



**NOTICE CALLING FOR THE 45<sup>TH</sup>  
ANNUAL ORDINARY GENERAL MEETING  
OF THE SHAREHOLDERS**

**GOODYEAR (THAILAND)  
PUBLIC COMPANY LIMITED**



Date: 11 April 2013

Subject: Notice Calling for the Forty-Fifth (45<sup>th</sup>) Annual Ordinary General Meeting of Shareholders

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

Enclosures:

1. A copy of the Minutes of the Forty-Forth (44<sup>th</sup>) Annual Ordinary General Meeting of Shareholders held on 26 April 2012
2. The Annual Report of 2012 of the Board of Directors and the Financial Statements for the year ended 31 December 2012
3. Profile of directors proposed to consider and approve for re-election in replacement of directors retired by rotation
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. Map of place for the Forty-Fifth (45<sup>th</sup>) Annual Ordinary General Meeting
9. Rules and Regulations of Goodyear (Thailand) Public Company Limited with respect to the Ordinary General Meeting of Shareholders

The Board of Directors of Goodyear (Thailand) Public Company Limited (the "Company") passed a resolution to convene the Forty-Fifth (45<sup>th</sup>) Annual Ordinary General Meeting of Shareholders (the "Meeting") of the Company on Monday, 29 April 2013 at 10.30 a.m. Renaissance Bangkok Ratchaprasong Hotel, No. 518/8 Ploenchit Road · Bangkok, 10330 Thailand, to transact the following agenda:

**Agenda 1: To consider and approve the Minutes of the Forty-Fourth (44<sup>th</sup>) Annual Ordinary General Meeting of Shareholders held on April 26, 2012**

The Forty-Forth (44<sup>th</sup>) Annual Ordinary General Meeting of Shareholders of the Company was held on April, 26 2012. 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 as well as posted in the Company's website, details as in Enclosure No. 1.

**Board's Recommendation:** The Minutes of the Forty-Fourth (44<sup>th</sup>) Forty-Fourth (44<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 acknowledge the Annual Report of the Board of Directors on activities of the Company and to consider and approve the Audited Financial Statements for the year ended December 31, 2012, with report of the Auditor thereon.**

The Meeting will be asked to consider the Annual Report of the Board of Directors on activities of the Company and to consider and approve the Company's Financial Statements for the year ended December 31, 2012 with the Auditor's report, details as in Enclosure No. 2 which can be summarized as follows:

Item	Amount
Total Assets	4,446 million Baht
Total Liabilities	1,034 million Baht
Total Revenue	3,480 million Baht
Net Profit	892 million Baht
Profit per share	120.50 Baht

**Board's Recommendation:** The Shareholders should approve the Company's Audited Financial Statements for the year ended December 31, 2012 with the Auditor's report thereon.

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

In 2012, the Company recorded a net profit and has sufficient retained earnings from the business operations for a dividend declaration. The Company therefore would propose the shareholders to consider declaring and paying a dividend from the profits of the Company.

**Board's Recommendation:** The Board proposes to the Annual General Meeting of Shareholders to approve a dividend declaration for year end of 31 December 2012, in the amount of 63 Baht per share.

The Company had paid an interim dividend of 43 Baht per share on December 7, 2012, equal to Baht 318.2 million Baht.

The Board therefore proposes the Annual General Meeting of Shareholders to approve paying the remaining dividend of 20 Baht per share to the Shareholders of the Company.

The Board has identified the Shareholders who are entitled for the dividend as of March 8, 2013 (Record Date) and March 11, 2013 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 not later than May 27, 2013.

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

1. Mr. Dhiraphorn Srifuengfung
2. Mr. Suttipong Wannawanit
3. Mr. Kenneth Lee White

One of the Directors to be re-elected to replace the ones who retired by rotation is the Independent Director (Mr. Kenneth Lee White) and the other two are Directors, not independent Directors, as detailed in Enclosure No. 3.

**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, Mr. Suttipong Wannawanit has resigned from the Board of Directors on April 4, 2013 with effect on April 30, 2013 and the Company has acknowledged his resignation. Other than the resigned Director, two out of nine Directors retired by rotation 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 Meeting to re-elect the Directors who retired in this year as the Directors for another term.

**Agenda 5: To consider and approve the appointment of new Director and the amendment of authorized signatory.**

The meeting is required to appoint the new Director in replacement of Mr. Suttipong Wannawanit who resigned from the Board of Directors. In addition, as Mr. Suttipong Wannawanit was one of the authorized persons who can sign to bind the Company, therefore, the authorized signatory of the Company is required to be amended.

It is therefore proposed to appoint Mr. Finbarr R. O'Connor to the Board of Directors as the Managing Director of the Company in order to replace the resigned Director. Further, the authorized signatory of the Company is proposed to be amended as per below:

“Mr. Dennis Allen Kepple, Mr. Phiphat Vorapipat and Mr. Finbarr R. O'Connor: the joint signatures of any two of these three persons when combined with the Company Seal shall be binding upon the Company.”

**Board's Recommendation:** The Board proposes to the Shareholders to approve the appointment of Mr. Finbarr R. O'Connor as the Managing Director of the Company. The Board considers that Mr. Finbarr R. O'Connor has the qualifications, experiences, and expertise as required by the Company. In addition, he has the qualifications as required by, and have no disqualifications as prohibited by, the Public Company Limited Act B.E. 2535 and the laws and regulations related to the director in listed company. There is no conflict of interest between Mr. Finbarr R. O'Connor and the Company/its subsidiaries/the management/the major shareholders or persons related to said parties.

The Board further proposes that, in order to maintain the signing condition of the Company for the corporate governance, the authorized signatory of the Company should be amended as follows:

“Mr. Dennis Allen Kepple, Mr. Phiphat Vorapipat and Mr. Finbarr R. O'Connor: the joint signatures of any two of these three persons when combined with the Company Seal shall be binding upon the Company.”

