

TRANSLATION**TEXTILE PRESTIGE PUBLIC COMPANY LIMITED****The Minutes of the General Meeting of Shareholders No.42****Held on Tuesday 25 April 2017**

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 11.00 hours.

Upon appointment time, Mr.Chanin Ratanavijai, Director and Corporate Secretary, informed the meeting that, it was 11.00 hours, and there were shareholders 45 persons, holding 12,178,331 shares and proxies attending the meeting, representing 47 shareholders, holding 80,792,966 shares. There were 65 persons of shareholders and proxies attending the meeting, representing 92 shareholders, holding 92,971,297 shares or 86.08% 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, Auditor of the company and Independent Financial Advisor to the meeting, as follows:

Directors attended 9 persons

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|-----------------|--------------------|---|
| 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. Thanavat | Pugavanaja | Independent Director, Member of the Audit Committee, Member of Remuneration Committee and Member of the Corporate Governance and Risk Management Committee |
| 9. Mr. Krisada | Visavateeranon | Independent Director, Member of the Audit Committee and Chairman of the Corporate Governance and Risk Management Committee |

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 |

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

From Finnex Advisory Co., Ltd, Mr. Vasut Bunchalaksi as the Independent Financial Advisor.

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

After that, the Chairman assigned 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 2016. 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. Mr. Chanin Ratanavijai invited Mr. Manu Leelanuwatana Chairman of the company, to resume. 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 41st General Meeting of Shareholders on 26 April 2016.

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 shareholders, held on 26 April 2016 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 41st General Meeting of Shareholders

Upon consideration, the minutes was unanimously approved by the total number of votes represented at the meeting and having rights to vote as follows :

Approved 92,971,297 votes or 100.00 %

Disapproved -None-, Abstained -None-, 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 2016 and CSR REPORT were published in the CD annual report of the year 2016, 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

“Economy in the past year was affected by uncertainty of policy and global economic recovery stage including high level of household debt which limited a consumption expansion. However, the Thai economic growth was supported by investment from the government, thereby maintain its growth at 3.2 percent.

Before we get into the business operation in the past year, I would like to briefly report the result of the “Business Transfer Transaction which related to the production and sales of lingerie only” to shareholders.

The agreed price on 27 Jan. 2016 was at 863.5 million Baht which was based on the Net Asset Value on 31 December 2015, amount approximately 727 million Baht but the transfer would be on 1 February 2016 with the price adjustment condition that should be adjusted to reflect the change of business and fair to both parties. On the Transferred Date, the Net Asset Value was finalized at 562.5 million Baht approximately. The selling price was fairly adjusted to 699 million Baht. The company, then, recorded its profit from the transfer of businesses at 182.94 million Baht. The transfer was smoothly executed. The left over is transactions related with officials and dissolutions of Subsidiaries. Therefore, the Board of Directors had considered and approved the interim dividend in the amount of 108 million Baht or 1 Baht per share and already paid to Shareholders on 9 September 2016.

Now, the period that was most complicated has already passed, the Board of Directors agrees with Executives to allocate extra dividend to express their gratitude towards shareholders' trust and continuing support. This will be proposed in the “Dividend Allocation Agenda” later on.

Business Condition which related to the company operation in 2016; the products are mostly related to the automobile assemble and component in Thailand. The report from that could be used guideline as the

total car production was at 1.9 million cars, increased from 2015 by 1.64 percent, mainly comes from the increase in passengers car exported abroad and affected the company performance as followed;

Consolidated financial statements	2016 (Million Baht)	2015 (Million Baht)	Increase (Decrease) %
Total Revenues	1,480.42	1,880.31	(21.27)
Continuing Operations	1,375.68	983.94	39.81
Discontinued Operations	104.74	896.37	(88.32)
Net Profits for the Year	307.20	90.05	241.14
Continuing Operations	307.07	114.46	168.28
Discontinued Operations	(11.23)	(39.44)	(71.52)
Net Profit Ratio (%)	20.75	4.79	
Total Assets	2,596.26	2,545.41	2.00
Equity attributable to parent company	2,238.77	2,106.85	6.26

In 2017, the company has expanded its investment in machinery and equipment to manufacture raw materials that expected to enter into an industry which relates to the aging society, so-called Megatrend and expected to test run in the end of this year.

