



Innovation by Chemistry

บริษัท โทเร เท็กซ์ไทล์ (ประเทศไทย) จำกัด (มหาชน)  
Toray Textiles (Thailand) Public Company Limited

## **Invitation Letter for the Annual General Meeting of Shareholders No. 1/2020**

**July 30, 2020 (Thu.) at 10.00 a.m.  
Surasak room, 11<sup>th</sup> Floor  
Eastin Grand Hotel Sathorn Bangkok**

### **No Coffee Break**

### **No Corporate Gifts**

To comply with the guidelines given by the regulatory bodies,  
which encourage listed companies to review their practice of giving gifts at meetings.

### **Prevention of COVID-19**

Given our concerns regarding the outbreak of COVID-19 virus, TTT has established preventive measures including temperature measurement and would like to ask for your cooperative support in wearing a sanitary mask while attending the AGM in accordance with public health standards. If your body temperature measures 37.5 degrees Celsius or higher, we reserve the right to permit entry to the meeting venue for shareholders or proxies.

Owing to the circumstance, the Securities and Exchange Commission and other relevant regulatory bodies have encouraged shareholders to appoint independent directors as their proxy, instead of attending in persons, as the TTT's independent director appear in the Proxy Form.

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### **Enclosure using to attend the meeting**

#### **Proxy Form B (For registration with barcode)**

10 June 2020

Re : Invitation to the shareholders' meeting No. 1/2020  
To : Shareholders of Toray Textiles (Thailand) Public Company Limited

The Meeting of the Board of Directors of Toray Textiles (Thailand) Public Company Limited (the "Company" or "TTT"), No. 1/2020 held on 10 June 2020 resolved to convene the Annual General Meeting of Shareholders No.1/2020 on Thursday 30 July 2020 at 10.00 a.m. at Surasak room, 11<sup>th</sup> floor, Eastin Grand Hotel Sathorn Bangkok, South Sathorn Road, Yannawa, Sathorn, Bangkok, to consider the following agenda items.

**Agenda 1**      **To consider and certify the Minutes of the Joint Shareholders' Meeting between Shareholders of Luckytex (Thailand) Public Company Limited and Shareholders of Thai Toray Textile Mills Public Company Limited held on 28 June 2019**

Fact and rationale:      The Minutes of the Joint Shareholders' Meeting between Shareholders of Luckytex (Thailand) Public Company Limited and Shareholders of Thai Toray Textile Mills Public Company Limited held on 28 June 2019 was prepared and submitted a copy thereof to the Stock Exchange of Thailand (the "SET") and the Ministry of Commerce as prescribed by laws, as per details in the copy of such minutes, provided herewith as attachment 1.

Opinion of the Board of Directors:      The Board of Directors agrees to propose the AGM 1/2020 to consider and certify the Minutes of the Joint Shareholders' Meeting between Shareholders of Luckytex (Thailand) Public Company Limited and Shareholders of Thai Toray Textile Mills Public Company Limited held on 28 June 2019, as deemed that they were correctly recorded.

Remark:      Resolution in this agenda shall be adopted by a majority vote of the shareholders attending the meeting and casting their votes.

**Agenda 2 To acknowledge the report of the business operation results for the year 2019 period from 1 July 2019 - 31 March 2020**

Fact and rationale: In compliance with the Articles of Association No. 45, to acknowledge the report of the business operation results as presented in the Annual Report sent to the shareholders together with this invitation letter.

Opinion of the Board of Directors: The meeting considered and agreed that it was appropriated to propose the shareholders' meeting for their acknowledgement.

Remark: This agenda is for acknowledgement so no voting required from the meeting.

**Agenda 3 To approve financial statements in which the equity method is applied for the year ended 31 March 2020 and separate financial statement for the period 1 July 2019 (the date of amalgamation) to 31 March 2020**

Fact and rationale: The company had prepared the financial statements in accordance with the financial reporting standard. The financial statement was verified and certified by the certified public accountant of KPMG Phoomchai Audit Ltd. It also was passed the approval of the audit committee and the Board of Directors as sent to the shareholders together with this invitation letter.

Opinion of the Board of Directors: The meeting considered and agreed that it was appropriated to propose the shareholders' meeting for approval of the mentioned financial statements.

Remark: The resolution for this agenda shall be adopted by a majority vote of the shareholders attending the meeting.

**Agenda 4 To approve an appropriation of retained earnings and pay the dividend for the year 2019 period from 1 July 2019 - 31 March 2020**

Fact and rationale: The dividend policy of the company will be considered from the operating results, financial structure, future investment. In compliance with the Articles of Association No. 45, the Board of Directors proposed the appropriation of retained earnings for the year 2019. The Company had been paid for the interim dividend as the resolution of the board meeting No. 1/2019 dated 1 July 2019 at 1.70 Baht per share (from retained earnings subjected to income tax rate of 30%) in the total amount of 98,328,000 Baht and the resolution of the board meeting No. 2/2019 dated 18 December 2019 at 1.70 Baht per share (from retained earnings subjected to income tax rate of 30%) in the total amount of 98,328,000 Baht .

Opinion of the Board of Directors: The Board of Directors proposed the appropriation of retained earnings for this time at 1.70 Baht per share (from retained earnings subjected to income tax rate of 30%) in the total amount of 98,328,000 Baht. The record date to determine shareholders who have a right to receive the dividend is on 25 June 2020 (Thu.). The dividend will be paid on 28 August 2020 (Fri.). The Board of Directors then regarded to propose this to the shareholders' meeting for approval. The right to receive the dividend is requested to be shown within 10 years. (details in attachment 4). (Above dividend payment rate duly complies with the dividend payment policy and poses no adverse effect on the company's liquidity position.)

Remark: The resolution for this agenda shall be adopted by a majority vote of the shareholders attending the meeting.

#### **Agenda 5 To elect directors replacing those who have completed their terms**

Fact and rationale: According to the Public Company Limited Act Section 71 and the Articles of Association No. 18 which regulated that one-third of directors shall vacate office on the Annual General Meeting of Shareholders and these directors can be re-elected for another term, vacated directors in this year are;

1. Mr. Chiaki Kojima Director and Deputy General Manager, Sales Division 1
2. Mr. Ken Nakajima Director and General Manager, Administration Division
3. Mr. Pichai Amranan Director and Mill Manager, Nakhonpathom Factory
4. Mr. Ekchai Chansue Independent Director and Audit Committee

Opinion of the Board of Directors: The Board agreed to propose the shareholders meeting to appoint the above directors to be directors again because the board agreed that all of 4 directors had perfect qualification and had no any legal incompatibility for appointing to be directors. Moreover, they had worked with responsibility, carefulness and honesty as the laws and company's objective and regulations.

The company provided the directors' profile for re-election and the definition of Independent Director which is equaled to those defined by Securities and Exchange Commission and the Stock Exchange of Thailand with the qualification of Independent Director enclosed herewith.

Remark: The resolution for this agenda shall be adopted by a majority vote of the shareholders attending the meeting.

**Agenda 6 To appoint the company auditor and determine an auditor fee for the financial year 2020 (1 April 2020 - 31 March 2021)**

Fact and rationale: In Compliance with the Public Company Limited Act Section 120 and the Articles of Association No. 45 which regulate an appointment of auditor and determination of auditor fee in the Annual General Meeting of Shareholder every year and the SEC regulations about the reappointment of the same auditor which can be done only not exceeding 5 consecutive financial years or abstaining from being the company auditor at least consecutive 2 years

After considering, the Audit Committee has proposed to appoint 3 auditors

| Name                            | CPA No. | Auditing Firm                |
|---------------------------------|---------|------------------------------|
| Mrs. Munchupa Singsuksawat      | 6112    | KPMG Phoomchai Audit Limited |
| Ms. Sujitra Masena              | 8645    |                              |
| Mrs. Siripen Sukcharoenyingyong | 3636    |                              |

Mrs. Munchupa Singsuksawat has signed the financial statements of the company since 2019 - present.

The auditing company and the proposed auditors do not have any relationship or any interest with the company, executives, major shareholders or any persons related with the mentioned parties.

The audit fee is as follows:

| 2020<br>1 April 2020 - 31 March 2021 | 2019<br>1 July 2019 - 31 March 2020 |
|--------------------------------------|-------------------------------------|
| 2,300,000                            | 2,200,000                           |

Opinion of the Board of Directors: It is appropriate to propose auditors and auditor fee as proposed by the Audit Committee for further approval in the Annual General Meeting of Shareholders.

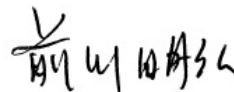
Remark: The resolution for this agenda shall be adopted by a majority vote of the shareholders attending the meeting.

**Agenda 7 To consider other matters (if any)**

Please be invited to the meeting as the date, time and venue as mentioned above. For those who are unable to join may appoint other person by filling in and sign the attached proxy form and send to the company secretary together with relevant documents, as mentioned in the attachment 10, before the meeting date. The company will open for registration from 9.00 a.m.

The company defines record date to determine shareholders who have a right to attend the Annual General Meeting of Shareholders on 25 June 2020 (Thu.).

Yours sincerely,  
Toray Textiles (Thailand) Public Company Limited



Mr. Akihiro Maekawa  
Chairman

**Minutes of the Joint Shareholders' Meeting  
between Shareholders of Luckytex (Thailand) Public Company Limited and  
Shareholders of Thai Toray Textile Mills Public Company Limited**

**Date Time and Venue**

The meeting was held on Friday, June 28, 2019 at 2.00 p.m., at Surasak 1 Room, 11<sup>th</sup> Floor, Eastin Grand Hotel, Sathorn, Bangkok.

