



**NOTICE CALLING FOR THE FORTY-SIXTH (46<sup>TH</sup>)  
ANNUAL ORDINARY GENERAL MEETING  
OF THE SHAREHOLDERS**

**GOODYEAR (THAILAND) PUBLIC COMPANY LIMITED**

Monday 28 April 2014, 10.00 AM

At Renaissance Bangkok Ratchaprasong Hotel

(Registration 9.00 AM)

Date: 28 March 2014

Subject: Notice Calling for the Forty-Sixth (46<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-Fifth (45<sup>th</sup>) Annual Ordinary General Meeting of Shareholders held on 29 April 2013
2. CD of the 2013 Annual Report of the Board of Directors and the Financial Statements for the year ended 31 December 2013
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. Rules and Regulations of Goodyear (Thailand) Public Company Limited with respect to the Ordinary General Meeting of Shareholders
9. Map of place for the Forty-Sixth (46<sup>th</sup>) Annual Ordinary General Meeting of Shareholders
10. The 2013 Annual Report Requisition Form in Hard Copy

The Board of Directors of Goodyear (Thailand) Public Company Limited ("Company") passed a resolution to convene the Forty-Sixth (46<sup>th</sup>) Annual Ordinary General Meeting of Shareholders ("Meeting") of the Company on Monday, 28 April 2014 at 10.00 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-Fifth (45<sup>th</sup>) Annual Ordinary General Meeting of Shareholders held on April 29, 2013**

**Supporting information:** A copy of the Minutes of the Forty-Fifth (45<sup>th</sup>) Annual Ordinary General Meeting of Shareholders held on 29 April 2013, Enclosure No. 1

The Forty-Fifth (45<sup>th</sup>) Annual Ordinary General Meeting of Shareholders of the Company was held on April, 29 2013. The copy of the Minutes of such Meeting was submitted to the Stock Exchange of Thailand within 14 days and submitted with the Ministry of Commerce, as required by laws.

**Board's Recommendation:** The Minutes of the Forty-Fifth (45<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 2013 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, 2013, with report of the Auditor thereon.**

**Supporting information:** The 2013 Annual Report of the Board of Directors and the Financial Statements for the year ended 31 December 2013, Enclosure No. 2

The Meeting will be asked to acknowledge the 2013 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, 2013 which completely audited by the Auditor. It can be summarized as follows:

Item	Amount
Total Assets	4,477 million Baht
Total Liabilities	888 million Baht
Total Revenue	3,608 million Baht
Net Profit	329 million Baht
Net Profit per share	44.47Baht

**Board's Recommendation:** The Meeting should approve the Company's Audited Financial Statements for the year ended December 31, 2013 with the Auditor's report thereon.

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

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

**Board's Recommendation:** The Board proposes to the Meeting to approve a dividend declaration for the year ended of 31 December 2013, in the amount of 20 Baht per share in the total amount of 148 million Baht. The Board has identified the Shareholders who are entitled for the dividend as of May 8, 2014 (Record Date) and May 9, 2014 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, 2014.

**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:**

**Supporting document:** Profile of directors proposed to consider and approve for re-election in replacement of directors retired by rotation, Enclosure No. 3

1. Mr. Yeap Swee Chuan: Independent Director, Audit Committee Member, Nomination and Corporate Governance Committee Member
2. Mr. Queck Khai Whatt: Director
3. Mr. Brendan Fox: Executive Director (Finance Director)

One of the Directors shall be re-elected in order to replace the one who retired by rotation is the Independent Director (Mr. Yeap Swee Chuan) and the other two are not the Independent Director.

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

**Agenda 5: To consider and approve the Directors' remuneration**

The Meeting is required to consider the 2014 remuneration of the Company's Directors. 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 the year 2014 as follows (by comparison with the year 2013):

Position	Year 2014	Year 2013
1. Chairman of the Board	450,000 Baht per year	450,000 Baht per year
2. Member 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 2014 at the same rate as 2013. 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 Nomination and Corporate Governance Committee and the Board of Directors by comparing to the same industry and taking into account the business expansion and profit growth of the Company.

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

The Meeting is required to consider the 2014 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 the year 2014 as follows (by comparison with the year 2013):

Position	Year 2014	Year 2013
1. Chairman of the Audit Committee	300,000 Baht per year	300,000 Baht per year
2. Member of the 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 2014 at the same rate as 2013. 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 Nomination and Corporate Governance Committee and 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 Nomination and Corporate Governance Committee's Remuneration**

The Meeting is required to consider the 2014 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 the year 2014 as follows (by comparison with the year 2013):

Position	Year 2014	Year 2013
1. Chairman of the Nomination and Corporate Governance Committee	50,000 Baht per year	50,000 Baht per year
2. Member of the 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 Nomination and Corporate Governance Committee and 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 appointment of the auditors for the year ended 31 December 2014 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 2014, provided that any one of the following auditors can act as the auditor and express his opinion to the Company's financial statements.

1. Miss Sukhumaporn Wong-ariyaporn, Certified Public Auditor No. 4843 (had been a person affixing his signature on the Company's financial statement for 2013).
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 2014 in the total amount of 1,821,968 Baht.

<b>Auditor's fee</b>	<b>2014 (Baht)</b>	<b>2013 (Baht)</b>
Audit fee	1,821,968	1,821,968
Other service fees	None	None

**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 2014, 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 2014 in the total amount of Baht 1,821,968 (One Million Eight Hundred Twenty one Nine hundred and Sixty eight Baht).

**Agenda 9: To acknowledge the business review by Managing Director**

The Meeting shall acknowledge the business review of year 2013 and other Company's business activities presented by Mr. Finbarr O'Connor, Managing Director.

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

**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.

All shareholders are invited to attend the Annual Ordinary General Meeting of Shareholders on the specified date, at such time and place as specified herein. The Company has determined the shareholders who have right to attend and vote in the Forty-Sixth (46<sup>th</sup>) Annual Ordinary General Meeting of Shareholders will be on 12 March 2014 (the "Record Date") and has closed the share registration book on 13 March 2014 for gathering shareholders' names under the Section 225 of the Securities and Exchange Act B.E. 2535 .

