

- Translation -

No. Lor khor. 13/2558

April 28, 2015

Subject : Report on the resolution of the 2015 General Meeting of Shareholders No.40

To : Director and Manager of The Stock Exchange of Thailand

Textile Prestige Public Company Limited would like to inform the resolution of the General Meeting of Shareholders No.40 held on Tuesday, April 28, 2015. 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 39th General Meeting of Shareholders, held on April 22, 2014. The resolution was adopted unanimously as follows :

Approved, representing	95,245,663 votes, equivalent to 100.00 %
Disapproved, representing	0 vote, equivalent to 0 %
Abstained, representing	0 vote, equivalent to 0 %

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

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

3. Approval of the Financial Statements as at December 31, 2014 The resolution was adopted unanimously as follows :

Approved, representing	95,245,663 votes, equivalent to 100.00 %
Disapproved, representing	0 vote, equivalent to 0 %
Abstained, representing	0 vote, equivalent to 0 %

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

4. Approval of the appropriation of Profit and Dividend Payment as follows:

- Legal reserve is fully reserved.
- Set general reserve allocation of Baht 5,342,750.38
- Set dividend payment at baht 0.55 per share for 108,000,000 shares, total amount dividend

payments of baht 59,400,000.- to be paid from Operating period from 1 January 2014 to 31 December 2014 and retained Earnings gained from BOI business. The dividend distribution shall be payable to the Shareholders entitling to receive the dividend according to whom listed on the record date, May 11, 2015 and the closing date of the Company's share register book, according to Section 225 of the Securities and Exchange Act B.E.2535, will be on May 12, 2015. The dividend payment will be made on May 22, 2015. The resolution was adopted unanimously as follows :

Approved, representing 95,245,663 votes, equivalent to 100.00 %
Disapproved, representing 0 vote, equivalent to 0 %
Abstained, representing 0 vote, equivalent to 0 %

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

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 unanimously as follows :

Name	Approved		Disapproved		Abstained	
	Vote(s)	% *	Vote(s)	% *	Vote(s)	% *
5.1 Mr. Manu Leelanuwatana Chairman and Member of the Nominating Committee	95,245,663	100.00	-	-	-	-
5.2 Mr. Thanavat Pugavanaja Independent Director, Member of the Audit Committee, Member of the Remuneration Committee	95,245,663	100.00	-	-	-	-
5.3 Mr. Atsushi Tabata Director	95,245,663	100.00	-	-	-	-

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

Accordingly, The Board of Directors for 2015 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. Atsushi Tabata
7. Mr. Padoong Techasarintr
8. Mr. Thanavat Pugavanaja
9. Mr. Krisada Visavateeranon

Whereby the company has its Board of Directors comprising independent directors one-third of the total Board Members, with 3 independent directors as follows:

1. Mr. Padoong Techasarintr
2. Mr. Thanavat Pugavanaja and
3. Mr. Krisada Visavateeranon

6. Approval the remuneration of directors at the amount not exceeding Baht 8,100,000.- per year, the same as the previous 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.	<u>Remains</u>	
<ul style="list-style-type: none"> ● For The Board of Directors ● For The Audit Committee, The Nominating Committee, The Remuneration Committee ● For The Audit Committee (Quarterly) 	10,000.- Baht / time	8,000.- Baht / time
	10,000.- Baht / time	8,000.- Baht / time
	60,000.- Baht / time	30,000.- Baht / time
3. Other Remuneration	- 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, representing	95,245,663 votes, equivalent to 100.00 %
Disapproved, representing	0 vote, equivalent to 0 %
Abstained, representing	0 vote, equivalent to 0 %

out of the total votes of Shareholders attending the meeting.

7. Approval of appointment of the Auditors for the year 2015 as follows :

1. Ms. Kwunjai Kiatgungwalgri, certified public accountant registration no. 5875, and/or,
2. Mr. Anusorn Kiatgungwalgri, certified public accountant registration no. 2109, and/or,
3. Miss Susan Eiamwanicha, certified public accountant registration no. 4306

All of ASV & Associates Limited as Auditors of the Company for 2015, to be the company's Auditor and determine his remuneration of Baht 924,750.- annually. The resolution was adopted unanimously as follows :

Approved, representing	95,245,663 votes, equivalent to 100.00 %
Disapproved, representing	0 vote, equivalent to 0 %
Abstained, representing	0 vote, equivalent to 0 %

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

8. Other matters (if any) – None –

Your Sincerely,

Mr. Chanin Ratanavijai
Corporate Secretary