

- Translation -

No. Lor khor. 19/2560

25th April 2017

Subject : Report on the resolution of the General Meeting of Shareholders No.42

To : President of The Stock Exchange of Thailand

Textile Prestige Public Company Limited would like to inform the resolution of the General Meeting of Shareholders No.42 held on Tuesday, 25th April 2017 at 11.00 hours at Chao Praya Room, Monthien Riverside Hotel, 372, Rama 3 Road, Khwang Bangkhlo, Khet Bangkholaem, Bangkok. The resolutions adopted by the meeting were as follows:

1. Certification of the minutes of the General Meeting of Shareholders no.41 held on 26th April 2016

The resolution was adopted unanimously as follows :

Approved 92,971,297 votes or 100.00 %

Disapproved 0 votes

Abstained 0 votes

out of the total votes of Shareholders attending the meeting.

Invalid ballots none

2. The meeting acknowledged of the Report of the Board of Directors for the past year.

3. Approval of the Financial Statements as at 31st December 2016. The resolution was adopted unanimously as follows:

Approved 93,009,157 votes or 100.00 %

Disapproved 0 votes

Abstained 0 votes

out of the total votes of Shareholders attending the meeting.

Invalid ballots none

4. Approval of the appropriation of profit and dividend payment and acknowledgement of the interim dividend payment as follows:

4.1 Legal reserve is fully reserved.

4.2 Set general reserve allocation of 14,644,674.96 Baht

4.3 Set the dividend payment for the year 2016, at the rate of 1.70 Baht per share (One Baht Seventy Satang), Total of 183,600,000 Baht (One Hundred Eighty Three Million and Six Hundred Thousand Baht), whereby the company had paid the interim dividend for 1 Baht per share (One Baht), Totaling 108,000,000 Baht (One Hundred and Eight Million Baht) on 9th September 2016.

The remaining of 0.70 Baht per share (Seventy Satang) will be paid out of Net Profit gained from Operating period 1st January 2016 to 31st December 2016, totaling 75,600,000 Baht (Seventy Five Million and Six Hundred Thousand Baht) which comprises of 2 parts

4.3.1 0.50 Baht per share (Fifty Satang), will be paid out of net profits gained from corporate tax-exempted business (BOI).

4.3.2 0.20 Baht per share (Twenty Satang), will be paid out of net profits gained from 20% corporate tax-paid business.

The above dividend distribution shall be payable to the Shareholders entitling to receive the dividend according to whom listed on the record date, 8th May 2017, and the closing date of the Company's share register book, according to Section 225 of the Securities and Exchange Act, will be on 9th May 2017. The dividend payment will be made on 19th May 2017.

The resolution was adopted unanimously as follows :

Approved 93,009,157 votes or 100.00 %

Disapproved 0 votes

Abstained 0 votes

out of the total votes of Shareholders attending the meeting.

Invalid ballots none

5. Approval of the Election the company directors to replace those who retire by rotation. Approved the re-election of the 3 directors due to retire upon term completion to serve another term as directors. The resolution was adopted as follows :

Name	Approved		Disapproved		Abstained		Invalid ballots	
	Vote(s)	% *	Vote(s)	% *	Vote(s)	% *	Vote(s)	% *
5.1 Miss. Sirikul Dhanasarnsilp Director and Chairman of the Remuneration Committee	93,009,157	100.00	0	-	0	-	0	-
5.2 Mr. Wachara Poomarintr Director, Member of the Executive Board and Director of the Business and Marketing Department.	93,009,157	100.00	0	-	0	-	0	-
5.3 Mr. Padoong Techasarintr Independent Director, Chairman of the Audit Committee and Member of Corporate Governance and Risk Management Committee.	93,009,147	100.00	10	0.00	0	-	0	-

Note * Representing the total votes of Shareholders attending the meeting and having the rights to vote.