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

To protect your rights and for your highest benefits, if you would like the Company to clarify the matters stated in the agenda or other information of the Company, please forward your questions in advance to Company Secretary by email: [gyth\\_cosc@goodyear.com](mailto:gyth_cosc@goodyear.com) or facsimile No. 0-2909-8068.

Should you require the 2013 Annual Report in hard copy, please complete the requisition form as Enclosure No. 10 and deliver to Company Secretary by post at Goodyear (Thailand) Public Company Limited, 50/9 Moo 3, Phaholyothin Road KM. 36, Khlong Nueng Sub-District, Khlong Luang District, Pathumthani Province 12120, by email: [gyth\\_cosc@goodyear.com](mailto:gyth_cosc@goodyear.com) or facsimile No. 0-2909-8068. Company will send the hard copy as per your requisition.

The Notice is given on 28 March 2014 in Pathumthani Province, Thailand.

By the order of the Board,



Mr. Finbarr O' Connor  
Managing Director

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

Minutes of the Annual Ordinary General Meeting of Shareholders No. 45 ("**Meeting**")

Monday, 29 April 2013, at 10.30 a.m.

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

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**DIRECTORS PRESENT:**

- |                                |   |
|--------------------------------|---|
| 1. Mr. Dhiraphorn Srifuengfung | Chairman  |
| 2. Mr. Suttipong Wannawanit    | Managing Director   |
| 3. Mr. Athaporn Khaimarn       | Independent Director & Chairman of Audit Committee  |
| 4. Mr. Kenneth Lee White       | Independent Director & member of the Audit Committee and the Nomination and the Corporate Governance Committee                                |
| 5. Mr. Yeap Swee Chuan         | Independent Director & member of the Audit Committee and the Nomination and Corporate Governance Committee and Corporate Governance Committee |
| 6. Mr. Ralf Marx Cabrera       | Director  |
| 7. Mr. Phiphat Vorapipat       | Director Product Supply ASEAN/ Manager of Aviation Supply Chain APAC  |
| 8. Mr. Quek Khai Whatt         | Director/Finance Director and Regional Treasurer of Goodyear Orient Company (Private) Limited   |
| 9. Mr. Dennis Allen Kepple     | Executive Director  |

**Auditor - PricewaterhouseCoopers ABAS Limited**

- |                                   |                      |
|-----------------------------------|----------------------|
| 1. Mr. Chaisiri Ruangritchai      | Audit Partner        |
| 2. Ms. Sukhumaporn Wong-ariyaporn | Audit Partner        |
| 3. Mr. Sirawat Sangmahachai       | Senior Audit Manager |

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

1. Ms. Kodchakorn Kum-iem

**MEETING CONVENED**

The Meeting convened at 10:30 a.m.

Mr. Dhiraphorn Srifuengfung acted the Chairman of the Meeting. The Chairman stated to the Meeting that there were 48 shareholders and a proxy holders in attendance, representing 6,163,259 (Six million one hundred sixty three thousand two hundred and fifty nine) shares, equaling 82.96% 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, the 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 Forty-Fourth (44th) Annual Ordinary General Meeting of Shareholders held on April 26, 2012**

The Chairman presented to the Meeting of the minutes of the 44<sup>th</sup> Annual Ordinary General Meeting of Shareholders held on April 26, 2012 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 44<sup>th</sup> Annual Ordinary General Meeting of Shareholders held on April 26, 2012.

**Resolution:** THAT, the minutes of the 44<sup>th</sup> Annual Ordinary General Meeting of Shareholders be approved with the following votes:

Vote for	6,142,972	votes, equal to	99.74 %
Vote against	0	votes, equal to	- %
Abstention	16,211	votes, equal to	0.26 %

Before the moving to Agenda 2, Mr. Wichai Jirachoenkul, the Company's shareholder, holding 16,200 shares, raised the prescribing the agenda for the meeting that the Company should separate approval of the Annual Report of the Board of Directors from the consideration for approval the audited Financial Statements as of 31 December 2012. The Chairman and Mr. Suttipong Wannawanit, managing director, clarified that the approval of the Annual Report of the Board of Directors and the consideration for approval the audited Financial Statement of the Company could be considered under the same agenda because the Company would open the room for the shareholders to query about the previous year operation as well as the balance sheet duly proposed to the shareholders for approval. Regarding the minutes of meeting, it could be noted into 2 resolutions that the shareholders have acknowledged the Annual Report of the Board of Directors and approved the audited Financial Statements. The Chairman therefore requested the shareholders to continue the Meeting.

The Chairman had shown the video presentation of the 2012 operation; since the restoring the factory from big flood, the resuming to produce the tires after the restoration and the launching of promotions to the market. The Chairman then brought the shareholders and the proxy to the Agenda 2.

**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**

After the video presentation, Mr. Wichai Jirachoenkul, the Company's shareholder, holding 16,200 shares, requested the Chairman to report the operation of previous year; including clarify the details of investment, damages (if any), the staff performance and market.

The Chairman clarified that the details of the Company's operation in previous year were included in the Annual Report and requested the shareholders to consider from such report. If the shareholders had any question about any issues in the report, the shareholders might ask in the meeting. Mr. Suttipong Wannawanit, managing director, clarified that the video presentation had reported the past occurrence since the serious flood in year 2011 until 2012, which summarized the effect from flood as well as the operation of the Company in the first quarter in 2013.

Mr. Suttipong Wannawanit then reported the operation in figures 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

Mr. Suttipong Wannawanit and the Chairman requested the meeting to consider the turnover and furnished the shareholders to question about the balance sheet thereon.

