



**NOTICE CALLING FOR THE FORTY-SEVENTH (47TH)
ANNUAL ORDINARY GENERAL MEETING
OF THE SHAREHOLDERS**

GOODYEAR (THAILAND) PUBLIC COMPANY LIMITED

Tuesday 28 April 2015, 10.00 AM

At Renaissance Bangkok Ratchaprasong Hotel

(Registration on 8.30 AM onwards)

Date: 27 March 2015

Subject: Notice Calling for the Forty-Seventh (47th) 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-Sixth (46th) Annual Ordinary General Meeting of Shareholders held on 28 April 2014
2. CD of the 2014 Annual Report of the Board of Directors and the Financial Statements for the year ended 31 December 2014
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-Seventh (47th) Annual Ordinary General Meeting of Shareholders
10. The 2014 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-Seventh (47th) Annual Ordinary General Meeting of Shareholders ("Meeting") of the Company on Tuesday, 28 April 2015 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-sixth (No. 46th) Annual Ordinary General Meeting of Shareholders held on April 28, 2014

Supporting information: A copy of the Minutes of the Forty-Sixth (46th) Annual Ordinary General Meeting of Shareholders held on 28 April 2014, Enclosure No. 1

The Forty-Sixth (46th) Annual Ordinary General Meeting of Shareholders of the Company was held on April 28, 2014. 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-sixth (46th) 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

Supporting information: The 2013 Annual Report of the Board of Directors

The Meeting will be asked to acknowledge the 2013 Annual Report of the Board of Directors on activities of the Company

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

Agenda 3: To consider and approve the Audited Financial Statements for the year ended December 31, 2014, with report of the Auditor thereon.

Supporting information: The Financial Statements for the year ended 31 December 2014, Enclosure No. 2

The Meeting will be asked to consider and approve the Company's Financial Statements for the year ended December 31, 2014 which completely audited by the Auditor. It can be summarized as follows:

Item	Amount
Total Assets	4,703 million Baht
Total Liabilities	1,025 million Baht
Total Revenue	3,796 million Baht
Net Profit	237 million Baht
Net Profit per share	32.05 Baht

Board's Recommendation: The Meeting should approve the Company's Audited Financial Statements for the year ended December 31, 2014 with the Auditor's report thereon.

Agenda 4: 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 Annual General Meeting of Shareholders to approve a dividend declaration for the year ended of 31 December 2014, 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, 2015 (Record Date) and May 11, 2015 shall be the book closing date on which the shareholder list as specified in section 225 of the Securities and Exchange Act shall be complied. The payment of the dividend shall be made by May 27, 2015.

Agenda 5: To consider and approve re-election of Directors in replacement of those who retired by rotation, at one-third of the directors, total being three Directors

The retirement directors shall be:

1. Mr. Athaporn Khaimarn: Independent Director, Chairman of the Audit Committee
2. Mr. Gino Garzarella: Director
3. Mr. Phiphat Vorapipat: Executive Director (General Manager Aviation-Asia Pacific)

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

One of the Directors shall be re-elected in order to replace the one who retired by rotation is the Independent Director (Mr. Athaporn Khaimarn) 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 to propose the Meeting to re-elect the Directors who retired in this year as the Directors for another term.

Agenda 6: To consider and approve the Directors' remuneration

The Meeting is required to consider the 2015 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 2015 as follows (by comparison with the year 2014):

Position	Year 2015	Year 2014
1. Chairman of the Board	500,000 Baht per year	450,000 Baht per year
2. Member of the Board	350,000 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 2015 as proposed. 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 7: To consider and approve the Audit Committee's remunerations

The Meeting is required to consider the 2015 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 2015 as follows (by comparison with the year 2014):

Position	Year 2015	Year 2014
1. Chairman of the Audit Committee	350,000 Baht per year	300,000 Baht per year
2. Member of the Audit Committee	300,000 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 2015 as proposed. 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 8: To consider and approve the Nomination and Corporate Governance Committee's Remuneration

The Meeting is required to consider the 2015 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 2015 as follows (by comparison with the year 2014):

Position	Year 2015	Year 2014
1. Chairman of the Nomination and Corporate Governance Committee	100,000 Baht per year	50,000 Baht per year
2. Member of the Nomination and Corporate Governance Committee	75,000 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 2015 as proposed. 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 9: To consider and approve the appointment of the auditors for the year ended 31 December 2015 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 2015, provided that any one of the following auditors can act as the auditor and express his opinion to the Company's financial statements.

