

No. Kor Bor Ror. 001/2012

April 23, 2012

Director & General Manager

The Stock Exchange of Thailand

Sub : Report on the resolutions by the 2012 shareholders' general meeting no.43

Dear Sir,

Thai Wacoal Public Company Limited wishes to hereby report the resolutions adopted at its shareholders' general meeting no.43 held on April 23, 2012, at 11:00 hours, at Chaophaya Room 1, Montien Riverside Hotel, situated at no. 372 Rama 3 Road, Bangkok, Bangkoklaem, Bangkok. The resolutions adopted by the meeting were as follows:

1. Endorsed the minutes of the 42nd General Meeting of Shareholders, held on April 25, 2011.

The resolution was adopted unanimously as follows:

Approved, representing 114,789,183 votes, equivalent to 100.00

Disapproved, representing - votes, equivalent to -

Abstained, representing - votes, equivalent to -

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

2. Acknowledged the report on the company's performance results for year 2011.

3. Approved the financial statements ending December 31, 2011, which has already been verified and certified by the certified public accountant of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., and endorsed by The Audit committee and The Board of Directors.

The resolution was adopted unanimously as follows:

Approved, representing 114,789,283 votes, equivalent to 100.00

Disapproved, representing - votes, equivalent to -

Abstained, representing - votes, equivalent to -

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

4. Approved profits appropriation and dividend payments, according to following details:

- Set general reserve allocation for Baht 20,796,437.48.-
- Set dividend payments at the rate of Baht 2.10 per share for total amount dividend payments of Baht 252 million, representing 60.59% of net profits for 2011, to be drawn from the separate net profits already subject to 25% corporate income tax.

The shareholders being eligible to receive dividend payments would be those with their names appearing on the record date, thereby allowing them to receive dividend payments on Thursday, May 3, 2012. Said shareholders' names would then be compiled according to Section 225 of The Securities and Exchange Act by closing the shares registration book on Friday, May 4, 2012. Payment date is set for Friday, May 18, 2012.

The resolution was adopted unanimously as follows:

Approved, representing 114,789,463 votes, equivalent to 100.00
Disapproved, representing - votes, equivalent to -
Abstained, representing - votes, equivalent to -

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

5. Elected the directors to replace those retiring upon term completion and resignation, and approved the directors' remuneration budget

5.1 Elected the directors to replace those retiring upon term completion and resignation.

Approved the re-election of the 4 directors due to retire upon term completion to serve another term as directors. The resolution was adopted unanimously for each director as follows:

1. Mr. Akihisa Nakano Director and Deputy Managing Director

Approved, representing 114,790,413 votes, equivalent to 100.00
Disapproved, representing - votes, equivalent to -
Abstained, representing - votes, equivalent to -

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

2. Mr. Thamarat Chokwatana Director

Approved, representing 114,790,413 votes, equivalent to 100.00

Disapproved, representing - votes, equivalent to -

Abstained, representing - votes, equivalent to -

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

3. Assoc.Prof. Nares Kesaprakorn Independent Director

Approved, representing 114,790,413 votes, equivalent to 100.00

Disapproved, representing - votes, equivalent to -

Abstained, representing - votes, equivalent to -

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

4. Mrs. Punnee Worawuthichongsathit Independent Director

Approved, representing 114,790,413 votes, equivalent to 100.00

Disapproved, representing - votes, equivalent to -

Abstained, representing - votes, equivalent to -

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

In addition, the meeting approved the election of 1 new director to replace the retiring director who wished not to seek re-nomination. The resolution was adopted unanimously as follows:

5. Mrs. Saranya Chindavanig Independent Director

Approved, representing 114,790,413 votes, equivalent to 100.00

Disapproved, representing - votes, equivalent to -

Abstained, representing - votes, equivalent to -

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

and the meeting approved the election of 1 new director to replace the director who submitted his resignation. The resolution was adopted unanimously as follows:

6. Mr. Krish	Follett	Independent Director
Approved, representing	114,790,413	votes, equivalent to 100.00
Disapproved, representing	-	votes, equivalent to -
Abstained, representing	-	votes, equivalent to -

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

As a result, The Board of Directors for 2012 comprising 15 members, would appear as follows:

1. Mr. Yoshikata Tsukamoto
2. Mr. Manu Leelanuwatana
3. Mr. Tadashi Yamamoto
4. Miss Sirikul Dhanasarnsilp
5. Mr. Boondee Amnuayskul
6. Mr. Akihisa Nakano
7. Mr. Amnuay Bumroongwongtong
8. Mr. Thamarat Chokwatana
9. Mr. Yuzo Ide
10. Mr. Ikuo Otani
11. Assoc.Prof. Nares Kesaparakorn
12. Assoc.Prof. Dr. Kulpatra Sirodom
13. Mrs. Punnee Worawuthichongsathit
14. Mrs. Saranya Chindavanig
15. Mr. Krish Follett

Whereby the company has its Board of Directors comprising independent directors one-third of the total Board members, with 5 independent directors out of 15 directors as follows:

1. Assoc.Prof. Nares Kesaparakorn
2. Assoc.Prof. Dr. Kulpatra Sirodom
3. Mrs. Punnee Worawuthichongsathit
4. Mrs. Saranya Chindavanig

5. Mr. Krish Follett

5.2 Approved the directors' remuneration budget

The meeting unanimously resolved to grant approval to the directors' remuneration budget for amount not exceeding Baht 20 million per year, the same as the preceding year, and assigned The Remuneration Committee to further allocate said remuneration budget to the directors. The remuneration details were as follows:

1. **Annual remuneration** : paid to all directors, based on the consideration by The Remuneration Committee.
2. **Meeting allowance** : paid to person attending the meeting.

Details of meeting allowance payments were as follows:

	Chairman	Member
1. <u>Meeting allowance</u> (For The Board of Directors, The Audit Committee, The Nominating Committee, The Remuneration Committee, The Risk Management Committee)	Baht 10,000 / time	Baht 8,000 / time
2. <u>Quarterly meeting allowance</u> (For The Audit Committee)	Baht 60,000 / time	Baht 30,000 / time
Whereas above remuneration criteria need to receive the approval by The Board of Directors, and cannot exceed the budget amount approved by the shareholders' meeting.		

The resolution was adopted unanimously as follows:

Approved, representing 114,790,413 votes, equivalent to 100.00

Disapproved, representing - votes, equivalent to -

Abstained, representing - votes, equivalent to -

out of the total votes of shareholders attending the meeting.

6. Appointed the company auditors for year 2012 as follows:

- Dr. Suphamit Techamontrikul (certified public accountant registration no. 3356) and/or
- Mr. Chavala Tienpasertkij (certified public accountant registration no. 4301) and/or
- Mr. Manoon Manusook (certified public accountant registration no. 4292)

all of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., and approved the audit remuneration budget for year 2012 for total amount Baht 1,705,000.-

The meeting acknowledged the audit remuneration for its 5 subsidiary companies for total amount Baht 2,285,000.- Total audit remuneration for both the company and its subsidiaries amounted to Baht 3,990,000.-

The resolution was adopted unanimously as follows:

Approved, representing 114,790,413 votes, equivalent to 100.00

Disapproved, representing _____ - _____ votes, equivalent to _____ - _____

Abstained, representing _____ - _____ votes, equivalent to _____ - _____

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

7. Other topics (if any)

- None -

The company hereby reports to the SET accordingly.

Sincerely yours,

Onanong Saengpumpong

(Mrs. Onanong Saengpumpong)

Company Secretary