**Commencement of the Meeting**

Ms. Chutima Chamniyun, the moderator, informed the meeting that this meeting is the joint shareholders' meeting between shareholders of Luckytex (Thailand) Public Company Limited ("**LTX**") and shareholders of Thai Toray Textile Mills Public Company Limited ("**TTTM**") according to the resolution of the shareholders' meeting of LTX and TTTM on the amalgamation. The moderator informed the meeting that there were 65 shareholders of LTX present in person, representing 1,095,392 shares, and 25 shareholders by proxy, representing 38,314,536 shares. In total, 90 shareholders and proxy of LTX attending the meeting, holding a total of 39,409,928 shares, equivalent to 68.14 percent of the total 51,840,000 issued shares of LTX and 34 shareholders of TTTM present in person, representing 60,105 shares, and 18 shareholders by proxy, representing 3,908,587 shares. In total, 52 shareholders and proxy of TTTM attending the meeting, holding a total of 3,968,692 shares, equivalent to 66.15 percent of the total 6,000,000 issued shares of TTTM. In total, there were 99 shareholders of LTX and TTTM present in person, representing 1,155,497 shares, and 43 shareholders by proxy, representing 42,223,123 shares. In total, 142 shareholders and proxy of LTX and TTTM attending the meeting, holding a total of 43,378,620 shares, equivalent to 75.00 percent of the total 57,840,000 issued shares of LTX and TTTM which constituted a quorum for the joint shareholders' meeting pursuant to the Public Limited Company Act B.E. 2535 (1992) (as amended) (the "**PLC Act**") which prescribes that there shall be shareholders holding shares amounting to not less than one half of the total number of shares sold of the companies to be amalgamated attending the meeting to constitute a quorum (the "**Joint Shareholders' Meeting**").

The moderator informed the meeting that pursuant to the PLC Act which prescribes that the shareholders attending the joint shareholders' meeting shall elect one shareholder to be the chairman of the meeting, thus, shareholders were asked to propose one shareholder to preside as the chairman of the meeting.

Mr. Kazuaki Takabayashi, a proxy representing from Toray Industries, Inc. ("**TORAY**") which is a shareholder of LTX and TTTM proposed Mr. Akihiro Maekawa which is a shareholder of LTX and TTTM to be the chairman of the meeting.

The moderator informed the meeting that as no other shareholder was proposed to act as the chairman of the meeting, thus, it was deemed that the majority of the shareholders attending the meeting resolved that Mr. Akihiro Maekawa be approved to be the chairman of the meeting (the "**Chairman**").

The Chairman welcomed all shareholders for their attendance and informed the meeting that the purpose of today meeting is to consider the matters relating to the new company formed as a result of amalgamation (the "**New Company**") and then assigned the moderator to introduce the Board of Directors of LTX and TTTM, the auditors of LTX and TTTM, and the advisors for the amalgamation between LTX and TTTM (the "**Amalgamation**") as follows:



### **The Board of Directors of LTX**

- |                              |   |
|------------------------------|---|
| 1) Mr. Akihiro Maekawa       | Chairman and Managing Director                        |
| 2) Mr. Prakit Pradipasen     | Chairman of Audit Committee                           |
| 3) Mr. Ekchai Chansue        | Audit Committee                                       |
| 4) Mr. Kazuaki Takabayashi   | Director  |
| 5) Mr. Ken Nakajima          | Director and General Manager, Administration Division |
| 6) Mr. Ryo Kitahara          | Director and General Manager, Sale Division           |
| 7) Mr. Yoshihiro Hamaguchi   | Director and General Manager, Production Division     |
| 8) Ms. Sitang Suengamornkiat | Director and General Manager, Accounting Dept.        |
| 9) Mr. Krisngsak Kongsiri    | Director and Mill Manage, Mill 2 and 3                |

Remark: Mr. Chaleo Wanasawat did not attend due to urgent assignment.

### **The Board of Directors of TTTM**

- |                              |   |
|------------------------------|---|
| 1) Mr. Kazuaki Takabayashi   | Chairman of the Executive Directors                 |
| 2) Mr. Norikazu Masui        | Chairman of the Board                               |
| 3) Mr. Yanchai Tantiratapong | Chairman of Audit Committee                         |
| 4) Mr. Archaraporn Manasarn  | Audit Committee                                     |
| 5) Mr. Chiaki Kojima         | Directors of Sales Division                         |
| 6) Mr. Atsushi Horiuchi      | Director of Quality Assurance Division              |
| 7) Mr. Pichai Amranan        | Director of Production Division and Factory Manager |
| 8) Mr. Ken Nakajima          | Director of Accounting and Finance Division         |

Remark: Mr. Panukorn Chantaraprapab and Mr. Mamoru Minabe did not attend due to urgent assignment and Mr. Tatsuo Amano did not attend due to assignment abroad.

### **Auditors of LTX and TTTM**

- |                              |   |
|------------------------------|---|
| 1) Ms. Munchupa Singsuksawat | Auditors from KPMG Phoomchai Audit Ltd. |
| 2) Mr. Sakda Kaothanthong    | Auditors from KPMG Phoomchai Audit Ltd. |

### **Advisors for the Amalgamation**

- 1) Financial Advisors from Capital Nomura Securities Public Company Limited
- 2) Legal Advisors from Chandler MHM Limited

The Chairman assigned the moderator to inform the meeting about the voting criteria and procedure and vote counting in each agenda as follows:

1. Each shareholder or a proxy authorized by any shareholder to vote on his/her behalf is entitled to vote equal to the number of shares held, whereby one share shall be equal to one vote.
2. For the agenda on election of directors of the New Company, the shareholders may cast their vote for each individual candidate. The Chairman would request the shareholders who voted to disapprove or abstained on such an agenda item to raise their hands and cast their voting and sign on the ballots as such ballots only would be collected and counted by the staffs with barcode system. The shareholders who voted to approve on such agenda shall not raise their hands.

3. In casting votes on other agenda item, the Chairman would request shareholders who voted to disapprove or abstained on such an agenda item to raise their hands and cast their voting and sign on the ballots as such ballots only would be collected and counted by the staffs with barcode system. The shareholders who voted to approve on such agenda shall not raise their hands.
4. Only the ballots from shareholders who voted to disapprove or abstained or voided ballots on such an agenda item will be counted and extracted from the voting right of the total shareholders attending the meeting. In this regard, the remainders would be treated as votes of approval for that agenda. All the approval voting ballots were to be collected when the meeting adjourned.
5. The results of the vote count shall be announced at the meeting after the completion of the counting of votes for each agenda item. However, vote counting for some agenda items may take longer time. In such cases, the Chairman may request the meeting to proceed to the consideration of the next item on the agenda to avoid disrupting the meeting.
6. If any ballot submitted to the meeting staffs was with unclear voting instruction, marked more than 1 vote (except the Custodian) or crossed out without a signature of either the shareholder or the proxy, such ballot should be deemed as void.
7. For any comment or questions to be raised by a shareholder or his/her proxy on any item of agenda, he/she shall raise his/her hand and, when permitted by the Chairman, state whether he/she is a shareholder attending in person or a proxy and announce the name-surname prior to proceeding to make comments or questions.
8. Comments or questions are to be made to the point and in a concise manner to ensure efficiency and prevent a loss of time in the overall for the meeting. The Company reserves its right to take action as it deems fit.

No shareholder objected nor disagreed with the voting criteria and procedure and vote counting and it shall be deemed that the shareholders acknowledged and approved with such criteria and procedure.

Before proceeding with the agenda items, the Chairman informed the meeting on the important arrangements in relation to the Amalgamation as follows:

After the Extraordinary General Meeting of Shareholders No. 1/2019 of LTX and the Extraordinary General Meeting of Shareholders No. 1/2019 of TTTM which held on January 31, 2019 resolved to approve the Amalgamation, LTX and TTTM had completed the arrangement for share purchase from the dissenting shareholders during 14-day period from February 8, 2019 to February 21, 2019 where there were the dissenting shareholders of TTTM holding shares in total equivalent to 453,011 shares offered such shares for sale to TORAY. In this regard, on February 28, 2019, TORAY had completed the share sale and purchase transaction with all of dissenting shareholders of TTTM who offered their shares for sale at the amount of 453,011 shares, at the price of THB 198.00 per share. There were no dissenting shareholders of LTX expressed their intention to sell their shares during the period.

LTX had sent a notice of the resolution on the Amalgamation to the creditors of LTX on 7 February 2019 and TTTM had sent a notice of the resolution on the Amalgamation to the creditors of TTTM on 8 February 2019 in which any creditors may submit their objection within 2 months from the receipt date of the notice of the resolution. LTX also published the resolution on a newspaper on 12 to 14 February 2019. The said 2 months objection period had expired on 14 April 2019 and TTTM published the resolution on a newspaper on 7 to 11 February 2019. The said 2 months objection period had expired on 11 April 2019. There was no objection submitted by any creditors of LTX and TTTM.

LTX and TTTM has arranged and successfully obtained all consents as well as extensions and/or waivers from their performance of obligations under relevant contracts or agreements from their financial creditors and other contractual parties and has arranged to seek approvals and to discuss with regard to the requests and application with the relevant authorities and government agencies in connection with any licenses, rights, and privileges of LTX and TTTM, including the listing of securities of the New Company in the Stock Exchange of Thailand (the “SET”). There shall be further processes and procedures to be completed by LTX and TTTM with relevant authorities and government agencies, after the completion of the registration of the Amalgamation with the Department of Business Development, Ministry of Commerce.

The SET trading of LTX and TTTM have been suspended for a period of 7 business days from June 24, 2019 to July 2, 2019 for preparation on the allotment of shares of the New Company to shareholders of LTX and TTTM, as well as other arrangements related to the listing of securities of the New Company on the SET. The book closing date for compiling the names of shareholders who shall be entitled to the allotment of the New Company’s shares is on June 26, 2019.

And today, June 28, 2019, the Joint Shareholders’ Meeting between shareholders of LTX and TTTM was convened to consider the significant matters of the New Company formed as a result of the amalgamation. The registration on the Amalgamation with the Department of Business Development, Ministry of Commerce is expected to be made on July 1, 2019. The SET trading of the shares of the New Company is expected to commence on July 3, 2019.

The Chairman then gave the shareholders and their proxies the opportunity to make their comments or raise queries. As there were no questions or comments, the Chairman then proceeded to conduct the meeting in accordance with the agenda items.