1. Ms. Sukhumaporn Wong-ariyaporn, Certified Public Accountant No. 4843 (Thailand) (had been a person affixing her signature on the Company's Financial Statement for 2013 – 2014), PricewaterhouseCoopers ABAS Ltd.
2. Mr. Prasit Yuengsrikul, Certified Public Accountant No. 4174 (Thailand) (had been a person affixing his signature on the Company's Financial Statement for 2009 – 2011), PricewaterhouseCoopers ABAS Ltd.
3. Mr. Chaisiri Ruangritchai, Certified Public Accountant No. 3977 (Thailand) (had been a person affixing his signature on the Company's Financial Statement for 2012), PricewaterhouseCoopers ABAS Ltd.

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 2015 in the total amount of 2,018,246 Baht. (Two Million Eighteen thousand two hundred and forty six Baht)

Auditor's fee	2015 (Baht)	2014 (Baht)
Audit fee	2,018,246	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 2015, 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 2015 in the total amount of Baht 2,018,246 Baht. (Two Million Eighteen thousand two hundred and forty six Baht).

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

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

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-Seventh (47th) Annual Ordinary General Meeting of Shareholders will be on 13 March 2015 (the "Record Date) and has closed the share registration book on 16 March 2015 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 or facsimile No. 0-2902-2510.

Should you require the 2014 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 or facsimile No. 0-2902-2510. Company will send the hard copy as per your requisition.

The Notice is given on 27 March 2015 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. 46 ("**Meeting**")

Monday, 28 April 2014, at 10.00 a.m.

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

DIRECTORS PRESENT:

- | | |
|-------------------------------|--|
| 1. Dr. Dhiraporn Srifuengfung | Chairman & member of the Nomination and Corporate Governance Committee |
| 2. Mr. Finbarr O' Connor | Executive Director (Managing Director) |
| 3. Mr. Brendan Fox | Executive Director (Finance Director) |
| 4. Mr. Phiphat Vorapipat | Executive Director & Member of the Nomination and Corporate Governance Committee |
| 5. Mr. Quek Khai Whatt | Director |
| 6. Mr. Gino Garzarella | Director |
| 7. Mr. Athaporn Khaimarn | Independent Director & Chairman of Audit Committee |
| 8. Mr. Kenneth Lee White | Independent Director & member of the Audit Committee and the Nomination and Corporate Governance Committee |
| 9. Mr. Yeap Swee Chuan | Independent Director & member of the Audit Committee and the Nomination and Corporate Governance Committee |

Company Secretary and Legal Counsel

Ms. Napat Tanyakulsajja

Auditor - PricewaterhouseCoopers ABAS Limited

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

Witness for vote counting – Mazars (Thailand) Limited

- | | |
|---------------------------|--------|
| 1. Ms. Kodchakorn Kum-iem | Lawyer |
|---------------------------|--------|

MEETING CONVENED

After opening VDO presentation, the Meeting convened at 10:00 a.m.

Dr. Dhiraphorn Srifuengfung acted the Chairman of the Meeting. The Chairman stated to the Meeting that there were 69 shareholders and a proxy holders in attendance, representing 6,161,014 (Six million one hundred sixty one thousand and fourteen) shares, equaling 83% 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, details as specified in Enclosure no. 8. The Chairman informed

the Meeting that the Company would give the opportunities to the shareholders and proxy to question about the agenda; the procedure to question was that the shareholders or proxy raised hand up and informed his name and holding share amount before raising the question. The Chairman, the Board of 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-Fifth (45th) Annual Ordinary General Meeting of Shareholders held on April 29, 2013

The Chairman presented to the Meeting of the minutes of the 45th Annual Ordinary General Meeting of Shareholders held on April 29, 2013 which was submitted to the Stock Exchange of Thailand within 14 days and the Ministry of Commerce as prescribed by the law as well as posted on the Company website. The details are shown in the Enclosure no. 1.

