

(Translation)

Lor khor. 07/2558

April 3, 2015.

**Notice of the General Meeting of Shareholders No. 40**

Messer: Shareholders of Textile Prestige Public Company Limited.

- Attachments:
- 1) Copy of the Minutes of the 39<sup>th</sup> General Meeting of Shareholders on April 22, 2014.
  - 2) Annual Report for the year 2014 (Issue as CD-ROM) comprised of Report of the Board of Directors, Financial Statements for the year ended December 31, 2014. and CSR REPORT
  - 3) List of names and resumes of the persons nominated as directors in replacement of the directors retired by rotation.
  - 4) The definition of "Independent Director".
  - 5) Profile of Independent Directors being Nominated as Proxies by Shareholders.
  - 6) A Copy of the Articles of Association concerning the General Meeting of Shareholders.
  - 7) Documents and evidence of the attended person that must be presented before attending the meeting, and regulation for the meeting.
  - 8) The process of Registration for the General Meeting of Shareholders.
  - 9) Map of the venue for the General Meeting of Shareholders.
  - 10) Requirement Form of the Annual Report (Printed Edition).
  - 11) Proxy Form B.
  - 12) Registration Form (Bring on the meeting day).

Where as the Board of Directors has considered to hold the 40<sup>th</sup> General Meeting of Shareholders on April 28, 2015, 10.00 hours. at Chao Praya Room 2, The Montien Riverside Hotel, 372 Rama 3 Road, Bangkoklo, Bangkholaem, Bangkok 10120. The Company had granted the opportunity to the shareholders to propose agenda and nominate candidates to be elected as Directors in advance from December 1 - 30, 2014 for the 2015 General Meeting of Shareholders. None of Shareholders proposes any agenda or nominates candidate to be elected as Director. Therefore, the company consider the following agendas:-

**AGENDA 1 : Certification of the minutes of the 39<sup>th</sup> General Meeting of Shareholders on April 22, 2014.**

**Facts and reason:** The foresaid meeting had been reported within 14 days after the meeting date and already submitted to the Stock Exchange of Thailand and Department of Business Development of Ministry of Commerce in time regulated and had publicly disclosed on website [www.tpcorp.co.th](http://www.tpcorp.co.th) (Attachment No.1)

**Comment of the Board:** Being approved and consented to propose to the shareholder meeting for approval.

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

**AGENDA 2 : Acknowledgement of the Report of the Board of Directors for the past year.**

**Facts and reason:** Report of the Board of Directors and the operating results of the company in 2014 is provided in the annual report of 2014 submitted together with the notice of the General Meeting of Shareholders in accordance with the requirements of the Securities and Exchange Commission and The Stock Exchange of Thailand. (Attachment No.2)

**Comment of the Board :** Being consented to propose to the shareholders for acknowledgement.

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

**AGENDA 3 : Consideration for the approval of the Financial Statements as at December 31, 2014.**

**Facts and reason:** Financial Statements were prepared in accordance with the financial reporting standards, examined and certified by a Certified Public Accountant and reviewed by the Audit Committee and Board of Directors, details are as follow;

(Unit : Million Baht)

Descriptions	Consolidated Financial Statements	Separate Financial Statements
Total Assets	2,626.51	2,426.16
Total Liabilities	369.65	350.67
Total Shareholders' Equity	2,256.86	2,075.49
Total Revenues from operation	1,837.94	1,871.59
Net Profit (Owners of the parent company)	94.72	106.86
Earnings Per Share (Baht)	0.88	0.99

Details are in the Financial Statements of Annual Report 2014, (Attachment No.2)

**Comment of the Board:** Being consented to propose to the shareholders for approval.

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

**AGENDA 4 : Consideration for the approval of the appropriation of Profit and Dividend Payment.**

**Facts and reason :** According to the dividend payment policy stipulated that dividends shall be paid at the rate of Baht 0.25 per share ( representing 25% of Par Value) subject to company's performance and economic situation, for the year 2014 the company has net profit from Separate Financial Statements of 106.86 Million Baht, together with retain earnings sufficient for dividend payment allocation to the shareholders.

**Comment of the Board :** To propose to the shareholders' meeting, to approve profits appropriation and dividend payment 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 5.34 Million Baht as general reserve, to ensure the company's long term operations stability.
3. Dividend payment : To propose dividend payments to the shareholders paid from operating period from 1 January 2014 to 31 December 2014 and retained Earnings to shareholders at Baht 0.55 ( Fifty-five Satangs ) per share will be paid out of net profits gained from BOI business.

The shareholders eligible to receive dividend payment. The above dividend distribution shall be payable to the Shareholders entitling to receive the dividend according to whom listed on the record date, May 11, 2015 and the closing date of the Company's share register book, according to Section 225 of the Securities and Exchange Act B.E.2535, will be on May 12, 2015. The dividend payment will be made on May 22, 2015.