#### **Agenda 1      To consider the name of the New Company**

The Chairman informed the meeting that according to the Section 148 of the PLC Act which prescribes that a joint shareholders’ meeting of the companies to be amalgamated shall be called to consider the name of the new company, in this regard, the Board of Directors of LTX and TTTM considered and deemed appropriate to propose the Joint Shareholders’ Meeting to consider and approve the name of the New Company with the details as follows:

Thai name:                      “บริษัท โทเร เท็กซ์ไทล์ (ประเทศไทย) จำกัด (มหาชน)”

English name:                “Toray Textiles (Thailand) Public Company Limited”

Symbol on the SET:        “TTT”

The Chairman then gave shareholders and their proxies the opportunity to make their comments or raise queries on the said matters.

As there were no questions or comments, the Chairman proposed to the Joint Shareholder’s Meeting to consider and approve the name of the New Company with the details as proposed in all respects. This agenda shall be adopted by a majority vote of the shareholders attending the meeting.

**Resolution** The meeting considered and approved the name of the New Company as proposed in all respects, with the following voting results:

|                |            |                      |       |
|----------------|------------|----------------------|-------|
| Approved       | 43,393,180 | votes, equivalent to | 100 % |
| Disapproved    | 0          | votes, equivalent to | 0 %   |
| Abstained      | 0          | votes, equivalent to | 0 %   |
| Voided ballots | 0          | votes, equivalent to | 0 %   |
| Total          | 43,393,180 | shares               |       |

**Agenda 2 To consider the objectives of the New Company**

The Chairman informed the meeting that according to the Section 148 of the PLC Act which prescribes that a joint shareholders' meeting of the companies to be amalgamated shall be called to consider the objectives of the new company, in this regard, the Board of Directors of LTX and TTTM considered and deemed appropriate to propose the Joint Shareholders' Meeting to consider and approve the objectives of the New Company which comprised of 13 clauses with the details as appeared on the draft objectives of the New Company which was delivered to the shareholders together with the invitation.

Moreover, to facilitate the registration of the objectives of the New Company, it was deemed appropriate to propose the Joint Shareholders' Meeting to approve the appointment of one of any directors of LTX and/or TTTM including any persons appointed by such director to be authorized to sign the application or other documents in connection with the registration of the objectives of the New Company and to file the application with the Department of Business Development, Ministry of Commerce, to amend, modify or change the application and/or the objective and other relevant documents or take any acts to comply with the suggestion or instruction of the registrar or the officer and take any acts necessary and relevant to the foregoing as deemed appropriate.

The Chairman then gave shareholders and their proxies the opportunity to make their comments or raise queries on the said matters.

As there were no questions or comments, the Chairman proposed to the Joint Shareholders' Meeting to consider and approve the objectives of the New Company including the relevant authorization with the details as proposed in all respects. This agenda shall be adopted by a majority vote of the shareholders attending the meeting.

**Resolution** The meeting considered and approved the objectives of the New Company with the details as appeared on the draft objectives of the New Company including the relevant authorization as proposed in all respects, with the following voting results:

|                |            |                      |       |
|----------------|------------|----------------------|-------|
| Approved       | 43,393,280 | votes, equivalent to | 100 % |
| Disapproved    | 0          | votes, equivalent to | 0 %   |
| Abstained      | 0          | votes, equivalent to | 0 %   |
| Voided ballots | 0          | votes, equivalent to | 0 %   |
| Total          | 43,393,280 | shares               |       |

**Agenda 3 To consider the amount of the registered capital, number of shares, par value and paid-up capital of the New Company**

The Chairman informed the meeting that according to the Section 148 of the PLC Act which prescribes that a joint shareholders' meeting of the companies to be amalgamated shall be called to consider the capital of the new company which shall not be less than the sum of the paid-up capital of all companies to be amalgamated, in this regard, the Board of Directors of LTX and TTTM considered and deemed appropriate to propose the Joint Shareholders' Meeting to consider and approve the registered capital of the New Company which is equal to THB 578,400,000, comprising of 57,840,000 ordinary shares, with a par value of THB 10 per share, which is equivalent to the sum of the paid-up capital of LTX and TTTM.

The Chairman then gave shareholders and their proxies the opportunity to make their comments or raise queries on the said matters.

As there were no questions or comments, the Chairman proposed to the Joint Shareholders' Meeting to consider and approve the amount of the registered capital, number of shares, par value and paid-up capital of the New Company with the details as proposed in all respects. This agenda shall be adopted by a majority vote of the shareholders attending the meeting.

**Resolution** The meeting considered and approved the amount of the registered capital, number of shares, par value and paid-up capital of the New Company as proposed in all respects, with the following voting: results:

|                |            |                      |     |   |
|----------------|------------|----------------------|-----|---|
| Approved       | 43,393,286 | votes, equivalent to | 100 | % |
| Disapproved    | 0          | votes, equivalent to | 0   | % |
| Abstained      | 0          | votes, equivalent to | 0   | % |
| Voided ballots | 0          | votes, equivalent to | 0   | % |
| Total          | 43,393,286 | shares               |     |   |

**Agenda 4 To consider the allotment of shares of the New Company**

The Chairman informed the meeting that according to the Section 148 of the PLC Act which prescribes that a joint shareholders' meeting of the companies to be amalgamated shall be called to consider the allotment of shares of the new company to the shareholders, in this regard, the Board of Directors of LTX and TTTM considered and deemed appropriate to propose the Joint Shareholders' Meeting to consider and approve the allotment of shares of the New Company to the shareholders of LTX and TTTM with the details as follow.

The allotment of shares of the New Company to the shareholders of LTX and TTTM will be in accordance with the ratio approved by the resolution of the Extraordinary General Meeting of Shareholders No. 1/2019 of the LTX and the resolution of the Extraordinary General Meeting of Shareholders No. 1/2019 of TTTM by allocating 57,840,000 shares of the New Company with a par value of THB 10 per share to the shareholders of LTX and TTTM whose name appeared on the shareholder register book of each companies on the book closing date for compiling the names of shareholders who shall be entitled to the allotment of the New Company's shares on June 26, 2019.

The number of the New Company's shares to be allocated to the shareholders of LTX and TTTM will be the total issued ordinary shares which are equal to the sum of the paid-up capital of both companies, with a par value of THB 10 per share. The share allotment of the New Company to the shareholders of the LTX and TTTM will be allocated by the following ratios:

1 existing share in LTX to 0.92463689 shares in the New Company

1 existing share in TTTM to 1.65113730 shares in the New Company

As for the allotment of shares in the New Company to the shareholders of LTX and TTTM, if there is a fraction of a share which is greater than or equal to 0.5 as a result of the calculation according to the foregoing ratio, such fraction shall be rounded up to 1 share. If a fraction of share is less than 0.5, such fraction will be disregarded. The New Company will only pay compensation to shareholders who are not allocated shares in the New Company for the fractions of shares that are disregarded

The compensation is based on the price per share of the New Company's share which calculated from Market Capitalization of LTX and TTTM on the last trading day (closing price on June 21, 2019) prior to the first day on which the SET posted SP (suspension) trading sign (June 24, 2019) divided by the total number of the issued ordinary shares of the New Company. The compensation will be paid by the New Company to the shareholders whose fraction of share was rounded down within 14 business days from the registration date of the Amalgamation. In this regard, the price per share in the New Company calculated by the aforementioned method is equivalent to THB 112.23 per share.

In order to ensure that the number of shares of the New Company will be as specified, TORAY shall act as a balancer in the rounding off of share fractions, and shall pay to or receive compensation from the New Company for such balancing. Therefore, if the total number of issued shares in the New Company, which is calculated according to the aforementioned ratio, is more than 57,840,000 shares, or the aggregate number of issued shares in LTX and LTX prior to the registration of the Amalgamation, the New Company will allocate fewer shares to TORAY, so that the total number of issued shares in the New Company equals to 57,840,000 shares, or the aggregate number of issued shares in LTX and TTTM prior to the registration of the Amalgamation. The New Company will compensate TORAY for the fewer shares allocated to it in an amount equivalent to the price of each share in the New Company, which is payable to shareholders who are subject to the cancellation of share fractions, multiplied by the number of fewer shares in the New Company allocated to TORAY within 14 business days from the registration of the Amalgamation. In the event that the total number of issued shares in the New Company, which is calculated according to the aforementioned ratio, is less than 57,840,000 shares, the New Company will allocate more shares to TORAY, so that the total number of paid-up shares in the New Company equals to 57,840,000 shares. TORAY will pay for the additional shares in the New Company in the amount equivalent to the compensation per share paid to shareholders for the disregarded fractions of shares, multiplied by the additional number of shares allocated to it within 14 business days from the registration of the Amalgamation.

The Chairman then gave shareholders and their proxies the opportunity to make their comments or raise queries on the said matters.

As there were no questions or comments, the Chairman proposed to the Joint Shareholders' Meeting to consider and approve the allotment of shares of the New Company with the details as proposed in all respects. This agenda shall be adopted by majority vote of the shareholders attending the meeting.

**Resolution** The meeting considered and approved the allotment of shares of the New Company as proposed in all respects, with the following voting results:

|                |            |                      |     |   |
|----------------|------------|----------------------|-----|---|
| Approved       | 43,439,291 | votes, equivalent to | 100 | % |
| Disapproved    | 0          | votes, equivalent to | 0   | % |
| Abstained      | 0          | votes, equivalent to | 0   | % |
| Voided ballots | 0          | votes, equivalent to | 0   | % |
| Total          | 43,439,291 | shares               |     |   |

**Agenda 5 To consider the Memorandum of Association of the New Company**

The Chairman informed the meeting that according to the Section 148 of the PLC Act which prescribes that a joint shareholders' meeting of the companies to be amalgamated shall be called to consider the Memorandum of Association of the new company, in this regard, the Board of Directors of LTX and TTTM considered and deemed appropriate to propose the Joint Shareholders' Meeting to consider and approve the Memorandum of Association of the New Company with the details as appeared on the draft Memorandum of Association of the New Company which was delivered to the shareholders together with the invitation.

