

No. Kor Bor Ror. 032/2015

November 9, 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. 5/2015 on November 9, 2015. Said resolution authorized the company to enter into the transaction to purchase ordinary shares in Saha Asia Pacific Co., Ltd., for the number of 6,950,000 shares, at Baht 5.25 per share for total amount of Baht 36,487,500, from Miss Sirikul Dhanasarnsilp, the hitherto shareholding party who is a connected party to the company, according to the details as follows :

- (1) Transaction date : Within November, 2015
- (2) Transaction parties involved
 - Purchasing Party : Thai Wacoal Plc.
 - Selling Party : Miss Sirikul Dhanasarnsilp
- (3) Details of connected parties and relationship nature : Miss Sirikul Dhanasarnsilp is currently serving as Vice Chairman of the company.
- (4) General transaction description : The purchase of ordinary shares in Saha Asia Pacific Co., Ltd.
- (5) Purpose of transaction : To manage the company's available cash flow so as to generate better long-term financial returns

(6) Acquired securities details

Securities issuing company : Saha Asia Pacific Co., Ltd.
Issued and paid-up share capital : Baht 375,670,000 classified into 37,567,000 shares at par value of Baht 10 each
Business type : Real estate rental and management business operations

(7) Shareholding level

Pre-transaction shareholding level: - None -
Post-transaction shareholding level : 6,950,000 shares amounting to 18.50% of the total issued and paid-up capital

(8) Remuneration value : Baht 36,487,500 for the purchase of total 6,950,000 ordinary shares at the value of Baht 5.25 per share in accordance with the book value per share as of December 31, 2014.

(9) Funding source : The company's working capital

(10) 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 June 30, 2015, stood at Baht 1.51 million, as against 3% of said NTA of Baht 150.85 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.

(11) 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

(12) 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.

(13) Opinion by The Board of Directors :

The Board of Directors recommended the company to enter into the transaction to purchase ordinary shares in Saha Asia Pacific Co., Ltd., from the hitherto shareholding party of Miss Sirikul Dhanasarnsilp, a connected party to the company, for the total number of 6,950,000 shares at the value of Baht 5.25 per share, for total amount Baht 36,487,500. Said investment transaction would allow the company to manage its available cash flow so as to generate better long-term financial returns.

(14) 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)

Chief Executive Officer and Managing Director