



Invitation to the Extraordinary General Meeting of the Shareholders No. 1/2018
of Thai Luxe Enterprises Public Company Limited

Monday, July 16th, 2018

at 13.30 hours

at the Office of Thai Luxe Enterprises Public Company Limited, No. 62-62/1 Moo 2

RorPorChor. U-Tapao Road, Nong Chumphon Sub-district,

Khao Yoi District, Phetchaburi Province

June 29th, 2018

Subject: Invitation to attend the Extraordinary General Meeting of the Shareholders No. 1/2018

Attention: Shareholders of Thai Luxe Enterprises Public Company Limited

Enclosures:

1. A copy of the Minutes of the 2018 Annual Ordinary General Meeting of the Shareholders
2. Information Memorandum on the business restructuring plan
3. Key summary of the warrants to purchase ordinary shares for capital increase of Thai Luxe Enterprises Public Company Limited No. 3 (TLUXE-W3)
4. Key Summary of the private placement to high net-worth investors and/or institutional investors of newly issued convertible debentures with the right of conversion into ordinary shares of Thai Luxe Enterprises Public Company Limited
5. Information Memorandum on issuance, offering and allocation of ordinary shares for capital increase, warrants to purchase ordinary shares for capital increase, and convertible debentures of Thai Luxe Enterprises Public Company Limited
6. Capital increase report form (Form 53-4)
7. Proxy forms A, B and C, Explanation on Proxy Appointment, Registration Procedures, Documents Required for Attending the Meeting, Voting and Vote Counting Procedure
8. Profiles of independent directors for proxy appointment and definition of independent director
9. Articles of Association in respect of the shareholders' meetings
10. Map of the meeting venue

By resolutions of the Board of Directors of Thai Luxe Enterprises Public Company Limited (the "Company") in its Meetings No. 8/2018, held on May 18th, 2018, and No. 9/2018, held on May 30th, 2018, the Extraordinary General Meeting of the Shareholders No. 1/2018 was therefor scheduled to be held on Monday, July 16th, 2018 at 13.30 hours at the Company's office No. 62-62/1, Moo 2, Rorporchor. U-Tapao Road, Nong Chumphon Sub-district, Khao Yoi District, Phetchaburi Province, to consider such matters in accordance with the following agenda:

Agenda Item 1 To consider and certify the Minutes of Annual Ordinary General Meeting of the Shareholders 2018

Purpose and Reason: The Annual General Meeting of Shareholders 2018 was held on April 24, 2018 and a copy of the Minutes was sent to the Stock Exchange of Thailand within the time required by law. It is requested the Extraordinary General Meeting of the Shareholders No. 1/2018 to certify the Minutes of the Annual General Meeting of Shareholders

2018, which the Company sent to the shareholders together with the invitation to this meeting. A copy of the Minutes of the Meeting exhibited in Enclosure 1.

Opinion of the Board: The Board of Directors approved the Minutes of the Annual General Meeting of Shareholders 2018, on April 24, 2018, and agreed that the Minutes of the Meeting had been properly recorded.

Resolution: This agenda must be approved by majority votes of the shareholders present in the meeting and cast their votes.

Agenda Item 2 To consider and approve the Company's business restructuring plan by way of partial business transfer to its subsidiary

Purpose and Reason: In order to reach the Company's strategic plan as to establish business sustainability in long term growth and to create well-defined scope and flexibility for business operation as well as to create more opportunities to find partners or alliances who interest or expertise in each particular businesses, and also to enhance the effectiveness of the Company's operation and management of the group, the Company intends to restructuring plan by ways of Partial Business Transfer (PBT). Under the PBT, the Company will transfer partial of its business i.e. manufacturing of aquatic animal feed (shrimp feed and fish feed) and pet feed ("Business"), including all assets and liabilities in connection with and used for such Business's operation, contracts, licenses, promotional certificates No.2091(2)/2554 No. 1856(2)/2554 and No. 1131(2)/2558 including all personnel related thereto, to the newly incorporated subsidiary for the purpose of business restructuring (the "Subsidiary"), whereby the Company will hold approximately 100% of the registered capital in the Subsidiary.

The Partial Business Transfer shall be done in compliance with the Royal Decree No. 516, B.E. 2554 concerning tax exemption and Notification of the Director-General of Revenue Department re: Rules, Procedures and Conditions for the Partial Business Transfer of Public Limited Company or Limited Company for the purpose of tax exemption (PBT) and other relevant notifications, in order for the Company to be exempt from the value added tax, specific business tax and stamp duty from the transfer of the Business.

The value of such partial business transfer will equal to book value or adjusted book value or fair value, depending on types of assets and liabilities of transferred business as at the Transfer date. The value of the transferred business will depend on the timing of the

occurrence of business transfer. After the Business Restructuring, the Company shall maintain the status as listed company in the Stock Exchange of Thailand (SET).

In addition, the Partial Business Transfer to the Subsidiary is planned to start and finish within the fiscal year of 2018 (B.E. 2561). Details of the business reorganization plan as per the Enclosure 2.

This Partial Business Transfer is the Company's group businesses restructuring, therefore it has no significant impact to total assets of the Company. This transaction does not consider as an asset acquisition transaction of listed company under the Notification of the Capital Market Supervisory Board No. Tor Jor. 20/2551 regarding Rules for Entering into Substantial Transactions within the Definition of an Acquisition or Disposal of Assets dated 31 August B.E. 2551 (and its amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand regarding Disclosure and Compliance by Listed Companies relating to Acquisition or Disposal of Assets B.E. 2547 dated 29 October B.E. 2547 (and its amendments). However, this Partial Business Transfer is considered as a transferring significant part of the business that falls under Clause 107 (2) (a) of the Public Company Act B.E. 2535 (and its amendments) which requires the shareholders' approval with at least three-fourth of total votes of shareholders attending the meeting and entitled to vote.

Opinion of the Board: It is appropriate to propose to the Meeting of Shareholders to consider and approve the re-structuring plan as per the said objects and reasons by the transfer of partial business of the Company (PBT), i.e. manufacturing of aquatic animal feed (shrimp feed and fish feed) and pet feed to the Subsidiary in accordance with the Royal Decree No. 516, B.E. 2554 concerning tax exemption and Notification of the Director-General of Revenue Department re: Rules, Procedures and Conditions for the Partial Business Transfer of Public Limited Company or Limited Company for the purpose of tax exemption (PBT). In addition, for a convenient of the business restructuring, the Board of Director's Meeting resolved to propose to the Extraordinary General Meeting to consider and approve the authorization of the Executive Committee of the Company and/or any person authorized by the Executive Committee to perform as follows:

- 1) To perform any acts which relate to or are necessary for the business restructuring through partial business transfer to the Subsidiary, including (but not limited to) determination or changing of the transfer date, determination or changing of sale price of partial business transfer as well as the amount of the Subsidiary's registered capital in order to be

consistent with the value of the transferred business to be in accordance with the rules, procedures and conditions for the partial business transfer of public limited company or limited company for the purpose of tax exemption (PBT) and other relevant notifications of the Director-General of Revenue Department;

- 2) To consider, amend and/or revise the plan and/or procedures of the business restructuring as necessary and appropriate in order to fit the situation of the Company and to avoid any effects on or disruption in the business restructuring transaction, or to provide flexibility to the business restructuring implementation;
- 3) To prepare, negotiate and/or execute the partial business transfer agreement and/or any agreements that related thereto, as well as to prepare and sign of any applications and/or other related documents to the business restructuring by partial business transfer, including to contact, prepare and/or submit any applications and/or documents to the relevant authorities; and
- 4) To perform any other actions which necessary or relevant to the completion of the business restructuring processes.

Resolution: This agenda must be approved by a vote of not less than three-fourths of the total shareholders present in the Meeting and eligible to vote

Agenda Item 3 To consider and approve the appointment of the Company's auditor to certify the status of affiliation between the Company and the Subsidiary to be established for acceptance of partial business transfer

Purpose and Reason: In order to comply with Article 7 of the Notification of the Director-General of Revenue Department re: Rules, Procedures and Conditions for the Partial Business Transfer of Public Limited Company or Limited Company for the purpose of tax exemption (PBT) dated 27 September B.E. 2554 which specifies that the auditors of the company transferring business and of the company accepting transfer of business must possess the qualifications under Section 3 septies of the Revenue Code, and must be the person who certify the results of business operation and the relationship as affiliate companies..

Opinion of the Board: It is appropriate to propose to the Meeting of Shareholders to consider and approve the authorization of the auditors of the Company i.e. Mr. Jadesada Hungsapruerk, a certified public auditor with registration no. 3759 and/or Mr. Jirote Sirirorote, a certified public auditor with registration no. 5113 and/or Miss Kannika Wipanurat, a certified public auditor with registration no. 7305 of Karin audit Company Limited, to certify accounting in the period of business transfer and to certify the results of operations and the status of affiliation between

the Company and the Subsidiary to be established for partial business transfer, in order to comply with Notification of the Director-General of Revenue Department re: Rules, Procedures and Conditions for the Partial Business Transfer of Public Limited Company or Limited Company for the purpose of tax exemption (PBT) dated 27 September B.E. 2554.

Resolution: This agenda must be approved by majority votes of the shareholders present in the meeting and cast their votes.

Agenda Item 4 To consider the amendment of the Company's business objectives and approve the amendment of Clause 3 Business objectives of the Memorandum of Association to be in line with the amendment of the Company's business objectives

Purpose and Reason: The Board of Directors' Meeting No. 9/2018, held on May 30, 2018, resolved to propose the Shareholders' Meeting to consider and approve the amendment of company objectives and No.3 Memorandum of Association in congruent with the addition of Company's objectives from 60 objectives to 61 objectives by adding following details:

- (61) To engage in the sale of real estate, property development, renting and subletting of real estate, or space renting for trading or manufacturing purposes, or to be used as commercial building to carry on shopping mall, shopping centre, services center, theater, hotel, restaurant, research center, educational center, convention hall, conference room, office, clinic, bank, parking lot, or other public building, as well as the provision of services related and necessary for the aforementioned businesses, e.g. electricity system, water supply system, telecommunication system, and other relevant public utilities.

Amendment of Memorandum of Association in Clause 3 to be in line with the addition of the Company's objectives as follows:

Current: "Clause 3 the Company has 60 objectives. The detail is according to form BMJ. 002 as attached."

New: "Clause 3 the Company has 61 objectives. The detail is according to form BMJ. 002 as attached."

Opinion of the Board: It is appropriate to propose to the Meeting of Shareholders to consider and approve the amendment of Clause 3 Business objectives of the Memorandum of Association to be in line with the amendment of the Company's business objectives

Resolution: This agenda must be approved by a vote of not less than three-fourths of the total shareholders present in the Meeting and eligible to vote

Agenda Item 5 To consider and approve the issuance and allocation of warrants to purchase newly issued ordinary shares of the Company No. 3 (TLUXE-W3) to the Company's existing shareholders, in accordance with shareholding percentage (Right Offering)

Purpose and Reason: The Board of Directors' Meeting No. 9/2018, held on May 30, 2018, resolved to propose the Shareholders' Meeting to consider and approve the issuance and allocation of the warrants to purchase ordinary shares for capital increase of the Company No. 3 (TLUXE-W3) to the Company's existing shareholders according to their shareholding percentage (Right Offering) (the "Warrants") in the amount of not exceeding 140,762,672 units, free of charge, at the ratio of 4 existing ordinary shares to 1 unit of the Warrants (any fraction thereof shall be discarded), for a term of not exceeding 3 years from the issuance date of the Warrants, at the exercise ratio of 1 unit to 1 ordinary share for capital increase, and at the exercise price of Baht 2 per share. In this regard, the Company shall consider allocating not exceeding 140,762,672 ordinary shares for capital increase of the Company at the par value of Baht 1 per share to accommodate the exercise of the Warrants.

The details of the Warrants are described in the Key Summary of the Warrants to Purchase Ordinary Shares for Capital Increase of Thai Luxe Enterprises Public Company Limited No. 3 (TLUXE-W3) (Enclosure 3).

In this connection, in order to ensure that the terms and conditions for the Warrants shall be appropriate to the circumstances of the capital and financial markets, taking into account the benefits of the Company and the shareholders, the Shareholders' Meeting is requested to consider and approve the authorization of the Chairman of the Executive Committee or the Chief Executive Officer or the person entrusted by the Chairman of the Executive Committee or the Chief Executive Officer to take any actions necessary for and in connection with the issuance and allocation of the Warrants in compliance with the law, including but not limited to the power to (1) set out and amend any rules, terms, conditions and other details relating to the issuance and allocation of the Warrants, including the record date to determine the list of shareholders entitled to the allocation of the Warrants; (2) negotiate, agree, enter into, amend, add, sign agreements, applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents necessary for and in connection with the issuance and allocation of the Warrants, as well as contact, filing, amendment, addition and signing of the applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents with the Office of the Securities and Exchange Commission (the "SEC"), SET, governmental agencies or relevant authorities in relation to the issuance and allocation of the Warrants and the listing of the Warrants and the ordinary shares for capital increase from the exercise of the Warrants as listed securities on SET; and (3) take

any other arrangements as necessary and appropriate in connection with the issuance and allocation of the Warrants in order to ensure the successful completion of the foregoing arrangements and the issuance and allocation of the Warrants on this occasion.

Opinion of the Board: It is deemed appropriate for the Shareholders' Meeting to approve the issuance and allocation of the Warrants to purchase ordinary shares for capital increase of the Company No. 3 (TLUXE-W3) to the Company's existing shareholders according to their shareholding percentage (Right Offering) as per the proposed details in all respects. In this respect, please refer to further details of the Board of Directors' opinion on the issuance and allocation of the Warrants in Information Memorandum on Issuance, Offering and Allocation of Ordinary Shares for Capital Increase, Warrants to Purchase Ordinary Shares for Capital Increase, and Convertible Debentures of Thai Luxe Enterprises Public Company Limited (Enclosure 5).

Resolution: This agenda item requires the majority of votes of the shareholders present and casting their votes at the Meeting.

Agenda Item 6 To consider and approve the issuance, offering and allocation of newly issued convertible debentures with the right of conversion into the Company's ordinary shares by way of private placement to high net-worth investors and/or institutional investors

Purpose and Reason: The Board of Directors' Meeting No. 9/2018, held on May 30, 2018, resolved to propose the Shareholders' Meeting to consider and approve the issuance, offering and allocation of the newly issued convertible debentures with the right of conversion into ordinary shares of the Company (the "**Convertible Debentures**") in the amount of not exceeding 980,000 units, at the offering price of Baht 1,000 per unit, representing the total offering value of not exceeding Baht 980,000,000 by way of private placement to high net-worth investors and/or institutional investors, which are not the Company's connected persons and have no relationship with the Company, nor do they operate the same business as the Company, for a term of not exceeding 3 years from the issuance date of the Convertible Debentures, at the conversion ratio of 1 unit to 142 ordinary shares for capital increase (any fraction thereof shall be discarded), and at the conversion price of Baht 7 per share. In this regard, the Company shall consider allocating not exceeding 140,000,000 ordinary shares for capital increase of the Company at the par value of Baht 1 per share to accommodate the exercise of the right of conversion of the Convertible Debentures.

The details of the Convertible Debentures are described in the Key Summary of the Private Placement to high net-worth investors and/or institutional investors of Newly Issued

Convertible Debentures with the Right of Conversion into Ordinary Shares of Thai Luxe Enterprises Public Company Limited (**Enclosure 4**).

In this connection, in order to ensure that the terms and conditions for the Convertible Debentures shall be appropriate to the circumstances of the capital and financial markets, taking into account the benefits of the Company and the shareholders, the Shareholders' Meeting is requested to consider and approve the authorization of the Chairman of the Executive Committee or the Chief Executive Officer or the person entrusted by the Chairman of the Executive Committee or the Chief Executive Officer to take any actions necessary for and in connection with the issuance, offering and allocation of the Convertible Debentures in compliance with the law, including but not limited to the power to (1) set out and amend any rules, terms, conditions and other details relating to the issuance, offering and allocation of the Convertible Debentures as appropriate, including the terms and conditions of the Convertible Debentures, the issuance date of the Convertible Debentures, the number of ordinary shares to accommodate the conversion of the Convertible Debentures, the par value, the calculation and method of payment of interest, conversion period, redemption of the Convertible Debentures or the events where the Company shall be required to issue new shares to accommodate the conversion, and the conditions of adjustment of the right of conversion; (2) appoint advisors and various persons (e.g., financial advisor, underwriter of the Convertible Debentures) in connection with the application for permission, contact and provision of information as well as filing of documents and evidence with the relevant authorities or any other events in connection with the issuance and offering of the Convertible Debentures as appropriate; (3) negotiate, agree, enter into, amend, add, sign agreements, applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents necessary for and in connection with the issuance, offering and allocation of the Convertible Debentures, as well as contact, filing, amendment, addition and signing of the applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents, with the SEC, SET, governmental agencies or relevant authorities in relation to the issuance, offering and allocation of the Convertible Debentures and the listing of the Convertible Debentures and the ordinary shares for capital increase from the conversion of the Convertible Debentures as listed securities on SET; and (4) take any other arrangements as necessary and appropriate in connection with the issuance, offering and allocation of the Convertible Debentures in order to ensure the successful completion of the foregoing arrangements and the issuance, offering and allocation of the Convertible Debentures on this occasion.

Opinion of the Board: It is deemed appropriate for the Shareholders' Meeting to approve the issuance, offering and allocation of the Company's Convertible Debentures by way of private placement to high net-worth investors and/or institutional investors as per the proposed details in all respects. In this respect, please refer to further details of the Board of Directors' opinion on the issuance, offering and allocation of the Convertible Debentures in Information Memorandum on Issuance, Offering and Allocation of Ordinary Shares for Capital Increase, Warrants to Purchase Ordinary Shares for Capital Increase, and Convertible Debentures of Thai Luxe Enterprises Public Company Limited (**Enclosure 5**).

Resolution: This agenda item requires not less than three-fourths of all votes of the shareholders present and entitled to vote at the Meeting.

Agenda Item 7 To consider and approve the Company's registered capital decrease

Purpose and Reason: The Board of Directors' Meeting No. 9/2018, held on May 30, 2018, resolved to propose the Shareholders' Meeting to consider approving the Company's registered capital decrease by Baht 5,400,833, from the current registered capital of Baht 568,451,520 to be Baht 563,050,687, by way of cancellation of 5,400,833 ordinary shares at the par value of Baht 1 per share, which were not issued to accommodate the warrants to purchase ordinary shares for capital increase of Thai Luxe Enterprises Public Company Limited No. 2 (TLUXE-W2) and the warrants to purchase ordinary shares for capital increase offered to the Company's directors and employees No. 2 (ESOP-W2), after expiration of their respective last exercise periods.

Opinion of the Board: It is deemed appropriate for the Shareholders' Meeting to approve the Company's registered capital decrease as per the proposed details in all respects.

Resolution: This agenda item requires not less than three-fourths of all votes of the shareholders present and entitled to vote at the Meeting.

Agenda Item 8 To consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the Company's registered capital decrease

Purpose and Reason: The Board of Directors' Meeting No. 9/2018, held on May 30, 2018, resolved to propose the Shareholders' Meeting to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the Company's registered capital decrease, as follows:

"Clause 4. The Company's capital is Baht 563,050,687 (Five Hundred Sixty-Three Million Fifty Thousand Six Hundred and Eighty-Seven Baht)

divided into 563,050,687 shares (five hundred sixty-three million fifty thousand six hundred and eighty-seven shares)

at the par value of Baht 1 (One Baht) per share

divided into

Ordinary shares 563,050,687 shares (five hundred sixty-three million fifty thousand six hundred and eighty-seven shares)

Preferred shares - shares (-)."

Opinion of the Board: It is deemed appropriate for the Shareholders' Meeting to approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the Company's registered capital decrease as per the proposed details in all respects.

Resolution: This agenda item requires not less than three-fourths of all votes of the shareholders present and entitled to vote at the Meeting.

Agenda Item 9 To consider and approve the Company's registered capital increase

Purpose and Reason: The Board of Directors' Meeting No. 9/2018, held on May 30, 2018, resolved to grant approval to propose the Shareholders' Meeting to consider approving the Company's registered capital increase by Baht 280,762,672, from the current registered capital of Baht 563,050,687 to be Baht 843,813,359, by way of issuance of not exceeding 280,762,672 ordinary shares for capital increase at the par value of Baht 1 per share, as per the following details:

- 1) Capital increase by Baht 140,762,672, by way of issuance of 140,762,672 ordinary shares for capital increase at the par value of Baht 1 per share to accommodate the exercise of the Warrants, as per the details of the Warrants in the Key Summary of the Warrants to Purchase Ordinary Shares for Capital Increase of Thai Luxe Enterprises Public Company Limited No. 3 (TLUXE-W3) (Enclosure 3).
- 2) Capital increase by Baht 140,000,000, by way of issuance of 140,000,000 ordinary shares for capital increase at the par value of Baht 1 per share to accommodate the conversion of the Convertible Debentures, as per the details of the Convertible Debentures in the Key Summary of the Private Placement to high net-worth investors and/or institutional investors of Newly Issued Convertible Debentures with the Right of Conversion into Ordinary Shares of Thai Luxe Enterprises Public Company Limited (Enclosure 4).

