



2014 Annual REPORT

Thai Wacoal Public Company Limited

รายงานประจำปี 2557
บริษัท ไทยวาโก้ จำกัด (มหาชน)



ข้อมูลสำคัญทางการเงิน

Financial Overview

งบการเงินรวม	CONSOLIDATED	2557 2014	2556 2013	2555 2012
ฐานะทางการเงินและ ผลการดำเนินงาน (ล้านบาท)	FINANCIAL POSITION AND OPERATING RESULTS (Million Baht)			
สินทรัพย์รวม	Total Assets	6,485	6,027	6,415
หนี้สินรวม	Total Liabilities	1,371	1,025	1,205
ส่วนของผู้ถือหุ้น	Equity	5,114	5,002	5,210
รายได้จากการขายและบริการ	Sales	3,601	3,630	4,095
รายได้รวม	Total Revenues	3,773	3,826	4,277
กำไรขั้นต้น	Gross Profit	830	792	984
กำไรสุทธิ	Net Profit	277	254	417
ข้อมูลต่อหุ้น (บาท)	PER SHARE DATA (Baht)			
มูลค่าที่ตราไว้	Par Value	1.00	1.00	1.00
มูลค่าตามบัญชี	Book Value	42.62	41.68	43.41
กำไรสุทธิ	Net Earnings	2.31	2.12	3.48
ราคาตลาด	Market Price	49.25	50.00	47.25
เงินปันผล	Dividend	2.40 *	2.25	2.40
อัตราส่วนทางการเงิน	FINANCIAL RATIO			
ความสามารถในการทำกำไร (%)	PROFITABILITY RATIO (%)			
อัตรากำไรสุทธิต่อรายได้รวม	Return on Total Revenues	7.33	6.65	9.76
อัตราผลตอบแทนผู้ถือหุ้น	Return on Equity	5.47	4.98	8.25
สภาพคล่อง (เท่า)	LIQUIDITY RATIO (Times)			
อัตราส่วนสภาพคล่อง	Current Ratio	2.87	4.44	4.60
อัตราส่วนสภาพคล่องหมุนเร็ว	Quick Ratio	1.27	2.40	2.92
อัตราส่วนสภาพคล่องกระแสเงินสด	Liquidity of Cash Flow from Operation	0.21	0.29	0.35
ประสิทธิภาพในการดำเนินงาน (%)	EFFICIENCY RATIO (%)			
อัตราผลตอบแทนจากสินทรัพย์	Return on Assets	4.42	4.09	6.73
อัตราผลตอบแทนจากสินทรัพย์ถาวร	Return on Fixed Assets	24.73	37.27	59.49
วิเคราะห์นโยบายทางการเงิน (เท่า)	FINANCIAL POLICY RATIO (Times)			
อัตราส่วนหนี้สินต่อส่วนของผู้ถือหุ้น	Debt to Equity Ratio	0.27	0.20	0.23
อัตราส่วนความสามารถชำระดอกเบี้ย	Interest Coverage Ratio	375.90	3,577.28	700,826.04
อัตราการจ่ายเงินปันผล (%)	Payout Ratio (%)	104.09 *	106.16	69.01

* ที่ประชุมคณะกรรมการบริษัท มีมติให้จ่ายเงินปันผลหุ้นละ 2.40 บาท แล้วนำเสนอต่อที่ประชุมสามัญผู้ถือหุ้น ซึ่งกำหนดให้มีขึ้นในวันที่ 27 เมษายน 2558

* The Board of Directors resolved to set dividend payment rate at Baht 2.40 per share, for further proposal to the shareholders' general meeting for approval, on April 27, 2015.

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Investors may access further information details per the Annual Registration Statement (Form 56-1) displayed by the company at www.sec.or.th or at the company website www.wacoal.co.th

The Board of Directors' Report



Mr. Manu Leelanuwatana
Chairman

During 2014, the global economy did not fully recover - be it that of the EU zone or Japan, while the US economy only began to show signs of a slow positive recovery and China's economy started to show a declining growth trend. However, Thailand's economy grew by around 0.7% year-on-year, due to the protracted tense political situation for the first 5 months of the year, during period there was significant negative impacts for domestic consumption, investments, exports and tourism that ended as a result of a change in Government led by the military, so that Thailand could get out of the political deadlock and move forward at last.

Thai Wacoal Public Company Limited adapted to the prevailing adverse Thai and global economic environment, through realigning its business operations to ensure that the 'Wacoal' brand remained competitive both in the Thai and global markets, based on its stated '**Vision: To strive towards establishing itself as a leading world-class integrated lingerie trading specialist**'. Apart from improving the efficiency of its manufacturing operations and its costs and inventory management activities, the Company also continued to develop its creative innovation relating to its products, services, and distribution channels; as well as implemented more modern working procedures and systems that are more efficient and speedier. This is in order to support the Company to be ready for the future expansion of its manufacturing bases, market coverage and investments. As such, these operational improvements were implemented to both enhance and increase the level of the Company's competitive capabilities as well as to be well prepared to enter into the era of AEC during 2015.

As for the performance results in 2014, the Company and its Subsidiary Companies achieved total sale revenue of Baht 3,601.33 million, equal to a marginal decline of 0.78% compared to the previous year; together with total net profit of Baht 276.70 million, equal to an increase of 8.79% year-on-year. Given the achieved operating results and financial status of the Company for the year, the Board of Directors approved a resolution that it would be appropriate to submit to the Annual General Shareholders Meeting, to be held on April 27, 2015, for their consideration and approval the proposal to pay a dividend to the shareholders at the rate of Baht 2.40 per share, or equal to 104.09 % of the net profit, with actual dividend payment to be made on May 25, 2015.

Additionally, the Company is fully committed to always conducting its business operations within the framework and principles of good corporate governance, which is clearly evident from the fact that the Company received a "very good" score in the annual good corporate governance practices assessment of Thai listed companies for 2014, despite the fact that this corporate governance assessment exercise now includes and uses more stringent criteria in line with and as part of the overall ASEAN CG Scorecard program. Furthermore, from the latest assessment of good corporate governance practices of Thai listed companies, for the 3rd consecutive year the Company was placed in the 'Top Quartile' of those listed companies with a market capitalization of between Baht 3,000 - 9,999 million.

The Company is also committed to conducting its businesses in socially responsible manner. This is evident from the Company receiving the 'Best Corporate Social Responsibility Awards' for Thai listed companies with a market capitalization of between Baht 2,000 - 10,000 million through participating in the SET Awards 2014 program - CSR Category, which awards are given annually by the SET to companies undertaking CSR-related projects or activities of an outstanding nature.

Lastly, on behalf of the Board of Directors, we wish to thank our shareholders, customers, business partners, staff and employees, as well as all stakeholder groups for their valuable support, participation and contribution in driving the Company's business operations forward in a positive manner. We sincerely hope and look forward to receiving your continued trust and confidence, which will lead as well as enable the Company to achieve continuing successes in the future.



(Mr. Manu Leelanuwatana)

Chairman

The Audit Committee's Report



Associate Professor Dr. Kulpatra Sirodom
Chairman of the Audit Committee

The Audit Committee of Thai Wacoal Pcl. comprises of the following 3 Independent Directors: Associate Professor Dr. Kulpatra Sirodom, as Chairman of the Audit Committee, and 2 other Members, Mrs. Punnee Worawuthichongsathit and Mrs. Saranya Chindavanig. All Members of the Audit Committee are qualified in accordance with the requirements specified by the Stock Exchange of Thailand (SET), as well as possess extensive experiences in regards to accounting and tax accounting matters in compliance with the regulations of the Securities and Exchange Commission (SEC) and the SET.

During 2014, the Audit Committee held a total of 12 meetings with all Members attending every meeting, which included meetings with the external Auditor without any members of the Management group being present. The Audit Committee fully discharged its duties and responsibilities as assigned by the Board of Directors and in accordance with the Audit Committee Charter, which activities during the year are summarized below:

- Reviewed the Financial Statements of the Company and Subsidiary Companies for each Quarter and for the Full Year 2014 period, to ensure that they are in accordance with the all required accounting standards and financial disclosure requirements. Additionally, the Audit Committee invited the external Auditor to a meeting, in order to acknowledge and discuss their overall findings relating to the financial audit; whereby the Audit Committee concurs with the external Auditor that the Financial Statements of the Company and Subsidiary Companies both accurately and appropriately reflect all significant facts in full accordance with the Thai Financial Reporting Standards, as well as disclose the required information in an adequate, credible, and timely manner.

- Assessed and reviewed the Company's internal controls system, to ensure that they are adequate and efficient, as well as that an effective set of good corporate governance practices and anti-fraud measures are in place. Additionally, approval to the annual audit plans was given; and regularly monitoring of the results of such audit activities was undertaken by the Audit Committee throughout the year. As such, from the audit of the Company and Subsidiary Companies, no deficiencies of any significance were found; and, therefore, the Audit Committee is of the opinion that the Company has in place a system of effective, appropriate and adequate internal controls. The Audit Committee also reviewed and ensured that the Head of the Internal Audit Unit possesses the required academic qualifications and experiences together with ongoing skills development training that are sufficient and appropriate for undertaking the assigned responsibilities.

- Considered the appointment of the external Auditor together with the associated audit fees, based on the professional expertise, knowledge, and experiences together with the degree of independence in discharging the assigned duties; and recommended to the Board of Directors for its concurrence and proposal for eventual approval at the Annual General Shareholders Meeting that Dr. Suphamit Techamontrikul, and/or Mr. Niti Jungnitnirundr, and/or Mr. Manoon Manusook, from the audit firm of Deloitte Touche Tohmatsu Jaiyos Audit Co. Ltd., be appointed as the external Auditor of the Company and Subsidiary Companies for 2015 with the annual audit fee of Baht 4.48 million.

- Reviewed and assessed that there was full compliance with the applicable securities and exchange laws, as well as the regulatory requirements of the SET and all other relevant laws and regulations applicable for the Company's business activities; whereby the Audit Committee is of the opinion that the Company has in place effective good corporate governance practices to ensure that compliance is made to all relevant and applicable laws and regulations.

- Assessed and closely monitored that the Company continuously has in place effective risk management procedures that are adequate and appropriate for the prevailing business environment, together with determining the acceptable degree of risk for the Company.

- Reviewed the various 'connected transactions' together with those transactions that may involve a possible conflict of interests situation; whereby the Audit Committee is of the opinion that all the Company's transactions are normal and compatible with its businesses, as well as have been undertaken in a fully transparent and equitable manner, and for the maximum benefit of the Company. Further, relevant, correct and comprehensive disclosures have been made as required.

- Reviewed the Charter of the Audit Committee, together with the Charter for the Internal Audit Unit to ensure that it covers all the required activities of the Audit Committee. Additionally, a self- evaluation of the performance of the Audit Committee was undertaken.

In summary, the Audit Committee has fully discharged its responsibilities, according to its assigned duties, in an effective and independent manner. There were no restrictions in regards to receiving or accessing any information; and there are in place a set of good corporate governance practices, a system of effective internal controls appropriate for the prevailing business environment, as well as adequate and ongoing risk management procedures. Further, the preparation of the Company's Financial Statements are in accordance with all the required financial reporting standards; and there is full compliance to all the relevant laws, rules and regulatory requirements that are applicable for the Company's businesses. Therefore, the Audit Committee has concluded that it has not found any deficiencies or irregularities of any significance during the year.



Associate Professor Dr. Kulpatra Sirodom
Chairman of the Audit Committee

The Board of Directors

Mr. Boonsithi Chokwatana
Advisor to The Board of Directors



THE BOARD OF DIRECTORS



Mr. Yoshikata Tsukamoto
Advising Director



Mr. Manu Leelanuwatana
Chairman



Mr. Yuzo Ide
Vice Chairman



Miss Sirikul Dhanasarnsilp
Vice Chairman



Mr. Boondee Amnuayskul
Managing Director



Mr. Atsushi Tabata
Deputy Managing Director



Mr. Amnuay
Bumroongwongtong
Director



Mr. Thamarat Chokwatana
Director



Mr. Masaya Wakabayashi
Director



Mr. Kiyotaka Hiroshima
Director



Assoc.Prof.
Dr. Kulpatra Sirodom
Independent Director,
Chairman of The Audit
Committee and Chairman
of The Corporate
Governance Committee



Mrs. Punnee
Worawuthichongsathit
Independent Director and
The Audit Committee
Member



Mrs. Saranya Chindavanig
Independent Director,
The Audit Committee
Member and The Corporate
Governance Committee
Member



Mr. Krish Follett
Independent Director and
Chairman of The Risk
Management Committee



Assoc.Prof.
Nares Kesaprakorn
Independent Director and
The Risk Management
Committee Member

Company Products

- Ladies' Lingerie

born to be...
BRABERRY



Glam
a masterpiece for your body





Wacoal
DIAMOND

• Childrenwear



• Ladies' Outerwear



Corporate Business Policy and Business Overview

Business Overview

Thai Wacoal Public Company Limited was established through joint-venture investments between Saha Pathanapibul Company Limited and Wacoal Corporation of Japan on October 1, 1970, as the first ladies' lingerie products manufacturer on an industrial basis in Thailand. In 1983, the company became a listed company on The Stock Exchange of Thailand, and later on in 1994 was transformed into a public company.

Today, the company was engaged in manufacturing operations for ladies' apparel products, covering the range of ladies' lingerie, ladies' outerwear, and childrenwear, with ladies' lingerie category serving as the core product group for the company.

With regard to the distribution of its products to the domestic market, I.C.C. International Plc. was appointed as the company's major distributor. Whereas for its export business operations, the company exported its products to affiliated companies under Wacoal Corporation, to major country destinations such as Japan, the U.S., and ASEAN countries.



Corporate Vision, Mission, and Values

The company has laid down its vision, mission, and values as follows:

Vision

To strive towards establishing itself as a Leading World-Class-Integrated Lingerie Trading Specialist.

Mission

To consistently engage in upgrading its competitiveness on a continuous basis, leading to sustainable growth and success, based on its adherence to morality, ethics, mutual trust and respect among all stakeholding parties.

We intend to present products and services fully satisfying customer needs and expectations, through its complete dedication to quality, together with due attention to changing ages, speedy response, professional human resources and responsibilities toward the society and the environments.

Corporate Values

- W standing for Work in Team and Be Professional
- A standing for Achievement and Positive Attitude
- C standing for Creative and Initiative
- O standing for Open to Experience
- A standing for Active and Dynamic to Change
- L standing for Love and Mutual Trust

Significant changes and developments

The Anniversary of Thai Wacoal 44 Years Establishment is on 1 October 2014. Over the years, Wacoal is determined to do studies and research to improve physiology, raw materials, design, sewing consistently and to develop quality products, comfortable to wear and suitable for the shape, beauty and confidence of women from every age group.



● The First Decade: Establishment of Business Foundation (1970 -1979)

- 1970 • Started to produce lingerie products.
- 1971 • Expanded the production to cover girdle, underwear, short bodysuit, petticoat and nightwear products.
- 1972 • The company started to export to overseas market for the first time. The company further added children wear and outerwear products to its product line-up.
- 1973 • Increased the registered capital from 4 million baht to 8 million baht.
- 1974 • Started production for children wear to distribute locally.
- 1979 • Increased the registered capital to 20 million baht.

The First Decade is the pioneer stage of lingerie products, which employed marketing and innovation strategies for new products and services, such as arrange salespersons to give suggestions to customers so as to choose lingerie products which fit each individuals' physiology. The company is also the first to use the special term for lingerie salesperson as "Proportion Consultant" or "PC", which has become widely used today. The company also arranged for "Fitting Room" at stores and is the first to introduce the Cup and Size System as well as determine the lingerie products at fixed price. The company is also the first brand to air the lingerie advertisement on television in Thailand. As a result, the product brand became widely known and totally changed the behavior and concept of women towards lingerie products.



● The Second Decade: Exponential Growth (1980 - 1989)

- 1980 • Changed the company logo  from to the  due to the 10th Year Anniversary of its establishment on 1st October 1980. The logo looks like a blooming flower, which represents progress of the company. The color code for the company is red-wine and pink.
- The computer system was introduced in the production line for the first time.
- Joint-ventures with many raw materials producers to study and develop new raw materials with equal quality to foreign countries. As a result, it replaced more than 90% of import.
- 1984 • Expanded production by establishing the SR.W.Garment Company Limited at the Saha Group Sriracha Industrial Park, Choburi.
- The company also launched "Wacoal Computer Service" to provide the proportion measurement service to customers with advanced computer program, so as to find out the Cup and Size and choose the lingerie which fits to the body.



- 1985 • Established the Wacoal Body Clinic at Sogo Department Store, Ratchaprasong to provide special lingerie tailoring service to individuals and persons with special physical features.
- 1986 • Changed the mini computer system to mainframe system to increase efficiency in all departments.
- 1987 • Increased the registered capital to 40 million baht and established the Wien Company Limited to produce lingerie products, brandname: WIENNA in the direct sales system. Currently, the company is the leader in the direct sales system with the most members and changed its name to Wien International Company Limited in 2011.



In the Second Decade, this is the age of improvement to management system, business expansion, search for new raw materials sources to provide stability and increase the competitive edge of the company amidst increasing competition.



• Third Decade: Proof of Organization Strength (1990 - 1999)

- 1990 • Introduced highly precise tools and equipment to analyze physiological features such as Silhouette Analyzer, Moire and Sketched Outlines.
- 1991 • Established the Product Research & Development Center to research, test and analyze the quality of textile materials based on the JIS (Japanese International Standard) as well as research and develop new raw materials.
- 1992 • Provide Clinical Wear Service to individuals, so that the wound dries quickly, treatment for burns, scald wounds.
- 1993 • Established 3 more subsidiaries: Wacoal Lamphun Company Limited, Wacoal Kabinburi Company Limited, and Pattaya Kabinburi Company Limited respectively.
- 1994 • Converted to public company limited and increase capital continuously respectively. Currently, the registered capital is 120 million baht.
- 1997 • Starting the Thailand Best Project and promote the products in the group to overseas market by organizing "Sahagroup Export & Trade", which is organized annually until present day.
- 1998 • Established the Call Center, Customers Relations Center
- 1999 • The company issued 500 million baht bond to reduce the loan from banks.

The third decade is a test to the strength and management strategy and the company was able to come through the economic crisis steadily. This is the age to meet the demand of customers and use information to develop products as well as expanded production capacity to other regions of the country, so as to conform to the industrial expansion policy to the regions.

● The Fourth Decade: Move Forward with Innovations (2000 - 2009)

- 2000 • Started the “Wacoal Pink Ribbon Fight Against Breast Cancer Project” campaign to Thai women, so that they become aware to take care of themselves and prevent against breast cancer.
- 2005 • Introduce the customers’ demand analysis system: Quality Function Deployment and Kansei Engineering to design products.
- 2006 • Develop new innovation service “Balancing Bra Service”, provide tailoring service to women who have lost their breasts and consistently gives Balancing Bra to women who have lost their breasts but could not afford to buy the Balancing Bra.
- 2008 • The company adjust the product image to premium grade, cut the borderline between underwear and casual wear by developing “Diamond Intimacy” as a new product with Swarovski crystal on underwear as first launch.



The Fourth Decade is an age of competition. The company marketing strategy is on the offensive, adjusted the product image, implement innovation where consumers are concerned about the environment, laid down solid information system so as to rapidly strengthen internal management and help the management to efficiently manage the supply chain.

● The Fifth Decade: Free Trade Era (2010 - Present)

- 2010 • Due to the 40th Anniversary of the company establishment, a fashion show Princess Collection under the royal patronage of Princess Siriwannawaree was organized and proceed was donated to build the Breast Cancer Center.
- Started to produce and distribute Wacoal Gold, lingerie products for health conscious individuals and elderly women. This is a market base expansion as well as modernized the image of products to suit customers in every age group, as the slogan “40 Years of Deep Understanding towards Women”.
- 2011 • Established the Tora 1010 Company Limited to export products to overseas market.
- Adjusted the organizational structure based on the Lean Organization concept, so that working is highly versatile and can meet the demand of customers quickly. Develop new marketing channel by opening “His & Her Shop” and use social network to reach more customers



- 2012
- Collaborate with business partners organize “School of Deep Textile” project which helps develop textile and garment specialists for new business model.
 - Launch brand new product “B’mé” and develop wide variety marketing channels to match with the customers’ behavior in digital age.
- 2013
- Established Pattaya Mynma Co.,Ltd. to expand production base in CLMV.
 - Restructure Logistics and warehouse management system to improve efficiency.
- 2014
- Apply Omni Channel marketing concept, connect marketing channels so that customers can access variety of products such as Shop Interactive, Shopping Online, TV Shopping, Call Center, and Social Media, etc.
 - Adjust the Brand Concept under the concept “Beauty Inside”.
 - Join with Science and Sports Technology College, Mahidol University to carry out the Project to survey Thai women’s body shape throughout the country and establish laboratory to analyze body shapes and products.
 - Organize the Wacoal Body Clinic to provide service and consultancy to customer who has problem with body shape with special innovative products which can meet every customer’s needs.



● Equivalent Standard to International Standard

	<p>2002 : • Received International Standard Certification: ISO 9001:2000 from Bureau Veritas Quality International (BVQI) for “Design and Manufacturing of Ladies’ Foundation Garment (Brassiere)”</p> <p>2009 : • ISO 9001: 2008 Certificate from Bureau Veritas Certification (Thailand) Ltd. for “Design and Manufacturing of Ladies’ Foundation Garment (Brassiere).”</p>
	<p>2012 : • Receives ISO14001:2004 Environmental Management System Certification from Bureau Veritas Certification (Thailand) Ltd. for “Design and Manufacturing of Garment”.</p>
	<p>2005 : • Received Product Certification as “Non-Toxic Brassiere” based on the standard label Oeko-Tex Standard 100 (Class2) from TESTTEX Swiss Textile-Testing Institute.</p> <p>• Textiles Test Certification based on the Wacoal Corporation Standard.</p>
	<p>2007 : • Laboratory Standard Certification ISO/IEC 17025 from the Thai Industrial Standards Institute, Ministry of Industry and expanded the scope of certification from Year 2009.</p> <p>2010 : • Expanded the Laboratory International Standard Certification: ISO/IEC 17025 : 2005 to cover product usage.</p>
	<p>2008 : • The first company in Thailand to receive the Thai Industrial Standards Certification 2346-2550 from the Thai Industrial Standards Institute, Ministry of Industry for women lingerie products concerning safety from harmful dyestuffs and chemical substances.</p>
	<p>2009 : • The first “Green Label” Product Quality Certification in Thailand from the Thai Industrial Standards Institute, Ministry of Industry, and Thailand Environmental Institute for women lingerie products regarding safety from harmful substances and are environmental friendly.</p> <p>2012 : • Expanded the “Green Label” Product Quality Certification to all Wacoal innerwear products</p>
	<p>2009 : • Received the CoolMode sign for ladies nightwear and outerwear from Thailand Greenhouse Gas Management Organization (Public Organization) and Thailand Textile Institute as a company which produces garment and help to reduce global warming.</p> <p>2012 : • Expanded the CoolMode sign for ladies innerwear for example, Cool Bra and Cool shape.</p> <p>-2014</p>
	<p>2011 : • Carbon Footprint Label Certification from Thailand Greenhouse Gas Management Organization (Public Organization), in collaboration with Thailand Textile Institute and Thai Industrial Standards Institute.</p> <p>2013 : • Expanded Carbon Footprint Label Certification for ladies innerwear and baby diapers.</p>
	<p>2014 : • Received Carbon Footprint Label Certification from Thailand Greenhouse Gas Management Organization (Public Organization), in collaboration with Thailand Textile Institute and Thai Industrial Standards Institute.</p>
	<p>2014 : • Received ISO 50001:2011 Energy Management System Certification from Bureau Veritas Certification (Thailand) Ltd.</p>



Shareholding structure for companies under Thai Wacoal group

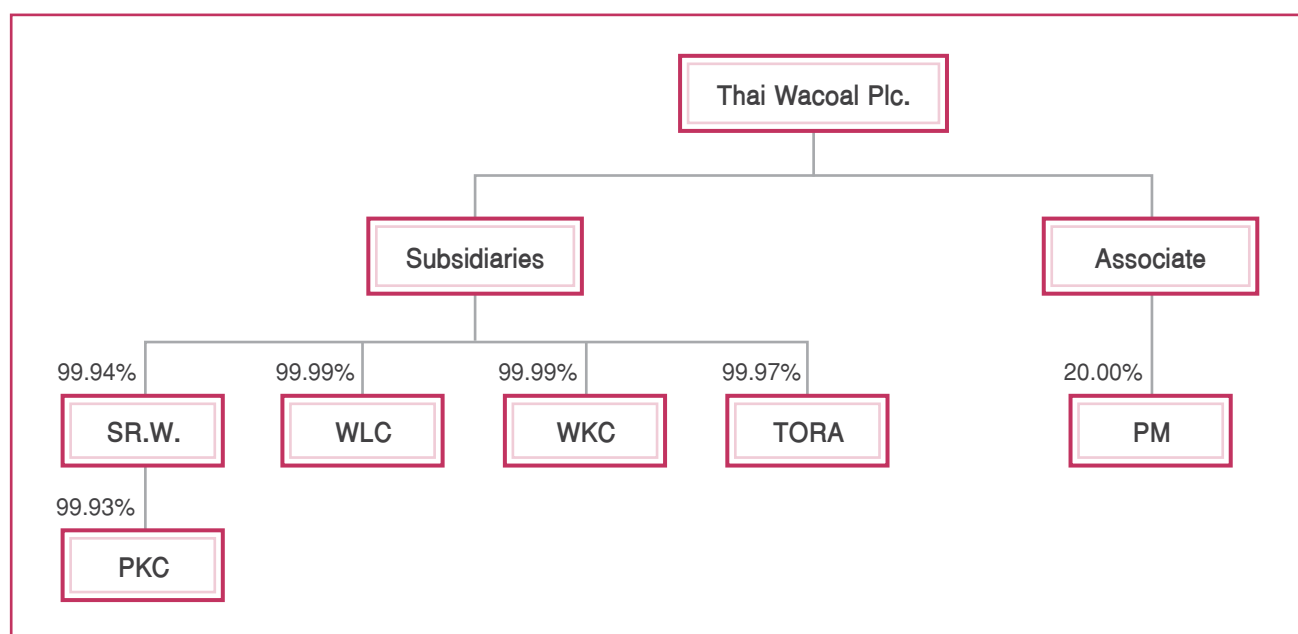
Business interests allotment policy for companies within the group

The company Being responsible for key operational areas of, products design, research & developments, merchandising, materials procurement, and production planning, through coordination with its distributors and key retailing channels, while delegating order processing to its subsidiaries conforming to their respective skills and expertise, so as to achieve products manufacturing best conforming to overall market requirements. Apart from engaging in its own products manufacturing for distribution to both local and overseas markets, the company also supervised over key operational areas for its subsidiary companies, ranging from finance & accounting, personnel management, to selling operations for products of its subsidiary companies.

Subsidiary companies Serving as the company's manufacturing unit whereby most of the products manufactured would be further sold to the company. Nevertheless, in some certain case for export operations, one subsidiary company was authorized to engage in the manufacturing and export operations of such products to specified destinations in accordance with the exclusive orders from certain overseas customers. Basically, these subsidiary companies did not require any financial support from the company.

Associate company Referred to companies engaged in joint investments and business activities with the company and contributing to their common business interests, by utilizing their respective knowhow and expertise in supporting their mutual business operations and interests.

Shareholding structure and delegation of operational duties among companies within the group



Remark : Voting rights in the subsidiary and associate companies were allocated according to shareholding proportion

SR.W.	=	SR.W. Garment Co., Ltd.
PKC	=	Pattaya Kabinburi Co., Ltd.
WLC	=	Wacoal Lamphun Co., Ltd.
WKC	=	Wacoal Kabinburi Co., Ltd.
TORA	=	Tora 1010 Co., Ltd.
PM	=	Pattaya Myanmar Co., Ltd.

Cross-shareholding as of December 31, 2014

While the company allows the structure for cross-shareholding, nevertheless, such cross-shareholding is not of the nature conflicting with nor contradicting to the announcement by The Capital Market Supervisory Board no. Thor Chor 28/2008 regarding "the permission request and the permission to offer newly-issued shares" no. 14.

Company name	Shareholding Percentage	
	Shareholding by the company	Shareholding in the company
1. In the case of over 50% shareholding		
(A) Other companies holding over 50% shares in the company Cross-shareholding by the company in other companies is not allowed.	-	-
(B) The company holding over 50% shares in other companies Cross-shareholding by other companies in the company is not allowed.		
1. Wacoal Lamphun Co., Ltd.	99.99	-
2. Wacoal Kabinburi Co., Ltd.	99.99	-
3. Tora 1010 Co., Ltd.	99.97	-
4. SR.W. Garment Co., Ltd. (SR.W.)	99.94	-
5. Pattaya Kabinburi Co., Ltd. (Equity held by SR.W. = 99.99%)	99.93	-
(C) The company holding over 50% shares in 2 other companies and over Cross-shareholding between other such companies is not allowed.	-	-
2. In the case of over 25% shareholding, but not exceeding 50% shareholding		
(A) Other companies holding over 25% but not exceeding 50% shares in the company Over 10% cross-shareholding by the company in other companies is not allowed.		
1. Wacoal Corporation	-	33.61
(B) The company holding over 25% but not exceeding 50% shares in other companies Over 10% cross-shareholding by other companies in the company is not allowed.	-	-
3. In the case of not exceeding 25% shareholding*		
(A) Other companies holding not exceeding 25% shares in the company Over 25% shareholding by the company in other companies is not allowed.	-	-
(B) The company holding not exceeding 25% shares in other companies Over 25% shareholding by other companies in the company is not allowed.		
1. Saha Pathana Inter-Holding Plc.	0.68	21.26
2. I.C.C. International Plc.	3.82	4.93
3. Thanulux Plc.	0.83	1.39
4. Bangkok Bank Plc.	0.01	3.90
5. Wien International Co., Ltd.	17.90	0.83
6. Erawan Textile Co., Ltd.	16.23	1.15
7. Pattaya Manufacturing Co., Ltd.	14.67	0.21

Remark : * Only items showing cross-shareholding by the companies are displayed.

Business Relationship with the company's major shareholding parties

The company was engaged in the manufacturing operations of ladies' lingerie products under "Wacoal" brand as licensed by Wacoal Corporation, Japan, a major shareholding party in the company. In exporting its products to overseas destinations, the company was required to carry out such export activities through the network of companies under Wacoal Corporation group, to such major destinations as Japan, the U.S., and ASEAN countries.

At the same time, the company was engaged in joint business activities with Saha Pathana Inter-Holding Public Company Limited, another major shareholding party in the company. Such joint activities served to further strengthen the company's business operations, and complement further integration in industrial garment manufacturing processes, ranging from materials procurement to the retail-end of products distribution and sales.

Corporate Business Nature

Company's products

1. Ladies' lingerie - under the registered brands of Wacoal, WIENNA, B'me and CW-X
2. Ladies' outerwear - under the registered brands of 5.up, WB Line II, in 9, seaquin, 1 mile, Racé and WACOAL BLOUSE
3. Childrenwear - under the registered brands of ENFANT, Trombone, De bon, Little Wacoal, ELLE PETITE, ELLE POUPON, bsc and ST. ANDREWS

Revenue structure

For 2014, the company's group could achieve total sales turnover being classified into domestic and export sales at the ratio 68% and 32% respectively.

Classified upon product categories

Unit : Million Baht

Product	Company	Shareholding Percentage	2014		2013		2012	
			Income	%	Income	%	Income	%
Domestic income								
Ladies' lingerie	Thai Wacoal Plc.	-	2,083.27	57.85	2,162.55	59.58	2,366.65	57.80
	SR.W. Garment Co., Ltd.	99.94	58.14	1.61	52.83	1.46	48.95	1.20
	Wacoal Lamphun Co., Ltd.	99.99	0.20	0.01	0.40	0.01	-	-
	Wacoal Kabinburi Co., Ltd.	99.99	0.06	0.00	0.34	0.01	2.49	0.06
	Pattaya Kabinburi Co., Ltd.	99.93	7.37	0.20	10.08	0.28	11.71	0.29
	Tora 1010 Co., Ltd.	99.97	0.10	0.00	0.16	0.00	0.30	0.01
Ladies' outerwear	Thai Wacoal Plc.	-	70.84	1.97	85.44	2.35	106.24	2.59
Childrenwear	Thai Wacoal Plc.	-	224.30	6.23	228.86	6.31	287.24	7.01
	SR.W. Garment Co., Ltd.	99.94	-	-	-	-	0.11	0.00
Total			2,444.28	67.87	2,540.66	70.00	2,823.69	68.96
Export income								
Ladies' lingerie	Thai Wacoal Plc.	-	1,123.83	31.21	1,033.11	28.46	1,203.34	29.39
	Tora 1010 Co., Ltd.	99.97	25.38	0.70	47.77	1.32	59.40	1.45
Childrenwear	Thai Wacoal Plc.	-	7.84	0.22	7.97	0.22	8.26	0.20
Total			1,157.05	32.13	1,088.85	30.00	1,271.00	31.04
Total Income								
Ladies' lingerie			3,298.35	91.59	3,307.24	91.12	3,692.84	90.19
Ladies' outerwear			70.84	1.97	85.44	2.35	106.24	2.59
Childrenwear			232.14	6.44	236.83	6.53	295.61	7.22
Total Income			3,601.33	100.00	3,629.51	100.00	4,094.69	100.00

Significant developments during the past year

Research & Development Activities

The company has developed innovation in terms of materials and products to meet the needs of customers at the highest level of satisfaction by creating quality products, together with continuously maintaining sustainable environment under the concept “Cool Touch Cool Feel Cool The World”. As for the year 2014, the company engaged in materials and products developments which could be summarized as follows:

AQUAJADE™

“Jade” The power of natural stone, giving comfort with cool touch

Fiber produced from a mixture of small particles of jade with special technology, cooling and feeling comfortable to wear at first touch (Cool Touch). This cool comfort can be found in Wacoal COOL product collection.

NILIT®BREEZE

Cool touch and comfortable to wear as breathing fresh air

Fiber that keeps the wearer cool and refreshing during or after activities or even when at higher temperatures allows better ventilation, soft and smooth feeling when wearing and UV rays protection. This cool comfort can be found in underpants and bras in Wacoal COOL product collection.

NOVAREL®ANTI-OX

Reduce the cause of free radicals and help prevent anti-aging of the skin

Innovation of intelligent fiber, NOVAREL®ANTI-OX, in which nylon fiber is composed of tiny microcapsules containing Vitamin E and Aloe Vera that help the fabric to be fine, silky, moisturizing and comfortable to wear. Moreover, the fiber is durable even when washing over 100 times. This silky and moisturizing touch can be found in Wacoal Shape Wear product collection.

SPACER

Bra Cup Spacer: firm, lightweight, ventilable and not turning yellow

COOL CUP innovation from the fabric woven in two-tier structure with woven fibers as a connector between the vertical centers, creating a spring back when pressed. It also provides firmness and a lot of spaces, allowing ventilable, lightweight, quick-drying and non-yellow fabric. This light comfort can be found in Wacoal COOL product collection.

3D FIBERFILL

Bra cup 3D Fiberfill: Vertically compressed fiber offers spring, firming, ventilation, and not turning yellow

COOL CUP innovation from compressed fiber fabric with special technique of vertical fiber allows spring force and firmness more than horizontal compressed fabric. It also features better ventilation, lightweight, and non-yellow fabric. This light comfort can be found in Wacoal COOL product collection.

i QUILT by Wacoal

i QUILT: Boost up breasts.... No damp smell

The sewing technique of Quilt on Non-Woven fabric helps create full and beautiful breasts, closely fits surround shape, and has no damp smell with special 360-degree ventilation, building confidence every time when wearing and staying firm throughout its useful life. Additionally, the company has registered a petty patent on the product whose close-fitting feature can be found in WIENNA product collection.

SENSITIVE®SHEER

The innovative fabric for fittedness, delicacy, lightness and comfort with special kind of nylon that its surface helps absorb moisture, well ventilated, and quick-drying. Furthermore, the fiber is increased as much as 30 percent (LYCRA fresh FX & LYCRA beauty) causing fittedness and elastic spring. Said fabric is woven with a complex vertical structure (Tricot Knitted) resulting in 50 percent thinner fabric that does not loose or roll; therefore, its cutting pattern is designed to be smooth and seamless (Free Cut). The smooth, fit, and light features can be found in Wacoal Body Base product collection.

Product quality standard developments

The company was regularly engaged in such development activities seeking to maintain and upgrade the quality standards for its products on a consistent basis, in terms of the products safety, free from dyestuff and other chemical hazards, accompanied by its firm commitment dedicated to lessening environmental impacts.

Such quality standards compliance covered a broad range of scope, ranging from ISO 9001:2008-the quality system management standard, ISO14001:2004-the environmental management standard, the compliance with Wacoal Corp. testing standard, ISO/IEC 17025:2005-the laboratory certification standard, TIS 2346:2550-the Thai Industrial Standard, the Green Label certifying over all the lingerie product range, the CoolMode label certifying greenhouse reduction, to the Carbon Footprint label certifying less carbondioxide emission, among others. Furthermore, the company was engaged in collaboration activities with the government sector on environmental protection, through the assessment of environmental impacts by its products (Life Cycle Assessment), to serve as the basis for sustainable environmental safeguard activities.

In addition, in the year 2014 Wacoal COOL lingerie products passed the Environmental Impacts Assessment (EIA Approved) with the life cycle assessment of products, reducing greenhouse gas emissions by up to 14.7 ton Co₂eq, compared with general lingerie products. The mentioned products also won the outstanding 1st prize of Energy Saving & Global Warming & Environment in Saha Group Innovation Contest 2014.

Ladies' lingerie

Product nature

Ladies' lingerie products represented the main product category being manufactured and distributed by the company, whose sales figures accounting for 92% of its total sales turnover. The company offered a wide range of products well covering and responding to differing requirements of women of all age groups, together with some niche product collections, such as Wacoal Balancing Bra. In the year 2014, Wacoal Body Clinic Shop was opened at the office of the company to provide tailor-made service for those who want to customize the body and for medical clothing products, apart from the services in top Department Stores. Moreover, in 2014 the company launched new collections which are as follows.

Wacoal COOL

Cool Innovation 2014

The innovation of cool comfort, Cool Cup, with thick pads and holes provide better ventilation, together with new innovation, Cool Touch, with special technology of fabric mixing particles of “Jade” inside the fiber allows better cooling.

Boost-up Bra 2014

Lingerie products, boosting up bigger breasts for women with small cup sizes under the concept of pushing up the breasts to look full and creating breast cleavage with special sponge innovation, beautify breasts to look natural when wearing and build confidence for women with small cup sizes. Boosting up breasts is divided into 4 levels as follows:

1. Extra soft sponge mold, PUSH UP 25 MM., gives a natural touch.
2. Gel mold, PUSH UP 30 MM., pushes up breasts with sponge mold and gel inside, highlighting V shaped cleavage.
3. Gel mold, PUSH UP 30 MM., contains gel inside to push up breasts naturally with flowing gel adjusted for each body.
4. GEL + AIR mold: the innovation that helps push the breasts up to two cup sizes (PUSH UP 35 MM.).

Mood Dress Up Bra

Lingerie products for women with courage and confidence who enjoy dressing up or women who usually go out in strapless sexy clothing offer removable strap bra supported by extra thick sponge with rubber bar closely attached to the body, as well as front-hook bra that gives close up, beautiful breasts and show sexy back with lines as required.

Mood X Kloset

The company has engaged in creating lingerie products with Thai designer brand “Kloset” which is an unique clothing brand for sweet girls, contributing the collection SS2014 under the concept “WHEN MOM WAS YOUNG” that tells the story in the past when mother was young in 1960’s when its fashion was Barbie style.

LINING BRA

Brassiere without wire frame that is beautiful and smooth with special sponge innovation supported by silicone pad both thin and thick to firm up breasts and provide comfort when wearing in every movement.

SPORTS ECO AIR

Lingerie products are suitable for body and movement when exercising. They are real ECO PRODUCT with the selection of materials that reduce the use of petroleum, lower the amount of PET bottles which are not biodegradable, and decrease CO₂ which is the cause of global warming. All this is to encourage women who are health conscious and love to exercise to be part of environmental protection under the concept “Beauty Inside”.

Perfect Revolution for new collection

One of Wacoal Sports products combine innovative design, revolting all performances to enhance perfect protection of the breasts by using texture, LYCRA[®] SPORT ENERGY, that features greater power to fit closely and move freely. Also, the innovative design of shoulder straps that can be freely adjusted, flexible, strong, and non-irritating to the skin are suitable for sports like Racket, Ball, Run tested by sports science principle.

SHAPEWEAR - Body Base

The innovative design with special technology of fiber fabrics containing a mixture of Nylon & Lycra to be ventilable, lightweight and comfortable to wear; as well as Free Cut edge design for seamless smoothness and special technique, Bonding, that is seamless and helps beautifully tighten the stomach and uplift the hip.

Market and competitive situations

The lingerie market continued to be subject to intensifying competition, in term of design, product and service quality, pricing, as well as sales channels, supported by customers’ diverse and sublime requirements pertaining to the products. Accordingly, the major players were obliged to exercise their full efforts and strategies, in seeking to secure the target customers.

The competition within the medium-to-high-end market segment placed much emphasis on better value-added benefits, in term of both products and services to better appeal to the customers. Such benefits ranged from offering new innovations and techniques in term of materials, production, designs and product features, to the upgrading of services quality, aimed at better responding to and satisfying more diverse customers’ requirements.

On the other hand, the competition in the low-end market segment concentrated more or less on pricing strategy rather than products quality and features aspect, seeking to attract and capture increasing number of the customers having limited purchasing potential.

As for the year 2014, Thailand encountered greatly economic deflation due to the reduced purchasing power of consumers, resulting from the political conflict in the country which caused the decrease of tourists coming to Thailand; as well as the decreasing volume of export that also affected ladies’ lingerie market in general. However, the company adapted a marketing strategy by adding new channels such as E-Commerce and TV Shopping to expand a wider customer base, targeted at teenagers, working people, including housewives and marketed through various media which succeeded very well.

At the same time, the company was engaged in efforts seeking to locate further new markets, to contribute to better business advantages and prospects for the company. Such activities included the prospect in expanding its product sales to neighboring countries within the region, to accommodate the imminent launch of the ASEAN Economic Community (AEC) in the near future.

Furthermore, the company also devoted efforts to promote further product sales through the online marketing channel, the popular shopping venue for modern-day customers seeking both convenience and speedy response to their demands. At the same time, in its effort to better service the customers, the company sought to improve and upgrade its warehousing and logistics network further, through the introduction of automated product sorting and delivery systems, allowing for better effective and speedy response to the customer's requirements in the coming days.

Whereas on the products front, the company was regularly engaged in the activities dedicated to creating "better value and satisfaction" for its customers for both the domestic and overseas markets. Based on such firm commitment, the company dedicated consistent efforts seeking to further upgrade and develop its products covering various areas, ranging from materials selection, production techniques, product designs, to product features developments, surpassing such normal requirements within the market.

At the same time, in its efforts seeking to develop the products better serving and complying with the changing physical developments, as well as providing solutions to proportion problems faced by the customers, The Products Research & Development Department was regularly engaged in collaboration activities with other companies within Saha Group, as well as other business alliance companies, aimed at creating materials innovation offering better performance features than those currently available in the market on a continuous basis. Together with its commitment to creating better products quality and value, the company aimed to provide its customers with the products showcasing the best image and appeal, completely free from hazardous substances and friendly to the environments, thus providing complete trust and confidence to the customers, and leading to sustainable competitiveness by the company as the result.

Ladies' Outerwear

Product nature

The company acted as the manufacturer and distributor for ladies' outerwear products, whose sales revenue accounted for about 2% of its total sales turnover. During 2014, there were significant developments regarding ladies' outerwear products as follows:

- The company has opened a shop called "Madi" at the project J-Park, Sriracha district, Chonburi province to sell various brands of Lifestyle products in order to support high-leveled target group in Sriracha district area.

Market and competitive situations

The fast-changing economic conditions affect the behavior of consumers who demand more diverse responses, causing the manufacturers to adjust their strategies to match the changing circumstances in order to make a difference and maintain competitiveness. Therefore, the ready-to-wear clothes industry has to change from being only the producer to integrate between the suppliers and producers, as well as being both the manufacturers and distributors themselves by using appropriate technology to develop production capacity and product distribution of high quality with reasonable costs in various channels to meet the demands of customers.

As for the market of ladies' ready-to-wear clothes in 2014, it was affected by political situations in the country that lasted for the first half of the year and cost pressures, resulting to consumers delayed their spending. As a consequence, the company turned to focus on the marketing of uniform in distribution channels directly to corporate clients, utilizing the strength about experience and expertise of designing and dressmaking for over 40 years.

Childrenwear

Product nature

The company acted as the manufacturer of premium-quality of childrenwear products, for distribution to the domestic market through its major distributor, while directly exporting its products to overseas destinations. Yearly childrenwear sales turnover accounted for about 6% of the company's total sales revenue. For 2014, some significant developments regarding childrenwear products were as follows:

- To promote better environmental care on a continuous basis, the company dedicated its effort to developing childrenwear items compatible to both hot and cool weather. The company also developed childrenwear products that are suitable for Thailand's hot and humid climate, under ENFANT GREEN Label by expanding the customer base of childrenwear products made of Jute for young children (aged 2-6 years old) from previously focusing on only babies (birth - 2 years old).

Market and competitive situations

In the face of intensifying competition in the traditional selling channel of department stores, brought on by the surge in childrenwear imports from overseas, the company was compelled to dedicate more effort to better develop its products to serve the demands by its customers, in terms of appealing designs and better product features.

Furthermore, the company was engaged in activities seeking to develop new innovative products, free from hazardous substances and friendly to the environments, providing better hygiene and safety to the babies, and contributing to its further competitiveness in the days ahead.

Future industrial developments and competition trends

The lingerie manufacturing industry in Thailand could still be regarded as having relatively good prospects, due to its existing comprehensive manufacturing facilities network within the country. The country also had an edge in manufacturing skills and products quality widely recognized among the global lingerie manufacturing industry, subsequently establishing Thailand as one of the world's leading production base for lingerie products, particularly for the medium to high-end market segment. To enhance the lingerie industry's competitiveness both at home and abroad, Thai manufacturers sought to engage in closer collaboration to develop value chain network, both on manufacturing and sales & marketing fronts, to allow better flexible adjustments complying with developments in both the regional and global levels.

On the other hand, for the low-end market segment, major regional manufactures such as China, Hong Kong and Vietnam, held the advantage through their lower manufacturing costs, resulting in the influx of cheap foreign lingerie imports into the country affecting local manufacturing industry could not compete with them in term of lower prices. Accordingly, they were forced to concentrate more on products developments, rather than simply resorting to price competition.

As for the overall image of 2015, both domestic and international economies are likely to be better as a result of the recovery of economy and world trade volume, including growing investment from both public and private sectors. The textile and apparel industry's outlook in general will still expand in terms of production and export which are mostly the production to feed the ASEAN market, resulting from entering to the ASEAN Economic Community in late 2015. This is considered to be an opportunity to expand production capacity, as well as the consumer market that increased from 60 million to 600 million people which is a large market and has great potential.

The competitiveness of the domestic ladies' lingerie market is intensifying from the marketing of ladies' lingerie manufacturers in the country to maintain their market share. At the same time, there is the marketing of ladies' lingerie from world-class brands which have the advantages in terms of good manufacturing control system, low production costs both wage labor and mass order of materials, granting the power to negotiate with the supplier, including the distribution of goods to consumers quickly with global network and ongoing branch-expansion plan.

Furthermore, ladies' lingerie market also has a competition about more various distribution channels, from traditional channels like Department Store, Modern Trade and Convenience Store to emerging channels such as E-Commerce, M-Commerce, Social Media, which tend to grow every year since these channels are easily accessible to consumers and respond to the demands of customer quickly and completely, including TV Shopping channel, which allows the manufacturer to completely communicate its innovative products, also has a growing trend.

The company's status and competitive potentials

In view of those opportunity and threat factors facing Thailand's lingerie manufacturing business at present, our company could still be regarded as having substantially favorable potentials, when compared to other competitors in general. Such advantages could be attributed to the companies within our group having comprehensive manufacturing facilities network in place. At the same time, the company also had solid technological and manufacturing base supported by continuous products research & development investments, its extensive database on Thai women's physical developments over a long period of time, quality control system in compliance with international requirements, outstanding "Wacoal" brand image long recognized and appreciated by Thai women over the past 40 years in term of both products quality and services, as well as its careful and effective financial management system. Altogether, these factors contributed to the company's competitive potentials on a sustainable and long-term basis.

Product sources for the company and its subsidiaries

The company procures products by acting as the manufacturer for those products. Its manufacturing base was first set-up in Bangkok, which later expanded to cover manufacturing facilities in subsidiary companies in upcountry areas, namely SR.W. Garment Co., Ltd., Wacoal Lamphun Co., Ltd., Wacoal Kabinburi Co., Ltd., and Pattaya Kabinburi Co., Ltd., all having been granted promotional privileges by The Board of Investment. In 2011, the company set up another subsidiary company named Tora 1010 Co., Ltd., to engage in products export business to overseas market. Factory details for the company and its subsidiary companies as of December 31, 2014 are as follows:

Company Name	Location	Employee Number (Person)	Factory Building (Number)	Space Total (SQ.M.)
Thai Wacoal Plc.	Bangkok	2,540	7	43,306
SR.W. Garment Co., Ltd.	Sriracha, Choburi	950	1	6,060
Wacoal Lamphun Co., Ltd.	Muanglamphun, Lamphun	406	2	10,152
Wacoal Kabinburi Co., Ltd.	Kabinburi, Prachinburi	306	2	6,840
Pattaya Kabinburi Co., Ltd.	Kabinburi, Prachinburi	462	2	6,656
Tora 1010 Co., Ltd.	Bangkok	1	-	12
Total		4,665	14	73,026

Consolidated production capacity and output total

Unit : Piece

Production Capacity Classified Per Product Category	2014	2013	2012
Full production capacity			
Ladies' lingerie	20,000,000	20,000,000	20,300,000
Ladies' outerwear	100,000	200,000	200,000
Childrenwear	2,500,000	2,800,000	3,500,000
Total	22,600,000	23,000,000	24,000,000
Actual production			
Ladies' lingerie	17,825,861	18,133,988	20,082,236
Ladies' outerwear	82,338	133,406	121,736
Childrenwear	2,241,451	2,434,396	3,490,652
Total	20,149,650	20,701,790	23,694,624
Capacity utilization rate	89.16%	90.01%	98.73%
Output this year vs the year earlier	97.33%	87.37%	97.16%

Risk Management Committee Report

Mr. Krish Follett

Chairman of the Risk Management Committee



Thai Wacoal Public Company Limited, established the Risk Management Committee (RMC) comprising of 3 members, namely: Mr. Krish Follett, as Chairman of the RMC; Associate Professor Nares Kesaparakorn; and Mr. Manus Ongsaranakorn

During 2014 the RMC met a total of 12 times with all RMC members attending every meeting, and invited member of the management group to join specific meetings as appropriate and necessary. The RMC has discharged its duties and responsibilities as assigned by the company's Board of Directors as well as in full accordance with the Charter of the RMC, which activities can be summarized as follows:

1. Annual risk management plans for 2014

The RMC held meetings with all business units and divisions/departments within the organization in order that they can present their respective annual risk management activities plan to the RMC.

2. Assessment of risk and preventive measures

Defined procedures and processes to assess, in a comprehensive manner, various risk factors and associated aspects that could impact the Company's business operations, which include strategic risk, operational risk, financial risk, and environmental risk. The RMC also reviewed and considered the respective risk management plans and activities to manage as well minimize such risk to acceptable levels that will facilitate the achievement of established corporate objectives and goals.

3. Monitoring and overseeing risk management activities

The RMC oversaw and closely monitored the management of various risk, through holding regular meetings so as to be informed of the associated progress and status of such activities, as well as giving various recommendations to ensure that such risk management activities will be fully effective and efficient in achieving their desired results.

In summary, the RMC has completely performed all its assigned duties and responsibilities, in order to ensure that appropriate and adequate activities have been undertaken to manage the significant risk factors and associated issues of the company. The RMC also regularly monitored the successful outcome of such risk management activities, and reported the achieved results of these activities quarterly to the Board of Directors, so as to enable the Board of Directors to be confident that the management of risk within the organization has been both effective and efficient.

A handwritten signature in black ink, appearing to read 'Krish Follett'.

(Mr. Krish Follett)

Chairman of the Risk Management Committee

Risk Factors

With due recognition by The Board of Directors of Thai Wacoal Public Company Limited of the various risk factors posing as possible threats to the company's business operations, The Board therefore assigned The Risk Management Committee to be responsible for the supervision of the organization's risk management practices in a systematic manner.

The Risk Management Committee has formulated risk management policies as follows:

1. To enable the company to manage any probable risk in an efficient manner, with such management procedures implemented in a sound and systematic manner.
2. To promote preventive risk management procedures to be carried out in a swift, transparent, accurate, and complete manner on a systematic and consistent basis.
3. To encourage and develop all employees and management members at all levels to have thorough understanding and recognition of the significance of risk management procedures, while promoting participation in said risk management system throughout the organization.
4. To facilitate risk management procedures to be implemented in an appropriate manner well conforming to the company's mission and policy.

For such purpose, The Risk Management Committee has engaged in the evaluation and analysis of those risks possibly affecting the organization, covering both internal and external risk factors, setting priorities for the risk management plan, as well as engaging in regular follow-up on the implementation of such plans. At the same time, The Committee provided regular updates to The Board of Directors on the progress and developments regarding said plans on a quarterly basis.

Those risk factors likely to have impacts on the company's operations could be summarized as follows:

Risk stemming from products distribution structure relying on few players

Domestic

The company is mainly engaged in the manufacturing business of ladies' lingerie products, with I.C.C. International Public Company Limited, acting as its distributor for the domestic market, having yearly order volume accounting for over 50% of the company's turnover total. Until the present, said distributor has achieved consistent favorable results, thanks to its existing close relationship with major retailing channel of department stores. At the same time, the company has enjoyed good business relationship with said distributor, and therefore is relatively confident of said company's sound business operations, together with the company's products served as major contributor for said distributor's yearly turnover total.

However, in the event that said major distributor became subject to serious adverse factors with regard to the economy, political stability, market competition, or other negative factors causing substantial decline in products sales, the company would increase other sales channels such as E-Commerce, TV Shopping, which very well help generate sales for the company.

Overseas

The company mostly exports its products to overseas countries, through such channel of companies belonging to Wacoal Group located mainly in Japan, the U.S. and ASEAN. While the company may be susceptible to risk stemming from order cancellation by said distribution group, nevertheless, upon considering other relevant factors, such event appears to be quite unlikely. In view of said distribution group being major shareholder in the company who actively engages in the manufacture of ladies' lingerie products with extensive distribution network in overseas countries, together with the company's capability in manufacturing ladies' lingerie products in an efficient and competitive manner in the international scene, such products distribution arrangements through Wacoal Group can be seen as significantly contributing to business interests for both the parties.

Risk stemming from the use of licensed trademark

The company was mainly engaged in the manufacture of products under licensing rights granted by Wacoal Corporation, with such products contributing to over 80% of the company's total turnover. Accordingly, its revenue could become seriously affected on a long-term basis, should it come to lose said licensing rights for the products.

