



No. Kor Bor Ror. 054/2017

April 23, 2018

President

The Stock Exchange of Thailand

Sub : Report on the resolutions adopted by the 2018 shareholders' general meeting no.49

Dear Sir,

Thai Wacoal Public Company Limited wishes to hereby report the resolutions adopted at its shareholders' general meeting no.49 held on April 23, 2018, at 15:00 hours, at Chaophaya Room 2, Montien Riverside Hotel, situated at no. 372 Rama 3 Road, Bangklo, Bangkholaem, Bangkok. The resolutions adopted by the meeting were as follows:

1. Endorsement of the minutes of the 48th General Meeting of Shareholders, held on April 24, 2017.

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

Approval by 106,633,183 votes, representing 100.00%

Disapproval by - votes, representing -

Abstention by - votes, representing -

Voided Ballot by - votes, representing -

2. Acknowledgement of the report on the company's performance results for year 2017.
3. Approval of the financial statements for the year ended December 31, 2017, 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.

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

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Disapproval by - votes, representing -

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Voided Ballot by - votes, representing -

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

- Set general reserve allocation at Baht 18,528,099.19.-
- Set dividend payments at the rate of Baht 1.50 per share for total amount dividend payments of Baht 180 million, representing 48.57% of net profits for 2017, to be drawn from the company's 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 for shareholders to be entitled to receive dividend payments on Thursday, May 3, 2018. Payment date is set for Tuesday, May 22, 2018.

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

Approval by 106,633,183 votes, representing 100.00%

Disapproval by - votes, representing -

Abstention by - votes, representing -

Voided Ballot by - votes, representing -

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 unanimous votes for each director as follows:

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Name	Approval		Disapproval		Abstention		Voided Ballot	
	Votes	%*	Votes	%*	Votes	%*	Votes	%*
1. Mr. Nozomu Otsuka Director and Deputy Managing Director	106,633,183	100.00	-	-	-	-	-	-
2. Mr. Thamarat Chokwatana Director	106,633,183	100.00	-	-	-	-	-	-
3. Mrs. Punnee Worawuthichongsathit Independent Director and The Audit Committee Member	106,633,183	100.00	-	-	-	-	-	-
4. Miss Waraporn Kulsawatpakdee Independent Director and The Audit Committee Member	106,633,183	100.00	-	-	-	-	-	-

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 unanimous votes as follows:

Name	Approval		Disapproval		Abstention		Voided Ballot	
	Votes	%*	Votes	%*	Votes	%*	Votes	%*
1. Mr. Poolsak Boonchoo Independent Director	106,633,183	100.00	-	-	-	-	-	-

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

As the result, The Board of Directors for 2018 would comprise 15 directors, with their names as follows:

1. Mr. Yoshikata Tsukamoto
2. Mr. Manu Leelanuwatana
3. Mr. Masaya Wakabayashi
4. Mr. Boondee Amnuayskul

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|-------------------|----------------------|
| 5. Mr. Nozomu | Otsuka |
| 6. Mr. Thamarat | Chokwatana |
| 7. Miss Karunee | Surai |
| 8. Mrs. Onanong | Saengpumpung |
| 9. Mr. Masaaki | Yajima |
| 10. Mr. Takuya | Miura |
| 11. Dr. Kulpatra | Sirodom |
| 12. Mrs. Punnee | Worawuthichongsathit |
| 13. Mr. Krish | Follett |
| 14. Miss Waraporn | Kulsawatpakdee |
| 15. Mr. Poolsak | Boonchoo |

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. Miss Waraporn | Kulsawatpakdee |
| 5. Mr. Poolsak | Boonchoo |

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. Directors' Remuneration

- 1.1 Annual remuneration : paid to all directors, based on the consideration by The Remuneration Committee.

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1.2 Meeting allowance : paid to person attending the meeting.

Details of meeting allowance payments were as follows:

	Chairman	Member
The Board of Directors	Baht 12,000 / time	Baht 10,000 / time

1.3 Other remuneration and benefits : - None -

2. **Sub-committees' Remuneration** Those committees consisted of The Audit Committee, The Nominating Committee, The Remuneration Committee, The Risk Management Committee, and The Corporate Governance Committee including any other sub-committees appointed by The Board of Directors as necessary and appropriated in the future. The remuneration was paid in the form of meeting allowances to those who attended the meeting without other remuneration and benefits.

Details of meeting allowance payments were as follows:

	Chairman	Member
1. Meeting allowance 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. Quarterly meeting allowance (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.

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Voided Ballot by - votes, representing -

7. Appointment of company auditors for year 2018 as follows:

Mr. Manoon Manusook (certified public accountant registration no. 4292) and/or
Mr. Choopong Surachutikarn (certified public accountant registration no. 4325) 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 2018 for total amount Baht 2,025,000.-

The meeting acknowledged the audit remuneration for its 5 subsidiary companies for total amount Baht 2,786,000.- Total audit remuneration for both the company and its subsidiaries amounted to Baht 4,811,000.-

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8. Approval of amendment to Article 33 of Company's Articles of Association as follows:

Article 33 The Board of Directors shall summon a shareholder meeting as an annual general meeting of shareholders within four (4) months as from the last day of the fiscal year of the Company.

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The shareholder meetings other than the said meeting shall be called extraordinary meetings.

The Board of Directors may summon an extraordinary meeting of shareholders any time as it deems appropriate.

One or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of shares sold may subscribe their names in a written request directing the Board of Directors to summon an extraordinary meeting at any time but the reasons for summoning such meeting must be clearly stated in such a request. In this event, the Board of Directors must summon a shareholder meeting within forty-five (45) days as from the date of receipt of the request from the shareholders.

In case the Board of Directors fails to arrange for the meeting within such period under paragraph four, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the period under paragraph four. In such case, the meeting is deemed to be shareholders' meeting called by the Board of Directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under paragraph five, the number of the shareholders presented does not constitute quorum as specified in Article 36 and Article 37, the shareholders under paragraph five shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

Whereas the meeting authorized the person assigned by The Board of Directors to register the amendment of the Company's Articles of Association to amend the wording or sentence in the Articles of Association, as recommended by The Public Company Registrar.

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9. Other topics (if any)

- None -

The company hereby reports to the SET accordingly.

Sincerely yours,

Boondee Amnuayskul

(Mr.Boondee Amnuayskul)

Chief Executive Officer and Managing Director