

TRANSLATION

TEXTILE PRESTIGE PUBLIC COMPANY LIMITED
The Minutes of the General Meeting of Shareholders No.43
Held on Tuesday 24 April 2018

The Meeting was held at Chao Praya Room, The Monthien Riverside Hotel, 372, Rama 3 Road, Khwang BangKhlo, Khet Bangkholaem, Bangkok.

The meeting commenced at 10.00 hours.

Upon appointment time, Mr.Chanin Ratanavijai, Director and Corporate Secretary, informed the meeting that, it was 10.00 hours, there were shareholders, representing 36 shareholders holding 21,043,311 shares there were proxies, representing 54 shareholders holding 69,821,150 shares there were shareholders and proxies 55 persons, representing 90 shareholders holding 90,864,461 shares or 84.13% out of 108,000,000 company shares already issued and paid up. The meeting quorum was formed.

Accordingly, in accordance with Article 36 of the company's Article of Association, which required at least 25 shareholders and proxies, representing not less than half of the total number of shareholders and holding not less than one-third of the total number of shares already issued and paid up.

Mr. Chanin Ratanavijai invited Mr. Manu Leelanuwatana, Chairman of the Board of Directors, to act as Chairman of the meeting.

Mr. Manu Leelanuwatana, Chairman of the meeting, thanked all the shareholders for attending the meeting, and declared the meeting open. Before proceeding on the Meeting, the Chairman assigned Mr. Suchai Narongkananukul, Chairman of the Executive Board and Managing Director to introduce members of the Board of Directors, Sub-Committees, Executives, Corporate Secretary, Chief Financial Officer and Auditor of the company to the meeting and conduct by the agenda as follows:

Directors attended, namely;

- | | | |
|-----------------|--------------------|---|
| 1. Mr. Manu | Leelanuwatana | Chairman of the Board of Directors and Member of the Nominating Committee. |
| 2. Mr. Suchai | Narongkananukul | Chairman of the Executive Board, Managing Director, Member of the Nominating Committee, Member of the Remuneration Committee and Member of the Corporate Governance and Risk Management Committee |
| 3. Mr. Arnut | Rattanapathimakorn | Deputy Managing Director, Executive Director and Member of the Corporate Governance and Risk Management Committee and Director of Production |
| 4. Mr. Wachara | Poomarintr | Director and Executive Director and Director of Sales & Marketing |
| 5. Miss Sirikul | Dhanasarnsilp | Director and Chairman of the Remuneration Committee |
| 6. Mr. Chanin | Ratanavijai | Director, Executive Director, Corporate Secretary and Senior Manager-office of the CEO |
| 7. Mr. Padoong | Techasarintr | Independent Director, Chairman of the Audit Committee and Member of the Corporate Governance and Risk Management Committee |

8. Mr. Krisada Visavateeranon Independent Director, Member of the Audit Committee and Chairman of the Corporate Governance and Risk Management Committee

Advisor to the Board of Directors and Chairman of the Nominating Committee, namely;

Mr. Boonsithi Chokwatana

Other Executives attended the meeting, namely;

1. Miss Rachanee Luevipasakul Executive Board member and Human Resources and Administration Manager
2. Mr. Somnuek Thungpukdee Executive Board member and Factory Manager
3. Miss Darunee Supo Executive Board member and Accounting and Finance Manager (CFO)
4. Mr. Supachai Taechalapanarusmie Internal Audit Manager
5. Mrs. Sukjai Rachadej Factory Manager
6. Mrs. Suwannee Naipongprasit Factory Manager

From ASV & Associates Limited, Ms. Kwunjai Kiatgungwalgri as the company auditors and the inspector for the vote-counting procedure.

For this general meeting of shareholders, Chairman of the Board of Directors, Chairman of Sub-Committees, Chief Financial Officer and Auditor attended the meeting.

After that, the Corporate Secretary to provide information relating to the meeting and the voting procedure.

Mr. Chanin Ratanavijai, Director and Corporate Secretary, informed the meeting that, for the shareholders' meeting this year, the company had granted the opportunity for the shareholders to propose meeting agenda and/or nominate candidates to be elected as directors by providing said information to the shareholders via SET and company website during 1 – 30 December 2017. There was not any shareholder submitting any proposal to be included in the meeting agenda or nominate any candidate to the company as specified in the notice of the meeting.