Opinion of the Board: It is deemed appropriate for the Shareholders' Meeting to approve the Company's registered capital increase as per the proposed details in all respects. In this regard, please refer to further details of the Board of Directors' opinion on the Company's registered capital increase in the Information Memorandum on Issuance, Offering and Allocation of Ordinary Shares for Capital Increase, Warrants to Purchase Ordinary Shares for Capital Increase, and Convertible Debentures of Thai Luxe Enterprises Public Company Limited (Enclosure 5) and the Capital Increase Report Form (Form 53- 4) (Enclosure 6).

Resolution: This agenda item requires not less than three-fourths of all votes of the shareholders present and entitled to vote at the Meeting.

Agenda Item 10 To consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the Company's registered capital increase

Purpose and Reason: The Board of Directors' Meeting No. 9/2018, held on May 30, 2018, resolved to grant approval to propose the Shareholders' Meeting to consider approving the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the Company's registered capital increase, as follows:

"Clause 4. The Company's capital is Baht 843,813,359 (Five Hundred Forty-Three Million
Eight Hundred Thirteen Thousand
Three Hundred and Fifty-Nine Baht)
divided into 843,813,359 shares (eight hundred forty-three million eight
hundred thirteen thousand three hundred and
fifty-nine shares)
at the par value of Baht 1 (One Baht) per share
divided into
Ordinary shares 843,813,359 shares (eight hundred forty-three million eight
hundred thirteen thousand three hundred and
fifty-nine shares)
Preferred shares - shares (-)."

Opinion of the Board: It is deemed appropriate for the Shareholders' Meeting to approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the Company's registered capital increase as per the proposed details in all respects.

Resolution: This agenda item requires not less than three-fourths of all votes of the shareholders present and entitled to vote at the Meeting.

Agenda Item 11 To consider and approve the allocation of newly issued ordinary shares for capital increase of the Company to accommodate the exercise of warrants to be issued and allocated to the Company's existing shareholders according to their shareholding percentage (Right Offering) and to accommodate the conversion of the Convertible Debentures to be issued, offered and allocated by way of private placement to high net-worth investors and/or institutional investors

Purpose and Reason: The Board of Directors' Meeting No. 9/2018, held on May 30, 2018, resolved to propose the Shareholders' Meeting to consider and approve the allocation of not exceeding 280,762,672 ordinary shares for capital increase at the par value of Baht 1 per share, as per the following details:

- 1) Allocation of not exceeding 140,762,672 ordinary shares for capital increase at the par value of Baht 1 per share to accommodate the exercise of the Warrants as per the details of the Warrants in the Key Summary of the Warrants to Purchase Ordinary Shares for Capital Increase of Thai Luxe Enterprises Public Company Limited No. 3 (TLUXE-W3) (Enclosure 3).
- 2) Allocation of not exceeding 140,000,000 ordinary shares for capital increase at the par value of Baht 1 per share to accommodate the conversion of the Convertible Debentures as per the details of the Convertible Debentures in the Key Summary of the Private Placement to high net-worth investors and/or institutional investors of Newly Issued Convertible Debentures with the Right of Conversion into Ordinary Shares of Thai Luxe Enterprises Public Company Limited (Enclosure 4).

Opinion of the Board: It is deemed appropriate for the Shareholders' Meeting to approve the allocation of the Company's ordinary shares for capital increase as per the proposed details in all respects. In this regard, please refer to further details of the Board of Directors' opinion on the allocation of the Company's ordinary shares for capital increase in the Information Memorandum on Issuance, Offering and Allocation of Ordinary Shares for Capital Increase, Warrants to Purchase Ordinary Shares for Capital Increase, and Convertible Debentures of Thai Luxe Enterprises Public Company Limited (Enclosure 5) and the Capital Increase Report Form (Form 53-4) (Enclosure 6).

Resolution: This agenda item requires the majority of votes of the shareholders present and casting their votes at the Meeting.

Agenda Item 12 To consider other matters (if any)

In the consideration and approval of agenda item 5 (to consider and approve the issuance and allocation of the warrants to purchase ordinary shares for capital increase of the Company No. 3 (TLUXE-W3) to the Company's existing shareholders according to their shareholding percentage (Right Offering)) and agenda item 6 (to consider and approve the issuance, offering and allocation of newly issued convertible debentures with the right of conversion into the Company's ordinary shares by way of private placement), should both of these agenda items not be approved by this Extraordinary General Meeting of the Shareholders No. 1/2018, the other agenda items 7 to 11, which interrelate and are conditional with one another, shall not be considered accordingly. However, should either agenda item 5 or 6 be approved by this Extraordinary General Meeting of the Shareholders No. 1/2018, agenda items 7 to 11, which interrelate and are conditional with one another only in respect of the capital increase and the allocation of shares to accommodate the securities approved by this Extraordinary General Meeting of the Shareholders No. 1/2018 shall be considered.

All shareholders are invited to attend the Meeting on the date and at the time and place indicated above, as per the details in **Enclosure 10**. Should any shareholder intend to attend this Meeting in person, please bring ID card, civil servant ID card, driving license or passport (in case of a foreigner) for the purpose of identification to attend the Meeting.

Should you be unable to attend the Meeting in person, please appoint a proxy to attend the Meeting on your behalf, using the Proxy Form, and please refer to the explanation on proxy appointment and documents required to attend the Meeting, as per the details in **Enclosure 7**.

Very truly yours,

Pittaporn Glinfuang

(Air Chief Marshal Pittaporn Glinfuang)

Board Chairman

Thai Luxe Enterprises Public Company Limited

(Translation)

Minutes of 2018 annual common shareholder meeting
Thai Luxe Enterprise PCL

Date, time and location of the meeting

The 2018 annual common shareholder meeting of Thai Luxe Enterprise PCL (“Company”) was held on Tuesday 24 April 2018 at 13.45 hours at the meeting room #62-62/1 Ror Por Chor U-Tapao Road, Nong Chumpol Sub-District, Khao Yoi District, Petchaburi Province.

Commencement of the meeting

Air Chief Marshal Pitthaporn Glinfueng, chairman of the board, acting as the meeting chairman (“Chairman”) declared the meeting opened and welcomed the shareholders and their nominees. He assigned Ms. Pattra Dhamsermsang, the meeting’s master of ceremony (“MC”), to conduct the meeting. Before the meeting started, the MC explained to the meeting about the guidelines on the meeting, voting procedure and other details as follows.

As of the date that the shareholders who are eligible to participate in the meeting is announced (i.e. the Record Date) which falls on 28 March 2018, there were 2,098 shareholders owning 563,050,687 shares. In this meeting, there are those shareholders who represent themselves and the shareholder nominees which together totaled 34 individuals owning 229,665,124 shares or 40.79% of outstanding shares, meeting the minimum required for the quorum per related laws and the company’s guidelines i.e. according to the guideline no. 34 i.e. in a shareholder meeting there must be shareholders and shareholder nominees of not less than the ratio of one out of three of the company’s total outstanding shares. Therefore, the abovementioned number meet the quorum requirements.

The MC introduced the directors and the company’s management members who are present at the meeting to answer shareholders’ questions as follows.

Directors and management members who were at the meeting

- | | |
|-------------------------------------|--|
| 1. ACM Pitthaporn Glinfueng | Chairman of the Board |
| 2. Pol.Lt.Col. Thienrath Vichiensan | Chairman of the Audit Committee and independent director |
| 3. Dr. Pongrak Chindasombatcharoen | Vice Chairman, Chairman of Executive Committee and Chairman of the Investment Committee |
| 4. General Chaowarit Prapajit | Director, Executive Director, member of the Investment Committee and Chief Executive Officer (CEO) |
| 5. Dr. Denchai Akaradachachai | Director and Executive Director |
| 6. Mrs Natee Chuansanit | A member of the Audit Committee and an independent director |
| 7. Mr. Teerawit Tanakijsoontorn | A member of the Audit Committee and an independent director |
| 8. Mr. Suwit Wannasirisook | Director, Executive Director, a member of Investment Committee |

(Translation)

and a Director of the Finance & Accounting Department

9. Mrs. Kanokwan Wannabuit

Director, Executive Director and Director of the Office of Strategy and Policy

10. Ms. Phatcharada Jutaprateep

Director, Executive Director and Director of the Company's Secretary Office

Other participants in the meeting

- | | | |
|----|---------------------------------|--|
| 1. | Khun Sirirat Sricharoensap | Auditor from EY Office Co., Ltd. |
| 2. | Khun Narissara Puttiwutikul | Auditor from EY Office Co., Ltd. |
| 3. | Khun Narissara Sawaisaenyakorn | Legal Consultant from Dherakupt International Law Office Co., Ltd. |
| 4. | Khun Kamolchanok Leelaratanakul | Legal Consultant from Dherakupt International Law Office Co., Ltd. |

There are 9 agendas to be voted on in the 2018 annual common shareholder meeting per the details included in the invitation letter sent to the shareholders for advance information before the meeting. Before getting into the agenda, the MC explained the meeting guidelines, voting procedure per the following details.

1. On voting, each shareholder can cast 1 vote for 1 share owned.
2. For shareholders who assigned nominees to attend the meeting on their behalf and already voted, the company has already recorded their votes in the computer system. Their nominees (with necessary power of attorney) need not vote again.
3. If any shareholder wishes to ask questions or wishes a director to explain further in any agenda, they should give their name and ask question after the presentation of each agenda.
4. Any shareholder who is a party involved in a conflict of interest transaction in any agenda has no right to vote in that agenda unless it is the agenda for nominating a director or the company may ask the shareholder to temporarily leave the meeting during the discussion of that particular agenda.
5. For any shareholder who disagrees or wishes to abstain from voting, he/she should vote via the voting card handed out during the registration and should raise hand so the company's officials can collect the card. For those who agree and not abstain, it shall be deemed that they have approved the agenda as presented and there is no need to vote via the card. The company shall deduct the disagreed and abstained votes from the total votes cast in the meeting in order to arrive at the final result of each agenda.
6. For those shareholders who gave power of attorney (POA) to their nominees and already voted in each agenda in the POA, the nominees need not cast their vote in the card, the company shall count the vote via the POA.

The MC shall announce to the meeting on the outcome of voting for each agenda. Such outcome takes into account the votes from those shareholders who attend the meeting personally and the nominees

(Translation)

attending on behalf of shareholders who cannot attend the meeting themselves. Each agenda will be based on the number of shares belonging to the shareholders presence during that agenda.

To show transparency and good corporate governance, the company invited representatives from Sakol Teerakupt Law Office Co., Ltd. i.e. Khun Narisara Sawaisanyakorn and Khun Kamolchanok Leelarat-tanakul to act as witnesses in the vote collection and counting at the meeting.

The MC started the meeting per the prepared agenda with details as follows.

Agenda 1 To consider accepting the minutes of 2017 annual common shareholder meeting held on 28 April 2017

The MC explained to the meeting that the company held the 2017 annual common shareholder meeting on 28 April 2017 and mailed a copy of the minutes to the Stock Exchange of Thailand and the Ministry of Commerce within the stipulated timeframe. The shareholders are requested to accept the minutes of the 2017 annual common shareholder meeting (Attachment 1) which the company sent to the shareholders along with the invitation letter for this meeting.

The Board has considered and deemed that the above minutes was complete and correct and recommended the shareholders to accept accordingly.

The resolution for this agenda requires the majority of the voters who attend the meeting in order to pass.

The MC asked if any shareholder has a question or wishes to make a comment. When no one wishes to ask question or make a comment, the MC then asked the meeting if any one disagrees or wishes to abstain from voting. If yes, they are to raise their hands so the officials can collect their cards for vote counting.

When no one disagrees or wishes to abstain, the MC proposed that the audience cast their votes.

Resolution The meeting accepted the minutes of the 2017 annual common shareholder meeting held on 28 April 2017 with unanimous votes in favor of the agenda per the details below.

- | | | | |
|---------------|-------------|-------|---|
| (1) Agreed | 229,665,124 | votes | 100% of total shareholders who attend the meeting. |
| (2) Disagreed | 0 | vote | 0.00% of total shareholders who attend the meeting. |
| (3) Abstain | 0 | vote* | |
| (4) Invalid | 0 | vote* | |

**excluding abstain and invalid vote as the base for counting*

Agenda 2 To acknowledge the 2017 annual report and the company's performance last year

The MC invited the CEO to present the company's performance in 2017

CEO: The shrimp industry in Thailand during 2017 generated approximately 300,000 tons, close to the 2016 figure owing to the variation in weather, heavy rainfall and flooding in several areas. Notwithstanding the above, in 2017, the shrimp farmers were considered to have been successful by developing the farming

(Translation)

system to be more efficient and reduce the impact of the Early Mortality Syndrome (EMS). The shrimp production, as a result, had increased. From the export statistics during the first to third quarter of 2017, there were higher shrimp exports compared to similar period of the prior year. The overall situation in 2018, even though the disease remains present in some areas, is expected to improve. Shrimp price has become reasonable and the global demand continues to exist.

As regards the fish meat industry, during the first-half of 2017, oversupply of fish meat in the market was witnessed and had depressed price. Heavy flooding in the south forced farmers to reduce fish farming areas in order to assess the situation which improved in the second-half year as the oversupply situation eased and fish farmers began to increase breeding volume again but remaining cautious in order not to repeat the oversupply situation. As for the outlook in 2018, with a view to intensifying competition and natural disasters (drought, inundation) which causes uncertainty and affect breeding volume, the company initiated production strategy and focused on high quality feed suitable for raising fish in different areas whilst also provide consultations and technical assistance, find outlets to release fish meat, support price not to fall too low that could adversely affects fish raising situation.

On contract manufacturing of pet food, the Petchaburi and Songkhla factories are able to increase production capacity continuously leading to revenues rising in 2017 compared to the prior year.

On electricity generation business, in 2017, the company owned 23 electricity generating plants of which 15 have commercially started operating. Another 8 plants are expected to start commercial business within 2018.

The MC invited the chairman of Audit Committee to explain on the progress of the anti-corruption project in association with the private sector, summarized as follows.

The chairman of the Audit Committee: On 12 February 2018, the Collective Action Coalition Against Corruption in Thailand (CAC) approved the acceptance of Thai Luxe Enterprise PLC as a CAC's member with tenor of 3 years from the approval date.

The MC reported to the meeting that the 2017 financial statement as of 31 December 2017 and the auditor report which had been audited revealed that the statements were prepared according to the generally accepted accounting principles and recommended the meeting to approve the financial statements dated 31 December 2017 as reported in the 2017 annual report which the company has already sent to the shareholders together with the invitation letter for this meeting in the form of CD-ROM, per the details in the Attachment 2.

The Board recommended to approve the 2017 financial statements as of 31 December 2017 and the auditor report which has been vetted by the company's Audit Committee and the external auditor.

The resolution for this agenda is only for acknowledgement, there will be no voting necessary.

The MC invited the shareholders to ask question on this agenda, when no one wishes to ask

(Translation)

question or make a comment, the MC then asked the meeting to acknowledge the agenda.

Resolution The meeting acknowledged the 2017 annual report and the company's performance in the past year.

Agenda 3 To approve the 2017 financial statements as of 31 December 2017 which had been audited by the external auditor

The MC reported to the meeting that the Board arranged to prepare the 2017 financial statements as of 31 December 2017 and the auditor's report which has been reviewed by the company's Audit Committee and by the approved external auditor. The report was found to be correct and complies with the generally accepted accounting principle. The meeting is requested to approve the 2017 financial statements as of 31 December 2017 as shown in the 2017 annual report which the company has already sent to the shareholders together with the invitation letter for this meeting in the form of CD-ROM, the details per the Attachment 2.

The Board has carefully considered the matter and recommended the shareholders to approve the 2017 financial statements as of 31 December 2017 which has been reviewed by the management, the Audit Committee and the approved external auditor.

This agenda required the majority of votes from shareholders present at the meeting to pass.

The MC invited the Director of Finance & Accounting to present the performance as follows.

Director of Finance & Accounting: Comparing the consolidated financial statements between 2016 and 2017, revenues in 2017 totaled 1,822 million baht whereas in 2016, 1,511 million baht or an increase of 21%. The cost of good sold declined resulting in the rise in gross profits to 17%. Selling & Administrative expenses in 2016 totaled 209 million baht whereas in 2017 equaled 293 million baht, higher than in 2016. Other income in 2016 stood at 8 million baht whereas in 2017 equaled 22 million baht, an increase of 16 million baht. The consolidated financial statements in 2017 showed losses of 250 million baht, mainly from the impact of restating some accounting items to comply with the generally accepted standards, for example, impairment of goodwill, write off of doubtful debts which in 2017 were altogether about 200 million baht. Out of this 200 million baht restatement, 98 million baht is related to the acquisition of the electricity plants in Japan, impairment of goodwill of 25 million baht and impairment on assets that have not been utilized of 15 million baht, overall, resulting in losses of 250 million baht.

The standalone financials showed losses of 106 million baht from raising provision of doubtful debt on loan to Japanese subsidiary for investment in electricity generating plant of 118 million baht.

On shrimp feed business, sales rose by almost 100% compared to 2016. Gross profits and operating profits jumped significantly. The shrimp feed business is expected to enjoy higher proportion of growth in 2018.

There is little difference in sales and gross profits on fish feed business between 2016 and 2017.

(Translation)

On pet food, the company is a contract manufacturer and uses the unutilized capacity of fish feed for producing pet food to reduce fixed cost.

The company began to recognize revenues from electricity generating business since 2016 but not a significant amount. Comparing 2016 to 2017, however, revenues grew twice due to in 2016 the company operated commercially with 2 plants generating revenues of 10 million baht whereas in 2017 the number increased to 15 plants generating revenues of 32 million baht. Most of the revenues were generated in the fourth quarter meaning that revenues in 2017 did not represent the full year potential. 2018 revenues thus will be higher even if no new plants come on stream.

Revenue structure in 2017: Revenues from fish feed 951 million baht or 52% of total revenues; revenues from shrimp feed totaled 626 million baht or 34% of total revenues; revenues from pet food 213 million baht or 12% of total revenues and revenue from selling electricity 32 million baht or 2% of total revenues. In short, revenues from animal feed represent 98% and electricity generation 2%. In 2018, it is expected that revenues from selling electricity shall increase to 5% of the total and the remainders are derived from selling animal feed.

Total revenues, overall, grew 20% in which 77% were contributed by shrimp feed whereas fish feed declined by 7%, pet food rose by 76% and electricity was up 205%, compared to 2016.

Regarding the balance sheet in 2017, total assets rose to 3,930 million baht in 2017 from 3,569 million baht in 2016. In 2017, the company additionally invested in electricity plants in Japan by 13 projects thereby land & buildings increased from 908 million baht to 1,494 million baht. The lower shareholder equity is due to the losses from operations and reduction in the value of securities held.

The MC asked if any shareholder wishes to ask questions or make comments for this agenda.

Mr. Anuroj Seniprakornkrai, a shareholder, asked the following questions.

Mr. Anuroj: As the D/E ratio is rather high, will the company invest to acquire more assets?

Director of Finance & Accounting: Actually the D/E ratio is not too high when compared to the industry. Regarding the news about the company planning to invest in additional 9 electricity projects and 20 wind energy projects, please be advised that if the company fails to obtain the necessary financial support, such projects will be postponed in order not to put too much strain on the company's finance.

Mr. Anuroj: News on the energy investment had been regularly forthcoming, what will be the proportion of revenues in future?

Director of Finance & Accounting: The revenues from selling electricity are expected to be higher than 5% as at present. Nevertheless, it will not exceed the revenues from selling animal feed which will continue to be the main income of the company.

Mr. Anuroj: Selling & Administrative expenses are rather high, what are the company's measures to rein in this cost?

Director of Finance & Accounting: The company endeavors to control the selling expenses to be more reasonable whereas the administrative expenses will be reduced in line with the management's policy.

(Translation)

Mr. Anuroj: What is the company's business plan so it can declare dividend in future?

Director of Finance & Accounting: The company stopped paying dividend for the past 3 years, nevertheless, in 2016, even though the company had net profits but it needed to invest to expand the business sustainably. If the company can attain financial stability, definitely it will consider to declare dividend again.

The MC asked the shareholder if anyone disagrees or wishes to abstain from voting. If yes, then mark in the voting card accordingly and raise hand so officials can collect the cards for counting. No one had disagreed or abstained. The MC then proposed to the meeting to consider approving the agenda.

Resolution: The meeting approved the 2017 financial statements as of 31 December 2017 which was audited by external auditor with majority votes in favor from the shareholders who attended the meeting/voted with details as follows.

- | | | | |
|---------------|-------------|--------|--------------------------|
| (1) Agreed | 229,665,124 | votes | 100% of attending voters |
| (2) Disagreed | 0 | vote | 0 % of attending voters |
| (3) Abstained | 8,700,143 | votes* | |
| (4) Invalid | 0 | vote* | |

**not counting abstained and invalid votes as the base for counting*

Remark: In agenda 3, there were 2 additional shareholders owning 8,700,143 shares marking the number of shareholders attending the meeting personally and their representatives to 42 headcounts, altogether holding 238,365,267 shares.

Agenda 4 To consider paying dividend for the 2017 performance year

The MC explained to the meeting that the company has a policy to pay dividend linked to performance from 1 January to 31 December every year of not less than 60% of net profits (after deducting the required legal reserves) to shareholders per the proportion of shareholding. Such dividend payment may change depending on the outcome of the performance, financial position and the company's future projects and the overall economic situation. The company's guideline no. 40 stated that "to prohibit earmarking funds other than profits for dividend payment. In the situation where the company has losses, no dividend is to be declared."

