

TRANSLATION

TEXTILE PRESTIGE PUBLIC COMPANY LIMITED

The Minutes of the 45th Annual General Meeting of Shareholders

Held on Tuesday 4 August 2020

The Meeting was held at Moon room, the 10th floor, Avani+ Riverside Bangkok Hotel.
257 Charoennakorn Road, Khwaeng Samre, Khet Thon Buri, Bangkok 10600.

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	27 shareholders	holding 22,518,211 shares
there were proxies, representing	43 shareholders	holding 69,978,881 shares
<u>there were shareholders and proxies 40 persons, representing</u>	<u>70 shareholders</u>	<u>holding 90,497,092 shares</u>

or 83.79% 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:

9 members of the Board of Directors attending the meeting from 9 persons. (or representing 100% of the entire), namely;

- | | | | |
|----|--------------|-----------------|---|
| 1. | Mr. Manu | Leelanuwatana | Chairman of the Board of Directors and Member of the Nomination Committee. |
| 2. | Mr. Padoong | Techasarintr | Independent Director, Chairman of the Audit Committee, Chairman of the Corporate Governance and Risk Management Committee and Member of the Remuneration Committee |
| 3. | Miss Sirikul | Dhanasarnsilp | Director and Chairman of the Remuneration Committee |
| 4. | Mr. Utid | Tamwatin | Independent Director and Member of the Audit Committee |
| 5. | Mr. Krisada | Visavateeranon | Independent Director, Member of the Audit Committee and Member of the Corporate Governance and Risk Management Committee |
| 6. | Mr. Suchai | Narongkananukul | Chairman of the Executive Board, Managing Director, Member of the Nomination Committee, Member of the Remuneration Committee and Member of the Corporate Governance and Risk Management Committee |

- | | | |
|----|------------------------------|--|
| 7. | Mr. Arnut Rattanapathimakorn | Deputy Managing Director, Executive Director and Member of the Corporate Governance and Risk Management Committee and Director of Production |
| 8. | Mr. Somnuek Thungpukdee | Director, Executive Director and Acting for Business Manager |
| 9. | Mr. Chanin Ratanavijai | Director, Executive Director, Corporate Secretary and Senior Manager-office of the CEO |

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, Human Resources and Administration Manager and Acting for Business Promotion Manager |
| 2. | Miss Darunee Supo | Executive Board member and Accounting and Finance Manager (CFO) |
| 3. | Mr. Samai Moonlakod | Executive Board member and IT Manager |
| 4. | Mr. Supachai Taechalapanarusmie | Internal Audit Manager |
| 5. | Mrs. Sukjai Rachadej | Factory Manager |
| 6. | Mrs. Suwannee Naipongprasit | Factory Manager |

The company auditors and the inspector for the vote-counting procedure from ASV & Associates Limited, Ms. Kwunjai Kiatgungwalgri and Mr. Anusorn Kiatgungwalgri.

For this Annual General Meeting of Shareholders, Chairman of the Board of Directors, Directors, Chairman of Sub-Committees, Executives, Chief Financial Officer and Auditor attended the meeting.

After that, Mr. Chanin Ratanavijai, Director and Corporate Secretary to provide information relating to the meeting and the voting procedure. 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 2019. 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. In this meeting, if any shareholders have questions. Please write any questions on the paper and send to company staff. Please write your name-surname. To record in the minutes of the meeting

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 44th Annual 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 44th Annual General Meeting of Shareholders together with the notice of the Annual 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 44th Annual General Meeting of Shareholders.

Upon consideration, the minutes were unanimously out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

Approved	90,497,092 votes	or	100 %
Disapproved	None	or	0 %
Abstained	None	or	0 %
Invalid ballots	None	or	0 %

AGENDA 2 : To acknowledge 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 of the Board of Directors and the operating results of the company in the year 2019 are shown in the invitation letter in the form of QR Code which includes the financial statements as of 31 December 2019 and Sustainability Report, earlier sent out to the shareholders together with the notice of the meeting (Attachment No. 3), therefore, summarizing the company's performance and the subsidiaries in the past year, to the meeting as follows:

Items	Consolidated Financial Statements			
	2019	2018	Increase (Decrease)	
	million Baht	million Baht	million Baht	%
Revenues from operation	840.91	933.68	(92.77)	(9.94)
Revenues from sales	839.12	931.53	(92.41)	(9.92)
<ul style="list-style-type: none"> ● Domestic Sales ● Oversea Sales 	564.95	654.18	(89.22)	(13.64)
Revenue from hire of works	1.79	2.15	(0.36)	(16.75)
Other incomes	106.70	94.07	12.63	13.43
<ul style="list-style-type: none"> ● Rental income ● Dividend income ● Unrealized gain on reclassification of investments ● Others (interest income, profit from property sales etc.) 	2.82	16.68	(13.86)	(83.09)
	49.61	36.58	13.03	35.62
	30.96	-	30.96	100.00
	23.31	40.81	(17.50)	(42.88)
Total Revenues	947.61	1,027.74	(80.13)	(7.80)

The Company's total revenues were 947.61 million Baht, declined by 80.13 million Baht or 7.80% from the previous year. The major decline is contributed through a decline in Domestic Sales of 89.22 million Baht or 13.64% comparing to the previous year in 2018. The decline is mainly affected from the trade war which impacted the global economy. There were also other factors such as country high household debt, appreciation of Thai Baht; causing decline in export and delays in government budget spending.

For Other Income, it posted at 106.7million Baht, increased by 12.63 million Baht from 94.07 million Baht in 2018, accounted for 13.43% because the company received dividend income of 13.03 million Baht more and unrealized gain on reclassification of investments of 30.96 million Baht. Therefore the total income of the company in 2019 was accounted for 947.62 million Baht.

Products	2019		2018		Increase (Decrease)	
	Sales million Baht	%	Sales million Baht	%	Sales million Baht	%
Industries	780.84	93.05	873.36	93.76	(92.52)	(10.59)
Hygiene and Household	58.28	6.95	58.17	6.24	0.11	0.19

The composition of sales of the company and its subsidiaries in 2019 comprises of Products for Industries 780.84 million Baht declined by 92.52 million Baht of last year and accounted for a decline of 10.59% and Products for Hygiene and Household was at 58.28 million Baht which is close to the previous year figure. The proportion of the two groups of product shows 93.05% of Product for Industries and 6.95% for the Products for Hygiene and Household. The ratio is close to the previous year.

Items	Consolidated financial statements			
	2019	2018	Increase (Decrease)	
	million Baht	million Baht	million Baht	%
Total Revenues	947.61	1,027.74	(80.13)	-7.80
Total cost of operation	713.20	758.70	(45.50)	-6.00
Total expenses	160.95	185.22	(24.27)	-13.10
Income (expenses) tax	1.34	(2.76)	4.10	-148.40
Net profit for the year	74.80	81.06	(6.26)	-7.72
Net profit - Owners of the parent company	74.60	80.75	(6.15)	-7.61
Net Profit Ratio	7.87%	7.86%		

- Operating Cost in 2019 was 713.2 million Baht, declined by 45.5 million Baht, accounted for a decline of 6%.
- Total Expenses was 160.95 million Baht, declined by 24.27 million Baht, accounted for 13.10%.
- Income Tax of 1.34 million Baht. As a result, the Net Profit of the Company and its subsidiaries was 74.80 million Baht, while 74.60 million Baht belongs to the parent company comparing to last year, the net profit of the parent company was 80.75 million Baht, declined by 7.61%. Thus the Net Profit Ratio was 7.87%, close to last year figured which was posted at 7.86%.

Financial Status of the company and its subsidiaries, as shown in the table

Items	Consolidated financial statements			
	2019	2018	Increase (Decrease)	
	million Baht	million Baht	million Baht	%
Total Assets	2,572.99	2,723.27	(150.28)	(5.52)
Total Liabilities	290.68	318.84	(28.16)	(8.83)
Total Shareholders' equity	2,282.31	2,404.43	(122.12)	(5.08)

The Total assets was 2,573 million Baht, declined by 5.52%. Total liabilities at the end of the year was 290.68 million Baht, declined by 8.83%. Shareholders' equity declined by 122.12 million Baht, accounted for a decrease of 5.08%.

