



บริษัท ไทยรับเบอร์ลาเท็กซ์กรุ๊ป จำกัด (มหาชน)

THAI RUBBER LATEX GROUP PUBLIC COMPANY LIMITED

สำนักงานใหญ่ : เลขที่ 99/1-3 หมู่ที่ 13 ถนนบางนา-ตราด กม.ที่ 7 ตำบลบางแก้ว อำเภอบางพลี จังหวัดสมุทรปราการ 10540

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No. TRUBB 11/2566

August 10, 2023

Subject: Notification of the Resolutions of the Board of Directors' Meeting No. 3/2023

To: President of the Stock Exchange of Thailand

Enclosure: Information Concerning Connected Transactions

Thai Rubber Latex Group Public Company Limited (“TRUBB”) informs the Stock Exchange of Thailand (“SET”) that the Board of Director’s Meeting No. 3/2023 held on August 10, 2023, has a resolution to approve as follows:

To consider and approve the guarantee of investment in ordinary shares of World Flex Public Company Limited in order to secure the loan between Latex Systems Public Company Limited (“LS”) and Bangkok Bank Public Company Limited. The Board of Directors has approved the guarantee of investment in ordinary shares of World Flex Public Company Limited, amounting to approximately 98.1 million baht (the market value of the stock), in order to secure the long-term loan for LS. As LS has been informed from Bangkok Bank Public Company Limited to convert short-term loans and overdrafts into long-term loans, totaling approximately 140 million baht, with the condition of securing collateral for the long-term loans. Therefore, it is necessary to request TRUBB, the parent company, for approval to guarantee the investment in ordinary shares of World Flex Public Company Limited to secure the long-term loan for LS and Bangkok Bank Public Company Limited.

As a connected transaction pursuant to the Announcement of Capitals Commission No. Tor Chor 21/2551 “Criteria of Conducting Related Transactions and Announcement of SET in the topics of the Disclosure of Information and The Operation of Registered Companies in Related Transactions 2546 B.E.” Details are shown in the Information Concerning Connected Transactions as attached.

Your kind attention is requested.

Sincerely,

Mr. Pattapol Wongsattikul

Chief Executive Officers

Information Concerning Connected Transactions

According to the details shown in the resolution of the Board of Directors' Meeting No. 3/2023 related to the connected transactions in order to provide financial assistance of Latex Systems Public Company Limited or LS (subsidiary company of TRUBB). The details are as follows:

Date	Estimated to be within August 2023		
Transaction			
Related Parties	Latex Systems Public Company Limited		
Description of Transaction(s)	TRUBB provides financial support to LS by approving the guarantee of investment in ordinary shares of World Flex Public Company Limited, amounting to approximately 98.1 million baht (the market value of the stock), in order to secure the loan for LS.		
A connected person	TRUBB	LS	Relationship
	Mr. Vorathep Wongsasuttikul <ul style="list-style-type: none"> • Chairman of the board of directors • Chairman of the executive director 	Mrs. Pathumporn Trivisvavet <ul style="list-style-type: none"> • Director • Shareholder 5.88% 	Mr. Vorathep Wongsasuttikul's daughter and director of LS
		Ms. Chalongkwan Wongsasuttikul <ul style="list-style-type: none"> • Shareholder 1.22% 	Mr. Vorathep Wongsasuttikul's daughter and director of TRUBB
		Mr. Pattarapol Wongsasuttikul <ul style="list-style-type: none"> • Shareholder 1.22% 	Mr. Vorathep Wongsasuttikul's son and director of TRUBB
		Mr. Kowit Wongsasutthikul <ul style="list-style-type: none"> • Shareholder 1.17% 	
		Mrs. Thippawan Suttathipkul <ul style="list-style-type: none"> • Shareholder 1.76% 	Mr. Vorathep Wongsasuttikul's wife

	Mr. Paiboon Worrapatheep • Vice chairman of the board of directors Mr. Pravit Worrapatheep • Director	Ms. Amornrat Limwannawong • Shareholder 5.88%	Mr. Pravit Worrapatheep's wife and Mr.Paboon Worrapatheep's duagter in law
	Mr. Pasitpol Temrittikulchai • Director	Mrs. Nuanruedee Krittayanukool • Shareholder 4.71%	Ms. Nuanruedee Krittayanukool's son
The total value of the transaction and the criteria of evaluation of the transaction	TRUBB has approved the secure of long-term loans to LS as a connected transaction pursuant to the Announcement of Capitals Commission No. Tor Chor 21/2551 "Criteria of Conducting Related Transactions and Announcement of SET in the topics of the Disclosure of Information and The Operation of Registered Companies in Related Transactions 2546 B.E." from the calculation of the size of related transactions.		
	Calculation of the Size of Related Transactions		
	Calculation of NTA (Unit: Thousand Baht)	Q 2/66	
	Total Asset	8,269,152	
	Deferred tax assets	1,565	
	Goodwill	-	
	Total Liabilities	4,456,936	
	Non-controlling interests	527,843	
	NTA	3,282,808	
Calculation of the Size of Transactions	Q 2/66		
0.03% NTA	984.84		
3% NTA	98,484		

	<p>Therefore, when considering the transaction size, this financial assistance is calculated at 2.99 which is a medium size which provided to the company which the listed company holds more shares than the connector person. Currently, TRUBB holds 51.76% in LS and the connected persons hold 21.84%. Consequently, TRUBB has to obtain a resolution of the board of director and also, disclose the said information to SET.</p>
<p>Financial source for financial support</p>	<p>TRUBB has an investment in ordinary shares of World Flex Public Company Limited.</p>
<p>Reason and Necessity</p>	<p>As LS has been informed from Bangkok Bank Public Company Limited to convert short-term loans and overdrafts into long-term loans, totaling approximately 140 million baht, with the condition of securing collateral for the long-term loans. Therefore, it is necessary to request TRUBB, the parent company, for approval to guarantee the investment in ordinary shares of World Flex Public Company Limited, amounting to approximately 98.1 million baht (the market value of the stock), in order to secure the aforementioned long-term loan for LS.</p>
<p>Opinions of the Board of Director concerning a decision to enter into a transaction</p>	<p>As LS has been informed from Bangkok Bank Public Company Limited to convert short-term loans and overdrafts into long-term loans, totaling approximately 140 million baht, LS is required to use collateral for such loans. Therefore, the board of director agreed to ratify financial assistance to LS.</p>
<p>Opinion of the Company's Audit Committee and/or directors which are different from the Board of Directors</p>	<p>-None-</p>

Attendance of the meeting

The directors who have conflict of interest in this transaction are;

Name List	Position
Mr. Vorathep Wongsasuthikul	Chairman of the board of directors, Chairman of the executive director
Mr. Paiboon Worrapatheep	Vice chairman of the board of directors
Mr. Pattarapol Wongsasuthikul	CEO, Director
Mr. Prawit Worrapatheep	Director
Ms. Chalengkwan Wongsasuthikul	Director, Company secretary
Mr.Pasitpol Temrittikulchai	Director

The directors that mentioned above attended the meeting but did not vote on this agenda at the Board of Directors Meeting No. 3/2023

Your kind attention is requested.

Sincerely,

Mr. Pattarapol Wongsasuttikul
Chief Executive Officers