The Board has an opinion that as the company's performance in 2017 is loss resulting, the board had discussed among each other and recommends the meeting to approve the suspension of dividend payment for the 2017 performance year.

This agenda requires the majority of the votes of the attending shareholders.

The MC asked if any shareholder wishes to ask question or make a comment on this agenda. There was no question or comment from the shareholders.

(Translation)

The MC asked if any shareholder disagrees or wishes to abstain and, if any, they should accordingly vote and raise hand so the company's officials can collect the vote for counting. The MC then asked the meeting to cast their vote.

Resolution The meeting approved the suspension of dividend payment for the year 2017 with unanimous votes of the attending shareholders with the following details.

- | | | | |
|---------------|-------------|--------|--------------------------|
| (1) Agreed | 229,665,124 | votes | 100% of attending voters |
| (2) Disagreed | 0 | vote | 0 % of attending voters |
| (3) Abstained | 8,700,143 | votes* | |
| (4) Invalid | 0 | vote* | |

**not counting abstained and invalid as base for counting*

Agenda 5 To consider appointing new directors to replace the ones whose terms are expiring in 2018

ACM Pitthaporn Glinfueng, Chairman of the Board and acting as the meeting chairman, explained to the meeting that to comply with good corporate governance for this agenda, the directors whose terms are expiring in 2018 thus having conflict of interest, should leave the meeting room temporarily until the discussion of this agenda finishes.

After the four directors i.e. Dr. Denchai Akaradachachai, Mrs. Kanokwan Wannabuit, Ms Phatchalada Jutaprateep and Mr. Suwit Wannasirisook left the room, the chairman assigned the MC to continue with the meeting.

The MC explained to the meeting as follows. Per the company's guideline clause 17 stating that "In each annual common shareholder meeting, the directors are to leave their position up to the ratio of one in three of the total number of incumbent directors or closest to it. The directors who must leave in the first and second year after the company registration are to draw lots to determine who should be the one to leave. For the subsequent years, the longest serving directors are to leave their directorship position. The leaving directors have the rights to return to their position after being voted in". In the 2018 annual common shareholder meeting, there were 4 directors who need to resign from their position according to the above guidelines, i.e.

- | | | |
|----|----------------------------|----------|
| 1. | Dr. Denchai Akaradachachai | Director |
| 2. | Mrs. Kanokwan Wannabuit | Director |
| 3. | Ms Phatchalada Jutaprateep | Director |
| 4. | Mr. Suwit Wannasirisook | Director |

The company has already informed via SET's electronic mail on giving the rights to shareholders to propose in the meeting the names of individuals deemed suitable to be candidates for the directorship position in advance from 1 December 2017 until 31 January 2018. No one submitted or nominate any individual to contest for the directorship position in line with the company's guidelines. The company therefore proposed to the shareholders to consider approving the four ex-directors as follows.

(Translation)

1. Dr. Denchai Akaradachachai to assume the director position for a period of 3 years (from the shareholder meeting date) without holding the company's share.

2. Mrs. Kanokwan Wannabuit to assume the director position for a period of 3 years (from the shareholder meeting date) without holding the company's share.

3. Ms Phatchalada Jutaprateep to assume the director position for a period of 3 years (from the shareholder meeting date) without holding the company's share.

4. Mr. Suwit Wannasirisook to assume the director position for a period of 9 months and 12 days (from the shareholder meeting date) without holding the company's share.

The details and history of the proposed names to become the company's directors are shown in the Attachment 3.

The company's directors, excluding those being nominated, have considered the suitability of the proposed individuals in assuming the director position based on their knowledge, capability and deemed that Dr. Denchai Akaradachachai, Mrs. Kanokwan Wannabuit, Ms Phatchalada Jutaprateep and Mr. Suwit Wannasirisook are knowledgeable, capable and have the necessary experience including not being listed as prohibited persons per the Public Company Act's guidelines and the SET's guidelines.

This agenda requires the majority of votes to pass from the attending shareholders and for this agenda the votes will be for each individual separately. The MC invited the shareholders to ask any question on this agenda.

No one asks any question and none disagrees or wishes to abstain. The MC then asked the meeting to cast their vote separately for each individual as follows.

Resolution The meeting approved the appointment of 4 directors i.e. 1) Dr. Denchai Akaradachachai, 2) Mrs. Kanokwan Wannabuit, 3) Ms Phatchalada Jutaprateep and 4) Mr. Suwit Wannasirisook to return to their director position for another term with unanimous votes of the attending shareholders with the following details.

1. Dr. Denchai Akaradachachai

(1) Agreed	238,365,267	votes	100% of attending voters
(2) Disagreed	0	vote	0 % of attending voters
(3) Abstained	0	vote*	
(4) Invalid	0	vote*	

*not counting abstained and invalid votes as a base for counting

2. Mrs. Kanokwan Wannabuit

(1) Agreed	238,365,267	votes	100% of attending voters
(2) Disagreed	0	vote	0 % of attending voters
(3) Abstained	0	vote*	
(4) Invalid	0	vote*	

(Translation)

*not counting abstained and invalid votes as a base for counting

3. Ms Phatchalada Jutaprateep

(1) Agreed	238,365,267	votes	100% of attending voters
(2) Disagreed	0	vote	0 % of attending voters
(3) Abstained	0	vote*	
(4) Invalid	0	vote*	

*not counting abstained and invalid votes as a base for counting

4. Mr. Suwit Wannasirisook

(1) Agreed	238,365,267	votes	100% of attending voters
(2) Disagreed	0	vote	0 % of attending voters
(3) Abstained	0	vote*	
(4) Invalid	0	vote*	

*not counting abstained and invalid votes as a base for counting

After the meeting finished voting for this agenda, Air Chief Marshal Pitthaporn Glinfueng, chairman of the board, invited the directors to return to the room and assigned the MC to continue with the meeting for the subsequent agenda.

Agenda 6 To consider the compensation for the company's directors and committee members during 2018

The MC informed the meeting that clause 30 of the company's guidelines stated that "the directors have the rights to receive compensation from the company in the form of bonus, reward, meeting allowance or other forms of compensation or per the shareholder meeting resolution". The directors have reviewed and vetted in details on the appropriateness of the compensation by comparing with the same industry, business expansion, the company's growth including the devotion of the directors themselves during the past years and recommend the meeting to approve the director compensation scheme for the year 2018 and to cap it at 10,000,000 baht (same as in 2017).

1) Compensation for the company's board of directors in 2018 (same rates as 2017)

1.1) Monthly compensation (same rates as 2017)

- Chairman of the Board 30,000 baht (Thirty Thousand baht) per month.
- Vice Chairman of the Board 25,000 baht (Twenty Five Thousand baht) per month.
- Chairman of Audit Committee 25,000 baht (Twenty Five Thousand baht) per month.
- Director 20,000 baht (Twenty Thousand baht) per month.

1.2) Quarterly meeting allowance (same rates as 2017)

- Chairman of the Board 17,500 baht (Seventeen Thousand Five Hundred baht) per meeting.
- Chairman of the Audit Committee 15,000 baht (Fifteen Thousand baht) per meeting.

(Translation)

- Director 12,000 baht (Twelve Thousand baht) per meeting.
- 2) Compensation for committee members in 2018 (same rates as 2017)
- Meeting allowance for the management committee members 5,000 baht (Five Thousand baht) per meeting per person.
 - Meeting allowance for the Corporate Social Responsibility Committee members 5,000 baht (Five Thousand) per meeting per person.
 - Meeting allowance for the Audit Committee members 5,000 baht (Five Thousand) per meeting per person.

Apart from the compensation as above, the company pays compensation to the company's directors in the form of reward and bonus or other forms of payments but must not be more than 10,000,000 baht (Ten Thousand baht).

Note that in 2017 there were payments to the company's directors and committee members totaling 3,530,000 baht (Three Million Five Hundred and Thirty Thousand) with details disclosed in the 2017 annual report under the heading Management Structure.

The directors recommended the meeting to consider approving the compensation method for the directors in 2018 within the amount of 3,530,000 baht (Three Million Five Hundred and Thirty Thousand).

This agenda requires approved votes in the ratio not less than two out of three of the attending shareholder votes.

The MC invited the shareholders to ask question or make a comment. If any shareholder disagrees or wishes to abstain they should accordingly vote and raise hand so the company's officials can collect the vote for counting. When no one asks any question, disagrees or wishes to abstain, the MC proposed the meeting to cast their votes.

Resolution The meeting approved the 2018 compensation method to the directors and sub-committee members within the limit of 10,000,000 baht with the approved votes in the ratio of not less than 2 out of 3 of attending shareholders votes. The voting results are as follows.

(1) Agreed	238,365,267	votes	100% of attending voters
(2) Disagreed	0	vote	0 % of attending voters
(3) Abstained	0	vote	0 % of attending voters
(4) Invalid	0	vote	0 % of attending voters

Agenda 7 To consider appointing external auditor and auditing fee for 2018

The MC informed the meeting that the Public Company Act clause 120 stated that "the annual common shareholder meeting appoints external auditor and fix auditing fee every year. In appointing external auditor, the previous auditor can be re-appointed" and clause 121 stated that " the external auditor must not be a director, staff, employee or any person holding a position in the company."

(Translation)

The Audit Committee recommended to appoint the external auditor by considering their experience, acceptance in the industry, reputation as auditor, specialization in auditing accounts and recommended Grin Audit Co., Ltd. as the external auditor for the year 2018. The names of approved auditors are as follows.

1. Mr. Jadesada Hungsapruet Approved auditor no. 3759 and/or
(has not signed in the company's financial statements)
2. Mr. Jirote Sirirrote Approved auditor no. 5113 and/or
(has not signed in the company's financial statements)
3. Ms. Kannika Wipanut Approved auditor no. 7305
(has not signed in the company's financial statements)

The auditing fee is fixed at 1,670,000 baht (One Million Six Hundred and Seventy Thousand baht) (lower than in 2017). Note that such auditing fee does not include other expenses to be charged at the actual amount, for example, traveling expenses etc.

Unit: Baht

Items	2017 (EY)	2018 (the year being recommended) (Karin Audit Co., Ltd.)
Annual auditing fee	1,140,000	1,100,000
Quarterly reviewing fee	720,000	570,000
Total	1,860,000	1,670,000

The above auditing fee does not include other service (non-audit fee) consisting of the fee for reviewing the rights to use the promotional privileges.

Note that the above auditors have no relationship with the company and/or comes into conflict of interest with the company/its subsidiaries/the management/major shareholders or related persons abovementioned. This should give the shareholders sufficient information to decide whether the proposed external auditor is independent to perform their tasks and the directors shall ensure that the auditors finish their reports on time.

Opinions of the Audit Committee: In order that the auditing work on the company's book is efficiently and productively performed, the Audit Committee had considered to select the new auditor and propose to the company's board to consider approving them as the company's auditor for 2018. Grin Audit Co., Ltd. is an auditor with qualifications that meet the above criteria including technical aspects and proposed reasonable auditing fee. The shareholders are thus recommended to consider approving the new external auditor and the proposed auditing fees as mentioned above.

The Board of Directors recommended to appoint the below mentioned auditors as the company's new external auditor for the year 2018 with the auditing fee in 2018 of 1,670,000 baht (One Million Six Hundred and Seventy Thousand baht) which does not include other necessarily expenses, for example, traveling etc.

(Translation)

- | | | |
|---|--------------------------|---------------------------|
| 1 | Mr. Jadesada Hungsapruet | Approved auditor no. 3759 |
| 2 | Mr. Jirote Sirirorote | Approved auditor no. 5113 |
| 3 | Ms. Kannika Wipanutrat | Approved auditor no. 7305 |

The resolution for this agenda must receive the majority approved votes from attending shareholders.

The MC asked if any shareholder has any question or wishes to make a comment on this agenda. Ms. Arporn Seniprakornkrai, a shareholder, asked the following question.

Ms. Arporn Seniprakornkrai Why does the company change the auditor in 2018?

The Audit Committee: Due to the lower auditing fee and the vast experience of the auditors under Grin Audit Co., Ltd. Such auditors have been approved by the SEC for 20 years and are skillful in auditing. The Audit Committee views that they are of the same standards as the previous auditor yet charge lower auditing fee.

When no shareholder asks further question, the MC asks if any shareholder disagrees or wishes to abstain, if so, they should accordingly vote and raise hand so the company's officials can collect the vote for counting. When no one asks any question, disagrees or wishes to abstain, the MC proposed the meeting to cast their votes.

Resolution The meeting approved to appoint:

- | | | |
|---|--------------------------|---------------------------|
| 1 | Mr. Jadesada Hungsapruet | Approved auditor no. 3759 |
| 2 | Mr. Jirote Sirirorote | Approved auditor no. 5113 |
| 3 | Ms. Kannika Wipanutrat | Approved auditor no. 7305 |

As the company's external auditor for 2018 with the auditing fee in 2018 of 1,670,000 baht (One Million Six Hundred and Seventy Thousand baht) which does not include other necessary expenses, for example, traveling etc. with unanimous votes in favor by the attending shareholders. The details of the voting are as follows.

- | | | | | |
|----|-----------|-------------|--------|--------------------------|
| 1) | Agreed | 229,665,124 | votes | 100% of attending voters |
| 2) | Disagreed | 0 | vote | 0 % of attending voters |
| 3) | Abstained | 8,700,143 | votes* | |
| 4) | Invalid | 0 | vote* | |

**not counting abstained and invalid votes as base for counting*

Agenda 8 To consider amendment to the company's guidelines

The MC informed the meeting that, in order to comply with the Public Company Act B.E. 2535 Clause 100, the revised edition, per the order of the National Council for Peace and Order no. 21/2560 titled "Amendment to the laws to facilitate conducting business, amending the rights of shareholders in calling an extraordinary shareholder meeting" by revising the company's guidelines per clause 31.

The new statement

(Translation)

Clause 31 - The Board of Directors must arrange for an annual shareholder meeting within four months from the end of the company's account closing period. Other shareholder meeting apart from the above shall be called extraordinary shareholder meeting. The board of directors shall call an extraordinary shareholder meeting at any time as deemed appropriate. Any shareholder or several shareholders who own in aggregate not less than 10% of outstanding shares can jointly request the Board to call an extraordinary meeting at any time but must state the subject and reason for the meeting clearly. In this scenario, the Board must arrange the meeting within 45 days from receiving the request from the shareholders.

In the event the Board does not arrange a meeting as stated in the first paragraph, the shareholders who jointly requested the meeting can meet among themselves within 45 days from the period specified in the first paragraph. In the circumstance, it shall be deemed as if the shareholder meeting had been arranged by the Board and the company must be responsible for the expenses arising from such meeting and facilitate such meeting as necessary.

In the event the number of shareholders who meet as described in paragraph 2 is less than the required quorum as stated in clause 103, the shareholders must jointly be responsible for the expenses relating to the meeting and reimburse the company.

The MC explained to the meeting that the Board recommends to amend clause 31 on the rights of shareholders to call an extraordinary shareholder meeting to comply with the new laws.

The resolution for this agenda requires favorable votes in the ratio of not less than 2 out of 3 of attending shareholders' votes.

The MC invited the shareholders to ask question or make a comment on this agenda. If any shareholder disagrees or wishes to abstain they should accordingly vote and raise hand so the company's officials can collect the vote for counting. When no one asks any question, disagrees or wishes to abstain, the MC proposed the meeting to cast their votes.

Resolution The meeting approved to amend the company's guidelines clause 31 to comply with the Public Company Act B.E. 2535 clause 100, the revised edition per the order of the chief of National Council for Peace and Order no. 21/2560 titled "Amendment to the laws to facilitate conducting business" which added the rights of the shareholders in calling for extraordinary shareholder meeting with majority voting ratio of not less than 3 out of 4 of the attending shareholder votes per the following details.

(1) Agreed	238,365,267	votes	100% of attending voters with the rights to vote
(2) Disagreed	0	vote	0 % of attending voters with the rights to vote
(3) Abstained	0	vote*	0 % of attending voters with the rights to vote
(4) Invalid	0	vote*	0 % of attending voters with the rights to vote

Agenda 9 To consider other matters

(Translation)

Agenda 9.1 To consider retroactive approval in paying meeting allowance to the company's committee members in 2017

The MC informed the meeting that in connection with the annual common shareholder meeting in 2017 on 28 April 2017 approving the meeting allowance for the management committee members of 5,000 baht per meeting (Five Thousand baht) which shall not exceed 12 times a year and specified that the total compensation to members of the Management Committee must not exceed 10,000,000 baht (Ten Million baht). Note that in 2017 the company had organized 18 management meetings which exceeded the approved 12 times a year. As the company needs to manage the company in highly competitive environment and challenging market conditions coupled with the investment in the electricity plants had started to increase, the company had to have more frequent meetings than earlier anticipated in the annual common shareholder meeting in 2017. As such, the company finds it necessary to pay for meeting allowances of more than 12 times a year already approved. Nevertheless, even including the payment for the extra number of meetings in 2017 of more than 12 times, the total amount remain within the limit of 10,000,000 baht (Ten Million baht) already approved at the 2017 annual common shareholder meeting.

The Board recommended the shareholders to give retroactive approval of paying extra meeting allowances to the company's committee members for the year 2017 after exceeding the maximum meeting number of 12 times as proposed.

This agenda requires approval of shareholders with favorable votes in the ratio of not less than 2 out of 3 of the attending shareholders' votes.

The MC invited the shareholders to ask question or make a comment on this agenda. If any shareholder disagrees or wishes to abstain they should accordingly vote and raise hand so the company's officials can collect the vote for counting. When no one asks any question, disagrees or wishes to abstain, the MC proposed the meeting to cast their votes.

Resolution The meeting gave retroactive approval for the payment of extra meeting allowances to committee members for the year 2017 per the details recommended above as follows.

(1) Agreed	238,365,267	votes	100% of attending voters with the rights to vote
(2) Disagreed	0	vote	0 % of attending voters with the rights to vote
(3) Abstained	0	vote	0 % of attending voters with the rights to vote
(4) Invalid	0	vote	0 % of attending voters with the rights to vote

The MC informed that, at the present, the various agenda have been completely considered as stated in the invitation letter. The MC then invited the shareholders to ask question or make a comment on this agenda.

Mr. Charn Boonprasert, shareholder protection volunteer from the Thai Investor Association (Association) enquired as follows.

Mr. Charn: Will the company's new business replace the existing ones?

(Translation)

Director of Finance & Accounting: The main business of the company remains animal feed which targets to sell at about 90,000 tons in 2018.

The MC asks if there is any shareholder wishing to ask additional question. When no shareholder asks any additional question, the MC informed the meeting that this meeting was videotaped. If any shareholder wishes to obtain a copy of the said video they can contact the Office of the Secretary at 02 251-8152 or e-mail to in@thailuxe.com

The meeting chairman announced the end of the meeting and thanked the shareholders for their attendance.

The meeting ended at 15.00 hours

Pitthaporn Glinfueng

Air Chief Marshal Pitthaporn Glinfueng

Meeting chairman

Business Restructuring Plan
Thai Luxe Enterprises Public Company Limited

By the resolution of the Board of Director Meeting of Thai Luxe Enterprises Public Company Limited (the “Company”) No. 8/2018, held on 18 May 2018, the Company approved the Business Restructuring Plan by Partial Business Transfer (PBT) to a subsidiary which will be proposed to the shareholders’ meeting for approval. The details of the Business Restructuring Plan are as follows:

1. The Business Restructuring by Partial Business Transfer (PBT)

Under the Business Restructuring Plan, the Company shall transfer partial business of the Company (PBT), i.e. manufacturing of aquatic animal feed (shrimp feed and fish feed) and pet feed, including all assets and liabilities, contracts, licenses, promotional certificates in connection with and used for such business operation including all personnel related thereto, to the newly incorporated subsidiary for the purpose of business restructuring (the “Subsidiary”), whereby the Company will hold approximately 100% of the registered capital in the Subsidiary (the “Business Transfer”).

The Partial Business Transfer shall be done in compliance with the Royal Decree No. 516, B.E. 2554 concerning tax exemption and Notification of the Director-General of Revenue Department re: Rules, Procedures and Conditions for the Partial Business Transfer of Public Limited Company or Limited Company for the purpose of tax exemption (PBT) and other relevant notifications (Collectively as “PBT Conditions”).

This Partial Business Transfer is the Company’s group businesses restructuring, therefore it has no significant impact to total assets of the Company. This transaction does not consider as an asset acquisition transaction of listed company under the Notification of the Capital Market Supervisory Board No. Tor Jor. 20/2551 regarding Rules for Entering into Substantial Transactions within the Definition of an Acquisition or Disposal of Assets dated 31 August B.E. 2551 (and its amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand regarding Disclosure and Compliance by Listed Companies relating to Acquisition or Disposal of Assets B.E. 2547 dated 29 October B.E. 2547 (and its amendments) and it is not a related party transaction of listed company under the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 regarding Connected Transactions Rules dated 31 August B.E. 2551 (and its amendments) and the Notification of the Board of Governors of the SET regarding Disclosure and Compliance by Listed Companies relating to Connected Transactions B.E. 2546 dated 19 November B.E. 2546 (and its amendments). However, this Partial Business Transfer is considered as a transferring significant part of the business that falls under Clause 107 (2) (a) of the Public Company Act B.E. 2535 (and its amendments) which requires the shareholders’ approval with at least three-fourth of total votes of shareholders attending the meeting and entitled to vote.

