

Invitation Letter

# The Annual General Meeting of Shareholders 2022



◆  
**Hwa Fong Rubber (Thailand)  
Public Company Limited**

317 Moo 4, Soi 6C, Bangpoo Industrial Estate,  
Phreaksa Sub-district, Muang District,  
Samutprakan Province 10280

**TUESDAY**

26th April 2022  
at 10.00 a.m.



“

**Dear Shareholders**

We are very glad to see you again. Talked and exchanged views again. We are excited and looking forward to the good times that will happen and sincerely hope to meet.

\*No distribution of souvenirs and food\*

To comply with the guidelines of the regulatory agencies. Has campaigned to reduce the dissolution of giving gifts in the general meeting shareholder and to prevent COVIC-19 contamination and spread. Therefore refraining from snacking, There is only a bottle of clean drinking water.





บริษัท ฮั่วฟงรับเบอร์ (ไทยแลนด์) จำกัด (มหาชน)

HWA FONG RUBBER (THAILAND) PUBLIC COMPANY LIMITED

Ref. HF 0012/2022

March 1<sup>st</sup>, 2022

Subject: Notice on calling the Annual General Meeting of the Shareholders No.1/2022

To: Shareholders of Hwa Fong Rubber (Thailand) PCL.

Attachment:

1. Copy of the minutes Annual General Meeting of Shareholders No. 1/2021
2. Annual Report of the year 2021 and Financial Statements (As on December 31<sup>st</sup>, 2021)
3. Profile of Directors, who are being proposed for re-appointment for another term
4. Profile of Directors, who are being proposed for newly appointment
5. Company's Articles of Association relating to the General Meeting of Shareholders
6. Proxy according to the regulation of Department of Business Development, Ministry of Commerce
7. Documents or Identifications of the Shareholder or a representative of the Shareholders to present prior attend the meeting
8. Map of the meeting venue

As the Board of Directors of Hwa Fong Rubber (Thailand) Public Company Limited, has resolved to hold the Annual General Meeting of Shareholder for year 2022 on Tuesday April 26<sup>th</sup>, 2022 at 10.00 a.m. at Hwa Fong Rubber (Thailand) Public Company Limited No. 317 Moo.4, Bangpoo Industrial estate Soi 6c, Preakasa, Muang sumutprakarn, Sumutprakarn. The agenda to be considered will be as follows:

**Agenda 1:** To consider and certify minutes of the Annual General Meeting of Shareholders No. 1/2021.

Opinion of the Board of Directors: Considered and agreed for shareholders to certify the minutes of the Annual General Meeting of Shareholders No. 1/2021.

**Agenda 2:** To acknowledge the performance of the Company for the year 2021.

Opinion of the Board of the Directors: Considered and agreed for shareholders to acknowledge the performance of the Company for the year 2021.

**Agenda 3:** To consider and approve the financial statements as on December 31<sup>st</sup>, 2021

Opinion of the Board of the Directors: Considered and agreed for shareholders to approve the company's balance sheet and financial statement as on December 31<sup>st</sup>, 2021



**Agenda 4:** To consider and approve the allocation of profit and announce dividend payment of the year 2021.

Opinion of the Board of the Directors: Considered and agreed for shareholders to approve the annual dividend payment for the year 2021 (January 1<sup>st</sup>, 2021– December 31<sup>st</sup>, 2021) to Shareholders at the rate 0.425 Baht (Zero point four two five Baht) /share which derived from profit under BOI Business at the rate 0.085 Baht (Zero point zero eight five Baht) /share total to 55,966,915.50 Baht (Fifty-five million, nine hundred and sixty-six thousand, nine hundred fifteen baht and fifty satang) and from profit under non-BOI Business at the rate 0.340 Baht (Zero point three four zero Baht) /share from the total 223,867,662.00 Baht (Two hundred and twenty-three million, eight hundred and sixty-seven thousand, six hundred and sixty-two baht) from the total of 658,434,300 shares (Par value (baht): 1.00) with total amount of 279,834,577.50 Baht (Two hundred and seventy-nine million, eight hundred and thirty-four thousand, five hundred and seventy-seven baht fifty satang). The record date for the right to receive dividend has been set to May 6<sup>th</sup>, 2022 and dividend will be payable May 25<sup>th</sup>, 2022

**Agenda 5:** To consider and appoint the directors to replace whose service of period is expired. Also, determine the remuneration of 2022.

Opinion of the Board of the Directors:

Considered and agreed for shareholders to consider and appoint

- |                         |          |
|-------------------------|----------|
| 1. Mr. Yen, Ming-Shan   | Director |
| 2. Mr. Yen, Chih-Che    | Director |
| 3. Mr. Chuang, Chih-Yao | Director |

The director whose service of period is expired to return to their position. Nominate of Mr. Yen, Jui – Hsien as a Director, in replacement of Mr. Yen, Ya-Nan a director who retired by rotation. All above directors that they are suitable for the business of the company. And to propose to the Annual General Meeting of shareholder to consider the remuneration for the directors, independent director and audit committee are as follows:

1. Remuneration for director, including travel expenses, accommodation fees, Airplane tickets and other expenses. Directors will receive only approved funds. The director, who are residents of Thailand, each of 25,000.00 baht (Twenty five thousand baht). The director, who are foreign and resident abroad, each of 40,000.00 baht (Forty thousand baht). The director, who meeting via electronic media does not travel to Thailand, each of 25,000.00 baht (Twenty five thousand baht) per person per time for director who attends the Board of Director Meeting until further notice has been announced

