



No. Kor Bor Ror. 032/2018

March 29, 2019

Notice of the 50th General Meeting of Shareholders

- To** : Shareholder
- Subject** : Invitation to the 50th General Meeting of Shareholders
- Attachments** :
1. Annual Report for Year 2018 (QR Code) and Registration Form (Required for the Meeting)
 2. Copy of Minutes of the 49th General Meeting of Shareholders, held on April 23, 2018
 3. Profile of the Persons Nominated as Directors Replacing Those due to Retire upon Term Completion
 4. Definition of "Independent Director"
 5. Profile of the Company Auditors Proposed for Appointment for Year 2019
 6. Profile of Independent Directors being Nominated as Proxies by Shareholders
 7. Company's Articles of Association Relating to the General Meeting of Shareholders
 8. Documents and Evidences Required for the Shareholder to Present for Meeting Attendance and Meeting Regulations
 9. Procedures for Posting Advance Questions Prior to the Shareholders' Meeting
 10. Meeting Attendance Procedures for the General Meeting of Shareholders
 11. Map of the Meeting Venue
 12. QR Code Downloading Procedures for the 2018 Annual Report
 13. Requirement Form of the Printed 2018 Annual Report
 14. Proxy Form B
 15. Information Memorandum on Asset Disposition and Connected Transaction
 16. The Opinions of the Independent Financial Advisor on the Connected Transaction

The Board of Directors of Thai Wacoal Public Company Limited has resolved to convene the 50th General Meeting of Shareholders on Monday, April 22, 2019, 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 2019 in advance during the period of December 1 - 30, 2018. 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 49th General Meeting of Shareholders, held on April 23, 2018

Fact and rationale : The 49th general meeting of shareholders was held on April 23, 2018, 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. 2

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 2018

Fact and rationale : The report by The Board of Directors and the company's performance results for year 2018 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. 1

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 the financial statements for the year ended December 31, 2018

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 2018 as per attachment no. 1

The contents could be largely summarized as follows :

Unit : Million Baht

	Consolidated financial statements	Separate financial statements
Total assets	7,218.18	6,923.87
Total liabilities	1,407.08	1,257.48
Shareholders' equity	5,811.10	5,666.39
Revenues from sales	4,606.05	4,915.90
Net profits (attributable to owners of the parent)	355.76	324.85
Earnings per share (Baht)	2.96	2.71

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 2018, the company could achieve total net profits as per separate financial statements of Baht 324.85 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 16.24 million as general reserve 5% of net profits, to ensure the company's long term operations stability.
3. **Dividend payments** : To propose dividend payments to the shareholders at the rate of Baht 1.80 per share, altogether amounting to total dividend payments of Baht 216 million, to be drawn from the company's retained earnings already subject to 30% corporate income tax⁽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 Friday, May 3, 2019. Payment date is set for Tuesday, May 21, 2019.

Dividend payments details compared to the year earlier

Dividend payments details	Unit	2018	2017	2016
1. Net profits	Million Baht	324.85	370.56	347.28
2. Number of shares	Million shares	120.00	120.00	120.00
3. Dividend payment	Baht per share	1.80	1.50	1.30
4. Total dividend payments	Million Baht	216.00	180.00	156.00
5. Payout ratio	%	66.49	48.57	44.92

Note¹ The shareholder as an ordinary person is entitled to receive tax credit from dividend payments in accordance with the Revenue Code item 47.

Above dividend payment rate duly complies with the dividend payment policy laid down by the company, and poses no adverse effect on it 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. Manu Leelanuwatana	Chairman of The Board of Directors, Chairman of The Nominating Committee and The Remuneration Committee Member
2.	Miss Karunee Surai	Director, The Corporate Governance Committee Member and Executive Director
3.	Mr. Kazuhiro Shibahara	Director
4.	Mr. Mitsuru Sekiguchi	Director
5.	Dr. Kulpatra Sirodom	Independent Director, Chairman of The Audit Committee and Chairman of The Corporate Governance Committee

The company had earlier provided the shareholders with the opportunity to nominate candidate to considered as company director to the shareholders' meeting for 2019 in advance, during the period of December 1 - 30, 2018. 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 criteria and method relating to such position consideration.

Upon careful consideration of the candidates' qualifications in terms of Board Diversity and qualifications that were in accordance with the strategy of the company's business operation by using the analysis of skills, experience, knowledge and expertise of the board, or Board Skill Matrix, 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, as well as the 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. 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 according to the criteria and process for the selection of directors. The persons nominated for the position of director were qualified to engage with the company's business. Their experiences and abilities benefited to the company. 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. Manu | Leelanuwatana |
| 2. | Miss Karunee | Surai |
| 3. | Mr. Kazuhiro | Shibahara |
| 4. | Mr. Mitsuru | Sekiguchi |
| 5. | Dr. Kulpatra | Sirodom |

In the regard, Dr. Kulpatra Sirodom, independent director, had served as company director for 9 years. She was knowledgeable and had experience in the field that the company needed, as well as provided useful advice. She had well performed her duties during independent directorship duration and could express opinions independently and in accordance with the relevant rules.