Moreover, to facilitate the registration of the Memorandum of Association of the New Company, it was deemed appropriate to propose the Joint Shareholders' Meeting to approve the appointment of one of any directors of LTX and/or TTTM including any persons appointed by such director to be authorized to sign the application or other documents in connection with the registration of the Memorandum of Association of the New Company and to file the application with the Department of Business Development, Ministry of Commerce, to amend, modify or change the application and/or the Memorandum of Association and other relevant documents or take any acts to comply with the suggestion or instruction of the registrar or the officer and take any acts necessary and relevant to the foregoing as deemed appropriate.

The Chairman then gave shareholders and their proxies the opportunity to make their comments or raise queries on the said matters.

As there were no questions or comments, the Chairman proposed to the Joint Shareholders' Meeting to consider and approve the Memorandum of Association of the New Company including the relevant authorization with the details as proposed in all respects. This agenda shall be adopted by a majority vote of the shareholders attending the meeting.

**Resolution** The meeting considered and approved the Memorandum of Association of the New Company with the details as appeared on the draft Memorandum of Association of the New Company with the details as follows:

- 1) Company Name: “บริษัท โทเร เท็กซ์ไทล์ (ประเทศไทย) จำกัด (มหาชน)” and English name: “Toray Textiles (Thailand) Public Company Limited”;
- 2) The Company wishes to offer for sale of shares to the public;
- 3) The Objectives of the Company comprise of 13 clauses as detailed in Form BorMorJor. 002 attached herewith;
- 4) The registered capital shall be THB 578,400,000 (Five Hundred and Seventy-Eight Million and Four Hundred Thousand Baht) comprising of 57,840,000 shares (Fifty-Seven Million Eight Hundred and Forty Thousand shares) with a par value of THB 10.00 (Ten Baht), each comprising of 57,840,000 ordinary shares (Fifty-Seven Million Eight Hundred and Forty Thousand shares) and no preferred shares;
- 5) The principal place of business shall be located at Bangkok Metropolitan,

including the relevant authorization as proposed in all respects, with the following voting results:

|                |            |                      |       |
|----------------|------------|----------------------|-------|
| Approved       | 43,439,294 | votes, equivalent to | 100 % |
| Disapproved    | 0          | votes, equivalent to | 0 %   |
| Abstained      | 0          | votes, equivalent to | 0 %   |
| Voided ballots | 0          | votes, equivalent to | 0 %   |
| Total          | 43,439,294 | shares               |       |

**Agenda 6 To consider the Articles of Association of the New Company**

The Chairman informed the meeting that according to the Section 148 of the PLC Act which prescribes that a joint shareholders’ meeting of the companies to be amalgamated shall be called to consider the Articles of Association of the new company, in this regard, the Board of Directors of LTX and TTTM considered and deemed appropriate to propose the Joint Shareholders’ Meeting to consider and approve the Articles of Association with the details as appeared on the draft Articles of Association of the New Company, consisting of 59 articles, which was delivered to the shareholders together with the invitation.

Moreover, to facilitate the registration of the Articles of Association of the New Company, it was deemed appropriate to propose the Joint Shareholders’ Meeting to approve the appointment of one of any directors of LTX and/or TTTM including any persons appointed by such director to be authorized to sign the application or other documents in connection with the registration of the Articles of Association of the New Company and to file the application with the Department of Business Development, Ministry of Commerce, to amend, modify or change the application and/or the Articles of Association and other relevant documents or take any acts to comply with the suggestion or instruction of the registrar or the officer and take any acts necessary and relevant to the foregoing as deemed appropriate.

The Chairman then gave shareholders and their proxies the opportunity to make their comments or raise queries on the said matters.



As there were no questions or comments, the Chairman proposed to the Joint Shareholders' Meeting to consider and approve the Articles of Association of the New Company including the relevant authorization with the details as proposed in all respects. This agenda shall be adopted by majority vote of the shareholders attending the meeting.

**Resolution** The meeting considered and approved the Articles of Association of the New Company with the details as appeared on the draft Articles of Association of the New Company, consisting of 59 articles, including the relevant authorization as proposed in all respects, with the following voting results:

|                |            |                      |       |
|----------------|------------|----------------------|-------|
| Approved       | 43,439,571 | votes, equivalent to | 100 % |
| Disapproved    | 0          | votes, equivalent to | 0 %   |
| Abstained      | 0          | votes, equivalent to | 0 %   |
| Voided ballots | 0          | votes, equivalent to | 0 %   |
| Total          | 43,439,571 | shares               |       |

**Agenda 7 To consider the election of the directors of the New Company**

The Chairman informed the meeting that according to the Section 148 of the PLC Act which prescribes that a joint shareholders' meeting of the companies to be amalgamated shall be called to consider the election of the directors of the new company and according to the Article 16 of the Articles of Association of the New Company, which has been approved by the Joint Shareholders' Meeting in Agenda 6, which prescribes that the Board of Directors of the Company shall comprise of at least 7 persons but no more than 15 persons of which not less than 1/2 must have domiciles in the Kingdom and the directors shall have qualifications as specified by law.

The Board of Directors of LTX and TTTM considered the qualifications of the persons nominated to be the directors of the New Company and deemed appropriate to propose the Joint Shareholders' Meeting to consider and approve the election of the following persons to be the directors of the New Company.

1. Mr. Akihiro Maekawa
2. Mr. Kazuaki Takabayashi
3. Mr. Ryo Kitahara
4. Mr. Chiaki Kojima
5. Mr. Yoshihiro Hamaguchi
6. Mr. Ken Nakajima
7. Mr. Kriangsak Kongsiri
8. Mr. Pichai Amranan
9. Mr. Prakrit Pradipasen (Independent Director and Audit Committee)
10. Mr. Ekchai Chansue (Independent Director and Audit Committee)
11. Mr. Yanchai Tantiratapong (Independent Director and Audit Committee)
12. Ms. Kwunjai Kiatgungwalgri (Independent Director and Audit Committee)

All of the 12 proposed directors have full qualifications as required by the laws and the Articles of Association of the New Company. The profiles of each person nominated to be the director and the qualifications of the independent director are as appeared in the profiles of the persons nominated to be the directors of the New Company and the qualifications of the independent director which was delivered to the shareholders together with the invitation.

The Chairman then gave shareholders and their proxies the opportunity to make their comments or raise queries on the said matters.

Questions and suggestions from Mr. Sathaporn, shareholder presented in person

What are the New Company’s criteria for election of the New Company’s directors? Have all of the proposed directors shown their intention to be the directors of the New Company and will they be available to attend every board of directors meeting? If the directors do not attend the board of directors meeting, what are the criteria for election of the directors of the New Company for the next time?

The Chairman informed that most of the directors who were proposed to be the directors of the New Company were elected from the directors of both LTX and TTTM. Pursuant to Article 16 of the Articles of Association of the New Company, the New Company shall have directors not less than 7 directors and not more than 15 directors. Moreover, one-third of all directors shall be the independent directors. For the meeting attendance by the directors, the New Company will invite all directors for every board of directors meeting and, in the future, when the New Company holds the executive’s meetings and/or any others meetings, all directors who are not the independent directors will attend all the meetings. For some of TTTM’s directors who could not attend some of the meetings, the New Company will try to facilitate in order that all directors can attend the meetings.

As there were no further questions or comments, the Chairman proposed to the Joint Shareholders’ Meeting to consider and approve the election of the directors of the New Company individually with the details as proposed in all respects. This agenda shall be adopted by majority vote of the shareholders attending the meeting.

**Resolution**

The meeting considered and approved the election of the directors of the New Company individually as proposed in all respects, with the following voting results:

1. Mr. Akihiro Maekawa

|                |            |                      |       |
|----------------|------------|----------------------|-------|
| Approved       | 43,439,621 | votes, equivalent to | 100 % |
| Disapproved    | 0          | votes, equivalent to | 0 %   |
| Abstained      | 0          | votes, equivalent to | 0 %   |
| Voided ballots | 0          | votes, equivalent to | 0 %   |
| Total          | 43,439,621 | shares               |       |

## 2. Mr. Kazuaki Takabayashi

|                |            |                      |       |
|----------------|------------|----------------------|-------|
| Approved       | 43,439,621 | votes, equivalent to | 100 % |
| Disapproved    | 0          | votes, equivalent to | 0 %   |
| Abstained      | 0          | votes, equivalent to | 0 %   |
| Voided ballots | 0          | votes, equivalent to | 0 %   |
| Total          | 43,439,621 | shares               |       |

## 3. Mr. Ryo Kitahara

|                |            |                      |       |
|----------------|------------|----------------------|-------|
| Approved       | 43,439,621 | votes, equivalent to | 100 % |
| Disapproved    | 0          | votes, equivalent to | 0 %   |
| Abstained      | 0          | votes, equivalent to | 0 %   |
| Voided ballots | 0          | votes, equivalent to | 0 %   |
| Total          | 43,439,621 | shares               |       |

## 4. Mr. Chiaki Kojima

|                |            |                      |       |
|----------------|------------|----------------------|-------|
| Approved       | 43,439,621 | votes, equivalent to | 100 % |
| Disapproved    | 0          | votes, equivalent to | 0 %   |
| Abstained      | 0          | votes, equivalent to | 0 %   |
| Voided ballots | 0          | votes, equivalent to | 0 %   |
| Total          | 43,439,621 | shares               |       |

## 5. Mr. Yoshihiro Hamaguchi

|                |            |                      |       |
|----------------|------------|----------------------|-------|
| Approved       | 43,439,621 | votes, equivalent to | 100 % |
| Disapproved    | 0          | votes, equivalent to | 0 %   |
| Abstained      | 0          | votes, equivalent to | 0 %   |
| Voided ballots | 0          | votes, equivalent to | 0 %   |
| Total          | 43,439,621 | shares               |       |

## 6. Mr. Ken Nakajima

|                |            |                      |       |
|----------------|------------|----------------------|-------|
| Approved       | 43,439,621 | votes, equivalent to | 100 % |
| Disapproved    | 0          | votes, equivalent to | 0 %   |
| Abstained      | 0          | votes, equivalent to | 0 %   |
| Voided ballots | 0          | votes, equivalent to | 0 %   |
| Total          | 43,439,621 | shares               |       |

