

TRANSLATION

**TEXTILE PRESTIGE PUBLIC COMPANY LIMITED**

**The Minutes of the 46<sup>th</sup> Annual General Meeting of Shareholders**

**Held on Tuesday 27 April 2021**

The Meeting was held at Chao Praya Room 2, The Monthien Riverside Hotel.  
372 Rama 3 Road, Khwang Bang Khlo, Khet Bang Kho Laem, Bangkok.

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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	22 shareholders	holding 4,616,726 shares
there were proxies, representing	45 shareholders	holding 87,346,196 shares
<u>there were shareholders and proxies 30 persons, representing</u>	<u>67 shareholders</u>	<u>holding 91,962,922 shares</u>

or 85.15% 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. Dr. Utid             | Tamwatin       | Independent Director, Member of the Audit Committee and Member of the Corporate Governance and Risk Management Committee   |
| 5. Assoc. Prof. 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, Acting for Business Manager and Factory Manager   |
| 9. | Mr. Chanin Ratanavijai       | Director, Executive Director, Corporate Secretary and Senior Manager-office of the CEO  |

Other Executives attended the meeting, namely;

- |    |                                 |  |
|----|---------------------------------|--|
| 1. | Miss Darunee Supo               | Executive Board member and Accounting and Finance Manager (CFO)  |
| 2. | Miss Rachanee Luevipasakul      | Executive Board member, Human Resources and Administration Manager and Acting for Business Promotion Manager |
| 3. | Mr. Koravit Narongkananukul     | Executive Board member and Marketing Manager   |
| 4. | Mr. Samai Moonlakod             | Executive Board member and IT Manager  |
| 5. | Mr. Supachai Taechalapanarusmie | Internal Audit Manager   |
| 6. | Mrs. Sukjai Rachadej            | Factory Manager  |
| 7. | Mrs. Suwannee Naipongprasit     | Factory Manager  |

The company auditors from ASV & Associates Limited, Mr. Prasitporn Kesama

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 2020. 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 the 6<sup>th</sup> agenda.

Directors will 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 will 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 Extraordinary Meeting of Shareholders No. 1/2563**

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](http://www.tpcorp.co.th). The company had earlier sent out the copy of the minutes of the Extraordinary Meeting of Shareholders No. 1/2563 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 Extraordinary Meeting of Shareholders No. 1/2563.

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	91,962,922 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 2020 are shown in the invitation letter in the form of QR Code which includes the financial statements as of 31 December 2020 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 ("The Group") in the past year, to the meeting as follows:

Consolidated Financial Statements

Items	2020 (million Baht)	%	2019 (million Baht)	%	% Y'20/Y'19
Revenue from sales	759.72	92.5	839.12	91.5	90.54
Other incomes	61.81	7.5	77.53	8.5	79.72
<b>Total revenues from operation</b>	<b>821.53</b>	<b>100.0</b>	<b>916.65</b>	<b>100.0</b>	<b>89.62</b>
Cost of sales	591.75	77.9	713.20	85.0	82.97
<b>Gross profit</b>	<b>229.78</b>	<b>28.0</b>	<b>203.45</b>	<b>22.2</b>	<b>112.94</b>
Operating expenses	155.29	18.9	145.58	15.9	106.67
Finance cost	2.80	0.3	4.30	0.5	65.12
<b>Operating profit</b>	<b>71.69</b>	<b>8.7</b>	<b>53.57</b>	<b>5.8</b>	<b>133.82</b>
<b>Earnings per share</b>	<b>0.66</b>	<b>Baht/Share</b>	<b>0.50</b>	<b>Baht/Share</b>	

Unrealized expenses	104.29	12.7	(30.96)	(3.4)	(336.9)
Allowance for impairment of investment	11.12	1.4	12.07	1.3	92.13
<b>Profit (Loss) before income tax</b>	<b>(43.72)</b>	<b>(5.3)</b>	<b>72.46</b>	<b>7.9</b>	<b>(60.3)</b>
Income tax	23.16	2.8	1.34	0.1	1,728.36
<b>NET PROFIT (LOSS) FOR THE PERIOD</b>	<b>(20.56)</b>	<b>(2.5)</b>	<b>73.80</b>	<b>8.1</b>	<b>(27.9)</b>
<b>PROFIT (LOSS) ATTRIBUTABLE TO: Owners of the parent company</b>	<b>(19.51)</b>		<b>74.60</b>		
<b>Earnings per share</b>	<b>(0.18)</b>	<b>Baht/Share</b>	<b>0.69</b>	<b>Baht/Share</b>	

