

No. Kor Bor Ror. 020/2015

August 10, 2015

President

The Stock Exchange of Thailand

Re : Shares purchase transaction from connected party

Dear Sir,

Thai Wacoal Public Company Limited wishes to hereby report to the SET the resolution earlier adopted at its Board of Directors' meeting no. 3/2015 on August 10, 2015. Said resolution authorized the company to enter into transaction to purchase ordinary shares in Thai Naxis Co., Ltd., for the number of 5,090 shares, at Baht 621.59 per share (Book value per share as of December 31, 2014), for total amount of Baht 3,163,893.10, 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 September, 2015

(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. Manu Leelanuwatana	Chairman	Advising Director
Mr. Amnuay Bumroongwongtong	Director	Managing Director

(4) Transaction details

Transaction description	:	For the purchase of ordinary shares in Thai Naxis Co., Ltd., from Erawan Textile Co., Ltd., the hitherto shareholding party who is a connected party to the company.
Total transaction value	:	Baht 3,163,893.10 for the purchase of total 5,090 ordinary shares at the value of Baht 621.59 per share.
Pre-transaction shareholding level	:	Holding 32,910 shares amounting to 16.46% of the total issued and paid-up capital
Post-transaction shareholding level	:	Increased to 38,000 shares amounting to 19.00% of the total issued and paid-up capital
Funding source	:	The company's working capital
Transaction rationale	:	In order to raise its investment proportion in related operations contributing to its overall Textile Supply Chain Management, together with return benefit in terms of dividend income.

(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 transaction to purchase ordinary shares in Thai Naxis Co. Ltd., from the hitherto shareholding party of Erawan Textile Co., Ltd., a connected party to the company, for the total number of 5,090 shares at the value of Baht 621.59 per share, for total amount Baht 3,163,893.10. Said transaction was intended as further investment to raise the company's shareholding proportion in related operations contributing to its overall Textile Supply Chain Management, together with return benefit in terms of dividend income.

(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