The below table is the details comparison:

Dividend description	2014	2013
Net profit (Million Baht)	106.86	100.08
Number of shares (Million shares)	108.00	108.00
Dividend payment (Baht/share)	0.55	0.50
Total dividend payments (Million Baht)	59.40	54.00
Dividend ratio (Separate Financial Statements) (%)	55.59	53.96

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

**AGENDA 5 : Consideration for the election of company directors to replace those who retire by rotation**

Facts and reason: According to the Articles of Association, No.21, stipulated that at every general meeting, one-third (1/3) of the directors shall retire from office. If the number of directors cannot be divided into three (3) parts, the nearest to such one-third (1/3) of the directors shall retire from office, and the director who retires from office may be re-elected. In this meeting, there are three (3) directors who are due to retire as follows:-

1. Mr. Manu Leelanuwatana Chairman and Member of the Nominating Committee
2. Mr. Thanavat Pugavanaja Independent Director, Member of the Audit Committee,  
Member of the Remuneration Committee
3. Mr. Atsushi Tabata Director

The Nominating Committee consider on an individual basis. Whereas that director having possible conflict of interests left the meeting room and did not cast votes for himself. The Nominating Committee considered it appropriate for the Meeting of Shareholders to re-elect the retiring director No.1 - No.3 as the company directors for another term.

Comment of the Board : The Board of Directors, excluding the Directors who are nominated, have widely discussed and agreed with the Nominating Committee, with the consideration of each individual director's

qualification, to propose to the General Meeting of Shareholders to elect three (3) retiring directors to be Directors for another term. The three(3) retiring directors are knowledgeable, competent and possess experiences in various professional fields. Their qualifications are as stipulated by law, related notifications and articles of association. With their suggestions as directors and members of Sub-committees, the policies carried out have proven successfully.

Since Mr.Thanavat Pugavanaja, who has been independent director for less than 9 years still possess all qualifications set forth in the qualifications of Independent Director of the company having the required expertise and experience, and has performed his duty as the independent director well. The Board of Directors then proposes the Meeting to elect Mr.Thanavat Pugavanaja to be an independent director.

Enclosed please find the profiles of the persons nominated to be directors in replace of those who retire by rotation are in attachment No.3 and the definition for independent director complying with the requirements by The Capital Market Supervisory Board in attachment No.4.

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

**AGENDA 6 : Consideration for the determination of remuneration of company directors.**

**Facts and reason :** According to the Articles of Association, No. 32, prohibit company to pay money or provide any other asset to any director except for the remuneration under their rights and other kind of benefit normally provided to those appointed as the Directors of the Company. It also excludes the remuneration and welfare which Directors received as company's employees or staff. The resolution of the General Shareholders' meeting in 2014 approved the annual remuneration amount of and not exceeds 8.1 Million Baht. In 2014, the company paid 6.328 Million Baht; comprising of compensation to directors of 5.2 Million Baht, meeting allowance of 1.128 Million Baht to directors of the Company.

For the year 2015, The remuneration Committee has resolved to propose the annual remuneration amount of and not exceeds 8.1 Million Baht same as the year earlier. The details for the directors' remuneration were proposed as follow:

	2015 (propose)	2014
<b>1. Annual remuneration</b>	paid to all directors, based on the consideration by the Remuneration Committee.	paid to all directors, based on the consideration by the Remuneration Committee.
<b>2. Meeting allowance paid to person attending the meeting.</b>		
2.1 For The Board of Directors	<u>Remains</u>	
- Chairman	10,000.- Baht/Meeting	10,000.- Baht/Meeting
- Director	8,000.- Baht/Meeting	8,000.- Baht/Meeting
2.2 For The Audit Committee		
<u>Monthly</u>	<u>Remains</u>	
- Chairman	10,000.- Baht/Meeting	10,000.- Baht/Meeting
- Director	8,000.- Baht/Meeting	8,000.- Baht/Meeting

	2015 (propose)	2014
<u>Quarterly</u>	<u>Remains</u>	
- Chairman	60,000.- Baht/Meeting	60,000.- Baht/Meeting
- Director	30,000.- Baht/Meeting	30,000.- Baht/Meeting
2.3 For The Nominating Committee, The Remuneration Committee	<u>Remains</u>	
- Chairman	10,000.- Baht/Meeting	10,000.- Baht/Meeting
- Director	8,000.- Baht/Meeting	8,000.- Baht/Meeting
<b>3. Other Remuneration</b>	None	None

Whereas above remuneration criteria need to receive the approval by The Board of Directors, and cannot exceed the amount approved by the shareholders' meeting.

**Comment of the Board :** It was agreed with the Remuneration Committee's proposal to propose 8.1 Million Baht per annum (same as the previous year) to propose to the General Meeting of Shareholders. The proposal was considered with performances of company and directors as well as the authority, duty and responsibility scope of the directors. The amount approved by the shareholders in the General Meeting of Shareholders, and the amount paid past year, comparing with others in the same industry.

