditor's report thereon.**

The Shareholders Meeting will be asked to consider the Company's operation result for the year 2010 and to approve the Balance Sheet and Profit and Loss Statements for the year ended 31 December 2010, as duly audited by the auditor, as detailed in Enclosure No. 2 and can be summarized as follows:

<b>Item</b>	<b>Amount</b>
Total Assets	4,115 million Baht
Total Liabilities	1009 million Baht
Total Revenue	4,182 million Baht
Net Income	335 million Baht
Earning per share	45.25 Baht/share

**Opinion of the Board:** The Shareholders should approve the Company's audited Balance Sheet and Profit and Loss Statements.

**Agenda 3: To consider and approve declaration of dividend payment for the year 2010**

Based on the Company's operation results and its overall financial status, the Company recorded 344,850,887 Baht net profit in 2010 and there were unappropriated retained earnings totaling 2,932,677,243 Baht. Based upon the projected funding requirements and the current year profit, the Company will pay 25 Baht per share as a dividend, totaling 185,000,000 Baht, from its net profit and the unappropriated retained earnings to its shareholders. The Company already paid an interim dividend from the unappropriated retained earnings amounting to 5 Baht per share, totaling 37,000,000 Baht, on December 3, 2010. The remaining dividend of 20 Baht per share, amounting 148,000,000 Baht, will be paid to shareholders whose names are listed on the shareholders' registration book on April 4, 2011. The Shareholders' registration book will be closed on April 5, 2011 for the rights to dividend payment according to Section 225 of the Securities and Exchange Act B.E. 2535. The dividend will be paid on May 27, 2011. The following is a comparison to dividend payments in the past:

<b>Details of Dividend Payment</b>	<b>2010</b>	<b>2009</b>	<b>2008</b>
1. Net Profit (Million Baht)	335	233	30
2. Number of shares (Million Shares)	7.4	7.4	7.4
3. Dividend Per Share (Baht:Share)	25	30	10
4. Total Dividend Payment (Million Baht)	185	222	74
5. Dividend Payment Ratio (Percent)	79.0	95.3	246.7

**Opinion of the Board:** The Meeting of Shareholders shall approve the 2010 dividend payment at 25 Baht per share, totaling to 185,000,000 Baht, from the net profit and the unappropriated retained earnings to its shareholders. The Company already paid an interim dividend from the unappropriated retained earnings amounting to 5 Baht per share, totaling 37,000,000 Baht on December 3, 2010. The remaining dividend of 20 Baht per share, amounting 148,000,000 Baht, will be paid to shareholders whose names are on the shareholders' registration book on April 4, 2011. The Shareholders' registration book will be closed on April 5, 2011 for the rights to dividend payment according to Section 225 of the Securities and Exchange Act B.E. 2535. The dividend will be paid in May 27, 2011.

**Agenda 4: To consider and approve re-election of directors in replacement of those who retired by rotation, at one-third of the directors, total being three directors, who are:**

1. Mr. Yeap Swee Chuan
2. Mr. Ng Ching Yong
3. Mr. Quek Khai Whatt

One of the directors to be elected is the Independent Director (Mr. Yeap Swee Chuan) as detailed in Enclosure No. 5, and the other two are directors, not independent directors, as detailed in Enclosure No. 3.

**Opinion of the Board:** According to the Company's Articles of Association, in the Annual General Meeting of Shareholders, one-third of the Directors must retire by rotation. In this year three directors 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 his/her performance in the past. The Board of Directors deemed suitable to propose to the Shareholders' Meeting to re-elect the directors who retired in this year as the directors for another term.

**Agenda 5: To consider and approve the directors' fees**

The Shareholders Meeting is required to consider the 2011 remuneration for the directors of the Company. The Board of Directors reviewed the directors' remuneration by considering from business, size and linkage with the Company's operation result being in line with the market and industrial norm, as well as duties and responsibilities of the Board of Directors, and that only resident Directors who do not receive salaries from the Company be qualified to receive such Director's fee. It is proposed to fix the remuneration for the directors for 2011 as follows (by comparison with those of 2010):

<b>Position</b>	<b>2011</b>	<b>2010</b>
1. Chairman	450,000 Baht per year	450,000 Baht per year
2. Members of the Board	300,000 Baht per year	300,000 Baht per year

**Opinion of the Board:** Determination of remuneration for the directors of the Company was not made through consideration of the Remuneration Committee because at present the Remuneration Committee has not been established. However, the determination of remuneration for the directors have been carefully considered by the Board of Directors' meeting by comparing to the same industry and taking into account the business expansion and profit growth of the Company. It is recommended to fix the remuneration for the Company's directors as proposed.

**Agenda 6: To consider and approve the Audit Committee's fees**

The Shareholders Meeting is required to consider the 2011 remuneration for the Audit Committee of the Company. The Board of Directors determined the Audit Committee's remuneration by considering from business, size and linkage with the Company's operation result being in line with the market and industrial norm, as well as duties and responsibilities of the Audit Committee. It is proposed to fix the remuneration for the Audit Committee for 2011 as follows (by comparison with these of 2010):

Position	2011	2010
1. Chairman	300,000 Baht	300,000 Baht
2 Member of Audit Committee	250,000 Baht	250,000 Baht

**Opinion of the Board:** Determination of remuneration for the Audit Committees of the Company was not made through consideration of the Remuneration Committee because at present the Remuneration Committee has not been established. However, the remuneration for the Audit Committee has been carefully considered by the Board of Directors' meeting by comparing to the same industry and taking into account the business expansion and profit growth of the Company. It is recommended to fix the remuneration for the Company's Audit Committees as proposed.

**Agenda 7: To consider and approve the Nomination and Corporate Governance Committee's fees**

The Shareholders Meeting is required to consider the 2011 remuneration for the Nomination and Corporate Governance Committee of the Company. The Board of Directors determined the Nomination and Corporate Governance Committee's remuneration by considering from business, size and linkage with the Company's operation result being in line with the 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 Committee for 2011 as follows (by comparison with these of 2010):

Position	2011	2010
1. Chairman	50,000 Baht	50,000 Baht
2 Member of Audit Committee	50,000 Baht	50,000 Baht

**Opinion of the Board:** Determination of remuneration for the Nomination and Corporate Governance Committee of the Company was not made through consideration of the Remuneration Committee because at present the Remuneration Committee has not been established. However, the remuneration for the Nomination and Corporate Governance Committee has been carefully considered by the Board of Directors' meeting by comparing to the same industry and taking into account the business expansion and profit growth of the Company. It is recommended to fix the remuneration for the Company's Nomination and Corporate Governance Committees as proposed.

**Agenda 8: To consider and approve the appointment of the auditor for the fiscal year ended December 31, 2011, and determination of their remuneration**

The Audit Committee has considered appointing 3 auditor (s) by taking into account their performance, independence, and audit fee and proposed to the Company's Board of Directors for approval of appointment of PricewaterhouseCoopers ABS Limited as its independent auditor for 2011, provided that any one of the following auditors can act as the auditor and express his/her opinion to the Company's financial statements.

1. Ms. Varaporn Vorathitikul, Certified Public Auditor No. 4474 (not being a person previously affixing her signature on the Company's financial statements)
2. Mr. Prasit Yuengsrikul, Certified Public Auditor No. 4174 (being a person affixing his signature on the Company's financial statement for 1 year since 2009).

3. Mr. Kjornkiet Aroonpirodkul, Certified Public Auditor No. 3445 (not being a person previously affixing his signature on the Company's financial statements).

The proposed auditors have no relationship and conflict of interest with the Company/its subsidiaries/the management/the major shareholders or persons related to said parties. They are independent to audit and express opinion to the Company's financial statements. Moreover, they have always well performed as an auditor. It is proposed to approve the auditor's fee for 2011 in the total amount of 1,500,000 Baht, equal to that of last year.

<b>Auditor's fee</b>	<b>2011 (Baht/Year)</b>	<b>2010 (Baht/Year)</b>
Audit fee	1,500,000	1,500,000
Other service fees	None	None

**Opinion of the Board:** The Company's Board of Directors upon consideration and recommendation by the Audit Committee deems suitable to propose the same to the Annual General Meeting of Shareholders to consider appointment of the auditor and determination of the auditor's fee for the fiscal year ended December 31, 2011 as proposed by the Audit Committee.

