

No. Lor Gor. 003/2024

March 5, 2024

President

The Stock Exchange of Thailand

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

Dear Sir,

The meeting of The Board of Directors of Thai Wacoal Public Company Limited no. 3/2024, held on March 5, 2024, had deliberated and adopted the resolutions as follows :

1. To propose to the shareholders' general meeting no. 55 to approve dividend payments for year 2023 to the shareholders holding total 120 million shares, at the rate of Baht 0.70 per share, for total payment amount Baht 84 million. Said dividend payments are to be drawn from the company's retained earnings already subject to 25% corporate income tax. Payment date has been set for Tuesday, May 21, 2024.
2. To propose to the shareholders' general meeting to approve the re-election as recommended by The Nominating Committee, by proposing the re-election of the 4 outgoing directors due to term completion, to serve another term as directors, as follows:

- | | | | |
|----|---------------|----------------------|--------------------------------------------------------------------------------------------------|
| 1. | Mr. Thamarat | Chokwatana | Director
Member of The Remuneration Committee
Executive Director |
| 2. | Mrs. Punnee | Worawuthichongsathit | Independent Director
Member of The Audit Committee |
| 3. | Miss Waraporn | Kulsawatpakdee | Independent Director
Member of The Risk Management Committee |
| 4. | Mr. Poolsak | Boonchoo | Independent Director
Member of The Audit Committee
Member of The Risk Management Committee |

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and to approve the election of Mr. Katsunori Nakamura serves as director in place of Mr. Takuya Miura, the directors retiring upon term completion and wish not to seek re-nomination.

3. To propose to the shareholders' meeting to appoint company auditors for year 2024, as follows :

1. Miss Waraporn Kriengsuntornkij certified public accountant registration no. 5033 and/or
2. Miss Kornthong Luangvilai certified public accountant registration no. 7210 and/or
3. Miss Vayuree Jirakittidul certified public accountant registration no. 9140 and/or
4. Miss Porakoch Jongkolsiri certified public accountant registration no. 7150

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

The audit fee is set at Baht 2,146,000, while the service fee for the preparation of transfer pricing documentation is Baht 860,000, resulting in a total of Baht 3,006,000, as proposed by the Audit Committee.

4. To propose to the shareholders' meeting to grant approval of amendments to Article 28, Article 34, Article 39, and Article 56 of Company's Articles of Association, as follows:

Present	Proposed Amendment
<p>Article 28 In summoning a meeting of the Board of Directors, the Chairman of the Board or a person assigned by the Chairman shall serve a notice summoning a meeting on the directors not less than seven (7) days prior to the date of meeting except in case of necessity and urgency to protect the rights and benefits of the Company, a meeting may be summoned by other means and earlier meeting date may be fixed.</p> <p style="padding-left: 40px;">A place of the meeting under paragraph one shall be within the locality or any other places as the Board of Directors may designate.</p>	<p>Article 28 In summoning a meeting of the Board of Directors, the Chairman of the Board or a person assigned by the Chairman shall serve a notice summoning a meeting on the directors <u>not less than three (3) days prior to the date of meeting</u> except in case of necessity and urgency to protect the rights and benefits of the Company, a meeting may be summoned <u>via electronic means or by other means</u> and earlier meeting date may be fixed.</p> <p style="padding-left: 40px;">A place of the meeting under paragraph one shall be within the locality or <u>at any other places in the Kingdom of Thailand. In the case of a meeting via electronic media, the location of the Company's head office shall be deemed to be the place of the meeting.</u></p>

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Present	Proposed Amendment
<p>Article 34. In summoning a shareholder meeting, the Board of Directors shall prepare a written notice summoning the meeting stating the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable details by indicating clearly whether such matters are proposed for information, for approval or for consideration as the case may be including opinions of the Board of Directors with respect to the said matters and the said notice shall be served on the shareholders for their information not less than seven (7) days prior to the date of the meeting and shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.</p> <p style="padding-left: 40px;">A place of the meeting under paragraph one shall be in the locality in which the head or branch office of the Company is located or any other place as the Board of Directors may designate.</p>	<p>Article 34. In summoning a shareholder meeting, the Board of Directors shall prepare a written notice summoning the meeting stating the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable details by indicating clearly whether such matters are proposed for information, for approval or for consideration as the case may be including opinions of the Board of Directors with respect to the said matters and the said notice shall be served on the shareholders for their information not less than seven (7) days prior to the date of the meeting and shall also be published in a newspaper <u>or via electronic media in accordance with the rules stipulated by the registrar</u> for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.</p> <p style="padding-left: 40px;">A place of the meeting under paragraph one shall be in the locality in which the head or branch office of the Company is located or <u>at any other places in the Kingdom of Thailand. In the case of a meeting via electronic media, the location of the Company's head office shall be deemed to be the place of the meeting.</u></p>
<p>Article 39 The Chairman of a shareholder meeting shall have the duty to conduct the meeting in compliance with the Articles of Association of the Company relating to the meeting. In this regard, the meeting shall be conducted in accordance with the sequence of the agenda specified in the notice</p>	<p>Article 39 The Chairman of a shareholder meeting shall have the duty to conduct the meeting in compliance with the Articles of Association of the Company relating to the meeting. In this regard, the meeting shall be conducted in accordance with the sequence of the agenda specified in the notice</p>