## 2. Annual remuneration 2022.

Positions	Annual remuneration
1. Chairman of the Board	540,000.00 Baht
2. Directors	300,000.00 Baht
3. Chairman of the Audit Committee	350,000.00 Baht
4. Independent Director / Audit Committee	350,000.00 Baht

**Agenda 6:** To consider and appoint the auditors and determine their remuneration of the year 2022.

Opinion of the Board of Directors: Considered and agreed for shareholders to consider and appoint

1. Mrs. Anuthai	Phoomisurakul	Certified Public Account Registration	No.3873
2. Mr. Krit	Chatchawalwong	Certified Public Account Registration	No.5016
3. Mr. Sa-nga	Chokenitisawat	Certified Public Account Registration	No.11251

The auditors from Pricewaterhouse Coopers ABAS Ltd. to be the company auditors and subsidiary company for the year 2022. One of the auditors conducts an audit and gave an opinion on the financial statements of the company and its subsidiaries. If the above-mentioned auditors are unable to perform their duties, Pricewaterhouse Coopers ABAS Ltd. can find other certified public accountants of Pricewaterhouse Coopers ABAS Ltd. The auditor's remuneration is 2,720,000.00 Baht (Two million seven hundred twenty thousand Baht only).

**Agenda 7: Other issues to consider (if any).**

The company has determined the list of shareholders that are eligible to attend the Annual General Meeting of Shareholders for the year 2022 (Record Date) on March 18<sup>th</sup>, 2022. Please be invited to attend the meeting at the date, time, and venue mentioned above. For any shareholder who cannot attend the meeting and wishes to appoint a third party to attend and vote on your behalf, please fill out and sign the attached proxy form A and submit to the company before the meeting and the company will affix revenue stamp on proxy form for shareholders. For the proxy form B and Form C please download at the company Website: [www.duro.co.th](http://www.duro.co.th).

Respectfully Yours,



( Mr.Shen, Kuo - Jung )

Chairman



-- Translation --

Attachment No.1

Minutes of the Annual General Meeting of Shareholders No. 1/2021

Hwa Fong Rubber (Thailand) Public Company Limited

Meetings of the Annual General Meeting of Shareholders No.1/2021 of Hwa Fong Rubber (Thailand) Public Company Limited held on April 23<sup>rd</sup>, 2021 at 10.00 a.m. at Hwa Fong Rubber (Thailand) Public Company Limited No. 317 Moo.4, Soi 6C Bangpoo Industrial Estate, Preakasa , Muangsamutprakarn, Samutprakarn.

The meeting commenced at 10.00 a.m.

The meeting was 150 shareholders that present in person and by proxy, altogether holding 336,991,734 shares or 51.18% of total shares amount 658,434,300 shares which has the right to attend the meeting and has the right vote thus constituting a quorum of the meeting pursuant to the articles of association of the company.

The company's secretary informed to the meeting that due to the pandemic of the infectious disease with Coronavirus 2019 or COVID-19. Chairman of the Board and vice chairman can't came meeting with us. Therefore proposed to the meeting to select Mr. Chuang Chih-Yao as chairman of the meeting.

The meeting resolved to elect Mr. Chuang, Chih – Yao was the chairman of the meeting.

The Chairman welcomed and introduced Directors and Auditors who attended the meeting to the shareholders as follows;

- |                            |                 |
|----------------------------|-----------------|
| 1. Mr. Chuang, Chih – Yao  | Director        |
| 2. Mr. Monsiam Sinworaphan | Audit Committee |

The secretary of the meeting explained that the shareholders have the vote rights i.e. vote for, vote against or abstain equal to the amount of share held by them. One share equaled one vote, Only vote against and abstentions would be counted and then be deducted from the total number to be the agreed vote.

The shareholders acknowledged and then the Chairman entered the meeting to consider each agenda as follows:

**Agenda 1: To consider and certify minutes of the Annual General Meeting of Shareholders Meeting of No. 1/2020**

Chairman proposed the meeting to consider and certify the minutes of the Shareholder's Annual General Meeting No.1/2020, held on May 11<sup>st</sup>, 2020 as per the copy provided to shareholders together with the notice for the meeting.

**Resolution:** The meeting considered and unanimously certified the minutes of the Shareholder's Annual General Meeting No. 1/2020 on the meeting date of May 11<sup>st</sup>, 2020 with the number of votes as follows:

Votes	Number of Votes	% of the votes attending the meeting
Approved	336,991,734	100
Against	-	-
Abstentions	-	-



Agenda 2: To acknowledge the performance of the company for the year 2020.

Chairman presented the company's performance of 2020 to the meeting for acknowledgement, the details was apparent in the annual report which was provided to shareholders together with the notice for the meeting.

**Resolution:** The meeting acknowledged the company's performance of 2020.

Agenda 3: To consider and approve the company's financial statement as on December 31<sup>st</sup>, 2020.

The Chairman proposed the Meeting to consider and approve the financial statement as on December 31<sup>st</sup>, 2020 which was duly audited by auditor and the details was apparent in the annual report that was provided to shareholders together with the notice for the meeting.