Mr. Weerasak Srisikiew, a shareholder holding 23,200 shares, questioned to the Chairman regarding the Statement of Income as he deemed that the Company gained profits of 891 million Baht, but looking into details, he found that the Company had loss. This is because the profits were from the compensations for big flood which he viewed that indeed the Company's business operation was not good. He referred to Clause 23, Page 62 of the Notes to Financial Statements (Thai version), under segment information as of Year ended 31 December 2012, it shows domestic sales more than 1,700 million Baht and segment gross profit of 327 million Baht. He calculated and found that the Company has gained segment gross profit at 19%. Comparing with year 2011, the Company had domestic sales around 1,735 million Baht, however, it had segment gross profit of 460 million Baht; equaling to 27% approximately. He asked for the reason why sales margin dropped in year 2012. Also, he requested for the clarification of export sales which he calculated and found that the segment gross profit of year 2012 was at 10%; increased from 2011 around 5.2%. He therefore asked for the factor that made export sales margin grow and whether or not the Company can maintain such margin.

Mr. Suttipong Wannawanit clarified his queries as follows:

Regarding the point raised by Mr. Weerasak that the Company indeed had a loss though the balance sheets even though the financial statements showed the high net profit of 892 million Baht, Mr. Suttipong explained that if minus the flood-related compensations and expenses from revenue, the result would be profits. However, the amount of profits would less than year 2011.

As for the Company's gross profit, Mr. Suttipong clarified that in export market, the profit of year 2012 is better than year 2011 because the Company's factory had stopped the whole operation since 20 October 2011 from flood problem. In normal situation, the Company had stable costs. Where there is the revenue, it will average the cost. But due to the flood at the end of year 2011 and the Company had stopped the production for 2-3 months and had spent some times for restoring the factory since January to March 2012, the Company did not have revenue to average the cost as usual. Plus, the Company had to pay for the repairing cost. In this regard, the segment gross profits of 2012 lessened.

The Company had informed with the Stock Exchange of Thailand that from the flood situation, the Company expected that the factory would be able to resume production in May 2012. But with all the hard work from Goodyear employees, the Company could start to produce again since the beginning of April 2012 which allowed the Company to have enough products to export follow the demands of the export market. These were the reasons for the decreasing of the cost. Together with the cost management, it resulted in lower exporting profit of year 2012 comparing to year 2011. However, in year 2012, the Company could produce the tires again and gained good profit from the remaining export volume.

For the domestic sales, the reason for decreasing of gross profit in year 2012 comparing to year 2011 was because of the effect from the flood in the last quarter of year 2011 and with the disability in manufacturing in the first quarter of year 2013 for factory restoration. From such circumstance, the Company had to import products from Goodyear's subsidiaries such as in Japan, Malaysia and Indonesia in order to replace the products that should have been produced in the country which caused the higher cost. The Company had solely option; that was to import products for domestic

sales to responsible for the orders from vehicles manufacturer, replacement markets, retails and other dealers. Without any products, all the customers would receive negative effect and might result in discontinuing of purchase from the Company. These are all the reasons that affected the profit of domestic sales.

Mr. Weerasak Srisikiew continued to question if the domestic sales margin would be back to normal which is 26% – 27% since the Company could produce normally.

Mr. Suttipong Wannawanit, responded that during the import products for domestic sales in year 2012, the Company had bear the high cost. Though, the factory was back in production again, the tire markets were not as good as before due to the effect from Europe Market. The Company's competitors who as well have factories in Thailand were also struggle with the exports and had to distribute products in Thailand. This resulted in increasing of the competition. The problems were (i) the Company had to import the products for sale in Thailand which caused the cost to be higher and (ii) the higher competitions which were the effect from external factor.

The Company was in process to gain more profit. First, the introduction of the products in premium group which these products earn more profit than regular products in the lower market. This is the reason that the Company was trying to increase more marketing activities in order to approach the consumers. Second is that the Company was trying to control the expenses. Last year, the Company tried to reduce the expenses by cut of some budgets for the better profit which still continuing in year 2013, and the shareholders had seen in the video presented.

Mr. Weerasak Srisikiew also questioned about the margin of the exportation whether the Company has set any standard in this matter. From the previous reports, the margin was very low which only 5% and in some years only 2%. In year 2012, the Company had gained exportation margin to 10% which is in a good state but in this year (2013), would the Company able to predict the percentage of the exportation margin and if the Thai Baht money value, whether it would have any effect to the Company.

Mr. Suttipong Wannawanit clarified that in the export market; the Company uses the transfer pricing criteria, i.e. cost plus margin, which added with the Thai Baht money value, royalty fee for the parent company for using Goodyear branding in the cost; then add with the profit needed. This is the method of Goodyear all around the world. Part of it, because of the Company is the international company, registered in stock exchange and the major shareholder is Goodyear USA, all the accounting method therefore must follow the parent company.

The profit of the previous year was the net profit because of the Company had the fixed cost and did not have any responsible in the product's insurance, the product's lost and marketing cost which was the first advantage. The second part is very important for Goodyear Thailand, for the appropriate production with lower cost. Otherwise it would affect the domestic sales with the high cost which result in no sales due to the high competition and that most of competitors using low price to market sales.

The Company confirmed that the management of the export and domestic sales were very well supporting each other and the Company has deemed that it was suitable at this point. The part where the Company needs to approach more was the marketing for domestic sales. The Company was trying to make higher sale volume in this market because of the good sales opportunity even with the high competition.

Mr. Weerasak Srisikiew, the shareholder, referred to Clause 22, Page 59 of the Notes to Financial Statements (Thai version) regarding the related party transactions and questioned about the

production service fee which was increased from year 2011 from 2.389 million Baht to 20 million Baht. And, he asked for the calculation method of this fee.

Mr. Suttipong Wannawanit clarified that the cost for production service was an actual cost. It was the cost where the Company requested for help from the parent company. For example, in year 2012, the Company needed to restore all the production process, repair all the machines and the factory. Therefore, the specific engineer was needed for advice and guideline which the head office had sent engineers from USA to help with the process. In the other word is that the main goal for the Company in year 2011 was to do everything to restore all the production process to be back to normal as soon as possible. This cost was needed and with comparison to other damages, it was not a high cost because what the Company got in return was the restoration of the manufacturing that 1 month faster than the original plan.