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Present	Proposed Amendment
<p>summoning the meeting unless a resolution allowing a change in the sequence of the agenda is passed by the meeting with the votes of not less than two-third (2/3) of the number of shareholders present at the meeting.</p> <p>Upon completion of consideration under paragraph one, the shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold may request the meeting to consider the matters other than those specified in the notice summoning the meeting.</p> <p>In case where the meeting has not finished the consideration of the matters according to the sequence as specified in the agenda under paragraph one or of the matters proposed by the shareholders under paragraph two as the case may be and the meeting is required to be adjourned, the meeting shall designate the place, date and time for the next meeting and the Board of Directors shall serve a notice summoning a meeting specifying the place, date, time and agenda to the shareholders not less than seven (7) days prior to the date of the meeting provided that such notice summoning the meeting shall also be published in a newspaper for three (3) consecutive days and not less than three (3) prior to the date of the meeting.</p>	<p>summoning the meeting unless a resolution allowing a change in the sequence of the agenda is passed by the meeting with the votes of not less than two-third (2/3) of the number of shareholders present at the meeting.</p> <p>Upon completion of consideration under paragraph one, the shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold may request the meeting to consider the matters other than those specified in the notice summoning the meeting.</p> <p>In case where the meeting has not finished the consideration of the matters according to the sequence as specified in the agenda under paragraph one or of the matters proposed by the shareholders under paragraph two as the case may be and the meeting is required to be adjourned, the meeting shall designate the place, date and time for the next meeting and the Board of Directors shall serve a notice summoning a meeting specifying the place, date, time and agenda to the shareholders not less than seven (7) days prior to the date of the meeting provided that such notice summoning the meeting shall also be published in a newspaper <u>or via electronic media in accordance with the rules stipulated by the registrar</u> for three (3) consecutive days and not less than three (3) prior to the date of the meeting.</p>

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Present	Proposed Amendment
<p>Article 56 Dividends shall be distributed according to the number of shares at an equal amount each.</p> <p>Distribution of the dividends shall be made within one (1) month as from the date of resolution of shareholder meeting or the meeting of the Board of Directors as the case may be provided that notice thereof in writing shall be served on the shareholders and such notice shall also be published in a newspaper for three (3) consecutive days.</p>	<p>Article 56 Dividends shall be distributed according to the number of shares at an equal amount each.</p> <p>Distribution of the dividends shall be made within one (1) month as from the date of resolution of shareholder meeting or the meeting of the Board of Directors as the case may be provided that notice thereof in writing shall be served on the shareholders and such notice shall also be published in a newspaper or via electronic media in accordance with the rules stipulated by the registrar for three (3) consecutive days.</p>

5. To set the date for the shareholders' general meeting no. 55, for Monday, April 22, 2024, at 10:00 hours at Chaophaya Room 2, The Montien Riverside Hotel, situated at no.372, Rama 3 Road, Bangklo, Bangkholaem, Bangkok, Thailand.
6. To set the record date for the shareholders eligible to attend the shareholders' general meeting no. 55, for Thursday, March 21, 2024.
7. To set the record date for the shareholders eligible to receive dividend payments for Thursday, May 2, 2024.
8. To set the meeting agenda for the 55th shareholders' general meeting as follows :
 - Agenda 1 Endorsement of the Minutes of the 54th General Meeting of Shareholders, held on April 24, 2023
 - Agenda 2 Report on the company's performance results for year 2023
 - Agenda 3 Approval of the financial statements for the year ended December 31, 2023
 - Agenda 4 Approval of profits appropriation and dividend payments proposal
 - Agenda 5 Election of directors to replace those retiring upon term completion
 - Agenda 6 Approval of the directors' remuneration budget
 - Agenda 7 Appointment of company auditor (s) and approval of related audit remuneration budget

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Agenda 8 Approval of amendments to Article 28, 34, 39, 56 of Company's Articles of Association

Agenda 9 Other topic (if any)

9. With regard to the earlier opportunity provided by the company in allowing the shareholders to propose meeting agenda and/or candidates for the positions of company directors, prior to convening the shareholders' general meeting for 2024, during the period of December 1 - 31, 2023. However, there was no shareholders proposing any meeting agenda or candidates for such purpose in advance.

The company shall disseminate the meeting invitation letter for the shareholders' general meeting for 2024 together with related documents, in both Thai and English version, via the company website (www.wacoal.co.th) under Investor Relations page, Shareholder Information section and choose item "Shareholders' Meeting", accessible from Friday, March 22, 2024 onwards.

The company hereby reports to the SET accordingly.

Faithfully yours,

Boondee Amnuayskul

(Mr.Boondee Amnuayskul)

Chief Executive Officer and Managing Director