- Total revenues from operation of the group of companies were 821.53 million Baht or 89.62% compared to the previous year.
- Cost of sales amounted to 591.75 million Baht or 82.97%.
- Gross profit was 229.78 million Baht, an increase to 112.94%.
- Operating expenses were 155.29 million Baht, an increase to 106.67%.
- Finance cost 2.8 million Baht, a decrease to 65.12%.
- Operating profit before revaluation of financial assets, impairment and share of loss from investments in associates amounted to 71.69 million Baht, an increase to 133.82% compared to the previous year.
- Earnings per share will be 0.66 Baht per share, compared to the previous year at 0.50 Baht per share, an increase of 0.16 Baht per share.

In 2020, when the coronavirus outbreak occurs, the company has to recognize a loss from financial asset revaluation of 104.29 million Baht, combined with an investment allowance of 11.12 million Baht. Income from Income tax item of 23.16 million Baht, resulting in a loss of 20.56 million Baht, compared to the previous year with a profit of 73.8 million Baht, the net loss of the majority shareholder of 19.51 million Baht, when accounting for earnings per share is 0.18 Baht per share

The main reason for the decrease in sales of the group of companies due to the coronavirus outbreak and the impact of the trade war on the global economy. Mostly is from the decline in exports.

Products	2020		2019		Increase (Decrease)	
	Sales million Baht	%	Sales million Baht	%	Sales million Baht	%
Industries	576.70	75.91%	780.84	93.05%	-204.14	-26.14
Hygiene and Household	183.02	24.09%	58.28	6.95%	124.74	214.04

The sales structure according to the product group in 2020 consists of

- . industrial products with sales of 576.70 million Baht, decrease from the previous year by 204.14 million Baht or 26.14%
- . And the share of hygiene and household products was 183.02 million Baht, an increase of 124.74 million Baht or an increase 214.04%.

The sales of Industrial product group is accounted for 75.91%, and 24.09% for hygiene and household. This can be seen that household and hygiene products have increased significantly due to the COVID-19 epidemic.

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

Items	Consolidated financial statements			
	2020	2019	Increase (Decrease)	
	million Baht	million Baht	million Baht	%
Total Assets	2,616.72	2,572.99	43.73	1.70%
Total Liabilities	258.14	290.68	-32.54	-11.19%
Total Shareholders' equity	2,358.58	2,282.31	76.27	3.34%

- . The group of companies had total assets of 2,616.72 million Baht, an increase of 1.70%.
- . Total liabilities at the end of the year amounted to 258.14 million Baht, a decrease of 11.19%.
- . And the shareholders' equity was 2,358.58, an increase of 76.27 million Baht or 3.34 %.

It is a proof of the good supervision and good management in the past years, the company has been included in the list of Thai Sustainability Investment for the first year along with being assessed for corporate governance from the Thai Institute of Directors Association (IOD) to be in the "very good" category. In addition, the company has never received any complaint in corporate governance or corruption matter.

This year the Board of Directors decided to allocate dividends to support the shareholders' income and promote the economy as a whole.

For the coming year 2021, the company also aims to develop new products and more new business models. The company will also pay more attention to managing risk in order to be in line with the changes to continue its sustainable development.

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, 2020**

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 2020, 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 2020 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	2,616.72	2,583.46
Total Liabilities	258.14	256.56
Total Shareholders' Equity	2,358.58	2,326.90
Total revenues from operation	762.91	755.35
Net Profit (Owners of the parent company)	-19.51	-19.77
Earnings Per Share (Baht)	-0.18	-0.18

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 2020.

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	91,962,922 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 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,

In 2020, the company has net loss from Separate Financial Statements of 19.77 million Baht, however the retain earnings of the company is sufficient for dividend payment allocation to the shareholders.

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

1. Reserve allocation; since the company had fulfilled its statutory reserve of 10%, the company shall not allocate for "statutory reserve".
2. General reserve; To propose to the shareholders' meeting to approve not to reserve.
3. Dividend payment: To propose dividend payment to the Shareholders' meeting for an approval to pay Dividend for the year 2020, at the rate of 0.60 Baht per share (Sixty Satang), Total of 64,800,000 Baht (Sixty-four million and eight hundred thousand Baht), which is paid from the retained earnings of 20 percent corporate tax-paid business.

The record date to determine the names of shareholders, who are eligible to receive the dividend is on 11 May 2021. The dividend payment will be made on 25 May 2021.

