



No. Kor Bor Ror. 043/2013

Mach 31, 2014

Notice of the 45th General Meeting of Shareholders

- To** : Shareholder
- Subject** : Invitation to the 45th General Meeting of Shareholders
- Attachments** :
1. Copy of Minutes of the 44th General Meeting of Shareholders, held on April 22, 2013
 2. Annual Report for Year 2013
 3. Profile of the Persons Nominated as Directors Replacing Those due to Retire upon Term Completion
 4. Definition of "Independent Director"
 5. Profile of Independent Directors being Nominated as Proxies by Shareholders
 6. Company's Articles of Association Relating to the General Meeting of Shareholders
 7. Documents and Evidences Required for the Shareholder to Present for Meeting Attendance and Meeting Regulations
 8. Procedures for posting advance questions prior to the shareholders' meeting
 9. Attendance Procedures for the General Meeting of Shareholders
 10. Map of the Meeting Venue
 11. Proxy Form B
 12. Registration Form (Required for the Meeting)

The Board of Directors of Thai Wacoal Public Company Limited has resolved to convene the 45th General Meeting of Shareholders on **Monday, April 21, 2014, at 15:30 hours, at Chaophaya Room 1, Montien Riverside Hotel, situated at no. 372 Rama 3 Road, Bangklo, Bangkholaem, Bangkok 10120, Thailand**, For said meeting, the company has provided the shareholders with the opportunity to propose meeting agenda to the shareholders' meeting for 2014 in advance during the period of December 1 - 30, 2013. However, there was no shareholder proposing meeting agenda for said meeting. Accordingly, the company has set the meeting agenda as follows :

Agenda 1 Endorsement of the minutes of the 44th General Meeting of Shareholders, held on April 22, 2013

Fact and rationale : The 44th general meeting of shareholders was held on April 22, 2013, whose meeting minutes was compiled within 14 days subsequent to the meeting date, and submitted to The Stock Exchange of Thailand and The Commerce Ministry within the timeframe specified by law, as well as disseminated through the company's website at www.wacoal.co.th., whose details are displayed as per attachment no. 1

The Board's opinion : Since said meeting minutes had been accurately recorded, The Board of Directors resolved to propose to the shareholders' meeting to approve said meeting minutes.

Voting resolution : Based on majority votes of the shareholders present at the meeting and having voting rights.

Agenda 2 Reports on the company's performance results for year 2013

Fact and rationale : The report by The Board of Directors and the company's performance results for year 2013 displayed in the annual report publication, were earlier sent out together with the notice of the general meeting of shareholders, whose details are displayed as per attachment no. 2

The Board's opinion : To report to the shareholders' meeting for their acknowledgement.

Voting resolution : No voting required since this agenda is intended for acknowledgement purpose.

Agenda 3 Approval of financial statements ending December 31, 2013

Fact and rationale : Above financial statements were compiled at the end of the company's fiscal year based on Thai Financial Reporting Standards. They were verified and certified by the certified public accountant of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., and endorsed by The Audit committee and The Board of Directors, whose details appeared per the financial statements of the annual report for 2013 as per attachment no. 2

The contents could be largely summarized as follows :

Unit : Million Baht

| | Consolidated financial statements | Separate financial statements |
|----------------------------------------------------|--------------------------------------|----------------------------------|
| Total assets | 6,026.74 | 5,749.87 |
| Total liabilities | 1,024.73 | 934.09 |
| Equity | 5,002.01 | 4,815.78 |
| Sales turnover | 3,629.51 | 3,901.29 |
| Net profits (attributable to owners of the parent) | 254.34 | 270.31 |
| Earnings per share (Baht) | 2.12 | 2.25 |

The Board's opinion : To propose to the shareholders' meeting for approval of said financial statements.

Voting resolution : Based on majority votes of the shareholders present at the meeting and having voting rights.

Agenda 4 Approval of profits appropriation and dividend payments proposal

Fact and rationale : The company generally followed its policy in approving dividend payments at the basic rate of Baht 0.25 per share (representing 25% of the par value), while also taking into account its performance results and the prevailing economic situation. For 2013, the company could achieve total net profits as per separate financial statements of Baht 270.31 million, together with retain earnings sufficient for dividend payment allocation to the shareholders.