The chairman asked the meeting if there were any other questions but none of the shareholders replied. ( During this agenda , the Shareholder attending the meeting total amount 337,359,834 Shares)

**Resolution** The meeting considered to unanimously certify and approved the financial statement as on December 31<sup>st</sup>, 2020 with the number of votes as follows:

Votes	Number of Votes	% of the votes attending the meeting
Approved	337,359,834	100
Against	-	-
Abstentions	-	-

Agenda 4 To consider and approve the allocation profit and dividend payment for the year 2020.

Chairman proposed the Meeting to consider and approve the dividend of the year 2020 (Performance on January 1st, 2020 – December 31st, 2020) to Shareholders at the rate of 0.30 Baht/share. The profit derived from the BOI Business to the shareholders at the rate of 0.122 Baht per share. The total amount is 80,328,984.60 Baht (eighty million, three hundred, twenty-eight thousand, nine hundred and eighty-four baht, sixty satang). In addition, the profit derived from the non-BOI Business at the rate of 0.178 Baht per share. The total amount is 117,201,305.40 Baht (one hundred seventeen million two hundred one thousand three hundred and five baht and forty satang). The record date for the right to receive the dividend on May 5<sup>th</sup>, 2021. The dividend will be paid on May 21<sup>st</sup>, 2021.

A shareholder asked at the meeting as follows.

1. Mr. Phasuwit Wilainirand, the proxy of SCB Securities Co., Ltd., is the proxy of Private Fund Clients, SCB Securities Co., Ltd. to exercise their rights to attend and vote in shareholders' meetings. He has a question as follows. Due to the situation of the pandemic of coronavirus 2019 or the "COVID-19" this year, the company would like to consider the distribution of the additional dividend to shareholders.

The chairman appreciated the shareholder's recommendation that clarifying the inquiries of the shareholders and the dividend payment according to the Company's policy. The company has the policy to pay the dividends at the rate of not less than 30% of the net profit after corporate the income tax and other reserves. In addition, he will consult with the directors and the accounting and finance department of the company to reconsider the dividend payment.



After discussion The Chairman explained to the shareholders that in order to any impact on the Company's working capital, therefore, he proposed the shareholders' meeting to consider the distribution of the additional dividend. The original distribution of the dividend at the rate of 0.30 Baht per share (thirty satang) to additional payment at the rate of 0.015 Baht (zero points zero one five Baht), is the rate of 0.315 Baht per share (zero points, three, one, five Baht). According to pay from the profit under BOI Business to the shareholders at the rate of 0.122 Baht per share (zero points, two, two Baht) and, the payment from the non-BOI Business at the rate of 0.193 Baht per share (zero point one nine three Baht). The total amount is 207,406,804.50 Baht (two hundred seven million four hundred six thousand eight hundred and four Baht fifty satang).

The Chairman thanked the shareholders for their recommendation and comprehension of the Company's investment. When there were no additional questions from the shareholders, the Chairman requested the meeting to cast the votes.

**Resolution** The Meeting unanimously approved the dividend of the year 2020 (Performance on January 1st, 2020 – December 31st, 2020) to Shareholders in the addition to 0.015 Baht (zero points zero one five Baht). The distribution of the dividend at the rate of 0.315 baht per share (zero point three one Five Baht). The profit derived from the BOI Business to the shareholders at the rate of 0.122 Baht per share (zero points one two two Baht). In addition, the profit derived from the non-BOI Business at the rate of 0.193 Baht per share (zero point one nine three Baht). Number of issued 658,434,300 shares. The total amount is 207,406,804.50 Baht (two hundred seven million four hundred six thousand eight hundred and four Baht fifty satang). The record date to receive the dividend on May 5<sup>th</sup>, 2020. The dividend will be paid on May 21<sup>st</sup>, 2021.

There were the votes as follows. ( During this agenda , the Shareholder attending the meeting total amount 337,991,734 Shares)

Votes	Number of Votes	% of the votes attending the meeting
Approved	337,991,734	100
Against	-	-
Abstentions	-	-

Agenda 5: To consider and appoint the directors to replace whose service of period is expired. Also, determine the remuneration of 2021.

The Chairman informed in the meeting that there will be one-third of the directors retired by rotation every year, and this year there were 4 directors as following names;

- |                            |                             |
|----------------------------|-----------------------------|
| 1 MR. HSIAO CHIN-LUNG      | Chairman of Audit Committee |
| 2) MR. MONSIAM SINWORAPHAN | Audit Committee             |
| 3) MRS. SYUAN WEN          | Audit Committee             |
| 4)MR. CHENG-YUNG LIN       | Audit Committee             |

Therefore, the meeting of Shareholder was proposed to consider and appoint the directors whose period of office has expired to return to their position. Those 4 persons are listed below:

- |                            |   |
|----------------------------|---|
| 1) MR. HSIAO CHIN-LUNG     | Chairman of Audit Committee/ Independent Director |
| 2) MR. MONSIAM SINWORAPHAN | Audit Committee/ Independent Director             |
| 3) MRS. SYUAN WEN          | Audit Committee/ Independent Director             |
| 4) MR. CHENG-YUNG LIN      | Audit Committee / Independent Director            |

It is hereby proposed to the Annual General Meeting of shareholder, those directors whose term of office has expired will be returned to their position with duties and authorities as previously.

