

No. Kor Bor Ror. 056/2014

April 27, 2015

President

The Stock Exchange of Thailand

Sub : Report on the resolutions adopted by the 2015 shareholders' general meeting no.46

Dear Sir,

Thai Wacoal Public Company Limited wishes to hereby report the resolutions adopted at its shareholders' general meeting no.46 held on April 27, 2015, at 15:00 hours, at Chaophaya Room 2, Montien Riverside Hotel, situated at no. 372 Rama 3 Road, Bangkok, Bangkoklaem, Bangkok. The resolutions adopted by the meeting were as follows:

1. Endorsement of the minutes of the 45th General Meeting of Shareholders, held on April 21, 2014.

Based on the unanimous resolution of the total votes representing the attending shareholders having the voting rights as follows:

Approval by 108,115,213 votes, representing 100.00%

Disapproval by - votes, representing -

Abstention by - votes, representing -

2. Acknowledgement of the report on the company's performance results for year 2014.
3. Approval of the financial statements ending December 31, 2014, 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.

Based on the unanimous resolution of the total votes representing the attending shareholders having the voting rights as follows:

Approval by 108,115,213 votes, representing 100.00%

Disapproval by - votes, representing -

Abstention by - votes, representing -

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

- Set general reserve allocation at Baht 14,783,142.48.-
- Set dividend payments at the rate of Baht 2.40 per share for total amount dividend payments of Baht 288 million, representing 97.41% of net profits for 2014, to be drawn from the retained earnings 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 Thursday, May 7, 2015. 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 8, 2015. Payment date is set for Monday, May 25, 2015.

Based on the unanimous resolution of the total votes representing the attending shareholders having the voting rights as follows:

Approval by 108,115,213 votes, representing 100.00%

Disapproval by - votes, representing -

Abstention by - votes, representing -

5. Election of 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:

Name	Approval		Disapproval		Abstention	
	Votes	%*	Votes	%*	Votes	%*
1. Mr. Atsushi Tabata Director and Deputy Managing Director	108,115,213	100.0000	-	-	-	-
2. Mr. Thamarat Chokwatana Director	108,114,813	99.9996	-	-	400	0.0004

Name	Approval		Disapproval		Abstention	
	Votes	%*	Votes	%*	Votes	%*
3. Mrs. Punnee Worawuthichongsathit Independent Director and Member of The Audit Committee	108,115,213	100.0000	-	-	-	-
4. Mrs. Saranya Chindavanig Independent Director, Member of The Audit Committee and Member of The Corporate Governance Committee	108,115,213	100.0000	-	-	-	-
5. Assoc.Prof. Nares Kesaparakorn Independent Director and Member of The Risk Management Committee	108,114,213	99.9991	1,000	0.0009	-	-

Note* : Representing the total votes by attending shareholders having voting rights.

As the result, The Board of Directors for 2015 would comprise 15 directors, with their names 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. Masaya Wakabayashi
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 Kesaparakorn

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 Kesaparakorn

6. Approval of 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. Meeting allowance		
1.1 For The Board of Directors	Baht 12,000 / time	Baht 10,000 / time

	Chairman	Member
1.2 For The Audit Committee, The Nominating Committee, The Remuneration Committee, The Risk Management Committee, The Corporate Governance 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

3. Other remuneration : - None -

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.

Based on the unanimous resolution of the total votes representing the attending shareholders as follows:

Approval by 108,115,813 votes, representing 100.00%

Disapproval by - votes, representing -

Abstention by - votes, representing -

7. Appointment of company auditors for year 2015 as follows:

Dr. Suphamit Techamontrikul (certified public accountant registration no. 3356) and/or

Mr. Niti Jungnitnirundr (certified public accountant registration no. 3809) 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 2015 for total amount Baht 1,830,000.-

The meeting acknowledged the audit remuneration for its 5 subsidiary companies for total amount Baht 2,650,000.- Total audit remuneration for both the company and its subsidiaries amounted to Baht 4,480,000.-

Based on the unanimous resolution of the total votes representing the attending shareholders having the voting rights as follows:

Approval by 108,115,813 votes, representing 100.00%

Disapproval by - votes, representing -

Abstention by - votes, representing -

8. Other topics (if any)

- None -

The company hereby reports to the SET accordingly.

Sincerely yours,

Onanong Saengpumpong

(Mrs. Onanong Saengpumpong)

Company Secretary