

(Translation)

Lor khor 06/2561

2 April 2018

Notice of the General Meeting of Shareholders No.43

Messer: Shareholders of Textile Prestige Public Company Limited.

Attachments:

- 1) Registration Form (Bring on the meeting day).
- 2) Copy of the Minutes of the 42nd General Meeting of Shareholders.
- 3) Annual Report for the year 2017(Issue as CD-ROM) comprised of Report of the Board of Directors, Financial Statements for the year ended 31December2017and 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.

Where as the Board of Directors, Textile Prestige Public Company Limited (TPCORP), has considered to hold the 43rd General Meeting of Shareholders on 24 April 2018, 10.00 hours at Chao Praya Room 2, The Montien Riverside Hotel, 372 Rama 3 Road, Bangkhlo, 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 during 1 – 30 December 2017 for the 43rd 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 42nd General Meeting of Shareholders.

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 (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 2017 is provided in the annual report of 2017 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 of 31 December 2017.

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	2,763.77	2,837.90
Total Liabilities	360.21	534.03
Total Shareholders' Equity	2,403.55	2,303.86
Total Revenues from operation	942.72	938.92
Net Profit (Owners of the parent company)	129.30	128.20
Earnings Per Share (Baht)	1.20	1.19

Details are in the Financial Statements of Annual Report 2017 (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.

Facts and reason : According to the dividend payment policy stipulated that dividends shall be paid at the rate of 0.25 Baht per share (Twenty five Satang or representing 25% of Par Value) subject to company's performance and economic situation. For the year 2017, the company has net profit from Separate Financial Statements of 128.20 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 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 6,409,875.05 Baht as general reserve.
3. **Dividend payment** : To propose dividend payments to the shareholders paid from the operating period 1 January 2017 to 31 December 2017 and retained Earnings, at the rate of 0.70 Baht per share (Seventy Satang), Total of 75,600,000 Baht (Seventy five Million and Six Hundred Thousand Baht), which comprises of 2 parts
 - 1) 0.12 Baht per share (twelve Satang), will be paid out of net profits gained from corporate tax-exempted business (BOI).
 - 2) 0.58 Baht per share (fifty eight Satang), will be paid out of net profits gained from 20% corporate tax-paid business.

The record date to determine the names of shareholders' right to receive the dividend to whom listed on the record date on 4 May 2018. The dividend payment will be made on 18 May 2018.

The below table is the details comparison the dividend payment, which complies with the dividend policy of the Company:

Dividend description	2017	2016
Net profit (Million Baht)	128.20	292.89
Number of shares (Million shares)	108.00	108.00
Annual Dividend payment (Baht/share)	0.70	1.70
Total dividend payments (Million Baht)	75.60	183.60
Dividend ratio (Separate Financial Statements) (%)	58.97	62.68

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 Limited Public Company Act B.E.2535 (and amended) section 71 and 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. Chanin Ratanavijai Director, Executive Director and Corporate Secretary.
3. Mr. Thanavat Pugavanaja Independent Director, Member of the Audit Committee, Member of the Remuneration Committee and Member of Corporate Governance and Risk Management Committee.

In this regard, Mr. Thanavat Pugavanaja indicated his intention not to seek re-nomination.

In addition, The company had granted the opportunity to the shareholders to propose agenda and nominate candidates to be elected as directors in advance during 1 – 30 December 2017 for the 43rd General Meeting of Shareholders. None of shareholders either proposes or nominates candidate to be elected as Director. Therefore, the Nominating Committee considers on an individual basis, While the interested person neither attend nor casted his vote. The Nominating Committee considered it appropriate for the Meeting of Shareholders to re-elect the retiring directors No.1 and No.2 to be directors for another term. Furthermore the Nominating Committee resolved to recommend to The Board of Directors for further proposal to the shareholders' meeting to approve the election of Dr. Pisit Leeahtam to replace Mr. Thanavat Pugavanaja, the retiring director who wished not to seek re-nomination.

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 re-elect the retiring directors No.1 and No.2 to be directors for another term. They 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.

In addition, it is appropriate to propose the Annual General Meeting of Shareholders to elect Dr. Pisit Leeahtam to replace Mr. Thanawat Pugavanaja, who has been an independent director for 9 years and wished not to seek re-nomination.

Dr. Pisit Leeahtam has the qualifications of Independent Director of the company having the required expertise and experience in the economics, finance and banking which will greatly benefit the company.

Therefore, in the 43rd General Meeting of Shareholders, The Board of Directors then proposes the meeting to consider the appointment of directors individually. The list is as follows;

1. Mr. Manu Leelanuwatana
2. Mr. Chanin Ratanavijai
3. Dr. Pisit Leeahtam

Enclosed please find the profiles of the persons nominated to be directors in replacement of those who retire by rotation (Attachment No.4) and the definition for independent director complying with the requirements by The Capital Market Supervisory Board (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 2017 approved the annual remuneration amount of and not exceeds 12 Million Baht (Twelve million Baht). In 2017, the company paid 7,708,000 Baht (Seven million seven hundred and eight thousand Baht); comprising of compensation to directors of 6,290,000 Baht (Six million two hundred and ninety thousand Baht), meeting allowance of 1,418,000 Baht (One million four hundred and eighteen thousand Baht) to directors of the company.

