# Opinions of the Independent Financial Advisor 

On Assets Disposition of the Listed Company and Connect Transactions with regards to Sales and Transfer of Businesses, Entry into Lease Agreement and Services Agreement For Supporting Extraordinary General Meeting of Shareholders Textile Prestige Public Company Limited

October 12, 2015

Re: Opinion of the independent financial advisor on assets disposition of the listed company and connected transactions with regards to sales and transfer of businesses, entry into lease agreement and services agreement

Attn: Shareholders

Textile Prestige Public Company Limited

Reference is made to resolution of the Board of Directors' Meeting of Textile Prestige Public Company Limited ("TPCORP" or the Company") No. $3 / 2528$ on August 4,2015 which approved the sales and transfer of the textile businesses, specifically relate to underwear manufacturing of the Company and T.U.C. Elastic Company Limited ("TUC"), Prestige Plus Company Limited ("PPC"), Prestige Embroidery Company Limited ("PEC"), the Company's subsidiaries, and Value Added Textile Company Limited ("VAT"), the Company's affiliate, to A TECH Textile Company Limited ("A TECH"). In addition, after the transfer of such businesses, the Company shall enter into lease agreement and services agreement with A TECH of which its major shareholders are the Company's major shareholders. That is, Thai Wacoal Public Company Limited ("Wacoal") (the Company's major shareholder which holds $19,598,850$ shares of the Company, or accounting for 18.15 percent of the total issued shares of the Company) holds 19 percent of the registered capital of A TECH and Saha Pathana InterHolding Public Company Limited ("SPI") (The Company's major shareholder which holds 12,993 , 750 shares of the Company or accounting for 12.03 percent of total issued shares of the Company) holds 19 percent of registered capital of A TECH.

Such sales and transfer of textile businesses, only specifically relates to underwear manufacturing is considered as the asset disposition of the listed company pursuant to the Notification of the Capital Market Supervisory Board No. Tor Jor. 20/2551 Re: Rules for Significant Transactions Constituting an Acquisition or Disposition of Assets dated August 31, B.E. 2551 (2008) and its amendments and the Notification of the Board of Directors of the Stock Exchange of Thailand Re: Disclosure of Information and Practice of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) dated October 29, 2004 ("Notification on Asset Acquisition and Disposition"). When calculation based on criteria stipulated in those notifications by applying the highest value, size of transaction is equaled to $28.46 \%$ of the Company's total assets, which is greater than 15 percent but lower than 50 percent of the Company's total assets, hence, the Company is required to prepare the relevant report disclosing, at minimum information, the memorandum specified in Schedule 1 and to send the minimum information memorandum specified in Schedule 2 to the Company's shareholders within 21 days from the date such information is disclosed to the Stock Exchange of Thailand.

In addition, the sales of businesses and entry into lease and services agreement are also considered as connected transactions pursuant to the Notification of the Capital Market Supervisory Board No. Tor. Jor. 21/2551 Re: Connected Transactions Rules dated August 31, B.E. 2551 (2008) and its amendments and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies relating to Connected Transactions B.E. 2546 (2003) dated November 19, B.E. 2546 (2003) (Notification on Connected Transactions) because the Company's major shareholders are the major shareholders of A TECH that enter into thus transaction and upon calculation of transaction's size, value of transaction is greater than Baht 20 million or more than 3 percent of the Company's net tangible assets.

Consequently, in order to enter into all transactions above, the Company is required to prepare a report and disclose information pursuant to the specified Notification on Connected Transactions as well as to request for approval for entering into such transactions from the shareholders' meeting with the vote not lesser than 3 of 4 of total vote of shareholders or the proxies (if any) who participate in the meeting, excluding those votes with conflict of interest. After that TPCOPR shall propose to the shareholders' meeting for approval during the Extraordinary General Meeting of Shareholders which shall be held on October 12, 2015.

In this regards, the Company has appointed Finnex Advisory Company Limited ( the "Independent Financial Advisor"), an approved financial advisor from the Office of the Securities and Exchange Commission which does not have any relationship with the Company, the subsidiaries or the affiliate of the Company, to provide opinions with regards to reasonableness and benefits, fairness of price and conditions on assets acquisition of the listed company and such connected transactions to the Independent Directors, the Audit Committee and the shareholders of the Company. Finnex Advisory Company Limited as the Independent Financial Advisor has conducted the study and prepared an opinion report on entering into such transactions as follows:

1. Characteristics and details of transactions
2. Advantages / impacts of entering and not entering into transactions
3. Fairness of price and transaction conditions
4. Opinion of the Independent Financial Advisor on voting decision of the shareholders

The opinion provided by the Independent Financial Advisor is based on the study and analysis of information and document obtained from the Company including the interview with the Company's management, information available to the public as well as other information obtained from acceptable public sources with regards to reliability, credibility, accuracy and completeness of information. In addition, the opinion of the Independent Financial Advisor is based on assumption that the
abovementioned information received from the Company as well as the interview with the Company's management are true and correct and by taking into consideration the economic environment and information occurred at the time of the study. Therefore, if there is any material change in such factors, the Company may be impacted from such change and it might impact to this transaction. Hence, the opinion of the Independent Financial Advisor may not be able to confirm impact which might significantly occur to the Company in the future.

Finnex Advisory Company Limited, as the Independent Financial Advisor, hereby certified that we have rendered the above opinion prudently under code of professional practices and in the best interest of the shareholders. This report has been prepared in Thai and it has been translated for convenient of the foreign investors. If there is any discrepancy between English version and Thai version, the Thai version shall prevail.

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## Executive Summary

According to the resolution of the Board of Directors' Meeting of Textile Prestige Public Company Limited (the "Company") No. $3 / 2558$ held on August 4, 2015 which approved the sales and transfer of the textile businesses, specifically relate to underwear manufacturing of the Company and T.U.C. Elastic Company Limited ("TUC"), Prestige Plus Company Limited ("PPC"), Prestige Embroidery Company Limited ("PEC"), the Company's subsidiaries, and Value Added Textile Company Limited ("VAT"), the Company's affiliate, to A TECH Textile Company Limited ("A TECH"), the newly established company of which its major shareholders are the Company's major shareholders. This transaction shall make the Company, the subsidiaries and the affiliate sell and transfer businesses, assets, liabilities, employees, rights and obligations including encumbrances concerning textile businesses, specifically relate to underwear manufacturing as well as all rights and benefits derived from such assets to A Tech Textile Company (A TECH) with the considerations equivalent to net book value of the transferred assets as at the date before the Closing Date within the first quarter of 2016, except fixed assets, i.e. lands, buildings, machineries and equipment which are at net book value as at December 31, 2014 plus additional of Baht $136,073,000$, but in no event shall such considerations exceed Baht $863,500,000$ (and by taking into consideration the shareholding proportion, TPCORP shall receive considerations of approximately Baht $745,296,109$ ). The Company shall partially transfer its businesses and the subsidiaries and the affiliate shall entirely transfer their businesses to A TECH. After such businesses transfer, the Subsidiaries and the Affiliate will be dissolved.

Additionally, in order to enable A TECH to continue operating the business transferred, A TECH wishes to rent a part of the Bangkok Office and the Factories in Amphur Sriracha with total consideration throughout the lease period of approximately Baht $43,596,000$ (excluding common service fees, water supply, electricity, building and lands taxes and other taxes (if any) and other relevant expenses). The lease period is 3 years where the lessee will pay monthly rental fee to the lessor. Moreover, A TECH also wishes to enter into services agreement as it requests the Company to provide services on information technology, human resource, accounting, marketing and sales to A TECH for a period of 3 years. Total service fees are approximately Baht $44,990,000$ where the lessee will pay monthly rental fee to the lessor.

Such sales and transfer of textile businesses, only specifically relates to underwear manufacturing is considered as the asset disposition of the listed company pursuant to the Notification of the Capital Market Supervisory Board No. Tor Jor. 20/2551 Re: Rules for Significant Transactions Constituting an Acquisition or Disposition of Assets dated August 31, B.E. 2551 (2008) and its amendments and the Notification of the Board of Directors of the Stock Exchange of Thailand Re: Disclosure of Information and Practice of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) dated October 29, 2004 ("Notification on Asset Acquisition and Disposition"). When calculation based on criteria stipulated in those notifications by applying the highest value, size of transaction is equaled to $28.46 \%$ of the Company's total assets, which is greater than 15 percent but lower than 50 percent of the Company's total assets, hence, the Company is required to prepare the relevant report disclosing, at minimum information, the memorandum specified in Schedule 1 and to send the minimum information memorandum specified in Schedule 2 to the Company's shareholders within 21 days from the date such information is disclosed to the Stock Exchange of Thailand.

In addition, the sales of businesses and entry into lease and services agreement are also considered as connected transactions pursuant to the Notification of the Capital Market Supervisory Board No. Tor. Jor. 21/2551 Re: Connected Transactions Rules dated August 31, B.E. 2551 (2008) and its amendments and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies relating to Connected Transactions B.E. 2546 (2003) dated November 19, B.E. 2546 (2003) (Notification on Connected Transactions) because the Company's major shareholders are the major shareholders of A TECH that enter into thus transaction and upon calculation of transaction's size, value of transaction is greater than Baht 20 million or more than 3 percent of the Company's net tangible assets.

Consequently, in order to enter into all transactions above, the Company is required to prepare a report and disclose information pursuant to the specified Notification on Connected Transactions as well as to request for approval for entering into such transactions from the shareholders' meeting with the vote not lesser than 3 of 4 of total vote of shareholders or the proxies (if any) who participate in the meeting, excluding those votes with conflict of interest.

When considering the above businesses acquisition proposal, the Independent Financial Advisor is of opinion that the sales and transfer of textile businesses which specifically relate to underwear manufacturing of Company, the subsidiaries and the affiliate to A TECH shall not have any significant impact to the Company's performance. The reasons are that from the past period, performance of textile businesses was rather fluctuated with continued loss from operation, particularly when comparing with the manufacturing and distribution business of non-woven fabric. On the contrary, sales of such businesses shall be favorable to the Company as it can make the Company fully concentrate on development and administration of nonwoven fabric business, which is the business currently operated by the Company with constant good performance records. Most of considerations obtained from sales of textile businesses specifically relate to underwear manufacturing shall be used to invest in the non-woven fabric related businesses, which consequently make the Company have higher and better opportunity to have operating profits than keep on maintaining business relating to underwear manufacturing.

Therefore, the Independent Financial Advisor is of opinion that the sales of textile business specifically relate to underwear manufacturing to A TECH is appropriated and reasonable. Moreover, the Independent Financial Advisor views that the considerations to be obtained from sales of businesses are higher than the appraisal prices, as per mentioned in Section 4. Consequently, when considering on details of business acquisition proposal including both advantages and impacts as well as consideration to be obtained, the Independent Financial Advisor is of opinion that the shareholders should approve the sales and transfer of businesses of textiles, specifically relate to underwear manufacturing of the Company under Partial Business Transfer and of the subsidiaries and the affiliate under Entire Business Transfer.

Pertaining to the lease of a part of Bangkok Office and Factories in Amphur Sriracha from the Company and the request on rendering of administration services from the Company for the period of 3 years with total considerations throughout the period of 3 year at Baht $43,596,000$ and Baht $44,990,000$, respectively, the Independent Financial Advisor is of opinion that the above transactions are consequences of such sales of business in order to make A TECH able to operate business acquired from the Group of Companies immediately and continually during the initial period. Furthermore, such assets to let lease and
services to be rendered shall not have any negative impact to the Company, on the other hand, it shall be beneficial to the Company instead as it can make the Company able to maximize benefits of its assets and resources available. In addition, the rental fee proposed by A TECH is fair and closed to rental fee rate of nearby areas as per appraised by the independent appraiser and administration fees are determined by using cost plus margin method.

Therefore, when considering about details of the assets lease and service rendering proposal including advantage and impacts as well as considerations to be obtained by the Company, the Independent Financial Advisor is of opinion that the shareholders should approve on entering into lease agreement and services agreement with A TECH.

## Part 1: Characteristic and Details of Transactions

### 1.1. Characteristic and Details of Transactions

The resolution of the Board of Directors' Meeting of Textile Prestige Public Company Limited (the "Company") No. 3/2558 held on August 4, 2015 approved the sales and transfer of the textile businesses, specifically relate to underwear manufacturing of the Company and T.U.C. Elastic Company Limited ("TUC"), Prestige Plus Company Limited ("PPC"), Prestige Embroidery Company Limited ("PEC"), the Company's subsidiaries, and Value Added Textile Company Limited ("VAT"), the Company's affiliate, to A TECH Textile Company Limited ("A TECH"), the newly established company of which its major shareholders are the Company's major shareholders. In addition, after the sales and transfer of businesses, the Company shall enter into lease agreement and service agreement with such newly established company.

The Company, the subsidiaries and the affiliate shall sell and transfer businesses, assets, liabilities, employees, rights and obligations including encumbrances concerning textile businesses, specifically relate to underwear manufacturing as well as all rights and benefits derived from such assets to A Tech Textile Company (A TECH) with the considerations equivalent to net book value of the transferred assets as at the date before the Closing Date within the first quarter of 2016, except fixed assets, i.e. lands, buildings, machineries and equipment which are at net book value as at December 31, 2014 plus additional of Baht $136,072,954$, but in no event shall such considerations exceed Baht $863,500,000$ (and by taking into consideration the shareholding proportion, TPCORP shall receive considerations of approximately Baht $745,296,109$ ). The Company shall partially transfer its businesses and the subsidiaries and the affiliate shall entirely transfer their businesses to A TECH. After such businesses transfer, the Subsidiaries and the Affiliate will be dissolved. Additionally, in order to enable A TECH to continue operating the business transferred, A TECH wishes to rent a part of the Bangkok Office and the Factories in Amphur Sriracha with total considerations throughout the lease period of approximately Baht $43,596,000$ (excluding common service fees, water supply, electricity, property taxes and other taxes (if any) and other relevant expenses). The lease period is 3 years where the lessee will pay monthly rental fee to the lessor. Moreover, A TECH will also request to enter into service agreement with the Company as it requests the Company to provide services on information technology, human resource, accounting, marketing and sales to A TECH for a period of 3 years. Total service fees is approximately Baht $44,990,000$ where the less will pay monthly rental fee to the lessor.

Such sales and transfer of textile businesses, only specifically relates to underwear manufacturing is considered as the asset disposition of the listed company pursuant to the Notification of the Capital Market Supervisory Board No. Tor. Jor. 20/2551 Re: Rules on Entering into Material Transaction Deemed as Acquisition and Disposal of Assets dated August 31, B.E. 2551 (2008) and its amendments including the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Acquisition and Disposition of

Assets B.E. 2547 (2004) dated October 29, 2004 (Notification on Acquisition and Disposition). Upon calculation on transaction's size, maximum size is 28.46 percent of the Company's total assets, which is greater than 15 percent but lower than 50 percent of the Company's total assets, hence, the Company is required to prepare the relevant report disclosing, at minimum information, the memorandum specified in Schedule 1 and to send the information memorandum specified in Schedule 2 of the Notification of Assets Acquisition and Disposition to the Company's shareholders within 21 days from the date such information is disclosed to the Stock Exchange of Thailand.

In addition, the sales of businesses and entry into lease and services agreement are also considered as connected transactions pursuant to the Notification of the Capital Market Supervisory Board No. Tor. Jor. 21/2551 Re: Connected Transactions Rules dated August 31, B.E. 2551 (2008) and its amendments and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies relating to Connected Transactions B.E. 2546 (2003) dated November 19, B.E. 2546 (2003) (Notification on Connected Transactions) because the Company's major shareholders are the major shareholders of A TECH that enter into thus transaction and upon calculation of transaction's size, value of transaction is greater than Baht 20 million or more than 3 percent of the Company's net tangible assets.

Consequently, in order to enter into all transactions above, the Company is required to prepare a report and disclose information pursuant to the specified Notification on Connected Transactions as well as to request for approval for entering into such transactions from the shareholders' meeting with the vote not lesser than 3 of 4 of total vote of shareholders or the proxies (if any) who participate in the meeting, excluding those votes with conflict of interest. After that TPCOPR shall propose to the shareholders' meeting for approval during the Extraordinary General Meeting of Shareholders which shall be held on October 12, 2015.

### 1.2. Essence on sales and transfer of businesses including lease agreement and services agreements

## The $1^{\text {st }}$ Transaction: Sales and transfer of textiles businesses, specifically relate to underwear manufacturing

A TECH wishes to acquire all assets, liabilities including employees, rights and obligations including encumbrances concerning textile businesses, specifically relate to underwear manufacturing as well as all rights and benefits derived from such assets. Preliminary, details on sales and transfer of business have been taking into consideration the accounting database as at December 31, 2014, which can be summarized as follows:

Table detailing net value of assets only those related to underwear manufacturing as at December 31, 2014 which has been reviewed by PWC

| (Unit: Thousand Baht) | TPCORP | TUC | PPC | PEC | VAT | Less Connected Transaction | Total Net Value |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Assets |  |  |  |  |  |  |  |
| Cash and cash equivalents | - | 1,069 | 640 | 20,616 | 296 | - | 22,621 |
| Temporary investments | - | 60,505 | - | 34,076 | - | - | 94,581 |
| Trade and other account receivables | 241,542 | 114,042 | 24,020 | 26,072 | 2,815 | $(173,603)$ | 234,889 |
| Short-term loans to connected business | 10,000 | - | - | - | - | $(10,000)$ | - |
| Inventories | 113,545 | 102,195 | 29,155 | 21,620 | 1,673 | $(1,550)$ | 266,638 |
| Other Current Assets | 235 | 652 | 823 | 188 | 65 | - | 1,963 |
| Total Current Assets | 365,322 | 278,464 | 54,638 | 102,572 | 4,849 | $(185,153)$ | 620,692 |

Non-current Assets

| Investments in affiliate - Net | 6,148 | - | - | - | - | $(6,148)$ | - |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Investments in subsidiaries - Net | 418,950 | - | - | - | - | $(418,950)$ | - |
| Investments in available-for-sales securities - | - | 264 | - | - | - | - | 264 |
| Investment properties - Net | - | 2,723 | - | 1,014 | - | - | 3,736 |
| Property, plant and equipment - Net | 86,111 | 108,951 | 47,812 | 31,950 | 3,520 | $(9,942)$ | 268,401 |
| Intangible assets - Net | - | 140 | 18 | 24 | - | - | 183 |
| Deferred tax assets | - | - | - | 1,513 | - | - | 1,513 |
| Deposit and warranty | - | 32 | 176 | 4 | 311 | - | 523 |
| Total Non-current Assets | 511,209 | 112,110 | 48,007 | 34,505 | 3,831 | $(435,040)$ | 274,621 |
| Total Assets | 876,531 | 390,574 | 102,645 | 137,077 | 8,680 | $(620,193)$ | 895,313 |

## Liabilities

| Trade and other payables | 121,971 | 70,635 | 78,643 | 10,829 | 1,060 | $(173,603)$ | 109,536 |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Loans to related companies | - | - | 10,000 | - | - | $(10,000)$ | - |
| Accrued corporate income tax | - | - | - | 616 | - | - | 616 |
| Other non-current kiabilities | 560 | 1,029 | 500 | 228 | 678 | - | 2,995 |
| Total Current Liabilities | 122,531 | 71,664 | 89,143 | 11,673 | 1,738 | $(183,603)$ | 113,147 |
| Provision for employee benefits | 26,858 | 12,244 | 7,658 | 7,567 | 368 | - | 54,694 |
| Deferred tax liabilities | - | - | - | - | - | - | - |
| Other Non-current Liabilities | - | 45 | - | - | - | - | 45 |
| Total Non-current Liabilities | 26,858 | 12,289 | 7,658 | 7,567 | 368 | - | 54,739 |
| Total Liabilities | 149,389 | 83,953 | 96,801 | 19,239 | 2,106 | $(183,603)$ | 167,886 |
| Total Value of Net Assets | 727,142 | 306,621 | 5,844 | 117,837 | 6,574 | $(436,591)$ | 727,427 |

Table summarized details of fixed assets to be sold and transferred:

| Company | Land | Building | Machineries |
| :---: | :---: | :---: | :---: |
| Textile Prestige Public <br> Company Limited <br> (TPCORP)  <br>   | 3 plots of land, having total areas of 33 rai and 30 square wah, located at Tambol Nonsee, Amphur Kabinburi, Prachinburi Province | 2 buildings located at Suwannasorn Road, Tambol Non-see, Amphur Kabinburi, Prachinburi Province owned by TPCORP, being 5 stories staff residence building with usable area of 4,040 square meters and factory building with usable area of 14,882 square meters. <br> Remaining useful life: 2-10 years. | Machineries for manufacturing fabric \& yarn and synthetic fiber products, total 250 machineries. <br> Remaining useful life: approximately 3 years |
| Appraised Value | Baht 54.71 million | Baht 50.78 million | Baht 120.18 million |
| Book Value as at Jun 30, 2015 | Baht 38.56 million | Baht 6.53 million | Baht 33.97 million |
| Prestige Embroidery <br> Company Limited (PEC) | 6 plots of land, having total areas of 7 rai, 3 ngan and 24 square wah, located at Tambol Non-see, Amphur Kabinburi, Prachinburi Province | 6 buildings located in Tambol Non-see, Amphur Kabinburi, Prachinburi Province owned by PEC, being 4 stories commercial buildings (3 buildings, being management accommodation) with usable area of 612 square meters and 3 factory buildings with usable area of 4,788 square meters. <br> Remaining useful life: 2-3 years. | Machineries for manufacturing embroidering lace, total 35 machineries. <br> Remaining useful life: approximately 3 years |
| Appraised Value | Baht 13.06 million | Baht 17.82 million | Baht 57.42 million |
| Book Value as at June 30, 2015 | Baht 19.54 million | Baht 3.51 million | Baht 7.78 million |
| Prestige Plus Company <br> Limited (PPC) | Nil | A factory building which is used for locating energy generating machineries located at Suwannasorn Road, Tambol Non-see, Amphur Kabinburi, Prachinburi Province, owned by PPC. <br> Remaining useful life: 2-10 years. | Machineries for fabric dyeing bleaching and finishing, total 69 machineries. Remaining useful life: years |
| Appraised Value | - | Baht 17.82 million | Baht 66.03 million |
| Book Value as at June 30, 2015 | - | Baht 3.51 million | Baht 35.95 million |


| Company | Land | Building | Machineries |
| :---: | :---: | :---: | :---: |
| T.U.C. Elastic Company <br> Limited (TUC) | 1 plot of land, having total areas of 5 rai, 3 ngan and 98 square wah, located at Tambol Non-see, Amphur Kabinburi, Prachinburi Province | 2 buildings located at Suwannasorn Road, Tambol Non-see, Amphur Kabinburi, Prachinburi Province owned by TUC, being factory building with usable area of 5,751 square meters and 1,320 square meters, respectively. <br> Remaining useful life: 1-7 years. | Machineries for manufacturing of elastic straps, elastic woven fabric, round knitted fabric for underwear, swimsuits and sportswear, $\qquad$ total 326 machineries <br> Remaining useful life: 3 years |
| Appraised Value | Baht 4.17 million | Baht 15.65 million | Baht 192.66 million |
| Book Value as at June 30, 2015 | Baht 5.64 million | Baht 24.67 million | Baht 68.78 million |
| Value Added Textile Company Limited (VAT) | Nil | Nil | Machineries for printing and embroidering fabric for industrial factories, total 56 machineries. <br> Remaining useful life: 2 years |
| Appraised Value |  | - | Baht 6.96 million |
| Book Value as at June 30, 2015 |  |  | Baht 2.93 million |
| Total | 10 plots of land with total areas of 46 rai, 3 ngan and 42 square wah | 11 buildings | Total 736 machineries |

Remark: Assets appraisal above has been conducted on July 20, 2015 by Siam City Appraisal Company Limited, the appraisal company which is in the list of appraisal company and lead appraiser contributing asset evaluation for capital market transaction of the Office of the Securities and Exchange Commission, where Market Comparison Approach has been used for appraisal of land and Cost Approach has been used for appraisal of building and machineries.

Apart from the above assets and liabilities, the Company, the subsidiaries and the affiliate are also required to transfer construction permit, business operation licenses and other licenses relating to assets and businesses to be sold and transferred including investment promotion certificate and trademark (only symbol sign to identify type of product for convenience in placing purchase order without adding value to product) to A TECH.

## Total Value of Consideration and Terms of Payment

The transferors and the transferee agree to determine value of considerations of the transferred businesses according to net book value of the transferred assets as at the date before the Closing Date, except land, buildings, machineries and equipment which are as per book value as at December 31, 2014 plus additional of Baht 136.07 million but in no event shall total value of considerations exceed Baht 863.50 million. Net book value of the transferred assets according to the consolidated financial statements (only in relation with the transfer portion) as ending of December 31, 2014 equals to Baht 727.43 million. The transferee will make cash payment to the transferors on such Closing Date at 90 percent and the remaining will be paid within 3 months after the Closing Date.

Source of fund of A TECH for acquisition of such businesses will come from payment of registered capital of each shareholder, totally Baht 1,000 million. At present, A TECH has registered memorandum of association including business objectives, but has not yet registered for establishment of the company, nor requesting for share payment from the shareholders. It is expected that the company's registration and call for share payment shall be made after the shareholders' meeting of the Company, the subsidiaries and the affiliate resolve to approve on this sales of the businesses.

## Terms and Conditions on Sales and Purchase

- All investment promotion certificates of BOI under textile businesses relating to underwear manufacturing of the Company, the subsidiaries and the affiliate shall be transferred to A TECH. In addition, in case A TECH requests for a new investment promotion certificate from BOI, the Company, as the land owner, shall assist ATECH to proceed the work pursuant to the regulations of BOI. The Company, the subsidiaries and the affiliate shall prepare for transfer of BOI certificate ownership as well as request permission from BOI and complete such promotion certificate transfer prior to the agreement execution date
- TPCORP (only textile businesses relate to underwear manufacturing), the subsidiaries and the affiliate shall renew factory licenses which shall be expired within December 31, 2015 prior to the agreement execution date.
- Any changes in shareholding structure, list of Board of Directors, significant investment and business operations structure of the Company, the subsidiaries and the affiliate concerning textile business relate to underwear manufacturing up to Closing Date shall not be allowed, unless approval has been granted by WHD.
- All necessary and relevant parties, i.e. shareholders, trade account receivables, trade account payables, must grant approval for such businesses transfer.
- There must not be any circumstance which has incurred or to be incurred which shall have material adverse impacts to such businesses transfer.
- There must be any law, rule, order or regulation of the government agency which prohibit for this business transfer.


