



Translation

No. Kor Bor Ror. 013/2019

October 22, 2019

President

The Stock Exchange of Thailand

Sub : Connected transaction, determination of the date for the Extraordinary General Meeting of Shareholders, and the dissemination of the meeting invitation

Attachment : 1. Information Memorandum on Asset Disposition and Connected Transaction

Dear Sir,

According to the resolution of the 50th General Meeting of Shareholders of Thai Wacoal Public Company Limited, held on April 22, 2019, the meeting approved the sale of the company's land to Saha Pathana Inter-Holding Plc. (SPI). Afterwards, SPI has notified the company of changing the company's land purchaser from SPI to Saha Capital Tower Co., Ltd. (SCT), who is a connected party to the company, because SPI plans to develop the land to be a Grade A office project and many companies are also interested in investing in the land development. Therefore, SPI together with many companies have invested in establishing SCT as the company to develop the above land project. After that, SCT has informed the company that SCT would like to purchase the said land plot. (There is no restriction on the change of land purchaser indicated in the land purchase and sale agreement between the company and SPI).

Accordingly, the meeting of The Board of Directors of Thai Wacoal Plc. no. 5/2019, held on October 22, 2019, has deliberated and adopted the resolutions as follows :

1. To propose to the Extraordinary General Meeting of Shareholders No. 1/2019 to approve the change of the purchaser of the company's 4 land plots located in Bangpongpan sub-district, Yannawa district, Bangkok Metropolitan, with total areas of 6 rais 66.40 square wah (2,466.40 square wah) by terminating the land purchase and sale agreement with Saha Pathana Inter-Holding Plc., together with entering into the land purchase and sale agreement with Saha Capital

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Tower Co., Ltd., who is a connected party to the company, at the purchase price of Baht 375,000 per square wah which is a new average price appraised by 2 independent appraisers or total amount of Baht 924,900,000.-. Such price does not change from the price offered to SPI. Whereas SCT agrees to make payment into 3 installments to the company under the payment term which is better than SPI as follows :

- 1st installment : Payment of Baht 100,000,000.- (Originally, SPI's first payment at the amount of Baht 92,490,000) will be paid within December 18, 2019.
- 2nd installment : Payment of the 2 land plots which are land title deed no. 11357 and land title deed no. 59109 at the total amount of Baht 277,275,000.- within December 2019. (Originally, SPI's payment at the amount according to the value of 1 or 2 land plots which will be registered for land ownership transfer within December 2019.)
- 3rd installment : Payment of the 2 land plots which are land title deed no. 17090 and land title deed no. 53138 at the total amount of Baht 547,625,000.- within April 2020.) (Originally, SPI's payment according to the value of remaining land plots on the date of registration for land ownership transfer within April 2020.)

Land transfer fee will be equally responsible by the purchaser and the seller. Whereas income tax from the sale of land, specific business tax, duty and all other expenses concerning land transfer will be responsible by the seller. (same conditions)

The change of the company's land purchaser does not come under the scope for the acquisition or disposition of assets having significant value for listed companies. However, such transaction comes under the scope of connected transactions for listed companies with the transaction value of \geq Baht 20 million or \geq 3 % of net tangible assets (NTA), whichever may be greater. As a result, the company is required to disclose information memorandum pertaining to the transaction to the Stock Exchange of Thailand (Attachment 1) as well as to seek an approval for

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entering into such transaction from the shareholders' meeting with votes of not less than three-fourth of total number of the shareholders present at the meeting and having voting rights, excluding the votes of shareholders having an interest in the matter.

In this regard, the company appoints Jay Capital Advisory Limited to be Independent Financial Advisor (IFA) in order to give opinion on entering into such transaction.

2. To set the date for the Extraordinary General Meeting of Shareholders No. 1/2019, for Monday, December 16, 2019, at 10:00 hours at Chaophaya Room, The Montien Riverside Hotel, situated at no.372, Rama 3 Road, Bangklo, Bangkholaem, Bangkok, Thailand.

3. To set the record date for the shareholders eligible to attend the Extraordinary General Meeting of Shareholders No. 1/2019, for Tuesday, November 12, 2019.

4. To set the meeting agenda for the Extraordinary General Meeting of Shareholders No. 1/2019 as follows :

Agenda 1 Endorsement of the minutes of the 50th General Meeting of Shareholders, held on April 22, 2019

Agenda 2 Approval of the change of the company's land purchaser from Saha Pathana Inter-Holding Plc. to Saha Capital Tower Co., Ltd.