Chairman also proposed to the Annual General Meeting of shareholder to consider the remuneration for the directors, independent directors and audit committees of 2021 as follows:

1. Remuneration to the director who attends the Board of Director Meeting including travel expenses, accommodation, airfare, and other expenses. The director who lives in Thailand has the remuneration amounting to 25,000.00 Baht (Twenty-five thousand Baht). The director who lives overseas and goes to attend the meeting has the remuneration amounting to 40,000.00 Baht (forty thousand Baht). (In case of attending the meeting by the teleconference through the video call system, they will receive the remuneration amounting to 25,000.00 Baht (Twenty-five thousand Baht)). The remuneration is received per person per time until further notice has been announced.

2. Annual remuneration 2021

Positions	Annual remuneration
Chairman of the Board	540,000.00 Baht
Directors	300,000.00 Baht
Chairman of the Audit Committee	350,000.00 Baht
Independent Director / Audit Committee	350,000.00 Baht

To request to the Annual General Meeting of Shareholder to consider approval.

**Resolution** The Meeting approved the Director whose service of period is expired to return to their position of 4 directors. There are the appointed directors as follows.



- |                            |   |
|----------------------------|---|
| 1) MR. HSIAO CHIN-LUNG     | Chairman of Audit Committee/ Independent Director |
| 2) MR. MONSIAM SINWORAPHAN | Audit Committee/ Independent Director             |
| 3) MRS. SYUAN WEN          | Audit Committee/ Independent Director             |
| 4) MR. CHENG-YUNG LIN      | Audit Committee / Independent Director            |

According to their duties and authorities as previously. The announcement is effective from 23<sup>rd</sup> April 2021 onwards.

And the meeting approved remuneration for the directors, independent directors, and audit committees for the year of 2021 as following:

1. Remuneration to the director who attends the Board of Director Meeting including travel expenses, accommodation fees, airfare, and other expenses, Director will receive the remuneration from approval only. The director who lives in Thailand receives the remuneration each of 25,000.00 Baht (Twenty-five thousand Baht). The director who lives overseas and goes to attend the meeting receives the remuneration each of 40,000.00 baht (forty thousand Baht). (In case of attending the meeting by the teleconference through the video call system, they will receive the remuneration each of 25,000.00 Baht (Twenty-five thousand Baht)). The remuneration is received per person per time that the director attends the Board of Director Meeting until further notice has been announced.

2. Annual remuneration 2021

Positions	Annual remuneration
Chairman of the Board	540,000.00 Baht
Directors	300,000.00 Baht
Chairman of the Audit Committee	350,000.00 Baht
Independent Director / Audit Committee	350,000.00 Baht

There were the votes as follows. (During this agenda , the Shareholder attending the meeting total amount 338,091,634 Shares)

Votes	Number of Votes	% of the votes attending the meeting
Approved	335,380,434	99.20
Against	2,711,200	0.80
Abstentions	-	-

Agenda 6 To consider and appoint the auditor and defined the remuneration of the year 2021.

Chairman proposed the meeting to appoint the auditor as follows.

- |                             |   |
|-----------------------------|---|
| 1. Mrs.Anutai Phumsurakul   | Certified Public Account Registration No. 3873  |
| 2. Mr.Krit Chatevalwong     | Certified Public Account Registration No. 5016  |
| 3. Mr.Sa-nga Chokenitisawat | Certified Public Account Registration No. 11251 |

The auditors from Pricewaterhouse Coopers ABAS Ltd., has been the auditor of the company and the subsidiaries in the year 2021. Whereas some auditors will audit and express an opinion on the financial statements of the company and subsidiaries. In the case of the auditor who was approved cannot perform the work. Pricewaterhouse Coopers ABAS Ltd., will prepare the other auditor to perform the work instead. The remuneration for the auditor was set amounts of 2,720,000.00 Baht (two million, seven hundred and twenty thousand Baht).

The Chairman inquired the meeting whether any shareholders had any questions or not.

When there were no additional questions from the shareholders, the Chairman requested the meeting to cast the votes. (During this agenda , the Shareholder attending the meeting total amount 346,859,634 Shares)

**Resolution** The meeting considered and resolved to appointment unanimously.

- |                             |   |
|-----------------------------|---|
| 1 Mrs.Anutai Phumsurakul    | Certified Public Account Registration No. 3873  |
| 2. Mr.Krit Chatevalwong     | Certified Public Account Registration No. 5016  |
| 3. Mr.Sa-nga Chokenitisawat | Certified Public Account Registration No. 11251 |

On behalf of Pricewaterhouse Coopers ABAS Ltd., has been the auditor of the company and the subsidiaries in the year 2021. Whereas some auditors will audit and express an opinion on the financial statements of the company and subsidiaries. In the case of the auditor who was approved cannot perform the work. Pricewaterhouse Coopers ABAS Ltd., will prepare the other auditor to perform the work instead. The remuneration for the auditor was set amounts of 2,720,000.00 Baht (two million, seven hundred and twenty thousand Baht).

Votes	Number of Votes	% of the votes attending the meeting
Approved	346,859,634	100
Against	-	-
Abstentions	-	-

**Agenda 7** To consider the other issues (if any).

The Chairman asked to the Meeting, Have any persons to additional agendas for consider?

When there are no further agendas to the meeting for consideration.

The Chairman presented the thanksgiving to all shareholders for their attendance and closed the meeting.

The meeting closed at 10.45 a.m.