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

The Meeting is required to consider the 2013 remunerations for the Directors of the Company. The Board of Directors reviewed the Directors' remunerations by considering from the suitability of business activity, size and linkage with the Company's operation result being in line with the same market and industrial norm, as well as duties and responsibilities of the Board of Directors. However, only resident Directors who do not receive the salary from the Company are eligible to receive such Directors' remuneration. It is therefore proposed to fix the remuneration for the Directors for 2013 as follows (by comparison with 2012):

Position	Year 2013	Year 2012
1. Chairman	450,000 Baht per year	450,000 Baht per year
2. Members of the Board	300,000 Baht per year (per person)	300,000 Baht per year (per person)

**Board's Recommendation:** The Board proposes to the Shareholders to authorize paying remuneration for the Directors of the Company in the year 2013 at the same rate as 2012. Only

resident Directors who do not receive the salary from the Company are eligible to receive such Directors' fee. Determination of remuneration for the Directors of the Company was not made through the consideration of the Remuneration Committee because at present the Remuneration Committee has not been established. However, such determination of remuneration for the Directors have been carefully considered by the Board of Directors by comparing to the same industry and taking into account the business expansion and profit growth of the Company.

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

The Meeting is required to consider the 2013 remuneration for the Audit Committee of the Company. The Board of Directors determined the Audit Committee's remuneration by considering from the suitability of business activity, size and linkage with the Company's operation result being in line with the same market and industrial norm, as well as duties and responsibilities of the Audit Committee. It is proposed to fix the remuneration for the Audit Committee for 2013 as follows (by comparison with 2012):

Position	Year 2013	Year 2012
1. Chairman of Audit Committee	300,000 Baht per year	300,000 Baht per year
2 Member of Audit Committee	250,000 Baht per year (per person)	250,000 Baht per year (per person)

**Board's Recommendation:** The Board proposes to the Shareholders to authorize paying remuneration for the Audit Committee of the Company in the year 2013 at the same rate as 2012. Determination of remuneration for the Audit Committee of the Company was not made through the consideration of the Remuneration Committee because at present the Remuneration Committee has not been established. However, such determination of remuneration for the Audit Committee have been carefully considered by the Board of Directors by comparing to the same industry and taking into account the business expansion and profit growth of the Company.

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

The Meeting is required to consider the 2013 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 the suitability of business, size and linkage with the Company's operation result being in line with the same market and industrial norm, as well as 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 2013 as follows (by comparison with 2012):

Position	Year 2013	Year 2012
1. Chairman of Nomination and Corporate Governance Committee	50,000 Baht per year	50,000 Baht per year
2 Member of Nomination and Corporate Governance Committee	50,000 Baht per year (per person)	50,000 Baht per year (per person)

**Board's Recommendation:** The Board proposes to the Shareholders to authorize to pay remuneration for the Nomination and Corporate Governance Committee of the Company in the year 2013 at the same rate as 2012. Determination of remuneration for the Nomination and Corporate Governance Committee of the Company was not made through the consideration of the Remuneration Committee because at present the Remuneration Committee has not been established. However, such determination of remuneration for the Nomination and Corporate Governance Committee have been carefully considered by the Board of Directors by comparing to

the same industry and taking into account the business expansion and profit growth of the Company.

**Agenda 9: To consider and approve the appointment of the auditors for the year ended 31 December 2013 and determination of the audit fee**

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 auditors from PricewaterhouseCoopers ABAS Limited as its independent auditor for 2013, provided that any one of the following auditors can act as the auditor and express his opinion to the Company's financial statements.

1. Mr. Chaisiri Ruangritchai, Certified Public Auditor No. 4526 (had been a person affixing his signature on the Company's financial statement for 2012).
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. Wichian Kingmontri, Certified Public Auditor No. 3977 (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 performed well as an auditor. It is proposed to approve the auditor's fee for 2013 in the total amount of 1,821,968 Baht.

<b>Auditor's fee</b>	<b>2013 (Baht)</b>	<b>2012 (Baht)</b>
Audit fee	1,821,968	1,500,000
Other service fees	None	1,840,000

**Board's Recommendation:** 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 approval of appointment of PricewaterhouseCoopers ABAS Limited ("PWC") as its independent auditor for 2013, provided that any one of the auditors nominated by PWC can act as the auditor and express his/her opinion to 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 performed well as an auditor. It is proposed to approve the auditor's fee for 2013 in the total amount of Baht 1,821,968.

**Agenda 10: To consider such other appropriate business as may be brought to the attention of the meeting**

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

**Board's Recommendation:** The Shareholders should acknowledge this matter.

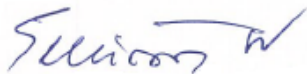
The Company has determined the shareholders who have right to attend and vote in the Forty-Fifth (45<sup>th</sup>) Annual Ordinary General Meeting of Shareholders will be on 8 March 2013 (the "Record Date") and has closed the share registration book on 11 March 2013 for gathering shareholders' names under the Section 225 of the Securities and Exchange Act B.E. 2535 .

All shareholders are invited to attend the Annual Ordinary General Meeting of Shareholders on the specified date, 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 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. 7, for the Meeting's registration.

To protect your rights and for your benefits, if you would like the Company to clarify the matters stated in the agenda, please forward your questions in advance to facsimile No. 0-2909-8068.

The Notice is given on 11 April 2013 in Pathumthani Province, Thailand.

