



No. Kor Bor Ror. 023/2018

February 21, 2019

President

The Stock Exchange of Thailand

Re : Transaction to purchase assets 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. 7/2018 on February 21, 2019. Said resolution authorized the company to enter into transaction to purchase assets from Wien International Co., Ltd. who is a connected party to the company, in an amount of not exceeding Baht 5,600,000.-, according to transaction details as follows:

- (1) Transaction date : Within March, 2019
- (2) Transaction parties involved
- Purchasing Party : Thai Wacoal Plc.
- Selling Party : Wien International 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 :

Major shareholding party	Shareholding ratio	
	Thai Wacoal Plc.	Wien International Co., Ltd.
Saha Pathana Inter-Holding Plc.	22.75%	12.00%

- (4) General transaction description : Transaction to purchase assets from connected party

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(5) Purpose of transaction : To operate the business of selling WIENNA products

(6) Acquired assets details :

Details of assets	Total assets value (Excluding VAT)
1. Furniture and decoration items in 12 WIENNA shops and 7 department stores	Baht 1,466,000.-
2. Vehicles - 2 items	Baht 1,180,000.-
3. Computer equipment - 472 items	Baht 1,031,000.-
4. Durable goods and others - 1,327 items	Baht 1,007,500.-
5. Website design fee- 1 item	Baht 497,000.-
Total	Baht 5,181,500.-

- Remuneration policy : Price depending on the market price and negotiation

- Payment term : Payment within 30 days after delivery of the assets

(7) Funding Source : From the company's working capital

(8) General description of connected transaction

Type of transaction : Transactions relating to assets and services

Transaction volume : The amount of not exceeding Baht 5,600,000.-
(including VAT)

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

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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, 2018, stood at Baht 1.73 million, as against 3 % of said NTA of Baht 172.52 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.

(9) 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

(10) 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.

Name	Position	
	Thai Wacoal Plc.	Wien International Co., Ltd.
1. Mr. Manu Leelanuwatana	Chairman	Chairman
2. Mr. Boondee Amnuayskul	Chief Executive Officer and Managing Director	Director
3. Mr. Nozomu Otsuka □	Deputy Managing Director	Director

(11) Opinion by The Board of Directors :

The Board of Directors approved the transaction to purchase above assets from Wien International Co., Ltd., who is a connected party to the company, in an amount of not exceeding

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Baht 5,600,000.- (including VAT) in order to engage in the business of selling WIENNA products, based on relevant favourable prices and conditions.

(12) 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