Sign  Chairman of the Meeting  
(Mr. CHUANG CHIH - YAO)

**Profile of proposed directors who are retired by rotation**

Name	: MR.YEN, MING-SHAN		
Age	: 81 years		
Proposed Position	: Director		
Education	: EMBA, National Changhua University of Education		
	: Voc. Cert-Taiwan		
Director Training	: –		
Work experiences	2012 – Present	Director Hwa Fong Rubber (Thailand) PLC. Director Taiwan Rubber and Elastomer Industry Association Co.,Ltd. Director Taiwan Rubber Research and Testing Center Director Taiwan Provincial Industry Association	
	2011 – Present	Director Hwa Fong Rubber Industry Co., Ltd.	
	2009 – Present	Chairman Shenda Investment Co., Ltd.	
	2003 – Present	Director Hwa Fong Rubber (Suzhou)	
	1993 – Present	Director Hwa Fong Rubber (China)	
	1992 – Present	Director Hwa Fond Rubber USA Duro Tire and Wheel Co.,Ltd.	
Position in Director of the Board of HFT	: 9 years		
* Incumbent on Aug, 11 <sup>th</sup> , 2012			
Attendance	: Board of Director Meeting 4 of 4 times		
Shareholding in HFT	: 0.115% (as of December 30, 2021)		
Current position as Director or Management in other organization	: 2 Companies		
Listed companies	: Hwa Fong Rubber (Thailand) PLC. Hwa Fong Rubber Industry Co., Ltd.		



บริษัท ฮัวฟงรับเบอร์ (ไทยแลนด์) จำกัด (มหาชน)

HWA FONG RUBBER (THAILAND) PUBLIC COMPANY LIMITED

---

Non-listed companies

: 7 Companies

Taiwan Rubber and Elastomer Industry Association Co.,Ltd.

Taiwan Rubber Research and Testing Center

Taiwan Provincial Industry Association

Shenda Investment


Hwa Fong Rubber (Suzhou)

Hwa Fong Rubber (China)

Hwa Fong Rubber USA Duro Tire and Wheel Co.,Ltd.

Other company with potential in conflict of interest : : None

**Profile of proposed directors who are retired by rotation**


Name	: MR. YEN, CHIH – CHE	
Age	: 45 years	
Proposed Position	: Director	
Education	: Architectural Engineering department Chenge Shiu University : Bachelor of Business Administration Deyeh University The Republic of China (Taiwan)	
Director Training	: –	
Work experiences	2017 – Present      Director Hwa Fong Rubber (Thailand) PLC. 2007 – Present      Chairman Sin-Jian-Hua Hydropower materials Co., Ltd.	
Position in Director of the Board of HFT	: 4 years	
* Incumbent on Apr, 21 <sup>st</sup> , 2017		
Attendance	: Board of Director Meeting 4 of 4 times	
Shareholding in HFT	: 1.195% (as of December 30, 2021)	
Current position as Director or Management in other organization		
Listed companies	: 1 Company Hwa Fong Rubber (Thailand) PLC.	
Non-listed companies	: 1 Company Sin-Jian-Hua Hydropower materials Co., Ltd.	
Other company with potential in conflict of interest :	: None	

**Profile of proposed directors who are retired by rotation**

Name	: MR. CHUANG, CHIH-YAO	
Age	: 45 years	
Proposed Position	: Director (Executive Director)	
Education	: B. Sc. (Finance) Arizona State University – United State of America	
Director Training	: –	
Work experiences	2018 – Present	Director Hwa Fong Rubber (Thailand) PLC.
	2015 – Present	Managing Director Thai Bright Bar Co., Ltd.
	2010 – Present	Managing Director VG Steel Co., Ltd.
Position in Director of the Board of HFT	: 2 years 6 months	
*Incumbent on Jun, 08 <sup>th</sup> , 2018		
Attendance	: Board of Director Meeting – 4 of 4 times	
Shareholding in HFT	: 0.091% (as of December 30, 2021)	
Current position as Director or Management in other organization		
Listed companies	: 1 Company Hwa Fong Rubber (Thailand) PLC.	
Non-listed companies	: 2 Companies Thai Bright Bar Co., Ltd. VG Steel Co., Ltd.	
Other company with potential in conflict of interest	:	None



**Profile of Directors, who are being proposed for newly appointment**

Name	: MR.YEN, JUI – HSIEN	
Age	: 48 years	
Proposed Position	: Director	
Education	: National Changhua University of Education (IMBA) Business Administration	
Director Training	: –	
Work experiences	2019 - present      General Manger Xiang-Rui Construction Co.,Ltd 2018 - present      General Manger Mi-Ji Construction Co.,Ltd 2018 - present      General Manger Xu-Fu Corporate Communities Co.,Ltd 2012 - present      Director Zu-Lon Industrial Co.,Ltd. 1994 - present      Director Hsin-Tai Hardware & Electricity Materialand Co.,Ltd	
Position in Director of the Board of HFT	: -	
Attendance	: -	
Shareholding in HFT	: 1.139% (as of December 30, 2021)	
Current position as Director or Management in other organization		
Listed companies	:	
Non-listed companies	: 5 Companies Xiang-Rui Construction Co.,Ltd Mi-Ji Construction Co.,Ltd Xu-Fu Corporate Communities Co.,Ltd Zu-Lon Industrial Co.,Ltd. Hsin-Tai Hardware & Electricity Materialand Co.,Ltd	
Other company with potential in conflict of interest :	: None	



The Memorandum of Article of Hwa Fong Rubber (Thailand) Public Company Limited

The relating part of Shareholder Meeting

**CHAPTER 5**

**Board of Directors**

**Clause. 16** Directors shall be elected at the meeting of shareholders in accordance with the following rules and procedures:

- (1) Each shareholder shall have a number of votes equal to the number of shares held.
- (2) Each shareholder may exercise all the votes he or she has under (1) to elect one or several persons as director or directors. If several persons are to be elected as directors, the shareholder may allot his or her votes to any person in any number.
- (3) After the vote, the candidates shall be ranked in order descending from the highest number of votes received to the lowest. In the case of there is an equality of votes cast for candidates the Chairman shall have a casting vote.