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

#### **AGENDA 7 : Consideration for the appointment of the Auditors and determination of Audit Fee.**

**Facts and reason :** Under articles 49 and article 50 of the Company's Articles of Association, an Auditor must not be a Director, employee, hired worker or holder of any position in the Company. The Auditor shall be appointed in the General Meeting of Shareholders every year and is eligible to be re-elected. In 2014, the Auditor of the company is Ms. Kwunjai Kiatgungwalgri, C.P.A. No. 5875 and/or Mr. Anusorn Kiatgungwalgri, C.P.A. No. 2109 from the office of ASV & Associates Limited to be the auditor of the company by stipulating that any of the auditors has authority to audit and express opinion on the Company's financial statements. The Audit fee proposed is 940,500 Baht.

**Comment of the Board :** It is agreed to the Audit Committee selection and proposal. It should propose to the General Meeting of Shareholders for approval to appoint as follow;

1. Ms. Kwunjai Kiatgungwalgri, C.P.A. No. 5875 and/or  
(the authorized signature in the Financial Statements of the Company since 2014)
2. Mr. Anusorn Kiatgungwalgri, C.P.A. No. 2109 and/or  
(the authorized signature in the Financial Statements of the Company since 2010 – 2013)
3. Miss Susan Eiamwanicha, C.P.A. No. 4306  
(never be the authorized signature in the Financial Statements of the Company)

Auditors from the office of ASV & Associates Limited to be the company auditor for the year 2015 for another term by stipulating that any of the auditors has authority to audit and express opinion on the Company's

financial statements. With the consideration of independence, operation result, professional standard and qualifications stipulated by the Company Articles of Association and regulation of Securities and Exchange Commission. Moreover, job quantity and the remuneration fee compared with audit fee of the other Listed Company in same level is reasonable, Audit fees are determined as follows: (Unit : Baht)

Description	2015 (propose)	2014
1. Quarter 1,2,3 audit fee	318,000.-	318,000.-
2. Annual Audit fee ended 31 December	528,000.-	528,000.-
3. Audit fee (under BOI Condition)	78,750.-	94,500.-
<b>Grand Total</b>	<b>924,750.-</b>	<b>940,500.-</b>

In additions, it is agreed to propose to the General Meeting of Shareholders for acknowledge the other fees paid to the same office for 4 subsidiary companies are as follows: (Unit : Baht)

Description	2015	2014
1. Quarter 1,2,3 audit fee for subsidiary companies	432,000.-	432,000.-
2. Annual Audit fee for subsidiary companies ended 31 December	474,000.-	474,000.-
3. Audit fee (under BOI Condition)	21,000.-	47,250.-
4. The Financial Statements (English Version)	3,000.-	3,000.-
<b>Grand Total</b>	<b>930,000.-</b>	<b>956,250.-</b>

The auditors mentioned above do not have any relationship or vested interest in the Company / subsidiary companies /executives /major shareholders or the connected persons. The company has 4 subsidiaries: T.U.C Elastic Co., Ltd., Prestige Embroidery Co., Ltd., Prestige Plus Co., Ltd., and TPCNIC Co., Ltd., which are being audited from the same auditing office.

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

#### **AGENDA 8 : Other matters ( If any )**

The shareholders are all invited to attend the meeting on the date, time and venue indicated above. The registration for meeting attendance shall open 2 hours prior to meeting commencement, starting from 8.00 hours onwards. It is Company policy for shareholders to participate in Company operation, shareholders can submit questions in advance. Shareholders, who have the questions related to any agenda of the General Meeting of Shareholders, are able to send the questions in advance at E-mail : [investor@tpcorp.co.th](mailto:investor@tpcorp.co.th) or registered mail to Mr. Chanin Ratanavijai (Corporate Secretary),Textile Prestige Public Company Limited. 704/1-9 Rama 3 Road, Bangpongpan, Yannawa, Bangkok 10120 or fax. no. 02-294-0150 within April 20, 2015, Please, specify the name, address and telephone number which is able to contact. Corporate Secretary will collect all questions submitted to the Managing Director for consideration orderly and answer questions submitted in advance on the meeting day.

For your convenience, if you are unable to attend the meeting and desire to appoint a person to attend the meeting and vote on your behalf, please completely fill and sign Proxy Form Attached (Attachment No.11) or the printed form indicated by the ministry of Commerce or alternatively you may download only one of three Proxy Forms from the company's website [www.tpcorp.co.th](http://www.tpcorp.co.th). Foreign investors who authorize the custodian in Thailand to keep and safeguard their shares can choose only one of the Proxy Form: Form A or Form B or Form C. Shareholders who desire to appoint the independent directors and being an Audit Committee of the company that company nominated the name as the authorized person from shareholders, details attachment No. 5

Your are kindly requested to submit the complete Proxy Form at least one day prior to the meeting in order to facilitate the verification of the evidence.

The company will process registration with the barcode system, for registration convenience, shareholders and proxy please bring the Registration Form, details attachment No.12, with signature for the rights to attend the meeting on the day.

By the order of the Board of Directors

.....Chanin Ratanavijai.....

( Mr.Chanin Ratanavijai )

Corporate Secretary