The voting method for this meeting was to comply with Article 43 of the company's Articles of Association, requiring each share to be counted as one vote, and the voting to be carried out in a transparent manner. The shareholders may cast either approval vote, disapproval vote, or abstention vote, for each meeting agenda, whereas only disapproval and/or abstention votes together with the invalid ballot (if any) would be taken into account, by deducting them from the total votes present at the meeting, in order to arrive at the number of approval votes.

A ballot is invalid if it is marked without the shareholder's signature or if there are more than one crosses marked in the ballot.

Whereas in the case where the shareholder had appointed a proxy to attend the meeting and cast vote according to his/her wish, and had already submitted such proxy appointment letter to the company.

In the case where the shareholder or proxy arrived for meeting registration after the meeting had already commenced, said shareholder or proxy would be allowed to cast vote only for the remaining agenda not yet entering consideration. The company would then add the number of shareholders or proxies so arrived, to the total meeting quorum, for such remaining agenda for further recording in the meeting minutes

In order to facilitate vote-counting procedure in a transparent manner, the company applied the barcode system to the vote-counting procedures, thereby allowing all shareholders to view the voting result for each agenda clearly on screen at the same time.

The voting method for the meeting agenda could be classified into the followings:

1. Any agenda, except the agenda of election of director, In case of “Disapproval” or “Abstention” vote, the shareholders/ proxies have to raise their ballot papers. The company officer will distribute voting card, please fill in the voting card with signature, and return to the officer.
2. The election of directors’ agenda, please elect director individually and sign. In case of “Disapproval” or “Abstention” vote in the election of director, the shareholders/proxies have to raise their ballot paper. The company officer will collect voting card from all shareholders at the end of this agenda.

Directors would cast their votes in accordance with the opinions proposed by The Board of Directors for each meeting agenda. In case the director was assigned to vote for the shareholder, his or her voting would have to comply with such instruction specified by the shareholder in the proxy form. And in this meeting If shareholders have any questions. Asked to raise their hands and ask questions on the agenda.

After this, the Chairman assigned Mr. Suchai Narongkananukul, Chairman of the Executive Board and Managing Director to conduct the meeting according to the meeting agenda:-

AGENDA 1: Certification of the minutes of the 42nd General Meeting of Shareholders.

Chairman of the Executive Board and Managing Director, Mr. Suchai Narongkananukul informed the meeting that the minutes of the meeting had been reported within 14 days subsequent to the meeting date, and already submitted to the Stock Exchange of Thailand and Department of Business Development of Ministry of Commerce within the timeframe specified by law, as well as disseminated through the company website at www.tpcorp.co.th. The company had earlier sent out the copy of the minutes of the General meeting of the 42nd General Meeting of Shareholders together with the notice of the general meeting of shareholders in advance. The Board considered that said meeting minutes had been duly and accurately recorded.

The Chairman of the Executive Board and Managing Director requested the meeting to consider the minutes of the 42nd General Meeting of Shareholders.

Upon consideration, the minutes were 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		

AGENDA 2 : Acknowledgement of the Report of the Board of Directors for the past year.

Chairman of the Executive Board and Managing Director, Mr. Suchai Narongkananukul informed the meeting that, the report by the Board of Directors and the company’s performance for year 2017 and CSR REPORT were published in the CD annual report of the year 2017, earlier sent out to the shareholders together with the notice for the general meeting of shareholders, and prepared in accordance with the requirements set forth by The Securities and Exchange Commission and The Stock Exchange of Thailand.

Furthermore, the Chairman of the Executive Board and Managing Director reported the operating results for the year as follows:

Description	2017	2016	Increase (Decrease)	
	(Million Baht)	(Million Baht)	(Million Baht)	(%)
Total Revenues from operating	942.72	1,194.82	(252.10)	(21.10)
- Continuing Operations	942.72	1,091.49	(148.77)	(13.63)
- Discontinued Operations	0	103.33	(103.33)	(100.00)
Other Income	113.44	285.60	(172.16)	(60.28)
- Gains from sale of the business	0	179.90	(179.90)	(100.00)
- Continuing Operations	113.44	104.29	9.15	8.77
- Discontinued Operations	0	1.41	(1.41)	(100.00)
Total Revenues	1,056.16	1,480.42	(424.26)	(28.66)
Net profit of the parent company	129.30	307.20	(177.90)	(57.91)
Net Profit Ratio (%)	12.24%	20.75%	NA	(8.51%)

The Company's total revenues were Baht 1,056.16 million, decline by Baht 424.26 million or 28.66% from the previous year. The major decline is contributed through the absence of revenue and profit from the sale of discontinuing business.

