

No. Kor Bor Ror. 041/2014

December 23, 2014

President

The Stock Exchange of Thailand

Re : Shares purchase transaction from connected party

Dear Sir,

Thai Wacoal Public Company Limited wish to hereby report to the SET the resolution adopted at its Board of Directors' meeting no. 5/2014 on December 23, 2014. Said resolution authorized the company to enter into transaction to purchase ordinary shares in Sahacogen (Chonburi) Plc., for the number of 1,000,000 shares, at Baht 6.50 per share, for total amount of Baht 6,500,000.-, from Erawan Textile Co., Ltd., the hitherto shareholding party who is a connected party to the company, according to the details as follows :

(1) Transaction date : Within December, 2014

(2) Transaction parties involved

Buying Party : Thai Wacoal Plc.

Selling Party : Erawan Textile Co., Ltd., a connected party to the company

(3) Details of connected parties and relationship nature

: Saha Pathana Inter-Holding Plc. concurrently served as major shareholding party in both companies, with the details as follows :

- As major shareholder holding 21.26% shares in Thai Wacoal Plc.
- As major shareholder holding 16.04% shares in Erawan Textile Co., Ltd.

Director (s) with possible conflict of interests :

Name	Position	Position
	Thai Wacoal Plc.	Erawan Textile Co., Ltd.
Mr. Amnuay Bumroongwongtong	Director	Managing Director

(4) Transaction details

Transaction description	:	To purchase ordinary shares in Sahacogen (Chonburi) Plc., from Erawan Textile Co., Ltd., the hitherto shareholding party who is a connected party to the company. Said shares purchase transaction would cover the total number of 1,000,000 shares, at the value of Baht 6.50 per share (the market price on December 9, 2014), to be carried out on a big lot transaction basis for the SET.
Total transaction value	:	Baht 6,500,000 for the purchase of 1,000,000 ordinary shares at the value of Baht 6.50 per share.
Pre-transaction shareholding level:	:	Holding 32,800,000 shares representing 3.43% of the issued and paid-up capital
Post-transaction shareholding level :	:	Increased to 33,800,000 shares representing 3.54% of the issued and paid-up capital
Funding source	:	The company's working capital
Transaction rationale	:	To utilize the company's available cash flow aimed at generating better benefits from said investment on a long-term basis.

(5) General description of connected transaction

Type of transaction	:	Transactions relating to assets and services
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Transaction volume : Above transaction came under the scope of connected transactions for listed companies as specified in The Notification of The Capital Market Supervisory Board No. Tor Chor. 21/2551, regarding rules on connected transactions provided as transactions relating to assets and services having transaction volume of over Baht 1 million but less than Baht 20 million, or more than 0.03% but less than 3% of net tangible assets (NTA), whichever may be greater. Such 0.03% of NTA value by the company as of September 30, 2014, stood at Baht 1.52 million, as against 3% of said NTA of Baht 152.14 million. Accordingly, said transaction volume warranted the company to seek approval from The Board of Directors and to report said information to the SET, without having to seek further approval from the shareholders' meeting.

(6) Acquisition and disposition of assets

Transaction volume : Does not come under the scope for the acquisition or disposal of assets having significant value for listed companies

(7) For said Board of Directors' meeting, the director (s) with possible conflict of interests, and/or the director (s) serving as connected parties, did not attend nor were eligible to cast votes at said meeting.

(8) Opinion by The Board of Directors :

The Board of Directors recommended the company to enter into the transaction to purchase ordinary shares in Sahacogen (Chonburi) Plc., from the hitherto shareholding party of Erawan Textile

Co., Ltd., a connected party to the company, for total number of 1,000,000 shares at the value of Baht 6.50 per share, for total amount Baht 6,500,000. Said investment would allow the company to utilize its available cash flow, so as to generate favourable benefits from the energy and utilities operations offering sound financial basis with good share value and good dividend prospect on a consistent basis.

(9) Opinions by The Audit Committee and/or Director significantly different from those by The Board of Directors : -None-

The company hereby reports to the SET accordingly.

Faithfully yours,

Boondee Amnuayskul

(Mr. Boondee Amnuayskul)

Managing Director