



No. Lor Gor. 008/2023

March 31, 2023

Notice of the 54th General Meeting of Shareholders

- To : Shareholder
- Subject : Invitation to the 54th General Meeting of Shareholders
- Attachments :
1. Copy of Minutes of the 53rd General Meeting of Shareholders, held on April 25, 2022
 2. Annual Registration Statement / Annual Report for Year 2022 (Form 56-1 One Report) Which Could be Downloaded from QR Code Provided in the Notice of Meeting
 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 2023
 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 Form 56-1 One Report 2022
 13. Requirement Form for the Printed Form 56-1 One Report 2022
 14. Proxy Form B
 15. Notice of Meeting (Required for the Meeting)

The Board of Directors of Thai Wacoal Public Company Limited has resolved to convene the 54th General Meeting of Shareholders on Monday, April 24, 2023, at 9:00 hours, at Chaophaya Room 1, Montien Riverside Hotel, situated at no. 372 Rama 3 Road, Bangklo Sub-district, Bangkholaem District, Bangkok 10120, Thailand. For said meeting, the company has provided the shareholders with the opportunity to propose meeting agenda to the shareholders' meeting for 2023 in advance during the period of December 1 - 31, 2022. 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 53rd General Meeting of Shareholders, held on April 25, 2022

Fact and rationale : The 53rd General Meeting of Shareholders was held on April 25, 2022, 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 2022

Fact and rationale : The report by The Board of Directors and the company's performance results for year 2022 displayed in the Form 56-1 One Report 2022 which could be downloaded from QR Code provided in the notice of meeting 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 the financial statements for the year ended December 31, 2022

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 Form 56-1 One Report 2022 which could be downloaded from QR Code provided in the notice of meeting as per [attachment no. 2](#).

The contents could be largely summarized as follows :

Unit : Million Baht

	Consolidated financial statements	Separate financial statements
Total assets	6,580.26	6,506.30
Total liabilities	1,037.87	960.07
Shareholders' equity	5,542.39	5,546.23
Sales revenue	3,935.96	4,159.78
Net profit (loss) (attributable to owners of the parent)	102.94	66.24
Earnings (loss) per share (Baht)	0.86	0.55

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 2022, the company could achieve total net profit as per separate financial statements of Baht 66.24 million, together with retained earnings sufficient for dividend payment allocation to the shareholders.

The Board's opinion : To propose to the shareholders' meeting, to approve dividend payments for year 2022 to shareholders at the rate of Baht 0.70 per share, altogether amounting to total dividend payments of Baht 84 million, to be drawn from the company's retained earnings already subject to 25% 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 Monday, May 8, 2023. Payment date is set for Tuesday, May 23, 2023.

Dividend payments details compared to the year earlier

Dividend payments details	Unit	2022	2021	2020
1. Net profit (loss)	Million Baht	66.24	(141.69)	(178.96)
2. Number of shares	Million shares	120.00	120.00	120.00
3. Dividend payment	Baht per share	0.70	0.50	0.50
4. Total dividend payments	Million Baht	84.00	60.00	60.00
5. Payout ratio	%	126.82	N/A	N/A

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.

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. Yoshikata Tsukamoto	Advising Director
2.	Mr. Boondee Amnuayskul	Director, The Nominating Committee Member, The Remuneration Committee Member, The Corporate Governance and Sustainable Development Committee Member, Chief Executive Officer and Managing Director
3.	Mrs. Onanong Saengpumpong	Director, The Corporate Governance and Sustainable Development Committee Member, Executive Director and Chief Financial Officer
4.	Mr. Hironobu Yasuhara	Director
5.	Mr. Krish Follett	Independent Director and Chairman of The Risk Management Committee

In this regard, Mr. Yoshikata Tsukamoto and Mr. Hironobu Yasuhara indicated their intention not to seek re-nomination.

The company had earlier provided the shareholders with the opportunity to nominate candidate to be considered as company director to the shareholders' meeting for 2023 in advance, during the period of December 1 - 31, 2022. 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, excluding the member with possible conflict of interests, 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 3 outgoing directors to the shareholders' meeting, for their further consideration and approval to re-elect these persons to serve another term as company directors. Additionally, The Nominating Committee's meeting resolved to recommend to The Board of Directors for further proposal to the shareholders' meeting to approve the election of

Mr. Akira Miyagi serving as director in place of Mr. Yoshikata Tsukamoto, and Mr. Yasuhiro Shimizu serving as director in place of Mr. Hironobu Yasuhara.

