

TRANSLATION

TEXTILE PRESTIGE PUBLIC COMPANY LIMITED
The Minutes of the General Meeting of Shareholders No.41
Held on Tuesday, April 26, 2016

The Meeting was held at Chao Praya Room 2, The Monthien Riverside Hotel, 372, Rama 3 Road, Khwang BangKhlo, Khet Bangkholaem, Bangkok.

The meeting commenced at 10.00 hours.

Upon appointment time, Mr.Chanin Ratanavijai, Corporate Secretary, informed the meeting that, it was 10.00 hours, and there were shareholders 43 persons, holding 23,342,355 shares and proxies attending the meeting, representing 41 shareholders, holding 70,940,025 shares. There were 61 persons of shareholders and proxies attending the meeting, representing 84 shareholders, holding 94,282,380 shares or 87.30% out of 108,000,000 company shares already issued and paid up. Accordingly, the meeting quorum was formed 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, Managing Director to introduce members of the Board of Directors, Sub-Committees, Executive Directors, Corporate Secretary, Chief Financial Officer and the Auditor of the company to the meeting, as follows:

Directors attended 9 persons

- | | |
|---------------------------------|---|
| 1. Mr. Manu Leelanuwatana | Chairman of the Board of Directors and Member of the Nominating Committee |
| 2. Mr. Suchai Narongkananukul | Managing Director, Chairman of the Executive Board, Member of the Nominating Committee and Member of the Remuneration Committee |
| 3. Mr. Arnut Rattanapathimakorn | Deputy Managing Director and Executive Director |
| 4. Mr. Wachara Poomarintr | Director and Executive Director |
| 5. Miss Sirikul Dhanasarnsilp | Director and Chairman of the Remuneration Committee |
| 6. Mr. Atsushi Tabata | Director |
| 7. Mr. Padoong Techasarintr | Independent Director and Chairman of the Audit Committee |
| 8. Mr. Thanavat Pugavanaja | Independent Director, Member of the Audit Committee and Member of Remuneration Committee |
| 9. Mr. Krisada Visavateeranon | Independent Director and Member of the Audit Committee |

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

Mr. Boonsithi Chokwatana

Other Executive Directors attended the meeting, namely;

1. Miss Rachanee Luevipasakul
2. Mr. Somnuek Thungpukdee
3. Mr. Voravat Limpoka
4. Mr. Chanin Ratanavijai Corporate Secretary
5. Miss Darunee Supo Chief Financial Officer

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

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

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

Mr. Chanin Ratanavijai, 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 December 1- 30, 2015. 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 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.

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, Managing Director to conduct the meeting according to the meeting agenda:-

Before starting the 1st agenda, the Corporate Secretary informed the meeting that there was 1 person, representing 1 shareholder attending the meeting, holding 324,820 shares, the total shareholders and proxies were 62 persons, representing 85 shareholders and holding 94,607,200 shares or 87.30% of the company shares already issued and paid up.

AGENDA 1: Certification of the minutes of the Extraordinary Meeting of Shareholders no.1/2558 on October 12, 2015.

The 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 Extraordinary meeting of shareholders, held on October 12, 2015, 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 Managing Director requested the meeting to consider the minutes of the Extraordinary 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 94,607,200 votes, equivalent to 100 %

Disapproved -None-, Abstained -None-

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

The Managing Director, Mr. Suchai Narongkananukul informed the meeting that, the report by the Board of Directors and the company’s performance for year 2015 and CSR REPORT were published in the CD annual report of the year 2015, 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 Managing Director reported the operating results for the year as follows

In the past year, economic growth was only 2.8 percent compare to from the previous forecast of 3.5 percent at the beginning of the year due to many factors such as the discontinuous of US. Economic recovery, economic uncertainty of China and Europe. The slump in oil prices has reduced the purchasing power. Only the tourism sector is still expanding.

The operations of the company in 2558, the event is that the company has been approved by the Extraordinary Meeting of Shareholders No. 1/2558 on October 12, 2015 to transfer related to underwear for the company A TECH Textile Co., Ltd. in the first quarter of 2016, which resulted in the company's business is divided into 2 parts, part subconsciously transferred out and to operate continuously. By results of operations in the years following.

