

(Translation)

Hor.Tor.Por. 5 / 2556

April 2, 2013.

**Notice of the General Meeting of Shareholders No. 38**

- Messer: Shareholders of Textile Prestige Public Company Limited.
- Enclosures:
- 1) Copy of the Minutes of the 37<sup>th</sup> General Meeting of Shareholders on April 24, 2012.
  - 2) Annual Report for the year 2012 (Issue as CD-ROM) comprised of Report of the Board of Directors, Financial Statements for the year ended December 31, 2012.
  - 3) List of names and resumes of the persons nominated as directors in replacement of the directors retired by rotation.
  - 4) The definition of "Independent Director".
  - 5) Profile of Independent Directors being Nominated as Proxies by Shareholders.
  - 6) A Copy of the Articles of Association concerning the General Meeting of Shareholders.
  - 7) Documents and evidence of the attended person that must be presented before attending the meeting, and regulation for the meeting.
  - 8) The process of Registration for the General Meeting of Shareholders.
  - 9) Map of the venue for the General Meeting of Shareholders.
  - 10) Requirement Form of the Annual Report (Printed Form).
  - 11) Proxy Form B.
  - 12) Registration Form (Present on Meeting day).

Where as the Board of Directors has considered to hold the 38<sup>th</sup> General Meeting of Shareholders on April 23, 2013, 13.00 hours. at Chao Praya Room 2, The Montien Riverside Hotel, 372 Rama 3 Road, Bangkok, Bangkoklaem, Bangkok 10120. The Company had granted the opportunity to the shareholders to propose agenda and nominate candidates to be elected as Directors in advance from December 1 - 30,2012 for the 2012 General Meeting of Shareholders. None of Shareholders proposes any agenda or nominates candidate to be elected as Director. Therefore, the company consider the following agendas:-

**AGENDA 1 : Certification of the minutes of the 37<sup>th</sup> General Meeting of Shareholders on April 24, 2012.**

**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.1)

**Comment of the Board**: Being approved and consented to propose to the shareholder meeting for approval.

**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 2012 is provided in the annual report of 2012 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.2)

**Comment of the Board** : Being consented to propose to the shareholders for acknowledgement.

**AGENDA 3 : Consideration for the approval of the Financial Statements as at December 31, 2012.**

**Facts and reason** : Financial Statements were prepared in accordance with generally accepted accounting principles, 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<br>Financial Statements | Separate<br>Financial Statements |
|---|--------------------------------------|----------------------------------|
| Total Assets                              | 2,616.62                             | 2,328.09                         |
| Total Liabilities                         | 356.38                               | 326.34                           |
| Total Shareholders' Equity                | 2,260.24                             | 2,001.75                         |
| Total Revenues                            | 2,166.72                             | 2,230.96                         |
| Net Profit (Owners of the parent company) | 72.59                                | 116.66                           |
| Earnings Per Share (Baht)                 | 0.67                                 | 1.08                             |

Details are in the Financial Statements of Annual Report 2012, (attachment No.2)

**Opinion of the Board of Directors** : Being consented to propose to the shareholders for approval.

**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 25% of Par-value subject to company's performance and economic situation, for the year 2012 the company has net profit from Separate Financial Statements of 116.66 million baht, unallocated profit of 1,416.05 million baht. The total profit to be allocated is 1,532.71 million baht.

**Comment of the Board** : Being consented to propose to the shareholders for consideration of profit allocation to general reserve at 5.83 million bath and dividend payment at 0.55 baht per share. The dividend will be paid to the shareholders of 108.0 million shares, totally 59.4 million bath, will be paid out of net profits gained from BOI business. The dividend distribution shall be payable to the Shareholders entitling to receive the dividend according to whom listed on the record date, May 7, 2013 and the closing date of the Company's share register book, according to Section 225 of the Securities and Exchange Act B.E.2535, will be on May 8, 2013. The dividend payment will be made on May 17, 2013.

The below table is the details comparison:

| Dividend description  | 2012  | 2011  | the policy |
|---|-------|-------|------------|
| 1. the dividend per share (Baht)  | 0.55  | 0.40  | 0.25       |
| 2. the dividend ratio per net Profit<br>(Separate Financial Statements) (%) | 50.92 | 53.66 | -          |

**AGENDA 5 : Consideration for the election of company directors to replace those who retire by rotation and determination of remuneration of company directors.****(5.1) Election of company directors to replace those who retire by rotation.**

**Facts and reason** : According to 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. Suchai  | Narongkananukul    | Managing Director, Chairman of the Executive Board,<br>Member of the Nominating Committee and<br>Member of the Remuneration Committee |
| (2) Mr. Arnut   | Rattanapathimakorn | Deputy Managing Director and Member of Executive Board  |
| (3) Mr. Krisada | Visavateeranon     | Independent Director and Member of the Audit Committee  |

The Nominating Committee consider on an individual basis. Whereas that director having possible conflict of interests left the meeting room and did not cast votes for himself. The Nominating Committee considered it appropriate for the Meeting of Shareholders to re-elect the retiring director No.1 - No.3 as the company directors for another term.

**Comment of the Board :** 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 elect three (3) retiring directors to be Directors for another term. The three(3) retiring directors 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. Profiles of the persons nominated to be directors in replace of those who retire by rotation are in attachment No.3

#### **(5.2) 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 right 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 2012 approved the annual remuneration amount of and not exceeds 8.1 million baht. In 2012, the company paid 6.054 million baht; comprising of compensation to directors of 5.0 million baht, meeting allowance of 1.054 million baht to directors of the Company.