Nevertheless, in view of the existing favorable factors at present, namely, Wacoal Corporation holding 33.61% of the company's shares total, the long-standing close business relationship between the two parties, the company's continuing domestic market leadership, together with its favorable business performances so far, the extreme adverse scenario of licensing rights revocation or licensing agreement termination would appear unlikely, particularly in view of the company having been granted licensing rights extension from a previous 5-year term to the 10-year term at present.

Risk stemming from the launch of the ASEAN Economic Community (AEC)

To date, ladies' lingerie products had been subject to intensifying competition, in term of better product designs and features, competitive pricing, and extreme sales promotion campaigns, aimed at capturing increasing market share and expanding existing customer base further.

The imminent launch of the AEC for this region would expedite and open up further resources free-flow across the ASEAN region, in terms of both trade, products, services, capital flow, investment, and labour, thereby generating much more serious challenges and competition in the coming days.

Basically, such regional market liberalization would open up our domestic market to more aggressive competition from products coming from other ASEAN countries, possibly enjoying better competitive advantages due to their lower manufacturing costs, and leading to more severe pricing competition as the result.

Nevertheless, based on its vast knowhow and extensive experiences accumulated over the years, the company was engaged in various activities in preparation to cope with such oncoming challenges. Preparation plans included ongoing materials and products developments and innovations, further investment dedicated to developing more comprehensive manufacturing network, to the effect in upgrading its services quality to better serve the customers. Equally important was the company's dedication to further improve and develop better knowledge, skills, and competency for its human resources, leading to further competitiveness and sustainable growth for the company in the days ahead.

Risk stemming from changing consumer behavior

Today, consumers have placed less emphasis on brand loyalty, and more on product value. In its objective to provide best satisfaction to the customers, the company has concentrated on creating new product innovations, as well as engaging in the study of customer behavior and requirements on a consistent basis, thereby enabling the company to better meet changing customer lifestyle. The company products could also be seen as adopting constant changes and developments well compatible with customer behavior and lifestyle.

Foreign exchange risks

Since its business operations significantly relied on imports and exports in foreign currencies, the company was subject to risks stemming from exchange rates fluctuation. Nevertheless, since the company was also engaged in managing its revenue and expenses accounts in foreign currency term, such exchange risks could be addressed to a certain extent, by properly scheduling its foreign exchange payments to correspond to incoming foreign exchange revenue (natural hedge). Furthermore, the company was also engaged in currency forward contract, so as to minimize the impact from such exchange risk. At the same time, the company regularly monitored the movements in foreign exchange markets, to better safeguard itself from any adverse exchange risks.

Risks from natural disasters

The company has formulated plans to prevent and lessen risks stemming from flooding, fire, and earthquake disasters. To cope with fire danger risk, the company implemented fire prevention plan and campaign, fire drill and evacuation training, and installation of emergency fire alarm and sprinkler system. The company carried out regular checking and testing of its fire-fighting equipments, to ensure their proper functioning condition. The company also formulated plan to accommodate temporary employees transfer and workplace relocation in the case of serious fire accident, to allow continuous operations running for the company.

To alleviate possible damage incurred by the disasters, the company entered into insurance agreements covering its assets against disaster risks, so as to minimize the damages stemming from such risks. With regard to flooding threat, the company set up specific committee to take charge of prevention and solution measures to tackle the flood, both before, during, and after the crisis situation, accompanied by its regular updates to keep abreast of the situation developments.

Other risks

In due recognition of the fast changing economic environments both at home and abroad, the company always adopted an alert attitude with necessary preparations to implement changes in its strategies and plans, to cope with any serious developments possibly affecting the company's operations.

General Information and Other Significant Details

1. General Information

1.1 General Information

Thai Wacoal Public Company Limited (WACOAL)

Type of Business	: Manufacturer of finished garments
Registered Number	: 0107537001455
Registered Capital	: Baht 120 million classified into 120 million ordinary shares, fully paid-up
Address	: 930/1 Soi Pradoo 1, Sathupradith Road, Bangklo, Bangkholaem, Bangkok 10120, Thailand
Tel.	: 0-2289-3100-9
Fax.	: 0-2291-1788
Website	: www.wacoal.co.th

Contact Information

Department	Telephone Number	E-mail Address
Company Secretary	0-2689-8324	secretariat@wacoal.co.th
Investor Relations	0-2289-3100-9 Ext. 331	invest@wacoal.co.th
Customer Relations	0-2689-8515-6	service@wacoal.co.th
Innerwear Business	0-2689-8705	sompong@wacoal.co.th
Childrenwear Business	0-2291-8373	pojadech@wacoal.co.th
Outerwear Business	0-2289-3100-9 Ext. 339	susana.mar@wacoal.co.th
Wacoal Body Clinic (Special custom-made service)	0-2689-8484	bodyclinic@wacoal.co.th
Human Resources and General Affairs Division	0-2289-3100-9 Ext. 201, 202, 223	personnel@wacoal.co.th
Internal Audit Office	0-2289-3100-9 Ext. 207, 422	audit@wacoal.co.th

1.2 Investment in Other Companies in which the Company Holds 10% or More of Paid-Up Shares as of December 31, 2014

Company/Address	Type of Business	Type of Shares	No. of Paid-up Shares	Shareholding by the Company	
				No. of Shares	%
Direct Subsidiaries					
1. Wacoal Lamphun Co., Ltd. 99, 99/4 Moo 5, Liengmuang Rd., Paa-Sak, Muanglamphun, Lamphun Tel. 0-5353-7652-3 Fax. 0-5358-4082	Manufacturer of finished garments	Ordinary	500,000	499,993	99.99
2. Wacoal Kabinburi Co., Ltd. 121-121/1 Moo 5, Suwannasorn Rd., Nonsee, Kabinburi, Prachinburi Tel. 0-3720-5140-2 Fax. 0-3720-5144	Manufacturer of finished garments	Ordinary	500,000	499,993	99.99
3. Tora 1010 Co., Ltd. 930/1 Soi Pradoo 1, Sathupradith Rd., Bangklo, Bangkholaem, Bangkok Tel. 0-2689-8705 Fax. 0-2689-8706	Procurement and distribution of finished garments	Ordinary	100,000	99,970	99.97
4. SR.W. Garment Co., Ltd. 173/2 Moo 5, Sukabhibal 8 Rd., Boung, Sriracha, Chonburi Tel. 0-3848-0666 Fax. 0-3848-0606	Manufacturer of finished garments	Ordinary	200,000	199,870	99.94
Indirect Subsidiary (Equity held by no.4 = 99.99%)					
5. Pattaya Kabinburi Co., Ltd. 123-123/1 Moo 5, Suwannasorn Rd., Nonsee, Kabinburi, Prachinburi Tel. 0-3720-5051-3 Fax. 0-3720-5051-3	Manufacturer of finished garments	Ordinary	200,000	199,860	99.93
Associate					
1. Pattaya Myanmar Co., Ltd. 16 Panchatun U Shwe Owe Road, Hlaing Tharyar Industrial Zone 2, Hlaing Tharyar Township, Yangon, Myanmar	Manufacturer and distributor of finished garments	Ordinary	8,000	1,600	20.00
Other Companies					
1. SSDC (Tigertex) Co., Ltd. 111 Moo 5, Suwannasorn Rd., Nonsee, Kabinburi, Prachinburi Tel. 0-3720-5038 Fax. 0-3720-5038	Bleaching and dyeing	Ordinary	32,400,000	6,065,570	18.72

Company/Address	Type of Business	Type of Shares	No. of Paid-up Shares	Shareholding by the Company	
				No. of Shares	%
2. Textile Prestige Plc. 704/1-9 Rama 3 Rd., Bangpongpan, Yannawa, Bangkok Tel. 0-2294-0071 Fax. 0-2294-2386	Manufacturer and distributor of textile	Ordinary	108,000,000	19,598,850	18.15
3. International Commercial Coordination (Hong Kong) Limited Room 408 4 th Floor Hope Sea Industrial Center, No. 26 Lam Hing Street, Kowloon Bay, Kowloon, Hong Kong Tel. 001 852 2756 5622 Fax. 001 852 2753 8631	Distributor of consumer goods	Ordinary	20,000	3,600	18.00
4. Wien International Co., Ltd. 4236/218-222 Soi Pradoo 1, Sathupradith Rd., Bangkok, Bangkoklaem, Bangkok Tel. 0-2689-8520 Fax. 0-2689-8836	Direct Sales	Ordinary	300,000	53,700	17.90
5. Bangkok Tokyo Socks Co., Ltd. 673 Moo 11, Sukaphibal 8 Rd., Nongkharm, Sriracha, Chonburi Tel. 0-3848-0355-7 Fax. 0-3848-0358	Manufacturer of socks	Ordinary	1,432,200	245,000	17.11
6. Thai Naxis Co., Ltd. 222 Moo 5, Suwannasorn Rd., Nonsee, Kabinburi, Prachinburi Tel. 0-3720-5145-7 Fax. 0-3720-5229	Manufacturer of woven and printed textile label	Ordinary	200,000	32,910	16.46
7. Erawan Textile Co., Ltd. 49 Moo 3, Poochaosamingprai Rd., Samrongtai, Phrapradaeng, Samutprakarn Tel. 0-2183-3898-9 Fax. 0-2183-3916	Textile spinning, fabric, weaving and manufacture of various components for the finished garments	Ordinary	6,214,634	1,008,703	16.23
8. Pattaya Manufacturing Co., Ltd. 611/28 Trok Wat Channai, Bangkok, Bangkoklaem, Bangkok Tel. 0-2291-2390-8 Fax. 0-2291-2378	Manufacturer of finished garments	Ordinary	3,000,000	440,000	14.67
9. S.T.G.C. Co., Ltd. 930/1 Soi Pradoo 1, Sathupradith Rd., Bangkok, Bangkoklaem, Bangkok Tel. 0-2689-8541 Fax. 0-2291-1788	Textile and garment business researcher	Ordinary	25,000	3,250	13.00

Company/Address	Type of Business	Type of Shares	No. of Paid-up Shares	Shareholding by the Company	
				No. of Shares	%
10. International Leather Fashion Co., Ltd. 129/1 Chongnonsri Rd., Chongnonsri, Yannawa, Bangkok Tel. 0-2295-0911 Fax. 0-2294-5101	Manufacturer of leather products	Ordinary	500,000	60,000	12.00
11. Morgan De Toi (Thailand) Co., Ltd. 129/1 Chongnonsri Rd., Chongnonsri, Yannawa, Bangkok Tel. 0-2295-1730 Fax. 0-2295-1757	Distributor of apparel	Ordinary	400,000	48,000	12.00
12. T.U.C. Elastic Co., Ltd. 704/1-5 Rama 3 Rd., Bangpongpan, Yannawa, Bangkok Tel. 0-2294-0071 Fax. 0-2294-0151	Manufacturer and distributor of stretch fabric and woven elastic tape	Ordinary	1,600,000	172,000	10.75
13. Champ Ace Co., Ltd. 58 Soi Charoenraj 7, Bangkok, Bangkholaem, Bangkok Tel. 0-2689-8240 Fax. 0-2291-2537	Manufacturer of finished garments	Ordinary	400,000	40,000	10.00

1.3 Reference

Share Registrar

Thailand Securities Depository Company Limited

62 The Stock Exchange of Thailand Building

Rachadapisek Road, Klongtoey, Klongtoey, Bangkok 10110, Thailand

Tel : 0-2229-2800

Call Center : 0-2229-2888

Fax : 0-2359-1259

Auditor

Deloitte Touche Tohmatsu Jaiyos Audit Company Limited

Rajanakarn Building, 25th - 26th, 28th Floor,

3 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120, Thailand

Tel : 0-2676-5700

Fax : 0-2676-5757

By	Dr. Suphamit Techamontrikul	Certified Public Accountant Registration	No.3356 and/or
	Mr. Niti Jungnitnirundr	Certified Public Accountant Registration	No.3809 and/or
	Mr. Manoon Manusook	Certified Public Accountant Registration	No.4292

2. Other Significant details

- None -

Information on Company Securities and Shareholders

Registered capital and paid-up capital

Thai Wacoal Public Company Limited is a company listed on The Stock Exchange of Thailand, with its securities transaction code designated as “WACOAL”. The company has total registered capital of Baht 120 million, fully paid-up, and classified into total 120 million ordinary shares, with the par value of Baht 1 per share.

The company has not issued other types of shares having the rights or terms different from ordinary shares. Moreover, the company has never issued any securities other than the ordinary shares.

Shareholders

10 Major shareholders (As of December 31, 2014)

Name	No. of shares	%
1. Wacoal Corporation	40,331,250	33.61
2. Saha Pathana Inter-Holding Public Company Limited	25,512,500	21.26
3. Saha Pathanapibul Public Company Limited	9,084,750	7.57
4. I.C.C. International Public Company Limited	5,913,020	4.93
5. Bangkok Bank Public Company Limited	4,679,400	3.90
6. I.D.F. Company Limited	4,492,000	3.74
7. Mr. Weerapat Punsakudomsin	3,907,800	3.26
8. Sariraporn Company Limited	2,170,820	1.81
9. Bangkok Life Assurance Public Company Limited	1,708,000	1.42
10. Thanulux Public Company Limited	1,670,200	1.39
Total 10 Major Shareholders	99,469,740	82.89
Total Shareholders	120,000,000	100.00

Note : Investors can review the latest shareholding information via company website at www.wacoal.co.th, under the heading “Investor Relations : Shareholding Structure”, prior to the shareholders’ meeting no.46

Shareholding proportion by institutional investors

As of December 31, 2014, shareholding proportion in the company by institutional investors stood at 6.12%, exceeding the minimum shareholding level of 5% specified for institutional investors under the corporate governance criteria for Thai listed companies.

Shareholding structure classified by shareholding party categories (As of December 31, 2014)

Shareholder Category	Number	No. of shares	%
Legal entity			
Thai nationality	37	60,838,680	50.70
Foreign nationality	5	40,516,450	33.76
Total legal entity	42	101,355,130	84.46
Ordinary person			
Thai nationality	1,011	18,608,350	15.51
Foreign nationality	2	36,520	0.03
Total ordinary person	1,013	18,644,870	15.54
Total	1,055	120,000,000	100.00

Outstanding agreement between major shareholding parties

Thai Wacoal Public Company Limited is a joint-venture business company jointly set-up by Saha Group companies and Wacoal Corporation of Japan. Both parties had an outstanding agreement on the allocation of director positions that, out of the total 15 directors, both the Thai and Japanese parties shall equally be allocated 5 directors each, with the remaining 5 directors specified as outside independent directors.

Issuance of other securities

- None -

Dividend Payments Policy

In general, the company had laid down the policy to authorize dividend payments to the shareholders each year, at the rate of Baht 0.25 per share (equivalent to 25% of the share par value). However, the final decision on the rate of such dividend payments would be based on the performance results by the company, together with the prevailing economic and business situations in each particular year.

The company had based its consideration and decision on dividend payments allocation, on the outstanding net profits and retained profits appearing per the separate financial statements, whose details could be summarized as follows:

Thai Wacoal Plc.	2014*	2013	2012	2011	2010
Dividends per share (Baht)	2.40	2.25	2.40	2.10	2.00
Payout Ratio (%) (Consolidated)	104.09	106.16	69.01	63.97	67.33
Payout Ratio (%) (Separate)	97.41	99.88	67.26	60.59	59.86

Note : * The Board of Directors resolved to set dividend payment rate at Baht 2.40 per share, for further proposal to the shareholders' general meeting no.46 for approval, on April 27, 2015.

Subsidiaries : The company has set the policy for subsidiary companies to effect dividend payments, from outstanding cash surplus exceeding their normal operational requirements, or from surplus exceeding their business expansion requirements.

The Nominating Committee's Report



Mr. Manu Leelanuwatana
Chairman of The Nominating Committee

Thai Wacoal Public Company Limited has appointed The Nominating Committee, with 3 members as follows:

1. Mr. Manu	Leelanuwatana	Chairman
2. Miss Sirikul	Dhanasarnsilp	Member
3. Mr. Amnuay	Bumroongwongtong	Member

The Nominating Committee has carried out the duties as assigned by The Board of Directors which is specified in The Charter of The Nominating Committee. Its duties are to select suitable candidates with proper qualifications, knowledge and expertise in various professions, to serve as company directors and top management.

The Nominating Committee has determined the criteria and methods for nominating which conform to the Charter and related regulations by considering basic qualifications and qualities that meet the demand of the vacant positions. Moreover, the nominated persons must be the person with leadership, vision, morality, ethics, and transparent work experience as well as no characteristics as forbidden by laws and the Articles of Association of the company. The company has provided opportunity for minor shareholders to participate in nominating candidates to be appointed as company directors prior to the Annual General Meeting of shareholders. In 2015, none of the shareholders nominated any candidates to be considered as company directors.

In 2014, The Nominating Committee held 2 meetings to carry out duties as assigned. At the 45th General Meeting of Shareholders, The Nominating Committee excluding the directors with conflict of interest considered the qualifications of 5 persons who had been nominated to serve as company directors replacing the directors who retired by rotation, which are Mr. Yoshikata Tsukamoto, Mr. Boondee Amnuayskul, Mr. Amnuay Bumroongwongtong, Mr. Ikuo Otani, and Mr. Krish Follett to become company directors for another term. Another issue for consideration was to nominate Mr. Masaya Wakabayashi to serve as company director replacing Mr. Ikuo Otani, the company director who had resigned. The Charter of the The Nominating Committee is also reviewed annually, while The Nominating Committee has performed its duties as assigned discreetly and reasonably.


(Mr. Manu Leelanuwatana)

Chairman of The Nominating Committee

The Remuneration Committee's Report



Mr. Boonsithi Chokwatana
Chairman of The Remuneration Committee

Thai Wacoal Public Company Limited has appointed The Remuneration Committee with 3 members as follows:

- | | | |
|------------------|---------------|----------|
| 1. Mr. Boonsithi | Chokwatana | Chairman |
| 2. Mr. Manu | Leelanuwatana | Member |
| 3. Miss Sirikul | Dhanasarnsilp | Member |

The Remuneration Committee has performed its duties as assigned by The Board of Directors, which is specified in The Charter of The Remuneration Committee. Its duties are to determine remuneration to company directors, others various committees and top management at the appropriate level, and to create incentive to obtain work efficiency as well as retain knowledgeable and capable persons to work with the company and propose to The Board of Directors' Meeting.

The Remuneration Committee has determined the remuneration policy and criteria for company directors, based on the authority, assigned responsibility, and operating results, as well as growth and the company's performance, business liquidity and factors which may affect the company or overall economic situation. The methods are in accordance with the Charter and related regulations.

In 2014, The Remuneration Committee held 2 meetings to carry out the duties as assigned. Moreover, The Charter of The Remuneration Committee is reviewed annually. The remunerations of company directors, others various committees and the management are disclosed in this Annual Report. The Remuneration Committee agreed that it is appropriate for their responsibilities and in accordance with the company policy.



(Mr. Boonsithi Chokwatana)
Chairman of The Remuneration Committee

Management Structure

1. The Board of Directors

1.1 The Board of Directors

At present, The Board of Directors consisted of 15 members, classified into :

- 10 non-executive directors (including 5 independent directors)
- 5 executive directors

Name list of The Board of Directors

Name		The Board of Directors	The Audit Committee	The Nominating Committee	The Remuneration Committee	The Risk Management Committee	The Corporate Governance Committee	The Executive Board
1. Mr. Yoshikata	Tsukamoto	Advising Director	-	-	-	-	-	-
2. Mr. Manu	Leelanuwatana	Chairman	-	Chairman	Member	-	-	Chairman
3. Mr. Yuzo	Ide	Vice Chairman	-	-	-	-	-	-
4. Miss Sirikul	Dhanasarnsilp	Vice Chairman	-	Member	Member	-	-	Vice Chairman
5. Mr. Boondee	Amnuayskul	Director	-	-	-	-	-	Managing Director
6. Mr. Atsushi	Tabata	Director	-	-	-	-	-	Deputy Managing Director
7. Mr. Amnuay	Bumroongwongtong	Director	-	Member	-	-	-	Executive Director
8. Mr. Thamarat	Chokwatana	Director	-	-	-	-	-	-
9. Mr. Masaya	Wakabayashi	Director	-	-	-	-	-	-
10. Mr. Kiyotaka	Hiroshima	Director	-	-	-	-	-	-
11. Assoc.Prof. Dr. Kulpatra	Sirodom	Independent Chairman Director	-	-	-	-	Chairman	-
12. Mrs. Punnee	Worawuthichongsathit	Independent Director	Member	-	-	-	-	-
13. Mrs. Saranya	Chindavanig	Independent Director	Member	-	-	-	Member	-
14. Mr. Krish	Follett	Independent Director	-	-	-	Chairman	-	-
15. Assoc.Prof. Nares	Kesaprakorn	Independent Director	-	-	-	Member	-	-

Remark : Qualification standards for independent director and The Audit Committee members were in accordance with the provisions set forth in related announcements.

Directors representing the company

To represent the company, 2 out of the following 6 directors are required to sign their names, together with the affixing of company seal, namely:

- | | |
|-----------------|------------------|
| 1. Mr. Manu | Leelanuwatana |
| 2. Miss Sirikul | Dhanasarnsilp |
| 3. Mr. Boondee | Amnuayskul |
| 4. Mr. Amnuay | Bumroongwongtong |
| 5. Mr. Thamarat | Chokwatana |
| 6. Mr. Atsushi | Tabata |

1.2 Personal information of company directors

The details of personal information of company directors were display per the section “Personal information of company directors and management members”.

1.3 The number of Directors’ meetings

During 2014, The Board of Directors and other committees regularly held their meetings, whose attendance record by the director were summarized as follows:

Unit : Times

Name of directors and management members		Directors’ Meeting							
		The Board of Directors	The Audit Committee	The Nominating Committee	The Remuneration Committee	The Risk Management Committee	The Corporate Governance Committee	The Executive Board	General Shareholders’ Meeting
		(7 times / year)	(12 times / year)	(2 times / year)	(2 times / year)	(12 times / year)	(3 times / year)	(12 times / year)	(1 time / year)
1. Mr. Boonsithi	Chokwatana	-	-	-	2/2	-	-	-	1/1
2. Mr. Yoshikata	Tsukamoto*	0/7	-	-	-	-	-	-	0/1
3. Mr. Manu	Leelanuwatana**	7/7	-	2/2	2/2	-	-	11/12	1/1
4. Mr. Yuzo	Ide*	2/7	-	-	-	-	-	-	0/1
5. Miss Sirikul	Dhanasarnsilp**	7/7	-	2/2	2/2	-	-	11/12	1/1
6. Mr. Boondee	Amnuayskul	7/7	-	-	-	-	-	12/12	1/1
7. Mr. Atsushi	Tabata	7/7	-	-	-	-	-	12/12	1/1
8. Mr. Amnuay	Bumroongwongtong	7/7	-	2/2	-	-	-	12/12	1/1
9. Mr. Thamarat	Chokwatana	7/7	-	-	-	-	-	-	1/1
10. Mr. Ikuo	Otani*	1/4 (Jan.-Aug.)	-	-	-	-	-	-	0/1
11. Mr. Masaya	Wakabayashi*	0/2 (Since Sep.)	-	-	-	-	-	-	-
12. Mr. Kiyotaka	Hiroshima*	1/7	-	-	-	-	-	-	0/1
13. Assoc.Prof. Dr. Kulpatra	Sirodom**	5/7	12/12	-	-	-	3/3	-	1/1
14. Mrs. Punnee	Worawuthichongsathit**	6/7	12/12	-	-	-	-	-	1/1
15. Mrs. Saranya	Chindavanig	7/7	12/12	-	-	-	3/3	-	1/1
16. Mr. Krish	Follett	7/7	-	-	-	12/12	-	-	1/1
17. Assoc.Prof. Nares	Kesaprakorn	7/7	-	-	-	12/12	-	-	1/1
18. Mr. Manus	Ongsaranakom	-	-	-	-	12/12	-	12/12	1/1
19. Mr. Suvit	Wongcharoenwutporn	-	-	-	-	-	-	12/12	1/1
20. Mrs. Nonglaks	Techaboonanek**	-	-	-	-	-	-	11/12	1/1
21. Miss Natcharinthorn	Pongsupachintapa**	-	-	-	-	-	-	11/12	1/1
22. Mrs. Siriwan	Vilassakdanont**	-	-	-	-	-	-	11/12	1/1
23. Miss Karunee	Surai	-	-	-	-	-	-	12/12	1/1

Name of directors and management members		Directors' Meeting							
		The Board of Directors	The Audit Committee	The Nominating Committee	The Remuneration Committee	The Risk Management Committee	The Corporate Governance Committee	The Executive Board	General Shareholders' Meeting
		(6 times / year)	(12 times / year)	(2 times / year)	(2 times / year)	(12 times / year)	(3 times / year)	(12 times / year)	(1 time / year)
24. Mrs. Onanong	Saengpumpong	-	-	-	-	-	3/3	12/12	1/1
25. Mr. Sompong	Rasameetham	-	-	-	-	-	-	7/7 (Since May)	-
26. Mr. Worathep	Assavakasem	-	-	-	-	-	-	7/7 (Since May)	-

Remark : * Meeting leave due to overseas assignments

** Meeting leave due to own engagement

In addition, during the year 2014, one meeting was held among independent directors only, without the attendance by management members, with full attendance by all the independent directors.

1.4 Controller

The company does not have any controller who has the influence over the company's management policy, or its operations, in such manner deemed as significant.

2. The Management

2.1 The Management

At present, there were 9 company's management members in accordance with the definition of the management set by The Securities and Exchange Commission. The management were authorized by the company to carry out duties in accordance with the company's policies.

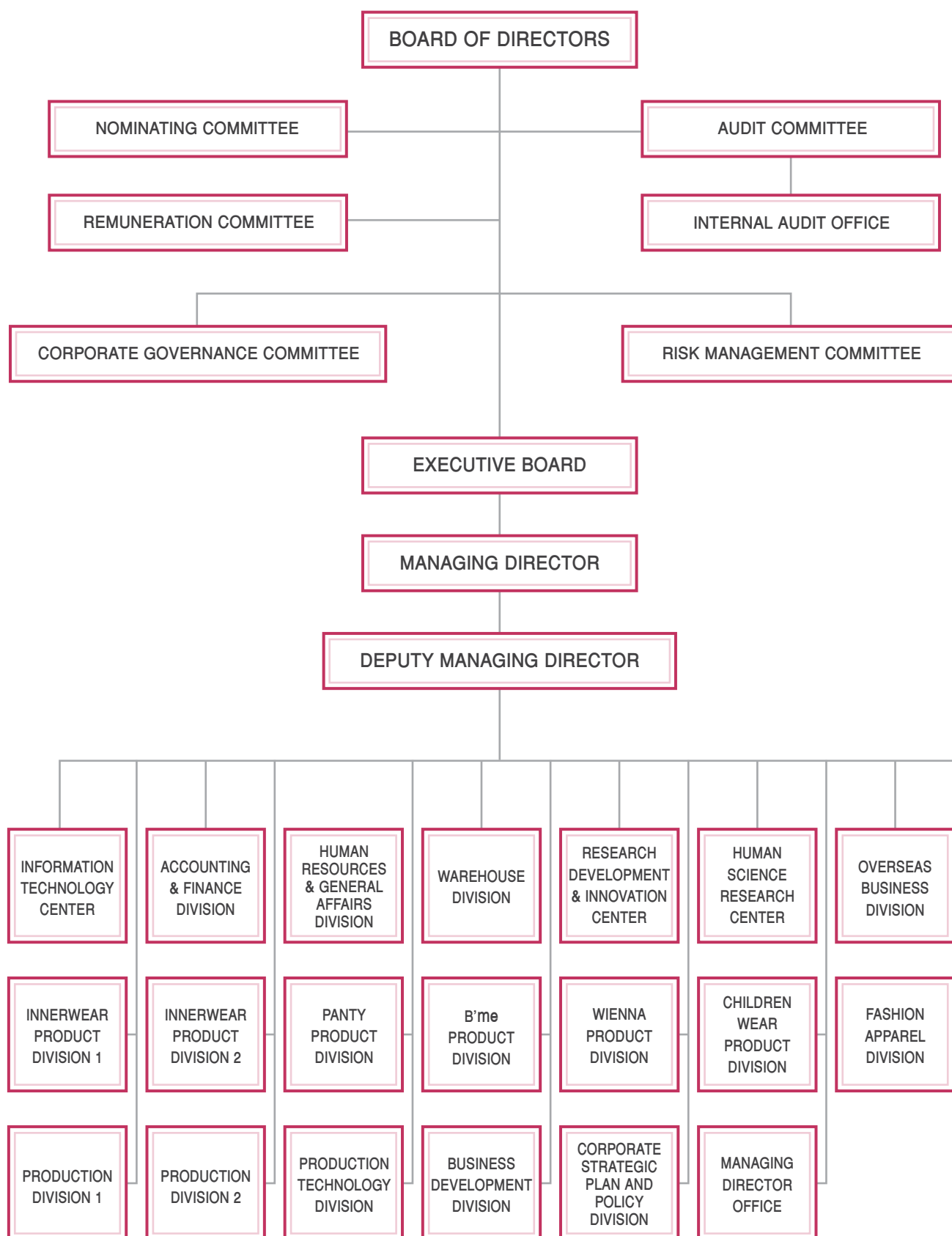
Name list of the Management as of December 31, 2014

Name		Position
1. Mr. Boondee	Amnuayskul	Managing Director
2. Mr. Atsushi	Tabata	Deputy Managing Director
3. Mr. Manus	Ongsaranakom	Executive Director and Chief Financial Officer
4. Mr. Suvit	Wongcharoenvutporn	Executive Director and Director of Children Wear Product Division
5. Miss Natcharinthorn	Pongsupachintapa	Executive Director and Director of Human Science Research Center
6. Mrs. Siriwan	Vilassakdanont	Executive Director and Director of Vienna Product Division
7. Miss Karunee	Surai	Executive Director and Director of Human Resources and General Affairs Division
8. Mrs. Onanong	Saengpumpong	Executive Director and Director of Accounting and Finance Division
9. Mr. Sompong	Rasameetham	Executive Director and Director of Innerwear Product Division

2.2 Personal information of management members

The details of personal information of management members were display per the section "Personal information of company directors and management members".

2.3 Organization Structure as of December 31, 2014



3. Company Secretary

The Board of Directors resolved to appoint Mrs. Onanong Saengpumpong, Executive Director and Director Accounting & Finance Division, who was duly qualified, with sound knowledge and experiences, as the Company Secretary effective from May 8, 2008 (See the details on her education and career background under the heading “Personal information of company directors and management members”, having the duties and responsibilities as specified in The Securities and Exchange Act (no. 4) B.E. 2551, together with other duties assigned by The Board of Directors.

The Company Secretary was assigned the following responsibilities:

1. To provide preliminary advice to the company directors on laws, regulations and articles of the company, and to monitor proper and regular compliance, as well as to report substantive changes to the directors.
2. To coordinate between the company directors and the management, to supervise and coordinate matters pertaining to the relevant laws and regulations, including proceedings to ensure compliance with resolutions of The Board of Directors.
3. To organize shareholders’ meeting and The Board of Directors’ meeting in accordance with laws, company articles and other directives.
4. To record minutes of the shareholders’ meeting and The Board of Directors’ meeting as well as to monitor compliance with resolutions of the shareholders’ meeting and The Board of Directors’ meeting.
5. To oversee the disclosure of information and file the relevant reports under the rules and regulations of The Securities and Exchange Commission and The Stock Exchange of Thailand.
6. To prepare and archive the following documents:
 - Company directors’ register
 - Notice of The Board of Directors’ meeting and minutes of The Board of Directors’ meeting
 - Notice of the shareholders’ meeting and minutes of shareholders’ meeting
 - Annual registration statement (Form 56-1) and Annual report (Form 56-2)
7. To maintain report of interest reports filed by company directors or executives.
8. To carry out other proceedings as prescribed by The Capital Market Supervisory Board.

4. Remuneration for the directors and management members

4.1 Remuneration criteria for the directors and management members

The Board of Directors earlier appointed The Remuneration Committee to set the budget and allocation criteria for the directors, on a comparative basis with other companies in the same business category. Consideration were given to such areas as, expansion in the company’s business activities, business growth rate, operating results, together with proper reference to the authority, duty, responsibility scope, and performances by the directors, for setting the criteria on meeting allowance and yearly remuneration. Said resolution would be forwarded to The Board of Directors’ meeting for their consideration prior to submitting to the shareholders’ meeting for final approval of said remuneration budget.

Whereas the remuneration authorization for top management and other management members would be required to follow the criteria set forth by the company, in term of the duty and responsibility scope, as well as the performance results by said top management and management members, who would be entitled to such same remuneration criteria.

4.2 Remuneration amount

(A) Remuneration for company directors

The shareholders’ meeting approved annual remuneration budget for company directors for total amount not exceeding Baht 20 million each year. The disbursement of said remuneration budget required the consideration by The Remuneration Committee, and the approval of The Board of Directors, with such disbursement not exceeding the budget amount earlier approved by the shareholders’ meeting.

Structure of remuneration for company directors

The company had set the same remuneration structure for company directors, regardless of whether they also served as members of the Management or not, by classifying remuneration categories as follows :

1. **Annual remuneration** : paid to all directors, based on the consideration by The Remuneration Committee.
2. **Meeting allowance** : paid to person attending the meeting.

Details of meeting allowance payments were as follows:

	2014	2013
1. Meeting allowance		
1.1 For The Board of Directors		
- Chairman	Baht 12,000 / time	Baht 12,000 / time
- Member	Baht 10,000 / time	Baht 10,000 / time
1.2 For The Audit Committee, The Nominating Committee, The Remuneration Committee, The Risk Management Committee The Corporate Governance Committee		
- Chairman	Baht 10,000 / time	Baht 10,000 / time
- Member	Baht 8,000 / time	Baht 8,000 / time
2. Quarterly meeting allowance (For The Audit Committee)		
- Chairman	Baht 60,000 / time	Baht 60,000 / time
- Member	Baht 30,000 / time	Baht 30,000 / time

For the year 2014, the company authorized total meeting allowance payments of total Baht 1,836,000, and total remuneration amount of Baht 10,000,000, altogether amounting to Baht 11,836,000.-

Remuneration details for The Board of Directors and other committees

Unit : Baht

Remuneration details	2014		2013	
	Meeting allowance	Annual remuneration	Meeting allowance	Annual remuneration
The Board of Directors	794,000	10,000,000	640,000	15,000,000
The Audit Committee	688,000	-	628,000	-
The Nominating Committee	52,000	-	26,000	-
The Remuneration Committee	32,000	-	32,000	-
The Risk Management Committee	216,000	-	216,000	-
The Corporate Governance Committee*	54,000	-	-	-
Total	1,836,000	10,000,000	1,542,000	15,000,000

Remark : * The Corporate Governance Committee was set-up in December 2013, and thus did not warrant for payments of meeting allowances and remuneration to said Committee members.

(B) Remuneration for management members : Referred to the remuneration for the 5 executive directors who were non-management members and 9 company's management members in accordance with the definition of the management set by The Securities and Exchange Commission, altogether totaling 14 persons. The remuneration details were classified into salary, bonus, allowance, and meeting allowance accorded their status as company employees.

Remuneration details for management members

Remuneration	2014		2013	
	Number of persons	Amount (Baht)	Number of persons	Amount (Baht)
Salary, bonus, and allowance	14	46,034,896	12	46,099,978
Meeting allowance	14	1,023,000	12	913,000
Total		47,057,896		47,012,978

4.3 Other remuneration

The company does not have the policy to provide any extra benefits to its executives, whether in term of shares, debentures, other than those remuneration normally accorded the directors and company employees.

(A) Other remuneration for company directors

- None -

(B) Other remuneration for management members

The management members received the company's contribution to their provident funds.

Other remuneration details for management members

Other remuneration	2014		2013	
	Number of persons	Amount (Baht)	Number of persons	Amount (Baht)
Provident fund contribution	14	96,466	12	124,131
Total		96,466		124,131

5. Employees

5.1 Total number of employees by function and total remuneration

Data	2014	2013	2012
Total employee at the end of December (persons)	4,665	4,736	5,258
- Production (persons)	3,279	2,643	3,141
- Support Production and Administration (persons)	1,386	2,093	2,117
Total remuneration of employees (million baht)	1,288	1,274	1,388
Labour dispute	- None -	- None -	- None -

Total remuneration of employees are salary/wage, overtime wage, allowance, fringe benefit, and provident fund.

5.2 Human Resource Development

“Human resource development is business potentials creation so as to stay competitive in the long run. Every employee will be developed on a continual basis on knowledge, skills, attitude toward work, with proper and sufficient lifestyle under a variety of development methods and good learning atmosphere”.

In 2014, Wacoal emphasizes on raising knowledge and expertise level in each profession in order to meet the vision of the organization especially textiles, physiology and logistics management. Wacoal has cooperated with business alliances and invite them as lecturers, exchange learning among organization, excursion, develop raw materials and new products together. Moreover, widen the marketing vision for business trading and to prepare personnel to be ready for free trade in the Asean Economics Community (AEC) and world market.



Training

The training objectives to include every level of personnel are as follows:-

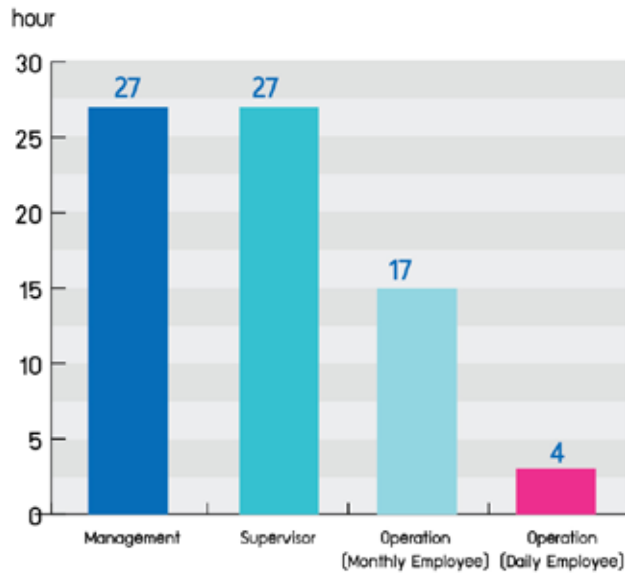
Executive Level	Management Level	Operation Level
Lay out vision and strategy in business operation to conform to the changing situation.	To develop knowledge, skills in operation management and resources to achieve the target. This conforms to the organizational policy as well as create good teamwork atmosphere.	To gain knowledge and expertise at the professional level. Be aware about customers' needs by emphasizing on internal training and On the Job Training based on working positions.

Annual internal training plan consists of courses in 7 fields:

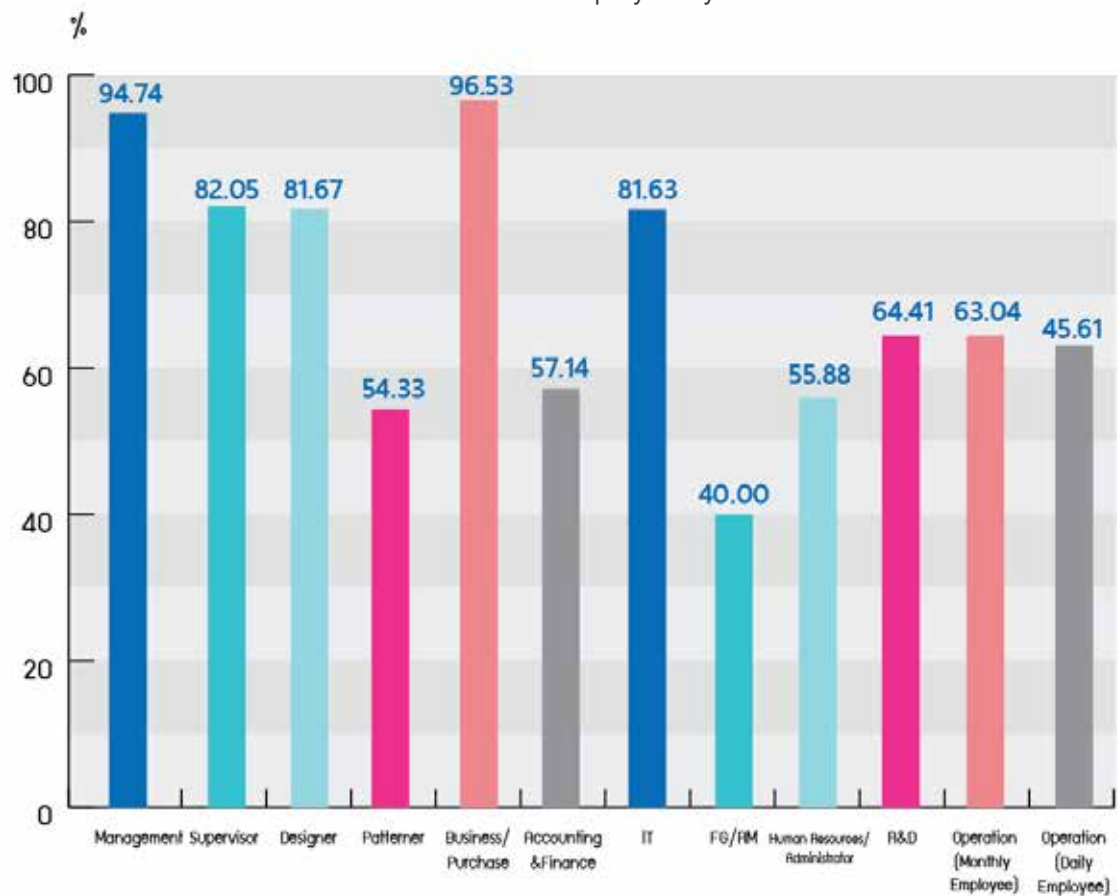
- Courses that meet business target** such as “Business Direction 2014”, “Marketing Trend and Customer Insight 2014”.
- Courses for the management levels** such as “Management Development Program”, “Business Strategic Plan and Business Strategy”.
- Professional development course** such as “Fashion Outlook & Update : Retail, Merchandising and Trend” and “Color Science Theory”.
- Courses to improve life skills** such as “Personnal Financial Management, Life Management, to Overcome Debt” and “Save for the Future”.
- Course to enhance behavior to become good member of the organization** such as “Wacoal Spirit” and “Smart @Work”.
- Course to build up competitive edge in the future** such as “Business English Program”.
- Courses which conform to the law, regulation, society and environment** such as “Safety Officer at the Supervisor Level” and “Build Safety Culture”.

In 2014, a total of 1,529 persons received training (calculated as 59.73% of all employees). The total training hours is 22,236 hours. The average number of training per person per year at each level is as follows:-

Training Hours by Levels



Numbers of Trained Employee by Professional



School of Deep Textile Project

The Company has cooperated with business alliances to organize training with practical training to increase the abilities of personnel about textiles industry from the up-stream, mid-stream and down-stream. This also includes textiles business management, clothing as well as raw materials and textiles development in order to meet changing needs of customers. Employees who have received training will be assigned to new jobs based on their skills, abilities and will receive suitable benefits and remuneration.

Employees Education Fund

The Company aims to encourage human resource development to conform to the requirements of the Company and business growth in the future. In 2014, Wacoal gave scholarship at the Masters Degree Level from leading local universities total 3 scholarships and one Certificate Level Scholarship at Bunka Fashion Institute, Major in Fashion Creation and Fashion Professional

Excursion

The Company provides the opportunity for employees to go on business trips abroad such as United States of America, France, Italy, Japan, China, Hong Kong, Korea and Taiwan, in order to have a modern vision, understand fashion trends, ever changing market situation as well as truly understand customers' needs .

Encourage Learning and Participation in Creativity

The Company has organized the Kaizen & Suggestion Committee to encourage creativity and innovation within the organization. In 2014, there were 140 projects from Kaizen & Suggestion was used to improve working efficiency. They were displayed at the “Wacoal Innovation Challenge” Exhibition so as to create the atmosphere of exchange and learning among employees. Moreover, the Company has sent the projects to participate in the Saha Group Innovation Award annually on a continual basis.

In 2014, projects that received awards are as follows:-

1. **EIA Approval** Outstanding First Honor : Energy Saving & Global Warming & Environment Category
2. **Wacoal Sport Eco** Outstanding Third Honor : Energy Saving & Global Warming & Environment Category
3. **Go Through Crisis, Overcome Obstacles:** Outstanding Second Honor Product Category



Besides this, the Company organizes the “One Team One Project (OTOP)” Project to encourage each division in the production line and supporting line to improve the working process. The objective is to reduce steps, cost and increase efficiency in management, so as to support and meet the demand of product development production line most rapidly and effectively. In 2014, the operation results are as follows:-



Project	Amount	Reduce the Procedure	Reduce Time (Hour)	Expense Reduced
Production	24	55	341.55	783,066.60
Support	29	57	311.84	959,285.12
RD&I	5	4	20.50	9,559,000.00
Total	58	116	673.89	11,301,351.72

Build up Working Culture

From the “Good People Good Product Good Society” Policy, which Mr Boonyasit Chokwattana, Chairman of the Sahapat Group, has given as the guideline in working, to build up good people with morality values within the organization. It is believed that good people can help to create good products and good quality products will have positive effect on the society. Therefore, Wacoal has communicated, publicized and campaigned about the organizational values. The purpose is to inform to the management and employees to become aware about its importance. They should apply these values in their daily lives, implemented together to become the Working Culture.



Knowledge Management

Knowledge about producing underwear is a valuable asset of the organization. Therefore, Wacoal focus on systematic knowledge management from obtaining the knowledge to storage into the computer program, access and usage of information as well as pass on the knowledge to employees so as to increase their working skills.

Moreover, Wacoal has built the Web Page “Nok Hook” to be the center in gathering information from every department including knowledge, business news, innovation, marketing and sales for employees



The Corporate Governance Committee's Report



Associate Professor Dr. Kulpatra Sirodom
Chairman of the Corporate Governance Committee

Thai Wacoal Public Company Limited has appointed the Corporate Governance Committee, comprised of the following 3 Members:

- | | |
|---|----------|
| 1. Associate Professor Dr. Kulpatra Sirodom | Chairman |
| 2. Mrs. Saranya Chindavanig | Member |
| 3. Mrs. Onanong Saengpumpong | Member |

The Corporate Governance Committee discharged its duties and responsibilities as assigned by the Board of Directors and specified in the Charter for the Corporate Governance Committee. The Committee is responsible for overseeing that the Company's business operations are in full compliance with the principles of good corporate governance and that its management practices are transparent with full disclosures and accountability together with equitable treatment for all stakeholder groups, as well as for ensuring the Company's continued growth on a sustainable basis.

During 2014, the Corporate Governance Committee held a total of 3 meetings in order to carry out its assigned duties and responsibilities, which activities are summarized as follows:

1. Defined the Charter for the Corporate Governance Committee for use as a guideline in performing its duties.
2. Reviewed the Company's good corporate governance principles and practices that comprises of 4 aspects, namely: corporate governance policies; corporate governance principles; business ethics; and code of conduct for the Directors, the Management group and staff. This is in order to ensure that these are in full accordance with the established guidelines for 'the principles of good corporate governance for listed companies - 2012' as specified by the Stock Exchange of Thailand.
3. Overseeing and supporting the Company in complying with the principles of good governance, that resulted in the Company receiving, in 2014, a '**very good**' CG score in the annual CG practices survey of Thai listed companies by the Thai Institute of Directors, as well as in the Company being placed, for the 3rd consecutive year, in the '**Top Quartile**' of those listed companies having a market capitalization value of Baht 3,000 - 9,999 million.
4. Determined the responsibilities of the Anti Corruption working group, in order to ensure that the Company has in place good corporate governance practices together with a corporate culture in not accept all forms of corrupt practices (whether direct or indirect), as well as conducts its businesses in a fully transparent manner.

The Corporate Governance Committee is confident that the Company has conducted its business operations in full accordance with the principles of good corporate governance. The Committee is also fully committed to further developing good corporate governance practices on a continuing basis, which is a key factor in supporting effective business operations of the Company together with facilitating the Company to receive the trust and confidence of all stakeholder groups. This, in turn, will be a firm foundation for its sustainable growth.

A handwritten signature in black ink, appearing to read 'K. Sirodom'.

(Associate Professor Dr. Kulpatra Sirodom)
Chairman of the Corporate Governance Committee

Corporate Governance

Corporate Governance Policies

The Board of Directors is confident that a proper, transparent and accountable governance system is in place along with checks and balances and an internal control system that is sufficient and appropriate. Alongside these mechanisms are due respect for the rights and equality of shareholders and accountability to all stakeholders. These key factors contribute to the enhancement of the organization's immunity and promotion of a balanced and sustainable growth in the long-term.

In pursuance thereof, the Board of Directors thereby prescribed the following corporate governance policies as a practice guideline for the Company directors, Executives and all employees.

1. Company Directors, Executives and all employees are fully committed to the application of corporate governance principles, business ethics and Codes of Conduct for Company Directors, Executives and employees to Company operations.
2. Company Directors, Executives and all employees must perform their duties responsibly, prudently, earnestly and honestly in accordance with the relevant laws, Company Articles and Notifications.
3. Actions shall be taken to ensure that the Company management structure contains clear prescriptions of powers, duties and responsibilities of each Company Committees and Executives.
4. An internal control system shall be installed and risks management shall be managed at suitable levels, including an accounting system and financial statement which are accurate and reliable.
5. Information shall be disclosed in a sufficient, reliable and timely matter to the extent that the legitimate interests of the Company are not prejudiced.
6. The ownership rights of shareholders shall be appreciated and respected. Shareholders shall be treated equitably.
7. Undertakings shall have regard to the responsibilities of shareholders, stakeholders, communities, society and the environment.
8. There shall be a determination to strive towards business excellence with commitment to the creation of customer satisfaction by receiving comments and self-assessments in order to enhance management capabilities and continually promote productive creativity.
9. Virtue, ethics and good values shall be instilled. Employees shall be treated fairly with a commitment to develop and enhance the capabilities of personnel.
10. Dishonest conduct, corruption and intellectual property violations shall be suppressed. Laws and human rights shall be respected.
11. Conflict of interests shall be dealt with prudently and reasonably with due regard for the Company's interests.

With this regard, the company has revealed corporate governance policies, business ethics, and code of conduct for company directors, the management and employees to employees, shareholders, and general public via the company website, under the heading "Investor relations: About Us (Corporate Governance)".

Various committees

The Board of Directors appointed several committees comprising of competent and experienced members, to supervise over each particular aspect of company operations, to ensure careful and effective management and operations for the company. Those committees consisted of The Audit Committee, The Nominating Committee, The Remuneration Committee, The Risk Management Committee, The Corporate Governance Committee, and The Executive Board.

The Board of Directors clearly laid down the authority and responsibility scope for each committee per the charter for said committee. The chairman of every other committee was responsible for supervising the operations in accordance with the policies of The Board of Directors and reported the results in The Board of Directors' meeting

1. The Board of Directors

At present, The Board of Directors consisted of 15 members, classified into :

- 10 non-executive directors (including 5 independent directors)
- 5 executive directors

Name list of The Board of Directors

Name		Position
1. Mr. Yoshikata	Tsukamoto	Advising Director
2. Mr. Manu	Leelanuwatana	Chairman
3. Mr. Yuzo	Ide	Vice Chairman
4. Miss Sirikul	Dhanasarnsilp	Vice Chairman
5. Mr. Boondee	Amnuayskul	Director
6. Mr. Atsushi	Tabata	Director
7. Mr. Amnuay	Bumroongwongtong	Director
8. Mr. Thamarat	Chokwatana	Director
9. Mr. Masaya	Wakabayashi	Director
10. Mr. Kiyotaka	Hiroshima	Director
11. Assoc.Prof. Dr. Kulpatra	Sirodom	Independent Director
12. Mrs. Punnee	Worawuthichongsathit	Independent Director
13. Mrs. Saranya	Chindavanig	Independent Director
14. Mr. Krish	Follett	Independent Director
15. Assoc.Prof. Nares	Kesaprakorn	Independent Director
Mrs. Onanong	Saengpumpong	Company Secretary

Term for company directors

The term for company directors is in accordance with company articles of association and Charter for The Board of Directors as follows:

1. At each annual shareholders' general meeting, one-third of the sitting directors are required to retire from directors, whereas if the number of directors cannot be divided into 3 equal portions, the closet to such number shall apply. Retiring directors are eligible for re-election. At present, The Board of Directors had 15 members, therefore each director shall have a 3-year term.
2. Apart from retiring upon term completion, the company director shall also relieved of his/her position upon resignation or death or having disqualifications as prohibited by laws or the resolution adopted by the shareholders' meeting to remove that person from the position, or court ruling remove that person from the position.
3. In the case where the position of Board member is left vacant due to reasons other than term completion, with such remaining term not less than 2 months, The Board of Directors are required to appoint other persons having full qualifications to succeed in that position. In such case, the newly-appointed Board member may only serve out the term remaining for the person he/she succeeds.
4. The company director resigning from the position before term completion is required to submit his/her resignation letter to the company, with such resignation coming into effect on the date of said submission.
5. The shareholders' meeting may vote for any of director to be out before retiring upon term completion, by a vote of not less than three-fourths of the number of shareholders attending the meeting and having the right to vote and the total number of shares being not less than half of the number of shares held by the shareholders attending the meeting and having the right to vote.

Authority of The Board of Directors

1. Appoint, remove, and assign authority to advisors to The Board of Directors, various committees, and The Managing Director, to carry out the assigned duties.
2. Seek advices from specialists or company consultants (if any), or solicit the services of outside specialists or consultants at the company's expenses.

3. Approve loan transaction to be used as the company's working capital, for such portion exceeding the authority of The Executive Board.
4. Approve or cancel credit facility, for such portion exceeding the authority of The Executive Board.
5. Approve loan extension to companies having business connection with the company, either as the shareholder or the company engaging in business transaction, or other companies, for such portion exceeding the authority of The Executive Board.
6. Approve the entering into guarantee for credit facility, for companies having business connection with the company, either as the shareholder or the company engaging in business transaction, or other companies, for such portion exceeding the authority of The Executive Board.
7. Approve the set-up, merger, or dissolution of subsidiary company.
8. Approve the investment for the purchase or sales of common shares, and/or other securities, for such portion exceeding the authority of The Executive Board.
9. Approve the procurement and investment transactions of fixed asset, for such portion exceeding the authority of The Executive Board.
10. Approve the sales and transfer transactions of fixed assets, for such portion exceeding the authority of The Executive Board.
11. Approve the adjustment, disposal, and write-off for fixed assets, and/or intangible assets no longer in use, or being subject to damage, loss, destruction, deterioration, out-of-date, or no longer functional, for such accounting value (historical cost) exceeding the authority of The Executive Board.
12. Approve the settlement of conflicts by reconciliation or by the resolution through arbitration, petition, lawsuit, and/or court proceedings on the company's behalf, for such case not considered as normal business practice, and/or such case considered as normal business practice, for such portion exceeding the authority of The Executive Board.
13. Approve the entering into such transaction not considered as normal business practice, for such portion exceeding the authority of The Executive Board.
14. Propose the capital increase or capital decrease, or the change in par value, change or amendment to memorandum of association, articles of association, and/or objectives of the company to the shareholders for consideration.
15. Authorize The Executive Board members, management members, managers or other persons, to act on their behalf.
16. Authorize to summon management members or employees concerned to provide explanation or opinion, to join the meeting, and to submit those documents deemed necessary.
17. Appoint and remove Company Secretary.
18. The authority scope for The Board of Directors pertaining to the acquisition and disposal of assets and connected transactions, shall comply with the Notification of The Capital Market Supervisory Board.

