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TORAY TEXTILES (THAILAND) PUBLIC COMPANY LIMITED

Invitation Letter for the Annual General Meeting
of Shareholders No. 1/2021
By Teleconference using Electronic Devices (E-AGM)

July 29, 2021 (Thu.) at 10.00 a.m.

By broadcasting live
from the Meeting Room No.2 of Thailand Toray Group
Toray Textiles (Thailand) Public Company Limited

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The request form for attending the 2021 AGM of Shareholders via electronic media (E-AGM)

Proxy Form B

Submitting questions in advance

9 June 2021

Re : Invitation to the shareholders' meeting No. 1/2021
by Teleconference using Electronic Devices (E-AGM)
To : Shareholders of Toray Textiles (Thailand) Public Company Limited

The Meeting of the Board of Directors of Toray Textiles (Thailand) Public Company Limited (the "Company" or "TTT"), No. 1/2021 held on 9 June 2021 resolved to convene the Annual General Meeting of Shareholders No.1/2021 by Teleconferences through Electronic Devices (E-AGM) under the Royal Decree on Teleconferences through Electronic Means B.E. 2563 (2020) and relevant law and regulations, which would broadcast live on Thursday 29 July 2021 at 10.00 a.m., from the Meeting Room No.2 of Thailand Toray Group, No.20 Bubbajit Building, 6th Floor, North Sathorn Road, Silom, Bangrak, Bangkok 10500, to consider the following agenda items.

Agenda 1 To approve the minutes of the Annual General Meeting of Shareholders No. 1/2020 held on 30 July 2020

Fact and rationale: The minutes of the Annual General Meeting of Shareholders No. 1/2020 held on 30 July 2020 was prepared and submitted a copy thereof to the Stock Exchange of Thailand and the Ministry of Commerce as prescribed by laws, as per details in the copy of such minutes, provided herewith as attachment 1.

Opinion of the Board of Directors: The Board of Directors agrees to propose the AGM 1/2021 to consider and certify the minutes of the Annual General Meeting of Shareholders No. 1/2020 held on 30 July 2020, as deemed that they were correctly recorded.

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

Agenda 2 To acknowledge the company's business performance of 2020 (1 April 2020 – 31 March 2021) and outlook for 2021

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

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

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

Agenda 3 To consider and approve the financial statements in which the equity method is applied and the separate financial statements for the year ended 31 March 2021

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

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

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

Agenda 4 To consider and approve the appropriation of retained earnings for the year 2020 (1 April 2020 - 31 March 2021)

Fact and rationale: The dividend policy of the company will be considered from the operating results, financial structure, future investment. In compliance with the Articles of Association No. 45, the Board of Directors proposed the appropriation of retained earnings for the year 2020. The Company had been paid for the interim dividend as the resolution of the board meeting No. 4/2020 dated 23 December 2020 at 0.50 Baht per share (from retained earnings subjected to income tax rate of 30%) in the total amount of 28,920,000 Baht.

Opinion of the Board of Directors: The Board of Directors proposed the appropriation of retained earnings for this time at 0.50 Baht per share (from retained earnings subjected to income tax rate of 30%) in the total amount of 28,920,000 Baht. The record date to determine shareholders who have a right to receive the dividend is on 23 June 2021 (Wed.). The dividend will be paid on 27 August 2021 (Fri.). The Board of Directors then regarded to propose this to the shareholders' meeting for approval. The right to receive the dividend is requested to be shown within 10 years. (details in attachment 4). (Above dividend payment rate duly complies with the dividend payment policy and poses no adverse effect on the company's liquidity position.)

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

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

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

- | | |
|------------------------------|--|
| 1. Mr. Akihiro Maekawa | Chairman and Managing Director |
| 2. Mr. Yoshihiro Hamaguchi | Director and General Manager,
Production Division |
| 3. Mr. Kriangsak Kongsiri | Director and Mill Manager, Mill 3 |
| 4. Mr. Yanchai Tantiratapong | Independent Director and Audit Committee |

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

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

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

Agenda 6 To consider and approve the appointment of auditors and the determination of the audit fee for the year 2021 (1 April 2021 - 31 March 2022)

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

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

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

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

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

The audit fee is as follows:

2021 1 April 2021 - 31 March 2022	2020 1 April 2020 - 31 March 2021
2,300,000 Baht	2,300,000 Baht

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

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

Agenda 7 To consider and approve the remuneration of audit committee for the year 2021 (1 April 2021 – 31 March 2022)

Fact and rationale: Details of the criteria for the audit committee’s remuneration were based on the consideration of performances, authority, duty, and responsibility scope. For the year 2021, the remuneration of audit committee as meeting allowance compared to previous years are as follows.

Audit Committee	2021 1 Apr 21 – 31 Mar 22	2020 1 Apr 20 – 31 Mar 21
1. Mr. Prakit Pradipasen	150,000 Baht	150,000 Baht
2. Mr. Ekchai Chansue	150,000 Baht	150,000 Baht
3. Mr. Yanchai Tantiratapong	150,000 Baht	150,000 Baht
4. Mrs. Kwunjai Kiatgungwalgri	150,000 Baht	150,000 Baht

Opinion of the Board of Directors: The Board considered and agreed to propose to the shareholders meeting to consider and approve the above remuneration of audit committee since such remuneration was appropriate and reflected the audit committee’s authority, duty, and responsibility scope.

Remark: The resolution for this agenda shall be adopted by a vote of no less than two-thirds of the total number of votes of the shareholders attending the meeting.

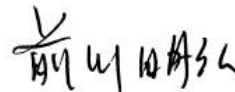
Agenda 8 To consider other matters (if any)

Please be invited to the meeting as the date and time 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 guideline for Shareholders Meeting via electronic media (E-AGM) (**Attachment 11**), before the meeting date. Also, onsite registration service will not be available on the meeting day, and the company will open for registration from 9.00 a.m.

The company defines record date to determine shareholders who have a right to attend the Annual General Meeting of Shareholders on 23 June 2021 (Wed.).