Agenda 3 Other topic (if any)

The company shall disseminate the meeting invitation letter for the Extraordinary General Meeting of Shareholders No. 1/2019 together with related documents, in both Thai and English version, via the company website (www.wacoal.co.th) under Investor Relations page, Shareholder Information section and choose item "Shareholders' Meeting", accessible from Thursday, November 14, 2019 onwards. Whereas the actual meeting invitation letter and related documents shall be forwarded to the shareholders via registered mail, according to the shareholders' names appearing on the record date on Tuesday, November 12, 2019, so as to entitle them to attend the meeting accordingly.

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The company hereby reports to the SET accordingly.

Faithfully yours,

Boondee Amnuayskul

(Mr.Boondee Amnuayskul)

Chief Executive Officer and Managing Director



Information Memorandum on Asset Disposition and Connected Transaction

Thai Wacoal Public Company Limited

According to the resolution of the 50th General Meeting of Shareholders of Thai Wacoal Public Company Limited, held on April 22, 2019, the meeting approved the sale of the company's land to Saha Pathana Inter-Holding Plc. (SPI), with total areas of 6 rais 66.40 square wah (2,466.40 square wah). Afterwards, SPI has notified the company of changing the company's land purchaser from SPI to Saha Capital Tower Co., Ltd. (SCT), who is a connected party to the company, because SPI plans to develop the land to be a Grade A office project and many companies are also interested in investing in the land development. Therefore, SPI together with many companies have invested in establishing SCT as the company to develop the above land project. After that, SCT has informed the company that SCT would like to purchase the said land plot. (There is no restriction on the change of land purchaser indicated in the land purchase and sale agreement between the company and SPI). Accordingly, The Board of Directors' Meeting of Thai Wacoal no. 5/2019, held on October 22, 2019, has approved the change of the company's land purchaser from SPI to SCT, at the purchase price of Baht 375,000 per square wah which is a new average price appraised by 2 independent appraisers or total amount of Baht 924,900,000.-. Such price does not change from the price offered to SPI. Whereas SCT agrees to make payment into 3 installments to the company under the payment term which is better than SPI, so the company will get maximum benefit from entering into this transaction.

In the change of the company's land purchaser, the company and SPI will terminate the land purchase and sale agreement as well as the company and SCT will enter into the land purchase and sale agreement which will be binding upon obtaining the approval of the change of the company's land purchaser in the Extraordinary General Meeting of Shareholders. Furthermore, the change of the company's land purchaser does not come under the scope for the acquisition or disposition of assets having significant value for listed companies. However, such transaction comes under the scope of connected transactions for listed companies with the transaction value of \geq Baht 20 million or \geq 3% of net tangible assets (NTA), whichever may be greater. As a result, the company is required to disclose information memorandum pertaining to the transaction to the Stock Exchange of Thailand, together with appointing an Independent Financial Advisor (IFA) to give opinion on entering into such transaction, as well as to seek an approval for entering into such transaction from the shareholders' meeting with votes of not less than three-fourth of total number of the shareholders present at the meeting and having voting rights, excluding the votes of shareholders having an interest in the matter.

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The company is required to disclose the information memorandum of the above transaction as follows :

1. Transaction date : Within April, 2020

2. Transaction parties involved

Seller : Thai Wacoal Plc.

Purchaser : Saha Capital Tower Co., Ltd., who is a connected party to the company

Details of purchaser

Type of business : Property Development

Registered capital : Baht 2,000,000,000.-

Name list of shareholders of Saha Capital Tower Co., Ltd. as of September 30, 2019

Name	No. of shares	%
1. Saha Pathana Inter-Holding Plc.	4,200,000	21.00
2. Thai President Foods Plc.	3,000,000	15.00
3. Saha Pathanapibul Plc.	3,000,000	15.00
4. Thai Wacoal Plc.	2,000,000	10.00
5. I.C.C. International Plc.	2,000,000	10.00
6. President Bakery Plc.	2,000,000	10.00
7. Lion Corporation (Thailand) Ltd.	1,000,000	5.00
8. Better Way (Thailand) Co., Ltd.	600,000	3.00
9. Thanulux Plc.	600,000	3.00
10. I.D.F. Co., Ltd.	299,993	1.50
Top 10 major shareholders	18,699,993	93.50
Others	1,300,007	6.50
Total shareholders	20,000,000	100.00

3. Details of connected parties and

relationship nature : Saha Pathana Inter-Holding Plc. is a major shareholder in both companies, with the details as follows :

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Major shareholding party	Shareholding ratio	
	Thai Wacoal Plc.	Saha Capital Tower Co., Ltd.
Saha Pathana Inter-Holding Plc.	23.00%	21.00%

4. **General transaction description** : The company will change the company's land purchaser from Saha Pathana Inter-Holding Plc. to Saha Capital Tower Co., Ltd., who is a connected party to the company, with total areas of 6 rai 66.40 square wah (2,466.40 square wah) at the purchase price of Baht 375,000 per square wah which is a new average price appraised by 2 independent appraisers or total amount of Baht 924,900,000.-. Such price does not change from the price offered to SPI. Whereas SCT offers payment term better than SPI, so the company will get maximum benefit from entering into this transaction.