**Clause. 17** At every annual ordinary meeting, one-third (1/3) of the directors shall vacate in proportion. If the number of directors is not a multiple of three, the number of directors closest to one-third (1/3) shall vacate.

A director who vacates office under this section may be re-elected.

The rank of directors vacate in their proportion shall be agreed by directors.

**Clause. 20** The meeting of shareholders may pass a resolution removing any director from office prior to vacancy as a result of the termination of the term of office of the director, by a vote of not less than three-fourths (3/4) of the number of shareholders attending the meeting and having the right to vote and the total number of shares being not less than half of the number of shares held by the shareholders attending the meeting and having the right to vote.

**Clause. 23** Directors have the right of remuneration under the resolution of the meeting of shareholders based on a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting. The director will receive fixed remuneration or specific remuneration which determine by period until further notice has been announced. In addition directors have the right to receive the allowance and any welfare as company regulation.

The detail under paragraph one will not be affected to the right of director who was appointed from the company's employee that will be received the remuneration and the profit in the part of company's employee.





## Chapter 6

### Shareholder Meeting

**Clause. 32** The board of directors shall call a meeting of shareholders which is an annual ordinary meeting of shareholders within four (4) months of the last day of the accounting year of the Company.

The meeting of shareholders other than the one referred to in paragraph one shall be called extraordinary meetings. The board of directors may call an extraordinary meeting of shareholders any time the board considers it expedient to do so.

Shareholders holding shares amounting to not less than one-fifth (1/5) of the total number of shares sold or shareholders amounting to not less than twenty-five (25) persons holding shares amounting to not less than one-tenth (1/10) of the total number of shares sold may, by subscribing their names, request the board of directors to call an extraordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request.

In this regard, the board of directors shall proceed to call a meeting of shareholders to be held within one (1) month as from the date the request is received from the shareholders.

**Clause. 33** In calling a meeting of shareholders, the board of directors shall prepare a written notice calling the meeting that indicates the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with sufficient detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the board of directors in the said matters, and shall be delivered to the shareholders and the Registrar for their information not less than seven (7) days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper not less than three (3) days prior to the date of the meeting. The place of the meeting under paragraph one shall be in the locality in which the head office of the company is located or in a nearby Province, unless otherwise stipulated by the articles of association.

**Clause. 34** In a meeting of shareholders, there shall be shareholders and proxies (if any) attending at the meeting amounting to not less than twenty-five (25) persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold to constitute a quorum. At any meeting of shareholders, in the case where one hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed under paragraph one, if such meeting of shareholders was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting of shareholders was not

Called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

**Clause. 35** In a meeting of shareholders, Shareholder can be grant proxy to a person who has a lawful age attend the meeting and having the right for voting. The proxy form shall be identifying the date signature of Grantor and proxy as fixed by the registrar. A proxy shall be submit the proxy form to the Chairman of Director or assign person from Chairman of Director at the meeting prior a meeting start.

**Clause. 37** A resolution of the meeting of shareholders shall be made by the following votes:

- (1) In an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of an equality of votes, the chairman of the meeting shall have an additional vote as a casting vote;
- (2) In the following cases, a vote of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote:
  - (A) The sale or transfer of the whole or important parts of the business of the company to other persons;
  - (B) The purchase or acceptance of transfer of the business of other companies or private companies by the company;
  - (C) The making, amending or terminating of contracts with respect to the granting of a hire of the whole or important parts of the business of the company, the entrustment of the management of the business of the company to any other person or the amalgamation of the business with other persons with the purpose of profit and loss sharing;
  - (D) The amendment of The Memorandum of Association or The Memorandum of Article.
  - (E) Increasing or decreasing the company's paid-up capital.
  - (F) Dissolution.
  - (G) Amalgamation.

**Clause. 38** The company will be calling the Annual General Meeting of Shareholder for consider the company operation as below issue.

- (1) To consider the report of director for the company's performance as the recent year.
- (2) To consider and approve the company's balance sheet and financial statement.
- (3) To consider the appropriate profit and dividend payment.
- (4) To consider and appoint the directors to replace whose service of period is expired determine the remuneration.
- (5) To consider and appoint the auditors and determine their remuneration.
- (6) To consider the other issues (if any).



บริษัท ฮั่วฟงรับเบอร์ (ไทยแลนด์) จำกัด (มหาชน)

HWA FONG RUBBER (THAILAND) PUBLIC COMPANY LIMITED

Attachment No.6

แบบหนังสือมอบฉันทะ แบบ ก.

