



Thai Toray Textile Mills Public Company Limited

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Minutes of the Extraordinary General Meeting of Shareholders No. 1/2019

Thai Toray Textile Mills Public Company Limited

Date, Time and Venue

The Meeting was held on Thursday, January 31, 2019 at 2.00 p.m., at Surasak 1 Room, 11th Floor, Eastin Grand Hotel, Sathorn, Bangkok.

Commencement of the Meeting

Mr. Norikazu Masui, Chairman of the Board of Directors, acted as the Chairman of the Meeting (the "Chairman"). The Chairman assigned Ms. Jarassang Piromyotee to inform the Meeting that there were 41 shareholders present in person, representing 432,348 shares, and 27 shareholders by proxy, representing 4,334,060 shares. In total, 68 shareholders and proxies attended the Meeting, holding a total of 4,766,408 shares, equivalent to 79.4401 percent of the total 6,000,000 issued shares which constituted a quorum pursuant to the Company's Articles of Association. The Chairman then declared the Meeting open and proposed that the Meeting considered the following matters according to the agenda.

After the Meeting commenced, an additional 11 shareholders, holding 25,015 shares and 13 shareholders by proxy, holding 170,450 shares, were present. In total, there were 92 shareholders present, in person or by proxy, holding in aggregate 4,961,873 shares, representing 82.6979 percent of the total issued and outstanding 6,000,000 shares of the Company.

The Chairman assigned Ms. Jarassang Piromyotee to introduce the Board of Directors of the Company and the Company's advisors for the amalgamation between the Company and Luckytex (Thailand) Public Company Limited ("LTX") (the "Amalgamation"), in attendance as follows:

Directors

- | | | | |
|-----|-----------------|----------------|---|
| 1) | Mr. Kazuaki | Takabayashi | Chairman of the Executive Directors |
| 2) | Mr. Norikazu | Masui | Chairman of the Board |
| 3) | Mr. Yanchai | Tantiratapong | Audit Committee |
| 4) | Mr. Panukorn | Chantaraprapab | Audit Committee |
| 5) | Ms. Archaraporn | Manasarn | Audit Committee |
| 6) | Mr. Chiaki | Kojima | Director of Sales Division |
| 7) | Mr. Atsushi | Horiuchi | Director of Quality Assurance Division |
| 8) | Mr. Pichai | Amranan | Director of Production Division |
| 9) | Mr. Ken | Nakajima | Director of Accounting and Finance Division |
| 10) | Mr. Mamoru | Minabe | Director |



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Non-attending directors

- 1) Mr. Tatsuo Amano Director (Working aboard)

The company has no other subcommittee.

Advisors for the Amalgamation

- 1) Financial Advisor from OptAsia Capital Company Limited
- 2) Financial Advisor from Capital Nomura Securities Public Company Limited
- 3) Legal Advisor from Chandler MHM Limited
- 4) Independent Financial Advisor from Globlex Securities Company Limited

Legal Advisor

- 1) Ms. Phatcharawadi Boonpaniad Dharmniti Law Office Company Limited

Voting Observer

- 1) Ms. Sasita Pornpanich Dharmniti Law Office Company Limited

Ms. Jarassang Piromyotee then informed 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, according to the Company's Articles of Association.
2. In casting votes on each agenda item, the Company uses Barcode system to facilitate the process. In each agenda, the Chairman would request shareholders who voted to disapprove or abstained on such an agenda item to raise their hands as such ballots only would be collected and counted by the staffs and then deducted from the number of all votes present at the Meeting such that 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.
3. Comments or questions are to be made only by the shareholders and the proxies 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 it shall be deemed that the shareholders acknowledged and approved with such criteria and procedure. The Chairman additional informed the Meeting that Agenda 2, as an agenda for the Amalgamation which the voting will affect to the shareholders' right, will have a specific voting criteria and procedure. Such voting criteria and procedure, the shareholders' right to dissent and the vote counting will be further informed in details for clarification. Afterwards, the Chairman proceeded to conduct the meeting in accordance with the agenda items listed below.