Yours sincerely,

Toray Textiles (Thailand) Public Company Limited



Mr. Akihiro Maekawa
Chairman

Minutes of the Annual General Meeting of Shareholders No.1/2020Toray Textiles (Thailand) Public Company Limited

The meeting was held on July 30, 2020 at 10:00 a.m. at Surasak, The Eastin Grand Sathorn Hotel, South Sathorn Road, Yannawa, Sathorn, Bangkok.

Attended in person	21 persons	representing	1,090,894 shares equivalent	1.8861 %
Attended by proxy	27 persons	representing	43,491,496 shares equivalent	75.1928 %
Total	48 persons	representing	44,582,390 shares equivalent	77.0788 %

The attendance had a quorum according to the article of association of the company. In total 12 directors, the 12 attended directors were as the following.

1.	Mr. Kazuaki	Takabayashi	Chairman of the executive directors and director
2.	Mr. Akihiro	Maekawai	Chairman the Board and managing director
3.	Mr. Prakit	Pradipasen	Independent Director and chairman of the audit committee
4.	Mr. Ryo	Kitahara	Director and general manager of sales division
5.	Mr. Chiaki	Kojima	Director and deputy general manager of sales division
6.	Mr. Yoshihiro	Hamaguchi	Director and general manager of production division
7.	Mr. Ken	Nakajima	Director and general manager of administration division
8.	Mr. Krisngsak	Kongsiri	Director and factory manager of Mill 3
9.	Mr. Pichai	Amranan	Director and factory manager of Nakomphathom factory
10.	Mr. Ekchai	Chansue	Independent Director and Audit committee member
11.	Mr. Yanchai	Tantiratapong	Independent Director and Audit committee member
12.	Mrs. Kwunjai	Kiatgungwalgri	Independent Director and Audit committee member

The company has no other subcommittee.

Attended auditor and audit assistant in charge of answering questions about the accounting matter

1.	Mrs. Munchupa	Singsukasawat	Auditor, KPMG Phoomchai Audit Ltd. Signer of the Financial Statements 2019
2.	Ms. Punthila	Trivirojkasem	Audit Assistant, KPMG Phoomchai Audit Ltd.

Voting Process

The moderator informed the meeting of the rules of the meeting and voting as the following.

- Agenda 1, 3, 4, 5, 6 must be resolved by the majority of all the votes of shareholders who attended the meeting and were entitled to vote in accordance with Clause 37 of the Articles of Association.
- Agenda 2 was for acknowledgment without resolutions.

3. Agenda 5 , to consider and appointment of the company's directors, the voting ballots were divided by 4 parts for voting 4 directors each.
4. The voting process was done by barcode system and after finishing explanation in each agenda, the Chairman will ask for shareholders' suggestion.
5. One share shall be entitled to one vote.
6. After the end of each agenda, the Chairman will inform the meeting of voting results specifying the shares amount of approval, disapproval and abstention.
7. Shareholders who disapprove or abstain the voting of any agenda will be able to submit their votes in the voting ballots provided for shareholders while processing their registration. Such votes would be deducted from the total shares collected by the computerized database system during registration. The shareholders who did not submit any voting ballots would be considered as agreement to particular agenda.
8. The Chairman is empowered to issue the rules of the meeting for the purpose of conducting the meeting in order and ensuring equitable treatment to all shareholders.

Mr. Akihiro Maekawa, Chairman of the board and managing director was the chairman of the meeting and conducted the meeting according to the following agendas.

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

The chairman proposed the meeting to consider and approve the minutes of the Joint Shareholders' Meeting between Shareholders of Luckytex (Thailand) Public Company Limited and Shareholders of Thai Toray Textile Mills Public Company Limited held on 28 June 2020 which were delivered in advance with the notice of the general meeting of shareholders. The Board considered that the minutes had been accurately and completely recorded.

The chairman asked the opinions from the meeting and the shareholders asked questions are as follows.

Mr. Bunyong Apiraklaosakul (shareholder)

Q: Referring to page 43 of the Thai Financial Report, equity securities available-for-sale, amounted 42.4 million Baht, is it the share investment in stock market?

A: It is the share investment in stock market with low value because of the Corona virus impact.

Q: According to the Statement in which the equity method is applied for the year ended 31 March 2019, the Equity securities available-for-sale as amounted 81 million Baht while as at 2020 amounted 42 million Baht, loss amount was 39 million Baht or decreasing 48%. It may be the investment in financial and banking. The shareholder suggested that the company should avoid the investment in bank equity instruments which were facing the NPL problem. If the company decides to buy shares in stock market, the shareholders suggested treasury stock because TTT owned many the retained earnings, lands and factories.

A: The holding shares include in financial institute group which the share value is low in this period but the investment is for long term relationship keeping. In the case of the future investment, the impact of investment in financial institute is estimated to be less. The impact from the Corona virus will be gradually recovered.

There was no additional suggestion or question so the chairman asked the meeting for voting.

Resolution After consideration, the meeting resolved to approve the minutes with the majority vote as the following.

Approval	44,662,490	votes	equivalent to	100 %
Disapproval	0	votes	equivalent to	0 %
Abstention	0	votes	equivalent to	0 %
Void	0	votes	equivalent to	0 %
Total	44,662,490	votes	equivalent to	100 %

Agenda 2 To acknowledge the company's business performance of 2019 from 1 July 2019 to 31 March 2020

The chairman reported about the company's business performance of the year 2019 as the following.

Business environment in 2019: The Baht exchange rate was at the highest point in the five years. Although the fluctuation occurred in the next year caused of corona virus but if the situation happens continuously, the export business is still in the difficult environment.

Business Sentiment Index: In the 2018, the business sentiment index had a good sign. But in 2019, both of our main textile business and automotive business index trend to decrease.

Cotton and crude oil price, which were our main manufacturing factors, increased until the middle of 2018. After that, the cotton, crude oil price and our cost decreased in 2019. On the other hand, the company faced the pressure to decrease our sales price because the raw material price trended to be down.