Mr. Weerasak Srisikiew, the shareholder, asked for more information about the Notes to the Financial Statements, page 64, Clause 25. On 12 February 2013, event after reporting date, director Company's management has made decision to sell certain equipment in the price which closed to the book value shown in the statement which was around 35 Million baht within 31 March 2013.

Mr. Suttipong Wannawanit clarified that those equipment were purchased from Goodyear Philippines in 2010 but had never been installed due the flood and were no longer in usable condition for the Company. The Company informed the Stock Exchange of Thailand of the related transaction. The shareholders could check all the details in this regard on the website, under the section of acquisition and disposal of assets, which has been announced on the website since around 10 April 2013 as well.

Mr. Wichai Jirachoenkul, the Company's shareholder, holding 16,200 shares, questioned about the start date of the re-production after the flood in year 2011. It was in June, wasn't it?

Mr. Suttipong Wannawanit clarified that it was in the beginning of April 2012.

Mr. Wichai Jirachoenkul, questioned about the reasons of the decreasing in sales from year 2011 from 4,000 million Baht approximate to 3,400 million Baht approximate.

The chairman answered that it was from the flood situation.

Mr. Suttipong Wannawanit stated that in the Note to Financial Statements, Page 62, Clause 23, which clearly explain that the sales from export in year 2011 was 2,350 million Baht and in year 2012 the export sales has decreased to 1,752 million Baht because of the Company was unable to produce any products for around 3 months and another reason was because of the export market was unstable which affect the Company's competitors as well.

Mr. Wichai Jirachoenkul, questioned that "had company import the products in replacement of exportation?"

Mr. Suttipong Wannawanit clarified that the Company cannot produce any products during the flood. It was impossible to export any products in a period of 3 months. But the Company imported products for domestic sales.

Mr. Wichai Jirachoenkul stated that the inventory stocks in the Note to Financial Statements, Page 26, shows it increased over 100 million Baht and questioned that if those could not be sold.

Mr. Suttipong Wannawanit said that the answer to this question was related to the previous answer. The Company had faced with the economy problem in the last half of the year. First was the flood that caused the inability in production. Second was the export competition that affected by the crisis of Euro. But the subject matters that shareholder worried were the inventory stocks for both export and domestic. After the Company can produce again, there were problem in the quantity of the orders. As for the export, the Company was affected by external factors which related to the world economy. The Company sold these products domestically and other manufacturers were facing the same problems. For all those who have factories base in Thailand but unable to exports their products, every tire entrepreneur were all selling their products domestically which effected in more competitive market resulted in more inventory stocks.

Mr. Wichai Jirachoenkul stated that if the sales volume decreased for amount of over 600 million Baht in year 2012, but the Company stated that the export was slow, at the same time, there were products that came from importing as well. Mr. Wichai stated that there were products in inventory stocks for over 100 million Baht which were not match.

Mr. Suttipong Wannawanit said that in the first 3 months of year 2012, the Company had to import products because of the lack of production and the Company needed to solve that problem.

Mr. Suttipong Wannawanit clarified that it was because the other half of the year 2012 had issue of high competition which caused the Company to sell less than the expectation.

Mr. Wichai Jirachoenkul commented that these answers contradicted with the Company's Financial Statements.

Mr. Suttipong Wannawanit explained in 2 different parts. First, the high inventory stocks compared to the stocks in the previous year, found that in year 2011, there were none of remaining raw materials during the flood, resulting in lower inventory stocks, which could not compare this base with the 2012's base. Second were the remains raw materials in year 2011, this base were lower than normal. Raw materials cannot be kept during the flood.

Mr. Wichai Jirachoenkul questioned about the increasing of account receivable from year 2011 in the amount of over 600 million Baht stated in Financial Statement page 26, if these could be collected.

Mr. Suttipong Wannawanit explained that comparing to year 2011, the sale volume of the Company were lower than normal so there were none of account receivable. If comparing between 2 years with different base, it would shown that the Company had more account receivable because the Company need to make more sales.

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, 2012 including the report of the auditor.

**Resolution:** THAT, the Meeting acknowledged the Annual Report of the Board of Directors on activities of the Company.

**Resolution:** THAT, the Financial Statements for the year ended December 31, 2012 be approved with the following votes:

Vote for	6,145,451	votes, equal to	99.74 %
Vote against	-	votes, equal to	- %
Abstention	16,211	votes, equal to	0.26 %

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

The Chairman stated to the Meeting of the dividend payment for the year end of 31 December 2012 that since the Company has gained the profits and has had retained earnings from the business operation as of end of year 2012 sufficient for the dividend payment, the Company therefore requested the Meeting to consider declaring and distributing of dividend.

The Chairman proposed to the Meeting to approve a dividend declaration for the year ended of 31 December 2012, in the amount of 63 Baht per share. The Company paid an interim dividend of 43 Baht per share on 7 December 2012, equal to Baht 318.2 million Baht. Therefore, the Board considered as appropriate that the Annual General Meeting of Shareholders shall approve paying the remaining dividend of 20 Baht per share to the Shareholders of the Company; or equaling to Baht 148 million Baht as proposed by the Board.

The Board has identified the Shareholders who are entitled for the dividend of year 2012 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. The Chairman therefore requested the Meeting to consider for voting.

Mr. Wichai Jirachoenkul questioned about the reason for the declaration of the dividend to be 63 Baht per share.

The Chairman clarified that because of the cash flow of the Company was enough for the declaration of the dividend. And even though the Company affected by the flood at the end of year 2011 but the Company gained profit in the first nine month of the same year. But since the flood happened in the last quarter of year 2011, at that time, the Board was not truly confident whether the Company's cash flow would be enough for the repairing of the factory. Therefore, there was no declaration of the dividend for the previous year. However, the Board agreed that at the end of 2011, the Company had enough cash flow for declaration of the dividend.

