

No. Kor Bor Ror. 058/2012

April 22, 2013

Director & General Manager

The Stock Exchange of Thailand

Sub : Report on the resolutions by the 2013 shareholders' general meeting no.44

Dear Sir,

Thai Wacoal Public Company Limited wishes to hereby report the resolutions adopted at its shareholders' general meeting no.44 held on April 22, 2013, at 14:00 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 43rd General Meeting of Shareholders, held on April 23, 2012.

The meeting adopted a unanimous resolution as follows:

Approved, representing 110,154,310 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 2012.
3. Approved the financial statements ending December 31, 2012, 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 meeting adopted a unanimous resolution as follows:

Approved, representing 110,341,560 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 21,591,642.39.-
- Set dividend payments at the rate of Baht 2.40 per share for total amount dividend payments of Baht 288 million, representing 66.69% of net profits for 2012, to be drawn from the net profits already subject to 30% 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 Tuesday, May 7, 2013. Said shareholders' names would then be compiled according to Section 225 of The Securities and Exchange Act by closing the shares registration book on Wednesday, May 8, 2013. Payment date is set for Friday, May 17, 2013.

The meeting adopted a unanimous resolution as follows:

Approved, representing 110,343,060 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 approved the directors' remuneration budget.

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

Approved the re-election of the 5 directors due to retire upon term completion to serve another term as directors. The meeting adopted a resolution for each director as follows:

1. Mr. Manu Leelanuwatana Chairman

Approved, representing 110,372,610 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. Yuzo Ide Vice Chairman

Approved, representing 110,189,110 votes, equivalent to 99.8337

Disapproved, representing 183,500 votes, equivalent to 0.1663

Abstained, representing - votes, equivalent to -

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

3. Miss Sirikul Dhanasamsilp Vice Chairman

Approved, representing 110,189,110 votes, equivalent to 99.8337

Disapproved, representing 183,500 votes, equivalent to 0.1663

Abstained, representing - votes, equivalent to -

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

4. Mr. Kiyotaka Hiroshima Director

Approved, representing 110,372,610 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. Assoc.Prof. Dr. Kulpatra Sirodom Independent Director and Chairperson of
The Audit Committee

Approved, representing 110,372,610 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 2013 comprising 15 members, would appear as follows:

1. Mr. Yoshikata Tsukamoto
2. Mr. Manu Leelanuwatana
3. Mr. Yuzo Ide

4. Miss Sirikul	Dhanasarnsilp
5. Mr. Boondee	Amnuayskul
6. Mr. Atsushi	Tabata
7. Mr. Amnuay	Bumroongwongtong
8. Mr. Thamarat	Chokwatana
9. Mr. Ikuo	Otani
10. Mr. Kiyotaka	Hiroshima
11. Assoc.Prof. Dr. Kulpatra	Sirodom
12. Mrs. Punnee	Worawuthichongsathit
13. Mrs. Saranya	Chindavanig
14. Mr. Krish	Follett
15. Assoc.Prof. Nares	Kesaprakorn

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. Dr. Kulpatra	Sirodom
2. Mrs. Punnee	Worawuthichongsathit
3. Mrs. Saranya	Chindavanig
4. Mr. Krish	Follett
5. Assoc.Prof. Nares	Kesaprakorn

5.2 Approved the directors' remuneration budget.

The meeting 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>		
1.1 For The Board of Directors	Baht 12,000 / time	Baht 10,000 / time
1.2 For 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 meeting adopted a majority resolution as follows:

Approved, representing 110,201,310 votes, equivalent to 99.8448

Disapproved, representing - votes, equivalent to -

Abstained, representing 171,300 votes, equivalent to 0.1552

out of the total votes of shareholders attending the meeting.

6. Appointed the company auditors for year 2013 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 2013 for total amount Baht 1,735,000.-

The meeting acknowledged the audit remuneration for its 5 subsidiary companies for total amount Baht 2,595,000.- Total audit remuneration for both the company and its subsidiaries amounted to Baht 4,330,000.-

The meeting adopted a unanimous resolution as follows:

Approved, representing 110,372,610 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. Approved the amendment to the Article 3 of the Memorandum of Association (Company's Business Objectives No.2 and No.4) to read as follows:

No.2 To sell, transfer, exchange, and disposal of assets through other means.

No.4 To enter into borrowing and overdraft drawing transactions from bank, legal entity, or financial institutes, and to enter into transactions providing loan or credit by other means, either with or without collateral. To enter into transaction pledging asset or accepting pledging of asset, and to enter into mortgage transaction for both movable and immovable properties. To enter into transaction accepting asset mortgage as guarantee for employee starting employment, and to accept asset mortgage as guarantee for payment to the company. To enter into sale transaction of asset with redemption right, or accept such sale transaction of asset for the company's benefits. To provide guarantee or act as guarantor for individual or legal entity in carrying out their contractual obligations, particularly for customer, individual, or legal entity engaging in transaction with the company.

Furthermore, to enter into transaction to accept, issue, transfer, and endorse promissory note or other negotiable instruments, for those transactions not lying in the operations scope for financial institutions.

The meeting resolved to authorize company directors to file for registration for Memorandum of Association amendments, and to authorize them to amend wording or sentence in said Memorandum of Association, in line with the recommended by The Registrar, Department of Business Development, Ministry of Commerce.

The meeting adopted a unanimous resolution as follows:

Approved, representing 110,372,610 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.

8. Other topics (if any)

- None -

The company hereby reports to the SET accordingly.

Sincerely yours,

Onanong Saengpumpong

(Mrs. Onanong Saengpumpong)

Company Secretary