



No. Kor Bor Ror. 049/2014

April 3, 2015

**Notice of the 46<sup>th</sup> General Meeting of Shareholders**

- To** : Shareholder
- Subject** : Invitation to the 46<sup>th</sup> General Meeting of Shareholders
- Attachments** :
1. Copy of Minutes of the 45<sup>th</sup> General Meeting of Shareholders, held on April 21, 2014
  2. Annual Report for Year 2014
  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. Meeting 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 46<sup>th</sup> General Meeting of Shareholders on **Monday, April 27, 2015, at 15:00 hours**, at Chaophaya Room 2, 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 2015 in advance during the period of December 1 - 30, 2014. 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 45<sup>th</sup> General Meeting of Shareholders, held on April 21, 2014

**Fact and rationale** : The 45<sup>th</sup> general meeting of shareholders was held on April 21, 2014, 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](http://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 2014

**Fact and rationale** : The report by The Board of Directors and the company's performance results for year 2014 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, 2014

**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 2014 as per attachment no. 2

The contents could be largely summarized as follows :

Unit : Million Baht

	Consolidated financial statements	Separate financial statements
Total assets	6,485.43	6,211.90
Total liabilities	1,370.98	1,265.01
Equity	5,114.45	4,946.89
Sales turnover	3,601.33	3,896.50
Net profits (attributable to owners of the parent)	276.70	295.66
Earnings per share (Baht)	2.31	2.46

**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 2014, the company could achieve total net profits as per separate financial statements of Baht 295.66 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 14.78 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 2.40 per share, altogether amounting to total dividend payments of Baht 288 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 <sup>1</sup>.

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 Thursday, May 7, 2015. Said shareholders' names would then be compiled according to Section 225 of The Securities and Exchange Act by closing the shares registration book on Friday, May 8, 2015. Payment date is set for Monday, May 25, 2015.

#### **Dividend payments details compared to the year earlier**

Dividend payments details	Unit	2014	2013	2012 <sup>2</sup>
1. Net profits	Million Baht	295.66	270.31	428.20
2. Number of shares	Million shares	120.00	120.00	120.00
3. Dividend payment	Baht per share	2.40	2.25	2.40
4. Total dividend payments	Million Baht	288.00	270.00	288.00
5. Payout ratio	%	97.41	99.88	67.26

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

<sup>2</sup> 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 would be required to retire upon term completion, whereby such 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. Atsushi Tabata	Director and Deputy Managing Director
2.	Mr. Thamarat Chokwatana	Director
3.	Mrs. Punnee Worawuthichongsathit	Independent Director and Member of The Audit Committee
4.	Mrs. Saranya Chindavanig	Independent Director, Member of The Audit Committee and Member of The Corporate Governance Committee
5.	Assoc.Prof. Nares Kesaprakorn	Independent Director and Member of The Risk Management Committee

In this regard, The company had earlier provided the shareholders with the opportunity to nominate candidate to be considered as company director to the shareholders' meeting for 2015 in advance, during the period of December 1 - 30, 2014. Nevertheless, there was no shareholder nominating candidate to be considered as company director prior to said meeting. For said nomination process, proper careful consideration were exercised by The Nominating Committee in selecting qualified candidates on an individual basis, in compliance with existing company rules and criteria relating to such position consideration.

Upon careful consideration of the candidates' qualifications in terms of their knowledge, professional expertise, and work experiences beneficial to the company's business operations and its further competitive strategies, The Nominating Committee unanimously resolved to recommend to The Board of Directors to nominate above 5 outgoing directors to The

shareholders' meeting, for their further consideration and approval to re-elect these persons to serve another term as company directors.

**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. Due consideration were given to their qualifications in terms of professional expertise, work proficiency beneficial to company operations and capable of fulfilling essential requirements, accompanied by good leadership, sound vision, good ethics and morality, and supported by good past performances record, either as company director or member of various sub-committees for the company so far. At the same time, The Board of Directors ensured that candidates did not possess any qualification restriction or forbidden aspect 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. Atsushi       | Tabata               |
| 2. | Mr. Thamarat      | Chokwatana           |
| 3. | Mrs. Punnee       | Worawuthichongsathit |
| 4. | Mrs. Saranya      | Chindavanig          |
| 5. | Assoc.Prof. Nares | Kesaparakorn         |

Out of above 5 outgoing directors, Mrs. Punnee Worawuthichongsathit and Mrs. Saranya Chindavanig, independent directors, had served as company directors for less than 9 years. Whereas Assoc.Prof. Nares Kesaparakorn, another independent director, had served as company director for 9 years already with good performance record so far, and was still deemed to be fully qualified to further serve as independent director, while duly processing such sound knowledge, professional expertise, and work experiences, beneficial to the company's business operations, and thus should be considered for re-election as company director.

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 2014, the company has allocated remuneration budget for the directors for total amount Baht 11,836,000, classified into annual remuneration for The Board of Directors of Baht 10,000,000, meeting allowances for The Board of Directors of Baht 794,000, together with meeting allowances for The Audit Committee of Baht 688,000, meeting allowances for The Nominating Committee of Baht 52,000, meeting allowances for The Remuneration Committee of Baht 32,000, meeting allowances for The Risk Management Committee of Baht 216,000, and meeting allowances for The Corporate Committee of Baht 54,000.-

Details of the criteria for the directors' remuneration were shown in the annual report on page 43, under the heading "Management Structure".

For the year 2015, 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:

	2015	2014
<b>1. Meeting allowance</b>		
<b>1.1 For The Board of Directors</b>		
- Chairman	Baht 12,000 / time	Baht 12,000 / time
- Member	Baht 10,000 / time	Baht 10,000 / time
<b>1.2 For The Audit Committee, The Nominating Committee, The Remuneration Committee, The Risk Management Committee The Corporate Governance Committee</b>		
- Chairman	Baht 10,000 / time	Baht 10,000 / time
- Member	Baht 8,000 / time	Baht 8,000 / time

	2015	2014
<b>2. <u>Quarterly meeting allowance</u></b> <b>(For The Audit Committee)</b>		
- Chairman	Baht 60,000 / time	Baht 60,000 / time
- Member	Baht 30,000 / time	Baht 30,000 / time

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

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.

**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 2014, the shareholders' meeting resolved to appoint Dr. Suphamit Techamontrikul, and/or Mr. Niti Jungnitnirundr and/or Mr. Manoon Manusook respectively, representing Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., as company auditors. The audit remuneration was set at Baht 1,775,000.-

**The Board's opinion** : To propose to the shareholders' meeting to appoint company auditors for year 2015 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 4 terms as company auditor certifying the company's financial statements from 2011 - 2014) 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 year 2015.

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 2015 as compared to 2014

Unit : Baht

Audit fees	2015	2014
- Annual audit fee and quarterly review fee of separate financial statements	1,265,000	1,220,000
- Annual audit fee and quarterly review fee of consolidated financial statements	390,000	390,000
- Royalty audit services	25,000	25,000
- Information technology system audit fee	150,000	140,000
<b>Total</b>	<b>1,830,000</b>	<b>1,705,000</b>

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	2015	2014
Thai Wacoal Public Company Limited	1,830,000	1,775,000
The company's 5 subsidiaries	2,650,000	2,615,000
<b>Total</b>	<b>4,480,000</b>	<b>4,390,000</b>



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

**Agenda 8** 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 13.00 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](http://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.

In order for the company to expedite the verification procedures for related necessary documents, may we seek your cooperation to please send your proxy appointment form, so as to reach the company by Friday, April 24, 2015 at the latest, to the following address:

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