5. **Purpose of transaction** : In order to use the money as working capital of the company and increase good investment opportunities in the future.

6. **Details of disposed assets**

Asset type : Four (4) land plots located in Bangpongpan sub-district, Yannawa district, Bangkok Metropolitan, with total areas of 6 rai 66.40 square wah (2,466.40 square wah), according to the details as follows :

- (1) Land title deed no. 17090 land no. 54 survey page no. 3735, covering land area of 2 – 0 – 0 rai (800 square wah)
- (2) Land title deed no. 53138 land no. 121 survey page no. 10848, covering land area of 2 – 1 – 27 rai (927 square wah)
- (3) Land title deed no. 11357 land no. 53 survey page no. 2716, covering land area of 0 – 1 – 0 rai (100 square wah)
- (4) Land title deed no. 59109 (13358) land no. 55 survey page no. 3135, covering land area of 1 – 2 – 39.40 rai (639.40 square wah)

Outstanding assets obligation : - None -

Total assets value : Total amount of Baht 924,900,000.-

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The value of land is the net value of assets pursuant to the value of consideration that the company shall receive from this asset disposition. In this regard, the company appoints Jay Capital Advisory Limited to be Independent Financial Advisor (IFA) in order to give opinion on the company entering into the disposition transaction of the land to the connected party.

Remuneration policy : Determine the compensation from the land appraisal price of the property appraiser and the negotiation between purchaser and seller.

Payment term : Saha Capital Tower Co., Ltd. agrees to make payment into 3 installments to the company under the payment term which is better than Saha Pathana Inter-Holding Plc. as follows :

- 1st installment : Payment of Baht 100,000,000.- (originally, SPI 's first payment of Baht 92,490,000) will be paid within December 18, 2019.
- 2nd installment : Payment for the 2 land plots which are land title deed no. 11357 and land title deed no. 59109 at the total amount of Baht 277,275,000.- within December 2019. (originally, SPI's payment at the amount according to the value of 1 or 2 land plots which will be registered for land ownership transfer within December 2019.)
- 3rd installment : Payment for the 2 land plots which are land title deed no. 17090 and land title deed no. 53138 at the total amount of Baht 547,625,000.- within April 2020.) (originally, SPI's Payment according to the value of remaining land plots on the date of registration for land ownership transfer within April 2020.)

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Land transfer fee will be equally responsible by the purchaser and the seller. Whereas income tax from the sale of land, specific business tax, duty and all other expenses concerning land transfer will be responsible by the seller. (same conditions)

7. General description of connected transaction

Type of transaction : Transactions relating to assets and services
Transaction value : The amount of Baht 924,900,000.-

Above transaction comes 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, and the Notification of The Board of Governors of The Stock Exchange of Thailand regarding disclosure of information and other acts of listed companies relating to connected transactions B.E. 2546 (2003). Upon calculation of transaction value by taking into account the highest values between book value and value of assets pursuant to the market price, the highest value is the average market price pursuant to the appraised report by the 2 independent appraisers with the transaction value of \geq Baht 20 million or \geq 3% of net tangible assets (NTA), whichever may be greater. Such 3% of NTA value by the company as of June 30, 2019, stood at Baht 168.49 million. As a result, the company is required to disclose information memorandum pertaining to the transaction to the Stock Exchange of Thailand, as well as to seek an approval for entering into such transaction from the shareholders' meeting with votes of not less than three-fourth of total number of the shareholders present at the meeting and having voting rights, excluding the votes of shareholders having an interest in the matter. In addition, the company is required to send the Notice of Shareholders' meeting together with

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the opinion of the Independent Financial Advisor to the shareholders at least 14 days prior to the shareholders' meeting date.

8. Acquisition and disposition of assets

Transaction value : The total value of consideration is equal to 12.77% of the company's total assets (calculation from the company's consolidated financial statements for the second quarter ended June 30, 2019) and when combining with assets disposition during the past 6 months, total size of transaction is equal to 13.09% which is lower than 15% of the company's total assets. Accordingly, such transaction does not come under the scope for the acquisition or disposition of assets having significant value for listed companies pursuant to the Notification of the Capital Market Supervisory Board No. Tor Chor. 20/2551 regarding rules for significant transactions constituting an acquisition or disposition of assets and the Notification of the Board of Governors of the Stock Exchange of Thailand regarding disclosure of information and practice of listed companies concerning the acquisition or disposition of assets B.E. 2547 (2004). As a result, such transaction is within the approval authorization of the Board of Directors, without requiring to report the information to the Stock Exchange of Thailand as well as arrange of the shareholders' meeting in order to request for an approval of such transaction.