แบบทั่วไปซึ่งเป็นที่ง่ายไม่ซับซ้อน

Proxy (Form A) General and Simple Form

ปิดอากร  
แสตมป์ 20  
บาท  
Duty Stamp  
Baht 20

เลขทะเบียนผู้ถือหุ้น.....

เขียนที่.....

Shareholders' Registration No.

Written At

วันที่.....เดือน.....พ.ศ.....

Date Month Year

1. ข้าพเจ้า.....สัญชาติ.....

I/we Nationality

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

Residing at Road Tambol/Kwaeng

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Amphur/Khet Province Postal code

2. เป็นผู้ถือหุ้นของ บริษัทฮั่วฟง รับเบอร์ (ไทยแลนด์) จำกัด (มหาชน)

Being a shareholder of Hwa Fong Rubber(Thailand) Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้นและออกเสียงลงคะแนน ได้เท่ากับ.....เสียง ดังนี้

Holding the Total amount of Shares and having the rights to vote equal to votes as follow:

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนเสียง ได้เท่ากับ.....เสียง

Ordinary Share Share and having the rights to vote equal to votes

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนเสียง ได้เท่ากับ.....เสียง

Preference Share Share and having the rights to vote equal to votes

3. ขอมอบฉันทะให้ Hereby appoint

(1) ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....

Name age years, residing at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambol/Kwaeng Amphur/Khet

จังหวัด.....รหัสไปรษณีย์.....หรือ

Province Postal Code or

(2) ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....

Name age years, residing at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambol/Kwaeng Amphur/Khet

จังหวัด.....รหัสไปรษณีย์.....หรือ

Province Postal Code or

(3) ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....

Name age years, residing at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambol/Kwaeng Amphur/Khet

จังหวัด.....รหัสไปรษณีย์.....

Province Postal Code



บริษัท ฮัวฟงรับเบอร์ (ไทยแลนด์) จำกัด (มหาชน)

HWA FONG RUBBER (THAILAND) PUBLIC COMPANY LIMITED

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2565 ในวันอังคารที่ 26 เมษายน 2565 เวลา 10.00 น. ณ บริษัทฮัวฟง รับเบอร์ (ไทยแลนด์) จำกัด (มหาชน) เลขที่ 317 หมู่ 4 ซอย 6 ซีนคมอุตสาหกรรมบางปู ตำบลแพรกษา อำเภอมืองสมุทรปราการ จังหวัดสมุทรปราการ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in The Shareholder’s Annual General Meeting of 2022 on April 26, 2022 at 10.00 a.m , at Hwa Fong Rubber (Thailand) Plc, No. 317 Moo.4, Soi 6 C Bangpoo Industrial Estate , T. Preakkasa, A. Muangsamutprakarn, Samutprakarn or such other date, time and place as the meeting mat be adjourned.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting. It shall be deemed to be the actions performed by myself

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor

( )

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy

( )

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy

( )

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy

( )

หมายเหตุ/Remark

- 1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The Shareholder shall grant proxy to only one proxy holder to attend and vote in the meeting.

The number of Shares may not be divided to more than one proxy holder in order to vote.

- 2. ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการของบริษัทฯ ผู้ไม่มีส่วนได้เสียในวาระที่เสนอในการประชุม AGM ครั้งนี้ ดังต่อไปนี้ เป็นผู้รับมอบฉันทะแทนผู้ถือหุ้น คือ นายจวง จื่อ เหยา กรรมการ อายุ 46 ปี

อยู่บ้านเลขที่ 317 หมู่ 4 ซอย 6 ซีนคมอุตสาหกรรมบางปู ตำบลแพรกษา อำเภอมืองสมุทรปราการ จังหวัดสมุทรปราการ 10280

The Shareholder may appoint to the Director, whose are disinterested of the equity agenda in this AGM to be the proxy as follow

Mr. Chuang, Chih - Yao Age 46 years

317 Moo 4, Soi 6 C, Bangpoo Industrial Estate Samutprakarn 10280

## เอกสารหรือหลักฐานแสดงความเป็นผู้ถือหุ้นหรือผู้แทนของผู้ถือหุ้นที่มีสิทธิเข้าร่วมประชุม

Attachment No.7

Documents or Evidence Showing an Identity of the Shareholder or a Representative of the Shareholder Entitled to attend the Meeting

ตามนโยบายคณะกรรมการตลาดหลักทรัพย์แห่งประเทศไทย เรื่อง ข้อพึงปฏิบัติสำหรับการจัดการประชุมผู้ถือหุ้นของบริษัทจดทะเบียนลงวันที่ 19 กุมภาพันธ์ 2542 โดยมีวัตถุประสงค์เพื่อให้บริษัทจดทะเบียนถือเป็นแนวทางปฏิบัติที่ดี ซึ่งจะเป็นการสร้างความเชื่อมั่นให้เกิดขึ้นแก่ผู้ถือหุ้น ผู้ลงทุน และผู้ที่เกี่ยวข้องทุกฝ่าย และเพื่อให้การประชุมผู้ถือหุ้นของบริษัทจดทะเบียนเป็นไปด้วยความโปร่งใส ซื่อสัตย์ และเป็นประโยชน์ต่อผู้ถือหุ้น บริษัทฯ จึงเห็นควรกำหนดให้มีการตรวจสอบเอกสารหรือหลักฐานแสดงความเป็นผู้ถือหุ้นหรือผู้แทนของผู้ถือหุ้นที่มีสิทธิเข้าร่วมประชุม เพื่อให้ผู้ถือหุ้นถือปฏิบัติต่อไป ทั้งนี้ เนื่องจากผู้ถือหุ้นบางรายอาจไม่คุ้นเคยกับข้อพึงปฏิบัติที่นำมาใช้ บริษัทฯ จึงขอสงวนสิทธิ์ที่จะผ่อนผันการยื่นแสดงเอกสารหรือหลักฐานแสดงความเป็นผู้ถือหุ้น หรือผู้แทนของผู้ถือหุ้นที่มีสิทธิเข้าร่วมประชุมแต่ละรายตามที่บริษัทฯ จะพิจารณาเห็นเหมาะสม

