

- Translation -

Lor khor. 01/2562

26 February 2019

Subject: Dividend payment, Annual General Meeting of Shareholders Date, the Dissemination date of AGM invitation letter and the connected transaction with A Tech Textile Co., Ltd.

To: President of the Stock Exchange of Thailand

The Meeting of the Board of Directors No. 1/2562 of Textile Prestige Public Company Limited, on 26 February 2019, has resolved on the following matters:-

1. Dividend payment

Propose to the 44th General Meeting of Shareholders' for an approval to pay Dividend of Net Profit gained from Operating period 1 January 2018 to 31 December 2018 at the rate of 0.60 Baht per share (Sixty Satang), Total of 64,800,000 Baht (Sixty four Million and eight Hundred Thousand Baht), which comprises of 2 parts

- 1) 0.15 Baht per share (Fifteen Satang), will be paid out of net profits gained from corporate tax-exempted business (BOI).
- 2) 0.45 Baht per share (Forty Five Satang), will be paid out of net profits gained from 20% corporate tax-paid business.

The record date to determine the names of shareholders who are eligible to receive the dividend, is on 3 May 2019. The dividend payment will be made on 17 May 2019

2. Annual General Meeting of Shareholders Date and the Dissemination date of AGM invitation letter

The 44th General Meeting of Shareholders will be held on Tuesday 23 April 2019 at 10.00 a.m. at Chao Praya Room 2, Montien Riverside Hotel, 372 Rama 3 Road, Bangkhlo, Bangkoklaem, Bangkok. The record date to determine the names of shareholders who are eligible to attend the 44th General Meeting of shareholders which will be held on Tuesday 12 March 2019.

Matters to be transacted in the General Meeting of Shareholders are as follows :

- Agenda 1 Certification of the minutes of the 43rd General Meeting of Shareholders
- Agenda 2 Acknowledgement of the Report of the Board of Directors for the past year.
- Agenda 3 Consideration for the approval of the Financial Statements as of 31 December 2018.
- Agenda 4 Consideration for the approval of the appropriation of Profit and Dividend Payment
- Agenda 5 Consideration for the election of company directors to replace those who retire by rotation.

There are 3 Directors who are due to retire by rotation; 1. Mr.Suchai Narongkananukul, 2. Mr.Arnut Rattanapathimakorn and 3. Mr.Krisada Visavateeranon.

The company has earlier provided the opportunity for shareholders to propose meeting agenda and/or nominate candidates to be elected as company directors, prior to its holding of the 2019 AGM, during 1– 30 December 2018. However, it turned out that there was no shareholder who proposed meeting agenda and/or nominate candidates to be elected as company directors prior to meeting.

The Board of Directors, 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 -3 to be Directors for another term.

Agenda 6 Consideration for the determination of remuneration of company directors.

Agenda 7 Consideration for the appointment of the Auditors and determination of Audit Fee.

Agenda 8 Other matters (if any)

3. The company shall disseminate the meeting invitation letter for the 44th General Meeting of Shareholders together with the attached documents via the company website www.tpcorp.co.th under the heading "Investor Relations", accessible from 22 March 2019 onward. Whereas the actual meeting invitation letter and related documents shall be forwarded to the shareholders via registered mail, according to the shareholder's names appearing on the record date, so as to entitle them to attend the meeting accordingly.

4. The Meeting of Board of Directors unanimously approved the connected transaction. The Company will provide a service to install computer programs for A Tech Textile Co., Ltd. The details are as follows;

4.1 Date of transaction: From February 27, 2019 onwards

4.2 Connected persons and nature of relationship:

- Service provider: Textile Prestige Public Company Limited (TPCORP)
- Service recipients: A-Tech Textile Company Limited (A-Tech)
- Relationship: The Company and A-Tech have common major shareholders as follow;

The Company	SPI holds shares (%)	Wacoal holds shares (%)
TPCORP	12.03%	18.15%
A-Tech	19.00%	19.00%

4.3 General characteristics of transaction: The Company will provide a service to install and implement programs to A-Tech in the table below

Description	Total (Baht) (Excluding VAT)
1. Installation the application (Non-SAP) 3 system, for each system 500,000 Baht	1,500,000
2. Installation ZProgram 64 Program, for each program 15,000 Baht	960,000
3. Implement application (Non-SAP)	375,000
Grand Total	2,835,000

- 4.4 Criteria on connected transaction relating to assets/services: the connected transaction relating to assets/services by determining compensation from cost plus appropriate profit, a total value of approximately 2,835,000 Baht (excluding VAT), is regarded as medium transaction, as its value is greater than 1 million Baht but less than 20 million Baht, or greater than 0.03% but less than 3% of NTA, whichever is greater (according to the consolidated financial statements of the Company for the quarter 3/2018 ended September 30, 2018, 0.03% of NTA = 0.67 million Baht) and 3% of NTA = 66.87 million Baht and

Hence, the size of the above list therefore requires approval from the Board of Directors and discloses information to the Stock Exchange of Thailand without having to seek approval from the shareholders' meeting.

- 4.5 Acquisition or disposition of assets: The transaction does not fall into the acquisition or disposal of significant assets of listed companies.
- 4.6 Directors and/or persons who have interests: Did not attend the meeting nor have voting right in the meeting for this agenda.
- 4.7 Opinion of the Board of Directors: The Board of Directors agreed to approve the connected transaction for the installation of computer program for A Tech Textile Co., Ltd. as proposed because the quotation and all conditions associated are reasonable. The transaction will benefits the Company and Shareholders.
- 4.8 Opinion of the Company's Audit Committee and/or the directors which are different from opinions of the Board of Directors: - None -

Please be informed accordingly.

Your Sincerely,

.....*Mr. Chanin Ratanavijai*.....
(Mr. Chanin Ratanavijai)
Director and Corporate Secretary

Corporate Secretary.

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