As a result, the Company and its subsidiaries' net profit of the parent company was Baht 129.30 million, a decrease of 57.91% from Baht 307.20 million in the previous year. This was mainly due to the transfer of the business in 2016 causing the revenue and profit became higher than normal operating situation. The other reason was an effect of the slow recovery of the domestic and international automotive industry. Therefore the Revenue was not as expected.

Sales of Products	2017		2016	
	(Million Baht)	%	(Million Baht)	%
Automotive Industry	689.27	73	791.32	66
Other industries	206.22	22	237.89	20
Hygiene and household	46.42	5	61.13	5
Lingerie components	0	0	102.60	9

The sales structure of the company and its subsidiaries is comprised of products for the automotive industry 73 percent, other industrial products accounted for 22 percent and hygiene and household products is about 5 percent.

In terms of Financial Status of the company and its subsidiaries.

Consolidated financial statements	2017	2016	Increase (Decrease)	
	(Million Baht)	(Million Baht)	(Million Baht)	%
Total Assets	2,763.77	2,596.26	167.51	6.45
Total Liabilities	360.21	261.04	99.17	37.99
Total Shareholders' Equity	2,403.55	2,335.22	68.33	2.93

From the table, the company has total assets of 2,763 million baht, an increase of 6.45 percent. Total liabilities at the end of the year were Baht 360 million, an increase of 37.99 percent. The increase was due to the acquisition of land and factory buildings TPC 2, amount of 149.61 million Baht, located of Sriracha, Chonburi province. Shareholders' equity increased to Baht 2,403 million or an increase of 2.93%.

In the year 2018, the Board of Directors agreed the company's operations will be able to focus on the production, distribution and development of products related to the automotive industry and more industry than before. Setting a goal to gradually expand the proportion of products in other industries, currently about 22 percent, comparing to the automotive industry's products at 73 percent as reported earlier. It is expected to increase the proportion to 30 percent over the next 3 years.

In corporate governance and participation in social and environment. In the past year the company was selected by Thai Pat Institute to be one of the companies in the group of ESG 100 (Environmental Social Governance 100).

The Board of Directors has reviewed and revised the Charter of the Sub-committees. Furthermore, the Board of Directors has updated roles and duties to suit the directors for the current situation. In addition, the Management has been instructed to study the new CG Principles, CG Code, to compare with the current version, to revise and to apply to the Company in compliance with the expectations of society and all stakeholders.

On the anti-corruption point of view, the Board has reviewed and approved the new anti-corruption operating manual. The purpose is to increase efficiency in practice and in line with business conditions and operations. Management also included the anti-corruption as part of the new employee orientation and included in the annual training program to continuously build employees' awareness and understanding.

Then, asked shareholders if there was any question.

As the meeting had no comment, the Chairman of the Executive Board and Managing Director informed the meeting that this was an acknowledgement agenda requiring no vote-casting, and proceeded to the next meeting agenda.

AGENDA 3 : Consideration for the approval of the Financial Statements as of 31 December 2017.

Chairman of the Executive Board and Managing Director, Mr. Suchai Narongkananukul informed the meeting that, proposed the meeting for approval of the Financial Statements as at 31 December 2017, were prepared in accordance with the financial reporting standards, examined and certified by a Certified Public Accountant and reviewed by the Audit Committee and Board of Directors, whose details appeared per the financial statements of the 2017 annual report earlier forwarded with the notice of the meeting to the shareholders. The key figures were in the following table :-

Descriptions	Consolidated Financial Statements (million Baht)	Separate Financial Statements (million Baht)
Total Assets	2,763.77	2,837.90
Total Liabilities	360.21	534.03
Total Shareholders' Equity	2,403.55	2,303.86
Total Revenues	942.72	938.92
Net Profit (Owners of the parent company)	129.30	128.20
Earnings Per Share (Baht)	1.20	1.19

Then, asked shareholders if there was any question.