Duty and responsibility scope of The Board of Directors

1. Set the direction, target, and business policy for the company.
2. Approve the annual business plan and annual budget, as well as supervising the operations by the management to well comply with the laws, policies, and plans in an efficient and effective manner.
3. Promote the establishment of corporate governance policy, business ethics, and business morality in writing, to serve as guidelines for the directors, the management, and the employees, in carrying out their business practices, while regularly following up to ensure their strict adherence and compliance accordingly.
4. Set up adequate internal control systems, so as to ensure that all transactions receive proper approval from the authorized persons, and that proper accounting review and bookkeeping practice are carried out, while proper checking systems are in place to safeguard against unauthorized exploitation of company assets.
5. Ensure that careful consideration is given to the issue of conflict of interests, and that clear practice guidelines are in place to safeguard the interests of the shareholders and the company. Also ensure that the persons having interests at stake do not take part in adopting the decision, and that all concerned parties strictly follow the procedures and regulations to disclose relevant information in a proper manner.
6. Grant approval to financial statements already audited and verified by the certified public accountant, and earlier approved by The Audit Committee.
7. Being accountable to all shareholders on an equal basis, while ensuring that information are disclosed to the shareholders and investors in an accurate, reliable, and transparent manner.

8. Acknowledge the corporate management report prepared by The Executive Board.
9. Set the date, time, and place for the annual shareholders' general meeting, and convene said meeting accordingly. Also set the rate for dividend payments (if any), and provide comments relating to the meeting agenda to the shareholders.
In that regard, the company may suspend shares transfer registration for the period of 21 days leading up to the meeting, whereby the company is required to post such announcement to the shareholders at the company's head office and its subsidiaries for the period of no less than 14 days prior to such suspension. Otherwise, the company may set the date to finalize the shareholders' list (Record Date) no longer than 2 months prior to the meeting, and then set the date for shares registration suspension 1 day later, in order to compile the shareholders' list according to article 225 of The Securities and Exchange Act, to entitle the shareholders to attend the meeting, and to be eligible for dividend payments.
10. Prepare The Board of Directors' responsibility report toward financial statements compilation, and disclose said report in the company's annual report (form 56-2) and the annual registration statement (form 56-1).
11. Supervise the compilation of the documents required to be submitted to concerned regulating agencies, to ensure that all information contained therein are true and accurate in accordance with the information appearing in the accounting books, the registration book, and other official documents of the company.
12. Grant approval to the charter for The Board of Directors, and/or other committees.
13. Engage in those acts lying beyond The Executive Board's authority, or as deemed necessary by The Board of Directors.

During 2014, The Board of Directors convened total 7 meetings, whereby the meeting dates had been earlier decided throughout the entire year. Furthermore, additional meeting could also be summoned according to necessary circumstances.

2. The Audit Committee

The Board of Directors was authorized to appoint 3 independent directors to serve as The Audit Committee Members. All of them are qualified as required by security law and the Stock Exchange, whose term was 1 year from May 2014-May 2015. Each member of The Audit Committee did not hold any company share.

Name list of The Audit Committee

Name		Position	
1.	Assoc.Prof. Dr. Kulpatra Sirodom	Chairman	Well-experienced in finance & accounting
2.	Mrs. Punnee Worawuthichongsathit	Member	Well-experienced in finance & accounting
3.	Mrs. Saranya Chindavanig	Member	Well-experienced in finance & accounting
	Mrs. Nuanchan Tuangjareontip	Secretary to The Audit Committee	

Whereby, all Audit Committee Members had extensive knowledge and experiences regarding the audit of the company's financial statements. (See the details on their education and career background under the heading "Personal information of company directors and management members")

Authority of The Audit Committee

1. Coordinate to facilitate common understanding regarding company operations among the certified public accountant, The Board of Directors, and the internal control office.
2. Seek advices from specialists or company consultants (if any), or solicit the services of outside specialists or consultants at the company's expenses.
3. Authorized to summon the management and company staff to provide comments and clarification, to take part in meetings, and to submit documents deemed necessary, while being allowed to gain access to all levels of information.
4. Authorized to carry out investigation on concerned persons relating to such matters lying within the authority and duty scope of The Audit Committee.

Duty and responsibility scope of The Audit Committee

1. Review the company's financial statements to ensure that they are accurate and adequate by reviewing the company's major accounting policies, and supervising information disclosure in such manner complying with Thai Financial Reporting Standards.
2. Review the company's internal control system and internal audit system to ensure that they are effective and suitable.
3. Review operational independence of the internal audit office; approve, appraise, appoint, transfer, or dismiss the chief of internal audit office or any other office responsible for internal audit operations. Supervise to ensure that chief of internal audit office has sufficient education, experiences, and training, adequate to such internal audit operations.
4. Grant approval to the Internal Audit Charter.
5. Grant approval and monitor the progress made in relation to the internal audit plan.
6. Review to ensure that the company duly follows the laws on securities and stock exchange, the regulations of The Stock Exchange of Thailand, and the laws concerning the company's business operations.
7. Review, select and nominate independent persons to serve as the company auditor, and propose related remuneration. Also take part in joint meeting with the company auditor, in the absence of the management for at least once a year.
8. Review connected transactions or transactions with possible conflict of interests, to ensure that they follow the laws, and the regulations of The Stock Exchange of Thailand, and that they are justified and are of maximum benefits to the company.
9. Prepare the report by The Audit Committee and disclose it in the company's annual report. Said report requires the signature of the Audit Committee Chairman, and needs to contain at least the following information:
 - a. Opinion regarding the accuracy, complete coverage and reliability of the company's financial statements
 - b. Opinion regarding the adequacy of the company's internal control and the risk management system
 - c. Opinion regarding the practices in compliance with the laws on securities and stock exchange, the regulations of The Stock Exchange of Thailand, or other laws concerning the company's business operations
 - d. Opinion regarding the suitability of the company auditor
 - e. Opinion regarding the transaction with possible conflict of interests
 - f. The number of The Audit Committee's meetings, and the attendance record of each member
 - g. Overall opinion or comment provided by The Audit Committee out of its practices in accordance with the charter
 - h. Other items deemed to benefit the shareholders and general investors, in accordance with the authority and duty scope assigned by The Board of Directors
10. During the course of its duty, should The Audit Committee come across or have any doubt relating to below transactions that they may significantly affect the company's financial position or performances, they are then required to report the matter to The Board of Directors, in order for necessary remedial actions to be taken within the timeframe decided upon by The Audit Committee.
 - a. Transaction incurring conflict of interests
 - b. Significant fraud, irregularity, or deficiency within the internal control system
 - c. Breach of laws concerning securities and stock exchange, the regulations of The Stock Exchange of Thailand, and other laws concerning the company's business operationsIn the case where The Board of Directors or the management fail to rectify the items within the timeframe assigned by The Audit Committee, any member of The Audit Committee may report said problems to The Securities and Exchange Commission or The Stock Exchange of Thailand.
11. Encourage and follow-up to ensure that the company has effective risk management system.
12. Supervise to ensure that the company has adequate channel in place to take care of complaints or tips relating to suspicious or improper items contained in the financial statements. At the same time, provide full assurances to the information on the transparency and independence of the investigation process, together with adequate necessary follow-up on that matter.

13. Supervise to ensure that the company implement adequate management system in accordance with the good corporate governance practice.
14. Review the Audit Committee Charter for further submission to The Board of Directors for approval.
15. Implement self-appraisal review at least once a year.
16. Engage in other acts as assigned by The Board of Directors and deemed justified by The Audit Committee, in accordance with company regulations and the laws.

In carrying out its above duties, The Audit Committee is directly responsible to The Board of Directors, who in turn is responsible to the shareholders and general investors.

The Audit Committee regularly held its meeting once a month, whereby the meeting dates had been decided in advance throughout the entire year. The Audit Committee regularly reported its findings to The Board of Directors, and also attended joint meetings with the company's auditor and the Chief Financial Officer each quarter, to review the company's quarterly financial statements.

3. The Nominating Committee

The Board of Directors appointed 3 company directors to serve as members of The Nominating Committee, whose term was 1 year from May 2014-May 2015.

Name list of The Nominating Committee

	Name	Position
1.	Mr. Manu Leelanuwatana	Chairman
2.	Miss Sirikul Dhanasarnsilp	Member
3.	Mr. Amnuay Bumroongwongtong	Member

Authority of The Nominating Committee

1. Seek advices from specialists or company consultants (if any), or solicit the services of outside specialists or consultants at the company's expenses.
2. Authorized to summon the management and company staff to provide comments and clarification, to take part in meetings, and to submit documents deemed as necessary.

Duty and responsibility scope of The Nominating Committee

1. Set the criteria and method in selecting the persons to be nominated as directors and top management.
2. Review the background and relevant information of the persons to be nominated as directors and top management, by considering their knowledge, experiences, and expertise from various professions, so as to secure qualified persons according to the selection criteria, company regulations, and related laws.
3. Select and evaluate the candidates qualified to be nominated as company directors, for The Board of Directors to consider and approve. However, in the case of the director retiring upon term completion, such nomination needs to be submitted to the shareholders' meeting for approval.
4. Select and evaluate the candidates qualified to take up top management positions, for further nomination to The Board of Directors' meeting for final consideration and approval.
5. Prepare comment and suggestion to serve as references for The Board of Directors' consideration.
6. Review and revise the charter for The Nominating Committee, to be proposed to The Board of Directors for consideration and approval.
7. Engage in other acts as assigned by The Board of Directors.

During 2014, The Nominating Committee held its meeting 2 times, and subsequently reported the results to The Board of Directors, whereby the meeting dates had been decided in advance throughout the entire year.

4. The Remuneration Committee

The Board of Directors appointed an advisor to The Board of Directors, together with 2 company directors to serve as members of The Remuneration Committee, having a 1-year term from May 2014-May 2015.

Name list of The Remuneration Committee

	Name	Position
1.	Mr. Boonsithi Chokwatana	Chairman
2.	Mr. Manu Leelanuwatana	Member
3.	Miss Sirikul Dhanasarnsilp	Member

Authority of The Remuneration Committee

1. Seek advices from specialists or company consultants (if any), or solicit the services of outside specialists or consultants at the company's expenses.
2. Authorized to summon the management and company staff to provide comments and clarification, to take part in meetings, and to submit documents deemed as necessary.

Duty and responsibility scope of The Remuneration Committee

1. Review the remuneration policy and criteria for the company directors, top management, and if deemed necessary, propose the suggestion or revision to existing criteria, in order to make them more suitable.
2. Review the remuneration budget earmarked for the company directors, by taking into account the practices by other companies in the same business category, the business growth and the company's performances, the remuneration budget approved by the shareholders' meeting, and the actual remuneration amount for the previous year, for further presentation to The Board of Directors for consideration, and for final approval by the shareholders' meeting.
3. Review the remuneration budget for the company directors, the Audit Committee members, the Nominating Committee members, the Remuneration Committee members, the Risk Management Committee members, and the Corporate Governance Committee members by taking into account their duty and responsibility scope and related performances, based on the remuneration budget approved by the shareholders' meeting.
4. Review the remuneration budget for the Nominating Committee members, the Remuneration Committee members, the Risk Management Committee members, and the Corporate Governance Committee members (who do not serve as company directors), by taking into account their duty and responsibility scope, and related performances.
5. Review and revise the charter for The Remuneration Committee, and present to The Board of Directors for approval.
6. Engage in other acts as assigned by The Board of Directors.

During 2014, The Remuneration Committee held its meeting 2 times, and subsequently reported the results to The Board of Directors, whereby the meeting dates had been decided in advance throughout the entire year.

5. The Risk Management Committee

The Board of Directors appointed 3 risk management members, with independent directors serving as the Chairman and committee member, further joined by members representing The Executive Board, having a 1-year term, from May 2014-May 2015.

Name list of The Risk Management Committee

	Name	Position
1.	Mr. Krish Follett	Chairman
2.	Assoc.Prof. Nares Kesaparakorn	Member
3.	Mr. Manus Ongsaranakorn	Member
	Mrs. Nuanchan Tuangjareontip	Secretary to The Risk Management Committee

Authority of The Risk Management Committee

1. In such case deemed as necessary, The Risk Management Committee is authorized to secure the professional services of outside consultant or specialist, through the deployment of the company' fund.
2. The Risk Management Committee is authorized to request or summon various departments within the company, as well as The Executive Board members, management members, and other related staff members, to attend the joint meetings with The Risk Management Committee, as may deemed necessary.
3. The Risk Management Committee is authorized to set-up a working committee, to monitor and evaluate risk management activities throughout the overall organization.

Duty and responsibility scope of The Risk Management Committee

1. Set forth the policies, plans, and targets in relation to the implementation of the risk management plans, in a clear-cut and continuous manner, to effectively cope with significant risk factors. Consequently, compile and present achievement progress report to The Board of Directors' meeting on a quarterly basis.
2. Encourage and promote mutual cooperation among various departments within the company, to implement the risk management plans at all operational levels.
3. Supervise to ensure that the company has adequate and efficient risk management system in place, while providing attention and priorities to early warning signals and items showing irregularities.
4. Develop and upgrade the risk management system throughout the organization, so as to remain effective on a consistent basis.

During 2014, The Risk Management Committee held total 12 meetings, and subsequently reported the results to The Board of Directors, whereby the meeting dates had been decided in advance throughout the entire year.

6. The Corporate Governance Committee

The Board of Directors appointed 3 Corporate Governance members, with independent directors serving as the Chairman and committee member, further joined by members representing The Executive Board, having a 1-year term, from May 2014-May 2015.

Name list of The Corporate Governance Committee

Name		Position
1. Assoc.Prof. Dr. Kulpatra Sirodom		Chairman
2. Mrs. Saranya Chindavanig		Member
3. Mrs. Onanong Saengpumpong		Member
Miss Chama Sungrungsan		Secretary to The Corporate Governance Committee

Authority of The Corporate Governance Committee

1. Seek advices from specialists or company consultants (if any), or solicit the services of outside specialists or consultants at the company's expenses.
2. Authorized to summon the management and company staff to provide comments and clarification, to take part in meetings, and to submit documents deemed as necessary.

Duty and responsibility scope of The Corporate Governance Committee

1. Specify corporate governance policy framework, as well as review and improve to be in accordance with the rules and regulations relating to standards of good corporate governance.
2. Provide suggestions regarding regulations and guidelines on business ethics and code of conduct for the company directors, the management, and employees.
3. Encourages the company directors, the management, and employees to follow the principles of good corporate governance.
4. Review and revise the charter for The Corporate Governance Committee, and submit to The Board of Directors for approval.
5. Engage in other acts as assigned by The Board of Directors.

During 2014, The Corporate Governance Committee held its meeting 3 times, and subsequently reported the results to The Board of Directors, whereby the meeting dates had been decided in advance.

7. The Executive Board

The Executive Board was set up to carry out management duties for the company as assigned by The Board of Directors, comprising 14 members being appointed by The Board of Directors, subsequent to the annual shareholders' meeting each year. Each Executive Board member was assigned a 1-year term from May 2014-May 2015.

During 2014, The Executive Board convened total 12 meetings, whereby the meeting dates had been decided in advance throughout the entire year.

Name list of The Executive Board

Name		Position
1. Mr. Manu	Leelanuwatana	Chairman
2. Miss Sirikul	Dhanasarnsilp	Vice Chairman
3. Mr. Boondee	Amnuayskul	Managing Director
4. Mr. Atsushi	Tabata	Deputy Managing Director
5. Mr. Amnuay	Bumroongwongtong	Executive Director
6. Mr. Manus	Ongsaranakorn	Executive Director
7. Mr. Suvit	Wongcharoenvutporn	Executive Director
8. Mrs. Nonglaks	Techaboonanak	Executive Director
9. Miss Natcharinthorn	Pongsupachintapa	Executive Director
10. Mrs. Siriwan	Vilassakdanont	Executive Director
11. Miss Karunee	Surai	Executive Director
12. Mrs. Onanong	Saengpumpung	Executive Director
13. Mr. Sompong	Rasameetham	Executive Director
14. Mr. Worathep	Assavakasem	Executive Director
Mrs. Onanong		Secretary to The Executive Board

Authority of The Executive Board

1. Appoint, remove, transfer, and evaluate the performances, as well as deciding on the remuneration and benefits to be granted to the employees at all levels.
2. Appoint and remove any committee assigned to carry out duties for the benefits of the company.
3. Seek advices from specialists or company consultants (if any), or solicit the services of outside specialists or consultants at the company's expenses.
4. Issue the rules and announcement pertaining to company operations, and assign the authority to executive directors and/or staff members acting in the management position, to sign their names approving the disbursement of company assets.
5. Approve loan transaction to be used as the company's working capital, not to exceed Baht 200 million per such transaction.
6. Approve or cancel credit facility, with credit amount not to exceed Baht 50 million each time.
7. Approve loan extension to companies having business connection with the company, either as the shareholder or the company engaging in business transaction, or other companies, with such loan extension not to exceed Baht 50 million for each company.
8. Approve the entering into guarantee for credit facility, for companies having business connection with the company, either as shareholders or companies engaging in business transaction, or other companies, with such loan guarantee not to exceed Baht 50 million for each company.
9. Approve the investment for the purchase or sales of common shares, and/or other securities, with such investment not to exceed Baht 30 million for each transaction.
10. Approve the procurement and investment transactions of fixed assets, with the amount not to exceed Baht 50 million for each transaction.
11. Approve the sales and transfer transactions of fixed assets, with the amount not to exceed Baht 30 million for each transaction.

12. Approve the adjustment, disposal, and write-off for fixed assets, and/or intangible assets no longer in use, or being subject to damage, loss, destruction, deterioration, out-of-date, or no longer functional, with the accounting value (historical cost) not to exceed Baht 5 million for each disposal.
13. Approve value adjustment and disposal for raw materials and/or inventory already deteriorated or out-of-date, to reflect lower accounting value according to actual situation.
14. Approve the settlement of conflicts by reconciliation or by the resolution through arbitration, petition, lawsuit, and/or court proceedings on the company's behalf, with its authority over such case not considered as normal business practice, not to exceed the value of Baht 5 million each time, whereas for such case considered as normal business practice, its authority shall not exceed the value of Baht 20 million each time.
15. Approve the entering into such transaction not considered as normal business practice for the company, with the transaction amount not to exceed Baht 20 million each time.
16. Assign management members, managers or other persons, to act on their behalf.
17. Authorize to summon management members or employees concerned to provide explanation or opinions, to join the meetings, and to submit those documents deemed necessary.
18. Issue work guidelines deemed necessary and appropriate.
19. The authority scope for The Executive Board pertaining to the acquisition or disposal of assets and connected transactions, shall comply with the Notification of The Capital Market Supervisory Board.

Duty and responsibility scope of The Executive Board

1. Present the company's objectives, policy, plan, and annual budget to The Board of Directors.
2. Supervise the company's operations, so as to comply with the direction, target, and business policy of the company.
3. Promote the competitiveness of the company, while encouraging consistent innovation development activities.
4. Supervise company operations so as to well comply with the laws, objectives, company regulations, resolutions by the shareholders' meeting, resolutions by The Board of Directors, as well as other standard practices.
5. Supervise the compilation of financial statements, for review and/or verification by the certified public accountant, prior to submitting to The Audit Committee, and The Board of Directors, for endorsement respectively.
6. Review the matters to be submitted to The Board of Directors for further acknowledgment or approval.
7. The Executive Board members may allocate work responsibilities among themselves, whereby they are required to report the progress of own responsible work to The Executive Board.
8. Review and revise the charter for The Executive Board, to be submitted to The Board of Directors for further approval.
9. Engage in other acts as assigned by The Board of Directors.

8. The Chairman and the Managing Director

The Board of Directors has clearly assigned the authority, duty and responsibility of the Chairman and Managing Director as a guideline to serve as the Chairman and Managing Director. The details are as follows:

Authority, duty, and responsibility scope of the Chairman

1. Take responsibility as the leader of The Board of Directors in monitoring and supervising the operations of The Board of Directors and various committees.
2. Preside at The Board of Directors' meeting. In case of tie, the Chairman adds an additional vote as a casting vote.
3. Summon The Board of Directors' meeting or may assign another person to act on own behalf.
4. Preside at the shareholders' meeting and control the meeting to be in accordance with the company's regulations regarding the meeting. Conduct the meeting according to the agenda specified in the invitation to the meeting, unless the meeting resolves to change the order of the agenda by votes of not less than two-thirds of the shareholders present at the meeting.
5. Engage in other acts as assigned by The Board of Directors.

Authority, duty, and responsibility scope of the Managing Director

1. Manage company operations so as to well comply with the laws, objectives, company regulations, resolutions by the shareholders' meeting, resolutions by The Board of Directors, resolutions by The Executive Board, and other standard practices.
2. Instruct or engage in necessary and appropriate acts, so as to achieve those purposes laid down in above item 1. Should the matter be deemed significant, the Managing Director is required to report said matter to The Board of Directors or The Executive Board.
3. Review and approve the recruitment, appointment, transfer, and dismissal of employees, granting approval to the promotion or disciplinary action against employees, as well as deciding on the remuneration and welfare benefits for employees. However, such action must not contradict with the authority and the decision by The Executive Board.
4. Set company regulations regarding work practice, which must not contradict with the policies, regulations, provisions, instructions, or resolutions, set forth by the shareholders' meeting, The Board of Directors' meeting, and/or The Executive Board's meeting.
5. Authorize and/or assign other persons to carry out specific assignment on own behalf.
6. Promote and encourage company operations to be carried out with morality, to well comply with the laws, ethics, and cultures, based on good governance principles.
7. The exercise of authority by the Managing Director shall not be permitted, if he/she is deemed to have interests at stake, or have conflict of interests with the company.
8. In the exercise of authority by the Managing Director, should there arise any doubt or unclear aspect regarding such action, the matter shall be forwarded to The Board of Directors for consideration and conclusion.
9. Engage in other acts as assigned by The Board of Directors, and/or The Executive Board.

The selection and appointment of the directors and chief executive officer

1. The selection method of persons to be appointed directors and independent directors

The Nominating Committee has been assigned to select qualified persons having appropriate qualifications to be nominated as company directors for consideration by The Board of Directors, prior to submitting to the shareholders' meeting for approval by the majority votes of the shareholders present at said meeting.

In the case where the retirement took place prior to term completion with the remaining term being not less than 2 months, The Board of Directors' meeting shall then be authorized to select the persons from the candidates proposed by The Nominating Committee, for further appointment as company directors, by the majority votes of not less than 3/4 of the remaining directors. In such case, the newly-appointed directors shall serve out the remaining term of their predecessors.

For such nominating process of the persons to be appointed directors, the company has set qualifications of nominated directors to be diverse or what is called Board Diversity in terms of professional skill, specialization that is beneficial to the company's business, and ability to meet the requirements of the vacant positions without sexual discrimination. This included leadership, vision, integrity and ethics, as well as transparent work experiences and not be prohibited under the laws and regulations of the company. With this regard, the company provided an opportunity for minor shareholders to participate in nominating qualified directors. In addition, The Nominating Committee also considered the person to be nominated to serve as directors, apart from professional directors of the Thai Institute of Directors Association (IOD).

With regard to the selection of persons to be appointed independent director, The Nominating Committee shall select from those persons having qualifications required for independent directors, in accordance with The Notification by The Capital Market Supervisory Board, in addition to basic qualification requirements above.

Independent director's qualifications

The Board of Directors resolved to adopt the definition for "independent director" having qualifications in accordance with the notification of The Capital Market Supervisory Board as follows:

1. Holding shares not exceeding 1 percent of the total number of voting rights of the company, its parent company, subsidiary, affiliate, major shareholders or controlling person of the company, including the shares being held by related persons of independent directors.

2. Neither being nor having been an executive director, employee, staff, or advisor who received regular salaries, or being a controlling person of the company, its parent company, subsidiary, affiliate, same-level subsidiary, major shareholders or persons having supervision authority over the company, unless the foregoing status ended not less than two years prior to the date of their appointments as independent directors. Nevertheless, such prohibited nature would not apply in the case of these independent directors having earlier served as government officials, or advisors to government agency acting as major shareholder in the company or having supervision authority over the company.
3. Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children, executive, major shareholder, controlling person, or person to be nominated as executive or as controlling person of the company or its subsidiary.
4. Not having business relationship with the company, its parent company, subsidiary, affiliate, major shareholders or controlling person of the company, in such manner likely to interfere with own independent judgement, and neither being nor having been a significant shareholder or person having supervision authority over the person who has business relationship with the company, its parent company, subsidiary, affiliate, major shareholders or controlling person of the company, unless the foregoing relationship ended not less than two years prior to the date of appointment as independent director. The term 'business relationship' aforementioned under paragraph one included any normal business transaction, rental or lease of immovable property, transaction relating to the assets or services or the granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar action, resulting in the company or its counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the company or twenty million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for the value of connected transactions under The Notification of The Capital Market Supervisory Board regarding The Compromise Criteria for Connected Transactions. The combination of such indebtedness shall include indebtedness taking place during the course of one year prior to the date on which the business relationship with the person commences.
5. Neither being nor having been an auditor of the company, its parent company, subsidiary, affiliate, major shareholders or controlling person of the company, and not being a significant shareholder or person having supervision authority, or partner of an audit firm which employs auditors of the company, its parent company, subsidiary, affiliate, major shareholders or controlling person of the company, unless the foregoing relationship has ended not less than two years prior to the date of appointment as independent director.
6. Neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the company, its parent company, subsidiary, affiliate, major shareholders or controlling person of the company, and not being a significant shareholder or person having supervision authority or partner of the professional advisor, unless the foregoing relationship has ended not less than two years prior to the date of appointment as independent director.
7. Not being a director who has been appointed as the representative of the company's director, major shareholder, or being a shareholder who is related to the major shareholder.
8. Not engaging in business operations of the same business nature or in competition against the business operations of the company or its subsidiaries, nor serving as a significant partner in a limited partnership or otherwise serving as a director participating in the management, or serving as employee or consultant receiving regular salary or holding over 1% shares out of total shares in other companies engaging in the same business nature or in competition against the company and its subsidiaries.
9. Not having any characteristics which make him incapable of expressing independent opinions with regard to the company's business affairs.

In the event of any announcement by The Capital Market Supervisory Board imposing the revision to the qualifications for independent director, the company's independent director would thereby be required to possess such qualifications well complying with such revision.

After being appointed independent director having qualifications complying with the criteria under item 1 to 9, the independent director may then be assigned by The Board of Directors to participate in the decision-making procedures for the company, its parent company, subsidiary, affiliate, same-level subsidiary, major shareholders or controlling person of the company on the condition that such decision must be a collective one.

Additionally, in the past accounting period, the independent directors of the company had neither business relationship nor professional services. Also, the appointed independent directors never have or had business relationship or professional services exceeded than the rules stipulated in the notification of The Capital Market Supervisory Board regarding the Application for and Approval of Offer for Sale of Newly Issued Shares

2. The number of directors representing each major shareholding group

Directors representing Thai shareholders' group	5	positions
Directors representing Japanese shareholders' group	5	positions
Independent directors	5	positions

3. The rights accorded minor shareholders regarding director(s) appointment

Nomination of Directors

The company provided minor shareholders with the opportunity to nominate candidates to be appointed as company directors at the annual shareholders' general meeting in advance according to the criteria specified by the company, whose further details were displayed on the company website under the heading "Investor Relations : IR News".

Vote-casting method for director appointment

According to company articles of association no.20, the shareholders' meeting was authorized to appoint company directors according to the criteria and method as follows:

- One shareholder shall have one vote per one share.
- Each shareholder must exercise all of the votes he or she has under the first paragraph to elect one or several persons to be a director or directors and must not allot his or her votes to any person in any number.
- The persons receiving the highest number of votes, followed by those with descending highest number of votes shall be elected as the directors fulfilling the number of directorship required to be elected by the shareholder's meeting. In case the number of votes for the candidates in descending order are equal and exceed the number of directors to be elected at said meeting, the Chairman shall cast the deciding vote.

4. The selection method for the persons to be appointed Chief Executive Officer

The selection of the management

The selection process for the persons to further serve in management positions for the company begins with the selection of the persons having good qualifications and sound morality and ethics to join the company. The company then trains and develops these people to be well-prepared to meet the challenges as future management members, through its consistent evaluation process of employees' potentials and capabilities.

Those employees so selected and trained by the company would be assigned to work in the positions having higher authority and responsibility scope. As general practice, the company regularly carries out training programs seeking to upgrade employees' potentials to a higher level, so as to be well-prepared to take up further significant positions when they become vacant.

The selection of the Chief Executive Officer

With the regard of selection methods for the company's Chief Executive Officer, The Nominating Committee shall consider and select from the current management or others, with qualified knowledge and abilities, who understand the company's business very well, as well as be able to manage to achieve the objectives and targets set by The Board of Directors, and also not be prohibited by laws. Accordingly, such person is then proposed to The Board of Directors for consideration of appointment.

Supervising the operations of subsidiaries and associates

The company's directors were assigned to hold a joint meeting to consider selecting the person nominated and appointed by the company to be a director in subsidiaries and associate. The number of individual that the company voted to appoint as a director is in accordance with the company's proportion of shareholding. The person who was appointed as a director in subsidiary or associated companies was entitled to perform the operations for the best interests of their subsidiaries or associate, unless it is important policies affecting the company's business operations. The company required the appointed person to be approved by The Executive Board prior to cast a vote.

The company has laid down the policy for subsidiaries and associate that are the company's main business to have proper and adequate internal control systems. Such internal control systems of subsidiaries were monitored by the Internal Audit Office of the company annually.

Furthermore, the company has assigned the person who was appointed by the company to oversee its subsidiaries to operate and disclose significant information according to the rules in the same way as the company performed, such as making connected transaction, the acquisition or disposition of assets, or making other important transactions, including to supervise the information storage and bookkeeping of the subsidiaries for the company, so that it can be reviewed and collected for financial statements in due time.

The company had no agreements between the company and other shareholders in the management of subsidiaries, since it is a major shareholder and no other persons holding shares more than 10 percent of the shares with voting rights of subsidiaries. In addition, the company had no agreements between the company and other shareholders in sharing returns beyond normal returns according to proportion of their shareholding in subsidiaries.

Inside information supervision

The company placed much emphasis on the protection and supervision over inside information, by clearly specifying in the business ethics guidelines, barring company directors, management members, and company employees having access to inside information, from engaging in any act in exploitation of such information, particularly those information not yet disclosed to the general public. Any violation would be deemed as a disciplinary offence of company regulations. Furthermore, for the period of 1 month prior to the disclosure of financial statements to the public, the company sent out related circular to the directors, the management, and the employee having access to inside information, instructing them to refrain from any purchase or sales transaction of company shares during said period. During 2014, the company directors, management members, and company employees were not found to have committee any authority abuses related to inside information.

At the same time, company directors, management members were required by the company to report their shareholding status, as well as those by spouses and children not yet reaching legal maturity, within 30 days from the day of their appointments to become directors or management members. Furthermore, in the case of any change occurring to their shareholding status, they were required to report such change details within 3 days from the day of change to The Securities and Exchange Commission according to article 59 of The Securities and Exchange Act B.E. 2535. Furthermore, The Board of Directors was regularly informed each quarter, of the securities holding status by the directors and management member.

At the same time, the company also developed internal control system regarding inside information, by applying information technology system to classify inside information access level for each employee level, through the setting of ID code for accessing such information.

Auditor's remuneration

1. Audit fees

In accordance with the resolution by the shareholders' meeting, the company and its subsidiaries made remuneration payments as audit fees to Deloitte Touche Tohmatsu Jaiyos Audit Company Limited, where the auditors were attached to, according to the details as follows:

Unit : Baht		
Audit remuneration	2014	2013
Thai Wacoal Plc.	1,775,000	1,735,000
5 Subsidiary companies	2,615,000	2,495,000
Total	4,390,000	4,230,000

2. Non-audit fees

During 2014, the company and its subsidiaries did not make other remuneration payment for other services, either to the auditors of the company and its subsidiary companies, the audit office where the auditors were attached to, or other parties or businesses relating to the auditors or the audit office where the auditors were attached to.

Compliance with good corporate governance principles in other matters

The Board of Directors have placed much emphasis on building good corporate governance practice, and upgrading those practice on continuous basis, to enable company operations to be carried out in a transparent and effective manner, leading to further growth and stability for the company. Furthermore, such practice was aimed at contributing to further economic value and long-term wealth for the shareholders, while providing fair treatment to all stakeholders concerned. The company has set the policy to achieve balanced business operations under changing social and economic environments, based on sufficiency economy principles, and in compliance with good governance practice principles for listed companies.

The company has improved and issued good corporate governance principles (revised edition No. 1), according to the guidelines from “Good Corporate Governance Principles for Listed Companies B.E. 2555” of The Stock Exchange of Thailand and has been approved by The Board of Directors’ Meeting No. 5/2013 on February 20, 2014, to take effect from February 20, 2014 onwards. This contains four parts: corporate governance policies, corporate governance principles, business ethics, and code of conduct for company directors, the management and employees, which can be viewed for more details on the company’s website under the heading “Investor Relations: About Us (Corporate Governance)”.

Said good corporate governance practice could be largely classified into 5 sections as follows:

Section 1 : The Rights of Shareholders

The Board of Directors duly recognized the importance of the shareholders and duly respected their ownership rights. Accordingly, the company ensured that its corporate governance policy also carried provisions to safeguard the shareholders’ rights, while ensuring that any action taken by the company would not infringe upon their rights. Accordingly, the company provided for the facilitation of rights exercise by all shareholders, including minor shareholders and institution investors, as follows:

1.1 Basic rights

Referred to the right for shares transaction, the right to receive profits allocation in term of dividend payment based on outstanding shares, the right to access company information in sufficient, timely, and consistent manner, the right to attend and cast votes at the shareholders’ meeting, the right to elect individual company director and approve directors’ remuneration, the right to appoint company auditor and approve audit remuneration, and the right to appoint proxy to attend and cast vote on his/her behalf.

1.2 The right to significant information access

Shareholders were entitled to access information on an equitable basis. In that regard, the company facilitated information distribution in both Thai and English languages, via the channels of The Stock Exchange of Thailand and company website, to provide shareholders with additional access channel. Such information included performance results, connected transactions, changes in the funding structure, changes in supervisory control, transactions of significant company assets, and other information essential for decision-making by shareholders.

1.3 The right to attend the shareholders’ meeting

The company held its annual shareholders’ meeting regularly each year, within 4 months after completing its accounting year. Nevertheless, in the event of such emergency situations possible affecting the shareholders’ interests, or involving amendments to the laws or company articles requiring approval by the shareholders, the company was authorized to convene the extraordinary shareholders’ meeting on a case by case basis. The company held its meeting at such date, time, and venue, deemed convenient to the shareholders, to facilitate their meeting attendance. For 2014, the company convened the shareholders’ general meeting once, without convening any shareholders’ extraordinary meeting, according to the following details:

- **Prior to the shareholders’ meeting**

(1) The company provided the shareholders with the opportunity to propose meeting agenda prior to the meeting date for 2015, during the period of December 1 - 30, 2014, by providing related conditions on company website, together with news channel of The Stock Exchange of Thailand. Nevertheless, there were no shareholders proposing any meeting agenda during said specified period.

(2) The company informed the shareholders of the resolution to convene the shareholders’ meeting 48 days prior to said meeting date, namely on March 4, 2014, to allow the shareholders sufficient time to plan their meeting attendance.

(3) The company disseminated the meeting invitation letter via company website, carrying the same content as the letter sent to the shareholders, in both Thai and English, 31 days prior to the meeting, to provide the shareholders with necessary information in a swift, convenient, and sufficient manner in advance.

(4) The company sent out the meeting invitation letter to the shareholders 21 days prior to the meeting, exceeding the minimum time limit specified by law.

(5) The company also posted the announcement notifying said meeting invitation to the shareholders in the newspapers for 3 consecutive days, 13 days prior to the meeting namely during April 8 - 10, 2014.

(6) The company provided the shareholders with the opportunity to submit questions related to the agenda of the general meeting of shareholders prior to the shareholders' meeting since March 21, 2014 - April 10, 2014, and informed the shareholders through the company website, as well as delivered mentioned procedures, along with the meeting invitation letter. However, there was no shareholder sent questions in advance to the company prior to the meeting of shareholders in 2014.

(7) The documents sent out to the shareholders were, the meeting invitation letter providing details on the rationale for each meeting agenda, together with related opinions by The Board of Directors and the documents in support of the voting decision by the shareholders for each meeting agenda. Furthermore, the documents also included the annual report publication, profile of the persons nominated as directors replacing those due to retire upon term completion, definition of independent director, profile of independent directors proposed as proxies by the shareholders, company regulations regarding the shareholders' meeting, the documents and evidences required for the shareholders to present for meeting attendance, meeting regulations, procedures for shareholders to post advance questions prior to the shareholders meeting, meeting procedures, the map of the meeting venue, and the registration form. Other documents were the proxy appointment letter form B for voting in line with the shareholders' decision, or the proxy appointment letter either form A and C which shareholders could download from company website.



• On the day of the shareholders' meeting

(1) The company decided to set the meeting date, time, and venue in such manner being most convenient and not posing problems to the shareholders to attend. For 2014, the company held the shareholders' meeting on Monday, April 21, 2014, at 15.30 hours, at The Montien Riverside Hotel.

(2) The shareholders were allowed to register by barcode system not less than 2 hours prior to the meeting, and continued until the meeting completion. At the registration desk, the company prepared sufficient personnel to take care of the registration, as well as providing stamp service for proxy appointment forms authorized by the shareholders. Furthermore, the company handed out vote placard and vote-casting ballot to each shareholder.

(3) The Board of Directors placed much emphasis on the shareholders' meeting, by considering as their obligations to always attend the meeting in person unless facing inevitable circumstances or becoming seriously ill.

For the shareholders' meeting for the year 2014, 11 directors attended said meeting, including Chairman of all committees. Furthermore, the meeting was also attended by the Managing Director, the Chief Financial Officer, Executive Directors, as well as the company auditor, so as to provide shareholders with the opportunity to ask questions related to the meeting agenda in progress. In addition, the company also invited representatives from the company's audit office of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited, to act as meeting observers during vote tallying for each meeting agenda, to ensure that the meeting was conducted in a transparent manner, complying with legal and company articles requirements.

(4) Prior to meeting commencement, the Company Secretary informed the meeting of the meeting quorum, the vote-casting and vote-counting methods for each meeting agenda according to laws and company regulations. In the case where some shareholders joined the meeting after the meeting commencement, the company still allowed said shareholders to cast votes for the remaining agenda not yet considered and voted upon by including them as the meeting quorum.

(5) During the meeting, The Chairman proceeded with the meeting agenda in such order earlier set forth in the meeting invitation letter without adding any further agenda or altering any significant information without prior notice to the shareholders, while allowing equal opportunity for all shareholders to present question, comment or suggestion for each meeting agenda.

In that regard, for the shareholders' meeting in 2014, there was 3 shareholders presenting question and suggestion to the meeting, where by the Managing Director responded in a straightforward manner.

(6) The barcode system was employed to tally the votes cast for each meeting agenda, whose results were displayed on the screen in the meeting room, to provide immediate access to all the shareholders who were present.



• Subsequent to the shareholders' meeting

(1) The company disclosed the resolutions adopted by the shareholders' meeting, together with the voting results for each meeting agenda, in both Thai and English, via the news channel of the SET, and the company website, on the following day.

(2) The company compiled the meeting minutes subsequent to the shareholders' meeting, by incorporating all essential details and summarizing voting results for each meeting agenda, classified as consent, dissent, and abstention votes, together with the record on the discussion and conclusion regarding significant topics. Said minutes was submitted to The Stock Exchange of Thailand and The Securities and Exchange Commission within 14 days subsequent to the meeting, and disseminated on the company website, in both Thai and English, so as to enable the shareholders to review said minutes content without having to wait until the next shareholders' meeting.

(3) The company recorded the meeting on VDO, for further distribution to the shareholders upon request.

In recognition of its consistent efforts dedicated to holding the shareholders' general meeting efficiently on a continuous basis, the company was awarded the "very good" appraisal result in 2014 for the quality of its shareholders' meeting for the 8th consecutive year by the Thai Investors Association.

Section 2 : Equitable Treatment of Shareholders

The Board of Directors ensured that every shareholder was entitled to fair and equitable treatment as follows:

2.1 The shareholders' meeting

(1) The company provided the shareholders with the opportunity to nominate candidates as directors prior to holding the shareholders' meeting in 2015, during the period of December 1 - 30, 2014. For such purpose, the company compiled the nomination conditions and disseminated them on the company website, as well as notifying the shareholders via the news channel of The Stock Exchange of Thailand. Nevertheless, there was no shareholder nominating any candidate for consideration as company directors.

(2) The allocation of votes in the meeting was based on the number of shares being held by each shareholder, with 1 vote representing 1 share with no shareholding any special privilege in restricting the right of other shareholders.

(3) In the case of foreign shareholders, the company sent out meeting invitation letter in English, to facilitate the understanding by foreign shareholders, as well as disseminating said information on company website made accessible at the same time as The Thai version.

(4) In the case where shareholders could not attend the meeting in person, the company allowed said shareholders to appoint proxies from independent directors or other parties, to attend the meeting on own behalf. The company provided clear details pertaining to the proxy appointment letter, sent together with the proxy appointment letter (form B), allowing the shareholders to instruct own voting direction.

For the shareholders' meeting in 2014, there were 4 shareholders holding the combined 184,000 shares who had appointed an independent director to act as the proxy on their behalf.

(5) The voting procedure for each meeting agenda was carried out in a transparent manner, with the voting ballot provided the shareholders for each agenda, whereas only disapproval and abstention votes were kept afterwards. Nevertheless, for the agenda related to directors' appointment, all voting ballots bearing the signature of each shareholder were collected and kept as evidence. Vote tallying was carried out using the barcode system and displayed on-screen in the meeting room, to facilitate convenience, transparency, and easy verification.

2.2 Supervision over inside information

The company has laid down the policy safeguarding against inside information abuse, by stating in writing in the business ethics manual, and the code of conduct for company directors, the management and employees, not allowing company directors, the management, and employees, to exploit the information or assets belonging to the company, or accorded own position, in such manner seeking unjust gains for own self or for others. In relation to this, the company handed out relevant manuals to company directors, the management, and the employees, to serve as guidelines for their business operations and assignments, while also disseminating those information on company website.

Furthermore, the company also incorporated above information into company regulations, together with the penalty provision. During the past year, the directors, the management, and the employees strictly followed those company policies on a consistent basis.

2.3 Supervision over the transaction of company securities

The company clearly specified conditions regarding the transaction of company securities in its business ethics, by forbidding the directors, the management, and the employees working in those departments accessible to inside information, to engage in the transaction of company securities, during the period of 1 month before the disclosure of such information to the public. The company distributed said instructions in circular to all concerned parties each quarter, together with the penalties to be imposed in the case of violation or non-compliance with said regulation.

In 2014, all the company directors and management members strictly followed accordingly, without engaging in such transactions during said period.

In this regard, the company laid down the regulation requiring company directors and management members to duly report own first securities holding, together with any subsequent change in securities holding, to The Securities and Exchange Commission, in accordance with article 59 of The Securities and Exchange Act B.E. 2535. Furthermore, the company provided for the report on securities holding by the directors and their spouses, as a regular item in The Board of Directors' meeting.

2.4 Treatment of conflict of interests

The company treated the issue of conflict of interests with caution and reason, with the company's interests in mind, by laying down operations systems in a transparent manner, deemed as one major policy regarding good governance practice and business ethics for the company. The company supervised the implementation of connected transactions so as to comply with the announcement by The Capital Market Supervisory Board. Before implementing each connected transaction requiring prior approval from The Board of Directors, the item was first proposed to The Audit Committee for endorsement prior to submitting to The Board of Directors for further approval. The directors with possible conflict of interests were not allowed to take part in the meeting. Afterwards, the company informed said meeting resolution to the shareholders via the news channel of the SET together with the company website. The information included the disclosure of names and relationship of connected parties, pricing policy, transaction value, and other related details, as well as the opinions of The Board of Directors pertaining to such transactions.

Furthermore, the company held The Board of Directors' meeting subsequent to the shareholders' meeting each year, to decide on the approval criteria for business transactions under normal business term, conducted between the company and the directors, management members, or connected persons. Such transaction items were to be concluded and reported to The Board of Directors on a quarterly basis.

2.5 Supervision over assets transaction

The company supervised assets transaction in accordance with the announcement by The Capital Market Supervisory Board regarding the acquisition and disposal of assets, whereby directors with possible conflict of interests were not allowed to participate, so as to facilitate fairness and transparency.

Section 3 : Consideration of The Roles of Stakeholders

Based on its recognition of the rights of stakeholders, The Board of Directors duly laid down relevant policies and guidelines in the company's business ethics manual, and distributed them to the directors, management members and the employees, to be followed as practice guidelines, to ensure that all stakeholders receive fair and equitable treatment.

3.1 Shareholders

The company duly respected the basic rights accorded the shareholders in accordance with the laws, regulations, and business ethics of the company. At the same time, the company had proper mechanism in place to ensure that the shareholders receive accurate and reliable information, having proper measures safeguarding against conflict of interests, and against the exploitation of inside information for personal gain. Furthermore, the company also aimed to generate justifiable return for the shareholders, by laying down appropriate dividend payment policy on a consistent basis.

In 2014, the company implemented dividend payments by drawing from the company's operating profits in 2013, at the rate of Baht 2.25 per share, for total dividend payments accounting for 99.88% of total net profits displayed in the separate financial statements, representing the company's dividend payments for 41 consecutive years. All shareholders were invited to attend and cast votes for each meeting agenda, whereby they could receive the information through several channels, such as documents and electronic data. Furthermore, the company regularly reported its performance results for each quarter, as well as disclosing the details relating to the connected parties via the news channel of The Stock Exchange of Thailand and the company website.

3.2 Company employees

In the company's recognition of company employees as its valuable human resources playing the critical role in leading the organization toward success, The Board of Directors therefore set the company's policy to devote its best efforts to develop and upgrade the employees' potentials on a consistent basis. At the same time, the company sought to provide job security and advancement opportunities to all employees based on their own potentials, as well as encouraging the employees to play a part in charting the company policies. At the same time, the company laid down its remuneration policy toward the employees by providing the employees with fair and reasonable remuneration commensurate with the capability, responsibility, and performance results for each employee (See details under the heading "Management Structure" on employees).

The company provided necessary welfare benefits to the employees to promote better livelihood and living quality, such as, the provident fund, credit union, clinic, annual check-up, special welfare product items, work uniform, and residence loan program, and day-care center taking care of the employee's children, among others. Moreover, the company also set up The Welfare Committee, allowing employees to participate in the management of welfare-related activities, while promoting various employees' activities, such as the annual sports event and regular activities among various clubs within the company. At the same time, the company also provided communication channels for the employees, allowing them to offer suggestions or lodge complaints in relation to their daily work activities, via the company's intranet system channel.

At the same time, the company placed much emphasis on the employees' safety, hygiene, and property protection, by laying down in writing the policy regarding work safety, sanitation, and work environments for the employees. In relation to this, a Committee was set up, together with a center supervising work safety, and monitoring specific activities relating to these areas. Furthermore, the company arranged to set-up the billboard display showing the accident statistics relating to work activities. In 2014, the company organized training sessions regarding work safety, such as "Creating a safety culture", "Preliminary fire-fighting and evacuation drill", "First-aid training", and "Working with hazardous chemicals and measures to handle chemicals leakage", among others. The company also regularly carried out checking on building conditions, the fire prevention and fire-fighting systems, in order to ensure maximum safety for both the inside and outside of the building on a monthly basis. At the same time, the company implemented preparatory measures to safeguard against fire accidents, such as checking fire escape route, checking fire-fighting equipments and fire alarm systems. The company also provided for the appraisal review over the working environments on an annual basis, to ensure complete safety in the workplace for company employees. At the same time, the company actively promoted "Safeguarding against drugs abuse in the company's compounds-The White Factory" campaign, to ensure that the factory was completely safe from drug hazards. Furthermore, the company implemented campaigns and disseminated work safety information via PR board, in-house public address system, and the company's intranet system, for such activities as accident reduction campaign during Songkran and New Year holidays, the anti-smoking campaign for the world's anti-smoking day, the campaign against AIDS disease, among others (Details about implementation of the policy are under the heading "Corporate Social Responsibility (CSR)").

During the year 2014, there were working accidents causing absence leave of over 1 day for 2 company employees, accounting for such incidents causing work absence of 0.08%, out of the total number of company employees. Whereas the company could maintain its zero accident working campaign, for the consecutive period of 7,175,944 hours altogether.

Based on its firm commitment dedicated to safeguarding life safety, well-being, and properties of all company employees, the company was awarded the honour of "The outstanding workplace providing good work safety, hygiene, and environmental protection-on a provincial basis for the year 2014". Furthermore, the company was also awarded on honorary certificate for its achievement in its "Zero Accident" Working Campaign during the year 2014.

3.3 Customers

Based on The Board of Directors' recognition of the importance of cultivating and retaining customer's loyalty, the company duly carried out its business practices based on loyalty, honesty, fairness and not taking any actions in violation of the customers' right. The company paid the highest attention to the customers' complaints, in order to provide them with fair and reasonable solutions based on their interests in a speedy manner, while devoting its full efforts toward developing new innovations contributing to better value for its products and services to meet the needs of customers on a consistent basis. These objectives were clearly reflected in the company's policy pertaining to "Customer satisfaction, quality development, and international standard" (See the details about implementation of the policy under the heading "Corporate Business Nature" on the significant developments during the past year, and heading "Corporate Social Responsibility (CSR)"). Furthermore, the company placed utmost emphasis in safeguarding all the customers' secrets, strictly forbidding any abuse of such information for personal gain or connected persons' interests in a prohibitive manner.

In addition, the company also put the emphasis on providing useful information to the customers with clear labelling above the law requirement, such as nutrition, and product qualification labelling. Moreover, the company also provided "Customer Relations Services" where customers could lodge complaints, comments, suggestions, or ask for information, through various channels as, the direct line service at tel no. 02-689-8515-6 or e-mail address at service@wacoal.co.th, or at the company's sales counters at department stores nationwide.

For 2014, there was no significant complaint from the customers. Whereas the company duly took into consideration all the complaints received from the customers, in order to devise proper measures to safeguard against and provide solutions to the problems on a systematic basis, to ensure that similar problem would not occur again in the future.

3.4 Competitors

The Board of Directors placed much importance on fair and honest business competition under the framework specified by law. Accordingly, the company always implemented its business operations according to fair competition rules. Over the years, the company was never engaged in any trade dispute with other competitors.

3.5 Business partners

The company duly upheld its policy to deal with partners on the basis of fair competition, equality and mutual respect by following business agreement terms, providing true and accurate information, promoting sound business relationship and understanding exchanging information and know-how, as well as engaging in joint efforts to develop and promote better value for the products and services. The company's procurement process is complied with an ISO 9001 quality management system in which the selection system of business partners in the Value Chain is to choose partners who conduct their business according to laws, and comply with occupational health and safety standard which is environmentally friendly. Furthermore, the procurement rule has been created as guidance for business engagement efficiency, suitability, and fairness complying with good corporate governance. (See the details about implementation of the policy under the heading "Corporate Business Nature", on the significant developments during the past year, and heading "Corporate Social Responsibility (CSR)").

During 2014, there was no case of the company failing to abide by its outstanding agreements with business partners

3.6 Creditors

The company has set a policy to treat all groups of creditors equally and fairly by strictly following contracts or conditions as earlier agreed-upon with the creditors. The company's financial position was disclosed accurately and on time. In case of noncompliance with any conditions, the company shall inform the creditors in advance to jointly solve the problem and prevent from damage.

The company allowed the trade account payables to submit their invoices to the company during the 25th of that month to the 5th of the following month, with payments to be made on each 3rd Friday of the month.

During 2014, the company paid all creditors following previously agreed term of payment, without causing any payment default.

3.7 The community and society

Based on its due recognition of the responsibilities toward the community and society, the company laid down the policy seeking to promote conscience and responsibilities among company employees at all levels on a consistent basis, as well as promoting those activities contributing to the interests of the community and society as a whole.

In relation to this, the company set-up a committee to supervise its Corporate Social Responsibility (CSR) activities on a consistent basis, subsequently earning the company the CSR-DIW Continuous Certification from The Department of Industrial Works, The Ministry of Industry, for the year 2014. Said certification was awarded to such industrial enterprise having been granted the CSR-DIW certification earlier, who consistently pursued such practices dedicated to corporate social activities in a continuous and sustainable manner.

For the year 2014, the company submitted its entry to contest for the SET Awards 2014 in the corporate social responsibility category, and subsequently won the CSR Award for listed companies having SET market capitalization of Baht 2,000-10,000 million range category, with the 3 awards as follows:

1. Best Corporate Social Responsibility Award
2. Outstanding Corporate Social Responsibility Award
3. CSR Recognition Award for listed companies with qualifications according to the SET Awards 2014 criteria.

Above SET Awards on CSR activities were the awards bestowed by The Stock Exchange of Thailand, on the companies having outstanding record in business operations management with due dedication to social responsibilities, thus serving as good precedents for other companies. (See the details about implementation of the policy under the heading "Corporate Social Responsibility (CSR)").

3.8 The environments

The company has recognized responsibilities toward the environments, and assigned it to be one of the policies in the company's missions. The Board of Directors laid down clear policy pertaining to corporate governance practice and business ethics, by ensuring that the company carried out its business operations with due concern toward natural resources and the environments. Accordingly, the company paid due attention to ensure that every production process remained completely environmentally-friendly. Such recognition for its commitment was evident in the company's lingerie products becoming the first in Thailand to be certified as free from harmful substance in accordance with the Thai Industrial Standards no. 2346-2007, while also receiving certification for its all products as safe from harmful substance and environmentally-friendly, under the "Green Label" mark, jointly awarded by the Thai Industrial Standards Institute (TISI), The Ministry of Industry, and Thailand Environmental Institute (TEI).

At the same time, the company was also granted the CoolMode, marks by Thailand Greenhouse Gas Management Organization (Public Organization) and Thailand Textile Institute (THTI), for its sleepwear collection (Cool Night) and ladies' lingerie (Cool Bra and Cool Shape) for its contribution to the global warming campaign, together with 4 models of lingerie product and 1 model of children wear product being certified as "global-warming reducing product" for the first time in Thailand and the world, with the issuance of the Carbon Footprint label, displaying the greenhouse gas emission level throughout its life cycle, by Thailand Greenhouse Gas Management Organization (Public Organization).

Furthermore, the company was granted the ISO 14001 : 2004 certification by Bureau Veritas Certification (Thailand) Ltd., together with the certification for its business operations as a Green Industry in the 3rd tier of Green System from Ministry of Industry, in testimony of the company's systematic and sustainable environmental management systems. Furthermore, the company was engaged in collaboration activities with the government sector on environmental protection, through the assessment of environmental impacts by its products (Life Cycle Assessment), to serve as the basis for sustainable environmental safeguard activities.

During 2014, the company continued to place significant emphasis on carrying out its business operations in compliance with environmental requirement standards, as evident by its Carbon Neutral Certificate from Thailand Greenhouse Gas Management Organization (Public Organization). Moreover, the company's Wacoal COOL lingerie product also received the approval from Environmental Impact Assessment (EIA Approved) by using Life Cycle Assessment resulting in a reduction of 14.7 tons Co₂eq. of greenhouse gas emission comparing to regular lingerie product line. (See the details about implementation of the policy under the heading "Corporate Social Responsibility (CSR)").

