

(Translation)

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3 April 2017

**Notice of the General Meeting of Shareholders No.42**

Messer: Shareholders of Textile Prestige Public Company Limited.

Attachments:

- 1) Registration Form (Bring on the meeting day).
- 2) Copy of the Minutes of the 41<sup>st</sup> General Meeting of Shareholders on 26 April 2016.
- 3) Annual Report for the year 2016 (Issue as CD-ROM) comprised of Report of the Board of Directors, Financial Statements for the year ended 31 December 2016 and CSR REPORT
- 4) List of names and resumes of the persons nominated as directors in replacement of the directors retired by rotation.
- 5) The definition of "Independent Director".
- 6) Profile of Independent Directors being nominated as Proxies by Shareholders.
- 7) A Copy of the Articles of Association concerning the General Meeting of Shareholders.
- 8) Documents and evidence of the attended person that must be presented before attending the meeting, and regulation for the meeting.
- 9) The process of Registration for the General Meeting of Shareholders.
- 10) Map of the venue for the General Meeting of Shareholders.
- 11) Requirement Form of the Annual Report (Printed Edition).
- 12) Proxy Form B.
- 13) Information memorandum on assets acquisition and connected transactions
- 14) Report of Independent Financial Adviser's Opinion relating to acquisition of Assets and Connected Transactions.

Where as the Board of Directors has considered to hold the 42<sup>nd</sup> General Meeting of Shareholders on 25 April 2017, 11.00 hours at Chao Praya Room 1, The Montien Riverside Hotel, 372 Rama 3 Road, Bangkoklo, Bangkoklaem, 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 1 – 30 December 2016 for the 2017 General Meeting of Shareholders. None of Shareholders proposes any agenda or nominates candidate to be elected as Director. Therefore, the company considers the following agendas:-

**AGENDA 1: Certification of the minutes of the 41<sup>st</sup> General Meeting of Shareholders on 26 April 2016.**

**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.2)

**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 2016 is provided in the annual report of 2016 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.3)

**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 31 December 2016.**

**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	2,596.26	2,665.26
Total Liabilities	261.04	431.60
Total Shareholders' Equity	2,335.22	2,233.66
Total Revenues from operation	1,091.49	1,087.60
Net Profit (Owners of the parent company)	307.20	292.89
Earnings Per Share (Baht)	2.84	2.71

Details are in the Financial Statements of Annual Report 2016, (Attachment No.3)

**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 and acknowledgement of the interim 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 2016 the company has net profit from Separate Financial Statements of 292.89 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 14,644,674.96 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 for 2016 at 1.70 Baht per share (One Baht Seventy Satang), Total of 183,600,000 Baht (One Hundred Eighty Three Million and Six Hundred Thousand Baht), whereby the company had paid the interim dividend for 1 Baht per share (One Baht), Totaling 108,000,000 Baht (One Hundred and Eight Million Baht) on September 9, 2016. The remaining of 0.70 Baht per share (Seventy Satang) will be paid out of Net Profit gained from Operating period 1 January 2016 to 31 December 2016, totaling 75,600,000 Baht (Seventy Five Million and Six Hundred Thousand Baht) which comprises of 2 parts

- 1) 0.50 Baht per share (Fifty Satang), will be paid out of net profits gained from corporate tax-exempted business (BOI).
- 2) 0.20 Baht per share (Twenty Satang), will be paid out of net profits gained from 20% corporate tax-paid business.

The above dividend distribution shall be payable to the Shareholders entitling to receive the dividend according to whom listed on the record date, 8 May 2017, and the closing date of the Company's share register book, according to Section 225 of the Securities and Exchange Act, will be on 9 May 2017. The dividend payment will be made on 19 May 2017.

The below table is the details comparison:

Dividend description	2016	2015
Net profit (Million Baht)	292.89	119.53
Number of shares (Million shares)	108.00	108.00
Annual Dividend payment (Baht/share)	1.70	0.60
- Interim dividend (09 Sep. 2016)	1.00	-
- The remaining of Dividends payment	0.70	-
Total dividend payments (Million Baht)	183.60	64.80
Dividend ratio (Separate Financial Statements) (%)	62.68	54.21

**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. Miss Sirikul Dhanasarnsilp Director and Chairman of the Remuneration Committee
2. Mr. Wachara Poommarintr Director, Member of the Executive Board and Director of the Business and Marketing Department.
3. Mr. Padoong Techasarintr Independent Director, Chairman of the Audit Committee and Member of Corporate Governance and Risk Management Committee.