In 2019, global economy slowed down due to more serious trade war between USA and China and the high geopolitical risk. Moreover, there was an affect from corona virus which made the end user consumption and manufacturing activities stopped.

Sales amount in 2019 was 8,710 million Baht, decreasing 9% when comparing with the last year. The net profit decreased from 457 million Baht in the previous year to be 229 million Baht by the equity method. Although the company continuously reduced the production cost but the impact from decreased sales quantity and strengthening of Thai Baht were severe while the amalgamation was held.

Sales and profit movement in the past 5 years was as the following separated groups.

Spun fabric for apparel: TC fabric, which was a blend of polyester and cotton, was affected from low price Chinese fabrics caused from the trade war between USA and China. The selling price of standard items decreased so much. There was the severe competition and the sales quantity reduced greatly.

TR fabric, which was a blend of polyester and rayon, was affected from the declining domestic economy both of fabric markets for school uniform and corporate uniform which were our main customers.

TC fabric for shirts: The raw material was changed to be eco-friendly items which will be entered to the new market for recycled polyester. Moreover, the company started the synergy of both former companies by to weave the fabrics for the Japanese corporate uniform at Mill 1 and to dye those fabrics at Nakornphathom factory. The company will adjust the business structure from standard fabric manufacturer to more high value fabric manufacturer.

Filament fabric: Order of outer lining fabrics decreased because the necessary of warn winter and trade war between USA and China. Moreover, the company was suffered from the inventory adjustment of partners and severe price competition.

Knitted fabric: The garment business in ASEAN was growing up so the textile demand increased continuously. Moreover, the new raw material was used for main SPA in Japan so the knitted fabric was the only product whose sales increased when comparing with the previous year.

Industrial Material Products: Global automotive sales amount has decreased because of trade war, exchange rate and declined economy since August 2019. It affected to the spare parts and air bag fabric manufacturing which were our products. The company estimates that demand of air bag fabric will decrease only in short term but will be recovered in the middle term.

Synergy after new company establishment

Sales: The company will utilize the selling channels of former companies to search for new requirement or demand including merging the customer contact channels and adding more service.

Development: The company will develop the possibility of new textile from raw material blending such as spun and filament blending. In the same time, the company will increase the synergy of machinery and technology utilization.

Quality assurance and environment: The company will improve our standard by sharing know how and plan to be certified by the third parties for increasing competitiveness and business upgrading.

Financial structure: Since 2016, the company selected the investment strictly and improved cash flow. The profit of 2019 decreased when comparing with the previous year while net cash flow was still substantial. Although the company was affected by corona virus but the company could steadily maintain the financial situation.

Covid-19 impact: In the present, there is no any employee catches the corona virus. The company will pay attention to health and safety and comply with the infection prevention standard continuously. In the case of impact to the business, many apparel fabric orders were cancelled because shops in Europe and USA closed. In Bangladesh, where was a big garment industry, also closed. The supply chain was suspended and the inventory adjustment of customers will take more time.

Industrial Material Products: The shutting down of automotive manufacturers impacted automotive manufacturing. Although the automotive manufacturing was operated again but all demand was still not recovered. That situation impacted our operation of factories and our profit. The company tried to minimize that impact as less as possible by fixed cost reduction.

Moreover, the Covid-19 changed life style and business totally so the company will review our product development to response the change after corona virus and customer requirement.

The chairman asked the opinions from the meeting and the shareholders asked questions are as follows.

Mr. Meithee An-adirekkul (Shareholder and attorney of Ms. Jidapas An-adirekkul and Ms. Janjai Limpong)

Q: Does the company produce high value fabric such as antibacterial fabric except stretch denim fabric?

A: The company will have new products made from blending of spun and filament. In the present, corona virus has a positive result for knitted fabric because people has to stay home and uses casual wear more than usual. Some products have been launched. Moreover, the company realizes the innovation development for responding the market change, life style and business.

Q: The company owns 4 factories. How much space do the company use in each factories? Is it possible to reduce office rental expense of head office by moving to factory such as mill 1 which is located at Suksawad Road and not far from the present area?

A: The space of mill 1, where is the spinning and weaving factory, is used 100%. The head office is located at North Sathorn road. Some sales staffs had already transferred to the factory and after amalgamation, the space using is reduced from 2 floors to be 1 floor.

Q: According to the report of agenda 2, is it the comparison of 9 months result or 12 months?

A: It is the result comparison of 12 months which is easily to understand for business movement explanation. But in agenda 3, it will be the explanation of separate financial statement of 9 months. In the case of financial statement, if it is the separate financial statement, it will be 9 months after amalgamation. If the financial statement in which the equity method is applied, it will be 12 months as the accounting standard.

Mr. Nithiphoom Durongwattana (Shareholder)

Q: According to the financial statement, is the trend of investment still low as the present because the company had a plan for more investment when amalgamation/

A: As the explanation, before 2016, we invested highly for machines which were due to replacement. For depreciation, when comparing with the other companies in the same industry, our depreciation was still good. The low price fabrics from China had been imported into the market since 2018-2019 quite a lot. The company had to reduce cost. Our machines still can be used in good condition so the company did not need to invest in machinery. In the future, the company has to consider the necessary to build new market or develop new product for the value of machinery investment.

Q: Sales amount decreased so can the administration expense be decreased?

A; According to the Covid situation, the company has to reduce expense. The expense reduction will be done in many ways such as fixed cost reduction, consideration the machine maintenance reflecting the production or no business trip

Q: What are the trends of automotive industry?

A: The sign in China is better while Europe, USA and Japan still slow down. For Thailand, the recovery is estimated at 50-60%. Our business is in upstream group of automotive industry. Some automotive manufacturers operated again in June and the positive result will come to our business after that.

Q; Will the company has a plan to reduce the production capacity, number of factories or do the company has a plan for business expansion?

A; This era is the change of automotive industry such as electric vehicles. Due to the corona impact, the growth rate estimation of automotive industry was change from 4-5% to 1-3% per year. After this crisis, the opportunity of automotive industry is still bright. The company estimates that in the near future, air bag fabrics can approach into new market such as taking a role with pedestrians or using them with motorcycle.