The value of such partial business transfer will equal to book value or adjusted book value or fair value, depending on types of assets and liabilities of transferred business as at the transfer date to comply with PBT

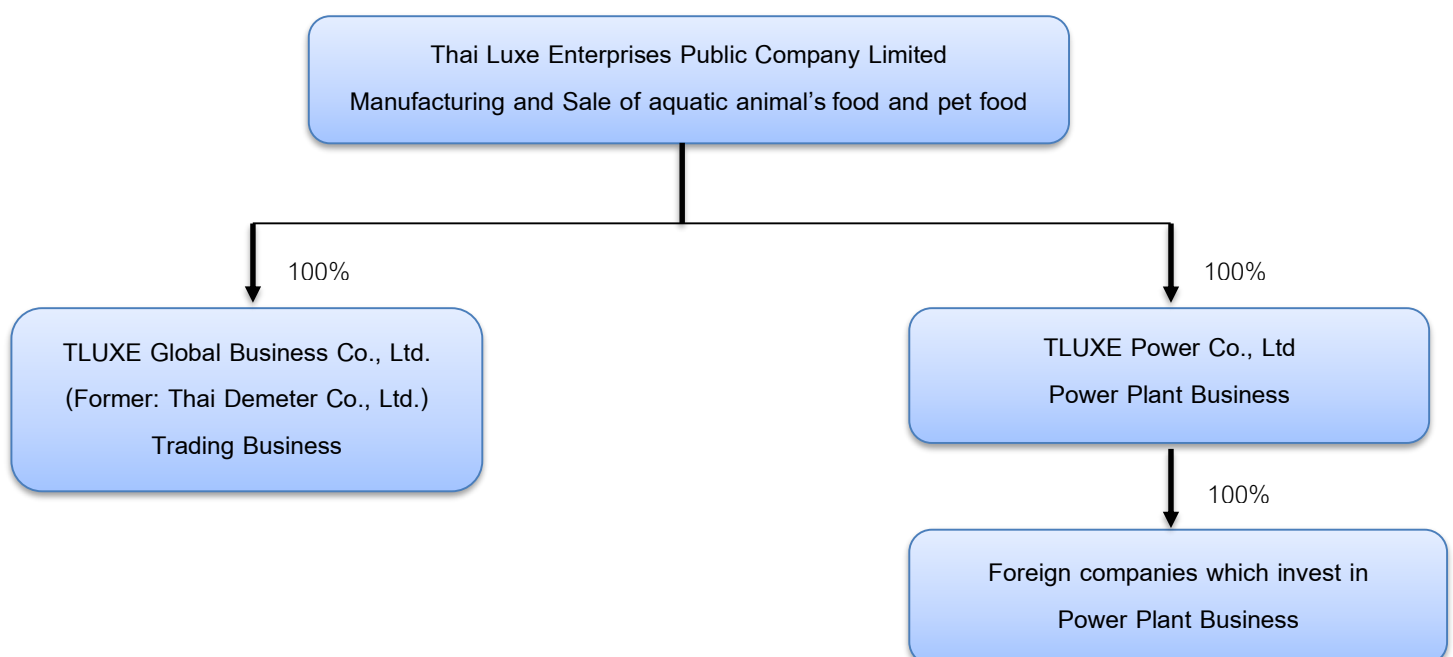
Conditions. The Net Values of Assets (Total Assets to be transferred subtract Total Liabilities to be transferred) are expected to be around Baht 583.64 million, according to Company's Statement of Financial Position as of 31 March 2018. The value of the transferred business will depend on the timing of the occurrence of business transfer. Hence, in order to comply with the PBT conditions, the Subsidiary shall have Net Asset not less than the transferred Assets and Liabilities from the Company at the date of transfer. Therefore, the Subsidiary will increase its capital to fulfill the PBT conditions and the Company will subscribe such newly subsidiary's issued shares.

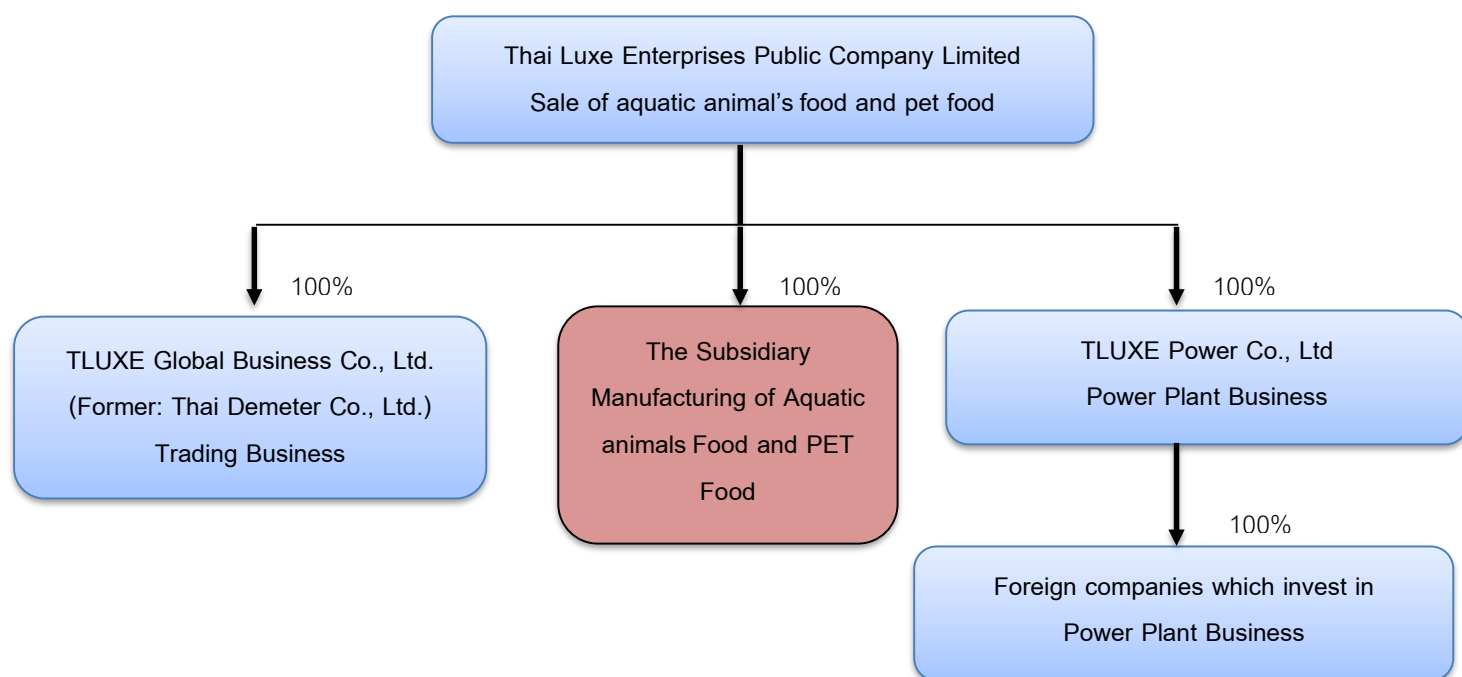
The estimated expenses used in relation to the aforesaid business transfer such as legal and tax advisory fee, registration fee paid to any other governmental agencies concerned, miscellaneous expenses in relation to partial business transfer process shall be approximately at Baht 10 million.

In additional, the Partial Business Transfer to the Subsidiary is planned to start and complete within the fiscal year of 2018 (B. E. 2561), whereas the Company will cease all operation which relates to business of manufacturing of aquatic animal feed and pet feed and the Subsidiary shall be the operator of the transferred business accordingly. In this regard, after the Business Restructuring, the Company shall maintain the status as listed company in the Stock Exchange of Thailand (SET) and engage in the businesses of trading of animal feed and other products, as well as investment in power plant business through the subsidiaries and affiliated companies, including carrying on and/or investment in other high growth potential businesses.

2. Diagram showing corporate group Pre- and Post-Business Transfer

Current Structure as of 18 May 2018 (Pre-Restructuring)





3. Key Information of the Subsidiary

Authorized Capital :	Initial Authorized Capital Baht 1,000,000, consist of 100,000 ordinary shares, with a par value of Baht 10 per share. In addition, to comply with the PBT conditions, the Subsidiary shall have Net Asset not less than the transferred Assets and Liabilities from the Company at the date of transfer. Therefore, the Subsidiary will increase its capital to fulfill the PBT conditions and the Company will subscribe such newly subsidiary's issued shares.
Shareholders:	The Company will hold approximately 100 percent of the total shares. To comply with the law concerning number of shareholders, another 2 Executives of the Company shall hold one share each.
Objectives:	To engage in the business of manufacturing of aquatic animals feed and pet feed business

4. Rationales and Reasons for the Business Restructuring

The Business Restructuring is aimed to reach the Company's strategic plan in order to establish business sustainability in long term growth, to increase opportunities to further expand its business and to enhance

the effectiveness of the Company's operation and management. The details rationales and reasons are as follows:

4.1 To increase more opportunities in expanding businesses and joint ventures or strategic partner

The Company's Business Restructuring will increase Company's liquidity and flexibility to invest in new businesses that is consistent to the main strategic plan of The Company. In addition, the Company's Business Restructuring will increase opportunities to find joint ventures or strategic partner, in forms of ordinary person, corporate, or financial institutions who interest or expertise in each particular businesses without investing or taking risks of the Company's other businesses. This will consequently enhance the attractiveness to invest in such business, the Company's competitiveness, and also increase the shareholders' returns in the long term.

4.2 To increase the effectiveness of business operation and organization management

The Company's Business Restructuring will increase effectiveness of business operation and organization management of the group to be more flexible and appropriate with each particular business. Furthermore, The Company's Business Restructuring will segregate business risk that creates more flexibility in management.

5. Restructuring Processes can be summarized as follows:

5.1 The Extraordinary General Meeting of Shareholders No.1/2018 will be held on 16 July 2018 in order to approve the Business Restructuring Plan by Partial Business Transfer (PBT) and other relevant matters.

5.2 After obtaining approval from the shareholders' meeting, the Company shall set up the Subsidiary for the purpose of the partial business transfer within fourth quarter of 2018 and the progress thereof shall further be notified.

5.3 At the date of transfer, the Company shall partially transfer its businesses i.e. the business of manufacturing of aquatic animal feed (shrimp feed and fish feed) and pet feed, including all assets and liabilities, contracts, licenses, promotional certificates in connection with and used for such business operation including all personnel related thereto, to the Subsidiary at book value or adjusted book value or fair value, depending on types of assets and liabilities of transferred business as at the transfer date as per the consultation with related government authorities to comply with PBT Conditions. The Net Values of Assets (Total Assets to be transferred subtract Total Liabilities to be transferred) are expected to be around Baht 583.64 million, according to Company's Statement of Financial Position as of 31 March 2018. The value of the transferred business will depend on the timing of the occurrence of business transfer. Therefore, the Subsidiary will increase its capital to fulfill the PBT conditions. In this

regard, the Company shall further propose to taxes exempted on Assets transfer which related to the PBT conditions.

The Partial Business Transfer to the Subsidiary is planned to start and will be completed within December 2018 (B.E. 2561).

Furthermore, for a convenient of the business restructuring, the Board of Director's Meeting resolved to propose to the Extraordinary General Meeting to consider and approve the authorization of the Executive Committee of the Company and/or any person authorized by the Executive Committee to perform as follows:

- 1) To perform any acts which relate to or are necessary for the business restructuring through partial business transfer to the Subsidiary, including (but not limited to) determination or changing of the transfer date, determination or changing of sale price of partial business transfer as well as the amount of the Subsidiary's registered capital in order to be consistent with the value of the transferred business to be in accordance with the rules, procedures and conditions for the partial business transfer of public limited company or limited company for the purpose of tax exemption (PBT) and other relevant notifications of the Director-General of Revenue Department;
- 2) To consider, amend and/or revise the plan and/or procedures of the business restructuring as necessary and appropriate in order to fit the situation of the Company and to avoid any effects on or disruption in the business restructuring transaction, or to provide flexibility to the business restructuring implementation;
- 3) to prepare, negotiate and/or execute the partial business transfer agreement and/or any agreements that related thereto, as well as to prepare and sign of any applications and/or other related documents to the business restructuring by partial business transfer, including to contact, prepare and/or submit any applications and/or documents to the relevant authorities; and
- 4) To perform any other actions which necessary or relevant to the completion of the business restructuring processes.

6. Corporate Governance and Management

The Business Restructuring will include a transferring of assets and of liabilities related to the manufacturing of aquatic animal feed (shrimp feed and fish feed) and pet feed, including all management and personnel related thereto to the Subsidiary. The Board of directors and management of the Subsidiary shall be the same group of former directors and managements who operating such transferred businesses in the Company.

The governance and controlling of the Subsidiary shall be done through the Subsidiary's corporate policies which authorized by the Company, through the members of the Company's Board of Directors who being appointed to be directors of the Subsidiary. In this regard, the persons nominated as directors of the Subsidiary shall be approved by the Board of Directors of the Company and that the authorities and responsibilities of the appointed directors shall be clearly determined in order to allow the Company to fully monitor the business operation of the Subsidiary.

7. Impacts of the Business Restructuring to Financial position and performance to the Company

The Business Restructuring, by the transfer of the manufacturing of aquatic animal feed (shrimp feed and fish feed) and pet feed business to the Subsidiary, will have no effect to financial position and financial performance of the Company because it is a Partial Business transfer to its subsidiary, which the Company holds total shares; therefore, the financial position and operating results in consolidated financial statement of the Company post-restructuring shall not be different from that of pre-restructuring, except the cost incurred during transferring processes, such as related taxes and fees. Thus, the Business Restructuring shall not significantly affect financial position and performance of the Company.

8. Impacts of the Business Restructuring to shareholders of the Company

Since after finishing the Business Restructuring, by the transfer of the manufacturing of aquatic animal feed (shrimp feed and fish feed) and pet feed business to the Subsidiary, the Company shall hold total shares of newly incorporated company and the shareholders' structure on the Company shall not be changed. Thus, the Business Restructuring shall not affect current shareholder of the Company.

9. Opinion of the Board of Directors on the transaction

The Board of Directors foresees that the Business Restructuring, by the transfer of the manufacturing of aquatic animal feed (shrimp feed and fish feed) and pet feed business to the Subsidiary, will lead to better business segregation and more efficient risk management, not only create sustainability and continuously stable growth to the Company, but also increase the efficiency of the Company's operation and management and increase more opportunities in expanding businesses, pertaining to the Company business plans. Therefore, the Board of Directors considers this transaction appropriate and rationale, and thereby approves the transaction.

10. Opinion of the Audit Committee or Director which is different from the Board of Directors

- None-

Key Summary of the Warrants to Purchase Ordinary Shares for Capital Increase of
Thai Luxe Enterprises Public Company Limited No. 3 (TLUXE-W3)

Name	Warrants to purchase ordinary shares for capital increase of Thai Luxe Enterprises Public Company Limited No. 3 (TLUXE-W3) (the “Warrants”)
Type	Named and transferable warrants
Number to be issued	Not exceeding 140,762,672 units
Offering Price per unit	Baht 0.00 per unit (free of charge)
Tenure	Not exceeding 3 years from the issuance date of the Warrants
Number of shares issued to accommodate the exercise of the Warrants	Not exceeding 140,762,672 shares
Offering Method and Allocation Ratio	The Company shall issue and allocate the Warrants to the Company's existing shareholders according to their shareholding percentage (Right Offering) at the ratio of 4 existing ordinary shares to 1 unit of the Warrants (any fraction thereof shall be discarded).
Exercise Ratio	1 unit of the Warrants is entitled to purchase 1 ordinary share for capital increase (unless the exercise ratio is adjusted by the conditions of right adjustment).
Exercise Price	Baht 2 per share
Exercise Period	The holders of the Warrants may exercise the Warrants only once on the date of completion of 3 years from the issuance date of the Warrants (the “Exercise Date”), and if the Exercise Date falls on the Company's non-business day, the Company shall reschedule the Exercise Date to be the last business day preceding the Exercise Date.
Exercise Notice Period	The holders of the Warrants wishing to exercise the rights to purchase the Company's ordinary shares for capital increase shall give notice of intention to purchase the Company's ordinary shares for capital increase within 15 days prior to the Exercise Date.
Events for issuance of new shares to accommodate	The exercise price or the exercise ratio of the Warrants is adjusted under the conditions of right adjustment, subject to the events as set out in the Notification of the Capital

the adjustment of the exercise of the Warrants	Market Supervisory Board No. ThorChor. 34/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares Warrants and Newly Issued Underlying Shares, or any other relevant notifications, dated December 15, 2008 (and any amendments thereof).
Secondary Market for the Warrants	The Company shall list the Warrants as listed securities on the Stock Exchange of Thailand ("SET").
Secondary Market for the Ordinary Shares for Capital Increase for Exercise of the Warrants	The Company shall list the ordinary shares for capital increase to accommodate the exercise of the Warrants as listed securities on SET.
Warrant Registrar	Thailand Securities Depository Co., Ltd.
Other Rights and Benefits	The ordinary shares for capital increase issued from the exercise of the Warrants on this occasion shall enjoy the same rights and status as those of the Company's ordinary shares previously issued in all respects.
Conditions of Right Adjustment	<p>The Company shall adjust the exercise price, the exercise ratio to purchase the Company's ordinary shares for capital increase including the term of the Warrants upon the occurrence of any of the following events, with a purpose to secure the interest and returns for the holders of the Warrants not to be less favorable:</p> <ul style="list-style-type: none"> (1) When the Company changes the par value of its ordinary shares as a result of a combination or split of shares; (2) When the Company offers for sale any newly issued shares at a lower price; (3) When the Company offers for sale any convertible debentures at a lower price or offers for sale any warrants to purchase shares at a lower price; (4) When the Company pays all or parts of the dividend in the form of newly issued shares to the shareholders; (5) When the Company pays dividend in cash exceeding the rate specified in the terms and conditions of the Warrants; (6) Any other events similar to (1) to (5) which would cause any returns to be received by the holders of the Warrants, once exercised, to be less favorable.
Impact on the Company's shareholders from the	<p>Case 1 The existing shareholders exercise all the Warrants.</p> <p>Case 2 Those who are not the existing shareholders exercise the Warrants to purchase all ordinary shares of the Company (the existing shareholders sell all the Warrants on SET).</p>

<p>exercise of the Warrants (Dilution Effect)</p>	<p>(1) Impact on the existing shareholders' voting rights and share of profits (Control Dilution)</p> $= \frac{\text{the number of underlying shares}}{\text{the number of paid-up shares} + \text{the number of underlying shares}}$ <p>Case 1 = 0</p> <p>Case 2 = $140,762,672 / (563,050,687 + 140,762,672) = 20\%$</p> <p>(2) Impact on market price of shares (Price Dilution): Both Cases 1 and 2 will result in price dilution as follows:</p> $= (\text{market price before the offering} - \text{market price after the offering}) / \text{market price before the offering}$ <p>The market price before the offering is calculated from the weighted average price of the Company's shares on SET for the past 15 consecutive business days prior to the date the Board of Directors passes its resolution to propose the Extraordinary General Meeting of the Shareholders No. 1/2018 to consider approving the issuance of the ordinary shares for capital increase to accommodate the exercise of the Warrants, namely, during the period from May 8, 2018 to May 28, 2018, which is equal to Baht 6.21 per share.</p> <p>The market price after the offering is calculated from:</p> $= \frac{((\text{market price before the offering} \times \text{paid-up shares}) + (\text{exercise price} \times \text{underlying shares}))}{(\text{paid-up shares} + \text{underlying shares})}$ $= \frac{(6.21 \times 563,050,687) + (2 \times 140,762,672)}{563,050,687 + 140,762,672}$ $= \frac{3,496,544,766 + 281,525,342}{703,813,359}$ <p>= Baht 5.37 per share</p> <p>Impact on market price of shares = $(6.21 - 5.37) / 6.21$</p> <p>= 13.53%</p>
<p>Authorization to set out other details</p>	<p>In this connection, in order to ensure that the terms and conditions for the Warrants shall be appropriate to the circumstances of the capital and money markets, taking into account the interests of the Company and the shareholders, the Chairman of the Executive Committee or the Chief Executive Officer or the person entrusted by the</p>

	<p>Chairman of the Executive Committee or the Chief Executive Officer shall be authorized to take any actions necessary for and in connection with the issuance and allocation of the Warrants in compliance with the law, including but not limited to the power to (1) set out and amend any rules, terms, conditions and other details relating to the issuance and allocation of the Warrants, including the record date to determine the list of shareholders entitled to the allocation of the Warrants; (2) negotiate, agree, enter into, amend, add, sign agreements, applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents necessary for and in connection with the issuance and allocation of the Warrants, as well as contact, filing, amendment, addition and signing of the applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents with the Office of the Securities and Exchange Commission, SET, governmental agencies or relevant authorities in relation to the issuance and allocation of the Warrants and the listing of the Warrants and the ordinary shares for capital increase from the exercise of the Warrants as listed securities on SET; and (3) take any other arrangements as necessary and appropriate in connection with the issuance and allocation of the Warrants in order to ensure the successful completion of the foregoing arrangements and the issuance and allocation of the Warrants on this occasion.</p>
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Key Summary of the Private Placement to high net-worth investors and/or institutional investors of Newly Issued Convertible Debentures with the Right of Conversion into Ordinary Shares of Thai Luxe Enterprises Public Company Limited