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Agenda 1 To certify the minutes of the Annual General Meeting of Shareholders for the year 2018 held on 25 July 2018

The Chairman proposed to the Meeting to consider and certify the minutes of the Annual General Meeting of Shareholders for the year 2018, held on 25 July 2018. The copy of the said minutes was distributed to each shareholder in advance together with the Notice of this Meeting.

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

Suggestions from Mr. Sarupyitsing Kuratri, shareholder presented in person

The company did not record about his protest in relation to the transfer of protesting of transferring 3TM Plastic Co., Ltd. which was occurred in 2003 in the minutes of the last Annual General Meeting of Shareholders and he expressed his disappointment on that business transferring. He suggested that the Company Secretary should certify the minutes of the shareholders meeting together with the Chairman.

The Chairman informed that the minutes of the 2018 Annual General Meeting of Shareholders was already adopted reviewed and approved by the resolution of the board of directors.

Questions and suggestions from a shareholder presented in person

The shareholder appraised to the approval for dividend payment by the resolution of the Annual General Meeting of Shareholders for the year 2018, held on 25 July 2018, at the ratio of THB 1 per share and the resolution of the Board of Directors' meeting, held on 12 December 2018, which resolved to approved the interim dividend payment with a ratio of THB 2.5 per share. However, when considering on the withholding tax, the Company shall deduct at the rate of 10 percent of the income paid pursuant to the regulations of the Revenue Department. From the withholding tax form dated 20 August 2018 and dated 11 January 2019 which stated that dividend has been deducted from the profit of the business which subjected to the tax rate of 23 percent. The Company has been established for a long time with a cumulative profit of at least THB 200 million, which such accumulated profit is subjected to the corporate income tax of 30 percent. From the consultation with the Revenue Department, it was found that the 23 percent tax rate was applied in 2012 to 2015 and tax rate of 30 percent was applied again in year 2016. Therefore, according to the accounting principles, dividends that shareholders shall be received should be paid first. Such dividend during the mentioned period was the period when the corporate tax was paid at the rate of 30 percent. Then, he raised a question why did the Company apply the corporate tax rate of 23 percent, only during the period of 2012 to 2015 and during this period, the Company has low profit as that affected negatively to the shareholders by the tax credit. This issue has already been addressed earlier and the Company has amended to reflect the change in the tax rate along with allowing the Company and the auditors to be aware of the issues mentioned above. Moreover, in case that the Company has the opinion that the tax rate of 30 percent is still



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applicable to the Company, what are the resolutions the Company has on the issue of the submission of new withholding tax deduction to shareholders as such issue is not seemed to be a problem to change from the tax rate of 23 percent to 30 percent.

Mr. Ken Nakajima, the director, informed that the use of 30 percent tax rate in calculation of withholding tax deduction for dividend payment has now been fully deducted from accumulated profit which the Company now has already paid out dividends to the shareholders. Therefore, from now on, withholding tax deduction at the current rate of 23 percent will be applicable. The Company would further consult with the accounting firm to prepare a report for the shareholders accordingly.

The shareholder requested the Company to reconsider the full withholding tax deduction at the rate of 30 percent and asked the Company to provide a calculation of its accumulated profit to the shareholders. In addition, he requested the Company to provide measures to solve such problems and to specify time for the report of such result.

Mr. Ken Nakajima informed that the Company will review such issue and further inform the shareholders. The examination result will be provided during the submission of the meeting minutes of the shareholders which usually submit within 2 weeks after the date on which the meeting held.¹

As there were no further questions or comments, the Chairman proposed to the Meeting to certify the minutes of the Annual General Meeting of Shareholders for the year 2018, held on 25 July 2018, the details of which are as aforementioned. This agenda required a resolution of a majority vote of the shareholders attending the Meeting and casting their votes.

In this regards, an additional 19 shareholders, holding 110,254 shares were present. In total, there were 4,876,662 shares, representing 81.2777 percent of the total issued shares of the Company.