The policy of the Board of the Stock Exchange of Thailand, date 19<sup>th</sup> February 1999, relating to good practices for holding of a Shareholders' meeting, aims to establish guidelines for listed companies to follow. This will create confidence to shareholder, investors and all relevant Parties. Accordingly, the company believes that an inspection of documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting which should be observed by the shareholders, would cause transparency, fair and benefits to the shareholders. However, the company reserves the right to waive any of these requirements for some of the shareholder on a case by case basis, at the company's sole discretion.

**1. บุคคลธรรมดา/Natural person****1.1 ผู้ถือหุ้นที่มีสัญชาติไทย/Thai nationality**

- (ก) บัตรประจำตัวของผู้ถือหุ้น (บัตรประจำตัวประชาชน หรือบัตรข้าราชการ หรือบัตรพนักงานรัฐวิสาหกิจ)

Identification card of the shareholder (personal I.D. or identification card of government officer or identification card of state enterprise officer); or

- (ข) ในกรณีมอบฉันทะ สำเนาบัตรประจำตัวของผู้มอบฉันทะ และสำเนาบัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของผู้รับมอบฉันทะ โดยผู้รับมอบอำนาจไม่จำเป็นต้องแสดงบัตรประชาชนตัวจริงของผู้มอบอำนาจ หรือไม่กำหนดในสิ่งที่นอกเหนือไปจากเอกสารหรือหนังสือเวียนของทางราชการที่เกี่ยวข้อง

In case of proxy, a copy of passport of the shareholder and a copy of identification card or passport (in the case of foreigner) of the proxy. The proxy does not need to show ID card of the shareholder. In addition to determining whether or not a document or letter from the authorities concerned.

**1.2 ผู้ถือหุ้นชาวต่างประเทศ/ Non-Thai nationality**

- (ก) หนังสือเดินทางของผู้ถือหุ้น

Passport of Shareholder; or

- (ข) ในกรณีมอบฉันทะ สำเนาหนังสือเดินทางของผู้มอบฉันทะ และสำเนาบัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของผู้รับมอบฉันทะ

In case of proxy, a copy of passport of the shareholder and a copy of identification card or passport (in the case of foreigner) of the proxy

**2. นิติบุคคล/ Juristic person****2.1 นิติบุคคลที่จดทะเบียนในประเทศไทย/ Juristic person registered in Thailand**

(ก) หนังสือรับรองนิติบุคคล ออกให้ไม่เกิน 180 วัน ออกโดยกรมพัฒนาธุรกิจการค้า กระทรวงพาณิชย์

Corporate affidavit, issue within 180 days by Department of Business Development, Ministry of Commerce; and

(ข) สำเนาบัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของกรรมการผู้มีอำนาจที่ได้ลงนามในหนังสือมอบฉันทะ

พร้อมสำเนาบัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของผู้รับมอบฉันทะ

A Copy of Identification Card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form including a copy of identification card or passport (in case of a foreigner) of the proxy.

**2.2 นิติบุคคลที่จดทะเบียนในต่างประเทศ / Juristic person registered outside of Thailand**

(ก) หนังสือรับรองนิติบุคคล

Corporate affidavit; and

(ข) สำเนาบัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของกรรมการผู้มีอำนาจที่ได้ลงนามในหนังสือมอบฉันทะพร้อมสำเนาบัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของผู้รับมอบฉันทะ

A Copy of Identification Card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form including a copy of identification card or passport (in case of a foreigner) of the proxy.

ในกรณีของสำเนาเอกสารจะต้องมีการรับรองสำเนาถูกต้อง และหากเป็นเอกสารที่จัดทำขึ้นในต่างประเทศ ควรมีการรับรองลายมือชื่อโดยโนตารีพับลิก

A copy of the documents must be certified true copy. In case of any document or evidence produced or executed outside of Thailand, such documents or evidence should be notarized by a notary public.

ผู้ถือหุ้นหรือผู้รับมอบฉันทะสามารถลงทะเบียน และยื่นเอกสารหรือหลักฐานเพื่อการตรวจสอบ ณ สถานที่ประชุมก่อนเข้าร่วมประชุมเวลา 10.00 น.ของวันที่ 26 เมษายน 2565

A shareholder or a proxy may register and submit the required documents or evidence for inspection at the meeting before 10.00 a.m. on April 26, 2022.



Attachment no.8

Map of Annual General Meeting Of Shareholders No.1/2022

Hwa Fong Rubber (Thailand) Public Company Limited

317 Moo 4, Soi 6C Bangpoo Industrial Estate, Samutprakarn 10280. Thailand.

Tel: (66) 2-7096580