For the year 2018, the Remuneration Committee has resolved to propose the annual remuneration amount of and not exceeds 12 Million Baht same as the last year. The structure of the directors' remuneration was proposed as follow:

	2018 (propose)	2017
1. Annual remuneration	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. Meeting allowance paid to person attending the meeting.		
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
3. Other Benefits	None	None

Whereas above remuneration criteria needs 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 (same as the last year) 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 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 2017, 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 2017, the audit fee and other fee, total 840,000.- Baht (Eight hundred and forty thousand Baht)

In 2018, the office of ASV & Associates Limited proposed the Audit fees and other fee of total 847,000.- Baht (Eight hundred and forty-seven thousand 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 the company auditor for the year 2018 as follow;

1. Mr. Anusorn Kiatgungwalgri, C.P.A. No. 2109 and/or
(the authorized signature in the Financial Statements of the company since 2010 – 2013)
2. Ms. Kwunjai Kiatgungwalgri, C.P.A. No. 5875
(the authorized signature in the Financial Statements of the company since 2014 - present)

Auditors from the office of ASV & Associates Limited to be the company auditor for the year 2018 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 and other service are determined of total 847,000.-Baht (Eight hundred and forty-seven thousand Baht) as follows:

Audit fees of TPCORP	✓(propose) 2018 (Baht)	2017(Baht)
1. Quarter 1,2,3 audit fee	270,000.-	240,000.-
2. Annual audit fee ended 31 December	500,000.-	450,000.-
3. Quarter 1,2,3,4 audit fee of Consolidated Financial Statements for a subsidiary company	50,000.-	100,000.-
Total audit fees	820,000.-	790,000.-
<u>Other Fee</u>		
Audit fee (under BOI Condition)	27,000.-	50,000.-
Grand Total	847,000.-	840,000.-

In additions, it is agreed to propose to the General Meeting of Shareholders for acknowledge the Audit fees of subsidiary company paid to the same office of total 153,000.- Baht (One hundred and fifty-three thousand Baht) as follows:

Audit fees of subsidiary company	(Acknowledge) 2018(Baht)	2017(Baht)
1. Quarter 1,2,3	75,000.-	75,000.-
2. Annual audit fee ended 31 December	75,000.-	75,000.-
Total audit fees	150,000.-	150,000.-
<u>Other Fee</u>		
The Financial Statements (English Version)	3,000.-	3,000.-
Grand Total	153,000.-	153,000.-

In 2018, 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., as the same auditor 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 amendment of the Company's Articles of Association No.33

Facts and reason : According to the order of the Head of the National Security Council No. 21/2560 Re: Amendments to the Law to Facilitate Business Operations, dated April 4, 2017, which amended Section 100 of the Public Limited Company Act, Section 100. The amendment of Article 33 of the Company's Articles of Association should be amended to comply with the law. The Additional regulations of Article 33 proposed to amend as follows.

(Present) AOA no.33	✓(Proposed to amend) AOA no.33
<p>No. 33 The Board of Directors shall arrange a shareholders' meeting within four (4) months since the ending date of fiscal year of the company.</p> <p>Any meeting other than the said shall be called extraordinary shareholders' meeting.</p> <p>The Board of Directors shall summon the extraordinary shareholders' meeting at any time as deemed appropriate.</p> <p>Total amount of the shareholders not less than one / fifth (1/5) of the total amount of selling shares or shareholders not less than twenty-five (25) persons which counted together not less than one / tenth (1/10) of the total amount of selling, shares have jointly signed a letter demanding the summoning of extraordinary shareholders' meeting at any time but have to specific clearly in the letter of reason for summoning meeting. In this regard, the Board of Directors shall arrange the shareholders' meeting within one (1) month since the accepting date of letter from the shareholders.</p>	<p>No. 33 The Board of Directors shall arrange a shareholders' meeting within four (4) months since the ending date of fiscal year of the company.</p> <p>Any meeting other than the said shall be called extraordinary shareholders' meeting.</p> <p>The Board of Directors shall summon the extraordinary shareholders' meeting at any time as deemed appropriate.</p> <p>One or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of shares sold may, by subscribing their names, request the board of directors in writing to call an extraordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date the request in writing from the shareholders is received.</p> <p>In case the board of directors fails to arrange for the meeting within such period under paragraph four, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the period under paragraph four. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.</p> <p>In the case where, at the meeting called by the shareholders under paragraph five, the number of the shareholders presented does not constitute quorum as prescribed by no.36 and no.37, the shareholders under paragraph five shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.</p>

Comment of the Board : The Board of Directors approved to propose to the Annual General Meeting of Shareholders to consider and approve the amendment of no. 33 of the Company's Articles of Association as detailed above and authorize the company's directors and/or any representative of the company's director to amend the text or wording of this amendment as be amended in accordance with the advice of the Registrar of Public Limited Companies, Department of Business Development Ministry of Commerce

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 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 or registered mail to Mr. Chanin Ratanavijai (Director and Corporate Secretary), at the below detail within 20 April 2018, 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 B (Attachment No.12) or download Proxy Forms from the company's website www.tpcorp.co.th. 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. (Attachment No.6)

Your are kindly requested to submit the complete Proxy Form at least one day prior to the meeting by send to: Mr. Chanin Ratanavijai (Director and Corporate Secretary),

Textile Prestige Public Company Limited.

704/1-9 Rama 3 Road, Bangpongpan, Yannawa, Bangkok 10120

The company will process registration with the barcode system. For registration convenience, shareholders and proxy please bring the documents and evidence of the attended person that must be presented before attending the meeting such as the Registration Form (Attachment No.1), Proxy Form B (Attachment No.12), with signature for the rights to attend the meeting on the meeting date.

By the order of the Board of Directors

Your Sincerely,

Mr.Chanin Ratanavijai

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(Mr.ChaninRatanavijai)

Director and Corporate Secretary