



บริษัท อีโนเว รับเบอร์ (ประเทศไทย) จำกัด (มหาชน)
INOUE RUBBER (THAILAND) PUBLIC COMPANY LIMITED

ทะเบียนเลขที่ บมจ.247 โรงงานรังสิต : 258 ซอย วัลลภ-นครนายก 49 ต.ประชาธิปัตย์ อ.ชัยบุรี จ.ปทุมธานี 12130 โทร.(66 2) 996 0890 แฟกซ์ (66 2) 996 1439
E-mail : info@ircthailand.com โรงงานวังน้อย : 157 หมู่ 5 ต.พหลโยธิน ต.ลำไทร อ.วังน้อย จ.พระนครศรีอยุธยา โทร. (66 2) 996 1471 แฟกซ์ (66 2) 996 1574



REGISTRATION PCL.247 RANGSIT FACTORY : 258, SOI RANGSIT-NAKORNNAK 49, PRACHATHIPAT, THANYABURI, PATHUMTHANI 12130, THAILAND. TEL : (66 2) 996 0890 FAX : (66 2) 996 1439
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- Translation -

SEI 025/2012

22 May 2012

Subject Invitation to the Shareholders' Extraordinary General Meeting no.1/2012
To Shareholders of Inoue Rubber (Thailand) Public Company Limited

- Attachment**
1. Copy of the Minutes of 2012 Annual General Meeting of Shareholders, held on 27th January 2012
 2. Three categories of Proxy Forms as specified by Department of Business Development, Ministry of Commerce
 3. Name lists and details of independent directors to act as proxies for shareholders
 4. The Company's Articles of Association relating to the Shareholder Meeting and Statement of Proxy Procedures, Attendance Registration, Documentation Requirement
 5. Map to the meeting, and map to the Pick-up point for Mini-Van service

Notice is hereby given that, by virtue of the resolutions of the Board of Directors' Meeting of Inoue Rubber (Thailand) Public Company Limited, held on 10th May 2012, the Extraordinary General Meeting of Shareholders no. 1/2012 will be held on **Friday, 22nd June 2012, 14.00 hours at Vitya Memorial Hall 2nd Floor, Inoue Rubber (Thailand) Public Company Limited, 157 Moo 5 Phaholyothin Rd., Lamsai, Wangnoi, Ayutthaya 13170** to consider the matters according to the agenda together with the Board's opinion as follows:

Agenda 1 To consider and to approve the minutes of 2012 Annual General Meeting of Shareholders, held on 27th January 2012

Fact and Reason:

The Company held the 2012 Annual General Meeting of Shareholders on 27th January 2012, and the minutes of the meeting has been recorded and submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the timeframe prescribed by laws. It was also disclosed in the Company's website (www.ircthailand.com). A copy of the minutes is attached hereto as attachment 1.



Opinion of the Board:

The Board of Directors has deemed it properly recorded. It is a considered appropriation for the shareholders to approve the said minutes.

Voting Requirement

A resolution shall be adopted by the majority votes of shareholders attending and have the right to vote.

Agenda 2 To approve an amendment of the Company's objectives and the Company's Memorandum of Association no. 3

Fact and Reason:

The current Company's Objectives will not be versatile to the future potential businesses chances which influence to the new sources of revenue.

At present, the Company has achieved in developing and manufacturing the machineries for transforming components to Motorcycle Tires&Tubes, and has started selling those products, for example.

Therefore, the Board of Directors deems appropriately that the meeting approves the amendment of the Company's Objectives by adding 14 clauses which are clause no.16 to clause no. 29 as follow;

" (16) To engage in purchasing, sourcing, renting, hire-purchasing, importing, right owning, occupying, using, managing, improving, modifying, producing assets, equipments, machines including parts of any machines for commercial, rent out, lease in Thailand and international.

(17) To operate business of contracting and manufacturing for all kind of motorcycle parts and auto parts, and cars and motorcycle assembly plant.

(18) To operate business of contracting for the construction of home buildings, commercial buildings, offices buildings, bridges, roads, and other civil works.

(19) To trade machineries, machine tools, engines, handling equipment for motor vehicles, electrical appliances, generators, water pumps, refrigerators, air conditionings, and parts and accessories of those mentioned above.