Mr. Wichai Jirachoenkul questioned about the source of the declaration of the dividend number, 63 Baht.

Mr. Suttipong Wannawanit explained that the consideration of the dividend declaration was from several factors. First was the business flow. Second was the investment plan and third was the cash flow. As for the retain earnings, this was explained in the meeting last year, that it was not the money that the Company could use for anything. Only cash could be use for consideration. At the end of year 2011, the Company had cash for total of 675 million Baht which the Board considered and resolved that this amount could be declared for the dividend. With the business flow, investment plan and the Company's cash flow, the Company should pay the dividend to the shareholders. The Company might not be able to answer in the calculation of the 63 Baht but only the calculation of how much the business needed.

Mr. Wichai Jirachoenkul stated that the profit per share was 120 Baht but the declaration of the dividend was only 63 Baht. Mr. Wichai needed the explanation of the source for this amount.

Mr. Suttipong Wannawanit explained that everything must follow the business plan and investment plan. Even though the Company has passed the flood but still needed to repair and restore the factory. The Company was able to produce the products again but not all the machines were new, the Company still needed cash to support the maintenance as well.

As for the question about the rule of suitability in the declaration of the dividend, the Board would explain that the main rule was the calculation of the business flow then the Company would consider the way to achieve the business goal and consider declaring the dividend of the previous year together.

In year 2009, the dividend declaration was 30 Baht per share but in year 2013, the dividend declaration was 63 Baht per share. If equally divided with the year 2012, the year that was not declare the dividend, the Company agreed that the amount of the declaration of the dividend was appropriate. This explanation was only the reference rules because it was not as necessary as the business plan.

Mr. Wichai Jiracharoenkul stated that there were around 600 million Baht cash flow, retained earnings over 3,400 million baht and 310 million Baht from compensation which all of these were cash. Mr. Wichai questioned the Company regarding the plan for these cash.

Mr. Suttipong Wannawanit explained that the Company could not tell if the flow was in too much in amount but the factor that needed to be considered was the business plan which contains risks as in all the Annual Report. Shareholders shall consider the cash flow cautiously.

Mr. Wichai Jiracharoenkul stated that from the Financial Statements, there were high amount of cash flow remaining.

Mr. Suttipong Wannawanit explained that the Financial Statements were not for just the figured. Shareholders should consider with other factors in the business plan which stated in the Annual Report.

Mr. Wichai Jiracharoenkul still needed the explanation of the number 63 Baht per share.

Mr. Suttipong Wannawanit reserved not to answer this specific question due the level of the information disclosed. High level of internal business information may affect the Company's business plan.

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

**Resolution:** THAT, the dividend payment for the year ended December 31, 2012 be approved with the following votes:

Vote for	6,145,451	votes, equal to	99.74 %
Vote against	-	votes, equal to	- %
Abstention	16,211	votes, equal to	0.26 %

**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 Chairman, the Nomination and Corporate Governance Committee
2. Mr. Suttipong Wannawanit Director
3. Mr. Kenneth Lee White Independence director, audit committee, the Nomination and Corporate Governance Committee

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 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 was 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.

The Chairman informed the Meeting that the 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 Mr. Dhiraphorn Srifuengfung and Mr. Kenneth Lee White, in replacement of those who retired by rotation be approved with the following votes:

1. Mr. Dhiraphorn Srifuengfung

Vote for	6,112,451	votes, equal to	99.20 %
Vote against	-	votes, equal to	- %
Abstention	49,211	votes, equal to	0.80 %

2. Mr. Kenneth Lee White

Vote for	6,145,451	votes, equal to	99.74 %
Vote against	-	votes, equal to	- %
Abstention	16,211	votes, equal to	0.26 %

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

The Chairman stated to the Meeting that it 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.

The Chairman therefore proposed to appoint Mr. Finbarr R. O'Connor to be 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 was 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.”

The Chairman requested the Meeting to consider.

**Resolution: THAT**, appointed Mr. Finbarr R. O'Connor as the Managing Director of the Company to be approved.

**Resolution: THAT**, the amendment of the authorized signatory of the Company to be approved as proposed by the Chairman.

Vote for	6,145,451	votes, equal to	99.74 %
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Vote against	-	votes, equal to	- %
Abstention	16,211	votes, equal to	0.26 %

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

The Chairman requested the Meeting to consider the 2013 remuneration for the directors of the Company. The Board of Directors reviewed the Directors' remuneration by considering the business activity, size and linkage with the Company's operations, the result being in line with the same market and industrial norm, as well as duties and responsibilities of the Board of Directors. However, only the resident Directors, who do not receive salaries from the company, will be qualified to receive such Directors' remuneration. It was therefore proposed to fix the remuneration for the Directors for 2013 as follows (in comparison with 2012):

Position	Year 2013	Year 2012
1. Chairman	450,000 Baht per year	450,000 Baht per year
2. Member 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	6,145,451	votes, equal to	99.74 %
Vote against	-	votes, equal to	- %
Abstention	16,211	votes, equal to	0.26 %

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

The Chairman requested the Meeting to consider the 2013 remuneration for the audit committee of the Company. The Board of Directors determined the audit committee's remuneration by considering business activity, size and the link to the company's operation results, being in line with the same market and industrial norm, as well as duties and responsibilities of the Audit Committee. It was therefore proposed to fix the remuneration for the Audit Committee for 2013 as follows (by comparison with 2012):

Position	Year 2013	Year 2012
1. Chairman of Audit Committee	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	6,145,451	votes, equal to	99.74 %
Vote against	-	votes, equal to	- %
Abstention	16,211	votes, equal to	0.26 %

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

The Chairman requested the Meeting to consider the 2013 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 2013 as follows (by comparison with 2012):

Position	Year 2013	Year 2012
1. Chairman of 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	6,145,451	votes, equal to	99.74 %
Vote against	-	votes, equal to	- %
Abstention	16,211	votes, equal to	0.26 %

**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 Chairman informed that the Audit Committee has considered appointing 4 auditors by taking into account their performance, independence, and audit fee, and proposed to the Company's Board of Directors for the approval of the appointment of PricewaterhouseCoopers ABS Limited as its independent auditor for 2013, 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 (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).
4. Ms. Sukhumaporn Wong-ariyaporn, Certified Public Auditor No. 4843 (not being a person previously affixing her 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 was proposed to approve the auditor's fee for 2013 for 1,821,968 Baht.