The Nominating Committee consider on an individual basis. Whereas that the directors neither a member of the Nominating Committee and nor voting 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** : Since none of the shareholders nominates any candidate to be elected as Directors. 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. Padoong Techasarintr, who has been independent director for more than 9 years possess all qualifications set forth in the qualifications of Independent Director of the company having the required expertise and experience. He also is able to provide comments independently to the Board and has performed his duty as the independent director well. The Board of Directors then proposes the Meeting to elect Mr. Padoong Techasarintr to be an independent director.

Enclosed please find the profiles of the persons nominated to be directors in replacement of those who retire by rotation are in Attachment No.4 and the definition for independent director complying with the requirements by The Capital Market Supervisory Board in Attachment No.5

**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 2016 approved the annual remuneration amount of and not exceeds 8.1 Million Baht. In 2016, the company paid 7.284 Million Baht; comprising of compensation to directors of 6 Million Baht, meeting allowance of 1.284 Million Baht to directors of the company.

For the year 2017, the remuneration Committee has resolved to propose the annual remuneration amount of and not exceeds 12 Million Baht. The structure of the directors' remuneration was proposed as follow:

	2017 (propose)	2016
<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	12,000.- Baht/Meeting	12,000.- Baht/Meeting
- Director	10,000.- Baht/Meeting	10,000.- 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
<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, The Corporate Governance and Risk Management 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 Benefits</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 12 Million Baht per annum 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 of the directors, which will be additionally assigned to comply with corporate governance, anti-corruption and policy making for the company to cope with fast changing business environment and regulations. Furthermore, the Board of Directors had also considered the amount paid in the past year and compared with others in the same industry.

**Voting resolution:** This agenda requires not less than two-third of total votes of the shareholders present at the meeting.

#### **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 2016, 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. In 2016, the Audit fee was 690,000.- Baht and BOI audit fee was 63,000.- Baht, total 753,000.- 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 - present)
2. Mr. Anusorn Kiatgungwalgri, C.P.A. No. 2109  
(the authorized signature in the Financial Statements of the company since 2010 – 2013)

Auditors from the office of ASV & Associates Limited to be the company auditor for the year 2017 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	2017 (propose)	2016
1. Quarter 1,2,3 audit fee	240,000.-	240,000.-
2. Annual Audit fee ended 31 December	450,000.-	450,000.-
3. Quarter 1,2,3,4 audit fee of Consolidated Financial Statements for 4 subsidiaries	100,000.-	0.-
<b>Total audit fee</b>	<b>790,000.-</b>	<b>690,000.-</b>
<u>Other Fee</u> Audit fee (under BOI Condition)	50,000.-	63,000.-
<b>Grand Total</b>	<b><u>840,000.-</u></b>	<b><u>753,000.-</u></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	2017	2016
1. Quarter 1,2,3 audit fee for subsidiary of 1 company *	*75,000.-	*75,000.-
2. Annual Audit fee for subsidiary companies ended 31 December for subsidiary of 1 company *	*75,000.-	*75,000.-
3. Audit fee for the financial statements on the dissolution of 3 companies **	0.-	**230,000.-
<b>Total audit fee</b>	<b>150,000.-</b>	<b>380,000.-</b>
<u>Other Fee</u> The Financial Statements (English Version) for subsidiary of 1 company *	3,000.-	* 3,000.-
<b>Grand Total</b>	<b><u>153,000.-</u></b>	<b><u>383,000.-</u></b>

In 2017, The auditors mentioned above do not have any relationship or vested interest in the company / subsidiary companies /executives /major shareholders or the connected persons and are capable of preparing the financial statements within the time frame. The company has a subsidiary company\* was TPCNIC Co., Ltd., and 3 subsidiary companies\*\* were T.U.C Elastic Co., Ltd., Prestige Embroidery Co., Ltd., and Prestige Plus Co., Ltd., have been dissolved and currently in the process of liquidation which are being audited from the same auditing office.

**Voting resolution:** This agenda requires majority votes of the shareholders present at the meeting and having voting rights.