The year 2020 is the year that the global economy is in serious trouble. IMF released the world economic forecasts of predicting that will be contracting by 4.9% compare to earlier forecast in April at negative 3% and is likely to decline further.

For Thailand, the Monetary Policy Committee has predicted at the end of June that the Thai economic growth will be negative by 8.1% worsen than the earlier prediction of minus 5.3%.

The Ministry of Commerce reported a 22.5% negative in May country export. These can be seen that economic and trade conditions in almost every category around the world is at risk.

As for the company, Board of directors and the management are putting their utmost effort to diversify the business types to reduce risks, which that the company has aimed for the past few years by focusing on creating more of new products that are less referenced to the economic cycle, such as products related to hygiene. However, it is needed to understand that in developing new products or being new players in the market will always have a higher cost. In the long run, we will be more efficient and reduce business risks.

In corporate governance and participation in social and environment,

- The Board of Directors has reviewed and improved the charter of the sub-committee and the roles and responsibilities of the various Board of Directors are clearly defined and suitable for the situation.
- In addition, the Board has approved the principles of good corporate governance for listed companies or CG Code for comparison, review and adjustment with the company. To comply with the intention and the expectations of society and all stakeholders

In the anti-corruption

- The Board has reviewed the requirements and guidelines. As well as encouraging serious practice and assign management to be included as a new employee orientation and included in the annual training plan to continuously provide knowledge and understanding to the employees
- In the year 2019, the company has already renewed the membership of the CAC (Re-Certification no. 1).
- The company has not found any problems regarding corruption or violation of business ethics.

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: To consider and approve the Financial Statements for the year ended December 31, 2019

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 2019, 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 2019 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	2,572.99	2,537.91
Total Liabilities	290.68	288.08
Total Shareholders' Equity	2,282.31	2,249.83
Total revenues from operation	840.91	835.15
Net Profit (Owners of the parent company)	74.60	72.79
Earnings Per Share (Baht)	0.69	0.67

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 2019.

Upon consideration, the financial statements were adopted unanimously out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

Approved	90,497,092 votes	or	100 %
Disapproved	None	or	0 %
Abstained	None	or	0 %
Invalid ballots	None	or	0 %

AGENDA 4 : To consider and approve the allocation of profit and acknowledgement of the Interim 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 2019, proposed the detail as follows :-

- Net Profit (Separate Financial Statements) 72,792,409.74 Baht
- Add Unappropriated, beginning forward 1,762,722,787.55 Baht
- Total unappropriated, to be allocated 1,835,515.197.29 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 3,639,620.49 Baht (Three million six hundred and thirty nine thousand six hundred twenty Baht forty nine Satang) as general reserve.
3. Acknowledged interim dividend payment and no additional dividend payment for the company's operating results for the year 2019 because the company has paid the interim dividends 2 times from the retained earnings and the operating results of the year 2019 in the total of 0.60 Baht per share (Sixty satang) as follows;

The 1st interim dividend on 21 January 2020, at the rate of 0.16 Baht per share (Sixteen satang), total 17,280,000 Baht (Seventeen million two hundred and eighty thousand Baht only) for the 9-month

performance of the year 2019, by paying from the net profit and retained earnings of the BOI which is exempt from corporate income tax.

And to reduce the impact that may occur on shareholders from the postponement of the Annual General Meeting of Shareholders indefinitely due to the epidemic situation of the Coronavirus disease (COVID-19)

The 2nd interim dividend on 30 April 2020, at the rate of 0.44 Baht per share (Forty-four satang), total 47,520,000 Baht (Forty-seven million, five hundred and twenty thousand Baht only) paid from the operating results for the date of 1 January 2019 to 31 December 2019 and the retained earnings of the business which pay corporate income tax at the rate of 20 percent.

And it is appropriate to propose the shareholders' meeting to acknowledge the said interim dividend payment and the Board of Directors will not propose to pay the 2019 dividend again.