## Relevant Parties and Relationship with the Listed Company

Transferor: 1. Textile Prestige Public Company Limited ("the Company")
2. T.U.C. Elastic Company Limited ("TUC") (The Company holds 52.24 percent of total shares of TUC)
3. Prestige Plus Company Limited ("PPC") (The Company holds 99.98 percent of total shares of PPC)
4. Prestige Embroidery Company Limited ("PEC") (The Company holds 99.98 percent of total shares of PEC)
5. Value Added Textile Company Limited ("VAT") (The Company holds 49.90 percent of total shares of VAT)

Transferee: A Tech Textile Company Limited (the newly limited company to be incorporated in Thailand with its major shareholders being the Company's major shareholders).

## The $2^{\text {nd }}$ Transaction: Entry into Lease Agreement and Services Agreement

## 1. Assets Lease

A TECH wishes to rent a part of the Bangkok Office and the Factories in Amphur Sriracha with total considerations throughout the lease period of approximately Baht $43,596,000$ (excluding common service fees, water supply, electricity, property taxes and other taxes (if any) and other relevant expenses). The lease period is 3 years where the lessee will pay monthly rental fee to the lessor. Both parties may mutually agree to terminate the lease agreement prior the expiry date. Details of the lease agreement are as follows:

Table on Lease of Factory Areas
(Unit: Baht)

|  | $1^{\text {st }}$ Year |  | $2^{\text {nd }}$ Year |  | $3^{\text {rd }}$ Year |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Total Area | Lease rate/ <br> Bht/Unit/Mth | Baht/Year | Lease rate/ <br> Bht/Unit/Mth | Baht/Year | Lease rate/ <br> Bht/Unit/Mth | Baht/Year | Total <br> (Baht/Year) |
| Factory, approx. 9,800 sq. m. | 102.00 | 11,995,200 | 107.10 | 12,594,960 | 112.46 | 13,224,708 | 37,814,868 |
| Land, approx. 760 sq. w. | 17.63 | 160,800 | 18.97 | 173,040 | 19.66 | 179,292 | 513,132 |
| Total |  | 12,156,000 |  | 12,768,000 |  | 13,404,000 | 38,328,000 |

Table on Lease of Building and Parking Areas in Bangkok
(Unit: Baht)

| Total Areas | $1^{\text {st }}$ Year |  | $2^{\text {nd }}$ Year |  | $3^{\text {rd }}$ Year |  | Total <br> (Baht/Year) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | Lease rate/ <br> Bht/Unit/Mth | Baht/Year | Lease rate/ <br> Bht/Unit/Mth | Baht/Year | Lease rate/ <br> Bht/Unit/Mth | Baht/Year |  |
| Building, approx. 500 sq. m. | 238 | 1,428,000 | 262 | 1,572,000 | 286 | 1,716,000 | 4,716,000 |
| Parking areas, approx. 135 sq. m. | 104 | 168,000 | 111 | 180,000 | 126 | 204,000 | 552,000 |
| Total |  | 1,596,000 |  | 1,752,000 |  | 1,920,000 | 5,268,000 |

## 2. Services Rndering

A TECH requests the Company to render services in relation to administration, i.e. information technology, human resource, accounting, marketing and sales so that A TECH can operate the transferred business continually for a period of 3 years. Total service fees are approximately Baht $44,990,000$ where A TECH will pay monthly service fee to the Company. Both parties may mutually agree to terminate such services agreement prior the end of the service term.
(Unit: Baht)

| Details | $\mathbf{1}^{\text {st }}$ Year Service Fee | $\mathbf{2 d}^{\text {nd }}$ Year Service Fee | $\mathbf{3}^{\text {rd }}$ Year Service Fee | Total |
| :--- | ---: | ---: | ---: | ---: |
| IT Hardware + IT Capex | $6,830,000^{*}$ | $2,280,000$ | $2,280,000$ | $\mathbf{1 1 , 3 9 0 , 0 0 0}$ |
| Support services (Accounting/IT/HR/Marketing/ <br> Provision of assistance on <br> documentation) | $11,280,000$ | $11,028,000$ | $11,292,000$ | $\mathbf{3 3 , 6 0 0 , 0 0 0}$ |
| Total Service Fees |  |  |  |  |

*Remark: Expenses for computer system development and installation are Baht 4.55 million and IT service fees are Baht 2.28 million.

## Relevant Parties and Relationship with the Listed Company

Lessor/Service Provider : Textile Prestige Public Company Limited (TPCORP)
Lessee/Service User : A Tech Textile Company Limited (A TECH) (the newly limited company to be incorporated in Thailand with its major shareholders being the Company's major shareholders)

## Relationship with the Listed Company

The Company's major shareholders will be the shareholders of A TECH, with details as follows:

1. Thai Wacoal Public Company Limited (the Company's major shareholder holding 19,598,850 shares, or 18.15 percent of the total issued shares in the Company) will hold 19 percent of total registered capital of A TECH.
2. Saha Pathana Inter-Holding Public Company Limited (the Company's major shareholder holding 12,993,750 shares, or 12.03 percent of the total issued shares in the Company) will hold 19 percent of total registered capital of A TECH.

## Date, Month and Year of Transaction

1. The Company, the subsidiaries and the affiliate will transfer textiles businesses, specifically relate to underwear manufacturing to the transferor after obtaining the approval of the Company's shareholders' meeting of the Company, the subsidiaries and the affiliate which is expected to be completed within the $1^{\text {st }}$ quarter of 2016.
2. The Company will enter into the lease agreement and services agreement with A TECH after obtaining the approval of the Company's shareholders' meeting which will be held on October 12, 2015 and after the completion of the transfer of textile businesses, specifically relate to underwear manufacturing.

### 1.3. Type and Size of Transaction

## Calculation of size of asset disposition transaction

The above transaction is considered as assets disposition transaction of the Company pursuant to the Notification of the Board of Directors of the Stock Exchange of Thailand Re: Disclosure of Information and Practice of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004). In addition as the disposed assets for this transaction are land, buildings and machineries, hence, calculation criteria on size of assets disposition shall use only total values of consideration and figures used for calculation shall be referred to the financial statement of the Group of Companies only the part concerning textiles businesses, specifically relate to underwear manufacturing, which has been reviewed by PWC as at December 31, 2014 and the consolidated financial statement of the Company as at June 30, 2015. Details on calculation shall be as follows:

## Comparison criteria of Value of Consideration

Size of transaction $=\quad$ Amount of money received/paid $\times 100$
Total assets of the Company
$=\quad$ Baht $745.30^{1}$ million $\times 100$
Baht 2,618.70 million
$=\quad \underline{28.46 \%}$

Size of this asset disposition transaction equals 28.46 percent of the Company's net tangible assets, so it falls under Category 2 of the Notification as it is greater than 15 percent but lesser than 50 percent of the Company's total assets. Therefore, the Company is required to prepare the relevant report disclosing, at the minimum, the information memorandum specified in Schedule 1 to the Stock Exchange of Thailand immediately and to send the notice, at the minimum as per specified in Schedule 2, to the shareholders within 21 days from the date disclosed to the Stock Exchange of Thailand.

Remark: ${ }^{1}$ Table on calculation of total value of considerations
(Unit: Baht)

| Calculation of Total value of considerations | TPCORP | PEC | PPC | TUC | VAT | Total |
| :--- | ---: | ---: | ---: | ---: | ---: | ---: |
| Book value as of Dec 31, 2014. | $383,243,400$ | $83,452,772$ | $52,479,091$ | $203,527,371$ | $4,724,412$ | $727,427,046$ |
| Proportion of Book value | $53 \%$ | $11 \%$ | $7 \%$ | $28 \%$ | $1 \%$ |  |
| Additional cash @ 136,072,954 Baht. | $71,689,748$ | $15,610,727$ | $9,816,771$ | $38,071,956$ | 883,751 | $136,072,954$ |
| Total Book value and additional cash | $454,933,148$ | $99,063,499$ | $62,295,862$ | $241,599,327$ | $5,608,163$ | $863,500,000$ |
| Consideration the shareholding proportion of TPCORP | $100.0000 \%$ | $99.9998 \%$ | $99.9998 \%$ | $52.2375 \%$ | $49.9000 \%$ |  |
| Total value of considerations | $\mathbf{4 5 4 , 9 3 3 , 1 4 8}$ | $\mathbf{9 9 , 0 6 3 , 3 0 2}$ | $\mathbf{6 2 , 2 9 5 , 7 3 7}$ | $\mathbf{1 2 6 , 2 0 5 , 4 4 8}$ | $\mathbf{2 , 7 9 8 , 4 7 3}$ | $\mathbf{7 4 5 , 2 9 6 , 1 0 9}$ |

## Calculation of size of connected transaction

In addition, such transaction is also considered as connected transaction, which falls under Category 4: Asset transaction and Category 3: Rental of immovable asset transaction pursuant to the Notification of the Capital Market Supervisory Board No. Tor. Jor. 21/2551 Re: Connected Transactions Rules and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies relating to Connected Transactions B.E. 2546 (2003). Detail on calculation of transaction size is as follows:

Calculation of assets transfer $\quad=\quad$ Value of assets to be sold ${ }^{1} \times 100$
Transaction size
The Company's net tangible assets (NTA) as at June 30, $2015^{2}$
$=\frac{918.15 \text { Mil. Baht }}{2,053.06 \text { Mil. Baht }} \quad=\quad 44.72 \%----$ (1)

Calculation of lease and service
$=\quad$ Value of asset to be sold ${ }^{3} \mathrm{x} 100$ agreement transaction size

Listed Company's net tangible assets (NTA) as at June 30, 2015 ${ }^{2}$

$$
=\frac{88.59 \text { Mil. Baht }}{2,053.06 \text { Mil. Baht }} \quad=\quad 4.31 \%-----(2)
$$

As a result, from calculation of size of assets transfer and entry into lease and services agreements transactions, their sizes (1) $+(2)$ equal 49.04 percent of the Company's net tangible assets.

## Remark

- ${ }^{1}$ Value of assets to be sold

Basis used for calculation of value of net assets to be sold is the highest value of consideration or book value or market value. Market value of such connected transaction is the highest, hence market value is used as net tangible assets to be sold for calculation of transaction size. Market price has been referred to the appraisal report by the independent appraiser, Siam City Appraisal Company Limited, the appraisal company which is in the list of appraisal company and lead appraiser contributing asset evaluation for capital market transaction of the Office of the Securities and Exchange Commission. Value of fixed assets of 5 companies had been appraised during July 2015 and details of appraisal value are as follows:

| Company | Appraisal Value by Independent |
| :---: | :---: |
| Appraiser (Baht) |  |
| Textile Prestige Plc. (textile businesses, specifically relate to underwear manufacturing | $527,944,236$ |
| T.U.C. Elastic Company Limited (TUC) | $162,096,417$ |
| Prestige Plus Company Limited (PPC) | $78,459,718$ |
| Prestige Embroidery Company Limited (PEC) | $145,528,100$ |
| Value Added Textile Company Limited (VAT) | $4,125,159$ |
| Total | $\mathbf{9 1 8 , 1 5 3 , 6 3 0}$ |

- $\quad{ }^{2}$ Net tangible assets (NTA) of the listed company for the year ending June 30, 2015 (Thousand Baht)

| Value of assets of the Company and the subsidiaries | $=$ | $2,618,700$ | $---(1)$ |
| :--- | :--- | :--- | :--- |
| Total liabilities of the Company and the subsidiaries | $=$ | 371,303 | $---(2)$ |
| Net intangible assets of the Company and the subsidiaries | $=$ | 41,559 | $---(3)$ |
| Minority interest | $=$ | 152,780 | $---(4)$ |
| Net tangible assets (NTA) of the listed company | $=$ | $(1)-(2)-(3)-(4)$ |  |
|  | $=$ | $2,053,058$ |  |

- $\quad{ }^{3}$ Total value of transaction on entry into lease and services agreements

Total value of transactions from calculating from total values of the lease agreement for 3 years is approximately Baht 43,596,000 and total value of services agreement transaction calculating from services fees throughout the term of 3 years is approximately Baht 44,990,000. Therefore, total value of both transactions is approximately Baht $88,586,000$.

Connected transaction is considered as transaction relating to assets or services of which its value and size are greater than Baht 20,000,000 and greater than 3 percent of the Company's net tangible assets. As a result, the Company is required to disclose the information memorandum relating to the transaction to the Stock Exchange of Thailand to hold the shareholders' meeting for approving the entries into such transactions with votes of not less than three-fourth of total votes of shareholders in attendance and eligible for voting, excluding the votes of shareholders having an interest in the matter and shareholders who are not eligible to vote, who are:

| Connected Shareholders | Number of shares held by Prestige <br> Textile Public Company Limited |  | Number of shares held by A Tech Textile Co., Ltd. |
| :---: | :---: | :---: | :---: |
|  | As at Aug 20, 2015 | \% of total shares | \% of total shares |
| 1. Thai Wacoal Public Company Limited | 19,598,850 | 18.15 | 19.00 |
| 2. Saha Pathana Inter-holding Public Company Limited | 12,993,750 | 12.03 | 19.00 |
| 3. Mr. Boonsithi Chokwatana | 8,949,430 | 8.29 | 2.00 |
| 4. Mr. Manu Leelanuwatana | 524,920 | 0.49 | - |
| 5. Mrs. Warin Leelanuwatana | 28,120 | 0.03 | - |
| 6. Miss Sirikul Dhanasarnsilp | 498,120 | 0.46 | - |
| 7. Mr. Boondee Amnuaysakul | 39,600 | 0.04 | - |
| 8. Mrs. Prisna Amnuaysakul | 660 | 0.00 | - |
| 9. Pattaya Manufacturing Company Limited | 216,540 | 0.20 | - |
| 10. Watsadoramai Company Limited | 324,820 | 0.30 | - |
| Total | 43,174,810 | 39.98 | 40.00 |

## Part 2: Business Overview and Performance

### 2.1 Textile Prestige Public Company Limited

### 2.1.1 General Information

| Name | $:$ | Textile Prestige Public Company Limited |
| :--- | :--- | :--- | :--- |
| Acronym | $:$ | TPCORP |
| Date of Establishment |  |  |
| Registered Number | $:$ | July 7,1976 |
| Type of business | $:$ | 0107537001447 |
|  | $:$ | Embroidery, knitting and weaving from all kinds of yarns, non- |
|  |  | woven clothes and dyeing, trading of accessories for ready-made |

### 2.1.2 Company's Historical Background

Textile Prestige Public Company Limited was established on July 7, 1976, in the name of "Thai Powernet Company Limited", with an initial registered capital of Baht 1 million to develop and produce fabrics that raised the quality of Ladies' undergarments and lingerie manufactured in Thailand to International Standards.

The company commenced operations producing powernet fabric and expanded product lines to include embroidery fabric, elastic tape, non-woven and elastomeric fabric. With continuing earnest efforts, TPCORP was soon a leading manufacturer and supplier of raw materials for lingerie and sportswear.

The Company diversified into automotive business and started operation to produce materials to supply the automotive sector to respond to the automobile industry promotion policy of the government. Development during the past decade can be summarized as follows:

| 1984 | The Company changed its name from "Thai Powernet Company Limited" to be "Textile Prestige Company Limited". It is regarded as the first manufacturer of integrated raw materials for ladies' undergarment and lingerie in Thailand. |
| :---: | :---: |
| 1987 | Increased registered capital to Baht 36 million and listed in the Stock Exchange of Thailand. |
| 1988 | Increase registered capital to Baht 72 million. |
| 1994 | Privatized to Public Company Limited. |
| 1996 | Increase registered capital to Baht 108 million to expand capacity and development of products to meet the market's needs. |
| 1997 | Joined the first "Saha Group Export Fair". Later the name has changed to "Saha Group Export \& Trade Exhibition" where the Company regularly joined every year. |
| 1998 | Initiated to implement ISO 9002 from the quality assurance firm, Bureau Veritas Quality International (BVQI), for its management and operation. It was awarded the ISO 9000 certificate by TUV Rhienland (TUV) for all of subsidiaries in the production process including the head office in 2002. |
| 1999 | Received Oeko-Tex Certificate, an Environmental-friendly and skin safety certificate from Switzerland on June 18, 1999. |
| 2002 | Joined "Interfiliere", the largest lingerie trade exhibition in Europe, for the first time in France which received favorably feedback. The Company continued to participating in various international exhibitions in Hong Kong, Shanghai since then to launch its products into international markets. |
| 2003 | Increased the shares from $10,800,000$ shares to $108,000,000$ shares by reducing par value from Baht 10 to Baht 1 to increase liquidity. |
| 2005 | Started the "Energy Conservation Together Project" in the Company for the first time to save operating cost and has continued since then. |
| 2006 | Selected by "Material ConneXion Library" to exhibit the Company's Nano Fresh, Jacquard and Spun Silk in 4 fashion cities, New York, Milan, Cologne, and Bangkok |
| 2007 | - Prestige Plus Company Limited, a subsidiary specialized in bleaching, received an ISO 14001 Certificate from the quality assurance firm, TUV Rhienland (TUV). <br> - Invited by Wacoal - Japan to exhibit the Company's products in Tokyo, Japan. Materials that can be displayed, it must strictly pass a Japanese quality tests to be able to show product. To participate in this event are considered to demonstrate the quality of the company on an equal production basis with foreign countries. |
| 2010 | - TPCORP and its subsidiaries received ISO 9001: 2000 Certificate, or ISO 9001:2008 in the present day. <br> - Mr. Suchai Narongkananulul, MD of T.U.C. Elastic Company Limited received ESCO Project Award 2010: as TUC can efficiently reduce its electricity consumption for $20 \%$ from Dr. Wannarat Channukul, Minister of Industry. <br> - Prestige Plus Company Limited won the first place in "Lean Production, Best Practice 2010" in Textile Industry Category |


|  | organized by Department of Industrial Promotion and Technology Promotion Association (Thailand-Japan) |
| :---: | :---: |
| 2011 | - Received a "Carbon Footprint" certificate from Thailand Greenhouse Gas Management Organization (Public Organization). It is the first and big step toward the social responsibility. <br> - T.U.C. Elastic Company Limited received its second "ESCO Project Award" from its success in Heat Exchange Project from Mr. Pramoul Chanpong, Deputy Director-General of Department of Alternative Energy Development and Efficiency on January 17, 2012 in "Thailand ESCO Fair 2011 |
| 2013 | - TPCORP and Dynic Corporate, Japan, entered into an agreement to carry out the establishment of 2 following Joint Venture companies: <br> 1. TPCNIC Company Limited to manufacture and distribute cabin filter. Its office is located in Bangkok and its plant is located in Industrial Park, Chonburi Province. <br> 2. PT. DYNIC TEXILE PRESTIGE to produce and distribute non-woven fabrics supplied to Automotive Industry. Its office is located in Indonesia. This is one of the important steps to AEC proactive strategies and readiness to approaching other ASEAN countries. |

During the past year (2004), TPCORP announced its intention to participate in the Private Sector Collective Action Coalition against Corruption (CAG) and has studied to improve all related processes with objectives to be the certified on time.

From 4 decades of experiences gained, TPCOPR determines to be the manufacturer and distributor of raw materials both in traditional textile and technical textiles markets which have the one of the most versatile products in Thailand. Our core markets are lingerie and automotive parts manufacturers both domestic and abroad. TPCORP joined yearly trade exhibitions around the world to demonstrate our position as global leader in fabric innovation through our quality products to meet the customers' satisfaction. TPCORP still dedicates to producing quality products to ensure maximum customer satisfaction and to strengthen stability of the organization which can lead to the most business competitive advantage on sustainable basis.

### 2.1.3 Registered Capital

Presently, the Company's registered capital is Baht $108,000,000$ with paid-up capital of Baht $108,000,000$, divided into $108,000,000$ ordinary shares at par value of Baht 1 per share. Top ten shareholders of the Company as of the register closing date on August 20, 2015 are as follows:

| Name of Shareholders/ Group of Shareholders | Amount of Share | \% |
| :---: | :---: | :---: |
| 1. Thai Wacoal Public Company Limited | 19,598,850 | 18.15 |
| 2. Saha Pathana Inter-Holding Public Company Limited | 12,993,750 | 12.03 |
| 3. I.C.C International Public Company Limited | 11,261,720 | 10.43 |
| 4. Saha Pathanapibul Public Company Limited | 9,390,370 | 8.69 |
| 5. Mr. Boonsithi Chokwatana | 8,949,430 | 8.29 |
| 6. Mr. Samreaung Manoonpol | 8,808,000 | 8.16 |
| 7. I.D.F. Company Limited | 5,922,960 | 5.48 |
| 8. Universe Beauty Company Limited | 1,391,000 | 1.29 |
| 9. Thai NVDR Company Limited | 1,046,500 | 0.97 |
| 10. Thanulux Public Company Limited | 1,034,920 | 0.96 |

### 2.1.4 The Board of Directors

The Company's Board of Directors comprises of 9 members as follows:

|  | Name | Position |  |
| :---: | :--- | :--- | :---: |
| 1. | Mr. Manu | Leelanuwatana | Chairman |
| 2. | Mr. Suchai | Narongkananukul | Managing Director |
| 3. | Mr. Arnut | Rattanapathimakorn | Deputy Managing Director |
| 4. | Mr. Wachara | Poomarintr | Director |
| 5. | Miss Sirikul | Dhanasarnsilp | Director |
| 6. | Mr. Atsushi | Tabata | Director |
| 7. | Mr. Padoong | Techasarintr | Independent Director and Chairman of the Audit Committee |
| 8. Mr. Thanavat | Pugavanaja | Independent Director and Audit Committee |  |
| 9. | Mr. Krisada | Visavateeranun | Independent Director and Audit Committee |

The signatory directors to sign and bind the Company are two of the following six directors: Mr. Manu Leelanuwatana, Mr. Suchai Narongkananukul, Mr. Arnut Rattanapathimakorn, Mr. Wachara Poomarintr, Miss Sirikul Dhanasarnsilp and Mr. Atsushi Tabata, with the Company seal affixed.

### 2.1.5 Characteristic of Business Operation

Textile Prestige Public Company Limited engages in business of manufacturing and distribution of textile, the raw material for production of quality lingerie, i.e. power net fabric, elastic woven fabric, hooks, embroidery lace, non-woven fabric and elastic strap and it also expands its customer base into sportswear sector. Later, it diversified its business to automobile woven fabrics as well as related textiles for other industries. Characteristic of products is as follows:

## - Fabric and Yarn Product

Products which use various type of yarns to embroider into fabric, knit or weave into fabric to be used as components for making lady's underwear, ready-to-wear clothes and various products. It also includes embroidering fabric, decorative fabric, elastic fabric, elastic strap and etc. During the past period, main customers of the Company are Wacoal underwear manufacturing group and Sabina Group with revenue proportion of 42.30 and 7.42 percent of revenues from sales of fabric and year, respectively. Therefore, fabric and yarn manufacturing business of the Company shall be impacted and fluctuated pursuant to ladies' underwear manufacturing industrial conditions. Products of the Company under fabric and yarn businesses for manufacturing of ladies' underwear are as follows:


Embroidery Lace


## - Non-woven fabric

It is synthetic fabric made by state-of-the-art machineries and manufacturing process, suitable to be used as raw material for garment and parts in industrial sectors, such as parts of ski suit, shoes, cabin filter, shoulder pad, bedding, products in vehicles and etc. Currently, the Company supplies non-woven fabric to be used as parts of automobile, such as headlining, sunvisor for hood and trunk side, floor carpet, safety belt, pocket net, air filter and etc. Its revenue accounts for $90 \%$ of total revenue of non-woven fabric products. Therefore, non-woven fabric manufacturing business of the Company shall be impacted and fluctuated pursuant to automobile manufacturing industrial conditions. Products of the Company under non-woven fabric business are as follows:

TPCORP PRODUCTS FOR AUTOMOTIVE


Niser Curpet



| Seat Back | Under Seat Cover | Floor Carpet |
| :---: | :---: | :---: |



### 2.1.6 Business Structure of the Group of Companies

The Company's structure divides into 2 main businesses, manufacturing and distribution of textiles, specifically relate to underwear manufacturing and production and distribution of woven fabric. According to the Company's policy, the Company shall be responsible for manufacture its product and for key operational areas of production planning orders to its subsidiaries as well as control various administration matters, such as raw material procurement, information technology, accounting \& finance, human resources, including marketing and products selling of the subsidiaries. Present business structure is as follows:


Currently, the Company operates textile businesses relating to manufacturing of underwear and non-woven fabric. Proportion of income during 2013-2015 (Jan-Jun) of both businesses is approximately 50:50. Non-woven fabric business generated net operating profit margin (excluding other incomes) at approximately $5-6 \%$ which was higher than underwear manufacturing business of which its operating performance was at net loss (excluding other incomes) at $1-3 \%$. Therefore, disposition of businesses relate to underwear manufacturing of the Company and its related companies will not materially affect the Company's operating results and financial position as the return of textile business relating to underwear was rather low and was greatly fluctuated. On the contrary, disposition of textile businesses which specifically relate to underwear manufacturing will be favorable to the Company as it can make the Company fully focus on development on administration to maximize efficiency of non-woven fabric business.

According to the proposal, A TECH shall acquire textile businesses, specifically relate to underwear manufacturing from the Company and its subsidiaries. If this transaction is successfully achieved, business structure of the group of companies shall be changed, that is TPCORP shall engage in only business of manufacturing and distribution of non-woven fabrics, while the subsidiaries and the affiliate whose businesses have been transferred to A TECH shall be dissolved. Consequently, business structure of the group of companies after sales and transfer of businesses shall be as follows:

Business structure of group of companies after sales and transfer of businesses:


Considerations that the Company shall be directly received for its part after completion of disposition of textile businesses, specifically relate to underwear manufacturing, which is expected to be received within the $1^{\text {st }}$ quarter of 2015 , at approximately Baht 455 million shall be used to invest in the businesses relate or connect to non-woven fabric, such as nonwoven fabric for headlining, trunk mat \& trunk side, air filter, floor carpet, safety belt \& cargo net, surgical mask \& clothes and etc. as well as to be used as working capital. Consequently, it shall make the Company having higher operating profits in the future rather than maintaining the businesses relate to underwear manufacturing. The Company shall receive considerations from disposition of the subsidiaries and the affiliate after their completion of liquidation and dissolution, which expected to be within the end of 2016.

