



North East Rubber Public Company Limited  
Invitation to the 2024 Annual General Meeting of Shareholders,  
hybrid format meeting (meeting in person together with  
meetings via electronic media)

Wednesday 10 April 2024 at 10:00 a.m.

Meeting location: Meeting room, 1st floor, Head Office, North East Rubber Public Company Limited.  
Number 398 Village No. 4, Khok Ma Subdistrict, PrakhonChai District Buriram Province 31140

สำนักงานใหญ่ : 398 หมู่ 4 ต.โคกม้า อ.ประโคนชัย จ.บุรีรัมย์ 31140

สำนักงานขาย : 589/156 ชั้น 29 อาคารเซ็นทรัลซิตีทาวเวอร์ ถนนเทพรัตน แขวงบางนาเหนือ เขตบางนา กรุงเทพฯ 10260

Factory : 398 Moo.4 Kokma sub District Prakhonchai District Buriram 31140 Thailand

Bangkok Office : 589/156 29th Floor, Central City Tower, Debaratna Road, Bangna Nuea, Bangkok 10260 Thailand



8 March 2024

Subject: Invitation to the 2024 Annual General Meeting of Shareholders,

Dear Shareholders of Northeast Rubber Public Company Limited.

Enclosure:

- 1) the minutes of the 2023 Annual General Meeting of Shareholders (for consideration in Agenda 1)
- 2) Annual information form/Annual report 2023 (Form 56-1 One Report) and regular financial statements. Year 2023 (information contained in QR Code) (for consideration in Agenda 2-3)
- 3) Information on those nominated for appointment as directors in place of directors whose terms expire. (For consideration in Agenda 5)
- 4) Summary of details of warrants to purchase additional common shares of Northeast Rubber Public Company Limited that have been allocated to existing shareholders of the company. No. 2 (NER-W2) (for consideration of Agenda 8)
- 5) Capital increase (decrease) report form (Form F53-4) (for consideration of Agenda 9 and 10)
- 6) Data protection notice Personal (Privacy Notice)
- 7) Company regulations regarding shareholder meetings
- 8) Proxy Form A., Form B. and Form C.
- 9) List of names and details of the history of independent directors. Accompanying the shareholder's proxy
- 10) Documents and evidence that meeting participants must present before attending the physical meeting format.
- 11) Requirements and procedures for attending the 2024 Annual General Meeting of Shareholders and voting through the media. Electronic (E-Meeting) by the IR PLUS AGM application
- 12) Map showing the location of the general meeting of shareholders.

company Northeast Rubber Public Company Limited (the "Company") would like to invite you to the 2024 Annual General Meeting of Shareholders on Wednesday, April 10, 2024 at 10:00 a.m. which will be a hybrid meeting . which shareholders can attend the meeting in person ( Physical Meeting) At the conference room , 1st floor, the company's headquarters, 398 Village No. 4, Khok Ma Subdistrict, Prakhon Chai District Buriram Province 31140 and/or attend meetings via electronic media ( E-Meeting) According to the Royal Decree on meetings through Electronic media 2020 and Company regulations, including laws and other records related to both on-site and electronic meetings. The company has set an agenda to consider various matters. According to the agenda together with the opinions of the committee as follows:

สำนักงานใหญ่ : 398 หมู่ 4 ต.โคกม้า อ.ประโคนชัย จ.บุรีรัมย์ 31140

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**Agenda 1: Consider certifying the minutes of the 2023 Annual General Meeting of Shareholders**

**Purpose and reason** The Company held the 2023 Annual General Meeting of Shareholders on April 10, 2023, with a quorum of shareholders attending the meeting. The company prepared a report of the said meeting and sent it to the Ministry of Commerce within the time period specified by law. There is a copy of the meeting minutes according to the details shown in Enclosure 1

**Committee opinion** The Board of Directors has considered it. It is of the opinion that the minutes of the 2023 Annual General Meeting of Shareholders on April 10, 2023 were recorded correctly and completely. It is deemed appropriate to propose that the Annual General Meeting of Shareholders certify the minutes of the 2023 Annual General Meeting of Shareholders. Voting: This agenda item must be certified by a majority vote of the shareholders who attended the meeting and cast their votes.