Purpose	To use the proceeds from the offering for repayment of debts of the Company and/or its subsidiaries and/or as working capital in the Company's current operations and/or for its business expansion in the future.
Issuer	Thai Luxe Enterprises Public Company Limited
Amount	Not exceeding Baht 980,000,000
Offering Price	Baht 1,000 per 1 unit of the Convertible Debentures
Number of units of the Convertible Debentures	980,000 units
Tenure	Not exceeding 3 years from the issuance date of the Convertible Debentures
Interest Rate and Payment	5 percent per annum, due and payable every three months, whereby the amount of interest shall not be more than two decimal digits, and if the third decimal digit is equal to five or more, the value of the second decimal digit shall be rounded up by one.
Restrictions on Transfer of the Convertible Debentures	Any sale of the Convertible Debentures at any tier shall be subject to the restrictions on transfer of the Convertible Debentures as registered with the Office of the Securities and Exchange Commission (the "SEC") and must not represent a transfer of the Convertible Debentures which would render it no longer possible for the Company's Convertible Debentures to be offered on a private placement basis under the Notification of the Capital Market Supervisory Board No. ThorChor. 17/2561 Re: Application for and Approval of Offer for Sale of Newly Issued Debt Instruments, dated January 17, 2018 (and as amendments thereof).
Conversion Ratio	1 unit of the Convertible Debentures is entitled to purchase 142 ordinary shares of the Company (any fraction thereof shall be discarded).
Conversion Price	<p>Baht 7</p> <p>The conversion price of the ordinary shares for capital increase to be allocated to accommodate the conversion of the Convertible Debentures shall not be lower than 90 percent of the market price, provided that the market price shall be calculated from the weighted average price of the Company's shares on the Stock Exchange of Thailand ("SET") for the past 15 consecutive business days prior to the date the Board of Directors passes its resolution to propose the Extraordinary General Meeting of the Shareholders No. 1/2018 to consider approving the issuance of the ordinary shares for capital increase to accommodate the conversion of the</p>

	Convertible Debentures by way of private placement to high net-worth investors and/or institutional investors during the period from May 8, 2018 to May 28, 2018, which is equal to Baht 6.21 per share.
Conversion Period	The holders of the Convertible Debentures may exercise their rights of conversion of the Convertible Debentures into the Company's ordinary shares for capital increase every three months on any business day from the issuance date of the Convertible Debentures until the close of business day prior to the expiration of the term of the Convertible Debentures, subject to the terms and conditions of the Convertible Debentures.
Number of ordinary shares allocated to accommodate the conversion	Not exceeding 140,000,000 shares
Events where the Company is required to adjust the conversion right	<p>The conversion price may be adjusted upon the occurrence of any events as specified in the terms and conditions of the Convertible Debentures, which include the following events:</p> <ul style="list-style-type: none"> (1) When the Company changes the par value of its ordinary shares as a result of a combination or split of shares; (2) When the Company offers for sale any newly issued shares at a lower price; (3) When the Company offers for sale any convertible debentures at a lower price or offers for sale any warrants to purchase shares at a lower price; (4) When the Company pays all or parts of the dividend in the form of newly issued shares to the shareholders; (5) When the Company pays dividend in cash exceeding the rate specified in the terms and conditions of the Convertible Debentures; (6) Any other events similar to (1) to (5) which would cause any returns to be received by the holders of the Convertible Debentures, once converted, to be less favorable.
Allocation Method	All Convertible Debentures shall be issued and offered to the high net-worth investors and/or institutional investors, which are not the Company's connected persons and have no relationship with the Company, nor do they operate the same business as the Company.
Secondary Market for the Ordinary Shares for Capital	The Company shall list the ordinary shares for capital increase from the exercise of the right of conversion as listed securities on SET.

Increase from Exercise of the Right of Conversion	
Impact on the Company's shareholders from the conversion of the Convertible Debentures (Dilution Effect)	<p>(1) Impact on the existing shareholders' voting rights and share of profits (Control Dilution)</p> $= \frac{\text{the number of underlying shares}}{\text{the number of paid-up shares} + \text{the number of underlying shares}}$ $= \frac{140,000,000}{(563,050,687 + 140,000,000)}$ $= 19.91\%$ <p>(2) Impact on market price of shares (Price Dilution): Both Cases 1 and 2 will result in price dilution as follows:</p> $= (\text{market price before the offering} - \text{market price after the offering}) / \text{market price before the offering}$ <p>The market price before the offering is calculated from the weighted average price of the Company's shares on SET for the past 15 consecutive business days prior to the date the Board of Directors passes its resolution to propose the Extraordinary General Meeting of the Shareholders No. 1/2018 to consider approving the issuance of the ordinary shares for capital increase to accommodate the conversion of the Convertible Debentures, namely, during the period from May 8, 2018 to May 28, 2018, which is equal to Baht 6.21 per share.</p> <p>The market price after the offering:</p> $= \frac{((\text{market price before the offering} \times \text{paid-up shares}) + (\text{exercise price} \times \text{underlying shares}))}{(\text{paid-up shares} + \text{underlying shares})}$ $= \frac{(6.21 \times 563,050,687) + (7 \times 140,000,000)}{563,050,687 + 140,000,000}$ $= \frac{3,496,544,766 + 980,000,000}{703,050,687}$ $= \text{Baht 6.37 per share}$ <p>There will be no impact on market price of shares.</p>

Pre-maturity redemption	At any time after the issuance date of the Convertible Debentures, the Company is entitled to redeem the Convertible Debentures which have not yet been converted at that time prior to their maturity date, whether in whole or in part, as the Company deems appropriate, at the price equal to the principal amount of such Convertible Debentures, plus accrued interest up to the date of pre-maturity redemption, subject to the terms and conditions of the Convertible Debentures.
For the Case of Mandatory Conversion	In the event that the holders of the Convertible Debentures do not convert their Convertible Debentures prior to their maturity date, and the weighted average price of the Company's ordinary shares on SET for the past 15 consecutive business days prior to the last conversion date of the Convertible Debentures is higher than Baht 7, the Company shall proceed with mandatory conversion of all such Convertible Debentures into the Company's ordinary shares instead of repayment of the principal to the holders of the Convertible Debentures at the conversion price, provided that the average price must be based on the average daily price of the Company's ordinary shares traded on SET. If no such weighted average price of the Company's shares is available on any day during such period of 15 business days given the absence of any trading of the Company's shares on SET on such day, the Company shall not include the share price on such day in the calculation.
For the Case of No Mandatory Conversion	<p>In the event that the weighted average price of the Company's ordinary shares on SET for the past 15 consecutive business days prior to the last conversion date of the Convertible Debentures does not exceed Baht 7, the holders of the Convertible Debentures shall be entitled to redeem the Convertible Debentures and receive payments in the amount of Baht 1,000 per unit of the Convertible Debentures, which is equal to the face value of the Convertible Debentures, plus accrued interest.</p> <p>In this regard, such average price must be based on the average daily price of the Company's ordinary shares traded on SET. If no such weighted average price of the Company's shares is available on any day during such period of 15 business days given the absence of any trading of the Company's shares on SET on such day, the Company shall not include the share price on such day in the calculation.</p>
The Company's Source of Funds upon Maturity of the Convertible Debentures	The Company's internal source of funds is sufficient to redeem the Convertible Debentures or if the Company's funds are insufficient and/or if the opportunity cost in the

	<p>redemption of the Convertible Debentures is higher than the loans from financial institutions, the Company may consider borrowing funds from financial institutions.</p>
<p>Compensation for Damages due to the Company's Inability to Arrange for the Underlying Shares for Convertible Debentures</p>	<p>The Company shall compensate for damages to only the holders of the Convertible Debentures who have given notice of intention to exercise their rights of conversion in accordance with the conditions for such conversion, but the Company is unable to sufficiently arrange for the ordinary shares to accommodate such conversion, whereby the Company shall compensate the holders of the Convertible Debentures for such damages within 15 business days from the relevant conversion date, which shall be calculated as follows:</p> <p>(1) The market price, namely, the weighted average price of the Company's ordinary shares traded on SET for the past 15 consecutive business days prior to the last conversion date, shall be deducted by the conversion price applicable on the last conversion date.</p> <p>(2) The result from item (1) shall be multiplied by the number of ordinary shares which cannot be arranged for by the Company to accommodate the conversion to the holders of the Convertible Debentures according to their notice of intention subject to the conditions for such conversion.</p> <p>In addition, the Company shall repay the principal, together with accrued interest (if any), in respect of all Convertible Debentures for which the ordinary shares cannot be arranged for by the Company to accommodate the conversion to the holders of the Convertible Debentures, and it shall be deemed that all such Convertible Debentures have been duly redeemed.</p>
<p>Authorization to set out other details</p>	<p>In this connection, in order to ensure that the terms and conditions for the Convertible Debentures shall be appropriate to the circumstances of the capital and money markets, taking into account the interests of the Company and the shareholders, the Chairman of the Executive Committee or the Chief Executive Officer or the person entrusted by the Chairman of the Executive Committee or the Chief Executive Officer shall be authorized to take any actions necessary for and in connection with the issuance, offering and allocation of the Convertible Debentures in compliance with the law, including but not limited to the power to (1) set out and amend any rules, terms, conditions and other details relating to the issuance, offering and allocation of the Convertible Debentures as appropriate, including the terms and conditions of the Convertible Debentures, the</p>

	<p>issuance date of the Convertible Debentures, the number of ordinary shares to accommodate the conversion of the Convertible Debentures, the par value, the calculation and method of payment of interest, conversion period, redemption of the Convertible Debentures or the events where the Company shall be required to issue new shares to accommodate the conversion, and the conditions of adjustment of the right of conversion; (2) appoint advisors and various persons (e.g., financial advisor, underwriter of the Convertible Debentures) in connection with the application for permission, contact and provision of information as well as filing of documents and evidence with the relevant authorities or any other events in connection with the issuance and offering of the Convertible Debentures as appropriate; (3) negotiate, agree, enter into, amend, add, sign agreements, applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents necessary for and in connection with the issuance, offering and allocation of the Convertible Debentures, as well as contact, filing, amendment, addition and signing of the applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents, with the SEC, SET, governmental agencies or relevant authorities in relation to the issuance, offering and allocation of the Convertible Debentures and the listing of the Convertible Debentures and the ordinary shares for capital increase from the conversion of the Convertible Debentures as listed securities on SET; and (4) take any other arrangements as necessary and appropriate in connection with the issuance, offering and allocation of the Convertible Debentures in order to ensure the successful completion of the foregoing arrangements and the issuance, offering and allocation of the Convertible Debentures on this occasion.</p>
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Information Memorandum on Issuance, Offering and Allocation of Ordinary Shares for Capital Increase,
Warrants to Purchase Ordinary Shares for Capital Increase, and Convertible Debentures
of
Thai Luxe Enterprises Public Company Limited

The Board of Directors' Meeting No. 9/2018 of Thai Luxe Enterprises Public Company Limited (the "Company"), held on May 30, 2018, resolved to propose the Extraordinary General Meeting of the Shareholders No. 1/2018 on July 16, 2018 to consider and approve the Company's registered capital increase by Baht 280,762,672 from the current registered capital of Baht 563,050,687 to be Baht 843,813,359, by way of issuance of not exceeding 280,762,672 ordinary shares for capital increase at the par value of Baht 1 per share, as per the details of such allocation of the ordinary shares for capital increase, as follows:

1. Allocation of not exceeding 140,762,672 ordinary shares for capital increase at the par value of Baht 1 per share to accommodate the warrants to purchase ordinary shares for capital increase of the Company No. 3 (TLUXE-W3) to be issued and allocated to the Company's existing shareholders according to their shareholding percentage (Right Offering) in the amount of not exceeding 140,762,672 units, free of charge, at the ratio of 4 existing ordinary shares to 1 unit of the Warrants, and at the exercise price of Baht 2 per share (the "Warrants");
2. Allocation of not exceeding 140,000,000 ordinary shares for capital increase at the par value of Baht 1 per share to accommodate the conversion of newly issued convertible debentures with the right of conversion into ordinary shares of the Company in the amount of not exceeding 980,000 units, at the offering price of Baht 1,000 per unit, representing the total offering value of not exceeding Baht 980,000,000 to be issued, offered and allocated by way of private placement to high net-worth investors and/or institutional investors, at the conversion ratio of 1 unit to 142 ordinary shares for capital increase (any fraction thereof shall be discarded), and at the conversion price of Baht 7 per share (the "Convertible Debentures").

In this regard, the details of the issuance and allocation of the Warrants, and the issuance, offering and allocation of the Convertible Debentures which are essential to the shareholders' decision are as follows:

1. **Details of the Offering**

1.1 **Issuance and allocation to the Company's existing shareholders according to their shareholding percentage (Right Offering)**

The Company shall issue and allocate not exceeding 140,762,672 ordinary shares for capital increase at the par value of Baht 1 per share to accommodate the exercise of the Warrants to be

issued and allocated to the Company's existing shareholders according to their shareholding percentage (Right Offering) in the amount of not exceeding 140,762,672 units, free of charge, at the ratio of 4 existing ordinary shares to 1 unit of the Warrants (any fraction thereof shall be discarded), for a term of not exceeding 3 years from the issuance date of the Warrants, at the exercise ratio of 1 unit to 1 ordinary share for capital increase, and at the exercise price of Baht 2 per share.

The details of the Warrants are described in the Key Summary of the Warrants to Purchase Ordinary Shares for Capital Increase of Thai Luxe Enterprises Public Company Limited No. 3 (TLUXE-W3) (Enclosure 4).

In this connection, in order to ensure that the terms and conditions for the Warrants shall be appropriate to the circumstances of the capital and money markets, taking into account the interests of the Company and the shareholders, the Board of Directors' Meeting approved to propose the Extraordinary General Meeting of the Shareholders No. 1/2018 to consider and approve the authorization of the Chairman of the Executive Committee or the Chief Executive Officer or the person entrusted by the Chairman of the Executive Committee or the Chief Executive Officer to take any actions necessary for and in connection with the issuance and allocation of the Warrants in compliance with the law, including but not limited to the power to (1) set out and amend any rules, terms, conditions and other details relating to the issuance and allocation of the Warrants, including the record date to determine the list of shareholders entitled to the allocation of the Warrants; (2) negotiate, agree, enter into, amend, add, sign agreements, applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents necessary for and in connection with the issuance and allocation of the Warrants, as well as contact, filing, amendment, addition and signing of the applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents with the Office of the Securities and Exchange Commission (the "SEC"), the Stock Exchange of Thailand ("SET"), governmental agencies or relevant authorities in relation to the issuance and allocation of the Warrants and the listing of the Warrants and the ordinary shares for capital increase from the exercise of the Warrants as listed securities on SET; and (3) take any other arrangements as necessary and appropriate in connection with the issuance and allocation of the Warrants in order to ensure the successful completion of the foregoing arrangements and the issuance and allocation of the Warrants on this occasion.

1.2 Issuance, offering and allocation by way of private placement to high net-worth investors and/or institutional investors

The Company shall issue and allocate not exceeding 140,000,000 ordinary shares for capital increase at the par value of Baht 1 per share to accommodate the conversion of the Convertible Debentures in the amount of not exceeding 980,000 units, at the offering price of Baht 1,000 per unit,

representing the total offering value of not exceeding Baht 980,000,000 to be issued, offered and allocated by way of private placement to high net-worth investors and/or institutional investors, which are not the Company's connected persons and have no relationship with the Company, nor do they operate the same business as the Company, for a term of not exceeding 3 years from the issuance date of the Convertible Debentures, at the conversion ratio of 1 unit to 142 ordinary shares for capital increase (any fraction thereof shall be discarded), and at the conversion price of Baht 7 per share. The conversion price of the ordinary shares for capital increase to be allocated to accommodate the conversion of the Convertible Debentures shall not be lower than 90 percent of the market price as specified in the Notification of the Capital Market Supervisory Board No. ThorChor.72/2558 Re: Application for and Approval of Offer for Sale of Newly Issued Shares by way of Private Placement, dated October 28, 2015 (and any amendments thereof) (the "**Notification ThorChor. 72/2558**"), provided that the market price shall be calculated from the weighted average price of the Company's shares on SET for the past 15 consecutive business days prior to the date the Board of Directors passes its resolution to propose the Extraordinary General Meeting of the Shareholders No. 1/2018 to consider and approve the issuance of the ordinary shares for capital increase to accommodate the conversion of the Convertible Debentures by way of private placement, namely, during the period from May 8, 2018 to May 28, 2018, which is equal to Baht 6.21 per share.

The details of the Convertible Debentures are described in the Key Summary of the Private Placement of Newly Issued Convertible Debentures with the Right of Conversion into Ordinary Shares of Thai Luxe Enterprises Public Company Limited (Enclosure 5).

In this connection, in order to ensure that the terms and conditions for the Convertible Debentures shall be appropriate to the circumstances of the capital and financial markets, taking into account the benefits of the Company and the shareholders, the Board of Directors' Meeting approved to propose the Extraordinary General Meeting of the Shareholders No. 1/2018 to consider and approve the authorization of the Chairman of the Executive Committee or the Chief Executive Officer or the person entrusted by the Chairman of the Executive Committee or the Chief Executive Officer to take any actions necessary for and in connection with the issuance, offering and allocation of the Convertible Debentures in compliance with the law, including but not limited to the power to (1) set out and amend any rules, terms, conditions and other details relating to the issuance, offering and allocation of the Convertible Debentures as appropriate, including the terms and conditions of the Convertible Debentures, the issuance date of the Convertible Debentures, the number of ordinary shares to accommodate the conversion of the Convertible Debentures, the par value, the calculation and method of payment of interest, conversion period, redemption of the Convertible Debentures or the events where the Company shall be required to issue new shares to accommodate the conversion, and the conditions of adjustment of the right of conversion; (2) appoint advisors and various persons

(e.g., financial advisor, underwriter of the Convertible Debentures) in connection with the application for permission, contact and provision of information as well as filing of documents and evidence with the relevant authorities or any other events in connection with the issuance and offering of the Convertible Debentures as appropriate; (3) negotiate, agree, enter into, amend, add, sign agreements, applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents necessary for and in connection with the issuance, offering and allocation of the Convertible Debentures, as well as contact, filing, amendment, addition and signing of the applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents, with the SEC Office, SET, governmental agencies or relevant authorities in relation to the issuance, offering and allocation of the Convertible Debentures and the listing of the Convertible Debentures and the ordinary shares for capital increase from the conversion of the Convertible Debentures as listed securities on SET; and (4) take any other arrangements as necessary and appropriate in connection with the issuance, offering and allocation of the Convertible Debentures in order to ensure the successful completion of the foregoing arrangements and the issuance, offering and allocation of the Convertible Debentures on this occasion.

In this regard, should any holder of the Convertible Debentures or any other person exercise the right to convert the Convertible Debentures at the offering price lower than 90 percent of the market price of the Company's shares prior to the date of conversion into the ordinary shares for capital increase of the Company on the conversion date, the Company is obliged to prohibit such person, who has exercised the right of conversion and received the Company's ordinary shares for capital increase, from selling all such shares within 1 year from the day on which SET accepts the Company's shares for capital increase from the exercise of the right of conversion into the Company's ordinary shares for capital increase as listed securities (Silent Period) . Upon a lapse of 6 months after SET's acceptance of such shares as listed securities, such person, who has exercised the right of conversion and received the Company's ordinary shares for capital increase, may gradually sell up to 25 percent of all such shares subject to the silent period, in accordance with the requirements set out in the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures for Consideration of Application for Listing of Ordinary Shares or Preferred Shares for Capital Increase as Listed Securities B.E. 2558 (2015), dated May 11, 2015 (and any amendments thereof), provided that such offering price shall be calculated from the offering price of the Convertible Debentures divided by the conversion ratio, and the conversion price shall be subject to right adjustment in the events as specified in the terms and conditions of the Convertible Debentures, as per the Key Summary of the Private Placement of Newly Issued Convertible Debentures with the Right of Conversion into Ordinary Shares of Thai Luxe Enterprises Public Company Limited (Enclosure 5).

2. Purpose of Share Issuance and Use of Proceeds

2.1 Issuance and allocation of the Warrants to the Company's existing shareholders according to the shareholding percentage (Right Offering)

The Company's issuance and allocation of the Warrants are intended to prepare for and strengthen its financial position to be more financially flexible for the operation of future projects and to be reserved as working capital to accommodate the Company's arrangements upon the exercise of the Warrants to purchase the Company's ordinary shares for capital increase. Furthermore, the Company wishes to bring about more options for investment and increase returns to the Company's shareholders, and as such, the Warrants shall be issued and allocated on this occasion free of charge to the Company's existing shareholders according to their shareholding percentage (Right Offering).

2.2 Issuance, offering and allocation of the Convertible Debentures by way of private placement

The Company wishes to issue, offer and allocate the Convertible Debentures in order to use the proceeds therefrom for repayment of debts of the Company and/or its subsidiaries and/or as working capital in the Company's current operations and/or for its business expansion in the future.

3. Impact on the Shareholders from the Share Offering

The Company expects that the issuance and allocation of the Warrants and the issuance, offering and allocation of the Convertible Debentures shall give rise to impact on the Company's shareholders as follows:

3.1 In the event where all Warrants have been exercised to purchase the Company's ordinary shares for capital increase

Case 1 The existing shareholders exercise all the Warrants.