The Board's opinion : To propose to the shareholders' meeting, to approve profits appropriation as follows :

1. **Statutory reserve** : Not to seek further profits allocation for statutory reserve as required by law, since the company has earlier fulfilled its statutory reserve to the level of 10% of its registered capital as required by law already.
2. **General reserve** : To propose to the shareholders' meeting to approve profits allocation of Baht 13.52 million as general reserve, to ensure the company's long term operations stability.
3. **Dividend payments** : To propose dividend payments to the shareholders at the rate of Baht 2.25 per share, altogether amounting to total dividend payments of Baht 270 million, to be drawn from the company's retained earnings already subject to 30% corporate income tax, whereby individual shareholder could apply for tax credit ¹.

The shareholders eligible to receive dividend payments would be those with their names appearing on the record date so entitling them to receive dividend payments on Tuesday, May 6, 2014. Said shareholders' names would then be compiled according to Section 225 of The Securities and Exchange Act by closing the shares registration book on Wednesday, May 7, 2014. Payment date is set for Tuesday, May 20, 2014.

Dividend payments details compared to the year earlier

| Dividend payments details | Unit | 2013 | 2012² | 2011 |
|----------------------------------|----------------|-------------|-------------------------|-------------|
| 1. Net profits | Million Baht | 270.31 | 428.20 | 415.93 |
| 2. Number of shares | Million shares | 120.00 | 120.00 | 120.00 |
| 3. Dividend payment | Baht per share | 2.25 | 2.40 | 2.10 |
| 4. Total dividend payments | Million Baht | 270.00 | 288.00 | 252.00 |
| 5. Payout ratio | % | 99.88 | 67.26 | 60.59 |

Note ¹ The shareholder as an ordinary person is entitled to receive tax credit from dividend payments in accordance with the Revenue Code item 47.

² The financial statements for 2012 were revised in accordance with related updated accounting standards.

Above dividend payment rate duly complies with the dividend payment policy laid down by the company, and poses no adverse effect on its liquidity position.

Voting resolution : Based on majority votes of the shareholders present at the meeting and having voting rights.

Agenda 5 Election of directors to replace those retiring upon term completion

Fact and rationale : According to The Public Company Act B.E. 2535 and Article 21 of the Company's Articles of Association, at the annual shareholders' meeting each year, one third of the sitting directors were required to retire upon term completion, whereby retiring directors were eligible for re-election to serve another term. Out of the total 15 company directors, the 5 directors due to retire upon term completion at the shareholders' general meeting were as follows:

| Name of directors | | Position |
|-------------------|----------------------------|--------------------------------------------------------------------|
| 1. | Mr. Yoshikata Tsukamoto | Advising Director |
| 2. | Mr. Boondee Amnuayskul | Director and Managing Director |
| 3. | Mr. Amnuay Bumroongwngtong | Director, The Nominating Committee Member and Executive Director |
| 4. | Mr. Ikuo Otani | Director |
| 5. | Mr. Krish Follett | Independent Director and Chairman of The Risk Management Committee |

Upon careful consideration on an individual basis, The Nominating Committee resolved to propose to The Board of Directors to further propose to the shareholders' meeting to re-elect the 5 directors due to retire upon term completion to serve another term as directors. During the deliberation process, those Nominating Committee members having interests at stake, refrained from casting votes for own interests.

Details of the criteria for nominating directors were shown in the annual report on page 56, under the heading "Corporate Governance".

In this regard, The company has provided the shareholders with the opportunity to nominate candidates to be elected as company directors to the shareholders' meeting for 2014 in advance during the period of December 1 - 30, 2013. However, there was no shareholder nominating candidates to be elected as company director prior to said meeting.

The Board's opinion : The Board of Directors excluding those directors having possible conflict of interests, has paid careful consideration to the qualifications of those persons being nominated as directors on an individual basis, in terms of knowledge and experiences,

qualifications complying with the requirements for the vacated positions, leadership, vision, ethics and morality, working record, and expertise in specialized field, together with their past contributions to the company's management, while posing no qualification restrictions or forbidden nature as specified in Article 68 of The Public Company Act B.E. 2535, and the requirement of The Securities and Exchange Commission. Accordingly, The Board of Directors resolved to endorse the proposal by The Nominating Committee, to nominate the 5 retiring directors to the shareholders' general meeting, for re-election to serve another term as directors as follows:

- | | |
|------------------|------------------|
| 1. Mr. Yoshikata | Tsakamoto |
| 2. Mr. Boondee | Amnuayskul |
| 3. Mr. Amnuay | Bumroongwongtong |
| 4. Mr. Ikuo | Otani |
| 5. Mr. Krish | Follett |

Whereas Mr. Krish Follett, an independent director, has served as company director for term duration less than 9 years.

Enclosed please find the profile of the persons being nominated as directors and the definition for independent director complying with the requirements by The Capital Market Supervisory Board, whose details are displayed as per attachment no. 3. and no. 4.

