

- Translation -

No. Lor Khor. 27/2561

12 November 2018

Subject : Appointment of the Director and Approval of limit and transaction types with the connected parties
for the year 2019

To: President
The Stock Exchange of Thailand

The Board of Directors of Textile Prestige Public Company Limited., at the meeting No.5/2561
held on 12 November 2018, approved and has passed a resolution as follows:

1. Appointment of the Company's Director to replace the vacant position

The Board of Directors has passed a resolution to appoint Mr. Somnuek Thungpukdee, Executive
Director to be a Company's Director to replace the vacant position, the replacement term of the Company's
Director is remaining of Director whom he replaces which effective from 12 November 2018.

2. The meeting considered and authorize and transactions with the connected parties for the year 2019 as follow:

2.1 Transaction date: From 1 January 2019 - 31 December 2019

2.2 Connected parties and relationship: 15 companies.

No.	Name of connected parties	Relationship*
1	TPCNIC Co., Ltd.	Subsidiary Company
2	PT. Dynic Textile Prestige	Associated Company
3	Saha Pathana Inter Holding Plc.	The major shareholders
4	I. C. C. International Plc.	The major shareholders
5	Thai Wacoal Plc.	The major shareholders
6	Thai Samsung Life Insurance Plc.	The major shareholder (indirect) : SPI, ICC
7	A Tech Textiles Co., Ltd.	The common major shareholders : SPI, WACOAL
8	G Tech Material Co., Ltd.	The common major shareholders : SPI, WACOAL
9	Eastern Thai Consulting 1992 Co., Ltd.	The common major shareholders : SPI
10	Pitakkij Co., Ltd.	The common major shareholders : SPI
11	Thai Secom Security Co., Ltd.	The common major shareholders : SPI, ICC
12	MBTS Broking Service Co., Ltd.	The common major shareholders : SPI
13	Kai IT Service Co., Ltd.	The common major shareholders : ICC
14	Pitakkij Security Co., Ltd.	The major shareholder (indirect) : SPI
15	Thai Naxis Co., Ltd.	The common major shareholders : WACOAL

* Noted SPI = Saha Pathana Inter Holding Plc.

WACOAL = Thai Wacoal Plc.

ICC = I.C.C. International Plc.

2.3 The General characteristics of transaction:

Company	Types of connected transactions	Example	Total amount
15 companies as above	<u>Category 2</u> Supporting normal business transaction without general trading conditions	- Business consultancy fee - Utilities	<u>Revenue item</u> Not over 45 million Baht
	<u>Category 3</u> Transaction regarding rental or lease of immovable property not exceeds 3 years.	- Immovable property rental fee.	<u>Expense item</u> Not over 20 million Baht
	<u>Category 4</u> Transaction relating to assets or service	- Movable property rental fee - Administration Services	

2.4 Pricing and Compensation policies :

- Business consultancy fee: Fee depends on the difficult and scope of service.
- Immovable property rental fee: Set by cost plus reasonable profit.
- Assets or Service: Set by cost plus reasonable profit.

Transaction volume: Above transactions are the transactions between Textile Prestige Public Company Limited and the connected parties, which considered to be transactions prescribed in the notification of the Board of Governors of the Stock Exchange of Thailand, Re: Disclosure of Information and other acts of Listed companies concerning the connected transactions, 2003 (B.E2546) and amendment.

Category 2 Supporting normal business transaction without general trading conditions.

Category 3 Transaction regarding rental or lease of immovable property not exceeds 3 years.

Category 4 Transaction related to assets or service.

as of the category 2, 3 and 4 states that having transaction volume larger than 1 million Baht but less than 20 million Baht, or otherwise more than 0.03% but less than 3% of net tangible assets (NTA), whichever may be greater.

Since 0.03% of the company's NTA as of 30 September 2018, stand at 0.67 million Baht, as compared to 3% of such amount for 66.87 million Baht, therefore, such transaction volume be approved by the company's Board of Directors, while at the same time being required to be duly disclosed the information to the SET, without having to seek approval from the shareholders' meeting for this matter.

2.5 Funding source: From the company's working capital which is adequate and does not affect the company's operations.

2.6 Transaction rationale: To support the business which the company invests and are the company's Supply Chain.

2.7 Those directors with possible conflict of interest did not attend nor casted votes.

- 2.8 Opinions of the Board of Directors: Agree to approve such transaction intended to support normal business transaction without general trading conditions, transaction regarding rental or lease of immovable property, transaction relating to assets or service to the related company in the year 2019 in revenue an amount not exceed 45 million Baht and expense item an amount not exceed 20 million Baht.

Transaction with connected parties according to above details, as they were considered to be normal business transactions, representing reasonable prices and other conditions concerned. Furthermore, such transactions should contribute to the company's further benefits, as well as help strengthen the company's business potential further, thereby promoting mutual business developments for the parties concerned.

- 2.9 Opinions by The Audit Committee and/or Director significantly different from those by The Board of Directors: - None –

Please be informed accordingly.

Your Sincerely,

Mr.Chanin Ratanavijai

(Mr.Chanin Ratanavijai)

Director and Corporate Secretary