**Voting:** This agenda item must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

**Agenda 2 : Acknowledge the company's operating results for the year 2023.**

**Purpose and reason** The Company's operating results report for the year 2023 appears in the annual information disclosure form/annual report 2023 (Form 56-1 One Report) and the 2023 annual financial statements that were sent to shareholders along with the invitation letter. This meeting. The details appear in Enclosure 2.

**Committee opinion** The Board of Directors has considered it. It is considered appropriate for shareholders to be informed of the Company's operating results for the year 2023, in which the Company has summarized past operating results and important changes that occurred during the fiscal year.

**Voting:** This agenda is an agenda for acknowledgment. No voting

**Agenda 3 Consider and approve the financial statements for the year 2023 ending December 31, 2023.**

**Purpose and reason** The financial statements for the year 2023 ending December 31, 2023 of the company have been audited and certified by auditors from M.R. and Associates Company Limited and have been reviewed by the audit committee. Examined and the board of directors The details appear in the financial statement category in the 2023 annual information statement/annual report (Form 56-1 One Report), which was sent to shareholders along with the invitation to this meeting. The details appear in Enclosure 2. The main points can be summarized as follows.



Unit: million baht

list	Company financial statements		
	Year 2023	Year 2022	Year 2021
Total income	25,065.71	25,208.23	24,456.29
Total production costs and expenses	22,995.89	22,985.32	22,238.73
Total comprehensive income for the year	1,545.97	1,748.00	1,850.19
Earnings per share (baht/share)	0.836	0.950	1.130
Total assets	16,839.12	16,306.54	14,239.29
Total debt	9,370.52	9,718.71	8,793.16
Total shareholders' equity	7,468.60	6,587.83	5,446.13

**Committee opinion**

The Audit Committee and the Board of Directors have considered and reviewed the financial statements for the year 2023, which have been audited and certified by auditors from M.R. and Associates Company Limited, and have considered that they should be presented to the general meeting. Shareholders Consider and approve the financial statements for the year 2023 ending December 31, 2023.

**Voting:**

This agenda item must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

**Agenda 4** Consider and approve the allocation of annual net profits as legal reserves. and payment of dividends from operating results for the year 2023 and acknowledgment of interim dividend payments

**Purpose and reason**

According to the Public Limited Companies Act, B.E. 2535, Section 115 requires that companies pay dividends from profits only, and Section 116 requires that companies set aside part of their annual net profits as a reserve fund, not less than 5 percent of their annual net profits. Until the reserve fund reaches an amount of not less than 10 percent of the registered capital. The company has a policy of paying dividends to shareholders at a rate of not less than 40 percent of the net profit of the company's financial statements. After deducting taxes and legal reserves and other reserves (if any), however, the said dividend payment is subject to change. It will depend on operating results, financial status, liquidity, need for working capital for operations, investment plans and future business expansion, market conditions, appropriateness and other factors related



to operations. and management of the company Under the condition that the company must have sufficient cash to operate its business. and such action must bring the greatest benefit to shareholders. As the Board of Directors and/or shareholders of the Company deem appropriate. From the operating results for the year 2023, the company has an annual net profit of 1,545.60 million baht. Therefore, it is proposed to the shareholder meeting for consideration and approval as follows:

1. Refrain from allocating profits as legal reserves. This is because the company has a legal reserve of 100.47 million baht, accounting for 10.00 percent of the registered capital. which is complete as required by law.
2. Payment of cash dividends for operating results for the year 2023 at the rate of 0.34 baht per share, equivalent to a total of approximately 628.25 million baht, when deducting interim dividends for the first 6-month operating results. of 2023 at the rate of 0.05 baht per share, totaling 92.39 million baht, paid on 8 September 2023. The remaining dividend will be paid this time at the rate of 0.29 baht per share, totaling 535.86 million baht. Dividend payment for Annual operating results for 2023 are calculated as a dividend payout rate of 40.65 percent of net profits after deducting legal reserves. This is in accordance with the company's dividend payment policy. This is a dividend payment made from net profits that are exempt from tax from investment promotion privileges (BOI). Therefore, tax credits are not possible