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 2018, the company has allocated remuneration budget for the directors for total amount Baht 12,898,000, classified into annual remuneration for The Board of Directors of Baht 10,850,000, meeting allowances for The Board of Directors of Baht 904,000, together with meeting allowances for The Audit Committee of Baht 688,000, meeting allowances for The Nominating Committee of Baht 54,000, meeting allowances for The Remuneration Committee of Baht 16,000, meeting allowances for The Risk Management

Committee of Baht 216,000, and meeting allowances for The Corporate Governance Committee of Baht 170,000.-

Details of the criteria for the directors' remuneration were based on the consideration of 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, together with performance of individual directors. 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.

For the year 2019, 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. Directors' Remuneration

1.1 **Annual remuneration** : paid to all directors, based on the consideration by The Remuneration Committee.

1.2 **Meeting allowance** : paid to person attending the meeting.

Details of meeting allowance payments were as follows:

	2019	2018
- Chairman	Baht 12,000 / time	Baht 12,000 / time
- Director	Baht 10,000 / time	Baht 10,000 / time

1.3 **Other remuneration and benefits** : - None -

2. **Sub-committees' Remuneration** Those committees consisted of The Audit Committee, The Nominating Committee, The Remuneration Committee, The Risk Management Committee, and The Corporate Governance Committee including any other sub-committees appointed by The Board of Directors as necessary and appropriated in the future. The remuneration was paid in the form of meeting allowances to those who attended the meeting without other remuneration and benefits.

Details of meeting allowance payments were as follows:

	2019	2018
1. Meeting allowance		
- Chairman	Baht 10,000 / time	Baht 10,000 / time
- Member	Baht 8,000 / time	Baht 8,000 / time

	2019	2018
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.

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 since such remuneration was appropriate and reflected the director's authority, duty, and responsibility scope, as well as the company's operating results and business growth. Additionally, the remuneration was based on criteria comparable to other companies in the same business sector.

Voting resolution : Based on not less than two-third of total number of the shareholders present at the meeting.

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 2018, the shareholders' meeting resolved to appoint Mr. Manoon Manusook, and/or Mr. Choopong Surachutikarn and/or Dr.Kiatniyom Kuntisook respectively, representing Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., as company auditors.

The Audit Committee considered the performance of the company auditors in the past year and was of the view that the company auditors were considered to be knowledgeable and capable persons advocating good corporate practice principles, with understanding of the company's business and its subsidiaries, including independence in performing their duties, as well as fully qualified in accordance with the Company's Articles of Association, and the requirements of The Securities and Exchange Commission. Accordingly, The Audit Committee resolved to recommend to The Board of Directors to further propose to the shareholders' meeting for appointment of company auditors for year 2019 from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., according to name list of auditors as follows :

1. Mr. Manoon Manusook certified public accountant registration no. 4292
(Had served 3 terms as company auditor certifying the company's financial statements from 2016 - 2018) and/or

2. Mr. Choopong Surachutikarn certified public accountant registration no. 4325
(Had never served as company auditor certifying the company's financial statements) and/or
3. Miss Wimolporn Boonyusthian certified public accountant registration no. 4067
(Had never served as company auditor certifying the company's financial statements)

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 and its subsidiaries, and were not related to their management, major shareholders, or other parties relating to those persons. The company has included information on the work experience and independence of each auditor, whose details are displayed as per attachment no. 5.

In addition, The Audit Committee considered the audit fees for year 2019 and had the opinion that the audit fees were appropriate to the scope of the audit. Accordingly, The Audit Committee resolved to recommend to The Board of Directors to further propose to the shareholders' meeting for approval of related audit remuneration budget, according to the details as follows :

Unit : Baht

Audit fees	2019	2018
- Annual audit fee and quarterly review fee of separate financial statements	1,500,000	1,450,000
- Annual audit fee and quarterly review fee of consolidated financial statements	400,000	400,000
- Royalty audit services	25,000	25,000
- Information technology system audit fee	150,000	150,000
Total	2,075,000	2,025,000

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	2019	2018
Thai Wacoal Public Company Limited	2,075,000	2,025,000
The company's 5 subsidiaries	2,950,000	2,786,000
Total	5,025,000	4,811,000

In that regard, 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.