Consolidated financial statements	2016 (Million Baht)	2015 (Million Baht)	Increase (Decrease) %
Total Revenues	1,880.31	1,889.45	(0.48)
Continuing Operations	983.94	998.81	(1.49)
Discontinued Operations	896.37	890.64	0.64
Net Profits for the Year	90.05	94.72	(4.93)
Continuing Operations	114.46	97.42	17.49
Discontinued Operations	(39.44)	(9.99)	294.54
Net Profit Ratio (%)	4.78	5.01	
Total Assets	2,545.41	2,626.51	(3.09)
Equity attributable to Parent Company	2,106.85	2,097.85	0.43

The general state of the business relative to the businesses of the Company and its subsidiaries in the past year is divided into two main areas, namely.

1) Conditions related to underwear or textile business. In recent years, the value of exports remained flat because of a severe shortage of labor, the wage rate jump, plus being disqualified GSP (Generalized System of Preferences - System preferential tariffs) from the EU, tax cost is up to 12% compared to other countries in ASEAN. Many companies have move their factories to Vietnam and Cambodia instead.

2) Conditions related to the assembly and manufacture of automobile business in Thailand. It has grown steadily from about 1.1 million units in 2005 to nearly 2.5 million vehicles in 2013, which grew more than doubled. But growth stalled in the last two years now to approximately 1.9 million vehicles in the previous year. The reasons for the decline is the global economy, declining purchasing power, thus affected the company's performance.

As a result, the Company's total assets at year-end 2015 were 2,545.41 million baht, declined 3.09%, and the equity holders of the parent stood at 2,106.85 million baht, increase 0.43% Details appear in the annual report. The company has submitted to the shareholders and all.

To operate business in 2016, there are some concerns on economic situation which in line with many predictions that the car market in 2016 is expected may shrink by 5-10% and the Company sales is related to automotive approximately 90%, and with respect to other industries only 10%

By dealing with the situation, the Company will develop new products in both, related to the auto industry and in the other industries. The company expects modest success. The main problem with the staff reduced by more than half after the transfer of the business. However, the Company has a good chance to launch 2-3 new products and inspect market demand. But still cannot predict the response due to the economic condition.

For the associates company in Indonesia's (PT. DYNIC TEXTILE PRESTIGE), it will begin its sales operation around mid of year 2016. Formerly the company expected to produce around eight hundred thousand square meters, equivalent to the approximately amount 40-50 million baht. But with the slowdown in economy of the world, total production of cars in Indonesia last year (2015) fell 15% from the year 2014, or a decrease of 200,000 units. The production volume in 2016 is likely to be reduced and can affect the production and sale of the company, and could be lower than forecast.

For the progress of the transfer of the business related to lingerie, it was completed in February. The Company is currently working on the closing and concluding its final with the buyer. The conclusion is expected to be completed no later than May, or in June as the latest. The Company will disclose to the shareholders accordingly. Its subsidiaries and affiliates, including 4 companies (T.U.C. Elastic Co., Ltd., Prestige Plus Co., Ltd., Prestige Embroidery Co., Ltd., Value Added Textile Co., Ltd.) have registered its dissolution on February 25, 2016 and are under liquidation.

Anti-Corruption actions was later than originally planned which was expected to be completed in the first quarter of 2016. This is caused by divestitures affect the allocation of manpower, the organizational restructuring including improvements to the internal control system. The company plans to present to the Board for consideration and approval procedures within May and preparing documents for submission to the CAC Commission by September or at the latest by the end of this year.

The Corporate Governance or CG in the year 2016, the Board of Directors plans to update Charter of the Audit Committee, Drafting a charter for Committee that will oversee the corporate ethics and anti-corruption functions.

After that, Mr. Nara Sripatch (นายณนา ศรีเพชร), a proxy from Thai Investors Association, raised another question.

Question: In the year 2015 compared with year 2014 revenues from domestic sales decreased 62 million baht. However, oversea sales increased 47 million baht. How the company will increase domestic sales? And How much would the company increase its oversea sales?

