



No. Lor Gor. 009/2021

April 26, 2021

President

The Stock Exchange of Thailand

Sub : Report on the resolutions adopted by the 2021 shareholders' general meeting no.52

Dear Sir,

Thai Wacoal Public Company Limited wishes to hereby report the resolutions adopted at its shareholders' general meeting no.52 held on April 26, 2021, at 15:00 hours, at Chaophaya Room 2, Montien Riverside Hotel, situated at no. 372 Rama 3 Road, Bangklo Sub-district, Bangkholaem District, Bangkok. The resolutions adopted by the meeting were as follows:

1. Endorsement of the minutes of the 51<sup>st</sup> General Meeting of Shareholders, held on August 3, 2020

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

Approval by 101,419,489 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 2020.

3. Approval of the financial statements for the year ended December 31, 2020, 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.

.../2



- 2 -

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

Approval by 101,419,489 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 proposal to shareholders at the rate of Baht 0.50 per share for total amount dividend payments of Baht 60 million, to be drawn from the company's retained earnings already subject to 25% 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 7, 2021. Payment date is set for Tuesday, May 25, 2021.

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

Approval by 101,419,489 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:

.../3



- 3 -

Name	Approval		Disapproval		Abstention		Voided Ballot	
	Votes	%*	Votes	%*	Votes	%*	Votes	%*
1. Mr. Takuya Miura Director and Deputy Managing Director	101,419,589	100.0000	-	-	-	-	-	-
2. Mr. Thamarat Chokwatana Director, The Remuneration Committee Member and Executive Director	101,419,589	100.0000	-	-	-	-	-	-
3. Mrs. Punnee Worawuthichongsathit Independent Director and The Audit Committee Member	101,418,589	99.9990	1,000	0.0010	-	-	-	-
4. Miss Waraporn Kulsawatpakdee Independent Director and The Risk Management Committee Member	101,419,589	100.0000	-	-	-	-	-	-
5. Mr. Poolsak Boonchoo Independent Director, The Audit Committee Member and The Risk Management Committee Member	101,419,589	100.0000	-	-	-	-	-	-

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

As the result, The Board of Directors for 2021 would comprise 15 directors, with their names as follows:

1. Mr. Yoshikata Tsukamoto
2. Mr. Manu Leelanuwatana
3. Mr. Hironobu Yasuhara
4. Mr. Boondee Amnuayskul
5. Mr. Takuya Miura
6. Mr. Thamarat Chokwatana
7. Miss Karunee Surai
8. Mrs. Onanong Saengpumpung

.../4



- 4 -

- |                   |                      |
|-------------------|----------------------|
| 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 15 million per year, decreased by Baht 5 million from the previous 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.

Details of meeting allowance payments were as follows:

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

.../5



- 5 -

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
<b>1. Meeting allowance</b> 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
<b>2. Quarterly meeting allowance</b> (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:

Approval by 101,419,589 votes, representing 100.00%

Disapproval by - votes, representing -

Abstention by - votes, representing -

Voided Ballot by - votes, representing -

.../6



7. Appointment of company auditors for year 2021 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 Kornthong Luangvilai (certified public accountant registration no. 7210)

All of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., and approved the audit remuneration budget for year 2021 for total amount Baht 2,146,000.-

The meeting acknowledged the audit remuneration for its 5 subsidiary companies for total amount Baht 2,617,000.- Total audit remuneration for both the company and its subsidiaries amounted to Baht 4,763,000.-

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

Approval by 101,419,589 votes, representing 100.00%

Disapproval by - votes, representing -

Abstention by - votes, representing -

Voided Ballot by - votes, representing -

8. Approval of amendments to Article 3 of the Memorandum of Association (Company's Business Objectives Nos. 9, 10, 24 and 25), according to the details as follows:

- No. 9 To manufacture in ready-made clothes, personal adornments and ornaments for example bra, girdle, etc., and including other consumer goods.
- No. 10 To trade in clothe, thread, ready-made clothes, personal adornments and ornaments, consumer goods, cosmetics, beauty tools and appliances.
- No. 24 To manufacture in medical instruments, medical products and equipment, scientific tools and instruments, medical supplies, pharmaceuticals, and chemicals.
- No. 25 To trade in medical instruments, medical products and equipment, scientific tools and instruments, medical supplies, pharmaceuticals, and chemicals.

.../7



- 7 -

The meeting resolved to authorize company directors to amend wording or sentence in said Memorandum of Association, in line with the recommended by The Registrar, Department of Business Development, Ministry of Commerce, for the amendment to become effective without changing the main substance, which has been approved by shareholders' meeting.

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

Approval by 101,419,589 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