Mr. Chatchawat Pipattanaboon, a shareholder holding 100 shares, questioned to the Chairman regarding Agenda of the Meeting that Agenda 2 and Agenda 9 had the similar topic. He recommended that Agenda 2 should be the Agenda to acknowledge the Company's Annual report only and the Agenda to approve the Audited Financial Statements for the year ended 31 December 2013 should be moved to Agenda 3.

The Chairman clarified to him that the topic in Agenda 2 was regarding business overview of year 2013 and the Financial Statements approval which was different from the topic in Agenda 9.

Company Secretary clarified to the Meeting that the business overview as mentioned in Agenda 9 would be presented and discussed in Agenda 2 so as to the shareholders and proxy could discussed and questioned in respect of the Company's activities of year 2013 and its way forwarding.

There are no follow-up questions regarding the first agenda item, the Chairman proposed to the Meeting to approve the Minutes of the Forty-Fifth (45th) Forty-Fifth (45th) Annual Ordinary General Meeting of Shareholders as the Company's Board of Directors recommended that it was correctly recorded.

Company Secretary requested the Meeting to consider approving the minutes of the 45th Annual Ordinary General Meeting of Shareholders held on April 29, 2013.

Resolution: THAT, the minutes of the 45th Annual Ordinary General Meeting of Shareholders be approved with the following votes:

Vote for	6,269,634	votes, equal to	100 %
Vote against	-	votes, equal to	- %
Abstention	-	votes, equal to	- %

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, 2013, with report of the Auditor thereon

Company Secretary welcomed Mr. Finbarr O' Connor, Managing Director, made his verbal statement regarding Company's business activities and 2014 way forwarding to the Meeting.

After the statement, Company Secretary then reported the operation in figure 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	44.47 Baht

Company Secretary requested the meeting to consider the turnover and furnished the shareholders to question about the balance sheet thereon.

Mr. Weerasak Srisikiew, the Company's shareholder, holding 23,200 shares, made a compliment to Mr. Finbarr O' Connor, Managing Director, for the best business presentation ever presented in the Meeting that he attended. He also recommended that the Company should have the like presentation in every next Meeting.

Then he first questioned that Goodyear Autocare was 36 branches as of year 2013, he would like to know how the business plan of year 2014, what the overview of passenger car market and how was the current market share of the Company's sales.

Mr. Finbarr O' Connor clarified that he would use his effort to give the information as far as he could except for the information that he could not disclose to the Meeting. He clarified that Goodyear Autocare was the format for long term future. We were currently having 36 branches in 2013 and we planned to expand 18 branches in 2014 which would be total 54 branches by the end of 2014. He also would have comment that Eagle Store still being the format in his heart that migrate to Goodyear Autocare. However, we could not disclose the total number of stores or size of the market to the public but we could say that the number of opening stores was not our objectives. It was the productivity of each store that were working very hard. That's why we carefully selected the location of each store. Most were opened in the upcountry. In Bangkok, most Eagle store would convert to Goodyear Autocare. In terms of market share, we would not have public information about market share.

Mr. Weerasak Srisikiew, a shareholder holding 23,200 shares, second questioned to Mr. Finbarr O' Connor regarding the Company's business plan after the end of government first-car project and how much of target sales year 2014.