3.9 Promotion of efficient energy resources utilization

Based on the company's firm recognition of the critical value generated from its energy resources utilization, so as to create the highest efficiency and benefits alongside its regular business operations, The Board of Directors therefore laid down the company's energy resources conservation policy that, "We are committed and dedicated to maximizing the benefits generated from out energy resources consumption".

In that regard, the company had set its target on energy consumption that "the company aims to achieve minimum 3% reduction in its energy consumption for each production output", across all of the company's operational activities. Accordingly, throughout the past several years, the company was actively engaged in campaign activities seeking to promote better awareness and conscience among all the employees, in striving to achieve the maximum benefits from energy consumption for all the departments within the organization, covering all the energy sectors of power, water, paper, and other exhaustible items.

During the year 2014, the company implemented various additional programs seeking to further promote energy conservation activities, classified into both activities not requiring any significant funding, as well as those requiring substantial funding investment. Altogether, the implementation of all energy-saving programs led to significant reduction in the company's energy consumption of around 350,001 kWh. during the year.

As the testimony to the company's achievement in its energy-saving efforts, the company was certified the ISO 50001:2011 energy management system by Bureau Veritas Certification (Thailand) Limited, for its efficient energy management activities, leading to lower energy consumption bills, less release of greenhouse gases, as well as lesser impacts on the overall environments. (See the details about implementation of the policy under the heading "Corporate Social Responsibility (CSR)").

3.10 Company employees' learning and training sessions relating to environmental concern

The Board of Directors consistently encouraged company employees to recognize the critical value being associated with good environmental conditions, by seeking to promote better understanding and knowledge concerning environmental protection among company employees. Communication channels utilized by the company included the intranet system, PR information board, the in-house communication system, as well as organizing seminar sessions aimed at promoting information updates on environmental issues on a consistent basis.

During 2014, important seminar sessions organized for company employees covered such topics as, Waste management system, Better efficient energy consumption for better industrial competitiveness : ISO 50001 : Energy Management System, Contingency plan to cope with chemical leak hazards, and Go Green and Efficiency with MFCA, among others.

3.11 Promotion and participation in CSR activities contributing to community developments

In due recognition of the important aspects of community development activities, the company regularly engaged itself in those activities aimed at promoting community developments for further common benefits.

Community development activities promoted by the company during 2014, covered broad areas of socio-economic community interests, which could be largely classified as follows:

- Wacoal program promoting further skills and income for better community development, in collaboration with Wat Bangklonok community.
- Activity promoting women's better awareness and self-care against breast cancer risk by organizing "Wacoal Pink Ribbon Fighting Against Breast Cancer" project for Bangkokaem community, in collaboration with The National Cancer Institute and Bangkokaem district office.
- "Wacoal Spirit" Activity promoting youth's education for communities located nearby the company.
- Activity promoting reading and learning habits among young students.
- Children's day fun activities
- Summer novice ordainment program for young students, in collaboration with Wat Rueng Yot Suttharam and Wat Bangklonok.

3.12 Policies and guidelines for refraining from such actions infringing upon human rights

The Board of Directors duly recognized the significance of human rights by conducting the business in accordance with the law and human rights standards without discrimination on gender, nationality, religion, political ideology, or any other differences. Moreover, the company also laid down the policy to refrain and not support those actions infringing upon human rights. Some of those actions were anti-child labour campaign by refusing to accept person less than 18 years of age as company employee, entitlement of employee's rights to protest against allegation of fraud or misdeed, no unfair discharge of company employee, fair treatment of employees in accordance with labour laws supervising strict human rights compliance, as well as providing a better understanding of human rights to employees in order to be used as part of the operation. Throughout its business operations to date, the company had no previous bad record pertaining to any violations of human rights lodged with court. (See the details about implementation of the policy under the heading "Corporate Social Responsibility (CSR)").

3.13 Policy and guidelines against business practice infringing upon patents or intellectual properties

The company strictly adhered to its policy of not engaging in any act in possible infringement upon intellectual property rights, either by means of copying or unauthorized usage of intellectual properties belonging to other parties. On the other hand, the company consistently dedicated its efforts to developing materials, products, and new services on a continuous basis. As the result, the company was able to register some licenses and copyrights safeguarding its creative achievements from any infringement attempts. The company's achievements were recognized by several awards bestowed upon the company on a continuous basis.

In testimony of such dedication, the company was awarded the STI Thailand Award 2011, from The National Science Technology and Innovation Policy Office and the IP Champion 2011 Award in the patent and sub-patent category, by Department of Intellectual Property. Furthermore, to encourage its employees to engage in innovation development activities on a consistent basis, in term of products, services, and production system, the company regularly held its "Wacoal Innovation Challenge" campaign each year, and submitted the winning entries to compete in the Saha Group Innovation Award contest on a regular basis, with consecutive favorable successes so far.

During 2014, the company was not engaged in any activities infringing upon the patents or intellectual properties.

3.14 Policy and guidelines fighting against fraud and bribery seeking business benefits

The Board of Directors laid down the policy against authority abuse and bribery, to safeguard the company's interests, by including them in the business ethics, together with promoting awareness, values, and attitudes to employees in performance according to laws and regulations with integrity. Moreover, the business ethics also prohibited the company's directors, the management and employees from seeking, accepting, or agreeing to receive any assets or benefits that are dishonest from the customers, or outside persons in connection with the work of the company. Also, it prohibited them from giving or offering to give any assets or benefits so the person may act or omit the action that is against the law or against the position. The company has the stipulation of penalties for those committing offence.

The company had a process for verification, tracking, and risk assessment on corruption, and planned to prevent such risks by assigning the Internal Audit Office to audit and present to the meeting of The Audit Committee in order to review internal control system and monitor the results from internal audit. In the case of corruption found, the Internal Audit Office will report directly to The Audit Committee who will then report The Board of Directors. During 2014, the company duly followed said practice guidelines, and did not come across any irregularity as the result. (See the details about implementation of the policy under the heading “Corporate Social Responsibility (CSR)”).

Furthermore, the company has signed up to join Collective Action Coalition of Thailand’s private sector in anti-corruption. In addition, the company has arranged the transfer of policies and practices in anti-corruption and bribery for business interests to executives, and supervisors at all levels, as well as provided training sessions for employees in orientation.

3.15 Participation channels for the stakeholders

The Board of Directors laid down a Whistle Blowing Policy to justly protect the whistle-blower including the protection from persecution when filing a report, in which the company will receive and carry out the complaints with fairness, transparency, and justification following a systematic and unbiased protection measures.

The company provided the channel for all the stakeholders to file the report or complaint on those matters likely to cause damage to the company, whether they concerned the accuracy of financial statements, internal control system deficiency, or any act likely to violate the laws and business ethics, or the matters that the stakeholders’ right is violated or the corruption. They could directly communicate through the channel as follows:

Agencies	Telephone Number	E-mail Address
Investor Relations	0-2289-3100-9 ext. 331	invest@wacoal.co.th
Internal Audit Office	0-2289-3100-9 ext. 207 or 422	audit@wacoal.co.th
The Company’s Audit Committee	-	auditcommittee@wacoal.co.th

Or send a registered mail to Investor Relations, Internal Audit Office, or The Company’s Audit Committee at
Thai Wacoal Public Company Limited
930/1, Soi Pradoo1, Sathupradith Rd., Bangkhlo, Bangkholaem, Bangkok 10120

The company would carefully examine the complaints by the rules, using mechanism that does not cause an impact on the whistle-blower. The results obtained through the investigation would then be reported directly to The Board of Directors, whereby the information of the claimant would be kept secret by the company, unless it is required to be disclosed by law

Apart from the above complaint channels, the company has established a process to manage with employees’ complaints about matters that may be misconduct or considered as corruption, by allowing them to file a complaint directly to the supervisor. If employees are unable to file a complaint through the supervisor directly, they may submit such matters to the next higher level of supervisors or Human Resources and Administration supervisor, or the Executive Director. The company also had a policy to protect employees who file a complaint, thus the complainers will not be punished from such events, and no changes of job position, type, or any other actions that is considered to be unfair treatment to that person. The information of the complaints would be kept secret by the company, unless it is required to be disclosed by law.

In 2014, the company did not receive any such claim from the stakeholders.

Section 4 : Information Disclosure and Transparency

The company duly recognized the importance of disclosing significant company information relating to both financial and non-financial topics, which was regarded as one of the company’s policies regarding good corporate governance. The company ensured that the shareholders and investors receive such information, in a fast, accurate, and equitable manner, through such channels as, the annual report, annual information disclosure form 56-1, news distribution channel of The Stock Exchange of Thailand, and The Stock and Exchange Commission, as well as the company website, in both Thai and English (<http://www.wacoal.co.th>), with those information being regularly updated.

During 2014, the company facilitated information disclosure in accordance with the requirements of The Stock Exchange of Thailand and The Stock and Exchange Commission, as well as disclosing other significant information, in display of transparency toward its business operations as follows:

4.1 Corporate governance : The company disclosed its corporate governance policies, corporate governance principles, business ethics, and code of conduct for company directors, the management, and employees, together with those reports relating to such topics, by disseminating them on the company website.

4.2 Social and environmental management policy : The company incorporated these topics under the policies on corporate governance and business ethics with regard to the society and environments (See the details about implementation of the policy under the heading “Corporate Social Responsibility (CSR)”).

4.3 Risk management policy : The company has set up Risk Management Committee to supervise risk management of the organization in a systematic and effective manner, and cover all areas appropriately, as well as assign risk management policies, according to the details under the heading “Risk Factors”.

4.4 Shareholding structure : The company disclosed the names of the top 10 shareholders at the time of closing shares registration book for the shareholders’ meeting, and at the ending date for each quarter, on the company website.

4.5 The Board of Directors’ responsibility report toward financial statements : The Board of Directors recognized the importance of compiling financial statements in such manner deemed accurate and reliable, to serve as references for decision-making by the investors, by displaying said report carrying the signatures of the Chairman and the Managing Director, accompanied by the certified public accountant’s report in the annual report publication. Furthermore, in 2014, the company received unconditional certification for its financial statements from the company auditor, and facilitated the submission of said financial statements to The Securities and Exchange Commission and The Stock Exchange of Thailand within the timeframe required, and was never subject to any instruction to revise its financial statements.

4.6 Duty performances by The Board of Directors and various committees : The company disclosed the details on the roles and authority of The Board of Directors and other committees, the number of meetings held, the number of meeting attendance by each director during the past year, details under the heading “Management structure”, and “Corporate Governance” on various committees.

4.7 Shareholding by the directors and the management : The company annually disclosed shareholding and changes of the company’s shareholding of the directors and the management both directly and indirectly in the annual report. Details are under the heading “Personal information of company directors and management members” on report on changes in securities holding by company directors and management members, and “Corporate Governance” on the inside information supervision.

4.8 The remuneration for the directors and the management : The company disclosed the policy regarding the remuneration for directors and the management, the nature and number of remuneration accorded the directors for The Board of Directors and other committees, under the heading “Management structure”, on the remuneration for the directors and management members.

4.9 The policy to report possible conflict of interests by the directors : The Board of Directors laid down the policy requiring company director and management member to report to the company each time possible conflict of interests arose by either themselves or connected persons, within 3 month of that event causing an appointment or change. Regarding this, the company secretary was required to submit related report to The Chairman and The Audit Committee Chairperson within 7 days after the company learned of such event. During 2014, company directors and management members strictly followed said policy, by not taking part in such meeting agenda having possible conflict of interests. Moreover, the company facilitated information disclosure pertaining to any conflict of interests by company director or management member, via the letter informing the meeting’s resolution to the news system of The Stock Exchange of Thailand.

4.10 Development for the directors and the management : The company disclosed the development and training of directors and the management. Details are under the heading “Personal information of company directors and management members” and “Corporate governance” on compliance with good corporate governance principles in other matters (Section 5 : Responsibilities of The Board of Directors, no. 5.7).

4.11 Inter-transaction : The Board of Directors laid down the policy for the company to comply with the regulations of the Capital Market Supervisory Board. In the case of important inter-transaction; although the approved amount of money is under the Executive Board's approval, the company shall present to the Executive Board for approbation. After that, the company will bring the issue to The Audit Committee's meeting and The Board of Directors' meeting for consideration respectively, so The Audit Committee can comment in case there are different opinions, and the directors and the management can acknowledge the details before the company informs the Stock Exchange of Thailand. Details are under the heading "Inter-Transaction".

4.12 Quarterly Performance Report : In the case of net profit according to last financial statement changed from the financial statements in the same period last year more than 20 percent, the company has revealed the explanation of the operation's results for the quarter on the website of the Stock Exchange of Thailand and the company website.

4.13 Whistle Blowing Policy : The company laid down a policy and protective measures for employees or any whistle-blowers in the code of conduct for company directors, the management, and employees. Details are under the heading "Corporate governance" on compliance with good corporate governance principles in other matters (Section 3 : Consideration of The Roles of Stakeholders, no. 3.15).

4.14 The relationship with investors : The company earlier set up The Investor Relations Center, to serve as the center in communicating and distributing significant information useful to the investors and other parties concerned. With this regard, the company has assigned the code of conduct of investor relations for staff in The Investor Relations Department to take as a guideline of practice. Interested person could view the company's latest developments via the company website, under the heading "About Us" and "Investor Relations", and the news system of The Stock Exchange of Thailand. Interested person could contact said Investor Relations Center represented by

Mrs. Onanong Saengpumpong	or	Miss Chama Sungrungsan
Company Secretary		Manager of Investor Relations Department
Tel. 0-2689-8324		Tel. 0-2289-3100 ext.331
E-mail : secretariat@wacoal.co.th		E-mail : invest@wacoal.co.th

In 2014, the company and Saha Group companies in collaboration with The Stock Exchange of Thailand organized the event "Analysts and Investors Meeting Saha Group" for the 6th consecutive year, at Queen Sirikit National Convention Center on Friday June 27, 2014. The event was held as part of the 18th Saha Group Fair. The Managing Directors participated in the forum discussion on vision and growth prospects of the company. The company and Saha Group companies also printed the publication compiling their profile and performance results which were distributed to analysts and investors, and the mass media attending the event.

During the past year, the company also provided the opportunity for investors to visit the company to gain first-hand information on its operations management by top management members of the company. At the same time, the Center regularly provided information and answers to inquiries from shareholders, investors, and other concerned parties via the channels of e-mail, letter, and telephone.





Section 5 : Responsibilities of The Board of Directors

The Board of Directors had important responsibility in setting the direction for the company's business operations, following up on the work results by its management members, and being responsible for their duties to contribute to the best interests of the shareholders and the company.

5.1 Structure of The Board of Directors

(1) Composition of The Board of Directors

- The Board of Directors comprised 15 directors, classified into:
- Non-executive directors 10 persons (including 5 independent directors)
 - Executive directors 5 persons

The Board of Directors consisted of qualified directors with knowledge, proficiency, and various experiences in accounting, finance, management, marketing, laws and textiles, as well as no gender discrimination. The number of directors of the company is at the appropriate proportion since the four directors are representatives of major shareholders and are stationed overseas. However, they provided useful suggestion and advice in business operation to the company consistently.

In addition, non-executive directors who have experience in work related to the business of the company amounted to 5 persons, which are Mr. Yoshikata Tsukamoto, Mr. Yuzo Ide, Mr. Thamarat Chokwatana, Mr. Masaya Wakabayashi, and Mr. Kiyotaka Hiroshima.

The company's number of directors, excluding independent directors is a fair proportion of the investments of each group of shareholders. Independent directors accounted for 33.33% of the total number of The Board of Directors, complying with the requirements by The Capital Market Advisory Board, whereas non-executive directors accounted for 66.67% of the total number of The Board of Directors.

(2) Independent director's qualifications

Every member of the company's independent directors is fully qualified to serve as an independent director under the rules set by the company. Independent directors who are women are accounted for 60 percent of all independent directors. None of independent directors are appointed as the company's director for more than 9 years, or take a position as director in more than 5 listed companies.

The Board of Directors resolved to adopt the definition for "independent director" having qualifications in accordance with the notification of The Capital Market Supervisory Board. Nonetheless, practically the independent directors of the company are truly independent from the management and major shareholders of the company. Independent directors and the person being involved have no shareholding in the company, parent company, subsidiaries, associates, major shareholders, or person in authority of the company.

(3) Directors selection process

The Board of Directors appointed The Nominating Committee, to supervise the director selection process to be carried out in a transparent manner (See the details under the heading "Corporate Governance", on the selection and appointment of the directors and chief executive officer).

(4) Directorship term for independent directors

The Board of Directors were elected by the shareholders' meeting, with directorship term complying with company regulations, while being eligible for re-election after term completion. At present, independent directors were allowed to serve not more than 3 consecutive terms and did not serve as director in more than 5 listed companies.

(5) The number of companies served by each director

The company disclosed the information regarding the holding of directorship by each company director in other companies in the heading "Personal information of company directors and management members". At present, none of the company's directors serve as director in more than 5 listed companies. Nevertheless, the company has not specified the number of listed companies and non-listed subsidiaries that each director hold directorship for not more than 5 places, since the company needed the directors to supervise operation management of subsidiaries to be in the same direction.

Furthermore, the company believed that each director's business expertise and capabilities should not be restricted by the number of companies said director served, as long as he/she proved to be capable and devoted enough to carry out own assignments in fulfilling the expectations by The Board of Directors and shareholders. There was 1 director serving as the director in more than 2 listed companies. Nonetheless, the company believed that such situation would not affect his assignments, since the director could still devote sufficient time to carry out the assignments for the company, by regularly attending meetings and presenting comments beneficial to company operations all along.

In addition, the company assigned a policy to appoint the Managing Director as directors in its subsidiary companies and affiliate companies, so as to facilitate smooth and consistent operations management for these companies.

(6) The separation of the positions of Chairman from the Managing Director

Based on the different responsibility and authority scope between Chairman of The Board of Directors and the Managing Director, the company therefore specified the Chairman of The Board of Directors and the Managing Director to be different persons, so as to clearly separate the supervision and management authority for the company, and contributing to proper authority balance in company management within the company. In relation to this, the company has set up The Board of Directors Charter, setting the authority and duty scope for each committee and clearly separating Chairman from those of The Managing Director.

Furthermore, despite the Chairman of The Board of Directors not being an independent director, nevertheless, both of them duly carried out their assignments in an independent manner, and providing opportunities to all directors to act freely in expressing own opinions and suggestions contributing to the best interests of the organization.

(7) Company Secretary

The Board of Directors resolved to appoint Mrs. Onanong Saengpumpong, Executive Director and Director Accounting & Finance Division, as the Company Secretary, having the duties and responsibilities as specified by the company. (See the details under the heading "Management structure" on company secretary.)

5.2 Various committees

The Board of Directors appointed several committees comprising of competent and experienced members to supervise over each particular aspect of company operations, and clearly laid down the authority and responsibility scope for each committee per the charter for said committee. (Additional details are under the heading "Corporate Governance" on various committees and "Management structure" on The Board of Directors)

Although The Nominating Committee and The Remuneration Committee are not Independent Directors, all of them are directors with knowledge and experience who served the positions for a long period of time. They have performed their duties with responsibility and honesty, while never voted when they are stakeholders. On the other hand, The Risk Management Committee, and The Corporate Governance Committee have the Chairman as independent directors and consisted of mostly independent directors.

Furthermore, the directors and senior executives of the company have never been employees or partners of outside auditing companies that serviced the company in the past 2 years.

5.3 The roles, authority, and responsibility scope of The Board of Directors

(1) Leadership and vision

The Board of Directors consisted of members who had extensive capabilities and experiences beneficial to company management, together with leadership and independent decision-making qualities, necessary to supervise company operations in such manner best contributing to the objectives and goals of the company and shareholders.

The Board of Directors were obliged to assign the vision and mission of the company, with yearly revision, in which in 2014, The Board of Directors' meeting no.5/2014 on December 23, 2014 had considered and reviewed that vision and mission were still appropriate with current business engagement. Moreover, The Board of Directors also approved strategy, target, plan, and annual budget of the company proposed by the management. At the same time, they were required to ensure that there were adequate mechanisms in supervising, monitoring, and evaluating performances by the management, so as to meet the targets contributing to further value and wealth for both shareholders and the company, while properly safeguarding the interests of all stakeholders concerned.

(2) Good corporate governance

In due recognition of the importance of good corporate governance practice, The Board of Directors therefore laid down good corporate governance policy in writing, consisting of 4 parts of information which are corporate governance policies, corporate governance principles, business ethics, and code of conduct of the company's directors, the management and employees. There was evaluation of compliance and review of good corporate governance principles annually, and revealed through the company website. The manual was distributed to directors, the management, and employees, which required that all of them comply with such manual strictly. The ethics and code of conducts also being presented to the employees in animated cartoon for easy understanding.

The Board of Directors followed the measures of good corporate governance to strengthen its management and business engagement transparency, and those who do not comply with such measures will be appropriately punished and might be prosecuted in the case of law violation. If the employees are in doubt and cannot comply or make decision, they shall consult with sequence supervisor. In the case of dispute, the judgment from the Managing Directors, The Executive Board and The Board of Directors will be considered as final order. (See full details of corporate governance policies, business ethics, and code of conduct for company directors, the management and employees on the company website).

(3) The policy regarding possible conflict of interests

The Board of Directors placed much importance on ensuring that any transaction with possible conflict of interest was carried out in a cautious, careful, and honest manner. Accordingly, the company incorporated the policy regarding possible conflict of interest into its policy pertaining to corporate governance and business ethics, with said policy details displayed on the company website. For 2014, the company displayed such items with possible conflict of interest under the heading "Inter-Transaction".

(4) Supervision over internal control and audit systems

The Board of Directors placed much emphasis on the systems overseeing financial control, company management, and corporate supervision, by assigning The Internal Audit Office to supervise over the audit, review, and monitoring of those operations results. Furthermore, The Internal Audit Office also provided recommendations to ensure independent and effective practices according to those guidelines in an independent and balanced manner.

Accordingly, The Board of Directors instructed The Internal Audit office to directly report to The Audit Committee each month, so as to allow the Committee to review and ensures sufficient internal control practice. At The Board of Directors' meeting no.6/2014, also attended by The Audit Committee members, the meeting together reviewed the adequacy of the internal control system and risk management system, and then concluded that the company had adequate internal control system in place. (The details are disclosed under the heading "Internal control and risk management").

With this regard, The Audit Committee is responsible for considering and giving approval for the appointment, transfer and dismissal of the head of internal audit office. Currently, the head of the company's internal audit office is Mrs. Nuanchan Tuangjareontip, who has good quality of knowledge, abilities and experiences in internal audit.

(5) Risk management

Regarding risk management The Board of Directors supervised to ensure that the company had adequate systems overseeing the review, monitoring, and management of possible risks, by placing emphasis on the detection of advance danger signals and significant irregularities.

The Board of Directors appointed The Risk Management Committee, to set policies regarding risk management, and supervising risk management practices for the overall organization, to ensure that all risks were properly maintained at acceptable levels. Furthermore, The Committee analyzed and evaluated possible risks, and compiled risk management report, for submission directly to The Board of Directors. (See the details on risk management for each area of the company under the heading “Risk factors”).

5.4 The Board of Directors’ meeting

The Board of Directors scheduled the meeting for the whole year and notified the directors in advance in which the meeting will be held at least every quarter with additional meeting if necessary as specified in the Charter of Board of Directors. For each meeting and agenda for The Board of Directors’ meeting, each director was able to propose agenda, and the Chairman together with the Managing Director shall consider the matter to be brought into the meeting. After that, the Company Secretary sent out meeting invitation letter, meeting agenda, and relevant meeting documents, to the directors not less than 7 days in advance, to allow them sufficient time to review the information prior to the meeting.

All directors considered as their duties to attend the meeting each time, unless unable to do so due to significant obligation or illness. During the meeting, The Chairman allowed the directors to present opinions and comments freely, while those directors having conflict of interests would not be allowed to attend or cast votes at such meetings. The Company Secretary recorded the meeting minutes and then classified those minutes in a systematic manner, to facilitate easy references.

The Board of Directors supported the joint meeting between The Board of Directors and The Executive Board at least once a year, to deliver yearly strategic targets and operation plans of the company, as well as to build good relationships between directors and executives. In addition, Chief Financial Officer has joined The Board of Directors’ meeting at all times.

The Board of Directors has laid down a policy that Independent Directors arrange their own meeting, without executive directors or the management of the company, at least once a year so that Independent Directors can consider and discuss various issues about management or issues that are of interest. The results of the meeting were informed to the Managing Directors.

During 2014, The Board of Directors held 7 meetings altogether and Independent Director of the Company held 1 meeting, without the management in attendance. (See the details about the meetings under the heading “Management structure” on The Board of Directors, no. 1.3 the number of directors’ meeting).



5.5 Evaluation of The Board of Directors

The evaluation of the Board of Directors performance for the year 2014 has been carry out, in which the evaluation was set to conduct yearly. Each of the directors will be given opportunity to assess the performance both individuals and the board as a whole, so as to review performance results, problems, and obstacles faced during the past year, in order to contribute to better effective performances by The Board of Directors.

In 2014, the Company Secretary sent out both whole board evaluation forms and individual's evaluation form to all directors. Every director was independent in taking such evaluation. The evaluation form was returned to the Company Secretary once completed to be collected, summarized, and reported to The Board of Directors at The Board of Directors' meeting.

- **Yearly Performance Evaluation of The Board of Directors**

The company carried out the board's performance evaluation, which divided in to 4 aspects as follows:

1. Role, Duty, and Responsibility of the board
2. Independence of director
3. Relationship with the management and stakeholders

In 2014, the evaluation result was in "Excellent" criteria with the average score of 81% in which the percentage score criteria was set as follows:

Criteria	Score
Excellent	Up to 80 percent
Good	Up to 70 percent
Fair	Up to 60 percent
Poor	Up to 50 percent
Bad	Less than 50 percent

- **Yearly Performance Evaluation of Individual Director**

The company carried out the individuals' performance evaluation, which divided in to 3 aspects as follows:

1. Role, Duty, and Responsibility of director
2. Duty fulfilment of director
3. Self-development of director

In 2014, the evaluation result was in "Excellent" criteria with the average score of 83.50%.

- **Yearly Performance Evaluation of The Audit Committee**

In 2014, each of the Audit Committee conducted self-evaluation to verify the duty fulfilment as an audit committee, which the result was in "Good" criteria.

- **Yearly Performance Evaluation of Managing Director**

The Board of Directors assigned the Remuneration committee to evaluate the performance of Managing Director by using evaluation form of Managing Director that divided into 4 aspects as follows:

1. Overall achievement
2. Strategic planning and plan following
3. Leadership
4. Relationship with The Board of Directors and stakeholders

The evaluation result was confidential and could not be disclosed.

5.6 Directors' remuneration

The Board of Directors appointed The Remuneration Committee, to supervise and ensure that the remuneration process for directors and senior executives were carried out in a transparent manner (See the regulations and criteria on remuneration policy for directors and the management under the heading "Management structure", on remuneration for the directors and management members).

5.7 Developments for the directors and the management

• Training attended by the directors

The Board of Directors has set up a policy to promote and support those training activities seeking to promote further knowledge for the directors, the management, and all parties concerned on a consistent basis, so as to gain better effective skills and understanding regarding their duty assignments. These activities included the programs organized by Thai Institute of Directors Association (IOD) and other agencies concerned (See the details under the heading "Personal information of company directors and management members"), as well as the meeting to exchange opinions with The Board of Directors and the management of other organizations, in order to apply the knowledge and experience gained to develop the company.

The company directors and management members paid much attention to attend training courses or seminars designed to promote their management abilities and the applied the knowledge when performing duty. During 2014, the company directors and management members attended training courses on significant operations topics, such as "The New Business Challenges : Modern Marketing" course, "Marketing Trend & Customer Insight" course, "Preparation for CAC member approval" course, "Current interest and preparation for 2015 Accounting and Tax" course, etc.

Training and seminar attended by The Board of Directors in 2014

List of Directors		Training Course / Seminar
1. Miss Sirikul	Dhanasarnsilp	<ul style="list-style-type: none"> Japanese for Business Communication Preparation for CAC member approval
2. Mr. Boondee	Amnuayskul	<ul style="list-style-type: none"> Japanese for Business Communication The New Business Challenges : Modern Marketing Preparation for CAC member approval
3. Mr. Atsushi	Tabata	<ul style="list-style-type: none"> Thai for Japanese Executive
4. Mr. Amnuay	Bumroongwongtong	<ul style="list-style-type: none"> Preparation for CAC member approval
5. Mr. Thamarat	Chokwatana	<ul style="list-style-type: none"> Preparation for CAC member approval
6. Assoc.Prof. Dr. Kulpatra	Sirodom	<ul style="list-style-type: none"> Preparation for CAC member approval
7. Mrs. Punnee	Worawuthichongsathit	<ul style="list-style-type: none"> Preparation for CAC member approval Anti-Corruption for Executive Program (ACEP 10/2014) Anti-Corruption : The Practical Guide (ACPG 10/2014) Corporate Governance in the Perspective of Investors
8. Mrs. Saranya	Chindavanig	<ul style="list-style-type: none"> Preparation for CAC member approval CG Forum 3/2014: Challenging as Expectations for Board Engagement on Strategic Risk Management Oversight IOD Company Secretary Forum 1/2014 : Strengthening Anti-Corruption Practices in Your Boardroom Chairman Forum 2014 Clean Business : What is the Chairman Role? Audit Committee Forum 2014 : Internal Audit Topics for Audit Committee Consideration
9. Mr. Krish	Follett	<ul style="list-style-type: none"> Preparation for CAC member approval CG Forum 3/2014: Challenging as Expectations for Board Engagement on Strategic Risk Management Oversight
10. Assoc.Prof. Nares	Kesaprakorn	<ul style="list-style-type: none"> Preparation for CAC member approval

- **Orientation for new directors**

The company hosted the orientation course for new directors, to properly prepare them for director assignments. The company arranged factory tour, organized presentations on company background, business perspective and business policies for these new directors. The company also provided them with the manual for directors for listed company, clearly summarizing and comparing the provision in the company regulations, with those in The Securities and Exchange Act, The Public Company Act, Good Governance Practice Principles, as well as the charter for each respective Committee and the corporate governance policies, corporate governance principles, business ethics, and code of conduct for the company directors, the management, and employees. In addition to related regulations issued by concerned agencies in supervising over listed companies, to serve as their practice guidelines during the directorship term.

5.8 Developments for the directors and the management

The company has set succession plans for key management positions at all levels, starting from the process of nominating the persons who will be responsible, in a proper and transparent manner. The persons were prepared in different areas, as well as continuously participated in training for development. There was also monitoring activities to create the management with knowledge, abilities, leadership, who is professional and honest, allowing the company to precede its operations continuously and effectively.

Additionally, The Board of Directors has recognized the importance of creating the management to succeed to Chief Executive officer, with the principles as follows:

1. Specify description for the position of chief executive officer, and relation with targets and strategies of the organization, including qualifications of knowledge and skills required
2. Select subordinate executives with potential and capabilities
3. Analyze their qualification individually to find prominence and what needs to be further developed
4. Create individual developing plan to promote potential and capability development

Social and Environmental Responsibilities Report



Mr. Boondee Amnuayskul
Managing Director

In 2014, Thai Wacoal Public Company Limited has elevated and improved social responsibility towards sustainable business growth in the long run. The Company has received the Best Corporate Social Responsibility Award, Outstanding Corporate Social Responsibility Award and CSR Recognition Award for listed companies with market capitalization of Baht 2,000-10,000 million at the SET AWARDS 2014, organized by the Stock Exchange of Thailand. All these awards boost our confidence to proceed in the planned direction continuously and seriously.

Over the years, the company emphasizes on Quality Production Standard System, products that are friendly to the environment, create new innovations and concern about all stakeholders. The company also focuses on every procedure in the business chain from usage of resources, raw materials purchase, production, transportation, delivery of goods and customer service. The company also manages used products by receiving used products and create new jobs as well as used as replacement energy in order to reduce community garbage, which will affect the environment.

Moreover in 2014, the company has signed the Declaration of Intent in view of establishing Thailand's Private Sector Collective Action Coalition against Corruption. A Working Group was appointed to determine the anti-corruption policy, rules and regulations and inform to directors, the management, employees and related persons to implement them within the organization. This shows the determination to operate business fairly, adhere to good corporate governance and systematic risk control and management.

Thai Wacoal is keen on creating values with all stakeholders and increase efficiency in the business chain, so as to be a part to drive and create good society.



(Mr. Boondee Amnuayskul)
Managing Director

Corporate Social Responsibility (CSR)



Vision on Social Responsibility

Thai Wacoal is a sustainable growth organization whereby we support economic, social and environmental developments on the basis of participation, confidence and trust among all stakeholders.

Social Responsibility Policy

Focus on producing quality goods for the safety of consumers, take care and responsible for the effects of the company business operation in various ways to every stakeholders, by adhering to transparency, verifiable, justice, respect human rights, benefits of Stakeholders, abide to the Law and other requirements or related international procedure so as to build sustainable social responsibility foundation on a continual basis.

CSR Roadmap		
Year 2011 - 2013	Year 2014 - 2016	Year 2017 - 2019
Awareness	Build-in	Creating Shared Value
<ul style="list-style-type: none"> • Provide knowledge and build awareness for management, trade partners and employees. • Develop in accordance to CSR-DIW framework. 	<ul style="list-style-type: none"> • Analyze and Integrate CSR concept in all business procedure. • Develop and more publicize Social Service innovation. 	<ul style="list-style-type: none"> • Focus on creating more shared values in society for sustainable growth. • Expand the cooperation to business alliances for sustainable development. together

Participation with Stakeholders

The company emphasizes on participation with every stakeholder inside and outside of the company through various channels and apply their needs to proceed as follows:-



Stakeholders	Participation Channels	Needs	Operation
1. Shareholders Investors	<ul style="list-style-type: none"> Annual Meeting Investors Relations Website / e-mail Website / e-mail Company Visit 	<ul style="list-style-type: none"> Good return on investments. Disclose information and drive business with transparency. and verifiable 	<ul style="list-style-type: none"> Good corporate governance Develop communication channel with shareholders and investors.
2. Customers Consumers	<ul style="list-style-type: none"> Customers' satisfaction Survey Website / e-mail and Social Media Customers Relations / Call Center 	<ul style="list-style-type: none"> Safety in product usage. Price suitable with quality Communicate product information clearly. Receive complaint and find solutions. 	<ul style="list-style-type: none"> Expand standard certification for various products. New product innovations. Manage complaints from customers rapidly and efficiently.
3. Employees	<ul style="list-style-type: none"> Organize seminars with employees. Intranet System Survey satisfaction 	<ul style="list-style-type: none"> Proper remuneration and benefits Quality of work life Progress and stability . Improve knowledge and ability 	<ul style="list-style-type: none"> Review suitable remuneration and benefits Build up love and relations in the organization Build up happy organization with Happy 8
4. Business Partners	<ul style="list-style-type: none"> Meeting Website / e-mail / telephone 	<ul style="list-style-type: none"> Fair and transparent business operation. Business strength and sustainable growth 	<ul style="list-style-type: none"> Review, improve Purchase and Procurement Regulations. Resistance against fraud and corruption Jointly develop raw materials and products.
5. Community	<ul style="list-style-type: none"> Organize seminars with communities Meeting / Factory Visit Participation in CSR activities as planned 	<ul style="list-style-type: none"> Income and jobs. Health, safety and hygiene. Encourage necessary resources Use natural resources effectively. 	<ul style="list-style-type: none"> Increase Income, Improve Skills and Develop Community Project Wacoal Pink Ribbon Fights Breast Cancer for the Community Project
6. Social and Environment	<ul style="list-style-type: none"> Website / Social Media Survey and assess effects on the environment 	<ul style="list-style-type: none"> Carry out CSR systematically, continuously and consistently. Use natural resources effectively. 	<ul style="list-style-type: none"> Apply the strengths and expertise of the organization to help society and comply with the business. Systematic environmental management ISO 14001 , Carbon Footprint , usage of replacement materials
7. Government sector and Charitable Organizations	<ul style="list-style-type: none"> Reports / Letters Participation in Meetings/ Activities 	<ul style="list-style-type: none"> Conform to the requirements and Law 	<ul style="list-style-type: none"> Assess compliance of the Law.

1. Fair Business Operation

The company has determined Corporate Governance Policy, ethics in business operation and morals of company directors, management and employees in writing. The objective is for the management and employees at every level to adhere to the operation guideline and avoid any procedure that may cause conflict of interest, consider about the highest benefit and respect the right of every stakeholder.

Respect Rights of Others' Asset

1. Respect ownership of shareholders and take care of their interests, support, encourage and provide opportunity for every group of shareholder fairly and equally such as access to information system through www.wacoal.co.th and the Annual Report. The participation in the Annual Shareholders Meeting which is organized in April yearly to determine the direction of operation and decision made on topics which are of importance to the Company. The Investors Relations Division is responsible to provide information to shareholders and investors.

2. Produce and distribute products that are safe, friendly to the environment under the Green Label Standard. Determine the product price based on the cost of products and are competitive. We keep promises and trade agreements, take care and meet customers' demand as well as their complaints. Our policy is to guarantee satisfaction, adjust and improve products. We also allow to exchange products in case quality problem is found. There is a Customers Relations Division and Call Center System to take care of customers very closely.

3. Respect and do not offend intellectual property and do not use others' work for personal interest except if has received approval or pay remuneration to owner of work. At the same time, check, take care and maintain work that is considered as intellectual property of the Company regularly. Do not allow violation or let others use without permission. Moreover, the company has registered patents for various innovation works as well as encourage the management and employees to use products, services with proper patents. We do not support products or actions that violate intellectual property of others.

4. Manage work in such a way that gain creditors' confidence in financial status and ability to pay good debts and strictly conform to the Contract or conditions.

5. Fair treatment to all employees, respect their human dignity and basic human rights in working. Create equal opportunity in employment, progress in their occupations regardless of race, sex, religion and others. Encourage them to take a part in determining the direction, operation and development of the company.

Fair Competition

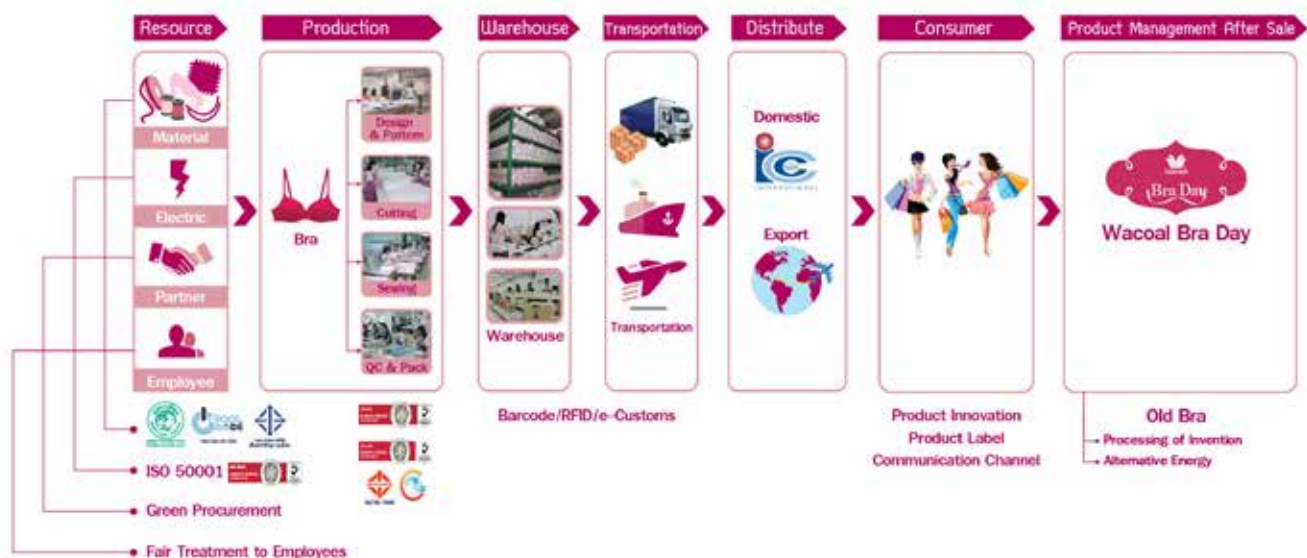
1. Emphasize on building business alliance with trade partners for long term growth and development. Adhere to the satisfaction of both sides in business negotiations and fair competition based on the Procurement Regulations and Quality Management System ISO 9001 from Trade Partner Selection and Assessment System, proposals and price comparison.

2. Determine the operation guideline, entertainment, receipt or give gifts in accordance to proper custom and tradition and keep good relationship with one another, so as to prevent from taking advantage of or receive benefits other than those as agreed in the Trading Agreement.

3. Do not damage competitors' reputation and do not seek for information illegally, do not copy or use others' intellectual property in the business without approval.

Support Social Responsibility in the Business Chain

The Company has applied the sustainable growth principle as an important strategy in business operation by analyzing the effects of each economic, social, environmental and procedural factor. The objective is to draw up business plan on social responsibility and integration to create relationship throughout the business chain. The company participated in the Greenhouse Gas Reduction in the Workplace Project ISO 14064-1 and focus on becoming low carbon emission industry through Product Life Cycle Assessment : LCA. This is to assess effects on the environment from raw materials to product management after selling the products.



1. Resources

Main input factors such as raw materials, electricity energy, trade partners and employees.

Raw Materials : Emphasize on using environmental friendly raw materials and improve raw materials innovation to replace natural materials and have passed the hazardous chemicals test.

Electricity Consumption Usage : Implemented the Energy Conservation Standard System with participation in the ISO 50001 as well as retain the standard based on the Thailand Energy Award and Asean Energy Award, which the Company has received in 2012 on a continual basis.

Trade Partners : Adhere to fair competition principle by issuing Procurement Regulation that focus on selection and assessment of trade partners who are responsible to the society, environment, respect human rights, abide to the Law as well as have received quality certification for their production and products.

Employees : Fair treatment towards employees, respect human rights, encourage participation with management and improve quality of working life.

2. Production Process

The company produces under the Quality Management System ISO 9001, Environmental Management System ISO 14001 and Laboratory Standard System ISO 17025. Moreover, the company also participated in the project to reduce greenhouse gas release in the workplace ISO 14064-1 and aim to be an industry which emits low carbon dioxide through Product (Life Cycle Assessment : LCA. This is assessment on the environment from raw materials to product wastes after usage.

3. Inventory Management and Product Transportation: Use the Barcode System, RFID and e-custom as well as focus on reducing the usage of paper and recycle materials.

4. Consumers : The company has emphasized on safety and hygiene of consumers by choosing quality and standard raw materials safe from hazardous chemicals. Display the product and service labels clearly. Develop new innovation to meet customers' demand.

5. Product Management After Sales : Launched "Wacoal Bra Day" Project. Bras in good condition are used to create jobs with the Women Status Support Association. As for old and unusable bras, they are used as replacement energy.

2. Resistance against Fraud and Corruption

The company is determined to operate business with transparency and fairness. Guideline to fight against fraud and corruption is drawn up. Instill conscience, values, vision and implant until these values become culture of the organization. Encourage directors, management and employees at every level to abide to the law and related regulations and do not encourage success by corruption.

The Board of Directors' Meeting no. 6/2557, on February 23, 2015 has determined the Fight Against Corruption Policy in writing: **"Wacoal has the policy to abide to the law which opposes corruption. Directors, management and employees are forbidden to accept or support every type of corruption whether directly or indirectly, which includes every related business and department."** The action guideline are as follows:-

1. The Company will not do and/or support giving bribes. If it is donation for charitable purpose, donation to political parties as well as gifts for business, the company will carry out with transparency, explainable and verifiable.
2. Build up conscience and values to fight against corruption in directors, management and employees, so that they will abide to the law, notices and related regulations. Prepare documents as guideline.
3. Directors, management and employees of the Company are forbidden to carry out any action or be the mediator to claim for asset or interest from any government or private unit to attract or to violate the law, and are forbidden to use working positions and/ or disclose company information for own or others' interests.
4. Organize mechanism to provide transparent and correct financial status reports, efficient and effective internal control system to check and balance power, in order to prevent corruption or participation in fraud and corruption.
5. Determine to review and abide to the Fight against Corruption Policy consistently. Review the operation guideline and regulation to conform with changing business, law and related regulations.
6. Organize communication channels so that the informer can inform any suspicious hint and ensure that the informer is under protection.

The company organizes the Risk Management System and Internal Control System efficiently and effectively, to ascertain that the accounting information recorded is correct, complete and sufficient to sustain the company assets as well as to prevent fraud and corruption. Organize the audit procedure to balance power and ascertain that the recorded accounting information is correct, complete and sufficient to retain the assets of the Company. Prevent the occurrence of corruption and organize audit procedure to balance power. The duties of the Internal Audit Office are to inspect, follow-up and assess risk of corruption. The Risk Management Board has to assess risk of corruption and manage risk to an acceptable level. Meanwhile, the Audit Committee must audit the Internal Audit System and follow up on the internal audit result. In case of corruption, the Internal Audit Office will report directly to the Audit Committee and the Audit Committee will report to the Board of Directors respectively.

The Board of Directors' Meeting no. 5/2556 on February 20, 2014 has given the resolution for the Company to sign and announce the intention of Thai private sector to fight against corruption. Moreover, based on the policy to fight against corruption, the company has also carried out measures in order to create confidence as follows:-

1. Organize a Working Group to fight against corruption, so that the Company has good corporate governance. The culture of the organization will not accept every type of corruption, transparency in business operation and build up confidence for those with interests.
2. Prepare the Purchase and Employment Regulation in writing to be the operation guideline for the management and employees. This will help to prevent damage due to fault or corruption as well as review related regulation about money withdrawal and purchase annually.
3. Organize training for management and employees about the scope of Risk Management and Internal Risk Management Control as well as training on "Preparation to become a Certified Member of CAC" to directors, management and related employees.
4. Determine communication channel, receive petitions or inform hints about fraud, corruption and the informer will be under protection and care and remains confidential. The investigation on the information will be carried out by the Board carefully, discreetly and fairly.
5. Communicate guidelines to fight against fraud and corruption and inform to trade partners. Support to form network to fight against fraud and corruption.

In 2014, the Company did not see any fault as important content about fraud and corruption and any operation which does not conform to the law or related requirement as well as no violation of ethics in the business operation.

3. Respect Human Rights

The company emphasizes on living together happily in society, respect values, honor, human rights of every stakeholder and determines the Human Rights Policy and Procedure for good corporate governance as follows:

1. Do not engage or support any activity which violates human rights.
2. Provide knowledge, understanding about Human Rights Principle to employees to become a part of their work.
3. Do not limit independence or difference about thought, sex, race, religion, politics or other matter. Nevertheless, should avoid showing opinion which may cause dispute or conflict.
4. Organize communication channels so that employees or those who believe that their right has been violated or has been treated unfairly, can file petition to the Company. Petitions should be taken care of and proceed with justice.

The company opens the opportunity for employees to form groups and organize various committee to be employees' representatives in negotiations and to make proposals about welfare, working and safety hygiene such as Welfare committee and Safety and Occupational Hygiene Committee etc.

The Company is not selective and provides equal employment opportunity especially the handicapped and disabled persons who we encourage employment. In 2014, the company employed 27 handicapped persons which is more than as required by the Law. (Law states that 1 handicapped person per 100 employees, In 2014, the company has 2,540 employees)

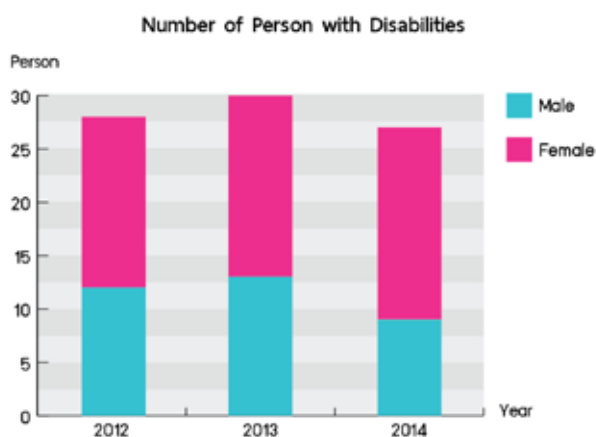
Besides this, the company has reviewed and verified trade partners fairly and do not violate human rights towards trade partners' employees / staff. The Company determines to respect human rights by stating in the Social Responsibility Policy and in the Purchase and Employment Regulation, which has been publicized and communicated to trade partners.

4. Fair Treatment to Employees

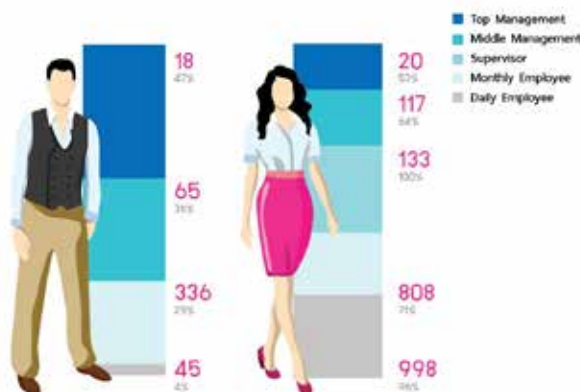
The company puts employees as the priority and aims to create happiness in the work place under the management to create balance between working and living by building love and bond with the organization and determine to create good understanding amongst employees and between the organization and employees, because this is the basis of good human relations.

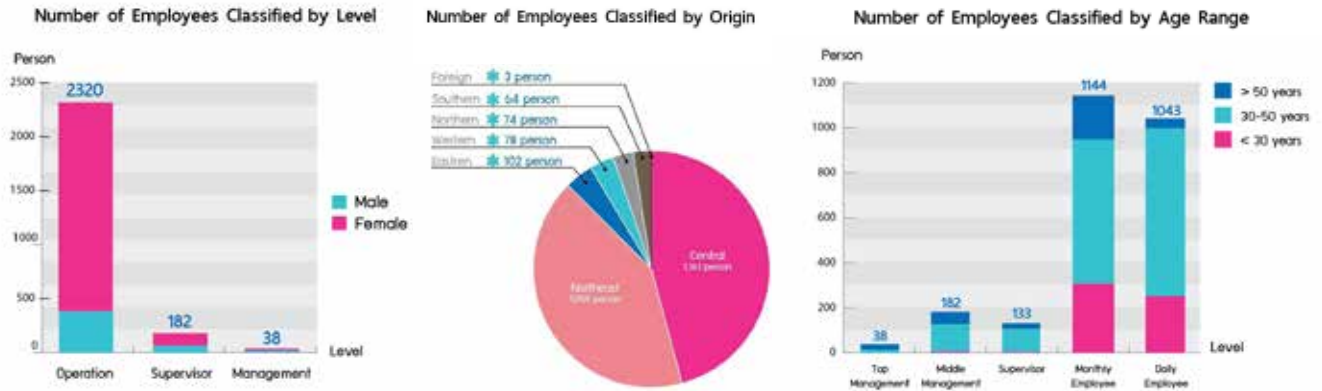
Recruitment and Employment

The Company has the policy to recruit, select and employ based on their knowledge, fairness, equality and are not particular about sex, race, religion and background. In 2014, the company has 2,540 employees, 464 males and 2,076 females. Every year, the Company evaluates performance, adjust salary and positions for employees based on their performance, knowledge, abilities, skills, experience in order to boost their spirits and progress in their occupation.



Number of Employees Classified by Gender





Labor Relations Welfare

1. Provide other benefits besides those required by law such as nursing expense , Provident Fund etc.. to build up stable working life for employees.

2. Support and encourage to have Welfare Committee in the workplace so as to become employees' representative, join in discussions and propose ideas to the Board of Management. This also provides the opportunity for employees to express their opinion through various petition channels such as discussion board in the Intranet System, Opinion Boxes for improvement and development.

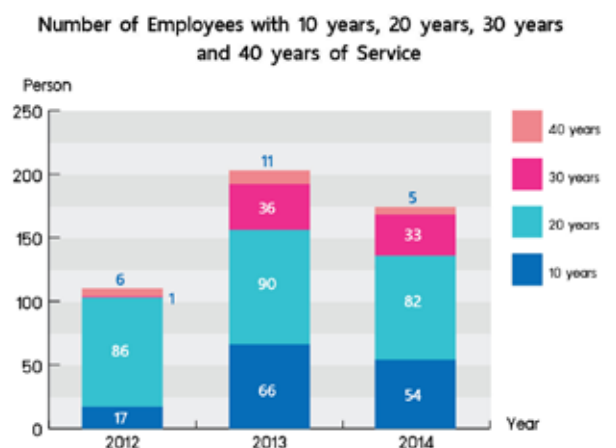
3. Provide opportunity to employees for higher education by flexible working time schedule, which will not an obstacle to studying time . Provide scholarship funds at the Masters Degree level for employees who are interested to further their studies.

4. Employment after retirement for employees who have knowledge, abilities and are healthy to work further at the Company in reasonable time period.

5. Look after pregnant employees as well as after-birth by organizing suitable working environment and proper nature of work. Provide training and knowledge about pregnancy and quality child upbringing. Organize “Mother’s Milk Corner “ to encourage child rearing with mother’s milk in the working place.

6. Establish Child Care Center after school and Saturday to look after employees’ children during the overtime and Saturdays, so that employees can carry out work without any worry.

7. Organize long service Souvenirs and Honorary Certificate for employees who have worked 10 years, 20 years, 30 years and 40 years on the Anniversary of the company establishment date on 1 October annually, in order to boost their engage and bondage within the organization.



Encourage Quality of Working Life with Wacoal Happy 8

Thai Wacoal like the second home for employees and therefore we hope to build a “Happy Organization”, so that employees in this big house are happy by applying the Happy 8 Workplace Concept of the “Thai Health Support Fund Office “ to use and adjust in improving quality of life for employees, so that they can work happily in the workplace as follows:-

1. Happy Health : The Company has a guideline to take care of employees’ health in terms of prevention, treatment and health support as follows:-

Prevention and Treatment

- Organize Annual Health Check-up, give vaccine for influenza.
- X-ray breasts , check for cancer at the cervical eversion
- Organize nursing room stationed with regular doctor and nurse.
- Let employees check breasts by themselves and also examine for breast cancer by expert nurses.
- Arrange to prevent the spread of diseases within the Company

Health Support

- Organize Sports Day competition within the Company to encourage doing exercises and refrain from drugs.
- Encourage doing exercises i.e. yoga for health.
- Organize training to provide knowledge as well as documents to allow every employee to have the same information and to prevent themselves from various diseases.



2. Happy Heart : Encourage employees to be kind and sharing, love and care for one another, thus the Company organizes activities to support volunteer spirits as follows:

- Organize “Donate Blood to Help Others “activity three times per year. In 2014, total blood donated 150,850 C.C.
- Organize Water Sprinkling Activity on the Songkran Day.
- Activity to vote “Good Person“ to recognize and give encouragement to employees who behave well and conform to the organizational values.
- Organize “Build Pleasant House with Our Hands “activity to do good deeds for the company by painting the wall together on the anniversary of the Company.

3. Happy Soul

- Encourage management, employees to give alms together on a monthly basis.
- Holy Candles Activity on Important Religious Days
- Let employees listen to Dhamma in the morning.

4. Happy Relax : Let employees relax from work, The company has thus organized activities to create good atmosphere so that employees can work happily and to and to relieve them from stress as follows:

- “Wacoal On Tour ” Activity
- Celebrations activities: Christmas and New Year



5. Happy Brain : Encourage employees to consistently develop their knowledge and organize activities as follows:-

- Encourage English learning to accommodate organizational expansion to foreign countries.
- Organize Knowledge Online Center: Name: Nok Hook to search for knowledge and exchange information among one another through the Intranet System.
- KAIZEN&SUGGESTION Activity to stimulate employees so that they improve their work which is beneficial to the Company. Employees have sent a total of 866 pieces of work and has reduced company cost and expense by 1,201,300 Baht.