**Comment of the Board :** It was agreed with the Remuneration Committee's proposal to propose 8.1 million baht per annum (same as the previous year) to propose to the General Meeting of Shareholders to approve the annual remuneration amount of and not exceeds 8.1 million baht, excluding the remuneration and welfare received as company's employee or staff. The proposal was considered with performances of company and directors, the amount approved by the shareholders in the General Meeting of Shareholders, and the amount paid past year, comparing with others in the same industry.

#### **AGENDA 6 : Consideration for the appointment of the Auditors and determination of Audit Fee.**

**Facts and Reasons :** 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 2012, the Auditor of the company is Mr. Anusorn Kiatgungwalgri, C.P.A. No. 2109, and/or Ms. Kwunjai Kiatgungwalgri, C.P.A. No. 5875 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. The Audit-fee proposed is 922,500 baht.

**Opinion of the Board of Directors** : It is agreed to the Audit Committee selection and proposal. It should propose to the General Meeting of Shareholders for approval to appoint the existing auditors from the office of ASV & Associates Limited to be the company auditor for the year 2013 for another term by stipulating that any of the auditors has authority to audit and express opinion on the Company's financial statements the details are 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 – present)
2. Ms. Kwunjai Kiatgungwalgri, C.P.A. No. 5875  
(never be the authorized signature in the Financial Statements of the Company)

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 are determined as follows:

| Description                           | 2013 (baht)      | 2012(baht)       |
|---------------------------------------|------------------|------------------|
| 1. Quarter 1,2,3 audit fee            | 307,500.-        | 307,500.-        |
| 2. Annual Audit fee ended 31 December | 512,500.-        | 512,500.-        |
| 3. Audit fee (under BOI Condition)    | 123,000.-        | 102,500.-        |
| <b>Grand Total</b>                    | <b>943,000.-</b> | <b>922,500.-</b> |

For other fees paid to the same office are as follows:

| Description  | 2013 (baht)      | 2012 (baht)      |
|--|------------------|------------------|
| 1. Quarter 1,2,3 audit fee for subsidiary companies            | 385,500.-        | 385,500.-        |
| 2. Annual Audit fee for subsidiary companies ended 31 December | 420,500.-        | 420,500.-        |
| 3. Audit fee (under BOI Condition)                             | 62,500.-         | 62,500.-         |
| <b>Grand Total</b>   | <b>868,500.-</b> | <b>868,500.-</b> |

The auditors mentioned above do not have any relationship or vested interest in the Company / subsidiary companies /executives /major shareholders or the connected persons. The company has 3 subsidiaries, T.U.C Elastic Co., Ltd., Prestige Embroidery Co., Ltd., and Prestige Plus Co., Ltd., which are being audited from the same auditing office.

**AGENDA 7 : Consideration for the approval of the amendment to the Memorandum of Association No. 3 (Company's objective No. 10)**

**Facts and reason** : in order to cover the scope of transactions and operations engaged by the company.

Therefore, amendment proposal to the Memorandum of Associations No. 3 of the company objectives as per details as follows;

| Present Objectives   | Amendment   | Reasons   |
|--|---|---|
| <p>No. 10 :<br/>To enter into borrowing, providing loan and overdraft drawing transactions from bank, either with or without collateral. To enter into transaction pledging asset or accepting pledging of asset, and to enter into mortgage transaction for both movable and immovable properties. To enter into transaction accepting asset mortgage as guarantee for employee starting employment, To enter into sale transaction of asset with redemption right, for the company's benefits. To provide guarantee or act as guarantor for individual or legal entity in carrying out their contractual obligations, particularly for customer, individual, or legal entity engaging in transaction with the company, as may deemed appropriate by the company. Not lying in the operations scope for credit foncier.</p> | <p>No. 10 :<br/>To enter into borrowing and overdraft drawing transactions from bank, legal entity, or financial institutes, and to enter into transactions providing loan or credit by other means, either with or without collateral. To enter into transaction pledging asset or accepting pledging of asset, and to enter into mortgage transaction for both movable and immovable properties. To enter into transaction accepting asset mortgage as guarantee for employee starting employment, and to accept asset mortgage as guarantee for payment to the company. To enter into sale transaction of asset with redemption right, or accept such sale transaction of asset for the company's benefits. To provide guarantee or Act as guarantor for individual or legal entity in carrying out their contractual obligations, particularly for customer, individual, or legal entity engaging in transaction with the company. Furthermore, to enter into transaction to accept, issue, transfer, and endorse promissory note or other negotiable instruments, for those transactions not lying in the operations scope for financial institutions.</p> | <p>In order to cover the scope of transactions and operations engaged by the company.</p> |

**Comment of the Board :** Being consented to propose to the shareholders for approval.

#### **AGENDA 8 : Other matters ( If any )**

The shareholders are all invited to attend the meeting on the date, time and venue indicated above. The shareholders may register to attend the meeting at the venue of the meeting on such date since 11.00 a.m.-13.00 p.m..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](mailto:investor@tpcorp.co.th) or registered mail to Mr. Chanin Ratanavijai (The Company's Secretary) Textile Prestige Public Company Limited 704/1-9 Rama 3 Road, Bangpongpan, Yannawa, Bangkok 10120 Bangkok or fax no. 0-2294-0150 within April 12, 2013, and specify the name, address and telephone number which is able to contact. The Company's 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 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](http://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. 5

**TPCORP**

TEXTILE PRESTIGE PUBLIC COMPANY LIMITED  
704/1-9 Rama 3 Rd., Yannawa, Bangkok 10120  
Tel. 66-2-294-0071 <http://www.tpc.co.th> E-mail : [tpc@tpc.co.th](mailto:tpc@tpc.co.th)

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.12) with signature for the rights to attend the meeting on the day.

By the order of the Board of Directors

Chanin Ratanavijai

-----

( Mr.Chanin Ratanavijai )

Corporate Secretary