This agenda was for acknowledgement so there was no resolution.

Agenda 3 To consider and approve the Financial Statement in which the equity method is applied for the year ended 31 March 2020 and Separate financial statement for the period 1 July 2019 (the amalgamation date) to 31 March 2020

The chairman informed to the meeting that the financial statement of the fiscal year 2019 was arranged as the financial reporting standards. The financial statement was verified and certified by the certified public accountant who was Mrs. Munchupa Singsukasawat from KPMG Phoomchai Audit Ltd. Moreover, it was passed the consideration of audit committee and board committee. Details of financial statement were in the Annual Report 2019 which was sent in advance to shareholders with the notice of the general meeting of shareholders.

The Chairman explained the financial statement as the following.

The Financial Statement in which the equity method is applied for the year ended 31 March 2020: Cash and cash equivalents increased so current assets increased from 3,937 million Baht to 4,461 million Baht or 13.33%. Non-current assets decreased from 6,273 million Baht to 5,808 million Baht or 7.4% caused of fixed assets depreciation.

Total liabilities were 2,614 million Baht, increasing 65 million Baht or 2.6% comparing with the previous year. The increasing and decreasing of current liabilities and non-current liabilities were the result of current liability which shall repay within one year and it is the long term loan which shall repay in March 2021.

Statement of income: Revenue of 2019 as at March 2020 was 8,710 million Baht, decreasing 8.7% when comparing with 2018 as at March 2019 which was 9,535 million Baht. Profit after income tax was 229 million Baht, decreasing 50% when comparing with the previous year because of sales amount decreasing. However, earning per share was 3.96 Baht.

The board had an opinion that the report was accurate and complete.

After the reporting, the chairman asked the meeting for the opinions. There was a question as the following.

Mr. Nithiphoom Durongwattana (Shareholder)

Q: Why did the distribution cost increase while the sales amount decreased?

A: According to The Financial Statement in which the equity method is applied for the year ended 31 March 2020 and 2019, distribution cost increased 23 million Baht caused of change of record method from administrative expense to distribution cost. Another factor of increasing distribution expense was more marketing for special functional products.

Q: Finance cost was 41.5 million Baht and interest income was 7.8 million Baht. The company is holding a lot of cash so can the company reduce the finance cost by repayment by cash?

A: 41.5 million Baht of finance cost was the interest from long-term debt whose contract will be complete in March 2021. If the company repays the debt before contract expiration, the company has to pay the penalty whose amount is more than the interest.

The company has quite a lot of cash. It means that our financial situation is at good level. In the corona virus crisis, the global economy including Thailand is not stable but the company still has sufficient stability enough for building confidence for shareholders and do not have any problem for business operation.

Mr. Kittisak Tritrungtassana (Shareholder)

Q: According to page 17 and 18 in the annual report, sharing proportion in Thai Toray Synthetics Co., Ltd. is different.

A: It is our mistake. 18.75% shareholding is the former proportion of Luckytex (Thailand) Public Company Limited. At the present, when combining the former proportion of Thai Toray Textile Mills Public Company Limited, the correct proportion is 19.06%.

Q: Referring to page 33 of the Thai Financial Report, how many shares does the company hold in CMT Dyeing Co., Ltd?

A: It is 19% which is former sharing proportion of Thai Toray Mills Public Company Limited.

Q: TTT is holding shares in that corporation over 10% so it should be shown in the annual report.

A: Acknowledge and will improve in the next time.

Q: Referring to page 66 of the Thai Financial Report, whom did the company pay commission fee, outsourcing fee and management service fee to?

A: Commission fee: paid to agents in each area

Outsourcing fee: Wage for outsourcing workers who worked in place of resigned employees caused of amalgamation.

Management fee: Paid to Toray Industries (Thailand) Co., Ltd. for advising, HR, CSR service.

Ms. Sitang Sueng-amornkiat (Shareholder)

Q: Referring to page 66 of the Thai Financial statements in which the equity method is applied, why did the other expenses increase? Please explain about item ' Write-down to net realizable value (reverse of)' because the inventory selling price trended to decrease.

A: Item 'Other expenses' increased because included the amalgamation consulting fee amounted 10 million Baht, compensation for resigned employees due to amalgamation amounted 16 million Baht and cost of sales. After amalgamation, these expenses were not classified as amalgamation expense.

In the case of item ' Write-down to net realizable value (reverse of)', selling price of TC fabrics decreased so the cost increased.

Q: Referring to page 53 of the Thai Financial statements in which the equity method is applied as at March 2020, why did the provision for claim increase around 12 million Baht?

A: Because of quality problem of filament fabrics, the company had to pay for claim by buying back garments. The company had to pay within March 2020 but because of corona virus, the company could not pay to Chinese customer in time so the provision recording was needed.

There was no additional suggestion or question so the chairman asked the meeting for voting.

Resolution After consideration, the meeting approved the financial statements for 2019 ending 31 March 2020 with the majority vote as below.

Approval	44,767,288	votes	equivalent to	100 %
Disapproval	0	votes	equivalent to	0 %
Abstention	0	votes	equivalent to	0 %
Void	0	votes	equivalent to	0 %
Total	44,767,288	votes	equivalent to	100 %

Agenda 4 To consider and approve appropriation of profit year 2019 from 1 July 2019 to 31 March 2020

The Chairman requested the meeting to consider the appropriation of retained earnings of 2019 as the following.

As at March 2020, the unappropriated retained earning was 4,798 million Baht. The interim dividend payment was already paid in July 2019 and January 2020 the rate of 1.70 Baht per share per time, totally 98 million Baht per time. However, the interim paid in July was the dividend payment of the second half year 2018.

In this year, the dividend payment of the second half year 2019 was proposed to pay in the rate of 1.70 Baht per share, totally 98,328,000 Baht from the retained earning subjected to corporate income tax rate 30% The unappropriated retained earning after dividend payment will be 4,699 million Baht.

The mentioned dividend will be paid to the shareholders who granted the right as the names appeared in the record date on 25 June 2019. Dividend payment date is 28 August 2020.