Case 2 Those who are not the existing shareholders exercise the Warrants to purchase all ordinary shares of the Company (the existing shareholders sell all the Warrants on SET).

(1) Impact on the existing shareholders' voting rights and share of profits (Control Dilution)

$$= \frac{\text{the number of underlying shares}}{\text{the number of paid-up shares} + \text{the number of underlying shares}}$$

Case 1 = 0

Case 2 = $140,762,672 / (563,050,687 + 140,762,672) = 20\%$

(2) Impact on market price of shares (Price Dilution): Both Cases 1 and 2 will result in price dilution as follows:

$$= (\text{market price before the offering} - \text{market price after the offering}) / \text{market price before the offering}$$

The market price before the offering is calculated from the weighted average price of the Company's shares on SET for the past 15 consecutive business days prior to the date the Board of Directors passes its resolution to propose the Extraordinary General Meeting of the Shareholders No. 1/2018 to consider and approve the issuance of the ordinary shares for capital increase to accommodate the exercise of the Warrants, namely, during the period from May 8, 2018 to May 28, 2018, which is equal to Baht 6.21 per share.

The market price after the offering is calculated from:

$$= \frac{((\text{market price before the offering} \times \text{paid-up shares}) + (\text{exercise price} \times \text{underlying shares}))}{(\text{paid-up shares} + \text{underlying shares})}$$

$$= \frac{(6.21 \times 563,050,687) + (2 \times 140,762,672)}{563,050,687 + 140,762,672}$$

$$= \frac{3,496,544,766 + 281,525,342}{703,813,359}$$

= Baht 5.37 per share

$$\text{Impact on market price of shares} = (6.21 - 5.37) / 6.21$$

= 13.53%

3.2 In the event where all Convertible Debentures have been converted into the Company's ordinary shares for capital increase

(1) Impact on the existing shareholders' voting rights and share of profits (Control Dilution)

$$= \frac{\text{the number of underlying shares}}{\text{the number of paid-up shares} + \text{the number of underlying shares}}$$

$$= \frac{140,000,000}{(563,050,687 + 140,000,000)}$$

$$= 19.91\%$$

(2) Impact on market price of shares (Price Dilution)

$$= (\text{market price before the offering} - \text{market price after the offering}) / \text{market price before the offering}$$

The market price before the offering is calculated from the weighted average price of the Company's shares on SET for the past 15 consecutive business days prior to the date the Board of

Directors passes its resolution to propose the Extraordinary General Meeting of the Shareholders No. 1/ 2018 to consider and approve the issuance of the ordinary shares for capital increase to accommodate the conversion of the Convertible Debentures, namely, during the period from May 8, 2018 to May 28, 2018, which is equal to Baht 6.21 per share.

The market price after the offering:

$$\begin{aligned}
 &= \frac{((\text{market price before the offering} \times \text{paid-up shares}) + (\text{exercise price} \times \text{underlying shares}))}{(\text{paid-up shares} + \text{underlying shares})} \\
 &= \frac{(6.21 \times 563,050,687) + (7 \times 140,000,000)}{563,050,687 + 140,000,000} \\
 &= \frac{3,496,544,766 + 980,000,000}{703,050,687} \\
 &= \text{Baht 6.37 per share}
 \end{aligned}$$

There will be no impact on market price of shares.

3.3 In the event where all Warrants have been exercised to purchase the Company's ordinary shares for capital increase and all Convertible Debentures have been converted into the Company's ordinary shares for capital increase at the same time

(1) Impact on the existing shareholders' voting rights and share of profits (Control Dilution)

$$\begin{aligned}
 &= \frac{\text{the number of underlying shares}}{\text{the number of paid-up shares} + \text{the number of underlying shares}} \\
 &= \frac{(140,762,672 + 140,000,000)}{(563,050,687 + ((140,762,672 + 140,000,000)))} \\
 &= 33.27\%
 \end{aligned}$$

(2) Impact on market price of shares (Price Dilution)

$$= (\text{market price before the offering} - \text{market price after the offering}) / \text{market price before the offering}$$

The market price before the offering is calculated from the weighted average price of the Company's shares on SET for the past 15 consecutive business days prior to the date the Board of Directors passes its resolution to propose the Extraordinary General Meeting of the Shareholders No. 1/ 2018 to consider and approve the issuance of the ordinary shares for capital increase to

accommodate the conversion of the Convertible Debentures, namely, during the period from May 8, 2018 to May 28, 2018, which is equal to Baht 6.21 per share.

The market price after the offering:

$$\begin{aligned}
 &= \frac{((\text{market price before the offering} \times \text{paid-up shares}) + (\text{exercise price} \times \text{underlying shares}))}{(\text{paid-up shares} + \text{underlying shares})} \\
 &= \frac{(6.21 \times 563,050,687) + (2 \times 140,762,672) + (7 \times 140,000,000)}{563,050,687 + 140,762,672 + 140,000,000} \\
 &= \frac{3,496,544,766 + 281,525,342 + 980,000,000}{843,813,359} \\
 &= \text{Baht 5.64 per share}
 \end{aligned}$$

$$\begin{aligned}
 \text{Impact on market price of shares} &= (6.21 - 5.64) / 6.21 \\
 &= 9.18\%
 \end{aligned}$$

4. Opinions of the Board of Directors on Capital Increase

4.1 Reasons and justifications for capital increase

The Board of Directors considered this matter and viewed that the Company's registered capital increase by way of issuance of the ordinary shares for capital increase to accommodate the exercise of the Warrants would strengthen the Company's financial structure and its debt to equity ratio in the long run to be more financially flexible for the operation of future projects and to be reserved as working capital to accommodate the Company's arrangements.

In addition, the Board of Directors further viewed that the Company's registered capital increase by way of issuance of the ordinary shares for capital increase to accommodate the conversion of the Convertible Debentures would serve as the Company's source of funds for repayment of debts of the Company and/or its subsidiaries and/or as working capital in the Company's current operations and/or for its business expansion in the future.

4.2 Feasibility of the use of proceeds from the capital increase

The Company expects that the issuance, offering and allocation of the Convertible Debentures by way of private placement, including the receipt of such proceeds therefrom, shall be completed by the fourth quarter of 2018, and the Company shall use the proceeds from such capital increase to

repay debts of the Company and/or its subsidiaries and/or as working capital in the Company's current operations and/or for its business expansion in the future.

4.3 Justifications of the capital increase, used of proceeds and sufficiency of the source of funds

After reviewing the justifications and benefits from the capital increase on this occasion as mentioned above, the Board of Directors is of the view that this capital increase is justifiable and will give rise to the maximum benefits to the Company.

4.4 Potential impact on the Company's business operations, financial position and operational results

The Board of Directors considered this matter and viewed that the Company's registered capital increase by way of issuance of the ordinary shares for capital increase to accommodate the exercise of the Warrants would strengthen the Company's financial structure and its debt to equity ratio in the long run to be more financially flexible for the operation of future projects and to be reserved as working capital to accommodate the Company's arrangements. Therefore, such capital increase shall not give rise to any negative impact on the Company's business operations, financial position and operational results.

In addition, the Board of Directors further viewed that the Company's registered capital increase by way of issuance of the ordinary shares for capital increase to accommodate the conversion of the Convertible Debentures would serve as the Company's source of funds for repayment of debts of the Company and/or its subsidiaries and/or as working capital in the Company's current operations and/or for its business expansion in the future shall not give rise to any negative impact on the Company's business operations, financial position and operational results.

4.5 Justifications of the offering price of securities by way of private placement

The Board of Directors considered that the Company's registered capital increase by way of issuance of the ordinary shares for capital increase to accommodate the conversion of the Convertible Debentures at the conversion price of Baht 7 per share is the conversion price of the ordinary shares for capital increase to accommodate the conversion of the Convertible Debentures which is not lower than 90 percent of the market price as required by the Notification ThorChor. 72/2558, and as such, such price is justifiable.

5 Certification of the Board of Directors

In the event where any director of the Company fails to perform his/her functions with integrity and due care to protect the Company's interests from this capital increase, and such failure has caused damage to the Company, the shareholders may take legal actions to claim damages from such director on behalf of the Company pursuant to Section 85 of the Public Limited Companies Act B.E. 2535 (and any amendments thereof). In the event where the performance of such functions has caused any directors or persons concerned to gain undue benefits, the shareholders may take legal actions to recover such benefits from the directors on behalf of the Company pursuant to Section 89/18 of the Public Limited Companies Act B.E. 2535 (and any amendments thereof)

The Company hereby certifies that this Information Memorandum is correct and complete in all respects.

Signature *Chaowarit Prapajit*
(General Chaowarit Prapajit)
Authorized Signatory Director

Signature *Suwit Wannasirisuk*
(Mr. Suwit Wannasirisuk)
Authorized Signatory Director

Capital Increase Report Form

Thai Luxe Enterprises Public Company Limited

May 30, 2018

We, Thai Luxe Enterprises Public Company Limited (the “Company”), hereby report on the resolutions of the Board of Directors’ Meeting No. 9/2018, held on May 30, 2018 from 13.30 hours to 16.00 hours, regarding the capital increase and new share allocation, as follows:

1. Capital Increase

The Board of Directors’ Meeting No. 9/2018 resolved to approve the Company’s registered capital increase by Baht 280,762,672 from the current registered capital of Baht 563,050,687 to be Baht 843,813,359 by issuance of 280,762,672 ordinary shares for capital increase at the par value of Baht 1 per share. The description of such capital increase is as follows:

Capital Increase	Type of Shares	Amount of Shares	Par Value (Baht per share)	Total (Million Baht)
<input checked="" type="checkbox"/> Specific Purpose of Use of Proceeds	Ordinary Shares	280,762,672	1	280.76
	Preferred Shares	-	-	-
<input type="checkbox"/> General Mandate	Ordinary Shares	-	-	-
	Preferred Shares	-	-	-

In case of the capital increase with specific purpose of use of proceeds, complete all of the following items, except item 2.2.

In case of the capital increase with general mandate, complete only items 2.2, 3 and 4.

2. Allocation of New Shares

2.1 Specific Purpose of Use of Proceeds

Allocation to	Amount of Shares	Ratio (Old : New)	Offering Price (Baht per share)	Share Subscription and Payment Date and Time	Remark
To accommodate the exercise of the Warrants to purchase the ordinary shares for capital increase of the Company issued	140,762,672 shares	<u>Allocation Ratio</u> 4 existing ordinary shares to 1 unit of the Warrants (any fraction thereof shall be discarded) <u>Exercise Ratio</u>	<u>Offering Price</u> Free of charge. <u>Exercise Price</u> Baht 2 per share	To be determined by the Chairman of the Executive Committee or the Chief Executive	Please see Remark 1.

Allocation to	Amount of Shares	Ratio (Old : New)	Offering Price (Baht per share)	Share Subscription and Payment Date and Time	Remark
to the existing shareholders according to their shareholding percentage (Right Offering)		1 unit of the Warrants is entitled to purchase 1 ordinary share for capital increase		Officer or the person entrusted by the Chairman of the Executive Committee or the Chief Executive Officer.	
To accommodate the conversion of the Convertible Debentures to be issued and offered by way of private placement to high net-worth investors and/or institutional investors	140,000,000	1 unit of the Convertible Debentures is entitled to purchase 142 ordinary shares for capital increase (any fraction thereof shall be discarded).	<u>Offering Price</u> Baht 1,000 per unit <u>Conversion Price</u> Baht 7 per share	To be determined by the Chairman of the Executive Committee or the Chief Executive Officer or the person entrusted by the Chairman of the Executive Committee or the Chief Executive Officer.	Please see Remark 2.

Remarks The Board of Directors' Meeting No. 9/2018 resolved as follows:

1. It was approved to propose the Extraordinary General Meeting of the Shareholders No. 1/2018 to consider and approve the issuance and allocation of the warrants to purchase ordinary shares for capital increase of the Company No. 3 (TLUXE-W3) to the Company's existing shareholders according to their shareholding percentage (Right Offering) (the "**Warrants**") in the amount of not exceeding 140,762,672 units, free of charge, at the ratio of 4 existing ordinary shares to 1 unit of the Warrants (any fraction thereof shall be discarded), for a term of not exceeding 3 years from the issuance date of the Warrants, at the exercise ratio of 1 unit to 1 ordinary share for capital increase, and at the exercise price of Baht 2 per share. In this regard, the Company

shall increase its capital by Baht 140,762,672 by way of issuance and allocation of 140,762,672 ordinary shares for capital increase at the par value of Baht 1 per share to accommodate the exercise of the Warrants.

The details of the Warrants are described in the Key Summary of the Warrants to Purchase Ordinary Shares for Capital Increase of Thai Luxe Enterprises Public Company Limited No. 3 (TLUXE-W3) (Enclosure 4).

In this connection, in order to ensure that the terms and conditions for the Warrants shall be appropriate to the circumstances of the capital and money markets, taking into account the interests of the Company and the shareholders, the Board of Directors' Meeting approved to propose the Extraordinary General Meeting of the Shareholders No. 1/2018 to consider and approve the authorization of the Chairman of the Executive Committee or the Chief Executive Officer or the person entrusted by the Chairman of the Executive Committee or the Chief Executive Officer to take any actions necessary for and in connection with the issuance and allocation of the Warrants in compliance with the law, including but not limited to the power to (1) set out and amend any rules, terms, conditions and other details relating to the issuance and allocation of the Warrants, including the record date to determine the list of shareholders entitled to the allocation of the Warrants; (2) negotiate, agree, enter into, amend, add, sign agreements, applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents necessary for and in connection with the issuance and allocation of the Warrants, as well as contact, filing, amendment, addition and signing of the applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents with the Office of the Securities and Exchange Commission (the "SEC"), the Stock Exchange of Thailand ("SET"), governmental agencies or relevant authorities in relation to the issuance and allocation of the Warrants and the listing of the Warrants and the ordinary shares for capital increase from the exercise of the Warrants as listed securities on SET; and (3) take any other arrangements as necessary and appropriate in connection with the issuance and allocation of the Warrants in order to ensure the successful completion of the foregoing arrangements and the issuance and allocation of the Warrants on this occasion.

2. It was approved to propose the Extraordinary General Meeting of the Shareholders No. 1/2018 to consider and approve the issuance, offering and allocation of newly issued convertible debentures with the right of conversion into ordinary shares of the Company (the "**Convertible Debentures**") in the amount of not exceeding 980,000 units, at the offering price of Baht 1,000 per unit, representing the total offering value of not exceeding Baht 980,000,000 by way of private placement, to high net-worth investors and/or institutional investors, which are not the Company's connected persons and have no relationship with the Company, nor do they operate the same business as the Company, for a term of not exceeding 3 years from the issuance date of the Convertible Debentures, at the conversion ratio of 1 unit to 142 ordinary shares for capital increase (any fraction thereof shall be discarded), and at the conversion price of Baht 7 per share. In this regard, the Company shall increase its capital by Baht 140,000,000 by way of issuance and allocation of 140,000,000 ordinary shares for capital increase at the par value of Baht 1 per share to accommodate the exercise of the right of conversion of the Convertible Debentures.

The details of the Convertible Debentures are described in the Key Summary of the Private Placement of Newly Issued Convertible Debentures with the Right of Conversion into Ordinary Shares of Thai Luxe Enterprises Public Company Limited (Enclosure 5).

In this connection, in order to ensure that the terms and conditions for the Convertible Debentures shall be appropriate to the circumstances of the capital and financial markets, taking into account the interests of the Company and the shareholders, the Board of Directors' Meeting approved to propose the Extraordinary General Meeting of the Shareholders No. 1/2018 to consider and approve the authorization of the Chairman of the Executive Committee or the Chief Executive Officer or the person entrusted by the Chairman of the Executive Committee or the Chief Executive Officer to take any actions necessary for and in connection with the issuance, offering and allocation of the Convertible Debentures in compliance with the law, including but not limited to the power to (1) set out and amend any rules, terms, conditions and other details relating to the issuance, offering and allocation of the Convertible Debentures as appropriate, including the terms and conditions of the Convertible Debentures, the issuance date of the Convertible Debentures, the number of ordinary shares to accommodate the conversion of the Convertible Debentures, the par value, the calculation and method of payment of interest, conversion period, redemption of the Convertible Debentures or the events where the Company shall be required to issue new shares to accommodate the conversion, and the conditions of adjustment of the right of conversion; (2) appoint advisors and various persons (e.g., financial advisor, underwriter of the Convertible Debentures) in connection with the application for permission, contact and provision of information as well as filing of documents and evidence with the relevant authorities or any other events in connection with the issuance and offering of the Convertible Debentures as appropriate; (3) negotiate, agree, enter into, amend, add, sign agreements, applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents necessary for and in connection with the issuance, offering and allocation of the Convertible Debentures, as well as contact, filing, amendment, addition and signing of the applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents, with the SEC, SET, governmental agencies or relevant authorities in relation to the issuance, offering and allocation of the Convertible Debentures and the listing of the Convertible Debentures and the ordinary shares for capital increase from the conversion of the Convertible Debentures as listed securities on SET; and (4) take any other arrangements as necessary and appropriate in connection with the issuance, offering and allocation of the Convertible Debentures in order to ensure the successful completion of the foregoing arrangements and the issuance, offering and allocation of the Convertible Debentures on this occasion.

2.1.1 The Company's arrangements with any fraction of shares

Any fraction of shares from the allocation of shares for capital increase issued to accommodate the exercise of the Warrants and to accommodate the conversion of the Convertible Debentures shall be discarded.

2.2 General Mandate

Allocation to	Type of Securities	Amount of Shares	Percentage of Paid-up Capital ^{1/}	Remark
Existing Shareholders	Ordinary Shares	-	-	-
	Preferred Shares	-	-	-
To accommodate the conversion/ exercise of the transferable warrants	Ordinary Shares	-	-	-
	Preferred Shares	-	-	-
Public Offering	Ordinary Shares	-	-	-
	Preferred Shares	-	-	-
Private Placement	Ordinary Shares	-	-	-
	Preferred Shares	-	-	-

^{1/} The percentage of the paid-up capital as of the date the Board of Directors resolved to increase its capital with general mandate.

3. New Share Allocation

The Extraordinary General Meeting of the Shareholders No. 1/2018 is scheduled to be held on July 16, 2018 at 13.30 hours at the office of Thai Luxe Enterprises Public Company Limited, No. 62-62/1, Moo 2, U-Tapao Road, Nong Chumphon, Khao Yoi, Phetchaburi Province, whereby:

☐ The share register shall be closed to suspend any share transfer for the right to attend the Shareholders' Meeting from.....until the Shareholders' Meeting is adjourned.

☒ The record date to determine the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2018 shall be June 14, 2018.

4. Approval for Capital Increase/New Share Allocation from Relevant Authorities and Conditions of such Approval (if any)

1. Approval for the registered capital increase and the allocation of the ordinary shares for capital increase to accommodate the exercise of the Warrants and the conversion of the Convertible Debentures shall be obtained from the Company's Shareholders' Meeting.
2. The SEC's approval shall be obtained for the issuance and offering of the Convertible Debentures and the Company's ordinary shares for capital increase to accommodate the conversion of the Convertible Debentures by way of private placement.
3. The Company shall register its registered capital increase and change of its paid-up registered capital as well as the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce.

4. The Company shall apply for approval from SET for listing of the Warrants, the newly issued shares for capital increase from the exercise of the Warrants and the newly issued shares for capital increase from the conversion of the Convertible Debentures into the Company's ordinary shares as listed securities on SET.

5. Purpose of Capital Increase and Use of Proceeds from the Capital Increase

5.1 Issuance and allocation of the Warrants to the Company's existing shareholders according to their shareholding percentage (Right Offering)

The Company's issuance and allocation of the Warrants are intended to prepare for and strengthen its financial position to be more financial flexible for the operation of future projects and to be reserved as working capital to accommodate the Company's arrangements upon the exercise of the Warrants to purchase the Company's ordinary shares for capital increase. Furthermore, the Company wishes to bring about more options for investment and increase returns to the Company's shareholders, and as such, the Warrants shall be issued and allocated on this occasion free of charge to the Company's existing shareholders according to their shareholding percentage (Right Offering).

5.2 Issuance, offering and allocation of the Convertible Debentures by way of private placement

The Company wishes to issue, offer and allocate the Convertible Debentures in order to use the proceeds therefrom for repayment of debts of the Company and/or its subsidiaries and/or as working capital in the Company's current operations and/or for its business expansion in the future.

6. Expected Benefits to the Company from the Capital Increase/New Share Allocation

The Board of Directors considered this matter and viewed that the Company's registered capital increase by way of issuance of the ordinary shares for capital increase to accommodate the exercise of the Warrants would strengthen the Company's financial structure and its debt to equity ratio in the long run to be more financially flexible for the operation of future projects and to be reserved as working capital to accommodate the Company's arrangements.

In addition, the Board of Directors further viewed that the Company's registered capital increase by way of issuance of the ordinary shares for capital increase to accommodate the conversion of the Convertible Debentures would serve as the Company's source of funds for repayment of debts of the Company and/or its subsidiaries and/or as working capital in the Company's current operations and/or for its business expansion in the future.