6. Happy Money : Employees must learn how to save and live sufficiently as follows:-

- Organize Provident Fund and Saving Cooperative for employees within the Sahapat Group.
- Encourage various banks and financial institutions from outside to receive deposits, as well as life insurances.
- Organize training for “Save for the Future” Course for employees.

7. Happy Family : To encourage love and bondage within the family, The company has thus organized various activities as follows:-

- Organize “Breastfeeding Corner” to encourage feeding child with mother's milk.
- Organize activity to create good relationship between mother-child.
- Encourage employees' children that are in schools to have extra income during school holidays.
- Provide training with topic “Mother, Child, Warm Love Touch” to pregnant employees and after birth.
- “Hundred Hearts Make Flower Garland for Mom” Activity



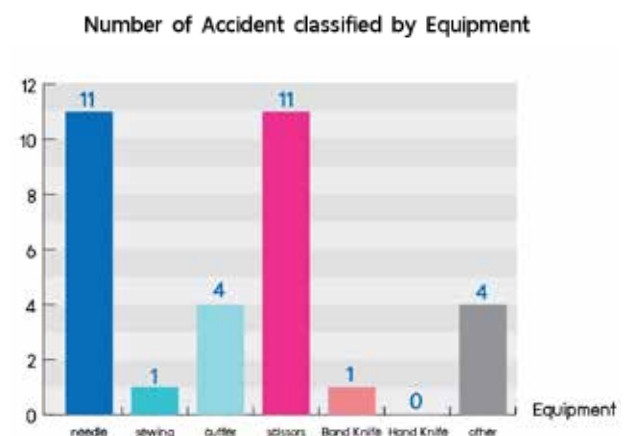
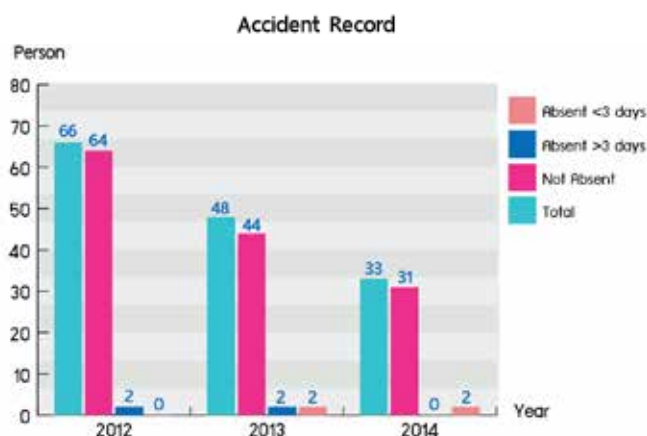
8. Happy Society: The company instills employees to have social responsibility conscience and be a part of creating good society through various activities as follows:-

- “Wacoal Spirit” Activity to encourage learning to students in schools around the company.
- “Teach Kids to Read and Love Learning” Activity
- “Fun, Happy, Good Children’s Day” Activity

Safety and Hygiene in Working

Safety in the workplace is very important for employees, The company emphasizes on instilling the conscience to create safety culture within the organization. As a result, statistics from accidents at work has been reducing continually. In 2014, total accident cases is 33, with 2 accidents that employees must stop from their work from a total of 2,540 employees, equivalent to 0.08%.

The company has joined in activity to campaign against reducing accident in work to zero and participated in the competition and received “Outstanding Working Place for Safety and Occupational Hygiene and Environment”, “which is organized by the Welfare and Labor Protection Board Ministry of Labor. The company has applied the information and regulation to develop and improve safety in the work place.



Knowledge Development and Safety Skills

The company organized various safety courses as follows:

1. “Build up Safety Culture within the Organization” Course
2. “Safety Officer at the Supervisor Level” Course
3. “Primary Fire Extinguishing and Fire Escape Drill” Course
4. “Preliminary First Aid” Course
5. “Working with Chemicals and Response in regards to Leak Chemicals” Course



Check Safety Equipment

The company has checked the safety equipments to prevent against danger such as check the barrel of fire extinguisher, fire extinguishing water hose, warning signal system when fire occurs, explore and improve Fire Escape Routes so that they are always ready for usage.



Analyze Working Environment

The company organizes to examine and analyze the working environment in order to know the source that creates pollution, amount of pollution in the Company and control quality of environment so that working condition is safe. This is the basic information to be aware about diseases or sickness from work and to find ways for prevention.



Encourage Safety

The Company has organized the SHE-Q Day (Safety Health Environment - Quality Day) Activity to campaign for employees to become aware about the importance of safety in the organization and during the Songkran Festival. Campaign for employees to drive safely and do not drive when drunk.



5. Responsibility towards Consumers

The company has gained customers' confidence due to our quality and safe products. We pay attention to the environment through quality production management in every production process that meets the international standard. There is also continuous research and improvement of the products to meet customers' demand.

Standard and Safety for Customers

The company has been certified with various standards and systems to give confidence to customers as follows:-

1. Has been certified with Product Quality Management System ISO 9001: 2008 from the design process, raw materials sourcing, sewing, checking the packaging and every process is verifiable.

2. Laboratory Center to check quality which meets the International Standard ISO/IEC17025 : 2005 under the Test Standard of JIS and Wacoal Corporation, Japan. After washing, products retain their shape, color and safe from chemicals, and durable during their lifetime as in other general products.

3. Industrial Product Standard, safe from colors and hazardous chemicals Thai Industrial Standards Certification 2346-2007. Consumers can be confident that colors and chemicals used in the dyeing process are free from carcinogen. Currently, Wacoal lingerie the company underwear is the first and only company to be certified and received Thai Industrial Standards Certification 2346-2007 for its production process and products that are free from toxic chemicals and are friendly to the environment.

4. Develop products and services to meet the demand of society and environment for consumers. This is beneficial for the company in parallel with business operation such as Wacoal Sports ECO , Wacoal COOL.

5. Environmental Management Standard ISO 14001 : 2004 Green Label Product Cool Mode Product and Carbon Footprint Product

Products and Service Label Display

The company has shown the product labels or on the packaging in accordance to the international standard and criteria of the Consumers Protection Office. The purpose is for consumers to receive correct information and display signs to let consumers realize about our quality certification for Safety Standard and Care about the Environment, reduce global warming to help them to make the decision to buy the products.



TIS 2346-2007

Clothing - Underwear



TGL-16-98

GL 2009/405

Free from hazardous colors and chemicals.



Marketing Communication and Customers' Privacy

The company emphasizes and are responsible for persons with interests. The guideline to be responsible to customers through various channels such as Website, Call Center, customers relations to use as guideline in the operation of the Company as follows:-

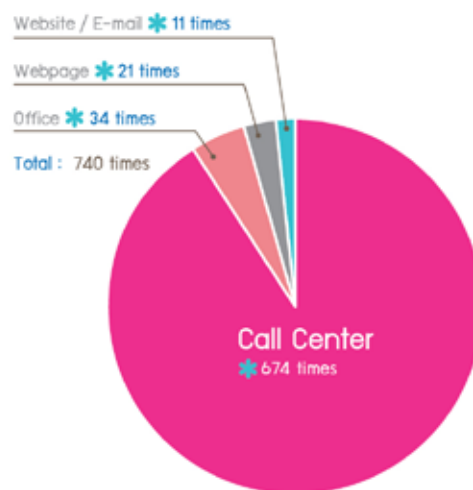
1. Provide correct, sufficient and up-to-date information to customers so that they know about the products and services. This is not overstated which may cause misunderstanding.

2. Contact customers politely, effectively and gain their confidence. There is also channel easily accessible by customers to file complaints about product quality and safety. Our response is also quick.

3. Keep customers' information as confidential and do not use the information for own interest or related person in illegal way.

4. Provide recommendation about usage method and service of the company efficiently and of most interest to customers.

Communication Channel with Customer



6. Environmental Management

Sustainable usage of the Natural Resources

Wacoal Bra Day Year 3 “Valuable Bra...Create Jobs Love the Environment” Project

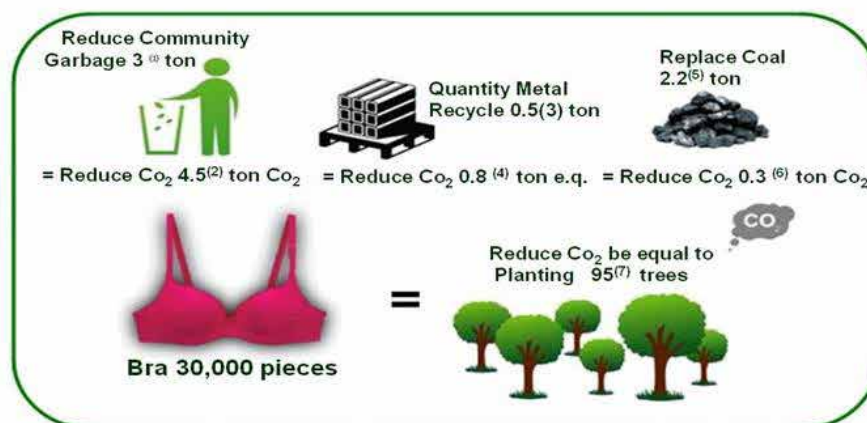
The company is the first women underwear producer of Thailand, who receives return of old and unused underwear. The general public can donate their bras to be used and create value with the 3R Principle as follows:-

1. **Reuse** : Recycle old bras which are in good condition and give bras and raw materials to Women Status Association so that they can use raw materials to make other things and create income and jobs.

2. **Reduce** : Recycle old bras and convert into energy source by burning with cement production, in cooperation with GEO Cycle, business line of Siam City Cement Plc. This will reduce community garbage and energy usage from natural source as well as reduce greenhouse gas.

3. **Recycle** : Remnant from the wire structure, adjustable rings and hooks which are made of metal are melted to be reuse again. In this way, resource is used most efficiently and worthwhile.

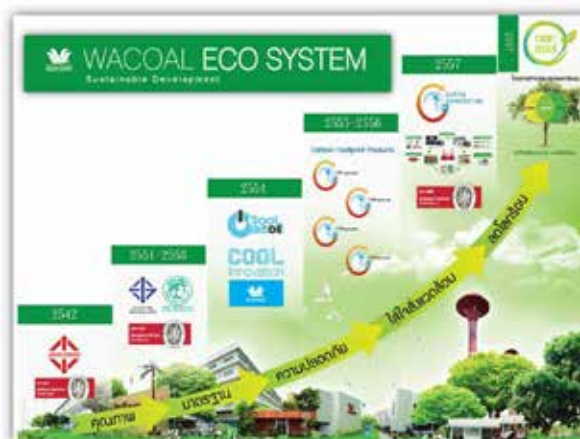




- (1) Total number of bras received from donation 30,000 bras x average bra weight 100 grams each
- (2) Number of bras received from donation 30,000 bras x amount of CO₂ of bra at landfill stage 0.15 kg.CO₂eq.
- (3) Amount of metal from wire of bra structure, adjustable rings, hooks, because cannot be burn together with the cement production process.
- (4) Amount of recycled metal 0.5 ton x CO₂ value of metal 1.6382 kg.CO₂eq.
- (5) Bra heat energy value 6,031 cal./g x amount sent for extermination 1,450 kg.) / heat energy value of lignite 4,000 kcal/kg.
- (6) Amount of coal that can reduce its usage 2.2 tons x CO₂ value of coal production 0.1187 kg.CO₂eq.
- (7) Amount of CO₂ that has reduced altogether 5.6 tonCO₂eq. / Amount of CO₂ storage of eucalyptus tree 59 kgCO₂eq./tree

Inventory and Environment Management

The company emphasizes on quality, standard, safety and pay attention to the environment by product management and process in the whole organization under the “WACOAL ECO SYSTEM”. In 2014, the company has passed the assessment tests for greenhouse gas release or carbon footprint of the organization and carry out activities to compensate for greenhouse gas release organized by the Thai Federation of Industries and Greenhouse Gas Management Organization Plc.



Product Development to reduce effects on the Environment

Development to reduce effects on the Environment The company underwear has been approved by the EIA about Product Life Cycle Assessment:LCA. This is a process to analyze and assess effects of products on the environment throughout the product lifetime from raw materials, production process, transportation, product usage and product waste management after usage. The goal is to inform about usage of resource and energy and effects on the environment throughout the lifetime of underwear products. Specify the source of such effects in order to find solution to reduce the effect.

The company has chosen to assess product effects on the environment in the Wacoal Cool (WB5U99) Product Group. Consideration about the wearers and environment was taken into the account for the design as compared to general product groups (WB3A14) and can reduce effects on the environment.

Wacoal Cool Product Model WB5U99



- Reduce greenhouse gas release by 50% ⁽¹⁾
- Reduce toxic to humans 30% ⁽¹⁾
- Reduce acidic ground by 35% ⁽¹⁾
- Reduce the loss of fossil resource by 35% ⁽¹⁾

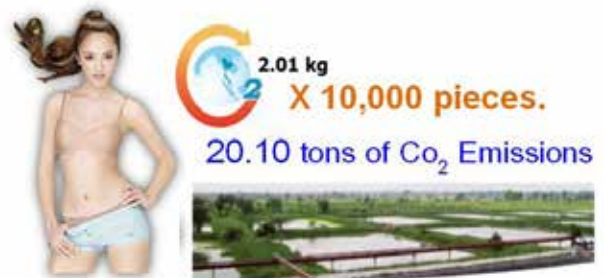
Reduce greenhouse gas release up to 14.7 ton Co₂eq.⁽²⁾

- (1) Asses carbon value by using the SimaPro7 Program. The amount of Co₂ released of WB3A14 = 2.01 kg Co₂eq. and WB5U99 = 1.03 kg Co₂eq.
- (2) Calculated from total production of WB5U99 15,000 bras x difference between amount of Co₂ reduced is 0.98 kg.Co₂eq.



Reduce the Greenhouse Gas to reduce Effects on the Environment and Reduce Global Warming Activity

The Company has participated in the activity to compensate the carbon dioxide of products that have passed the carbon footprint. The company received the Carbon Neutral Certificate. The product with highest sales registered carbon footprint is lady underwear Model WB3A14 B75 Nude, which releases Co₂ amount 2.01 kg Co₂ Emissions total 10,000 underwear. The total amount of Co₂ is 20.10 tons. Emissions must be zero by using carbon credit from Waste Water Treatment Project, Kampangphet Province for compensation.



Wastewater treatment, Thailand
This project is engaged with reducing global warming and food or pollution in a Thai water system by replacing methane and generating sustainable energy and social benefits for local communities

Carbon Footprint Assessment of the Organization

The company has participated in the "Carbon Footprint for Organizations in the Industrial Sector" Project by the Thai Federation of Industries and Greenhouse Gas Management Organization (Public Organization). The objective is to encourage the industrial sector to calculate the amount of greenhouse gas released through various activities of the company and to find ways to effectively reduce greenhouse gas release.



Total Greenhouse Gas Emission: 4,836.84 ton Co₂eq/year

(Direct GHG + Energy Indirect GHG)

Direct GHG emissions 516.62 ton Co₂eq.

Energy Indirect GHG emissions 4,320.22 ton Co₂eq.

Other Indirect GHG emissions 127.79 ton Co₂eq.

Reduce Global Warming by Using CoolMode Clothesline Product as Employees' Uniforms

The company participated in the "Organization Reduces Global Warming by using the Cool Mode" Clothesline organized by the Greenhouse Gas Management Organization (Public Company Limited) and the Textiles Industry Development Institution by encouraging the usage of CoolMode clothesline as employees' uniform, in order to respond to reduce effects on the environment. The characteristics of CoolMode fabric is cool to wear and not hot. Persons can stay in the building or room with temperature at 25°C without feeling uncomfortable. This helps to reduce electricity usage in air conditioner and reduce the release of greenhouse gas both directly and indirectly. (By increasing the temperature by 1 degrees Celsius, it can save 10% energy).



Prevention and Restore the Environment and Biological Varieties

The company has joined with S & J International Plc. In the "Change the Forests for the Queen" Project. A total of 80 employees and their families participated in forest planting activity at the Khao Khaew Wildlife Conservation Area - Khao Chompu, Chonburi Province.



Energy Management

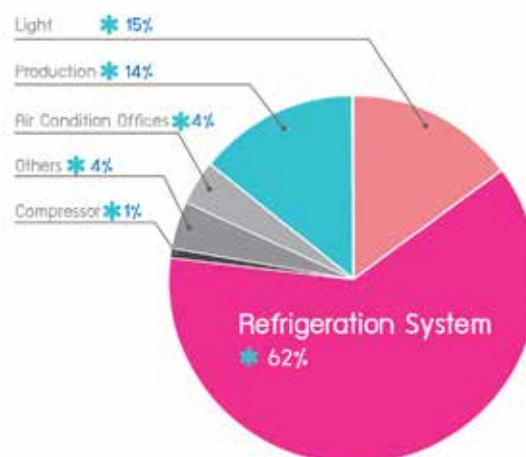
In 2014, The company has developed our energy usage to meet international standard system and has received certification for Energy Management ISO 50001: 2011, which has become the guideline and policy of the management. The objective is to control energy usage most efficiently, reduce cost in the production process and reduce the effects of energy usage on the environment.

The company uses Secondary Source in the production process as the indirect energy from Electricity Authority of Thailand. In 2014, the electricity consumption is 7,789,000.0 kWh. as compared to total energy usage in 2013, up by 4.70 %, due to increased production by 9.40 %. The energy consumption increased from the Product Classification Division and Finished Goods Warehouse. The percentage of energy consumption is 62 %, which is air conditioning system and is important equipment in energy consumption, 14% in production process and 15% lighting system respectively.

Electricity Energy Consumption Statistics Year 2012 - 2014

Electricity Energy Consumption (kWh.)			Energy Consumption/Product Unit Index (MJ/ piece)		
Year 2012	Year 2013	Year 2014	Year 2012	Year 2013	Year 2014
8,281,000	7,432,000	7,789,000	2.77	2.95	2.82

System	Electricity Consumption	
	kWh./Year	%
Lighting	1,168,350	15
Office air condition	311,560	4
Refrigeration system	4,829,180	62
Production	1,090,460	14
Compressed air	93,468	1
Others	295,982	4
Total	7,789,000	100



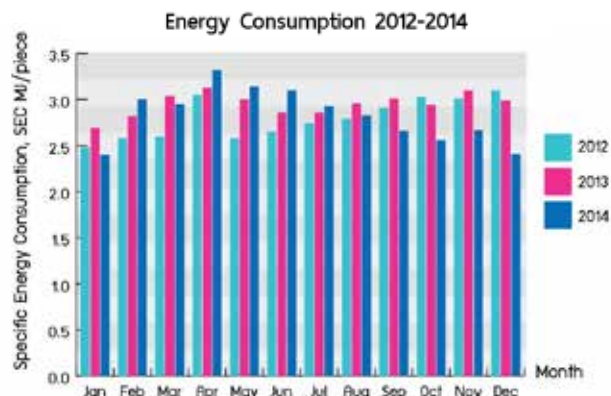
The company has launched the project to reduce energy consumption through activities on a continual basis and stimulates employees to be conscious about energy conservation within the organization. We have also invested to improve efficiency of machinery and equipment. In 2014, The company has implemented more energy conservation measures by using measures that do not need investments such as the Power Quality Measure to improve efficiency for electricity distribution by canceling the electric transformer with low load factor and manage the remaining electric transformers more effectively. The efficiency control measure or the capacity of the machinery determines that the most effective machine should be used first. The investment measure such as lighting system use the LED technology instead, change to use the fluorescent 36 Watt to 18 Watt LED bulb. The Energy Conservation Measure for air conditioning system: change the cooling tower, as a result, the electricity consumption in the air conditioning system is reduced. From the investment and non-investment Energy Conservation Measures, the Company has been able to reduce energy consumption by 350,001 kWh./year. This is a saving of 1,490,999 Baht with total investment of 1,155,000 Baht and the ROI period is 1 year. The amount of greenhouse gas reduced is 211.51 tons of carbon dioxide.



No.	Energy Conservation Measure	Result of Energy Conservation in Year 2014				
		Reduced Electricity Consumption			ROI Period (Year)	Amount of Reduced Greenhouse Gas (ton CO ₂ eq.)
		kW.	kWh./Year	Baht/ Year		
1	Cancel 2 sets of Electric Transformers size 500 kVA. At Building 3	14.0	61,320	261,223	immediately	14.13
2	Change the Cooling Tower 400 TR at Building 4 Floor 2	96.0	223,674	952,851	0.63	160.92
3	Change 650 sets of LED 18 W. light bulbs	18.0	54,600	232,596	1.54	30.63
4	Change the Fire Escape Signs with LED 10 W. total 66 sets	1.2	10,407	44,329	2.83	5.83
	Total		350,001	1,490,999	0.80	211.51

Besides this, the committee of Energy Management has drawn up energy conservation activity and training in various fields such as technique to check leaked air in compressed air machine, check repair and maintain boilers, basic check of conveyor belt system as well as measure and analyze energy consumption of production technicians. The company also organized the Energy Conservation Day SHE-Q Day 2014 to stimulate employees to pay attention to energy conservation.

The operation result has shown that the objectives and targets were achieved. In 2014, the target is to reduce energy consumption by 3% of energy usage per production unit index. The target value is not more than 2.86 MJ/piece. The average obtained is 2.82 MJ/piece, which is lower than the target. This means that energy consumption is more effective. After comparing the electricity usage unit with the based Year 2012, the accumulated electricity usage statistics shows that it saves electricity 1,341,000.0 kWh., value saved 5,787,756 Baht and reduced greenhouse gas release equivalent to 752.30 tons of carbon dioxide.



7. Social and Community Development

The Company as an organization in society emphasizes on taking care and develop the society and communities on a continual basis, especially projects which conform to business operation. The Company will use its capabilities and potentials to support economic, social and community activities.

“Wacoal Pink Ribbon....Fights Breast Cancer” Project

The Company has organized the “Wacoal Pink Ribbon....Fight Against Breast Cancer” Project consistently for over 15 years. The intention is to help Thai women to be free from breast cancer. The operation guideline is from prevention, treatment and creates balance in complete cycle. In 2014, projects and activities are as follows:-

“New Generation joined to fight against Breast Cancer Year 1” Project

Joined with the National Cancer Institute and invite nursing students nationwide to send in breast cancer prevention campaign. The objective is to trigger their awareness and expand to new generation age groups so that they are beware of harm from breast cancer through the “Wacoal Pink Ribbon Fight Against Breast Cancer” Project. In 2014, a total of 27 projects were sent. Five Projects were selected as winners and will receive the trophy by Her Royal Highness Princess Siriwanwaree Nareeratana as well as scholarships. The first prize is the team from Saint Louis College Nursing School with the “The Smart Pink ribbon” Project. It is the innovation on smart phone application that has the content about breast cancer prevention and health recovery after breast cancer operation



“Mother and Child Bondage to Fight against Cancer on the Royal 82nd Anniversary of Queen Sirikit” Project”

The Company has joined with the National Cancer Institute to organize charity activities for Thai women and went to the area to organize activity to check for breast cancer by bringing the digital mammogram mobile van to provide the service and consulting about breast cancer to 40 poor mothers at the Wasavej Social Welfare Development Center for the Aged, Phra Nakhon Si Ayutthaaya Province and 43 women at the Wat Rachathiwat School, Dusit District, Bangkok. A total of 83 persons.



Wacoal Cares Your Breasts. Mammogram Saves Your Life Project

Build up network and cooperate with the National Cancer Institute, regional cancer hospitals within the Bangkok Hospital Group and Samitivej Hospital and 22 nursing homes nationwide. The Company campaigns for Thai women to take care, check their breasts by themselves, check mammogram with ultrasound on an annual basis.



“Balancing Bra Donation” Project

The company has invented and improved the underwear “ Balancing Bra “ so as to create a balance in shape and build up confidence in women who have lost their breasts since 2005. In 2014, The company has given underwear and artificial breasts to 1,266 women nationwide without charging any expense. This Project is still in effect today.



“Wacoal Bra Day Year 3” Project

Campaign for Thai women to donate old bras and use materials from old bras to make things, which create jobs and income through the Association for the Promotion of the Status of Women under the Royal Patronage of HRH Princess Soamsawali. Besides this, The company has launched the “Wacoal Bra Day Year 3” Project, which encouraged the use of remaining materials to make decorations as well as provide industrial sewing machines and personnel to teach techniques how to use and maintain the machines, so that they can build up occupation and create extra income.

Old bra received from donation	30,000	pieces
Work produced (Yr 2014)	1,629	pieces
Income	72,245	Baht



“Wacoal Pink Ribbon Fight against Breast Cancer for the Community ” Project

The company has joined with the National Cancer Institute and the Bangkholaem District Office to organize training and provide knowledge to women in various communities, so that they can take care of themselves and stay away from breast cancer. The total number of participants is 41 persons. Expert doctors from the National Cancer Institute provides knowledge about breast cancer and taught techniques how to check for breast cancer by themselves as well as are examined for breast cancer by expert nurses. If any abnormality is found, the Company will send sample to check in details with the digital mammogram again.



Educational Support

- Give research fund to Mahidol University and scholarship fund for students at Thai-Japanese Technological Institute.
- Join with Sahapat Textiles Group and give 40 scholarships at the Bachelor Degree 4 year level in Textiles Chemical Engineering Major and Textiles Major at the Rajamangala University of Technology Krungthep.
- Support educational institutes for training during Summer, Cooperative Education and other special projects. We also provide opportunity for University to bring students to visit our workplace.



“First Bra On Tour” Project

Giving knowledge and understanding about physiological change in women when they reach puberty and becoming teenagers at schools nationwide.

Area	Total (schools)	Amount (Persons)
Bangkok and its vicinity areas	68	15,000
Eastern Region	23	6,025
Central Region	21	6,021
Southern Region	24	7,500
Northern Region	25	6,000
North-East Region	24	6,500
Total	185	47,046



Drugs Prevention

The company has the intention to implement the Drugs Prevention and Corrective Measure in the workplace by appointing a committee to campaign, be aware, caution, prevent and solve drug problems in cooperation with the Bangkholaem District Office. Check for drugs by sampling is carried out twice a year.

Charitable Activities for Society and Communities

In 2014, the company has donated money and things to various organizations as charities which cover the communities, temples, hospitals and various charitable organizations such as

- Provide financial support to the National Cancer Institute Foundation to take care of those with breast cancer and lack of money.
- Support the construction of Breast Cancer Center, Khon Khaen Hospital
- Provide financial support to the Ramathibhodi Foundation to treat patients who lack money.
- Provide scholarship funds for students of Thai-Japan Technology Institute.
- Support novice ordinations in Summer at Bang Klo Nok Temple.
- Support research work to Science and Sports Technology College, Mahidol University



8. Innovation and Dispersion of Innovation

Social Service Innovation

The intention is that every woman will look beauty, “Wacoal” therefore has created special service specifically for women by providing consulting and recommendation based on over 44 years of accumulated knowledge and experience. Wacoal Body Clinic was established to provide services to women and customers who have physiology problems. The innovations for special products that meet customers’ needs are as follows:-



1. Exclusive Foundation : Individual underwear for those with special physiology.
2. Clinical Wear : Medical clothing, treatment of injuries from fire, water scalding in order to press the swelling injury and make it look smooth.
3. Surgical Wear : Medical clothing used to replace bandage and wear after surgery.
4. Health Care : Underwear for health and for better personality
5. Balancing Bra : Bra and artificial breasts that help to boost confidence in life for women who have lost their breast from breast cancer operation .
6. Magic Body : Underwear for those who have changed their sex or those who have not changed their body shape to look like woman

Innovation to Reduce Effects on the Environment

Wacoal Sport Eco Product Reduces the Usage of Natural Resource and Reduce Effects on the Environment

The company produces underwear for women who want to exercise as well as conserve the environment. Used PET water bottles are processed through modern technology to obtain recycle PET yarn, which is used to produce Wacoal Sport Eco. On the average, 1 PET bottle contains 1.5 liter, total 2.5 bottles.

Therefore, if compare the occurrence of greenhouse gas release between products which use recycle PET yarn and Polyester, it is found that

Wacoal Sport Eco Bra reduces CO_2 by 0.064(1) kg. CO_2 eq. each

Wacoal Sport Eco Pant reduces CO_2 by 0.197(2) kg. CO_2 eq. each



- (1) Amount of CO_2 of Sports Bra, Polyester fabric 100% 0.153 kg CO_2 eq. - Amount of CO_2 of Sports bra used, recycle PET 0.089 kg. CO_2 eq.
- (2) Amount CO_2 of sport pant polyester fabric 100% 0.336 kg CO_2 eq. - Amount CO_2 of Sport pant that uses recycle PET 0.139 kg. CO_2 eq.
- (3) Calculated from (Production Volume of sport eco bra 46,000 bras x CO_2 reduced 0.064 kg CO_2 eq.) + (Production Volume sport eco pant 10,000 pants x CO_2 reduced 0.197 kg CO_2 eq.)

- (4) Total products produced 56,000 bras x amount of PET bottles used per product 1 bra 2.5 bottles
- (5) Calculated from (Number of PET bottles 140,000 bottles x weight of PET bottles size 1.5 liter size 30 grams) x Amount that creates CO_2 of garbage plastic bottles 2.32 $\text{tonCO}_2\text{eq/ton Garbage}$.(Information from Thailand Greenhouse Gas Management Organization (Public Organization))

Raw Materials and Product Innovation to meet Customers' Demand

The company creates quality products in parallel with sustainable environmental conservation by using raw materials with special characteristics to develop into products and to meet customers' demand.



iQUILT : Raise the Breasts.... Not Stuffy

The company has developed the quilt sewing technique on non-woven fabric. Breasts will look full, firm in all directions and not stuffy with special air ventilation at the breast line 360 degrees. Feel confident every time she wears. Stay in shape throughout product lifetime. The product has received Intellectual Property Protection with Petty Patent Number : 9053. Breasts feel firm for Vienna Product Group.



3D Control



3D Breathe

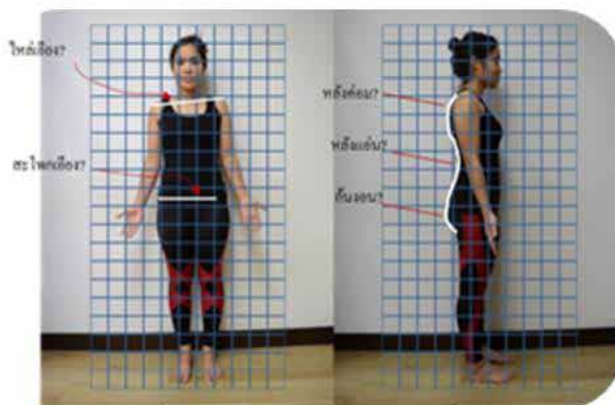


Innovation for Survey and Research Thai Women Physiology

The company has joined with Science and Sports Technology College, Mahidol University and nationwide network to survey the body shapes and physiology of Thai women. Laboratory was established to analyze body shapes and products, so that they conform and are suitable for women at each age group and their activity in each time period. In 2014, survey was carried out on 1,400 Thai women and collected information on their physiology their age range from 8 -60 years old (started survey June 2014). The target is to analyze physiology of 2,000 persons/ year with the TANITA machine and use the height, weight, age and sex information to analyze. Dart Fish Program is used to analyze physiology. Information survey is used to improve products especially products for exercise or sports. The time period of this Project is 3 years from 2014 - 2016.



TANITA MACHINE



DART FISH PROGRAM

Honorary Awards Year 2014



Best Social Responsibility award for listed companies with market capitalization of Baht 2,000-10,000 million from the Stock Exchange of Thailand at the SET Awards 2014.



Outstanding Social Responsibility award for listed companies with market capitalization of Baht 2,000-10,000 million from the Stock Exchange of Thailand at the SET Awards 2014.



CSR Recognition Award for listed companies with market capitalization of Baht 2,000 - 10,000 million from the Stock Exchange of Thailand.



Outstanding Award for the 10th Sahagroup Innovation for Energy Saving & Global Warming & Environment from "EIA Approval" Project.



From the annual survey on Thai listed companies, The company has been assessed for good corporate governance at the "Very Good" at the Top Quartile level of listed companies with market capitalization between Baht 3,000 - 9,999 million consecutively for the third year from the Thai Institute of Directors Association (IOD) and the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET), although the IOD has revised the survey criteria and method to make corresponding to the ASEAN CG Scorecard.



Trophy to praise company that has been approved for having campaigned to reduce accidents at work to zero for Year 2014 by the Welfare and Labor Protection Bureau, Ministry of Labor.



“Outstanding Workplace for Safety, Occupational Hygiene and Working Environment at the Provincial Level” Award in 2014 from the Welfare and Labor Protection Bureau, Ministry of Labor.



Honorary Certificate to approve Drugs Prevention and Solution Measure in the workplace from the Welfare and Labor Protection Bureau, Ministry of Labor.



“Reduce Global Warming by Production and Usage of Cool Mode Products” Honorary Certificate from Greenhouse Management Organization (public organization) jointly with the Textiles Industry Development Institute



Honorary Certificate to certify carbon footprint of the organization and Certificate for Organization that helps to reduce global warming by using Cool Mode clothing from the Greenhouse Gas Management Organization (public organization)

Internal Control and Risk Management

The Board of Directors' opinion regarding the internal control system of the company

Thai Wacoal Public Company Limited has recognized the importance of internal control system. The Board of Directors has appointed The Audit Committee to review the assessment of the company's internal control to ensure that it is a sufficient and appropriate system, as well as to provide accurate and credible accounting system and financial report, also to contribute asset protection and mitigate damage occurred from errors and corruption, along with effective compliance with relevant laws and regulations.

At The Board of Directors' meeting no.6/2014, on February 23, 2015, The Board of Directors, including 3 members of The Audit Committee evaluated the company's internal control system for 2014. According to the internal audit and inquiring for information from the management, The Board of Directors did not find any significant deficiency regarding internal control system; therefore, they agreed that the company had sufficient and appropriate internal control system which was compatible with the current operation. Also, there are enough personnel to implement the system effectively, as well as the monitoring system to look after the operations of its subsidiaries and ensure that the company assets are protected from misappropriation of directors and executives, acting without power. These can be summarized as follows:

1. Control Environment

The company has assigned explicit policies and objectives of business with evaluation by considering fairness to employees, customers, trading partners, and responsibility to shareholders, society, community and environment. It has also reviewed the implementation of the goals set on a regular basis to comply with the conditions at that time.

Moreover, the company has established organizational structure with decentralization to provide operational flexibility and balanced assessment. It also has set up a charter of various committees in order to separate duties and responsibilities of The Board of Directors and the management apart, thus allowing effective operation. Additionally, there were policy on corporate governance, business ethics, and code of conduct of directors, executives and employees in writing, which were acknowledged by all directors, executives and employees as guidelines for everyone to perform their duties with integrity, and restrain from posing conflict of interest with the company, including not corrupting which causes damage to the organization. The company has set up monitoring and evaluation process, based on the principles of good corporate governance and regulations in such work. Provided the company found disobedience, it would have the process which could appropriately punish and manage with any violations in due time.

With human resource management philosophy "The Better the Employees do, the More Excellent WACOAL is.", the company has assigned policies and procedures for recruiting, elevating capabilities and retaining key personnel consistently and continuously, including a fair and proper performance evaluation system.

2. Risk Assessment

The Board of Directors has assigned The Risk Management Committee to take care of risk management in a systematic and effective manner. There was risk analysis that revealed probable risks causing from internal and external factors which could affect business conduct of the organization. It has also decided clear working plan and working procedures, as well as constantly followed up on risk management result to ensure that it is at acceptable level. This included all executives to engage in risk management and communicated to all employees to comply with as a part of organizational culture.

The company has evaluated the potential for corruption and carefully reviewed the targets of operations, as well as considered the reasonableness of offering incentives or rewards to employees that does not encourage them to act in an inappropriate manner. In addition, The Audit Committee has considered and inquired from the management about the likelihood of fraud, and the company's measures to prevent or resolve corruption. With this regard, the company communicated to all employees to understand and follow the policies and guidelines on anti-corruption, also not to pay a bribe for business interests as stated by the company.

Moreover, the company complied with generally accepted accounting principles and suitable for business, by revealing financial report that is fully accurate and reflects the operating activities of the company.

3. Control Activities

The company has clearly specified the limitations of authority and approved credit line for each management level in writing, as well as separated duties and responsibilities of each department apart for counter-verification. It has also set the regulations concerning financial transaction, purchasing, and general management in writing, to prevent from authority abuse seeking to misappropriate company assets, or acting beyond mandate. Additionally, the company also had monitoring measures allowing the company operations to correspond with related laws. In the case of transactions with the major shareholders, directors, executives, or those who are involved with such persons, the company has followed related procedures and regulations with regard to the best interest of the company (at arms' length basis). There was also a policy about the approval of business transactions that must be carried out by those with no conflict of interest to prevent from putting the interests of the company to private use.

Furthermore, in the case of the approval of business transactions with long-term binding effects on the company, the company has follow-up measure to ensure full compliance according to agreed conditions. Also, the company has regularly reviewed over the appropriateness of the contract in accordance with the situations, as well as consistently monitored business operations of its subsidiaries and associate.

4. Information & Communication

The company has presented sufficient information and documents to The Board of Directors in advance as relevant references for their decision-making. In addition, the company has drawn up financial statements in compliance with Thai Financial Reporting Standards (TFRS), by selecting accounting policy which is suitable with the business nature of the company. The company also stored accounting documents and other related accounts in an orderly and classified manner, kept in the safe place according to the duration of time required by law. Moreover, the company hired the outside consulting agency to examine and assess the risks in protecting and safeguarding the IT structure on a yearly basis.

The company effectively communicated information to inside and outside the organization with appropriate channels, in order to encourage internal control to be proceeded as required by the company. It also provided a whistle blower hotline for information or clues about fraud or corruption, while the detail of the complainers and complaints will be kept confidential.

5. Monitoring Activities

The company has appointed superior of each division to monitor and evaluate performance regularly to ensure that internal control is carried out fully and appropriately. In this regard, The Internal Audit Office was responsible for the checking, analysis and assessment of various internal control systems, together with the regular follow-up on their implementation. The results of the audit were reported directly to The Audit Committee, who holds their joint meetings every month. Provided that significant deficiency is detected, The Audit Committee will report the matter to The Board of Directors, suggesting improving the situation and monitoring progress in improving deficiencies regularly.

The Audit Committee's opinion

The Board of Directors saw that the company's internal control system and subsidiaries' management control system are sufficiently appropriate, as well as The Audit Committee, that agreed with the opinions from The Board of Directors (For more information, see The Audit Committee's Report), including auditors who had no observations on internal control.

Head of Internal Audit Office and Head of Compliance Unit

1. Head of Internal Audit Office

The Audit Committee approved of Mrs. Nuanchan Tuangjareontip, to take a position as head of Internal Audit Office, since the person has good quality of knowledge, abilities and experiences in such work.

Name/ Position	Education	Trainings
Mrs. Nuanchan Tuangjareontip Internal Audit Manager, Secretary to The Audit Committee and Secretary to The Risk Management Committee	Bachelor Degree Faculty of Economics and Business Administration, Majoring in Finance and Banking Kasetsart University	<ul style="list-style-type: none">- Internal control system by COSO- Risk management framework- Internal control for financial report for CFO- Fraud Audit- Sampling in Audit- Self-assessment guidelines for anti-corruption measures- Project of Professional Business System Development

Accordingly, the Audit committee agreed that the company's head of Internal Audit Office possesses adequately appropriate education, experiences, and trainings to perform as head of Internal Audit. (For more information, see The Audit Committee's report).

In case of appointment, transfer, and dismissal of the company's head of Internal Audit Office, the approval from The Audit Committee must be received as stated in the Charter of The Audit Committee.

2. Head of Compliance Unit

The company has not appointed the position of head of Compliance Unit directly, but assigned the supervisors to be responsible for each field of the work. This is to ensure that the operations are in accordance with the laws, regulations, and requirements of related agencies.

3. The Accountant

The company has assigned Mrs. Onanong Saengpumpong, Executive Director and Director of Accounting and Finance Division, to act as the Company Accountant, in accordance with The Accounting Act B.E. 2543. Her responsibilities are to supervise the compilation of the financial statements and to ensure that the disclosure of the company's information is duly carried out in a comprehensive and accurate manner. (See the details on the Accountant's educational background and working experiences, under the heading "Personal information of company directors and management members" on page 196).

Inter-Transaction

Information disclosure for inter-transaction

During 2014, the company and its subsidiaries entered into inter-transactions with parties with possible conflict of interests, according to the details as follows:

1. Normal business transaction, normal business support transaction, rental or lease transaction for immovable property (not more than 3 years), and transaction related to assets and services

Unit : Million Baht

Name	Relationship	Shareholding Percentage		Significant item	Inter-transaction Value
		Shareholding by the company	Shareholding in the company		
1. Wacoal Corporation Group	A	-	33.61	- Purchase of products/ raw materials	260.08
				- Sale of products/ raw materials	1,144.11
				- Royalty fees expenses	39.33
2. Saha Pathana Inter-Holding Plc.	A	0.68	21.26	- Royalty fees expenses	0.02
				- Consultancy fees expenses	1.20
				- Utility charges expenses	8.48
				- Immovable property rental expenses	0.25
3. SRP Nanasai Co., Ltd.	B	7.69	-	- Design and renovation fees	3.68
4. I.C.C. International Plc.	B	3.82	4.93	- Purchase of products/ raw materials	2.56
				- Sale of products/ raw materials	1,982.89
				- Hire of work income	4.69
				- Royalty fees expenses	0.30
				- Utility charges expenses	0.03
				- Utility charges income	0.21
				- Inventory management income	0.76
				- Immovable property rental income	0.94
				- Information technology system services expenses	0.07
5. Wien International Co., Ltd.	B	17.90	0.83	- Information technology system services income	0.66
				- Sale of products/ raw materials	110.92
				- Royalty fees income	0.18
				- Utility charges income	0.79
				- Immovable property rental income	2.44
				- Information technology system services income	5.67

Name	Relationship	Shareholding Percentage		Significant item	Inter-transaction Value
		Shareholding by the company	Shareholding in the company		
6. Pattaya Manufacturing Co., Ltd.	B	14.67	0.21	- Purchase of products/ raw materials - Sale of products/ raw materials - Hire of work income - Hire of work expenses - Royalty fees income - Utility charges expenses - Immovable property rental expenses - Immovable property rental income - Movable property rental income - Information technology system services income	75.13 38.65 0.51 29.63 0.49 0.09 0.72 2.84 0.50 1.39
7. Pattaya Lamphun Co., Ltd.	B	-	-	- Sale of products/ raw materials - Hire of work expenses	2.20 20.07
8. International Commercial Coordination (Hongkong) Ltd.	B	18.00	-	- Sale of products/ raw materials	7.64
9. Textile Prestige Plc.	B	18.15	-	- Purchase of products/ raw materials - Sale of products/ raw materials - Hire of work expenses - Royalty fees income	336.61 1.40 0.45 0.01
10. Morgan De Toi (Thailand) Ltd.	B	12.00	-	- Consultancy fees income - Inventory management income	3.64 0.28
11. Thanulux Plc.	B	0.83	1.39	- Hire of work expenses - Consultancy fees income	0.11 0.48
12. H & B Intertex Co., Ltd.	B	-	-	- Purchase of products/ raw materials	3.54
13. Thai Gunze Co., Ltd.	B	-	-	- Purchase of products/ raw materials - Hire of work income	7.39 6.60
14. S & J International Enterprises Plc.	B	-	-	- Purchase of products/ raw materials	12.69
15. Carbon Magic (Thailand) Co., Ltd.	B	8.33	-	- Utility charges income - Immovable property rental income	0.04 4.04
16. Waseda Education (Thailand) Co., Ltd.	B	7.14	-	- Training expenses	0.14
17. Thai Naxis Co., Ltd.	B	16.46	-	- Purchase of products/ raw materials	14.28

Unit : Million Baht

Name	Relationship	Shareholding Percentage		Significant item	Inter-transaction Value
		Shareholding by the company	Shareholding in the company		
18. S.T.G.C. Co., Ltd.	B	13.00	-	- Consultancy fees expenses - Utility charges income - Immovable property rental income	1.25 0.02 0.05
19. Thai Takeda Lase Co., Ltd.	B	-	-	- Purchase of products/ raw materials	46.25
20. Thai Bunka Fashion Co., Ltd.	B	8.00	-	- Training expenses	4.00
21. PTK Multi Services Co., Ltd.	B	-	-	- Security fees expenses	7.16
22. Thaisecom Pitakkij Co., Ltd.	B	-	-	- Security fees and security equipments rental fees expenses	4.02
23. Erawan Textile Co., Ltd.	B	16.23	1.15	- Purchase of products/ raw materials - Sale of products/ raw materials - Purchase of ordinary shares	51.13 1.01 6.50
24. Kabin Patthanakij Co., Ltd.	B	-	-	- Sale of products/ raw materials	22.88
25. Fujix International Co., Ltd.	B	5.00	-	- Purchase of products/ raw materials	1.82
26. Miss Sirikul Dhanasarnsilp	C	-	0.64	- Purchase of immovable property	144.71

Relationship Nature A = The company's major shareholders B = The company's major shareholder with over 10% shareholding
C = The company's director

Pricing Policy The company jointly decides with the distributor company to set retail selling price, by considering product design, complexity level of production process, sales forecast, sales volume, and production cost. After deciding on retail selling price (the same price applicable nationwide), the company consequently decides on wholesale price applicable to the distributor, whereby profit sharing rate generated from retail sales shall depend on the relative cost for each product model.

Remuneration Policy The company carried out inter-transactions with other companies, on a fair business practice basis, based on market prices and normal business terms being applied to those transactions conducted with unconnected outside business parties or persons.

Item	Remuneration Policy
- Inventory management fees	: Fees depending on the volume of transported products
- Utility charges	: According to the rates announced by Saha Group Industrial Park, based on actual units or volume used
- Movable property rental fees	: Fees depending on the condition and duration of such property in use
- Immovable property rental fees	: Fees depending on the location, surrounding, building condition, and utilization purpose for said assets
- Information technology system services fees	: Fees depending on the number of hardware, software, and man-day in services
- Design and renovation fees	: Remuneration based on the nature, difficulty level for such services, area size, materials used, and the renovation knowhow and techniques applied
- Business consultancy fees	: Fees depending on the complexity level of such services
- Security fees	: Fees depending on the number of security personnel for each shift
- Security equipments rental fees	: Fees depending on the type and number of security equipments selected for use in the security system
- Training fees	: Fees depending on the expenses incurred during each training course
- Ordinary share price	: Price depending on the market price in the SET
- Immovable property price	: Price depending on the references for surrounding land plots applicable to actual transfer transaction, together with the actual negotiated transaction prices between the buyer and seller

2. Transaction in providing or receiving financial assistance

Unit : Million Baht

Company name	Loan Extension					Guarantee
	Balance As of Dec. 31, 13	Additions	Settlements	Balance As of Dec. 31, 14	Interest Rate	Balance As of Dec. 31, 14
1. SSDC (Tigertex) Co., Ltd.	9.00	5.00	-	9.00	4.15%	-
2. Erawan Textile Co., Ltd.	90.00	-	-	90.00	4.75%	-
3. International Commercial Coordination (Hongkong) Ltd.	-	-	-	-	-	6.31
Total	99.00	-	-	99.00		6.31

Loan facilities provision The company and its subsidiaries provided short-term loan to related parties for total amount of Baht 99 million as of December 31, 2014 (Please refer to supplementary note to financial statements no. 6), under such policy basing interest rate on fixed deposit rate plus the increment specified by the company and its subsidiaries and the specified business tax rate.

The company and its subsidiaries did not provide long-term loan to related parties as of December 31, 2014.

Financial guarantees provision As of December 31, 2014, the company and its subsidiaries posted outstanding financial guarantees to related parties in total of Baht 6.31 million. (Please refer to supplementary note to financial statement no. 36)

The necessity and rationale for entering into transactions with parties with possible conflict of interests

To sustain the company's operations under the prevailing severe competitive situation, the company needed to secure the support of business partners and business alliance network from upstream to downstream industries, further contributing to its competitiveness and business potentials, and leading to its further development and sustainable growth in the future.

While its business partners and business alliance members might be parties with possible conflict of interests, nevertheless, The Board of Directors might find it reasonable and necessary to enter into agreement or transaction with said parties, with the interests of the shareholders and the company in mind. In such case, the transaction price would be based on normal business terms, without harboring any intention to engage in unjust transfer of company asset or interest to such parties with possible conflict of interests.

At the same time, The Board of Directors duly followed the requirements in The Securities and Exchange Act (no.4) B.E. 2551 article 89/12, by authorizing the company's management, after the completion of the annual shareholders' meeting, to enter into such transactions considered to normal business transactions and business support transactions under normal business terms in such same manner as other business partners under the same circumstances. Such transactions would be carried out without any exercise of undue influence due to such status as director, management member, or related persons, with such transactions duly reported to The Board of Directors' meeting held each quarter.

Opinions regarding inter-transactions by independent directors

For such inter-transactions considered significant, the company followed its policy in proposing such transactions to The Board of Directors' meeting, either for their approval or for further forwarding to the shareholders' meeting for their approval.

The independent directors concluded not to have any different opinions regarding inter-transactions in 2014, from those resolutions adopted by The Board of Directors' meeting.

Policy and trend for future inter-transaction

The Board of Directors duly recognized their responsibilities as the directors of public company in carrying out their duties toward the shareholders, employees, and all stakeholders, in accordance with good corporate governance practices. Accordingly, those inter-transactions likely to take place in the future, would represent normal business transactions, with the disclosure of information duly carried out in accordance with The Notification of The Capital Market Supervisory Board, regarding "rules on connected transactions".

Persons with possible conflict of interests holding combined shareholding in subsidiary / associate companies over the level of 10%

The company did not have persons with possible conflict of interests holding combined shareholding in subsidiary companies over the level of 10%. However, the company had 2 persons with possible conflict of interests holding combined shareholding in associate company over the level of 10%, as the result of the engagement in joint business investments by the company and such persons with possible conflict of interests, in utilizing their outstanding knowledge and expertise in their roles as business associates to the company.

The Board of Directors' Responsibility Report towards Financial Statements

The Board of Directors duly recognized their obligations and responsibilities in their status as the directors of SET listed company, with regard to the compilation of financial statements for Thai Wacoal Public Company Limited and its subsidiary companies. Said financial statements were prepared in accordance with Thai Financial Reporting Standards (TFRS), based on the adoption of appropriate accounting policies on a consistent basis, accompanied by careful consideration and justifiable accounting estimates.

Furthermore, adequate significant information was disclosed per the notes to the financial statements, together with necessary clarification and analysis regarding the financial positions and performances by the company and its subsidiaries, so as to contribute to the interests of the shareholders and general investors. Moreover, said financial statements were duly audited and unconditionally verified by independent certified public accountants.

At the same time, The Board of Directors had exercised efforts to promote good governance practice, and to establish risk management system and internal control system in an efficient and effective manner. These practices were intended to ensure that the recording of accounting information was carried out in an accurate, complete, and sufficient manner, in order to safeguard the assets of the company and its subsidiaries, while also safeguarding against any significant fraud or abuse.

In the regard, The company's Audit Committee whose members comprising independent directors had duly carried out audit work on the quality of the financial statements and the efficiency of internal control system. The opinions of The Audit Committee were displayed per the Audit Committee's report contained in the annual report publication, as well as the annual registration statement (form 56-1).

Accordingly, The Board of Directors concluded that, the good corporate governance practice, the risk management system, as well as the internal control system already in place at the company, were well adequate and sufficient, reasonably providing sufficient confidence to all the concerned parties that, the financial statements of the company and its subsidiaries ending December 31, 2014, were prepared and presented in substantial context, in an accurate and reliable manner.



(Mr. Manu Leelanuwatana)

Chairman



(Mr. Boondee Amnuayskul)

Managing Director

Report of the Independent Certified Public Accountants

TO THE SHAREHOLDERS AND BOARD OF DIRECTORS
THAI WACOAL PUBLIC COMPANY LIMITED

We have audited the consolidated financial statements of Thai Wacoal Public Company Limited and its subsidiaries and the separate financial statements of Thai Wacoal Public Company Limited, which comprise the consolidated and separate statements of financial position as at December 31, 2014, and the related consolidated and separate income statements and statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Thai Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the aforementioned consolidated and separate financial statements present fairly, in all material respects, the financial position of Thai Wacoal Public Company Limited and its subsidiaries and of Thai Wacoal Public Company Limited as at December 31, 2014, and financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.



Dr. Suphamit Techamontrikul
Certified Public Accountant (Thailand)
Registration No. 3356

BANGKOK
February 23, 2015

DELOITTE TOUCHE TOHMATSU JAIYOS AUDIT CO., LTD.

