

No. Kor Bor Ror. 066/2015

April 25, 2016

President

The Stock Exchange of Thailand

Sub : Report on the resolutions adopted by the 2016 shareholders' general meeting no.47

Dear Sir,

Thai Wacoal Public Company Limited wishes to hereby report the resolutions adopted at its shareholders' general meeting no.47 held on April 25, 2016, 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 46<sup>th</sup> General Meeting of Shareholders, held on April 27, 2015.

Based on majority votes out of the total votes representing the attending shareholders having the voting rights as follows:

Approval by 105,166,726 votes, representing 99.9999%

Disapproval by           -           votes, representing           -          

Abstention by           100           votes, representing 0.0001%

2. Acknowledgement of the report on the company's performance results for year 2015.
3. Approval of financial statements ending December 31, 2015, 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 majority votes out of the total votes representing the attending shareholders having the voting rights as follows:

Approval by 105,167,726 votes, representing 99.9999%

Disapproval by           -           votes, representing           -          

Abstention by           100           votes, representing 0.0001%

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

- Set general reserve allocation at Baht 15,902,602.88.-
- Set dividend payments at the rate of Baht 1.10 per share for total amount dividend payments of Baht 132 million, representing 41.50% of net profits for 2015, to be drawn from the company's retained earnings already subject to corporate income tax as follows:
  - Dividend payment at the rate of Baht 0.55 per share, drawing from company's retained earnings already subject to 30% corporate income tax
  - Dividend payment at the rate of Baht 0.55 per share, drawing from company's retained earnings 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 Monday, May 9, 2016. Said shareholders' names would then be compiled according to Section 225 of The Securities and Exchange Act by closing the shares registration book on Tuesday, May 10, 2016. Payment date is set for Tuesday, May 24, 2016.

Based on majority votes out of the total votes representing the attending shareholders having the voting rights as follows:

Approval by 105,167,726 votes, representing 99.9999%

Disapproval by           -           votes, representing           -          

Abstention by           100           votes, representing 0.0001%

5. Election of the directors to replace those retiring upon term completion.

Approved the re-election of the 4 directors due to retire upon term completion to serve another term as directors. The meeting adopted a resolution with majority votes for each director as follows:

	Name	Approval		Disapproval		Abstention	
		Votes	%*	Votes	%*	Votes	%*
1.	<b>Mr. Manu Leelanuwatana</b> Chairman of The Board of Directors, Chairman of The Nominating Committee, The Remuneration Committee Member and Executive Director	105,167,726	99.9999	-	-	100	0.0001
2.	<b>Miss Sirikul Dhanasarnsilp</b> Vice Chairman of The Board of Directors, The Nominating Committee Member, The Remuneration Committee Member and Vice Chairman of The Executive Board	104,992,526	99.8333	175,200	0.1666	100	0.0001
3.	<b>Mr. Masaaki Yajima</b> Director	105,167,726	99.9999	-	-	100	0.0001
4.	<b>Dr. Kulpatra Sirodom</b> Independent Director, Chairman of The Audit Committee and Chairman of Corporate Governance Committee	105,167,726	99.9999	-	-	100	0.0001

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

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 by majority votes as follows:

	Name	Approval		Disapproval		Abstention	
		Votes	%*	Votes	%*	Votes	%*
1.	<b>Mr. Takuya Miura</b> Director	105,167,726	99.9999	-	-	100	0.0001

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

As the result, The Board of Directors for 2016 would comprise 15 directors, with their names as follows:

- |                       |                      |
|-----------------------|----------------------|
| 1. Mr. Yoshikata      | Tsukamoto            |
| 2. Mr. Manu           | Leelanuwatana        |
| 3. Mr. Masaya         | Wakabayashi          |
| 4. Miss Sirikul       | Dhanasarnsilp        |
| 5. Mr. Boondee        | Amnuayskul           |
| 6. Mr. Atsushi        | Tabata               |
| 7. Mr. Amnuay         | Bumroongwongtong     |
| 8. Mr. Thamarat       | Chokwatana           |
| 9. Mr. Masaaki        | Yajima               |
| 10. Mr. Takuya        | Miura                |
| 11. Dr. Kulpatra      | Sirodom              |
| 12. Mrs. Punnee       | Worawuthichongsathit |
| 13. Mr. Krish         | Follett              |
| 14. Assoc.Prof. Nares | Kesaparakorn         |
| 15. Miss Waraporn     | Kulsawatpakdee       |

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. Dr. Kulpatra      | Sirodom              |
| 2. Mrs. Punnee       | Worawuthichongsathit |
| 3. Mr. Krish         | Follett              |
| 4. Assoc.Prof. Nares | Kesaparakorn         |
| 5. Miss Waraporn     | Kulsawatpakdee       |

**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
<b>1. Meeting allowance</b>		
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, The Corporate Governance Committee	Baht 10,000 / time	Baht 8,000 / time
<b>2. Quarterly meeting allowance</b> (For The Audit Committee)	Baht 60,000 / time	Baht 30,000 / time

3. **Other benefits** : - 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 not less than two-third votes out of the total votes representing the attending shareholders as follows:

Approval by 105,167,726 votes, representing 99.9999%

Disapproval by - votes, representing -

Abstention by 100 votes, representing 0.0001%

7. **Appointment of company auditors for year 2016 as follows:**

Mr. Manoon Manusook (certified public accountant registration no. 4292) and/or  
Miss Wimolporn Boonyusthian (certified public accountant registration no. 4067) and/or  
Dr. Kiatniyom Kuntisook (certified public accountant registration no. 4800)

all of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., and approved the audit remuneration budget for year 2016 for total amount Baht 1,870,000.-

The meeting acknowledged the audit remuneration for its 5 subsidiary companies for total amount Baht 2,682,000.- Total audit remuneration for both the company and its subsidiaries amounted to Baht 4,552,000.-

Based on majority votes out of the total votes representing the attending shareholders having the voting rights as follows:

Approval by 105,167,726 votes, representing 99.9999%

Disapproval by            -            votes, representing            -           

Abstention by            100 votes, representing 0.0001%

8. Other topics (if any)

- None -

The company hereby reports to the SET accordingly.

Sincerely yours,

Onanong Saengpumpong

(Mrs. Onanong Saengpumpong)

Company Secretary