

(Translation)

Lor khor. 36/2558

September 25, 2015.

Notice of the Extraordinary Meeting of Shareholders No. 1/2558

Messer : Shareholders of Textile Prestige Public Company Limited.

Attachment No. :

1. Copy of the Minutes of the Annual General Meeting of Shareholders No.40 held on April 28, 2015.
2. Information Memorandum Relating to Disposition of Assets of The Company, its Subsidiaries and Affiliate and Connected Transactions.
3. Report of Independent Financial Adviser's Opinion relating to Disposition of Assets and Connected Transactions.
4. Profile of Independent Directors being Nominated as Proxies by Shareholders.
5. A Copy of the Articles of Association concerning the Meeting of Shareholders.
6. Documents and evidence of the attended person that must be presented before attending the meeting, and regulation for the meeting.
7. The process of Registration for the Meeting of Shareholders.
8. Map of the venue for the Meeting of Shareholders.
9. Proxy Form B.
10. Registration Form (Bring on the meeting day).

Where as the Board of Directors of Textile Prestige Public Company Limited has considered to hold the Extraordinary Meeting of Shareholders No.1/2558 on October 12, 2015, 10.00 a.m. at Chao Praya Room, The Montien Riverside Hotel, 372 Rama 3 Road, Bangkhlo, Bangkoklaem, Bangkok 10120, To consider the following agendas:-

AGENDA 1 : Certification of the minutes of the Annual General Meeting of Shareholders No.40 held on April 28, 2015.

Facts and reason: The minutes of the foresaid meeting had been prepared and sent to the Stock Exchange of Thailand within 14 days after such meeting and Department of Business Development of Ministry of Commerce within the required period as well as publicly disclosed on the Company's website "www.tpcorp.co.th" (Attachment No.1)

Comment of the Board : The Board recommends that such minutes which had been correctly prepared and recorded be proposed to the shareholder meeting for further certification.

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

AGENDA 2 : Consideration for the approval of the sale and transfer of the textile businesses which specifically relate to underwear manufacturing of the Company under Partial Business Transfer and the Company's Subsidiaries and Affiliate under Entire Business Transfer.

Facts and reason : The Company, T.U.C Elastic Company Limited (TUC), Prestige Plus Company Limited (PPC) and Prestige Embroidery Company Limited (PEC), being the Company's subsidiaries (**Subsidiaries**), and Value Added Textile Company Limited (VAT), being the Company's affiliate (**Affiliate**) wished to sell and transfer properties, debts, employees, rights and obligations and encumbrances concerning the businesses which specifically relate to underwear manufacturing including all benefits derived from such assets to ATech Textile Company Limited (**Atech**), which is a limited company incorporated in Thailand and has the Company's major shareholders as its major shareholders, with the consideration equivalent to the net book value of the transferred assets as at the date before closing date of the businesses transfer transaction, except for lands, buildings and machineries and equipments of which the value is fixed at the net book value as at 31 December 2014 plus the additional amount (of the Company's proportion only) which will not exceed Baht 745.30 Million in total. In respect of the Company, it will partially transfer its businesses but the Subsidiaries and Affiliate will transfer their entire businesses. After such businesses are transferred, the Subsidiaries and Affiliate will be dissolved.

The entries into the above transactions are considered as the disposition of assets of listed company under the Capital Market Supervisory Board No. Tor Jor. 20/2551 regarding Rules for Entering into Substantial Transactions within the Definition of an Acquisition or Disposal of Assets dated 31 August 2008 and its amendments and the Notification of the Board of Governors of the Stock Exchange of Thailand regarding Disclosure and Compliance by Listed Companies relating to Acquisition or Disposal of Assets B.E. 2547 (2004) dated 29 October 2004 (**Acquisition and Disposition Rules**). According to the calculation of the transaction's size, the size of the transaction with the highest value 28.46% which is greater than 15% but lower than 50% of the Company's total assets at 30 June 2015 (Baht 2,618.70 Million). Therefore, the Company is required to prepare the relevant report and disclose, the information memorandum relating to the transaction to the Stock Exchange of Thailand (SET) and the Company's shareholder. No shareholder's approval is required. However, The Company will send the information memorandum of the Acquisition and Disposition Rules to its shareholders together with the notice of shareholders' meeting and propose such matter according to the Acquisition and Disposition Rules as a result of such transfer of businesses to the shareholders' meeting and the connected transaction for further consideration and approval at the same time.

In addition, the entries into the above transactions with Atech are also considered as connected transactions under the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 regarding Connected Transactions Rules dated 31 August 2008 and its amendments and the Notification of the Board of Governors of the Stock Exchange of Thailand regarding Disclosure and Compliance by Listed Companies relating to Connected Transactions B.E. 2546 (2003) dated 19 November 2003 (**Connected Transaction Rules**), due to the fact that the Company's major shareholders will be the major shareholders of Atech which is the counter party of the Company in this transaction. According to the calculation of the transaction's size, the size of the transaction equals to 44.72%, which is greater than Baht 20 Million or 3% of the Company's net tangible assets as of 30 June 2015 (Baht 2,053.06

Million). Therefore, the Company is required to disclose the information memorandum relating to the transaction to the Stock Exchange of Thailand and hold the shareholders' meeting to obtain the shareholders' approval with votes of not less than three-fourths of the total votes of shareholders in attendance and eligible for voting, excluding the votes of the interested shareholders. 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 Disposition of Assets and Connected Transaction, Attachment No.2 and the opinion of the financial adviser, Attachment No.3)

Comment of the Board : The Board, excluding the directors having interests in the matter, opined that the sale and transfer rates of the textiles business which specifically relates to underwear manufacturing of the Company are justified and the Company will use the proceeds to invest in the business of non-woven fabric which generates the profit from operating results at the rate around 7 to 10 % which is higher than the business of underwear manufacturing. The underwear manufacturing business generated the profit from its operating results at the rate of 0.5 to 2.0 %. In the past the underwear manufacturing business was relatively fluctuated. Therefore the sale of the company's textile business which specifically relates to underwear manufacturing under partial business transfer and the sale of the Subsidiaries' and Affiliate's business under the entire business transfer which are considered as the disposition of assets of listed company under the Acquisition and Disposition Rules and the connected transaction under the Connected Transaction Rules be proposed to the shareholders' meeting for further consideration and approval.