Yours faithfully,



Mr. Suttipong Wannawanit  
Managing Director



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

Minutes of the Annual Ordinary General Meeting of Shareholders No. 44 ("Meeting")

Thursday, 26 April 2012

Ball Room 1, 4<sup>th</sup> Floor, The Grand Millennium Sukhumvit, No. 30, Asoke Road,  
Khlong Toey Nue Sub-District, Wattana District, Bangkok 10110, Thailand

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**DIRECTORS PRESENT:**

- |                                |  |
|--------------------------------|--|
| 1. Mr. Dhiraphorn Srifuengfung | Chairman of the Board/Nomination and Corporate Governance Committee                              |
| 2. Mr. Suttipong Wannawanit    | Managing Director  |
| 3. Mr. Athaporn Khaimarn       | Independent Director & Chairman of Audit Committee   |
| 4. Mr. Yeap Swee Chuan         | Independent Director/Audit Committee Member/Nomination and Corporate Governance Committee Member |
| 5. Mr. Brad S. Lakhia          | Finance Director Goodyear ASEAN  |
| 6. Mr. Phiphat Vorapipat       | Director Product Supply ASEAN/ Manager of Aviation Supply Chain APAC                             |
| 7. Mr. Quek Khai Whatt         | Director/Finance Director and Regional Treasurer of Goodyear Orient Company (Private) Limited    |
| 8. Mr. Mark Chandran Ravunni   | Finance Director Goodyear (Thailand) Public Company Limited                                      |

**Auditor - PricewaterhouseCoopers ABAS Limited**

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|------------------------------|----------------------|
| 1. Mr. Chaisiri Ruangritchai | Audit Partner        |
| 2. Mr. Patrapol Tantiyabutr  | Senior Audit Manager |

**Witness for vote counting – Mazars (Thailand) Limited**

1. Ms. Kodchakorn Kum-iem

**MEETING CONVENED**

The Meeting convened at 10:04 a.m.

Mr. Dhiraphorn Srifuengfung acted the Chairman of the Meeting. The Chairman stated to the Meeting that there were 30 shareholders and a proxy holders in attendance, representing 6,155,459 (Six million one hundred fifty five thousand four hundred and fifty-nine) shares, equaling 83.19% 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.

Prior to the Meeting, the Chairman 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. The Chairman informed the Meeting that the Company would give the opportunities to the shareholders and proxy to question about the agenda; the procedures to question were informed by the Company Secretary. The Chairman, Board of Director or the Managing Director would response 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.

**Agenda 1: To consider and approve the Minutes of the 43<sup>rd</sup> Annual Ordinary General Meeting of Shareholders, held on April 28, 2011**

The Chairman presented to the Meeting of the minutes of the 43<sup>rd</sup> Annual Ordinary General Meeting of Shareholders held on April 28, 2011 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 1.

The Chairman requested the Meeting to consider approving the minutes of the 43<sup>rd</sup> Annual Ordinary General Meeting of Shareholders held on April 28, 2011.

**Resolution:** THAT, the minutes of the 43<sup>rd</sup> Annual Ordinary General Meeting of Shareholders be approved with the following votes:

Vote for	6,155,458	votes, equal to	100 %
Vote against	0	votes, equal to	- %
Abstention	1	votes, equal to	- %

Before the moving to Agenda 2, the video of business operation during 2011; composed of damages and supporting plan for flood, management during the flood and new launched products were presented to the Meeting. The Chairman informed to the Meeting that the Company has inevitable suffered with flood too. After the video presentation, the Chairman brought the Meeting to the Agenda 2.

**Agenda 2: To consider the Annual Report of the Board of Directors on activities of the Company and to approve the Company's Financial Statements for the year ended December 31, 2011 with the auditor's report thereon**

The Chairman requested the Meeting to consider the operation results for year 2011 and to approve the balance sheet and profit and loss account for the year ended December 31, 2011 duly audited by the auditor. Details were shown in the Enclosure 2 that can be summarized the significant substance as follows:

Item	Amount (Million Baht)
Total Assets	4,149
Total Liabilities	1,311
Total Revenue	4,086
Net Loss	120
Loss per share	16.19 Baht/share

The Chairman requested the Meeting to consider and offered the opportunity to question.

Mr. Weerasak Srisikiew, a shareholder holding 23,200 shares and the proxy, questioned to the Chairman in regard to the domestic sale and exportation as it appeared to him that the margin of Domestic sale is higher than exportation. Mr. Weerasak referred to page 54 of the Annual Report

2011 (Thai version) that the margin Domestic sale in 2011 was increased from 2010. The 2010 margin of Domestic sale is around 16%, whilst the 2011 margin of Domestic sale is around 27% and increased from year 2010 for around 12%.

Mr. Suttipong Wannawanit, Managing Director, responded to Mr. Weerasak's query that in 2010, the Company has faced the problem of increased cost for exportation. For the Domestic sale of 2011, the sale volume was increased because the Company aimed to sell the premium products and new 4 products were launched to the market, led to gain some profits. The details as informed in the previous meeting.

Mr. Weerasak Srisikiew, a shareholder holding 23,200 shares and the proxy, asked whether the calculation depreciation cost was changed. Mr. Suttipong Wannawanit, Managing Director, informed to Mr. Weerasak that the calculation depreciation cost was changed due to the amendment of accounting standards.

Mr. Weerasak Srisikiew, a shareholder holding 23,200 shares and the proxy, noted that the depreciation cost in 2011 was much reduced from previous year.

Mr. Suttipong Wannawanit, Managing Director, referred to Clause 2.2 pages 37-38 of the Notes to Financial Statements (Thai version) which clearly explains the new accounting standards and could answer the shareholders' inquiry of the changes.

Mr. Weerasak Srisikiew, a shareholder holding 23,200 shares and the proxy, referred to page 49 of the Note to Financial Statements (Thai version) that shows the depreciation cost of year 2011 in the amount of 124 million Baht, where depreciation cost of year 2010 is in the amount of 442 million Baht, representing extremely cut.

Mr. Suttipong Wannawanit, Managing Director, suggested that the shareholders should comprehend Clause 2.2 in regard to the amendment of accounting standards stipulated in the Notes to Financial statements

Mr. Weerasak Srisikiew, a shareholder holding 23,200 shares and the proxy, sought for the reason of such increasing on margin and wondered whether it was from the calculation of depreciation cost under new accounting standards.

Mr. Suttipong Wannawanit, Managing Director, explained that it caused from 2 factors, which are (i) the calculation of depreciation cost according to the amended accounting standards; (ii) the launch of premium products to the markets as shown in the video presentation instead of keep trying to hit normal market which has high competition only on the price.