As the meeting had no comment, the Chairman of the Executive Board and Managing Director asked the meeting to approve the financial statements as at 31 December 2017.

Upon consideration, the financial statements were 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		

AGENDA 4 : Consideration for the approval of the appropriation of Profit and Dividend Payment.

Chairman of the Executive Board and Managing Director, Mr. Suchai Narongkananukul, informed the meeting that, the company has the dividend payment policy stipulated that dividends shall be paid at the rate of 0.25 Bath (Twenty five Satang) or 25 percent of Par-value subject to company's performance and economic situation, for the year 2017, proposed the detail as follows :-

- Net Profit (Owners of the parent company) 128,197,501.06 Baht
- Unappropriated, beginning forward 1,711,873,601.17 Baht
- Total unappropriated, to be allocated 1,840,071,102.23 Baht

The Board of Directors proposed to allot profit and dividend payment as following:-

1. Reserve allocation; since the company had fulfilled its statutory reserve up10%, the company should not allocate for as "statutory reserve" required by law.

2. General reserve The Board proposed to allocate the amount of 6,409,875.05 Baht Six million four hundred nine thousand eight hundred seventy five Baht five Satang) as general reserve, and requested the meeting to consider the proposal.

3. Dividend payment allocation; The Board of Directors deemed it appropriate to propose 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

3.1 0.12 Baht per share (Twelve Satang), will be paid out of net profits gained from corporate tax-exempted business (BOI).

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 receive the dividend according to whom listed on the record date, 4 May 2018. The dividend payment will be made on 18 May 2018.

The below table is the details comparison:

Dividend description		2017	2016
Net profit	(Million Baht)	128.20	292.89
Number of shares	(Million shares)	108.00	108.00
Annual Dividend payment	(Baht/share)	0.70	1.70
Total dividend payments	(Million Baht)	75.60	183.60
Dividend ratio (Separate Financial Statements)	(%)	58.97	62.68

Then, asked shareholders if there was any question.

As the meeting had no comment, the Chairman of the Executive Board and Managing Director asked the meeting to consider this proposal.

Upon consideration, the reserve allocation and dividend payment 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		

AGENDA 5 : Consideration for the election of company directors to replace those who retire by rotation.

Chairman of the Executive Board and Managing Director, Mr. Suchai Narongkananukul, informed the meeting that according to the the Public company Act B.E.2535 and Amendments, Section 71 and Article 21 of the company's Articles of Association specified that "An annual ordinary shareholder's meeting every time, the directors must be out of position in the amount rate of one-third (1/3). If the amount of directors not able to be divided into the three (3) parts, shall divide nearly into one / third (1/3) parts. The director being out of the position able to be re-elected.

The present, the Company has 9 directors, therefore, there are 3 directors who are due to retire by rotation are as follow:-

1. Mr. Manu Leelanuwatana Chairman and Member of the Nominating Committee.
2. Mr. Chanin Ratanavijai Director, Executive Director and Corporate Secretary.
3. Mr. Thanavat Pugavanaja Independent Director, Member of the Audit Committee, Member of the Remuneration Committee and Member of Corporate Governance and Risk Management Committee.

In this regard, Mr. Thanavat Pugavanaja, who has served as an independent director for a term of nine years, has expressed his intention not to seek re-nomination.

There was none of shareholders either proposes or nominates candidate to be elected as Director. Therefore, the Nominating Committee considers on an individual basis, while the interested person neither attend nor casted his vote. The Nominating Committee considered it is appropriate for the Meeting of Shareholders to re-elect the retiring directors No.1 Mr. Manu Leelanuwatana and No.2 Mr. Chanin Ratanavijai to be directors for another term.

In addition, Dr. Pisit Leeahtam was elected to replace Mr. Thanawat Pugavanaja and proposed to the General Meeting of Shareholders.

The profile of the persons nominated to be directors and the definition of independent director of the company had been sent to the shareholders together with the notice of the meeting.

The consideration of each individual director's qualification show that they are knowledgeable, competent and experienced 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.

In addition, Dr. Pisit Leeahtam, who was proposed to be a director is qualified as independent director of the Company and knowledgeable in economics, finance, banking and Organization Management as required by the company, Furthermore, he is able to provide an independent opinion which will be beneficial to the Company.