- For the associate company situated in Indonesia, its products have been well accepted by customers. But with high investment characteristic of the business, return on investment is slow. Lately, the company and its partners decided to install more machinery to increase revenue to assets ratio. The company expects it to generate sales in Third Quarter of this year.

- In Anti-Corruption policy, Board of Directors is glad to announce to the shareholders that the company has been certified as a member of the Collective Action Coalition against Corruption on 14 October 2016. The Board of Directors hopes it can ensure that the determination of the Board of Directors, Executives and Staff to extend our responsibilities not only to the company, but also to the society as a whole."

Then, asked shareholders if there was any question.

As the meeting had no more 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.

Before starting the 3rd agenda, the Corporate Secretary informed the meeting that there was 1 person, representing 1 shareholder attending the meeting, holding 37,860 shares, the total shareholders and proxies were 66 persons, representing 93 shareholders and holding 93,009,157 shares or 86.12 % of the company shares already issued and paid up.

AGENDA 3 : Consideration for the approval of the Financial Statements as at 31 December 2016.

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 2016, 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 2016 annual report earlier forwarded with the notice of the meeting to the shareholders. The key figures were in the following table :- (unit : million Baht)

Descriptions	Consolidated Financial Statements	Separate Financial Statements
Total Assets	2,596.26	2,665.26
Total Liabilities	261.04	431.60
Total Shareholders' Equity	2,335.22	2,233.66

Descriptions	Consolidated Financial Statements	Separate Financial Statements
Total Revenues	1,091.49	1,087.60
Net Profit (Owners of the parent company)	307.20	292.89
Earnings Per Share (Baht)	2.84	2.71

Then, asked shareholders if there was any question.

As the meeting had no more comment, the Chairman of the Executive Board and Managing Director asked the meeting to approve the financial statements as at 31 December 2016.

Upon consideration, the financial statements were unanimously approved by the total number of votes represented at the meeting and having rights to vote as follows :

Approved 93,009,157 votes or 100.00 %

Disapproved -None-, Abstained -None-, Invalid ballots -None-

AGENDA 4 : Consideration for the approval of the appropriation of Profit and Dividend Payment and acknowledgement of the interim dividend payment.

Chairman of the Executive Board and Managing Director, Mr. Suchai Narongkanukul, informed the meeting that, the company has 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 2016, proposed the detail as follows :-

Net Profit (Owners of the parent company) 292,893,499.28 Baht

Unappropriated, beginning forward 1,617,224,776.85 Baht

Total unappropriated, to be allocated 1,910,118,276.13 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 up 10%, the company should not allocate for as "statutory reserve" required by law.

2. The Board proposed to allocate the amount of 14,644,674.96 Baht (Fourteen Million Six Hundred Forty Four Thousand Six Hundred Seventy Four Baht and Ninety Six 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 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 9 September 2016.

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

3.1 0.50 Baht per share (Fifty Satang), will be paid out of net profits gained from corporate tax-exempted business (BOI).

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, 8 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 9 May 2017. The dividend payment will be made on 19 May 2017.

The below table is the details comparison:

Dividend description	2016	2015
Net profit (Million Baht)	292.89	119.53
Number of shares (Million shares)	108.00	108.00
Annual Dividend payment (Baht/share)	1.70	0.60
- Interim dividend (09 Sep. 2016)	1.00	-
- The remaining of Dividends payment	0.70	-
Total dividend payments (Million Baht)	183.60	64.80
Dividend ratio (Separate Financial Statements) (%)	62.68	54.21

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 and acknowledgement of the interim dividend payment.

Upon consideration, the reserve allocation and dividend payment were unanimously approved by the total number of votes represented at the meeting and having rights to vote as follows :

Approved 93,009,157 votes or 100.00 %

Disapproved -None-, Abstained -None-, 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 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.

For this year, the Directors retired by rotation are as follow:-

1. Miss Sirikul Dhanasarnsilp Director and Chairman of the Remuneration Committee
2. Mr. Wachara Poommarintr Director, Member of the Executive Board and Director of Sales and Marketing.
3. Mr.Padoong Techasarintr Independent Director, Chairman of the Audit Committee and Member of the Corporate Governance and Risk Management Committee.

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.

Since Mr. Padoong Techasarintr, who has been independent director for more than 9 years still possess all qualifications set forth in the qualifications of Independent Directors of the company, having the required expertise and experience, and have performed his duty as the independent director well. The Board of Directors then proposes the meeting to elect Mr. Padoong Techasarintr to be an independent director.