The chairman asked the meeting for the opinions. There were questions as the following.

Mr. Nithiphoom Durongwattana (Shareholder)

Q: Please inform the dividend policy after amalgamation

A: The company has a policy to pay the dividend suitably which is in accordance with the operation result, financial structure and future investment. The company had already paid the interim dividend in July 2019 and January 2020 so the dividend payment will be the interim dividend and the second half year dividend as usual.

Q: Will the amount of dividend payment increase because the company has a lot of cash and is relatively stable?

A: The company still takes priority on the shareholders. Although the company was in the difficult situation but the company still paid the dividend. If the operation result is better, the dividend payment maybe increases. By the way, if the operation result is not good, the dividend amount maybe decreases.

Mr. Meithee An-adirekkul (Shareholder and attorney of Ms. Jidapas An-adirekkul and Ms. Janjai Limpong)

Q: The company has a lot of retained earning and cash so the shareholder would like ask for dividend paying more than the fixed rate at 3.40 Baht.

A: At the present, many companies in Thailand are facing the cash flow problem caused from corona virus and no have reserved capital. So the company needs to maintain the stability by keeping cash. If the company cannot survive, it will impact to shareholders and employees directly.

There was no additional suggestion or question so the chairman asked the meeting for voting.

Resolution After consideration, the meeting approved the appropriation profit for 2019 with the majority vote as below.

Approval	44,,764,514	votes	equivalent to	99.9938 %
Disapproval	2,774	votes	equivalent to	0.0062 %
Abstention	0	votes	equivalent to	0 %
Void	0	votes	equivalent to	0 %
Total	44,767,288	votes	equivalent to	100.00 %

Agenda 5 To consider the appointment of directors

Chairman informed the meeting that according to The Public Company Act B.E. 2535 and Article 18 of the Company's Articles of Association, one – third of total directors shall retire from the position in the Annual General Meeting of Shareholders and able to be re-elected. At the present, total directors are 12 persons so there are 4 directors who will retire from the position in this Annual General Meeting of Shareholders as the following.

- 1) Mr. Chiaki Kojima Director and deputy general manager of sales division
- 2) Mr. Ken Naakjima Director and general manager of administration division
- 3) Mr. Pichai Amrana Director and factory manager of Nakomphathom factory
- 4) Mr. Ekchai Chansue Independent Director and Audit committee member

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

The profiles of 4 directors proposed for re-election including definition of Independent Director Definition were delivered together with the notice of the general meeting of shareholders.

1) Mr. Chiaki Kojima

The chairman asked the meeting for the opinions. There was no additional suggestion or question so the chairman asked the meeting for voting.

The voting results:

Approval	44,767,031	votes	equivalent to	99.9994 %
Disapproval	257	votes	equivalent to	0.0006 %
Abstention	0	votes	equivalent to	0 %
Void	0	votes	equivalent to	0 %
Total	44,767,288	votes	equivalent to	100.00 %

2) Mr. Ken Nakajima

The chairman asked the meeting for the opinions. There was no additional suggestion or question so the chairman asked the meeting for voting.

The voting results:

Approval	44,767,031	votes	equivalent to	99.9994 %
Disapproval	257	votes	equivalent to	0.0006 %
Abstention	0	votes	equivalent to	0 %
Void	0	votes	equivalent to	0 %
Total	44,767,288	votes	equivalent to	100.00 %

3) Mr. Pichai Amranan

The chairman asked the meeting for the opinions. There was no additional suggestion or question so the chairman asked the meeting for voting.

The voting results:

Approval	44,767,031	votes	equivalent to	99.9994 %
Disapproval	257	votes	equivalent to	0.0006 %
Abstention	0	votes	equivalent to	0 %
Void	0	votes	equivalent to	0 %
Total	44,767,288	votes	equivalent to	100.00 %

4) Mr. Ekchai Chansue

The chairman asked the meeting for the opinions. There was no additional suggestion or question so the chairman asked the meeting for voting.

The voting results:

Approval	44,767,031	votes	equivalent to	99.9994 %
Disapproval	257	votes	equivalent to	0.0006 %
Abstention	0	votes	equivalent to	0 %
Void	0	votes	equivalent to	0 %
Total	44,767,288	votes	equivalent to	100.00 %

Resolution After consideration, the 4 directors were individually re-elected by the meeting with majority vote.

Agenda 6 To appoint the auditor and approve the auditor fee for 2020 (1 April 2020 – 31 March 2021)

The board considered to propose the meeting for appointing the auditor from KPMG Phoomchai Audit Limited to be an auditor of 2020 from 1 April 2020 - 31 March 2021 as the following names and considering the approval of the audit fee for 2020 amount 2,300,000.00 Baht.

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

The chairman asked the meeting for the opinions.

Mr. Meithee An-adirekkul (Shareholder and attorney of Ms. Jidapas An-adirekkul and Ms. Janjai Limpong)

Q: In the shareholders meeting should have the agenda of considering and approving the remuneration of audit committee although the remuneration will be the same every year.

A: The agenda of considering and approving the remuneration of audit committee is not in the meeting today because in the agenda 9 of the minute of the joint shareholders meeting, the meeting had already approved the remuneration of audit committee of the new company until any further amendment. The approved remuneration was 150,000 Baht per person. Total amount was 600,000 Baht per year until any further amendment. Other directors who are not the Audit Committee will receive the remuneration as an employee. However, the company will consider this matter for the next year.

Ms. Ladda Chuawwattana (attorney of Thai Investors Association)

Q: Were the entertainment expense, golf membership fee, transportation fee and gift voucher expense included in the remuneration of directors?

A: The remuneration of audit committee was as the mentioned amount without other benefits.

There was no additional suggestion or question so the chairman asked the meeting for voting.

Resolution After consideration, the meeting approved the appointment of the auditor and the audit fee 2020 with the majority vote as below.