Statement of Financial Position

THAI WACOAL PUBLIC COMPANY LIMITED AND SUBSIDIARIES

AS AT DECEMBER 31, 2014

UNIT : BAHT

	NOTES	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
		As at December 31, 2014	As at December 31, 2013	As at January 1, 2014	As at December 2013
ASSETS					
CURRENT ASSETS					
Cash and cash equivalents		41,859,121	105,497,651	14,762,026	72,366,459
Temporary investments	4	383,947,392	558,448,843	276,232,324	462,840,086
Trade and other receivables	5	631,714,508	611,982,175	737,969,536	705,464,283
Short-term loans to related parties	6	99,000,000	99,000,000	99,000,000	99,000,000
Other short-term loans	7	41,600,000	11,800,000	41,600,000	11,800,000
Inventories	8	1,133,265,456	913,092,331	997,743,156	790,457,718
Other current assets					
Refundable value-added tax		8,262,200	1,346,369	7,494,503	543,267
Supplies		17,299,273	19,200,511	12,290,221	13,687,819
Others		2,568,433	2,104,491	1,267,188	1,933,454
		28,129,906	22,651,371	21,051,912	16,164,540
Total Current Assets		2,359,516,383	2,322,472,371	2,188,358,954	2,158,093,086

Notes to the financial statements form an integral part of these statements

Statement of Financial Position (Continued)

THAI WACOAL PUBLIC COMPANY LIMITED AND SUBSIDIARIES

AS AT DECEMBER 31, 2014

UNIT : BAHT

	NOTES	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
		As at December 31, 2014	As at December 31, 2013	As at January 1, 2014	As at December 2013
ASSETS (CONTINUED)					
NON-CURRENT ASSETS					
Deposit at bank under obligation	9	6,305,550	6,281,550	6,305,550	6,281,550
Long-term deposits at financial institution		12,000,000	37,000,000	12,000,000	37,000,000
Available-for-sale securities investments	10	1,481,692,311	1,742,872,776	1,469,917,311	1,731,322,776
Investments in subsidiaries	11	-	-	132,032,600	132,032,600
Investments in associate	12	4,578,204	4,737,942	5,084,800	5,084,800
Other long-term investments	13	631,531,667	700,670,971	628,261,667	697,400,971
Investment property	14	686,314,503	75,547,634	691,542,612	80,949,511
Property, plant and equipment	15	1,268,890,035	887,909,848	1,045,289,260	654,103,484
Intangible assets	16	23,759,628	25,500,881	23,100,815	24,685,848
Leasehold rights	17	6,101,214	7,651,371	6,101,214	7,651,371
Land deposit	18	-	207,500,000	-	207,500,000
Other non-current assets	19	4,735,923	8,598,167	3,908,689	7,767,289
Total Non-Current Assets		4,125,909,035	3,704,271,140	4,023,544,518	3,591,780,200
TOTAL ASSETS		6,485,425,418	6,026,743,511	6,211,903,472	5,749,873,286

THAI WACOAL PUBLIC COMPANY LIMITED AND SUBSIDIARIES
AS AT DECEMBER 31, 2014

UNIT : BAHT

	NOTES	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
		As at December 31, 2014	As at December 31, 2013	As at January 1, 2014	As at December 2013
LIABILITIES AND EQUITY					
CURRENT LIABILITIES					
Bank overdrafts and short-term borrowings					
from financial institutions	20	190,000,000	-	190,000,000	-
Trade and other payables	21	577,919,723	448,969,508	605,052,643	487,478,598
Current portion of financial lease liabilities	22	328,329	151,963	180,610	151,963
Accrued income tax		8,165,728	13,187,474	5,197,020	7,026,241
Other current liabilities					
Provision for loss from goods returned		34,000,000	48,000,000	34,000,000	48,000,000
Withholding tax payable		6,808,274	6,708,335	5,698,775	5,610,525
Others		5,682,126	5,791,481	769,333	986,895
		46,490,400	60,499,816	40,468,108	54,597,420
Total Current Liabilities		822,904,180	522,808,761	840,898,381	549,254,222
NON-CURRENT LIABILITIES					
Financial lease liabilities	22	1,462,089	1,217,974	1,037,364	1,217,974
Deferred tax liabilities	23	72,363,787	39,866,395	102,036,540	65,421,183
Retirement benefit obligation	24	474,244,138	460,840,638	321,036,588	318,197,728
Total Non-Current Liabilities		548,070,014	501,925,007	424,110,492	384,836,885
TOTAL LIABILITIES		1,370,974,194	1,024,733,768	1,265,008,873	934,091,107

Notes to the financial statements form an integral part of these statements

Statement of Financial Position (Continued)

THAI WACOAL PUBLIC COMPANY LIMITED AND SUBSIDIARIES

AS AT DECEMBER 31, 2014

UNIT : BAHT

	NOTES	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
		As at December 31, 2014	As at December 31, 2013	As at December 31, 2014	As at December 31, 2013
LIABILITIES AND EQUITY (CONTINUED)					
EQUITY					
SHARE CAPITAL					
Authorized share capital					
120,000,000 ordinary shares of					
Baht 1.00 each		120,000,000	120,000,000	120,000,000	120,000,000
Issued and paid-up share capital					
120,000,000 ordinary shares of		120,000,000	120,000,000	120,000,000	120,000,000
Baht 1.00 each, fully paid		297,190,000	297,190,000	297,190,000	297,190,000
PREMIUM ON ORDINARY SHARES					
RETAINED EARNINGS					
Appropriated					
Legal reserve	25	12,000,000	12,000,000	12,000,000	12,000,000
General reserve	27	323,352,052	309,836,383	323,352,052	309,836,383
Unappropriated		3,650,979,224	3,657,798,123	3,485,437,626	3,473,290,445
OTHER COMPONENTS OF EQUITY		710,688,877	604,938,674	708,914,921	603,465,351
EQUITY ATTRIBUTABLE TO					
OWNERS OF THE PARENT		5,114,210,153	5,001,763,180	4,946,894,599	4,815,782,179
NON-CONTROLLING INTERESTS		241,071	246,563	-	-
TOTAL EQUITY		5,114,451,224	5,002,009,743	4,946,894,599	4,815,782,179
TOTAL LIABILITIES AND EQUITY		6,485,425,418	6,026,743,511	6,211,903,472	5,749,873,286

Income Statement

THAI WACOAL PUBLIC COMPANY LIMITED AND SUBSIDIARIES
FOR THE YEAR ENDED DECEMBER 31, 2014

UNIT : BAHT

	NOTES	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
		2014	2013	2014	2013
Revenues from sale of goods and rendering of services	29	3,601,333,119	3,629,512,015	3,896,500,516	3,901,293,907
Cost of sale of goods and rendering of services		(2,771,476,390)	(2,837,242,355)	(3,254,334,407)	(3,293,240,771)
Gross Profit		829,856,729	792,269,660	642,166,109	608,053,136
Dividend income		61,304,139	67,636,264	168,546,505	162,495,503
Other income	30	110,246,945	129,123,492	114,246,554	130,725,740
Profit before expenses		1,001,407,813	989,029,416	924,959,168	901,274,379
Selling expenses		(102,554,146)	(96,816,441)	(98,297,558)	(94,002,058)
Administrative expenses		(523,224,091)	(510,272,859)	(437,109,332)	(425,826,876)
Management benefit expenses		(64,172,153)	(69,513,350)	(59,205,033)	(64,231,342)
Reversal of loss on impairment of investments		9,440,000	5,618,000	9,440,000	5,618,000
Other expenses		(4,073,789)	(21,935,820)	(5,093,780)	(23,588,122)
Profit before financial cost and income tax expenses		316,823,634	296,108,946	334,693,465	299,243,981
Finance costs		(476,134)	(60,568)	(439,675)	(60,568)
Share of loss from investments for the equity method		(159,738)	(346,858)	-	-
Profit before income tax expenses		316,187,762	295,701,520	334,253,790	299,183,413
Income tax expense	32	(39,457,946)	(41,337,414)	(38,590,940)	(28,870,031)
NET PROFIT FOR THE YEAR		276,729,816	254,364,106	295,662,850	270,313,382
PROFIT ATTRIBUTABLE TO					
Owners of the parent		276,696,770	254,335,026	-	-
Non-controlling interests		33,046	29,080	-	-
		276,729,816	254,364,106	-	-
BASIC EARNINGS OF THE COMPANY PER SHARE	BAHT	2.31	2.12	2.46	2.25
WEIGHTED AVERAGE NUMBER OF ORDINARY SHARES	SHARES	120,000,000	120,000,000	120,000,000	120,000,000

Notes to the financial statements form an integral part of these statements

Statement of Comprehensive Income

THAI WACOAL PUBLIC COMPANY LIMITED AND SUBSIDIARIES
FOR THE YEAR ENDED DECEMBER 31, 2014

UNIT : BAHT

	NOTES	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
		2014	2013	2014	2013
Net profit for the year		276,729,816	254,364,106	295,662,850	270,313,382
Other comprehensive income (loss)					
Unrealized gain (loss) on the changes in value of available-for-sale securities		132,187,952	(217,346,435)	131,811,963	(216,196,148)
Income tax relating to components of other comprehensive income (loss)		(26,437,591)	43,468,513	(26,362,393)	43,239,229
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		382,480,177	80,486,184	401,112,420	97,356,463
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO					
Owners of the parent		382,446,973	80,457,531	-	-
Non-controlling interests		33,204	28,653	-	-
		382,480,177	80,486,184	-	-

Statement of Changes in Equity

THAI WACOAL PUBLIC COMPANY LIMITED AND SUBSIDIARIES
FOR THE YEAR ENDED DECEMBER 31, 2014

UNIT : BAHT

CONSOLIDATED FINANCIAL STATEMENTS											
Notes	Issued and paid-up share capital	Premium on ordinary shares	Legal reserve	Appropriated reserve	Retained Earnings	Unappropriated	Unrealized gain on the changes in value of available-for-sale securities	Equity attributable to owners of the parent	Non-controlling interests	Total equity	
Balance as at January 1, 2013	120,000,000	297,190,000	12,000,000	288,244,740	3,713,054,740	778,816,169	5,209,305,649	244,721	5,209,550,370		
Dividend paid	27	-	-	-	(288,000,000)	-	(288,000,000)	-	(288,000,000)		
General reserve	25	-	-	21,591,643	(21,591,643)	-	-	-	-		
Dividend paid to non-controlling interests		-	-	-	-	-	-	-	(26,811)	(26,811)	
Total comprehensive income		-	-	-	-	254,335,026	(173,877,495)	80,457,531	28,653	80,486,184	
Ending balance as at December 31, 2013	120,000,000	297,190,000	12,000,000	309,836,383	3,657,798,123	604,938,674	5,001,763,180	246,563	5,002,009,743		
Balance as at January 1, 2014	120,000,000	297,190,000	12,000,000	309,836,383	3,657,798,123	604,938,674	5,001,763,180	246,563	5,002,009,743		
Dividend paid	27	-	-	-	(270,000,000)	-	(270,000,000)	-	(270,000,000)		
General reserve	25	-	-	13,515,669	(13,515,669)	-	-	-	-		
Dividend paid to non-controlling interests		-	-	-	-	-	-	-	(38,696)	(38,696)	
Total comprehensive income		-	-	-	-	276,696,770	105,750,203	382,446,973	33,204	382,480,177	
Ending balance as at December 31, 2014	120,000,000	297,190,000	12,000,000	323,352,052	3,650,979,224	710,688,877	5,114,210,153	241,071	5,114,451,224		

Notes to the financial statements form an integral part of these statements

Statement of Changes in Equity (Continued)

THAI WACOAL PUBLIC COMPANY LIMITED AND SUBSIDIARIES
FOR THE YEAR ENDED DECEMBER 31, 2014

UNIT : BAHT

	Notes	SEPARATE FINANCIAL STATEMENTS						
		Issued and paid-up share capital	Premium on ordinary shares	Legal reserve	Retained earnings Appropriated General reserve	Unappropriated	Unrealized gain on the changes in value of available-for-sale securities	Total equity
Balance as at January 1, 2013		120,000,000	297,190,000	12,000,000	288,244,740	3,512,568,706	776,422,270	5,006,425,716
Dividend paid	27	-	-	-	-	(288,000,000)	-	(288,000,000)
General reserve	25	-	-	-	21,591,643	(21,591,643)	-	-
Total comprehensive income		-	-	-	-	270,313,382	(172,956,919)	97,356,463
Ending balance as at December 31, 2013		120,000,000	297,190,000	12,000,000	309,836,383	3,473,290,445	603,465,351	4,815,782,179
Balance as at January 1, 2014		120,000,000	297,190,000	12,000,000	309,836,383	3,473,290,445	603,465,351	4,815,782,179
Dividend paid	27	-	-	-	-	(270,000,000)	-	(270,000,000)
General reserve	25	-	-	-	13,515,669	(13,515,669)	-	-
Total comprehensive income		-	-	-	-	295,662,850	105,449,570	401,112,420
Ending balance as at December 31, 2014		120,000,000	297,190,000	12,000,000	323,352,052	3,485,437,626	708,914,921	4,946,894,599

Notes to the financial statements form an integral part of these statements

Statement of Cash Flows

THAI WACOAL PUBLIC COMPANY LIMITED AND SUBSIDIARIES
FOR THE YEAR ENDED DECEMBER 31, 2014

UNIT : BAHT

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2014	2013	2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit before income tax	316,187,762	295,701,520	334,253,790	299,183,413
Adjustments :				
Depreciation of investment property and plant and equipment	84,133,019	77,811,318	53,109,363	53,254,999
Amortization of intangible assets and leasehold rights	5,859,733	4,806,593	5,516,963	4,503,713
Gain on sales of investment property	-	(4,149,108)	-	(4,149,108)
Gain on sales of property, plant and equipment	(1,783,949)	(4,826,227)	(1,155,211)	(1,756,069)
Share of loss from investments for the equity method	159,738	346,858	-	-
Amortized loss from investments for the equity method	946,304	-	946,304	-
Unrealized (gain) loss on exchange rate	1,711,886	(428,568)	1,711,886	(428,568)
Dividend income from investments	(61,304,139)	(67,636,264)	(168,546,505)	(162,495,503)
Reversal of loss on impairment of long-term investments	(9,440,000)	(5,618,000)	(9,440,000)	(5,618,000)
Reversal of loss from goods returned	(14,000,000)	(9,000,000)	(14,000,000)	(9,000,000)
Loss on devaluation of inventories	57,204,225	52,571,181	49,450,005	43,612,463
Loss on sales of investments	4,073,789	7,309,839	5,093,780	8,962,141
Unrealized (gain) loss on trading securities	(15,393,904)	14,625,981	(15,393,904)	14,625,981
Employee benefit expense	51,200,755	52,674,437	33,871,635	34,255,594
Interest income	(34,872,770)	(56,605,422)	(34,328,492)	(55,885,486)
Interest expense	476,134	-	439,675	-
	385,158,583	357,584,138	241,529,289	219,065,570

Statement of Cash Flows (Continued)

THAI WACOAL PUBLIC COMPANY LIMITED AND SUBSIDIARIES
FOR THE YEAR ENDED DECEMBER 31, 2014

UNIT : BAHT

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2014	2013	2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES (Continued)				
Operating assets (increase) decrease				
Trade and other receivables	(24,694,073)	21,305,568	(37,435,259)	23,314,764
Inventories	(277,377,350)	29,032,379	(256,735,443)	10,284,156
Refundable value added tax	(6,915,831)	1,793,636	(6,951,236)	1,408,112
Supplies	1,901,238	(175,460)	1,397,598	210,715
Other current assets	853,426	(709,834)	666,266	(881,679)
Operating liabilities increase (decrease)				
Trade and other payables	137,706,777	(128,955,493)	126,255,586	(104,359,282)
Withholding tax payable	99,939	(514,186)	88,250	(546,240)
Other current liabilities	(109,355)	1,486,817	(217,562)	564,608
Cash paid for employee benefit	(38,786,387)	(37,452,512)	(32,021,907)	(33,901,490)
Cash received from transfer-in of employees	989,132	-	989,132	-
Cash received from operations	178,826,099	243,395,053	37,564,714	115,159,234
Cash paid for interest	(45,356)	-	(45,356)	-
Cash paid for income tax	(39,737,260)	(68,124,429)	(30,167,197)	(51,108,524)
Net cash provided by operating activities	139,043,483	175,270,624	7,352,161	64,050,710

THAI WACOAL PUBLIC COMPANY LIMITED AND SUBSIDIARIES
FOR THE YEAR ENDED DECEMBER 31, 2014

UNIT : BAHT

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2014	2013	2014	2013
CASH FLOWS FROM INVESTING ACTIVITIES				
Decrease in temporary investments	385,909,523	846,243,116	396,844,855	724,340,317
Payment for short-term loans to related parties	-	(9,000,000)	-	(9,000,000)
Proceeds from short-term loans to related parties	-	4,000,000	-	4,000,000
Payment for short-term loans to others	(30,000,000)	(10,000,000)	(30,000,000)	(10,000,000)
Proceeds from short-term loans to others	200,000	100,000	200,000	100,000
Payment for long-term deposits at financial institution	-	(26,000,000)	-	(26,000,000)
Proceeds from long-term deposits at financial institution	25,000,000	-	25,000,000	-
Payment for purchase of investments in associate	-	(5,084,800)	-	(5,084,800)
Payment for purchase of general investments	(60,867,000)	(66,375,603)	(60,867,000)	(66,375,603)
Proceeds from sale of general investments	37,400	1,807,227	37,400	1,807,227
Payment for purchase of available-for-sale securities	(555,917,022)	(843,330,569)	(555,917,023)	(843,330,569)
Proceeds from sale of available-for-sale securities	887,660,082	466,850,271	887,660,082	466,850,271
Payment for purchase of held-to-maturity securities	-	(40,000,000)	-	(40,000,000)
Proceeds from redemption of held-to-maturity securities	-	20,000,000	-	20,000,000
Proceeds from sale of investment property	-	4,229,109	-	4,229,109
Payment for purchase of investment property	(427,950,000)	-	(427,950,000)	-
Proceeds from sale of property, plant and equipment	2,737,714	9,321,838	1,340,620	5,303,771
Payment for purchase of property, plant and equipment	(449,708,155)	(215,249,255)	(428,472,944)	(86,283,366)
Cash received from dividends	61,304,139	67,636,264	168,546,505	162,495,503
Cash received from interest	39,834,510	59,859,798	39,258,498	58,715,347
Payment for land deposit	-	(207,500,000)	-	(207,500,000)
Increase in other non-current assets	1,293,921	(13,980,453)	1,476,827	(13,626,964)
Net cash provided by (used in) investing activities	(120,464,888)	43,526,943	17,157,820	140,640,243

Statement of Cash Flows (Continued)

THAI WACOAL PUBLIC COMPANY LIMITED AND SUBSIDIARIES
FOR THE YEAR ENDED DECEMBER 31, 2014

UNIT : BAHT

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2014	2013	2014	2013

CASH FLOWS FROM FINANCING ACTIVITIES

Cash received from short-term borrowings				
from financial institutions	190,000,000	-	190,000,000	-
Dividends paid to shareholders	(270,000,000)	(288,000,000)	(270,000,000)	(288,000,000)
Dividend paid to non-controlling interests	(38,695)	(26,811)	-	-
Payment for financial lease liabilities	(442,544)	(34,063)	(378,528)	(34,063)
Net cash used in financing activities	(80,481,239)	(288,060,874)	(80,378,528)	(288,034,063)
Effect of exchange rate changes on cash and cash equivalents	(1,735,886)	3,468	(1,735,886)	3,468
Net decrease in cash and cash equivalents	(63,638,530)	(69,259,839)	(57,604,433)	(83,339,642)
Cash and cash equivalents as at January 1,	105,497,651	174,757,490	72,366,459	155,706,101
Cash and cash equivalents as at December 31,	41,859,121	105,497,651	14,762,026	72,366,459

Additional information

Cash and cash equivalents

Cash in hand	1,073,174	867,473	1,007,536	763,346
Bank deposit in savings and current accounts	40,785,947	54,630,178	13,754,490	21,603,113
Bills of exchange and certificate of deposits with maturities within three months	-	50,000,000	-	50,000,000
	41,859,121	105,497,651	14,762,026	72,366,459

Non-cash transactions

Increase (decrease) in payable on purchase of machinery, furniture, fixtures and office equipment	(8,924,315)	10,410,561	(8,849,295)	10,425,051
Increase in unrealized gains (loss) on the changes in value of available-for-sale securities in equity	132,187,952	(217,347,515)	131,811,963	(216,196,148)
Decrease in land deposit	207,500,000	-	207,500,000	-
Increase in leased assets	600,000	-	-	-

Notes to the Consolidated and the Separate Financial Statements

THAI WACOAL PUBLIC COMPANY LIMITED AND SUBSIDIARIES
FOR THE YEAR ENDED DECEMBER 31, 2014

1. OPERATIONS OF THE COMPANY AND SUBSIDIARIES

Thai Wacoal Public Company Limited which was registered in The Stock Exchange of Thailand and its subsidiaries are companies that registered in Thailand. The principal business of the Company and subsidiaries is to manufacture and sell clothes which mainly are ladies' lingerie. Locations of the Company and subsidiaries are as follows:

NAME	LOCATION
Thai Wacoal Public Co., Ltd.	930/1 Soi Pradoo 1, Sathupradith Road, Khwang Bangkoklo, Bangkholaem District, Bangkok 10120
Direct subsidiaries	
SR.W. Garment Co., Ltd.	173/2 Moo 5, Sukaphibal 8 Road Tambol Bung, Sriracha District, Chonburi 20230
Wacoal Kabinburi Co., Ltd.	121, 121/1 Moo 5, Suwannasorn Road, Tambol Nonsee, Kabinburi District, Prachinburi 25110
Wacoal Lamphun Co., Ltd.	99, 99/4 Moo 5, Liongmuang Road, Tambol Paa-Sak, Muanglamphun District, Lamphun 51000
Tora 1010 Co., Ltd.	930/1 Soi Pradoo 1, Sathupradith Road, Khwang Bangkoklo, Bangkholaem District, Bangkok 10120
Indirect subsidiary	
Pattaya Kabinburi Co., Ltd.	123, 123/1 Moo 5, Suwannasorn Road, Tambol Nonsee, Kabinburi District, Prachinburi 25110

The Company has extensive transactions and relationships with the related companies. Accordingly, the accompanying financial statements may not necessarily be indicative of the conditions that would have existed or the results of operations that would have occurred if the Company had operated without such affiliation.

2. BASIS FOR PREPARATION OF THE FINANCIAL STATEMENTS

2.1 The Company's financial statements have been prepared in accordance with the Thai Accounting Standard (TAS) No. 1 (Revised 2012) "Presentation of Financial Statements", which was effective for financial periods beginning on or after January 1, 2011 onward, and the Regulation of The Stock Exchange of Thailand (SET) dated January 22, 2001, regarding the preparation and submission of financial statements and reports for the financial position and results of operations of the listed companies B.E. 2544 and the Notification of the Department of Business Development regarding "The Brief Particulars in the Financial Statement B.E. 2554" dated September 28, 2011.

2.2 The Company maintains its accounting records in Thai Baht and prepares its statutory financial statements in the Thai language in conformity with accounting standards and practices generally accepted in Thailand.

2.3 Below is a summary of new Thai Financial Reporting Standards that became effective in the current accounting year and those that will become effective in the future.

1) Adoption of new and revised Thai Financial Reporting Standards

Since January 1, 2014, the Company and its subsidiaries have adopted the new and revised Thai Financial Reporting Standards (TFRSs) issued by the Federation of Accounting Professions, which are effective for the financial statements for the accounting periods beginning on or after January 1, 2014 onwards, in the preparation of interim financial statements as follows:

Thai Accounting Standards ("TAS")

TAS 1	(Revised 2012)	Presentation of Financial Statements
TAS 7	(Revised 2012)	Statement of Cash Flows
TAS 12	(Revised 2012)	Income Taxes
TAS 17	(Revised 2012)	Leases
TAS 18	(Revised 2012)	Revenue
TAS 19	(Revised 2012)	Employee Benefits
TAS 21	(Revised 2012)	The Effects of Changes in Foreign Exchange Rates
TAS 24	(Revised 2012)	Related Party Disclosures
TAS 28	(Revised 2012)	Investments in Associates
TAS 31	(Revised 2012)	Interests in Joint Ventures
TAS 34	(Revised 2012)	Interim Financial Reporting
TAS 36	(Revised 2012)	Impairment of Assets
TAS 38	(Revised 2012)	Intangible Assets

Thai Financial Reporting Standards ("TFRS")

TFRS 2	(Revised 2012)	Share-based Payment
TFRS 3	(Revised 2012)	Business Combinations
TFRS 5	(Revised 2012)	Non-current Assets Held for Sale and Discontinued Operations
TFRS 8	(Revised 2012)	Operating Segments

Thai Accounting Standard Interpretations ("TSI")

TSI 15	Operating Leases - Incentives
TSI 27	Evaluating the Substance of Transactions Involving the Legal Form of a Lease
TSI 29	Disclosure - Service Concession Arrangements
TSI 32	Intangible Assets - Web Site Costs

Thai Financial Reporting Interpretations ("TFRI")

TFRI 1	Changes in Existing Decommissioning, Restoration and Similar Liabilities
TFRI 4	Determining Whether an Arrangement Contains a Lease
TFRI 5	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
TFRI 7	Applying the Restatement Approach under IAS 29 Financial Reporting in Hyperinflationary Economies
TFRI 10	Interim Financial Reporting and Impairment
TFRI 12	Service Concession Arrangements
TFRI 13	Customer Loyalty Programmes
TFRI 17	Distributions of Non-cash Assets to Owners
TFRI 18	Transfer of Assets From Customers

Guideline on Accounting

Guideline on Accounting regarding Stock Dividend

Such TFRSs have no significant impact on the Company and its subsidiaries' financial statements.

In addition, the Federation of Accounting Professions issued the Notification regarding the Conceptual Framework for Financial Reporting (Revised 2014), which was announced in the Royal Gazette and effective from October 15, 2014 onwards to replace the Accounting Framework (Revised 2009). Such Conceptual Framework for Financial Reporting has no material impact on these financial statements.

- 2) Thai Financial Reporting Standards announced in the Royal Gazette but not yet effective
- The Federation of Accounting Professions has issued the Notifications regarding Thai Financial Reporting Standards (TFRSs), which are effective for the accounting period beginning on or after January 1, 2015 onwards as follows:

Thai Accounting Standards ("TAS")

TAS 1	(Revised 2014)	Presentation of Financial Statements
TAS 2	(Revised 2014)	Inventories
TAS 7	(Revised 2014)	Statement of Cash Flows
TAS 8	(Revised 2014)	Accounting Policies, Changes in Accounting Estimates and Errors
TAS 10	(Revised 2014)	Events after the Reporting Period
TAS 11	(Revised 2014)	Construction Contracts
TAS 12	(Revised 2014)	Income Taxes
TAS 16	(Revised 2014)	Property, Plant and Equipment
TAS 17	(Revised 2014)	Leases
TAS 18	(Revised 2014)	Revenue
TAS 19	(Revised 2014)	Employee Benefits
TAS 20	(Revised 2014)	Accounting for Government Grants and Disclosure of Government Assistance
TAS 21	(Revised 2014)	The Effects of Changes in Foreign Exchange Rate
TAS 23	(Revised 2014)	Borrowing Costs
TAS 24	(Revised 2014)	Related Party Disclosures
TAS 26	(Revised 2014)	Accounting and Reporting by Retirement Benefit Plans
TAS 27	(Revised 2014)	Separate Financial Statements
TAS 28	(Revised 2014)	Investments in Associates and Joint Ventures
TAS 29	(Revised 2014)	Financial Reporting in Hyperinflationary Economies
TAS 33	(Revised 2014)	Earnings per Share
TAS 34	(Revised 2014)	Interim Financial Reporting
TAS 36	(Revised 2014)	Impairment of Assets
TAS 37	(Revised 2014)	Provisions, Contingent Liabilities and Contingent Assets
TAS 38	(Revised 2014)	Intangible assets
TAS 40	(Revised 2014)	Investment Property

Thai Financial Reporting Standards ("TFRS")

TFRS 2	(Revised 2014)	Share - Based Payment
TFRS 3	(Revised 2014)	Business Combinations
TFRS 5	(Revised 2014)	Non-current Assets Held for Sale and Discontinued Operations
TFRS 6	(Revised 2014)	Exploration for and Evaluation of Mineral Assets

TFRS 8	(Revised 2014)	Operating Segments
TFRS 10		Consolidated Financial Statements
TFRS 11		Joint Arrangements
TFRS 12		Disclosure of Interests in Other Entities
TFRS 13		Fair Value Measurement

Thai Accounting Standards Interpretations ("TSIC")

TSIC 10	(Revised 2014)	Government Assistance - No Specific Relation to Operating Activities
TSIC 15	(Revised 2014)	Operating Leases - Incentives
TSIC 25	(Revised 2014)	Income Taxes - Change in the Tax Status of an Enterprise or its Shareholders
TSIC 27	(Revised 2014)	Evaluating the Substance of Transactions in the Legal Form of a Lease
TSIC 29	(Revised 2014)	Disclosure - Service Concession Arrangements
TSIC 31	(Revised 2014)	Revenue - Barter Transactions Involving Advertising Services
SIC 32	(Revised 2014)	Intangible Assets - Web Site Costs

Thai Financial Reporting Standard Interpretations ("TFRIC")

TFRIC 1	(Revised 2014)	Changes in Existing Decommissioning, Restoration and Similar Liabilities
TFRIC 4	(Revised 2014)	Determining whether an Arrangement contains a Lease
TFRIC 5	(Revised 2014)	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
TFRIC 7	(Revised 2014)	Applying the Restatement Approach under IAS 29 Financial Reporting in Hyperinflationary Economies
FRIC 10	(Revised 2014)	Interim Financial Reporting and Impairment
TFRIC 12	(Revised 2014)	Service Concession Arrangements
TFRIC 13	(Revised 2014)	Customer Loyalty Programmes
TFRIC 14		TAS 19 (Revised 2014) - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction
TFRIC 15	(Revised 2014)	Agreements for the Construction of Real Estate
TFRIC 17	(Revised 2014)	Distributions of Non-cash Assets to Owners
TFRIC 18	(Revised 2014)	Transfers of Assets from Customers
TFRIC 20		Stripping Costs in the Production Phase of a Surface Mine

The Federation of Accounting Professions has issued the Notifications regarding the Thai Financial Reporting Standards (TFRSs) which have been announced in the Royal Gazette and effective for the financial statements for the periods beginning on or after January 1, 2016:

Thai Financial Reporting Standard ("TFRS")

TFRS 4	Insurance Contracts
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The Company's and its subsidiaries' management has assessed the effects of these TFRSs and believes that they will not have any significant impact on the financial statements for the period in which they are initially applied

2.4 The consolidated financial statements incorporate the accounts of Thai Wacoal Public Company Limited and subsidiaries by eliminating significant related transactions and intercompany balances.

Subsidiaries are those companies which Thai Wacoal Public Company Limited holds, directly or indirectly, more than 50% of the issued share capital, or those companies whose financial and operating policies are controlled by Thai Wacoal Public Company Limited.

The subsidiaries incorporated in the consolidated and separate financial statements are as follows:

	As at December 31,	
	2014 % of Ownership	2013 % of Ownership
Subsidiaries		
Direct subsidiaries		
SR.W. Garment Co., Ltd.	99.94	99.94
Wacoal Kabinburi Co., Ltd.	99.99	99.99
Wacoal Lamphun Co., Ltd.	99.99	99.99
Tora 1010 Co., Ltd.	99.97	99.97
Indirect subsidiary (Equity held by SR.W. Garment Co., Ltd.)		
Pattaya Kabinburi Co., Ltd.	99.93	99.93
Associated		
Pattaya Myanmar Co., Ltd	20.00	20.00

3. SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention except as disclosed in the significant accounting policies below.

3.1 Cash and cash equivalents

Cash and cash equivalents are cash on hand, deposits at banks' savings accounts and current accounts, and short-term highly liquid investments with maturities within three months, excluding deposit at bank used as collateral.

3.2 Recognition of revenues and expenses

Sales are recognized as revenue when title of the goods sold are passed to the buyer, which is generally at the time when goods are dispatched to the customer as ordered.

In case of export sales, sales are recognized when goods are delivered and the significant risks and rewards of ownership of the goods are transferred to the buyer according to the shipment term.

Revenues from services are recognized when the services are rendered.

Interest is recognized as income on an accrual basis. Dividend on investments is recognized as income when the dividend is declared.

Expenses are recognized on an accrual basis.

3.3 Trade receivables

Trade receivables are stated at cost net of allowance for doubtful accounts.

Allowance for doubtful accounts is provided at the estimated collection losses on receivables. Such estimate is based on the Company's collection experiences and a review of the current status of each receivable.

3.4 Inventories

Inventories are stated at the lower of cost or net realizable value. Cost of the Company and subsidiary's inventories are determined on a moving average basis.

Cost of the finished goods and work in process is calculated from raw materials, wages and manufacturing overhead. The net realizable value of inventory is estimated from the estimated selling price in the ordinary course of business, less the estimated costs of completion and estimated costs necessary to make the sale.

3.5 Investments

Trading and available-for-sale securities are stated at fair value. The fair value of equity securities which are listed securities are estimated by using the bid prices at the Stock Exchange of Thailand on the last business day of the year. The fair value of unit trust is determined from the trusts' net asset value. The fair value of bonds and debentures is calculated by using the latest bid yield as quoted by the Thai Bond Market Association.

Held-to-maturity debt securities are stated at amortized cost.

Securities for general investment are stated at cost, less allowances for impairment (if any).

Investments in subsidiaries are accounted for by the cost method in the separate financial statements.

Investment in an associated company is accounted for using the equity method in the consolidated financial statements and by the cost method in the separate financial statements.

Gain or loss on the change in fair value of trading investments is recognized in the income statement.

Gain or loss on the change in fair value of available-for-sale securities is presented as an item in other components of equity. In case impairment in value of investment has occurred, the resultant loss for all classification of investment is recognized in the income statement.

Cost of securities sold are determined by the weighted average method.

3.6 Investment property

Investment property consist of land and building and structures.

Investment property which is land is presented at cost.

Investment property which are building and structures are presented at cost less accumulated depreciation (if any). Depreciation is calculated by the straight-line method, based on the estimated useful lives of the assets of 20 years.

3.7 Property, plant and equipment

Land is stated at cost. Plant and equipment are presented at cost less accumulated depreciation. Depreciation is calculated by the straight-line method, based on the estimated useful lives of the assets as follows:

Land improvement	20 years
Building and structures	20 - 25 years
Furniture, fixtures	5 years
Office equipment	5 - 10 years
Machinery	5 - 10 years
Equipment	3 - 5 years
Vehicles	5 - 7 years

The Company and subsidiaries record depreciation as either an expense for the year or as a part of the production cost.

3.8 Intangible assets

Intangible assets consist of software, trademark and club and golf membership fee.

Intangible assets are presented at cost less accumulated amortization. Amortization is calculated by the straight-line method, based on membership period or useful lives of the assets as follows:

Software	3 - 10 years
Trademark	10 years
Club and golf membership fee	membership period

3.9 Leasehold right

Leasehold right of the Company is stated at cost, net of accumulated amortization. Leasehold of the Company is amortized by using the straight-line method over the lease periods.

3.10 Foreign currency transactions

Transactions denominated in foreign currencies are translated into Baht at the rates of exchange prevailing on the transaction dates. When receiving or paying for debt settlement, realised gains or losses on exchange are recognized as income or expense as incurred. Monetary assets and liabilities at the date of statements of financial position denominated in foreign currencies are translated into Baht at the reference exchange rates established by the Bank of Thailand on that date. Gains or losses on exchange are recognized in the income statements.

3.11 Lease

Operating lease

Leases not transferring a significant portion of the risks and rewards of ownership to the lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the statement of comprehensive income on a straight-line basis over the period of the lease.

When an operating lease is terminated before the lease period expired, any payment required to be made to the lessor by way of penalty is recognized as an expense in the period in which termination takes place.

Finance lease

Lease in which substantially all the risks and rewards of ownership other than legal title are transferred to the Company is accounted for as a finance lease. The Company capitalizes the equipment at the lower of fair value of the equipment at the contractual date or estimated present value of the underlying lease payments. The leased assets are depreciated using the straight-line method over their estimated useful lives. Interest or financial charge is recognized by effective interest rate method over the term of contracts. Interest or financial charge and depreciation are recognized as expenses in the statement of comprehensive income.

3.12 Provision for loss from goods returned

The Company has provided for the provision for loss from goods returned from customers who are allowed to return the goods within the period agreed between both parties. The provision is estimated based upon historical information of goods returned. Furthermore, the Company also provides the provision for declining in value of such goods returned.

3.13 Employment benefits

3.13.1 Provident fund

The Company and its subsidiary set up a provident fund which is a defined contribution plan. Assets of the provident fund have been separated from assets of the Company and its subsidiary and managed by the fund manager. The fund has been contributed by the employee and also the Company and its subsidiary. The contributions for provident fund are recorded as expense in the income statements for the period they incur.

3.13.2 Post-employment benefits

The Company and its subsidiary operate post-employment benefits plans under the Labor Protection Act and the Company and its subsidiaries' retirement benefit plans. Such employee benefits are calculated based on actuarial assumptions at the end of reporting period using Projected Unit Credit Method, which is estimated based on the present value of expected cash flows of benefits to be paid in the future taken into account the actuarial assumptions, including salaries, turnover rate, mortality rate, years of service and other factors. Discount rate used in calculation of the post-employment benefits obligation is referred from the yield curve of government bond. Actuarial gain or loss is recognized in other comprehensive income for the period they incur. Expenses related to employee benefits are recognized in the income statements in order to allocate such costs throughout the service period.

3.14 Derivative financial instruments

Derivative financial instruments are forward contracts. Such forward contracts are carried at fair value and presented in other current assets or other current liabilities. Unrealized gains or losses on changes in value of forward contracts are recognized as revenues or expenses in the income statements.

3.15 Income tax expenses

Income tax expenses represent the sum of corporate income tax currently payable and deferred income tax.

3.15.1 Current tax

The Company and its subsidiaries calculate corporate income tax at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

3.15.2 Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax basis used in the computation of taxable profit (tax base). Deferred tax liabilities are generally recognized for all taxable temporary differences, and deferred tax assets are generally recognized for temporary differences to the extent that it is probable that taxable profits will be available against which those temporary differences can be utilized. The carrying amount of deferred tax assets is reviewed at the reporting date. Deferred tax asset shall be reduced to the extent that utilized taxable profits are decreased. Any such reduction shall be reversed to the extent that it becomes probable that sufficient taxable profit will be available to allow total or part of the asset to be recovered.

The Company and its subsidiaries measure deferred tax assets and liabilities at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates that have been enacted or substantively enacted at the end of the reporting period.

Current tax assets and liabilities are offset when there is a legally enforceable right to set off the recognized amounts and the Company and its subsidiaries intend to settle on a net basis or to realize the asset and settle the liability simultaneously and when they relate to income taxes levied by the same taxation authority.

The Company and its subsidiaries present income tax expenses or income related to profit or loss in the statement of comprehensive income. For current income taxes and deferred taxes related to items recognized directly in other comprehensive income in equity in the same or different period, they will be recognized directly in other comprehensive income.

3.16 Basic earnings per share

Basic earnings per share are calculated by dividing net profit for the years by the weighted average number of ordinary shares issued during the year. The Company and subsidiaries did not have any common share equivalents which would have a dilutive effect on earnings per share.

3.17 Accounting estimates

The preparation of financial statements in conformity with TFRS also requires the Company's management to exercise judgments in order to determine the accounting policies, estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expense during the year. Although these estimates are based on management's reasonable consideration of current events, actual results may differ from these estimates.

4. TEMPORARY INVESTMENTS

Temporary investments as at December 31, are as follows:

UNIT : BAHT

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2014	2013	2014	2013
Time deposits	41,000,000	33,000,000	25,000,000	-
Short-term investments in trading securities				
- equity securities	33,735,580	105,094,217	33,735,580	105,094,217
Short-term investments in available-for-sale securities - equity securities	175,773,767	228,665,972	84,058,699	166,057,215
Short-term investments in available-for-sale securities - debt securities	3,438,045	101,688,654	3,438,045	101,688,654
Investments in held-to-maturity securities due within 1 year	130,000,000	90,000,000	130,000,000	90,000,000
	383,947,392	558,448,843	276,232,324	462,840,086

Additional details of trading securities consist of the following:

UNIT : BAHT

SEPARATE AND CONSOLIDATED FINANCIAL STATEMENTS				
	Cost value/ amortized cost As at December 31, 2014	Unrealized gross profit	Unrealized gross loss	Fair value As at December 31, 2014
Trading securities				
Equity securities				
- Ordinary shares	32,967,657	1,925,638	(1,157,715)	33,735,580
	32,967,657	1,925,638	(1,157,715)	33,735,580

UNIT : BAHT

SEPARATE AND CONSOLIDATED FINANCIAL STATEMENTS				
	Cost value/ amortized cost As at December 31, 2013	Unrealized gross profit	Unrealized gross loss	Fair value As at December 31, 2013
Trading securities				
Equity securities				
- Ordinary shares	119,720,198	2,829,563	(17,455,544)	105,094,217
	119,720,198	2,829,563	(17,455,544)	105,094,217

Additional details of short-term available-for-sale securities consist of the following:

UNIT : BAHT

CONSOLIDATED FINANCIAL STATEMENTS				
	Cost value/ amortized cost As at December 31, 2014	Unrealized gross profit	Unrealized gross loss	Fair value As at December 31, 2014
Available-for-sale securities				
Equity securities				
- Unit trust	175,446,345	327,422	-	175,773,767
Debt securities				
- Debentures	3,400,000	38,045	-	3,438,045
	178,846,345	365,467	-	179,211,812

UNIT : BAHT

CONSOLIDATED FINANCIAL STATEMENTS				
	Cost value/ amortized cost As at December 31, 2013	Unrealized gross profit	Unrealized gross loss	Fair value As at December 31, 2013
Available-for-sale securities				
Equity securities				
- Unit trust	228,491,022	174,950	-	228,665,972
Debt securities				
- Debentures	100,783,575	905,079	-	101,688,654
	329,274,597	1,080,029	-	330,354,626

UNIT : BAHT

SEPARATE FINANCIAL STATEMENTS				
	Cost value/ amortized cost As at December 31, 2014	Unrealized gross profit	Unrealized gross loss	Fair value As at December 31, 2014
Available-for-sale securities				
Equity securities				
- Unit trust	84,000,000	58,699	-	84,058,699
Debt securities				
- Debentures	3,400,000	38,045	-	3,438,045
	87,400,000	96,744	-	87,496,744

UNIT : BAHT

SEPARATE FINANCIAL STATEMENTS				
	Cost value/ amortized cost As at December 31, 2013	Unrealized gross profit	Unrealized gross loss	Fair value As at December 31, 2013
Available-for-sale securities				
Equity securities				
- Unit trust	166,000,000	57,215	-	166,057,215
Debt securities				
- Debentures	100,783,575	905,079	-	101,688,654
	266,783,575	962,294	-	267,745,869

Additional details of investment in held-to-maturity securities due within 1 year consist of the following:

UNIT : BAHT

	CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS			
	Cost value/ amortized cost	Unrealized gross profit	Unrealized gross loss	Fair value
	As at December 31, 2014			As at December 31, 2014
Held-to-maturity securities				
Debentures	130,000,000	1,004,720	-	131,004,720
	130,000,000	1,004,720	-	131,004,720

UNIT : BAHT

	CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS			
	Cost value/ amortized cost	Unrealized gross profit	Unrealized gross loss	Fair value
	As at December 31, 2013			As at December 31, 2013
Held-to-maturity securities				
Debentures	90,000,000	477,070	-	90,477,070
	90,000,000	477,070	-	90,477,070

5. TRADE AND OTHER RECEIVABLES

Trade and other receivables as at December 31, are as follows:

UNIT : BAHT

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2014	2013	2014	2013
Trade receivables - related companies	577,150,140	527,987,600	689,871,533	627,409,876
Trade receivables - other companies	43,480,317	65,301,254	37,390,179	60,582,373
Total trade receivables	620,630,457	593,288,854	727,261,712	687,992,249
Other receivables - related companies	2,385,669	801,540	2,518,302	940,582
Other receivables - other companies	296,220	295,223	296,220	169,959
Prepaid expenses	2,670,764	1,736,168	2,341,862	1,144,986
Advance payment	66,259	3,324,752	28,562	2,728,704
Accrued income	1,274,665	3,183,424	1,150,939	3,185,857
Accrued interest income	4,390,474	9,352,214	4,371,939	9,301,946
Total other receivables	11,084,051	18,693,321	10,707,824	17,472,034
	631,714,508	611,982,175	737,969,536	705,464,283

Analysis of aging trade receivable as at December 31, are as follows:

UNIT : BAHT

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2014	2013	2014	2013
Current	517,137,198	398,960,827	613,334,631	487,377,710
Overdue				
Within 3 months	80,755,806	122,439,644	91,744,595	128,760,082
Between 3 and 6 months	20,962,300	70,474,380	20,407,333	70,440,454
Between 6 and 12 months	1,775,153	1,414,003	1,775,153	1,414,003
More than 12 months	177,631	177,631	177,631	177,631
Total trade accounts receivable	620,808,088	593,466,485	727,439,343	688,169,880
Less Allowance for doubtful accounts	(177,631)	(177,631)	(177,631)	(177,631)
Trade receivable - net	620,630,457	593,288,854	727,261,712	687,992,249

6. SHORT-TERM LOANS TO RELATED PARTIES

Short-term loans to related parties as at December 31, are as follows: (see Note 33)

UNIT : BAHT

	CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS	
	2014	2013
SSDC (Tigertex) Co., Ltd.	9,000,000	9,000,000
Erawan Textile Co., Ltd.	90,000,000	90,000,000
Total	99,000,000	99,000,000

The Company has relationship with such related parties by mutual major shareholder which has over 10% shareholding.

Short-term loans to related parties carry interest at the rate of fixed deposit plus the rate specified by the Company and the special business tax rate. Interest rates of the Company and subsidiaries charging to the related parties are at the rates from 4.15% to 4.75% per annum (Company : 4.15% to 4.75% per annum) for the year ended December 31, 2014 and from 4.25% to 4.75% per annum (Company : 4.25% to 4.75% per annum) for the year ended December 31, 2013.

7. OTHER SHORT-TERM LOANS

As at December 31, 2014 and 2013, other short-term loans in the consolidated and the separate financial statements are short-term loans to other company in the form of promissory notes at call, with interest rate at 4.50% to 6.25% per annum.

8. INVENTORIES

Inventories as at December 31, are as follows:

UNIT : BAHT

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2014	2013	2014	2013
Finished goods	657,594,491	510,381,022	666,989,422	498,405,511
Work in process	178,132,494	148,570,279	143,354,694	117,132,140
Raw materials	286,988,013	235,049,602	176,848,581	155,828,639
Raw materials in transit	12,320,606	20,423,334	12,320,607	20,423,334
Total inventories	1,135,035,604	914,424,237	999,513,304	791,789,624
Less Allowance for diminution in value of finished goods	(1,770,148)	(1,331,906)	(1,770,148)	(1,331,906)
Inventories - net	1,133,265,456	913,092,331	997,743,156	790,457,718

As at December 31, 2014, inventories presented at fair value less costs to sell in the consolidated and the separate financial statements are Baht 165.40 million and Baht 164.39 million, respectively (2013: Baht 142.99 million and Baht 141.74 million, respectively).

The costs of inventories recognized as expenses in the consolidated and the separate financial statements for the year ended December 31, 2014 are Baht 2,733.61 million and Baht 3,243.05 million, respectively (2013: Baht 2,801.74 million and Baht 3,286.59 million, respectively).

The Company recognized expenses in respect of write-downs of inventory to net realizable value in the consolidated and the separate financial statements for the year ended December 31, 2014 of Baht 57.20 million and Baht 49.45million, respectively (2013: Baht 52.57 million and Baht 43.61 million, respectively).

9. DEPOSIT AT BANK UNDER OBLIGATION

Deposit at bank under obligation as at December 31, 2014 and 2013 in the consolidated and the separate financial statements are time deposit with maturity term of 12 months amounting to HKD 1.5 million which the Company used as collateral for credit facility from financial institution in favor of a related company (see Note 36).

10. AVAILABLE-FOR-SALE SECURITIES INVESTMENTS

Available-for-sale securities investments as at December 31, are as follows:

UNIT : BAHT

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2014	2013	2014	2013
Available-for-sale securities				
Ordinary shares				
- Related companies	793,868,824	712,819,489	782,093,824	701,269,489
- Other companies	528,706,931	441,658,447	528,706,931	441,658,447
	1,322,575,755	1,154,477,936	1,310,800,755	1,142,927,936
Debt securities	159,116,556	588,394,840	159,116,556	588,394,840
Total	1,481,692,311	1,742,872,776	1,469,917,311	1,731,322,776

10.1 Details of investments in related companies as at December 31, are as follows: (see Note 33)

UNIT : BAHT

Companies	Business Type	Relationship	CONSOLIDATED FINANCIAL STATEMENTS								SEPARATE FINANCIAL STATEMENTS							
			Paid-up capital		% of ownership		Cost value		Fair value		% of ownership		Cost value		Fair value			
			2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013		
			Baht'000															
Available-for-sale securities																		
Textile Prestige Public Co., Ltd.	Manufacturing garment	The Company's major shareholder has over 10% shareholding	108,000	108,000	18.15	18.15	64,615,035	64,615,035	241,065,855	199,908,270	18.15	18.15	64,615,035	64,615,035	241,065,855	199,908,270		
I.C.C. International Public Co., Ltd.	Distributor	The Company's major shareholder has over 10% shareholding	290,634	290,634	3.92	3.92	144,639,849	144,639,849	447,334,997	438,787,195	3.82	3.82	134,814,849	134,814,849	435,559,997	427,237,195		
Saha Pathana Inter-Holding Public Co., Ltd.	Holding company	The Company's major shareholder	494,034	494,034	0.68	0.68	53,317,867	53,317,867	80,467,972	74,124,024	0.68	0.68	53,317,867	53,317,867	80,467,972	74,124,024		
Thanulux Public Co., Ltd.	Manufacturing clothing	The Company's major Shareholder has over 10% shareholding	120,000	-	0.83	-	27,809,160	-	25,000,000	-	0.83	-	27,809,160	-	25,000,000	-		
Total available-for-sale securities			290,381,911	262,572,751	793,868,824	712,819,489	280,556,911	252,747,751	782,093,824	701,269,489								

10.2 Unrealized gains on changes in value of available-for-sale securities

Unrealized gains on changes in value of short-term and long-term of available-for-sale securities as at December 31, consist of the following:

UNIT : BAHT

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2014	2013	2014	2013
Beginning balance	604,938,674	778,816,169	603,465,351	776,422,270
Additions	105,750,203	(173,877,495)	105,449,570	(172,956,919)
Ending balance	710,688,877	604,938,674	708,914,921	603,465,351

Additional details of long-term available-for-sale securities consist of the following:

UNIT : BAHT

	CONSOLIDATED FINANCIAL STATEMENTS			
	Cost value/ amortized cost As at December 31, 2014	Unrealized gross profit	Unrealized gross loss	Fair value As at December 31, 2014
Available-for-sale securities				
Equity securities				
- Related parties	290,381,910	506,296,074	(2,809,160)	793,868,824
- Other companies	146,688,511	382,092,420	(74,000)	528,706,931
Total	437,070,421	888,388,494	(2,883,160)	1,322,575,755
Debt securities				
- The Bank of Thailand's bonds	47,229,548	222,705	(1,871)	47,450,382
- Government's bonds	7,161,657	15,684	(3,593)	7,173,748
- Debentures	102,233,776	2,258,650	-	104,492,426
Total	156,624,981	2,497,039	(5,464)	159,116,556
	593,695,402	890,885,533	(2,888,624)	1,481,692,311

UNIT : BAHT

	CONSOLIDATED FINANCIAL STATEMENTS			
	Cost value/ amortized cost As at December 31, 2013	Unrealized gross profit	Unrealized gross loss	Fair value As at December 31, 2013
Available-for-sale securities				
Equity securities				
- Related parties	262,572,751	450,246,738	-	712,819,489
- Other companies	140,171,063	301,579,384	(92,000)	441,658,447
Total	402,743,814	751,826,122	(92,000)	1,154,477,936
Debt securities				
- The Bank of Thailand's bonds	72,242,959	225,266	-	72,468,225
- Bank for Agriculture and Agricultural Cooperatives' bonds	10,001,726	46,797	-	10,048,523
- Debentures	502,789,883	3,302,975	(214,766)	505,878,092
Total	585,034,568	3,575,038	(214,766)	588,394,840
	987,778,382	755,401,160	(306,766)	1,742,872,776

SEPARATE FINANCIAL STATEMENTS				
	Cost value/ amortized cost As at December 31, 2014	Unrealized gross profit	Unrealized gross loss	Fair value As at December 31, 2014
Available-for-sale securities				
Equity securities				
- Related parties	280,556,910	504,346,074	(2,809,160)	782,093,824
- Other companies	146,688,511	382,092,420	(74,000)	528,706,931
Total	427,245,421	886,438,494	(2,883,160)	1,310,800,755
Debt securities				
- The Bank of Thailand's bonds	47,229,548	222,705	(1,871)	47,450,382
- Government's bonds	7,161,657	15,684	(3,593)	7,173,748
- Debentures	102,233,776	2,258,650	-	104,492,426
Total	156,624,981	2,497,039	(5,464)	159,116,556
	583,870,402	888,935,533	(2,888,624)	1,469,917,311

SEPARATE FINANCIAL STATEMENTS				
	Cost value/ amortized cost As at December 31, 2013	Unrealized gross profit	Unrealized gross loss	Fair value As at December 31, 2013
Available-for-sale securities				
Equity securities				
- Related parties	252,747,751	448,521,738	-	701,269,489
- Other companies	140,171,063	301,579,384	(92,000)	441,658,447
Total	392,918,814	750,101,122	(92,000)	1,142,927,936
Debt securities				
- The Bank of Thailand's bonds	72,242,959	225,266	-	72,468,225
- Bank for Agriculture and Agricultural Cooperatives'bonds	10,001,726	46,797	-	10,048,523
- Debentures	502,789,883	3,302,975	(214,766)	505,878,092
Total	585,034,568	3,575,038	(214,766)	588,394,840
	977,953,382	753,676,160	(306,766)	1,731,322,776

11. INVESTMENTS IN SUBSIDIARIES

UNIT : BAHT

Company	Business Type	SEPARATE FINANCIAL STATEMENTS					
		Paid-up capital		% of ownership		Cost method	
		December 31, 2014	December 31, 2013	December 31, 2014	December 31, 2013	December 31, 2014	December 31, 2013
Subsidiaries							
SR.W. Garment Co., Ltd.	Manufacturing clothing	20,000,000	20,000,000	99.94	99.94	22,037,000	22,037,000
Wacoal Kabinburi Co., Ltd.	Manufacturing clothing	50,000,000	50,000,000	99.99	99.99	49,999,300	49,999,300
Wacoal Lamphun Co., Ltd.	Manufacturing clothing	50,000,000	50,000,000	99.99	99.99	49,999,300	49,999,300
Tora 1010 Co., Ltd.	Trading clothing	10,000,000	10,000,000	99.97	99.97	9,997,000	9,997,000
Total investments in subsidiaries						132,032,600	132,032,600

12. INVESTMENTS IN ASSOCIATE

Investments in associate as at December 31, are as follows:

UNIT : BAHT

Company	Business Type	Paid-up capital		CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
		2014	2013	2014	2013	2014	2013
Associate							
Pattaya Myanmar Co., Ltd.	Manufacturing clothing	25,424,000	25,424,000	4,578,204	4,737,942	5,084,800	5,084,800
Total investments in associate				4,578,204	4,737,942	5,084,800	5,084,800

On September 12, 2013, the Company has invested in Pattaya Myanmar Co., Ltd. with 1,600 common shares at par value of USD 100 each, totalling Baht 5.08 million, or 20% of its registered shares.

The Company recorded share of loss from investment in associated company in the consolidated financial statements, by using the information from the financial statements of the associated company for the year ended December 31, 2014 and 2013 which were not audited and reviewed. Share of loss from investment in such associated company for the year ended December 31, 2014 and 2013 was Baht 0.16 million and Baht 0.35 million, respectively.