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

The Company has invited the Shareholders to nominate qualified persons to be elected as the Company's Director and to propose the meeting agenda for the Annual General Meeting of Shareholders on the Company's website. However, there was neither proposal of directors nomination nor meeting agenda submitted to the Company.

**Opinion of the Board:** The Shareholders should acknowledge these matters.

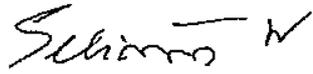
The Record Date on which the shareholders have the right to attend and vote in the Company's 2011 Annual General Meeting of Shareholders will be on April 4, 2011 and the share registration book closing date for gathering shareholders' name under the Section 225 of the Securities and Exchange Act B.E. 2535 will be on April 5, 2011.

All shareholders are invited to attend the Annual General Meeting of Shareholders on the specified date and at such time and place. For the shareholders wishing to appoint a proxy to attend and vote on his behalf, please complete and sign the attached Proxy Form and submit the same to the Company's Director or the person assigned by the Director before attending the meeting. A shareholder may appoint the Company's independent director, whose names and details stated in the Enclosures No. 5, as your proxy to attend and rate at the meeting on your behalf. It is required that all shareholders and proxy holders bring all documents and evidence, stated in Enclosures Nos. 6 and 7, for the meeting's registration.

To protect your rights and for your benefits, the Company allows you to clarify matters stated in the agenda by forwarding your questions in advance to facsimile No. 0-29098068.

The Notice is given on April 4, 2011 in Pathum Thani Province, Thailand

By order of the Board

A handwritten signature in black ink, appearing to read 'Suttipong' followed by a checkmark-like flourish.

Mr. Suttipong Wannawanit  
Managing Director

**Goodyear (Thailand) Public Company Limited**  
Minutes of the 42<sup>nd</sup> Annual General Meeting of Shareholders,  
Dated Thursday, 29 April 2010  
Imperial Queen's Park Hotel, Bangkok Panorama, Panorama 1 Meeting Room, 3<sup>rd</sup> Floor  
No. 199, Sukhumvit Road 22, Bangkok Metropolis 10110

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**DIRECTORS PRESENT:**

- |                                |  |
|--------------------------------|--|
| 1. Mr. Dhiraphorn Srifuengfung | Chairman   |
| 2. Mr. Kongkiat Teekamongkol   | Managing Director  |
| 3. Mr. Chaikiri Srifuengfung   | Director   |
| 4. Mr. Athaporn Khaimarn       | Independent Director & Chairman of Audit Committee   |
| 5. Mr. Kenneth Lee White       | Independent Director/member of the Audit Committee/Nomination and the Corporate Governance Committee |
| 6. Mr. Yeap Swee Chuan         | Independent Director/member of the Audit Committee/Nomination and the Corporate Governance Committee |
| 7. Mr. Thawat Wattanaphichet   | Executive Director   |
| 8. Mr. Phiphat Vorapipat       | Executive Director   |

**Auditor - PricewaterhouseCoopers ABAS Limited**

1. Ms. Varaporn Vorathitikul
2. Mr. Pattrapol Tantiyabutara

**Legal Consultant - Vickery and Worachai Limited**

- |                         |                       |
|-------------------------|-----------------------|
| 1. Mr. Satit Sensupa    | Lawyer                |
| 2. Ms. Paveena Maneedul | Vote Counting Witness |

**Meeting procedures**

The meeting started at 10:00 hours.

Mr. Dhiraphorn Srifuengfung was made the Chairman of the Meeting. He informed Meeting that there were 31 shareholders and proxies-holders in attendance, representing 6,256,886 shares or 84.55 % of the total issued shares of the Company of 7,400,000 (Seven million four hundred thousand) shares, had attended the meeting. The quorum was thus formed in accordance with the Company's Articles of Association.

Mr. Chairman requested that, prior to the Meeting, the Shareholders to read rules and regulations governing the Meeting of Shareholders that were distributed earlier to Shareholders with the notice to attend the meeting. Should the Shareholders and proxies - holders of the Company have any doubts or questions, they were able to raise any questions with regard to the meeting Agendas being discussed by raising their hands and stating their name-surnames and a number of shares they held. Directors or Executive Directors would answer the said questions. There were ten 10 meeting agendas for today's Meeting that will be mentioned as follow.

For the vote of the Shareholders or proxy-holders to vote, they may vote by use the voting card given to them provided during the registration. Each very shareholder shall have one vote.

**Agenda 1: To consider and approve the Minutes of the 1/2009 Extraordinary General Meeting of Shareholders dated 24 September 2009.**

Mr. Chairman presented the Minutes of the 1/2009 Extraordinary General Meeting of Shareholders dated September 24, 2009 to the meeting. He also informed the meeting that a copy of the minutes had been sent to the Stock Exchange of Thailand (SET) within 14 days as required by the law and that it was also posted at the Company's website, details of which are in Enclosed 1.

Mr. Weerasak Srisikiew, a shareholder holding 23,200 shares, requested to correct the number of shares he held from 23,200 shares to 38,200 shares for record in the minutes of the Meeting as he was also a proxy of 5,000 shares. The Company had no objection.

Mr. Wichai Jiracharoenkul, a shareholder holding 15,900 shares, requested his family name be corrected from Jiracharoenkul to "Jiracharoenkitkul;" and that Agenda 2's contents be corrected. To elaborate, in the agenda, the meeting had been asked to consider and approve a loan to be extended by the Company to Goodyear Orient Company (Private) Limited, Singapore, for an aggregate amount of USD 10 million. On page 22, he asked that a phrase "to give the information" be changed to "to inform the Meeting about a factory set up at the same time Goodyear is setting up its factory" in the Minutes of the Meeting. The Company had no objection.

The Chairman noted that the Board of Directors had expressed its opinion that the Meeting shall approve the Minutes of the 1/2009 Extraordinary General Meeting of Shareholders. The Chairman requested the meeting to approve the minutes.

**The Meeting's resolution:** The Meeting resolved to approve the Minutes of the 1/2009 Extraordinary General Meeting of Shareholders with the following votes:

Vote for	6,256,886	votes	or	100	percent
Vote against	-	votes	or	-	percent
Abstention	-	votes	or	-	percent

**Agenda 2. To receive and consider the Annual Report of the Board of Directors' Annual Report on activities of the Company and to approve the Audited Balance Sheet, the Profit and Loss Account Profit and Loss Statements for The fiscal Year that ended December 31, 2009, with the auditor's report thereon.**

Mr. Chairman requested the Meeting of Shareholders to consider the Company's operation results in 2009 and to approve the Balance Sheet and the Profit and Loss Statements for Fiscal Year that ended December 31, 2009 with the auditor's report as already audited by the Auditor. Details are in Enclosure 2 that can be summarized as follows:

<b>Item</b>	<b>Amount (Baht)</b>
Total Assets	3,627 Million Baht
Total Liabilities	745 Million Baht
Total Revenue	3,382 Million Baht
Net Income	233 Million Baht
Earning per share	31.52 Million Baht

Mr. Weerasak Srisikiew, a shareholder of the Company's 23,200 shares, asked the Meeting to review details of the Annual Report and added that sale of products aboard generated approximately 5 percent profit, which was low. Local sale of the Company's products generated approximately 10 percent. He asked why products sold aboard enjoyed such a low profit. He had commented earlier that a listed company usually set up an affiliated company and then sold its products to such affiliated company with a low price tag so that the affiliated company could make a lot of profits when selling the very same products aboard. The listed company selling the products to such affiliated company therefore earned less and less profit for sale transaction. This was a way to siphon profits out of this listed company. He asked if the values of the Company calculated in connected transactions were fair or not; and if the management, the auditor or the Audit Committee had reviewed such values.

Mr. Kongkiat Teekamongkol, Managing Director, explained that overall speaking, the tire industry sold products both overseas and in the domestic market. Sale of products within the Goodyear group of companies had pros and cons. The Company must keep its cost per tire low and make sure that its production ran at a full capacity to generate higher profits. At the last meeting, he had informed shareholders that our Original Equipment line (OE) recorded a low profit margin. Therefore, the Company must choose either exploiting a full capacity of plant or leaving the production line idle without any production productivity, which would drive its production cost per tire higher. Mr. Kongkiat said the Company had to find a balance between these two situations and the factory was able to do that.