Resolution The Meeting considered and certified the minutes of the Annual General Meeting of Shareholders for the year 2018, held on 25 July 2018 as proposed, with the following voting results:

Approved	4,857,562	votes, equivalent to	99.6083	%
Disapproved	19,100	votes, equivalent to	0.3917	%
Abstained	0	votes		
Voided ballots	0	votes		
Total	4,876,662	shares		

¹ **Note:** From the preliminary verification, retained earnings for corporate income tax at the rate of 30% still remain in the Company's financial statement. However, for further clarification and compliance with the relevant laws and regulations, the Company is under the process for verification and consultation with the legal department together with the auditor. If, as a result, there is no conflict with the relevant laws and regulations, the Company will take this into account when considering the next dividend payment.



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Agenda 2 To consider and approve the amalgamation between the Company and Luckytex (Thailand) Public Company Limited

The Chairman informed the Meeting that the details of this agenda item are as appearing in the Notice of this Meeting which was distributed to each shareholder in advance.

As the Chairman had informed the Meeting at the beginning of the Meeting that this agenda item will have a specific voting criteria and procedure as the agenda for considering the Amalgamation between the Company and LTX which the voting will affect to the shareholders' right. The Chairman, then, informed the details of voting criteria and procedure which can be summarized as follows:

- (1) The Chairman will ask to the Meeting whether is there any shareholder who disapprove or abstain on this agenda and will request shareholders who voted to disapprove or abstain to clearly mark their votes on the ballots together with their signatures and raise their hands as others agendas. If it appears that there is no vote to disapprove or abstain, the voting of such shareholder shall be considered as approval. Therefore, shareholders are requested to ensure that they have marked in the disapproval or abstention box or not. The staffs will verify and collect the ballots with disapproval or abstention votes and will separate the ballots with disapproval votes for ease of vote counting and transparency. The vote counting will be after the staffs and the volunteers have examined and agreed on the ballots for transparency and accountability. Shareholders who approve to the agenda do not have to raise their hands as others agendas and are asked to submit all of the approval voting ballots at the end of the Meeting.

For proxy, if the proxy grantor has already stated the voting intention in the proxy form, the grantee has to vote in accordance to the proxy form. Should the proxy grantor leave any blank vote, the grantee may consider and vote for such agenda by himself/herself.

- (2) In voting calculation, the Company will deduct the disapproval and abstention votes, including the votes from voided ballots (if any) from the total number of votes attending the Meeting for such agenda. The remaining votes shall then be counted as approval votes as others agendas.
- (3) The voting result will be in the same pattern like others agenda, whereas, the "disapproval" vote shall mean the "dissenting" vote. Due to the agenda for amalgamation, according to the Public Limited Company Act B.E. 2535 (1992) (as amended) (the "PLC Act"), the Company is required to arrange for a purchaser to purchase shares from the dissenting shareholders (the "Dissenting Shareholders"). Therefore, the shareholders who state their intentions for disapproval votes shall be



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deemed as dissenting to the Amalgamation. For the shareholders who state their intentions for "approval" or "abstention" votes shall not be deemed as clearly dissenting to the Amalgamation and shall not be entitled to sell the Company's shares to the share purchaser from the Dissenting Shareholders. The right of the Dissenting Shareholders shall be further informed in this agenda.

Next, the Chairman summarized to the Meeting the rational and objective that the Board of Directors of LTX and TTTM have considered and resolved to propose to the shareholders of the Company to consider and approve the Amalgamation. In this regards, the Company expected for business expansion through the achievement of synergistic effects of both companies. After the completion of the Amalgamation, the New Company will be formed which expected to be completed by July 2019.

After that, the Chairman introduced a brief overview of LTX and informed the structure before and after the Amalgamation and key procedure as follows:

Currently, Toray Industries, Inc. ("TORAY") is holding shares in LTX equivalent to 71.79 percent and holding shares in the Company equivalent to 34.79 percent. Moreover, LTX is holding shares in the Company equivalent to 5.22 percent.