Mr. Weerasak Srisikiew, a shareholder holding 23,200 shares and the proxy, again, referred to page 54 of the Note to Financial Statements (Thai version) in regard to the margin of exportation in 2010 which has 2%. He noted from the previous meeting that such margin is quite low and noted further that when the products were sold, even though the Company gained 5% margin, the Company shall have to pay for the royalty fee and other costs which were more than 5% of the cost. He stated that he proposed in the last meeting to increase domestic sale. He then questioned on the export's

margin that increased from 2% to 5% which it is deemed to him that the Company still had lost and such 5% did not led profits to the Company much.

Mr. Suttipong Wannawanit, Managing Director, clarified that the exportation and cost figurations had mentioned in the previous meeting where the details are provided in the annual report. He gently requested the shareholder to refer to the information in such annual report in order to answer Mr. Weerasak's query. However, he strongly emphasized that the Company shall have to export the products due to the Company aims to manufacture the products for the industry. The Company's goal is to steady grow in the foreign markets. He noted that the export markets cause the full production capability of the Company, resulting of lower cost and competable with the others. The exportation is therefore needed.

Mr. Weerasak Srisikiew, a shareholder holding 23,200 shares and the proxy, was in opinion that if the Company would like to have better operation, the Domestic sale should be focused.

Mr. Suttipong Wannawanit, Managing Director, clarified that the Domestic sale is a must to process. The Company cannot say that the Company will stop export for Domestic sale only as both benefits to the Company. However, it is noted that there were high competition in domestic markets. The Company had tried to grow in certain products by expanding the product distribution channels but as it was aware that the high competitions, limitation of growth and market shares were still existing obstacles.

Mr. Weerasak Srisikiew, a shareholder holding 23,200 shares and the proxy, noted that the proportion of export and Domestic sale in year 2010 should be equal. However, it appeared to him that the Domestic Sale volume in 2011 was reduced to around 40%.

Mr. Suttipong Wannawanit, Managing Director, explained that such figures were the directly impact from the unexpected flood. The Company was flood since October 2011 and could not make any Domestic sale because the customers and domestic markets were suffered from flood. In this regard, the export is an option.

Mr. Weerasak Srisikiew, a shareholder holding 23,200 shares and the proxy, referred to Clause 19 of the Note to Financial Statements (Thai version) in regard to the significant legal cases and mentioned the phrase that "During the third quarter of 2011, the Company already settled the above cases and has recognized the amount of settlement in these financial statements.", he sought for the total amount of settlement and requested for advice of where it is presented in the Financial statements.

Mr. Suttipong Wannawanit, Managing Director, explained that the amount of settlement could not be declared. It is however included in the Company's expenses.

Mr. Weerasak Srisikiew, a shareholder holding 23,200 shares and the proxy, opposed to the advice and was in opinion that the figures from cases settlement should not be confidential. Comparing with the loss from flood or damages, figures from cases settlement should then be declared. As well, he suggested the auditor to provide complete information and note in the Financial Statement.

Mr. Suttipong Wannawanit, Managing Director, clarified that the figures is insignificant and could not be declared.

Mr. Weerasak Srisikiew, a shareholder holding 23,200 shares and the proxy, again opposed to the advice and insisted that the figures should not be hidden and be confidential. He noted that if the Company did not again loss from flood, the Company would able to gain some profits from the new depreciation calculation methods. He noted further that there were compensations for the dismissed staff but the figures could not be found in the balance sheet nor able to calculate. He viewed that his query should be enlightened; otherwise, the shareholders would deem the Company runs its business non-transparently.

The Chairman explained that the matter of human resource should not be discussed in public. The Company had tried to negotiate with the staff and complied with the laws but the Company was requested for more compensations than minimal amount prescribed by law.

Mr. Weerasak Srisikiew, a shareholder holding 23,200 shares and the proxy, questioned in regard to the loan to the related company in Singapore as per Clause 21 of the Notes to the Financial Statements which will be due on 30 September 2012. He wondered whether the approval from the shareholders will be required if the loan agreement will be renewed.

Mr. Suttipong Wannawanit, Managing Director, confirmed that the approval from the shareholders will be required.

Mr. Weerasak Srisikiew, a shareholder holding 23,200 shares and the proxy, requested for explanation on the phrase in Clause 21 of the Notes to Financial Statements “the net fair value of the forward contract is unfavorable of Baht 7.9 million and is presented under other current liabilities” whether it is interpreted as loss or not.

The Chairman explained that it was the information as of 31 December 2011 which still represented the loss. However, there was no loss currently.

Ms. Piyada Pipitwanichtham, a shareholder holding 400 shares, first time joined the Meeting, informed that she has read the annual report and could not understand the order for exportation where the report mentioned that the subsidiary in Taiwan was closed, caused of the additional order to the Company. She noted that Goodyear (USA) holds 60% of shares in the Company but wondered who fed orders to the Company and which countries that the Company export the products to. She was keen to know the procedures of acquiring products orders of the Company as she viewed that other Goodyear that invested in Taiwan should face the same situation as the Company and understood that other Goodyear might obtain 2-5% margin as well.

Mr. Suttipong Wannawanit, Managing Director, replied that the exportation was discussed in many previous meetings and would suggest the shareholders to rely on the information from the previous annual reports. However, it is noted that the Company’s exportation is based on the transfer price only; i.e. cost plus 5% transfer price. For query of which countries the products are exported to, he deemed that it is the trade secret. However, the Company mostly exports the products to the affiliated companies in Asia.

Ms. Piyada Pipitwanichtham, a shareholder holding 400 shares, further questioned whether the Company does not build its own markets but the parent company locates the markets for the

Company. It is therefore the Company does not have its own Sale Department for Exportation. She requested the Company to confirm.

Mr. Suttipong Wannawanit, Managing Director, advised that Supply Chain Department of the Company handles the manufacturing and exportation. For fixing the product cost, it is in accordance with the standard that investigated by the investigator and auditor, where the Revenue Office/Department is also involved.

