

TRANSLATION

TEXTILE PRESTIGE PUBLIC COMPANY LIMITED

The Minutes of the General Meeting of Shareholders No.36

Held on Tuesday, April 26, 2011

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 15.00 hours

Upon appointment time, Mr.Chanin Ratanavijai, Corporate Secretary, informed the meeting that, it was 15.00 hours, and there were 71 shareholders and proxies attending the meeting, representing 109 shareholders and holding 95,852,956 shares or 88.75% 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 the meeting to be attended by 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 introduced members of the Board of Directors, Sub-Committees, Corporate Secretary, Executive directors and the Auditor of the company to the meeting, as follows:

Directors attended 9 persons

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|-----------------|--------------------|---|
| 1. Mr. Manu | Leelanuwatana | Chairman of the Board of Directors and
Member of the Nominating Committee |
| 2. Mr. Suchai | Narongkananukul | Managing Director, Chairman of the Executive
Board, Member of the Nominating Committee
and Member of the Remuneration Committee |
| 3. Mr. Arnut | Rattanapathimakorn | 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. Akihisa | Nakano | 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

Corporate Secretary, Executive Director and Chief Financial Officer, namely;

Mr. Chanin Ratanavijai

Other 2 Executive Directors attended the meeting, namely;

1. Miss Rachanee Luevipasakul

2. Mr. Voravat Limpoka

An Auditor from ASV & Associates Limited acted as the witness for the vote-counting procedure in the meeting.

1. Mr. Anusorn Kiatgungwalgri

2. Ms. Kwunjai Kiatgungwalgri

For this shareholders' general meeting, Chairman of the Board of Directors, Chairman of Sub-Committee and Chief Financial Officer and Auditors all 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, 2010. There was not any shareholder submitting any proposal to be included in the meeting agenda or presenting questions relating to the meeting agenda in advance, 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. All agenda, except the agenda for the election of directors. In case of disapproval or abstention vote, the shareholder were required to raise their ballot paper. The company officers would then distribute voting card for the shareholder to fill in together with his/her signature, and to be collected immediately for vote tallying.

2. The election of directors agenda. Ballot cards were distributed to all shareholders upon their meeting registration, in order for them to cast their votes for the election of each Director together with their signatures. In the case of disapproval or abstention vote in the election of the director, the shareholders were required to raise their ballot paper. The company officers would then 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.

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:-

AGENDA 1 : Certification of the minutes of the 35th General Meeting of Shareholders on April 26, 2010.

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 [http:// www.tpcorp.co.th](http://www.tpcorp.co.th). The company had earlier sent out the copy of the minutes of 35th general meeting of shareholders, held on April 26, 2010, 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 resolution was adopted unanimously as follows :

Approved 109 shareholders, holding of 95,852,956 shares, equivalent to 100 % out of the total votes of shareholders attending the meeting and having the rights to vote.

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 2010 were published in the 2010 annual report, 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. As the meeting had no comments, 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, 2010.

The Managing Director, Mr. Suchai Narongkananukul informed the meeting that, proposed the meeting for approval of the Financial Statements, consist of Balance sheet , Statement of Income, Statement of Changes in Shareholders' Equity, Statement of Cash Flows and Notes to the Financial Statements as at December 2010 and Report of Auditor, based on generally accepted accounting principles. They were verified and certified by the certified public accountant and endorsed by The Audit Committee and The Board of Directors, whose details appeared per the

financial statements of the 2010 annual report earlier forwarded with the notice of the meeting to the shareholders. The key figures are in the following table :-

(unit : million baht)

Descriptions	Consolidated	The Company Only
Total Assets	2,493.87	2,200.56
Total Liabilities	247.48	302.00
Total Revenues	1,818.47	1,884.56
Net Profit	43.72	77.08
Earnings Per Share (Baht)	0.40	0.71

The resolution was adopted unanimously as follows :

Approved 109 shareholders, holding of 95,852,956 shares, equivalent to 100 % out of the total votes of shareholders attending the meeting and having the rights to vote.

