

- Translation -

Lor khor. 01/2563

26 February 2020

Subject: Dividend payment, Annual General Meeting of Shareholders Date, the Dissemination date of AGM invitation letter and the connected transaction

To: President of the Stock Exchange of Thailand

The Meeting of the Board of Directors No. 1/2563 of Textile Prestige Public Company Limited, on 26 February 2020, has resolved on the following matters:-

1. Dividend payment

Propose to the 45th Annual General Meeting of Shareholders' for an approval to pay Dividend for the year 2019, 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), whereby the company had paid the interim dividend for 0.16 Baht per share (Sixteen Satang), total amount of Baht 17,280,000.- (Seventeen million and two hundred eighty thousand Baht) since 21 January 2020, which is paid from net profit and retained earnings drawn from BOI which is exempted from calculated the corporate income tax.

The remaining of 0.44 Baht per share (Forty-four satang), totaling 47,520,000 baht (Forty-seven million five hundred and twenty thousand Baht), will be paid out of net profit gained from operating period 1 January 2019 to 31 December 2019 and the retained earnings of 20 percent corporate tax-paid business.

The record date to determine the names of shareholders, who are eligible to receive the dividend is on 8 May 2020. The dividend payment will be made on 21 May 2020.

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

The 45th Annual General Meeting of Shareholders will be held on Thursday 23 April 2020 at 10.00 a.m. at Chao Praya Room 2, Montien Riverside Hotel, 372 Rama 3 Road, Bangkhlo, Bangkholaem, Bangkok. The record date to determine the names of shareholders who are eligible to attend the 45th Annual General Meeting of shareholders which will be held on Thursday 12 March 2020.

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

Agenda 1 Certification of the minutes of the 44th Annual 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 2019.

Agenda 4 Consideration for the approval of the appropriation of Profit and Dividend Payment and acknowledgement of the Interim 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.Somnuek Thungpukdee, 2. Miss Sirikul Dhanasarnsilp and 3. Mr.Padoong Techasarintr

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 2020 AGM, during 1– 30 December 2019. 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 Annual 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 45th Annual General Meeting of Shareholders together with the attached documents via the company website www.tpcorp.co.th under the heading "Investor Relations", accessible from 20 March 2020 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.

4. The meeting approved to increase the budget of connected transaction to hire Pitakkij Co., Ltd. to renovate the building located at 489 on Rama 3 Road and company's land around the building from the budget of 23.1 million Baht to 28.2 million Baht, increase by 5.1 million Baht (VAT included). The details are as follow;

4.1 Transaction date : 27 February 2020 onward.

Project start date on 9 August 2019 – 31 May 2020 (10 Months)

4.2 Connected party and relationship

The employer: Textile Prestige Plc. ("TPCORP")

The employee: Pitakkij Co., Ltd.

The relationship: There is one common major shareholder, Saha Pathana Inter Holding Plc.

Saha Pathana Inter Holding Plc. ("SPI")	Holding TPCORP	Holding Pitakkij Co., Ltd
	12.03%	33.52%

4.3 The General characteristics of transaction: The Company has hired Pitakkij Co. Ltd., to renovate the building at 489 Rama 3 Road, Bang Khlo Subdistrict, Bang Kho Laem District, Bangkok and land which will be used as the future headquarter of the company. The building is a 4-storey building with a usable area of approximately 1,600 square meters and an area of approximately 2,250 square meters with the budget of 23.1 million Baht.

After conducting a thorough inspection, the need to strengthen the building in accordance with Bangkok City regulations regarding to Building Control and related laws was found. Furthermore, the improvements to suit the company current and future requirement were also recommended, thus causing to exceed the approved limit. It is, therefore necessary to extend the limit of connected transactions from 23.1 million Baht to 28.2 million Baht (an increase of 5.1 million Baht - including VAT).

- 4.4 The total value of the consideration and the criteria used to determine value: The total transaction value is 28.2 million Baht (VAT included). The said transaction is a medium-sized connected transaction (1.3% NTA) which is greater than 0.03%% of NTA but less than 3% of NTA. All transactions with Pitakkij Co.,Ltd. during the past 6 months is less than 3% of NTA.

Since 0.03% of the company's NTA (as of 30 September 2019) stands at 0.67 million Baht, as compared to 3% of such amount for 67.22 million Baht, therefore, such transaction volume shall 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.

- 4.5 Funding source: From the company's working capital which is adequate and does not affect the company's operations.
- 4.6 Acquisition and disposition of assets: The transaction value of 28.2 million Baht (VAT included). The highest criteria calculated is 1.06% of total assets.

In addition, when estimating the investment value in the project as follows:

Item	Approved Budget (Million Baht)	Increased (Million Baht)	Total (Million Baht)
1. Renovation of buildings, structures and areas	23.1 (Pitakkij Co.,Ltd.)	5.1 (Pitakkij Co.,Ltd.)	28.2
2. Interior and furniture	11.5 (Unrelated Parties)	3.4 (Unrelated Parties)	14.9
3. Infrastructure, Air Conditioning and Information Systems	11.4 (Unrelated Parties)	- (Unrelated Parties)	11.4
4. Miscellaneous expenses and unexpected items	2.0	-	2.0
Total Budget	48.0	8.5	56.5

When combined the value of the whole project from 48 million Baht to 56.5 million Baht, increased by 8.5 million Baht (VAT included), transactions 2 and 3 are transactions with unrelated parties and under the approval authority of the Board of Directors.

Therefore, when the total value of the entire project is approximately 56.5 million Baht (VAT included). when considered maximum threshold was calculated as the total value of consideration is 2.12% of the total assets. The consolidated financial statements (latest) ended 30 September 2019, the company has total assets of 2,664 million Baht.

When the total transaction is not over 15% of the total sales volume in the past 6 months, it is not an acquisition or disposal of significant assets of listed companies.

- 4.7 Those directors with possible conflict of interest did not attend nor casted votes.
- 4.8 Opinions of the Board of Directors: The Board of Directors approved to increase the budget of Pitakkij Co., Ltd., to improve the building no. 489 on Rama 3 Road and the company's land around the building from the value of 23.1 million Baht to 28.1 million Baht, increased 5.1 million Baht (VAT included) as proposed for safety and continuity of operations.
- 4.9 Opinions of The Audit Committee and/or Director that is significantly different from 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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