13. OTHER LONG-TERM INVESTMENTS

Other long-term investments as at December 31, are as follows

UNIT : BAHT

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2014	2013	2014	2013
General investments				
Ordinary shares				
- Related companies	387,418,788	346,876,277	387,418,788	346,876,277
Less Allowance for impairment	(8,749,942)	(20,689,942)	(8,749,942)	(20,689,942)
	378,668,846	326,186,335	378,668,846	326,186,335
- Other companies	118,590,321	107,712,136	115,320,321	104,442,136
Less Allowance for impairment	(15,727,500)	(13,227,500)	(15,727,500)	(13,227,500)
	102,862,821	94,484,636	99,592,821	91,214,636
Total	481,531,667	420,670,971	478,261,667	417,400,971
Held-to-maturity securities				
Debentures	150,000,000	280,000,000	150,000,000	280,000,000
	150,000,000	280,000,000	150,000,000	280,000,000
	631,531,667	700,670,971	628,261,667	697,400,971

13.1 Details of investments in related companies as at December 31, are as follows: (see Note 34)

UNIT : BAHT

Companies	Business Type	Relationship	Paid-up capital		% of Ownership		CONSOLIDATED FINANCIAL STATEMENTS			SEPARATE FINANCIAL STATEMENTS			CONSOLIDATED FINANCIAL STATEMENTS			SEPARATE FINANCIAL STATEMENTS		
			Baht'000				Carrying value*			Carrying value*			Dividend received			Dividend received		
			2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
General investments																		
S.T.G.C. Co., Ltd.	Research Business	The Company's major shareholder has over 10% shareholding	2,500	2,500	13.00	13.00	315,812	415,812	315,812	415,812	-	-	-	-	-	-	-	
Grand Star Industry Co., Ltd.	Manufacturing garment	The Company's major shareholder has over 10% shareholding	-	20,000	-	17.80	-	3,560,000	-	3,560,000	-	3,560,000	1,780,000	1,088,000	1,780,000	1,088,000	1,088,000	
Pattaya Manufacturing Co., Ltd.	Manufacturing clothing	The Company's major shareholder has over 10% shareholding	30,000	30,000	14.67	14.67	11,611,400	11,611,400	11,611,400	11,611,400	11,611,400	11,611,400	1,760,000	1,980,000	1,760,000	1,980,000	1,980,000	
SSDC (Tigerex) Co., Ltd.	Dying	The Company's major shareholder has over 10% shareholding	324,000	324,000	18.72	18.72	68,854,841	68,854,841	68,854,841	68,854,841	68,854,841	68,854,841	2,729,507	2,428,228	2,729,507	2,428,228	2,428,228	
T.U.C. Elastic Co., Ltd.	Manufacturing elastic	The Company's major shareholder has over 10% shareholding	160,000	160,000	10.75	10.75	10,258,080	10,258,080	10,258,080	10,258,080	10,258,080	10,258,080	1,032,000	1,032,000	1,032,000	1,032,000	1,032,000	
Thai Nexis Co., Ltd.	Weaving and Printing Labels	The Company's major shareholder has over 10% shareholding	20,000	20,000	16.46	16.46	2,865,803	2,865,803	2,865,803	2,865,803	2,865,803	2,865,803	822,750	543,015	822,750	543,015	543,015	
Wien International Co., Ltd.	Direct sales	The Company's major shareholder has over 10% shareholding	30,000	30,000	17.90	17.90	14,352,367	14,352,367	14,352,367	14,352,367	14,352,367	14,352,367	671,250	1,342,500	671,250	1,342,500	1,342,500	
Raja Uchino Co., Ltd.	Lining	The Company's major shareholder has over 10% shareholding	121,500	81,000	4.47	4.47	4,659,410	2,847,410	4,659,410	2,847,410	362,400	543,600	362,400	543,600	362,400	543,600	543,600	
Champ Ace Co., Ltd.	Garment	The Company's major shareholder has over 10% shareholding	40,000	40,000	10.00	10.00	4,000,000	4,000,000	4,000,000	4,000,000	-	1,000,000	-	1,000,000	-	1,000,000	-	
Thai Monster Co., Ltd.	Garment	The Company's major shareholder has over 10% shareholding	20,000	20,000	5.00	5.00	200,000	300,000	200,000	300,000	-	-	-	-	-	-	-	
Thai Asahi Kasei Spandex Co., Ltd.	Manufacturer of Spandex fiber	The Company's major shareholder has over 10% shareholding	1,350,000	1,350,000	2.00	2.00	27,000,000	27,000,000	27,000,000	27,000,000	27,000,000	27,000,000	550,504	-	550,504	-	-	
Morgan De Toi (Thailand) Co., Ltd.	Distributor Brand "MORGAN"	The Company's major shareholder has over 10% shareholding	40,000	40,000	12.00	12.00	4,800,000	4,800,000	4,800,000	4,800,000	4,800,000	4,800,000	-	240,000	-	240,000	-	
Five Stars Plus Co., Ltd.	Manufacturer of Leather coats	The Company's major shareholder has over 10% shareholding	-	50,000	-	17.00	-	-	-	-	-	-	-	-	-	-	-	
International Commercial Coordination (HK)	Distributor	The Company's major shareholder has over 10% shareholding	8,805	8,805	18.00	18.00	490,000	650,000	490,000	650,000	490,000	490,000	-	-	-	-	-	
Indonesia Wacoal	Garment	The Company's major shareholder has over 10% shareholding	108,472	108,472	6.00	6.00	6,508,176	6,508,176	6,508,176	6,508,176	6,508,176	6,508,176	344,707	363,678	344,707	363,678	363,678	
Carbon Magic (Thailand) Co., Ltd.	Manufacturer of vehicle's parts	The Company's major shareholder has over 10% shareholding	590,000	90,000	8.33	8.33	46,067,000	2,600,000	46,067,000	2,600,000	46,067,000	46,067,000	-	-	-	-	-	
Waseda Education (Thailand) Co., Ltd.	Education Institution	The Company's major shareholder has over 10% shareholding	56,000	56,000	7.14	7.14	4,000,000	4,000,000	4,000,000	4,000,000	4,000,000	4,000,000	-	-	-	-	-	
Thai Bunka Fashion Co., Ltd.	Institute of Fashion Design	The Company's major shareholder has over 10% shareholding	25,000	25,000	8.00	8.00	730,000	630,000	730,000	630,000	730,000	730,000	-	-	-	-	-	
Sun 108 Co., Ltd.	Retail	The Company's major shareholder has over 10% shareholding	100,000	100,000	5.00	5.00	5,000,000	2,500,000	5,000,000	2,500,000	5,000,000	5,000,000	-	-	-	-	-	
Janome (Thailand) Co., Ltd.	Manufacturer of Sewing Machines	The Company's major shareholder has over 10% shareholding	97,400	97,400	7.73	7.73	19,254,283	19,254,283	19,254,283	19,254,283	19,254,283	19,254,283	1,881,590	1,700,000	1,881,590	1,881,590	1,700,000	
Erawan Textile Co., Ltd.	Spinning Textile and Weaving	The Company's major shareholder has over 10% shareholding	621,463	452,729	16.23	16.46	119,891,874	110,768,363	119,891,874	110,768,363	119,891,874	119,891,874	-	-	-	-	-	
Bangkok Tokyo Socks Co., Ltd.	Manufacturer and Export of Men's socks	The Company's major shareholder has over 10% shareholding	143,220	143,220	17.11	17.11	24,599,800	24,599,800	24,599,800	24,599,800	24,599,800	24,599,800	1,470,000	1,050,000	1,470,000	1,470,000	1,050,000	
Fujik International Co., Ltd.	Thread Seller	The Company's major shareholder has over 10% shareholding	100,000	100,000	5.00	5.00	3,210,000	3,810,000	3,210,000	3,810,000	-	-	-	-	-	-	-	
Total general investments							378,668,846	326,186,335	378,668,846	326,186,335	13,404,708	13,289,021	13,404,708	13,289,021	13,404,708	13,289,021	13,289,021	

* Net of allowance for impairment

During the year 2014, Erawan Textile Co., Ltd. has entire business transfer with Sunrise Garment Co., Ltd. and Grand Star Industry Co., Ltd. which resulted in an increase in investment in Erawan Textile Co., Ltd. for 263,579 shares. The Company recorded such increase in investments using the cost method with the total amount of Baht 9,123,511.

13.2 Gain (loss) on sale of investments

For the years ended December 31, gain (loss) on sale of investments consists of the following:

UNIT : BAHT

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2014	2013	2014	2013
Gain (loss) on sale of investments				
- Trading securities	(5,816,318)	(11,227,295)	(5,816,318)	(11,227,295)
- Available-for-sale securities	10,205,129	5,135,229	9,185,138	3,482,927
- General investment	(8,462,600)	(1,217,773)	(8,462,600)	(1,217,773)
Total loss on sale of investments	(4,073,789)	(7,309,839)	(5,093,780)	(8,962,141)

13.3 Maturities of held-to-maturity securities

As at December 31, 2014 and 2013, maturities of held-to-maturity securities consist of the following:

UNIT : BAHT

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2014	2013	2014	2013
Between 1 and 5 years	130,000,000	240,000,000	130,000,000	240,000,000
Over 5 years	20,000,000	40,000,000	20,000,000	40,000,000
Total	150,000,000	280,000,000	150,000,000	280,000,000

Additional details of held-to-maturity securities consist of the following:

UNIT : BAHT

	CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS			
	Cost value/ amortized cost As at December 31, 2014	Unrealized gross profit	Unrealized gross loss	Fair value As at December 31, 2014
Held-to-maturity securities				
Debentures	150,000,000	6,059,580	-	156,059,580

UNIT : BAHT

	CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS			
	Cost value/ amortized cost As at December 31, 2013	Unrealized gross profit	Unrealized gross loss	Fair value As at December 31, 2013
Held-to-maturity securities				
Debentures	280,000,000	3,894,920	(343,252)	283,551,668

14. INVESTMENT PROPERTY

Investment property as at December 31, consist of the following: (see Note 18)

UNIT : BAHT

	CONSOLIDATED FINANCIAL STATEMENTS			
	Balance as at December 31, 2013	Additions	Disposals	Balance as at December 31, 2014
Cost				
Land	31,407,562	615,450,000	-	646,857,562
Building and structures	99,575,333	-	-	99,575,333
Total investment property	130,982,895	615,450,000	-	746,432,895
Accumulated depreciation				
Building and structures	(55,435,261)	(4,683,131)	-	(60,118,392)
Total accumulated depreciation	(55,435,261)	(4,683,131)	-	(60,118,392)
Investment property	75,547,634	610,766,869	-	686,314,503

UNIT : BAHT

	CONSOLIDATED FINANCIAL STATEMENTS			
	Balance as at December 31, 2012	Additions	Disposals	Balance as at December 31, 2013
Cost				
Land	31,487,562	-	(80,000)	31,407,562
Building and structures	101,007,980	-	(1,432,647)	99,575,333
Total investment property	132,495,542	-	(1,512,647)	130,982,895
Accumulated depreciation				
Building and structures	(52,184,775)	(4,683,132)	1,432,646	(55,435,261)
Total accumulated depreciation	(52,184,775)	(4,683,132)	1,432,646	(55,435,261)
Investment property	80,310,767	(4,683,132)	(80,001)	75,547,634

Depreciation for the years ended December 31,

2014	4,683,131
2013	4,683,132

UNIT : BAHT

SEPARATE FINANCIAL STATEMENTS

	Balance as at December 31, 2013	Additions	Disposals	Balance as at December 31, 2014
Cost				
Land	32,811,823	615,450,000	-	648,261,823
Building and structures	124,434,533	-	-	124,434,533
Total investment property	157,246,356	615,450,000	-	772,696,356
Accumulated depreciation				
Building and structures	(76,296,845)	(4,856,899)	-	(81,153,744)
Total accumulated depreciation	(76,296,845)	(4,856,899)	-	(81,153,744)
Investment property	80,949,511	610,593,101	-	691,542,612

UNIT : BAHT

SEPARATE FINANCIAL STATEMENTS

	Balance as at December 31, 2012	Additions	Disposals	Balance as at December 31, 2013
Cost				
Land	32,891,823	-	(80,000)	32,811,823
Building and structures	125,867,180	-	(1,432,647)	124,434,533
Total investment property	158,759,003	-	(1,512,647)	157,246,356
Accumulated depreciation				
Building and structures	(72,872,591)	(4,856,900)	1,432,646	(76,296,845)
Total accumulated depreciation	(72,872,591)	(4,856,900)	1,432,646	(76,296,845)
Investment property	85,886,412	(4,856,900)	(80,001)	80,949,511

Depreciation for the years ended December 31,

2014	4,856,899
2013	4,856,900

Fair value of investment property as at December 31, 2014 and 2013 consist of the following:

UNIT : BAHT

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	CARRYING VALUE	FAIR VALUE	CARRYING VALUE	FAIR VALUE
As at December 31, 2014				
Land	646,857,562	879,998,800	648,261,823	973,010,000
Building and structures	39,456,941	113,819,600	43,280,789	113,819,600
As at December 31, 2013				
Land	31,407,562	107,278,800	32,811,823	182,290,000
Building and structures	44,140,073	113,819,600	48,137,688	137,432,800

Fair value of investment property was appraised by an independent appraiser using the Cost Approach or the Market Approach.

Items recognized in profit or loss from investment property for the years ended December 31, 2014 and 2013 consist of the following:

UNIT : BAHT

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2014	2013	2014	2013
Rental income from investment property	6,947,958	7,826,100	10,807,158	11,829,300
Direct operating expenses arising from investment property that generated rental income during the year	5,223,072	5,094,819	5,396,840	5,358,587

15. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment as at December 31, consist of the following: (see Note 18)

UNIT : BAHT

	CONSOLIDATED FINANCIAL STATEMENTS				
	Balance as at December 31, 2013	Additions	Disposals	Transfer/ Other	Balance as at December 31, 2014
Cost					
Land	438,177,524	381,627,599	-	-	819,805,123
Land improvement	3,736,581	-	-	-	3,736,581
Building and structures	369,970,057	-	-	1,129,600	371,099,657
Furniture, fixtures and office equipment	621,046,452	25,014,259	(1,443,990)	4,652,282	649,269,003
Machinery and equipment	881,442,990	3,832,290	(16,628,670)	62,263,346	930,909,956
Vehicles	49,674,922	4,969,989	(2,995,753)	442,275	52,091,433
Total property, plant and equipment	2,364,048,526	415,444,137	(21,068,413)	68,487,503	2,826,911,753
Accumulated depreciation					
Land improvement	(1,221,140)	(78,334)	-	-	(1,299,474)
Building and structures	(274,618,427)	(10,560,718)	-	-	(285,179,145)
Furniture, fixtures and office equipment	(550,025,948)	(29,996,624)	1,401,423	-	(578,621,149)
Machinery and equipment	(725,009,713)	(34,877,779)	16,619,431	-	(743,268,061)
Vehicles	(35,774,637)	(3,936,433)	2,238,794	-	(37,472,276)
Total accumulated depreciation	(1,586,649,865)	(79,449,888)	20,259,648	-	(1,645,840,105)
Construction in progress and machinery under installation	110,511,187	45,939,703	(145,000)	(68,487,503)	87,818,387
Property, plant and equipment	887,909,848	381,933,952	(953,765)	-	1,268,890,035

CONSOLIDATED FINANCIAL STATEMENTS

	Balance as at December 31, 2012	Additions	Disposals	Transfer/ Other	Balance as at December 31, 2013
Cost					
Land	438,177,524	-	-	-	438,177,524
Land improvement	3,736,581	-	-	-	3,736,581
Building and structures	378,326,437	-	(8,756,380)	400,000	369,970,057
Furniture, fixtures and office equipment	618,499,847	14,541,977	(18,187,658)	6,192,286	621,046,452
Machinery and equipment	810,389,913	11,728,456	(28,559,830)	87,884,451	881,442,990
Vehicles	48,596,828	2,344,083	(4,313,238)	3,047,249	49,674,922
Total property, plant and equipment	2,297,727,130	28,614,516	(59,817,106)	97,523,986	2,364,048,526
Accumulated depreciation					
Land improvement	(1,142,806)	(78,334)	-	-	(1,221,140)
Building and structures	(269,864,046)	(13,510,751)	8,756,370	-	(274,618,427)
Furniture, fixtures and office equipment	(537,476,354)	(30,529,677)	17,980,083	-	(550,025,948)
Machinery and equipment	(728,305,769)	(24,935,995)	28,232,051	-	(725,009,713)
Vehicles	(35,282,424)	(4,073,429)	3,581,216	-	(35,774,637)
Total accumulated depreciation	(1,572,071,399)	(73,128,186)	58,549,720	-	(1,586,649,865)
Construction in progress and machinery under installation	12,814,098	198,449,299	(3,228,224)	(97,523,986)	110,511,187
Property, plant and equipment	738,469,829	153,935,629	(4,495,610)	-	887,909,848
Depreciation for the years ended December 31,					
2014					79,449,888
2013					73,128,186

SEPARATE FINANCIAL STATEMENTS

	Balance as at December 31, 2013	Additions	Disposals	Transfer/ Other	Balance as at December 31, 2014
Cost					
Land	400,323,268	381,627,598	-	-	781,950,866
Land improvement	2,237,838	-	-	-	2,237,838
Building and structures	183,815,035	-	-	1,129,600	184,944,635
Furniture, fixtures and office equipment	479,420,011	21,415,913	(1,424,838)	3,462,383	502,873,469
Machinery and equipment	454,130,224	3,135,884	(9,808,426)	1,986,790	449,444,472
Vehicles	38,197,061	4,438,570	(1,754,538)	442,275	41,323,368
Total accumulated depreciation	1,558,123,437	410,617,965	(12,987,802)	7,021,048	1,962,774,648
Accumulated depreciation					
Land improvement	(1,214,330)	(75,859)	-	-	(1,290,189)
Building and structures	(124,691,531)	(5,645,571)	-	-	(130,337,102)
Furniture, fixtures and office equipment	(420,888,573)	(25,151,037)	1,385,292	-	(444,654,318)
Machinery and equipment	(379,607,846)	(14,309,638)	9,807,566	-	(384,109,918)
Vehicles	(28,856,647)	(3,070,359)	1,754,535	-	(30,172,471)
Total accumulated depreciation	(955,258,927)	(48,252,464)	12,947,393	-	(990,563,998)
Construction in progress and machinery under installation	51,238,974	29,005,684	(145,000)	(7,021,048)	73,078,610
Property, plant and equipment	654,103,484	391,371,185	(185,409)	-	1,045,289,260

UNIT : BAHT

SEPARATE FINANCIAL STATEMENTS					
	Balance as at December 31, 2012	Additions	Disposals	Transfer/ Other	Balance as at December 31, 2013
Cost					
Land	400,323,268	-	-	-	400,323,268
Land improvement	2,237,838	-	-	-	2,237,838
Building and structures	192,571,415	-	(8,756,380)	-	183,815,035
Furniture, fixtures and office equipment	477,716,413	13,106,120	(17,213,538)	5,811,016	479,420,011
Machinery and equipment	429,695,400	11,221,581	(8,877,261)	22,090,504	454,130,224
Vehicles	35,299,713	459,299	(609,200)	3,047,249	38,197,061
Total accumulated depreciation	1,537,844,047	24,787,000	(35,456,379)	30,948,769	1,558,123,437
Accumulated depreciation					
Land improvement	(1,138,470)	(75,860)	-	-	(1,214,330)
Building and structures	(127,757,040)	(5,690,861)	8,756,370	-	(124,691,531)
Furniture, fixtures and office equipment	(412,083,497)	(25,859,760)	17,054,684	-	(420,888,573)
Machinery and equipment	(374,645,155)	(13,659,757)	8,697,066	-	(379,607,846)
Vehicles	(26,353,986)	(3,111,861)	609,200	-	(28,856,647)
Total accumulated depreciation	(941,978,148)	(48,398,099)	35,117,320	-	(955,258,927)
Construction in progress and machinery under installation	12,070,969	73,325,416	(3,208,642)	(30,948,769)	51,238,974
Property, plant and equipment	607,936,868	49,714,317	(3,547,701)	-	654,103,484
Depreciation for the years ended December 31,					
2014					48,252,464
2013					48,398,099

Costs of plant and equipment which are fully depreciated and still in use by the Company and subsidiaries as at December 31, 2014 and 2013 are approximately Baht 1,343.05 million and Baht 1,299.52 million, respectively (Company : Baht 829.77 million and Baht 810.40 million, respectively).

Leased assets included above, where the Company is a lessee under financial leases, classified in equipment as at December 31, follows:

UNIT : BAHT

CONSOLIDATED FINANCIAL STATEMENTS		
	2014	2013
Cost - capitalized finance leases	2,004,000	1,404,000
Less Accumulated depreciation	(355,118)	(58,981)
Net book value	1,648,882	1,345,019

UNIT : BAHT

SEPARATE FINANCIAL STATEMENTS		
	2014	2013
Cost - capitalized finance leases	1,404,000	1,404,000
Less Accumulated depreciation	(292,981)	(58,981)
Net book value	1,111,019	1,345,019

16. INTANGIBLE ASSETS

Intangible assets as at December 31, consist of the following:

UNIT : BAHT

CONSOLIDATED FINANCIAL STATEMENTS					
	Balance as at December 31, 2013	Additions	Disposals	Transfer/ Other	Balance as at December 31, 2014
Cost					
Software	53,038,267	1,684,524	-	-	54,722,791
Trademark and club and golf membership fee	4,513,207	21,500	-	-	4,534,707
Total	57,551,474	1,706,024	-	-	59,257,498
Accumulated amortization					
Software	(32,392,407)	(4,116,529)	-	-	(36,508,936)
Trademark and club and golf membership fee	(3,390,717)	(193,047)	-	-	(3,583,764)
Total accumulated amortization	(35,783,124)	(4,309,576)	-	-	(40,092,700)
Intangible assets pending transfer	3,732,531	862,299	-	-	4,594,830
Intangible assets	25,500,881				23,759,628

UNIT : BAHT

CONSOLIDATED FINANCIAL STATEMENTS					
	Balance as at December 31, 2012	Additions	Disposals	Transfer/ Other	Balance as at December 31, 2013
Cost					
Software	40,666,922	12,371,345	-	-	53,038,267
Trademark and club and golf membership fee	4,498,457	14,500	-	250	4,513,207
Total	45,165,379	12,385,845	-	250	57,551,474
Accumulated amortization					
Software	(29,031,555)	(3,360,852)	-	-	(32,392,407)
Trademark and club and golf membership fee	(3,154,700)	(236,017)	-	-	(3,390,717)
Total accumulated amortization	(32,186,255)	(3,596,869)	-	-	(35,783,124)
Intangible assets pending transfer	2,513,773	1,219,008	-	(250)	3,732,531
Intangible assets	15,492,897				25,500,881
Amortization for the years ended December 31,					
2014					4,309,576
2013					3,596,869

UNIT : BAHT

	SEPARATE FINANCIAL STATEMENTS				
	Balance as at December 31, 2013	Additions	Disposals	Transfer/ Other	Balance as at December 31, 2014
Cost					
Software	50,208,347	1,497,974	-	-	51,706,321
Trademark and club and golf membership fee	4,513,207	21,500	-	-	4,534,707
Total	54,721,554	1,519,474	-	-	56,241,028
Accumulated amortization					
Software	(30,377,521)	(3,773,759)	-	-	(34,151,280)
Trademark and club and golf membership fee	(3,390,716)	(193,047)	-	-	(3,583,763)
Total accumulated amortization	(33,768,237)	(3,966,806)	-	-	(37,735,043)
Intangible assets pending transfer	3,732,531	862,299	-	-	4,594,830
Intangible assets	24,685,848				23,100,815

UNIT : BAHT

	SEPARATE FINANCIAL STATEMENTS				
	Balance as at December 31, 2012	Additions	Disposals	Transfer/ Other	Balance as at December 31, 2013
Cost					
Software	38,190,492	12,017,855	-	-	50,208,347
Trademark and club and golf membership fee	4,498,457	14,500	-	250	4,513,207
Total	42,688,949	12,032,355	-	250	54,721,554
Accumulated amortization					
Software	(27,319,549)	(3,057,972)	-	-	(30,377,521)
Trademark and club and golf membership fee	(3,154,699)	(236,017)	-	-	(3,390,716)
Total accumulated amortization	(30,474,248)	(3,293,989)	-	-	(33,768,237)
Intangible assets pending transfer	2,513,773	1,219,008	-	(250)	3,732,531
Intangible assets	14,728,474				24,685,848
Amortization for the years ended December 31,					
2014					3,966,806
2013					3,293,989

17. LEASEHOLD RIGHTS

Leasehold rights as at December 31, consist of the following:

UNIT : BAHT

	CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS			
	Balance as at December 31, 2013	Additions	Disposals	Balance as at December 31, 2014
Leasehold rights				
Cost	33,754,000	-	-	33,754,000
Accumulated amortization	(26,102,629)	(1,550,157)	-	(27,652,786)
Leasehold rights	7,651,371	(1,550,157)	-	6,101,214

UNIT : BAHT

	CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS			
	Balance as at December 31, 2012	Additions	Disposals	Balance as at December 31, 2013
Leasehold rights				
Cost	33,754,000	-	-	33,754,000
Accumulated amortization	(24,892,905)	(1,209,724)	-	(26,102,629)
Leasehold rights	8,861,095	(1,209,724)	-	7,651,371

Amortization for the years ended December 31,

2014	1,550,157
2013	1,209,724

18. LAND DEPOSIT

On November 22, 2013, the Company entered into the Land Buying and Selling contract with a company to purchase the land at a price of Baht 592.75 million and the Company had paid deposit for such purchase of land amounting to Baht 175 million. Subsequently, on May 16, 2014, the Company paid the remaining amount after revised for decreasing in part of land amounting to Baht 415.45 million and registered the ownership in such land. The Company transferred land deposit and classified such land as investment property in the consolidated and separate financial statements as at December 31, 2014 with the total amount of Baht 590.45 million (see Note 14).

On December 4, 2013, the Company entered into the Land Buying and Selling contract with a person to purchase the land at a selling price of Baht 25 million and the Company had paid deposit for such purchase of land amounting to Baht 12.5 million. The Company paid the remaining amounting to Baht 12.5 million and registered the ownership in such land on May 19, 2014. The Company transferred land deposit and classified such land as investment property in the consolidated and separate financial statements as at December 31, 2014 with the total amount of Baht 25 million (see Note 14).

In addition, on December 18, 2013, the Company entered into the Land Buying and Selling contract with a person to purchase the land at a selling price of Baht 240.53 million and the Company had paid deposit for such purchase of land amounting to Baht 20 million. However, on March 24, 2014, the Company revised the selling price in an addendum to the Land Buying and Selling contract. Subsequently, on April 21, 2014, the Company paid the remaining amount of Baht 213.56 million and registered the ownership in such land. The Company transferred land deposit and classified such land as land in the consolidated and separate financial statements as at December 31, 2014 with the total amount of Baht 233.56 million and registered the ownership in such land (see Note 41).

19. OTHER NON-CURRENT ASSETS

Other non-current assets as at December 31, 2014 and 2013 in the consolidated and the separate financial statements mainly represent deposits for the rent of land and vehicle with related parties and other deposits.

20. BANK OVERDRAFTS AND SHORT-TERM BORROWINGS FROM FINANCIAL INSTITUTIONS

As at December 31, the Company and subsidiaries have unsecured credit facilities as follows:

	UNIT : MILLION BAHT			
	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	2014	2013	2014	2013
Facilities for bank overdrafts and short-term borrowings from financial institutions	1,008.90	1,013.90	862.90	867.90

The facilities for bank overdrafts and short-term borrowing from such financial institutions bear interest rates of MOR per annum.

As at December 31, 2014, the Company has the promissory notes at call issued to commercial banks amounting to Baht 190 million at the interest rate of 2.14 - 2.15% per annum. There is no collateral for such loans.

21. TRADE AND OTHER PAYABLES

Trade and other payables as at December 31, are as follows:

	UNIT : BAHT			
	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	2014	2013	2014	2013
Trade payables - related companies	218,858,822	153,549,755	332,531,463	251,625,417
Trade payables - other companies	169,112,274	118,547,167	123,730,184	92,931,536
Total trade payables	387,971,096	272,096,922	456,261,647	344,556,953
Other payables - related companies	4,826,151	608,031	4,766,718	528,710
Other payables - other companies	13,841,014	29,375,382	10,408,395	26,233,497
Accrued bonus expense	114,817,870	87,966,827	81,530,570	62,134,097
Accrued royalty fee	39,384,227	39,873,487	39,384,227	39,873,487
Accrued interest expense	167,753	-	167,753	-
Accrued expense	14,109,885	16,170,262	10,002,506	11,985,732
Revenues received in advance	120,597	179,374	120,597	179,374
Guarantees received in advance	2,681,130	2,699,223	2,410,230	1,986,748
Total other payables	189,948,627	176,872,586	148,790,996	142,921,645
	577,919,723	448,969,508	605,052,643	487,478,598

22. LIABILITIES UNDER FINANCE LEASE AGREEMENTS

The Company and its subsidiaries have entered into finance lease agreements for equipment under financial lease. Liabilities under finance lease agreements as at December 31, are as follows:

UNIT : BAHT

	CONSOLIDATED FINANCIAL STATEMENTS	
	2014	2013
Liabilities under finance lease agreements	2,477,993	2,176,536
<u>Less</u> Deferred interest under finance lease agreements	(687,575)	(806,599)
Liabilities under finance lease agreements	1,790,418	1,369,937
Installments due within 1 year	328,329	151,963
Installments due longer than 1 year but not over 5 years	1,462,089	1,217,974
Liabilities under finance lease agreements	1,790,418	1,369,937

UNIT : BAHT

	SEPARATE FINANCIAL STATEMENTS	
	2014	2013
Liabilities under finance lease agreements	1,798,008	2,176,536
<u>Less</u> Deferred interest under finance lease agreements	(580,034)	(806,599)
Liabilities under finance lease agreements	1,217,974	1,369,937
Installments due within 1 year	180,610	151,963
Installments due longer than 1 year but not over 5 years	1,037,364	1,217,974
Liabilities under finance lease agreements	1,217,974	1,369,937

23. DEFERRED TAX LIABILITIES

Deferred tax liabilities as at December 31, are as follows:

UNIT : BAHT

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2014	2013	2014	2013
Deferred tax assets				
Allowance for doubtful accounts	35,526	35,526	35,526	35,526
Consignment sales	2,000,000	2,200,000	2,000,000	2,200,000
Allowance for diminution in value of finished goods	354,030	266,381	354,030	266,381
Unrealized loss on the changes in value of trading securities	-	2,925,196	-	2,925,196
Allowance for impairment of general investments	4,895,488	6,783,489	4,895,488	6,783,489
Provision for goods returned	6,800,000	9,600,000	6,800,000	9,600,000
Employee benefits obligation	93,931,671	89,562,881	64,207,318	63,639,546
Loss carried forward	396,454	-	-	-
	108,413,169	111,373,473	78,292,362	85,450,138
Deferred tax liabilities				
Unrealized gain on the changes in value of trading securities	(3,078,781)	-	(3,078,781)	-
Unrealized gain on the changes in value of available-for-sale securities	(177,672,475)	(151,234,885)	(177,228,730)	(150,866,338)
Financial lease liabilities	(25,700)	(4,983)	(21,391)	(4,983)
	(180,776,956)	(151,239,868)	(180,328,902)	(150,871,321)
Deferred tax liabilities - net	(72,363,787)	(39,866,395)	(102,036,540)	(65,421,183)

The movements of deferred tax assets and deferred tax liabilities during the year are as follows:

BAHT '000

	CONSOLIDATED FINANCIAL STATEMENTS			
	As at January 1, 2014	Items as recognized in profit or loss	Items as recognized in other comprehensive income	As at December 31, 2014
Deferred tax assets				
Allowance for doubtful accounts	35	-	-	35
Consignment sales	2,200	(200)	-	2,000
Allowance for diminution in value of finished goods	267	87	-	354
Unrealized loss on the changes in value of trading securities	2,925	(2,925)	-	-
Allowance for impairment of general investments	6,784	(1,888)	-	4,896
Provision for goods returned	9,600	(2,800)	-	6,800
Employee benefits obligation	89,563	4,369	-	93,932
Loss carried forward	-	396	-	396
	111,374	(2,961)	-	108,413
Deferred tax liabilities				
Unrealized gain on the changes in value of trading securities	-	(3,079)	-	(3,079)
Unrealized gain on the changes in value of available-for-sale securities	(151,235)	-	(26,437)	(177,672)
Financial lease liabilities	(5)	(21)	-	(26)
	(151,240)	(3,100)	(26,437)	(180,777)
Deferred tax liabilities - net	(39,866)	(6,061)	(26,437)	(72,364)

CONSOLIDATED FINANCIAL STATEMENTS

	As at January 1, 2013	Items as recognized in profit or loss	Items as recognized in other comprehensive income	As at December 31, 2013
Deferred tax assets				
Allowance for doubtful accounts	35	-	-	35
Consignment sales	1,800	400	-	2,200
Allowance for diminution in value of finished goods	147	120	-	267
Unrealized loss on the changes in value of trading securities	-	2,925	-	2,925
Unrealized loss on the changes in value of available-for-sale securities	66	-	(66)	-
Allowance for impairment of general investments	7,907	(1,123)	-	6,784
Provision for goods returned	11,400	(1,800)	-	9,600
Employee benefits obligation	89,124	439	-	89,563
	110,479	961	(66)	111,374
Deferred tax liabilities				
Unrealized gain on the changes in value of available-for-sale securities	(194,770)	-	43,535	(151,235)
Financial lease liabilities	-	(5)	-	(5)
	(194,770)	(5)	43,535	(151,240)
Deferred tax liabilities - net	(84,291)	956	43,469	(39,866)

SEPARATE FINANCIAL STATEMENTS

	As at January 1, 2014	Items as recognized in profit or loss	Items as recognized in other comprehensive income	As at December 31, 2014
Deferred tax assets				
Allowance for doubtful accounts	35	-	-	35
Consignment sales	2,200	(200)	-	2,000
Allowance for diminution in value of finished goods	267	87	-	354
Unrealized loss on the changes in value of trading securities	2,925	(2,925)	-	-
Allowance for impairment of general investments	6,784	(1,888)	-	4,896
Provision for goods returned	9,600	(2,800)	-	6,800
Employee benefits obligation	63,639	568	-	64,207
	85,450	(7,158)	-	78,292
Deferred tax liabilities				
Unrealized gain on the changes in value of trading securities	-	(3,079)	-	(3,079)
Unrealized gain on the changes in value of available-for-sale securities	(150,866)	-	(26,363)	(177,229)
Financial lease liabilities	(5)	(16)	-	(21)
	(150,871)	(3,095)	(26,363)	(180,329)
Deferred tax liabilities - net	(65,421)	(10,253)	(26,363)	(102,037)

	SEPARATE FINANCIAL STATEMENTS			
	As at January 1, 2013	Items as recognized in profit or loss	Items as recognized in other comprehensive income	As at December 31, 2013
Deferred tax assets				
Allowance for doubtful accounts	35	-	-	35
Consignment sales	1,800	400	-	2,200
Allowance for diminution in value of finished goods	148	119	-	267
Unrealized loss on the changes in value of trading securities	-	2,925	-	2,925
Unrealized loss on the changes in value of available-for-sale securities	124	-	(124)	-
Allowance for impairment of general investments	7,907	(1,123)	-	6,784
Provision for goods returned	11,400	(1,800)	-	9,600
Employee benefits obligation	63,569	70	-	63,639
	84,983	591	(124)	85,450
Deferred tax liabilities				
Unrealized gain on the changes in value of available-for-sale securities	(194,230)	-	43,364	(150,866)
Financial lease liabilities	-	(5)	-	(5)
	(194,230)	(5)	43,364	(150,871)
Deferred tax liabilities - net	(109,247)	586	43,240	(65,421)

24. RETIREMENT BENEFIT OBLIGATION

The Company and its subsidiaries operate retirement benefit plans under the Labor Protection Act and the Company and its subsidiaries' retirement benefit plan, which are considered as unfunded defined benefit plans.

Amounts recognized in the income statements in respect of these defined benefit plans for the years ended December 31, are as follows:

UNIT : BAHT

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2014	2013	2014	2013
Current service cost	36,164,920	38,147,153	23,718,313	24,119,385
Interest cost	15,035,835	14,527,284	10,153,322	10,136,209
	51,200,755	52,674,437	33,871,635	34,255,594

Movements in the present value of the post-employment benefit obligations plans for the years ended December 31, are as follows:

UNIT : BAHT

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2014	2013	2014	2013
Beginning balance of post-employment benefits obligation	460,840,638	445,618,713	318,197,728	317,843,624
<u>Add</u> Current service cost	36,164,920	38,147,153	23,718,313	24,119,385
Interest cost	15,035,835	14,527,284	10,153,322	10,136,209
Adjustment from transfer-in of employees	989,132	-	989,132	-
<u>Less</u> Benefit paid	(38,786,387)	(37,452,512)	(32,021,907)	(33,901,490)
Ending balance of post-employment benefits obligation	474,244,138	460,840,638	321,036,588	318,197,728

The principle actuarial assumptions used to calculate the provision under the retirement benefit plans as at December 31, are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS	SEPARATE FINANCIAL STATEMENTS
Discount rate (p.a.)	3.32% - 3.70%	3.32%
Expected rate of salary increase (p.a.)	1.90% - 5.00%	1.90% - 5.00%
Voluntary resignation rate (Depended on employee's age) (p.a.)		
- Monthly employees	1% - 22%	1% - 15%
- Daily employees	2% - 73%	3% - 38%

25. LEGAL RESERVE

Under the Public Companies Act, the Company is required to set aside as a statutory reserve at least 5% of its net profit after deficit brought forward (if any) until the reserve is not less than 10% of the registered capital. Dividend cannot be paid out of the legal reserve.

Under the provision of the Civil and Commercial Code of Thailand, the subsidiary companies are required to set aside as a legal reserve at least 5% of their net profit each time a dividend is declared until the reserve reaches 10% of registered capital, such reserve is not available for dividend distribution.

As at December 31, 2014 and 2013, the Company's legal reserve has reached 10% of the registered share capital.

26. CAPITAL MANAGEMENT

The Company's objective in managing capital is to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company does not apply any financial ratio to monitor its capital whilst manages its capital to be sufficient for its working capital.

27. DIVIDEND AND RESERVE

The Company and its subsidiaries' shareholders' meetings approved dividend payment and set aside reserve as follows:

Companies	2014					2013				
	Date of shareholders' Meeting	Baht per share	Total amount (Million Baht)	Legal reserve (Million Baht)	General reserve (Million Baht)	Date of shareholders' meeting	Baht per share	Total amount (Million Baht)	Legal reserve (Million Baht)	General reserve (Million Baht)
Thai Wacoal Public Company Limited	April 21	2.25	270.00	-	13.52	April 22	2.40	288.00	-	21.59
SR.W. Garment Co., Ltd.	April 3	284.00	56.80	-	2.10	April 3	190.00	38.00	-	2.15
Wacoal Kabinburi Co., Ltd.	April 3	50.00	25.00	-	1.22	April 3	69.00	34.50	-	1.79
Wacoal Lamphun Co., Ltd.	April 3	52.00	26.00	-	1.22	April 3	44.00	22.00	-	1.24
Pattaya Kabinburi Co., Ltd.	April 3	177.00	35.40	-	1.68	April 3	175.00	35.00	-	1.89
Tora 1010 Co., Ltd.	April 3	-	-	-	-	April 3	9.00	0.90	0.04	-

Dividends in the years 2014 and 2013 are the appropriation of net profit for the years 2013 and 2012, and paid in May 2014 and 2013, respectively.

SR.W. Garment Co., Ltd. paid dividend in May 2014 and September 2014 amounting to Baht 42.60 million and Baht 14.20 million, respectively. In additional, Wacoal Lamphun Co., Ltd. paid dividend in May 2014 and July 2014 amounting to Baht 20 million and Baht 6 million, respectively.

The Company and its subsidiaries have appropriated a portion of retained earnings for the general reserve for their business activities in the future. The exact objectives of such reserves have not been specifically identified.

28. PROVIDENT FUNDS

The Company and subsidiaries have set up a Provident Fund which is contributory by employees and the Company. The Fund is registered as the provident fund in accordance with the Provident Fund Act B.E. 2530 (1987).

For the years ended December 31, 2014 and 2013, the Company and subsidiaries' contributions are recorded as expenses in the amount of Baht 17.89 million and Baht 19.44 million, respectively (Company : Baht 11.35 million and Baht 12.56 million, respectively).

29. REVENUES FROM SALE OF GOODS AND RENDERING OF SERVICES

Revenues from sale of goods and rendering of services of the Company and subsidiaries for the years ended December 31, are as follows:

UNIT : BAHT

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2014	2013	2014	2013
Revenues from sale of goods	3,563,470,299	3,592,167,465	3,885,220,967	3,894,643,978
Revenues from rendering of services	37,862,820	37,344,550	11,279,549	6,649,929
Total revenues from sale of goods and rendering of services	3,601,333,119	3,629,512,015	3,896,500,516	3,901,293,907

30. OTHER INCOME

Other income for the years ended December 31, are as follows :

UNIT : BAHT

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2014	2013	2014	2013
Interest income	34,872,770	56,605,422	34,328,492	55,885,486
Rental income and service income	14,313,259	15,473,241	20,513,179	21,695,931
Net gain on exchange rate	9,620,451	17,107,065	9,515,256	16,847,780
Gain on sales of investment property	-	4,149,108	-	4,149,108
Gain on sales of property, plant and equipment	1,783,949	4,826,227	1,155,211	1,756,069
Unrealized gain on trading securities	15,393,904	-	15,393,904	-
Other income	34,262,612	30,962,429	33,340,512	30,391,366
	110,246,945	129,123,492	114,246,554	130,725,740

31. EXPENSES BY NATURE

Significant expenses by nature for the years ended December 31, are as follows:

UNIT : BAHT

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2014	2013	2014	2013
Changes in finished goods and work in progress	(176,337,442)	37,797,577	(194,368,223)	31,597,415
Cost of finished goods purchased	126,747,441	120,029,215	1,417,133,720	1,304,961,965
Raw materials used	1,581,681,875	1,487,611,058	1,253,387,855	1,200,584,067
Employee benefits expense	1,287,559,263	1,273,634,596	846,608,924	837,920,238
Depreciation and amortization	89,992,752	82,617,911	58,626,326	57,758,711
Loss on devaluation of inventories	57,204,225	52,571,181	49,450,005	43,612,463
Royalty fee	39,949,042	40,259,552	39,949,042	40,259,552
Utilities expense	54,764,071	52,065,877	36,110,216	34,060,349
Management benefit expenses	64,172,153	69,513,350	59,205,033	64,231,342

32. CORPORATE INCOME TAX

Corporate income tax of the Company and subsidiaries for the years ended December 31, are as follows:

UNIT : BAHT

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2014	2013	2014	2013
Current income tax of the current period				
Current tax expenses of the current period	(33,398,144)	(42,291,927)	(28,337,976)	(29,456,316)
Deferred income tax				
Deferred tax income (expense) and temporary differences	(6,059,802)	954,513	(10,252,964)	586,285
Total	(39,457,946)	(41,337,414)	(38,590,940)	(28,870,031)

Reconciliation of income tax expenses and the results of the accounting profit multiplied by the income tax rate are as follows:

UNIT : BAHT

	CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31,	
	2014	2013
Income before income tax	316,187,762	295,701,520
Tax rate	20%	20%
The result of the account profit multiplied by the income tax rate - expenses	(63,237,552)	(59,140,304)
Effect of the non-taxable income and non-deductible expense	23,779,606	17,802,890
Income tax - expense	(39,457,946)	(41,337,414)

UNIT : BAHT

SEPARATE FINANCIAL STATEMENTS

For the years ended December 31,

2014

2013

Income before income tax	334,253,790	299,183,413
Tax rate	20%	20%
The result of the account profit multiplied by the income tax rate - expenses	(66,850,758)	(59,836,683)
Effect of the non-taxable income and non-deductible expense	28,259,818	30,966,652
Income tax - expense	(38,590,940)	(28,870,031)

33. TRANSACTIONS WITH RELATED PARTIES

In the normal course of business, the Company purchases inventories from subsidiaries and related companies, purchases and sells its main raw materials with related companies and engages the related company to be a distributor. The financial statements reflect the effects of these transactions on the basis determined by the Company and the related parties.

Significant balances with the related parties as at December 31, are as follows:

UNIT : MILLION BAHT

		Relationship	CONSOLIDATED		SEPARATE	
			FINANCIAL STATEMENTS	FINANCIAL STATEMENTS	FINANCIAL STATEMENTS	FINANCIAL STATEMENTS
			2014	2013	2014	2013
Trade accounts receivable						
I.C.C. International Public Co., Ltd.	The Company's major shareholder has over 10% shareholding	405	341	405	341	
Wacoal America Inc.	Subsidiary of major shareholder company	13	8	13	8	
Wacoal Corporation	The Company's major shareholder	43	41	43	41	
Pattaya Manufacturing Co., Ltd.	The Company's major shareholder has over 10% shareholding	6	6	6	6	
Wien International Co., Ltd.	The Company's major shareholder has over 10% shareholding	89	111	89	111	
SR.W. Garment Co., Ltd.	Subsidiary	-	-	41	33	
Wacoal Kabinburi Co., Ltd.	Subsidiary	-	-	19	28	
Wacoal Lamphun Co., Ltd.	Subsidiary	-	-	21	14	
Pattaya Kabinburi Co., Ltd.	Subsidiary	-	-	34	20	
Tora 1010 Co., Ltd.	Subsidiary	-	-	-	12	
Others		21	21	19	13	
Total trade accounts receivable		577	528	690	627	

Relationship		CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
		2014	2013	2014	2013
Short-term loans to related parties		99	99	99	99
(See Note 6)					
Long-term investments in related companies					
- Available-for-sale securities (See Note 10.1)		794	713	782	701
- General investments (See Note 13.1)		379	326	379	326
Trade accounts payable					
Textile Prestige Public Co., Ltd.	The Company's major shareholder has over 10% shareholding	127	92	77	61
Thai Takeda Lace Co., Ltd.	The Company's major shareholder has over 10% shareholding	8	6	6	4
Wacoal Corporation	The Company's major shareholder	15	12	15	12
Wacoal International Hongkong Co., Ltd.	The Company's major shareholder has over 10% shareholding	7	7	7	7
Mangkorn.1 2 Co., Ltd.	The Company's major shareholder has over 10% shareholding	-	28	-	18
Erawan Textile Co., Ltd.	The Company's major shareholder has over 10% shareholding	38	1	26	1
Pattaya Manufacturing Co., Ltd.	The Company's major shareholder has over 10% shareholding	8	3	8	3
SR.W. Garment Co., Ltd.	Subsidiary	-	-	74	57
Wacoal Kabinburi Co., Ltd.	Subsidiary	-	-	36	27
Wacoal Lamphun Co., Ltd	Subsidiary	-	-	29	24
Pattaya Kabinburi Co., Ltd.	Subsidiary	-	-	41	33
Others		17	5	14	5
Total trade accounts payable		220	154	333	252
Accrued royalty fee					
Wacoal Corporation	The Company's major shareholder	39	40	39	40

Significant transactions with the related companies for the years ended December 31, are as follows:

UNIT : MILLION BAHT

Relationship		CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
		2014	2013	2014	2013
Sale of raw materials and finished products					
I.C.C. International Public Co., Ltd.	The Company's major shareholder has over 10% shareholding	1,983	2,024	1,983	2,024
Wacoal America Inc.	Subsidiary of major shareholder company	332	272	332	272
Philippine Wacoal Corp.	The Company's major shareholder has over 10% shareholding	28	26	28	26
Wacoal Corporation	The Company's major shareholder	742	724	742	724
Pattaya Manufacturing Co., Ltd.	The Company's major shareholder has over 10% shareholding	39	29	38	29
Wien International Co., Ltd.	The Company's major shareholder has over 10% shareholding	111	179	111	179
Kabin Pattanakij Co.,Ltd.	The Company's major shareholder has over 10% shareholding	23	30	23	30
SR.W. Garment Co., Ltd.	Subsidiary	-	-	122	102
Wacoal Kabinburi Co., Ltd.	Subsidiary	-	-	72	77
Wacoal Lamphun Co., Ltd.	Subsidiary	-	-	68	65
Pattaya Kabinburi Co., Ltd.	Subsidiary	-	-	101	88
Tora 1010 Co., Ltd.	Subsidiary	-	-	24	51
Others		65	77	36	25
Total sale of raw materials and finished products		3,323	3,361	3,680	3,692

Relationship		CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
		2014	2013	2014	2013
Purchase of raw materials and finished products					
Textile Prestige Public Co., Ltd.	The Company's major shareholder has over 10% shareholding	337	301	209	200
Wacoal Corporation	The Company's major shareholder	133	146	133	146
Wacoal International Hongkong Co., Ltd.	The Company's major shareholder has over 10% shareholding	120	128	120	128
Thai Takeda Lace Co., Ltd.	The Company's major shareholder has over 10% shareholding	46	46	30	30
Mangkorn.1 2 Co., Ltd.	The Company's major shareholder has over 10% shareholding	204	200	128	131
Erawan Textile Co., Ltd.	The Company's major shareholder has over 10% shareholding	51	9	32	9
Pattaya Manufacturing Co., Ltd.	The Company's major shareholder has over 10% shareholding	75	64	75	64
SR.W. Garment Co., Ltd.	Subsidiary	-	-	515	425
Wacoal Kabinburi Co., Ltd.	Subsidiary	-	-	253	240
Wacoal Lamphun Co., Ltd.	Subsidiary	-	-	251	238
Pattaya Kabinburi Co., Ltd.	Subsidiary	-	-	300	297
Others		50	45	44	40
Total purchase of raw materials and finished products		1,016	939	2,090	1,948
Hire of work income & rental income					
Pattaya Manufacturing Co., Ltd.	The Company's major shareholder has over 10% shareholding	4	6	4	5
Thaigunze Co., Ltd.	The Company's major shareholder has over 10% shareholding	7	11	-	-
SR.W. Garment Co., Ltd.	Subsidiary	-	-	7	7
Others		14	12	14	13
Total purchase of raw materials and finished products		25	29	25	25
Wage hire of work & rental expense					
Pattaya Manufacturing Co., Ltd.	The Company's major shareholder has over 10% shareholding	30	19	30	19
Pattaya Lamphun Co., Ltd.	The Company's major shareholder has over 10% shareholding	19	24	19	24
SR.W. Garment Co., Ltd.	Subsidiary	-	-	7	26
Others		3	2	5	4
Total wage hire of work & rental expense		52	45	61	73

Relationship		CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
		2014	2013	2014	2013
Royalty fee					
Wacoal Corporation	The Company's major shareholder	39	40	39	40
Interest income					
Erawan Textile Co., Ltd.	The Company's major shareholder has over 10% shareholding	4	4	4	4
Management benefit expenses					
Short-term benefit		63	68	59	63
Retirement benefit		1	2	-	1
Total management benefit expenses		64	70	59	64

The Company and subsidiaries sell finished products to related companies at the price and conditions as charging to other customers.

The Company sells raw materials to subsidiaries and related companies at cost plus margin as determined.

The Company purchases raw materials and finished products from related companies at the price and conditions as being charged by other suppliers.

The Company pays royalties based on percentage of sales (see Note 34).

The Company pays other services in accordance with conditions in the agreement.

34. TECHNOLOGY LICENSE AGREEMENT

On January 1, 1999, the Company entered into a technology license agreement with Wacoal Corporation, the major shareholder company, for the latter to grant the use of trademark and provide technical know-how for manufacturing the products set forth in the agreement. The Company has to pay royalty fee of 2% of net sales for such products. The agreement was effective for a period of 5 years as from January 1, 2004 until December 31, 2008, and is renewable for 5 years. In 2009, the Company renewed such agreement until December 31, 2013. However, on December 31, 2013, the Company renewed such agreement until December 31, 2023.

35. DISCLOSURE OF INFORMATION ON FINANCIAL INSTRUMENTS

35.1 Credit risk

Credit risk refers to the risk that accounts receivable will default on its contractual obligations resulting in a financial loss to the Company. The Company may have concentration of risks as most of trade accounts receivable are related companies. However, the Company does not have any damage incurred from non-compliance with its contractual obligations of the accounts receivable-related companies and expects that there is no credit risk.

In the case of recognized financial assets in the statement of financial position, the carrying amount of the assets recorded in the statement of financial position, represents the Company's maximum exposure to credit risk.

35.2 Interest rate risk

Interest rate risk arises from the potential for a change in interest rates to have an effect on the operation of the Company in the current reporting period and in future years. However, the effect of the change in interest rate does not have a material impact on the Company as the investments in debt securities have fixed interest rate and the Company has no significant loans.

35.3 Exchange rate risk

Exchange rate risk arises from the potential for a change in exchange rate to have an adverse effect on the Company in the current reporting period and in future years.

The Company uses derivative financial instruments which consist of forward contracts to reduce exposure to fluctuations in foreign currency exchange.

Forward contract protects the Company from movements in exchange rate by establishing the rate at which a foreign currency asset and liability will be settled. Any increase or decrease in the amount required to settle the asset or liability is off-set by a corresponding movement in the forward exchange contract.

The notional amount and the fair value of derivatives as at December 31, 2014 and 2013 are as follows:

CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS			
December 31, 2014			
	Notional Amount due within 1 year Foreign Currency	Baht	Fair Value Assets (Liabilities) Baht
Forward contracts			
- Sell	USD 18,058	593,743	(3,465)
- Sell	JPY 143,355,522	39,602,377	142,148

CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS			
December 31, 2013			
	Notional Amount due within 1 year Foreign Currency	Baht	Fair Value Assets (Liabilities) Baht
Forward contracts			
- Sell	USD 1,159,064	37,744,666	(465,660)
- Sell	JPY 91,444,368	28,637,695	(104,918)

35.4 Fair value of financial instruments

The following methods and assumptions were used by the Company and subsidiaries in estimating fair value of financial instruments as disclosed herein:

Cash and cash equivalents, temporary investments, trade accounts receivable, short-term loans and deposit at bank under obligation; the carrying values approximate their fair values.

Investments in marketable securities; fair value is based on quoted market prices. For investment in non-listed companies; fair value is based on net asset value of related securities. The fair value of unit trust is determined from the trusts' net asset value. The fair value of bonds and debentures is calculated by using the latest bid yield as quoted by the Thai Bond Market Association.

Trade accounts payable, the carrying value approximates fair values.

As at December 31, 2014 and 2013, the carrying values of the financial assets, which are different from the fair values, are as follows:

UNIT : BAHT

	CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS	
	Carrying Value	Fair Value
Investments in debentures		
2014	280,000,000	287,064,300
2013	370,000,000	374,028,738

36. CONTINGENT LIABILITIES AND COMMITMENTS

Contingent liabilities and commitments as at December 31, are as follows:

UNIT : MILLION BAHT

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2014	2013	2014	2013
Contingent liabilities in respect of guarantees issued on behalf of				
- Related parties (see Note 9)	6.31	6.28	6.31	6.28
Bank's letters of guarantee issued on behalf of the Company	20.94	18.17	18.84	16.06

37. OPERATING SEGMENT INFORMATION

The principal business of the Company and subsidiaries is to manufacture and sell clothes which mainly are ladies' lingerie, childrenwear and ladies' outerwear for both domestic sales and export sales. The Company considers operating segment information based on domestic sale and export sale. The Company and subsidiaries have no inter-segment revenue. Information of the Company and subsidiaries' segment revenues from external customers and segment profit and loss and reconciliation of total segment profit to profit or loss before income tax expense for the year ended December 31, 2014 are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS					
	Domestic		Export		Total	
	2014	2013	2014	2013	2014	2013
Segment revenues from sale of goods and rendering of services	2,444.28	2,540.66	1,157.05	1,088.85	3,601.33	3,629.51
Segment profit (loss)	163.86	172.39	(24.43)	(56.78)	139.43	115.61
Unallocated income (expense)					5.37	(16.33)
Dividend income					61.30	67.64
Other income					110.09	128.78
Net profit before income tax					316.19	295.70

The Company is unable to allocate property, plant and equipment for each segment due to the joint-usage in the production.

In addition, the main customer of the Company is ICC International Public Co., Ltd., which is the Company's major shareholder which holds over 10% shareholding (see Note 33).