The Board's opinion : The Board of Directors, excluding those directors with possible conflict of interests, individually considered and screened the qualifications of the persons being nominated as directors. The Board was of the opinion that the nominated persons at this time passed the company's consideration process and were qualified in accordance with relevant rules and regulations. In addition, these persons were suitable for the company's business as well as given their experience and abilities, which would benefit the company. Accordingly, The Board of Directors resolved to endorse the proposal by The Nominating Committee, to nominate the 3 retiring directors to the shareholders' general meeting, for re-election to serve another term as directors as follows:

1. Mr. Boondee Amnuayskul
2. Mrs. Onanong Saengpumpong
3. Mr. Krish Follett

and to approve the election of directors to replace the 2 directors retiring upon term completion and wished not to seek re-nomination, as recommended by The Nominating Committees, as follows:

1. Mr. Akira Miyagi serves as director in place of Mr. Yoshikata Tsukamoto
2. Mr. Yasuhiro Shimizu serves as director in place of Mr. Hironobu Yasuhara

In the regard, Mr. Krish Follett, an independent director, had served as company director for 11 years. The Board of Directors considered and was of opinion that the person being nominated as an independent director met qualifications required by the laws related to independent director. He was knowledgeable and had experience in the field that the company needed, as well as provided useful advice. He had performed his duties well during his tenure as an independent director and was capable of expressing opinions independently.

Enclosed please find the profile of the persons being nominated as directors replacing those due to retire upon term completion 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 15 million, and assigned The Remuneration Committee to allocate such

budget amount approved by the shareholders' meeting. For year 2022, the company has allocated remuneration budget for the directors for total amount Baht 10,356,000, classified into annual remuneration for The Board of Directors of Baht 8,180,000, meeting allowances for The Board of Directors of Baht 926,000, together with meeting allowances for The Audit Committee of Baht 714,000, meeting allowances for The Nominating Committee of Baht 36,000, meeting allowances for The Remuneration Committee of Baht 52,000, meeting allowances for The Risk Management Committee of Baht 312,000, and meeting allowances for The Corporate Governance and Sustainable Development Committee of Baht 136,000.-

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 2023, The Remuneration Committee has resolved to propose the remuneration budget for the directors not exceeding Baht 15 million, the same as the previous year, according to remuneration details as follows :

1. Directors' Remuneration

	2023	2022
1. <u>Annual remuneration</u>	Paid to all directors, based on the consideration by The Remuneration Committee.	Paid to all directors, based on the consideration by The Remuneration Committee.
2. <u>Meeting allowance</u> (Paid to person attending the meeting.)		
- Chairman	Baht 12,000 / time	Baht 12,000 / time
- Director	Baht 10,000 / time	Baht 10,000 / time
3. <u>Other remuneration and benefits</u>	- None -	- 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 and Sustainable Development 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:

	2023	2022
1. Meeting allowance		
- 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.

The Board's opinion : The Board of Directors resolved to propose to the shareholders' meeting to approve directors' remuneration budget not exceeding Baht 15 million per year, the same as 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 2022, the shareholders' meeting resolved to appoint Mr. Manoon Manusook, and/or Miss Kornthong Luangvilai and/or Miss Waraporn Kriengsuntornkij 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 2023 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 6 terms as company auditor certifying the company's financial statements from 2016 - 2021) and/or
2. Miss Kornthong Luangvilai certified public accountant registration no. 7210
(Had served 2 terms as company auditor certifying the company's financial statements from 2021 - 2022) and/or
3. Miss Waraporn Kriengsunornkij certified public accountant registration no. 5033
(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 2023 in an amount of Baht 2,146,000 (equal to previous year) 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	2023	2022
- Annual audit fee and quarterly review fee of separate financial statements	1,540,000	1,540,000
- Annual audit fee and quarterly review fee of consolidated financial statements	431,000	431,000
- Royalty audit services	25,000	25,000
- Information technology system audit fee	150,000	150,000
Total	2,146,000	2,146,000

At the same time, to also inform the shareholders' meeting of the audit fee payment to the auditors for the company's 6 subsidiaries, according to the details as follows:

Unit : Baht

Audit fees	2023	2022
Thai Wacoal Public Company Limited	2,146,000	2,146,000
The company's 6 subsidiaries	2,842,000	2,717,000
Total	4,988,000	4,863,000

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 Miss Kornthong Luangvilai, certified public accountant registration no. 7210 and/or Miss Waraporn Kriengsuntornkij, certified public accountant registration no. 5033 representing Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as company auditors for year 2023 and to approve related audit remuneration budget of Baht 2,146,000.-

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 7.00 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 Form 56-1 One Report 2022, please fill the details in the "Requirement form of the printed Form 56-1 One Report 2022" 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, the shareholder should carefully study the details of meeting agenda before appointing a proxy. If a proxy fails to comply with directions given in the proxy form which causes the shareholder damage, such shareholder has the right to pursue legal action against the proxy.

The shareholder who wishes to assign a proxy must appoint only one proxy to attend and vote at the meeting. 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 Monday, April 17, 2023 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

For shareholder wishing to cancel the proxy appointment, please submit a notification letter together with identification documents to Chairman of The Board of Directors via E-mail address : secretariat@wacoal.co.th prior to the date of the shareholders' meeting (within April 23, 2023).

Since the company shall carry out registration procedure using barcode to facilitate the process, the shareholders and proxies are required to bring along the notice of meeting (registration form) (as per attachment no. 15), to present for their meeting attendance.

As authorized by The Board of Directors

Boondee Amnuayskul

(Mr. Boondee Amnuayskul)

Chief Executive Officer and Managing Director