

(Translation)

Lor khor 03/2562

1 April 2019

Notice of the Annual General Meeting of Shareholders No.44

Messer: Shareholders of Textile Prestige Public Company Limited.

Attachments:

- 1) Notice with printed barcode (Please, bring on the meeting day).
- 2) The Copy of the Minutes of the 43rd Annual General Meeting of Shareholders.
- 3) Annual Report for the year 2018 (QR Code) comprised of Report of the Board of Directors, Financial Statements for the year ended 31 December 2018 and CSR REPORT.
- 4) Profiles of the nominated candidates for the election of new directors in replacement of those to be retired by rotation.
- 5) The definition of "Independent Director".
- 6) Profile of the independent directors proposed by the company to act as proxy for shareholders.
- 7) The Copy of the company's Articles of Association relating to the Annual General Meeting of Shareholders.
- 8) Documents and evidence of the attended person that must be presented before attending the meeting, and regulation for the meeting.
- 9) The process of Registration for the Annual General Meeting of Shareholders.
- 10) Map of the venue for the Annual General Meeting of Shareholders.
- 11) Requirement Form of the Annual Report (Printed Edition).
- 12) Proxy Form B.

Where as the Board of Directors, Textile Prestige Public Company Limited (TPCORP), has considered to hold the 44th Annual General Meeting of Shareholders on 23 April 2019, 10.00 hours at Chao Praya Room 2, The Montien Riverside Hotel, 372 Rama 3 Road, Bangkhlo, Bangkoklaem, Bangkok 10120. The Board of Directors has set the record date to determine the names of shareholders' right to attend the 44th Annual General Meeting of shareholders will be on 12 March 2019

The company had granted the opportunity to the shareholders to propose agenda and nominate candidates to be elected as Directors in advance during 1 – 30 December 2018 for the 44th Annual General Meeting of Shareholders. None of Shareholders proposes any agenda or nominates candidate to be elected as Director. Therefore, the company considers the following agendas:-

AGENDA 1 : Certification of the minutes of the 43rd Annual General Meeting of Shareholders.

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.2)

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

Voting resolution : Based on majority votes of the shareholders present at the meeting and having voting rights.

AGENDA 2 : To acknowledge the report of the Board of Directors for the past year.

Facts and reason : The summary of the Company's performance during the year 2018 is shown in the Annual Report for the year 2018, which is provided herewith in Attachment No.3

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

Voting resolution : No voting required since this agenda is intended for acknowledgement purpose.

AGENDA 3 : To consider and approve the Financial Statements for the year ended December 31, 2018.

Facts and reason : To be in compliance with relevant law stipulating that a company shall prepare its financial statements at the end of the fiscal year of the company and arrange for them to be audited and certified by the auditor prior to proposing for shareholders' approval.

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

(Unit : Million Baht)

Descriptions	Consolidated Financial Statements	Separate Financial Statements
Total Assets	2,723.27	2,791.36
Total Liabilities	318.84	494.56
Total Shareholders' Equity	2,404.43	2,296.80
Revenues from sales	931.53	927.12
Total Revenues from operation	933.68	927.53
Net Profit (Owners of the parent company)	80.75	73.12
Earnings Per Share (Baht)	0.75	0.68

Details are in the Financial Statements of Annual Report 2018 (Attachment No.3)

Voting resolution : Based on majority votes of the shareholders present at the meeting and having voting rights.

AGENDA 4 : To consider and approve the allocation of profit and dividend payment.

Facts and reason : According to the dividend payment policy stipulated that dividends shall be paid at the rate of 0.25 Baht per share (Twenty five Satang or representing 25% of Par Value) subject to company's performance and economic situation. For the year 2018, the company has net profit from Separate Financial Statements of 73.12 Million Baht, together with retain earnings sufficient for dividend payment allocation to the shareholders.

Comment of the Board : To propose to the shareholders' meeting, to approve profits appropriation and dividend payment as follows;

1. **Statutory reserve** : Not to seek further profits allocation for statutory reserve as required by law, since the company has fulfilled its statutory reserve to the level of 10% of its registered capital as required by law already.
2. **General reserve** : To propose to the shareholders' meeting to approve profits allocation of 3,655,871.60 Baht as general reserve.
3. **Dividend payment** : To propose dividend payments to the shareholders paid from the 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' right to receive the dividend to whom listed on the record date on 3 May 2019. The dividend payment will be made on 17 May 2019.

The below table is the details comparison the dividend payment, which complies with the dividend policy of the Company:

Dividend description	2018	2017
Net profit (Million Baht)	73.12	128.20
Number of shares (Million shares)	108.00	108.00
Annual Dividend payment (Baht/share)	0.60	0.70
Total dividend payments (Million Baht)	64.80	75.60
Dividend ratio (Separate Financial Statements) (%)	88.63	58.97

Voting resolution : Based on majority votes of the shareholders present at the meeting and having voting rights.