Remaining fixed assets after disposition of textiles business, specifically relate to underwear manufacturing can be summarized as follows:

| Land | Building | Machinery |
| :---: | :---: | :---: |
| Land located at No. 600 Moo 11, Saha Group Industrial Park, Amphur Sriracha, Chonburi with areas of approximately 59 rai, 6 ngan, 72 square wah and land title deed No. 1183, Bangklo District, Bangkok with areas of 2 rai, 3 ngan and 41.5 square wah. | Buildings located at No. 600 Moo 11, Saha <br> Group Industrial Park, Amphur Sriracha, <br> Chonburi, consisting of: <br> 1 office building, <br> 8 factory buildings, <br> 3 guard houses, <br> 2 boiler buildings <br> and 1 biomass house. | Machineries located at No. 600 Moo 11, Saha Group Industrial Park, Amphur Sriracha, Chonburi, comprising of non-woven fabric manufacturing machinery, SP Section (Shoulder Pad) machinery, Interior Product Accessory (IPA) machinery, household product machinery, i.e. pillow case, mask, HM\&HC machinery, electricity generator, water treatment system machinery, compressor for air-conditioning |
| Book Value at June 30,2015 is 160.50 million baht | Book Value at June30, 2015 is 67.38 million baht. | Book value at June 30, 2015 is 273.84 million baht. |

## Revenues of the Company and its Subsidiaries

Revenue of the Company and its Subsidiaries come from 2 main businesses: 1) Fabric and yarn products to be used as raw materials for manufacturing of underwear and non-woven fabric products
(Unit: Million Baht)

| Product/ <br> Service | Operated By | \% of TPCORP's <br> share <br> holding | 2014 |  | 2013 |  | 2012 |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  | Revenue | \% | Revenue | \% | Revenue | \% |
| 1. Fabric and | Textile Prestige Plc. | - | 1,006.77 | 99.75 | 995.15 | 99.37 | 1,184.74 | 99.59 |
| Yarn Product | T.U.C. Elastic Co., Ltd. | 52.2375 | 1.47 | 0.15 | 2.53 | 0.25 | 2.07 | 0.17 |
|  | Prestige Plus Co., Ltd. | 99.9998 | 0.72 | 0.07 | 3.12 | 0.31 | 2.36 | 0.20 |
|  | Prestige Embroidery Co., Ltd. | 99.9998 | 0.31 | 0.03 | 0.65 | 0.07 | 0.34 | 0.03 |
|  |  | Total | 1,009.27 | 100.00 | 1,001.45 | 100.00 | 1,189.51 | 100.00 |
| 2. Non-woven | Textile Prestige Plc. | - | 821.84 | 99.18 | 903.59 | 99.61 | 924.37 | 100.00 |
| Fabrics | TPCNIC Co., Ltd. | 50.994 | 6.83 | 0.82 | 3.56 | 0.39 | - | - |
|  |  | Total | 828.67 | 100.00 | 907.15 | 100.00 | 924.37 | 100.00 |

Remark: Source: Consolidated financial statement

### 2.1.7 Performance and Financial Position

According to financial statements for the year 2012-2013 audited by Mr. Anusorn Kiatgungwalgri, Certified Public Account No. 2109 from ASV \& Associates Limited, the auditing company certified by the Office of Securities and Exchange Commission and financial statements for the year 2014-2015 (Jan-Jun) reviewed and audited by Mrs. Kwunjai Kiatgungwalgri, Certified Public Account No. 5875 from ASV \& Associates Limited, performance and financial position of the Company and the subsidiaries can be summarized as follows:

## Statement of Comprehensive Income (Consolidated Financial Statement)



| Description | Reviewed |  | Audited |  | Audited |  | Audited |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | Jan-Jun 2015 |  | 2014 |  | 2013 |  | 2012 |  |
|  | MBaht | \% | MBaht | \% | MBaht | \% | MBaht | \% |
| Owner of the Parent Company | 60.74 | 6.59 | 94.72 | 5.15 | 48.00 | 2.52 | 74.43 | 3.52 |
| Non-controlling interest | (1.65) | (0.18) | (7.29) | (0.40) | (12.58) | (0.66) | (1.37) | (0.06) |
|  | 59.09 | 6.41 | 87.43 | 4.76 | 35.43 | 1.86 | 73.06 | 3.46 |
| Total Comprehensive Income Attributable to |  |  |  |  |  |  |  |  |
| Owner of the Parent Company | 56.17 | 6.10 | 115.89 | 6.31 | 14.02 | 0.73 | 110.50 | 5.23 |
| Non-controlling interest | (1.65) | (0.18) | (7.29) | (0.40) | (12.58) | (0.66) | (1.37) | (0.06) |
|  | 54.52 | 5.92 | 108.60 | 5.91 | 1.45 | 0.08 | 109.13 | 5.16 |
| Basic Earnings per Share |  |  |  |  |  |  |  |  |
| Owner of the Parent Company (Unit: Baht) | 0.56 |  | 0.88 |  | 0.44 |  | 0.69 |  |
| Weighted average number of ordinary shares |  |  |  |  |  |  |  |  |
| (Unit: Thousand Shares) | 108,000 |  | 108,000 |  | 108,000 |  | 108,000 |  |

## Summary on Business's Operating Results

During 2012-2014, revenues from sales and services of the Company and its subsidiaries decreased continually from Baht $2,113.88$ million in 2012 to Baht $1,837.94$ million in 2014, or accounting for 9.71 percent and 3.71 percent, respectively. Such continued decreases were the results from market slowdown in garment sectors which was in line with economic situations. However, the Company can better control usage of raw materials and maximize the productivity, so it can reduce operating costs which result in the increase of gross profit per revenue from 10.51 percent in 2012 to 12.51 percent in 2014. In addition, the Company tried to increase efficiency on operation and can better control expenses in 2014, hence net profit for parent company in 2014 was Baht 94.72 million, an increase from Baht 48.00 million in 2013.

For the year 2015 (Jan-Jun), total revenue of the Company and its subsidiaries was Baht 921.22 million, an increase from the same period of 2014 of approximately Baht 4.55 million. Results from better control and efficient production on continued basis made gross profit per total revenue increased from 2014 (Jan-Jun) at the rate of 12.72 percent to be 14.61 percent in 2015 (Jan-Jun). When combining with the increase of other revenues, such as interest income and dividend income, so net profit of shareholders' equity of the parent company for 2015 (Jan-Jun) increased to Baht 60.74 million, an increase of Baht 11.07 million or 22.28 percent from the same period of 2014

## Statements of Financial Position (Consolidated Financial Statement)

| Item | Reviewed |  | Audited |  | Audited |  | Audited |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | June 30, 2015 |  | 2014 |  | 2013 |  | 2012 |  |
|  | MBaht | \% | MBaht | \% | MBaht | \% | MBaht | \% |
| Assets |  |  |  |  |  |  |  |  |
| Cash and cash equivalent | 133.48 | 5.10 | 148.68 | 5.66 | 157.54 | 6.18 | 124.75 | 4.73 |
| Temporary investments | 446.04 | 17.03 | 420.47 | 16.01 | 375.01 | 14.71 | 285.25 | 10.81 |
| Trade and other receivables | 407.26 | 15.55 | 389.50 | 14.83 | 348.43 | 13.66 | 418.27 | 15.85 |
| Short-term loans to related companies | 30.00 | 1.15 | 30.00 | 1.14 | 30.00 | 1.18 | 30.00 | 1.14 |
| Inventories | 361.80 | 13.82 | 349.46 | 13.31 | 357.53 | 14.02 | 419.82 | 15.91 |
| Other current assets | 8.20 | 0.31 | 8.55 | 0.33 | 10.38 | 0.41 | 15.84 | 0.60 |
| Total Current Assets | 1,386.77 | 52.96 | 1,346.66 | 51.27 | 1,278.90 | 50.15 | 1,293.93 | 49.04 |
| Non-current assets |  |  |  |  |  |  |  |  |
| Investments in associate company - net | 65.32 | 2.49 | 69.44 | 2.64 | 4.28 | 0.17 | 7.30 | 0.28 |
| Investments in subsidiaries - net | - | - | - | - | - | - | - | - |
| Investments in related and other companies - |  |  |  |  |  |  |  |  |
| net | 194.10 | 7.41 | 203.68 | 7.75 | 179.78 | 7.05 | 167.78 | 6.36 |
| Investments in available-for-sale securities - net | 138.73 | 5.30 | 144.45 | 5.50 | 117.98 | 4.63 | 160.46 | 6.08 |
| Held-to-maturity investments | 20.00 | 0.76 | - | - | - | - | - | - |
| Investment properties - net | 140.48 | 5.36 | 140.48 | 5.35 | 140.48 | 5.51 | - | - |
| Property, plant and equipment - net | 631.09 | 24.10 | 684.47 | 26.06 | 793.79 | 31.13 | 983.92 | 37.29 |
| Intangible assets - net | 4.73 | 0.18 | 5.11 | 0.19 | 5.84 | 0.23 | 2.37 | 0.09 |
| Deferred tax assets | 36.73 | 1.40 | 31.46 | 1.20 | 28.08 | 1.10 | 21.68 | 0.82 |
| Other non-current assets | 0.74 | 0.03 | 0.76 | 0.03 | 0.79 | 0.03 | 0.85 | 0.03 |
| Total Non-Current Assets | 1,231.93 | 47.04 | 1,279.85 | 48.73 | 1,271.03 | 49.85 | 1,344.37 | 50.96 |
| Total Assets | 2,618.70 | 100.00 | 2,626.51 | 100.00 | 2,549.93 | 100.00 | 2,638.30 | 100.00 |


| Item | Reviewed |  | Audited |  | Audited |  | Audited |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | June 30, 2015 |  | 2014 |  | 2013 |  | 2012 |  |
|  | MBaht | \% | MBaht | \% | MBaht | \% | MBaht | \% |
| $\underline{\text { Liabilities and Shareholders' Equity }}$ |  |  |  |  |  |  |  |  |
| Current liabilities |  |  |  |  |  |  |  |  |
| Trade and other payable | 224.77 | 8.58 | 226.94 | 8.64 | 228.12 | 8.95 | 260.47 | 9.87 |
| Accrued corporate income tax | 1.43 | 0.05 | 2.40 | 0.09 | 3.29 | 0.13 | - | - |
| Other current liabilities | 4.80 | 0.18 | 5.25 | 0.20 | 4.18 | 0.16 | 3.60 | 0.14 |
| Total Current Liabilities | 231.00 | 8.82 | 234.59 | 8.93 | 235.58 | 9.24 | 264.07 | 10.01 |
| Non-current Liabilities |  |  |  |  |  |  |  |  |
| Employees benefit obligations | 119.22 | 4.55 | 112.81 | 4.30 | 100.37 | 3.94 | 91.83 | 3.48 |
| Deferred tax liabilities | 20.44 | 0.78 | 21.58 | 0.82 | 16.29 | 0.64 | 24.77 | 0.94 |
| Other non-current liabilities | 0.65 | 0.02 | 0.66 | 0.03 | 0.64 | 0.03 | 0.48 | 0.02 |
| Total Non-current Liabilities | 140.30 | 5.36 | 135.06 | 5.14 | 117.30 | 4.60 | 117.10 | 4.44 |
| Total Liabilities | 371.30 | 14.18 | 369.65 | 14.07 | 352.88 | 13.84 | 381.17 | 14.45 |
| Shareholders' Equity |  |  |  |  |  |  |  |  |
| Share capital |  |  |  |  |  |  |  |  |
| Authorized share capital |  |  |  |  |  |  |  |  |
| 108,000,000 ordinary shares of |  |  |  |  |  |  |  |  |
| Baht 1 each | 108.00 | 4.12 | 108.00 | 4.11 | 108.00 | 4.24 | 108.00 | 4.09 |
| Issued and paid-up capital |  |  |  |  |  |  |  |  |
| 108,000,000 ordinary shares of |  |  |  |  |  |  |  |  |
| Baht 1 each | 108.00 | 4.12 | 108.00 | 4.11 | 108.00 | 4.24 | 108.00 | 4.09 |
| Premium on ordinary shares | 110.40 | 4.22 | 110.40 | 4.20 | 110.40 | 4.33 | 110.40 | 4.18 |
| Retained earning |  |  |  |  |  |  |  |  |
| Appropriated |  |  |  |  |  |  |  |  |
| Legal reserve | 10.80 | 0.41 | 10.80 | 0.41 | 10.80 | 0.42 | 10.80 | 0.41 |
| General reserve | 132.08 | 5.04 | 126.74 | 4.83 | 121.74 | 4.77 | 115.90 | 4.39 |
| Unappropriated | 1,651.57 | 63.07 | 1,655.57 | 63.03 | 1,619.86 | 63.53 | 1,637.09 | 62.05 |
| Other components of equity | 81.76 | 3.12 | 86.34 | 3.29 | 65.17 | 2.56 | 99.15 | 3.76 |
| Equity attributable to parent company | 2,094.62 | 79.99 | 2,097.85 | 79.87 | 2,035.96 | 79.84 | 2,081.34 | 78.89 |
| Non-controlling interest | 152.78 | 5.83 | 159.01 | 6.05 | 161.09 | 6.32 | 175.80 | 6.66 |
| Total Shareholders' Equity | 2,247.40 | 85.82 | 2,256.86 | 85.93 | 2,197.05 | 86.16 | 2,257.13 | 85.55 |
| Total Liabilities and Shareholders' |  |  |  |  |  |  |  |  |
| Equity | 2,618.70 | 100.00 | 2,626.51 | 100.00 | 2,549.93 | 100.00 | 2,638.30 | 100.00 |

Financial Ratio

| Item |  | Jun 30, 2015 | 2014 | 2013 | 2012 |
| :---: | :---: | :---: | :---: | :---: | :---: |
| Liquidity Ratio |  |  |  |  |  |
| Current Ratio | Times | 6.00 | 5.74 | 5.43 | 4.90 |
| Quick Ratio | Times | 2.51 | 4.09 | 3.74 | 3.14 |
| Account Receivable Turnover | Times | 2.31 | 4.98 | 4.98 | 5.36 |
| Average Collection Period | Day | 78 | 72 | 72 | 67 |
| Inventory Turnover | Times | 2.21 | 4.55 | 4.44 | 4.39 |
| Average Period of Sales | Day | 82 | 79 | 81 | 82 |
| Account Payable Turnover | Times | 3.48 | 7.07 | 7.07 | 7.89 |
| Payment Period | Day | 52 | 51 | 51 | 46 |
| Profitability Ratio |  |  |  |  |  |
| Gross Margin | \% | 14.61 | 12.51 | 9.48 | 10.51 |
| Rate of Operating Profit | \% | 1.08 | 2.61 | (0.56) | 1.34 |
| Net Profit Margin | \% | 6.35 | 5.01 | 2.45 | 3.44 |
| Rate of Return on Net Worth | \% | 2.70 | 4.25 | 2.16 | 3.34 |
| Efficiency Ratio |  |  |  |  |  |
| Return on Total Assets | \% | 2.32 | 3.66 | 1.85 | 2.88 |
| Return on Fixed Assets | \% | 16.40 | 28.04 | 20.41 | 24.91 |
| Total Assets Turnover | Times | 0.36 | 0.73 | 0.76 | 0.84 |
| Financial Policy Ratio |  |  |  |  |  |
| Debt to Equity Ratio | Times | 0.17 | 0.16 | 0.16 | 0.17 |

## Summary of Financial Position

The Company and its subsidiaries have satisfied financial position with high current ratio at approximately 5 times. At the same time liabilities risks were rather low as debt-to-equity ratio was only 0.2 time. During 2012-2015 (June 30), total assets of the Company and its subsidiaries are Baht $2,549.93-2,638.30$ million, with current assets ratio at approximately 50 percent of total assets. In 2015 (June 30), current assets are recorded at Baht $1,386.77$ million, an increase of approximately Baht 92.84 million from 2012. Main reason is attributable to continued increase of temporary investments from Baht 285.25 million in 2012 to Baht 446.04 million in 2015 (June 2015), which mainly come from investments in open-end fund-bond amounting to Baht 301.539 million and the remaining are negotiable certificate of deposit and bill of exchange. Non-current liabilities in 2015 (June 30) are Baht $1,231.93$ million, decreased by Baht 112.44 million from 2012 because land, plant and equipment was constantly decreased due to the increase of accumulated depreciation.

Total liabilities of the Company and its subsidiaries during 2012-2015 (June 30) was in the range of Baht 352.88-381.17 million. Most of them were current liabilities under trade and other payables. It was decreased from Baht 260.47 million in 2012 to Baht 224.77 million in 2015 (June 30). Non-current liabilities increased constantly from Baht 117.10 million in 2012 to Baht 140.30 million in 2015 (June 30), primarily due to an increase of allowance of employee benefit obligations. Shareholders' equity during 2012-2015 (June 30) is rather constantly at approximately Baht 2,197.05-2,257.13 million. Most of them are unappropriated retained earnings, with ratio of appropriated retained earnings at 63 percent of total liabilities and shareholders' equity.

As A TECH wished to acquire textile businesses, specifically relate to underwear manufacturing, so the Company prepared accounting information classified by type of business which has been reviewed by PricewaterhouseCoopers ABAS Limited to be used for analysis of the past operating results and financial position of textile businesses, specifically relate to underwear manufacturing and non-woven fabric business during 2013-2015 (Jan-Jun) with details as follows:

Table on Statement of Income, classified by type of business which has been reviewed by PWC

| Item | Textile Prestige Plc. |  |  | Non-woven Products |  |  | Fabric and Yarn Products |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | 2013 | 2014 | Jan-Jun 2015 | 2013 | 2014 | Jan-Jun 2015 | 2013 | 2014 | Jan-Jun 2015 |
|  | Audited | Audited | Reviewed | Audited | Audited | Reviewed | Audited | Audited | Reviewed |
| Revenue |  |  |  |  |  |  |  |  |  |
| Revenue from sales | 1,915.10 | 1,850.94 | 933.65 | 1,060.82 | 950.54 | 448.30 | 854.28 | 900.40 | 485.34 |
| Revenue from hire of work | 13.38 | 20.65 | 9.33 | 0.23 | 0.35 | 1.45 | 13.16 | 20.30 | 7.89 |
| Revenues from sales and transfer | - | - | - | (1.34) | (0.64) | - | 1.34 | 0.64 | - |
| Total Operating Revenue | 1,928.48 | 1,871.59 | 942.98 | 1,059.70 | 950.25 | 449.75 | 868.78 | 921.33 | 493.23 |
| Clost of sales | $(1,699.82)$ | $(1,648.64)$ | (814.26) | (868.98) | (777.65) | (355.85) | (830.84) | (870.99) | (458.42) |
| Gross Profit Margin | 228.66 | 222.95 | 128.72 | 190.72 | 172.60 | 93.90 | 37.94 | 50.35 | 34.81 |
| \% of Revenue | 12\% | 12\% | 14\% | 18\% | 18\% | 21\% | 4\% | 5\% | 7\% |
| Other Income |  |  |  |  |  |  |  |  |  |
| Interest income | 5.25 | 6.84 | 6.09 | 4.54 | 6.11 | 5.81 | 0.71 | 0.73 | 0.28 |
| Revenue from rental fee | 16.21 | 19.43 | 9.72 | 0.76 | 4.03 | 2.04 | 15.45 | 15.40 | 7.69 |
| Dividend income* | 18.86 | 23.16 | 26.80 | 18.86 | 23.16 | 26.80 | - | - | - |
| Gain (Loss) from assets disposition | 12.01 | 0.11 | - | 12.01 | 0.11 | - | - | - | - |
| Others | 18.94 | 18.54 | 10.65 | 14.21 | 12.78 | 7.75 | 4.73 | 5.76 | 2.90 |
| Profit (Loss) before Expenses | 299.94 | 291.03 | 181.98 | 241.10 | 218.80 | 136.30 | 58.83 | 72.23 | 45.68 |
| Administrative and selling expenses | (167.91) | (155.34) | (85.24) | (103.77) | (91.98) | (47.13) | (64.14) | (63.36) | (38.11) |
| Allowance for diminution in value of investment* | (26.43) | (23.82) | (21.91) | (26.43) | (23.82) | (21.91) | - | - | - |
| Directors' remuneration | (6.65) | (6.33) | (6.06) | (3.36) | (3.29) | (2.89) | (3.28) | (3.04) | (3.17) |
| Profit (Loss) before Finance Cost and Tax | 98.95 | 105.54 | 68.77 | 107.54 | 99.71 | 64.37 | (8.58) | 5.83 | 4.40 |
| \% of Revenue | 5\% | 6\% | 7\% | 10\% | 10\% | 14\% | (1\%) | 1\% | 1\% |
| Finance cost | (0.00) | (0.00) | - | (0.00) | (0.00) | - | - | - | - |
| Profit before Tax | 98.95 | 105.53 | 68.77 | 107.54 | 99.70 | 64.37 | (8.58) | 5.83 | 4.40 |
| Income tax income (expenses)** | 1.13 | 1.32 | 4.02 | n.i. | n.i. | n.i. | n.i. | n.i. | n.i. |
| Net Profit (Loss) | 100.08 | 106.86 | 72.79 | 107.54 | 99.70 | 64.37 | (8.58) | 5.83 | 4.40 |
| \% of Revenue | 5\% | 6\% | 8\% | 10\% | 10\% | 14\% | (1\%) | 1\% | 1\% |
| Net Profit (Less Other Expenses) | 28.80 | 38.78 | 19.52 | 57.15 | 53.51 | 21.97 | (29.48) | (16.05) | (6.47) |
| \% of Revenue | 1\% | 2\% | 2\% | 5\% | 6\% | 5\% | (3\%) | (2\%) | (1\%) |

Remark: * Dividend income and allowance for diminution in value of investment derived from the Company's investments in more than 20 companies, which are the subsidiaries, the affiliate and related companies.

> ** Details of income tax expenses are as follows:
(Unit: Million Baht)

| Item | Financial Statement (Company Only) |  |  |
| :---: | :---: | :---: | :---: |
|  | $\mathbf{2 0 1 3}$ | $\mathbf{2 0 1 4}$ | Jan-Jun 2015 |
| Current Tax Income |  |  |  |
| Interim corporate income tax |  |  |  |
| Deferred Tax | $(5.27)$ | $(4.41)$ | $(1.15)$ |
| Deferred tax occurred from | 6.40 | 5.73 | 5.18 |
| Temporary difference and reversal of <br> Temporary difference | $\mathbf{1 . 1 3}$ | $\mathbf{1 . 3 2}$ | $\mathbf{4 . 0 2}$ |
| Tax income (expenses) shown in Statement of Comprehensive |  |  |  |
| Income |  |  |  |

The above accounting information showed that during 2013-2015 (Jan-Jun), ratio of revenues from fabrics and yarn and non-woven fabric manufacturing businesses is 45:55-52:48. Gross profit of fabrics and yarn businesses is between 4-7 percent, while non-woven fabric manufacturing is 18.21 percent. After deducting of expenses (excluding other income), fabrics and yarn businesses during 2013-2015 (Jan-Jun) recorded the loss of Baht 6.47-29.48 million, or minus 1-3 percent of revenue, while non-woven fabric manufacturing business has profit of Baht 21.97-57.15 million, or accounting to 5-6 percent of revenues.

### 2.2 T.U.C. Elastic Company Limited

### 2.2.1 General Information



### 2.2.2 Registered Capital

Presently, TUC's registered capital is Baht $160,000,000$ with paid-up capital of Baht $160,000,000$, divided into 1,600,000 ordinary shares at par value of Baht 100 per share. Shareholders as at April 24, 2015 are:

|  | Name | Amount of Share | \% |
| :---: | :--- | :---: | :---: |
| 1. | Textile Prestige Public Company Limited | 835,800 | 52.24 |
| 2. | Saha Pathana Inter-Holding Public Company Limited | 336,000 | 21.00 |
| 3. | I.C.C. International Public Company Limited | 192,000 | 12.00 |
| 4. | Thai Wacoal Public Company Limited | 172,000 | 10.75 |
| 5. | I.D.F. Company Limited | 64,000 | 4.00 |
| 6. | Mr. Arnut Rattanapathimakorn | 100 | 0.01 |
| 7. | Mr. Wachara Poomarintr | 100 | 0.01 |
|  | Total | $\mathbf{1 , 6 0 0 , 0 0 0}$ | $\mathbf{1 0 0 . 0 0}$ |

### 2.2.3 Board of Directors

Board of Directors comprises of 8 members, namely:

| Name | Position |  |
| :--- | :--- | :---: |
| 1. | Mr. Boonsithi Chokwatana | Advising Director |
| 2. | Mr. Manu Leelanuwatana | Chairman |
| 3. | Mr. Suchai Narongkananukul | Managing Director |
| 4. | Mr. Arnut Rattanapathimakorn | Director |
| 5. | Miss Rachanee Luewipasakul | Director |
| 6. | Mrs. Jaraschai Rattanapathimakorn | Director |
| 7. | Miss Sirikul Dhanasarnsilp | Director |
| 8. | Mr. Chanin Ratanavijai | Director |

The signatory directors to sign and bind the Company are any two of the above directors jointly signed and affixed with the Company's seal.

### 2.2.4 Characteristic of Business Operation

T.U.C. Elastic Company Limited engages in business of manufacturing of elastic straps, elastic woven fabric, round knitted fabric for manufacturing of underwear, swimsuits and sportswear. Its office and factory are located in Industrial Promotion Zone 3, Kabinburi District, Prachinburi Province. It has been granted investment promotion under the Promotion Act B.E. 2520 in Business Category 3.2: Fabric weaving or knitting. Textile Prestige Public Company Limited is responsible for distribution of TUC's products.