Disapproved -None-, Abstained -None-

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

The 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 25% of Par-value subject to company's performance and economic situation, proposed the detail as follows :-

Net Profit	=	77.08 Million Baht
Unappropriated, beginning forward	=	<u>1,406.28</u> Million Baht
Total unappropriated, to be allocated	=	<u>1,483.36</u> Million Baht

The Board of Directors proposed to allot as following:-

Since the accumulated legal reserve already reached one-tenth of the registered capital required by law, the Board proposed to allocate general reserve at amount of 3,853,780.70 Baht and to allocate dividend payment to shareholders at the rate of 0.35 Baht per share which Baht 0.20 per share, paid out of net profits gained from corporate tax-exempted business (BOI) and Baht 0.15 per share, will be paid out of net profits gained from 25% corporate tax-paid business, total amount of 37,800,000.- Baht. The dividend distribution shall be payable to the Shareholders entitling to receive the dividend according to whom listed on the record date, May 9, 2011 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, 2011. The dividend payment will be made on May 23, 2011. The resolution was adopted unanimously as follows :

Approved 109 shareholders, holding of 95,852,956 shares, equivalent to 100 % out of the total votes of shareholders attending the meeting and having the rights to vote.

Disapproved -None-, Abstained -None-

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

5.1 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 one-third of the Directors would be required to retire by rotation at the time of each annual general meeting of shareholders. In the case where such directors number could not be equally divided into 3 portions, the closest to such one-third number would apply, while retiring directors would be eligible for re-election as directors

For the year 2011, the Directors retired by rotation are as follow:-

1. Miss Sirikul Dhanasarnsilp Director and Chairman of the Remuneration Committee
2. Mr. Padoong Techasarintr Independent Director and Chairman of the Audit Committee
3. Mr. Wachara Poomarintr Director and Executive Director

The company had earlier provided shareholders with the opportunity to nominate candidates to be elected as directors prior to the general meeting of shareholders. However, none of the shareholders nominated any person to be considered for the election of directors.

The Board of Directors, excluding those directors being recommended for re-election, adopted the resolution agreeing with The Nominating Committee's opinion, to propose these 3 directors (in considering the qualifications of these individuals nominated for re-appointment, these 3 retiring directors are knowledgeable and capable in various fields and had significantly contributed to the company's achievements in their capacity, as company directors and members of sub-committees so far. They also had proper qualifications complying with the laws, related announcements and the company's Articles of Association) to be re-elected to serve another term as directors.

Furthermore, the Public Company Act 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 of 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 meeting was requested to cast votes to elect the directors replacing those retiring upon term completion, based on individual basis, according to the following order;

5.1.1 Miss Sirikul Dhanasarnsilp

The resolution was adopted unanimously as follows :

Approved 109 shareholders, holding of 95,852,956 shares, equivalent to 100 % out of the total votes of shareholders attending the meeting and having the rights to vote.

Disapproved -None-, Abstained -None-

5.1.2 Mr. Padoong Techasarintr

The resolution was adopted unanimously as follows :

Approved 109 shareholders, holding of 95,852,956 shares, equivalent to 100 % out of the total votes of shareholders attending the meeting and having the rights to vote.

Disapproved -None-, Abstained -None-

5.1.3 Mr. Wachara Poomarintr

The resolution was adopted unanimously as follows :

Approved 109 shareholders, holding of 95,852,956 shares, equivalent to 100 % out of the total votes of shareholders attending the meeting and having the rights to vote.

Disapproved -None-, Abstained -None-

Thus, The Board of Directors for 2011 comprised 9 members as follows :-

- 1) Mr. Manu Leelanuwatana
- 2) Mr. Suchai Narongkananukul
- 3) Mr. Arnut Rattanapathimakorn
- 4) Mr. Wachara Poomarintr
- 5) Miss Sirikul Dhanasarnsilp
- 6) Mr. Akihisa Nakano
- 7) Mr. Padoong Techasarintr

- 8) Mr. Thanavat Pugavanaja
- 9) Mr. Krisada Visavateeranon

Whereas one-third of the members of The Board of Directors were independent directors; Mr. Padoong Techasarintr, Mr. Thanavat Pugavanaja and Mr. Krisada Visavateeranon.