The Amalgamation is between the Company and LTX. To support the Amalgamation, the Company and LTX will proceed on a partial restructuring. 313,000 shares in the Company, which is equal to 5.22 percent of the total number of issued shares in the Company, are held by LTX. LTX, thus, has to sell such shares to remove the shareholding between LTX and TTTM prior to completion of the Amalgamation because after the completion, LTX will have the right to receive shares of the New Company which is not possible under the PLC Act that prohibiting the company to hold its own shares. In this regard, TORAY has expressed an intention to LTX to purchase such shares in TTTM ("TTTM Shares Sale").

In addition to the shareholding structure as abovementioned, in order to remove the cross-shareholding structure between LTX and Thai Toray Synthetics Co., Ltd. ("TTS") which is an associated company of LTX, TTS will sell 1,066,800 shares in LTX, which is equal to 2.06 percent of the total number of issued shares in LTX held by TTS to TORAY concurrently with the TTTM Shares Sale prior to completion of the Amalgamation, and for the best interest of the New Company, the New Company will remain held the shares in TTS after the Amalgamation equivalent to 19.06 percent.

For the shareholding structure after the Amalgamation, TORAY will be holding shares in the New Company approximately 68.05 percent, if there is no Dissenting Shareholders.



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Upon the completion of the Amalgamation, the Company and LTX will no longer have the corporate entity and the New Company will be formed and will be listed in the Stock Exchange of Thailand (the "SET").

After that, the Chairman presented the summary of the financial highlights of the New Company in Pro-forma basis and explained that in the Amalgamation process, the shares in New Company will be allocated, based on fair value of each company, to the Company's and LTX shareholders whose names appear in their respective shareholders register books, at the time, and on the date to be further designated, in the following ratio:

- | | |
|----------------------------------|---|
| 1 existing shares of LTX | to 0.92463689 shares of the New Company |
| 1 existing shares of the Company | to 1.65113730 shares of the New Company |

For the reasonableness of the swap ratio in the Amalgamation, the Independent Financial Advisor has reviewed by several methods, together with supporting opinion on such swap ratio. In this regards, Globlex Securities Ltd. as the Independent Financial Advisor ("IFA") will inform more information and their opinion afterwards.

In this regard, the details of the swap ratio and the share fractions balancing are as sent to the shareholders together with the Notice of this Meeting.

Next, the Chairman informed the Meeting the rationales and necessity for the Amalgamation and 6 benefits from the Amalgamation as follows:

1. Effective Development of High Value Added (HVA)
2. Operational Capability Enhancement
3. Human Resources Optimization
4. Increase of Presence in the Textile Industry
5. Financial Capability Enhancement
6. Enhancing Enterprise Value from Investors' Perspective

The Chairman, then, summarized to the Meeting the timeline and process of the Amalgamation, the details of which are sent to the shareholders together with the Notice of this Meeting.

After that, the Chairman informed the Meeting to acknowledge and consider the right of the Dissenting Shareholders which can be summarized as follows:



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- (1) The shareholders who raise their hands and vote for disapproval in the ballots for the Amalgamation agenda are considered as explicitly express their "dissenting opinion to the Amalgamation".
- (2) The shareholders who abstain from voting at the Meeting are not deemed as dissenting to the Amalgamation.
- (3) Shareholders who are not present at the Meeting and do not arrange to have proxy vote on their behalf may not later dissent to the Amalgamation.

In the case where the shareholders' meetings resolve to approve the Amalgamation, but there are shareholders who vote against the Amalgamation, the Company is required to arrange for a purchaser to purchase shares from such Dissenting Shareholders at the last traded price on the SET prior to the date on which the shareholders' meeting resolve to approve the Amalgamation. The Company, therefore, has arranged for TORAY as the purchaser to purchase shares from the Dissenting Shareholders at the last traded price on the SET prior to the date on which the shareholders' meetings resolve to approve the Amalgamation, i.e. the closing price of the Company's shares on the SET on 30 January 2019, which is equal to THB 92.50. TORAY has expressed its intention to be the purchaser to purchase shares from the Dissenting Shareholders under the terms and conditions specified by TORAY, the details of which are as sent to the shareholders together with the Notice of this Meeting, which includes the condition that (1) the total purchase amount shall not exceed THB 300 million for both LTX and TTTM and (2) TORAY obtain a waiver of tender offer for all securities of the Company from the Office of the Securities and Exchange Commission (the "Office of SEC") which TORAY has informed the Company that TORAY already obtained such waiver. Besides, TORAY will consider whether it will act as a purchaser within 7 days from the date on which the shareholders' meetings approve the Amalgamation along with the disclosure of budget for each company on 7 February 2019.