7. Mr. Kriangsak Kongsiri

|                |            |                      |       |
|----------------|------------|----------------------|-------|
| Approved       | 43,439,621 | votes, equivalent to | 100 % |
| Disapproved    | 0          | votes, equivalent to | 0 %   |
| Abstained      | 0          | votes, equivalent to | 0 %   |
| Voided ballots | 0          | votes, equivalent to | 0 %   |
| Total          | 43,439,621 | shares               |       |

8. Mr. Pichai Amranan

|                |            |                      |       |
|----------------|------------|----------------------|-------|
| Approved       | 43,439,621 | votes, equivalent to | 100 % |
| Disapproved    | 0          | votes, equivalent to | 0 %   |
| Abstained      | 0          | votes, equivalent to | 0 %   |
| Voided ballots | 0          | votes, equivalent to | 0 %   |
| Total          | 43,439,621 | shares               |       |

9. Mr. Prakit Pradipasen (Independent Director and Audit Committee)

|                |            |                      |       |
|----------------|------------|----------------------|-------|
| Approved       | 43,439,621 | votes, equivalent to | 100 % |
| Disapproved    | 0          | votes, equivalent to | 0 %   |
| Abstained      | 0          | votes, equivalent to | 0 %   |
| Voided ballots | 0          | votes, equivalent to | 0 %   |
| Total          | 43,439,621 | shares               |       |

10. Mr. Ekchai Chansue (Independent Director and Audit Committee)

|                |            |                      |       |
|----------------|------------|----------------------|-------|
| Approved       | 43,439,621 | votes, equivalent to | 100 % |
| Disapproved    | 0          | votes, equivalent to | 0 %   |
| Abstained      | 0          | votes, equivalent to | 0 %   |
| Voided ballots | 0          | votes, equivalent to | 0 %   |
| Total          | 43,439,621 | shares               |       |

11. Mr. Yanchai Tantiratapong (Independent Director and Audit Committee)

|                |            |                      |       |
|----------------|------------|----------------------|-------|
| Approved       | 43,439,621 | votes, equivalent to | 100 % |
| Disapproved    | 0          | votes, equivalent to | 0 %   |
| Abstained      | 0          | votes, equivalent to | 0 %   |
| Voided ballots | 0          | votes, equivalent to | 0 %   |
| Total          | 43,439,621 | shares               |       |

12. Mrs. Kwunjai Kiatgungwalgri (Independent Director and Audit Committee)

|                |            |                      |       |
|----------------|------------|----------------------|-------|
| Approved       | 43,439,621 | votes, equivalent to | 100 % |
| Disapproved    | 0          | votes, equivalent to | 0 %   |
| Abstained      | 0          | votes, equivalent to | 0 %   |
| Voided ballots | 0          | votes, equivalent to | 0 %   |
| Total          | 43,439,621 | shares               |       |

**Agenda 8 To consider the authority of the directors of the New Company**

The Chairman informed the meeting that according to Article 24 of the Articles of Association of the New Company, which has been approved by the Joint Shareholders' Meeting in Agenda 6, prescribes that the number or name of the authorized directors who have the authority to sign on behalf of the Company are two directors jointly sign with the Company's seal affixed, whereby the meeting of the shareholders or the board of directors may specify names of the authorized directors to sign on behalf of the Company.

In this regard, the Board of Directors of LTX and TTTM considered and deemed appropriate to propose the Joint Shareholders' Meeting to consider and approve the authority of the directors of the New Company with the following details:

"The name and number of directors who are authorized to sign on behalf of the Company are Mr. Akihiro Maekawa, Mr. Kazuaki Takabayashi, Mr. Ryo Kitahara, Mr. Chiaki Kojima, Mr. Yoshihiro Hamaguchi and Mr. Ken Nakajima, two of these six directors jointly sign together with the Company's seal affixed"

The Chairman then gave shareholders and their proxies the opportunity to make their comments or raise queries on the said matters.

Questions and suggestions from Mr. Sathaporn, shareholder presented in person

The shareholder questioned that how does the seal of the New Company, which is one of the parts of the directors' authority, look like and does it has to be approved by the Joint Shareholders' Meeting?

Ms. Worapan Wuttisarn, representative of legal advisor from Chandler MHM Limited, informed that the New Company's seal is one of the parts of the Articles of Association of the New Company which has been approved by the Joint Shareholders' Meeting in Agenda 6 (Article 59 of the New Company's Articles of Association). Therefore, it is not necessary to be approved by the shareholders separately. However, for some reason, the picture of the New Company's seal was not shown on the draft Articles of Association of the New Company which was delivered to the shareholders together with the invitation. Thus, in order to ensure that information in the New Company's Articles of Association is completed, it is deemed appropriate to propose the Joint Shareholders' Meeting to later consider and approve the seal of the New Company as one of the parts of the Articles of Association of the New Company after all agenda in relation to the New Company as prescribed in the invitation has been approved.

As there were no further questions or comments, the Chairman proposed to the Joint Shareholders' Meeting to consider and approve the authority of the directors of the New Company with the details as proposed in all respects. This agenda shall be adopted by a majority vote of the shareholders attending the meeting.

**Resolution** The meeting considered and approved the authority of the directors of the New Company as proposed in all respects, with the following voting results:

|                |            |                      |       |
|----------------|------------|----------------------|-------|
| Approved       | 43,439,621 | votes, equivalent to | 100 % |
| Disapproved    | 0          | votes, equivalent to | 0 %   |
| Abstained      | 0          | votes, equivalent to | 0 %   |
| Voided ballots | 0          | votes, equivalent to | 0 %   |
| Total          | 43,439,621 | shares               |       |

**Agenda 9 To consider the remuneration of the directors of the New Company**

The Chairman informed the meeting that according to Article 34 of the Articles of Association of the New Company, which has been approved by the Joint Shareholders' Meeting in Agenda 6, prescribes that the directors shall be entitled to receive remuneration in the form of the meeting allowance, remuneration, bonus, award or any other remuneration.

In this regard, the Board of Directors of LTX and TTTM considered and deemed appropriate to propose the Joint Shareholders' Meeting to consider and approve the remuneration of the Audit Committee of the New Company with the following details.

Audit Committee

1. Mr. Prakit Pradipasen THB 150,000.-
2. Mr. Ekchai Chansue THB 150,000.-
3. Mr. Yanchai Tantiratapong THB 150,000.-
4. Ms. Kwunjai Kiatgungwalgri THB 150,000.-

Whereas, others directors who are not the Audit Committee will not receive the directors' remuneration. The aforementioned remuneration excludes other remunerations or benefits which the directors shall receive as employees or staffs of the New Company. The remuneration shall be effective from the date on which the registrar accepts the registration of the Amalgamation until any further amendment.

The Chairman then gave shareholders and their proxies the opportunity to make their comments or raise queries on the said matters.

As there were no questions or comments, the Chairman proposed to the Joint Shareholders' Meeting to consider and approve the remuneration of the directors of the New Company with the details as proposed in all respects. This agenda shall be adopted by a vote of no less than two-thirds of the total number of votes of the shareholders attending the meeting.

**Resolution** The meeting considered and approved the remuneration of the directors of the New Company as proposed in all respects, with the following voting results:

|                |            |                      |         |   |
|----------------|------------|----------------------|---------|---|
| Approved       | 43,439,749 | votes, equivalent to | 99.9989 | % |
| Disapproved    | 72         | votes, equivalent to | 0.0002  | % |
| Abstained      | 400        | votes, equivalent to | 0.0009  | % |
| Voided ballots | 0          | votes, equivalent to | 0       | % |
| Total          | 43,440,221 | shares               |         |   |

**Agenda 10 To consider the appointment of the auditor of the New Company and the determination of the audit fee**

The Chairman informed the meeting that according to the Section 148 of the PLC Act which prescribes that that a joint shareholders' meeting of the companies to be amalgamated shall be called to consider the appointment of the auditor of the New Company, in this regard, the Board of Directors of LTX and TTTM , with suggestions from the Audit Committee, considered and deemed appropriate to propose the Joint Shareholders' Meeting to consider and approve the appointment of the auditor of the New Company from KPMG Phoomchai Audit Ltd. according to the list of auditors as follows:

1. Ms. Munchupa Singsukasawat Certified Public Accountant No.6112 and/or
2. Ms. Sujitra Masena Certified Public Accountant No. 8645 and/or
3. Ms.Siripen Sukcharoenyingyong Certified Public Accountant No. 3636

The appointment shall be effective from the date on which the registrar accepts the registration of the Amalgamation to March 31, 2020 and shall have the duty to audit the financial statements from the date on which the registrar accepts the registration of the amalgamation and ending on March 31, 2020 (the annual financial statements of 2019).

The proposed auditors are independent and have no material relationship or interest with LTX and TTTM, the New Company, their executives, major shareholders or related persons, therefore, they are independent to audit and give opinion on the New Company's financial statements.

Moreover, the Board of Directors of LTX and TTTM, with suggestions from the Audit Committee, also considered and deemed appropriate to propose the Joint Shareholders' Meeting to consider and approve the audit fee of the New Company for the fiscal year (which shall be effective from the date on which the registrar accepts the registration of the Amalgamation to March 31, 2020) shall be fixed at the amount of THB 2,200,000.-

The Chairman then gave shareholders and their proxies the opportunity to make their comments or raise queries on the said matters.

Questions and suggestions from Mr. Sathaporn, shareholder presented in person

The audit committee that considered the qualification of the auditors means the audit committee from both of the former companies or not. The term period of the auditor will be counted from the commencement of the New Company or continued the period from the former companies.

Ms. Munchupa Singsukasawat, representative of the auditor from KPMG Phoomchai Audit Ltd., informed that for the period counting of the auditor, in case of a new company formed by amalgamation with the amalgamation registration, it will be considered as a new company and will count from the commencement of the new company. For the election of the auditor, the audit committee will perform accordingly with the relevant regulations of the Securities and Exchange Commission and will propose the suggestion to the board of directors.

As there were no further questions or comments, the Chairman proposed to the Joint Shareholders' Meeting to the appointment of the auditor of the New Company and the determination of the audit fee with the details as proposed in all respects. This agenda shall be adopted by a majority vote of the shareholders attending the meeting.