Accordingly, The Board of Directors for 2016 comprising 9 members as follows:

1. Mr. Manu Leelanuwatana
2. Mr. Suchai Narongkananukul
3. Mr. Arnut Rattanapathimakorn
4. Mr. Wachara Poomarintr
5. Miss. Sirikul Dhanasarnsilp
6. Mr. Chanin Ratanavijai
7. Mr. Padoong Techasarintr
8. Mr. Thanavat Pugavanaja
9. Mr. Krisada Visavateeranon

Whereby one-third of the total Board Members are Independent Directors. The 3 Independent Directors are Mr. Padoong Techasarintr, Mr. Thanavat Pugavanaja and Mr. Krisada Visavateeranon

6. Approval of the remuneration of directors for the year 2017 at the amount not exceeding of 12,000,000.-Baht per year and assigned the Remuneration Committee to further allocate said remuneration to the directors. The remuneration details were as follow :

	Chairman	Director
1. Annual remuneration	paid to all directors, based on the consideration by the Remuneration Committee.	
2. Meeting allowance : paid to person attending the meeting.		
● For The Board of Directors	12,000.- Baht / times	10,000.- Baht / times
● For The Audit Committee, The Nominating Committee, The Remuneration Committee, The Corporate Governance and Risk Management Committee.	10,000.- Baht / times	8,000.- Baht / times
● For The Audit Committee (Quarterly)	60,000.- Baht / times	30,000.- Baht / times
3. Other Benefits	- None -	

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

The resolution was adopted unanimously as follows :

Approved 93,009,157 votes or 100.00 %

Disapproved 0 votes

Abstained 0 votes

out of the total votes of Shareholders attending the meeting.

Invalid ballots none

7. Approval of appointment of the Auditors for the year 2017 as follows :

1. Ms. Kwunjai Kiatgungwalgri, certified public accountant registration no. 5875, and/or,
2. Mr. Anusorn Kiatgungwalgri, certified public accountant registration no. 2109

From ASV & Associates Limited as Auditors of the Company for 2017, to be the company's Auditor and determine the remuneration of Baht 790,000.-Baht and BOI audit fee was 50,000.-Baht, total 840,000.-Baht. The resolution was adopted unanimously as follows :

Approved 93,026,357 votes or 100.00 %

Disapproved 0 votes

Abstained 0 votes

out of the total votes of Shareholders attending the meeting and having the rights to vote.

Invalid ballots none

8. Approval of the acquisition transaction of the land where the factories are located within Saha Group Industrial Park, Amphur Sriracha, Chonburi Province from Saha Pathana Inter-Holding Public Company Limited ("SPI") with the total areas of 12 Rai 1 Ngan 87 Square Wah, approximately. If the area is more or less than the amount specified in the Land purchase agreement, the parties agree to buy/sell the land after the fact. The purchase price of 12 Million Baht per Rai, or approximately total of 149.61 Million Baht. Term of payment is divided into 5 installments equally, without any interest.

And authorize to the Executive Committee or the person entrusted by the Executive Committee to negotiate for an agreement to buy and to sell the land, and authority to do any necessary action on behalf of the company.

- The number of votes casted by the shareholders in this agenda was 93,026,357 votes
- Subtract from the related stakeholders of 23,241,480 votes
- Remaining number of votes of shareholders attending the meeting and having the right to vote 69,784,877 votes

for entering into such transaction from the Shareholders approved with votes of not less than three-fourths of the total number of votes of shareholders who participate in the meeting, excluding the votes of shareholders having an interest in the matter and shareholders who are not eligible to vote.

Approved 69,784,877 votes or 100.00 %

Disapproved 0 votes

Abstained 0 votes

out of the total votes of Shareholders attending the meeting and having the rights to vote.

Invalid ballots none

9. Other matters (if any) – none –

Your Sincerely,

Mr.Chanin Ratanavijai
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(Mr.Chanin Ratanavijai)

Director and Corporate Secretary