In addition, such business transfer requires the Company to enter into agreement(s) relating to sale of businesses with Atech. The Board recommends that the entry into the agreement(s) relating to sale of businesses by the Company be proposed to the shareholder's meeting for further consideration and approval; provided that Mr. Chanin Ratanavijai be authorized to negotiate and enter into the agreement(s) relating to the sale of businesses, documents and/or memorandum relating to such sale and transfer of businesses as well as to do any acts relating to such sale and transfer of businesses until its completion.

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 3 : Consideration for the approval of the entries into the lease agreement and service agreements with the connected persons.

Facts and reason : To enable Atech to operate the transferred textile businesses which specifically relate to underwear manufacturing without hiatus after the transfer, the Company will grant the lease in respect of the part of space of Bangkok Office and the factories in Amphor Sriracha and provide the service in relation to information technology, human resources, accounting, marketing and sale with Atech with the details as follows:

1. The entries into the lease agreement in respect of the part of Bangkok Office and the factories in Amphor Sriracha. The total value of the rent/consideration throughout the lease period for approximately Baht 43,596,000 (exclusive of expenses i.e. service fee, water supply, electricity, house and land taxes, other taxes (if any) and other

relevant expenses). The lease period is for 3 years where the lessee will pay monthly rental fee to the lessor. The lease agreement may be terminated before the end of the lease period by mutual agreement of both lessor and lessee.

2. The entries into the service agreement in relation to information technology, human resource, accounting, marketing and sale for the period of 3 years. The total of service fee amount throughout the service term is approximately Baht 44,990,000 where the lessee will pay monthly service fee to the service provider. Both parties may mutually agree to terminate any area of such services before the end of the service term.

The entries into the above transactions are also considered as connected transactions under the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 regarding Connected Transaction Rules dated 31 August 2008 and its amendments and the Notification of the Board of Governors of the Stock Exchange of Thailand regarding Disclosure and Compliance by Listed Companies relating to Connected Transactions B.E. 2546 (2003) dated 19 November 2003 (**Connected Transaction Rules**), as Atech, which is the party to the lease agreement and service agreements, will have the major shareholders, which are the Company's major shareholders. According to the calculation of the transaction's size of the entries into the lease agreement and service agreements under the Connected Transaction Rules, the size of the transaction equals to 4.31%, the value of the transactions is greater than Baht 20 Million or 3% of the Company's net tangible assets at 30 June 2015 (Baht 2,053.06 Million).

Upon the calculation of the combined size of such transactions with the businesses transfer transactions under the Connected Transaction Rules, the size of the transaction equals to 49.04% which is greater than 3% of the Company's net tangible assets. Therefore, the Company is required to disclose the information memorandum relating to the transaction as per the Connected Transaction Rules and hold the shareholders' meeting to obtain the shareholders' approval with votes of not less than three-fourths of the total votes of shareholders in attendance and eligible for voting, excluding the votes of the interested shareholders. 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 Disposition of Assets and Connected Transaction, Attachment No.2 and the opinion of the financial adviser, Attachment No.3)

Comment of the Board : The Board, excluding the directors having interests in the matter opines that the rates of rental and service fees are justified which will generate additional income throughout the lease and service terms of 3 year. The granting of such lease and provision of such services will not affect the normal operation nor increase any burden to the Company. Therefore, The Board recommends that the granting of lease in respect of the part of space of Bangkok Office and the factories in Amphor Sriracha and provision of such administration and management services to Atech which are considered as connected transactions under the Connected Transaction Rules, be proposed to the shareholders' meeting for further consideration and approval.

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 4 : Consideration for the approval of the amendments to the Company's objectives and Clause 3 of the Company's Memorandum of Association (Company's objectives)

Facts and reason : To enable the Company to do its business transactions and support its business operation, the Company proposes the amendments to the Company's objectives, from 45 clauses of objectives to be 46 clauses of objectives, with the following details; "Clause 46 To engage in the business of producing and distributing electricity, energy source and all kind of energies including raw material and by products". In addition, the Company proposes the amendment to Clause 3 of the Memorandum of Association of the Company (Company's Objectives), so as to reflect the amendment to the Company's objectives.

Comment of the Board : The Board recommends that the amendments to the Company's objectives (by adding one objective) and Clause 3 of the Company's Memorandum of Association to be "Clause 3. The Company has 46 objectives", be proposed to the shareholders' meeting for further consideration and approval.

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 5 : 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 a.m. 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 Extraordinary 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 (Corporate Secretary), Textile Prestige Public Company Limited. 704/1-9 Rama 3 Road, Bangpongpan, Yannawa, Bangkok 10120 or fax. no. 02-294-0150 within October 7, 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.9) 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. 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.4

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.10, with signature for the rights to attend the meeting on the day.

By the order of the Board of Directors

.....Mr.Chanin Ratanavijai.....

(Mr.Chanin Ratanavijai)

Corporate Secretary