



บริษัท ลัคกี้เท็กซ์ (ไทย) จำกัด (มหาชน)  
Luckytex (Thailand) Public Company Limited

**Invitation Letter for the Annual General Meeting  
of Shareholders No.1/2019**

**June 28, 2019 (Fri.) at 09.00 a.m.  
Surasak 1 room, 11<sup>th</sup> Floor  
Eastin Grand Hotel Sathorn Bangkok**

For the registration convenience,  
the meeting participants,  
please bring along the Barcode  
registration form to the Meeting.

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

1. Registration Form (with Barcode to be used in registration)
2. Proxy Form B **affixed of duty stamp in the amount of 20 Baht is required.**

May 17, 2019

Re : Invitation to the shareholders' meeting No. 1/2019  
To : Shareholders of Luckytex (Thailand) Public Company Limited

The Board of Directors has resolved to call for the Annual General Meeting of Shareholders No.1/2019 on June 28, 2019 (Fri.) at 09.00 a.m. at Surasak 1 room, 11<sup>th</sup> floor, Eastin Grand Hotel Sathorn Bangkok, South Sathorn Road, Yannawa, Sathorn, Bangkok. Agendas for the meeting are as follows;

**Agenda 1 : To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2019 on January 31, 2019**

**Directors' Opinion**

After considering, the Board of Directors has regarded the shareholders' meeting to certify the minutes of the previous meeting as presented in attachment 1 sent to the shareholders together with this invitation letter.

**Agenda 2 : To report the business results for the financial year 2018 period from 1 April 2018 - 31 March 2019 of the company**

**Directors' Opinion**

In compliance with the Articles of Association No. 43, after considering, the Board of Directors has regarded the shareholders' meeting to acknowledge the report of company's business operation as presented in the Annual Report sent to the shareholders together with this invitation letter.

**Agenda 3 : To deliberate and approve Financial Statements of the year 2018 period from 1 April 2018 - 31 March 2019**

**Directors' Opinion**

In compliance with the Public Company Limited Act Section 112 and the Articles of Association No. 43, after considering, the Board of Directors has regarded the shareholders' meeting to deliberate and approve the Financial Statements year 2018 period from 1 April 2018 - 31 March 2019 which audited by the auditor as sent to the shareholders together with this invitation letter.

**Agenda 4 : To deliberate, approve an appropriation of retained earnings for the year 2018 period from 1 April 2018 - 31 March 2019**

**Directors' Opinion**

The dividend policy of the company is considered by taking into account operating result, financial status, structure and investment plan of the company. For the financial year 2018, the Company had been paid for the interim dividend total of 77,760,000 Baht as per the resolution of the board meeting No. 5/2018 dated December 20, 2018 at 1.50 Baht per share (from retained earnings subjected to income tax rate of 30%). On January 31, 2019, the Extraordinary General Meeting of Shareholders no.1/2019 had a resolution to approve the amalgamation between the Company and Thai Toray Textile Mills Public Company Limited. In compliance with the Articles of Association No.43, the Board of Directors has considered appropriately to approve the no dividend payment for the operation from 1 October 2018 to 31 March 2019, because payment of dividend will affect the ratio for the allocation of shares of the new company to the shareholders of the Company and Thai Toray Textile Mills Public Company Limited. For the amalgamation which has already been approved by the Extraordinary General Meeting of the Shareholders No. 1/2019, The Board of Directors then regarded to propose this to the shareholders' meeting for approval. (details in attachment 4).

**Agenda 5 : To elect directors replacing those who have completed their term**

**Directors' Opinion**

In Compliance with 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;

Mr. Chaleo Wanasawat                      Mr. Ekchai Chansue  
Mr. Akihiro Maekawa                      and Mr. Ryo Kitahara

After considering, the Board of Directors has regarded to re-elect these directors whose term has completed to be the directors for another term. (Details in attachment 5)

**Agenda 6 : To appoint the company auditor and determine an auditor fee for the financial year 2019 (1 April - 30 June 2019)**

**Directors' Opinion**

In Compliance with the Public Company Limited Act Section 120 and the Articles of Association No. 43 which regulate an appointment of auditor and determination of auditor fee in the Annual General Meeting of Shareholder every year. In addition, by SEC regulations, reappointment of the same auditor can be done only not exceeding 5 consecutive financial years. However, the company can appoint the same auditor after 2 consecutive financial years had been passed.

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

<b>Name</b>	<b>CPA No.</b>	<b>Auditing Firm</b>
Mrs. Munchupa Singsuksawat	6112	KPMG Phoomchai Audit Limited
Mr. Bunyarit Thanormcharoen	7900	
Mr. Charoen Phosamritlert	4068	

Mrs. Munchupa Singsuksawat has signed the financial statements of the company since 2017 - present.