Mr. Thawat Wattanaphichet, Executive Director, explained that MNE companies had a transfer pricing policy in place as recommended by OECD. The Thai Revenue Department also acknowledged this transfer pricing policy. The Company hired PWC as an external auditor to review and make confirmation. In addition, the Revenue Office also performed its inspection annually. He affirmed that there had been no remittance of profit whatsoever. He said the production process must run to its full capacity to lower the Company's overhead costs. He added that domestic sale was excellent. The Company's option was to increase domestic sales and it did everything in compliance with the laws and regulations.

Mr. Weerasak Srisikiew, a shareholder holding 23,200 shares, mentioned that the Company's export enjoyed 5 percent profit margin, which was considered a loss or a very low profit margin, not considering the costs of staff's salaries and office lease. But, he said, an explanation that we got from the company was to run the production process to its full capacity. That was too much reliance upon the parent company and there were so many fees involved.

Mr. Kongkiat Teekamongkol, Managing Director, stated that the parent company had indirectly assisted the Company and helped improving our factory. He said as the business cycle was highly uncertain, as competitors exported 80-90 percent of their productions of 20,000-30,000 tires per day and as Goodyear exported approximately 50 percent of its products, we must rely upon our parent company to sell our products in the international markets. The management opted to sell more products in the replacement market to maximize its profits.

Mr. Weerasak Srisikiew, a shareholder holding 23200 shares, mentioned that the Company had heavily relied on its parent company which had pros and cons. He asked if the Company had added five percent on top of its purchase of raw materials.

Mr. Kongkiat Teekamongkol, Managing Director, stated that Goodyear Orient Co Ltd had conducted business worldwide and it only recommended sources of raw materials with the best price to the Company. The Company purchased raw materials from these recommended direct producers.

Mr. Weerasak Srisikiew, a shareholder holding 23,200 shares, stated that in the Company's Information Disclosure Form, 5 percent was stated. He asked if the 5-percent figure was a margin generated from sale of its products or from raw materials the Company bought to resell to manufacturing factories. He said that a margin in general should have been higher than five percent. We purchased raw materials and they earned a 5-percent profit margin; but when we manufactured a product, we only earned a 5-percent margin, he said. This was not quite possible.

Mr. Kongkiat Teekamongkol, Managing Director, stated that Goodyear Orient Co Ltd had its laboratory to conduct tests of raw materials such as synthetic rubber, natural rubber and other chemical substances.

Mr. Thawat Wattanaphichet, Executive Director, stated that the Company had implemented the principles of transfer pricing as recommended by OECD. Goodyear also had this policy in place.

Mr. Weerasak Srisikiew, a shareholder holding 23200 shares, asked what a rate of service charge for handling was. He asked if five percent was too high or not. He said Japanese companies had already reduced their service charge from five percent to 2.5 per cent computed from sales volumes. If the Company could reduce its costs of production, the Company would have enjoyed more profits and this would induce more investments.

Mr. Yeap Swee Chuan, Independent Director, informed that a normal cost of raw materials cost was around 50 percent while other value-added charges were around 50 percent (including margin).

Mr. Weerasak Srisikiew, a shareholder holding 23,200 shares, asked the Independent Director what would be an appropriate rate of the current 5-percent royalty fee.

Mr. Yeap Swee Chuan, Independent Director, said the royalty fee had to be carefully considered whether it was an engineering fee or an expert fee.

Mr. Chairman stated that since we did not have any Research and Development (R&D) activity. That's why we had to pay the charges. He said this had to be taken into consideration.

Mr. Kongkiat Teekamongkol, Managing Director, stated that the R&D was not done by us. Our parent company had invested in the R&D activity. For passenger tire, a research and development center was in Luxemburg.

Mr. Wichai Jirachoenkitkul, a shareholder holding 15,900 shares, asked the Company to explain how incomes derived from its sales, royalty fees, service charges for production techniques and management fees were calculated.

Mr. Kongkiat Teekamongkol, Managing Director, stated that the Company was part of Goodyear's Asia Pacific region where there were provisions of various services such as marketing, supply chain and others.

Mr. Wichai Jirachoenkitkul, a shareholder holding 15,900 shares, stated that in 2009, royalty fees and management fees were approximately 300 million Baht. As for the Company's incomes, which could be divided into domestic sale and oversea sale, this was approximately seven percent. And if we deducted this from a gross profit, it means we would be immediately lost. He asked how the company could resolve the issue if this situation continued. He said the Company recorded 3 billion Baht sales a year during the past three years as compared to a sale record of approximately 4 billion Baht a year in the past.

Mr. Kongkiat Teekamongkol, Managing Director, said that the Company's operating results were getting better every year but this could not be compared with those of seven, eight or nine years ago since we had suffered a fire incident three years ago and there were also other factors. But things were improving since then.

Mr. Wichai Jirachoenkitkul, a shareholder holding 15,900 shares, said he posed his previous question as he wanted the problem to be solved since the Company had suffered loss for three years already. Previously, he had never asked such a question but he now asked this question regularly during the last three years.

Mr. Chairman stated that the Company's loss was due to a fire incident and it worsened the Company's business operation. But he believed that it would get better in the future. He would look more into this issue. He asked the Meeting if it could move to the next agenda.

Mr. Wichai Jirachoenkitkul, a shareholder holding 15,900 Shares, asked about Baht 326 million insurance claims the Company had received last year.

Mr. Kongkiat Teekamongkol, Managing Director, stated that the Company took out the insurance coverage both in Thailand and aboard. Goodyear America was responsible for the first USD 10 Million and it directly paid the Company. As for the rest of claims, our parent company helped claiming compensation for us. The Company received the claims in 2007, 2008 and 2009.

Mr. Wichai Jirachoenkitkul, a shareholder holding 15,900 Shares, asked about the total amount of insurance claims the Company had received.

Ms. Sujitra Pattamasattayasonthi, Accounting Controller, informed that the Company had received Baht 1.7 billion as insurance compensation.

Mr. Kongkiat Teekamongkol, Managing Director, asked shareholders who may wish to learn more details to ask for more information from Ms. Sujitra Pattamasattayasonthi.

Mr. Wichai Jirachoenkitkul, a shareholder holding 15,900 shares, asked if the Company would suffer a loss next year.

Mr. Kongkiat Teekamongkol, Managing Director, informed that the world's business had changed a lot. The Company increased its production to 24 hour a day and 7 days a week. The world economy was getting strong. Global demands for tires were high. Both replacement and OE markets also improved a lot. Purchasing orders were higher than what the Company can handle.

Mr. Wichai Jirachoenkitkul, a shareholder holding 15,900 Shares, asked why employees had been laid off.

Mr. Kongkiat Teekamongkol, Managing Director, stated that the Company was confronted with the economic crisis during the third and fourth quarter of 2008.

Mr. Wichai Jirachoenkitkul, a shareholder holding 15,900 Shares, asked about compensation the Company needed to pay when retrenching its employees.

Mr. Kongkiat Teekamongkol, Managing Director, stated that the Company had been involved in a Baht 60-million lawsuit but its lawyer believed the firm would win the case.

Mr. Wichai Jirachoenkitkul, a shareholder of 15,900 shares, asked about the status of the case.

Mr. Kongkiat Teekamongkol, Managing Director, informed that the case was being trialed.

Mr. Wichai Jirachoenkitkul, a shareholder of 15,900 shares, asked on what basis a 12-percent increase of remunerations of executive director and the management in 2009 was made.

Mr. Thawat Wattanaphichet, Executive Director, informed that the Company had hired Finance Director, Marketing Director, Sale Director and Managing Director to manage the Company and that's why the expenses were increasing.

Mr. Kongkiat Teekamongkol, Managing Director, stated that he previously held both marketing director and sale director positions and his salaries had not been increased. As for 2009, it was as Mr. Thawat Wattanaphichet had earlier explained.

Mr. Chairman stated that the Board of Directors deemed that the Meeting of Shareholders shall approve the Balance Sheet and the Profit and Loss Statement.