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

Dividend description		<u>2020</u>	2019
Net profit (Separate Financial Statements)	(million Baht)	-19.77	72.79
Number of shares	(million shares)	108.00	108.00
Annual Dividend payment	(Baht/Share)	0.60	0.60
• The 1 <sup>st</sup> interim dividend	(Baht/Share)	-	0.16
• The 2 <sup>nd</sup> interim dividend	(Baht/Share)	-	0.44
Total dividend payments	(million Baht)	64.80	64.80
Dividend ratio (Separate Financial Statements)	(%)	-327.8	89.02

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

Approved	91,962,922 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. Manu   | Leelanuwatana |
| 2. Mr. Chanin | Ratanavijai   |
| 3. Dr. Utid   | Tamwatin      |

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 Dr. Utid Tamwatin, who has been independent director for less than 9 years possess all qualifications set forth in the qualifications of Independent Director of the company knowledgeable in law 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:



#### 5.1 Mr. Manu Leelanuwatana, to be Company Director

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

Approved	91,962,912 votes	or	100 %
Disapproved	10 votes	or	0 %
Abstained	None	or	0 %
Invalid ballots	None	or	0 %

#### 5.2 Mr. Chanin Ratanavijai, 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	91,962,922 votes	or	100 %
Disapproved	None	or	0 %
Abstained	None	or	0 %
Invalid ballots	None	or	0 %

#### 5.3 Dr. Utid Tamwatin, to be Independent Director and the Audit committee

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

Approved	91,962,922 votes	or	100 %
Disapproved	None	or	0 %
Abstained	None	or	0 %
Invalid ballots	None	or	0 %

### **AGENDA 6: To consider and approve to increase Board's members and appointment of new Directors**

Chairman of the Executive Board and Managing Director, Mr. Suchai Narongkananukul, informed the meeting that the Nomination Committee has considered the structure of the Board of Directors and consider the diversity Including basic qualifications, expertise from multiple occupations, leadership, vision, morality, ethics, transparent background, and not prohibited by law and the Company's regulations to be elected as directors to further the sustainable growth of the company. Therefore, it is appropriate to increase the number of directors from 9 to 11 directors. Mr. Koravit Narongkananukul is proposed to be appointed as the Company's director and Assoc. Prof. Dr. Supachet Chansarn is an independent director and a member of the audit committee.

Therefore, it is agreed as proposed by the Nomination Committee, It is deemed appropriate to propose to the 46<sup>th</sup> Annual General Meeting of Shareholders to consider and approve an increase number of directors and propose to appoint new directors from 9 persons to 11 persons by proposing to appoint 2 new directors. Mr. Koravit Narongkananukul is proposed to be a Company's director and Assoc. Prof. Dr. Supachet Chansarn to be an independent director and a member of the audit committee. The persons nominated have gone through the screening process of the Nomination Committee and the Board of Directors respectively. They are considered from the individual qualifications and to posses knowledge, capability, experience that is suitable for the Company's business operation.

Assoc. Prof. Dr. Supachet Chansarn, who is nominated as independent director and audit committee member qualify for an Independent Director of the company. His experience is in the fields that the company needs and is able to express their opinions independently and in accordance with relevant guidelines. Profiles of persons nominated for new directorships are enclosed in Attachment No.4.

Therefore, informed the meeting to approve the increase of the number of directors from 9 directors to 11 directors, Mr. Koravit Narongkananukul is proposed to be a Company's director and Assoc. Prof. Dr. Supachet Chansarn to be an independent director and a member of the audit committee.

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 by individual basis as follows:

6.1 Mr. Koravit Narongkananukul, 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	91,962,922 votes	or	100 %
Disapproved	None	or	0 %
Abstained	None	or	0 %
Invalid ballots	None	or	0 %

6.2 Assoc. Prof. Dr. Supachet Chansarn, to be Independent Director and the Audit committee

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

Approved	91,962,922 votes	or	100 %
Disapproved	None	or	0 %
Abstained	None	or	0 %
Invalid ballots	None	or	0 %

During the summary of the number of directors for the year 2021, please ask the staff to collect the ballots from everyone.

Thus, The Board of Directors for 2021 comprised 11 members as follows:-

1. Mr. Manu	Leelanuwatana	2. Mr. Suchai	Narongkananukul
3. Mr. Arnut	Rattanapathimakorn	4. Mr. Chanin	Ratanavijai
5. Mr. Somnuek	Thungpukdee	6. Mr. Koravit	Narongkananukul
7. Miss Sirikul	Dhanasarnsilp	8. Mr. Padoong *	Techasarintr
9. Dr. Utid *	Tamwatin	10. Assoc. Prof. Krisada *	Visavateeranon
11. Assoc. Prof. Dr. Supachet *	Chansarn		

Whereas one-third of the total Board members are Independent Directors; Mr. Padoong Techasarintr, Dr. Utid Tamwatin, Assoc. Prof. Krisada Visavateeranon and Assoc. Prof. Dr. Supachet Chansarn, which all 4 persons are also members of the Audit Committee of the Company.