Furthermore, the Public company Act B.E.2535, section 86 specified that “company directors are not allowed to engage in other business having the same business nature, or otherwise competing with the company’s business, or becoming a partner in ordinary partnership, unlimited partner in registered ordinary partnership, or becoming the director in other companies having the same business nature or otherwise completing with the company’s business, whether for own or other persons’ benefits, except only in such cases where the shareholders’ meeting has been duly notified in advance prior to such appointment”.

The meeting was informed that above candidates do not have conflict of interest as stated. The profile of these 3 persons being nominated as director and definitions of independent director had earlier been sent out to the shareholders together with the notice of the meeting.

The Chairman of the Executive Board and Managing Director asked the meeting to cast votes to elect the directors replacing those retiring upon term completion, based on individual basis.

The meeting resolved to elect the company directors to replace those who retire by rotation. 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:

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.

Thus, The Board of Directors for 2018 comprised 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 | |

Whereas one-third of the total Board members are Independent Directors; Mr. Padoong Techasarintr, Mr. Krisada Visavateeranon and Dr. Pisit Leeahtam

AGENDA 6 : Consideration for the determination of remuneration of company directors.

Chairman of the Executive Board and Managing Director, Mr. Suchai Narongkananukul, informed the meeting that according to the Article 32 of the company’s Articles of Association, specified that “ The company is not allowed to pay for or any other properties to the directors unless for compensation according to the rights and benefits repayment by other means regularity as the directors of the company, excluding the compensation or welfare which the directors obtained as the status of officer or employee of the company.”

In the year 2017, Shareholders had approved the annual remuneration not exceed 12,000,000.- Baht (Twelve million Baht), which the company paid 7,708,000.- Baht (Seven Million Seven Hundred Eight Thousand Baht) comprising of compensation to directors of 6,290,000 Baht (Six million two hundred and ninety thousand Baht), meeting 1,418,000 Baht (One million four hundred and eighteen thousand Baht)

In 2018, the Board of Directors agreed with the Remuneration Committee's proposal to propose to the Shareholders to set the Directors' remuneration amount for performances of company for 2018 at not exceed 12,000,000.-Baht (Twelve Million Baht), excluding other remuneration or benefits duly accorded the directors as company's employee or staff member. By asking the remuneration committee to consider compensation in the amount allocated to the shareholders' approval.

The Remuneration Committee considered based on the Board of Directors' performances of company and directors as well as the authority, duty and responsibility of the directors, which will be additionally assigned 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.

The remuneration details were as follow:

The remuneration	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 / time	10,000.- Baht / time
● For The Audit Committee, The Nominating Committee, The Remuneration Committee, The Corporate Governance and Risk Management Committee.	10,000.- Baht / time	8,000.- Baht / time
● For The Audit Committee (Quarterly)	60,000.- Baht / time	30,000.- Baht / time
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.

Then, asked shareholders if there was any question.

As the meeting had no comment, The Chairman of the Executive Board and Managing Director asked the meeting to consider above proposal, whereby not less than two-thirds of the votes present at the meeting would be required to approve.

Upon consideration, the meeting 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		

AGENDA 7 : Consideration for the appointment of the Auditors and determination of Audit Fee.

Chairman of the Executive Board and Managing Director, Mr. Suchai Narongkananukul, informed the meeting that according to the Article 49 and Article 50 of the company's Articles of Association specified that, " The auditor shall not be the director, officer, employee or any designations of the company. The auditor shall be elected every year by the shareholders' ordinary meeting. The auditor who was terminated from the position able to be re-elected."