Mr. Suchai Narongkananukul, Managing Director :

The company is trying to do both. This year, the industry is stagnant. The company continues to focus on the automotive industry. This year the auto industry. Expected to decline 5-10%. Oversea, the company is expanding into new products. Manufacturing of cars oversea expected to decline as well.

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

AGENDA 3 : Consideration for the approval of the Financial Statements as at December 31, 2015.

The Managing Director, Mr. Suchai Narongkananukul informed the meeting that, proposed the meeting for approval of the Financial Statements as at December 31, 2015, 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 2015 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	2,545.41	2,398.77
Total Liabilities	329.89	282.76
Total Shareholders' Equity	2,215.52	2,116.02
Total Revenues	931.72	928.22
Net Profit (Owners of the parent company)	90.05	119.53
Earnings Per Share (baht)	0.83	1.11

Then, asked shareholders if there was any question. After that, Mr. Nara Sripatch (นายณนา ศรีเพชร), a proxy from Thai Investors Association, there are questions as follows.

Question: Annual Report on pages 103 Investments in securities held-to-maturity of 60 million baht to know the investment period. And what types of investments Let me explain the details to you.

Mr. Chanin Ratanavijai, Corporate Secretary: it is an investment in debt securities. The Company's investments in debt securities are primarily short-term, the company will consider two parts: 1. the investment period. By trying to control debt investments with short, medium and long term, higher percentage in short term. The management is controlling the proportion of less than three months, about 60% versus the medium and long term. 2. The company is controlling its risk by looking at type and issues of the instruments and its guarantees. The decisions also were delegated to financial functions to invest within the company's guideline.

After the divestitures, the company received an amount of cash. Before making any more investment, Finance Department will, primary be considering its risk and proportion set out, which can be adjusted according to economic conditions. If it is appropriate, it will be proposed to the executive committee for approval.

The Managing Director asked the meeting to approve the financial statements as at December 31, 2015.

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 94,607,200 votes, equivalent to 100 %

Disapproved -None-, Abstained -None-

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

The Managing Director, Mr. Suchai Narongknanukul, 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 2015, proposed the detail as follows :-

Net Profit (Owners of the parent company)	119,528,166.00 Baht
Unappropriated, beginning forward	1,568,473,019.87 Baht
Total unappropriated, to be allocated	1,688,001,185.87 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.

- The Board proposed to allocate the amount of Baht 5,976,408.30 (five million nine hundred and seventy six thousand and four hundred eight baht and thirty satang) as general reserve, and requested the meeting to consider the proposal.

2. Dividend payment allocation

The Board of Directors deemed it appropriate to propose dividend payment at the rate of Baht 0.60 per share, for total 108,000,000 shares, resulting in total dividend payment of Baht 64,800,000.- (sixty four million and eight hundred thousand baht), to be paid from Operating period from 1 January 2015 to 31 December 2015 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 9, 2016 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 10, 2016. The dividend payment will be made on May 24, 2016.

The below table is the details comparison:

Fiscal Year for divined payment		2015	2014
Net profit	(Million Baht)	119.53	106.86
Number of shares	(Million shares)	108.00	108.00
Dividend payment	(Baht/share)	<u>0.60</u>	0.55
Total dividend payments	(Million Baht)	64.80	59.40
Dividend ratio (Separate Financial Statements) (%)		54.21	55.59

As the meeting had no comment, the Managing Director asked the meeting to consider this proposal.

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 94,607,200 votes, equivalent to 100 %

Disapproved -None-, Abstained -None-

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

The 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:-

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|---------------------------------|---|
| 1. Mr. Suchai Narongkananukul | Managing Director, Chairman of the Executive Board, Member of the Nominating Committee and Member of the Remuneration Committee |
| 2. Mr. Arnut Rattanapathimakorn | Deputy Managing Director and Executive Director |
| 3. Mr. Krisada Visavateeranon | Independent Director and Member of the Audit 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. Krisada Visavateeranon, who has been independent director for less 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. Krisada Visavateeranon 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 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	
	Vote(s)	% *	Vote(s)	% *	Vote(s)	% *
5.1 Mr. Suchai Narongkananukul Managing Director, Chairman of the Executive Board, Member of the Nominating Committee and Member of the Remuneration Committee	94,607,200	100.00	-	-	-	-
5.2 Mr. Arnut Rattanapathimakorn Deputy Managing Director and Executive Director	94,607,200	100.00	-	-	-	-
5.3 Mr. Krisada Visavateeranon Independent Director and Member of the Audit Committee	94,607,200	100.00	-	-	-	-