AGENDA 5 : To consider and elect the directors in replacement of those to be retired by rotation.

Facts and reason : In compliance with the Public Limited Companies Act and Clause 20, 21 of the Company's Articles of Association, one-third of the directors must retire from office by rotation at the Annual General Meeting of Shareholders. Three Directors to be retired by rotation in this Meeting are as follows:

Name	Surname	Position
1. Mr. Suchai	Narongkananukul	<ul style="list-style-type: none"> • Chief Executive Officer, • Managing Director, • Member of the Nomination Committee, • Member of the Remuneration Committee, • Member of the Corporate Governance and Risk Management Committee

Name	Surname	Position
2. Mr. Arnut	Rattanapathimakorn	<ul style="list-style-type: none">• Deputy of Managing Director,• Member of the Corporate Governance and Risk Management Committee,• Member of Executive Board• Production Director
3. Mr. Krisada	Visavateeranon	<ul style="list-style-type: none">• Independent Director,• Member of the Audit Committee,• Member of the Corporate Governance and Risk Management Committee

In addition, The company had granted the opportunity to the shareholders to propose agenda and nominate candidates to be elected as directors in advance for the 44th Annual General Meeting of Shareholders. None of shareholders either proposes or nominates candidate to be elected as Director. Therefore, the Nomination Committee considers on an individual basis, While the interested person neither attend nor casted his vote. The Nomination Committee considered it appropriate for the Meeting of Shareholders to re-elect the retiring directors No.1 - No.3 to be directors for another term.

Comment of the Board : Since none of the shareholders nominates any candidate to be elected as directors. The Board of Directors, excluding the Directors who are nominated, have widely discussed and agreed with the Nomination 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 -No.3 to be directors for another term. They 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.

Since Mr. Krisada Visavateeranon, who has been independent director for 9 years possess all qualifications set forth in the qualifications of Independent Director of the company having the required expertise and experience. He also is able to provide comments independently to the Board and has performed his duty as the independent director well. The Board of Directors then proposes the Meeting to elect Mr. Krisada Visavateeranon to be an independent director.

Enclosed please find the profiles of the persons nominated to be directors in replacement of those who retire by rotation are in Attachment No.4 and the definition for independent director complying with the requirements by The Capital Market Supervisory Board in Attachment No.5

Voting resolution : Based on majority votes of the shareholders present at the meeting and having voting rights.

AGENDA 6 : To consider and approve the remuneration of the Company's 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 rights 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 Annual General Shareholders' meeting in 2018 approved the annual remuneration amount of and not exceeds 12 Million Baht

(Twelve million Baht), the company paid 8,352,000 Baht (Eight million three hundred and fifty-two thousand Baht); comprising of compensation to directors of 7,000,000 Baht (Seven million Baht), meeting allowance of 1,352,000 Baht (One million three hundred and fifty-two thousand Baht) to directors of the company.

For the year 2019, the Remuneration Committee has resolved to propose the annual remuneration amount of and not exceeds 12 Million Baht same as the last year. The structure of the directors' remuneration was proposed as follow:

	2019 (propose)	2018
1. Annual remuneration	paid to all directors, based on the consideration by the Remuneration Committee.	paid to all directors, based on the consideration by the Remuneration Committee.
2. Meeting allowance paid to person attending the meeting.		
2.1 For The Board of Directors	<u>Remains</u>	
- Chairman	12,000.- Baht/Meeting	12,000.- Baht/Meeting
- Director	10,000.- Baht/Meeting	10,000.- Baht/Meeting
2.2 For The Audit Committee	<u>Remains</u>	
<u>Monthly</u>		
- Chairman	10,000.- Baht/Meeting	10,000.- Baht/Meeting
- Director	8,000.- Baht/Meeting	8,000.- Baht/Meeting
<u>Quarterly</u>	<u>Remains</u>	
- Chairman	60,000.- Baht/Meeting	60,000.- Baht/Meeting
- Director	30,000.- Baht/Meeting	30,000.- Baht/Meeting
2.3 For The Nomination Committee, The Remuneration Committee, The Corporate Governance and Risk Management Committee.	<u>Remains</u>	
- Chairman	10,000.- Baht/Meeting	10,000.- Baht/Meeting
- Director	8,000.- Baht/Meeting	8,000.- Baht/Meeting
3. Other Benefits	None	None

Whereas above remuneration criteria needs to receive the approval by the Board of Directors, and cannot exceed the amount approved by the shareholders' meeting.

Comment of the Board : It was agreed with the Remuneration Committee's proposal to propose 12 Million Baht (same as the last year) per annum to propose to the Annual General Meeting of Shareholders. The proposal was considered with performances of company and directors as well as the authority, duty and responsibility of the directors to comply with corporate governance, anti-corruption and policy making for the company to cope with fast changing business environment and regulations. Furthermore, the Board of Directors had also considered the amount paid in the past year and compared with others in the same industry.