Auditor's fee	Year 2013	Year 2012
Audit fee	1,821,968 Baht	1,500,000 Baht
Other service fees	None	1,840,000 Baht

The Chairman requested the Meeting to consider.

**Resolution: THAT**, the appointment of the auditors for the year ended December 31, 2013, and determination of their remuneration as proposed by the Board of Directors be approved with the following votes:

Vote for	6,145,151	votes, equal to	99.73 %
Vote against	-	votes, equal to	- %
Abstention	16,511	votes, equal to	0.27 %

**Agenda 10: 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 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.

There is no other business to transact in this Meeting, the Chairman thanks the shareholders for attendance and declares the closure of the 45<sup>th</sup> Annual Ordinary General Meeting of the Shareholders.

Meeting adjourned at 12.30 hours.



Dr. Dhiraphorn Srifuengfung  
Chairman of the Meeting

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**Mr. Yeap Swee Chuan**

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**Position** (1) Independent Director  
(2) Audit Committee  
(3) Nomination and Corporate Governance Committee

**Age** 65 years

**Address** 53/259 Laddawan Rangsit Village, Moo 1, Rangsit-Pathum Road,  
Ban Klang Sub-District, Ban Klang District, Pathumthani

**Professional Experience**

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

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

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

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

**Education**

- Industrial Management and Engineering  
Massey University, New Zealand

**Director Training** Director Certification Program (DCP), IOD

**Company Shareholding** -None-

**Directorship/Management in other businesses**

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

Profile of directors proposed to consider and approve for re-election replaci directors who retired by rotation

**Independent Director Information**

- a) Specify the nature of relationship between Independent Director and Management of 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 the potential to be conflict of interest of the Company at present and during the past two years:

-None-

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**Mr. Quek Khai Whatt**

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**Position** Director

**Age** 47 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** -None-

**Directorship/Management in other businesses**

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

Director: Goodyear Orient Company (Private) Limited, Singapore

- b) Name and types of business therein you are directors/management with the potential to be conflict of interest of the Company:

-None-

**Independent Director Information**

- a) Specify the nature of relationship between Independent Director and Management of 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 the potential to be conflict of interest of the Company at present and during the past two years:

-None-

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**Mr. Brendan Fox**

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**Position** Director - Finance Director  
**Age** 35 years  
**Address** 25/1 Sukhumvit 38, Prakhanong, Klongtoey, Bangkok

**Professional Experience**

2013 – Present Finance Director, **Goodyear (Thailand) Public Company Limited**  
2010 – 2013 Finance Director – Operations, **Goodyear Asia Pacific**  
2009 – 2010 Finance Manager – Total Tyres Service, **Goodyear, Australia**  
2008 – 2009 Finance Manager – Factory Accounting, **Goodyear, Australia**  
2007 – 2008 Financial Planning & Analysis – Supply Chain, **Goodyear, Australia**  
2006 – 2007 Factory Accountant, **Goodyear, Australia**  
2005 – 2006 Financial Planning & Analysis –Corporate, **Goodyear, Australia&New Zealand**  
2003 – 2005 Financial Accountant – Corporate, **Goodyear, Australia&New Zealand**

**Education**

- Bachelor of Business (Accounting), Victoria University of Technology (Australia)

**Director Training** -

**Company Shareholding** -None-

**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 the potential to be conflict of interest of the Company:  
-None-

**Independent Director Information**

- a) Specify the nature of relationship between Independent Director and Management of 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 the potential to be conflict of interest of the Company at present and during the past two years:  
-None-

**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:

<b>Independent Director Name</b>	<b>Titles</b>	<b>Address</b>
<b>Mr. Athaporn Khaimarn</b> (Age 70 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 67 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 65 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 the person who has already passed the process of nomination by the Board of Directors.

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**Mr. Athaporn Khaimarn**

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

**Age (year)** 70

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

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

**Relationship between Directors:** None



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**Mr. Kenneth Lee White**

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

**Age (year)** 67

**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:** 1) Never entered into any transaction which may cause to  
against the law in past ten years.  
2) Never entered into any transaction which may cause conflict  
of interest against the company during the past two years.

**Relationship between Directors:** None

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**Mr. Yeap Swee Chuan**

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

**Age (year)** 65

**Professional Experience**

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

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

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

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

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

**Director Training:** IOD – DCP Certificate

**Company shareholding:** None

**Forbidden Qualification:** 1) Never entered into any transaction which may cause to against the law in past ten years.  
2) Never entered into any transaction which may cause conflict of interest against the company during the past two years.

**Relationship between Directors:** None

หนังสือมอบฉันทะ

Proxy

เขียนที่ .....

Written at

วันที่ ..... เดือน ..... พ.ศ. ....

Date Month Year

(1) ข้าพเจ้า ..... สัญชาติ ..... อยู่บ้านเลขที่ ..... ถนน .....  
 I/We, Nationality Residing at No. Road  
 ตำบล/แขวง ..... อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....  
 Subdistrict District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท กู๊ดเยียร์ (ประเทศไทย) จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม ..... หุ้น  
 as a shareholder of Goodyear (Thailand) Public Company Limited holding a total number of shares,  
 และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง  
 and have the rights to vote equal to votes

(3) ขอมอบฉันทะให้ (สามารถมอบฉันทะให้กรรมการอิสระตามรายละเอียดในหนังสือเชิญประชุม)  
 Hereby appoint (May grant proxy to the Company's Independent Directors of which detailed in the AGM invitation letter)