The Board's opinion : Having examined the opinion of The Audit Committee, The Board of Directors resolved to propose to the shareholders' meeting to appoint Mr. Manoon Manusook, certified public accountant registration no.4292 and/or Mr. Choopong Surachutikarn, certified public accountant registration no. 4325 and/or Miss Wimolporn Boonyusthian, certified public accountant registration no. 4067 representing Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as company auditors for year 2019 and to approve related audit remuneration budget of Baht 2,075,000.-

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

Agenda 8 Approval of the sale of the company's land to Saha Pathana Inter-Holding plc.

Fact and rationale : The company will enter into disposition transaction of the company's 4 land plots with land title deed no. 17090, 53138, 11357, 59109 (13358) located in Bangpongpan sub-district, Yannawa district, Bangkok Metropolitan to Saha Pathana Inter-Holding Plc., with total areas of 6 rais 66.40 square wah (2,466.40 square wah) at the purchase price of Baht 375,000 per square wah which is an average price appraised by independent appraisers or total amount of Baht 924,900,000.- The purchaser agrees to make payment into 3 installments to the seller under the following term of payment :

- 1st installment : Payment of Baht 92,490,000.- will be paid within May 2019.
- 2nd installment : Pay the amount according to the value of 1 or 2 land plots which will be registered for land ownership transfer within December 2019.
- 3rd installment : Payment according to the value of remaining land plots on the date of registration for land ownership transfer within April 2020.

The sale of such land does not come under the scope for the acquisition or disposition of assets having significant value for listed companies pursuant to the Notification of the Capital Market Supervisory Board No. Tor Chor. 20/2551 regarding rules for significant transactions constituting an acquisition or disposition of assets and the Notification of the Board of Governors of the Stock Exchange of Thailand regarding disclosure of information and practice of listed companies concerning the acquisition or disposition of assets B.E. 2547 (2004). The total value is Baht 924,900,000 or equal to 12.81% of the company's total assets (calculation from the company's consolidated financial statements for the year ended December 31, 2018). When combining with assets disposition during the past 6 months, total value of transaction is equal to 12.95% which is lower than 15% of the company's total assets. Accordingly, such transaction is within the approval authorization of the Board of Directors, without requiring to report the information to the Stock Exchange of Thailand as well as arrange of the shareholders' meeting in order to request for an approval of such transaction.

However, the transaction on sale of such land comes under the scope of connected transactions for listed companies as specified in The Notification of The Capital Market Supervisory Board No. Tor Chor. 21/2551, regarding rules on connected transactions provided as transactions relating to assets and services, and the Notification of The Board of Governors of The Stock Exchange of Thailand regarding disclosure of information and other acts of listed companies

relating to connected transactions B.E. 2546 (2003) because the party entering into this transaction with the company is the company's major shareholder. Upon calculation of transaction value by taking into account the highest values between book value and value of assets pursuant to the market price, the highest value is the average market price pursuant to the appraised report by the 2 independent appraisers which is equal to Baht 924,900,000.- with transaction value of \geq Baht 20 million or \geq 3% of net tangible assets (NTA), whichever may be greater. Such 3% of NTA value by the company as of December 31, 2018, stood at Baht 172.73 million. As a result, the company is required to disclose information memorandum pertaining to the transaction to the Stock Exchange of Thailand, as well as to seek an approval for entering into such transaction from the shareholders' meeting with votes of not less than three-fourth of total number of the shareholders present at the meeting and having voting rights, excluding the votes of shareholders having an interest in the matter. In addition, the company is required to send the Notice of Shareholders' meeting together with the opinion of the Independent Financial Advisor to the shareholders at least 14 days prior to the shareholders' meeting date. Detail of information memorandum on asset disposition and connected transaction is displayed as per [attachment no. 15](#) and the opinions of the Independent Financial Advisor on the connected transaction is displayed as [attachment no. 16](#).

The Board's opinion : The Board of Directors which excluded the directors having interests in the matter agreed that the company should enter into disposition transaction of the land in order to bring money to build the company's new office building, based on relevant favourable prices and conditions.

Voting resolution : Based on not less than three-fourth of total number of the shareholders present at the meeting and having voting rights, excluding the votes of shareholders having interests in the matter.

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 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. 9](#). Should shareholders need the printed 2018 annual report, please fill the details in the "Requirement form of the printed 2018 annual report" as per [attachment no.13](#).

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.6.

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 19, 2019 at the latest, to the following address:

Miss Chama Sungrungsan
Company Secretary
Thai Wacoal Public Company Limited
132 Soi Charoenrat 7, 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. 1), to present for their meeting attendance.

As authorized by The Board of Directors

Boondee Amnuayskul

(Mr. Boondee Amnuayskul)

Chief Executive Officer and Managing Director