Voting resolution : This agenda requires not less than two-third of total votes of the shareholders present at the meeting.

AGENDA 7 : To consider and appoint the auditors and fix the audit fees.

Facts and reason : 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 Annual General Meeting of Shareholders every year and is eligible to be re-elected. In 2018, the auditor of the company is Ms. Kwunjai Kiatgungwalgri, C.P.A. No. 5875 and/or Mr. Anusorn Kiatgungwalgri, C.P.A. No. 2109 from the office of ASV & Associates Limited and/or Ms. Nongram Laohaareedilok, C.P.A. No. 4334 from AST MASTER Company 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. In 2018, the audit fee and other fee, total 847,000.-Baht (Eight hundred and forty-seven thousand Baht)

In 2019, the office of ASV & Associates Limited proposed the Audit fees and other fee of total 841,000.-Baht (Eight hundred and forty-one thousand Baht))

Comment of the Board : It is agreed to the Audit Committee selection and proposal. It should propose to the Annual General Meeting of Shareholders for approval to appoint the company auditor for the year 2019 as follow;

1. Ms. Kwunjai Kiatgungwalgri, certified public accountant no. 5875 and/or
(The authorized signature in the Financial Statements of the company since 2014 - Present)
2. Mr. Prasitporn Kesama, certified public accountant no. 9910 and/or
(Never be the authorized signature in the Financial Statements of the Company)
3. Mr. Satis Kiatgungwalgri, certified public accountant no. 9760 and/or
(Never be the authorized signature in the Financial Statements of the Company)
4. Mr. Anusorn Kiatgungwalgri, certified public accountant no. 2109
(The authorized signature in the Financial Statements of the company since 2010 – 2013)

Auditors from the office of ASV & Associates Limited to be the company auditor for the year 2019 for another term by stipulating that any of the auditors has authority to audit and express opinion on the company's financial statements. 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 and other service are determined of total 841,000.- Baht (Eight hundred and forty-one thousand Baht) as follows:

Audit fees of TPCORP	✓ (propose) 2019 (Baht)	2018 (Baht)
1. Quarter 1,2,3 audit fee	270,000.-	270,000.-
2. Annual audit fee ended 31 December	500,000.-	500,000.-
3. Quarter 1,2,3,4 audit fee of Consolidated Financial Statements for a subsidiary company	50,000.-	50,000.-
Total audit fees	820,000.-	820,000.-
<u>Other Fee</u>		
Audit fee (under BOI Condition)	21,000.-	27,000.-
Grand Total	<u>841,000.-</u>	<u>847,000.-</u>

In additions, it is agreed to propose to the Annual General Meeting of Shareholders for acknowledge the Audit fees of subsidiary company paid to the same office of total 153,000.- Baht (One hundred and fifty-three thousand Baht) as follows:

Audit fees of subsidiary company	(Acknowledge)	
	2019 (Baht)	2018 (Baht)
1. Quarter 1,2,3	75,000.-	75,000.-
2. Annual audit fee ended 31 December	75,000.-	75,000.-
Total audit fees	150,000.-	150,000.-
<u>Other Fee</u>		
The Financial Statements (English Version)	3,000.-	3,000.-
Grand Total	<u>153,000.-</u>	<u>153,000.-</u>

The auditors mentioned above do not have any relationship or vested interest in the company/ subsidiary companies /executives /major shareholders or the connected persons and are capable of preparing the financial statements within the time frame. The company has a subsidiary company was TPCNIC Co., Ltd., as the same auditor office.

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

AGENDA 8 : 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 hours 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 Annual General 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 (Director and Corporate Secretary), at the below detail within 19 April 2019, Please, specify the name, address and telephone number which is able to contact. The questions submitted by shareholders shall be collected by the Corporate Secretary before further submission to the Managing Director and/or the Board of Directors for consideration. The company will consider answering questions prior to (via facsimile, email or other channels) or at the meeting.

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 B (Attachment No.12) or download Proxy Forms from the company's website www.tpcorp.co.th. 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. (Attachment No.6)

Your are kindly requested to submit the complete Proxy Form at least one day prior to the meeting by send to: Mr. Chanin Ratanavijai (Director and Corporate Secretary),

Textile Prestige Public Company Limited.

704/1-9 Rama 3 Road, Bangpongpan, Yannawa, Bangkok 10120

The company will process registration with the barcode system. For registration convenience, shareholders and proxy please bring the documents and evidence of the attended person that must be presented before attending the meeting such as Notice with printed barcode (Attachment No.1), Proxy Form B (Attachment No.12), with signature for the rights to attend the meeting on the meeting date.

By the order of the Board of Directors

Your Sincerely,

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Mr.Chanin Ratanavijai

(Mr.ChaninRatanavijai)

Director and Corporate Secretary