Approval	44,767,288	votes	equivalent to	100 %
Disapproval	0	votes	equivalent to	0 %
Abstention	0	votes	equivalent to	0 %
Void	0	votes	equivalent to	0 %
Total	44,767,288	votes	equivalent to	100 %

Agenda 7 : Other business

Because there was no additional agenda so the chairman asked the meeting for opinions. There were questions as the following.

Mr. Bunyong Apiraklaosakul (shareholder)

Q: The company has many assets. According to page 40 of the Thai financial statement, the company has short-term investment more than 1,200 million Baht which maybe bank deposit. But in the present, the interest rate of deposit is quite low and deposit assurance is limited at 5 million Baht. The shareholder asked the company to be careful for investment. Moreover, the company should consider the change from the unappropriated retained earning to retained earning and consider the dividend payment. Toray Industries, Inc. will receive the most benefit.

A: The company will consider the assets management and risk management. By the way, the company will still emphasize the business growth mainly.

Mr. Suchon Nisamaneepong (Shareholder)

Q: The shareholder advised the company to pay more dividend rate in the first period because it will motivate the share price and maintain the reputation of the company.

A: The dividend payment depends on the operation result, financial structure and future investment. The management will manage for the better result and make the share be more interesting and attractive for shareholders.

Q: There are 8 executive directors. The company should appoint more Thai directors

A: The company realizes the potential managers from new generation and assigns them more roles. If there are suitable in the future, the company will consider the adjustment.

Mr. Nithiphoom Durongwattana (Shareholder)

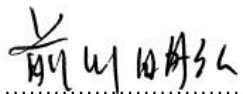
Q: When amalgamating, the company set the sales amount at 10,000 million Baht in short-term. At the present, does the company still have that policy? When will be achieved? What is the company's investment target? The shareholder suggested the company to set proactive policy about promoting the company to investors such as investor relations

A: When amalgamating, the company set the sales target at 15,000 million Baht within 2025. At the present, the company still does not have a plan to adjust the target although the company is affected from the corona virus. For company promotion, the company will promote new businesses for business expansion.

There were additional shareholders joined during the meeting so the final number of shareholders in the end of the meeting was as the following.

Attended in person	33	persons	representing	1,275,792	shares equivalent	2.2057 %
Attended by proxy	27	persons	representing	43,491,496	shares equivalent	75.1928 %
Total	60	persons	representing	44,767,288	shares equivalent	77.3985 %

The chairman declared to adjourn the meeting at 1.00 p.m.



.....

(Mr. Akihiro Maekawa)

The Chairman of the Board

บริษัท โทเร เท็กซ์ไทล์ (ประเทศไทย) จำกัด (มหาชน)
TORAY TEXTILES (THAILAND) PUBLIC COMPANY LIMITED
 รายละเอียดการเสนอขอจัดสรรกำไรสะสม
UNAPPROPRIATED OF RETAINED EARNINGS
 สำหรับงบการเงินประจำปี 2563
Financial statements for the year 2020

หน่วย : บาท

Unit : Baht

กำไรสำหรับงวด [1 เมษายน 2563 - 31 มีนาคม 2564] (552,372,769.18)
Profit for the period [1 April 2020 - 31 March 2021]

กำไรสะสม**Retained Earnings**

กำไรสะสมที่ยังไม่ได้จัดสรรยกมาต้นงวด	ณ วันที่ 31/3/2563	4,798,045,734.05
Unappropriated - Beginning brought forward	at 31/3/2020	
ผลกระทบจากการเปลี่ยนแปลงนโยบายการบัญชี (สุทธิจากภาษี)	ณ วันที่ 1/4/2563	15,536,000.00
Impact of changes in accounting policies (net of tax)	at 1/4/2020	<hr/>
รวมกำไรสะสมที่ยังไม่ได้จัดสรร		4,813,581,734.05
Total Unappropriated		

กำไรสะสมที่จัดสรรแล้ว

Appropriated:-

เงินปันผลงวดสุดท้ายสำหรับปี 2562 [1 เมษายน 2562 - 31 มีนาคม 2563]		
Final Dividend for the year 2019 [1 April 2019 - 31 March 2020]		
เงินปันผลจ่าย 1.70 บาท / หุ้น	ณ วันที่ 28/8/2563	(98,328,000.00)
Dividend paid 1.70 Baht / Share	at 28/8/2020	
เงินปันผลระหว่างกาลสำหรับปี 2563 [1 เมษายน 2563 - 31 มีนาคม 2564]		
Interim Dividend for the year 2020 [1 April 2020 - 31 March 2021]		
เงินปันผลจ่าย 0.50 บาท / หุ้น	ณ วันที่ 22/1/2564	(28,920,000.00)
Dividend paid 0.50 Baht / Share	at 22/1/2021	<hr/>
กำไรสะสมที่ยังไม่ได้จัดสรรยกมาปลายงวด	ณ วันที่ 31/3/2564	4,133,960,964.87
Unappropriated - Ending Balance	at 31/3/2021	

เสนอให้ :

Proposed for :

จ่ายเงินปันผลงวดสุดท้าย 0.50 บาท / หุ้น	ณ วันที่ 27/8/2564	28,920,000.00
Final Dividend 0.50 Baht / Share	at 27/8/2021	
จ่ายจากกำไรสะสมที่เสียภาษีเงินได้นิติบุคคลอัตราร้อยละ 30		
Paid from retained earnings subjected to income tax rate 30%		<hr/>

กำไรสะสมที่ยังไม่ได้จัดสรรหลังจากเสนอจ่ายเงินปันผลแล้วคงเหลือ 4,105,040,964.87
 Unappropriated Retained Earnings Balance after dividend proposed

The independent directors proposed by the Company as proxies of shareholders

Name	Age	Position	Address	Having interest on the proposed agenda
Mr. Ekchai Chansue	64	Independent Director and Audit Committee	258 Nanglingjee Road, Chongnonsee, Yannawa, Bangkok 10310	Having interest in Agenda 6 to consider the remuneration of audit committee