TORAY will send its offer to purchase shares from the Dissenting Shareholders, with the offering period for share purchase at no less than 14 days after the receipt of such offer pursuant to the relevant law. If the Dissenting Shareholders wish to sell shares to TORAY, such Dissenting Shareholders must input information in the share purchase offer form and send such offer form together with relevant documents to the purchase offer agent (Capital Nomura Securities Public Company Limited ("CNS")) within the specified period and have their broker arrange for a put-through transaction with CNS during the offering period.

The Chairman also informed the Meeting that in order to facilitate the execution of the Amalgamation and all relevant acts, it is proposed to the Meeting to consider and approve the delegation of authority to the managing director to take any actions pertaining to the Amalgamation, including to prescribe and/or amend the details, procedures, timeframes,



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processes or any conditions pertaining to the Amalgamation or related transaction including to take any actions with the relevant persons or the debtor, and to negotiate, enter into, execute, determine, and amend any documents, particulars and terms and conditions, to take any actions with regard to permits or licenses, including to liaise, consult with and coordinate, or prepare or make any arrangement to request or apply for the approval, authorization, registration or waiver with the Office of the SEC, the SET, the Ministry of Commerce, the Board of Investment of Thailand and other relevant governmental and regulatory agencies, and to take any other acts necessary for or in connection with the execution of the Amalgamation, and to ratify any acts having been undertaken by the managing director in connection with the execution of the Amalgamation and all relevant acts and to delegate its authority to any other person to perform all actions mentioned earlier as deemed appropriate as per details in the Notice of this Meeting in all respects.

The Chairman, then, asked the representative of the IFA from Globlex Securities Co., Ltd. to inform its opinion on the Amalgamation for the Meeting acknowledgement and consideration.

Mr. Piya Pongsakonpaisan, representative from Globlex Securities Co., Ltd. reported the IFA's opinion on the Amalgamation, the details of which are as sent to the shareholders together with the Notice of this Meeting, comprising of keys issues which are the share valuation and the suitability of the swap ratio of the shares of LTX and TTTM in the New Company which can be summarized as follows:

Mr. Piya summarized the rationale and objective of the Amalgamation to the Meeting and the structure before and after the Amalgamation.

For advantages of the Amalgamation, due to high competition in global market, the Company needs to adjust its strategy and differentiate its products. In product development, the Company foresaw the benefits from exchanging knitting techniques, adding value to the product to avoid general market, also sharing sources of production such as machineries. Therefore, the Amalgamation will lead more capacity to the New Company and provide better opportunity to offer products to customers.

Additionally, the Amalgamation will improve the financial status of the New Company since it will increase total assets of the New Company which will provide the New Company better terms of financial agreements and eventually reduce the financial costs for future business expansion.

Per investor perspective, when the New Company expanded, it can attract more of investors e.g. institutional investors who seek to invest in large companies. Therefore, it will increase the liquidity of the New Company shares.



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Lastly, advantage of the Amalgamation is risk diversification. As TTTM and LTX main products are different, the Amalgamation will allow the New Company to provide more diversity of products enabling the exchange of production method, selling channel, and different industry customer groups which eventually provide an opportunity to offer the products via wide range of channels.

For associated risks from the Amalgamation, such Amalgamation process might be delayed arising from the fact that the New Company has to apply for licenses with the government agencies such as Ministry of Commerce. Notification to creditors and providing opportunity for an objection of creditors are also included.

There are also risks in term of different business plans. Both companies will have to discuss the consistency of the business plans.