Summary of dividend payment details, which is in accordance with (more over), the company's dividend policy as follows:

Dividend description		2019	2018
Net profit (Separate Financial Statements)	(million Baht)	72.79	73.12
Number of shares	(million shares)	108.00	108.00
Annual Dividend payment	(Baht/Share)	0.60	0.60
• The 1 st interim dividend on 21 January 2020	(Baht/Share)	0.16	-
• The 2 nd interim dividend on 30 April 2020	(Baht/Share)	0.44	-
Total dividend payments	(million Baht)	64.80	64.80
Dividend ratio (Separate Financial Statements)	(%)	89.02	88.63

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 acknowledgement of the Interim Dividend Payment was adopted unanimously out of the total votes of the shareholders attending the meeting and having the rights to vote as follows:

Approved	90,497,092 votes	or	100 %
Disapproved	None	or	0 %
Abstained	None	or	0 %
Invalid ballots	None	or	0 %

AGENDA 5 : To consider and elect the directors in replacement of those who retire by rotation.

Chairman of the Executive Board and Managing Director, Mr. Suchai Narongkananukul, informed the meeting that according to the Public Limited Companies Act and the company's Articles of Association Article 20 and 21, 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. Somnuek | Thungpukdee |
| 2. Miss Sirikul | Dhanasamsilp |
| 3. Mr. Padoong | Techasarintr |

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.1-3 to be directors for another term.

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 shows 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.

Since Mr. Padoong Techasarintr, who has been independent director for more than 9 years possess all qualifications set forth in the qualifications of Independent Director of the company knowledgeable in Accounting and auditing 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.

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 cast votes to elect the directors replacing those retiring upon term completion, based on individual basis as follows:

1. Mr. Somnuek Thungpukdee, to be Company Director

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	90,497,092 votes	or	100 %
Disapproved	None	or	0 %
Abstained	None	or	0 %
Invalid ballots	None	or	0 %

2. Miss Sirikul Dhanasarnsilp, to be Company Director

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

Approved	90,497,092 votes	or	100 %
Disapproved	None	or	0 %
Abstained	None	or	0 %
Invalid ballots	None	or	0 %

3. Mr. Padoong Techasarintr, to be Independent Director and the Audit committee

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

Approved	90,497,082 votes	or	100 %
Disapproved	10 Votes	or	0 %
Abstained	None	or	0 %
Invalid ballots	None	or	0 %

During the summary of the number of directors for the year 2020, please ask the staff to collect the ballots from everyone.

Thus, The Board of Directors for 2020 comprised 9 members as follows :-

1. Mr. Manu	Leelanuwatana	2. Mr. Suchai	Narongkananukul
3. Mr. Arnut	Rattanapathimakorn	4. Mr. Chanin	Ratanavijai
5. Mr. Somnuek	Thungpukdee	6. Miss Sirikul	Dhanasarnsilp
7. Mr. Padoong *	Techasarintr	8. Mr. Utid *	Tamwatin
9. Mr. Krisada *	Visavateeranon		

Whereas one-third of the total Board members are Independent Directors *; Mr. Padoong Techasarintr, Mr. Utid Tamwatin and Mr. Krisada Visavateeranon, which all 3 persons are also members of the Audit Committee of the Company.

AGENDA 6 : To consider and approve the remuneration of the Company's Directors.

Chairman of the Executive Board and Managing Director, Mr. Suchai Narongkananukul, informed the meeting that according to the Public Limited Companies Act and the company's Articles of Association Article 32, 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 2019, Shareholders had approved the annual remuneration not exceed 12,000,000 Baht (Twelve million Baht), which the company paid 7,820,000 Baht (Seven million eight hundred twenty thousand Baht) comprising of compensation to directors of 6,500,000 Baht (Six million five hundred thousand Baht), meeting allowance 1,320,000 Baht (One million three hundred twenty thousand Baht)

In 2020, 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 2020 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 Nomination 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 has approved to pay compensation to the Board of Directors in the total amount not exceeding 12,000,000.- Baht per year (Twelve Million Baht only) by authorizing the Remuneration Committee to allocate within the amount approved by the shareholders' meeting was adopted unanimously out of the total votes of the shareholders attending the meeting as follows:

Approved	90,497,092 votes	or	100 %
Disapproved	None	or	0 %
Abstained	None	or	0 %
Invalid ballots	None	or	0 %

AGENDA 7 : To consider and appoint the auditors and fix the audit fees.