In addition, it was deemed appropriate to notify shareholders of the interim dividend payment. For the operating results for the first 6 months of 2023, as approved by the Board of Directors on August 11, 2023, at the rate of 0.05 baht per share, totaling 92.39 million baht, the company has paid the said interim dividend to shareholders. On September 8, 2023, which is a dividend payment from net profits that are exempt from withholding tax from investment promotion benefits (BOI), the company specifies the names of shareholders who are entitled to receive dividends (Record date) on that date. on April 23, 2024 and dividend payment is scheduled for May 9, 2024



list	Year 2023	Year 2022	Year 2021
1. Net profit of the company (million baht)	1,545 . 60	1,748.00	1,850.19
2. Number of shares (shares)	1,847,789,748	1 ,847,789,748	1,760,635,056
3. Net profit per share (baht/share)	0.836	0.950	1.130
4. Total dividends paid (baht/share)	0.34	0.38	0. 43
- Interim dividend (baht/share)	0.05 <sup>/2</sup>	0 . 0 7	0 . 0 7
- Annual dividend payment (baht/share)	0.29 <sup>/3</sup>	0. 3 1	0. 36
5. Total dividends paid (million baht)	628.25	7 02.16	749.00
6. Dividend payment rate <sup>/1</sup> (percent)	40.65	40.17	40.49

<sup>/1</sup> Dividend payment rate Calculated from dividend paid divided by net profit. After deducting legal reserve funds

<sup>/2</sup> Interim dividend for the first 6 months of 2023 (paid on the 8th September 2023) reported to the meeting.

<sup>/3</sup> Propose for consideration and approval

**Committee opinion**

The Board of Directors has considered it. It is considered appropriate to propose that the general meeting of shareholders consider approving the company to refrain from allocating net profits as legal reserves. This is because the company has a legal reserve of 100.47 million baht, accounting for 10.00 percent of the registered capital. which is complete as required by law And dividends will be paid this time in cash at the rate of 0.29 baht per share, totaling approximately 535.86 million baht, to shareholders with rights to receive dividends as shown on the list on the date the names of shareholders with rights to receive dividends are determined. (Record Date) on 23 April 2024, when combined with the interim dividend for the operating results for the first 6 months of 2023 as approved by the Board of Directors on 11 August 2023 at the rate of 0.05 baht per share, calculated It is 92.39 million baht, which has been paid to shareholders on September 8, 2023. It will be calculated as a dividend payment rate of 40.65 percent of net profit after deducting legal reserves, which is in accordance with the company's dividend payment policy.

**Voting:**

This agenda item must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.



**Agenda 5** Consider and approve the appointment of directors to replace those who retire by rotation.

**Purpose and reason** The Public Limited Companies Act, B.E. 2535, Section 71 and the Company's Articles of Association, Section 20, stipulate that "At every annual general meeting of shareholders, One-third of the number of directors shall retire from office at that time. If the number of directors cannot be divided exactly into three parts The number closest to one-third (1/3) of the directors who retire from office must be removed. He may be chosen to return to the position again. Directors who must retire from office in the first and second years after the company is registered. Let's draw lots. For subsequent years, the directors who have been in office the longest will be the ones who will retire from their positions." In 2024, there are 2 directors who will retire by rotation, consisting of:

1. Mr.Chanitr Charnchainarong, Director/Chairman of the Board of Directors/Audit Committee Member/Independent Director
2. Mr.Sakchai Jongsathaphongphan Director/Risk Management Committee/Executive Committee

The details of the history of those nominated for appointment as directors appear in Attachment No. 3

in the selection of directors. The Company has given shareholders an opportunity to nominate qualified persons to be considered for selection as company directors in advance between 5 October 2023 and 5 January 2024 by publishing to shareholders through the news system of the Stock Exchange. etc. and company website which when the said period expires It appeared that no shareholder nominated a person to be considered for election as a director to the company.

