



Translation

No. Kor Bor Ror. 043/2017

March 6, 2018

President

The Stock Exchange of Thailand

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

Dear Sir,

The meeting of The Board of Directors of Thai Wacoal Public Company Limited no. 9/2017, held on March 6, 2018, had deliberated and adopted the resolutions as follows :

1. To propose to the shareholders' general meeting no. 49 to approve dividend payments for year 2017 covering the operations period from January 1 - December 31, 2017, to the shareholders holding total 120 million shares, at the rate of Baht 1.50 per share, for total payment amount Baht 180 million. Said dividend payments are to be drawn from the company's retained earnings already subject to 30% corporate income tax. Payment date has been set for Tuesday, May 22, 2018.

2. The 5 directors due to retire upon term completion are as follows:

1. Mr. Nozomu Otsuka
2. Mr. Thamarat Chokwatana
3. Mrs. Punnee Worawuthichongsathit
4. Assoc.Prof. Nares Kesaprakorn
5. Miss Waraporn Kulsawatpakdee

In this regard, Assoc.Prof. Nares Kesaprakorn indicated his intention not to seek re-nomination.

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The Board of Directors resolved to propose to the shareholders' general meeting to approve the re-election of the 4 outgoing directors due to term completion, to serve another term as directors as recommended by The Nominating Committee, as follows :

1. Mr. Nozomu Otsuka
2. Mr. Thamarat Chokwatana
3. Mrs. Punnee Worawuthichongsathit
4. Miss Waraporn Kulsawatpakdee

and to approve the election of Mr. Poolsak Boonchoo as company director to replace Assoc.Prof. Nares Kesaparakorn, the retiring director who wishes not to seek re-nomination.

3. To propose to the shareholders' meeting to appoint company auditors for year 2018, with related audit remuneration budget of Baht 2,025,000, in accordance with the recommendation by The Audit Committee, as follows :

1. Mr. Manoon Manusook certified public accountant registration no. 4292 and/or
2. Mr. Choopong Surachutikarn certified public accountant registration no. 4325 and/or
3. Dr. Kiatniyom Kuntisook certified public accountant registration no. 4800

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

4. To set the date for the shareholders' general meeting no. 49, for Monday, April 23, 2018, at 15:00 hours at Chaophaya Room 2, The Montien Riverside Hotel, situated at no.372, Rama 3 Road, Bangklo, Bangkholaem, Bangkok, Thailand.

5. To set the record date for the shareholders eligible to attend the shareholders' general meeting no. 49, for Wednesday, March 21, 2018.

6. To set the record date for the shareholders eligible to receive dividend payments for Thursday, May 3, 2018.

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7. To set the meeting agenda for the 49th shareholders' general meeting as follows :

Agenda 1 Endorsement of the minutes of the 48th General Meeting of Shareholders, held on April 24, 2017

Agenda 2 Report on the company's performance results for year 2017

Agenda 3 Approval of the financial statements for the year ended December 31, 2017

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 amendment to Article 33 of Company's Articles of Association

Amendment to Article 33 of the Company's Articles of Association

Present	Proposed Amendment	Reason
<p>Article 33 The Board of Directors shall summon a shareholder meeting as an annual general meeting of shareholders within four (4) months as from the last day of the fiscal year of the Company.</p> <p>The shareholder meetings other than the said meeting shall be called extraordinary meetings.</p> <p>The Board of Directors may summon an extraordinary meeting of shareholders any time as it deems appropriate.</p>	<p>Article 33 The Board of Directors shall summon a shareholder meeting as an annual general meeting of shareholders within four (4) months as from the last day of the fiscal year of the Company.</p> <p>The shareholder meetings other than the said meeting shall be called extraordinary meetings.</p> <p>The Board of Directors may summon an extraordinary meeting of shareholders any time as it deems appropriate.</p>	<p>To be in compliance with Section 100 of the Public Limited Company Act B.E. 2535, which is amended according to the Order of the Head of the National Council for Peace and Order No.21/2560 on Additional Amendment to the Laws for Business Facilitation.</p>

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Present	Proposed Amendment	Reason
<p><i>The shareholders holding shares amounting to not less than one-fifth (1/5) of the total number of shares sold or not less than twenty-five (25) shareholders holding shares amounting to not less than one-tenth (1/10) of the total number of shares sold may subscribe their names in a written request directing the Board of Directors to summon an extraordinary meeting at any time but the reasons for summoning such meeting must be clearly stated in such a request. In this event, the Board of Directors must summon a shareholder meeting within one (1) month as from the date of receipt of the request from the shareholders.</i></p>	<p><i>One or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of shares sold may subscribe their names in a written request directing the Board of Directors to summon an extraordinary meeting at any time but the reasons for summoning such meeting must be clearly stated in such a request. In this event, the Board of Directors must summon a shareholder meeting within forty-five (45) days as from the date of receipt of the request from the shareholders.</i></p> <p><i>In case the Board of Directors fails to arrange for the meeting within such period under paragraph four, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the period under paragraph four. In such case, the meeting is deemed to be</i></p>	



Present	Proposed Amendment	Reason
	<p><i>shareholders' meeting called by the Board of Directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.</i></p> <p><i>In the case where, at the meeting called by the shareholders under paragraph five, the number of the shareholders presented does not constitute quorum as specified in Article 36 and Article 37, the shareholders under paragraph five shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.</i></p>	

Agenda 9 Other topic (if any)

8. 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 2018, during the period of December 1 - 30, 2017. However, there was no shareholders proposing any meeting agenda or candidates for such purpose in advance.



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The company shall disseminate the meeting invitation letter for the shareholders' general meeting for 2018 together with related documents, in both Thai and English version, via the company website (www.wacoal.co.th) under Investor Relations page, Shareholder Information section and choose item "Shareholders' Meeting", accessible from Thursday, March 22, 2018 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 [record date on Wednesday, March 21, 2018](#), 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)

Chief Executive Officer and Managing Director