

No. Kor Bor Ror. 017/2015

August 5, 2015

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. 2/2015 on August 4, 2015. Said resolution authorized the company to enter into transaction to purchase ordinary shares in Singer Thailand Plc., for the number of 1,350,000 shares, at Baht 14.10 per share, for total amount of Baht 19,035,000.-, from Saha Pathana Inter-Holding Plc., the hitherto shareholding party who is a connected party to the company, according to the details as follows :

(1) Transaction date : Within August, 2015

(2) Transaction parties involved

Buying Party : Thai Wacoal Plc.

Selling Party : Saha Pathana Inter-Holding Plc., a connected party to the company

(3) Details of connected parties and relationship nature

: Saha Pathana Inter-Holding Plc. acting as one of the major shareholders in the company, currently with a 21.26% shareholding proportion.

Director (s) with possible conflict of interests :

Name	Position	Position
	Thai Wacoal Plc.	Saha Pathana Inter-Holding Plc.
Mr. Manu Leelanuwatana	Chairman	Director
Mr. Krish Follett	Independent Director	Independent Director

(4) Transaction details

Transaction description	:	In the purchase of ordinary shares in Singer Thailand Plc., from Saha Pathana Inter-Holding Plc., the hitherto shareholding party who is a connected party to the company. Said shares purchase transaction would cover the total number of 1,350,000 shares, at the value of Baht 14.10 per share (share cost borne by seller), to be executed as a big lot transaction under SET trading activities.
Total transaction value	:	Baht 19,035,000 for the purchase of 1,350,000 ordinary shares at the value of Baht 14.10 per share.
Pre-transaction shareholding level	:	None
Post-transaction shareholding level	:	Holding 1,350,000 shares representing 0.5% of the total 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 return benefits from said investment transaction on a long-term basis.

(5) General description of connected transaction

Type of transaction	:	Transactions relating to assets and services
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 March 31, 2015, stood at Baht 1.55 million, as against 3% of said NTA of Baht 155.34 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 purchase transaction for ordinary shares in Singer Thailand Plc., from the hitherto shareholding party of Saha Pathana Inter-Holding Plc., a connected party to the company, for total number of 1,350,000 shares at the value of Baht 14.10 per share, for total amount Baht 19,035,000. Said investment transaction would allow the company to utilize its available cash flow to generate favourable benefits by such investment in the business operations with sound fundamentals and the good prospects in dividend benefits 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)

Chairman of The Executive Board

and Managing Director