**The Meeting's resolution:** The Meeting resolved to approve the Balance Sheet and the Profit and Loss Statements with the following results:

-Vote for	6,241,786	or	99.74	percent
-Vote against	15,900	or	0.26	percent
-Abstention	305	or	-	percent

### **Agenda 3. To consider and approve declaration of dividend payment for the year 2009**

Mr. Chairman informed the Meeting that based on operation results and overall financial status, the Company recorded Baht 233,211,594 net profits in 2009 and there were unappropriated retained earnings for an aggregate amount of 2,708,826,356 Baht. Based upon the projected funding requirements and the current year profit, the Company should pay Baht 30 (Thirty) Baht per share as dividend, totaling to 222,000,000 (Two Hundred Twenty Two Million) Baht, from the net profit and its unappropriated retained earnings to shareholders. The Company had already paid an interim dividend of 20 Baht per share, totaling 148,000,000 Baht, from its retained earnings on December 4, 2009. The remaining dividend

payment of 10 Baht per share, amounting 74,000,000 Baht from the net profit, will be paid to shareholders whose names are on the registration book on April 7, 2010 and the Shareholders' registration book will be closed on April 8, 2010 for the rights to dividend under Section 225 of the Securities and Exchange Act B.E. 2535. The dividend will be paid within May 29, 2010. Payments of dividend as compared to the past record are as follows:

<b>Details of Dividend Payment</b>	<b>2009</b>	<b>2008</b>	<b>2007</b>
1. Net Profit (Million Baht)	233	30	133
2. Number of shares (Million Shares)	7.4	7.4	7.4
3. Dividend Per Share (Baht/Share)	30	10	5
4. Total Dividend Payment (Million Baht)	222	74	37
5. Dividend Payment Ratio (Percent)	95.19	246.3	27.9

Mr. Wichai Jirachoenkitkul, a shareholder of 15,900 Shares, wondered if the dividend payment of 30 Baht per share was appropriate. He said the Company had retained earnings of approximately Baht 2.7 billion and more than Baht 7 million reserves as required by the law, the Company therefore would enjoy only small interest from such amounts. He proposed that higher dividend be paid to shareholders.

Mr. Kongkiat Teekamongkol, Managing Director, informed that retained earnings of approximately Baht 2.7 billion were not in cash. Some was in a form of investment. The Company's dividend payment of 30 Baht per shares therefore was appropriate. In the future, the Company planned to purchase machines to produce more tires and this was being negotiated.

Mr. Wichai Jirachoenkitkul, a shareholder of 15,900 Shares, said the interest was at a low level. Therefore, paying more dividends to the Shareholders would be more beneficial rather than keeping money in the bank.

Mr. Chairman informed that the retained earnings and reserves currently helped the Company. Although the Company had been listed in the stock exchange since 1978, it had never increased its capital. As such, it was wise to use the money for investment rather than raising capital from our shareholders.

Mr. Wichai Jirachoenkitkul, a shareholder holding 15,900 shares, stated that the interest generated from our cash was around 0.05 percent only. Therefore, it should have been better to pay it as a dividend to shareholders.

Mr. Kongkiat Teekamongkol, Managing Director, informed that the Company's USD 10 million loan had required the Company to pay 2.5 per cent interest rate or 1 percent over LIBOR, whichever was higher. The loan had been approved and the Company had also employed an independent financial advisor to express an opinion of this transaction where it was found appropriate.

Mr. Wichai Jirachoenkitkul, a shareholder holding 15,900 shares, said nothing was mentioned in the Annual Report regarding its future investment project. Without such investment, shareholders therefore should have been paid more.

Mr. Kongkiat Teekamongkol, Managing Director, informed that the Company planned to invest more.

Mr. Chairman informed that the Board of Directors deemed appropriate to propose to the AGM to approve the 2009 dividend payment of 30 (Thirty) Baht per share, totaling to 222,000,000 (Two Hundred Twenty Two Million) Baht, where an interim dividend of 20 Baht per share, amounting 148,000,000 Baht, had already been paid from the unappropriated retained earnings on December 4, 2009. As a result, the Company would pay the remaining dividend of 10 Baht per share, amounting 74,000,000 Baht, from its net profit to shareholders whose names are on the registration book on April 7, 2010 and the shareholders' registration book will be closed on April 8, 2010 for the shareholders' rights to dividend payment under Section 225 of the Securities and Exchange Act B.E. 2535. The dividend will be paid on May 29, 2010.

**The Meeting's resolution:** The Meeting resolved to approve the dividend payment to the Shareholders as proposed by the Board of Directors.

-Vote for	6,257,686	or	100	percent
-Vote against	-	or	-	percent
-Abstention	305	or	-	percent

**Agenda 4: To consider and approve the re-election of one-third directors to replace those retiring by rotation totaling three directors:**

- |    |                             |  |
|----|-----------------------------|--|
| 1. | Mr. Dhiraphorn Srifuengfung | Chairman of the Board  |
| 2. | Mr. Chaikiri Srifuengfung   | Director   |
| 3. | Mr. Kenneth Lee White       | Independent Director/Audit<br>Committee/Nomination and Corporate<br>Governance Committee |

One of the directors to be elected is Mr. Kenneth Lee White, an independent director.

Mr. Chairman explained that three directors who would retire by rotation this year were the following:

- |    |                             |  |
|----|-----------------------------|--|
| 1. | Mr. Dhiraphorn Srifuengfung | Chairman of the Board  |
| 2. | Mr. Chaikiri Srifuengfung   | Director   |
| 3. | Mr. Kenneth Lee White       | Independent Director/member of the Audit<br>Committee/Nomination and the Corporate<br>Governance Committee |

One of the directors to be elected was an independent director, Mr. Kenneth Lee White.

Mr. Chaikiri Srifuengfung informed the Meeting that he did not wish to hold any director position since he had many duties to perform. He was therefore not available to fully perform his duty as a director. However, since Mr. Chaikiri was experienced, knowledgeable and understanding a lot of the business which was useful to the Company, the Company considered appointing him as an honorary advisor. As a result, the two remaining directors to be nominated for consideration and re-election at the AGM would be Mr. Dhiraphorn Srifuengfung and Mr. Kenneth Lee White Above. The Meeting was informed.

Mr. Chairman informed the Meeting that the Board of Directors had the following opinion: According to the Company's Articles of Association, at the Annual General Meeting of Shareholders, one-third of the directors shall retire by rotation. This year, three out of nine directors were to retire. They could be re-elected. This year, the directors were selected by the Nomination and Corporate Governance Committee on the basis of their qualifications, experiences, expertise and performances in the past. The Board of Directors deemed appropriate to propose to the Shareholders' Meeting to re-elect directors retiring this year as directors for another term. However, the number of directors required to be re-elected at this Meeting would be two; namely, Mr. Dhiraphorn Srifuengfung and Mr. Kenneth Lee White.

**The Meeting's resolution:** The Meeting resolved to approve the re-election of two individual directors to replace those retiring by rotation with the following votes:

Mr. Dhiraphorn Srifuengfung, Chairman of the Board.

-Vote for	6,064,667	or	96.91	percent
-Vote against	-	or	-	percent
-Abstention	193,324	or	3.09	percent

Mr. Kenneth Lee White, Independent Director and member of the Audit Committee and the Nomination and Corporate Governance Committee.

-Vote for	6,257,686	or	100	percent
-Vote against	-	or	-	percent
-Abstention	305	or	-	percent

**Agenda 5: To consider and approve the directors' fees**

Mr. Chairman requested the Shareholders' Meeting to consider the 2010 remunerations for the Company's directors. The Board of Directors reviewed the directors' remunerations on the basis of its business, size, its operation results vis-à-vis market and industrial conditions as well as duties and responsibilities of the Board of Directors. Only resident directors who have not received salary from the Company will be qualified for such directors' fee. The following director's remunerations for 2010 were proposed (as compared to that in 2009):

Positions	2010	2009
1. Chairman	450,000 Baht per year	400,000 Baht per year
2. Members of the Board	300,000 Baht per year (per person)	250,000 Baht per year (per person)

The Chairman informed the Meeting that the Board of Directors had an opinion that although the remunerations of the Company's directors were not set by the Remuneration Committee because it has not yet been established, yet, the Board of Directors' meeting carefully considered such remunerations by comparing them with the same industry and by taking into account the Company's business expansion and profit growth. The following remunerations for the Company's directors were proposed.

**The meeting's resolution:** The Meeting resolved to approve the directors' fees as proposed by the Board of Directors with the following results.