For 2018, the Board of Directors deemed it appropriate to propose to the shareholders' meeting to appoint the company auditors, as proposed by the Audit Committee. The consideration was based on their independency, performances, good working principles and other qualifications stipulated by the company's

Articles of Association and together with the requirements set forth by The Securities and Exchange Commission. The list of auditors was as follows:

1. Mr. Anusorn Kiatgungwalgri, certified public accountant registration no. 2109
(signed the Company's financial statements since 2010-2013) and/or,
2. Ms. Kwunjai Kiatgungwalgri, certified public accountant registration no. 5875
(signed the Company's financial statements since 2014-2017)
From ASV & Associates Company Limited

According to the company disclosed information on The SET's website and on the Company's website on 18 April 2018 had informed to add a name of authorized auditor in the Company's financial statements namely

3. Ms. Nongram Laohaareedilok, CPA no. 4334
(never be the authorized signature in the Financial Statements of the Company)
From AST MASTER Company Limited

In order to reserve the names of the auditors and increase their confidence in the financial statements, It's also comply with the SEC's regulations. The Board of Directors agreed with the Audit Committee to propose to the General Meeting of shareholders as mentioned above. The audit fee has not changed from the disclosure in the notice of the shareholder's meeting.

The Company would like to propose the appointment of the three auditors as mentioned above. To be the Company's auditor for the year 2018, with any of the 3 auditors above has authority to audit and certify on the company's financial statements.

Moreover, amount of work and the audit fee is reasonable as compared with the other listed company in the same level, Audit fees are determined total of 847,000.-Baht (Eight hundred forty seven thousand Baht) as follows:

Audit fees of TPCORP	2018 (Baht)	2017 (Baht)
1. Quarter 1,2,3 audit fee	270,000.-	240,000.-
2. Annual audit fee ended 31 December	500,000.-	450,000.-
3. Quarter 1-,4 audit fee of Consolidated Financial Statements for a subsidiary company	50,000.-	100,000.-
Total audit fees	820,000.-	790,000.-
<u>Other Fee</u>		
Audit fee (under BOI Condition)	27,000.-	50,000.-
Grand Total	847,000.-	840,000.-

In additions, it is agreed to propose to the 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:

Acknowledge Audit fees of subsidiary company	2018 (Baht)	2017 (Baht)
1. Quarter 1,2,3 audit fee	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	153,000.-	153,000.-

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.,

Then, asked shareholders if there was any question.

As the meeting had no comment, Chairman of the Executive Board and Managing Director asked the meeting to consider the appointment of the auditors and determination of audit fee 2018 as proposed.

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		

AGENDA 8 : Consideration for the approval of the amendment of the Company's Articles of Association No.33

Chairman of the Executive Board and Managing Director, Mr. Suchai Narongkananukul, informed the meeting that According to comply with the amendment to the Public Limited Company Act, BE 2535, Section 100 and the amendment, and the order of the Head of the National Security Council No. 21/2560 Re: Amendments to the Law to Facilitate Business Operations. The amendment of Article 33 of the Company's Articles of Association should be amended to comply with the law. The Additional regulations of Article 33 proposed to be amended as follows.

(Present) AOA no.33	✓ (Proposed to amend) AOA no.33
<p>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.</p> <p>Any meeting other than the said shall be called extraordinary shareholders' meeting.</p> <p>The Board of Directors shall summon the extraordinary shareholders' meeting at any time as deemed appropriate.</p> <p>Total amount of the shareholders not less than one / fifth (1/5) of the total amount of selling shares or shareholders not less than twenty-five (25) persons which counted together not less than one / tenth (1/10) of the total amount of selling, shares have jointly signed a letter demanding the summoning of extraordinary shareholders' meeting at any time but have to specific clearly in the letter of reason for summoning meeting. In this regard, the Board of</p>	<p>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.</p> <p>Any meeting other than the said shall be called extraordinary shareholders' meeting.</p> <p>The Board of Directors shall summon the extraordinary shareholders' meeting at any time as deemed appropriate.</p> <p>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.</p>

(Present) AOA no.33	✓ (Proposed to amend) AOA no.33
Directors shall arrange the shareholders' meeting within one (1) month since the accepting date of letter from the shareholders.	<p>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.</p> <p>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.</p>

In addition, asked the shareholders' meeting 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 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		

AGENDA 9 : Other matters (If any)

- None -

As there was no further topic or comment raised by the meeting, Chairman of the Executive Board and Managing Director therefore requested the chairman to close the meeting. The chairman informed the meeting that the company would like to express sincere thank for all attendance and declared the meeting close.

The meeting ended at 10.45 hours.

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Mr. Manu Leelanuwatana

(Mr. Manu Leelanuwatana)

Chairman of the meeting

Minutes Recorder
Mr. Chanin Ratanavijai

(Mr. Chanin Ratanavijai)

Director and Corporate Secretary