

April 10, 2015

TRANSLATION

Our Ref. No. CS-009/2558

Subject: Resolution of Annual General Meeting of Shareholders 2015
(No.1/2558)

To: President of the Stock Exchange of Thailand

Toyo-Thai Corporation Public Company Limited would like to report the resolutions of the Annual General Meeting of Shareholders 2015 (No.1/2558) held on April 9, 2015 at 2.00 pm. at conference room 2701-2703, 27th Floor, Serm-mit Tower, 159/41-44 Sukhumvit 21, Asoke Road, Khwaeng North Klongtoey, Khet Wattana, Bangkok Metropolis pertaining to the important Agenda as follows;

1. The Meeting approved the minutes of Annual General Meeting of Shareholders No. 1/2557 dated April 9, 2014 by majority votes as follows;

Total Votes	363,173,970	Shares				
- Approved	363,098,070	Shares	representing	99.9791	Percent	
- Disapproved	-0-	Shares	representing	0.0000	Percent	
- Abstained	75,900	Shares	representing	0.0209	Percent	
- Incomplete	-0-	Shares	representing	0.0000	Percent	

2. The Meeting acknowledged the Company's annual performance for the year 2014.
3. The Meeting approved the Statement of Financial Positions and the Statement of Comprehensive Income for the year ended December 31, 2014, which was reviewed by the Company's Audit Committee and certified by the Company's Auditor by unanimous votes as follows;

Total Votes	366,592,378	Shares				
- Approved	366,592,378	Shares	representing	100.000	Percent	0
- Disapproved	-0-	Shares	representing	0.0000	Percent	
- Abstained	-0-	Shares	representing	0.0000	Percent	
- Incomplete	-0-	Shares	representing	0.0000	Percent	

Remark : In this agenda there were additional shareholders that attended the meeting representing 3,418,408 shares.

4. The meeting resolved with not less than three-fourths of the total number of votes cast by the shareholders attend the meeting and approve the issuance and offering of the debentures in the aggregate amount of not exceeding THB 4,000,000,000 or its equivalent in other currencies.

Total Votes	366,706,278	Shares			
- Approved	366,683,078	Shares	representing	99.9937	Percent
- Disapproved	3,000	Shares	representing	0.0008	Percent
- Abstained	20,200	Shares	representing	0.0055	Percent
- Incomplete	-0-	Shares	representing	0.0000	Percent

Remark : In this agenda there were additional shareholders that attended the meeting representing 113,900 shares.

5. The Meeting approved the allocation of net profit of 2014 dividend distribution to the shareholders at Baht 0.30 per share, with approximately total THB 168 million was determined from the year 2014 performance and combined with the interim dividend paid during the year 2014 at THB 0.30 per share or THB 168 million would totally be THB 336 million or THB 0.60 per share, which equivalent to 78.14 percent of net profit of the year 2014 according to the single company financial statement and the payment of dividend to shareholders shall be made on this 8th May 2015. The book closing date for the right to receive the dividend was set on 24th April 2015 by unanimous votes as follows;

Total Votes	366,711,778	Shares			
- Approved	366,711,778	Shares	representing	100.000	Percent
				0	
- Disapproved	-0-	Shares	representing	0.0000	Percent
- Abstained	-0-	Shares	representing	0.0000	Percent
- Incomplete	-0-	Shares	representing	0.0000	Percent

Remark : In this agenda there were additional shareholders that attended the meeting representing 5,500 shares.

6. The Meeting approved to re-elect directors who retired by rotation to retain the office for another term by majority votes as follows;

1. Mr. Hironobu Iriya : Director

Total Votes	366,711,778	Shares			
- Approved	361,786,837	Shares	representing	98.6570	Percent
- Disapproved	4,924,941	Shares	representing	1.3430	Percent
- Abstained	-0-	Shares	representing	0.0000	Percent
- Incomplete	-0-	Shares	representing	0.0000	Percent

2. Mr. Tiwa Jaruke : Director

Total Votes	366,711,778	Shares			
- Approved	363,535,082	Shares	representing	99.1337	Percent
- Disapproved	3,176,696	Shares	representing	0.8663	Percent
- Abstained	-0-	Shares	representing	0.0000	Percent
- Incomplete	-0-	Shares	representing	0.0000	Percent

3. Mr. Piriya Wongphayabal : Director

Total Votes	366,711,778	Shares			
- Approved	366,530,678	Shares	representing	99.9506	Percent
- Disapproved	181,100	Shares	representing	0.0494	Percent
- Abstained	-0-	Shares	representing	0.0000	Percent
- Incomplete	-0-	Shares	representing	0.0000	Percent

7. The Meeting approved the Board of Directors, Audit Committee and the Board of Management's remuneration for the year 2015 by majority votes as follows;

I) Fundamental Remuneration for the year 2015

1	Board of Directors and Secretary	:	Baht	5,100,000
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2	Audit Committee and Secretary	:	Baht	500,000
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3	Board of Management and Management Team	:	Baht	7,700,000
.				