The auditing company and the auditor according to the proposed list above do not have relationship or any interest with the company, executives, major shareholders or persons related to the afore mentioned persons.

The audit fee is as follows:

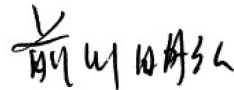
<b>2019</b>	<b>2018</b>
1 April 2019 - 30 June 2019	1 April 2018 - 31 March 2019
1,100,000 Baht	1,660,000 Baht

The Board of Directors has regarded to propose auditors and auditor fee as proposed by the Audit Committee for further approval in the Annual General Meeting of Shareholders.

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 7, before the meeting date. The company will open for registration from 8.00 a.m.

The company defines record date to determine shareholders who have a right to attend the Annual General Meeting of Shareholders on May 31, 2019 (Fri.).

Yours sincerely,  
Luckytex (Thailand) Public Company Limited

A handwritten signature in black ink, appearing to be 'Akihiro Maekawa' in a stylized, cursive script.

Mr. Akihiro Maekawa  
Chairman

**Minutes of the Extraordinary General Meeting of Shareholders No. 1/2019 of  
Luckytex (Thailand) Public Company Limited**

**Date, Time and Venue**

The Meeting was held on Thursday, January 31<sup>th</sup>, 2019 at 10.00 a.m., at Surasak 1 Room, 11<sup>th</sup> Floor, Eastin Grand Hotel, Sathorn, Bangkok.

**Commencement of the Meeting**

Mr. Akihiro Maekawa, Chairman of the Board of Directors, acted as the Chairman of the Meeting (the “**Chairman**”). The Chairman assigned Miss Chutima Chamniyun to inform the Meeting that there were 64 shareholders present in person, representing 1,296,586 shares, and 26 shareholders by proxy, representing 38,378,452 shares. In total, 90 shareholders and proxies attended the Meeting, holding a total of 39,675,038 shares, equivalent to 76.5336 percent of the total 51,840,000 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 32 shareholders, holding 1,107,956 shares and 18 shareholders by proxy, holding 52,276 shares, were present. In total, there were 140 shareholders present, in person or by proxy, holding in aggregate 40,835,270 shares, representing 78.7717 percent of the total issued and outstanding 51,840,000 shares of the Company.

The Chairman assigned Miss Chutima Chamniyun to introduce the Board of Directors of the Company and the Company’s advisors for the amalgamation between the Company and Thai Toray Textile Mills Public Company Limited (“**TTTM**”) (the “**Amalgamation**”), in attendance as follows:

**Directors**

- |                              |   |
|------------------------------|---|
| 1. Mr. Akihiro Maekawa       | Chairman and Managing Director                          |
| 2. Mr. Ken Nakajima          | Director and General Manager of Administration Division |
| 3. Mr. Ryo Kitahara          | Director and General Manager of Sales Division          |
| 4. Mr. Yoshihoro Hamaguchi   | Director and General Manager of Production Division     |
| 5. Ms. Sitang Suengamornkiat | Director and General Manager of Accounting Dep.         |
| 6. Mr. Kriangsak Kongsiri    | Director and Mill Manager, Mill 2 and 3                 |
| 7. Mr. Kazuaki Takabayashi   | Director  |
| 8. Mr. Prakit Pradipasen     | Chairman of Audit Committee                             |
| 9. Mr. Chaleo Wanasawat      | Audit Committee   |
| 10. Mr. Ekchai Chansue       | Audit Committee   |

**Advisors for the Amalgamation**

1. Financial Advisor from Capital Nomura Securities Public Company Limited
2. Legal Advisor from Chandler MHM Limited
3. Independent Financial Advisor from Grand Thornton Services Limited

Miss Chutima Chamniyun 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. Voting results will be categorised to Approved Disapproved and Abstained. All the approval voting ballots were to be collected when the meeting adjourned.
3. 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. 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.
4. 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.
5. 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.
6. 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 it shall be deemed that the shareholders acknowledged and approved with such criteria and procedure. The Chairman additionally 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.

**Agenda 1      To certify the minutes of the Annual General Meeting of Shareholders for the year 2018 held on 24 July 2018**

The Chairman proposed the Meeting to consider and certify the minutes of the Annual General Meeting of Shareholders for the year 2018, held on 24 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.

As there were no 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 24 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 18 shareholders, holding 743,123 shares were present. In total, there were 40,418,161 shares, representing 77.9671 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 24 July 2018 as proposed, with the following voting results:

Approved	40,418,061	votes, equivalent to	99.9998	%
Disapproved	100	votes, equivalent to	0.0002	%
Abstained	0	votes, equivalent to	0	%
Voided ballots	0	votes, equivalent to	0	%
Total	40,418,161	shares		

**Agenda 2 To consider and approve the amalgamation between the Company and Thai Toray Textile Mills 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 TTTM 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 or make an unclear 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 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.