**Resolution** The meeting considered and approved the appointment of the auditor of the New Company and the determination of the audit fee as proposed in all respects, with the following voting results:

|                |            |                      |         |   |
|----------------|------------|----------------------|---------|---|
| Approved       | 43,439,549 | votes, equivalent to | 99.9985 | % |
| Disapproved    | 672        | votes, equivalent to | 0.0015  | % |
| Abstained      | 0          | votes, equivalent to | 0       | % |
| Voided ballots | 0          | votes, equivalent to | 0       | % |
| Total          | 43,440,221 | shares               |         |   |

**Agenda 11 To consider other matters necessary for the amalgamation (if any)**

Pursuant to the shareholders' notice about the seal of the New Company, which is constituted as a part of the Articles of Association of the New Company which were approved by the Joint Shareholders' Meeting in Agenda 6 (Article 59 of the New Company's Articles of Association), whereby the picture of the New Company's seal was not shown on the draft Articles of Association which was delivered to the shareholders together with the invitation. In this regard, shareholders holding shares collectively equal to 43,439,649 shares, which is equivalent to more than one-third of the total number of sold shares of LTX and TTTM, proposed to the meeting to consider and approve the New Company's seal as one of the parts of the Articles of Association of the New Company with the detail as follow.





The Chairman then gave shareholders and their proxies the opportunity to make their comments or raise queries on the said matters.

Suggestions from shareholder presented in person

The shareholder disagreed with the proposal of the additional agenda. He also suggested that the Company should pay attention to all shareholders directly, not only the Thai Shareholder Association.

The Chairman informed that as this is not relevant to the New Company's seal, he, therefore, suggested to later considering about this issue.

Suggestions from Mrs. Wilaiwan Archariyanon , shareholder presented in person (shareholder of LTX)

The shareholder suggested that the legal department should ensure whether the listed company's seal is needed to be approved by the shareholders' meeting or not since the seal was mentioned in the authorization of the directors of the New Company that two of six directors jointly sign together with the company's seal affixed. And normally the company's seal of non-listed company is not required to be approved by the shareholders.

Ms. Worapan Wuttisarn, representative of legal advisor from Chandler MHM Limited, informed that for the amalgamation, in general, it is not necessary to propose a separate agenda to consider and approve the New Company's seal. However, pursuant to the shareholders' notice about the seal of the New Company, which, for some reason, was not shown on the draft Articles of Association for the shareholders' consideration. In this regards, to avoid any questions for the registration of the Articles of Association with the Ministry of Commerce, it is deemed appropriate to propose to the shareholders to approve the New Company's seal as one of the parts of the Articles of Association of the New Company.

As there were no further questions or comments, the Chairman proposed to the Joint Shareholders' Meeting to consider and approve the seal of the New Company as one of the parts of the Articles of Association of the New Company, with the details as proposed in all respects. This agenda shall be adopted by a majority vote of the shareholders attending the meeting.

**Resolution**

The meeting considered and approved the seal of the New Company as one of the parts of the Articles of Association of the New Company as proposed in all respects, with the following voting results:

|                |            |                      |         |   |
|----------------|------------|----------------------|---------|---|
| Approved       | 43,439,649 | votes, equivalent to | 99.9987 | % |
| Disapproved    | 172        | votes, equivalent to | 0.0004  | % |
| Abstained      | 400        | votes, equivalent to | 0.0009  | % |
| Voided ballots | 0          | votes, equivalent to | 0       | % |
| Total          | 43,440,221 | shares               |         |   |

Later on, the Chairman gave shareholders and their proxies the opportunity to make their comments or raise queries.

Questions and suggestions from Mr. Supachai Jiraphotchaporn, shareholder presented in person (shareholder of LTX and TTTM)

- With reference to Agenda 4 to consider and approve the allocation of the New Company's shares and the annual general meeting of LTX's shareholders, LTX did not pay dividend to the shareholders as it will affect the ratio for the allocation of shares of the New Company. When considering on the fact sheet, it can be found that LTX and TTTM have retained earnings and cash totaling higher than market price of the companies' shares. From the evaluation of the companies' shares which is higher than the current market price, does the New Company anticipate that the market price will be increased to reflect the actual value as informed? And if possible, what is the strategy to create the value of shares to reasonably reflect the book value?

Mr. Ken Nakajima informed that currently the market prices of both LTX's and TTTM's shares are lower than their book value. Such share market price, however, is determined by the mechanism of the market, not by the company. However, even the company is not in the position to determine the share market price, the company will try to make the shares be attractive to the investors.

The Chairman further informed that the New Company will operate to increase its profitability and such profitability will also increase the shareholders' benefit, which is the expectation of the New Company. The New Company will make an effort to communicate to the shareholders for their understanding in the New Company's activities through investor relations department.

- LTX has many factories and lands excluding high value machines. For the amalgamation, will the New Company be able to increase the profits by reduction of costs from combining factories to be located at the same location and decrease in production in cost by moving out the factory and utilizing lands to create other benefits to the New Company to their maximum efficiency?

The Chairman informed that, after the Amalgamation, the New Company's initial intention is to create more variety in its products and selling channel and to maximize the utilization of its facilities.

- Will the government policy on the reduction of student uniform tax benefit to the New Company, and whether the New Company has any plan to response and support such policy?

The Chairman informed that the New Company will place utmost importance to CSR activities, and principles of public services as it has emphasized on the significance of an environment and sustainability. The New Company also views that these things are connected to the New Company's business in the future, for example, the case of Chinese factories in recent years. Those factories created serious troubles and environmental pollution which eventually had to be closed down. Therefore, the New Company would like to create benefits to the neighbor communities by providing CSR activities simultaneously. Regarding the government policy, the New Company will further study on the details of the policy and will consider whether such policy will have any effect to the New Company and how much the New Company can participate in such policy.

- The shareholder additional proposed about the dividend payment for the well cooperation from the shareholders on the Amalgamation.

The Chairman informed that, at this point of time, such question could not be answered because payment of dividend is the matter of the New Company which could be deemed as insider information but the New Company accepts to consider this issue.

Questions and suggestions from Mr. Supasit Piyatanti, shareholder presented in person (shareholder of LTX)

After the Amalgamation, does the New Company have a plan to split par value to increase its liquidity in the SET or not?

The Chairman thanked for the suggestion and will consider this issue.

Questions and suggestions from shareholder presented in person

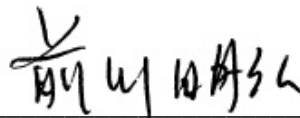
When will the amalgamation be completed and the shares can be traded? And when will the factories be ready to be visited?

The Chairman informed that, as mentioned earlier, the first trading day for the New Company's shares after the Amalgamation will be on 3 July 2019. And the New Company will try to prepare for the shareholders' site visit at the factories soon.

The Chairman gave shareholders and their proxies the opportunity to make additional comments or raise queries. As there were no further comments or queries, the Chairman thanked all the shareholders for attending the meeting and declared the meeting adjournment.

The meeting adjourned at 4.25 p.m.

Signed \_\_\_\_\_



(Mr. Akihiro Maekawa)  
Chairman of the meeting

บริษัท โทเร เท็กซ์ไทล์ (ประเทศไทย) จำกัด (มหาชน)  
TORAY TEXTILES (THAILAND) PUBLIC COMPANY LIMITED

รายละเอียดการเสนอขอจัดสรรกำไรสะสม

UNAPPROPRIATED OF RETAINED EARNINGS

สำหรับงบการเงินประจำปี 2562

Financial statements for the year 2019

หน่วย : บาท

Unit : Baht

กำไรสำหรับงวด [ 1 กรกฎาคม 2562 - 31 มีนาคม 2563 ] 116,683,756.54  
Profit for the period [ 1 July 2019 - 31 March 2020 ]

กำไรสะสม

Retained Earnings

|  |      |              |                    |                  |
|--|------|--------------|--------------------|------------------|
| กำไรสะสมที่ยังไม่ได้จัดสรรยกมาต้นงวด                                 |      |              | ณ วันที่ 1/7/2562  | 4,986,349,846.31 |
| Unappropriated - Beginning Balance                                   |      |              | at 1/7/2019        |                  |
| กำไร (ขาดทุน) จากการประมาณการตามหลักคณิตศาสตร์ประกันภัย              |      |              |                    | (108,331,868.80) |
| Defined Benefit Plan Actuarial Gain (Loss)                           |      |              |                    | <hr/>            |
| รวมกำไรสะสมที่ยังไม่ได้จัดสรร  |      |              |                    | 4,878,017,977.51 |
| Total Unappropriated   |      |              |                    |                  |
| กำไรสะสมที่จัดสรรแล้ว  |      |              |                    |                  |
| Appropriated:-   |      |              |                    |                  |
| เงินปันผลระหว่างกาลสำหรับปี 2562 [ 1 กรกฎาคม 2562 - 31 มีนาคม 2563 ] |      |              |                    |                  |
| Interim Dividend for the year 2019 [ 1 July 2019 - 31 March 2020 ]   |      |              |                    |                  |
| เงินปันผลจ่าย  | 1.70 | บาท / หุ้น   | ณ วันที่ 31/7/2562 | (98,328,000.00)  |
| Dividend paid  | 1.70 | Baht / Share | at 31/7/2019       |                  |
| เงินปันผลจ่าย  | 1.70 | บาท / หุ้น   | ณ วันที่ 17/1/2563 | (98,328,000.00)  |
| Dividend paid  | 1.70 | Baht / Share | at 17/1/2020       | <hr/>            |
| กำไรสะสมที่ยังไม่ได้จัดสรรยกมาปลายงวด                                |      |              | ณ วันที่ 31/3/2563 | 4,798,045,734.05 |
| Unappropriated - Ending Balance                                      |      |              | at 31/3/2020       |                  |

เสนอให้ :

Proposed for :

|  |      |              |                    |               |
|--|------|--------------|--------------------|---------------|
| จ่ายเงินปันผลงวดสุดท้าย                                      | 1.70 | บาท / หุ้น   | ณ วันที่ 28/8/2563 | 98,328,000.00 |
| Final Dividend   | 1.70 | Baht / Share | at 28/8/2020       |               |
| จ่ายจากกำไรสะสมที่เสียภาษีเงินได้นิติบุคคลอัตราร้อยละ 30     |      |              |                    |               |
| Paid from retained earnings subjected to income tax rate 30% |      |              |                    | <hr/>         |

กำไรสะสมที่ยังไม่ได้จัดสรรหลังจากเสนอจ่ายเงินปันผลแล้วคงเหลือ 4,699,717,734.05  
Unappropriated Retained Earnings Balance after dividend proposed 

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### The independent directors proposed by the Company as proxies of shareholders

| Name                  | Age | Position   | Address   | Having interest on the proposed agenda                               |
|-----------------------|-----|--|---|--|
| Mr. Prakit Pradipasen | 77  | Independent Director and Chairman of Audit Committee | 58/1 Indramara 40 Suthisarn Road, Dindaeng, Bangkok 10310 | Have no interest on the agenda proposed in this shareholder meeting. |

### Dividend Policy

The dividend policy of the company will be considered from the operating result, financial structure, future investment and other external factors such as economic and industrial situation. However, the company intends to increase the operating result, consider the appropriate dividend allocation every year and propose the shareholders meeting for approval.

