

No. Kor Bor Ror. 040/2013

March 4, 2014

President

The Stock Exchange of Thailand

Sub : Dividend payments, the shareholders' meeting date, and the dissemination of the meeting invitation letter

Dear Sir,

The meeting of The Board of Directors of Thai Wacoal Public Company Limited no. 6/2013, held on March 4, 2014, had deliberated and adopted the resolutions as follows :

1. To propose to the shareholders' general meeting no. 45 to approve dividend payments for the year 2013 covering the operations period from January 1 – December 31, 2013, to the shareholders holding total 120 million shares, at the rate of Baht 2.25 per share, for total payment amount Baht 270 million. Said dividend payments are to be drawn from the company's retained earnings already subject to 30% corporate income tax deduction. Payment date has been set for Tuesday, May 20, 2014.

2. To propose to the shareholders' general meeting to approve the re-election of the 5 outgoing directors due to term completion, to serve another term as directors as recommended by The Nominating Committee, as follows:

- |    |               |                  |
|----|---------------|------------------|
| 1. | Mr. Yoshikata | Tsukamoto        |
| 2. | Mr. Boondee   | Amnuayskul       |
| 3. | Mr. Amnuay    | Bumroongwongtong |
| 4. | Mr. Ikuo      | Otani            |
| 5. | Mr. Krish     | Follett          |

3. To propose to the shareholders' meeting to appoint company auditors for year 2014, with related audit remuneration budget of Baht 1,775,000, in accordance with the recommendation by The Audit Committee, as follows :

1. Dr. Suphamit Techamontrikul certified public accountant registration no. 3356 and/or
2. Mr. Niti Jungnithirundr certified public accountant registration no. 3809 and/or
3. Mr. Manoon Manusook certified public accountant registration no. 4292

Representing Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as company auditors.

4. To propose to the shareholders' meeting to grant approval to amendments to Article 3 of the Memorandum of Association (Company's Business Objectives Nos. 21, 22 and 23), as follows:

Present Business Objective	Proposed Business Objective Revision
- None -	No.21 To engage in direct-selling and direct-marketing operations, as specified under the laws regarding direct-selling and direct-marketing practices, together with further provisions relating to direct-selling and direct-marketing practices (upon receiving authorized approval from relevant government agencies to come into effect).
- None -	No.22 To engage in operations selling products or services on e-commerce basis, in compliance with the company's business objectives. Or to engage in business operations employing such media tools as the internet, print media, TV, electronic media, or other media applying the use of electronic tools. Such operations scope also cover the creation and management of websites providing financial services, advertising

Present Business Objective	Proposed Business Objective Revision
	services on the internet, information-searching services on the internet, together with the collection of related service fees, advertising fees, or other form of remuneration (upon receiving authorized approval from relevant government agencies).
- None -	No.23 To engage in operations providing electronic payment services, based on such provisions governing and facilitating electronic payment services, and other related laws. Such operations also include payment acceptance services on behalf of government agencies (upon receiving authorized approval from said relevant government agencies).

5. To set the date for the shareholders' general meeting no. 45, for Monday, April 21, 2014, at 15:30 hours at Chaophaya Room 1, The Montien Riverside Hotel, situated at no.372, Rama 3 Road, Bangkok, Bangkok, Thailand.

6. To set the record date for the shareholders eligible to attend the shareholders' general meeting no. 45, for Thursday, March 20, 2014 and the compilation of the shareholders' names in accordance with Section 225 of The Securities and Exchange Act, by closing the shares register book on Friday, March 21, 2014.

7. To set the record date for the shareholders eligible to receive dividend payments for Tuesday, May 6, 2014, and the compilation of the shareholders' names in accordance with Section 225 of The Securities and Exchange Act, by closing the shares register book on Wednesday, May 7, 2014.

8. To set the meeting agenda for the 45<sup>th</sup> shareholders' general meeting as follows :

Agenda 1 Endorsement of the minutes of the 44<sup>th</sup> General Meeting of Shareholders, held on April 22, 2013

Agenda 2 Report on the company's performance results for year 2013

Agenda 3 Approval of the financial statements ending December 31, 2013

Agenda 4 Approval of the profits appropriation and dividend payments proposal

Agenda 5 Election of directors to replace those retiring upon term completion

Agenda 6 Approval of the directors' remuneration budget

Agenda 7 Appointment of company auditor (s) and approval of related audit remuneration budget

Agenda 8 Approval of amendments to Article 3 of the Memorandum of Association (Company's Business Objectives Nos. 21, 22 and 23)

Agenda 9 Other topic (if any)

9. With regard to the earlier opportunity provided by the company in allowing the shareholders to propose meeting agenda and/or candidates for the positions of company directors, prior to convening the shareholders' general meeting for 2014, during the period of December 1 – 30, 2013. However, there was no shareholders proposing any meeting agenda or candidates for such purpose in advance.

The company shall disseminate the meeting invitation letter for the shareholders' general meeting for 2014 together with related documents, in both Thai and English version, via the company website ([www.wacoal.co.th](http://www.wacoal.co.th)) under the heading "Investor Relations", accessible from Friday, March 21, 2014 onwards. Whereas the actual meeting invitation letter and related documents shall be forwarded to the shareholders via registered mail, according to the shareholders' names appearing on the shares register book as of the closing date, so as to entitle them to attend the meeting accordingly.

The company hereby reports to the SET accordingly.

Faithfully yours,

**Boondee Amnuayskul**

(Mr.Boondee Amnuayskul)

Managing Director