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 nominees 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 directors to replace those retiring upon term completion, according to voting results for each individual director 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	-	-	-	-	-	-
5.2 Mr. Wachara Poomarintr Director, Member of the Executive Board and Director of Sales and Marketing.	93,009,157	100.00	-	-	-	-	-	-
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	-	-	-	-

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

Thus, The Board of Directors for 2017 comprised 9 members as follows :-

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|-----------------|--------------------|-----------------|-----------------|
| 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 | | |

Whereas one-third of the total Board members are Independent Directors; Mr. Padoong Techasarintr, Mr. Thanavat Pugavanaja, Mr. Krisada Visavateeranon

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 2016, Shareholders had approved the annual remuneration not exceed 8,100,000.- Baht (Eight Million and one hundred thousand Baht), which the company paid 7,284,000.- Baht (Seven Million and Two Hundred Eighty-Four Thousand Baht) comprising of compensation to directors of 6,000,000.- Baht (Six Million Baht), meeting allowance of 1,284,000.- Baht (One Million and Two Hundred Eighty-Four Thousand Baht).

In the 42st Shareholders' meeting in 2017, 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 2017 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:

	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 unanimously approved the remuneration of the Board of Directors by the total number of votes represented at the meeting and having rights to vote as follows :

Approved 93,009,157 votes or 100.00 %

Disapproved -None-, Abstained -None-, Invalid ballots -None-

Before starting the 7th agenda, the Corporate Secretary informed the meeting that there was 1 person, representing 1 shareholder attending the meeting, holding 17,200 shares, the total shareholders and proxies were 67 persons, representing 94 shareholders and holding 93,026,357 shares or 86.14 % of the company shares already issued and paid up.

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 2017, 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:

<u>2017</u>	2016
ASV & Associates Limited	ASV & Associates Limited
Audit Fee 790,000.-Baht	Audit Fee 690,000.-Baht
1. Ms. Kwunjai Kiatgungwalgri, certified public accountant registration no. 5875 the authorized signature in the Financial Statements of the company since 2014-present	1. Ms. Kwunjai Kiatgungwalgri, certified public accountant registration no. 5875 the authorized signature in the Financial Statements of the company since 2014-present
and/or	and/or
2. Mr. Anusorn Kiatgungwalgri, certified public accountant registration no. 2109 the authorized signature in the Financial Statements of the company since 2010–2013,	2. Mr. Anusorn Kiatgungwalgri, certified public accountant registration no. 2109 the authorized signature in the Financial Statements of the company since 2010–2013,

From the office of ASV & Associates Limited to be the company auditor for the year 2017 for another term by stipulating that any of the auditors has authority to audit and certify on the company's financial statements.

Moreover, amount of work and the audit fee compared with the other listed company in same level is reasonable, Audit fees are determined total of 790,000.- Baht (Seven Hundred and Ninety Thousand Baht) and other fee; Audit fee (under BOI Condition) total of 50,000.- Baht (Fifty Thousand Baht) as follows:

Description	<u>2017</u>	2016
1. Quarter 1,2,3 audit fee	240,000.-	240,000.-
2. Annual Audit fee ended 31 December	450,000.-	450,000.-
3. Quarter 1,2,3,4 audit fee of Consolidated Financial Statements for 4 subsidiaries	100,000.-	0.-
Total audit fee	790,000.-	690,000.-
<u>Other Fee</u>		
Audit fee (under BOI Condition)	50,000.-	63,000.-
Grand Total	<u>840,000.-</u>	<u>753,000.-</u>

In additions, it is agreed to propose to the General Meeting of Shareholders for acknowledgement the other services fees paid to the same company's auditor is the auditor subsidiaries in 2017, is TPCNIC Co., Ltd. amounting to 150,000.- (One Hundred Fifty Thousand Baht) and other fee; The Financial Statements (English Version) total 3,000.-Baht (Three Thousand Baht) as follows:

Description	2017	2016
1. Quarter 1,2,3 audit fee for subsidiary of 1 company *	*75,000.-	*75,000.-
2. Annual Audit fee for subsidiary companies ended 31 December for subsidiary of 1 company *	*75,000.-	*75,000.-
3. Audit fee for the financial statements on the dissolution of 3 companies **	0.-	**230,000.-
Total audit fee	150,000.-	380,000.-

Description	2017	2016
<u>Other Fee</u>		
The Financial Statements (English Version) for subsidiary of 1 company *	3,000.-	* 3,000.-
Grand Total	<u>153,000.-</u>	<u>383,000.-</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., and 3 subsidiary companies** were T.U.C Elastic Co., Ltd., Prestige Embroidery Co., Ltd., and Prestige Plus Co., Ltd., have been dissolved since 25 February 2016 and currently in the process of liquidation.