7. Expected Benefits to the Shareholders from the Capital Increase/New Share Allocation

7.1 Dividend Policy

The Company has a policy to pay dividends at not less than 60 percent of the net profits from the Company's separate financial statements after corporate income tax, deficit, legal reserve and all other reserves. However, the Company may declare dividends at a rate less than the above specified rate, depending on the requirement of the working capital in its business operations, expansion and

other factors relating to the Company's management. The Board of Directors' resolution for approval of dividend payments must be proposed to the Shareholders' Meeting for approval, except for interim dividends, which the Board of Directors is empowered to approve such interim dividend payment, and report on such approval to the Shareholders' Meeting for information.

7.2 Subscribers for such shares for capital increase shall be entitled to dividends from the operational results starting from this period

After the subscribers for allocation of the ordinary shares for capital increase on this occasion have been duly registered as the Company's shareholders, they shall be entitled to dividends when the Company declares dividends in the same manner as the Company's existing shareholders.

8. Other Details Essential for the Shareholders' Decision on Approval of the Capital Increase/New Share Allocation

-None-

9. Schedule of actions after the Board of Directors resolves to approve the capital increase/new share allocation:

No.	Procedures	Date
1.	The Board of Directors' Meeting No. 9/2018	May 30, 2018
2.	Record date to determine the list of shareholders entitled to attend the Extraordinary General Meeting of the Shareholders No. 1/2018	June 14, 2018
3.	The Extraordinary General Meeting of the Shareholders No. 1/2018	July 16, 2018
4.	Registration of the resolutions for the registered capital decrease and increase with the Ministry of Commerce	Within 14 days from the date of the resolutions of the Shareholders' Meeting
5.	Determination of the list of shareholders entitled to the allocation of the Warrants	To be determined by the Chairman of the Executive Committee or the Chief Executive Officer or the person entrusted by the Chairman of the Executive Committee or the Chief Executive Officer.
6.	Delivery of the notice of allocation of the Warrants and the notice of entitlement to the Warrants to all existing shareholders with a copy to SET	To be determined by the Chairman of the Executive Committee or the Chief Executive Officer or the person entrusted by the Chairman of the Executive Committee or the Chief Executive Officer, but before the date of allocation of the Warrants.

No.	Procedures	Date
7.	Allocation of the Warrants to the Company's existing shareholders according to their shareholding percentage (Right Offering)	To be determined by the Chairman of the Executive Committee or the Chief Executive Officer or the person entrusted by the Chairman of the Executive Committee or the Chief Executive Officer, but within 1 year from the date of the resolution of the Shareholders' Meeting.
8.	Offering of the Convertible Debentures by way of private placement	To be determined by the Chairman of the Executive Committee or the Chief Executive Officer or the person entrusted by the Chairman of the Executive Committee or the Chief Executive Officer, but after obtaining the SEC's approval for the issuance and offering of the Convertible Debentures and the Company's ordinary shares for capital increase to accommodate the conversion of the Convertible Debentures by way of private placement.

The Company hereby certifies that the information in this report form is correct and complete in all respects.

(To be signed by the directors
authorized to sign on behalf of the
Company, with the Company's
seal affixed.)

Signature

Chaowarit Prapajit

(General Chaowarit Prapajit)
Authorized Signatory Director

Signature

Suwit Wannasirisuk

(Mr. Suwit Wannasirisuk)
Authorized Signatory Director

(ปิดอากรแสตมป์
20 บาท)
(Please attach
stamp duty
of Baht 20)

Enclosure 7

หนังสือมอบฉันทะแบบ ก.
Proxy Form A

เลขทะเบียนผู้ถือหุ้น.....
Shareholder registration number

เขียนที่.....
Written at
วันที่.....เดือน.....พ.ศ.
Date Month Year

(1) ข้าพเจ้า สัญชาติ.....
I/We nationality
ที่อยู่.....
Address

(2) เป็นผู้ถือหุ้นของบริษัท ไทยลักซ์ เอ็นเตอร์ไพรส์ จำกัด (มหาชน) (“บริษัทฯ”)

Being a shareholder of Thai Luxe Enterprises Public Company Limited (“Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียงดังนี้
Holding the total number of shares and have the rights to vote equal to votes as follows

☐ หุ้นสามัญ หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง
ordinary share shares and have the rights to vote equal to votes

☐ หุ้นบุริมสิทธิ หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง
preference share shares and have the rights to vote equal to votes

(3) ขอมอบฉันทะให้

Hereby appoint

ชื่อ อายุ ปี

Name

age

ที่อยู่

Address

เป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2561 ในวันจันทร์ที่ 16 กรกฎาคม 2561 เวลา 13:30 น. ณ บริษัท ไทยลักซ์ เอ็นเตอร์ไพรส์ จำกัด (มหาชน) เลขที่ 62-62/1 หมู่ 2 ถนน รพช.-อุตะบะ ตำบลหนองชุมพล อำเภอยะย้อย จังหวัดเพชรบุรี 76140 หรือที่จะพึงเลื่อนไปในวัน เวลาและสถานที่อื่นด้วย

As my/our proxy (“proxy”) to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2018 on Monday 16th July 2018 at 13:30 hours. at the meeting room, No.62-62/1 Moo 2, Ror.Phor.Chor. Utapao Road, Nongchumphon Sub-district, Khao Yoi District, Petchaburi Province 76140 or such other date, time and place as the meeting may be held.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำให้เองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ / Signedผู้มอบฉันทะ / Grantor
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

หมายเหตุ ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

(ปิดอากรแสตมป์
20 บาท)
(Please attach
stamp duty
of Baht 20)

หนังสือมอบฉันทะแบบ ข. Proxy Form B

เลขทะเบียนผู้ถือหุ้น.....

Shareholder registration number

เขียนที่.....

Written at

วันที่.....เดือน..... พ.ศ.

Date Month Year

(1) ข้าพเจ้า สัญชาติ.....

I/We

nationality

ที่อยู่.....

Address

(2) เป็นผู้ถือหุ้นของบริษัท ไทยลักซ์ เอ็นเตอร์ไพรส์ จำกัด (มหาชน) (“บริษัทฯ”)

Being a shareholder of Thai Luxe Enterprises Public Company Limited (“Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียงดังนี้

Holding the total number of shares and have the rights to vote equal to votes as follows

☐ หุ้นสามัญ หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง
ordinary share shares and have the rights to vote equal to votes

☐ หุ้นบุริมสิทธิ หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง
preference share shares and have the rights to vote equal to votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)

Hereby appoint (Please choose one of following)

☐ 1. มอบฉันทะให้ กรรมการอิสระคนใดคนหนึ่งของบริษัทฯ คือ

Appoint any one of the following Independent Directors of the Company

☐ พันตำรวจโทเจริญรัตน์ วิเชียรสรรค์ / Pol.Lt.Col. Thienrath Vichiensan หรือ/or

☐ นางนที ชวนสนธิ์ / Mrs. Natee Chuansanit หรือ/or

☐ นายธีรวิทย์ ธนกิจสุนทร / Mr. Teerawit Tanakijsoontorn หรือ/or

(รายละเอียดของกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 8)

(Details of Independent Directors are specified in Enclosure 8)

☐ 2. ชื่อ อายุ..... ปี

Name

age

ที่อยู่.....

Address

ทั้งนี้ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

In this regard, in the case where any of such Independent Directors is unable to attend the meeting, the other Independent Director shall be appointed as a proxy instead of the Independent Director who is unable to attend the meeting.

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2561 ในวันจันทร์ที่ 16 กรกฎาคม 2561 เวลา 13:30 น. ณ บริษัท ไทยลักซ์ เอ็นเตอร์ไพรส์ จำกัด (มหาชน) เลขที่ 62-62/1 หมู่ 2 ถนน รพช.-อุตะผา ตำบลหนองชุมพล อำเภอเขาย้อย จังหวัดเพชรบุรี 76140 หรือที่แจ้งเปลี่ยนไปในวัน เวลาและสถานที่อื่นด้วย

Anyone of these persons as my/our proxy (“proxy”) to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2018 on Monday, 16th July 2018 at 13:30 hours. at the meeting room, No.62-62/1 Moo 2, Ror.Phor.Chor. Utapao Road, Nongchumphon Sub-district, Khao Yoi District, Petchaburi Province 76140 or such other date, time and place as the meeting may be held.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้

In this Meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2561

Agenda 1 To consider and certify the Minutes of the Annual General Meeting of Shareholders 2018.

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 2 พิจารณานุมัติแผนการปรับโครงสร้างกิจการโดยการโอนกิจการบางส่วนให้แก่บริษัทย่อย

Agenda 2 To consider and approve the Company's business restructuring plan by way of partial business transfer to its subsidiary

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 3 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีของบริษัทฯ ให้มีอำนาจรับรองความเป็นบริษัทในเครือเดียวกัน ระหว่างบริษัทฯ และบริษัทย่อยที่จัดตั้งขึ้นเพื่อรับโอนกิจการบางส่วน

Agenda 3 To consider and approve the appointment of the Company's auditor to certify the status of affiliation between the Company and the Subsidiary to be established for acceptance of partial business transfer

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 4 พิจารณาแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัทฯ และแก้ไขหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 3. เรื่องวัตถุประสงค์ของบริษัทฯ เพื่อให้สอดคล้องกับการแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัทฯ

Agenda 4 To consider and approve the amendment of the Company's business objectives and approve the amendment of Clause 3 Business objectives of the Memorandum of Association to be in line with the amendment of the Company's business objectives

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 5 พิจารณานุมัติการออกและจัดสรรใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญเพิ่มทุนของบริษัทฯ ครั้งที่ 3 (TLUXE-W3) ให้แก่ผู้ถือหุ้นเดิมของบริษัทฯ ตามสัดส่วนการถือหุ้น (Right Offering)

Agenda 5 To consider and approve the issuance and allocation of warrants to purchase newly issued ordinary shares of the Company No. 3 (TLUXE-W3) to the Company's existing shareholders, in accordance with shareholding percentage (Right Offering)

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 6 พิจารณานุมัติการออก เสนอขาย และจัดสรรหุ้นกู้แปลงสภาพที่ออกใหม่และให้สิทธิแปลงสภาพเป็นหุ้นสามัญของบริษัทฯ ให้แก่บุคคลในวงจำกัด (Private Placement) ซึ่งเป็นผู้ลงทุนรายใหญ่ และ/หรือ ผู้ลงทุนสถาบัน

Agenda 6 To consider and approve the issuance, offering and allocation of newly issued convertible debentures with the right of conversion into the Company's ordinary shares by way of private placement to high net-worth investors and/or institutional investors

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 7 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัทฯ

Agenda 7 To consider and approve the Company's registered capital decrease

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 8 พิจารณานุมัติการแก้ไขหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัทฯ

Agenda 8 To consider and approve the amendment of Clause 4 of the Memorandum of Association to be in line with the Company's registered capital decrease

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 9 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทฯ

Agenda 9 To consider and approve the Company's registered capital increase

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 10 พิจารณานุมัติการแก้ไขหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัทฯ

Agenda 10 To consider and approve the amendment of Clause 4 of the Memorandum of Association to be in line with the Company's registered capital increase

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 11 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ เพื่อรองรับการใช้สิทธิตามใบสำคัญแสดงสิทธิฯ ซึ่งออกและจัดสรรให้แก่ผู้ถือหุ้นเดิมของบริษัทฯ ตามสัดส่วนการถือหุ้น (Right Offering) และเพื่อรองรับการใช้สิทธิแปลงสภาพของหุ้นกู้แปลงสภาพฯ ซึ่งออก เสนอขาย และจัดสรรให้แก่บุคคลในวงจำกัด (Private Placement)

Agenda 11 To consider and approve the allocation of newly issued ordinary shares for capital increase of the Company to accommodate the exercise of warrants to be issued and allocated to the Company's existing shareholders according to their shareholding percentage (Right Offering) and to accommodate the conversion of the Convertible Debentures to be issued, offered and allocated by way of private placement

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 12 พิจารณาเรื่องอื่น ๆ

Agenda 12 To consider other matters (if any)

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบอำนาจได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบอำนาจไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบอำนาจให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

ลงชื่อ / Signedผู้มอบอำนาจ / Grantor
(.....)

ลงชื่อ / Signedผู้รับมอบอำนาจ / Proxy
(.....)

ลงชื่อ / Signedผู้รับมอบอำนาจ / Proxy
(.....)

ลงชื่อ / Signedผู้รับมอบอำนาจ / Proxy
(.....)

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบอำนาจ จะต้องมอบอำนาจให้ผู้รับมอบอำนาจเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบอำนาจหลายคนเพื่อแยกการลงคะแนนเสียงได้

The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

In the agenda relating the election of Directors, it is applicable to elect either director as a whole or elect each director individually.

3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบอำนาจสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบอำนาจแบบ ข. ตามแนบ

In case there are agendas other than those specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form B as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ไทยลักซ์ เอ็นเตอร์ไพรส์ จำกัด (มหาชน)

A proxy is granted by a shareholder of Thai Luxe Enterprises Public Company Limited

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2561 ในวันจันทร์ที่ 16 กรกฎาคม 2561 เวลา 13:30 น. ณ บริษัท ไทยลักซ์ เอ็นเตอร์ไพรส์ จำกัด (มหาชน) เลขที่ 62-62/1 หมู่ 2 ถนน รพช.-อู่ตะเภา ตำบลหนองชุมพล อำเภอเขาย้อย จังหวัดเพชรบุรี 76140 หรือที่จะพึงเลื่อนไปในวัน เวลาและสถานที่อื่น ด้วย

At the Extraordinary General Meeting of Shareholders No.1/2018 on Monday, 16th July 2018 at 13:30 hours. at the Meeting Room, No.62-62/1 Moo 2, Ror.Phor.Chor. Utapao Road, Nongchumphon Sub-district, Khao Yoi District, Petchaburi Province 76140 or such other date, time and place as the meeting may be held.

☐ ภาวะที่..... เรื่อง.

Agenda

Subject:

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ ภาวะที่..... เรื่อง.

Agenda

Subject:

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ ภาวะที่..... เรื่อง.

Agenda

Subject:

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ ภาวะที่..... เรื่อง.

Agenda

Subject:

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่..... เรื่อง.

Agenda

Subject:

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่..... เรื่อง.

Agenda

Subject:

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

ลงชื่อ / Signedผู้มอบฉันทะ / Grantor
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

(ปิดอากรแสตมป์)

20 บาท)

(Please attach

stamp duty

of Baht 20)

หนังสือมอบฉันทะแบบ ค.

Proxy Form C

สำหรับกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น

For foreign shareholders who have custodians in Thailand only.

เลขทะเบียนผู้ถือหุ้น.....

Shareholder registration number

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.

Date

Month

Year

(1) ข้าพเจ้า สัญชาติ.....

I/We

nationality

ที่อยู่.....

Address

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....

As the custodian of

ซึ่งเป็นผู้ถือหุ้นของบริษัท ไทยลักซ์ เอ็นเตอร์ไพรส์ จำกัด (มหาชน) (“บริษัทฯ”)

who is a shareholder of Thai Luxe Enterprises Public Company Limited (“Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียงดังนี้

Holding the total number of shares and have the rights to vote equal to votes as follows

☐ หุ้นสามัญ หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง
ordinary share shares and have the rights to vote equal to votes

☐ หุ้นบุริมสิทธิ หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง
preference share shares and have the rights to vote equal to votes

(2) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)

Hereby appoint (Please choose one of following)

☐ 1. มอบฉันทะให้ กรรมการอิสระคนใดคนหนึ่งของบริษัทฯ คือAppoint any one of the following Independent Directors of the Company☐ พันตำรวจโทเจริญรัตน์ วิเชียรสรรค์ / Pol.Lt.Col. Thienrath Vichiensan หรือ/or☐ นางนที ชวนสนธิ / Mrs. Natee Chuansanit หรือ/or☐ นายธีรวิทย์ ธนกิจสุนทร / Mr. Teerawit Tanakijsoontorn หรือ/or

(รายละเอียดของกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 8)

(Details of Independent Directors are specified in Enclosure 8)

☐ 2. ชื่อ อายุ..... ปี

Name

age

ที่อยู่.....

Address

ทั้งนี้ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระ
ที่ไม่สามารถเข้าประชุม

In this regard, in the case where any of such Independent Directors is unable to attend the meeting, the other Independent Director
shall be appointed as a proxy instead of the Independent Director who is unable to attend the meeting.

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2561 ในวันจันทร์ที่ 16 กรกฎาคม 2561 เวลา 13:30 น. ณ บริษัท ไทยลักซ์ เอ็นเตอร์ไพรส์ จำกัด (มหาชน) เลขที่ 62-62/1 หมู่ 2 ถนน รพช.-อุตะภา ตำบลหนองชุมพล อำเภอเขาย้อย จังหวัดเพชรบุรี 76140 หรือที่ซึ่งพึงเลื่อนไปในวัน เวลาและสถานที่อื่นด้วย

Anyone of these persons as my/our proxy ("proxy") to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2018 on Monday, 16th July 2018 at 13:30 hours. at the Meeting Room, No.62-62/1 Moo 2, Ror.Phor.Chor. Utapao Road, Nongchumphon Sub-district, Khao Yoi District, Petchaburi Province 76140 or such other date, time and place as the meeting may be held.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือ และมีสิทธิออกเสียงลงคะแนนได้

Grant proxy the total amount of shares holding and entitled to vote

☐ มอบฉันทะบางส่วน คือ

Grant partial shares of

☐ หุ้นสามัญหุ้น และออกเสียงลงคะแนนได้เท่ากับเสียง
ordinary share shares and have the rights to vote equal to votes

☐ หุ้นบุริมสิทธิหุ้น และออกเสียงลงคะแนนได้เท่ากับเสียง
preference share shares and have the rights to vote equal to votes

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมดเสียง

Total voting rights votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้

In this Meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2561

Agenda 1 To consider and certify the Minutes of the Annual General Meeting of Shareholders 2018.

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 2 พิจารณานุมัติแผนการปรับโครงสร้างกิจการโดยการโอนกิจการบางส่วนให้แก่บริษัทย่อย

Agenda 2 To consider and approve the Company's business restructuring plan by way of partial business transfer to its subsidiary

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

- วาระที่ 3 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีของบริษัทฯ ให้มีอำนาจรับรองความเป็นบริษัทในเครือเดียวกัน ระหว่างบริษัทฯ และบริษัทย่อยที่จัดตั้งขึ้นเพื่อรับโอนกิจการบางส่วน
- Agenda 3 To consider and approve the appointment of the Company's auditor to certify the status of affiliation between the Company and the Subsidiary to be established for acceptance of partial business transfer
- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- วาระที่ 4 พิจารณาแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัทฯ และแก้ไขหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 3. เรื่องวัตถุประสงค์ของบริษัทฯ เพื่อให้สอดคล้องกับการแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัทฯ
- Agenda 4 To consider and approve the amendment of the Company's business objectives and approve the amendment of Clause 3 Business objectives of the Memorandum of Association to be in line with the amendment of the Company's business objectives
- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- วาระที่ 5 พิจารณานุมัติการออกและจัดสรรใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญเพิ่มทุนของบริษัทฯ ครั้งที่ 3 (TLUXE-W3) ให้แก่ผู้ถือหุ้นเดิมของบริษัทฯ ตามสัดส่วนการถือหุ้น (Right Offering)
- Agenda 5 To consider and approve the issuance and allocation of warrants to purchase newly issued ordinary shares of the Company No. 3 (TLUXE-W3) to the Company's existing shareholders, in accordance with shareholding percentage (Right Offering)
- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- วาระที่ 6 พิจารณานุมัติการออก เสนอขาย และจัดสรรหุ้นกู้แปลงสภาพที่ออกใหม่และให้สิทธิแปลงสภาพเป็นหุ้นสามัญของบริษัทฯ ให้แก่บุคคลในวงจำกัด (Private Placement) ซึ่งเป็นผู้ลงทุนรายใหญ่ และ/หรือ ผู้ลงทุนสถาบัน
- Agenda 6 To consider and approve the issuance, offering and allocation of newly issued convertible debentures with the right of conversion into the Company's ordinary shares by way of private placement to high net-worth investors and/or institutional investors
- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 7 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัทฯ**Agenda 7 To consider and approve the Company's registered capital decrease**☐ ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 8 พิจารณานุมัติการแก้ไขหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัทฯ**Agenda 8 To consider and approve the amendment of Clause 4 of the Memorandum of Association to be in line with the Company's registered capital decrease**☐ ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 9 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทฯ**Agenda 9 To consider and approve the Company's registered capital increase**☐ ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 10 พิจารณานุมัติการแก้ไขหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัทฯ**Agenda 10 To consider and approve the amendment of Clause 4 of the Memorandum of Association to be in line with the Company's registered capital increase**☐ ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 11 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ เพื่อรองรับการใช้สิทธิตามใบสำคัญแสดงสิทธิฯ ซึ่งออกและจัดสรรให้แก่ผู้ถือหุ้นเดิมของบริษัทฯ ตามสัดส่วนการถือหุ้น (Right Offering) และเพื่อรองรับการใช้สิทธิแปลงสภาพของหุ้นกู้แปลงสภาพฯ ซึ่งออก เสนอขาย และจัดสรรให้แก่บุคคลในวงจำกัด (Private Placement)

Agenda 11 To consider and approve the allocation of newly issued ordinary shares for capital increase of the Company to accommodate the exercise of warrants to be issued and allocated to the Company's existing shareholders according to their shareholding percentage (Right Offering) and to accommodate the conversion of the Convertible Debentures to be issued, offered and allocated by way of private placement

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 12 พิจารณาเรื่องอื่น ๆ

Agenda 12 To consider other matters (if any)

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ / Signedผู้มอบฉันทะ / Grantor

(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy

(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy

(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy

(.....)