Chairman of the Executive Board and Managing Director, Mr. Suchai Narongkananukul, informed the meeting that according to the Public Limited Companies Act and the company's Articles of Association Article 49 and Article 50, 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."

In 2019, the auditor who has authorized signature in the Financial Statements of the company is Ms. Kwunjai Kiatgungwalgri, C.P.A. No. 5875, the office of ASV & Associates Limited, the audit fee and other fee was 841,000.-Baht (Eight hundred and forty-one thousand Baht)

For 2020, 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. It is deemed appropriate to propose to the Annual General Meeting of Shareholders to appoint the auditors for the year 2020 as follows:

1. Mr. Prasitporn Kesama, certified public accountant no. 9910 or
(Never be the authorized signature in the Financial Statements of the Company)
2. Mr. Satis Kiatgungwalgri, certified public accountant no. 9760 or
(Never be the authorized signature in the Financial Statements of the Company)
3. Mr. Anusorn Kiatgungwalgri, certified public accountant no. 2109 or
(The authorized signature in the Financial Statements of the company since 2010 – 2013 total 4 years)
4. Ms. Kwunjai Kiatgungwalgri, certified public accountant no. 5875
(The authorized signature in the Financial Statements of the company since 2014 – 2019 total 6 years)

Auditors from the office of ASV & Associates Limited to be the company auditor for the year 2020 for another term by stipulating that any of the auditors has authority to audit and express opinion on the company's financial statements.

And would like to inform you that the company agreed that the auditors as listed above reviewing financial statements for the first quarter of 2020 by which the company has correctly proceeded according to the announcement of the Capital Market Supervisory Board No. Tor Chor. 28/2563 dated March 27, 2020.

With the consideration of independence, operation result, professional standard and qualifications stipulated by the company Articles of Association and regulation of Securities and Exchange Commission. Moreover, job quantity and the remuneration fee compared with audit fee of the other Listed Company in same level is reasonable, Audit fees and other service are determined of total 905,250.-Baht (Nine hundred five thousand and two hundred fifty Baht) as follows:

Audit fees of TPCORP	2020 (Baht)	2019 (Baht)
1. Quarter 1,2,3 audit fee	300,000.-	270,000.-
2. Annual audit fee ended 31 December	600,000.-	500,000.-

Audit fees of TPCORP	2020 (Baht)	2019 (Baht)
3. Quarter 1-,4 audit fee of Consolidated Financial Statements for a subsidiary company	-	50,000.-
Total audit fees	900,000.-	820,000.-
<u>Other Fee</u>		
Audit fee (under BOI Condition)	5,250.-	21,000.-
Grand Total	<u>905,250.-</u>	<u>841,000.-</u>

In additions, it is agreed to propose to the Annual General Meeting of Shareholders for acknowledge the Audit fees and other fee of subsidiary company paid to the same office of total 173,000.- Baht (One hundred and seventy-three thousand Baht) as follows:

Acknowledge Audit fees of subsidiary company	2020 (Baht)	2019 (Baht)
1. Quarter 1,2,3 audit fee	80,000.-	75,000.-
2. Annual audit fee ended 31 December	90,000.-	75,000.-
Total audit fees	170,000.-	150,000.-
<u>Other Fee</u>		
The Financial Statements (English Version)	3,000.-	3,000.-
Grand Total	<u>173,000.-</u>	<u>153,000.-</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.,

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 and appoint the auditors and fix the audit fees for the year 2020 as proposed.

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

Approved	90,497,092 votes	or	100 %
Disapproved	None	or	0 %
Abstained	None	or	0 %
Invalid ballots	None	or	0 %

AGENDA 8 : Other matters (If any)

No shareholders proposed additional agenda and no question.

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.

..... *Mr. Manu Leelanuwatana*

(Mr. Manu Leelanuwatana)

Chairman of the meeting

Minutes Recorder *Mr. Chanin Ratanavijai*

(Mr. Chanin Ratanavijai)

Director and Corporate Secretary