**AGENDA 8 : Consideration for the approval of the purchase of land from Saha Patana Inter- Holding Public Company Limited.**

**Facts and reason:** the company will enter into acquisition transaction of the land where the factories are located within Saha Group Industrial Park, Amphur Sriracha, Chonburi Province from Saha Pathana Inter-Holding Public Company Limited ("SPI") with approximately total areas of 12 Rai 1 Ngan 87 Square Wah. If the area is more or less than the amount specified in the Land purchase agreement, the parties agree to buy/sell the land after the fact. The purchase price of approximately 12,000,000 Baht per Rai, or approximately total of 149,610,000 Baht. Term of payment is divided into 5 installments, without any interest, approximately at 29,922,000 Baht per installment. In addition, the company will receive ownership of the buildings owned by the company on such land following the agreement of purchase and sale. The total value of the consideration to be received approximately total of 165,230,000 Baht (One hundred sixty five million two hundred and thirty thousand Baht), which was appraised by an independent appraiser based on market price which is the value of land, buildings and structures.

The purchase of such land is considered as the asset acquisition of the listed company pursuant to the Notification of the Capital Market Supervisory Board No. Tor Jor. 20/2551 Re: Rules for Significant Transactions Constituting an Acquisition or Disposition of Assets dated August 31, B.E. 2551 (2008) and its amendments and the Notification of the Board of Directors of the Stock Exchange of Thailand Re: Disclosure of Information and Practice of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547 (2004) dated October 29, 2004 ("Notification on Asset Acquisition or Disposition"). When calculation from the company's consolidated financial statements for the ended 31 December 2016 based on criteria stipulated in those notifications by applying the highest value, size of transaction is equaled to 5.76 percent of the company's total assets, and when combining with assets acquisition or disposition for the past 6 months of 5.90 percent of the company's total assets, total size of transaction equals to 11.66 percent of the company's total assets. Since the size of such transaction is lower than 15 percent of the company's total assets and since no securities have been issued as consideration of asset acquisition, so such transaction is within the approval authorization of the company's Board of Directors and the company shall be exempted from preparing a report disclosing at least the information specified in the Schedule 1 to the Stock Exchange of Thailand as well as requesting for an approval from the Shareholders' Meeting for that transaction.

However, the transaction on purchase of such land is considered as the connected transaction pursuant to the Notification of the Capital Market Supervisory Board No. Tor. Jor. 21/2551 Re: Connected



Transactions Rules dated August 31, B.E. 2551 (2008) and its amendments and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies relating to Connected Transactions B.E. 2546 (2003) dated November 19, B.E. 2546 (2003) (the “Notification on Connected Transactions”) because the party entering into this transaction with the company is the company’s major shareholder and upon calculation of transaction’s size, value of transaction equals to 7.56 percent which is greater than 20 million Baht or more than 3 percent of the company’s net tangible assets. As a result, the company is required to disclose information memorandum pertaining to the transaction to the Stock Exchange of Thailand (Attachment 13) as well as to seek an approval for entering into such transaction from the Shareholders’ Meeting with votes of not less than three-fourths of the total number of votes of shareholders who participate in the meeting, excluding the votes of shareholders having an interest in the matter and shareholders who are not eligible to vote. The notice of shareholders’ meeting and the opinion of the independent financial adviser must be sent to the shareholders 14 days in advance before the date of the shareholders’ meeting. (Details are set out in Information Memorandum Relating to Acquisition of Assets and Connected Transaction (Attachment No.13) and the opinion of the financial adviser, Attachment No.14)

**Comment of the Board** : The Board of Directors which excluded the company’s directors and persons having interest in the matter deemed that the entry of such transaction is worthiness when comparing with the benefits to be received after the transaction, for instance, the company shall have ownership of all factory buildings and structures owned by the company on such land. Moreover, after the execution of the land purchase agreement, the land lease agreement that the company executed with SPI shall be terminated, so the company does not have to pay the remaining lease fee up to 31 January 2018. Moreover, the company does not have to transfer ownership of the land and all buildings owned by the company on such land to SPI, the lessor, after the expiration of the lease agreement. Consequently, the ownership of the factory buildings and all structures shall belong to the company and they shall make the company able to continue performing the business.

**Voting resolution**: This agenda requires not less than three-fourths of total votes of the shareholders present at the meeting and having the voting rights.

#### **AGENDA 9 : 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 9.00 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 or registered mail to Mr. Chanin Ratanavijai (Director and Corporate Secretary), Textile Prestige Public Company Limited, 704/1-9 Rama 3 Road, Bangpongpan, Yannawa, Bangkok 10120 or fax no. 02-294-0150 within 20 April 2017. 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.12) 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 in Attachment No.6

You 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.1 and 12, with signature for the rights to attend the meeting on the day.

By the order of the Board of Directors

Your Sincerely,

.....*Mr.ChaninRatanavijai*.....

(Mr.ChaninRatanavijai)

Director and Corporate Secretary