หมายเหตุ / Remark

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

This Proxy form C is only used for the shareholder who is specified in the register as a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper. The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะคือ

The documents needed to be attached to this Proxy form are:

- (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

Power of attorney from the shareholder empowering the custodian to sign this Proxy form on his/her behalf

- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)

Document confirming that the person who signed the proxy form is permitted to operate the custodian business

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

4. ในกรณีที่มามีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำตลับหนังสือมอบฉันทะแบบ ค. ตามแนบ

In case where the statement exceeds those specified above, additional details may be specified in the Attachment to Proxy Form C provided.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Attachment to Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ไทยลักซ์ เอ็นเตอร์ไพรส์ จำกัด (มหาชน)

A proxy is granted by a shareholder of Thai Luxe Enterprises Public Company Limited.

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2561 ในวันจันทร์ที่ 16 กรกฎาคม 2561 เวลา 13:30 น. ณ บริษัท ไทยลักซ์ เอ็นเตอร์ไพรส์ จำกัด (มหาชน) เลขที่ 62-62/1 หมู่ 2 ถนน รพช.-อุตะภา ตำบลหนองชุมพล อำเภอเขาย้อย จังหวัดเพชรบุรี 76140 หรือที่จะพึงเลื่อนไปในวัน เวลาและสถานที่อื่นด้วย

At the Extraordinary General Meeting of Shareholders No.1/2018 on Monday, 16th July 2018 at 13:30 hours. at the Meeting Room, No.62-62/1 Moo 2, Ror.Phor.Chor. Utapao Road, Nongchumphon Sub-district, Khao Yoi District, Petchaburi Province 76140 or such other date, time and place as the meeting may be held.

☐วาระที่..... เรื่อง.

Agenda

Subject:

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐วาระที่..... เรื่อง.

Agenda

Subject:

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐วาระที่..... เรื่อง.

Agenda

Subject:

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

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Agenda

Subject:

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐วาระที่..... เรื่อง.

Agenda

Subject:

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐วาระที่..... เรื่อง.

Agenda

Subject:

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

ข้าพเจ้าขอรับรองว่ารายการในใบประจำตบแบบหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

ลงชื่อ / Signedผู้มอบฉันทะ / Grantor
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

**Guideline for the appointment of proxy, the registration, documents to be presented on the meeting date,
the voting procedures and votes counting**

Guideline for the Appointment of Proxy

In case the shareholders cannot attend the meeting in person, the shareholders can appoint a person as their proxy to attend the meeting and vote on their behalf. The company has provided 3 proxy forms in accordance with the forms specified by the Department of Business Development, the Ministry of Commerce. The Company has enclosed proxy with this invitation. Each proxy the form has characteristics as follows:

- Proxy Form A is the general and simple form.
- Proxy Form B is the form with fixed and specific details authorizing proxy.
- Proxy Form C is the form for the shareholders who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper.

The appointment of proxy can be conducted as follows:

- (1) The shareholders other than the shareholders who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper may choose to use either Proxy Form A. or Form B. In any case, only one type of proxy form can be chosen. The Company recommends the shareholders to use Proxy Form B and specify the voting for each agenda.
- (2) The shareholders who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper may either choose Proxy Form A, Form B or Form C. In any cases, only one type of proxy form can be chosen.
- (3) The shareholders appoint the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
- (4) The shareholders can appoint any person to be their proxies as they wish, or appoint any one of the Independent Directors of the Company as appeared in this enclosed to be their proxies, If the shareholders choose to appoint the Independent Director of the Company to be their proxies, the Company recommends the shareholders to use Proxy Form B. and specify the votes for each agenda, and deliver the proxy form with the supporting documents to Investor relation at 1768 Thai Summit Tower, 24 Floor, New Petchburi Road, Bangkok, Huai Khwang, Bangkok 10310, In which the documents shall arrive at the Company no later than 3 day prior to the Meeting date.
- (5) The proxy form must be correctly and clearly filled in, and signed by the grantor and the proxy, and affixed with Baht 20 stamp duty, crossed and specified the date such proxy is made.
- (6) The proxy must present the registration form, proxy form and supporting documents at the registration desk for proxies on the meeting date,

Registration

The Company will commence the registration and allow the shareholders and the proxies to register the meeting attendance from 11.30 a.m. onwards on Monday, July 16, 2018 at 1.30 p.m., The location is as appeared in the location map in attachment no. 10

Documents to be presented on the Meeting Date

The meeting participants are recommended to present the Registration Form, enclosed with this invitation and the following documents to the officer at the registration desk before attending the meeting:

1. Individual

1.1 In case the shareholders attend the meeting in person, to present the valid identification issued by the government agency, e.g. the identification card, government identification card, driving license or passport, including evidence of name - surname change (if any).

1.2 In the case the shareholders appoint the proxy to attend the meeting, to present the following documents.

- (1) The proxy form, correctly and completely filled in and signed by the grantor and the proxy, and affixed with a stamp duty.
- (2) Copy of the grantor's valid identification issued by the government agency as specified in Clause 1.1, certified as true and correct copy by the grantor.
- (3) The proxy's valid identification issued by the government agency as specified in Clause 1.1

2. Juristic Persons

2.1 In the case the authorized representative of the shareholders attend the meeting in person, to present the following documents.

(1) Valid identification issued by the government agency as specified in Clause 1.1 of the authorized representative.

(2) Copy of an affidavit of the shareholder, certified as true and correct copy by the authorized representative, with the statement showing that such authorized representative who attends the meeting is empowered to act on behalf of such juristic shareholder.

2.2 In the case the shareholders appoint the proxy to attend the meeting, to present the following documents.

- (1) The proxy form, correctly and completely filled in and signed by the grantor and the proxy, and affixed with a stamp duty.
- (2) Copy of an affidavit of the shareholder, certified as true and correct copy by the authorized representative, with the statement showing that such authorized representative who signs the proxy form is empowered to act on behalf of such juristic shareholder.
- (3) Copy of valid identification issued by the government agency as specified in Clause 1.1 of the authorized representative, certified as true and correct copy.
- (4) The proxy's valid identification issued by the government agency as specified in Clause 1.1

3. In the case the shareholders, who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper, appoint a proxy by using Proxy Form C, to present the following documents.

3.1 Documents from custodian

(1) The Proxy Form C, correctly and completely filled in and signed by the authorized representative of the custodian which is the grantor and the proxy, and affixed with a stamp duty.

(2) Document confirming that the person who signed the proxy form is permitted to operate the custodian business.

(3) Copy of an affidavit of the custodian, certified as true and correct copy by the authorized representative of the custodian, with the statement showing that such authorized representative of the custodian, who signs the proxy form as the grantor, is empowered to act on behalf of the custodian.

(4) Copy of the valid identification issued by the government agency as specified in Clause 1.1 of the authorized representative of the custodian, certified as true and correct copy.

3.2 Documents from shareholder

- (1) Power of Attorney from the shareholder appointing the custodian to sign the proxy form on his/her behalf.
- (2) Copy of an affidavit of the shareholder, certified as true and correct copy by the authorized representative, with the statement showing that such authorized representative who signs the power of attorney is empowered to act on behalf of such juristic shareholder.
- (3) Copy of valid identification issued by the government agency as specified in Clause 1.1 of the authorized representative, certified as true and correct copy.

3.3 Documents from proxy

To present the proxy's valid identification issued by the government agency as specified in Clause 1.1.


4. In the case the shareholder who does not hold Thai nationality or is a juristic person established under the foreign law (as the case may be), provides the documents in the languages other than Thai or English, such shareholder must also provide the English translations. The translations shall be certified for their correction by the shareholder or the authorized representative of the shareholder (as the case may be).

Voting Procedures and Votes Counting


1. One share is equal to one vote.
2. The shareholders attending the meeting in person and the proxies holding Proxy Form A and Form B must cast their votes in one of the following manners, i.e. approve, disapprove or abstain, and cannot split their votes in each agenda.
3. The officer will distribute the voting cards at the registration desk only to (1) the shareholders attending the meeting in person, (2) the proxies appointed by using Proxy Form A, and (3) the proxies appointed by using Proxy Form B. and Form C in case the grantor has specified in the proxy form that the proxy shall have the right on his/her behalf to consider and approve independently as the proxy deems appropriate without specifying the voting in the proxy form. The officer will not distribute the voting cards to the proxies in the case the grantors have already specified the voting in the proxy forms, and will record the votes as specified in the proxy forms when the proxies register for the meeting attendance.
4. In casting the votes for each agenda, the Chairman of the Meeting will inquire whether any person disapproves or abstains, and ask such person to mark in the box ☐ disapprove or ☐ abstain in the voting cards, and raise his/her hand in order for the officer to collect the voting cards and count the votes. In votes counting, the Company will use the method of deducting the disapproved votes, abstained votes, and the invalid voting cards from all of the votes. The remaining votes will be deemed as the approved votes. For the persons who vote to approve, please mark in the box ☐ approve in the voting cards and return them to the officer after the meeting is adjourned.
5. Before casting the votes in each agenda, the Chairman of the Meeting will give opportunity to the meeting attendees to inquire on the issues related to such agenda as appropriate. In this regard, the meeting attendee who wishes to inquire or make comment, please notify name and surname to the meeting before making any inquiry or comment.
6. The resolution of the shareholders' meeting must consist of the following votes:
 1. In ordinary case, the majority votes of the shareholders attending the meeting and casting their votes.
 2. In other cases specified otherwise by laws or the Company's Articles of Association, the resolution of the meeting shall be in accordance with the laws or the Company's Articles of Association. The Company has already specified as the remark in each agenda in the Invitation the number of votes to be required to approve the relevant matter in each agenda.
 3. In case of the tied votes, the Chairman of the Meeting shall have an additional vote as the casting vote.
 4. A shareholder or proxy having a special interest in any specific matters shall not be permitted to cast his/her votes on such matter.

The votes counting will be conducted immediately and the Chairman of the Meeting will inform the voting results to the meeting for every agenda.


Profiles of independent directors for proxy

Name	Pol.Lt.Col. Thienrath Vichiensan	
Position	Independent Director / Chief of Audit Committee Thai Luxe Enterprises PCL.	
Age	58 Years	
Nationality	Thai	
Address	22/26 Moo 9, Tambon Bang Phut, Amphoe Pak Kret, Nonthaburi 11120	
Education	<ul style="list-style-type: none">- Master of Arts Teaching (Government), University of Texas, USA- Bachelor of Public Administration, Royal Police Cadet Academy- Bachelor of Laws, Sukhothai Thammathirat Open University	
Training Program	<ul style="list-style-type: none">- Director Certification Program (DCP) Batch#243/2017, Thai Institute of Directors (IOD)- Advance Audit Committee Program (AACP) Batch#28/2018, Thai Institute of Directors (IOD)- Graduate Diploma in Public Law, Thammasat University- Records Management Course, National Archive, Sweden- Senior curriculum, Prince Damrongrajanubhap Institute of Research and Development- Administrative Justice for Executives- National Defence College of Thailand	
Present other Position	<ul style="list-style-type: none">- Inspector-General, Office of the Permanent Secretary, Prime Minister Office	
Working Experiences	<ul style="list-style-type: none">- 2014 Director, The Bureau of Legal Affairs and General Regulations, Office of the Permanent Secretary, Prime Minister Office- 2012 Director, Office of the official information commission- 2002 Director of Bureau Complaints and responses Division, Office of the official information commission.- 1998 Plan Policy Analyst Officer, Office of the official information commission.	
Number of years in Directors	1 Year 2 Months to the Extraordinary General Meeting 2018	
Number of shares, as of 28 th March 2018	12,500 shares or 0.002%	
Direct and indirect gain/loss in any matters that the company or subsidiary being partners of contract	None	

Profile of independent directors for proxy

Name	Mrs. Natee Chuansanit	
Position	Independent Director / Audit Committee	
	Thai Luxe Enterprises PCL.	
Age	62 Years	
Nationality	Thai	
Address	272 Soi Prachanukun 1, Khwaeng Wong Sawang, Khet Bang Sue, Bangkok 10800	
Education	<ul style="list-style-type: none">- Master of Executive MBA, SASIN, Graduate Institute of Business Administration of Chulalongkorn University- Bachelor of Business Administration Chiang Mai University	
Training Program	<ul style="list-style-type: none">- Anti-Corruption:The Practical Guide (ACPG) Batch#25/2016, Thai Institute of Directors (IOD)- Directors Certification Program (DCP) Batch#221/2016, Thai Institute of Directors (IOD)	
Present other Position	<ul style="list-style-type: none">- 2015 - Present Executive Vice President IBERD Research and Development Economics	
Working Experiences	<ul style="list-style-type: none">- 2011 – 2015 Minister Counsellor Department of Commerce in Prague, Czech Republic- 2010 – 2011 Director of Lifestyle Furniture Expo Government Aid Worker- 2009 – 2010 Government aid worker Office of the Minister of Commerce	
Number of years in Directors	3 Year 11 Months to the Extraordinary General Meeting 2018	
Number of shares, as of 28 th March 2018	None	
Direct and indirect gain/loss in any matters that the company or subsidiary being partners of contract	None	

Profile of independent directors for proxy

Name	Mr. Teerawit Tanakijsoontorn	
Position	Independent Director / Audit Committee Thai Luxe Enterprises PCL.	
Age	39 Years	
Nationality	Thai	
Address	161/401 Charan Sanit Wong Road, Khwaeng Bang Khun Si, Khet Bangkok Noi, Bangkok 10700	
Education	<ul style="list-style-type: none">- CPA (Certified Public Accountant) The Federation of Accounting Professions under the Royal Patronage of His Majesty The King- Bachelor of Law Thammasat University- Bachelor of Business Administration in Accounting Kasetsart	
Training Program	<ul style="list-style-type: none">- Course of Anti-Corruption the Practical Guide (ACPG), Thai Institute of Directors (IOD)- Course of Ethical Leadership Program (ELP), Thai Institute of Directors (IOD)- Course of Director Accreditation Program (DAP) 87/2011, Thai Institute of Directors (IOD)	
Present other Position	- Director (Certified Public Accountant: CPA), Best Audit Company limited	
Working Experiences	<ul style="list-style-type: none">- 2003 - 2015 A Certified Public Accountant (CPA).- 2010 - 2013 Audit Committee and Risk Management Committee, Absolute Impact Public Company limited	
Number of years in Directors	3 years to the Extraordinary General Meeting 2018	
Number of shares, as of 28 th March 2018	None	
Direct and indirect gain/loss in any matters that the company or subsidiary being partners of contract	None	

Notation: Information updated On 28th March 2018 except for the number of years of incumbent directors from the date of the Extraordinary General Meeting No. 1/2018.

Definition of Independence Directors of Thai Luxe Enterprises Public Company Limited

1. Shareholdings not more than 1% of the available number of shares with the Company in the Major Company, Subsidiary, Joint Venture Company. Major shareholders or the persons with power to control the Company are all part of the Company including the directors.
2. There is no director holding interests in the management, or employee, staff of consultant earning salary regularly or the person with power of control of the Company, Major Company, Subsidiary, Joint Venture Company or Juristic Person who may have contradictory interests currently and 2 years previously serving in the management of the Company.
3. It is not a person having blood relations or by legal registration by way of being parent, spouse, sibling, offspring including spouse of offspring and executives serving as major shareholder, exercising power of control of the Company or person to be proposed to serve as executive or person to exercise power of control of the Company or its Subsidiary.
4. Having no business relations with the Company, major Company, Subsidiary, Joint Venture Company, major shareholder or person with power of control of the Company who may act to thwart the independent status of the Company and it has never been shareholder likely to exercise power of control of person having business relations with the Company, Major Company, Subsidiary, Joint Venture Company, major shareholder or person with power of control of the Company currently or 2 years previously.
5. Never served as auditor of the Company, Major Company, Subsidiary, major shareholder, person with power of control of the Company and not being shareholder with power of control, or partner, manager of the auditor's office which has an auditor of the Company, major company, Subsidiary, joint venture company, major shareholder or person with power of control of the Company, Subsidiary currently or 2 years previously.
6. Never been provider of occupational services, legal services or financial services in receipt of service fee exceeding two million baht annually from this Company, Major Company, Subsidiary, Joint Venture Company, major shareholder or person having power to control the Company and not being shareholder with power of control or being manager, provider of occupational services currently or 2 years previously.
7. Not being director elected to serve as representative of the director of the Company, major shareholder or shareholder with relations with a major shareholder.
8. Not engaged in business that operates on the same lines as this Company and competed with this Company, or being partner in limited partnership or director of another Company that is engaged in business the same as this Company and competing with this Company.
9. No having any other characteristics that would prevent independent opinion in the interests of this Company.

Remark: The Company has defined the definition of independent director of the Company equal to the minimum requirements of the SEC and SET

Regulations of the Company Governing Shareholder meeting and Voting

1. Calling of a meeting

Chapter 5 Article 32 provides that in calling a shareholder meeting the Board of Directors shall prepare a written notice calling the meeting, specifying the venue, date, time, meeting agendas and matters with reasonable details to be discussed at the meeting clearly indicating whether they are for information, approval or consideration, as the case may be, including comments of the Board of Directors on such matters, and send to shareholders and the registrar at least seven days prior to the meeting date, and advertisement of the meeting in newspapers for 3 days consecutively at least 3 days prior to the meeting date.

The place to be used as the meeting venue under paragraph one must be located in the area where the Head Office or a branch office is situated, or in a nearby province.

2. Quorum

Chapter 5 Article 34 provides that a shareholder meeting must be attended by at least 25 shareholders and proxies (if any) holding, in aggregate, at least one-third of the total shares sold, or at least one half of the total number of shareholders holding, in aggregate, at least one-third of the total shares sold in order to constitute a quorum.

In case in any shareholder meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as required, and if such shareholder meeting was called as a result of a request by shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven days prior to the meeting date.

In the subsequent meeting a quorum is not required.

3. Votes

Chapter 5 Article 35 provides that a resolution of shareholder meeting shall require:

- (1) In an ordinary event, the majority vote of shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have an extra vote as a casting vote.
- (2) In the following events, a vote of not less than three quarters of the total number of votes of shareholders who attend the meeting and have the right to vote:
 - (a) The sale or transfer of the whole or essential parts of the business of the Company to third parties;
 - (b) The purchase or acceptance of transfer of the business of other companies or private companies by the Company;

- (c) The making, amending or terminating of contracts with respect to the granting of a lease of the whole or essential parts of the business of the Company, the assignment of the management of the business of the Company or the amalgamation of the business with third parties with the purpose of profit and loss sharing;
- (d) Amendments to memorandum of association and articles of association of the Company;
- (e) Capital increase or decrease;
- (f) Company merging or winding;
- (g) Issuance of debentures.

4. Election of directors

Chapter 4 Article 14 The company's directors can set up a Director Committee of not less than 5 members, half of whom must reside in the country.

Chapter 4 Article 15 A director must be an ordinary person and

- (1) Be of legal age
- (2) Not a bankrupt person, an incompetent person or equivalent to an incompetent person.
- (3) Has never been imprisoned under the verdict of a Supreme Court involving a corruption case.
- (4) Has never been dismissed or released from civil service duty, state or government job in a malpractice situation.

Chapter 4 Article 16 provides that directors be elected by shareholder meeting in accordance with the following rules and procedures.

(1) In casting vote to elect directors, the majority votes shall apply by deeming that each shareholder shall have one vote per one share.

(2) Shareholders shall cast their votes to elect the persons nominated for directorship one by one. Each person voted for by a shareholder will earn all votes from the shareholder as per (1) and the shareholder may not allot his votes to any person in any number.

(3) The candidates who receive highest number of votes in descending order will be elected directors until all of the director positions are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the chairman of the meeting shall have an extra vote as a casting vote.

Chapter 4 Article 17 At each annual shareholder meeting, a number of directors must resign which shall be equal to 1 out of 3 proportion based on the total number of directors. If it is not possible to divide the number of directors into 3 equal portions then the closest number to such proportion shall be applied.

The directors who must resign in the first and second year after the company's registration will draw lot to determine who need to resign. For the subsequent years, the director who has stayed the longest in

the position will have to resign. Once resigned, such director has the right to be nominated as a director again.

Chapter 4 Article 18 Apart from resigning under the above circumstance, a director is deemed to have resigned in the following circumstance:

- (1) Demise
- (2) Resign on personal reason
- (3) Found to have lacked the required qualifications or meet the description of prohibited person as stated in item 15
- (4) In line with the shareholder meeting's resolution per item 21
- (5) As ordered by a judge

Chapter 4, Article 30 The Directors shall be entitled to receive remuneration from the Company in the form of prize money, meeting allowances, pensions, bonuses or other incentives in accordance with the Articles of Association or the resolutions of the Shareholders' Meeting consider to set a number of times or set a rule and schedule from time to time, or shall continue to apply until the change is made, and in addition, the allowances and welfares shall be received by the Company regulations.

The provisions of paragraph one shall not prejudice the right of employees of the Company or its employees to be elected as directors in order to receive remuneration and benefits as staffs or employees of the Company.

Map of the Shareholders' Meeting Venue