-Vote for	6,257,686	or	100	percent
-Vote against	-	or	-	percent
-Abstention	305	or	-	percent

**Agenda 6: To consider and approve the Audit Committee's fees**

Mr. Chairman requested the Shareholders' Meeting to consider the 2010 remunerations of the Audit Committee. The Board of Directors determined the Audit Committee's remunerations on the basis of its business, size, its operation results vis-à-vis market and industrial conditions as well as duties and responsibilities of the Audit Committee. The following was proposed as the Audit Committee's 2010 remunerations: (as compared to that in 2009):

Positions	2010	2009
1. Chairman	300,000 Baht	120,000 Baht
2 Member of Audit Committee	250,000 Baht per year (per person)	120,000 Baht per year (per person)

The Chairman informed the Meeting that the Board of Directors had an opinion that the Remuneration Committee did not determine the Audit Committees' remunerations because the committee has not yet been established. However, the Board of Directors' meeting had carefully considered the remunerations by comparing them with the same industry and by taking into account the Company's business expansion and profit growth. The following therefore was proposed as remunerations of the Company's Audit Committees:

**The Meeting's resolution:** The Meeting resolved to approve the Audit Committee's fees as proposed with the following results:

-Vote for	6,257,686	or	100	percent
-Vote against	-	or	-	percent
-Abstention	305	or	-	percent

**Agenda 7: To consider and approve the Nomination and Corporate Governance Committee's remunerations fee.**

Mr. Chairman requested the Shareholders' Meeting to consider the 2010 remunerations of 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 remunerations by considering its business, size, the Company's operation results vis-à-vis market and industrial conditions as well as duties and responsibilities of the Audit Committee. The following remunerations were proposed for the Nomination and Corporate Governance of the Committee in 2010: (as compared to that in 2009):

Positions	2010	2009
1. Chairman	50,000 Baht/year	-
2 Member of Nomination and Corporate Governance Committee	50,000 Baht/year (per person)	-

Mr. Chairman informed that the Board of Directors had an opinion that remunerations of the Nomination and Corporate Governance Committee was not made by the Remuneration Committee. However, the Board of Directors' meeting had carefully considered them by comparing them with the same industry and by taking into account its business expansion and

profit growth. The following remunerations were proposed for the Nomination and Corporate Governance Committee:

**The Meeting's resolution:** The Meeting resolved to approve the Nomination and Corporate Governance Committee's remunerations as proposed with the following results:

-Vote for	6,257,686	or	100	percent
-Vote against	-	or	-	percent
-Abstention	305	or	-	percent

**Agenda 8. To consider and approve the an auditor's appointment of the auditor for the fiscal year that ended December 31, 2010, and to determination of their remunerations**

Mr. Chairman informed the Meeting that the Audit Committee had considered appointing three auditors by taking into account their performances and independence. Their audit fee was also proposed to the Company's Board of Directors for approval. It was proposed that PricewaterhouseCoopers ABS Limited be appointed as its independent auditor for 2010, provided that any one of the following auditors can act as an auditor and express his/her opinion to the Company's financial statements.

1. Mr. Prasit Yuengsrikul, Certified Public Auditor No. 4174 (who being a person affixing his signature signed on the Company's financial statement one1 year in since 2009).
2. Mr. Kjornkiet Aroonpirodkul, Certified Public Auditor No. 3445 (who had never being a person signed previously affixing his signature on the Company's financial statements)
3. Mr. Boonmee Ngotngamwong, Certified Public Auditor No. 3673 (who had never being a person previously signed affixing his signature on the Company's financial statements).

The proposed auditors have neither relationship nor any conflict of interest with the Company, its subsidiaries, the management, major shareholders or persons related thereto. They are independent to audit and express opinions to the Company's financial statements. Moreover, they have performed well as an auditor. It is proposed to approve the 2010 auditor's fee totaling 1,500,000 Baht.

<b>Auditor's fee</b>	<b>2010</b>	<b>2009</b>
Audit fee	1,500,000 Baht/year	1,390,000 Baht/year
Other service fees	None	None

Mr. Wichai Jirachoenkitkul, a shareholder holding 15,900 shares, asked if the audit fee also included other service fees. He believed that the audit fee was high when compared with the size of the Company's business and with what other companies paid.

Mr. Kongkiat Teekamongkol, Managing Director, stated that based on a review of audit fee of companies with the same size, other companies also paid their audit fee around 1,510,000 Baht excluding service fees. He therefore thought the fee was proper. Besides, the audit fee had not been increased for more than four years.

Mr. Chairman asked the Meeting of Shareholders to approve the auditor's appointment for Fiscal Year that ended December 31, 2010 and to determine their remunerations as proposed by the Audit Committee.

**The Meeting's resolution:** The Meeting resolved to approve an appointment of the Auditor and to set his fees as proposed with the following results:

-Vote for	6,241,786	or	99.74	percent
-Vote against	15,900	or	0.25	percent
-Abstention	305	or		percent

**Agenda 9: To consider and approve a relocation of the Company's principal address and an amendment of Clause 5 of the Company's Memorandum of Association Re: Principal address of the Company**

Mr. Chairman informed the Meeting that with compelling business needs, the AGM was required to consider relocating the Company's principal address from No. 66 Soi Asoke, Sukhumvit 21 Road, Klongtoey Nue Sub-District, Wattana District, Bangkok 10210, to No. 50/9 Moo 3, Km. 36 Phaholyothin Road, Khlong Nueng Sub-District, Khlong Luang District, Pathum Thani Province 12120. In addition, it was necessary to amend Clause 5 of the Memorandum of Association where the Company's principal address was to be changed from "Bangkok" to "Pathum Thani Province" and this shall be approved by the Shareholders' Meeting. The Shareholders' Meeting shall resolve by no less than three-fourths of the total number of shareholders attending the meeting with voting rights. To relocate the principal office and to amend the Memorandum of Association, the Company shall register this amendment with Department of Business Development, Ministry of Commerce, within 14 days from the date after which the resolution was adopted. Details of the amendment of its principal office and Clause 5 of the Memorandum of Association are as follows:

The principal address is located at No. 50/9 Moo 1, Km. 36 Phahoyothin Road, Khlong Nueng Sub-District, Khlong Luang District, Pathum Thani Province.

Clause 5 of the Memorandum of Association: The Company's principal address is at Pathum Thani Province.

Mr. Chairman informed the Meeting that the Board of Directors deemed appropriate for the Meeting of Shareholders to consider and approve a relocation of the Company's principal address and an amendment of Clause 5 of its Memorandum of Association Re: Principal address of the Company as proposed.

Mr. Wichai Jirachoenkitkul, a shareholder holding 15,900 shares, asked why the Company had to change its principal address.

Mr. Kongkiat Teekamongkol, Managing Director, explained that it concerned coordination between sales and marketing departments. In the past, it was difficult to commute to Rangsit but it was much better now. In early April, all will be relocated.

Mr. Wichai Jirachoenkitkul, a shareholder holding 15,900 shares, asked if there was any problem with employees and if they were compensated for such relocation.

Mr. Kongkiat Teekamongkol, Managing Director, answered that there was no problem. There would not be any impact, either, as commuting to Rangsit was not as difficult as in the past.

Mr. Wichai Jiracharoenkitkul, a shareholder holding 15,900 shares, asked if this could lead to any legal issue relating to labor.

Mr. Kongkiat Teekamongkol said that there was no such issue.

**The meeting's resolution:** The Meeting resolved to approve the relocation of the Company's principal address and the amendment of Clause 5 of the Memorandum of Association, Re: The Company's principal address, as proposed with the following votes.

-Vote for	6,257,686	or	100	percent
-Vote against	-	or	-	percent
-Abstention	305	or	-	percent

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

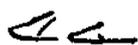
The Company invited the Shareholders to nominate qualified persons as the Company's director and to propose meeting agendas for consideration at the Annual General Meeting of Shareholders on the Company's website. However, there was neither director nomination nor meeting agendas submitted thereto.

Since there were no other businesses to transact at this Meeting, the Chairman expressed appreciation to shareholders for attending the Meeting and declared the 42nd AGM closed.

Mr. Weerasak Srisikiew, a shareholder holding 23,200 Shares, mentioned that major shareholder had controlling power of the Company and this could affect the Company's operation. In addition, there were a lot of expenses and charges. He therefore would like Thai major shareholders to explain to major shareholder to take into consideration the interest of minor shareholders. Only that would attract new investors to the Company. He said shareholders were also the Company's customers. When they bought tires, they always thought of buying the Company's tires. He would like to ask the Company to keep this in mind.

Mr. Wichai Jiracharoenkitkul, a shareholder holding 15,900 shares, would like the Company to expand its operation locally. He expressed his concern over the Company's management risk.