Mr. Finbarr O' Connor clarified that he could not disclose the Company's sales target year 2014 but we could provide information regarding the government first-car project and the market condition as follows:

- After July 2013, the end of government first-car project impact to the OE market which also reflected to Company's domestic sales performance
- Other factor of OE market, there was some OE's plant stop production three months earlier than the existed plan
- As for replacement market, a decrease of domestic demand would also aligned to our domestic sales in replacement market
- Company also working hard to get the volume from OE market which basically spend for 2 – 3 years in term of new car model

Mr. Weerasak Srisikiew, a shareholder holding 23,200 shares, third questioned to Mr. Finbarr O' Connor regarding the current plant capacity and he would like to know that for the future in upcoming 2 -3 years what the Company's plan to enlarge the capacity if so how much the investment to be used.

Mr. Finbarr O' Connor clarified that as we had political turmoil and economic instability in 2013, we worked very hard to sustain our full capacity, expanding of export operation, mixing production and focusing on 16 inch rim size tires so as to drive business and the effectiveness of plant production capacity.

Mr. Wichai Jirachoenkul, the Company's shareholder, holding 16,200 shares, first questioned that the 2013 revenue when compared with 2012 was deemed successful but when comparing with the last ten

years before the fire and the big flood in 2011 and also Company's competitors, Company's revenue was declined. He therefore would like to know how the Board acknowledged this information and how the Company planned to put more investment for enlarging the plant production capacity due to the Company sold some land area in year 2012.

Dr. Dhiraphorn Srifuengfung, the Chairman, clarified that the Company was not only focused on expanding capacity of ground tire production but also focused on the aviation production. In term of investment plan, Company sold the land in order to gain cash for future investment plan and the remained area was enough to enlarge the plant for twice time of the existed capacity.

Mr. Finbarr O' Connor, Managing Director, clarified that there is major segment where we expanded our business namely Aviation, Retread, Domestic OE sales and Export sales. We can't have more capacity if we don't create demand of the business. There are two distribution channels where we can expand our business. Firstly is the domestic OE sale and secondly is the domestic replacement sales. We are working very hard to increase both distribution channel sales so as to reach maximum capacity of our production.

Mr. Wichai Jirachoenkul later recommended that the Company should focus more expanding domestic market rather than exporting sales in order to improve the Company's revenue.

Mr. Wichai Jirachoenkul, the Company's shareholder, holding 16,200 shares, second questioned regarding Goodyear Orient paid back the loan to Goodyear Thailand but there was not shown in the Financial Statement of 2013. He would like the Board to clarify the total paid back amount.

Mr. Brendan Fox, Finance Director, clarified that the loan was paid back in 2012 therefore it was no impact to the Financial Statement in 2013.

Mr. Suksan Wattanakorn, the Company's shareholder, holding 10,000 shares, first questioned that due to Thailand's GDP increase and market's expand but our revenue was stable, these could be interpreted that our market share decrease or not.

Mr. Finbarr O' Connor, Managing Director, clarified that

- in 2011, the plant was shut down due to the great flood and we disrupted to supply our tires to our dealers. Some of our dealers needed to purchase from other brands.
- in April 2012, the plant was back in full production but some of our dealers changed to other brands caused from our shortage. We had to push through our sales under this situation
- in 2013, we had to rebuild our relationship with our dealers network.

He summarized that the growth of Goodyear Thailand domestic market is upon the increasing of distribution channels. That's why we aimed to open new 18 stores this year (2014). Secondly we will work very much closer with OE market as well as improving our exporting market to Australia, New Zealand to fill amount of our production capacity. We also focused on key target market segment which is 16 inch tire rim size that can generate maximum profit.

Mr. Suksan Wattanakorn, the Company's shareholder, holding 10,000 shares, second questioned that he had a view that Thailand's passenger car market will be focused on eco car which means the small size passenger car. Therefore, the 16 inch rim size may not be the right key target market segment of the upcoming focused market.

Mr. Finbarr O' Connor, Managing Director, clarified that the 16 and 17 inch rim size was growing rapidly in Thailand including in Australia and New Zealand. Goodyear investment strategy a few years ago was to provide the high technology products to the market. Nowadays eco car doesn't only mean the small

car but eco car need more high technology product in new tires to reduce their costs and efficiency of car.