Dividend Policy

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

Profile of re-elected directors proposed to shareholders' meeting

Mr. Akihiro Maekawa

Type of Director	Executive Director
Present Position	Chairman and Managing Director Toray Textiles (Thailand) Public Company Limited
Age	54 Years
Nationality	Japanese
Education Background	Bachelor Degree of Textile Engineering, Kyoto Institute of Technology, Japan
Training	-
Company Shareholding	277 Shares (as of January 2, 2021)
No. of years as Director	1 Year 9 Months (as of March 31, 2021)
Work Experience	2018 - 2019 Chairman and Managing Director Luckytex (Thailand) Public Company Limited Director, Toray Industries (Thailand) Co., Ltd. 2015 - 2018 Deputy Managing Director, Penfabric Sdn. Berhad 2014 - 2015 Manager, Industrial Materials and Fibers Technical Sect., Textiles Technical Dept., Toray Industries, Inc. 2011 - 2014 Manager, Textile Planning Sect., Textiles Technical Dept., Toray Industries, Inc. 2006 - 2011 Senior Staff, Technology Center Planning Dept., Toray Industries, Inc.
Meeting Attendance 2020	Board of Director's Meeting 6/6 times
Remark	(A) No any position in other <u>listed company</u> (B) No any position in other <u>non-listed company</u> (C) No director or executive position in the other companies which might have conflicts of interest with the company

Profile of re-elected directors proposed to shareholders' meeting



Mr. Yoshihiro Hamaguchi

Type of Director	Executive Director
Present Position	Director and General Manager, Production Division Toray Textiles (Thailand) Public Company Limited
Age	51 Years
Nationality	Japanese
Education Background	Master Degree of Mechanical Engineering for Industrial Machinery and Systems, Osaka University, Japan
Training	-
Company Shareholding	None
No. of years as Director	1 Year 9 Months (as of March 31, 2021)
Work Experience	2017 - 2019 Director and General Manager, Production Division Luckytex (Thailand) Public Company Limited 2016 - 2017 Assistant General Manager, Textiles Technical Dept. Toray Industries, Inc. 2011 - 2016 Senior Staff, Textiles Technical Dept. Toray Industries, Inc. 2002 - 2011 Technical Advisor, Spinning Dept. Toray Industries, Inc.
Meeting Attendance 2020	Board of Director's Meeting 6/6 times
Remark	(A) No any position in other <u>listed company</u> (B) No any position in other <u>non-listed company</u> (C) No director or executive position in the other companies which might have conflicts of interest with the company

Profile of re-elected directors proposed to shareholders' meeting



Mr. Yanchai Tantiratapong

Type of Director	Independent Director
Present Position	Audit Committee Toray Textiles (Thailand) Public Company Limited
Age	59 Years
Nationality	Thai
Education Background	Master Degree of International Affairs, Columbia University, USA
Training	- Director Certificate Program by Institute of Directors (IOD) - Audit Committee Program by Institute of Directors (IOD) - Monitoring the system internal control and risk management by Institute of Directors (IOD) - Monitoring the internal audit function by Institute of Directors (IOD) - Monitoring the quality of financial reporting by Institute of Directors (IOD)
Company Shareholding	None
No. of years as Director	1 Year 9 Months (as of March 31, 2021)
Work Experience	2007 - present Senior Vice President and Department Manager, Investment Dept., Bangkok Bank PCL. 2008 – 2019 Independent Director and Chairman of Audit Committee Thai Toray Textile Mills Public Company Limited
Meeting Attendance 2020	Board of Director's Meeting 4/6 times Audit Committee's Meeting 2/4 times
Remark	(1) No director or executive position in the other companies which might have conflicts of interest with the company (2) The following relationships with the company, head office, affiliated companies, subsidiary companies or potential juristic person(s) at present or in the past 2 years; - Not an executive director, officer, employee or advisor with certain salary - Not a professional service provider (such as auditor or legal advisor) - No business relationship in a significant way that may hamper his independent duties (such as buying/selling raw material/goods/service, lending or borrowing money)

The nomination of the company's director

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

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

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

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

The qualification of independent director

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

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

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

CHAPTER 5
MEETING OF SHAREHOLDERS

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

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

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

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

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

Voting that is regarded that one (1) share has one (1) vote shall not apply to the case where the Company has issued preference shares and has designated that they are entitled to voting right less than or more than that of ordinary shares.
44. Unless otherwise provided by the Public Limited Company Law, the relevant regulation or this Articles of Association, a resolution of the meeting of shareholders shall be supported by the majority of votes of the shareholders attending the meeting with voting rights. In the event of a tie vote, the meeting chairman shall have the casting vote.

45. Business to be transacted in the annual general meeting of shareholders at least shall have the following matters:
- (1) To acknowledge the annual report of the Board of Directors
 - (2) To approve the Balance Sheet and Profit & Loss Account.
 - (3) To approve the allocation of the profit.
 - (4) To elect directors in replacement of directors who retiring by rotation and to fix their remuneration.
 - (5) To appoint the auditor and to fix the auditing remuneration.
 - (6) To consider other business (if any)
46. The Board of Directors shall be responsible for recording and reporting of meeting minutes for annual general shareholder meetings, extraordinary general shareholder meetings and the Board of Directors' meeting in both Thai and English versions.

Guidelines for Shareholders Meeting via electronic media (E-AGM)

Shareholders or proxies who want to attend the 2021 Annual General Meeting of Shareholders must submit their requests and documents of identification as specified to the Company. After the Company has checked the accuracy and the completeness of the information according to the shareholders name as the information on the closing of the register book of shareholders entitled to attend the Annual General Meeting of Shareholders for the year 2021 scheduled on June 23, 2021, the electronic meeting service provider (OJ International Co., Ltd.) will send a link for attending the meeting and a manual for using the electronic meeting system to the email that you have informed the company. The link will be sent 2 days in advance before the meeting date.

***** This Shareholders Meeting will be an electronic meeting (E-AGM) only and will not hold the physical meeting. Please do not come to the company *****

In the case that a shareholder would like to submit a request to attend the meeting via electronic media (E-AGM), please proceed the following processes.