Voting resolution : Based on majority votes of the shareholders present at the meeting and having voting rights.

Agenda 6 Approval of the directors' remuneration budget

Fact and rationale : According to Article 32 of the Company's Articles of Association, the company was not allowed to provide the directors with any financial payment or asset, except such payments deemed as legitimate benefits duly accorded the directors, which did not include such remuneration or benefits normally provided the directors as company employees. For such purpose, the shareholders' meeting has earlier approved annual directors' remuneration budget limit not exceeding Baht 20 million, and assigned The Remuneration Committee to allocate such budget amount approved by the shareholders' meeting. For year 2013, the company has allocated remuneration budget for the directors for total amount Baht 16,542,000, classified into annual remuneration for The Board of Directors of Baht 15,000,000, meeting allowances for The Board of Directors of Baht 640,000, together with meeting allowances for The Audit Committee of Baht 628,000, meeting allowances for The Nominating Committee of Baht 26,000, meeting allowances for The Remuneration Committee of Baht 32,000, and meeting allowances for The Risk Management Committee of Baht 216,000.-

Details of the criteria for the directors' remuneration were shown in the annual report on page 40, under the heading "Management Structure".

For the year 2014, The Remuneration Committee has resolved to propose the remuneration budget for the directors not exceeding Baht 20 million same as the year earlier, according to remuneration details 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 |
| Whereas above remuneration criteria need to receive the approval by The Board of Directors, and cannot exceed the budget amount approved by the shareholders' meeting. | | |

3. **Other remuneration** : - None -

The Board's opinion : The Board of Directors resolved to propose to the shareholders' meeting to approve yearly directors' remuneration budget not exceeding Baht 20 million per year (same as the remuneration budget in the previous year), as proposed by The Remuneration Committee. Said resolution was based on such consideration given to The Board of Directors' performances, authority, duty, and responsibility scope, as well as the operating results and

growth prospect for the company, the financial liquidity position, and such factors posing possible impacts on both the company and overall economic situation. Consideration was also given to the budget amount approved by the shareholders' meeting, the remuneration amount for the previous year and the comparison with other companies in similar businesses.

Voting resolution : A two-third majority votes by the shareholders present at the meeting are required to pass the resolution.

Agenda 7 Appointment of company auditor(s) and approval of related audit remuneration budget

Fact and rationale : According to Article 49 and Article 50 of the Company's Articles of Association, the auditor shall not be a director, staff member, employee or a person holding any office or having any duty in the company. The auditor shall be appointed annually by the general meeting of shareholders. A retiring auditor may be re-appointed. For year 2013, the shareholders' meeting resolved to appoint Dr. Suphamit Techamontrikul, and/or Mr. Chavala Tienpasertkij and/or Mr. Manoon Manusook respectively, representing Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., as company auditors. The audit remuneration was set at Baht 1,735,000.-

The Board's opinion : To propose to the shareholders' meeting to appoint company auditors for year 2014 and to approve related audit remuneration budget, as proposed by The Audit Committee. Name list of company auditors are as follows :

1. Dr. Suphamit Techamontrikul certified public accountant registration no. 3356
(Had served 3 terms as company auditor certifying the company's financial statements from 2011 - 2013) and/or
2. Mr. Niti Jungnitnirundr certified public accountant registration no. 3809
(Had earlier served as company auditor certifying the company's financial statements from 2006 - 2010) and/or
3. Mr. Manoon Manusook certified public accountant registration no. 4292
(Had never served as company auditor certifying the company's financial statements)

Representing Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as company auditors for the year 2014.

Above persons were considered to be knowledgeable and capable persons advocating good corporate practice principles, and fully qualified in accordance with the Company's Articles of Association, and the requirements of The Securities and Exchange Commission.

Furthermore, above auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., recommended for further appointment by the shareholders' meeting, were from the same auditing office as those auditors acting as company auditors for the company's subsidiaries. In that regard, the company confirmed that these company auditors were independent and did not have any prior relationship or any stockholding interests in both the company or its subsidiaries, and were not related to their management, major shareholders, or other parties relating to those

persons. The company and its subsidiaries did not make any non-audit fee payment to the auditing office where the auditors belonged, other parties or businesses relating to the auditors, or otherwise their auditing office.