Mr. Suksan Wattanakorn, the Company's shareholder, holding 10,000 shares, third questioned regarding the Financial Statement, Annual report page 65, Notes 5 (In English page 142, Notes 5) reported that Company had cash deposits at banks saving accounts around 1,000 million THB which was very high amount. Moreover when looking into the interest income, Annual report page 74, Notes 15 (In English page 149, Notes 15) reported that the interest income of year 2013 decreased when compared with year 2012 because of the lower interest rate of saving accounts in 2013. He concerned that should the Company had other investment plan for this cash in order to gain more return other than the saving accounts.

Mr. Finbarr O' Connor, Manaing Director, clarified that the Company was on considering the investment plan and would like to retain this cash for the business plan due to the highly competitive market competition in Thailand.

Mr. Suksan Wattanakorn noticed that the Company had total trade accounts payable around 700 million THB per annum which could average around 100 million THB per month. In term of the Financial Statement, this meant that the Company retained cash much than its actual need around five times. He also suggested the Board to consider regarding the other investment instrument. He viewed that in the past there may be the less choice of financial instrument but presently there is a short term fund which the Company could have a return around 2% or more than the interest income around 20 million THB per annum.

Mr. Brendan Fox, Finance Director, appreciated Mr. Suksan's suggestion and took his recommendation on board for further consideration.

Mr. Wichai Jirachoenkul, the Company's shareholder, holding 16,200 shares, questioned regarding the Company's loan to Goodyear Orient that how the foreign exchange affected to the total paid back amount and requested the Board to report the total paid number from Goodyear Orient.

Mr. Athaporn Khaimarn, the Chairman of the Audit Committee, confirmed that the loan was paid back in 2012 which the paid amount was not affected to profit or loss of Goodyear Thailand. The loan was made under the financial standard and under the foreign exchange forward cover. Other administration expenses related to this loan will be responsible by Goodyear Orient. The committee confirmed that there did not have any damages or costs incurred by Goodyear Thailand.

Mr. Yeap Swee Chuan, independent director and the member of the Audit Committee suggested that this transaction was passed for many years therefore the Board could not reported the total amount during this Meeting. He suggested Mr. Wichai to request this information from the Company in the next day.

Dr. Dhiraphorn Srifuengfung, the Chairman, also suggested Mr. Wichai to request this information from the Company in the next day and this cash will be used for the Company's business and investment plan as clarified earlier in the Meeting.

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, 2013 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, 2013 be approved with the following votes:

Vote for	6,271,516	votes, equal to	100 %
Vote against	-	votes, equal to	- %
Abstention	306	votes, equal to	- %

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 2013 that since the Company has gained the profits and has had retained earnings from the business operation as of end of year 2013 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 2013, in the amount of 20 Baht per share. Therefore, the Board considered as appropriate that the Annual General Meeting of Shareholders shall approve paying the 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 2013 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.

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, 271,416	votes, equal to	99.99 %
Vote against	-	votes, equal to	- %
Abstention	406	votes, equal to	0.01 %

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:

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

The Chairman informed the Meeting that 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. 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 deemed suitable to propose to the Meeting to re-elect these Directors who retired in this year as the Company's Directors for another term.

The Chairman then requested the Meeting to consider.

Resolution: THAT, the election of Mr. Yeap Swee Chuan, Mr. Quek Khai Whatt and Mr. Brendan Fox, in replacement of those who retired by rotation be approved with the following votes:

1. Mr. Yeap Swee Chuan

Vote for	6,271,516	votes, equal to	100 %
Vote against	-	votes, equal to	- %
Abstention	306	votes, equal to	- %

2. Mr. Quek Khai Whatt

Vote for	6,271,516	votes, equal to	100 %
Vote against	-	votes, equal to	- %
Abstention	306	votes, equal to	- %

3. Mr. Brendan Fox

Vote for	6, 271,416	votes, equal to	99.99 %
Vote against	-	votes, equal to	- %
Abstention	406	votes, equal to	0.01 %

Agenda 5: To consider and approve the Directors' remuneration

The Chairman requested the Meeting to consider the 2014 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 2014 as follows (in comparison with 2013):