1. Please fill in ' The request form for attending the 2021 Annual General Meeting of Shareholders via electronic media (E-AGM) '. Please specify your e-mail address and mobile phone number clearly for the meeting registration.
2. Attach a copy of government-issued identification documents to confirm the right to attend the E-AGM meeting.

2.1 Shareholder who is the natural person

- In the case of shareholder wants to attend the electronic meeting **in person** (E-Meeting)
 - A copy of government-issued identification documents that has not expired such as ID card, government identification card, driving license or passport (In the case of a foreigner). If the shareholder changes the name-surname, please attach the evidence supporting the change of name-surname.
- In the case of shareholder **gives a proxy** to another person to attend the electronic meeting (E-Meeting)
 - Proxy (According to the form attached with the invitation letter). The proxy is asked to be filled in the information correctly and completely and signed by the grantor and the proxy. If important messages are edited, the original message must be crossed out and the grantor must sign everywhere.

*** The Company recommends to give a proxy to Mr. Ekchai Chansue, Audit Committee Member and Independent Director ***

* The proxy form must be affixed with 20 Baht of duty stamp, crossed out and filled in the date which the proxy is made so that the proxy form is valid and legally binding. *

- A copy of government-issued identification documents of the grantor that has not expired such as ID card, government identification card, driving license or passport (In the case of a foreigner) and signed by the grantor. If the grantor changes the name-surname, please attach the evidence supporting the change of name-surname.
- A copy of government-issued identification documents of the proxy that has not expired such as ID card, government identification card, driving license or passport (In the case of a foreigner) and signed by the proxy.

2.2 Shareholder who is the juristic person

- In the case of authorized director wantd to attend the electronic meeting **in person** (E-Meeting)
 - A copy of the juristic person registration certificate issued by the Ministry of Commerce not more than 1 year prior to the date of the shareholders' meeting. The authorized director shall sign to certify the copy and seals the juristic person's seal.
 - A copy of government-issued identification documents of the authorized director that has not expired such as ID card, government identification card, driving license or passport (In the case of a foreigner) and signed by the authorized director.
- In the case of the juristic person **gives a proxy** to another person to attend the electronic meeting (E-Meeting)
 - Proxy (According to the form attached with the invitation letter). The proxy is asked to be filled in the information correctly and completely and signed by the authorized director and the proxy. If important messages are edited, the original message must be crossed out and the grantor must sign everywhere.

* The Company recommends to give a proxy to Mr. Ekchai Chansue, Audit Committee Member and Independent Director *

* The proxy form must be affixed with 20 Baht of duty stamp, crossed out and filled in the date which the proxy is made so that the proxy form is valid and legally binding. *

- A copy of the juristic person registration certificate issued by the Ministry of Commerce not more than 1 year prior to the date of the shareholders' meeting. The authorized director shall sign to certify the copy and seals the juristic person's seal.
- A copy of government-issued identification documents of the authorized director that has not expired such as ID card, government identification card, driving license or passport (In the case of a foreigner) and signed by the grantor.
- A copy of government-issued identification documents of the proxy that has not expired such as ID card, government identification card, driving license or passport (In the case of a foreigner) and signed by the proxy.

* If the above documents or evidences are not Thai or English, shareholder must present an English translation signed by the shareholder. (In the case of the natural person) or by a authorized director (in case of the juristic person)

3. Submit 'The request form for attending the 2021 Annual General Meeting of Shareholders via electronic media (E-AGM) ' (item 1) and identification documents along with supporting documents (item 2) through 2 channels as the following.

3.1 **By email:** The documents can be sent within **23 July 2021**.

Please send all documents to: chintana.temphuwapat.b8@mail.toray



3.2 **By registered mail:** The document can be sent within **21 July 2021** (By the postage stamp as a criterion). Please send all documents to

Company Secretary
Toray Textiles (Thailand) Public Company Limited
No. 20, Bubhajit Building, 5th Floor, North Sathorn Road,
Silom, Bangrak, Bangkok 10500

Shareholders Meeting via electronic media (E-AGM)

1. On 27 July 2021, the shareholders or proxies who want to attend the meeting and have been fully confirmed, will receive an E-Mail from the meeting organizer, OJ International Co., Ltd, which will be the link for attending the meeting and user manual. Please study the manual of how to use the E-AGM meeting system in detail. If you have not received the E-Mail, please contact OJ International Co., Ltd. immediately by Tel. 097-087-2591 or 097-237-0094 or 099-220-5685 or email OJ@ojconsultinggroup.com.
2. Attendance and voting via electronic media can be used with computer / notebook / tablet and mobile phone via Web Browser: Chrome with 4G internet speed or basic home internet.
3. If shareholders or proxies want to ask about the process of attending the meeting and voting methods via electronic media (E-Meeting), please contact OJ International Co., Ltd. at the phone number specified in the E-Mail of the user manual sending.

Note: In case of attending the meeting via tablet and mobile phone, you must install Zoom Cloud Meeting program before attending the meeting which can be downloaded as follows

iOS	Android
	
https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307	https://play.google.com/store/apps/details?id=us.zoom.videomeetings

4. The meeting system will be opened 60 minutes before the start of the meeting. However, the live broadcast will only start at the time of the meeting.
5. Attendees must use the shareholder registration number and the shareholder's ID card number for logging in to the meeting system.
6. Voting via E-Voting system during the meeting: You can vote for each agenda by voting "Agree" or "Disagree" or "Abstain". In case you do not vote for any agenda, your vote will be automatically counted as "Agree".
7. If attendees have problems in using the E-AGM system, please contact OJ International Co., Ltd. Tel. 097-087-2591 or 097-237-0094 or 099-220-5685.

Submitting questions in advance for shareholders or proxies wanting to attend the meeting via electronic media (E-AGM)

Shareholders or proxies can submit questions in advance related to the agenda by attaching the form together with the request form for attending the 2021 Annual General Meeting of Shareholders via electronic media (E-AGM), proof of identity together with various supporting documents according to the channels and the time limit for the submission of documents above. Shareholders or proxies who attend the meeting on the meeting date can still inquire according to the agenda at the meeting.



'TORAY'

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