Audit remuneration details proposed for 2014 as compared to 2013

Unit : Baht

| Audit fees | 2014 | 2013 |
|-------------------------------------------------------------------------|------------------|------------------|
| - Audit fee for annual financial statements | 890,000 | 850,000 |
| - Audit fee for annual consolidated financial statements | 90,000 | 90,000 |
| - Review fee for financial statements for quarters 1, 2, 3 | 330,000 | 300,000 |
| - Review fee for consolidated financial statements for quarters 1, 2, 3 | 30,000 | 300,000 |
| - Royalty audit services | 25,000 | 25,000 |
| - Information technology system audit fee | 140,000 | 140,000 |
| Total | 1,775,000 | 1,705,000 |

At the same time, to also inform the shareholders' meeting of the audit fee payment to the auditors for the company's 5 subsidiaries, according to the details as follows :

Unit : Baht

| Audit fees | 2014 | 2013 |
|------------------------------------|------------------|------------------|
| Thai Wacoal Public Company Limited | 1,775,000 | 1,705,000 |
| The company's 5 subsidiaries | 2,615,000 | 2,495,000 |
| Total | 4,390,000 | 4,230,000 |

Voting resolution : Based on majority votes of the shareholders present at the meeting and having voting rights.

Agenda 8 Approval of amendments to Article 3 of the Memorandum of Association (Company's Business Objectives Nos. 21, 22 and 23)

Fact and rationale : To facilitate company operations so as to become better flexible capable of accommodating further business expansion, the company proposed to amend the Memorandum of Association (Company's Business Objectives Nos. 21, 22 and 23), by adding 3 further items to the existing 20 items, thus becoming total 23 items, according to the details as follows:

| Present Business Objective | Proposed Business Objective Revision | Rationale |
|----------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| - None - | No.21 To engage in direct-selling and direct-marketing operations, as specified under the laws regarding direct-selling and direct-marketing practices, together with further provisions relating to direct-selling and direct-marketing practices (upon receiving authorized approval from relevant government agencies to come into effect). | In order to accommodate the company's expanding business operations, by expanding its selling channels to include selling transactions through the internet and other media tools, so as to gain broader |
| - None - | No.22 To engage in operations selling products or services one-commerce basis, in compliance with the company's business objectives. Or to engage in business operations employing such media tools as the internet, print media, TV, electronic media, or other media applying the use of electronic tools. Such operations scope also cover the creation and management of websites providing financial services, advertising services on the internet, information-searching services on the internet, together with the collection of related service fees, advertising fees, or other form of remuneration (upon receiving authorized approval from relevant government agencies). | access to customers. |
| - None - | No.23 To engage in operations providing electronic payment services, based on such provisions governing and facilitating electronic payment services, and other related laws. Such operations also include payment acceptance services on behalf of government agencies (upon receiving authorized approval from said relevant government agencies). | |

The Board's opinion : To propose to the shareholders' meeting to approve the amendment to Article 3 of the Memorandum of Association (Company's Business Objectives No.21 No.22 and No.23) and to apply for the registration of such article amendment with the Registrar at the Department of Business Development, The Ministry of Commerce, for the amendment to become effective.

Voting resolution : A three-fourth majority votes by the shareholders present at the meeting and having the voting rights are required to pass the resolution.

Agenda 9 Other topics (if any)

The Board of Directors hereby invites the shareholders to attend the meeting according to the time, date and place specified above. The registration for meeting attendance shall open 2 hours prior to meeting commencement, starting from 12.00 hours onwards. To ensure your full benefits and safeguard your own interests, should you need the company to clarify any proposed meeting agenda, you may send your inquiry in advance by registered mail, together with your own address for further contact by the company. Please see additional details per [attachment no. 8](#)

In the case where the shareholder is unable to attend the meeting in person, and wish to appoint a proxy to attend and cast votes at the meeting instead, please fill in the details and sign your name in the attached proxy form. You can download the form from the company website at www.wacoal.co.th, which consists of 3 formats. For the foreign shareholder appointing the custodian in Thailand to take care of the shares, either form A, B, or C may be used. Whereas for other shareholders, only form A or B may be used. Should the shareholder be interested in appointing independent directors to act as his/her proxy, the profile of these directors are shown as per [attachment no.5](#).

Accordingly, the company requests your cooperation to send complete said proxy form and submit to the company at least 1 day prior to the meeting date, to allow the company to properly verify said documents in advance by sending the documents to :

Mrs. Onanong Saengpumpong
Company Secretary
Thai Wacoal Public Company Limited
930/1 Soi Pradoo 1, Sathupradith Road, Bangklo, Bangkholaem,
Bangkok 10120

Since the company shall carry out registration procedure using barcode to facilitate the process, the shareholders and proxies are required to bring along the Registration Form (as per [attachment no. 12](#)), to present for their meeting attendance.

As authorized by The Board of Directors

Boondee Amnuayskul

(Mr. Boondee Amnuayskul)

Managing Director