38. PROMOTIONAL PRIVILEGES

Subsidiaries have been granted promotional privileges from the Board of Investment as the following summary:

Items	Company name			
	SR.W. Garment	Wacoal Lamphun	Wacoal Kabinburi	Pattaya Kabinburi
Project 2				
- Certificate Number	2876(2)/2555	1075/2544	1074/2544	1649 (1)/2544
- Issued Date	Dec 14, 2012	Jan 24, 2001	Jan 24, 2001	Oct 11, 2001
- Exemption from income tax	Jul. 1, 2014 - Jun. 30, 2021	Jul 1, 2001 - Jun 30, 2009	Jun 1, 2001 - May 31, 2009	Jan 1, 2003 - Dec 31, 2010
- Income tax reduction of 50% of normal rate for 5 years	-	Jul 1, 2009 - Jun 30, 2014	Jun 1, 2009 - May 31, 2014	Jan 1, 2011 - Dec 31, 2015
- Exemption from import duties for machineries	Dec 14, 2012 - Jun 14, 2015	Jan 24, 2001 - Jan 24, 2003	Jan 24, 2001 - Jan 24, 2003	Oct 24, 2001 - Oct 11, 2004
Project 3				
- Certificate Number	-	2904(2)/2555	2877(2)/2555	2878(2)/2555
- Issued Date	-	Dec 20, 2012	Dec 14, 2012	Dec 14, 2012
- Exemption from income tax	-	Jul 1, 2013 - Jun 30, 2021	Jul 1, 2013 - Jun 30, 2021	Jul 1, 2013 - Jun 30, 2021
- Income tax reduction of 50% of normal rate for 5 years	-	Jul 1, 2021 - Jun 30, 2026	Jul 1, 2021 - Jun 30, 2026	Jul 1, 2021 - Jun 30, 2026
- Exemption from import duties for machineries	-	Dec 20, 2012 - Jun 20, 2015	Dec 14, 2012 - Jun 14, 2015	Dec 14, 2012 - Jun 14, 2015

The above four companies thus have to comply with the terms and conditions as stipulated in the promotional certificates.

39. REVENUE REPORTING OF A PROMOTED INDUSTRY

Based on the Announcement of the Board of the Investment No. Por. 14/2541 (1998) dated December 30, 1998 regarding revenue reporting of a promoted industry, the Company is required to report revenue from local sales and export sales separately and separately report between the promoted and non-promoted business. The required information for the years ended December 31, are as follows:

CONSOLIDATED FINANCIAL STATEMENTS	2014				2013			
	Promoted Business		Non-Promoted Business		Promoted Business		Non-Promoted Business	
	Total		Total		Total		Total	
Income								
Income from export sales	-	1,157,046,394	1,157,046,394	-	-	1,088,852,295	1,088,852,295	
Income from local sales	-	2,444,286,725	2,444,286,725	29,159	29,159	2,540,630,561	2,540,659,720	
Total income from sales	-	3,601,333,119	3,601,333,119	29,159	29,159	3,629,482,856	3,629,512,015	
Gain on exchange rate	-	9,620,451	9,620,451	-	-	17,107,065	17,107,065	
Dividend received	-	61,304,139	61,304,139	-	-	67,636,264	67,636,264	
Other income	198,323	100,428,171	100,626,494	110,681	110,681	111,905,746	112,016,427	
Total income	198,323	3,772,685,880	3,772,884,203	139,840	139,840	3,826,131,931	3,826,271,771	

UNIT : BAHT

40. RISK MANAGEMENT POLICIES FOR ASSETS AND LIABILITIES IN FOREIGN CURRENCIES

The Company and subsidiaries have adopted a policy to manage foreign exchange exposure of assets and liabilities in foreign currencies whereby the Company and subsidiaries will deposit money received from sales in foreign currencies into banks for payment of expenses and creditors in foreign currencies.

Significant assets and liabilities of the Company and subsidiaries in foreign currencies are as follows:

Description	Term of Receipt/ Payment Days	CONSOLIDATED FINANCIAL STATEMENTS						SEPARATE FINANCIAL STATEMENTS					
		AMOUNT						AMOUNT					
		USD	YEN	HKD	EURO	CNY	THB	USD	YEN	HKD	EURO	CNY	THB
As at December 31, 2014													
Cash and cash equivalent	-	3,359	2,241,129	-	2,285	14,409	881,644	3,359	2,241,129	-	2,285	14,409	881,644
Temporary investments	-	-	-	1,500,000	-	-	6,305,550	-	-	1,500,000	-	-	6,305,550
Trade accounts receivable	30 - 180	624,741	141,639,880	2,261,397	-	-	68,244,206	624,741	141,639,880	2,261,397	-	-	68,244,206
		628,100	143,881,009	3,761,397	2,285	14,409	75,431,400	628,100	143,881,009	3,761,397	2,285	14,409	75,431,400
Trade accounts payable	30	554,323	57,209,061	4,089	1,448	-	34,250,486	554,323	57,209,061	4,089	1,448	-	34,250,486
As at December 31, 2013													
Cash and cash equivalent	-	1,707	509,822	-	2,495	16,973	414,709	1,707	509,822	-	2,495	16,973	414,709
Temporary investments	-	-	-	1,500,000	-	-	6,281,550	-	-	1,500,000	-	-	6,281,550
Trade accounts receivable	30 - 180	405,692	141,445,350	1,834,380	-	-	64,652,163	405,692	121,569,870	1,834,380	-	-	58,493,577
		407,399	141,955,172	3,334,380	2,495	16,973	71,348,422	407,399	122,079,692	3,334,380	2,495	16,973	65,189,836
Trade accounts payable	30	641,119	28,817,058	1,200	4,029	-	30,414,630	641,119	28,817,058	1,200	4,029	-	30,414,630

41. LITIGATIONS

On June 26, 2014, the Company was sued in a Civil Court case by a person in respect to a request for return of estate of the deceased and revoke a legal land registration which the Company purchased in the amount of Baht 233.56 million. The court officer notified the Company by the court official report on September 2, 2014. However, the Company's management and lawyer believe that the Company is an independent party who has acquired property and registered the right in good faith (see Note 18). Therefore, the Company did not set provision for damages that may incur as at December 31, 2014 in the financial statements.

42. APPROVAL OF FINANCIAL STATEMENTS

These financial statements have been approved for issue by the Board of Directors on February 23, 2015.

Management Discussions and Analysis (MD&A)

Analysis of the Company's Business Operations and Financial Status

1. Overview - Business Environment and Performance Results

The global economy did not fully recover as expected in 2014, including the economy of the EU zone or of Japan. While the US economy only started to recover very slowly, and the economy of China was in a declining mode. As for the Thai economy, overall GDP growth for 2014 was only 0.7% year-on-year (YoY); and the prolonged political situation during the first 5 months of the year had significant negative impacts on overall domestic consumption and investments together with the export and tourism sectors, as well as resulted in declining consumer purchasing power and increased carefulness by consumers in their discretionary spending.

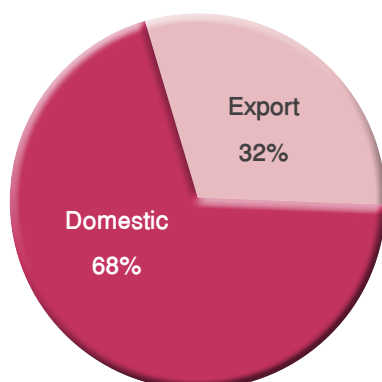
Additionally, the degree of competition in the ladies' lingerie market in Thailand has increased, due to new foreign brands entering this market. Thus, the Company continued to budget for ongoing advertising and marketing promotions campaigns, together with its distributors, in order to maintain its market share; and collaborated with its distributors in improving its logistics systems in order to speed up the lead time for its products distribution to meet consumer demands, and to manage its inventories more appropriately and efficiently.

For 2014, the Company achieved total consolidated revenues of Baht 3,772.88 million, representing a decrease of 1.40% YoY; and total Net Profit of Baht 276.70 million, representing an increase of 8.79% YoY. As at the end of 2014, total assets were Baht 6,485.43 million, an increase of 7.61% compared to the end of the previous year; while, Return on Equity was 5.47%, and Return on Assets was 4.42%. The Company has also adapted its policies and strategies to the changing economic conditions in regards to sales and marketing, raw materials, and expenses.

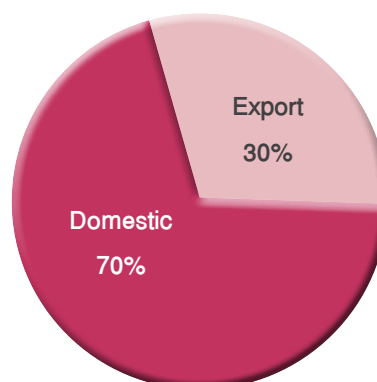
In regards to sales activities, the Company has collaborated with its key distributors in supporting its existing sales outlets and exploring various new sales channels - namely, Retail Shops, E-Commerce, TV Shopping, Catalog Sales, and Modern Trade. As for raw materials, the Company has cooperated with its suppliers in researching and developing innovative new raw materials that meet consumers' requirements, in order to achieve a competitive advantage for the longer term. Lastly, with regards to expenses, the Company entered into a joint investment to set-up Pattaya Myanmar Co., Ltd. to study and assess possible investments in AEC countries, since currently Thailand has both a shortage as well as high cost of labor.

2. Analysis of Operating Results

Sales Revenues in 2014

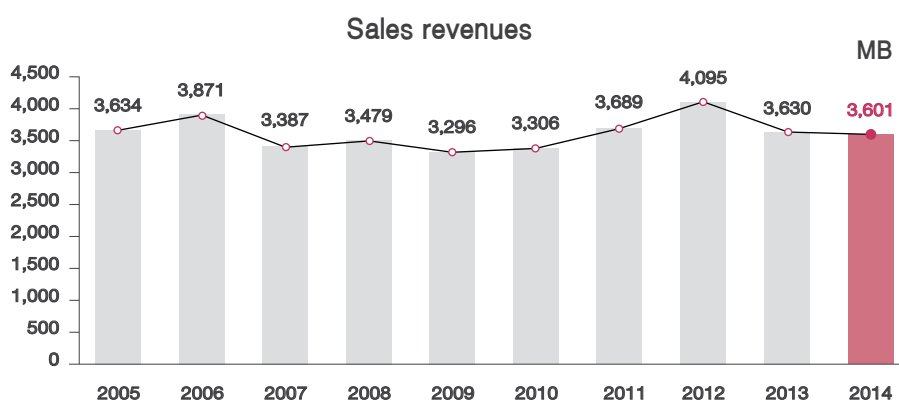


Sales Revenues in 2013



Revenues from Sales of Products and Services

In 2014, the Company had total sales revenues of Baht 3,601.33 million, compared to Baht 3,629.51 million for the previous year or a net decrease of Baht 28.18 million or 0.78% YoY. The decrease in total sales revenues resulted from a declining sales of products locally in Thailand of Baht 96.38 million, or equal to 3.79% YoY, from the previous year. This is because the Company's distributor made improvements to its inventory management system resulting in a decrease in the total quantity of products ordered, together with the changing political situation in Thailand that negatively impacted the tourism industry and caused a decline in consumption. However, total revenues from export sales increased by Baht 68.20 million, or 6.26% YoY, mainly due to increased sales to the US market.



Other Income

In 2014, other income totaled Baht 110.25 million - consisting mainly of interest income of Baht 34.87 million, rental income of Baht 14.31 million, and a gain on foreign exchange of Baht 9.62 million. This is compared to Baht 129.12 million for the previous year, or equal to a decrease of Baht 18.87 million, whereby this YoY decrease is due to the total amount of interest income decreasing by Baht 21.73 million.

Cost of Sales

In 2014, the Company had total cost of sales equal to 76.96% of total sales revenues, compared to 78.17% in the previous year, or a decrease of 1.21% YoY, as a result of the Company having achieved increased productivity and manufacturing efficiency, together with an increased gross margin for export sales due to the weakening average value of the Baht against foreign currencies during the year.

Selling and Administrative Expenses

In 2014, the Company had total selling expenses of Baht 102.55 million, compared to Baht 96.82 million for the previous year, representing an increase of Baht 5.73 million or 5.93% YoY due to the Company having increased advertising and sales promotional expenses relating to new product brands and selling through the Modern Trade sales channels.

The Company also had total administrative expenses of Baht 523.22 million, compared to Baht 510.27 million for the previous year or an increase of 2.54% YoY mainly due to the adjusted increase in monthly wages.

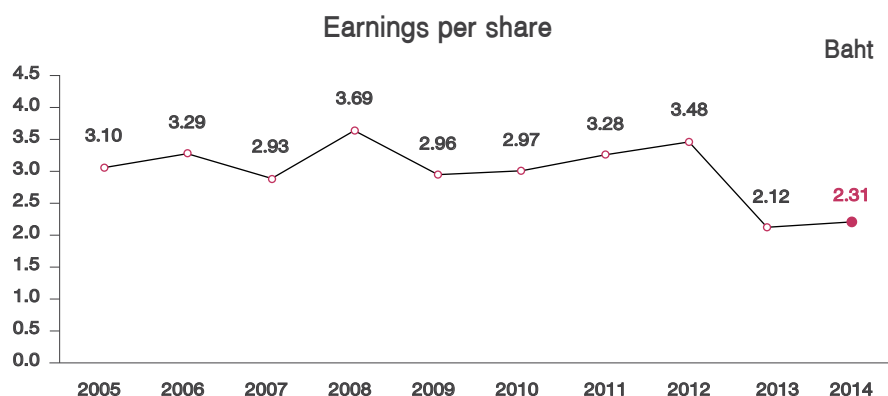
Income Tax Expenses

Income tax expenses for 2014 totaled Baht 39.46 million, compared to Baht 41.34 million in 2013 or a decrease of Baht 1.88 million; while overall Net Profit increased due to a Subsidiary Companies having been granted corporate income tax reduction from having BOI promotional privileges.

Net Profit attributable to Owners of the Parent

In 2014, total Net Profit was Baht 276.70 million compared to Baht 254.34 million in the previous year, an increase of Baht 22.36 million or 8.79%YoY; whereby Earnings per Share (EPS) was Baht 2.31 and the Net Profit margin equaled 7.33% of total revenues. Return of Equity was 5.47% and Return on Assets was 4.42%. Furthermore, the increase in Net Profit resulted from improved manufacturing productivity together with an increased gross margin for export sales due to Baht's depreciation against other currencies.

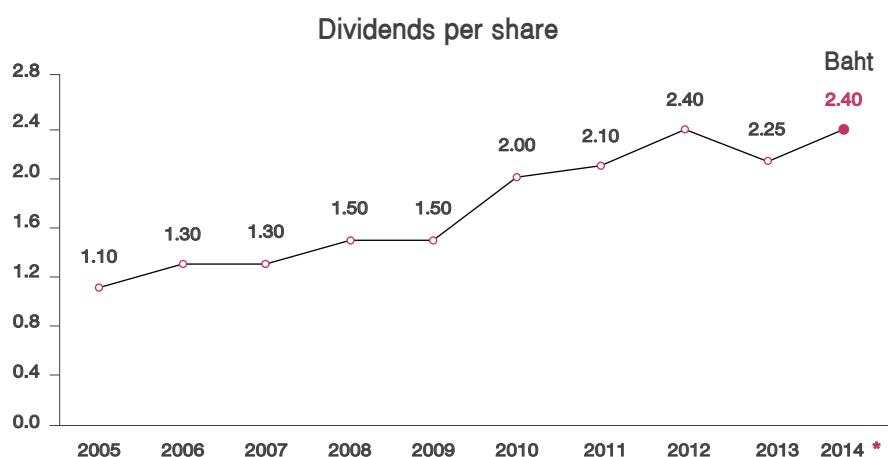
The quality of the Company's profit is considered to be 'good', with a total net Cash Flow from operations of Baht 139.04 million derived from sales revenues and also from being able to collect most of the receivables within their due date.



Return on Equity

In 2014, the Company achieved a Return on Equity of 5.47%, compared to 4.98% for the previous year, with this increase resulting from the increased Net Profit. The Company has a policy to always pay a regular dividend of Baht 0.25 per share to its Shareholders; although this largely depends on the actual achieved performance results and the overall economic situation. In the past, the Company has continuously paid dividend payments to its Shareholders for 41 consecutive years - from 1974 and up to the present.

According to its consolidated financial statements for year 2014, the Company achieved a total consolidated Net Profit of Baht 276.70 million (or equal to an EPS of Baht 2.31) and a total separate Net Profit of Baht 295.66 million (or equal to an EPS Baht 2.46); whereby at the Board of Directors Meeting No.7/2014 held on March 3, 2015, a resolution was approved to propose, to the Annual General Shareholders Meeting, a dividend payment for 2014 of Baht 2.40 per share - or totaling Baht 288 million. This proposed dividend payment is equal to 97.41% of the total separate Net Profit, with actual payment to be made on May 25, 2015.



Remark * The Board of Directors resolved to set dividend payment rate at Baht 2.40 per share, for further proposal to the shareholders' general meeting for approval, on April 27, 2015.

3. Analysis of the Financial Status

As at the end of 2014, the Company had total assets of Baht 6,485.43 million, an increase of Baht 458.69 million, or 7.61%, from the end of the previous year. This consisted of various types of assets and equal to the respective ratio to total assets indicated, as follows: cash and cash equivalents at 0.65%; temporary investments at 5.92%; trade and other receivables at 9.74%; inventories at 17.47%; available-for-sale securities investments at 22.85%; other long-term investments at 9.74%; investment property at 10.58%; property, plant and equipments (net) at 19.57%; and other assets at 3.48%.

Current Assets

As at the end of 2014, the Company had total current assets of Baht 2,359.52 million, an increase of Baht 37.05 million from the previous year mainly consisting of increased inventories as a result of preparing additional inventory for planned new distribution channels - with details as follows:

- **Cash and cash equivalents, and temporary investments** The Company had cash and cash equivalents together with temporary investments totaling Baht 425.81 million, a decrease of Baht 238.14 million compared to the total of Baht 663.95 million for the previous year, as a result of investments made in purchasing additional property, plant and equipments during the year.
- **Trade and other receivables** The Company had a total of Baht 631.71 million in trade and other receivables, an increase of Baht 19.73 million from the previous year, as a result of increased trade receivables during late 2014 that are not yet due for payment.
- **Short-term loans** The Company had outstanding short-term loans that were granted to related and other businesses totaling Baht 140.60 million, an increase of Baht 29.80 million from the previous year.
- **Inventories** The Company had inventories totaling Baht 1,133.27 million, an increase of Baht 220.18 million from the previous year, as a result of additional inventory production to support and meet the requirements of planned new distribution channels; such as, TV Shopping and E-Commerce.

Non-Current Assets

As at the end of 2014, the Company had Non-Current Assets totaling Baht 4,125.91 million, an increase of Baht 421.64 million from the previous year, mainly due to investments made in purchasing land, with the following details:

- **Available-for-sale-securities investments and other long-term investments** The Company has available-for-sale securities investments together with other long-term investments totaling Baht 2,113.22 million, compared to Baht 2,443.54 million for the previous year or representing a decrease of Baht 330.32 million. This is because the Company decreased its investments in debentures by Baht 336.11 million, and also transferred its investment in debentures, with a maturity of 1 year, into short-term investments totaling Baht 222.30 million. The Company also purchased investments in ordinary shares totaling Baht 85.75 million; as well as made an unrealized gains on changes in value of available-for-sale securities of Baht 132.90 million together with reversing an impairment of investments totaling Baht 9.44 million.
- **Investment property** The Company has investment property totaling Baht 686.31 million, compared to Baht 75.55 million for the previous year or an increase of Baht 610.76 million, resulting from purchases of land, during the year, for future use.
- **Property, plant and equipments** The Company has assets in the form of property, plant and equipments totaling Baht 1,268.89 million, an increase of Baht 380.98 million from the previous year, as a result of purchasing additional land totaling Baht 381.62 million and making improvements to its facilities, together with purchasing machinery and equipments and other items totaling Baht 79.76 million, and deducting total depreciation of Baht 80.40 million for the year.

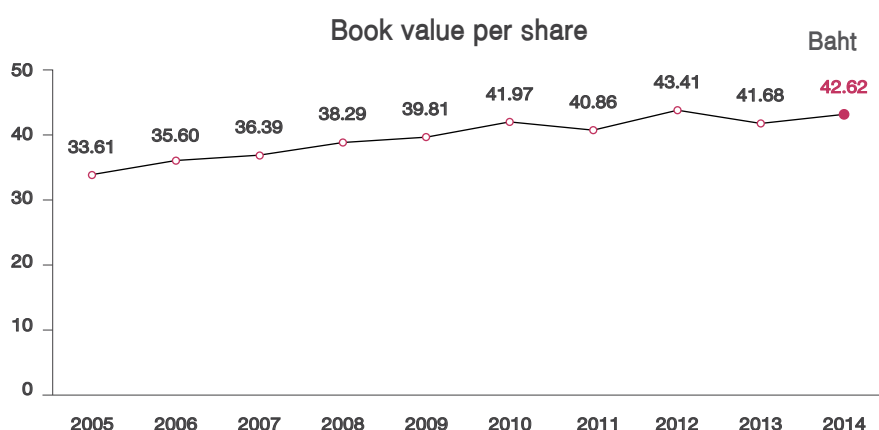
Total Liabilities

As at the end of 2014, the Company had total liabilities of Baht 1,370.97 million, an increase of Baht 346.24 million, or 33.79%, compared to the end of the previous year mainly due to increased trade and other payables totaling Baht 128.95 million, as a result of buying more raw materials in preparation for increased production to meet expected demands from planned new sales and distribution channels. Furthermore, there was an additional deferred tax liabilities totaling Baht 32.49 million, as a result of providing for tax payments in regards to unrealized gains on changes in value of available-for-sale securities.

An additional short-term loan, totaling Baht 190 million, was taken from financial institutions for use as working capital for the Company, because the Company made additional investments in purchasing land as well as also has saving deposits and investments in debentures (that have not yet to reach maturity) with a higher return than the interest rate payable for loans.

Equity

As at the end of 2014, the value of the Equity in the Company totaled Baht 5,114.45 million compared to Baht 5,002.01 million for the previous year, an increase of Baht 112.44 million or 2.25% YoY. This resulted from the Company having achieved total full year 2014 Net Profit of Baht 276.70 million and making dividend payments, in regards to full year 2013 performance results, totaling Baht 270 million, together with having an additional other components of Equity totaling Baht 105.75 million. As such, the Company's book value per share, as at the end of 2014, equaled to Baht 42.62 compared to Baht 41.68 for the previous year or a YoY increase of Baht 0.94 per share.



4. Quality of Assets and Asset Management

Receivables

Trade and other receivables totaled Baht 631.71 million, comprising of Baht 620.63 million in trade receivables and Baht 11.08 million in other receivables. The trade receivables include accounts receivables that are not yet due totaling Baht 517.14 million (equal to 83.33% of total trade receivables); less than 3 months overdue trade receivables totaling Baht 80.76 million (equal to 13.01% of total trade receivables), because the trade payables payment policy of our customers are not aligned to the payment due dates; and beyond 3 months overdue trade receivables totaling Baht 22.73 million (equal to 3.66% of total trade receivables).

As such, the majority of the Company's trade receivables are of good quality, paying all their debts in full and on time.

Inventories

Inventories totaled Baht 1,133.27 million - consisting of raw materials totaling Baht 299.31 million, work in process totaling Baht 178.13 million, and finished goods totaling Baht 655.83 million. The Company has stated the amount of its inventories in the financial statements at cost or at market value, whichever was lower; whereby any goods that are of sub-standard quality or out-of-date are stated at their adjusted lower value in accordance with standard accounting practices.

Investments

The Company had unrealized gains on changes in value of available-for-sale securities totaling Baht 710.69 million, which are included in the total Equity, together with a reversal of impairment of investments totaling Baht 9.44 million.

Additionally, if the book value, from an accounting viewpoint, of these investments were taken into consideration, the overall total value will be more than the cost value; whereby an annual return in the form of dividend payments at the rate of 6.32% per annum was received, with details being reported to the Board of Directors meetings in order to monitor and assess the value of these investments on a regular basis.

Property, Plant and Equipments

The current market value of property, plant and equipments is higher than the value reported in the financial statements, which is presented at cost less accumulated depreciation. Additionally, improvements and ongoing repairs have been made regularly to the office and manufacturing facilities, as necessary and appropriate; while most of the production machinery and equipments are modern and up to date to enable them to be used effectively in the manufacturing process; whereby the Company has replaced old machinery and equipments with new ones, and have maintained them on a regular basis, with the remaining value of any old and unused machinery and equipments having been sold out.

Investment Property

The Company made investments in buying land and has regularly reappraised the fair value in accordance with accepted accounting standards; whereby the fair value is more than the cost value as reported in the financial statements, with details given in the accompany 'Notes (No. 14) to the Financial Statements : Investment Property'.

5. Liquidity and Sufficiency of Funds

Source of Funds

The source of funds used by the Company for its business operations and in making further investments are mainly derived from its working capital and accumulated profits. For 2014, the Company made use of funds derived from total loans of Baht 190 million, for use as working capital, whereby the Company also has saving deposits and investments in debentures (that have not yet reached maturity), with returns that are more than the rate of interest payable for its borrowings.

Investments

The Company made investments in buying property, plants and equipments totaling Baht 877.66 million, with the objective of using most of these assets in the operations of its businesses, and with other assets earmarked for beneficial use in renting or future sale for profits; whereby the Company's working capital and operating cash flow were used to fund these investments.

Adequacy of the Company's Liquidity

The Company's has good and adequate financial liquidity, as evident from its current ratio of 2.87 times for 2014 and 4.44 times for 2013, together with its quick ratio of 1.27 times for 2014 and 2.40 times for 2013. Both these liquidity ratios have decreased significantly compared to the previous year, because the Company had increased liabilities as at the end of 2014 resulting from increased short-term borrowings from financial institutes and having more creditors. However, the Company still has enough cash and cash equivalents that is adequate to meet the proposed dividend payment and planned future investments. Additionally, the Company still has a very low Debt to Equity (D/E) ratio of 0.27 times for 2014 and 0.20 times for 2013 that underscores its financial stability and the overall adequacy of the Company's liquidity.

Cash Flows

As at the end of 2014, the Company had cash and cash equivalents totaling Baht 41.86 million compared to Baht 105.50 million as at the end of the previous year, a decrease of Baht 63.64 million, as a result of managing its cash and cash equivalents to be more appropriate to its current business operations.

The Company had a 'net cash provided by operating activities' totaling Baht 139.04 million compared to Baht 175.27 million for the previous year, a decrease of Baht 36.23 million as a result of the Company having more inventories to support its planned new distribution channels.

The Company had a 'net cash flows used in investing activities' totaling Baht 120.46 million, resulting from investing a total of Baht 877.66 million in the purchase of land, buildings and equipments and a total of Baht 60.87 million in buying ordinary shares. The Company also had a net cash receipt of Baht 385.91 million from its saving deposits reaching maturity, a net cash receipt of Baht 331.78 million from investments, total dividend receipt of Baht 61.30 million, total interest income of Baht 39.83 million, and total income from the sale of property, buildings and equipments of Baht 2.74 million.

The Company had a 'net cash flows used in financing activities' totaling Baht 80.48 million, as a result of making dividend payments to its Shareholders totaling Baht 270 million and borrowing new loans totaling Baht 190 million.

6. Debt Obligations and Associated Commitments

Total liabilities of the Company as at December 31, 2014 was Baht 1,370.97 million compared to Baht 1,024.73 million as at the end of the previous year, an increase of Baht 346.24 million as result of the Company having made an additional borrowings from financial institutions totaling Baht 190 million together with increased payables totaling Baht 128.95 million.

Details of the Company's Total Long-Term Liabilities

Long-Term Liabilities	Amount (Million Baht)
Financial lease liabilities	1.46
Deferred tax liabilities	72.36
Retirement benefit obligation	474.24

Additionally, the Company has debt-related obligations that may have a significant impact on its overall financial status and business operations, details of which are stated in the accompanying 'Notes (No. 36) to the Financial Statements: Contingent Liabilities and Commitments'.

Factors or situations that may have an impact on the financial status or operations of the Company in the future

The Company has a policy to join with its products distributors in continuing to expand and add new sales and distribution channels, as well as to focus on marketing activities together with developing and enhancing both the value and innovation of its products in order to meet the consumers' requirements and expectations.

However, there are also various factors, which may have an impact on the future business operations of the Company as follows:

External factors

- The macroeconomic environment in Thailand, which has yet to show more significant positive trends and has resulted in consumers being more prudent in regards to their discretionary spending.
- Increasing competition, with various foreign brands entering the Thai market to satisfy consumer demands.
- Fast changing customer and consumer requirements in regards to pricing as well as sales and distribution channels that are more convenient and easily accessible for purchasing these products.

Internal factors

- Increasing labor wages together with a shortage of labor in Thailand, resulting in increased overheads and labor costs, which has driven the Company to expand its investments into nearby AEC countries. During the past 2 years, the Company has collaborated in establishing Pattaya Myanmar Co., Ltd., which is an associated company with the Company having a 20% equity, in order to expand its manufacturing base into a country with lower cost of labor.

Financial ratios compared between 2014, 2013, and 2012

	Unit	2014	2013	2012
Liquidity Ratio				
1. Current Ratio	times	2.87	4.44	4.60
2. Quick Ratio	times	1.27	2.40	2.92
3. Liquidity of Cash Flow from Operations	times	0.21	0.29	0.35
4. Receivable Turnover	times	5.93	6.02	7.04
5. Collection Period	day	60.71	59.80	51.14
6. Inventory Turnover	times	4.66	5.40	6.61
7. Inventory Turnover Period	day	77.25	66.67	54.46
8. Account Payable Turnover	times	8.40	9.55	9.70
9. Payment Period	day	42.86	37.70	37.11
10. Cash Cycle	day	95.10	88.77	68.49
Profitability Ratio				
1. Gross Profit Margin	%	23.04	21.83	24.04
2. Return on Total Revenues	%	7.33	6.65	9.76
3. Return on Equity	%	5.47	4.98	8.25
Efficiency Ratio				
1. Return on Assets	%	4.42	4.09	6.73
2. Assets Turnover	times	0.60	0.62	0.69
Financial Policy Ratio				
1. Debt to Equity Ratio	times	0.27	0.20	0.23
2. Interest Coverage Ratio	times	375.90	3,577.28	700,826.04
3. Payout Ratio	%	104.09 *	106.16	69.01

Remark * The Board of Directors resolved to set dividend payment rate at Baht 2.40 per share, for further proposal to the shareholders' general meeting for approval, on April 27, 2015.

Personal Information of Company Directors and Management Members

Name / Position Date of appointment	Age	Highest Educational Level and Training Course	Shareholding Level*	Working Experience
1. Mr. Yoshikata Tsukamoto Advising Director April 21, 1986	66	Bachelor Degree Faculty of Education, majoring in Industrial Education Ashiya University, Japan	- %	Other Listed Company 2 companies - President and Representative Director : Wacoal Holdings Corp - Director : Shinyoung Wacoal Inc. Other Non-Listed Company 8 companies - Representative Director and Chairman : Wacoal Corp. - Chairman : Wacoal America, Inc.
2. Mr. Manu Leelanuwatana Chairman of The Board of Directors, Chairman of The Nominating Committee, The Remuneration Committee Member and Chairman of The Executive Board April 30, 1973	69	Bachelor Degree Faculty of Engineering, majoring in Mechanical Engineering Chiba University, Japan Training by Thai Institute of Directors Association (IOD) - Director Accreditation Program (DAP) 3/2003 - Director Certification Program (DCP) 68/2005	0.67%	Other Listed Company 4 companies - Chairman : Textile Prestige Plc. - Director : Saha Pathana Inter-Holding Plc. I.C.C. International Plc. O.C.C. Plc. Other Non-Listed Company 24 companies - Chairman : Thai Naxis Co., Ltd. Pattaya Manufacturing Co., Ltd.
3. Mr. Yuzo Ide Vice Chairman of The Board of Directors May 13, 2010	60	Bachelor Degree Faculty of Economics, majoring in Economics Kobe University of Commerce, Japan	- %	Other Listed Company 1 company - Managing Director : Wacoal Holdings Corp. Other Non-Listed Company 15 companies - Director, Vice President and Corporate Officer : Wacoal Corp. - Director : Wacoal America, Inc.
4. Miss Sirikul Dhanasarnsilp Vice Chairman of The Board of Directors, The Nominating Committee Member, The Remuneration Committee Member and Vice Chairman of The Executive Board February 10, 1972	67	Master Degree Faculty of Commerce and Accountancy, majoring in Business Administration Thammasat University Training by Thai Institute of Directors Association (IOD) - Board and CEO Assessment 2/2003 - Director Accreditation Program (DAP) 3/2003 - Director Certification Program (DCP) 68/2005	0.64%	Other Listed Company 1 company - Director : Textile Prestige Plc. Other Non-Listed Company 20 companies - Chairman : SR.W. Garment Co., Ltd. Wacoal Lamphun Co., Ltd. Wacoal Kabinburi Co., Ltd. Pattaya Kabinburi Co., Ltd. Tora 1010 Co., Ltd. - Managing Director : Pattaya Manufacturing Co., Ltd.
5. Mr. Boondee Amnuayskul Director and Managing Director April 23, 1990	59	Bachelor Degree Faculty of Engineering, majoring in Industrial Engineering Khon Kaen University Training by Thai Institute of Directors Association (IOD) - Director Accreditation Program (DAP) 3/2003 - Understanding the Fundamental of Financial Statements (UFS) 2/2006 - Finance for Non-Finance Director (FND) 31/2006 - DCP Refresher Course in Directors' Legal Liabilities (RE DCP) 1/2008	0.03%	Other Listed Company - company Other Non-Listed Company 8 companies - Managing Director : SR.W. Garment Co., Ltd. Wacoal Lamphun Co., Ltd. Wacoal Kabinburi Co., Ltd. Pattaya Kabinburi Co., Ltd. Tora 1010 Co., Ltd. - Director : Pattaya Manufacturing Co., Ltd.

Name / Position Date of appointment	Age	Highest Educational Level and Training Course	Shareholding Level*	Working Experience
6. Mr. Atsushi Tabata Director and Deputy Managing Director April 1, 2013	47	Bachelor Degree Faculty of Social Studies, majoring in Sociology Doshisha University, Japan	- %	Other Listed Company 1 company - Director : Textile Prestige Plc. Other Non-Listed Company 8 companies - Deputy Managing Director : Tora 1010 Co., Ltd. - Director : SR.W. Garment Co., Ltd. Wacoal Lamphun Co., Ltd. Wacoal Kabinburi Co., Ltd. Pattaya Kabinburi Co., Ltd.
7. Mr. Amnuay Bumroongwongtong Director, The Nominating Committee Member and Executive Director March 12, 1981	64	Vocational Education Certificate Siam Business School Training by Thai Institute of Directors Association (IOD) - Director Accreditation Program (DAP) 3/2003 - Director Certification Program (DCP) 68/2005 - DCP Refresher Course in Directors' Legal Liabilities (RE DCP) 1/2008	0.44%	Other Listed Company - company Other Non-Listed Company 9 companies - Director : Thai Naxis Co., Ltd. Wien International Co., Ltd.
8. Mr. Thamarat Chokwatana Director April 23, 2001	45	Bachelor Degree Faculty of Arts, majoring in Business English Assumption University Training by Thai Institute of Directors Association (IOD) - Director Accreditation Program (DAP) 3/2003 - Director Certification Program (DCP) 68/2005	0.06%	Other Listed Company 1 company - Director : I.C.C. International Plc. Other Non-Listed Company 33 companies - Director : Wacoal Lamphun Co., Ltd. Wacoal Kabinburi Co., Ltd. Pattaya Kabinburi Co., Ltd.
9. Mr. Masaya Wakabayashi Director September 15, 2014	58	Bachelor Degree Faculty of Business Administration, majoring in Business Administration Konan University, Japan	- %	Other Listed Company 1 company - Managing Director : Wacoal Holdings Corp. Other Non-Listed Company 15 companies - Director and Managing Corporate Officer : Wacoal Corp. - Director : Wacoal China Co., Ltd.
10. Mr. Kiyotaka Hiroshima Director May 10, 2012	56	Bachelor Degree Faculty of Fiber, majoring in Fiber Engineering Kyoto Craft Fiber University, Japan	- %	Other Listed Company - company Other Non-Listed Company 10 companies - Director : Wacoal International Hong Kong Co., Ltd. Vietnam Wacoal Corp.
11. Assoc.Prof. Dr. Kulpatra Sirodom Independent Director Chairman of The Audit Committee and Chairman of The Corporate Governance Committee April 26, 2010	58	Ph.D. (Finance) University of Pittsburgh, Pittsburgh, PA, USA Training by Thai Institute of Directors Association (IOD) - Director Certification Program (DCP) 0/2000 - Audit Committee Program (ACP) 29/2009	-%	Other Listed Company 3 companies - Independent Director and Chairman of The Audit Committee : Thai President Foods Plc. - Independent Director and The Audit Committee Member : The Siam Commercial Bank Plc. President Bakery Plc. Other Non-Listed Company 1 company

Name / Position Date of appointment	Age	Highest Educational Level and Training Course	Shareholding Level*	Working Experience
12. Mrs. Punnee Worawuthichongsathit Independent Director and The Audit Committee Member April 26, 2010	62	<p>Master Degree Faculty of Commerce and Accountancy, majoring in Accounting Chulalongkorn University</p> <p>Federation of Accounting Professions Under The Royal Patronage of His Majesty The King - Certified Public Accountant (Thailand) Registration No. 2960</p> <p>The Institute of Internal Auditors of Thailand (IIAT) - Certified Professional Internal Auditor (CPIA) - Qualified Internal Auditor (QIA)</p> <p>The Institute of Internal Auditors (IIA) - Certified Internal Auditor (CIA)</p> <p>Training by Thai Institute of Directors Association (IOD) - Director Accreditation Program (DAP) 2/2003 - Director Certification Program (DCP) 38/2003 - Audit Committee Program (ACP) 2/2004 - Improving the Quality of Financial Reporting (QFR) 1/2006 - Monitoring the Internal Audit Function (MIA) 1/2007 - Monitoring the Quality of Financial Reporting (MFR) 5/2007 - Monitoring the System of Internal Control and Risk Management (MIR) 2/2008 - Chartered Director Class (CDC) 3/2008 - Role of the Compensation Committee (RCC) 7/2008 - Monitoring Fraud Risk Management (MFM) 1/2009 - DCP Refresher Course (RE DCP) 2/2009 - Role of the Chairman Program (RCP) 25/2011 - Role of the Nomination and Governance Committee (RNG) 1/2011 - Anti-Corruption for Executive Program (ACEP) 10/2014 - Anti-Corruption : The Practical Guide (ACPG) 10/2014</p>	- %	<p>- Member of Accounting Profession in Tax Accounting Committee : Federation of Accounting Professions under The Royal Patronage of His Majesty The King</p> <p>- The Audit Committee Member : Thai Investors Association</p> <p>- Member of Taxation Committee : Board of Trade of Thailand</p> <p>Other Listed Company 3 companies - Independent Director and Chairman of The Audit Committee : Mono Technology Plc.</p> <p>- Independent Director, The Audit Committee Member, Chairman of The Nominating Committee and Chairman of The Remuneration Committee : The Brooker Group Plc.</p> <p>- Independent Director, The Audit Committee Member, Member of The Corporate Governance Committee and The Nomination and Remuneration Committee Member : Hemaraj Land and Development Plc.</p> <p>Other Non-Listed Company - company</p>
13. Mrs. Saranya Chindavanig Independent Director, The Audit Committee Member and The Corporate Governance Committee Member April 23, 2012	51	<p>Master Degree, majoring in Finance Eastern Michigan University, USA</p> <p>Training by Thai Institute of Directors Association (IOD) - Director Certification Program (DCP) 40/2004</p>	- %	<p>Other Listed Company - company</p> <p>Other Non-Listed Company 1 company</p>
14. Mr. Krish Follett Independent Director and Chairman of The Risk Management Committee April 23, 2012	65	<p>Master Degree Faculty of Commerce and Accountancy, majoring in Business Administration Thammasat University</p> <p>Training by Thai Institute of Directors Association (IOD) - Director Certification Program (DCP) 149/2011</p>	- %	<p>Other Listed Company 4 companies - Independent Director and Chairman of The Audit Committee : Thoresen Thai Agencies Plc. Property Perfect Plc.</p> <p>- Independent Director and The Audit Committee Member and Chairman of The Risk Management Committee : Thanulux Plc.</p> <p>- Independent Director and The Audit Committee Member : Saha Pathana Inter-Holding Plc.</p> <p>Other Non-Listed Company 1 company</p>

Name / Position Date of appointment	Age	Highest Educational Level and Training Course	Shareholding Level*	Working Experience
15. Assoc.Prof. Nares Kesaparakorn Independent Director and The Risk Management Committee Member April 24, 2006	55	Master Degree majoring in Securities Regulation University of Georgia, USA Training by Thai Institute of Directors Association (IOD) - Director Accreditation Program (DAP) 52/2006 - Director Certification Program (DCP) 77/2006 - Audit Committee Program (ACP) 12/2006 - Understanding the Fundamental of Financial Statements (UFS) 1/2006 - Finance for Non-Finance Director (FND) 28/2006 - Monitoring the System of Internal Control and Risk Management (MIR) 2/2008 - Chartered Director Class (CDC) 5/2009 - The Board's Role on Fraud Prevention and Detection 1/2010	- % -	- The Audit Committee Member : The Thai Chamber of Commerce and Board of Trade of Thailand Advisory Board, The Attellate Committee's Rule of Practice on Procedure for Consideration and Adjudication of Appeal on the Administrative Order of the SEC Office - Subcommittee : Law Reform Commission Office - Vice-Dean for Administration Affairs : School of Law, National Institute of Development Administration Other Listed Company 1 company - Independent Director and The Audit Committee Member : Thanulux Plc. Other Non-Listed Company - company
16. Mr. Manus Ongsaranakorn The Risk Management Committee Member, Executive Director and Chief Financial Officer May 9, 2000	61	Bachelor Degree Faculty of Accounting, majoring in Accounting University of the Thai Chamber of Commerce Training by Thai Institute of Directors Association (IOD) - Director Certification Program (DCP) 27/2003	0.14%	Other Listed Company - company Other Non-Listed Company 23 companies - Assistant Managing Director : SR.W. Garment Co., Ltd. - Director : Wacoal Lamphun Co., Ltd. Wacoal Kabinburi Co., Ltd. Pattaya Kabinburi Co., Ltd. Pattaya Manufacturing Co., Ltd.
17. Mr. Suwit Wongcharoenutporn Executive Director and Director of Children Wear Product Division May 9, 2000	63	Higher Education Certificate, majoring in Industrial Technology Rajamangala University of Technology Krungthep Bangkok Technical Campus Training by Thai Institute of Directors Association (IOD) - Director Accreditation Program (DAP) 3/2003	0.05%	Other Listed Company - company Other Non-Listed Company 2 companies - Chairman : Royal Garment Co., Ltd. Silk Pearl Co., Ltd. - Managing Director : International Commercial Coordination (Hong Kong) Limited
18. Mrs. Nonglaks Techaboonanek Executive Director May 9, 2000	60	Bachelor Degree Faculty of Communication Arts, majoring in Mass Communications Chulalongkorn University Bachelor Degree Faculty of Business Administration, majoring in Marketing Ramkhamhaeng University Training by Thai Institute of Directors Association (IOD) - Director Accreditation Program (DAP) 42/2005	-%	Other Listed Company - company Other Non-Listed Company 3 companies - Managing Director : Mit Pathana Home Shopping Co., Ltd. SRP Nanasai Co., Ltd.

Name / Position Date of appointment	Age	Highest Educational Level and Training Course	Shareholding Level*	Working Experience	
19. Miss Natcharinthorn Pongsupachintapa Executive Director and Director of Human Science Research Center May 9, 2000	62	Bachelor Degree Faculty of Political Science, majoring in Political Science Ramkhamhaeng University Training by Thai Institute of Directors Association (IOD) - Director Accreditation Program (DAP) 3/2003	0.04%	Other Listed Company Other Non-Listed Company - Director : Pattaya Manufacturing Co., Ltd. Wien International Co., Ltd.	- company 3 companies
20. Mrs. Siriwan Vilassakdanont Executive Director and Director of Vienna Product Division November 12, 2009	60	Master Degree, majoring in Business Administration Sasin Graduate Institute of Business Administration of Chulalongkorn University Training by Thai Institute of Directors Association (IOD) - Director Accreditation Program (DAP) 3/2003	0.12%	Other Listed Company Other Non-Listed Company - Managing Director : Wien International Co., Ltd. - Director : Pattaya Manufacturing Co., Ltd. Pattaya Lamphun Co., Ltd.	- company 7 companies
21. Miss Karunee Surai Executive Director and Director of Human Resources and General Affairs Division November 12, 2009	59	Master Degree Faculty of Education, majoring in Educational and Guidance Psychology Chulalongkorn University Training by Thai Institute of Directors Association (IOD) - Board and CEO Assessment 2/2003	0.005%	Other Listed Company Other Non-Listed Company - Director : Royal Garment Co., Ltd. International Commercial Coordination Co., Ltd.	- company 2 companies
22. Mrs. Onanong Saengpumpomg The Corporate Governance Committee Member, Executive Director, Director of Accounting and Finance Division and Company Secretary November 12, 2009	52	Master Degree Faculty of Commerce and Accountancy, majoring in Accounting Thammasat University Bachelor Degree Faculty of Commerce and Accountancy, majoring in Accounting Thammasat University Training by Thai Institute of Directors Association (IOD) - Company Secretary Program (CSP) 9/2005 - Effective Minute Taking (EMT) 2/2006	0.0004%	Other Listed Company Other Non-Listed Company - Director : Wacoal Lamphun Co., Ltd. Royal Garment Co., Ltd.	- company 3 companies
23. Mr. Sompong Rasameetham Executive Director and Director of Innerwear Product Division May 8, 2014	53	Bachelor Degree Faculty of Business Administration, majoring in Quality Management Suan Sunandha Rajabhat University	0.0001%	Other Listed Company Other Non-Listed Company - Director : Wacoal Kabinburi Co., Ltd. Tora 1010 Co., Ltd. Fujix International Co., Ltd.	- company 3 companies
24. Mr. Worathep Assavakasem Executive Director May 8, 2014	47	Bachelor Degree Faculty of Engineering, majoring in Electrical Engineering Hosei University, Japan	- %	Other Listed Company Other Non-Listed Company - Director : Daiso Sangyo (Thailand) Co., Ltd. Thai Gunze Co., Ltd.	- company 4 companies

Note : * Including shareholding by spouse and underaged children

Offence record of the companies directors, the management, and the controlling parties

During the past 5 years, there were no offence record committed by the company's directors or other management members, in violation of the provisions under The Securities and Exchange Act B.E. 2535, and The Derivatives Act B.E. 2546.

Report on changes in securities holding by company directors and management members as of December 31, 2014

Name	No. of shares						Shareholding ratio in year		
	As of December 31, 2014			As of December 31, 2013					
	Direct	Indirect*	Total	Direct	Indirect*	Total	Direct	Indirect*	Total
1. Mr. Yoshikata	-	-	-	-	-	-	-	-	-
2. Mr. Manu	800,970	-	800,970	800,970	-	800,970	-	-	0.6675
3. Mr. Yuzo	-	-	-	-	-	-	-	-	-
4. Miss Sirikul	772,840	-	772,840	772,840	-	772,840	-	-	0.6440
5. Mr. Boondee	33,350	-	33,350	30,350	-	30,350	3,000	-	0.0278
6. Mr. Atsushi	-	-	-	-	-	-	-	-	-
7. Mr. Amnuay	503,230	20,630	523,860	503,230	20,630	523,860	-	-	0.4366
8. Mr. Thamarat	75,000	2,000	77,000	75,000	2,000	77,000	-	-	0.0642
9. Mr. Masaya	-	-	-	-	-	-	-	-	-
10. Mr. Kiyotaka	-	-	-	-	-	-	-	-	-
11. Assoc.Prof. Dr. Kulpatra Sirodom	-	-	-	-	-	-	-	-	-
12. Mrs. Punnee	-	-	-	-	-	-	-	-	-
13. Mrs. Saranya	-	-	-	-	-	-	-	-	-
14. Mr. Krish	-	-	-	-	-	-	-	-	-
15. Assoc.Prof. Nares	-	-	-	-	-	-	-	-	-
16. Mr. Manus	164,130	5,020	169,150	161,130	5,020	166,150	3,000	-	0.1410
17. Mr. Suvit	55,900	1,500	57,400	55,900	1,500	57,400	-	-	0.0478
18. Mrs. Nonglaks	-	-	-	-	-	-	-	-	-
19. Miss Natcharinthorn	53,290	-	53,290	53,290	-	53,290	-	-	0.0444
20. Mrs. Siriwan	120,850	28,120	148,970	120,850	28,120	148,970	-	-	0.1241
21. Miss Karunee	6,000	-	6,000	6,000	-	6,000	-	-	0.0050
22. Mrs. Onanong	500	-	500	500	-	500	-	-	0.0004
23. Mr. Sompong	100	-	100	100	-	100	-	-	0.0001
24. Mr. Worathep	-	-	-	-	-	-	-	-	-
Total	2,586,160	57,270	2,643,430	2,580,160	57,270	2,637,430	6,000	-	2.2029

Note : * Including shareholding by spouse and underaged children

Position assignments for the directors, management members, and controller for the subsidiary, associate, and related companies

Name	Thai Wacoal Plc.	Subsidiaries					Associate	Related companies			
		SR.W. Garment Co., Ltd.	Wacoal Lamphun Co., Ltd.	Wacoal Kabinburi Co., Ltd.	Pattaya Kabinburi Co., Ltd.	Tora 1010 Co., Ltd.		Wacoal Holdings Corp.	Wacoal Corporation	Wien Co., Ltd.	Pattaya International Manufacturing Co., Ltd.
Mr. Yoshikata	/							XXX	XXX		
Mr. Manu	XXX							/	XX	XXX	XXX
Mr. Yuzo	XX										
Miss Sirikul	XX	XXX	XXX	XXX	XXX	XXX	XXX			/	/
Mr. Boondee	/	/	/	/	/	/	/			/	/
Mr. Atsushi	/	/	/	/	/	/				/	
Mr. Amnuay	/									/	
Mr. Thamarat	/	/	/	/	/	/					
Mr. Masaya	/							/	/		
Mr. Kiyotaka	/										
Assoc.Prof. Dr. Kulpatra	/										
Mrs. Punnee	/										
Mrs. Saranya	/										
Mr. Krish	/										
Assoc.Prof. Nares	/										
Mr. Manus		/	/	/	/	/				/	/
Mr. Suvit											
Mrs. Nonglaks											
Miss Natcharinthorn										/	/
Mrs. Siriwan										/	/
Miss Karunee											
Mrs. Onanong		/	/	/	/	/					
Mr. Sompong				/	/	/					
Mr. Worathep											

XXX = Chairman , XX = Vice Chairman , / = Director

Name	Related companies							
	International Commercial Coordination (Hong Kong) Ltd.	Mit Pathana Home Shopping Co., Ltd.	Thai Bunka Fashion Co., Ltd.	Waseda Education (Thailand) Co., Ltd.	Erawan Textile Co., Ltd.	SRP Nanasai Co., Ltd.	Celebrate Wealth Co., Ltd.	Bangkok Tokyo Socks Co., Ltd.
Mr. Yoshikata	Tsukamoto							
Mr. Manu	Leelanuwatana	XXX		/				XXX
Mr. Yuzo	Ide							
Miss Sirikul	Dhanasarnsilp	/	/	/		XXX		
Mr. Boondee	Amnuayskul							
Mr. Atsushi	Tabata							
Mr. Amnuay	Bumroongwongtong				/		XXX	/
Mr. Thamarat	Chokwatana	/						
Mr. Masaya	Wakabayashi							
Mr. Kiyotaka	Hiroshima							
Assoc.Prof. Dr. Kulpatra	Sirodom							
Mrs. Punnee	Worawuthichongsathit							
Mrs. Saranya	Chindavanig							
Mr. Krish	Follett							
Assoc.Prof. Nares	Kesaprakorn							
Mr. Manus	Ongsaranakorn				/	/		
Mr. Suvit	Wongcharoenvutporn	/						
Mrs. Nonglaks	Techaboonanek	/				/		
Miss Natcharinthorn	Pongsupachintapa							
Mrs. Siriwan	Vilassakdanont		/					
Miss Karunee	Surai							
Mrs. Onanong	Saengpumpong							
Mr. Sompong	Rasameetham							
Mr. Worathep	Assavakasem							

XXX = Chairman , XX = Vice Chairman , / = Director

Directorship details in subsidiary companies

Name		SR.W. Garment Co., Ltd.	Wacoal Lamphun Co., Ltd.	Wacoal Kabinburi Co., Ltd.	Pattaya Kabinburi Co., Ltd.	Tora 1010 Co., Ltd.
1. Miss Sirikul	Dhanasarnsilp	Chairman	Chairman	Chairman	Chairman	Chairman
2. Mr. Boondee	Amnuayskul	Managing Director	Managing Director	Managing Director	Managing Director	Managing Director
3. Mr. Atsushi	Tabata	Director	Director	Director	Director	Deputy Managing Director
4. Mr. Thamarat	Chokwatana	-	Director	Director	Director	-
5. Mr. Manus	Ongsaranakom	Assistant Managing Director	Director	Director	Director	-
6. Mrs. Onanong	Saengpumpong	-	Director	-	-	-
7. Mr. Sompong	Rasameetham	-	-	Director	-	Director
8. Mr. Chaivichit	Suthipongvarakul	Director	-	Director	Director	-
9. Mr. Peerathat	Utaivivatana	Director	-	-	-	Director
10. Miss Arunee	Sahakijphinyo	Director	-	-	-	-
11. Mr. Wattana	Tongaiem	Director	-	-	-	-
12. Mrs. Rungtip	Choakchaitham	Director	-	Director	Director	-
13. Mr. Chotipat	Sangsuwanlert	-	Assistant Managing Director	-	-	-
14. Miss Sineenuch	Vudhicharoenchaiporn	-	Director	-	-	-
15. Mr. Metha	Supakorn	-	Director	-	-	-
16. Mr. Niwat	Dechampai	-	-	Director	-	-
17. Miss Dollaya	Chinasirikul	-	-	-	Director	-
18. Mr. Parinya	Chadee	-	-	-	Director	-



วิสัยทัศน์

มุ่งมั่นสู่ความเป็นผู้เชี่ยวชาญการค้าธุรกิจชุดชั้นในสตรี
ครบวงจรระดับชั้นนำของโลก

Vision

To strive towards establishing itself as a Leading
World-Class-Integrated Lingerie Trading Specialist.

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ขององค์กรอย่างต่อเนื่องเพื่อการเติบโตอย่างยั่งยืน
บนพื้นฐานของคุณธรรม จริยธรรม รวมทั้ง ความเชื่อมั่น
และความไว้วางใจซึ่งกันและกันของผู้มีส่วนได้เสียทุกกลุ่ม

เราจะนำเสนอผลิตภัณฑ์และบริการที่ตอบสนองความ
คาดหวังของลูกค้าด้วยความใส่ใจอย่างพิถีพิถันถึงคุณภาพ
การเปลี่ยนแปลงของยุคสมัย ความรวดเร็ว ทรัพยากร
บุคคลที่เป็นมืออาชีพ ตลอดจนความรับผิดชอบต่อสังคม
และสิ่งแวดล้อม

Mission

To consistently engage in upgrading its
competitiveness on a continuous basis, leading
to sustainable growth and success, based on its
adherence to morality, ethics, mutual trust and
respect among all stakeholding parties.

We intend to present products and services fully
satisfying customer needs and expectations, through
its complete dedication to quality, together with due
attention to changing ages, speedy response,
professional human resources and responsibilities
toward the society and environments.

ค่านิยม/Corporate Values



**Work in Team
& Be Professional**

ทำงานเป็นทีม
กล้าตัดสินใจ
ใช้ความรู้อย่างมืออาชีพ



**Achievement
& Positive Attitude**

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คิดบวก มั่นใจ เราทำได้



**Creative
& Initiative**

สร้างสรรค์นวัตกรรมใหม่
เพื่อลูกค้า



**Open to
Experience**

เปิดกว้างเรียนรู้สิ่งใหม่
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to Change**

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**Love
& Mutual Trust**

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