The Chairman, then, 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 regard, 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 complete by July 2019.

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

Currently, Toray Industries, Inc. (“**TORAY**”) is holding shares in the Company equivalent to 71.79 percent and holding shares in TTTM equivalent to 34.79 percent. Moreover, the Company is holding shares in TTTM equivalent to 5.22 percent.

The Amalgamation is between the Company and TTTM. To support the Amalgamation, the Company and TTTM will proceed on a partial restructuring. 313,000 shares in TTTM, which is equal to 5.22 percent of the total number of issued shares in TTTM, are held by the Company. The Company, thus, has to sell such shares to remove the shareholding between the Company and TTTM prior to completion of the Amalgamation because after the completion, the Company 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 the Company 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 the Company and Thai Toray Synthetics Co., Ltd. (“**TTS**”) which is an associated company of the Company, TTS will sell 1,066,800 shares in the Company, which is equal to 2.06 percent of the total number of issued shares in the Company 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 which is equal 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 Shareholder.

Upon the completion of the Amalgamation, the Company and TTTM 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 TTTM 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 the Company	to 0.92463689 shares of the New Company
1 existing shares of TTTM	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, Grand Thornton Services 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 as 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:

- (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, 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 Grant Thornton Services Ltd. to inform its opinion on the Amalgamation for the Meeting acknowledgement and consideration.

Ms. Julaporn Namchaisiri, Managing Director of Grant Thornton Services 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 reasonableness of the Amalgamation, the shares valuation and the suitability of the swap ratio of the shares in the Company and the shares in the New Company which can be summarized as follows:

Ms. Julaporn summarised the general information of the Amalgamation to the Meeting and further described the reasonableness of the Amalgamation by considering of the advantages and disadvantages of the Amalgamation as follows:

#### The advantages of the Amalgamation

1. Creating opportunities for revenue growth - Increase of production capacity and enhancement of equipment usage for more efficiency at lower cost. Research and development will be more efficient resulting in research and study can be produced more. High-value-added products having outstanding features distinct from the competitors in the market.
2. Creating opportunities to reduce cost and enhance the efficiency of operation- Reduction in redundant operational costs, elimination of overlapping or supporting functions and efficiently reducing loss ratio in production line.
3. Financial capacity enhancement - Improving financial position. Being able to manage cash flow more efficiently e.g. using as a debt repayment or supporting future growth. Debt-to-equity ratio and interest bearing debt to equity ratio get improved resulting in financial cost of the New Company tends to decrease in the future.
4. Asset management for maximum benefit - Increasing asset management to gain the maximum benefit e.g. relocating management or partial production line or partially or fully installing machine to LTX's factory located in Samutprakarn Province and making partial disposal of TTTM's lands for optimal return to the shareholders of the New Company.
5. Risk Allocation - Increasing diversification of products. Being able to diversify the customer base. Enable the New Company to cope with the economic fluctuation better.
6. Enhancing image in the textile industry - After the Amalgamation, the New Company will become a major textile manufacturer in both domestic and international markets. Fully operating textile business comprising of knitting, weaving, spinning, dyeing as well as being able to use a wide variety of textile material such as cotton, polyester, nylon, silk wool and rayon. Capable of offering all line of textile products for multi-purpose as a result from the ownership over the main trademark of TORAY's group which is Luckytex® and Thai Toray®



7. Increasing level of interest of shares in the New Company to investors, especially institutional investors - Reducing the complexity of shareholding structures within TORAY group. LTX and TTTM have the market capitalization of approximately THB 7,485,480,000 calculated from the closing price of LTX and TTTM as of 24 December 2018. Originally, LTX is ranked no. 201 in the Market Capitalization Ranking, while TTTM is ranked no. 418. After the Amalgamation, the New Company will be ranked no. 185 on a list of 521 shares listed on the SET which will increase investors' interests.

#### The disadvantages of the Amalgamation

1. Diseconomies of scale at early stage - The factories of LTX and TTTM are located in different provinces. Therefore, there are transportation costs and other relevant expenses incurred, including duration of coordinating. Utilization rate of LTX and TTTM are at the high level (almost full capacity), anticipating that an increase in production might not affect the economies of scale at early stage.
2. The impact of share allocation of the New Company - The allocation of shares may cause some shareholders to receive allotment of shares, not Board-lot trading units, and must sell as Odd-lot which has low liquidity and will be sold at a discounted price.

#### The risks from the Amalgamation

1. Risk from delays in the Amalgamation process under the PLC Act.
2. Risk pertaining to differences in organizational culture and operating system. However, as both companies have TORAY as the parent company, it might not be a significant risk.
3. Risk of the creditor's objection regarding the Amalgamation. However, there shall be no creditors object the Amalgamation as the New Company will have better financial status.
4. Risk from unclear business plan after the Amalgamation.
5. Risk from applying for licenses and benefits as there might be some delays.
6. Risk relating to tax issues. However, the tax consultant informed that there are no significant liabilities and tax risks of LTX and TTTM.