Position	Year 2014	Year 2013
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	6,271,516	votes, equal to	100 %
Vote against	-	votes, equal to	- %
Abstention	306	votes, equal to	- %

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

The Chairman requested the Meeting to consider the 2014 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 2014 as follows (by comparison with 2013):

Position	Year 2014	Year 2013
1. Chairman of Audit Committee	300,000 Baht	300,000 Baht
2 Member of Audit Committee	250,000 Baht per year	250,000 Baht per year

	(per person)	(per person)
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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, 271,416	votes, equal to	99.99 %
Vote against	-	votes, equal to	- %
Abstention	406	votes, equal to	0.01 %

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

The Chairman requested the Meeting to consider the 2014 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 2014 as follows (by comparison with 2013):

Position	Year 2014	Year 2013
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	6,271,516	votes, equal to	100 %
Vote against	-	votes, equal to	- %
Abstention	306	votes, equal to	-%

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 Chairman informed that the Audit Committee has considered appointing 3 auditors by taking into account their performance, independence, and audit fee, and proposed to the Company's Board of Directors for the approval of the appointment of PricewaterhouseCoopers ABS Limited as its independent auditor for 2014, 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. Prasit Yuengsrikul, Certified Public Auditor No. 4174 (had been a person affixing his signature on the Company's financial statement for 2009 - 2011).
2. Mr. Wichian Kingmontri, Certified Public Auditor No. 3977 (not being a person previously affixing his signature on the Company's financial statements).
3. Ms. Sukhumaporn Wong-ariyaporn, Certified Public Auditor No. 4843 (had been a person affixing his signature on the Company's financial statement for 2013).

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 2014 for 1,821,968 Baht.

Auditor's fee	Year 2014	Year 2013
Audit fee	1,821,968 Baht	1,821,968 Baht
Other service fees	None	None

The Chairman requested the Meeting to consider.

Resolution: THAT, the appointment of the auditors for the year ended December 31, 2014, and determination of their remuneration as proposed by the Board of Directors be approved with the following votes:

Vote for	6,271,516	votes, equal to	100 %
Vote against	-	votes, equal to	- %
Abstention	306	votes, equal to	- %

Agenda 9: To acknowledge the business review by Managing Director

This agenda had presented and discussed in Agenda 2 already.

The Meeting acknowledged the business review by Managing Director.

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

Company Secretary 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.

Mr. Weerasak Srisikiew, a shareholder holding 23,200 shares, suggested that the Company should create Investor Relation's page in the Company's website so as to the Shareholders ease to obtain Company's information.

Company Secretary clarified that the Company has being created the Investor Relation page in the Company's website and has aimed to complete by the end of 2014.

There is no other business to transact in this Meeting, the Chairman thanks the shareholders for attendance and declares the closure of the 46th Annual Ordinary General Meeting of the Shareholders.

Meeting adjourned at 12.00 hours.



Dr. Dhiraphorn Srifuengfung
Chairman of the Meeting

Mr. Athaporn Khaimarn

Positions in GYT: Independent Director and Chairman of Audit Committee

Age (year) 71

Professional Experience:

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

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

1992-1996 Managing Director
Price Waterhouse, Bangkok

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

Director Training: IOD – DCP and DAP Certificates

Company shareholding: None

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-

Mr. Gino Garzarella

Position Finance Director ASEAN
Age 44 years
Address Goodyear Malaysia Berhad ASEAN Office, Lot 51, Persiaran Selangor, Seksyen 15 40200 Shah Alam, Selangor Malaysia

Professional Experience

2013 – Present Finance Director ASEAN
 2008 – 2013 Finance Director – Off The Road Tires (Asia Pacific)
 2007 – 2008 Director Commercial Operations (Australia & New Zealand)
 2006 – 2007 Finance Director – Sales & Marketing (Australia & New Zealand)
 2005 – 2006 Director – Financial Planning & Analysis (Australia & New Zealand)
 2003 – 2005 Commercial Manager – Sales & Marketing (Australia)
 2000 – 2003 Accounting Manager – Retail (Australia)
 1998 – 2000 Financial Accountant – Taxation (Australia)