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.

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

from the office of ASV & Associates Limited to be the company auditor for the year 2017 for another term by stipulating that any of the auditors has authority to audit and certify on the company's financial statements and determination of audit fees total of 790,000.- Baht (Seven Hundred and Ninety Thousand Baht) and other fee; Audit fee (under BOI Condition) total of 50,000.- Baht (Fifty Thousand Baht) as proposed by the Board of Directors.

The resolution was adopted unanimously by the total number of votes represented at the meeting and having rights to vote as follows:

Approved 93,026,357 votes or 100.00 %

Disapproved -None-, Abstained -None-, Invalid ballots -None-

AGENDA 8 : Consideration for the approval of the purchase of land from Saha Patana Inter-Holding Public Company Limited.

Chairman of the Executive Board and Managing Director, Mr. Suchai Narongkananukul, informed the meeting that the Board of Directors agreed with the Executive Board's proposal to propose to the Shareholders to approve the company to an acquisition transaction of the land within Saha Group Industrial Park, Amphur Sriracha, Chonburi Province, Deed no. 225020, land No. 6134, from Saha Pathana Inter-Holding Public Company Limited ("SPI"), where the factory 2 of the company is located since 1988, with the total areas of 12 Rai 1 Ngan 87 Square Wah, approximately. The purchase price is 12,000,000.- Baht (Twelve Million Baht) per Rai, or approximately total of 149,610,000.- Baht (One Hundred Forty Nine Million Six Hundred and Ten Thousand Baht). 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.

Term of payment is divided into 5 installments, without any interest, at 29,922,000 Baht per installment.

As detailed in the Information Memorandum Concerning the Acquisition of Assets and entering into a connected transaction According to the Attachment No. 13 and the opinion of the Independent Financial Advisor in Attachment No. 14, which the company has sent to the shareholders together with the notice of the meeting in advance.

(The payment conditions specified in the Attachment No. 13 are as follows:

- 1st installment: Within 30 days from the execution date of land purchase agreement
- 2nd installment: Within 1 year after the payment date of the 1st installment.
- 3rd installment: Within 1 year after the payment date of the 2nd installment
- 4th installment: Within 1 year after the payment date of the 3rd installment.
- 5th installment: On the land ownership transferring date.

The company (“Purchaser”) and SPI (“Seller”) shall register for land ownership transfer within 1 year from the payment date of the 4th installment. Land transfer fee, land purchase tax, excise and all other expenses concerning the transfer of the land will be equally responsible by the Purchaser and the Seller.)

The Board of Directors propose the meeting to approve and authorize 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 perform any necessary action on behalf of the company to acquire the aforesaid Deed No. 225020, No. 6134.

To entering into such transaction the Shareholders’ approval must be 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.

The shareholders having an Interest in the matter who are not eligible to vote, total 23,241,480 shares or 21.52% of the company shares already issued and paid up as follow;

Connected Shareholders	Number of shares in the company as at 6 March 2017	Shareholding Percentage %
1. Saha Pathana Inter-Holding Public Company Limited	12,993,750	12.03
2. Mr. Boonsithi Chokwatana	8,949,430	8.29
3. Miss Sirikul Dhanasarnsilp	498,120	0.46
4. Watsadoramai Company Limited	324,820	0.30
5. Chokwatana Company Limited	258,820	0.24
6. Pattaya Manufacturing Company Limited	216,540	0.20
Total	23,241,480	21.52

As the meeting had no comment, Chairman of the Executive Board and Managing Director asked the meeting to Consider and approve the purchase of land from Saha Patana Inter-Holding Public Company Limited and authorize 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 to acquire the deed no. 225020 land No. 6134, as proposed.

- 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

The meeting approved with votes of not less than three-fourths of the total number of votes of shareholders who participated 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 -None-, Abstained -None-, 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 11.50 hours

Minutes Recorder Mr.Chanin Ratanavijai
(Mr.Chanin Ratanavijai)
Director and Corporate Secretary

Mr.Manu Leelanuwatana
(Mr.Manu Leelanuwatana)
Chairman of the meeting