### 2.2.5 Operating Results and Financial Position

From financial statement for the year 2012-2013 audited by Mr. Anusorn Kiatgungwalgri, Certified Public Account No. 2109 from ASV \& Associates Limited, the auditing company certified by the Office of Securities and Exchange Commission and financial statement for the year 2014-2015 (Jan-Jun) audited by Mrs. Kwunjai Kiatgungwalgri, Certified Public Account No. 5875 from ASV \& Associates Limited, financial position and operating result of TUC can be summarized as follows:

Statement of Comprehensive Income

| Item | Reviewed |  | Audited |  | Audited |  | Audited |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | Jan-June 2015 |  | 2014 |  | 2013 |  | 2012 |  |
|  | MBaht | \% | MBaht | \% | MBaht | \% | MBaht | \% |
| Revenue |  |  |  |  |  |  |  |  |
| Revenue from sales | 241.49 | 98.86 | 492.18 | 98.13 | 487.43 | 98.30 | 583.28 | 98.60 |
| Revenue from hire of works | 0.63 | 0.26 | 1.92 | 0.38 | 3.08 | 0.62 | 2.75 | 0.47 |
| Other Income |  |  |  |  |  |  |  |  |
| Interest income | 0.10 | 0.04 | 0.64 | 0.13 | 0.34 | 0.07 | 0.02 | - |
| Rental income | 0.87 | 0.36 | 1.81 | 0.36 | 1.81 | 0.37 | 1.60 | 0.27 |
| Dividend income | 0.06 | 0.02 | 0.08 | 0.02 | 0.05 | 0.01 | 0.02 | - |
| Others | 1.11 | 0.45 | 4.92 | 0.98 | 3.14 | 0.63 | 3.88 | 0.66 |
| Total Revenue | 244.26 | 100.00 | 501.54 | 100.00 | 495.85 | 100.00 | 591.55 | 100.00 |
| Expenses |  |  |  |  |  |  |  |  |
| Cost of sales | (239.13) | (97.90) | (502.36) | (100.16) | (508.83) | (102.62) | (580.19) | (98.08) |
| Selling expenses | (1.23) | (0.50) | (2.79) | (0.56) | (2.59) | (0.52) | (3.07) | (0.52) |
| Administrative expenses | (4.89) | (2.00) | (9.83) | (1.96) | (10.24) | (2.07) | (9.91) | (1.67) |
| Directors' remuneration | (0.60) | (0.25) | (0.70) | (0.14) | (0.80) | (0.16) | (1.60) | (0.27) |
| Total Expenses | (245.85) | (100.65) | (515.68) | (102.82) | (522.47) | (105.37) | (594.77) | (100.55) |
| Gain (loss) before interest expenses and corporate income tax | (1.58) | (0.65) | (14.15) | (2.82) | (26.62) | (5.37) | (3.23) | (0.55) |
| Corporate income tax | - | - | - | - | - | - | 0.23 | 0.04 |
| Gain (loss) after corporate income tax | (1.58) | (0.65) | (14.15) | (2.82) | (26.62) | (5.37) | (2.99) | (0.51) |
| Plus (minus) deferred income tax | - | - | (1.64) | (0.33) | - | - | - | - |
| Net Profit (Loss) | (1.58) | (0.65) | (15.79) | (3.15) | (26.62) | (5.37) | (2.99) | (0.51) |
| Basic earnings per share (Baht): <br> No. of issued and paid-up ordinary shares: $1,600,000 \text { shares }$ | (0.99) |  | (9.87) |  | (16.63) |  | (1.87) |  |

Statements of Financial Position

| Item | Reviewed |  | Audited |  | Audited |  | Audited |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | June 30, 2015 |  | 2014 |  | 2013 |  | 2012 |  |
|  | MBaht | \% | MBaht | \% | MBaht | \% | MBaht | \% |
| Current Assets |  |  |  |  |  |  |  |  |
| Cash and cash equivalents | 1.16 | 0.31 | 1.07 | 0.27 | 41.22 | 10.10 | 1.43 | 0.32 |
| Temporary investments | 54.36 | 14.54 | 60.51 | 15.49 | 37.00 | 9.07 | 50.60 | 11.32 |
| Trade account receivables -Net | 107.01 | 28.63 | 113.53 | 29.07 | 74.87 | 18.35 | 84.68 | 18.95 |
| Other receivables | 0.89 | 0.24 | 0.51 | 0.13 | 0.08 | 0.02 | 0.13 | 0.03 |
| Inventories | 110.09 | 29.45 | 102.19 | 26.17 | 115.97 | 28.42 | 138.69 | 31.03 |
| Other current assets |  |  |  |  |  |  |  |  |
| Withholding Tax | 0.51 | 0.14 | 0.35 | 0.09 | 0.44 | 0.11 | - | - |
| Revenue Department receivables (W/T) | 0.07 | 0.02 | 0.16 | 0.04 | 0.19 | 0.05 | - | - |
| Other current assets | 0.17 | 0.05 | 0.14 | 0.04 | 0.14 | 0.03 | 0.85 | 0.19 |
| Total other current assets | 0.76 | 0.20 | 0.65 | 0.17 | 0.76 | 0.19 | 0.85 | 0.19 |
| Total Current Assets | 274.27 | 73.38 | 278.46 | 71.30 | 269.90 | 66.14 | 276.37 | 61.84 |
| Non-current Assets |  |  |  |  |  |  |  |  |
| Investments in related and other |  |  |  |  |  |  |  |  |
| companies - Net | 0.26 | 0.07 | 0.26 | 0.07 | 0.26 | 0.06 | 0.26 | 0.06 |
| Investment properties | 2.72 | 0.73 | 2.72 | 0.70 | 2.72 | 0.67 | 2.72 | 0.61 |
| Property, plant and equipment (Net) | 96.37 | 25.78 | 108.95 | 27.89 | 133.31 | 32.67 | 165.64 | 37.06 |
| Intangible assets | 0.11 | 0.03 | 0.14 | 0.04 | 0.20 | 0.05 | 0.25 | 0.06 |
| Other non-current assets | 0.03 | 0.01 | 0.03 | 0.01 | 0.03 | 0.01 | 0.03 | 0.01 |
| Deferred tax assets (DTA) | - | - | - | - | 1.64 | 0.40 | 1.64 | 0.37 |
| Total other non-current assets | 0.03 | 0.01 | 0.03 | 0.01 | 1.67 | 0.41 | 1.67 | 0.37 |
| Total Non-current Assets | 99.50 | 26.62 | 112.11 | 28.70 | 138.16 | 33.86 | 170.55 | 38.16 |
| Total Assets | 373.77 | 100.00 | 390.57 | 100.00 | 408.06 | 100.00 | 446.92 | 100.00 |
| Current Liabilities |  |  |  |  |  |  |  |  |
| Trade payables | 54.34 | 14.54 | 63.01 | 16.13 | 58.39 | 14.31 | 61.83 | 13.83 |
| Other payables | 9.29 | 2.49 | 7.62 | 1.95 | 6.55 | 1.61 | 8.26 | 1.85 |
| Other liabilities | 1.30 | 0.35 | 1.03 | 0.26 | 0.47 | 0.12 | 0.41 | 0.09 |
| Total other non-current liabilities | 1.30 | 0.35 | 1.03 | 0.26 | 0.47 | 0.12 | 0.41 | 0.09 |
| Total Current Liabilities | 64.94 | 17.37 | 71.66 | 18.35 | 65.42 | 16.03 | 70.50 | 15.77 |
| Non-current Liabilities |  |  |  |  |  |  |  |  |
| Provision for retirement benefits | 13.34 | 3.57 | 12.24 | 3.13 | 10.60 | 2.60 | 8.20 | 1.83 |
| Rental warranty | 0.05 | 0.01 | 0.04 | 0.01 | 0.04 | 0.01 | - | - |


| Item | Reviewed |  | Audited |  | Audited |  | Audited |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | June 30, 2015 |  | 2014 |  | 2013 |  | 2012 |  |
|  | MBaht | \% | MBaht | \% | MBaht | \% | MBaht | \% |
| Total Other Non-current Liabilities | 13.39 | 3.58 | 12.29 | 3.15 | 10.64 | 2.61 | 8.20 | 1.83 |
| Total Liabilities | 78.33 | 20.96 | 83.95 | 21.49 | 76.06 | 18.64 | 78.69 | 17.61 |
| Shareholders' Equity |  |  |  |  |  |  |  |  |
| Share capital |  |  |  |  |  |  |  |  |
| Registered 1,600,000 ordinary shares |  |  |  |  |  |  |  |  |
| Of Baht 100.00 each | 160.00 | 42.81 | 160.00 | 40.97 | 160.00 | 39.21 | 160.00 | 35.80 |
| Issued and paid-up capital | 160.00 | 42.81 | 160.00 | 40.97 | 160.00 | 39.21 | 160.00 | 35.80 |
| Retained earning |  |  |  |  |  |  |  |  |
| Appropriated |  |  |  |  |  |  |  |  |
| Legal reserve | 16.00 | 4.28 | 16.00 | 4.10 | 16.00 | 3.92 | 16.00 | 3.58 |
| General reserve | 9.44 | 2.52 | 9.44 | 2.42 | 9.44 | 2.31 | 9.44 | 2.11 |
| Unappropriated | 110.00 | 29.43 | 121.18 | 31.03 | 146.57 | 35.92 | 182.79 | 40.90 |
| Equity attributable to parent company | 295.44 | 79.04 | 306.62 | 78.51 | 332.01 | 81.36 | 368.22 | 82.39 |
| Minority interest | - | - | - | - |  | - | - | - |
| Total Shareholder's Equity | 295.44 | 79.04 | 306.62 | 78.51 | 332.01 | 81.36 | 368.22 | 82.39 |
| Total Liabilities and Shareholders, |  |  |  |  |  |  |  |  |
| Equity | 373.77 | 100.00 | 390.57 | 100.00 | 408.06 | 100.00 | 446.92 | 100.00 |

## Financial Ratio

| Item |  | June 30, 2015 | 2014 | 2013 | 2012 |
| :---: | :---: | :---: | :---: | :---: | :---: |
| Liquidity Ratio |  |  |  |  |  |
| Current Ratio | Times | 4.22 | 3.89 | 4.13 | 3.92 |
| Quick Ratio | Times | 2.52 | 2.45 | 2.34 | 1.94 |
| Account Receivable Turnover | Times | 2.18 | 5.21 | 6.10 | 6.36 |
| Average Collection Period | Day | 83.17 | 69.12 | 59.00 | 56.62 |
| Inventory Turnover | Times | 2.25 | 4.61 | 4.00 | 4.24 |
| Average Period of Sales | Day | 80.34 | 78.17 | 90.09 | 84.91 |
| Account Payable Turnover | Times | 3.56 | 7.41 | 7.54 | 8.01 |
| Payment Period | Day | 50.81 | 49.25 | 48.43 | 45.55 |
| Profitability Ratio |  |  |  |  |  |
| Gross Margin | \% | 1.23 | (1.67) | (3.73) | 1.00 |
| Rate of Operating Profit | \% | (0.65) | (2.86) | (5.43) | (0.55) |
| Net Profit Margin | \% | (0.65) | (3.15) | (5.37) | (0.51) |
| Rate of Return on Net Worth | \% | (0.52) | (4.94) | (7.60) | (0.79) |
| Efficiency Ratio |  |  |  |  |  |
| Return on Total Assets | \% | (0.41) | (3.95) | (6.23) | (0.65) |
| Return on Fixed Assets | \% | 37.59 | 15.38 | (2.53) | 10.69 |
| Total Assets Turnover | Times | 0.64 | 1.26 | 1.16 | 1.29 |
| Financial Policy Ratio |  |  |  |  |  |
| Debt to Equity Ratio | Times | 0.27 | 0.27 | 0.23 | 0.21 |

### 2.3 Prestige Plus Company Limited

### 2.3.1 General Information



### 2.3.2 Registered Capital

Presently, PPC's registered capital is Baht $100,000,000$ with paid-up capital of Baht $100,000,000$, divided into $1,000,000$ ordinary shares at par value of Baht 100 per share. List of shareholders as at April 10, 2015 are:

| Name | No. of Share | \% |
| :--- | :---: | ---: |
| 1. Textile Prestige Public Company Limited | 999,998 | 99.98 |
| 2. Mr. Suchai Narongkananukul | 1 | 0.01 |
| 3. Mr. Arnut Rattanapathimakorn | $1,000,000$ | 0.01 |
| Total | $\mathbf{1 0 0 . 0 0}$ |  |

### 2.3.3 Board of Directors

The Board of Directors comprises of 8 members, namely:

| Name | Position |
| :--- | :---: |
| 1. Mr. Boonsithi Chokwatana | Consulting Director |
| 2. | Mr. Manu Leelanuwatana |
| 3. | Mr. Arnut Rattanapathimakorn |
| 4. | Mr. Yont Naksomkul |
| 5. | Mr. Suchai Narongkananukul |
| 6. | Mr.Tawin Rattanasiri |
| 7. Mr. Chanin Ratavijai | Managing Director |
| 8. | Mrs. Kansiri Choladda |

The signatory directors to sign and bind the Company are any two of the above directors jointly signed and affixed with the Company's seal.

### 2.3.4 Nature of Business

Prestige Plus Company Limited engages in business of manufacturing of cloth bleaching, dyeing and finishing. Its office and factory are located in Industrial Promotion Zone 3, Kabinburi District, Prachinburi Province. It has been granted investment promotion under the Promotion Act B.E. 2520 in Business Category 3.14: Bleaching, dyeing, printing and finishing. Textile Prestige Public Company Limited is responsible for distribution.

### 2.3.5 Performance and Financial Position

From financial statement for the year 2012-2013 audited by Mr. Anusorn Kiatgungwalgri, Certified Public Account No. 2109 from ASV \& Associates Limited, the auditing company certified by the Office of Securities and Exchange Commission and financial statement for the year 2014-2015 (Jan-Jun) reviewed by Mrs. Kwunjai Kiatgungwalgri, Certified Public Account No. 5875 from ASV \& Associates Limited, financial position and performance of the Company and the Subsidiaries can be summarized as follows:

Statement of Comprehensive Income

| Item | Reviewed |  | Audited |  | Audited |  | Audited |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | Jan-Jun 2015 |  | 2014 |  | 2013 |  | 2012 |  |
|  | MBaht | \% | MBaht | \% | MBaht | \% | MBaht | \% |
| Revenue |  |  |  |  |  |  |  |  |
| Revenue from sales | 144.51 | 92.76 | 335.10 | 92.73 | 293.69 | 95.69 | 356.61 | 93.37 |
| Revenue from sales of energy | 5.63 | 3.62 | 12.02 | 3.32 | 8.71 | 2.84 | 9.10 | 2.38 |
| Hire of works | 4.39 | 2.81 | 10.52 | 2.91 | 4.04 | 1.32 | 3.72 | 0.97 |
| Other income: |  |  |  |  |  |  |  |  |
| Others | 1.26 | 0.81 | 3.76 | 1.04 | 0.47 | 0.15 | 12.50 | 3.27 |
| Total other income | 1.26 | 0.81 | 3.76 | 1.04 | 0.47 | 0.15 | 12.50 | 3.27 |
| Total Revenue | 155.79 | 100.00 | 361.40 | 100.00 | 306.92 | 100.00 | 381.94 | 100.00 |
| Expenses |  |  |  |  |  |  |  |  |
| Cost of sales | (165.72) | (106) | (370.61) | (102.55) | (356.49) | (116.15) | (401.08) | (105.01) |
| Selling expenses | (0.71) | (0.46) | (1.37) | (0.38) | (1.19) | (0.39) | (1.72) | (0.45) |
| Administrative expenses | (1.12) | (0.72) | (4.91) | (1.36) | (3.59) | (1.17) | (4.77) | (1.25) |
| Directors' remuneration | - | - | - | - | - | - | - | - |
| Total Expenses | (167.55) | (107.55) | (376.88) | (104.29) | (361.28) | (117.71) | (407.57) | (106.71) |
| Gain (Loss) before interest paid and corporate |  |  |  |  |  |  |  |  |
| income tax | (11.76) | (7.55) | (15.49) | (4.29) | (54.36) | (17.71) | (25.63) | (6.71) |
| Less Finance cost | (0.28) | (0.00) | (0.73) | (0.20) | (0.71) | (0.23) | (0.17) | (0.04) |
| Gain (loss) before corporate income tax | (12.04) | (7.73) | (16.21) | (4.49) | (55.07) | (17.94) | (25.80) | (6.76) |
| Less Corporate income tax | - | - | - | - | - | - | - | - |
| Gain (loss) after corporate income tax | (12.04) | (7.73) | (16.21) | (4.49) | (55.07) | (17.94) | (25.80) | (6.76) |
| Plus Deferred tax revenue | - | - | (1.07) | (0.30) | - | - | - | - |
| Net Profit (Loss) | (12.04) | (7.73) | (17.28) | (4.78) | (55.07) | (17.94) | (25.80) | (6.76) |
| Basic earnings per share (Baht): | (12.04) |  | (17.28) |  | (55.07) |  | (25.80) |  |
| No. of issued and paid-up: ordinary shares: |  |  |  |  |  |  |  |  |
| $1,000,000$ shares |  |  |  |  |  |  |  |  |

## Statement of Financial Position

| Item | Reviewed |  | Audited |  | Audited |  | Audited |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | Jun 30, 2015 |  | Dec 31, 2014 |  | Dec 31, 2013 |  | Dec 31, 2012 |  |
|  | MBaht | \% | MBaht | \% | MBaht | \% | MBaht | \% |
| Current Assets |  |  |  |  |  |  |  |  |
| Cash and cash equivalents | 0.52 | 0.54 | 0.64 | 0.62 | 1.31 | 1.27 | 0.66 | 0.46 |
| Trade account receivables - Net | 22.76 | 23.56 | 23.91 | 23.30 | 16.03 | 15.62 | 9.04 | 6.40 |
| Other receivables - Net | 0.41 | 0.43 | 0.11 | 0.11 | 0.09 | 0.09 | 0.05 | 0.04 |
| Inventories | 28.99 | 30.01 | 29.16 | 28.40 | 40.91 | 39.85 | 56.88 | 40.24 |
| Other current assets | 0.95 | 0.99 | 0.82 | 0.80 | 0.90 | 0.87 | 1.54 | 1.09 |
| Total Current Assets | 53.64 | 55.53 | 54.64 | 53.23 | 59.24 | 49.68 | 68.17 | 48.23 |
| Non-current Assets |  |  |  |  |  |  |  |  |
| Property, plant and equipment (Net) | 42.78 | 44.28 | 47.81 | 46.58 | 58.73 | 57.22 | 71.89 | 50.86 |
| Intangible assets | 0.01 | 0.01 | 0.02 | 0.02 | 0.03 | 0.03 | 0.04 | 0.03 |
| Other non-current assets | 0.18 | 0.18 | 0.18 | 0.17 | 0.18 | 0.17 | 0.18 | 0.12 |
| Deferred tax assets (DTA) | - | 0.00 | - | 0.00 | 1.07 | 1.04 | 1.07 | 0.76 |
| Total Non-current Assets | 42.97 | 44.47 | 48.01 | 46.77 | 60.01 | 50.32 | 73.17 | 51.77 |
| Total Assets | 96.61 | 100.00 | 102.64 | 100.00 | 119.25 | 100.00 | 141.35 | 100.00 |
| Current Liabilities |  |  |  |  |  |  |  |  |
| Trade account payables | 58.74 | 60.80 | 73.31 | 71.42 | 38.42 | 37.43 | 57.57 | 40.73 |
| Other payables | 5.78 | 5.98 | 5.34 | 5.20 | 4.88 | 4.76 | - | - |
| Borrowings from subsidiaries | 30.00 | 31.05 | 10.00 | 9.74 | 47.00 | 45.79 | - | - |
| Other non-current liabilities | 0.13 | 0.14 | 0.50 | 0.49 | - | - | - | - |
| Total other non-current liabilities | 0.13 | 0.14 | 0.50 | 0.49 | 0.18 | 0.15 | 0.24 | 0.17 |
| Total Current Liabilities | 94.65 | 97.97 | 89.14 | 86.85 | 90.48 | 75.88 | 57.80 | 40.89 |
| Non-current Liabilities |  |  |  |  |  |  |  |  |
| Other long-term loans | - | - | - | - | - | - | - | - |
| Other Non-current Liabilities | 8.16 | 8.44 | 7.66 | 7.46 | 5.63 | 4.72 | 5.35 | 3.79 |
| Total Liabilities | 102.81 | 106.41 | 96.80 | 94.31 | 96.12 | 80.60 | 63.15 | 45.02 |
| Shareholders' Equity |  |  |  |  |  |  |  |  |
| Share capital |  |  |  |  |  |  |  |  |
| Registered ordinary shares: $1,000,000$ shares at Baht 100.00 each | 100.00 | 103.51 | 100.00 | 97.42 | 100.00 | 97.42 | 100.00 | 70.75 |
| Issued and paid-up capital | 100.00 | 103.51 | 100.00 | 97.42 | 100.00 | 97.42 | 100.00 | 70.75 |
| Retained earnings |  |  |  |  |  |  |  |  |


| Item | Reviewed |  | Audited |  | Audited |  | Audited |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | Jun 30, 2015 |  | Dec 31, 2014 |  | Dec 31, 2013 |  | Dec 31, 2012 |  |
|  | MBaht | \% | MBaht | \% | MBaht | \% | MBaht | \% |
| Appropriated |  |  |  |  |  |  |  |  |
| Legal reserve | 8.08 | 8.36 | 8.08 | 7.87 | 8.08 | 7.87 | 8.08 | 5.71 |
| Unappropriated | (114.27) | (118.28) | (102.23) | (99.60) | (84.95) | (82.76) | (29.88) | (21.14) |
| Total Shareholders' Equity | (6.20) | (6.41) | 5.84 | 5.69 | 23.13 | 19.40 | 78.20 | 55.32 |
| Total Liabilities and Shareholders' |  |  |  |  |  |  |  |  |
| Equity | 96.61 | 100.00 | 102.64 | 100.00 | 119.25 | 100.00 | 141.35 | 100.00 |

## Financial Ratio

| Item |  | Jun 30, 2015 | 2014 | 2013 | 2012 |
| :---: | :---: | :---: | :---: | :---: | :---: |
| Liquidity Ratio |  |  |  |  |  |
| Current Ratio | Times | 0.57 | 0.61 | 0.65 | 1.18 |
| Quick Ratio | Times | 0.25 | 0.28 | 0.19 | 0.17 |
| Account Receivable Turnover | Times | 6.36 | 17.30 | 23.98 | 11.31 |
| Average Collection Period | Day | 28.45 | 21.10 | 15.22 | 32.28 |
| Inventory Turnover | Times | 5.70 | 10.58 | 7.29 | 8.26 |
| Average Period of Sales | Day | 31.76 | 34.50 | 50.07 | 44.16 |
| Account Payable Turnover | Times | 2.32 | 6.10 | 7.07 | 7.18 |
| Payment Period | Day | 78.18 | 59.81 | 51.64 | 50.87 |
| Profitability Ratio |  |  |  |  |  |
| Gross Margin | \% | (7.23) | (3.63) | (16.33) | (8.56) |
| Rate of Operating Profit | \% | (7.61) | (4.33) | (17.74) | (6.94) |
| Net Profit Margin | \% | (7.73) | (4.78) | (17.94) | (6.75) |
| Rate of Return on Net Worth | \% | 2.00 | (1.19) | (1.09) | (0.28) |
| Efficiency Ratio |  |  |  |  |  |
| Return on Total Assets | \% | (12.08) | (15.57) | (42.26) | (16.29) |
| Return on Fixed Assets | \% | (26.47) | (31.99) | (82.70) | (34.12) |
| Total Assets Turnover | Times | 1.56 | 3.26 | 2.36 | 2.41 |
| Financial Policy Ratio |  |  |  |  |  |
| Debt to Equity Ratio | Times | (16.58) | 16.58 | 4.16 | 0.81 |

### 2.4 Prestige Embroidery Company Limited

### 2.4.1 General Information

| Name | $:$ | Prestige Embroidery Company Limited |
| :--- | :---: | :--- |
| Acronym | $:$ | PEC |
| Date of Establishment | $:$ | March 3,1995 |
| Registered Number | $:$ | 0105538028070 |
| Nature of Business | $:$ | Manufacture and distribution fembroidery lace |
| Head Office Location | $:$ | No. 704/1-5, Rama 3 Road, Bangpongpang Sub-district, |
|  |  | Yannawa District, Bangkok 10120 |

### 2.4.2 Registered Capital

Presently, PEC's registered capital is Baht $100,000,000$ with paid-up capital of Baht $100,000,000$, divided into $1,000,000$ ordinary shares at par value of Baht 100 per share. List of shareholders as at April 10, 2015 are:

| Name | Number of Shares Held | $\mathbf{\%}$ |
| :--- | :---: | ---: |
| 1. Textile Prestige Public Company Limited | 999,998 | 99.98 |
| 2. Mr. Suchai Narongkananukul | 1 | 0.01 |
| 3. Mr. Wachara Poomarintr | 1 | 0.01 |
| Total | $\mathbf{1 , 0 0 0 , 0 0 0}$ | $\mathbf{1 0 0 . 0 0}$ |

### 2.4.3 The Board of Directors

The Board of Directors comprises of 9 members, namely:

| Name | Position |
| :--- | :---: |
| 1. | Mr. Boonsithi Chokwatana |
| 2. | Mr. Suchai Narongkananukul |
| 3. | Mr. Wachara Poomarintr |
| 4. | Mr. Boonchai Euajitaporn |
| 5. | Mr. Manu Leelanuwatana |
| 6. | Mr. Thongyoy Pholmun Director |
| 7. | Miss Ratchanee Luewipasakul |
| 8. Mr. Chanin Ratanavijai | Managing Director |
| 9. | Miss Darunee Supho |

The signatory directors to sign and bind the Company are any two of the above directors jointly signed and affixed with the Company's seal.

### 2.4.4 Nature of Business

It engages in business of manufacturing of embroidery lace for upper market. Its office and factory are located in Industrial Promotion Zone 3, Kabinburi District, Prachinburi Province. It has been granted investment promotion under the Promotion Act B.E. 2520 in Business Category 3.5: Household textiles or fabric products, manufacture of lace. Textile Prestige Public Company Limited is responsible for distribution of PEC's products.

