



No. Kor Bor Ror. 019/2018

November 12, 2018

President

The Stock Exchange of Thailand

Re : Inter-transaction of purchasing assets by subsidiary companies, and transaction of subsidiary company to rent space from connected party

Ref : Document no. Kor Bor Ror. 016/2018 dated September 19, 2018, regarding transaction to purchase assets from connected party

Dear Sir,

1. Inter-transaction of purchasing assets by subsidiary companies

According to the resolution of The Board of Directors' meeting no.4/2018 of Thai Wacoal Public Company Limited, held on September 19, 2018, authorizing Pattaya Kabinburi Co., Ltd. which is a subsidiary company to enter into transaction to purchase assets from Exact Q Co., Ltd. who is a connected party to the company.

The company would like to inform that on November 1, 2018, Tora 1010 Co., Ltd. which is a subsidiary company has purchased the assets of Exact Q Co., Ltd. from Pattaya Kabinburi Co., Ltd. in an amount of Baht 15,889,420.- (Excluding VAT) in order to restructure corporate group's business. Such transaction does not have any effect to the operation of the company.

Name of shareholder	Shareholding ratio	
	Tora 1010 Co., Ltd.	Pattaya Kabinburi Co., Ltd.
Thai Wacoal Plc.	99.97%	99.95%

2. Transaction of subsidiary company to rent space from connected party

Thai Wacoal Public Company Limited wishes to hereby report to the SET on the resolutions earlier adopted at its Board of Directors' meeting no. 5/2018 on November 12, 2018, authorizing Tora 1010 Co., Ltd. which is a subsidiary company to enter into transaction to rent factory space in Saha Group Industrial Park at Siracha District, Chonburi Province from I.D.F. Co., Ltd. who is a connected party to the company, according to transaction details as follows:



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- (1) Transaction date : Within December, 2018
- (2) Transaction parties involved
- Lessee : Tora 1010 Co., Ltd., which is a subsidiary company
- Lessor : I.D.F. Co., Ltd., a connected party to the company
- (3) Details of connected parties and relationship nature : Close relatives of director (Mr. Boonsithi Chokwatana is Mr. Thamarat Chokwatana's father) is a major shareholder in I.D.F. Co., Ltd. by holding 30.22%
- (4) General transaction description : Transaction of subsidiary company to rent space from connected party
- (5) Purpose of transaction : To be the subsidiary company's workplace
- (6) Transaction details
- Location : Factory space in Saha Group Industrial Park at 626/1, Moo 11, Nong Kham Sub-district, Siracha District, Chonburi Province
- Rental space : 1,500 Square meters
- Rental fees : Baht 100 / Square meter
- Lease term : 13 Months
(December 1, 2018 - December 31, 2019)
- Total cost : Baht 1,950,000.-
- Remuneration policy : Rental fees depending on the location, surrounding, building condition, and utilization purpose for said assets
- Payment term : Monthly payment

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(7) General description of connected transaction

Type of transaction : Transaction regarding rental or lease of immovable property not exceeding 3 years

Transaction value : Baht 2,250,000.-
(including transaction value for the past 6 months; Pattaya Kabinburi Co., Ltd. is the lessee of the said area in which price and related conditions are the same as Tora 1010 Co., Ltd.)

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 transaction regarding rental or lease of immovable property not exceeding 3 years 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, 2018, stood at Baht 1.68 million, as against 3% of said NTA of Baht 168.28 million. Accordingly, said transaction volume warranted the company to report said information to the SET.

(8) 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.

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(9) Opinion by The Board of Directors :

The Board of Directors approved Tora 1010 Co., Ltd. which is a subsidiary company to enter into the transaction to rent factory space in Saha Group Industrial Park at Siracha District, Chonburi Province from I.D.F. Co., Ltd. who is a connected party to the company for the period of 13 months (December 1, 2018 – December 31, 2019). Said transaction was intended to be the subsidiary company's workplace, based on relevant favourable prices and conditions.

(10) 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