- 1. ชื่อ นายอรุณพร ช่างมาน อายุ 70 ปี, อยู่บ้านเลขที่ 49/93 หมู่บ้านปานทิพย์ ถนน อ่อนนุช 53  
 Mr.Athaporn Khaimarn Age 70 years, residing at 49/93 Parnthip Village Road Onnuach 53  
 ตำบล/แขวง ประเวศ อำเภอ/เขต ประเวศ จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10250 หรือ  
 Subdistrict Pravate District Pravate Province Bangkok Postal Code 10250 or
- 2. ชื่อ นายเคนเนธ ลี ไวท์ อายุ 67 ปี, อยู่บ้านเลขที่ 1/176 เดอะปาร์ค ชิดลม ถนน ชิดลม  
 Mr.Kenneth Lee White Age 67 years, residing at 1/176 The Park Chidlom Road Chidlom  
 ตำบล/แขวง ลุมพินี อำเภอ/เขต ปทุมวัน จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10330 หรือ  
 Subdistrict Lumpini District Pathumwan Province Bangkok Postal Code 10330 or
- 3. ชื่อ นายเย็บ ชู ชวน อายุ 65 ปี, อยู่บ้านเลขที่ 53/259 หมู่บ้านลัดดาวัลย์ รังสิต หมู่ที่ 1 ถนนรังสิต-ปทุมธานี  
 Mr. Yeap Swee Chuan Age 65 years, residing at 53/259 Laddawan Rangsit Village Moo 1 Road Rangsit-Pathumthani  
 ตำบล/แขวง บ้านกลาง อำเภอ/เขต บ้านกลาง จังหวัด ปทุมธานี รหัสไปรษณีย์ 12000 หรือ  
 Subdistrict Ban Klang District Ban Klang Province Pathumthani Postal Code 12000 or
- 4. ชื่อ ..... อายุ ..... ปี อยู่บ้านเลขที่ ..... ถนน .....  
 Mr./Mrs./Miss Age years, residing at Road  
 ตำบล/แขวง ..... อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ ..... หรือ  
 Subdistrict District Province Postal Code or
- 5. ชื่อ ..... อายุ ..... ปี อยู่บ้านเลขที่ ..... ถนน .....  
 Mr./Mrs./Miss Age years, residing at Road  
 ตำบล/แขวง ..... อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....  
 Subdistrict District Province Postal Code

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมใหญ่สามัญประจำปีของผู้ถือหุ้น ครั้งที่ 46 วันจันทร์ที่ 28 เมษายน พ.ศ. 2557 เวลา 10.00 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-sixth (46th) Annual Ordinary General Meeting of the Shareholders on Monday, 28 April 2014 at 10.00 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) 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 พิจารณารับรองรายงานการประชุมใหญ่สามัญประจำปีของผู้ถือหุ้น ครั้งที่ 45 ที่ได้ประชุมเมื่อวันที่ 29 เมษายน 2556  
 Agenda 1 To consider and approve the Minutes of the Forty-Fifth (45<sup>th</sup>) Annual Ordinary General Meeting of Shareholders held on April 29, 2013

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

วาระที่ 2 รับทราบรายงานประจำปี 2556 ของคณะกรรมการบริษัทเกี่ยวกับกิจกรรมของบริษัท และพิจารณาอนุมัติงบการเงินของบริษัทสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2556 พร้อมรายงานของผู้สอบบัญชี  
 Agenda 2 To acknowledge the Annual Report 2013 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, 2013 with the auditor's report thereon.

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

วาระที่ 3 พิจารณาอนุมัติการจ่ายเงินปันผล สำหรับผลการดำเนินงานสิ้นสุดวันที่ 31 ธันวาคม 2556  
 Agenda 3 To consider and approve the declaration and payment of dividend for the year ended December 31, 2013

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

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง
- Approve                              Disapprove                              Abstain

วาระที่ 4 พิจารณาและอนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกตามวาระในอัตราหนึ่งในสามของกรรมการทั้งหมดจำนวนสามท่าน  
 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 3 directors

- (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: นายเลวก ไก่ วัดด้  
 Director's name: Mr. Quek Khai Whatt  
 เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
 Approve                              Disapprove                              Abstain
3. ชื่อกรรมการ: นายเบรนตัน ฟอกซ์  
 Director's name: Mr. Brendan Fox  
 เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
 Approve                              Disapprove                              Abstain

วาระที่ 5 พิจารณาและอนุมัติค่าตอบแทนกรรมการ  
 Agenda 5 To consider and approve the directors' remuneration

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

วาระที่ 6 พิจารณาและอนุมัติค่าตอบแทนกรรมการตรวจสอบ

Agenda 6 To consider and approve the Audit Committee’s remuneration

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

วาระที่ 7 พิจารณาและอนุมัติค่าตอบแทนกรรมการสรรหาและธรรมาภิบาล

Agenda 7 To consider and approve the Nomination and Corporate Governance Committee’s remuneration

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

วาระที่ 8 พิจารณาแต่งตั้งผู้สอบบัญชีประจำปีสิ้นสุด 31 ธันวาคม 2557 และกำหนดค่าสอบบัญชี

Agenda 8 To consider and approve the appointment of the auditors for the year ended December 31, 2014, and determination of the audit fee

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

วาระที่ 9 เพื่อรับทราบภาพรวมการประกอบธุรกิจของบริษัท

Agenda 9 To acknowledge the business review

(ระเบียบวาระนี้เป็นเรื่องเพื่อทราบ จึงไม่ต้องลงคะแนนเสียง)  
(This Agenda is to acknowledge, no requirement for vote)

วาระที่ 10 พิจารณากิจการอื่น ๆ ที่อาจดำเนินการได้ในที่ประชุมใหญ่สามัญประจำปีของผู้ถือหุ้นของบริษัท

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

(ระเบียบวาระนี้เป็นเรื่องเพื่อทราบ จึงไม่ต้องลงคะแนนเสียง)  
(This Agenda is to acknowledge, no requirement for vote)

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

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

- (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. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ  
In case there are additional agendas, the proxy can state other agenda by using the Supplemental Proxy Form B as attached.

**ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข / Supplementary Proxy Form B**

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

สำหรับการประชุมใหญ่สามัญประจำปีของผู้ถือหุ้น ครั้งที่ 46 วันจันทร์ที่ 28 เมษายน พ.ศ. 2557 เวลา 10.00 น. ณ โรงแรมเรเนซองส์ กรุงเทพฯ ราชประสงค์ เลขที่ 518/8 ถนนเพลินจิต กรุงเทพมหานคร 10330 ประเทศไทย หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย  
For the Forty-Sixth (46<sup>th</sup>) Annual Ordinary General Meeting of Shareholders on Monday, 28 April 2013 at 10.00 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:
  - เห็นด้วย                       ไม่เห็นด้วย                       จดออกเสียง
  - Approve                              Disapprove                              Abstain

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

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

- เลือกตั้งกรรมการทั้งหมด  
Vote for all the nominated directors
  - เห็นด้วย                       ไม่เห็นด้วย                       จดออกเสียง
  - Approve                              Disapprove                              Abstain
- เลือกตั้งกรรมการเป็นรายบุคคล  
Vote for an individual nominated director

ชื่อกรรมการ .....

**Name of Director**

- เห็นด้วย                       ไม่เห็นด้วย                       จดออกเสียง
- Approve                              Disapprove                              Abstain

ชื่อกรรมการ .....

**Name of Director**

- เห็นด้วย                       ไม่เห็นด้วย                       จดออกเสียง
- Approve                              Disapprove                              Abstain

ชื่อกรรมการ .....

**Name of Director**

- เห็นด้วย                       ไม่เห็นด้วย                       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.

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

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

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

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

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

**Documents required for appointment of proxy**

- (1) **If individual shareholder is Thai nationality:** his/her certified true and correct photocopy of citizen identification card or civil servant identification card.
- (2) **If individual shareholder is foreign nationality:** his/her foreign identification card, passport or documents used in lieu of passport.
- (3) **If the shareholder is a juristic person:**
  - Thai juristic person:** copy of company affidavit issued by Ministry of Commerce or competent authority not exceeding 60 days, certified true and correct copy by the authorized director(s) of such juristic person, certified true and correct copy of citizen identification card or civil servant identification card or passport of the authorized director(s) who certified true copy of the affidavit.
  - Foreign juristic person:** the authorized signatory of such juristic person shall affix his/her signature together with the company's seal affixed on the proxy form in the presence of notary public or official with similar authority under the law of relevant country. Upon the execution thereof, the proxy form shall be furnished to competent officer of Royal Thai Embassy or the Royal Thai Consulate, or officer authorized to act on behalf of such competent officer, or person qualified to give full attestation under the law of relevant country to certify the notary public.
- (4) If fingerprint is affixed in lieu of signature, fingerprint of left thumb shall be affixed together with the phrase "fingerprint of left thumb of....." with two witnesses shall sign and certify that it is a genuine fingerprint of such shareholder. Fingerprint shall be affixed before the witnesses. Certified true and correct copy of citizen identification card or civil servant identification card of two witnesses shall also be attached.
- (5) Any shareholder who may not be able to present at the Forty-Sixth (46<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:

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

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

**Mr. 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 form being prepared and executed in accordance with the rules mentioned above to the Company Secretary together with relevant documents. The proxy form shall be received by the Company at least one day prior to the date of the Meeting or by 24 April 2014.
- (7) The proxy desires to attend the Meeting shall present his/her citizen identification card/civil servant identification card/ passport (in case of foreign person) for registration.

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

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

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

#### **Registration of Attendance**

Officer of the Company shall allow the registration of attendance at least one hour prior to the commencement of the Meeting or from 09:00 hours onwards.

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

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

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

**1.1 Calling an Annual Ordinary General Meeting**

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

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

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

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

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

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

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

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

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

**1.2. Constitution of the Quorum**

Article 34. At any general meeting, there must be present not less than twenty-five (25) shareholders and their proxies (if any) or not less than one-half of the total

shareholders, in both cases who represent in total at least a majority of the total sold shares, in order to constitute a quorum.

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

### 1.3. Voting

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

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

### 2. Dividend

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

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

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

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

### 3. Director

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

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

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

Article 14

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

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

### Map of place for the Forty-Sixth (46<sup>th</sup>) Annual Ordinary General Meeting of Shareholders

#### Goodyear (Thailand) Public Company Limited



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

**แบบฟอร์มขอรับรายงานประจำปี 2556 ในรูปแบบหนังสือ**  
**2013 Annual Report Requisition Form in Hard Copy**

เรียน เลขานุการบริษัท  
 Dear Company Secretary

ข้าพเจ้า ..... จำนวนหุ้น.....  
 I/We No. of shares

ที่อยู่.....  
 Address

มีความประสงค์ขอรับรายงานประจำปี 2556 ในรูปแบบหนังสือ โดยให้จัดส่งไปยังที่อยู่ของข้าพเจ้า ดังนี้  
 Request for a printed documents of 2013 Annual Report, deliver to my address as follows:

- บริษัทจัดส่งไปยังที่อยู่ของข้าพเจ้าตามที่ได้แจ้งไว้ข้างต้น  
 The Company sends the documents to the same address as above-mentioned
- บริษัทจัดส่งไปยังที่อยู่ตามด้านล่างนี้  
 The Company sends the documents to the address below:

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

เมื่อกรอกรายละเอียดข้างต้นเรียบร้อยแล้ว โปรดส่งโทรสารไปที่หมายเลข (66)0-2909-8068 หรือส่ง Email มาที่ gyth\_cosc@goodyear.com หรือตามที่อยู่ของบริษัท เพื่อจะได้ดำเนินการตามความประสงค์ของผู้ถือหุ้นต่อไป

After completion of the information above, please send this form to the facsimile number (66)0-2909-8068 or by email via gyth\_cosc@goodyear.com or send to Company's address. The Company will further process pursuant to the shareholder's request.