Academic

- Bachelor of Business (Accounting) – Victoria University of Technology (Australia)
- Certified Practising Accountant (Australia)

Director Training -

Company Shareholding -

Directorship/Management in other businesses

c) List of listed or non-listed companies therein you are directors/management:

-None-

d) 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

b) 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-

Mr. Phiphat Vorapipat

Position General Manager Aviation-Asia Pacific
Age 35 years
Address 50/9 Phaholyothin Road KM 36, Klong Nueng, Klong Luang, Pathumthani

Professional Experience

2012 – Present General Manager Aviation-Asia Pacific, Goodyear (Thailand)
 2012 - 2012 Supply Chain Director Aviation Tires Asia Pacific, Goodyear (Thailand)
 2011 – 2012 Product Supply Director, Goodyear (Thailand)
 2008 – 2011 Supply Chain Director, Goodyear (Thailand)
 2007 – 2008 Regional Customer Service, Unilever Thai Trading Company Limited

Academic

- International MBA and MS-IT, The University of Denver-USA

Director Training -

Company Shareholding -

Directorship/Management in other businesses

e) List of listed or non-listed companies therein you are directors/management:

-None-

f) 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

c) 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:

Independent Director Name	Titles	Address
Mr. Athaporn Khaimarn (Age 71 years)	Independent Director / Chairman of Audit Committee	49/93 Parnthip Village, Soi Onnuch 53, Onnuch Road, Pravate Sub-District, Pravate District , Bangkok 10250
Mr. Kenneth Lee White (Age 68 years)	Independent Director / Audit Committee / Nomination and Corporate Governance Committee	The Park Chidlom, 1/176 Soi Chidlom, Lumpini Sub-District, Pathumwan District, Bangkok 10330
Mr. Yeap Swee Chuan (Age 66 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.

Mr. Athaporn Khaimarn

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

Age (year) 71

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

1992-1997 Managing Director
Price Waterhouse, Bangkok

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

Director Training: IOD – DCP and DAP Certificates

Company shareholding: None

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

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

Relationship between Directors: None

Mr. Kenneth Lee White

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

Age (year) 68

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

Mr. Yeap Swee Chuan

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

Age (year) 66

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 ชัยมาน อายุ 71 ปี, อยู่บ้านเลขที่ 49/93 หมู่บ้านปานทิพย์ ถนน อ่อนนุช 53
 Mr.Athaporn Khaimarn Age 71 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 68 ปี, อยู่บ้านเลขที่ 1/176 เดอะปาร์ค ชิดลม ถนน ชิดลม
 Mr.Kenneth Lee White Age 68 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 ชูชวน อายุ 66 ปี, อยู่บ้านเลขที่ 53/259 หมู่บ้านลัดดาวัลย์รังสิต หมู่ที่ 1 ถนนรังสิต-ปทุมธานี
 Mr. Yeap Swee Chuan Age 66 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 47 วันอังคารที่ 28 เมษายน พ.ศ. 2558 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-seventh (47th) Annual Ordinary General Meeting of the Shareholders on Tuesday, 28 April 2015 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) จำนวนคะแนนเสียงที่ข้าพเจ้าได้มอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้อย่างนี้
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 46 ที่ได้ประชุมเมื่อวันที่ 28 เมษายน 2557
 Agenda 1 To consider and approve the Minutes of the Forty-Sixth (46th) Annual Ordinary General Meeting of Shareholders held on April 28, 2014

- (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 2557 ของคณะกรรมการบริษัทเกี่ยวกับกิจกรรมของบริษัท
 Agenda 2 To acknowledge the Annual Report 2014 of the Board of Directors on activities of the Company