Ms. Piyada Pipitwanichtham, a shareholder holding 400 shares, suggested that in preparing the Financial Statements of the following years, in case where accounting standards are amended, it should be noted in the Financial Statement that the Financial statements is adjusted and the figures of previous years should be calculated in accordance with the new accounting systems for the comparison. This will ease the shareholders' comprehension.

Mr. Weerasak Srisikiew, a shareholder holding 23,200 shares and the proxy, raised the matter of compensation for the employment termination mentioned in the Note to Financial Statements and queried whether its number cannot really be disclosed.

The Chairman explained that if the Company clearly indicated matter of human resource in the Financial Statement, it would then be norm to the other staff. Stipulating the problems between the Company and the staff in the report, including the amount of compensation for those cases, it would cause problems to the industries too.

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, 2011 including the report of the auditor.

**Resolution:** THAT, the Financial Statements for the year ended December 31, 2011 be approved with the following votes:

Vote for	6,117,258	votes, equal to	99.38 %
Vote against	38,200	votes, equal to	0.62 %
Abstention	1	votes, equal to	- %

**Agenda 3: To consider and approve the non declaration of dividend payment for the year ended December 31, 2011**

The Chairman informed the Meeting that due to the severe flood in Pathumthani Province where the Company's office and factory is located, it caused huge damages to the Company. The Company required using the money for the factory's recovery; the Management and the Board of Director were in opinion not to declare the dividend to the shareholders for the year ended December 31, 2011.

The Chairman opened the chance to the shareholders to question.

Mr. Weerasak Srisikiew, a shareholder holding 23,200 shares and the proxy, asked the amount of money that the Company required for recovery the factory after the flood.

Mr. Suttipong Wannawanit, Managing Director, explained that the recovery of factory was in progress and it could not be estimated the total cost due to the figures were unreliable. However, the Company's accounting department was gathering the expenses and was claiming for the damages from the insurance company which would consume some times. Expectedly, beginning of next year, the Company would be able to advise the estimation.

Mr. Weerasak Srisikiew, a shareholder holding 23,200 shares and the proxy, questioned whether the Company's cash of 900 million Baht prescribed in the Financial Statements would enough for the recovery or not.

The Chairman clarified that the cash in the amount of 900 million Baht as fixed in the Financial Statements is the figure as of 31 December 2011 and the Company had paid for the dividend to the shareholders in the previous meeting in the amount of 20 Baht per share which were from this cash.

Mr. Weerasak Srisikiew, a shareholder holding 23,200 shares and the proxy, viewed that the cash that he mentioned should be the balance after the dividend has distributed, this is according to page 48 of the Notes to the Financial Statements (Thai version) that *"At the Annual General Meeting of the Shareholders held on 28 April 2011, dividends in respect of the operating results and retained earnings of 2010 of Baht 25 per share amounting to Baht 185 million were declared and ratified. The dividend was paid at Baht 5 per share amounting to Baht 37 million as interim dividend on 3 December 2010. The remaining dividends of Baht 20 per share amounting to Baht 148 million were paid on 27 May 2011."* Therefore, as of 31 December 2011, the Company has cash around 900 million Baht.

Mr. Suttipong Wannawanit, Managing Director, explained further that the cash in hand was for the Company's cash flow and as mentioned earlier that the Company just started recovering the factory which there was a lot of repair expenses to be borne. Furthermore, there were some market activities that the Company shall have to arrange. In regard to the repair, the Company was in process of claiming for the damages from the insurance company. The Company however believed that the cash in hand would enough for maintaining the Company's cash flow in case of necessity and it is required to save the case for the unexpected circumstance too.

Mr. Weerasak Srisikiew, a shareholder holding 23,200 shares and the proxy, asked in case the cash would not enough, will the Company call for the loan, which will soon due, from the related company?

Mr. Suttipong Wannawanit, Managing Director, responded that the Company would consider about this matter on the due date of repayment. However, the Company would try its best to retrieve the business. And when the Company faces the shortage of cash, the Company will be able to inform the shareholders how will the Company deal with the related company.

Mr. Sompong Boonthamchinda, a shareholder holding 2,200 shares, inquired the Chairman about the Company's policy to manage with the unappropriated retain earnings in the amount of 2,664 million Baht.

Mr. Suttipong Wannawanit, Managing Director, clarified that the unappropriated retain earnings was accumulated since the Company was incorporated and it is the accounting form. The

consideration of whether or not the Company would use the money, it is noted that the cash would be rather focused. As of 31 December 2011, the Company had cash approximately 900 million Baht and the Company shall have to retain such cash for its cash flow and for the factor repair and recovery.

The Chairman further explained that the Company had never bothered the shareholders in regard to the funding but used the retain earnings for expanding the business, machinery installation and improvement, etc.

There was no further question from the shareholders, the Chairman therefore requested the Meeting to approve the non declaration of dividend.

**Resolution: THAT**, the non declaration of dividend payment for the year ended December 31, 2011 be approved with the following votes:

Vote for	6,114,658	votes, equal to	99.33 %
Vote against	2,200	votes, equal to	0.04 %
Abstention	38,601	votes, equal to	0.63 %

**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. Athaporn Khaimarn Independent Director/Chairman of the Audit Committee
2. Mr. Brad S. Lakhia Director
3. Mr. Phiphat Vorapipat Director

The Chairman informed the Meeting that those 3 directors have passed the recruited by the Nomination and Corporate Governance Committee, judging from their qualifications, experiences, and expertise as well as their performances in the past. The Board of Directors deemed suitable to propose to the Meeting to re-elect the directors who retired in this year as the directors for another term. The Chairman then requested the Meeting to consider.