For the share valuation, 2 main approaches were selected i.e. Orderly Liquidation approach and Discounted Cash Flow approach (DCF).

The IFA has selected such 2 approaches and combined the result. Therefore, fair value of LTX will equal to THB 151.71-171.33 per share and THB 305.37-316.58 per share for TTTM. The appropriateness of the share allocation ratio can be summarized below:

	<b>LTX</b>	<b>TTM</b>
Share allocation ratio as appraised by the IFA	1 existing shares in LTX to 0.89868184-0.92493620 shares in the New Company	1 existing shares in TTTM to 1.64855125-1.8753889 shares in the New Company
Share allocation ratio as specified by LTX and TTTM	1 existing shares in LTX to 0.92463689 shares in the New Company	1 existing shares in TTTM to 1.65113730 shares in the New Company

From the above analysis, the IFA viewed that the share allocation ratio as specified by LTX and TTTM is appropriate as it is within the range of the share allocation ratio as appraised by the IFA which is a fair value. Therefore, the shareholders should approve with the Amalgamation.

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. Methi Anadirekkun, shareholder presented in person

- Regarding the fair value of the asset transfer, the value of LTX's and TTTM's land should be higher than the market capitalization as the valuation price in financial statement is lower than the book value's.
- How much for the expense of all asset transfer. There are many types of merger and acquisitions, but the method of amalgamation will cost more than other methods or not. Moreover, the share purchase price of LTX, at the last traded price on the SET on 30 January 2019, is lower than TTTM's which is equivalent to 20 percent.
- What is the relevant date and time for the Amalgamation for clarity?
- Moreover, Mr. Methi informed other shareholders that if the Dissenting Shareholders consider to sell their shares to TORAY, they have to handle the selling expenses themselves. However, there will be no costs for the shareholders who desire to become shareholders of the New Company.

Mr. Ken Nakajima, the director, informed the method mentioned is in the form of merger or acquisition but the transaction in question will be the amalgamation which, as a result, the New Company will be formed and assume all assets and liabilities of LTX and TTTM. The Company used several methods of share valuation as mentioned before by the IFA. The Company, also, appraised the asset valuation of LTX and TTTM. For the share valuation of a market capitalization, the Company valued by calculating the average price from a market capitalization before the period of this Meeting. Therefore, the share price as of 30 January 2019 will be the purchase price from the Dissenting Shareholders for TORAY, not the price that the Company used to calculate for the allocation of shares in the New Company.

Ms. Julaporn, the IFA, additionally informed that the appraised value of the assets is appraised by Siam City Appraisal Company Limited, an authorized appraiser by the Office of the SEC. The IFA discussed with the appraiser that the duration of asset disposal will be approximately 12 months. Therefore, the price was only deducted by the tax obligation from the net profit e.g. specific business tax, corporate income tax,

value added tax, transferring fee and commission fee. In case that all lands will be sold, it will have to stop operating business, including laying-off all employees. Then, all expenses were calculated the net value to be received from the asset disposal and the discontinued of business operation for the shareholders. Such calculation is for LTX and TTTM before the Amalgamation. Please see more information in the IFA's report.

The Financial Advisor from CNS additionally informed that according to the regulations of the Revenue Department, there is a tax exemption for the asset transfer regarding the Amalgamation. For question regarding timeline for the Amalgamation, LTX and TTTM will be transformed to the New Company around in the end of June 2019. Specific dates will be later informed. For the concern regarding the different of share price of LTX and TTTM, the understanding that offering of TTTM's shares more might cause the Amalgamation not to happen is correct. Moreover, for the purchase price, it was specified in the PLC Act to use the last traded price on the SET prior to the date on which the shareholders' meeting of LTX and TTTM resolve to approve the Amalgamation.

Questions and suggestions from Ms. Weena Kitvakin proxy from Ms. Malee Kitvakin and Ms. Thanit Srimongkol, shareholder presented in person

If the Amalgamation occurs, what is the offering price for the purchase of shares from the Dissenting Shareholders? If there is any fraction of shares from the swap ratio, how it will be handled? And will there be an announcement of dividend before the Amalgamation?

The Chairman informed that the purchase price of shares from the Dissenting Shareholders is the last traded price on the SET on 30 January 2019, which is equal to THB 92.50 per share, according to the PLC Act.

The Financial Advisor from CNS additionally informed that if there is a fraction of a share which is greater than or equal to 0.5, such fraction will be rounded up to 1 share. If a fraction of a share is less than 0.5, such fraction will be disregarded. TORAY shall act as a balancer in the rounding off of share fractions.