The meeting was adjourned at 12:00 hours.



Mr. Dhiraphorn Srifuengfung  
Chairman of the Meeting

**ENCLOSURE 3**  
**Profile of Proposed Candidates for Election as Director**

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**Mr. Yeap Swee Chuan**

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

**Age** 62

**Professional Experience**

2001 - Present Independent Director, Goodyear (Thailand) Public Company Limited

1996 - Present President & CEO, AAPICO Hitech Public Company

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

**Director Training:** IOD-DCP

**Company Shareholding** -

**1) Directorship / Management in other businesses**

- a) List of Listed or nonlisted companies therein you are directors/management  
Managing Director: President and CEO, Aapico Hitech Public Company Limited.  
Director of New Era Sales Co., Ltd., AAPICO Amata Co., Ltd., Able Motors Co., Ltd., AAPICO Engineering Co., Ltd., AAPICO Hitech Parts Co., Ltd., APPICO Hitech Tooling Co., Ltd., Able ITS Co., Ltd., AAPICO Jackspeed Co., Ltd., AAPICO Mitsuike CO., Ltd., Katsuya (Thailand) Co., Ltd., AAPICO Forging PCL, AAPICO Plastics PCL, Able Sanoh Industries (1996) Co., Ltd., Sanoh Industries (Thailand) Co., Ltd.
- b) Name and types of business therein you are directors / management with potential conflicts of interest to the Company.  
-None-

**2) Independent Director Information**

- a) Specify the nature of relationship between Independent Director and Management or majority shareholders of Company or its affiliates  
-None-
- b) Specify the nature of relationship with Company/parent company/affiliates and associated companies or juristic persons with potential conflict of interest at present and during the past two years.  
-None-

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**Mr. Ng Ching Yong**

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**Position in GYT** Director

**Age** 41 years

**Address** 9 Changi South Street 3, #05-01, Freight Links Express Districentre,  
Singapore 486361

**Professional Experience**

2008 - Present General Manager, Aviation Tires, Asia Pacific  
Goodyear Singapore Tire, Singapore

2005 – 2008 Digital Product Business Manager, ASEAN and Distributor Countries)  
Kodak Singapore (Private) Limited

**Education** Bachelor Degree (Management), The University of Science, Malaysia

**Director Training** -

**Company Shareholding** -

**1) Directorship / Management in other businesses**

- a) List of Listed or nonlisted companies therein you are directors/management  
-None-
- b) Name and types of business therein you are directors / management with  
potential conflicts of interest to the Company.  
-None-

**2) Independent Director Information**

- a) Specify the nature of relationship between Independent Director and  
Management or majority shareholders of Company or its affiliates  
-None-
- b) Specify the nature of relationship with Company/parent company/affiliates and  
associated companies or juristic persons with potential conflict of interest at  
present and during the past two years.  
-None-

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**Mr. Quek Khai Whatt**

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**Position in GYT** Director

**Age** 44 years

**Address** 39, Changi South Avenue 2, APICO Industrial Building, Singapore  
486352

**Professional Experience**

2007 - Present Finance Director and Regional Treasurer  
Goodyear Orient Company (Private) Limited, Singapore.

**Education** Bachelor Degree (Finance)  
University of Texas (Austin), USA

**Director Training** -

**Company Shareholding** -

**1) Directorship / Management in other businesses**

- a) List of Listed or nonlisted companies therein you are directors/management  
Managing Director:  
-None-
- b) Name and types of business therein you are directors / management with  
potential conflicts of interest to the Company.  
-None-

**2) Independent Director Information**

- a) Specify the nature of relationship between Independent Director and  
Management or majority shareholders of Company or its affiliates  
-None-
- b) Specify the nature of relationship with Company/parent company/affiliates and  
associated companies or juristic persons with potential conflict of interest at  
present and during the past two years.  
-None-

During the year 2010, the Company has convened 6 Board of Directors meetings, 1 Annual General Meeting of Shareholders.

<b>Name</b>	<b>Number of times to attend / Number of meeting</b>
Mr. Yeap Swee Chuan	6/7
Mr. Ng Ching Yong	0/1
Mr. Quek Khai Whatt	0/1

## ENCLOSURE 4

### Definition of Independent Directors

#### Independent Director's Definition

According to the good corporate governance standard, a Public Company Limited should have not less than one-third and not less than three Directors, who are able to give their straight opinions in crucial matter directly without induction of any bias to any beneficial group. This is called Independent Director. In the case of Goodyear (Thailand) Public Company Limited, there are three Independent Directors out of from nine Directors, which are a minimum standard. The Company's independent directors are, namely:

<b>Independent Director Name</b>	<b>Titles</b>	<b>Address</b>
<b>Mr. Athaporn Khaimarn</b>	Independent Director / Chairman of Audit Committee	49/93 Parnthip Village, Soi Onnuch 53, Onnuch Road, Kwang Pravate, Prawate District , Bangkok 10250
<b>Mr. Kenneth Lee White</b>	Independent Director / Audit Committee / Nomination and Corporate Governance Committee	The Park Chidlom, 1/176 Soi Chidlom, Lumpini Sub-District, Pathumwan District, Bangkok 10330
<b>Mr. Yeap Swee Chuan</b>	Independent Director / Audit Committee / Nomination and Corporate Governance Committee	53/259 Laddawan Rangsit Village Moo 1, Rangsit – Prathum Road, Ban Klang, Ban Klang District, Pathumthani 12000

The Company has defined the qualifications of Independent Directors even stricter than those defined 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 commercial bank, 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 or associated companies as well as not being an employee or staff member receiving regular salary from the Company, subsidiaries, affiliated companies or 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 person who has already passed the process of nomination by the Board of Directors.

## ENCLOSURE 5

### Name List of Independent Directors being Proxies attending the Meeting.

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**Mr. Athaporn Khaimarn**

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

**Age** 67

**Professional Experience:**

2001-Present Independent Director and Chairman of Audit Committee:  
Goodyear (Thailand) Public Company Limited  
Independent Director and Chairman of Audit Committee:  
Siam Makro PLC.

1992-1996 Managing Director - Price Waterhouse, Bangkok

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

**Director Training:** IOD-DCP and DAP Certificate

**Company shareholding:** None

**Forbidden Qualification:** Never entered into any transaction which may cause to  
against the law in past 10 years.  
Never entered into any transaction which may cause conflict  
of interest against the GYT during the past 2 years.

**Relationship between Directors:** No relationship

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**Mr. Kenneth Lee White**

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

**Age** 64

**Professional Experience:**

2005– Present Independent Director and Member of Audit Committee :  
Goodyear (Thailand) Public Company Limited

1992 – Present Managing Director, Pacific Siam Strategic Consulting Co., Ltd.

2001– 2009 Executive Director, Finansa Public Company Ltd.

1986– 1992 General Manager, Chase Manhattan Bank N.A.

Present Director: Minor International Public Company Limited  
: Finansa PLC  
: Finansa Asset Management Ltd.

**Education:** BA, University of Puget Sound, Washington, U.S.A.  
BA, Netherlands School of Business, Netherlands  
MBA, University of Puget Sound, Washington, U.S.A.

**Director Training:** IOD - DCP Certificate  
IOD - Fellows Certificate  
Chairman Course - IOD

**Company shareholding:** None

**Forbidden Qualification:** Never entered into any transaction which may cause to  
against the law in past 10 years.  
Never entered into any transaction which may cause conflict  
of interest against the GYT during the past 2 years.