II) The special bonus.

No special bonus for company operation result of year 2014.

Total Votes	366,713,078	Shares			
- Approved	366,709,678	Shares	representing	99.999	Percent
				1	
- Disapproved	3,000	Shares	representing		Percent
				0.0008	
- Abstained	400	Shares	representing	0.0001	Percent
- Incomplete	-0-	Shares	representing	0.0000	Percent

Remark : In this agenda there were additional shareholders that attended the meeting representing 1,300 shares.

8. The Meeting approved the appointment of PricewaterhouseCoopers ABAS Ltd. with:

1.	Mr. Vichien	Kingmontri,	CPA. No.	3977,	or
2.	Mr. Somchai	Chinnawat,	CPA. No.	3271,	or

3. Ms.Amornrat Pearmpoonvatanasuk CPA. No. 4599

as Company's auditors in 2015, any one of them being authorized to conduct the audit and express an opinion on the financial statement of the Company. The audit fee of Baht 2,750,000.- (excluding other expenses relating to auditing) was approved for the fiscal year ended December 31, 2015 by majority votes as follows;

Total Votes	366,713,078	Shares				
- Approved	366,331,178	Shares	representing	99.8959	Percent	
- Disapproved	160,800	Shares	representing	0.0438	Percent	
- Abstained	221,100	Shares	representing	0.0603	Percent	
- Incomplete	-0-	Shares	representing	0.0000	Percent	

9. The Meeting resolved with not less than three-fourths of the total number of votes cast by the shareholders attend the meeting and approved the change of Company Name from "Toyo-Thai Corporation Public Company Limited" to "TTCL Public Company Limited"

Total Votes	366,713,078	Shares				
- Approved	366,712,678	Shares	representing	99.9999	Percent	
- Disapproved	-0-	Shares	representing	0.0000	Percent	
- Abstained	400	Shares	representing	0.0001	Percent	
- Incomplete	-0-	Shares	representing	0.0000	Percent	

10. The Meeting resolved with not less than three-fourths of the total number of votes cast by the shareholders attend the meeting and approved the amendment of the Memorandum of Association, Clause 1 (Company Name) as follows;

Current:

"Clause 1. Company Name: "บริษัท โตโย-ไทย คอร์ปอเรชั่น จำกัด (มหาชน)",
and having its name in English as: "TOYO-THAI COPORATION
PUBLIC COMPANY LIMITED"

New :

"Clause 1. Company Name: "บริษัท ทีทีซีแอล จำกัด (มหาชน)",
and having its name in English as: "TTCL PUBLIC COMPANY
LIMITED"

Total Votes	366,713,078	Shares				
- Approved	366,712,678	Shares	representing	99.9999	Percent	
- Disapproved	-0-	Shares	representing	0.0000	Percent	
- Abstained	400	Shares	representing	0.0001	Percent	
- Incomplete	-0-	Shares	representing	0.0000	Percent	

11. The Meeting resolved with not less than three-fourths of the total number of votes cast by the shareholders attend the meeting and approve the amendment of the Articles of Association Article 1 (The Name of Articles of Association), Article 2 (Definition of “Company”) and Article 53 (The Company Seal) as follows;

Current :

Article 1. The Name of Articles of Association

These Articles of Association are called the Articles of Association of Toyo-Thai Corporation Public Company Limited.

Article 2. Definition

(*In paragraph 3*) “Company” means Toyo-Thai Corporation Public Company Limited.

Article 53. The Company Seal

The Company Seal shall be affixed as follow:



New :

Article 1. The Name of Articles of Association

These Articles of Association are called **the Articles of Association of TTCL Public Company Limited.**

Article 2. Definition

(*In paragraph 3*) “Company” means **TTCL Public Company Limited.**

Article 53. The Company Seal

The Company Seal shall be affixed as follow:



Total Votes	366,713,078	Shares				
- Approved	366,712,678	Shares	representing	99.9999	Percent	
- Disapproved	-0-	Shares	representing	0.0000	Percent	
- Abstained	400	Shares	representing	0.0001	Percent	
- Incomplete	-0-	Shares	representing	0.0000	Percent	

Please be informed accordingly.

Yours faithfully,

Ms. Kantika Tanthuvanit
Company Secretary
Authorized to sign on behalf of the company

Administration Division & Company Secretary
Tel. 0-2260-8505 Ext. 1007, 1501 Fax. 0-2260-8525-6