5.2 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 provide the directors with any financial payments or assets, other than those remuneration and benefits duly accorded the directors, excluding other remuneration and benefits duly accorded the directors as company employees". In the 35th Shareholders' meeting in 2010, Shareholders had approved the annual remuneration amount of and not exceed Baht 8,100,000.-, the same amount as approved previously, which the company paid Baht 5,200,000.-.

In the 36th Shareholders' meeting in 2011, the Board of Directors agreed with the Remuneration Committee's proposal to propose to the Shareholders to set the Directors' remuneration amount at and not exceed Baht 8,100,000.- per annum excluding the remuneration and welfare received as company's employee or staff. The proposal was considered with performances of company and directors, the amount approved by the shareholders in the General Meeting of Shareholders, and the amount paid past year, comparing with others in the same industry.

The resolution was adopted unanimously as follows :

Approved 109 shareholders, holding of 95,852,956 shares, equivalent to 100 % out of the total votes of shareholders attending the meeting and having the rights to vote.

Disapproved -None-, Abstained -None-

AGENDA 6 : 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 a director, staff member, employee or a person holding any office or having and duty in the company. The Auditor shall be appointed annually by the general meeting of shareholders. A retiring auditor may be re-appointed.

For 2011, The Board of Directors, being recommended for re-election, adopted the resolution agreeing with The Audit Committee's opinion; in considering of independence,

performance, good professional standard and qualifications stipulated by the Company's Articles of Association and regulation of Securities and Exchange Commission. It was agreed to propose the Auditor of the Company for the year 2011 for another term, details are;

- Mr. Anusorn Kiatgungwalgri, Certified Public Accountant registration no. 2109, and/or
- Ms. Kwunjai Kiatgungwalgri, Certified Public Accountant registration no. 5875,

of ASV & Associates Limited as Auditors of the Company for 2011, either one being the Auditor with the authority to audit and certify the financial statements of the Company for 2011, whereby Mr. Anusorn Kiatgungwalgri has certified the financial statements of the Company since 2010.

The auditing fee proposed is as follow :-

Quarter 1,2,3 audit fee	300,000 Baht
Annual Audit fee ended 31 December	500,000 Baht
Audit fee (under BOI Condition)	<u>100,000</u> Baht
Total	<u>900,000</u> Baht

Moreover, The auditors mentioned above do not have any relationship or vested interest in the Company / subsidiary companies /executives /major shareholders or the connected persons. The company has 3 subsidiaries, T.U.C Elastic Co., Ltd., Prestige Embroidery Co., Ltd., and Prestige Plus Co., Ltd., which are being audited by the same auditing office.

The resolution was adopted unanimously as follows :

Approved 109 shareholders, holding of 95,852,956 shares, equivalent to 100 % out of the total votes of shareholders attending the meeting and having the rights to vote.

Disapproved -None-, Abstained -None-

AGENDA 7 : Other matters (If any)

After all the agendas closed the company open for questions and recommendations to the Shareholders. A Shareholder, Miss Petcharat Tangdumrongtrakul from Thai Investors Association, raised 1 question:

What is the Company's plan in the future to reduce the increasing cost of sales?

The Managing Director, Mr. Suchai Narongkananukul, explained that the increasing cost of sales came from 2 factors : Material cost and factory management . The company has been working on reducing expenses to a smaller ratio in 3 areas : Firstly, by processing new sources of raw materials which can be benefited from Baht appreciation. Secondly, reducing production expenses by automating some production processes and management. Lastly, Energy aspect, the

company has a committee to watch over and improve Energy utilization, of which the project was carried out and received "Energy saving" reward.

Later on, nobody proposed any consideration, the chairman of the meeting thanked for all attendance and the meeting was called to an end.

The meeting ended at 15.28 PM.

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