Mr. Ken Nakajima also informed that the dividends of FY 2018 (period ending March 2019) will be decided by shareholders of new company, because that distribution of dividends may affect each company's swap ratio.

Questions and suggestions from Mr. Bunyong Aphiruklaosakul, shareholder presented in person

Whether the consultant appraised the capacity of profitability, LTX has been earning profit at THB 1,800,000,000 for the last 10 years but TTTM has been earning THB 71,000,000. The net value should be one of the factors in the valuation process, therefore, he disagreed with the Amalgamation because LTX has more assets and capabilities. Furthermore, the land valuation of the Company is too low as the location is close to Bangkok and the nearby BTS sky train is in under construction which will increase the land price.

The Chairman informed that currently, there is a high competition in textile industry. LTX's strength has always been the products that exported to the Middle East for making national costumes, the textiles that exported to Uniqlo stores in Japan and textiles for airbag manufacturing for automotive industry which LTX always in the

top ranking. As there are many strong competitors from China, Vietnam and Indonesia, the Company needs to enhance its capabilities. Therefore, the Amalgamation is necessary for strengthening both companies and will increase the number of customers because TTTM has always been the top manufacturer in polyester textile and rayon, especially in the student uniform market. As a result, the New Company will be able to provide a full line of textiles products which will lead to an increase of the sales and both companies can share sources of production such as machineries to create more value added products.

Mr. Ken Nakajima, the director, also informed that the share value and the asset value are different. The fact that LTX has higher net profits is true as LTX has 3 factories with more area of land, but the share value calculation uses other methods. Besides, the share allocation ratio of the Company is fair for the shareholders of both companies.

The Financial Advisor from CNS additionally informed that the shares allocation ratio of the New Company should not be judged by only the number as the price and the quantity are not equal. After the Amalgamation, LTX's ratio in the New Company will be around 73 percent and TTTM's ratio will be around 17 percent which is clearly that LTX's ratio is higher.

Questions and suggestions from Mr. Kiattisak Tritruengthassana, shareholder presented in person

Whether TORAY, as a parent company, has any policy for the New Company after the Amalgamation and is there any opportunity of the business expansion.

The Chairman informed that TORAY has reviewed and agreed with all plans and perspective as presented. Currently, the net profit of LTX is equal to 5.78 percent and 5.75 for TTTM which is estimated to be risen up to approximately 10 percent in the year 2025 by approaching to new markets, developing new products and being able to offer a full line of textile products. Including, selling and inventing more products which will make more profits. As for around the fiscal year of 2025, the New Company expects to generate sales amount of around THB 15,000,000,000.

Questions and suggestions from Mr. Anuchit Kijthanthong, shareholder presented in person

If the New Company earns more profit, will the dividend distribution policy be amended by specifying the number of dividend or not.

The Chairman informed that there is no policy regarding the dividend of the New Company yet. However, as previously mentioned about the pro-forma of net profit and gross sales for the year 2025, there should be an increase of dividend distribution to the shareholders.

Additional question from Mr. Methi Anadirekkun, shareholder presented in person

Normally, every dividend distribution is deducted tax obligation of 30 percent which the shareholders can claim for a refund. After the Amalgamation, whether such refund remain available for the shareholders of the New Company.

Mr. Ken Nakajima, the director, informed that the New Company will also assume such refund from LTX and TTTM.



Additional question from Mr. Anuchit Kijthanthong, shareholder presented in person

As most of the directors in the New Company should come from LTX, the shareholder would like to know the opinion of LTX's directors regarding the dividend policy of the New Company.

The Chairman informed that the structure of the directors and executives in the New Company is still cannot be declared until the joint shareholders meeting in June 2019 which will specify the structure of the directors and executives. The dividend policy of the New Company is still cannot be discussed but it is expected to be higher as the operation and profit should be increased.

As there were no further questions or comments, the Chairman proposed to the Meeting to consider and approve the Amalgamation between the Company and Thai Toray Textile Mills 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 32 shareholders, holding 417,109 shares were present. In total, there were 40,835,270 shares, representing 78.7717 percent of the total issued shares of the Company.

**Resolution** The Meeting considered and approved the amalgamation between the Company and Thai Toray Textile Mills Public Company Limited and all relevant acts, including the delegation of authority, as proposed in all respect, with the following voting results:

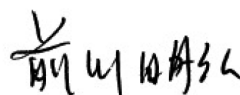
Approved	40,065,580	votes, equivalent to	98.1151	%
Disapproved	382,190	votes, equivalent to	0.9359	%
Abstained	387,500	votes, equivalent to	0.9489	%
Voided ballots	0	votes, equivalent to	0	%
Total	40,835,270	shares		

**Agenda 3 Other matters, if any**

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

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 12.15 hrs.