**AGENDA 7: 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 2020, Shareholders had approved the annual remuneration not exceed 12,000,000 Baht (Twelve million Baht), which the company 7,986,000.- Baht ( Seven million nine hundred eighty-six thousand Baht) comprising of compensation to directors of 6,500,000 Baht (Six million five hundred thousand Baht), meeting allowance 1,486,000.-Baht (One million four hundred and eighty-six thousand Baht)

In 2021, 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 2021 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	91,962,922 votes	or	100 %
Disapproved	None	or	0 %
Abstained	None	or	0 %
Invalid ballots	None	or	0 %

**AGENDA 8: 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 2020, the auditor who has authorized signature in the Financial Statements of the company is Mr. Prasitporn Kesama, certified public accountant no. 9910, the office of ASV & Associates Limited, the audit fee and other fee was 905,250.- Baht (Nine hundred thousand five thousand two hundred and fifty Baht)

For 2021, 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 2021 as follows:

1. Mr. Prasitporn Kesama, certified public accountant no. 9910 or  
(The authorized signature in the Financial Statements of the company since 2020 – Present.)
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 2021 for another term by stipulating that any of the auditors has authority to audit and express opinion on the company's financial statements.

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 1,000,000.-Baht (One Million Baht) as follows:

Audit fees of TPCORP	2021 (Baht)	2020 (Baht)
1. Quarter 1,2,3 audit fee	300,000.-	300,000.-
2. Annual audit fee ended 31 December	600,000.-	600,000.-
<b>Total audit fees</b>	<b>900,000.-</b>	<b>900,000.-</b>
<u>Other Fee</u>		
Audit fee (under BOI Condition) is not exceed	100,000.-	5,250.-
<b>Grand Total</b>	<b>1,000,000.-</b>	<b>905,250.-</b>

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	2021 (Baht)	2020 (Baht)
1. Quarter 1,2,3 audit fee	90,000.-	90,000.-
2. Annual audit fee ended 31 December	80,000.-	80,000.-
<b>Total audit fees</b>	<b>170,000.-</b>	<b>170,000.-</b>
<u>Other Fee</u>		
The Financial Statements (English Version)	3,000.-	3,000.-
<b>Grand Total</b>	<b>173,000.-</b>	<b>173,000.-</b>

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	91,962,922 votes	or	100 %
Disapproved	None	or	0 %
Abstained	None	or	0 %
Invalid ballots	None	or	0 %

**AGENDA 9: To consider and approve the change of the Company's name, Securities Symbol and amendment to Company's Memorandum of Association Clause 1. Company name**

Chairman of the Executive Board and Managing Director, Mr. Suchai Narongkananukul, informed the meeting that due to business direction of the company to produce and develop Medical and Hygiene Products and Equipment including more consumer goods and desire to improve the image to be modern and reflect the modern organization that values innovation, the company wishes to change the company name in order to be consistent with the current and future business operations together with promoting the image of the company.

Therefore, it is agreed to propose to the Shareholders' meeting to consider and approve the change of the Company's name, Security Symbol and amendment of the Memorandum of Association Clause 1. The company name is as follows:

1. The Company's name and Securities Symbol

	Company's name (Thai)	Company's name (English)	Securities symbol
Present	บริษัท เท็กซ์ไทล์เพรสทีจ จำกัด (มหาชน)	Textile Prestige Public Company Limited	TPCORP
<u>New</u>	บริษัท ทีพีซีเอส จำกัด (มหาชน)	TPCS Public Company Limited	TPCS

2. Amendment of Clause 1 of the Company's Memorandum of Association to be in line with the change of the Company's name as follows:

From	The Company's name	“บริษัท เท็กซ์ไทล์เพรสทีจ จำกัด (มหาชน)”
	name in English as	“Textile Prestige Public Company Limited”
<u>Change to</u>	The Company's name	“บริษัท ทีพีซีเอส จำกัด (มหาชน)”
	name in English as	“TPCS Public Company Limited”

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 approve the change of the Company's name, Securities Symbol and amendment to Company's Memorandum of Association Clause 1. Company name

This agenda requires not less than three-fourths of total votes of the shareholders present at the meeting and having the voting rights.