The IFA has selected 2 main approaches i.e. Discounted Cash Flow approach (DCF), common approach which considers cash inflows to the company and then calculated share value based on such cash flows, and Adjusted Book Valued approach (ABV), which is the book value of the company adjusted with the appraisal value of the assets. The rationale of using ABV approach along with DCF approach is that both TTTM and LTX have a high investment in land, buildings and machineries. The appraisal of shares, therefore, using ABV approach which is adjusted by the value of the assets will be used as a ceiling to determine the share swap rate.

For the TTTM share value calculating from ABV approach, the appraised value of the assets is appraised by Siam City Appraisal Company Limited, an authorized appraiser by the Office of the SEC. From the calculation method, eventually the book value after an adjustment to be equal to THB 2,436,520,000, or THB 406.09 per share.

To summarize, the book value of TTTM is THB 254.47 per share and with the additional THB 151.62 per share based on appraisal value of the assets, share price of TTTM calculated by the ABV approach is THB 406.09 per share.

The second approach of appraisal is DCF approach. Such approach will consider the performance of TTTM which the IFA has considered that if TTTM continues to operating business in competitive environment without the Amalgamation, TTTM's growth may not expand as much as expected. Share value of TTTM based on DCF approach will consider cash flow flows into TTTM so, the TTTM value (equity value) is worth THB 1,853,700,000 or THB 308.95 per share. If we divide weighted average price of TTTM, share price will range between THB 291.20 per share to THB 329.69 per share.

Next is the appraisal of LTX, which the same approach to value TTTM is also applied which are DCF approach and ABV approach. The book value adjusted with the appraised value of LTX's assets of THB 10,763,220,000 or THB 207.62 per share.



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In terms of appraisal using the DCF approach, same assumption of TTTM is also applied which is the limitation in terms of growth due to high competition. Therefore, the growth rate in revenue is at approximately 1 percent. In the year 2019, LTX has a plan to invest in high value machineries, resulting in a relatively high depreciation expense which causes LTX to have a stable gross profit as well as operational profit.

The incoming cash flows of LTX are under the assumption similar to TTTM. The value of LTX (Equity Value) is THB 9,088,580,000 or, THB 175.32 THB per share. If we divide weighted average price of LTX, share price will range between THB 160.63 per share to THB 192.56 per share.

The value per share of LTX under the Discounted Cash Flow approach (DCF) will be valued at THB 160.63 - 192.56, while TTTM will have value at THB 291.20 - 329.69, representing the share swap ratio of 0.92 - 0.93: 1.60 - 1.68 (LTX: TTTM). The value per share of LTX under the Adjusted Book Value approach (ABV) will be valued at THB 207.62 while the value of TTTM is at THB 406.09, representing a swap ratio of 0.91: 1.78 (LTX: TTTM). The total value from both approaches of TTTM calculation is worth at THB 291.20 - 406.09 per share and LTX value is worth at THB 160.63 - 207.62 per share. The total value of TTTM is worth THB 1,747,200,000 - 2,436,540,000 while the total value of LTX is THB 8,327,060,000 - 10,763,020,000. When the Amalgamation is completed, the New Company will have a total value of THB 10,074,260,000 - 13,199,560,000 under the calculation using Discounted Cash Flow approach (DCF) and the Adjusted Book Value approach (ABV).

Next is the opinion of the IFA on the share swap ratio. For the appropriate share swap ratio of TTTM, the IFA specified the range of 1.59436049 - 1.77947175 shares per 1 New Company's share. While the appropriate share swap ratio of LTX is in the range of 0.90978336 - 0.93120828 share per 1 New Company's share which the share swap ratio of both companies that the Board of Directors of each company has approved is 1.65113730 for the share swap of TTTM and 0.92463689 for the share swap of LTX.

For the overview opinion of the IFA in terms of the business strategy, the IFA considered that both TTTM and LTX are facing more intense competition in the global market from both China and India that have produced cheap products, therefore, both companies should amalgamate to develop higher value products to be leaders in the textile market. The share swap ratio which the IFA has calculated using the two approaches described above is appropriate.