**Resolution: THAT**, the election of 3 individual directors in replacement of those who retired by rotation be approved with the following votes:

1. Mr. Athaporn Khaimarn

Vote for	6,155,458	votes, equal to	100 %
Vote against	-	votes, equal to	- %
Abstention	1	votes, equal to	- %

2. Mr. Brad S. Lakhia

Vote for	6,117,258	votes, equal to	99.38 %
Vote against	-	votes, equal to	- %
Abstention	38,201	votes, equal to	0.62 %

3. Mr. Phiphat Vorapipat

Vote for	6,117,258	votes, equal to	99.38 %
Vote against	-	votes, equal to	- %
Abstention	38,201	votes, equal to	0.62 %



#### **Agenda 5: To consider and approve the directors' remuneration**

The Chairman requested the Meeting to consider the 2012 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 is therefore proposed to fix the remuneration for the directors for 2012 as follows (in comparison with 2011):

<b>Position</b>	<b>Year 2012</b>	<b>Year 2011</b>
1. Chairman	450,000 Baht per year	450,000 Baht per year
2. Members of the Board	300,000 Baht per year (per person)	300,000 Baht per year (per person)

The Chairman requested the Meeting to consider.

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

Vote for	6,116,858	votes, equal to	99.37 %
Vote against	0	votes, equal to	- %
Abstention	38,601	votes, equal to	0.63 %

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

The Chairman requested the Meeting to consider the 2012 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 is therefore proposed to fix the remuneration for the Audit Committee for 2012 as follows (by comparison with 2011):

<b>Position</b>	<b>Year 2012</b>	<b>Year 2011</b>
1. Chairman	300,000 Baht	300,000 Baht
2 Member of Audit Committee	250,000 Baht per year (per person)	250,000 Baht per year (per person)

The Chairman requested the Meeting to consider.

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

Vote for	6,115,458	votes, equal to	100 %
Vote against	0	votes, equal to	- %
Abstention	1	votes, equal to	- %

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

The Chairman requested the Meeting to consider the 2012 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 2012 as follows (by comparison with 2011):

Position	Year 2012	Year 2011
1. Chairman/Nomination and Corporate Governance Committee	50,000 Baht/year	50,000 Baht/year
2 Member of Nomination and Corporate Governance Committee	50,000 Baht/year (per person)	50,000 Baht/year (per person)

The Chairman requested the Meeting to consider.

**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	6,116,858	votes, equal to	99.37 %
Vote against	0	votes, equal to	- %
Abstention	38,601	votes, equal to	0.63 %

**Agenda 8: To consider and approve the appointment of the auditors for the year ended December 31, 2012, and determination of their remuneration**

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 ABAS Limited as its independent auditor for 2012, provided that any one of the following auditors can act as the auditor and express their opinion to the company's financial statements.

1. Mr. Chaisiri Ruangritchai, Certified Public Auditor No. 4526 (not being a person previously affixing his signature on the Company's financial statements).
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. Kajornkiet 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 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 is proposed to approve the auditor's fee for 2012 for 1,500,000 baht.

<b>Auditor's fee</b>	<b>Year 2012</b>	<b>Year 2011</b>
Audit fee	1,500,000 Baht/year	1,500,000 Baht/year
Other service fees	None	None

The Chairman requested the Meeting to consider.

**Resolution:** THAT, the appointment of the auditors for the year ended December 31, 2012, and determination of their remuneration as proposed by the Board of Directors be approved with the following votes:

Vote for	6,155,458	votes, equal to	100 %
Vote against	0	votes, equal to	- %
Abstention	1	votes, equal to	- %

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

The Chairman informed that the Company has invited the shareholders to nominate qualified persons to be elected as the Company 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 director nomination nor meeting agenda submitted to the Company.

There is no other business to transact in this Meeting, the Chairman thanks the shareholders for attendance and declares the closure of the 44<sup>th</sup> Annual Ordinary General Meeting of the Shareholders.

Meeting adjourned at 11:12 hours.



Mr. Dhiraphorn Srifuengfung  
Chairman of the Meeting

**ENCLOSURE 3**  
**PROFILE OF PROPOSED CANDIDATES FOR ELECTION AS DIRECTOR**

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**Mr. Dhiraphorn Srifuengfung**

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<b>Positions in GYT:</b>	Chairman of the Board, Nomination and Corporate Governance Committee
<b>Age</b>	64
<b>Address</b>	1016 Srifuengfung Bldg., 1 <sup>st</sup> Floor, Room A, Rama IV Road, Silom, Bangrak, Bangkok 10500
<b>Education</b>	Ph.D. (Civil Engineering) University of Missouri, U.S.A.
<b>Director Training</b>	-
<b>Professional Experience:</b>	
1992-Present	Managing Director, Pimai Salt Company Limited Managing Director, Krung Thai Panich Insurance Co., Ltd. Managing Director, Ackchai Eagle Co., Ltd. Managing Director, Ackchai Export and Import Co., Ltd.
<b>Company Shareholding</b>	33,000 Shares, 0.45%

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

- a) List of Listed or nonlisted companies therein you are directors/management

Managing Director : Pimai Salt Company Limited, Krung Thai Panich Insurance Co., Ltd., Ackchai Eagle Co., Ltd. and Ackchai Export and Import 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. Kenneth Lee White**

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

**Age** 66

**Address** The Park Chidlom, 1/176 Soi Chidlom, Lumpini Sub-District, Pathumwan District, Bangkok 10330

**Education** B.A. – University of Puget Sound, Washington, U.S.A.  
B.A. – Netherlands School of Business, Netherlands  
M.B.A. – University of Puget Sound, Washington, U.S.A.

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

**Professional Experience:**

2005-Present Independent Director and Member of Audit Committee and Member of the Nomination and Corporate Governance Committee of Goodyear (Thailand) Public Company Limited

2005-Present Managing Director: Pacific Siam Strategic Consulting Co., Ltd.