**Committee opinion** The Board of Directors has considered it. It is considered appropriate to propose to the general meeting of shareholders to consider and approve the appointment of 2 directors who have resigned from their positions to return to office for another term as follows: ( 1) Mr.Chanitr Charnchainarong (2) Mr.Sakchai Jongstapongpun

Breed The person nominated this time has gone through a screening process or careful and careful consideration of the Nomination and Sustainability Development Committee. and the Board of Directors that they have appropriate qualifications for the Company's business operations, number 1) being knowledgeable Ability and experience in various fields such as strategic management, engineering, finance, information technology, etc. Able to give opinions and suggestions regarding accounting and finance. Including the internal control system for the company. No. 2) Has knowledge, ability, and experience in accounting and finance. Currently holding the position of director. Executive committee



Member of the Risk Management Committee and Deputy Chief Executive Officer of Accounting and Finance They have continuously participated in business administration and determination of important policies in the Company's business operations. Director No. 1) also has qualifications consistent with the definition of an independent director according to the Public Limited Companies Act B.E. 2535 and Section 89/7 of the Securities Act B.E. 2535 (as amended) and Article 20 of the Company's regulations. etc. Which can provide independent opinions in considering financial information and internal control systems. Related transactions of the company and have the qualifications in accordance with the law related to the requirements regarding independent directors.

**Voting:**

This agenda must be approved individually by a majority vote of the shareholders who attend the meeting. and vote

**Agenda 6**

**Consider and approve the determination of directors' remuneration for the year 2024.**

**Purpose and reason**

According to the Public Limited Companies Act, B.E. 2535, Section 90 stipulates that the payment of directors' remuneration shall be in accordance with the resolution of the shareholders' meeting. which consists of votes of not less than two-thirds of the total number of votes of shareholders present at the meeting. And according to the Company's Articles of Association, Article 25, the Company's directors have the right to receive remuneration from the Company as considered and approved by the shareholders' meeting. It may set a fixed amount of remuneration for directors or lay out specific criteria and will set it from time to time or be effective forever until the shareholder meeting resolves to change otherwise. In addition, company directors have the right to receive welfare. various According to the company's regulations Therefore, the shareholder meeting was requested to consider determining the remuneration of directors for the year 2024. The Board of Directors and the Nomination and Sustainability Development Committee considered the remuneration of directors for the year 2024 in accordance with the guidelines used by listed companies in the same industry and were sufficient. Motivate and retain quality directors with the company Including principles of good corporate governance. Consideration from business expansion The Company's operating results, business size, duties, responsibilities, and performance of the Board of Directors in the past year have also taken economic growth data into consideration. The Board of Directors deems it appropriate to approve the Determine the remuneration of the Board of Directors and sub-committees for the year 2024 as considered by the Nomination and Sustainability Development Committee. Determination of remuneration for directors for the year 2024 in the form of meeting allowances and monthly remuneration in the total amount. Not more than 7,000,000 baht, with details as follows:





• Monthly remuneration and meeting allowance (Pay at the original rate)

Components of compensation	Year 2024 (proposed year)	Year 2023
<b>Monetary compensation</b>		
<b>1. Director's remuneration</b>		
<u>Monthly salary</u>		
-Chairman of the Board of Directors	60,000 baht/person/month	60,000 baht/person/month
-Directo	40,000 baht/person/month	40,000 baht/person/month
<b>2. Meeting allowance</b>		
<u>Board of Directors</u>		
- Chairman of the Board of Directors	50,000 baht/person /time	50,000 baht/person/time
- Company Director	45,000 baht/person /time	45,000 baht/person/time
<u>Audit Committee</u>		
- Chairman of the Audit Committee	40,000 baht /person /time	40,000 baht /person /time
- Audit Committee	35,000 baht /person /time	35,000 baht /person /time
<u>Risk Management Committee</u>		
- Chairman of the Risk Management Committee	40,000 baht /person /time	40,000 baht /person /time
- Risk Management Committee	35,000 baht /person /time	35,000 baht /person /time
<u>Nomination and Sustainability Development Committee</u>		
- Chairman of the Nomination and Sustainability Development Committee	40,000 baht /person /time	40,000 baht /person /time
- Member of the Nomination and Sustainability Development Committee	35,000 baht /person /time	35,000 baht /person /time
<b>Total compensation amount</b>	<b>7,000,000 baht</b>	<b>7,000,000 baht</b>
<b>Non-monetary compensation</b>		
- Other welfare of directors	Group health insurance	Group health insurance
- Other benefits	- do not have -	- do not have -

In this regard, executive directors / directors who are involved in management I would like to waive my right not to receive director compensation for the year 2024.