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



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Questions and suggestions from Mr. Supoj Auechailertkul, shareholder presented in person

- The Book Value of the New Company in view of the IFA and whether the IFA has reviewed on the hidden assets or not. Moreover, whether the Amalgamation cause the reduction of employees and the effect on the e-commerce due to the Amalgamation and the Company's plan in relation to e-commerce.
- In addition, he suggested that the Company, LTX and the New Company should have the investor relation department or assign their secretaries to advise the investors, therefore, both companies should inform the direct phone number in relation to such Amalgamation to clarify the investors' questions.

Mr. Piya Pongsakonpaisan, the IFA's representative, informed that the appraised assets were not included the hidden assets due to the differences between the appraisal report prepared by Siam City Appraisal Company Limited and the audit report.

Mr. Annop Saengvanich, the Financial Advisor from OptAsia Capital, also informed that the book value of the New Company shall be calculated from the sum of the book value of TTTM and LTX and then divided by the total shares of the New Company.

The Chairman additionally informed that the objectives of the Amalgamation is to enhance the Company's ability to compete with those in global market and to develop its products, as a result, the Company have no policy regarding the reduction of employees. For the e-commerce inquiries, the increase in e-commerce business is caused by retail businesses which interact directly to the customer. However, the Company planned for e-commerce policy to increase flexibility in the Company's business but the Company will not put a focus on e-commerce business.

Questions and suggestion from Mr. Nara Sripecth, shareholder presented in person

Regarding the machinery, buildings and lands appraisal, according to the appraisal value prepared by the financial advisors of both companies, the appraisal value of the buildings reduces by more than half while the value of the land does not increase, which in practice it should be increased.

Mr. Ken Nakajima, the director, informed that TTTM and LTX have established for a long period of time as well as their machineries and buildings. Therefore, there will be depreciation from the market price.

Mr. Piya, the IFA's representative, also informed the differences between the appraisal of machineries and buildings. The appraisal of machineries for book value will consider from the present market price while the appraisal for fair value will consider from the market price



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deducted with the present condition of such assets. As such assets were used for a long period of time, it could be seen that market value has significantly decreased from the replacement value while the appraisal of land, there will be no deduction on depreciation which will result in the same value even though current market price may be higher than the book value the Company purchased.

Mr. Annop, the Financial Advisor from OptAsia Capital, additionally informed that the calculated price proposed by IFA has already included the surplus of such appraisal.

Suggestions from Mr. Suchol Nisamaneepong, shareholder presented in person

The Company shall ensure all customers on the quality of the product prior to the Amalgamation and suggested the Company to maintain relations with all the customers.

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

When the Amalgamation is completed, will the Company's directors remain in the position or will there be any adjustment and what are the burdens that would happen? Such as the debt ratio of LTX, which is almost twice in difference with TTTM, will such debt be included in the calculation of share swap ratio? And whether are there any other things that should be taken into consideration such as tax consideration. In addition, whether only the Dissenting Shareholders will obtain the rights to sell their shares to TTTM or LTX (as the case may be) by the limit of THB 300 million of each company, how much the purchase price will be. And could the Dissenting Shareholders partially sell or fully sell shares of both companies in case the Dissenting Shareholders hold shares of both companies.

The Chairman informed that there will be a meeting of the Board of Directors of TTTM and LTX in June 2019, which will consider who the new directors will be.

Mr. Ken Nakajima, the director, also informed that for the question of the debt of LTX, whether how to deal with it, in this case, the debt of LTX is a loan which in the past 2 years has decreased significantly and can be seen that in the future, such debt will not increase. And the shares proportion in the New Company is calculated by considering the financial position of both companies. For the last inquiry regarding the purchase of shares from the Dissenting Shareholders, if the shareholders hold shares in both TTTM and LTX, it is their right to vote whether to approve or disapprove to the Amalgamation, but not their responsibility, therefore, the shareholders can vote differently for TTTM and LTX.

The Financial Advisor from CNS additionally informed that objection voting of the Amalgamation is considered by the total shares held in that company such as in case of holding 100 shares of TTTM and voting against the Amalgamation, such voting will not be able to be separated.