2005-Present Director : Finansa Public Company Limited

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

**Company Shareholding - None -**

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

- a) List of Listed or nonlisted companies therein you are directors/management

Managing Director : Pacific Siam Strategic Consulting Co., Ltd.,  
Director: Finansa Public Company Ltd., Minor International Public Company Limited,  
Finansa Asset Management 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. Finbarr R. O'Connor**

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**Positions in GYT:** ASEAN CONSUMER AND OE DIRECTOR

**Age** 54

**Address** Apt. 5A JSK Mansion  
39/1 Sukhumvit 34  
Klongtoey Bangkok

**Education**

- Global Leadership 2020 (2003)  
Tuck School of Business, Dartmouth College, New Hampshire, USA
- Master of Marketing (2000)  
Melbourne Business School, Victoria, Australia
- Strategic Marketing Strategy (1999)  
Fuqua School of Business, Duke University, North Carolina, USA
- Bachelor of Business (Marketing) (1998)  
University of Southern Queensland, Australia

**Director Training**

**Professional Experience:** -

2010 - Present	Asean Consumer and OE Director : Goodyear (Thailand) Public Company Ltd.
2007-2010	Consumer Marketing Director, Asia Pacific and Africa: Ford Motor Company
2002-2006	Deputy General Manager: Mazda Motor Corporation – Japan
1998-2002	National Manager, Ford Business Center: Ford Motor Company – Australia
1986-1998	- National Manager Ford Leasing: Ford Credit Limited - Australia
	- National Marketing and Sales Manager: Ford Customer Service Division - Australia
	- National Sales Promotion: Ford Motor Company – Australia
	- Dealer Operations Manager: Ford Motor Company – Australia
	- Light Commercial Sale Manager: Ford Motor Company – Australia

**Company Shareholding - None -**

**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-

## Definition of Independent 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. In case of Goodyear (Thailand) Public Company Limited, there are 3 Independent Directors from 9 Directors which meets the minimum standard, namely:

Independent Director Name	Titles	Address
<b>Mr. Athaporn Khaimarn</b> (Age 69 years)	Independent Director / Chairman of Audit Committee	49/93 Parnthip Village, Soi Onnuch 53, Onnuch Road, Pravate Sub-District, Pravate District , Bangkok 10250
<b>Mr. Kenneth Lee White</b> (Age 66 years)	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> (Age 64 years)	Independent Director / Audit Committee / Nomination and Corporate Governance Committee	53/259 Laddawan Rangsit Village Moo 1, Rangsit – Prathum Road, Ban Klang Sub-District, Ban Klang District, Pathumthani 12000

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 person who has already passed the process of nomination by the Board of Directors.

## ENCLOSURE 5

### Name List and Profiles of Independent Directors Proposed to Serve as Proxies for the Meeting.

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#### Mr. Athaporn Khaimarn

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

**Age (year)** 69

**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:** Associate 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:** Never entered into any transaction which may cause to against  
the law in past ten years.

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. Kenneth Lee White**

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

**Age (year)** 66

**Professional Experience:**

2005– Present Independent Director/Member of Audit Committee/Member of the Nomination and Corporate Governance Committee  
Goodyear (Thailand) Public Company Limited

2005 – Present Managing Director  
Pacific Siam Strategic Consulting Co., Ltd.

2001– Present Director, Finansa Public Company Ltd.

Present Independent Director/Chairman of the Audit Committee/Chairman of the Compensation Committee/Member of Nomination and Corporate Governance Committee  
Minor International Public Company Limited

Director  
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  
IOD - Chairmans Course

**Company shareholding:** None

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

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)** 64

**Professional Experience:**

2001 - Present Independent Director/Member of Audit Committee/Member of Nomination and Corporate Governance Committee  
Goodyear (Thailand) Public Company Limited

2002 – Present President & Chief Executive Officer  
AAPICO Hitech Public Company

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

**Director Training:** IOD – DCP Certificate

**Company shareholding:** None

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

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 (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

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมใหญ่สามัญประจำปีของผู้ถือหุ้น ครั้งที่ 45 วันจันทร์ที่ 29 เมษายน พ.ศ. 2556 เวลา 10.30 น. ณ โรงแรมเรเนซองส์ กรุงเทพฯ ราชประสงค์ เลขที่ 518/8 ถนนเพลินจิต กรุงเทพมหานคร 10330 ประเทศไทย หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

anyone of the above as my/our proxy to attend and vote for me/us on my/our behalf at the Forty-Fifth (45th) Annual Ordinary General Meeting of the Shareholders on Monday, 29 April 2013 at 10.30 a.m., at the Renaissance Bangkok Ratchaprasong Hotel, No. 518/8 Ploenchit Road, Bangkok 10330, Thailand, or at any adjournment thereof to any other date, time and venue

(4) จำนวนคะแนนเสียงที่ข้าพเจ้าได้มอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้นี้  
 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 พิจารณารับรองรายงานการประชุมใหญ่สามัญประจำปีของผู้ถือหุ้น ครั้งที่ 44 ที่ได้ประชุมเมื่อวันที่ 26 เมษายน 2555  
Agenda 1 To consider and approve the Minutes of the Forty-Forth (44<sup>rd</sup>) Annual Ordinary General Meeting of Shareholders held on April 26, 2012

- (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 รับทราบรายงานประจำปีของคณะกรรมการบริษัทเกี่ยวกับกิจกรรมของบริษัท และพิจารณาอนุมัติงบการเงินของบริษัทสำหรับปี  
สิ้นสุดวันที่ 31 ธันวาคม 2555 พร้อมรายงานของผู้สอบบัญชี

Agenda 2 To acknowledge the Annual Report of the Board of Directors on activities of the Company and to consider and approve the Company's Financial Statements for the year ended December 31, 2012 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 พิจารณาอนุมัติการจ่ายเงินปันผล สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2555

Agenda 3 To consider and approve the declaration and payment of dividend for the year ended December 31, 2012

- (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 พิจารณาและอนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ลาออกและกรรมการที่ครบกำหนดออกตามวาระในอัตราหนึ่งในสามของกรรมการทั้งหมด  
จำนวนสามท่าน

Agenda 4 To consider and approve re-election of directors in replacement of those who resigned and retired by rotation, at one-third of the directors, total being 3 directors

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า 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:

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

1. ชื่อกรรมการ: นายธีระพร ศรีเฟื่องฟู  
 Director's name: Mr. Dhiraphorn Srifueungfung
- เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง  
 Approve                      Disapprove                      Abstain

2. ชื่อกรรมการ: นายเคนเนธ ลี ไวท์  
 Director's name: Mr. Kenneth Lee White
- เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง  
 Approve                      Disapprove                      Abstain

**วาระที่ 5 พิจารณาและอนุมัติการแต่งตั้งกรรมการท่านใหม่แทนกรรมการที่ลาออก และการแก้ไขอำนาจการลงนามผูกพันบริษัท**  
**Agenda 5 To consider and approve the appointment of new Director and the amendment of authorized signatory.**

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

- พิจารณาและอนุมัติการแต่งตั้งกรรมการท่านใหม่**  
**The appointment of new Director**
- เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง  
 Approve                      Disapprove                      Abstain

- พิจารณาและอนุมัติการแก้ไขอำนาจการลงนามผูกพันบริษัท**  
**The amendment of authorized signatory**
- เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง  
 Approve                      Disapprove                      Abstain

**วาระที่ 6 พิจารณาและอนุมัติค่าตอบแทนกรรมการ**  
**Agenda 6 To consider and approve the directors' remuneration**

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

**วาระที่ 7 พิจารณาและอนุมัติค่าตอบแทนกรรมการตรวจสอบ**

Agenda 7 To consider and approve the Audit Committee's 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                       จดออกเสียง
  - Approve                                      Disapprove                                      Abstain

**วาระที่ 8 พิจารณาและอนุมัติค่าตอบแทนกรรมการสรรหาและธรรมาภิบาล**

Agenda 8 To consider and approve the Nomination and Corporate Governance Committee's 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                       จดออกเสียง
  - Approve                                      Disapprove                                      Abstain

**วาระที่ 9 พิจารณาแต่งตั้งผู้สอบบัญชีประจำปีสิ้นสุด 31 ธันวาคม 2556 และกำหนดค่าสอบบัญชี**

Agenda 9 To consider and approve the appointment of the auditors for the year ended December 31, 2013, and determination of the audit fee

- (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                       จดออกเสียง
  - Approve                                      Disapprove                                      Abstain

**วาระที่ 10 พิจารณากิจการอื่น ๆ ที่อาจดำเนินการได้ในที่ประชุมใหญ่สามัญประจำปีของผู้ถือหุ้นของบริษัท**

Agenda 10 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                       จดออกเสียง
  - Approve                                      Disapprove                                      Abstain

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

(7) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
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 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. ในกรณีที่ม่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 กู้ดเยียร์ (ประเทศไทย) จำกัด (มหาชน)  
The proxy as a shareholder of Goodyear (Thailand) Public Company Limited

สำหรับการประชุมใหญ่สามัญประจำปีของผู้ถือหุ้น ครั้งที่ 45 วันจันทร์ที่ 29 เมษายน พ.ศ. 2556 เวลา 10.30 น. ณ โรงแรมเรเนซองส์ กรุงเทพฯ ราชประสงค์ เลขที่ 518/8 ถนนเพลินจิต กรุงเทพมหานคร 10330 ประเทศไทย หรือที่จะพึงเลื่อนไปในวัน เวลา และ สถานที่อื่นด้วย  
For the Forty-Fifth (45<sup>th</sup>) Annual Ordinary General Meeting of Shareholders on Monday, 29 April 2012 at 10.30 a.m., the Renaissance Bangkok Ratchaprasong Hotel, No. 518/8 Ploenchit Road, Bangkok 10330, Thailand, or at any adjournment thereof to any other date, time and venue.

วาระที่ ..... เรื่อง .....

**Agenda Subject:**

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

วาระที่ ..... เรื่อง ..... 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"/> จดออกเสียง |
| 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"/> จดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

ชื่อกรรมการ .....

**Name of Director**

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

ชื่อกรรมการ .....

**Name of Director**

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

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ  
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.**

**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 appoint only one proxy to attend the meeting and vote in accordance with a form of proxy instrument attached hereto.
- 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 instrument. The proxy shall vote in accordance with the intention of such shareholder.
- The proxy shall deposit the proxy instrument with a Chairman or his designated person before the Meeting commences. The proxy instrument shall be duly completed and signed. Each amendment to or deletion of important contents must be affixed with signature of the shareholder. The proxy instrument 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 by the authorized director(s) of such justice person, certified true and correct copy of citizen identification card or civil servant identification card of the authorized director(s) who sign certified true copy.
  - 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 instrument in the presence of notary public or official with similar authority under the law of relevant country. Upon the execution thereof, the proxy instrument 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” Two witnesses shall sign and certify 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 the witnesses shall also be attached.
- (5) Any shareholder who may not be able present at the Forty-Forth (44<sup>th</sup>) Annual Ordinary General Meeting of Shareholders, the shareholder may appoint any proxy or appoint any of the following independent directors of the Company to vote on his/her behalf:
- Mr. Athaporn Khaimarn**, dwelling at 49/93 Parnthip Village, Soi Onnuch 53, Onnuch Road, Pravate Sub-District, Pravate District, Bangkok Metropolis 10250; or
- Mr. Kenneth Lee White**, dwelling at The Park Chidlom, 1/176 Soi Chidlom, Chidlom Road, Lumpini Sub-District, Pathumwan District, Bangkok Metropolis 10330; 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 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 desirous 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 be present in the Meeting in person or by proxy. 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 be 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. 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 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 of Location for the Forty-Fifth (45th) Annual Ordinary General Meeting of Shareholders Goodyear (Thailand) Public Company Limited



Renaissance Bangkok Ratchaprasong Hotel  
No. 518/8 Ploenchit Road · Bangkok, 10330 Thailand 10330  
Telephone: 02 125 5000  
Facsimile: 02 125 5001

## **ENCLOSURE 9**

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

#### **1. Calling General Meeting**

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

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

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

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

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

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

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

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

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

#### **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.

### **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.