## Profile of re-elected directors proposed to shareholders' meeting

**Mr. Chiaki Kojima**

|                          |  |
|--------------------------|--|
| Type of Director         | Executive Director   |
| Present Position         | Director and Deputy General Manager, Sales Division 1<br>Toray Textiles (Thailand) Public Company Limited  |
| Age                      | 52 Years   |
| Nationality              | Japanese   |
| Education Background     | Bachelor Degree of Literature, Waseda University, Japan  |
| Training                 | -  |
| Company Shareholding     | None   |
| No. of years as Director | 1 Year   |
| Work Experience          | 2017 - 2019     Executive Director, Sales Division<br>Thai Toray Textile Mills PLC.<br>2016 - 2017     Sales Division Manager (Knitted Fabric)<br>Thai Toray Textile Mills PLC.<br>2013 - 2016     General Manager, Garment Production Department 2<br>Toray Industries (H.K.) Limited |
| Meeting Attendance 2019  | Board of Director's Meeting 3/3 times  |
| Remark                   | (A)     No any position in other <u>listed company</u><br>(B)     No any position in other <u>non-listed company</u><br>(C)     No director or executive position in the other companies<br>which might have conflicts of interest with the company                                    |

**Profile of re-elected directors proposed to shareholders' meeting**



**Mr. Ken Nakajima**

|                          |  |
|--------------------------|--|
| Type of Director         | Executive Director   |
| Present Position         | Director and General Manager, Administration Division<br>Toray Textiles (Thailand) Public Company Limited  |
| Age                      | 47 Years   |
| Nationality              | Japanese   |
| Education Background     | Bachelor Degree of Economics, The University of Tokyo, Japan   |
| Training                 | -  |
| Company Shareholding     | None   |
| No. of years as Director | 1 Year   |
| Work Experience          | 2016 - 2019     General Manager, Administration Division<br>Luckytex (Thailand) Public Company Limited<br>Director of Accounting and Finance Division<br>Thai Toray Textile Mills Public Company Limited<br>2012 - 2016     Manager, Finance Sect., Finance & Control Dept.<br>Toray International, Inc.<br>2007 - 2012     General Manager, Accounting Dept.<br>Toray Composites (America), Inc.<br>2005 - 2007     Controller, Accounting Dept.<br>Toray Marketing and Sales (America), Inc. |
| Meeting Attendance 2019  | Board of Director's Meeting 3/3 times  |
| Remark                   | (A)     No any position in other <u>listed company</u><br>(B)     Holding a position in the other <u>non-listed company</u> (1 company)<br>(C)     No director or executive position in the other companies<br>which might have conflicts of interest with the company   |

**Profile of re-elected directors proposed to shareholders' meeting**



**Mr. Pichai Amranun**

|                          |   |
|--------------------------|---|
| Type of Director         | Executive Director  |
| Position                 | Director and Mill Manager, Nakhonpathom Factory<br>Toray Textiles (Thailand) Public Company Limited   |
| Age                      | 50 Years  |
| Nationality              | Thai  |
| Education Background     | Bachelor Degree of Mechanical Engineer, Chiangmai University  |
| Training                 | Director Accreditation Program (DAP)  |
| Company Shareholding     | None  |
| No. of years as Director | 1 Year  |
| Work Experience          | 2017 - 2019     Director, Production Division and Factory Manager<br>Thai Toray Textile Mills Public Company Limited<br>2015 - 2017     Operating Associated Director and Factory Manager<br>Thai Toray Textile Mills Public Company Limited<br>2014 - 2015     Associated Director, Deputy Factory Manager<br>and Weaving Dept. Manager<br>Thai Toray Textile Mills Public Company Limited |
| Meeting Attendance 2019  | Board of Director's Meeting 3/3 times   |
| Remark                   | (A)     No any position in other <u>listed company</u><br>(B)     No any position in other <u>non-listed company</u><br>(C)     No director or executive position in the other companies<br>which might have conflicts of interest with the company   |



**Profile of re-elected directors proposed to shareholders' meeting**



**Mr. Ekchai Chansue**

|                          |   |
|--------------------------|---|
| Type of Director         | Independent Director  |
| Present Position         | Audit Committee<br>Toray Textiles (Thailand) Public Company Limited   |
| Age                      | 63 Years  |
| Nationality              | Thai  |
| Education Background     | Master of ARTS Teaching (Government), Tarleton State University   |
| Training                 | Law and Practical Regulation for Corporate Secretary,<br>Faculty of Law, Chulalongkorn University   |
| Company Shareholding     | 92 Shares or 0.0002% (as of January 2, 2020)  |
| No. of years as Director | 1 Year  |
| Work Experience          | 2018 - present Director, Thai Bridgestone Co., Ltd.<br>Director, Denso (Thailand) Co., Ltd.<br>2005 - 2013 Director and Audit Committee<br>Mega International Commercial Bank PCL.<br>1999 - 2019 Audit Committee<br>Luckytex (Thailand) Public Company Limited   |
| Meeting Attendance 2019  | Board of Director's Meeting 2/3 times<br>Audit Committee's Meeting 3/3 times  |
| Remark                   | (1) No director or executive position in the other companies which might have conflicts of interest with the company<br>(2) The following relationships with the company, head office, affiliated companies, subsidiary companies or potential juristic person(s) at present or in the past 2 years;<br>- Not an executive director, officer, employee or advisor with certain salary<br>- Not a professional service provider (such as auditor or legal advisor)<br>- No business relationship in a significant way that may hamper his independent duties (such as buying/selling raw material/goods/service, lending or borrowing money) |

## **The nomination of the company's director**

The Nominating Committee, which is to be responsible for the nomination of new directors for the Board's approval has not yet been established. However, the board of directors of the Company shall efficiently and be responsible for nominating the qualified person to be directors. In case of independent directors, the board of directors will consider the number and qualification of independent director compliance with the regulation of the Stock Exchange of Thailand.

To propose with the shareholder meeting, the principle of one-share one-vote is applied to each shareholder. The director to be appointed shall be received not less than one half of number of shares held by shareholders present and qualified to vote. At the Annual General Meeting of Shareholders, one-third of the board members shall retire and can be re-elected.

Furthermore, according to the Articles of Association No. 21, In the event of a vacancy of directorship for reason other than expiration of term of office, the Board of Directors shall elect a person possessed of qualifications and not possessed of prohibited characteristics pursuant to the law as the replacement director in the next Meeting of Board of Directors, unless the remaining term of office of the director is less than two (2) months. The replacement director may hold only for the remainder of term of office of the director whom he replaces.

The resolution of the Board of Directors pursuant to paragraph one must be supported by votes not less than three-fourths (3/4) of number of the remaining directors.

## **The qualification of independent director**

The company has defined the definition of the board of directors as the regulation about "Independent Director" of the Office of the Securities and Exchange Commission of Thailand. The "Independent Director" of the company means a director who has the following qualifications

1. Hold shares not exceeding 1% of the total shares with voting rights of the company, its parent company, subsidiaries, associates, major shareholder or controlling parties, including shares held by related persons of such independent director.
2. Is not or has never been an executive director, employee, staff, advisor who receives fixed salary, nor controlling parties of the company, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders or controlling parties unless the foregoing status ended at least 2 years prior to the date of submitting the application to the Securities and Exchange Commission Office. The above prohibited characters shall not include the case that the independent director who has ever been a government official or advisor of the government sector that is the major shareholder or controlling party of the company;
3. Is not the person who has relationship by means of descent or legal registration under the status of father, mother, spouse, siblings and children including spouse of daughters and sons of management, major shareholder, controlling party or the person who is in the process of nomination to be the management or controlling party of the company or its subsidiary.
4. Never or used to have business relationship with the company, its parent company, subsidiaries, associates, major shareholders or controlling parties of the company in respect of holding the power which may cause the obstacle of the independent decision, including not being or never been the significant shareholder or controlling parties of any person having business relationship with the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the company unless the foregoing status ended at least 2 years.
5. Never or used to be an auditor of the company its parent company, subsidiaries, associates, major shareholders, or controlling parties of the company and not the significant shareholder, controlling parties, or partner of the auditing firm which employs such auditor of the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the applicant unless the foregoing status ended at least 2 years.
6. Never or used to be a professional service provider including legal service or financial advisor with received service fee more than 2 million Baht per year from the company, its parent company, subsidiaries, associates, major shareholders, or controlling parties and not the significant shareholder, controlling parties, or partner of the professional service provider, except for the exempt from the above characters for at least 2 years.
7. Not a director who is nominated to be the representative of directors of the company major shareholders, or any other shareholder related to the major shareholders.
8. Do not operate the same business and a significant competitive business with the company or subsidiaries or not a significant partner in partnership or an executive director, employee, staff, advisor who receives fixed salary or holds shares more than 1% of the total shares with voting right of other company which operates same business and be a significant competitor with the company or subsidiaries.
9. No other characters preventing the independent opinion regarding the business operation of the company.

## **Guideline for registration, proxy and documents to be presented to attend the shareholders meeting**

The company uses the barcode system for the registration, the shareholders need to bring and invitation letter including proxy with barcode and enclosures to register.