**Relationship between Directors:** No relation

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**Mr. Yeap Swee Chuan**

---

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

**Age** 62

**Professional Experience**

2001 - Present Independent Director, Goodyear (Thailand) Public Company Limited

1996 – Present President & CEO, AAPICO Hitech Public Company

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

**Director Training:** IOD-DCP

**Company shareholding:** None

**Forbidden Qualification:** Never entered into any transaction which may cause to against the law in past 10 years.

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

**Relationship between Directors:** No relationship



## ENCLOSURE 6

### 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) โดยถือหุ้นทั้งสิ้นรวม ..... 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 (สามารถมอบฉันทะให้กรรมการบริษัท ตามรายละเอียดในหนังสือเชิญประชุม)  
Hereby appoint (May grant proxy to the Company's Directors of which detailed in AGM invitation letter)

1. ชื่อ ..... อายุ ..... ปี อยู่บ้านเลขที่ ..... ถนน .....  
Mr./Mrs./Miss Age years, residing at Road  
ตำบล/แขวง ..... อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....  
Subdistrict District Province Postal Code
2. ชื่อ ..... อายุ ..... ปี อยู่บ้านเลขที่ ..... ถนน .....  
Mr./Mrs./Miss Age years, residing at Road  
ตำบล/แขวง ..... อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....  
Subdistrict District Province Postal Code
3. ชื่อ ..... อายุ ..... ปี อยู่บ้านเลขที่ ..... ถนน .....  
Mr./Mrs./Miss Age years, residing at Road  
ตำบล/แขวง ..... อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....  
Subdistrict District Province Postal Code

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมใหญ่สามัญประจำปีผู้ถือหุ้นครั้งที่ 43 ในวันพฤหัสบดีที่ 28 เมษายน พ.ศ. 2554 เวลา 10.00 น. ณ ห้องบางกอกพาโนรามา 1 ชั้น 3 โรงแรมอิมพีเรียล ควีนส์ ปาร์ค เลขที่ 199 สุขุมวิท 22 ถนนสุขุมวิท กรุงเทพมหานคร 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

Anyone of the above as my/our proxy to attend and vote for me/us on my/our behalf at the Forty-Third (43<sup>rd</sup>) Annual General Meeting of the Shareholders on Thursday, 28 April 2011 at 10.00 a.m., at Imperial Queen's Park Hotel, Bangkok Panorama 1, 3<sup>rd</sup> Floor, 199 Bangkok 10110, 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 พิจารณาพิจารณารับรองรายงานการประชุมใหญ่สามัญประจำปีผู้ถือหุ้น ครั้งที่ 42 ที่ได้ประชุมเมื่อวันที่ 29 เมษายน 2553

**Agenda 1 To consider and approve the Minutes of the Fortieth-Second (42<sup>nd</sup>) Annual General Meeting of Shareholders, held on 29 April 2010.**

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

วาระที่ 2 เรื่องพิจารณารายงานผลการดำเนินงานของบริษัท รายงานของคณะกรรมการ และอนุมัติบัญชีงบดุล งบกำไรขาดทุนและกำไรสะสม สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2553 พร้อมทั้งรายงานของผู้สอบบัญชี

**Agenda 2 To receive and consider the Annual Report of the Board of Directors on activities of the Company, and to approve Audited Balance Sheet, Profit and Loss Account for the fiscal year ended December 31, 2010 with the auditor's report thereon.**

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

วาระที่ 3 พิจารณาอนุมัติการจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2553

**Agenda 3 To consider and approve declaration of dividend payment for the year 2010**

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

วาระที่ 4 เลือกตั้งกรรมการ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ ของข้าพเจ้าดังนี้  
Agenda 4 Election of Director(s), the proxy shall vote according to my intention as follows:-

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.  
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:

- เลือกตั้งกรรมการทั้งหมด  
Vote for all the nominated directors  
 เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                      Disapprove                      Abstain

- เห็นด้วยกับการแต่งตั้งกรรมการบางราย ดังนี้  
Approve the partial appointment of director(s) as follows:

การเลือกตั้งกรรมการกลับเข้ามา เป็นกรรมการใหม่อีกวาระหนึ่ง:  
Election of Directors as directors to serve for a full additional term:

1. ชื่อกรรมการ: นายเย็บ ชู ชวน  
Director's name: Mr. Yeap Swee Chuan  
 เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                      Disapprove                      Abstain

2. ชื่อกรรมการ: นายอึ้ง ชิง หยง  
Director's name: Mr. Ng Ching Yong  
 เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                      Disapprove                      Abstain

3. ชื่อกรรมการ: นายควก ไค่ วัตต์  
Director's name: Mr. Quek Khai Whatt  
 เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                      Disapprove                      Abstain

วาระที่ 5 พิจารณาและอนุมัติค่าบำเหน็จกรรมการ  
Agenda 5 To consider and approve the directors' fees

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

วาระที่ 6 พิจารณาและอนุมัติค่าบำเหน็จกรรมการตรวจสอบ  
Agenda 6 To consider and approve the Audit Committee's fees

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

วาระที่ 7                      พิจารณาและอนุมัติค่าบำเหน็จกรรมการสรรหาและธรรมาภิบาล

**Agenda 7                      To consider and approve the Nomination and Corporate Governance Committee's fees**

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

วาระที่ 8                      พิจารณาพิจารณาแต่งตั้งผู้สอบบัญชีประจำปีสิ้นสุด 31 ธันวาคม 2554 และกำหนดค่าสอบบัญชี

**Agenda 8                      To consider and approve the appointment of the auditor for the fiscal year ended December 31, 2011, and determination of their remuneration**

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

วาระที่ 9                      พิจารณากิจการอื่น ๆ ที่อาจดำเนินการได้ในที่ประชุมใหญ่สามัญประจำปีของผู้ถือหุ้นของบริษัท

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

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

(6)    คำแถลงหรือเอกสารหลักฐานอื่น ๆ (ถ้ามี) ของผู้รับมอบฉันทะ .....

**The proxy's statement or any other evidences (if any).....**

(7)    การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(8)    ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

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 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 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 / Supplemental Proxy Form B**

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

ในการประชุมผู้ถือหุ้นสามัญประจำปี 2554 ในวันพฤหัสบดีที่ 28 เมษายน พ.ศ. 2554 เวลา 10.00 น. ณ ห้องบางกอกพาโนรามา 1 ชั้น 3  
โรงแรมอิมพีเรียล ควีนส์ ปาร์ค เลขที่ 199 สุขุมวิท 22 ถนนสุขุมวิท กรุงเทพมหานคร 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย  
For the 2011 Annual General Meeting of the Shareholders on Thursday, 28 April 2011 at 10.00 a.m., at Imperial Queen's Park Hotel, Bangkok Panorama 1, 3<sup>rd</sup> Floor, 199 Bangkok 10110, 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:
  - เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง
  - Approve                              Disapprove                              Abstain

วาระที่ ..... เรื่อง                      เลือกตั้งกรรมการ

**Agenda Subject: Election of Directors**

- เลือกตั้งกรรมการทั้งหมด  
Vote for all the nominated directors
  - เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง
  - Approve                              Disapprove                              Abstain

- เลือกตั้งกรรมการเป็นรายบุคคล  
Vote for an individual nominated director

ชื่อกรรมการ .....

**Name of Director**

- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง
- Approve                              Disapprove                              Abstain

ชื่อกรรมการ .....

**Name of Director**

- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง
- Approve                              Disapprove                              Abstain

ชื่อกรรมการ .....

**Name of Director**

- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง
- Approve                              Disapprove                              Abstain

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

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

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

## ENCLOSURE 7

### Conditions, Procedures for the Registration and Appointment of Proxy to attend the meeting including documents to be shown on the meeting date.

#### 1. In case the shareholder is present in the meeting in person

- Individual shareholder who is a Thai national shall present a citizen identification card or a civil servant identification card.
- Individual shareholder who is a foreign national shall present his identification card, passport or document used in lieu of passport; at the registration desk.
- In case of change of first name or surname, evidence verifying such change shall be presented.

#### 2. In case the shareholder is present in the meeting by proxy

- Any shareholder present by proxy shall appoint only one proxy to attend the meeting and vote in accordance with a form of proxy instrument attached hereto.
- The shareholder represented by a 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 instrument. The proxy shall vote in accordance with an intention of such shareholder.
- The proxy shall deposit the proxy instrument with the Chairman or his designated person before the Meeting commences. The proxy instrument shall be duly completed and signed. Each amendment to or a deletion of important contents must be affixed with signature of the shareholder's signature. The proxy instrument shall be affixed with Baht 20 stamp duty.

### Documents required for an appointment of proxy

- (1) If individual shareholder is a Thai national: : his/her certified true and correct photocopy of a citizen identification card, civil servant identification card.
- (2) If individual shareholder is a foreign national: his/her identification card, passport or documents used in lieu of passport.
- (3) If the shareholder is a juristic person:
  - Thai juristic person:** a copy of the Incorporation Certification Document issued by Ministry of Commerce or competent authority not exceeding 60days, which has been certified a true and correct copy by an the authorized director(s) of such justice person; a certified true and correct copy of citizen identification card or civil servant identification card of the authorized director(s), who has signed the certified true copy.
  - Foreign juristic person:** an the authorized signatory of such juristic person shall affix his/her signature together with the company's seal affixed on the proxy instrument in the presence of a notary public or an official with similar authority under the laws of relevant country. Upon the execution thereof, the proxy instrument shall be furnished to a competent officer of Royal Thai Embassy or the Royal Thai Consulate, or an officer authorized to act on behalf of such competent officer, or a person qualified to give full attestation under the laws of relevant country to certify the notary public.