### 2.4.5 Performance and Financial position

From financial statement for the year 2012-2013 audited by Mr. Anusorn Kiatgungwalgri, Certified Public Account No. 2109 from ASV \& Associates Limited, the auditing company certified by the Office of Securities and Exchange Commission and financial statement for the year 2014-2015 (Jan-Jun) reviewed by Mrs. Kwunjai Kiatgungwalgri, Certified Public Account No. 5875 from ASV \& Associates Limited, financial position and performance of the Company and the Subsidiaries can be summarized as follows:

Statement of Comprehensive Income

| Item | Reviewed |  | Audited |  | Audited |  | Audited |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | Jan-Jun 2015 |  | 2014 |  | 2013 |  | 2012 |  |
|  | MBaht | \% | MBaht | \% | MBaht | \% | MBaht | \% |
| Revenue |  |  |  |  |  |  |  |  |
| Revenue from sales | 52.40 | 95.07 | 90.24 | 97.25 | 76.53 | 96.90 | 86.78 | 96.92 |
| Hire of works | 0.72 | 1.31 | 0.20 | 0.22 | 0.18 | 0.23 | 0.57 | 0.64 |
| Other incomes: |  |  |  |  |  |  |  |  |
| Interest income | 0.81 | 1.47 | 0.99 | 1.06 | 0.92 | 1.16 | - | - |
| Rental income | 0.26 | 0.48 | 0.53 | 0.57 | 0.54 | 0.69 | - | - |
| Profit from sales of unit trust | 0.17 | 0.31 | 0.50 | 0.54 | 0.50 | 0.63 | - | - |
| Forex gain | (0.01) | (0.01) | 0.01 | 0.01 | - | - | - | - |
| Other incomes | 0.75 | 1.37 | 0.32 | 0.35 | 0.30 | 0.38 | - | - |
| Total other incomes | 2.00 | 3.62 | 2.35 | 2.53 | 2.27 | 2.87 | 2.19 | 2.45 |
| Total Revenue | 55.12 | 100.00 | 92.79 | 100.00 | 78.97 | 100.00 | 89.54 | 100.00 |
| Expenses |  |  |  |  |  |  |  |  |
| Cost of sales | (46.80) | (84.91) | (81.48) | (87.82) | (73.42) | (92.97) | (85.01) | (94.93) |
| Selling expenses | (0.20) | (0.37) | (0.26) | (0.28) | (0.21) | (0.27) | (0.22) | (0.24) |
| Administrative expenses | (1.48) | (2.68) | (3.33) | (3.59) | (2.59) | (3.28) | (2.68) | (2.99) |
| Directors' remuneration | (0.80) | (1.45) | (0.60) | (0.65) | (0.30) | (0.38) | (0.60) | (0.67) |
| Total Expenses | (49.29) | (89.41) | (85.68) | (92.33) | (76.52) | (96.89) | (88.50) | (98.84) |
| Gain (loss) before interest paid and corporate |  |  |  |  |  |  |  |  |
| income tax | 5.84 | 10.59 | 7.11 | 7.67 | 2.45 | 3.11 | 1.04 | 1.16 |
| Gain (loss) before corporate income tax | 5.84 | 10.59 | 7.11 | 7.67 | 2.45 | 3.11 | 1.04 | 1.16 |
| Plus deferred tax expense (DTA) | 0.10 | 0.18 | 0.35 | 0.37 | - | - | - | - |
| Less Corporate income tax | (1.25) | (2.27) | (0.81) | (0.87) | - | - | (0.17) | (0.19) |
| Net Profit (Loss) | 4.69 | 8.50 | 6.65 | 7.17 | 2.45 | 3.11 | 1.21 | 1.35 |
| Basic earnings per share (Baht): <br> No. of issued and paid-up ordinary shares: $1,000,000 \text { shares }$ | 4.69 |  | 6.65 |  | 2.45 |  | 1.21 |  |

Statement of Financial Position

| Item | Reviewed |  | Audited |  | Audited |  | Audited |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | June 30, 2015 |  | 2014 |  | 2013 |  | 2012 |  |
|  | MBaht | \% | MBaht | \% | MBaht | \% | MBaht | \% |
| Current Assets |  |  |  |  |  |  |  |  |
| Cash and cash equivalents | 20.77 | 15.70 | 20.62 | 15.04 | 41.41 | 32.86 | 25.76 | 20.79 |
| Temporary investments | 30.25 | 22.87 | 34.08 | 24.86 | 13.27 | 10.53 | 20.98 | 16.93 |
| Trade account receivables - Net | 28.28 | 21.38 | 25.53 | 18.62 | 19.09 | 15.15 | 21.22 | 17.12 |
| Other receivables - Net | 0.90 | 0.68 | 0.54 | 0.40 | 0.15 | 0.12 | 0.14 | 0.11 |
| Inventories | 18.48 | 13.97 | 21.62 | 15.77 | 17.45 | 13.85 | 19.53 | 15.77 |
| Other current assets | 0.20 | 0.15 | 0.19 | 0.14 | 0.22 | 0.18 | 0.24 | 0.19 |
| Total Current Assets | 98.88 | 74.75 | 102.57 | 74.83 | 91.60 | 72.69 | 87.86 | 70.91 |
| Non-current assets |  |  |  |  |  |  |  |  |
| Investment properties - Net | 0.93 | 0.70 | 1.01 | 0.74 | 1.19 | 0.94 | - | - |
| Property, plant and equipment (Net) | 30.84 | 23.31 | 31.95 | 23.31 | 31.98 | 25.38 | 34.83 | 28.11 |
| Intangible assets | 0.02 | 0.02 | 0.02 | 0.02 | 0.07 | 0.06 | 0.03 | 0.03 |
| Other non-current assets | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Deferred tax assets (DTA) | 1.61 | 1.22 | 1.51 | 1.10 | 1.17 | 0.93 | 1.17 | 0.94 |
| Total Non-current Assets | 33.41 | 25.25 | 34.50 | 25.17 | 34.41 | 27.31 | 36.03 | 29.09 |
| Total Assets | 132.29 | 100.00 | 137.08 | 100.00 | 126.01 | 100.00 | 123.89 | 100.00 |
| Current Liabilities |  |  |  |  |  |  |  |  |
| Trade account payables | 5.21 | 3.94 | 9.04 | 6.59 | 4.54 | 3.60 | 4.02 | 3.24 |
| Other payables | 2.44 | 1.85 | 1.79 | 1.31 | 1.42 | 1.13 | 1.49 | 1.20 |
| Other current liabilities |  |  |  |  |  |  |  |  |
| Accrued tax income | 1.20 | 0.91 | 0.62 | 0.45 | - | - | - | - |
| Others | 0.36 | 0.27 | 0.23 | 0.17 | 0.24 | 0.19 | 0.31 | 0.25 |
| Total other current liabilities | 1.56 | 1.18 | 0.84 | 0.62 | 0.24 | 0.19 | 0.31 | 0.25 |
| Total Current Liabilities | 9.21 | 6.96 | 11.67 | 8.52 | 6.19 | 4.92 | 5.82 | 4.70 |
| Non-current Liabilities |  |  |  |  |  |  |  |  |
| Other long-term loans | - | - | - | - | - | - | - | - |
| Other Non-current Liabilities | 8.06 | 6.09 | 7.57 | 5.52 | 6.12 | 4.86 | 5.84 | 4.71 |
| Total Liabilities | 17.27 | 13.05 | 19.24 | 14.04 | 12.32 | 9.78 | 11.66 | 9.41 |
| Shareholders' Equity <br> Share capital |  |  |  |  |  |  |  |  |


| Item | Reviewed |  | Audited |  | Audited |  | Audited |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | June 30, 2015 |  | 2014 |  | 2013 |  | 2012 |  |
|  | MBaht | \% | MBaht | \% | MBaht | \% | MBaht | \% |
| Registered ordinary shares: $1,000,000$ shares, at Baht 100.00 per share | 100.00 | 75.59 | 100.00 | 72.95 | 100.00 | 79.36 | 100.00 | 80.71 |
| Registered and paid-up capital | 100.00 | 75.59 | 100.00 | 72.95 | 100.00 | 79.36 | 100.00 | 80.71 |
| Retained earnings |  |  |  |  |  |  |  |  |
| Appropriated |  |  |  |  |  |  |  |  |
| Legal reserve | 10.00 | 7.56 | 10.00 | 7.30 | 10.00 | 7.94 | 10.00 | 8.07 |
| Unappropriated | 5.02 | 3.79 | 7.84 | 5.72 | 3.69 | 2.93 | 2.24 | 1.80 |
| Total Shareholders' Equity | 115.02 | 86.95 | 117.84 | 85.96 | 113.69 | 90.22 | 112.24 | 90.59 |
| Total Liabilities and Shareholders' Equity | 132.29 | 100.00 | 137.08 | 100.00 | 126.01 | 100.00 | 123.89 | 100.00 |

Financial Ratio

| Item |  | June 30, 2015 | 2014 | 2013 | 2012 |
| :---: | :---: | :---: | :---: | :---: | :---: |
| Liquidity Ratio |  |  |  |  |  |
| Current Ratio | Times | 10.74 | 8.79 | 14.80 | 15.10 |
| Quick Ratio | Times | 8.71 | 6.92 | 11.94 | 11.70 |
| Account Receivable Turnover | Times | 1.90 | 3.98 | 3.77 | 3.57 |
| Average Collection Period | Day | 95.42 | 91.63 | 96.82 | 102.26 |
| Inventory Turnover | Times | 2.33 | 4.17 | 3.97 | 4.09 |
| Average Period of Sales | Day | 77.54 | 87.51 | 91.92 | 89.29 |
| Account Payable Turnover | Times | 5.06 | 9.71 | 12.80 | 14.51 |
| Payment Period | Day | 35.74 | 37.61 | 28.51 | 25.15 |
| Profitability Ratio |  |  |  |  |  |
| Gross Margin | \% | 11.90 | 9.91 | 4.29 | 2.68 |
| Rate of Operating Profit | \% | 10.99 | 7.86 | 3.19 | 1.19 |
| Net Profit Margin | \% | 8.51 | 7.17 | 3.10 | 1.35 |
| Rate of Return on Net Worth | \% | 4.03 | 5.74 | 2.17 | 1.07 |
| Efficiency Ratio |  |  |  |  |  |
| Return on Total Assets | \% | 3.48 | 5.06 | 1.96 | 0.97 |
| Return on Fixed Assets | \% | 13.81 | 19.30 | 6.96 | 3.47 |
| Total Assets Turnover | Times | 0.41 | 0.71 | 0.63 | 0.72 |
| Financial Policy Ratio |  |  |  |  |  |
| Debt to Equity Ratio | Times | 0.15 | 0.16 | 0.11 | 0.10 |

### 2.5 Value Added Textile Company Limited

### 2.5.1 General Information

| Name | : | Value Added Textile Company Limited |
| :---: | :---: | :---: |
| Acronym | : | VAT |
| Date of Establishment | : | October 10, 1991 |
| Registered Number | : | 0105534096585 |
| Nature of Business |  | Operate in business of special piece printing and multihead embroidered fabrics, hire-of-work |
| Location of Head Office | : | No. 600/3, Moo 11, Sukhapiban 8 Road, Nongkham Sub-district, |
|  |  | Sriracha District, Chonburi Province |
| Location of Branch Offices | : | No. 704/1-5, Rama 3 Road, Bangpongpang Sub-district, |
|  |  | Yannawa District, Bangkok 10120 |
|  | : | No. 220 Moo 5, Suwannasorn Road, Non-see Sub-district, |
|  |  | Kabinburi District, Prachinburi Province |
| Registered Capital | : | Baht $16,500,000.00$ at par value of Baht 100 per share |
| Paid-up Capital | : | Baht $16,500,000.00$ at par value of Baht 100 per share |

### 2.5.2 Registered Capital

Presently, VAT's registered capital is Baht $16,500,000$ with paid-up capital of Baht $16,500,000$, divided into 165,000 ordinary shares at par value of Baht 100 per share. Shareholders as at April 28, 2015 are:

| Name | No. of Shares Held | $\mathbf{\%}$ |
| :--- | :---: | :---: |
| 1. Textile Prestige Public Company Limited | 82,335 | 49.90 |
| 2. Itokin Company Limited | 42,075 | 25.50 |
| 3. Thai Itokin Company Limited | 10,890 | 6.60 |
| 4. I.C.C. International Public Company Limited | 9,900 | 6.00 |
| 5. Saha Patana Inter-Holding Public Company Limited | 4,950 | 3.00 |
| 6. I.D.F. Company Limited | $\mathbf{4 , 9 5 0}$ | $\mathbf{3 . 0 0}$ |
| 7. Thanulux Public Company Limited | $\mathbf{1 6 5 , 0 0 0}$ | $\mathbf{1 0 0 . 0 0}$ |
| Total |  |  |

### 2.5.3 The Board of Directors

The Board of Directors comprises of 5 members, namely:

| Name | Position |
| :--- | :--- |
| 1. Mr. Akkarapong Wisetsun | Chairman, Managing Director |
| 2. | Mr. Boonchai Euajit-aporn |
| 3. | Mr. Yoso Yamanishi |
| 4. | Mr. Koichi Chichimura |
| 5. | Mrs. Sukjai Rachadech |

The signatory directors to sign and bind the Company are any two of the above directors jointly signed and affixed with the Company's seal.

### 2.5.4 Nature of Business

Engaging in business of special piece printing and embroidered fabric, sub-contract for industrial factories and general customers. Its office and plant/branches is located in Industrial Park, Sirracha District, Chonburi Province.

### 2.5.5 Performance and Financial Position

From financial statement for the year 2012-2015 (Jan-Jun) reviewed by Mr. Natee Saengudomlert, Certified Public Account No. 300 from Thammakarn Accounting Office, financial position and performance of the Company from the past period can be summarized as follows:

## Statement of Comprehensive Income

| Item | Reviewed |  | Audited |  | Audited |  | Audited |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | June 30, 2015 |  | 2014 |  | 2013 |  | 2012 |  |
|  | MBhat | \% | MBhat | \% | MBhat | \% | MBhat | \% |
| Revenue from sales and services | 16.20 | 99.98 | 29.13 | 96.69 | 27.20 | 99.65 | 32.86 | 99.19 |
| Other incomes | 0.00 | 0.02 | 1.00 | 3.31 | 0.10 | 0.35 | 0.27 | 0.81 |
| Total Revenue | 16.20 | 100.00 | 30.12 | 100.00 | 27.30 | 100.00 | 33.13 | 100.00 |
| Cost of sales and hire of works | (16.05) | (99.06) | (31.17) | (103.46) | (31.49) | (115.35) | (34.26) | (103.40) |
| Gross Profit | 0.15 | 0.94 | (1.04) | (3.46) | (4.19) | (15.35) | (1.13) | (3.40) |
| Profit before expenses | 0.15 | 0.94 | (1.04) | (3.46) | (4.19) | (15.35) | (1.13) | (3.40) |
| Selling expenses | - | - | - | - | - | - | (0.001) | (0.004) |
| Administrative expenses | (0.69) | (454.15) | (1.82) | 174.50 | (2.25) | 53.81 | (2.27) | 201.74 |
| Total Expenses | (0.69) | (4.29) | (1.82) | (6.03) | (2.25) | (8.26) | (2.27) | (6.86) |
| Gain (Loss) before income tax | (0.54) | (3.34) | (2.86) | (9.49) | (6.44) | (23.61) | (3.40) | (10.26) |
| Corporate income tax | - | - | - | - | - | - | - | - |
| Net Profit | (0.54) | (3.34) | (2.86) | (9.49) | (6.44) | (23.61) | (3.40) | (10.26) |
| Earnings per share (Unit: Baht) | (3.28) |  | (17.32) |  | (39.06) |  | (20.60) |  |
| No. of ordinary shares | 165,000 |  | 165,000 |  | 165,000 |  | 165,000 |  |

Statement of Financial Position

| Item | Reviewed |  | Audited |  | Audited |  | Audited |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | June 30, 2015 |  | 2014 |  | 2013 |  | 2012 |  |
|  | MBaht | \% | MBaht | \% | MBaht | \% | MBaht | \% |
| Current Assets |  |  |  |  |  |  |  |  |
| Cash and cash equivalent | 0.51 | 5.33 | 0.30 | 3.41 | 0.35 | 3.13 | 0.60 | 3.32 |
| Temporary investments | - | - | - | - | - | - | 6.27 | 34.37 |
| Trade and other account receivables | 3.91 | 40.95 | 2.82 | 32.43 | 3.98 | 35.10 | 3.61 | 19.78 |
| Inventories | 1.65 | 17.23 | 1.67 | 19.28 | 1.70 | 15.02 | 1.74 | 9.55 |
| Other current assets | 0.08 | 0.84 | 0.06 | 0.70 | 0.07 | 0.64 | 0.08 | 0.41 |
| Computer system rental fee, due in |  |  |  |  |  |  |  |  |
| 1 year | - | 0.00 | 0.00 | 0.04 | 0.05 | 0.40 | 0.05 | 0.26 |
| Total Current Assets | 6.15 | 64.35 | 4.85 | 55.86 | 6.15 | 54.29 | 12.34 | 67.69 |
| Non-current Assets |  |  |  |  |  |  |  |  |
| Equipment - Net | 2.92 | 30.61 | 3.52 | 40.55 | 4.70 | 41.48 | 5.44 | 29.84 |
| Other non-current assets | 0.48 | 5.04 | 0.31 | 3.59 | 0.48 | 4.23 | 0.45 | 2.47 |
| Total Non-current Assets | 3.41 | 35.65 | 3.83 | 44.14 | 5.18 | 45.71 | 5.89 | 32.31 |
| Total Assets | 9.55 | 100.00 | 8.68 | 100.00 | 11.33 | 100.00 | 18.23 | 100.00 |
| Current Liabilities |  |  |  |  |  |  |  |  |
| Trade account and other payables | 2.37 | 24.83 | 1.06 | 12.22 | 1.33 | 11.70 | 1.39 | 7.62 |
| Other current liabilities | 0.78 | 8.19 | 0.68 | 7.82 | 0.57 | 5.06 | 0.74 | 4.05 |
| Provision for employee benefit |  |  |  |  |  |  |  |  |
| liabilities | 0.37 | 3.85 | 0.37 | 4.24 | - | - | 0.22 | 1.23 |
| Total Current Liabilities | 3.52 | 36.86 | 2.11 | 24.27 | 1.90 | 16.75 | 2.35 | 12.90 |
| Non-current Liabilities |  |  |  |  |  |  |  |  |
| Other non-current liabilities | - | - | - | - | - | - | - | - |
| Total Non-current Liabilities | - | - | - | - | - | - | - | - |
| Total Liabilities | 3.52 | 36.86 | 2.11 | 24.27 | 1.90 | 16.75 | 2.35 | 12.90 |
| Shareholders' Equity |  |  |  |  |  |  |  |  |
| Share capital |  |  |  |  |  |  |  |  |
| Authorized share capital |  |  |  |  |  |  |  |  |
| 165,000 shares |  |  |  |  |  |  |  |  |
| At par value of Baht 100 each | 16.50 | 172.71 | 16.50 | 190.09 | 16.50 | 145.64 | 16.50 | 90.52 |
| Issued and paid-up capital | 16.50 | 172.71 | 16.50 | 190.09 | 16.50 | 145.64 | 16.50 | 90.52 |


| Item | Reviewed |  | Audited |  | Audited |  | Audited |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | June 30, 2015 |  | 2014 |  | 2013 |  | 2012 |  |
|  | MBaht | \% | MBaht | \% | MBaht | \% | MBaht | \% |
| Retained earnings |  |  |  |  |  |  |  |  |
| Appropriated |  |  |  |  |  |  |  |  |
| Legal reserve | 1.65 | 17.27 | 1.65 | 19.01 | 1.65 | 14.56 | 1.65 | 9.05 |
| General reserve | 0.03 | 0.30 | 0.03 | 0.33 | 0.03 | 0.25 | 0.03 | 0.16 |
| Unappropriated | (12.15) | (127.14) | (11.60) | (133.70) | (8.75) | (77.20) | (2.30) | (12.63) |
| Total Shareholders' Equity | 6.03 | 63.14 | 6.57 | 75.73 | 9.43 | 83.25 | 15.88 | 87.10 |
| Total Liabilities and Shareholders' |  |  |  |  |  |  |  |  |
| Equity | 9.55 | 100.00 | 8.68 | 100.00 | 11.33 | 100.00 | 18.23 | 100.00 |

## Financial Ratio

| Item |  | June 30, 2015 | 2014 | 2013 | 2012 |
| :---: | :---: | :---: | :---: | :---: | :---: |
| Liquidity Ratio |  |  |  |  |  |
| Current Ratio | Times | 1.75 | 2.30 | 3.24 | 5.25 |
| Quick Ratio | Times | 1.72 | 2.27 | 3.17 | 5.20 |
| Account Receivable Turnover | Times | 4.82 | 8.57 | 7.18 | 8.01 |
| Average Collection Period | Day | 37.54 | 42.60 | 50.86 | 45.54 |
| Inventory Turnover | Times | 9.67 | 18.44 | 18.31 | 16.88 |
| Average Period of Sales | Day | 18.72 | 19.79 | 19.94 | 21.63 |
| Account Payable Turnover | Times | 9.42 | 24.48 | 20.00 | 19.33 |
| Payment Period | Day | 19.22 | 14.91 | 18.25 | 18.88 |
| Profitability Ratio |  |  |  |  |  |
| Gross Margin | \% | 0.93 | (7.00) | (15.77) | (4.26) |
| Rate of Operating Profit | \% | (3.33) | (9.82) | (23.68) | (10.35) |
| Net Profit Margin | \% | (3.33) | (9.50) | (23.59) | (10.26) |
| Rate of Return on Net Worth | \% | (8.57) | (35.75) | (50.91) | (18.82) |
| Efficiency Ratio |  |  |  |  |  |
| Return on Total Assets | \% | (5.92) | (28.60) | (43.57) | (16.60) |
| Return on Fixed Assets | \% | (14.92) | (63.56) | (116.46) | (53.71) |
| Total Assets Turnover | Times | 1.78 | 3.01 | 1.85 | 1.62 |
| Financial Policy Ratio |  |  |  |  |  |
| Debt to Equity Ratio | Time | 0.58 | 0.32 | 0.20 | 0.15 |

### 2.6 A Tech Textile Company Limited/Purchaser/Lessee/Service User

### 2.6.1 General Information

Name : A Tech Textile Company Limited
Date registered in Memorandum of
July 21, 2015
Association
Registered Number
0104558119096
Type of Business : Manufacture of raw material for ladies' lingerie
Location
Registered Capital
: Bangkok
: Baht $1,000,000,000.00$, divided into $10,000,000$ ordinary shares at par value of Baht 100 each.

### 2.6.2 Registered Capital

Presently, A TECH is now under process for establishment of the company with registered capital of Baht $1,000,000,000$, divided into $10,000,000$ ordinary shares at par value of Baht 100 per share with preliminary shareholders' structure as follows:

| Name | No. of Share Held | \% |
| :---: | :---: | :---: |
| 1. Wacoal Holding Corporation | 5,500,000 | 55.00 |
| 2. Violetta Co., Ltd. | 250,000 | 2.50 |
| 3. Toyo Senko \& Co., Ltd. | 250,000 | 2.50 |
| 4. Thai Wacoal Public Company Limited | 1,900,000 | 19.00 |
| 5. Saha Patana Inter-Holding Public Company Limited | 1,900,000 | 19.00 |
| 6. Mr. Boonsithi Chokwatana | 200,000 | 2.00 |
| Total | 10,000,000 | 100.00 |

Remark: Preliminary list of shareholders above is as per business acquisition proposal dated July 16, 2015, proposed by Wacoal Corp.

It is anticipated that the Board of Directors shall comprise of 9 members and 2 executives as per business acquisition proposal dated July 16, 2015, proposed by Wacoal Corp., with details as follows:

| List of the Board of Directors |  |  |  |
| :---: | :--- | ---: | :--- |
| 1. | Mr. Yuzo Ide | 2. | Mr. Takao Shichiri |
| 3. | Mr. Masaaki Yajima | 4. | Mr. Atsushi Tabata |
| 5. | Mr. Tetsu Ogura | 6. | Mr. Boondee Amnuayskul |
| 7. | Mr. Sompong Rasameetham | 8. | Ms. Karunee Surai |
| 9. | Mr. Pongsan Wongsermhiran |  |  |

Potential executives are Mr. Yuzo Ide and Mr. Takao Shichiri.

However, the number and list of the Board of Directors including the executive may change upon the completion of incorporation of A Tech Textile Company Limited.

## Part 3: Opinion of Independent Financial Advisor on Reasonableness of Transactions

### 3.1. Objectives of Transactions

As Wacoal Holding Corporation (WHD) (a juristic person incorporated in Japan on November 1, 1949 to engage in business of manufacturing of textile and garment, with current registered capital of Yen 13,260 Million and 66 companies within the Group) wishes to procure raw material for manufacture of quality textiles at reasonable price for the companies within WHD Group which are located in the South East Asia region and other regions. Hence, WHD requested Wacoal Corp. to tender for acquisition of businesses specifically relating to manufacturing of raw materials for underwear of the Company and its related companies, i.e. TUC, PPC, PEC and VAT. WHD has incorporated with Saha Pattana Inter-Holding Public Company Limited to establish a new company in Thailand, namely A Tech Textile Company Limited (with shareholding ratio of 60:40) to acquire for such business acquisition. In addition, A TECH also wishes to rent a part of Bangkok Office and factories in Sriracha District of the Company as well as requests the Company to render administrative and management services as per mentioned in details in Part 1: Characteristic and Details of Transaction in order to make A TECH be able to operate business smoothly and immediately during early state of business acquisition.

### 3.2 Necessity of Transactions

Currently, the Company operates textile businesses relating to manufacturing of underwear and non-woven fabric. Proportion of income during 2013-2015 (Jan-Jun) of both businesses is approximately 50:50. Non-woven fabric business generated net operating profit margin (excluding other incomes) at approximately $5-6 \%$ which was higher than underwear manufacturing business of which its operating performance was at net loss (excluding other incomes) at $1-3 \%$. Therefore, disposition of businesses relate to underwear manufacturing of the Company and its related companies will not materially affect the Company's operating results and financial position as the return of textile business relating to underwear was rather low and was greatly fluctuated. On the contrary, disposition of textile businesses which specifically relate to underwear manufacturing will be favorable to the Company as it can make the Company fully focus on development on administration to maximize efficiency of non-woven fabric business.