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However, the Dissenting Shareholders will be able to decide to partially sell of their shares in the share purchase process. The approval of the resolutions will be considered from the total shares held by each shareholder.

Questions and suggestion from a shareholder presented in person

For voting of the Amalgamation, the resolution shall be adopted by not less than three-fourths of the total number of votes of shareholders present at the meeting and entitled to votes. If there is a resolution adopted by more than three-fourths, will the Amalgamation be proceeded without duty to purchase shares from the Dissenting Shareholders?

The Financial Advisor from CNS informed that even though the resolution has been approved and been able to proceed, the Company still has to proceed for the purchase shares from the Dissenting Shareholders (if any). The share purchase will not occur only if the resolution is not approved. The Dissenting Shareholders are eligible to not exercise the right to sell their shares to the Company. Moreover, the market price as of 30 January 2019 which TORAY will purchase is equal to THB 198 per share.

Questions and suggestion from a shareholder presented in person

In relation to the Amalgamation, LTX and TTTM shares will be able to trade until when and if the shareholders disagree to the purchase price, can they still be the shareholders in the New Company?

The Financial Advisor from CNS informed that the shares of both companies shall be traded on the SET until the end of June 2019. However, if the Dissenting Shareholders disagree with the purchase price, they shall be able to hold their shares and sell their shares on the SET or sell after completion of the Amalgamation.

As there were no further questions or comments, the Chairman proposed to the Meeting to consider and approve the Amalgamation between the Company and Luckytex (Thailand) Public Company Limited and all relevant acts, the details of which are as aforementioned. This agenda required a resolution of not less than three-fourths of the total votes of shareholders attending the Meeting and eligible to vote.

In this regards, an additional 5 shareholders, holding 85,211 shares were present. In total, there were 4,961,873 shares, representing 82.6979 percent of the total issued shares of the Company.

Resolution

The Meeting considered and approved the amalgamation between the Company and Luckytex (Thailand) Public Company Limited and all relevant acts, including the delegation of authority, as proposed in all respect, with the following voting results:



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Approved	4,476,462	votes, equivalent to	90.2172	%
Disapproved	453,011	votes, equivalent to	9.1298	%
Abstained	32,400	votes, equivalent to	0.6530	%
Voided ballots	0	votes, equivalent to	0	%
Total	4,961,873	shares		

Agenda 3 Other matters, if any

There was no additional agenda so the Chairman gave shareholders and their proxies the opportunity to make their comments or raise queries.

Questions and suggestion from a shareholder presented in person

- According to agenda 2 of the Meeting, there is a maximum budget of THB 300 million for the share purchase from the Dissenting Shareholders. Therefore, will the total shares which will be purchased from the Dissenting Shareholders of LTX be over THB 300 million or not.

Mr. Ken Nakajima, the director, informed that it is roughly considered that the total number of shares is in the budget of THB 300 million.

- Any tax burden to the Dissenting Shareholders or whether it will be traded on the SET.

The Financial Advisor from CNS informed that there will be no tax burden to the Dissenting Shareholders since it is a trade between a single buyer and a single seller in the SET, whereas the Dissenting Shareholders might be subject to a small amount of VAT from trading fee but will not be subject to capital gain tax.

- Whether the TTTM's and LTX's trademark will be cancelled and replaced by the new trademark or not.

The Chairman informed that such trademark will be transferred to the New Company.

- What is the name of the New Company?

The Chairman informed that the Company is considering the name of the New Company and will inform all shareholders in the next shareholders' meeting.

The Financial Advisor from CNS also informed that regarding the share purchase process, TORAY will not accept the share certificate but will buy the shares through the SET system which is in the scripless form.



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Suggestion from Mr. Suphachai Chiraphotchaporn, shareholder presented in person

The shareholder thanked the IFA for the book value calculation and asked the Company to consider the reduction of par value of the New Company.

The Chairman then thanked for the suggestion which will be considered.

As there was no further question or comment, the Chairman thanked all the shareholders for attending the Meeting and declaring the Meeting adjourned.

The Meeting adjourned at 16.25 hrs.

(Norikazu Masui)

Chairman of the Board and the Meeting