Comparison criteria of Value of Consideration

$$\begin{aligned} \text{Transaction Value} &= \frac{\text{Total Value of Consideration received} \times 100}{\text{Total company's total assets (pursuant to the consolidated financial statements reviewed by the Certified Public Accountant as of June 30, 2019)}} \\ &= \frac{\text{Baht 924.90 million} \times 100}{\text{Baht 7,240.79 million}} \\ &= 12.77 \% \end{aligned}$$



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9. The connected persons and/or the shareholders having interests in the matter and the shareholders who are not eligible to vote

This transaction is required to be approved with votes of not less than three-fourth of total number of the shareholders present at the meeting and having voting rights, excluding the votes of shareholders having interests in the matter and shareholders who are not eligible to vote, who are :

Name of shareholders having interests in the matter and the shareholders who are not eligible to vote	No. of shares in the company		Relationship with the counterparties of the transaction
	No. of shares (shares)	%	
1. Saha Pathana Inter-Holding Plc. (SPI)	27,596,600	23.00	<ul style="list-style-type: none"> • Being the original contract party to cancel the purchase of company's land • Shareholder in both the company and SCT • Being a person under Section 258 of the Managing Director of SCT
2. Chokwatana Co., Ltd.	140,620	0.12	<ul style="list-style-type: none"> • Major shareholder of SPI which held 16.80% of total issued and paid-up shares of SPI • Have 3 common directors with SPI who are Mr. Boonsithi Chokwatana, Mr. Boonchai Chokwatana, and Mr. Boonkiet Chokwatana
3. International Laboratories Corp., Ltd.	186,500	0.16	<ul style="list-style-type: none"> • Have 30.27% of total issued and paid-up shares directly and indirectly owned by SPI
4. Mr. Boonchai Chokwatana	100,000	0.08	<ul style="list-style-type: none"> • Managing Director of Chokwatana Co., Ltd. • Director of SPI • Shareholder in both the company and SCT

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Name of shareholders having interests in the matter and the shareholders who are not eligible to vote	No. of shares in the company		Relationship with the counterparties of the transaction
	No. of shares (shares)	%	
5. Saha Pathanapibul Plc.	9,641,050	8.03	• Shareholder in both the company and SCT
6. I.C.C. International Plc.	6,113,020	5.09	• Shareholder in both the company and SCT
7. I.D.F. Co., Ltd.	4,492,000	3.74	• Shareholder in both the company and SCT
8. Sariraporn Co., Ltd.	2,818,940	2.35	• Shareholder in both the company and SCT
9. Thanulux Plc.	1,670,200	1.39	• Shareholder in both the company and SCT
10. Mr. Boonsithi Chokwatana	1,307,650	1.09	• Shareholder in both the company and SCT • Chairman of SPI and SCT
11. Mr. Boonkiet Chokwatana	365,985	0.31	• Shareholder in both the company and SCT • Director of SPI
12. Mr. Samrerng Manoonpol	5,900	0.00	• Shareholder in both the company and SCT • Director of SPI and Vice Chairman of SCT
13. BSC So In Co., Ltd.	500	0.00	• Shareholder in both the company and SCT
14. Miss Thaninthorn Chokwatana	7,100	0.01	• Being a person under Section 258 of the Managing Director of SCT
Total	54,446,065	45.37	



The directors who have interests, and/or the directors who are connected persons shall not attend the meeting and have no right to vote in the meeting

Name	Position		
	Thai Wacoal Plc.	Saha Pathana Inter-Holding Plc.	Saha Capital Tower Co., Ltd.
1. Mr. Manu Leelanuwatana	Chairman	Director	Director
2. Mrs. Punnee Worawuthichongsathit	Independent Director	Independent Director	-

10. Opinion by The Board of Directors

The Board of Directors which excluded the directors having interests in the matter agreed that the company should enter into transaction on the change of the company's land purchaser from SPI to SCT, at the new average price appraised by 2 independent appraisers. Such price does not change from the price offered to SPI. Whereas SCT agrees to make payment into 3 installments to the company under the payment term which is better than SPI, so the company will get maximum benefit from entering into this transaction, 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 -

Please kindly be acknowledged accordingly.

Thai Wacoal Public Company Limited

Boondee Amnuayskul Onanong Saengpumpung
(Mr. Boondee Amnuayskul Mrs. Onanong Saengpumpung)
Director