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(Mr. Akihiro Maekawa)  
Chairman of the Meeting

บริษัท ลัคกี้เท็กซ์ (ไทย) จำกัด (มหาชน)  
**LUCKYTEX (THAILAND) PUBLIC COMPANY LIMITED**  
 รายละเอียดกำไรสะสมยังไม่จัดสรร  
**UNAPPROPRIATED OF RETAINED EARNINGS**  
 สำหรับงบการเงินประจำปี สิ้นสุดวันที่ 31 มีนาคม 2562  
**Financial statements for the year ended March 31, 2019**

	งบการเงินที่แสดงเงินลงทุน ตามวิธีส่วนได้เสีย Financial Statement in which the Equity Method is applied	บาท / Baht งบการเงินเฉพาะกิจการ (เงินลงทุนตามราคาทุน) Separate Financial Statements (Cost Method)
กำไรสะสมที่ยังไม่ได้จัดสรรยกมาต้นงวด ณ วันที่ 1 เมษายน 2561 Unappropriated Retained Earning Beginning Balance (As of Apr, 1, 2018)	4,634,386,522.10	3,766,047,662.80
กำไรขาดทุนเบ็ดเสร็จรวมสำหรับปีสิ้นสุดวันที่ 31 มีนาคม 2562 Total Comprehensive income for the year ended 31 March 2019	466,716,522.72	395,127,266.63
<b>หัก</b> เงินปันผลจ่าย <b>Less</b> Dividend Payment		
งวดสุดท้ายประจำปีงบการเงิน 2560 (สิ้นสุดวันที่ 31 มีนาคม 2561) Final Dividend for Financial Year 2017 (As of Mar 31, 2018)	(77,760,000.00)	(77,760,000.00)
งวดระหว่างกาลประจำปีงบการเงิน 2561 (สิ้นสุดวันที่ 31 มีนาคม 2562) Interim Dividend for Financial Year 2018 (As of Mar 31, 2019)	(77,760,000.00)	(77,760,000.00)
กำไรสะสมที่ยังไม่ได้จัดสรรยกมาปลายงวด ณ วันที่ 31 มีนาคม 2562 Unappropriated Retained Earning Ending Balance (As of Mar 31, 2019)	<u>4,945,583,044.82</u>	<u>4,005,654,929.43</u>

**Profile of re-elected directors proposed to shareholders' meeting****Mr. Chaleo Wanasawat**

Type of Director	Independent Director
Present Position	Audit Committee Luckytex (Thailand) Public Company Limited
Age	75 Years
Nationality	Thai
Education Background	Master Degree of Business Administration, NIDA
Training	-
Company's Shareholding	None
No. of years as Director	19 Years 8 Months (as of March 31, 2019)
Work Experience	2000-2003 Senior Consultant, Competitiveness Development Performance, Kenan Institute Asia 1999-present Audit Committee Luckytex (Thailand) Public Company Limited 1977-2000 Vice President of Credit Support Office Siam Commercial Bank Public Company Limited

**Information of being directors or executives in listed companies / other companies**

Other listed companies		Other non-listed companies	Positions in rival companies / business related companies	
No.	Position / Company Name	No.	No.	Position / Company Name
None	None	1	None	None

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

**Mr. Ekchai Chansue**



Type of Director	Independent Director
Present Position	Audit Committee Luckytex (Thailand) Public Company Limited
Age	62 Years
Nationality	Thai
Education Background	Master of ARTS Teaching (Government), Tarleton State University
Training	Law and Practical Regulation for Corporate Secretary, Faculty of Law, Chulalongkorn University
Company's Shareholding	100 Shares or 0.0002% (as of May 31, 2019)
No. of years as Director	19 Years 8 Months (as of March 31, 2019)
Work Experience	2018 Director, Thai Bridgestone Co., Ltd. Director, Denso (Thailand) Co., Ltd. 2005-2013 Director and Audit Committee Mega International Commercial Bank PCL. 1999 Audit Committee Luckytex (Thailand) Public Company Limited

**Information of being directors or executives in listed companies / other companies**

Other listed companies		Other non-listed companies	Positions in rival companies / business related companies	
No.	Position / Company Name	No.	No.	Position / Company Name
None	None	2	None	None

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

**Mr. Akihiro Maekawa**



Type of Director	Executive Director
Present Position	Chairman and Managing Director Luckytex (Thailand) Public Company Limited
Age	52 Years
Nationality	Japanese
Education Background	Bachelor Degree of Textile Engineering, Kyoto Institute of Technology, Japan
Training	-
Company's Shareholding	300 Shares or 0.0006% (as of May 31, 2019)
No. of years as Director	9 Months (as of March 31, 2019)
Work Experience	2015 Deputy Managing Director, Penfabric Sdn. Berhad 2014 Manager, Industrial Materials and Fibers Technical Sect., Textiles Technical Dept., Toray Industries, Inc. 2011 Manager, Textile Planning Sect., Textiles Technical Dept., Toray Industries, Inc. 2006 Senior Staff, Technology Center Planning Dept., Toray Industries, Inc.