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	91,962,922 votes	or	100 %
Disapproved	None	or	0 %
Abstained	None	or	0 %
Invalid ballots	None	or	0 %

**AGENDA 10: To consider and approve the change of the Company's logo and the Company's Stamp.**

Chairman of the Executive Board and Managing Director, Mr. Suchai Narongkananukul, informed the meeting that in accordance with the change of the Company's name. It is deemed appropriate to change the Company's logo and the Company's Stamp.

Therefore, it is agreed to propose to the shareholders' meeting to consider and approve the change of the Company's Logo and the Company's Stamp to be in line with the change of the Company's name as follows:

	Present	<u>New</u>
Company's Logo		  <u>and/or</u>    <i>(Font color depends on the background color)</i>
Company's Stamp	  <i>(The Company's Stamp is in red color)</i>	  <i>(The Company's Stamp is in red color)</i>

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 approve the change of the Company's logo and the Company's Stamp.

This agenda requires not less than three-fourths of total votes of the shareholders present at the meeting and having the voting rights.

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	91,962,922 votes	or	100 %
Disapproved	None	or	0 %
Abstained	None	or	0 %
Invalid ballots	None	or	0 %



**AGENDA 11: To consider and approve the amendment of the Company's Articles of Association Clause 1., Clause 2., Clause 61. and Clause 62. The name of the company and the seal of the company.**

Chairman of the Executive Board and Managing Director, Mr. Suchai Narongkananukul, informed the meeting that in accordance with the change of the company's name and company's Stamp. It is deemed appropriate to consider and approve the amendment of the Company's Articles of Association Clause 1., Clause 2., Clause 61. and Clause 62. The name of the company and the seal of the company.

Therefore, it is agreed to propose to the amendment of the Company's Articles of Association, Clause 1., Clause 2., Clause 61. and Clause 62. The name of the company and the seal of the company. In accordance with the change of the company's name and company's Stamp as follows:

	Present Company's Articles of Association	<u>Propose to amendment</u> Company's Articles of Association
Clause 1.	These Articles shall be called the Articles of Association of TEXTILE PRESTIGE PUBLIC CO., LTD.	These Articles shall be called the Articles of Association of TPCS PUBLIC CO., LTD.
Clause 2.	The term "Company" in these Articles of Association shall mean TEXTILE PRESTIGE PUBLIC CO., LTD.	The term "Company" in these Articles of Association shall mean TPCS PUBLIC CO., LTD.
Clause 61.	Those agendas or approval which the shareholders of TEXTILE PRESTIGE CO., LTD. has defined or approved to the Board of Directors prior to this Articles become effective, and as far as unpolished or uncontradicted to this Articles herein law regarding the subject of Public Company Limited shall become effective till this Articles has been amended otherwise.	Those agendas or approval which the shareholders of TPCS PUBLIC CO., LTD. has defined or approved to the Board of Directors prior to this Articles become effective, and as far as unpolished or uncontradicted to this Articles herein law regarding the subject of Public Company Limited shall become effective till this Articles has been amended otherwise.



	Present Company's Articles of Association	<u>Propose to amendment</u> Company's Articles of Association
Clause 62.	<p>The company's stamp shall be applied by this seal affixing as below:</p>  <p style="text-align: center;"><i>(The Company's Stamp is in red color)</i></p>	<p>The company's stamp shall be applied by this seal affixing as below:</p>  <p style="text-align: center;"><i>(The Company's Stamp is in red color)</i></p>

In addition, the shareholders' meeting is requested to authorize the authorized directors of the company or the person assigned by the authorized directors of the company to amend any statement according to the advice, opinion or order of the Registrar or any other relevant government agency.

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 approve the amendment of the Company's Articles of Association Clause 1., Clause 2., Clause 61. and Clause 62. The name of the company and the seal of the company.

This agenda requires not less than three-fourths of total votes of the shareholders present at the meeting and having the voting rights.

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	91,962,922 votes	or	100 %
Disapproved	None	or	0 %
Abstained	None	or	0 %
Invalid ballots	None	or	0 %

**AGENDA 12: 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 thanks for all attendance and declared the meeting close.

The meeting ended at 10.49 hours.

..... *Mr. Manu Leelanuwatana* .....

(Mr. Manu Leelanuwatana)

Chairman of the meeting

Minutes Recorder ..... *Mr. Chanin Ratanavijai* .....

(Mr. Chanin Ratanavijai)

Director and Corporate Secretary