- (4) If a fingerprint is affixed in lieu of a signature, the fingerprint of left thumb shall be affixed together with the phrase “fingerprint of left thumb of” Two witnesses shall sign and certify the fingerprint of such shareholder’s fingerprint genuine. Fingerprint shall be affixed in the presence of witnesses. A certified true and correct copy of citizen identification card or civil servant identification card of the witnesses shall also be attached.
- (5) Any shareholder may be present at the 2011 Annual General Meeting of Shareholders by proxy or he/she may appoint any of the following independent directors of the Company to vote on his/her behalf:
- Mr. Athaporn Khaimarn**, of dwelling at 49/93 Parnthip Village, Soi Onnuch 53, Onnuch Road, Pravate Sub-District, Prawate District, Bangkok Metropolis 10250; or
- Mr. Kenneth Lee White**, of dwelling at The Park Chidlom, 1/176 Soi Chidlom, Lumpini Sub-District, Pathumwan District, Bangkok Metropolis 10330; or
- Mr. Yeap Swee Chuan**, of dwelling at 53/259 Laddawan Rangsit Village, Moo 1, Rangsit-Parathumthani Road, Ban Klang Sub-District, Muang District, Pathumthani Province 12000
- (6) A shareholder wishing desirous to appoint the Company’s independent director as his/her proxy shall send the proxy instrument being prepared and executed in accordance with the rules mentioned above to the Company Secretary together with relevant documents. The proxy instrument shall be received by the Company at least one day prior to the date of the Meeting.
- (7) The proxy wishing desirous to attend the Meeting shall present his/her citizen identification card/civil servant identification card/passport (in case of foreign national person) for registration.

**3. In case a shareholder’s death:** An estate administrator shall be presented at the Meeting in person or by proxy. A court’s order appointing an estate 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 a lawful guardian of the shareholder shall be present at the Meeting in person or by proxy. A copy of 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 at the Meeting in person or by proxy. A court’s order appointing such guardian or custodian certified by the competent officer and issued not exceeding 6 months before the date of Meeting shall be presented.

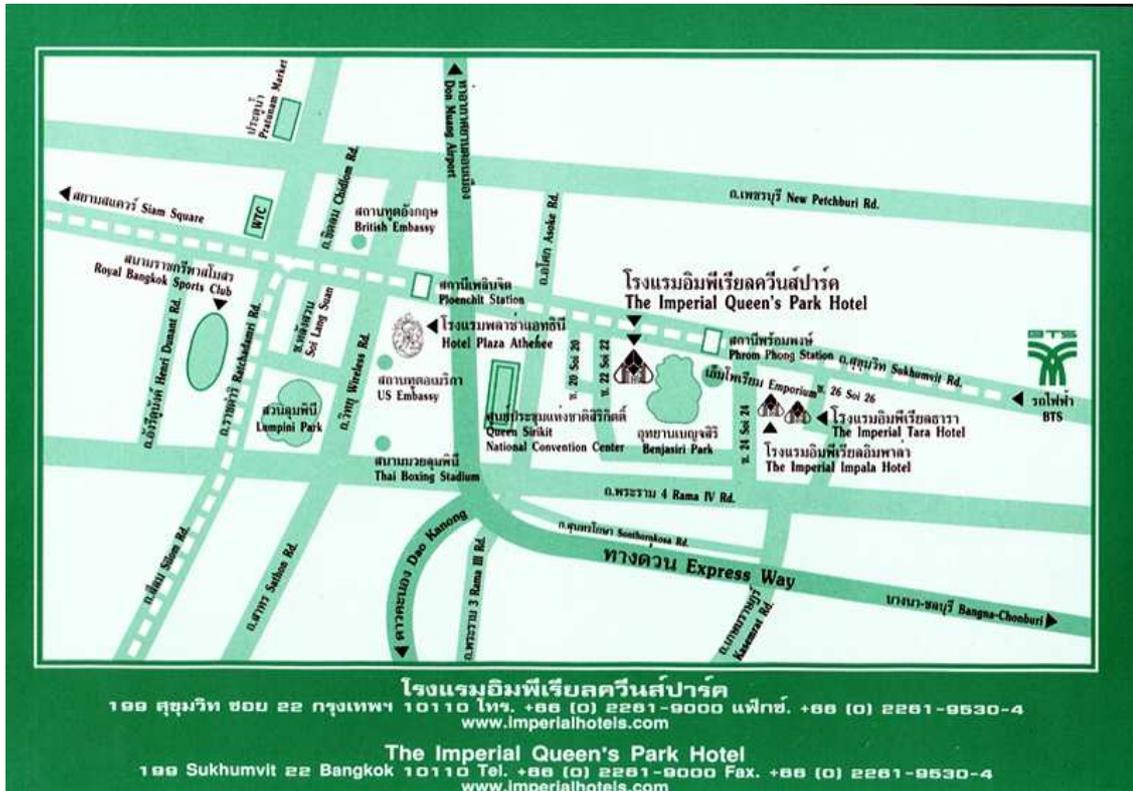
### **Registration of the Meeting Attendance**

Officer of the Company’s officer will allow the registration of attendance at least one hour prior to the commencement of the Meeting or from 09:00 hours.

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

ENCLOSURE 8

Map to the 43<sup>rd</sup> Annual General Meeting of Shareholders  
Goodyear (Thailand) Public Company Limited



## **ENCLOSURE 9**

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

#### **1. Calling the Annual General Meeting**

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

All other general meetings except of the above-mentioned shall be called the Extraordinary General Meeting, which will be summoned by the Board of Directors at any time whenever they think fit; or it may be summoned by a joint request in writing either by shareholders who represent in total at least one-fifth of the total sold shares or by 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 a 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 shareholders' meeting can be held at a location where the company's head office is situated or in neighboring provinces or at any other places as determined by the Board of Directors.

Article 33. In calling a general meeting, the Board of Directors shall prepare a written notice specifying place, day and hour, meeting agendas and matters to be presented thereat in reasonable details, together with the 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 shall also be published in newspaper for at least three consecutive days for no less than three days before the meeting.

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

- 1) To consider the directors' report on the Company's past activities during the previous year
- 2) To consider and approve the balance sheet
- 3) To make a profit appropriation
- 4) To elect directors
- 5) To appoint an auditor
- 6) To transact any other business

Article 39. The Board of Directors shall cause a proper balance sheet and its income statements to be drawn up at the end of each accounting year. The financial statements shall be presented to shareholders for approval at an Annual General Meeting. It shall be duly audited before being presented to the Annual General Meeting of the shareholders.

Article 40. The Board of Directors shall send the following to each shareholder together with a notice to attend the Annual General Meeting:

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

## **2. Constitution of the Quorum**

Article 34. At any general meeting, there must be no less than twenty-five (25) shareholders and their proxies (if any); or not less than one-half of the total shareholders, who, in both cases, represent in total a majority of the total sold shares at a minimum in order to constitute a quorum.

If within an hour from the time appointed for holding the general meeting, the requisite quorum has not yet been formed, 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 to attend another meeting shall be sent to the shareholders no less than seven days before the meeting and at such meeting, no quorum shall be required.

## **3. Voting**

Article 35. A resolution to general meeting shall be voted as follows:

- 1) Every shareholder shall have one vote per share.
- 2) Regular business shall be decided by majority votes of shareholders attending the meeting with voting rights. In the case of tie, a presiding chairman shall have a casting vote.
- 3) The following specific businesses shall be decided by votes amounting to no less than three-fourths of the total votes of shareholders attending the meeting with voting rights:
  - (a) A sale or transfer of business of the company, in whole or in essential part, to other persons.
  - (b) A purchase or the transfer of other companies or private entities as the company's.
  - (c) Entering into, amending or terminating a lease of the company's business, in whole or in essential part; entrusting other persons to manage the company; or amalgamating the business with other persons with an objective to share profit and loss.