

- Translation -

No. Lor khor. 12/2561

24 April 2018

Subject : Report on the resolution of the General Meeting of Shareholders No.43

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.43 held on 24 April 2018 at 10.00 hours at Chao Praya Room 2, 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. 42., The resolution was adopted by the majority vote out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

Approved	90,864,361 votes	or	99.9999 %
Disapproved	0 vote	or	0.0000 %
Abstained	100 votes	or	0.0001 %
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 of 31 December 2017. The resolution was adopted by the majority vote out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

Approved	90,864,361 votes	or	99.9999 %
Disapproved	0 vote	or	0.0000 %
Abstained	100 votes	or	0.0001 %
Invalid ballots	none		

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

4.1 Legal reserve is fully reserved.

4.2 Set general reserve allocation of 6,409,875.05 Baht (Six million four hundred nine thousand eight hundred seventy five Baht five Satang)

4.3 Set the dividend payment from operating period 1 January 2017 to 31 December 2017 and retained earnings, at the rate of 0.70 Baht per share (Seventy Satang), Total of 75,600,000 Baht (Seventy five million six hundred thousand Baht), which comprises of 2 parts

4.3.1 0.12 Baht per share (Twelve Satang), will be paid out of net profits gained from corporate tax-exempted business (BOI).

4.3.2 0.58 Baht per share (Fifty eight 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 whom listed on the record date on 4 May 2018 and the dividend payment will be made on 18 May 2018.

The resolution was adopted by the majority vote out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

Approved	90,864,361 votes	or	99.9999 %
Disapproved	0 vote	or	0.0000 %
Abstained	100 votes	or	0.0001 %
Invalid ballots	none		

5. Approval of the Election the company directors to replace those who retire by rotation. The resolution was adopted as follows :

Name	Approved		Disapproved		Abstained		Invalid ballots	
	Vote(s)	% *	Vote(s)	% *	Vote(s)	% *	Vote(s)	% *
5.1 Mr. Manu Leelanuwatana	90,864,361	99.9999	0	0.00	100	0.0001	0	0.00
5.2 Mr. Chanin Ratanavijai	90,864,361	99.9999	0	0.00	100	0.0001	0	0.00
5.3 Dr. Pisit Leeahtam	90,864,361	99.9999	0	0.00	100	0.0001	0	0.00

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

Accordingly, The Board of Directors for 2018 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. Krisada Visavateeranon
- 9) Dr. Pisit Leeahtam

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

6. Approval of the remuneration of directors for the year 2018 at the amount not exceeding of 12,000,000.-Baht per year (Twelve million Baht) and assigned the Remuneration Committee to further allocate said remuneration to the directors. The remuneration details were as follow:

Remuneration	Chairman	Director
1. Annual remuneration	paid to all directors, based on the consideration by the Remuneration Committee.	

Remuneration	Chairman	Director
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 by the majority vote out of the total votes of the shareholders attending the meeting as follows:

Approved	90,864,361 votes	or	99.9999 %
Disapproved	0 vote	or	0.0000 %
Abstained	100 votes	or	0.0001 %
Invalid ballots	none		

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

- 7.1 Mr. Anusorn Kiatgungwalgri, certified public accountant registration no. 2109 and/or,
- 7.2 Ms. Kwunjai Kiatgungwalgri, certified public accountant registration no. 5875 and/or,
From ASV & Associates Company Limited
- 7.3 Ms. Nongram Laohaareedilok, CPA no. 4334
From AST MASTER Company Limited

Providing one of the proposed auditors the authority to audit and certified the financial statements of the company, whereas audit fees and other fees of 847,000.-Baht (Eight hundred forty seven thousand Baht). The resolution was adopted by the majority vote out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

Approved	90,864,361 votes	or	99.9999 %
Disapproved	0 vote	or	0.0000 %
Abstained	100 votes	or	0.0001 %
Invalid ballots	none		

8. Approval of the amendment of the Company's Articles of Association No.33 as follow:

"No. 33 The Board of Directors shall arrange a shareholders' meeting within four (4) months since the ending date of fiscal year of the company.

Any meeting other than the said shall be called extraordinary shareholders' meeting.

The Board of Directors shall summon the extraordinary shareholders' meeting at any time as deemed appropriate.

One or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of shares sold may, by subscribing their names, request the board of directors in writing to call an extraordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date the request in writing from the shareholders is received.

In case the board of directors fails to arrange for the meeting within such period under paragraph four, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the period under paragraph four. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under paragraph five, the number of the shareholders presented does not constitute quorum as prescribed by no.36 and no.37, the shareholders under paragraph five shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting."

and authorize the company's directors and/or any representative of the company's director to amend the text or wording of this amendment as be amended in accordance with the advice of the Registrar of Public Limited Companies, Department of Business Development Ministry of Commerce.

The resolution was adopted by the majority vote out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

Approved	90,864,361 votes	or	99.9999 %
Disapproved	0 vote	or	0.0000 %
Abstained	100 votes	or	0.0001 %
Invalid ballots	none		

9. Other matters (if any) – none –

Your Sincerely,

.....*Mr.Chanin Ratanavijai*.....

(Mr.Chanin Ratanavijai)

Director and Corporate Secretary