**Information of being directors or executives in listed companies / other companies**

Other listed companies		Other non-listed companies	Positions in rival companies / business related companies	
No.	Position / Company Name	No.	No.	Position / Company Name
None	None	1	None	None

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

**Mr. Ryo Kitahara**

Type of Director	Executive Director	
Present Position	Director and General Manager, Sales Division Luckytex (Thailand) Public Company Limited	
Age	49 Years	
Nationality	Japanese	
Education Background	Bachelor Degree of Sociology, Kansai University, Japan	
Training	-	
Company's Shareholding	None	
No. of years as Director	1 Year 2 Months (as of March 31, 2019)	
Work Experience	2015 General Manager, Filament Fabric Sales Dept. Luckytex (Thailand) Public Company Limited	
	2015 Manager, Casual Wear Sales Sect., Apparel Sales Dept. III and Senior Staff, Apparel production Dept. (Tokyo) Toray International, Inc.	
	2014 Manager, Fashion & Casual Wear Sales Sect., Apparel Sales Dept. II and Senior Staff, Apparel production Dept. (Tokyo), Toray International, Inc.	

**Information of being directors or executives in listed companies / other companies**

Other listed companies		Other non-listed companies	Positions in rival companies / business related companies	
No.	Position / Company Name	No.	No.	Position / Company Name
None	None	None	None	None

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

<b>Name</b>	<b>Age</b>	<b>Position</b>	<b>Address</b>	<b>Having interest on the proposed agenda</b>
1. Mr. Prakit Pradipasen	76	Chairman of Audit Committee	58/1 Indramara 40 Suthisarn Road, Dindaeng, Bangkok 10310	Have no interest on the agenda proposed in this shareholder meeting.
2. Mr. Chaleo Wanasawat	75	Audit Committee	846/2 Benjarong Rd., Soi 8, Tambon Naimuang, Amphur Muang, Nakhonratchasrima 30000	
3. Mr. Ekchai Chansue	62	Audit Committee	258 Nanglingjee Road, Chongnonsee, Yannawa, Bangkok 10120	

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

For convenience of registration, **the meeting participant, please bring along the Barcode registration form which was enclosed with the invitation letter to the meeting registration.**

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) The registration form sent by the company
- b) 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) The registration form sent by the company
- b) 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.**
- c) A Certify true copy of the shareholder's official documents such as ID card, driving license or passport
- d) 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) The registration form sent by the company
- b) An original official documents of the authorized director such as ID card, driving license or passport.
- 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.

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

- a) The registration form sent by the company
- b) 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.**
- c) A certify true copy of valid evidence of the authorized director(s) signing the Proxy Form.
- d) 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.
- e) An original official document in which a photograph is shown of proxy such as ID card, driving license or passport.



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

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**CHAPTER 5  
MEETING OF SHAREHOLDERS**

32. The Board of Directors shall hold the annual ordinary meeting of shareholders within 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 'Extra-ordinary Meetings'. The Board of Directors may convene an Extra-ordinary Meeting of Shareholders any time it deems expedient. Shareholders holding an aggregate number of shares not less than one-fifth of the total number of shares sold or shareholders in the number not less than twenty-five holding an aggregate number of shares not less than one-tenth of the total number of shares sold may subscribe their name to a notice requesting the Board of Directors to convene an Extra-ordinary Meeting of Shareholders at any time but they must also specify reasons for such request in the notice. In such case, the Board of Directors must arrange for a meeting of shareholders within one month from the date of receipt of the notice.
33. 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 set forth to the meeting together with reasonable details by specifying expressly as to the matters to be set forth to the meeting for information, approval, or consideration, as the case may be including opinion of the Board of Directors on said matters, and send the same to the shareholders for information not less than 7 days before the date of the meeting. Besides, the notice of meeting shall also be announced in a newspaper for not less than 3 days before the date of the meeting.
34. The Board of Directors shall send the documents specified by law with the notice of the annual ordinary meeting of shareholders to the shareholders.
35. There must be shareholders and proxies (if any) present at the meeting in a number not less than 25 or not less than one-half of the total number of shareholders and representing any aggregate number of shares not less than one half of the total number of sold shares to constitute a quorum, unless otherwise provided by the Law of Limited Public Company.
36. In the event at any meeting of shareholders, upon the lapse of one hour from the time fixed for the meeting commencement, number of the shareholders present is insufficient to form a quorum pursuant to section 35, 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 7 days in advance of the date of the meeting. In the subsequent meeting no quorum is required.

