

No. Kor Bor Ror. 044/2015

February 17, 2016

President

The Stock Exchange of Thailand

Re : Transactions to sell assets to connected parties

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. 6/2015 on February 17, 2016. Said resolution authorized the company to enter into transactions to sell assets to A Tech Textile Co., Ltd. and G Tech Material Co., Ltd. who are connected parties to the company, for total amount of Baht 10,212,800.-, according to transaction details as follows:

(1) Transaction date : Within February, 2016

(2) Transaction parties involved

Selling Party : Thai Wacoal Plc.

Purchasing Party : 1. A Tech Textile Co., Ltd.  
2. G Tech Material Co., Ltd.

(3) Details of connected parties and

relationship nature : Wacoal Corp. and Saha Pathana Inter-Holding Plc. concurrently served as major shareholding parties in 3 companies, with the details as follows :

Major shareholding parties	Shareholding ratio		
	Thai Wacoal Plc.	A Tech Textile Co., Ltd.	G Tech Material Co., Ltd.
1. Wacoal Corp.	33.61%	54.20%	50.40%
2. Saha Pathana Inter-Holding Plc.	21.26%	19.00%	19.00%

Director (s) with possible conflict of interests:

Name	Position		
	Thai Wacoal Plc.	A Tech Textile Co., Ltd.	G Tech Material Co., Ltd.
1. Mr. Yuzo Ide	Vice Chairman	Chairman	-
2. Mr. Boondee Amnuayskul	Managing Director	Director	Managing Director
3. Mr. Atsushi Tabata	Deputy Managing Director	Director	Director
4. Mr. Masaaki Yajima	Director	Director	Chairman

(4) General transaction description : Transactions to sell assets to connected parties

(5) Purpose of transaction : To manage the company's assets for maximum benefit

(6) Disposed assets details :

Purchasing Parties	Disposed assets	Total assets value
1. A Tech Textile Co., Ltd.	- 2 Cars	Baht 2,611,000.-
2. G Tech Material Co., Ltd.	- 1 Car	Baht 1,130,800.-
	- 3 Machines	Baht 6,471,000.-
<b>Total</b>		<b>Baht 10,212,800.-</b>

Remuneration policy :

Machine and vehicle Price depending on the market price

Payment term : Payment within 15 days after delivery of the assets

(7) General description of connected transaction

Type of transaction : Transactions relating to assets and services

Transaction volume : Baht 10,212,800.-

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, 2015, stood at Baht 1.52 million, as against 3% of said NTA of Baht 152.27 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.

**(8) Acquisition and disposition of assets**

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

(9) 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.

**(10) Opinion by The Board of Directors :**

The Board of Directors supported the resolution authorizing the company to enter said transactions to sell the assets in order to manage the company's assets for maximum benefit, based on relevant favourable prices and conditions.

(11) 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