(20) To import and export all kind of things mentioned in this Company's objective.



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(21) To engage in the auction for the sale of goods and services, mentioned in the Company's objectives, to individual, entity, government agencies, and government related organizations.

(22) To buy, rent, or by other means of obtaining, and to operate rubber plantations and other agricultural plantations, for production of the raw materials needed in operations or goods mentioned in this Company's objectives.

(23) To produce electricity for utilizing within the Company and for selling to others in according to the regulations of electricity authorities.

(24) To trade raw materials for construction, including materials, equipments, tools, and appliances used in constructions, all kind of artisans equipments, color paints, painting equipment, all kinds of building accessory.

(25) To trade latex, rubber sheets, and all other goods made from rubber, parts of rubber trees, including synthetic rubber, raw material, chemicals, or products made by scientific methods.

(26) To engage in transportation business, goods and people transportation by land, water, and air, domestic and international, includes providing customs clearance services and all kind of freight transport.

(27) To rent, rent out, hire-purchase, make available for hire-purchase, cars, automotive vehicles, engines, machineries, machine tools, handling tools, and equipments.

(28) To provide repair services, maintenance services, inspects, and tests cars, motor - boat, motor - vehicles, machineries, engines, tools, and equipments including appliances of those things.

(29) To operate fuel stations, provide repair services maintenance services, test vehicles, injection for cleaning, and spray rustproof solution for all types of vehicles, including install, test, repair all type of security equipments. ”

And for a purpose of official regulation process to amend the Company's Memorandum of Association, the meeting is required to approve the authorized proxy person(s) that the Board of Directors and/or the Authorized Directors assign to precede in this official regulation process to amend the Company's Memorandum of Association at the Department of Business Development, Ministry of Commerce. The above mentioned authority will extend to any adjustments in complied with the requirements of the registrar.



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Opinion of the Board:

The Board of Directors' meeting had duly considered that the amendment of the Company's Memorandum of Association (no. 3) and the additional of Company's Objectives would provide flexibility for the Company to expand its businesses domestically and internationally.

The Board of Directors deems appropriately that the meeting approve the amendment of the Company's Memorandum of Association (no. 3) from 15 clauses to 29 clauses, and add the additional of the Company's Objectives mentioned above, and approve the authorized proxy person(s) that the Board of Directors and/or the Authorized Directors assign to precede in this official regulation process to amend the Company's Memorandum of Association at the Department of Business Development, Ministry of Commerce. The above mentioned authority will extend to any adjustments in complied with the requirements of the registrar.

Voting Requirement

A resolution shall be adopted by three quarter of the total votes of shareholders attending and have the right to vote.

Agenda 3 Other topics (if any)

The Company fixed the record date for the right to attend the Extraordinary General Meeting of Shareholders no. 1/2012 on 24th May 2012, and on 25th May 2012, one business day after the record date shall be the book closing date on which the shareholder list as specified in section 225 of the Securities and Exchange Act.

This is to invite the shareholders to attend the meeting at the date, time, and place specified above. The commencement for registration to attend the meeting will be from 13.00 p.m. For your convenience, the Company has mini-van service to pick up the shareholders at the fountain area in front of the Stock Exchange of Thailand, as shown in the attachment 5 (the van departs at 12.00 p.m.). Any shareholder who cannot attend the meeting and wishes to appoint a proxy to attend and vote on his/her behalf, please use the attached proxy form A or B and submit the proxy to the Company prior to the meeting.

A foreign shareholders who appoint custodians in Thailand, please use the attached proxy form C only. The shareholders may appoint the Company's independent directors, whose information is in



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attachment 3. It is recommended that all shareholders and proxy holders bring all document and evidence to be declared, according the attachment 4 for the Meeting's registration, or send to Investor Relations Section, Inoue Rubber (Thailand) Public Company Limited, No. 258 Soi Rangsit-Nakornnayok 49, Phachathipat, Thanyaburi, Pathumthani 12130, two days before the meeting. The Company will facilitate in affixing the stamp duty for the meeting.

Sincerely Yours,

(Mrs. Pimjai Laochinda)

President