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

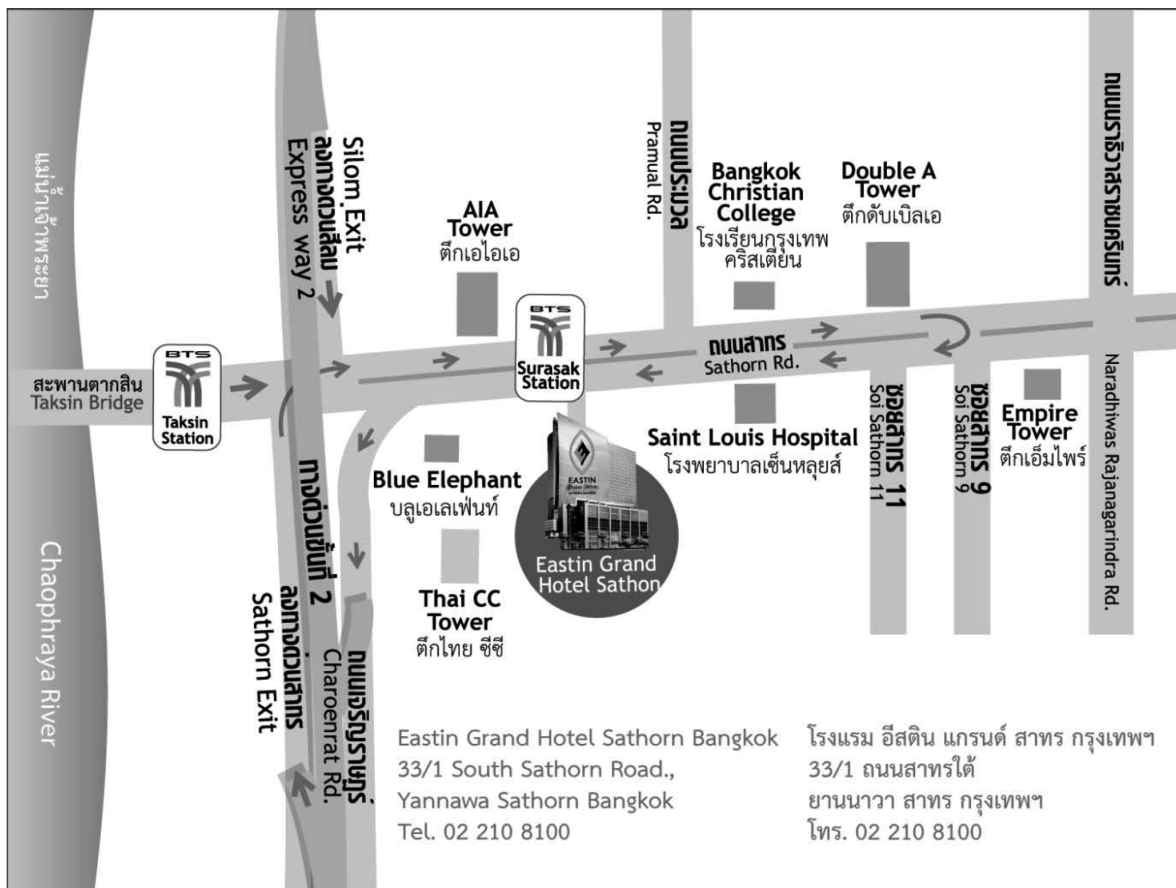
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37. The Chairman of Board of Directors shall preside over the meeting of shareholders. In the event the Chairman is absent or unable to perform the duty, the Vice-chairman shall act as the meeting chairman. If a Vice-chairman does not exist or exists but unable to perform the duty, the shareholders present shall elect one shareholder to act as the meeting chairman.
38. The chairman of the meeting of shareholders has duties to conduct the meeting to be in order of the agenda as arranged in the notice of meeting, unless the meeting resolves to change order of the agenda with votes not less than two-thirds of the number of shareholders present.
39. Every shareholders have rights to attend the meeting no matter which kind of meeting at any time.
40. Every shareholders 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.
41. In voting, no matter by which means, one share is regarded as one vote. 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 share has one 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 that of ordinary shares.

42. Unless otherwise provided by the Law of Limited Public Company or by the Regulation, a resolution of the meeting of shareholders shall be supported by the majority of votes of the shareholders present and voting. In the event of a tie, the meeting chairman shall have the casting vote.
43. Business to be transacted in the annual ordinary meeting of shareholders at least shall have the followings:
  - (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.
  - (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)



Luckytex (Thailand) Public Company Limited

Head Office, 5<sup>th</sup> Fl., Bubhajit Building, 20 North Sathorn Road, Silom, Bangrak, Bangkok 10500

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