



No. Kor Bor Ror. 037/2018

April 22, 2019

President

The Stock Exchange of Thailand

Sub : Report on the resolutions adopted by the 2019 shareholders' general meeting no.50

Dear Sir,

Thai Wacoal Public Company Limited wishes to hereby report the resolutions adopted at its shareholders' general meeting no.50 held on April 22, 2019, at 15:00 hours, at Chaophaya Room 2, Montien Riverside Hotel, situated at no. 372 Rama 3 Road, Bangklo, Bangkholaem, Bangkok. The resolutions adopted by the meeting were as follows:

1. Endorsement of the minutes of the 49th General Meeting of Shareholders, held on April 23, 2018.

Based on unanimous votes out of the total votes representing the attending shareholders having the voting rights as follows:

Approval by 107,424,094 votes, representing 100.00%

Disapproval by - votes, representing -

Abstention by - votes, representing -

Voided Ballot by - votes, representing -

2. Acknowledgement of the report on the company's performance results for year 2018.
3. Approval of the financial statements for the year ended December 31, 2018, which has already been verified and certified by the certified public accountant of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., and endorsed by The Audit committee and The Board of Directors.

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Based on unanimous votes out of the total votes representing the attending shareholders having the voting rights as follows:

Approval by 107,424,094 votes, representing 100.00%

Disapproval by - votes, representing -

Abstention by - votes, representing -

Voided Ballot by - votes, representing -

4. Approval of profits appropriation and dividend payments, according to following details:

- Set general reserve allocation at Baht 16,242,420.65.-
- Set dividend payments at the rate of Baht 1.80 per share for total amount dividend payments of Baht 216 million, representing 66.49% of net profits for 2018, to be drawn from the company's retained earnings already subject to 30% corporate income tax.

The shareholders being eligible to receive dividend payments would be those with their names appearing on the record date for shareholders to be entitled to receive dividend payments on Friday, May 3, 2019. Payment date is set for Tuesday, May 21, 2019.

Based on unanimous votes out of the total votes representing the attending shareholders having the voting rights as follows:

Approval by 107,424,094 votes, representing 100.00%

Disapproval by - votes, representing -

Abstention by - votes, representing -

Voided Ballot by - votes, representing -

5. Election of the directors to replace those retiring upon term completion.

Approved the re-election of the 5 directors due to retire upon term completion to serve another term as directors. The meeting adopted a resolution for each director as follows:

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Name	Approval		Disapproval		Abstention		Voided Ballot	
	Votes	%*	Votes	%*	Votes	%*	Votes	%*
1. Mr. Manu Leelanuwatana Chairman of The Board of Directors, Chairman of The Nominating Committee and The Remuneration Committee Member	107,424,094	100.00	-	-	-	-	-	-
2. Miss Karunee Surai Director, The Corporate Governance Committee Member and Executive Director	107,424,094	100.00	-	-	-	-	-	-
3. Mr. Kazuhiro Shibahara Director	107,424,094	100.00	-	-	-	-	-	-
4. Mr. Mitsuru Sekiguchi Director	107,424,094	100.00	-	-	-	-	-	-
5. Dr. Kulpatra Sirodom Independent Director, Chairman of The Audit Committee and Chairman of The Corporate Governance Committee	107,423,094	99.9991	1,000	0.0009	-	-	-	-

Note* : Representing the total votes by attending shareholders having voting rights.

As the result, The Board of Directors for 2019 would comprise 15 directors, with their names as follows:

1. Mr. Yoshikata Tsukamoto
2. Mr. Manu Leelanuwatana
3. Mr. Masaya Wakabayashi
4. Mr. Boondee Amnuayskul
5. Mr. Nozomu Otsuka

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|-------------------|----------------------|
| 6. Mr. Thamarat | Chokwatana |
| 7. Miss Karunee | Surai |
| 8. Mrs. Onanong | Saengpumpung |
| 9. Mr. Kazuhiro | Shibahara |
| 10. Mr. Mitsuru | Sekiguchi |
| 11. Dr. Kulpatra | Sirodom |
| 12. Mrs. Punnee | Worawuthichongsathit |
| 13. Mr. Krish | Follett |
| 14. Miss Waraporn | Kulsawatpakdee |
| 15. Mr. Poolsak | Boonchoo |

Whereby the company has its Board of Directors comprising independent directors one-third of the total Board members, with 5 independent directors out of 15 directors as follows:

- | | |
|------------------|----------------------|
| 1. Dr. Kulpatra | Sirodom |
| 2. Mrs. Punnee | Worawuthichongsathit |
| 3. Mr. Krish | Follett |
| 4. Miss Waraporn | Kulsawatpakdee |
| 5. Mr. Poolsak | Boonchoo |

6. Approval of the directors' remuneration budget.

The meeting resolved to grant approval to the directors' remuneration budget for amount not exceeding Baht 20 million per year, the same as the preceding year, and assigned The Remuneration Committee to further allocate said remuneration budget to the directors. The remuneration details were as follows:

1. Directors' Remuneration

1.1 Annual remuneration : paid to all directors, based on the consideration by The Remuneration Committee.

1.2 Meeting allowance : paid to person attending the meeting.

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Details of meeting allowance payments were as follows:

	Chairman	Member
The Board of Directors	Baht 12,000 / time	Baht 10,000 / time

1.3 Other remuneration and benefits : - None -

2. **Sub-committees' Remuneration** Those committees consisted of The Audit Committee, The Nominating Committee, The Remuneration Committee, The Risk Management Committee, and The Corporate Governance Committee including any other sub-committees appointed by The Board of Directors as necessary and appropriated in the future. The remuneration was paid in the form of meeting allowances to those who attended the meeting without other remuneration and benefits.

Details of meeting allowance payments were as follows:

	Chairman	Member
1. Meeting allowance For The Audit Committee, The Nominating Committee, The Remuneration Committee, The Risk Management Committee, The Corporate Governance Committee	Baht 10,000 / time	Baht 8,000 / time
2. Quarterly meeting allowance (For The Audit Committee)	Baht 60,000 / time	Baht 30,000 / time

Whereas above remuneration criteria need to receive the approval by The Board of Directors, and cannot exceed the budget amount approved by the shareholders' meeting.

Based on unanimous votes out of the total votes representing the attending shareholders as follows:

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Approval by 107,424,094 votes, representing 100.00%
Disapproval by - votes, representing -
Abstention by - votes, representing -
Voided Ballot by - votes, representing -

7. Appointment of company auditors for year 2019 as follows:

Mr. Manoon Manusook (certified public accountant registration no. 4292) and/or
Mr. Choopong Surachutikarn (certified public accountant registration no. 4325) and/or
Miss Wimolporn Boonyusthian (certified public accountant registration no. 4067)

All of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., and approved the audit remuneration budget for year 2019 for total amount Baht 2,075,000.-

The meeting acknowledged the audit remuneration for its 5 subsidiary companies for total amount Baht 2,950,000.- Total audit remuneration for both the company and its subsidiaries amounted to Baht 5,025,000.-

Based on unanimous votes out of the total votes representing the attending shareholders having the voting rights as follows:

Approval by 107,424,094 votes, representing 100.00%
Disapproval by - votes, representing -
Abstention by - votes, representing -
Voided Ballot by - votes, representing -

8. Approval of the sale of the company's land to Saha Pathana Inter-Holding plc.

The meeting resolved to grant approval to sell the company's 4 land plots with land title deed no. 17090, 53138, 11357, 59109 (13358) located in Bangpongpan sub-district, Yannawa district, Bangkok Metropolitan to Saha Pathana Inter-Holding Plc., with total areas of 6 rai 66.40 square wah (2,466.40 square wah) at the purchase price of Baht 375,000 per square wah which is an average price appraised by 2 independent appraisers or total amount of Baht 924,900,000.- The purchaser agrees to make payment into 3 installments to the seller under the following term of payment :

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- 1st installment : Payment of Baht 92,490,000.- will be paid within May 2019.
- 2nd installment : Pay the amount according to the value of 1 or 2 land plots which will be registered for land ownership transfer within December 2019.
- 3rd installment : Payment according to the value of remaining land plots on the date of registration for land ownership transfer within April 2020.

Based on unanimous votes out of the total votes representing the attending shareholders having the voting rights, excluding the shareholders having interests in the matter of 27,868,520 votes as follows:

Approval by 79,555,574 votes, representing 100.00%

Disapproval by - votes, representing -

Abstention by - votes, representing -

Voided Ballot by - votes, representing -

9. Other topics (if any)

- None -

The company hereby reports to the SET accordingly.

Sincerely yours,

Boondee Amnuayskul

(Mr.Boondee Amnuayskul)

Chief Executive Officer and Managing Director