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

วาระที่ 3 พิจารณานุมัติงบการเงินของบริษัทสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2557 พร้อมรายงานของผู้สอบบัญชี
 Agenda 3 To consider and approve the Company's Financial Statements for the year ended December 31, 2014 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 4 พิจารณาอนุมัติการจ่ายเงินปันผล สำหรับผลการดำเนินงานสิ้นสุดวันที่ 31 ธันวาคม 2557

Agenda 4 To consider and approve the declaration and payment of dividend for the year ended December 31, 2014

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

วาระที่ 5 พิจารณาและอนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกตามวาระในอัตราหนึ่งในสามของกรรมการทั้งหมดจำนวนสามท่าน

Agenda 5 To consider and approve re-election of directors in replacement of those who retired by rotation, at one-third of the directors, total being 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
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> 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:

- ชื่อกรรมการ: นายอรุณพร ชัยมาน
Director's name: Mr. Athaporn Khaimarn
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- ชื่อกรรมการ: นายจิโน กาชารেলা
Director's name: Mr. Gino Garzarella
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- ชื่อกรรมการ: นายพิพัฒน์ วรพิพัฒน์
Director's name: Mr. Phiphat Vorapipat
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6 พิจารณาและอนุมัติค่าตอบแทนกรรมการ

Agenda 6 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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 7 พิจารณาและอนุมัติค่าตอบแทนกรรมการตรวจสอบ

Agenda 7 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 8 พิจารณาและอนุมัติค่าตอบแทนกรรมการสรรหาและธรรมาภิบาล

Agenda 8 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 9 พิจารณาแต่งตั้งผู้สอบบัญชีประจำปีสิ้นสุด 31 ธันวาคม 2558 และกำหนดค่าสอบบัญชี

Agenda 9 To consider and approve the appointment of the auditors for the year ended December 31, 2015, 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 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) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้น
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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ/Signed ผู้มอบฉันทะ/Grantor
()

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
()

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

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

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

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

3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

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

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข / Supplementary Proxy Form B

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

สำหรับการประชุมใหญ่สามัญประจำปีของผู้ถือหุ้น ครั้งที่ 47 วันอังคารที่ 28 เมษายน พ.ศ. 2558 เวลา 10.00 น. ณ โรงแรมเรเนซองส์ กรุงเทพฯ ราชประสงค์ เลขที่ 518/8 ถนนเพลินจิต กรุงเทพมหานคร 10330 ประเทศไทย หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
For the Forty-Seventh (47th) Annual Ordinary General Meeting of Shareholders on Tuesday, 28 April 2014 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-Seventh (46th) 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 23 April 2015.
- (7) The proxy desires to attend the Meeting shall present his/her citizen identification card/civil servant identification card/ passport (in case of foreign person) for registration.

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

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

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

Registration of Attendance

Officer of the Company shall allow the registration of attendance at least one hour prior to the commencement of the Meeting or from 08:30 hours onwards.

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

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

1. An Annual Ordinary General Meeting of Shareholders

1.1 Calling an Annual Ordinary General Meeting

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

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

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

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

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

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

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

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

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

1.2. Constitution of the Quorum

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

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

1.3. Voting

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

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

2. Dividend

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

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

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

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

3. Director

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

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

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

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

Article 14

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

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

Map of place for the Forty-Seventh (47th) 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 2557 ในรูปแบบหนังสือ

2014 Annual Report Requisition Form in Hard Copy

เรียน เลขาธิการบริษัท

Dear Company Secretary

ข้าพเจ้า จำนวนหุ้น.....

I/We

No. of shares

ที่อยู่.....

Address

มีความประสงค์ขอรับรายงานประจำปี 2557 ในรูปแบบหนังสือ โดยให้จัดส่งไปยังที่อยู่ของข้าพเจ้า ดังนี้

Request for a printed documents of 2014 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)0-2902-2510 หรือส่ง Email มาที่ gyth_cosc@goodyear.com หรือตามที่อยู่ของบริษัท เพื่อจะได้ดำเนินการตามความประสงค์ของผู้ถือหุ้นต่อไป

After completion of the information above, please send this form to the facsimile number (66)0-2902-2510 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.