**Committee opinion**

Nomination and Sustainability Development Committee and the Board of Directors Having considered the determination of directors' remuneration for the year 2024 , it was considered appropriate to propose to the annual general meeting of shareholders to consider and approve the determination of the directors' remuneration for the year 2024 .

**Voting:**

This agenda must be approved by a vote of not less than two-thirds of the total number of votes of shareholders present at the meeting.

**Agenda 7**

**Consider and approve the appointment of auditors. and setting up audit fees Year 2024**

**Purpose and reason**

Section 120 of the Public Limited Companies Act B.E. 2535 states that “The annual general meeting of shareholders shall appoint an auditor. and determine the amount of the company's audit fees every year. In appointing an auditor, the same auditor may be appointed” from the scrutiny of the Audit Committee and the Company's Board of Directors. deems it appropriate to propose Let the general meeting of shareholders consider and approve the appointment of auditors from MR & Associates Company. Co., Ltd. is the company's auditor for the year 2024 as per the following list:

- 1) Mr. Akradet Pliansakul, Certified Public Accountant No. 5389  
(Number of years being an auditor for the company : 3 years, namely 2021 - 2023)or
- 2) Mr. Phisit Chiwaruangroj Certified Public Accountant No. 2803  
(Number of years as an auditor for the company : - ) or
- 3) Miss Kornthip Wanitchwisetkul Certified Public Accountant No. 6947  
(Number of years as an auditor for the company : - )

By appointing one of the auditors as proposed above. Is the person who inspects and expresses opinions on the company's financial statements for the year 2024. In the event that the auditors mentioned above are unable to perform their duties, M.R. & Associates Company. Co., Ltd. hires another certified public accountant for the office to audit the accounts and give opinions on the company's financial statements on behalf of the said auditor. But it must be approved by the company's shareholders first.

However, M.R. and Associates Company Limited and the three auditors above are independent auditors and have no relationship and /or conflict of interest with the company / executives/shareholders. Major or persons related to such persons of the company



For the annual audit fee for 2024, the Audit Committee and the Board of Directors have considered it. It is considered appropriate to propose to the general meeting of shareholders to consider and approve the determination of the audit fee for the year 2024 in the amount of 2,500,000 baht. This is an increase in the audit fee from 2023 in the amount of 110,000 baht. or increased by 4.60 percent

Audit fee	Year 2024 (baht)	Year 2023 (baht)	change increase/(decrease) (baht)
Audit fee	2,500,000	2,390,000	110,000

Note : - The company has no subsidiaries.  
 - Other service fees ( Non-Audit Fee) : do not have

M.R. and Associates Company Limited has been appointed as the company's auditor since 2014, for a total period of 10 years.

**Committee opinion**

The Audit Committee and the Board of Directors have considered it. It is considered appropriate to propose that the general meeting of shareholders consider approving the appointment of an auditor from M.R. & Associates Company Limited as the auditor of the company listed above to conduct the audit and express opinions. Comment on the Company's financial statements for the year 2024, as well as approve the determination of the audit fee for the year 2024 in the amount of 2,500,000 baht.

**Voting:**

This agenda item must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

**Agenda 8**

**: Consider approving the issuance and offering of warrants to purchase additional common shares of the Company No. 2 (NER-W 2), an amount not exceeding 307,964,958 shares (units) to the existing shareholders of the Company. Companies according to shareholding percentage Without charge at the ratio of 6 original common shares to 1 warrant.**

**Purpose and reason**

The company has a tendency to continuously expand its business. There is also a plan to expand production capacity. Therefore, it is proposed that the general meeting of shareholders consider approving the issuance and offering of warrants to purchase additional common shares of the Company No. 2 (NER-W2) for use as Working capital and funds for future investment expansion for the company. Including helping to strengthen the company's capital base to prepare for future operations. The Company will issue and



offer warrants to purchase additional common shares of the Company No. 2 (NER-W2) in the amount of 307,964,958 shares (units) to the existing shareholders of the Company. According to the proportion of shareholding without charge in the ratio of 6 original common shares to 1 warrant and the exercise price of the warrant is equal to 5.50 baht per share. Details of the issuance and offering of warrants to purchase additional common shares The Company's capital No. 2 (NER-W2) was sent to shareholders along with the invitation to this meeting according to Enclosure 4, which summarizes the main points as follows:

section	details
type	Warrants to purchase common shares of Northeast Rubber Public Company Limited. 2nd time “ (Warrant ” or “ NER-W2 ”)
type	The name of the holder is specified and can be changed hands.
quantity	307,964,958 units
Number of common shareholders allocated to support the exercise of rights	307,964,958 shares The par value is 0.50 baht per share, or equivalent to 16.67 percent of the total number of shares sold. 1,847,789,748 shares
Offering price	0 baht per unit (zero baht)
Allocation method	Allocated to the existing shareholders of the company at the ratio of 6 original common shares to 1 warrant unit. In the case where there is a remainder from the calculation according to the said allocation rate Round off that fraction. The Company has determined the names of the Company's common shareholders who have the right to receive warrants to purchase common shares on April 23, 2024 ( Record date ).
Exercise rate	1 unit of warrant can be exercised to purchase 1 additional ordinary share, unless the rights are adjusted according to the rights adjustment conditions.
Exercise price	5.50 baht per share, unless rights are adjusted according to the rights adjustment conditions.
Offering date	May 16, 2024
Warrant term	2 years from the date of issuance of the warrant
Period of exercise of rights	- <u>First time</u> on 15 December 2024 - <u>Second time</u> on 15 June 2025 - <u>Third time</u> on December 15, 2025 - <u>The fourth time</u> on the warrant expiration date, which is May 15, 2026. However, if the date specified for exercising rights falls on a business holiday, it shall be postponed to the last business day before the date specified for each exercise of rights.



**Committee opinion**

The Board of Directors has considered it. Agreed that it should be proposed to the general meeting of shareholders for consideration and approval. Decided on the issuance and offering of warrants to purchase additional common shares of the Company No. 2 (NER-W2) in the amount of 307,964,958 shares (units) to the existing shareholders of the Company. According to the proportion of shareholding without charge in the ratio of 6 original common shares to 1 warrant and the exercise price of the warrant is equal to 5.50 baht per share. In this regard, the list of shareholders who have the right to receive the warrant shall be specified. Purchase additional common shares of the Company for the 2nd time (NER-W2) on 23 April 2024 (Record date) and set the date for the allocation of warrants to purchase additional ordinary shares of the Company for the 2nd time (NER-W2) in Date: May 16, 2024, as well as propose to the general meeting of shareholders to consider and approve the assignment to the Board of Directors. or the person authorized by the Board of Directors has the authority to consider and determine any other details. Necessary matters related to the issuance and offering of warrants to purchase additional common shares of the Company No. 2 (NER-W2) and taking other actions as necessary for the allocation of warrants to purchase additional common shares. Capital

**Voting:**

This agenda must be approved by a vote of not less than three-quarters (3/4) of the total number of votes of shareholders. who came to the meeting and had the right to vote

**Agenda 9**

: Consider approving capital reduction. The company's registered capital was reduced by 80,839,071 baht from the original registered capital of 1,004,733,945.00 baht to 923,894,874.00 baht by eliminating common shares that have not yet been issued for a total of 161,678,142 shares, the value of which Par value 0.50 baht per share, which is the stock that supports the issuance and offering of additional ordinary shares under a general mandate (General Mandate) approved by the 2023 Annual General Meeting of Shareholders, amounting to 161,467,890 shares and shares. Remaining from what has been issued to support the exercise of warrants (NER-W 1) whose exercise period has expired, amounting to 210,252 shares and approval of the amendment of the memorandum of association, section 4, to be consistent with the reduction of registered capital.