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

Thus, The Board of Directors for 2016 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. Atsushi Tabata |
| 7. Mr. Padoong Techasarintr | 8. Mr. Thanavat Pugavanaja |
| 9. Mr. Krisada Visavateeranon | |

Whereas one-third of the total Board members are Independent Directors;

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

Before starting the 6th agenda, the Corporate Secretary informed the meeting that there was 1 person, representing 1 shareholder attending the meeting, holding 200 Shares, the total shareholders and proxies were 63 persons, representing 86 shareholders and holding 94,607,400 shares or 87.60 %of the company shares already issued and paid up.

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

The 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 2015, Shareholders had approved the annual remuneration not exceed Baht

8,100,000.- (Eight million and one hundred thousand Baht), which the company paid Baht 6,654,000.- (Six million and six hundred fifty-four thousand Baht) comprising of compensation to directors of Baht 5,500,000.- (Five million and five hundred thousand Baht), meeting allowance of Baht 1,154,000.- (One million and one hundred fifty-four thousand Baht).

In the 41st Shareholders' meeting in 2016, 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 2016 at not exceed Baht 8,100,000.- (eight million and one hundred thousand baht), the same amount as approved previously, 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, authority, duty and scopes of responsibility, as well as the operating results. The amount approved by the shareholders in the General Meeting of Shareholders, and the amount paid past year, comparing with other companies in the similar business.

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.		
<ul style="list-style-type: none"> • For The Board of Directors increase to 	12,000.- Baht / time	10,000.- Baht / time
<ul style="list-style-type: none"> • For The Audit Committee, The Nominating Committee, The Remuneration Committee 	10,000.- Baht / time	8,000.- Baht / time
<ul style="list-style-type: none"> • 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.

The 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 94,607,400 votes, equivalent to 100 %

Disapproved -None-, Abstained -None-

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

The 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 2016, 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>2016</u>	2015
ASV & Associates Limited	ASV & Associates Limited
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,
-	and/or
	Miss Susan Eiamwanicha, certified public accountant registration no. 4306 never be the authorized signature in the Financial Statements of the Company

From the office of ASV & Associates Limited to be the company auditor for the year 2016 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 Baht 753,000.-(seven hundred and fifty three thousand baht) as follows:

Audit fees of the company	<u>2016</u> (Baht)	2015 (Baht)
- Quarter 1, 2, 3 audit fee	240,000.-	318,000.-
- Annual Audit fee ended 31 December	450,000.-	528,000.-
- Audit fee (under BOI Condition)	63,000.-	78,750.-
Total	<u>753,000.-</u>	924,750.-

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 2016, amounting to Baht 383,000.- (three hundred eighty-three thousand baht.) as follows:

Acknowledges the auditor fees of subsidiaries	<u>2016</u> (Bath)	2015 (Baht)
- Quarter 1,2,3 audit fee for subsidiary (1 company)	* 75,000.-	432,000.-
- Annual Audit fee for subsidiary companies ended 31 December for subsidiary (1 company)	* 75,000.-	474,000.-
- Audit fee for the financial statements on the dissolution (3 companies)	** 230,000.-	0.-
- Audit fee (under BOI Condition)	0.-	21,000.-
- The Financial Statements (English Version) for subsidiary (1 company)	* 3,000.-	3,000.-
Total	<u>383,000.-</u>	930,000.-

2016, 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 and currently in the process of liquidation which are being audited from the same auditing office.

The 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 2016 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 Baht 753,000.- (seven hundred and fifty three 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 94,607,400 votes, equivalent to 100 %

Disapproved -None-, Abstained -None-

AGENDA 8 : Other matters (If any)

- None –

As there was no further topic or comment raised by the meeting, the 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 10.55 hours

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

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