Considerations that the Company shall be directly received for its part after completion of disposition of textile businesses, specifically relate to underwear manufacturing, which is expected to be received within the $1^{\text {st }}$ quarter of 2015, at approximately Baht 455 million shall be used to invest in the businesses relate or connect to non-woven fabric, such as nonwoven fabric for headlining, trunk mat \& trunk side, air filter, floor carpet, safety belt \& cargo net, surgical mask \& clothes and etc. as well as to be used as working capital. Consequently, it shall make the Company having higher operating profits in the future rather than maintaining the businesses relate to underwear manufacturing. The Company shall receive considerations
from disposition of the subsidiaries and the affiliate after their completion of liquidation and dissolution which is expected to be within the end of 2016.

Assets lease and provision of services to A TECH as per mentioned above are regarded as the necessity following to the business acquisition so that it can make A TECH operate business during the initial stage after the business acquisition immediately and smoothly. Such transaction will not materially affect the Company's operating results at all. Instead it shall be beneficial to the Company as it can make the Company maximize benefits of the asses and the personnel and it can also make the Company have revenue from such assets lease and service provisions during the 3 year period amounting to Baht 43.59 million and Baht 44.99 million, respectively.

## Advantages of business disposition

- The Company shall receive profits directly from selling of its textile businesses relating to underwear manufacturing approximately Baht 74 million and shall realize profits from business disposition of its subsidiaries and affiliate approximately Baht 49 million, pursuant to investment ratio (in case the Company receives consideration amounting to Baht 745.30 million pursuant to the proposal which was based on the accounting database as at Dec. 31, 2014).
- The Company can use money received from its businesses disposition and dissolution of its subsidiaries and affiliate to invest in non-woven fabric business and to use as working capital to support for business expansion in the future which shall make the Company has more opportunity to receive additional operating profits rather than continuing to maintain its businesses relating to underwear manufacturing.
- The Company can fully focus on development and management of non-woven fabric business to maximize its efficiency.
- It can reduce the risks from realization of loss from textile businesses, specifically relate to underwear manufacturing because during the past period, its operating results were rather fluctuated and most of them recorded the loss from business operation.


## Impacts of business disposition

- During the initial stage after the Company, the subsidiaries and the affiliate dispose the textile businesses, specifically relate to underwear manufacturing (before the Company has income from additional investment in non-woven fabric business), revenue of the Company shall be reduced by approximately 50 percent of total revenues before business disposition.
- The Company may incur expenses burden relating to lay-off of the employees whose works relating to textile businesses, specifically relate to underwear manufacturing if those employees do not wish to be transferred to new business belonging
to the new purchaser. However, this incident is very unlikely to happen because their workplaces remain the same and they can receive the existing remuneration continually as they use to receive from the disposed businesses.
- The subsidiaries and the affiliate shall have additional expenses from business disposition, such as specific business tax, immovable transfer fees and taxes from profit from assets disposition at approximately Baht 15 million.


## Advantages of not disposing business

- The Company shall continue to receiving revenue from textile businesses, specifically relate to underwear manufacturing textile. However revenue from this part may be reduced because the customers under Wacoal Group (the Company's major customer with purchase ratio of approximately 40 percent of revenues from textile businesses, specifically relate to underwear manufacturing) may change to purchase products from the newly established business of WHD instead. This new business shall be established with objectives of being the main manufacturer of raw material to supply to the businesses within the Group in South East Asian region and other regions.
- The Company shall not have any expenses burden from business disposition as per mentioned above.


## Impacts of not disposing business

- The Company still has to focus on management of 2 core businesses, i.e. textile businesses, specifically relate to underwear manufacturing and non-woven fabric manufacturing business. Textile business is highly fluctuated and has lower return and its operating result might incur a net loss due to such high business fluctuating.
- The Company must try to find new customers or increase sales on textile businesses, specifically relate to underwear manufacturing to substitute the reduced income if customers under Wacoal group change to purchase products from the newly established business of WHD Group, as per mentioned above.
- The Company shall still have operating expenses from 2 businesses and ratio of operating expenses from textile businesses, specifically relate to underwear manufacturing is higher than non-woven fabric manufacturing businesses.
- The Company may lose the opportunity from making profit from business disposition and realizing gains from investments in the subsidiaries and the affiliate which have to be dissolved from this business disposition.
- The Company may lose an opportunity to receive money from business disposition to be used as investment for expansion of non-woven fabric manufacturing business and/or other businesses which may have operating return higher than textile businesses, specifically relate to underwear manufacturing


## Factor which can impact to achievement of transaction

As tis business transaction still has risk factors which can lead to termination or delay of the transaction, for instance the purchaser cannot fulfill the business acquisition proposal or the seller cannot fulfil its obligations and conditions specified prior entering into the purchase and sell agreement. Details of such conditions are as follows:

- Risks concerning source of fund to be used for this business acquisition because such source of fund shall come from share payment from registration on establishment of A TECH. At present, A TECH has registered a memorandum of association and company objectives already but it has not yet registered for incorporation and has not yet called for share payment its shareholders. Therefore, if shareholders of A TECH cannot make payment or fully make payment, it is likely that this transaction may not be realized because it shall not have adequate fund to pay for this transaction acquisition. However, when considering from a list of shareholders of A TECH pursuant to the business acquisition proposal dated July 16, 2015 as proposed by Wacoal Corp., it was found that both Thai and Japanese shareholders are well known companies in lady's lingerie business and are also the listed companies in the Stock Exchange of Thailand as well as are the well-known businessmen, so it can be believed that they can fully pay for registered capital of A TECH for this business acquisition
- All available promotion certificates of BOI on textile businesses relating to underwear manufacturing of the Company, the subsidiaries and the affiliate must be transferred to A TECH. In addition, if A TECH requests for a new BOI promotion certificate, the Company, as the owner of the land must consent A TECH to proceed the work pursuant to the BOI regulations. The Company must prepare for transfer of ownership of BOI promotion certificate and request BOI to complete the transfer of all promotion certificates prior entering into purchase and sales agreement. Therefore, it shall be a risk if BOI does not approve the transfer of BOI promotion certificate to A TECH or BOI cannot complete on such approval consideration on due date which is within the $1^{\text {st }}$ quarter of 2016. Therefore, this business disposition transaction may not occur or may delay to be later than the $1^{\text {st }}$ quarter of 2016 .
- The Company, the subsidiaries and the affiliate shall renew all factory licenses which shall be expired on December 31, 2015 before entering into the purchase and sales agreement. If such licenses cannot be renewed before such due date, it may delay this business disposition transaction. However from the past period, the Company, the subsidiaries and the affiliate can always renew those licenses before expiry date. Therefore, the chance that the licenses cannot be renewed before its expiry date and before the $1^{\text {st }}$ quarter of 2016 is very unlikely.
- The transfer of this business acquisition and disposition must be approved from all relevant and necessary parties. It shall be a risk if the shareholders of T.U.C. Elastic Company Limited (TUC), of which the Company holds 52.24 percent of its shares and Value Added Textile Company Limited (VAT), or which the Company holds 49.90 percent of its shares as well as the shareholder of the affiliate do not give consent for this business disposition. However, the Company is confident
that the remaining shareholders shall be consent for this transaction. It is expected the shareholders' meetings of the subsidiaries and the affiliated shall be conducted to consider such transaction before the shareholders' meeting of the Company.


## Advantages on lease of assets and provision of administrative services

- The Company can fully maximize benefits of the lease assets and its personnel.
- The Company's personnel may gain additional working knowledge and skills from having the opportunity to provide administrative services to A TECH which is the company within WHD Group, one of the Japanese well-known companies.
- The Company shall have revenues from lease of assets and rendering of administrative services during the 3 year period of approximately Baht 43.59 million and Baht 44.99 million, respectively.


## Impact on lease of assets and provision of administrative services

- The Company may lose business opportunity from usage of such assets in case it is necessary to use such assets for business expansion because the available areas may not be adequate.
- The Company does not need to employ additional employees to support for such administrative services provision. However, there may be a chance that if the employees have additional work from providing services to ATECH, their work efficiency may be reduced.


## Advantage on entering into transaction with connected parties

- A TECH is a company within WHD Group, a renowned company in Japan engaging in business relating to underwear manufacturing a long time, so it has good financial position with high investment potentials. Therefore, it can acquire entire textile businesses, specifically relate to underwear manufacturing of the Company and all related companies.
- The success of this transaction is higher because the negotiation can be easily flexible and faster than entry into transaction with other parties who are not the connected parties.
- There shall be more reliability and trust that entering into transaction with other persons.


## Impact on entering into transaction with connected parties

- The entry into transaction may not be fully negotiated, so benefits expected to be gained from this transaction may not be as much as it should be because both parties have a conflict of interest.


## Advantage on not entering into transaction with connected parties

- The negotiation on transaction cannot be fully made for maximum benefits.


## Impact on not entering into transaction with connected parties

- The transaction may be unlikely to occur or the transaction may not have much benefit as expected because the party who is not the connected party may not have potential or may not be appropriated with the transaction.
- The transaction may take longer time because each party tries to fully negotiate conditions to preserve its own best interest.
- Success of transaction may be lower because both parties need to have maximum benefits.
- The connected party shall have more reliability and trust than the non-connected party, therefore the success for not entry into transaction with the non-connect party shall be lower than entry into transaction with the connected party.
- The Company's management and the employees may have problems with works and they may need longer time to work with the person who is not the connected person who are not familiar with or understand the working principles of the existing personnel of the Company.

Based on the above reasons including comparisons on their advantages and impacts, the Independent Financial Advisor deems that the disposition of textile businesses, specifically relate to underwear manufacturing of the Company, the subsidiaries and the affiliate as well as the lease of assets and provision of administrative services to A TECH after business disposition are reasonable. The reasons are that the Company shall gain more benefits on having better opportunity to enjoy operating profits from investment in non-woven fabrics manufacturing business for automobile parts as well as from additional investment plan which shall be diversified into manufacturing business of shoes, furniture, garment components and surgical masks than maintaining the textile businesses relating to underwear manufacturing.

## Part 4: Evaluation on Appropriateness of Transaction Considerations

### 4.1 Evaluation on Appropriateness of Transaction Considerations

Finnex Advisory Company Limited ("Independent Financial Advisor"), the financial advisor approved by the Office of Securities and Exchange, has been appointed by the Company as the Independent Financial Advisor to give opinion on assets disposition and connected transactions to the shareholders. The Independent Financial Advisor has considered the appropriateness of consideration values of businesses of Textile Prestige Company Limited including 4 companies which are the subsidiaries and the affiliate under textile and fabric manufacturing businesses, which are:

| Name | Acronym |
| :--- | :---: |
| Textile Prestige Public Company Limited | TPCORP |
| Prestige Embroidery Company Limited | PEC |
| Prestige Plus Company Limited | PPC |
| T.U.C. Elastic Company Limited | TUC |
| Value Added Textile Company Limited | VAT |

Business structure of Textile Prestige Public Company comprises of 2 main parts: Textile Business and Non-Textile Business. For textile business, the Company shall be responsible for key operational areas of production planning orders to its subsidiaries as well as control various administrative matters, such as raw material procurement, information technology, accounting \& finance, human resources, including marketing and products selling of the subsidiaries. Evaluation on value of considerations of business of TPCORP shall be considered only the part relating to lady's underwear manufacturing.

Prestige Embroidery Company Limited operates business on manufacture of embroidery lace for upper market.
Prestige Plus Company Limited operates business in cloth bleaching, dyeing and finishing.
T.U.C. Elastic Company Limited operates business in manufacturing of elastic straps, elastic woven fabric, round knitted fabric for manufacturing of underwear, swimsuits and sportswear.

Value Added Textile Company Limited operates sub contract business of special piece printing and embroidered fabric for industrial factories and general customers.

Our evaluation is made by referring to information and business operations assumption obtained from the Company, financial statements which have been audited and reviewed by the Certified Public Accountants, appraisal value report of the independent appraiser, interview with the management and the relevant officers, feasibility study report of Textile Prestige Public Company, as well as information available to the public in SEC's website (www.sec.or.th), SET's website (www.set.or.th) and Bank of Thailand's website (www.bot.or.th).

In addition, the opinion of the Independent Financial Advisor is based on assumption that the abovementioned information and document are true and correct and by taking into consideration the current circumstances acknowledged. Therefore, if there are any changes, it might materially impact to business operations as well decision making of the shareholders.

The Independent Financial Advisor has considered on evaluation of value of business by each company, i.e. TPCORP (of which only its textile businesses, specifically relate to underwear manufacturing shall be considered), PEC, PPC, TUC and VAT. The consolidated financial statement of TPCORP shall not be considered for valuation of TPCORP's businesses because it comprised of total operating performance of both textiles business and non-woven fabric business but this transaction is only business disposition of textile business of TPCORP and all businesses of its 4 subsidiaries and affiliate. In addition, the consideration on appropriateness of value of business is classified by each company because the period where TPCORP shall receive considerations shall be divided into 2 parts. TPCORP shall receive consideration from the first part which is the considerations from disposition of textile businesses of TPCORP immediately after the Closing Date within the $1^{\text {st }}$ quarter of 2016. TPCORP shall receive considerations from businesses disposition of its 4 subsidiaries and affiliate after all of those companies have been dissolved and repaid fund to their shareholders, which is expected to be around the end of 2016.

The Independent Financial Advisor evaluated appropriateness of a fair value of business, by applying 5 valuation approaches as follows:
(1) Book Value Approach
(2) Adjusted Book Value Approach
(3) Price to Book Value Approach
(4) Price to Earnings per Share Ratio Approach
(5) Discounted Cash Flow Approach

The Independent Advisor summarized its opinions on appropriateness of fair value of TPCORP, TUC, PPC, PEC and VAT as follows:

## 1. Book Value Approach

This approach focuses on preliminary valuation of the Company's business, specifically relate to textile and garment as per specified in the financial statement as at June 30, 2015 which has been reviewed by PWC, the Group of Companies' Certified Public Accountant. In this approach, shareholder's equity shall be obtained by deducting total value of assets with total liabilities of shareholder's equity. This approach may not reflect actual value of assets at that period because book value of some of the assets had been recorded in the past, so their values may be increased or decreased. Moreover, it does not reflect and takes no account of the businesses' performance and profitability in the future.

The Independent Financial Advisor valuated book value of TPCORP, TUC, PPC, PEC and VAT by referring to information stated in the reviewed financial statement as at June 30, 2015. Financial statement of TPCOPR shall be only for the textile businesses, specifically relate to underwear manufacturing, which are as follows:

| Item | TPCORP | PEC | PPC | TUC | VAT | Total (MBaht) |
| :--- | ---: | ---: | ---: | ---: | ---: | ---: |
| Total assets | 440.09 | 104.10 | 73.89 | 268.40 | 7.74 | 894.22 |
| Total liabilities | 58.76 | 16.02 | 25.76 | 71.49 | 3.51 |  |
| Equity's shareholder of the <br> Company |  |  |  |  |  |  |
| Book value of business | 381.33 | 88.07 | 48.13 | 196.91 | 4.23 |  |


| Shareholding ratio of TPCORP | $100 \%$ | $99.9998 \%$ | $99.9998 \%$ | $52.2375 \%$ | $49.9000 \%$ |  |
| :--- | ---: | ---: | ---: | ---: | ---: | ---: |
| Value of business pursuant to |  |  |  |  |  |  |
| proportion | 381.33 | 88.07 | 48.13 | 102.86 | 2.11 |  |

From valuation of business pursuant to book value of financial statement as of June 30, 2015, only the part related to underwear manufacturing of the Group of Companies, after offsetting of connecting transactions and after calculation of value of business pursuant to shareholding proportion of TPCOPR, valuation of business equals to Baht 622.51 million.

Valuation of business by means of this approach can only reflect book value at that period and it may not reflect actual and appropriated value of assets at that period because book value of some of the assets had been recorded in the past, so their values may be increased or decreased. Moreover, it does not reflect and takes no account of the businesses' performance in the future of the Company, the subsidiaries and the affiliate, so it may not be the appropriated approach for consideration on comparison of value of transfer and sales of businesses of the Group of Companies.

## 2. Adjusted Book Value Approach

This approach focuses on book value of the Company as per specified in the latest financial statement as of June 30,2015 which has been reviewed by the Certified Public Accountant, then adjusted with other transactions occurred after the closing date of such financial statement or transactions which might impact and reflect actual value of book value, such as increase or decrease of assets valuation which have not yet been recorded in the financial statement, reversal of doubtful account or bad debt which have been repaid, assets purchase and sales transaction and capital increase/decrease as well as goodwill and etc.

When considering about assets and liabilities of the Group of Companies as well as objectives on valuation of businesses on consideration and comparison with value of business, the Independent Financial Advisor is of opinion that book value of assets with regards to trade account receivables and fixed assets should be adjusted. Details on assets adjustment are as follows:

## Adjustment of trade account receivables

Trade account receivables comprises of 2 main parts: not due receivables and past due receivables, so when taking into consideration the sales and transfer of business, the Independent Financial Advisor deems that quality of assets to be sold plays important part, i.e. its liquidity, for instance how much it can be converted into cash. The Company's management is confident that TPCORP can collect debts from its trade account receivables as of June 30, 2015 at full amount. With regards to trade account receivables which have not yet been due, the Independent Financial Advisor is of opinion that its valuation should be reduced, like factoring receivables, because when trade account receivables not yet been due have been transferred to the purchaser, it means that the purchaser cannot receive money as it has not been due. Discount rate that the Independent Financial Advisor would like to use is factoring loan interest rate, averagely 8.04 percent per annum of 3 Thai commercial banks (referred to current average factoring rate as follows: Kasikornbank Public Company Limited at MOR+1\%, Siam Commercial Bank Public Company Limited at MRR and Krung Thai Bank Public Company Limited at MRR). Calculation of discounted rate is (number of day (due date pursuant to invoice until June 30 , 2015) X factoring rate of $8.04 \% \mathrm{X}$ amount as per specified in the invoice), so discounted rate is Baht 3.70 million. When deducting such rate with value of trade account receivables pursuant to financial statement as of June 30,2015 of TPCOPR, value of trade account receivables will equal to Baht 257.29 million.

In addition, trade account receivables of TUC, PPC, PEC and VAT, the subsidiaries and the affiliate of TPCORP, are related trade account receivables within the Group of Companies and as financial statement as at June 30, 2015, which is used to calculate of book value of business has already deducted all of connected trade account receivables, so no reduction adjustment shall be made for trade account receivables of such 4 companies.

## Adjustment of fixed assets value

The Independent Financial Advisor deems that value of fixed assets should be adjusted to make them reflect the closest present value by using appraisal value of Siam City Appraisal Company Limited, the Independent appraiser as per listed in the

Capital Market and approved by the Office of Securities and Exchange, which appraised value of fixed assets of 5 companies during July 2015.

For Textile Prestige Public Company Limited, value of assets of the factories related to textiles and garment businesses, i.e. TPC1, TPC3 and TPC4 have been valuated.

TPC1 of which its assets have been appraised are located in of Saha Group Industrial Park (Kabinburi), No. 111, Moo 5, Suwannasorn Road, Tambon Non-see, Amphur Kabinburi, Prachinburi Province and Saha Group Industrial Park (Sriracha), No. 600/3 Moo 11, Sukhapibal 8 Road, Tambon Nongkham, Amphur Sriracha, Chonburi Province.

TPC3 of which its assets have been appraised are located in Saha Group Industrial Park (Kabinburi), No. 167, Moo 5, Suwannasorn Road, Tambon Non-see, Amphur Kabinburi, Prachinburi Province.

TPC4 of which its assets have been appraised are located in Saha Group Industrial Park (Sriracha), No. 600/3 Moo 11, Sukhapibal 8 Road, Tambon Nongkham, Amphur Sriracha, Chonburi Province.

Assets related to textiles and garment businesses of Prestige Embroidery Company Limited (PEC) which have been appraised are assets located in house no. 271/38-40, Suwannasorn Road, Tambon Non-see, Amphur Kabinburi, Prachinburi Province and Saha Group Industrial Park (Kabinburi), No. 220, Moo 5, Suwannasorn Road, Tambon Non-see, Amphur Kabinburi, Prachinburi Province.

Assets related to textiles and garment businesses of Prestige Plus Company Limited (PPC) which have been appraised are located at Saha Group Industrial Park (Kabinburi), No. 111/2, Moo 5, Suwannasorn Road, Tambon Non-see, Amphur Kabinburi, Prachinburi Province

Assets related to textiles and garment businesses of T.U.C. Elastic Company Limited (TUC) which have been appraised are assets located in house no. 167, Moo 5, Suwannasorn Road, Tambon Non-see, Amphur Kabinburi, Prachinburi Province, Saha Group Industrial Park (Kabinburi), No. 111/2, Moo 5, Suwannasorn Road, Tambon Non-see, Amphur Kabinburi, Prachinburi Province and Saha Group Industrial Park (Kabinburi), No. 221, Moo 5, Suwannasorn Road, Tambon Non-see, Amphur Kabinburi, Prachinburi Province.

Assets related to textiles and garment businesses of Value Added Textile Company Limited (VAT) which have been appraised are located in Saha Group Industrial Park (Sriracha), No. 600/3 Moo 11, Sukhapibal 8 Road, Tambon Nongkham, Amphur Sriracha, Chonburi Province.

## Adjustment of lawsuit

The assets adjustment for this valuation of business also includes adjustment on lawsuit concerning claim for compensation on substandard construction of water treatment system by Nam 2548 Engineering Company Limited against Prestige Plus Company Limited (PPC). This case is now under consideration of the Supreme Court and if PPC loses the case, it has to pay damages at approximately Baht 3 million. Therefore, the Independent Financial Advisor deems that book value of PPC should be reduced by Baht 3 million.

Result from evaluation of value by comparing with book value can be summarized as follows:

| Item | TPCORP | PEC | PPC | TUC | VAT | Total (MBaht) |
| :--- | :---: | :---: | :---: | :---: | :---: | :---: |
| Shareholder's Equity as at June 30, 2015 | 381.33 | 88.07 | 48.13 | 196.91 | 4.23 | 718.68 |
| Increase (Decrease) adjustment from <br> adjustment of trade account receivables <br> value |  |  |  |  |  |  |
| Increase (decrease) adjustment from <br> adjustments of assets values pursuant to <br> the appraisal company | $(3.70)$ | - |  |  |  |  |
| Other increase (decrease) adjustment | - | - |  | - | $(3.70)$ |  |
| Net shareholders' equity after |  |  |  |  |  |  |
| adjustment |  |  |  |  |  |  |


| Shareholding proportion of TPCORP | $100 \%$ | $99.9998 \%$ | $99.9998 \%$ | $52.2375 \%$ | $49.9000 \%$ |
| :--- | :---: | :---: | :---: | :---: | :---: |
| Value of business pursuant to |  |  |  |  |  |
| proportion | 524.24 | 145.53 | 75.46 | 162.10 | 4.13 |

By using Adjusted Book Value Approach, value of textile businesses, specifically relate to underwear manufacturing of Group of Companies, after calculation pursuant to shareholding proportion of TPCORP in the Group of Companies offered to be transferred and sold, equals to Baht 911.45 million. This valuation approach is quite appropriated in some certain level as it can reflect value closes to present value at that time, but it does not reflect potential on operating performance of businesses in the future.

## 3. Price to Book Value Approach

Under this approach, shares are valuated by multiplying book value by average P/BV Ratio of 4 companies listed in the SEC engaging in similar business (fashion) to TPCORP, namely Luckytex (Thailand) Public Company Limited ("LTX"), Thai Textile Industry Public Company Limited ("TTI"), Thai Toray Textile Mills Public Company Limited ("TTTM") and Union Pioneer Public Company Limited ("UPF"). Average P/BF Ratio of 5 companies should reflect price to book value of the companies in the textile businesses better than using only P/BV Ratio of TPCORP. In addition, this approach for business valuation by using P/BV Ratio of TPCORP which engages in non-woven business of which its returns are different from textile and fabric business to be disposed cannot reflect appropriated value of business.

Average $\mathrm{P} / \mathrm{BV}$ ratio was backdated to various periods (backdated for 7 working days, backdated for 15 working days, backdated for 30 working days, backdated for 60 working days, backdated for 90 working days, backdated for 120 working days,
backdated for 180 working days and backdated for 360 working days) from February 5, 2014 to July 31, 2015, which can be summarized as follows:

| Period of Time | P/BV |  |  |  |  |  |
| :--- | :---: | :---: | :---: | :---: | :---: | :---: |
|  | LTX | TPCORP | TTI | TTTM | UPF | Average |
| Average backdated for 7 working days | 0.72 | 1.62 | 0.82 | 0.46 | 1.02 | 0.93 |
| Average backdated for 15 working days | 0.72 | 1.61 | 0.82 | 0.47 | 1.02 | 0.93 |
| Average backdated for 30 working days | 0.73 | 1.61 | 0.82 | 0.47 | 1.02 | 0.93 |
| Average backdated for 60 working days | 0.74 | 1.61 | 0.82 | 0.47 | 1.02 | 0.93 |
| Average backdated for 90 working days | 0.74 | 1.60 | 0.83 | 0.47 | 1.04 | 0.93 |
| Average backdated for 120 working days | 0.74 | 1.59 | 0.82 | 0.47 | 1.06 | 0.94 |
| Average backdated for 180 working days | 0.74 | 1.59 | 0.80 | 0.47 | 1.07 | 0.94 |
| Average backdated for 360 working days | 0.73 | 1.65 | 0.75 | 0.50 | 1.11 | 0.95 |

Remark: Source: www.setsmart.com

## Summary of valuation of businesses from average values in various period of time

| Item | Reference | TPCORP | PEC | PPC | TUC | VAT | Total (MBaht) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Value pursuant to book value of <br> businesses as per shareholding <br> ratio of TPCORP |  | 381.33 | 88.07 | 48.13 | 102.86 | 2.11 | 622.51 |
| Backdated for 7 working days | 0.93 | 354.31 | 81.83 | 44.72 | 95.57 | 1.96 | 578.40 |
| Backdated for 15 working days | 0.93 | 353.47 | 81.64 | 44.61 | 95.35 | 1.96 | 577.02 |
| Backdated for 30working days | 0.93 | 355.02 | 81.99 | 44.81 | 95.77 | 1.97 | 579.55 |
| Backdated for 60 working days | 0.93 | 356.05 | 82.23 | 44.94 | 96.04 | 1.98 | 581.23 |
| Backdated for 90 working days | 0.93 | 356.52 | 82.34 | 45.00 | 96.17 | 1.98 | 582.00 |
| Backdated for 120 working days | 0.94 | 357.18 | 82.49 | 45.08 | 96.35 | 1.98 | 583.08 |
| Backdated for 180 working days | 0.94 | 357.42 | 82.55 | 45.11 | 96.41 | 1.98 | 583.47 |
| Backdated for 360 working days | 0.95 | 361.12 | 83.41 | 45.58 | 97.41 | 2.00 | 589.52 |

By using this approach, value of textile businesses, specifically relate to underwear manufacturing of the Group of Companies, after calculation of shareholding proportion of TPCOPR in the Group of Companies to be offered for sales and transfer, valuation of businesses shall be between Baht 577.02 million to Baht 589.52 million.