**Purpose and reason**

According to the Public Limited Companies Act, B.E. 2535, Section 140 “provides that the meeting of shareholders may vote to reduce capital by writing off registered shares that cannot be sold or that have not yet been put out for sale. When the meeting has resolved The company shall request to register a capital reduction within fourteen days from the date the meeting votes” from the remaining registered shares, the shares supporting the issuance and offering of additional ordinary shares under the general mandate ( General Mandate) and the shares that have been issued. to support the exercise of rights of warrants (NER-W 1) which the period for exercising rights has expired According to Enclosure. 5

**Committee opinion**

The Board of Directors has considered it. It is considered appropriate to propose that the general meeting of shareholders consider approving the reduction of the registered capital of the company by 80 , 839 , 071 baht from the original registered capital of 1 , 004 , 733 , 945.00 baht to 923 , 894 , 874.00 baht by reducing shares. Ordinary shares that have not yet been issued for sale, a total of 161 , 678 , 142 shares with a par value of 0.50 baht per share, which are shares that support the issuance and offering of additional common shares under a general mandate ( General Mandate) that has been approved by the Annual General Meeting of Shareholders 2023, amounting to 161 , 467 , 890 shares and shares remaining from those issued to support the exercise of warrants (NER-W 1), which the exercise period has expired, amounting to 210 , 252 shares and approved the amendment of the Memorandum of Association, Section 4, to be consistent with the reduction of registered capital as follows.

Item 4	Registered capital	923 , 894 ,	baht	( Nine hundred twenty three million eight hundred
.	amount	874		ninety four thousand eight hundred seventy four baht)
	divided into	1,847 , 789 ,	share	( One thousand eight hundred forty seven million seven
		748		hundred eighty nine thousand seven hundred four ten
				eight shares)
	Value per share	0 . 50	baht	(fifty satang)
	Divided into			
	common shares	1,847 , 789 ,	share	( One thousand eight hundred forty seven million
		748		seven hundred eighty nine thousand seven hundred
				four ten eight shares)
	Preferred shares	-	share	(- share)



**Voting:**

This agenda must be approved by a vote of not less than three-quarters (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote.

**Agenda No. 10** Consider approving an increase in the registered capital of the company by another 1,53,982,479 baht from the original registered capital of 923 , 894 , 874.00 baht to a registered capital of 1,077,877,353 baht by issuing additional common shares of not more than 307 , 964 , 958 shares ( units) with a par value of 0.50 baht per share and approved the allocation of 307 , 964 , 958 additional common shares to support the issuance and offering for sale. Warrants to purchase additional ordinary shares of the Company No. 2 ( NER-W 2) and approval of the amendment of the Memorandum of Association, Section 4, to be consistent with the increase in the Company's registered capital.

**Purpose and reason**

As the company has proposed to the general meeting of shareholders to consider approving the issuance and offering of warrants to purchase additional common shares of the company No. 2 ( NER-W2 ), the company must increase its registered capital by issuing shares. ordinary shares to increase capital and allocate the said ordinary shares to support the exercise of rights according to the warrant to purchase additional ordinary shares of the Company No. 2 ( NER-W2 ) in the amount of 307 , 964 , 958 shares ( unit) Therefore, it is proposed that the general meeting of shareholders consider approving the capital increase. The registered capital of the company is another 153 , 982 , 479 baht from the registered capital of 923 , 894 , 874 .00 baht, divided into 1 , 847 , 789 , 748 common shares with a par value of 0.50 baht per share, a registered capital of 153, 982, 479 baht. 1 , 077 , 877 , 353 baht , divided into additional common shares 2,155,754,706 shares with a par value of 0.50 baht per share, by issuing 307 , 964 , 958 additional common shares, details as per Enclosure 5

**Committee opinion**

The Board of Directors has considered it. Agreed that it should be proposed to the general meeting of shareholders for consideration and approval. Comments on capital increase Company registrations amounting to 153 , 982 , 479 baht From the registered capital of 923 , 894 , 874 .00 baht , divided into 1 , 847 , 789 , 748 ordinary shares with a par value of 0.50 baht per share, the registered capital of 1 , 077 , 877 , 353 baht, divided into shares. 2 , 155 , 754 , 706 additional common shares with a par value of 0.50 baht per share, by issuing 307 , 964 , 958 additional common shares . and approved the allocation of 307 , 964 , 958 common shares to support the exercise of rights to purchase additional common shares of the Company for warrants to purchase additional common shares of the Company No. 2 ( NER-W2 ) in the amount of 307 , 964 , 958 units and



agreed that it should be proposed to the general meeting of shareholders to consider approving the Amend Clause 4 of the Memorandum of Association to reflect the increase in registered capital. The details are as follows:

Item 4	Registered capital	1 , 077 , 877 ,	baht	( One thousand seventy seven million eight hundred seventy
	amount	353		seven thousand three hundred fifty three baht )
	divided into	2 , 155 , 754 ,	share	( Two thousand , one hundred and fifty-five million, seven
		706		hundred and fifty-four thousand, seven hundred and six
				shares )
	Value per share	0 . 50	baht	(fifty satang)
	Divided into			
	common shares	2 , 155 , 754 ,	share	(Two thousand one hundred fifty-five million seven hundred
		706		fifty-four thousand seven hundred six shares)
	Preferred shares	-	share	(- share)

**Voting:** This agenda must be approved by a vote of not less than three-quarters (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote.

**Agenda 11** Consider other matters (if any)

**Information for shareholders**

The Company therefore invites shareholders according to the list of shareholders who have the right to attend the 2024 Annual General Meeting of Shareholders (Record date) on March 15, 2024 to attend the 2024 Annual General Meeting of Shareholders on the date. 10 April 2024 at 10:00 a.m. Hybrid Meeting format: Shareholders and proxies can travel to attend the meeting in person (Physical Meeting) at the conference room, 1st floor, Head Office, Northeast Rubber Company Limited. Public Company Limited No. 398 Village No. 4, Khok Ma Subdistrict, Prakhon Chai District Buriram Province 31140 Details as in Enclosure 12. The company will open for registration starting at 8:30 a.m. and/or joining the meeting via electronic media (E-Meeting). Holders Shareholders or proxies must register to attend the meeting. You must verify your identity through the IR PLUS AGM system. This can be done from March 27, 2024 at 8:00 a.m. onwards until April 9, 2024 at 6:00 p.m. and can log in through the application. IR PLUS AGM to attend the meeting on April 10, 2024 from 8:30 a.m. onwards for requirements and procedures for attending the 2024 Annual General Meeting of Shareholders and voting via electronic media (E-Meeting) ) by the IR PLUS AGM application according to Enclosure 11

For shareholders who wish to appoint others as proxies to attend the meeting and vote on their behalf. Please fill in the information in the proxy form sent here as in Enclosure 8 completely, along with the meeting





invitation form. and give it to the proxy before the meeting date. And if you wish to appoint a proxy to an independent director You can give a proxy to Mr.Ronachit Jinadit or Mrs.Chanatip Weerasubpong. Information and history of the independent director who will be the proxy. The details appear in Enclosure 9 for convenience and speed in the meeting. Please send the proxy form for verification before the meeting date to the company by April 3, 2024 and for convenience and speed in making the general meeting of shareholders more convenient and faster. The company requests that shareholders/proxies Please bring the evidence documents listed in Enclosure 10 to show for registration on the meeting day. Thank you.

For shareholders who wish to appoint a proxy to another person or independent directors Instead, attend the meeting via electronic media and vote. Please fill out the information and sign the proxy form according to the proxy form. According to Enclosure 8 along with attaching supporting documents as specified in Enclosure 10 and please send the documents back to the company by April 3, 2024 by sending them via the following 2 channels:  
Address below

- E-Mail channel : investor@nerubber.com
- Postal channel : Company Secretary Section

North east Rubber Public Company Limited  
398 Village No. 4, Khok Ma Subdistrict, Prakhon Chai  
District Buriram Province 31140

The Company has published the invitation to the 2024 Annual General Meeting of Shareholders and meeting documents on the Company's website. From March 8, 2024, shareholders can download the invitation to the 2024 Annual General Meeting of Shareholders along with meeting documents and Proxy at the company's website <https://investor.nerubber.com/th/document/shareholder-meetings> or through a QR Code ( QR Code ) which appears in the meeting invitation document and in order for shareholders to receive maximum benefits from the meeting Including protecting your rights fully. If you have any questions that you would like the company to clarify on the issues of the agenda presented here. You can send questions in advance to E-mail: [investor@nerubber.com](mailto:investor@nerubber.com) Or if you have additional questions, you can contact company officials at telephone number 084-982-9916. or 065-992-2388

The company would like to thank all shareholders very much for their understanding and sincerely hope to receive good cooperation from all of you as in the past.

Best regards

Mr. Chuwit Jungthanasomboon  
Chief Executive Officer