The company has sent proxy (Form B) which Department of Business Development, Ministry of Commerce has prescribed to be used in any shareholders meeting and it provides more definite details of the authorization that shareholders can vote by agenda.

### **Documents to be shown before attend the meeting (up to condition)**

#### **1. Shareholder is an individual person**

##### **1.1 Attendance in person;**

- a) A valid official ID card in which a photograph is shown such as personal ID card, driving license, or passport.

##### **1.2 Attendance by proxy:**

- a) Proxy form B as attached which is completely filled and signed by both the grantor (the shareholder) and the proxy; **affixed of duty stamp in the amount of 20 Baht is required.**
- b) A Certify true copy of the shareholder's official documents such as ID card, driving license or passport
- c) An original official document in which a photograph is shown of proxy such as ID card, driving license or passport.

#### **2. Shareholder is a juristic person**

##### **2.1 Attendance by the representative (authorized director) of the shareholder:**

- a) An original official documents of the authorized director such as ID card, driving license or passport.
- b) A certify true copy of the company Affidavit or Certificate of Incorporation of the shareholder showing the name of authorized director has the authority to act on behalf of the shareholder/company.

##### **2.2 Attendance by proxy**

- a) Proxy form B as attached which is completely filled and signed by both the grantor (the shareholder/authorized director) and the proxy; **affixed of duty stamp in the amount of 20 Baht is required.**
- b) A certify true copy of valid evidence of the authorized director(s) signing the Proxy Form.
- c) A certify true copy of the company Affidavit or Certificate of Incorporation of the shareholder showing the name of authorized director has the authority to act on behalf of the shareholder/company.
- d) An original official document in which a photograph is shown of proxy such as ID card, driving license or passport.

**Articles of Association  
of  
Toray Textiles (Thailand) Public Company Limited  
(particular for the meeting of shareholders)**

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**CHAPTER 5  
MEETING OF SHAREHOLDERS**

35. The Board of Directors shall hold the annual ordinary meeting of shareholders within four (4) months from the date ending the account period of the Company. Other meeting of shareholders in addition to the afore-mentioned meeting shall be called 'Extraordinary General Meetings'. The Board of Directors may convene an Extraordinary General Meeting of Shareholders any time it deems expedient. Only one shareholder or shareholders holding an aggregate number of shares not less than ten (10) percent of the total number share sold may subscribe their name to a notice requesting the Board of Directors to convene an Extraordinary General Meeting of Shareholders at any time but they must also specify subject and reasons for such request in the notice. In such case, the Board of Directors must arrange for a meeting of shareholders within forty-five (45) days from the date of receipt of the notice.

In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph one, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such a meeting within forty-five (45) days from the completion of the period. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The Company shall be responsible for necessary expenses arising from such a meeting and reasonably provide facilitation.

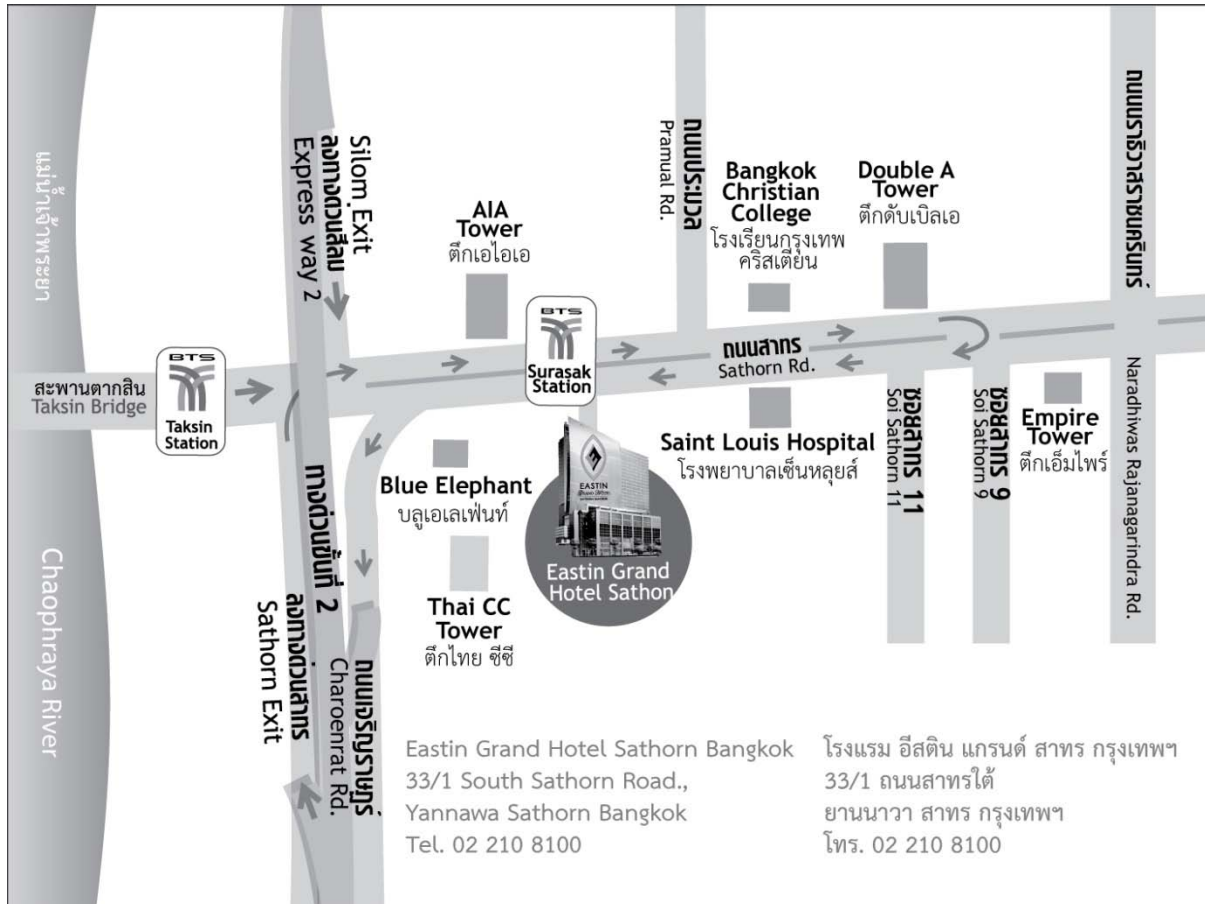
In case the quorum of the shareholders' meeting called by the shareholders as prescribed under paragraph two is not formed, the shareholders as prescribed under paragraph two shall be collectively responsible to the Company for expenses arising from such a meeting.

36. In convening a meeting of shareholders, the Board of Directors shall issue a notice of meeting specifying place, date, time, agenda, and matters to be proposed to the meeting together with reasonable details by specifying expressly as to the matters proposed to the meeting for information, for approval, or for consideration, as the case may be including opinion of the Board of Directors on said matters, and send the same to the shareholders and registrar for information not less than seven (7) days before the date of the meeting. Besides, the notice of meeting shall also be announced in a newspaper for not less than three (3) days before the date of the meeting for not less than three (3) consecutive days.

37. There must be shareholders and proxies (if any) present at the meeting in a number not less than twenty-five (25) shareholders or not less than half (1/2) of the total number of shareholders and in either case such shareholders shall hold shares representing any aggregate number of shares not less than one-third (1/3) of the total number of sold shares to constitute a quorum, unless otherwise provided by the Public Limited Company Law.
38. In the event at any meeting of shareholders, upon the lapse of one (1) hour from the time fixed for the meeting commencement, the number of the shareholders present is insufficient to form a quorum pursuant to Article 37, if such meeting is convened because the shareholders have requested, it shall be cancelled. If such meeting is convened not because the shareholders have requested, it shall be reconvened and the notice of meeting shall be sent to the shareholders not less than seven (7) days in advance of the date of the meeting. In the subsequent meeting no quorum is required.
39. The Chairman of Board of Directors shall preside over the meeting of shareholders. In the event the Chairman is absent or unable to perform the duty, the Vice-chairman shall act as the meeting chairman. If a Vice-chairman does not exist or exists but unable to perform the duty, the shareholders present shall elect one shareholder to act as the meeting chairman.
40. The chairman of the meeting of shareholders has duties to conduct the meeting to be in order of the agenda as specified in the notice of meeting, unless the meeting resolves to change order of the agenda with votes not less than two-thirds (2/3) of the number of shareholders present.
41. Every shareholder has the right to attend the meeting no matter which kind of meeting at any time.
42. Every shareholder may authorize other persons as proxies to attend and vote on their behalves. The written authorization as fixed by the Registrar shall be submitted to the chairman or the person designated by the chairman at the place of the meeting before the proxy attends the meeting.
43. In voting, no matter by which means, one (1) share is regarded as one (1) vote. A shareholder shall have the votes equal to the number of shares held by such shareholder. Any shareholder who has special interest in any matter shall have no right to vote on such matter, except in the election of directors.  
  
Voting that is regarded that one (1) share has one (1) vote shall not apply to the case where the Company has issued preference shares and has designated that they are entitled to voting right less than or more than that of ordinary shares.
44. Unless otherwise provided by the Public Limited Company Law, the relevant regulation or this Articles of Association, a resolution of the meeting of shareholders shall be supported by the majority of votes of the shareholders attending the meeting with voting rights. In the event of a tie vote, the meeting chairman shall have the casting vote.

45. Business to be transacted in the annual general meeting of shareholders at least shall have the following matters:
- (1) To acknowledge the annual report of the Board of Directors.
  - (2) To approve the Balance Sheet and Profit & Loss Account.
  - (3) To approve the allocation of the profit.
  - (4) To elect directors in replacement of directors who retiring by rotation and to fix their remuneration.
  - (5) To appoint the auditor and to fix the auditing remuneration.

## Map of Eastin Grand Hotel Sathorn Bangkok



Eastin Grand Hotel Sathorn Bangkok

Tel : 02-210-8100

[www.eastingrandsathorn.com](http://www.eastingrandsathorn.com)





**Innovation by Chemistry**

**Toray Textiles (Thailand) Public Company Limited**

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