However, Price to Book Value approach may not be adequately appropriated because book value of each company used as referenced may not reflect actual value, so it may cause valuation of business result discrepancy pursuant to book value and liquidity of shares used for comparison, so this approach may not be able to reflect appropriated value.

## 4. Price to Earnings Approach: P/E Ratio

By this method, share price is appraised by multiplying net earnings per share of The Group of Companies as per specified in the Financial Statement during 2014 by average P/E ratios of the listed companies engaging in business and size similar to TPCORP (in fashion sector).

However the Group of Companies incurred net loss during 2014, so P/E Ratio approach is not applicable to appraise for share value of TH.

Table on operating result of the Group of Companies during 2014

| Item | TPCORP | PEC | PPC | TUC | VAT | Total (MBaht) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Net profit (loss) in 2014 | 4.40 | 6.65 | $(17.28)$ | $(15.79)$ | $(2.86)$ | $(24.88)$ |

## 5. Discounted Cash Flow Approach

Discounted Cash Flow Approach is an approach to identify intrinsic value by principally focusing on future profitability expected to be obtained from financial projection of the Company during 10 year period (2015-2024) by discounting cash flow to firm between the period (July-Dec 2015-2024 ) as net present value by using Weighted Average Cost of Capital (WACC).

The Independent Financial Advisor determined that assumption on revenue with regards to sales of each product type, annual growth rate of sales, selling price of each type and annual growth rate of selling price of TPCORP and all 4 of the subsidiaries and the affiliate shall be consistently throughout the group of companies because almost of revenue of all 4 of the subsidiaries and the affiliate come from selling of raw materials to TPCORP in order to make TPCORP further manufacture finished products to the customers. Therefore, sales volume and selling price which are revenue of the subsidiaries and the affiliate are amount of raw material and cost of raw material for manufacturing of finished products of TPCORP. Important assumption used for financial project can be summarized as follows:

## Textile Prestige Public Company Limited - TPCORP

Characteristics of business operation of TPCORP is to purchase raw materials from the subsidiaries and the affiliate to manufacture components of the underwear then sell to the customers of which most of them are the country's leading underwear manufacturers. Therefore, revenues of the parent company which is TPCORP and the subsidiaries and the affiliate which are the raw material suppliers to TPCORP have tendency to be in the same direction. Consequently, assumption used on increased rate of sale volume and prices of the Company, the subsidiaries and the affiliate shall be the same throughout the Group of Companies.

Most of customer bases of the Company are underwear manufacturers, i.e. Wacoal Group and Sabina Group with revenue ratio of $42.30 \%$ and $7.42 \%$ or revenues from sales, respectively. Additionally, the Company also has revenue from hire of work at $1.60 \%$ of total revenue

Revenue structure of the Company comprises of operating revenue (i.e. revenues from sales and from hire of work) and other incomes (i.e. land lease fee, interest income and dividend income). Majority of revenue of the Company comes from sales of finished products, such as circular knit, powernet fabric and embroidery), and from hire of work, such as multi head, printing and year dye, etc. Details of product in each category are as follows:

| Item | Acronym | Product Name | Characteristic of Product |
| :---: | :---: | :---: | :---: |
| 1 | EM/EB | Embroidery Lace | Embroidery lace (for making clothes and underwear) |
| 2 | HE | Hook and Eye | Hook and eyes of underwear (hook of brassiere) |
| 3 | BI | Bias | Fabric for making bias tape |
| 4 | SS | Strap | Finished strap (brassiere strap) |
| 5 | PN/PW | Power Net | Elastic fabric (for making underwear) |
| 6 | TR/TI | Tricot | Elastic fabric (for making underwear) |
| 7 | TW/TY | Two Way | Elastic fabric (for making underwear) |
| 8 | CK | Circular Knit | Elastic knitting fabric (for making underwear) |
| 9 | ET | Elastic Tape | Elastic tape/strap tape (brassiere strap) |
| 10 | TC | Torchon | Knitting lace (for decorating clothes or accessories) / knitting rope (for shoelace and for binding material) /net fabric (for making pocket net, cargo net of automobile) |
| 11 | CV | Covering Yarn | Covering yarn for making brassiere strap |
| 12 | BS | Body Seamless | Round knitting fabric for making seamless clothes and seamless underwear |
| 13 | MH | Multihead | Embroidery fabric or embroidery piece used for decorating clothes or name/logo embroidery |
| 14 | PR | Printing | Printing fabric or special piece printing, depending on pattern |
| 15 | YD | Yarn Dye | Yarn dye for making underwear |

Opinions of the Independent Financial Advisor on Assets Disposition and Connect Transactions of TPCORP

| (Units) | Units | Projection |  |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 |
|  |  | 2558 | 2559 | 2560 | 2561 | 2562 | 2563 | 2564 | 2565 | 2566 | 2567 |
| YD Yarn Dye (Pp-Tp3) | YD | 19,000 | 19,190 | 19,382 | 19,576 | 19,771 | 19,969 | 20,169 | 20,371 | 20,574 | 20,780 |
| YD Yarn Dye (Import) | YD | 265,127 | 267,779 | 270,456 | 273,161 | 275,893 | 278,652 | 281,438 | 284,252 | 287,095 | 289,966 |
| Total Accessory |  | 284,127 | 286,969 | 289,838 | 292,737 | 295,664 | 298,621 | 301,607 | 304,623 | 307,669 | 310,746 |
| ET Elastic Tape | MR | 54,425,500 | 54,969,755 | 55,519,453 | 56,074,647 | 56,635,394 | 57,201,747 | 57,773,765 | 58,351,503 | 58,935,018 | 59,524,368 |
| CV Covering Yarn | KG | 8,358 | 8,442 | 8,526 | 8,611 | 8,697 | 8,784 | 8,872 | 8,961 | 9,051 | 9,141 |
| TC Torchon | MR | 3,666,897 | 3,703,566 | 3,740,602 | 3,778,008 | 3,815,788 | 3,853,946 | 3,892,485 | 3,931,410 | 3,970,724 | 4,010,431 |
| Total Elastic Tape |  | 58,100,755 | 58,681,763 | 59,268,580 | 59,861,266 | 60,459,879 | 61,064,477 | 61,675,122 | 62,291,873 | 62,914,792 | 63,543,940 |
| Knit-Warp |  |  |  |  |  |  |  |  |  |  |  |
| PN Power Net (Tu-Tp3) | YD | 813,535 | 821,670 | 829,887 | 838,186 | 846,568 | 855,033 | 863,584 | 872,220 | 880,942 | 889,751 |
| PN Power Net (Tu-Pp-Tp3) | YD | 535,815 | 541,173 | 546,585 | 552,051 | 557,571 | 563,147 | 568,778 | 574,466 | 580,211 | 586,013 |
| PN Power Net (Tp4-Tp3) | YD | 117,028 | 118,198 | 119,380 | 120,574 | 121,780 | 122,998 | 124,228 | 125,470 | 126,725 | 127,992 |
|  |  | - |  |  |  |  |  |  |  |  |  |
| TR Tricot (Tu-Tp3) | YD | 375,760 | 379,518 | 383,313 | 387,146 | 391,017 | 394,928 | 398,877 | 402,866 | 406,894 | 410,963 |
| TR Tricot (Tu-Pp-Tp3) | YD | 1,778,516 | 1,796,301 | 1,814,264 | 1,832,407 | 1,850,731 | 1,869,238 | 1,887,931 | 1,906,810 | 1,925,878 | 1,945,137 |
| TR Tricot (Tp4-Tp3) | YD | 537,358 | 542,732 | 548,159 | 553,640 | 559,177 | 564,769 | 570,416 | 576,121 | 581,882 | 587,701 |
|  |  | - |  |  |  |  |  |  |  |  |  |
| TW Two Way (Tu-Tp3) | YD | 402,107 | 406,128 | 410,189 | 414,291 | 418,434 | 422,618 | 426,845 | 431,113 | 435,424 | 439,778 |
| TW Two Way (Tu-Pp-Tp3) | YD | 18,000 | 18,180 | 18,362 | 18,545 | 18,731 | 18,918 | 19,107 | 19,298 | 19,491 | 19,686 |
| TW Two Way (Tp4-Tp3) | YD | 31,326 | 31,639 | 31,955 | 32,275 | 32,597 | 32,923 | 33,253 | 33,585 | 33,921 | 34,260 |
| Total Knit - Warp |  | 4,609,444 | 4,655,539 | 4,702,094 | 4,749,115 | 4,796,606 | 4,844,572 | 4,893,018 | 4,941,948 | 4,991,368 | 5,041,282 |
| Knit-Circular |  |  |  |  |  |  |  |  |  |  |  |
| BS Body Seamless | PC | 253,978 | 256,518 | 259,083 | 261,674 | 264,291 | 266,934 | 269,603 | 272,299 | 275,022 | 277,772 |
| CK Circular Knit (Tu-Tp3) | KG | 10,801 | 10,909 | 11,018 | 11,128 | 11,240 | 11,352 | 11,466 | 11,580 | 11,696 | 11,813 |
| CK Circular Knit (Tu-Pp-Tp3) | KG | 347,966 | 351,446 | 354,960 | 358,510 | 362,095 | 365,716 | 369,373 | 373,067 | 376,798 | 380,566 |
| Knit-Circular |  | 612,746 | 618,873 | 625,062 | 631,313 | 637,626 | 644,002 | 650,442 | 656,946 | 663,516 | 670,151 |
| BI Bias | MR | 11,254,577 | 11,367,123 | 11,480,794 | 11,595,602 | 11,711,558 | 11,828,674 | 11,946,960 | 12,066,430 | 12,187,094 | 12,308,965 |
| HE Hook and Eye | MR | 423,960 | 428,200 | 432,482 | 436,806 | 441,174 | 445,586 | 450,042 | 454,543 | 459,088 | 463,679 |
| EM Embroidery Lace (Pec-Tp1) | YD | 2,527,000 | 2,552,270 | 2,577,793 | 2,603,571 | 2,629,606 | 2,655,902 | 2,682,461 | 2,709,286 | 2,736,379 | 2,763,743 |
| MH and PR |  |  |  |  |  |  |  |  |  |  |  |
| MH Mutihead | PC | 3,611,538 | 3,647,653 | 3,684,130 | 3,720,971 | 3,758,181 | 3,795,763 | 3,833,720 | 3,872,058 | 3,910,778 | 3,949,886 |
| PR Printing | PC | 818,182 | 826,364 | 834,627 | 842,974 | 851,403 | 859,918 | 868,517 | 877,202 | 885,974 | 894,834 |
| Total MH and PR |  | 4,429,720 | 4,474,017 | 4,518,757 | 4,563,945 | 4,609,584 | 4,655,680 | 4,702,237 | 4,749,259 | 4,796,752 | 4,844,720 |
| Grand total |  | 82,242,330 | 83,064,753 | 83,895,401 | 84,734,355 | 85,581,698 | 86,437,515 | 87,301,890 | 88,174,909 | 89,056,658 | 89,947,225 |

Opinions of the Independent Financial Advisor on Assets Disposition and Connect Transactions of TPCORP

| (Baht/Unit) | Units | Projection |  |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 |
|  |  | 2558 | 2559 | 2560 | 2561 | 2562 | 2563 | 2564 | 2565 | 2566 | 2567 |
| Accessory |  |  |  |  |  |  |  |  |  |  |  |
| YD Yarn Dye (Pp-Tp3) | YD | 339.90 | 350.10 | 360.60 | 371.42 | 382.56 | 394.04 | 405.86 | 418.03 | 430.58 | 443.49 |
| YD Yarn Dye (Import) | YD | 149.90 | 154.40 | 159.03 | 163.80 | 168.71 | 173.78 | 178.99 | 184.36 | 189.89 | 195.59 |
| Elastic Tape |  |  |  |  |  |  |  |  |  |  |  |
| ET Elastic Tape | MR | 1.80 | 1.85 | 1.91 | 1.97 | 2.03 | 2.09 | 2.15 | 2.21 | 2.28 | 2.35 |
| CV Covering Yarn | KG | 175.50 | 180.77 | 186.19 | 191.77 | 197.53 | 203.45 | 209.56 | 215.84 | 222.32 | 228.99 |
| TC Torchon | MR | 2.90 | 2.99 | 3.08 | 3.17 | 3.26 | 3.36 | 3.46 | 3.57 | 3.67 | 3.78 |
| Knit-Warp |  |  |  |  |  |  |  |  |  |  |  |
| PN Power Net (Tu-Tp3) | YD | 177.20 | 182.52 | 187.99 | 193.63 | 199.44 | 205.42 | 211.59 | 217.93 | 224.47 | 231.21 |
| PN Power Net (Tu-Pp-Tp3) | YD | 156.90 | 161.61 | 166.46 | 171.45 | 176.59 | 181.89 | 187.35 | 192.97 | 198.76 | 204.72 |
| PN Power Net (Tp4-Tp3) | YD | 159.90 | 164.70 | 169.64 | 174.73 | 179.97 | 185.37 | 190.93 | 196.66 | 202.56 | 208.63 |
| TR Tricot (Tu-Tp3) | YD | 65.10 | 67.05 | 69.06 | 71.14 | 73.27 | 75.47 | 77.73 | 80.06 | 82.47 | 84.94 |
| TR Tricot (Tu-Pp-Tp3) | YD | 12.40 | 12.77 | 13.16 | 13.55 | 13.96 | 14.37 | 14.81 | 15.25 | 15.71 | 16.18 |
| TR Tricot (Tp4-Tp3) | YD | 50.00 | 51.50 | 53.05 | 54.64 | 56.28 | 57.96 | 59.70 | 61.49 | 63.34 | 65.24 |
| TW Two Way (Tu-Tp3) | YD | 187.00 | 192.61 | 198.39 | 204.34 | 210.47 | 216.78 | 223.29 | 229.99 | 236.89 | 243.99 |
| TW Two Way (Tu-Pp-Tp3) | YD | 193.40 | 199.20 | 205.18 | 211.33 | 217.67 | 224.20 | 230.93 | 237.86 | 244.99 | 252.34 |
| TW Two Way (Tp4-Tp3) | YD | 188.30 | 193.95 | 199.77 | 205.76 | 211.93 | 218.29 | 224.84 | 231.59 | 238.53 | 245.69 |
| Knit-Circular |  |  |  |  |  |  |  |  |  |  |  |
| BS Body Seamless | PC | 46.40 | 47.79 | 49.23 | 50.70 | 52.22 | 53.79 | 55.40 | 57.07 | 58.78 | 60.54 |
| CK Circular Knit (Tu-Tp3) | KG | 350.80 | 361.32 | 372.16 | 383.33 | 394.83 | 406.67 | 418.87 | 431.44 | 444.38 | 457.71 |
| CK Circular Knit (Tu-Pp-Tp3) | KG | 475.50 | 489.77 | 504.46 | 519.59 | 535.18 | 551.23 | 567.77 | 584.81 | 602.35 | 620.42 |
| BI Bias | MR | 2.60 | 2.68 | 2.76 | 2.84 | 2.93 | 3.01 | 3.10 | 3.20 | 3.29 | 3.39 |
| HE Hook and Eye | MR | 69.50 | 71.59 | 73.73 | 75.94 | 78.22 | 80.57 | 82.99 | 85.48 | 88.04 | 90.68 |
| EM Embroidery Lace (Pec-Tp1) | YD | 43.10 | 44.39 | 45.72 | 47.10 | 48.51 | 49.96 | 51.46 | 53.01 | 54.60 | 56.24 |
| MH and PR |  |  |  |  |  |  |  |  |  |  |  |
| MH Mutihead | PC | 2.60 | 2.68 | 2.76 | 2.84 | 2.93 | 3.01 | 3.10 | 3.20 | 3.29 | 3.39 |
| PR Printing | PC | 1.10 | 1.13 | 1.17 | 1.20 | 1.24 | 1.28 | 1.31 | 1.35 | 1.39 | 1.44 |

Opinions of the Independent Financial Advisor on Assets Disposition and Connect Transactions of TPCORP

| Hire of Work (Baht) | Units | Projections |  |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 |
|  |  | 2558 | 2559 | 2560 | 2561 | 2562 | 2563 | 2564 | 2565 | 2566 | 2567 |
|  |  |  |  |  |  |  |  |  |  |  |  |
| BI | Baht | 197,200 | 199,172 | 201,164 | 203,175 | 205,207 | 207,259 | 209,332 | 211,425 | 213,539 | 215,675 |
| ET | Baht | 9,060 | 9,151 | 9,242 | 9,335 | 9,428 | 9,522 | 9,617 | 9,714 | 9,811 | 9,909 |
| CV | Baht | 231,360 | 233,674 | 236,010 | 238,370 | 240,754 | 243,162 | 245,593 | 248,049 | 250,530 | 253,035 |
| TC | Baht | - | - | - | - | - | - | - | - | - | - |
| YD-G | Baht | 1,069,545 | 1,080,241 | 1,091,043 | 1,101,954 | 1,112,973 | 1,124,103 | 1,135,344 | 1,146,697 | 1,158,164 | 1,169,746 |
| PN-F | Baht | 136,393 | 137,757 | 139,134 | 140,526 | 141,931 | 143,350 | 144,784 | 146,232 | 147,694 | 149,171 |
| PN-G | Baht | - | - | - | - | - | - | - | - | - | - |
| TR-F | Baht | 268,212 | 270,894 | 273,603 | 276,339 | 279,102 | 281,893 | 284,712 | 287,559 | 290,435 | 293,339 |
| TR-G | Baht | - | - | - | - | - | - | - | - | - | - |
| TW-F | Baht | 8,165 | 8,246 | 8,329 | 8,412 | 8,496 | 8,581 | 8,667 | 8,754 | 8,841 | 8,930 |
| TW-G | Baht | - | - | - | - | - | - | - | - | - | - |
| CK-F | Baht | - | - | - | - | - | - | - | - | - | - |
| CK-G | Baht | 2,279,456 | 2,302,251 | 2,325,273 | 2,348,526 | 2,372,011 | 2,395,732 | 2,419,689 | 2,443,886 | 2,468,325 | 2,493,008 |
| EM | Baht | 996,557 | 1,006,523 | 1,016,588 | 1,026,754 | 1,037,021 | 1,047,392 | 1,057,866 | 1,068,444 | 1,079,129 | 1,089,920 |
| ED dye | Baht | 497,217 | 502,189 | 507,211 | 512,283 | 517,406 | 522,580 | 527,806 | 533,084 | 538,415 | 543,799 |
| MH | Baht | 5,813,245 | 5,871,377 | 5,930,091 | 5,989,392 | 6,049,286 | 6,109,778 | 6,170,876 | 6,232,585 | 6,294,911 | 6,357,860 |
| PR | Baht | 3,354,265 | 3,387,807 | 3,421,685 | 3,455,902 | 3,490,461 | 3,525,366 | 3,560,619 | 3,596,226 | 3,632,188 | 3,668,510 |
| Total Hire of Work | Baht | 14,860,674 | 15,009,281 | 15,159,374 | 15,310,968 | 15,464,077 | 15,618,718 | 15,774,905 | 15,932,654 | 16,091,981 | 16,252,901 |

Financial project of the company during 2015-2023 was based on assumption that revenue in 2015 was revenue actually received during Jan-Jun 2015 , and projected revenue




 the increased rate of sales.
Opinions of the Independent Financial Advisor on Assets Disposition and Connect Transactions of TPCORP
Growth rate of selling price per unit for all types of products is determined at 3\% per year (by referring to current inflation rate published by The Bank of Thailand). Such rate does not take into account average selling prices of the past 3 years (2012-2014) which is rather fluctuated with the decreased rate of $-12 \%$ to the increased rate of $36 \%$. The
Independent Financial Advisor projected growth rate of income from hire of work during 2015-2024 at $1 \%$ per year based on projection of revenue of the Company during 2015 .

Projection on Cost of Sales and Operating Expenses

| Raw Material Expenses | Unit | \% Cost of Raw Material per Selling Price (2015-2024) |
| :---: | :---: | :---: |
| YD Yarn Dye (Pp-Tp3) | YD | 95\% |
| YD Yarn Dye (Import) | YD | 95\% |
| ET Elastic Tape | MR | 95\% |
| CV Covering Yarn | KG | 95\% |
| TC Torchon | MR | 95\% |
| PN Power Net (Tu-Tp3) | YD | 65\% |
| PN Power Net (Tu-Pp-Tp3) | YD | 93\% |
| PN Power Net (Tp4-Tp3) | YD | 73\% |
| TR Tricot (Tu-Tp3) | YD | 65\% |
| TR Tricot (Tu-Pp-Tp3) | YD | 95\% |
| TR Tricot (Tp4-Tp3) | YD | 70\% |
| TW Two Way (Tu-Tp3) | YD | 65\% |
| TW Two Way (Tu-Pp-Tp3) | YD | 95\% |
| TW Two Way (Tp4-Tp3) | YD | 72\% |
| BS Body Seamless | PC | 45\% |
| CK Circular Knit (Tu-Tp3) | KG | 70\% |
| CK Circular Knit (Tu-Pp-Tp3) | KG | 95\% |
| BI Bias | MR | 45\% |
| HE Hook and Eye | MR | 45\% |
| EM Embroidery Lace (Pec-Tp1) | YD | 90\% |
| MH Mutihead | PC | 95\% |
| PR Printing | PC | 95\% |

Manufacturing expenses included chemicals prices, water supply \& electricity charge, fuel cost, maintenance charge and direct labor cost. Growth rate of these expenses were forecasted at $3 \%$ per year (pursuant to current inflation rate of Thailand with sourced information from The Bank of Thailand) of expenses expected to be incurred for each type in 2015. Projection of manufacturing expenses in 2015 was based on expenses actually occurred during January - June 2015, and forecasted expenses during July - December 2015 by referring to budget of the Company throughout 2015.
(Unit: Million Baht)

| Manufacturing Expenses | Expenses expected to be incurred in 2015 | Growth Rate/Year | Projection of Expenses <br> (2016-2024) |
| :---: | :---: | :---: | :---: |
| Direct labor cost | 58.39 | 3\% | $61.35-77.71$ |
| Manufacturing expenses (Overhead) |  |  |  |
| Chemical prices | 24.99 | 3\% | 25.74-32.62 |
| Electricity charge | 16.90 | 3\% | 17.41-22.05 |
| Fuel cost | 6.93 | 3\% | 7.14-9.04 |
| Maintenance fee | 3.15 | 3\% | $3.24-4.11$ |
| Water supply charge | 2.91 | 3\% | 2.99-3.79 |
| Other expenses | 40.17 | 3\% | 41.53-32.04 |
| Total Manufacturing Expense | 154.61 | 3\% | 159.40-181.36 |
| Cost of Hire of Work | 14.29 | Average $96.17 \%$ of sales | 14.43-15.63 |

Operating expenses included transportation expenses, electricity and water supply charges in the office, computer maintenance fees, export expenses and etc. Growth rate of operating expenses were forecasted at $3 \%$ per year (pursuant to current inflation rate of Thailand with sourced information from The Bank of Thailand) of expenses expected to be incurred for each type in 2015. Projection of operating expenses in 2015 was based on expenses actually occurred during Jan-Jun 2015, and forecasted expenses during Jul-Dec 2015 by referring to operating and administrative expenses budget of the Company throughout 2015.

| Operating Expenses | Expenses Expected to be Incurred in 2015 | Growth Rate/Year | Projection of Expenses (2016-2024) |
| :---: | :---: | :---: | :---: |
| Goods transportation expenses | 2.36 | Average at $0.25 \%$ of sales volume (based on actual expenses, backdated for 3 years) | $2.46-3.36$ |
| Administrative expenses |  |  |  |
| Salary and welfare of employees | 42.31 | 3\% | $43.58-55.21$ |
| Expenses relating to computer system | 1.91 | 3\% | 1.96-2.49 |
| Export expenses | 1.27 | 3\% | $1.31-1.66$ |
| Rental fee of office | 1.18 | 3\% | $1.22-1.54$ |
| Other expenses | 18.61 | 3\% | 18.09-22.86 |
| Total Operating Expenses | 65.28 |  | 66.16-83.76 |

Projection of Statement of Income for 2015-2024 (Million Baht)
(Unit: Million Baht)

| Estimation of Profit (Loss) | $\begin{gathered} \text { Jan-Jun } \\ 2015 \end{gathered}$ | Jul-Dec 2015 | 2015 | 2016 Fr | 2017 Fr | 2018 Fr | 2019 Fr | 2020 Fr | 2021 Fr | 2022 Fr | 2023 Fr | 2024 Fr |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Total operating revenues | 493.23 | 441.76 | 934.99 | 972.22 | 1,010.94 | 1,051.23 | 1,093.13 | 1,136.71 | 1,182.05 | 1,229.20 | 1,278.26 | 1,329.29 |
| Production cost | (458.42) | (435.66) | (894.08) | (928.24) | (960.35) | (983.09) | $(1,020.69)$ | $(1,059.75)$ | $(1,100.33)$ | $(1,142.50)$ | $(1,186.31)$ | $(1,231.82)$ |
| Gross profit margin | 34.81 | 6.10 | 40.91 | 43.98 | 50.60 | 68.14 | 72.44 | 76.96 | 81.72 | 86.71 | 91.95 | 97.46 |
| Other incomes | 10.87 | 10.87 | 21.73 | 21.73 | 21.73 | 21.73 | 21.73 | 21.73 | 21.73 | 21.73 | 21.73 | 21.73 |
| Profit before expenses | 45.68 | 16.97 | 62.65 | 65.72 | 72.33 | 89.87 | 94.18 | 98.70 | 103.45 | 108.44 | 113.69 | 119.20 |
| Expenses | (41.28) | (26.36) | (67.65) | (68.64) | (70.71) | (72.85) | (75.06) | (77.33) | (79.67) | (82.08) | (84.57) | (87.13) |
| Profit (Loss) before finance cost and tax | 4.40 | (9.40) | (5.00) | (2.92) | 1.62 | 17.02 | 19.12 | 21.37 | 23.78 | 26.36 | 29.12 | 32.06 |
| Finance cost | - | - | - | - | - | - | - | - | - | - | - | - |
| Profit (Loss) before income tax (EBT) | 4.40 | (9.40) | (5.00) | (2.92) | 1.62 | 17.02 | 19.12 | 21.37 | 23.78 | 26.36 | 29.12 | 32.06 |
| Corporate income tax | - | - | - | - | - | (0.15) | (5.74) | (6.41) | (7.13) | (7.91) | (8.74) | (9.62) |
| Net Profit (Loss) | 4.40 | (9.40) | (5.00) | (2.92) | 1.62 | 16.86 | 13.38 | 14.96 | 16.65 | 18.45 | 20.38 | 22.44 |

## Projection of Statement of Cash Flow (Million Baht)

## Projection of Statement of Cash Flow

Based on projection of cash flow during July - December 2015-2024, TPCORP's cash flow from operating activities was in the ranges of Baht (6.06) - 25.15 million with terminal value at Baht 242.62 million in 2024. Projection of total net cash flow to firm can be summarized as follows:

| (Unit: Million Baht) |  |  |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Projection of Statement of Cash Flow (MBaht) | 2015 | 2016 | 2017 | 2018 | 2019 | 2020 | 2021 | 2022 | 2023 | 2024 |
| Cash flow from operating activities | 25.15 | (6.06) | 8.39 | 13.26 | 5.57 | 6.79 | 8.10 | 9.51 | 11.03 | 12.67 |
| Cash flow from investing activities | - | - | - | - | - | - | - | - | - | - |
| Cash flow from financing activities | - | - | - | - | - | - | - | - | - | - |
| Terminal Value | - | - | - | - | - | - | - | - | - | 242.62 |
| Total Net Cash Flow to Firm | 25.15 | (6.06) | 8.39 | 13.26 | 5.57 | 6.79 | 8.10 | 9.51 | 11.03 | 255.28 |

Remark: During July-December 2015, cash flow from operating activities is amounting to Baht 25.15 million due to a decreased usage of working capital during such period. In 2016, cash flow from operating activities decreases or equals to Baht -6.06 million due to the increased usage of working capital. In 2019 , cash flow shall be decreased because tax shield amounted to Baht 37.02 million as of ending of 2014 shall be used to reduce tax and it shall be used up in 2018 . Therefore the Company shall incur tax expenses from 2019-2023. Cash flow from operating activities of the Company has tendency to be increased continually from 2017 onwards as the Company shall have continued operating profit derived from sales of the Group of Companies which is projected to be increased by $1.0 \%$ per year.

## - Assumption on Working Capital Projection

Based on financial projection assumption of TPCORP, average collection period is 95 days, inventory date is 40 days and average payment period is 50 days (based on average backdated value for 2 year from 2013-2014 of the financial statement, specifically relate to underwear manufacturing, which has been reviewed by PWC).

## - Assumption of Value of Business at Terminal Value

The Independent Financial Advisor prepared the 10-year financial and cash flow projection of the Company, ending at the end of 2024 and based on assumption of Going Concern basis. So financial and cash flow projection after terminal value shall be based on cash flow projection in 2024, which is the last projection year, with formula as follows

$$
\text { Terminal Value }=\quad \text { Cash Flow to Firm of } 20242567 \times(1+G) /(\text { Discount Rate }-G)
$$

Whereas:
Discount Rate $=\quad$ Weighted Average Cost of Capital (WACC) equals to $5.22 \%$
G $\quad=\quad$ Terminal Value Growth Rate equals to $0 \%$

## - Discount Rate

Discount rate used for calculation of net present value of cash flow comes from calculation of weighted average cost of capital (WACC) pursuant to capital structure of business. The Independent Financial Advisor calculated WACC from weighted
average of cost of debt $\left(\mathrm{K}_{\mathrm{d}}\right)$ and cost of equity $\left(\mathrm{K}_{\mathrm{e}}\right)$, but since the Company, the subsidiaries and the affiliate to be entered into this disposition transaction do not have any financial liabilities, hence it does not have cost of debt $\left(\mathrm{K}_{\mathrm{d}}\right)$ which results in weighted average cost of capital of the Company equals to cost of equity $\left(\mathrm{K}_{\mathrm{e}}\right)$ and WACC equal to $5.22 \%$. Formula for calculation of discount rate is as follows:

| WACC | $=\mathrm{K}_{\mathrm{e}} * \mathrm{E} /(\mathrm{D}+\mathrm{E})+\mathrm{K}_{\mathrm{d}}{ }^{*}(1-\mathrm{T}) * \mathrm{D} /(\mathrm{D}+\mathrm{E})$ |
| :--- | :--- |
| $\mathrm{K}_{\mathrm{e}}$ | $=\quad$ Cost of equity or shareholders' required rate of return $\left(\mathrm{R}_{\mathrm{e}}\right)$ |
| $\mathrm{K}_{\mathrm{d}}$ | $=$ Cost of debt or loan interest rate of the Company |
| T | $=$ Rate of corporate income tax |
| E | $=$ Total shareholders' equity |
| D | $=$ Debt with interest |

Cost of equity $\left(\mathrm{K}_{\mathrm{e}}\right)$ or shareholders' required rate of return $\left(\mathrm{R}_{\mathrm{e}}\right)$ is calculated from Capital Asset Pricing Model (CAPM) as follows:

$$
K_{e}\left(\text { or } R_{e}\right)=R_{f}+\beta\left(R_{m}-R_{f}\right)
$$

## Whereas:

Risk Free Rate $\left(R_{f}\right)=$ Refer to average rate of return of bid yield of 45-year government bond (Between 1971-2015), which equals to 4.14 percent per year. As the Independent Financial Advisor applied assumption of Going Concern Basis, so it has to refer to rate of return of bid yield of government bond of the longest period which is 45 years which has been issued and offered continually and is consistently with the assumption of Going Concern basis. (Source: www.thaibma.or.th as at June 2015)

Beta $(\beta) \quad=\quad$ Beta of 5 companies by referring to average variance of daily return of the Stock Exchange of Thailand and returns of TPCORP and 4 listed companies of the Stock Exchange of Thailand engaging in similar business of TPCORP. Average Beta of 5 companies should better reflect the investors' required rate of return than using Beta of TPCORP only. In addition, Beta of TPCOPR which engages in non-woven fabric business has different return from other textile and fabrics business to be sold and transferred during this transaction. Average Beta of 5 companies are backdated for 3 years from August 2012-July 2015 which equals to 0.21 (Source: Bloomberg Finance).

Market Risk $\left(R_{m}\right)=$ Average return on investment in the Stock Exchange of Thailand backdated for 25 years since 19812015, which equals to 9.29 percent per year because it the period of time that can better reflect investment conditions with minimum impact from fluctuation in the Stock Exchange of Thailand. (Source: www.setsmart.com)

Based on the above information and assumption, present value of cash flow before financing activities and value of businesses of TPCORP pursuant to Discounted Cash Flow Approach is as follows:

|  | Value (MBaht) |
| :--- | ---: |
| Discount rate of present value (WACC) | $5.22 \%$ |
| Present value of total cash flow as at June 30, 2015 | 74.24 |
| PV of Terminal Value | 149.61 |
| Cash and temporary investment as at June 30, 2015 | - |
| Present value of cash flow - Net | 223.84 |

In addition, the Independent Financial Advisor also conducted sensitivity analysis on value of businesses by increasing and decreasing discount rate or WACC at approximately $0.25 \%$ which is in the range of $4.97 \%$ to $5.47 \%$ and estimation of sales in case it cannot achieve as per estimation, of which sales is at $95 \%-105 \%$ because changing range of WACC rate and change of such sale projection are appropriated and there shall be an opportunity that WACC rate and sales projection shall be deviated during such range. After conducting sensitivity analysis by changing discount rate and sales projection, value of business of TPCORP is between Baht 180.59-273.13 million.

Table on Sensitivity Analysis on Changes

|  | Effect of Change in Sales towards Value of Business (Million Baht) |  |  |
| :---: | :---: | :---: | :---: |
| $\mathbf{K e}$ | $\mathbf{9 5 \%}$ | $\mathbf{1 0 0 \%}$ | $\mathbf{1 0 5 \%}$ |
| $\mathbf{4 . 9 7 \%}$ | 198.48 | 235.75 | 273.13 |
| $\mathbf{5 . 2 2 \%}$ | 189.10 | 223.84 | 258.69 |
| $\mathbf{5 . 4 7 \%}$ | 180.59 | 213.05 | 245.59 |

## Prestige Embroidery Company Limited - PEC

Most of income of PEC comes from selling of finished products to TPCORP and other customers. PEC's products are embroidery lace and etc. Details on revenue projection of PEC are as follows:
Opinions of the Independent Financial Advisor on Assets Disposition and Connect Transactions of TPCORP
Detail on Revenue Projection of PEC is as follows:
Revenue Projection

| Details of Products | Unit | Estimation of Sales per Year |  |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 |
|  |  | 2015 | 2016 | 2017 | 2018 | 2019 | 2020 | 2021 | 2022 | 2023 | 2024 |
| Sales - TPC-EM | Yard | 2,527,000.00 | 2,552,270.00 | 2,577,792.70 | 2,603,570.63 | 2,629,606.33 | 2,655,902.40 | 2,682,461.42 | 2,709,286.03 | 2,736,378.90 | 2,763,742.68 |
| Sales - Direct sales and others | Yard, <br> KG | 16,292.15 | 16,455.07 | 16,619.62 | 16,785.82 | 16,953.68 | 17,123.21 | 17,294.45 | 17,467.39 | 17,642.06 | 17,818.49 |


| Price of Products | Unit | Projection of Selling Price |  |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 |
|  |  | 2015 | 2016 | 2017 | 2018 | 2019 | 2020 | 2021 | 2022 | 2023 | 2024 |
| EM | Bath/Yard | 38.79 | 39.95 | 41.15 | 42.39 | 43.66 | 44.97 | 46.32 | 47.71 | 49.14 | 50.61 |
| Other products | Bath/Yard, KG | 30.69 | 31.61 | 32.56 | 33.54 | 34.54 | 35.58 | 36.65 | 37.74 | 38.88 | 40.04 |

Financial project of the company during 2015-2024 was based on assumption that revenue in 2015 was revenue actually received during Jan-Jun 2015, and projected revenue
during Jul-Dec 2015 by referring to sales volume throughout 2015. Project of growth was considered based on textile industrial trend in the future and from interview with the
Company's executives which was expected to slowdown in demand. Consequently, the Independent Financial Advisor projects average growth rate of sales for all types of product at
$1 \%$ per year, while growth rate of selling price per unit of all types of product is projected at $3 \%$ per year. Such rates are the same as assumption on increase of sales and selling price of
TPCORP in order to make them consistent throughout the group of companies since almost of revenues from sales of PEC comes from revenues from sales to TPCORP.

## Project on Cost of Sales and Operating Expenses

Details on cost of raw materials in 2015-2024 are as follows:

| RM (Baht/Unit) | Unit | \% Cost of raw material per <br> selling price (2015-2024) |
| :---: | :---: | :---: |
| EM | YD | $45 \%$ |
| Other products | YD/KG | $43 \%$ |

Manufacturing expenses included electricity charge, maintenance charge, factory rental fee and research \& Development expenses and direct labor cost. Growth rate of these expenses were forecasted at $3 \%$ per year (pursuant to current inflation rate of Thailand with sourced information from The Bank of Thailand) of expenses expected to be incurred for each type in 2015. Projection of manufacturing expenses in 2015 was based on expenses actually occurred during January - June 2015, and forecasted expenses during July - December 2015 by referring to budget of the Company throughout 2015.
(Unit: Million Baht)

| Manufacturing Expenses | Expenses expected to be incurred in 2015 | Growth Rate/Year | Projection of Expenses (2016-2024) |
| :---: | :---: | :---: | :---: |
| Direct labor cost | 23.50 | 3\% | $24.21-30.66$ |
| Manufacturing expenses (Overhead) |  |  |  |
| Electricity charge | 7.08 | 3\% | $7.30-9.24$ |
| Maintenance fee | 1.83 | 3\% | $1.89-2.39$ |
| Factory rental fee | 0.66 | 3\% | $0.68-0.86$ |
| Research \& development cost | 0.66 | 3\% | $0.68-0.86$ |
| Other expenses | 12.29 | 3\% | $13.64-11.47$ |
| Total Manufacturing Cost | 46.03 | 3\% | 48.39 - 55.50 |

Operating expenses included transportation expenses, electricity and water supply charges in the office, computer maintenance fees, export expenses and etc. Growth rate of operating expenses were forecasted at $3 \%$ per year (pursuant to current inflation rate of Thailand with sourced information from The Bank of Thailand) of expenses expected to be incurred for each type in 2015. Projection of operating expenses in 2015 was based on expenses actually occurred during Jan-Jun 2015, and forecasted expenses during Jul-Dec 2015 by referring to operating and administrative expenses budget of the Company throughout 2015.
(Unit: Million Baht)

| Operating Expenses | Expenses Expected to be Incurred in 2015 | Growth Rate/Year | Projection of Expenses (2016-2024) |
| :---: | :---: | :---: | :---: |
| Goods transportation expenses | 0.32 | Average at $0.32 \%$ of sales (based on actual expenses, backdated for 3 years) | 0.33-0.42 |
| Administrative expenses |  |  |  |
| Salary and welfare of employees | 1.54 | 3\% | $1.64-2.08$ |
| IT consulting fee | 0.42 | 3\% | $0.42-0.42$ |
| Auditors' fee | 0.22 | 3\% | $0.22-0.28$ |
| Security charge | 0.12 | 3\% | $0.12-0.16$ |
| Other expenses | 1.25 | 3\% | $1.26-1.38$ |
| Total operating expenses | 3.55 |  | $3.67-4.33$ |

Financial Projection for Years 2015-2024

## Revenue Projection (Million Baht)

| Estimation of Profit (Loss) | $\begin{gathered} \text { Jan-Jun } 2015 \\ \text { (Actual) } \end{gathered}$ | $\begin{aligned} & \text { Jul-Dec } \\ & 2015 \\ & \text { (Forecast) } \end{aligned}$ | 2015 Fr | 2016 Fr | 2017 Fr | 2018 Fr | 2019 Fr | 2020 Fr | 2021Fr | 2022Fr | 2023 Fr | 2024 Fr | 2025 |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Total operating revenues | 53.13 | 45.39 | 98.52 | 102.49 | 106.62 | 110.92 | 115.39 | 120.04 | 124.88 | 129.91 | 135.15 | 140.59 |  |
| Production cost | 46.80 | 43.55 | (90.36) | (94.51) | (96.08) | (97.73) | (99.77) | (103.30) | (106.96) | (110.75) | (114.68) | (118.75) |  |
| Gross profit margin | 6.32 | 1.84 | 8.17 | 7.98 | 10.55 | 13.19 | 15.63 | 16.74 | 17.92 | 19.16 | 20.46 | 21.84 |  |
| Other incomes | 2.00 | 0.36 | 2.35 | 2.35 | 2.35 | 2.35 | 2.35 | 2.35 | 2.35 | 2.35 | 2.35 | 2.35 |  |
| Profit before expenses | 8.32 | 2.20 | 10.52 | 10.34 | 12.90 | 15.54 | 17.98 | 19.09 | 20.27 | 21.51 | 22.82 | 24.19 |  |
| Expenses | 2.48 | 1.39 | (3.87) | (4.01) | (4.10) | (4.19) | (4.28) | (4.37) | (4.47) | (4.57) | (4.68) | (4.78) |  |
| Profit (Loss) before finance cost and tax | 5.84 | 0.81 | 6.65 | 6.33 | 8.80 | 11.35 | 13.70 | 14.72 | 15.80 | 16.94 | 18.14 | 19.41 |  |
| Finance cost | - | - | - | - | - | - | - | - | - | - | - | - |  |
| Profit (Loss) before income tax (EBT) | 5.84 | 0.81 | 6.65 | 6.33 | 8.80 | 11.35 | 13.70 | 14.72 | 15.80 | 16.94 | 18.14 | 19.41 |  |
| Corporate income tax | (1.15) | (0.84) | (1.99) | (1.90) | (2.64) | (3.41) | (4.11) | (4.42) | (4.74) | (5.08) | (5.44) | (5.82) |  |
| Net Profit (Loss) | 4.69 | (0.03) | 4.65 | 4.43 | 6.16 | 7.95 | 9.59 | 10.30 | 11.06 | 11.86 | 12.70 | 13.58 |  |

## Projection of Statement Cash Flow

Based on projection of Statement of Cash Flow during July - December 2015-2024, PEC's cash flow from operating activities was in the ranges of Baht $4.04-12.80$ million with terminal value at Baht 245.06 million in 2024. Projection of total net cash flow to firm can be summarized as follows:

| (Unit: Million Baht) |  |  |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Projection of Statement of Cash Flow (MBaht) | 2015 | 2016 | 2017 | 2018 | 2019 | 2020 | 2021 | 2022 | 2023 | 2024 |
| Cash flow from operating activities | 4.04 | 5.60 | 9.03 | 9.15 | 9.32 | 9.80 | 10.39 | 11.00 | 11.95 | 12.80 |
| Cash flow from investing activities | - | - | - | - | - | - | - | - | - | - |
| Cash flow from financing activities | - | - | - | - | - | - | - | - | - | - |
| Terminal Value | - | - | - | - | - | - | - | - | - | 245.06 |
| Total Net Cash Flow to Firm | 4.04 | 5.60 | 9.03 | 9.15 | 9.32 | 9.80 | 10.39 | 11.00 | 11.95 | 257.85 |

Note: Cash flow from operating activities of the company has tendency to be increased continually from 2016 onwards as the company shall have continued operating profit derived from sales of the Group of Companies which is projected to be increased by $1.0 \%$ per year.

## - Assumption on Working Capital Projection

Based on financial projection assumption of PEC, average collection period is 90 days, inventory date is 90 days and average payment period is 30 days (based on average backdated values for 4 year from 2011-2014).

## - Assumption of Values of Business at Terminal Value

Details on calculation of value of business at terminal value are the same as those of TPCORP.

## - Discount Rate

Discount rate used for calculation of net present value of cash flow comes from calculation of weighted average cost of capital (WACC). Amount and details on WACC calculation is the same as WACC used for valuation of businesses of TPCORP, which equals to $5.22 \%$.

Based on the above information and assumption, present value of cash flow before financing activities and value of businesses of PEC by means of Discounted Cash Flow Approach can be calculated as follows:

|  | Value (MBaht) |
| :--- | ---: |
| Discount rate of net present value (WACC) | $5.22 \%$ |
| Present value of total cash flow as at June 30, 2015 | 70.18 |
| Present value of cash flow after Terminal Value (PV of Terminal Value) | 151.10 |
| Cash and temporary investments as at June 30, 2015 | 20.77 |
| Present value of cash flow - Net | 242.05 |
| Shareholding ratio of TPCORP | $99.9998 \%$ |
| Present value of net cash flow - pursuant to shareholding ratio of TPCORP | 242.05 |

In addition, the Independent Financial Advisor also conducted sensitivity analysis on value of businesses by increasing and decreasing discount rate or WACC at approximately $0.25 \%$ which is in the range of $4.97 \%$ to $5.47 \%$ and estimation of sales in case it cannot achieve as per estimation, of which sales is at $95 \%-105 \%$ because changing range of WACC rate and change of such sale projection are appropriated and there shall be an opportunity that WACC rate and sales projection shall be deviated during such range. After conducting sensitivity analysis by changing discount rate and sales projection as well as calculation of value of business based on shareholding ratio of TPCORP at $99.9998 \%$, value of business of PRC is between Baht 223.65-262.64 million.

Table of Sensitivity Analysis for Changes pursuant to Shareholding Ratio of TPCORP - 99.9998\%

|  | Effect on Change in Sales towards Value of Business <br> (Million Baht) |  |  |
| :---: | :---: | :---: | :---: |
| $\mathbf{K e}$ | $\mathbf{9 5 \%}$ | $\mathbf{1 0 0 \%}$ | $\mathbf{1 0 5 \%}$ |
| $\mathbf{4 . 9 7 \%}$ | 245.68 | 254.18 | 262.64 |
| $\mathbf{5 . 2 2 \%}$ | 234.13 | 242.05 | 249.93 |
| $\mathbf{5 . 4 7 \%}$ | 223.65 | 231.05 | 238.41 |

## Prestige Plus Company Limited - PPC

Most of the PPC's revenue comes from selling of finished goods to TPCORP and other customers, as well from hire of works. PPC's products comprise circular knit, powernet fabric, embroidery, tricot fabric and two-way fabric. Revenues from hire of works mainly come from manufacturing of circular knit and yarn dye and etc. In addition, other revenues of PPC also from supply of energy, i.e. steam, water and from water treatment. Details on revenue projection of PPC are as follows:
Opinions of the Independent Financial Advisor on Assets Disposition and Connect Transactions of TPCORP
Revenue Projection

| Details of Products | Unit | Estimation of Sales per Year |  |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 |
|  |  | 2015 | 2016 | 2017 | 2018 | 2019 | 2020 | 2021 | 2022 | 2023 | 2024 |
| CK | KG | 347,966.35 | 351,446.01 | 354,960.47 | 358,510.08 | 362,095.18 | 365,716.13 | 369,373.29 | 373,067.03 | 376,797.70 | 380,565.67 |
| PN(tu-pp) | Yard | 593,284.00 | 599,216.84 | 605,209.01 | 611,261.10 | 617,373.71 | 623,547.45 | 629,782.92 | 636,080.75 | 642,441.56 | 648,865.97 |
| TR(tu-pp) | Yard | 1,806,165.00 | 1,824,226.65 | 1,842,468.92 | 1,860,893.61 | 1,879,502.54 | 1,898,297.57 | 1,917,280.54 | 1,936,453.35 | 1,955,817.88 | 1,975,376.06 |
| TW(tu-pp | Yard | 27,626.00 | 27,902.26 | 28,181.28 | 28,463.10 | 28,747.73 | 29,035.20 | 29,325.56 | 29,618.81 | 29,915.00 | 30,214.15 |
| YD (Yarn Dye) | KG | 19,000.00 | 19,190.00 | 19,381.90 | 19,575.72 | 19,771.48 | 19,969.19 | 20,168.88 | 20,370.57 | 20,574.28 | 20,780.02 |
| Sales - TPCORP |  | 2,794,041.35 | 2,821,981.76 | 2,850,201.58 | 2,878,703.60 | 2,907,490.63 | 2,936,565.54 | 2,965,931.20 | 2,995,590.51 | 3,025,546.41 | 3,055,801.88 |
| PN (tu-tp3) | Yard | 42,451.00 | 42,875.51 | 43,304.27 | 43,737.31 | 44,174.68 | 44,616.43 | 45,062.59 | 45,513.22 | 45,968.35 | 46,428.03 |
| TR (tu-tp3) | Yard | 27,650.00 | 27,926.50 | 28,205.77 | 28,487.82 | 28,772.70 | 29,060.43 | 29,351.03 | 29,644.54 | 29,940.99 | 30,240.40 |
| TW (tu-tp3) | Yard | 9,626.00 | 9,722.26 | 9,819.48 | 9,917.68 | 10,016.85 | 10,117.02 | 10,218.19 | 10,320.37 | 10,423.58 | 10,527.81 |
| Sales - TPCORP - Key I Basis |  | 79,727.00 | 80,524.27 | 81,329.51 | 82,142.81 | 82,964.24 | 83,793.88 | 84,631.82 | 85,478.14 | 86,332.92 | 87,196.25 |
| CK | KG | 2,234.93 | 2,257.28 | 2,279.85 | 2,302.65 | 2,325.68 | 2,348.93 | 2,372.42 | 2,396.15 | 2,420.11 | 2,444.31 |
| PN | Yard | 1,483.36 | 1,498.20 | 1,513.18 | 1,528.31 | 1,543.59 | 1,559.03 | 1,574.62 | 1,590.37 | 1,606.27 | 1,622.33 |
| TR | Yard | 142,264.87 | 143,687.52 | 145,124.39 | 146,575.64 | 148,041.39 | 149,521.81 | 151,017.03 | 152,527.20 | 154,052.47 | 155,592.99 |
| TW | Yard | 706.88 | 713.95 | 721.09 | 728.30 | 735.58 | 742.94 | 750.36 | 757.87 | 765.45 | 773.10 |
| YD | KG | 7,592.09 | 7,668.01 | 7,744.69 | 7,822.14 | 7,900.36 | 7,979.36 | 8,059.16 | 8,139.75 | 8,221.15 | 8,303.36 |
| OT (FG) | KG | 53,729.65 | 54,266.95 | 54,809.62 | 55,357.71 | 55,911.29 | 56,470.40 | 57,035.11 | 57,605.46 | 58,181.51 | 58,763.33 |
| Sales - Direct Sales |  | 208,011.78 | 210,091.90 | 212,192.82 | 214,314.74 | 216,457.89 | 218,622.47 | 220,808.70 | 223,016.78 | 225,246.95 | 227,499.42 |


| Product Price TPCORP | Unit | Sales |  |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 |
|  |  | 2015 | 2016 | 2017 | 2018 | 2019 | 2020 | 2021 | 2022 | 2023 | 2024 |
| CK | Bath/KG | 451.73 | 465.28 | 479.24 | 493.61 | 508.42 | 523.67 | 539.38 | 555.56 | 572.23 | 589.40 |
| PN | Bath/Yard | 140.21 | 144.42 | 148.75 | 153.21 | 157.81 | 162.54 | 167.42 | 172.44 | 177.61 | 182.94 |
| TR | Bath/Yard | 12.60 | 12.97 | 13.36 | 13.76 | 14.18 | 14.60 | 15.04 | 15.49 | 15.96 | 16.44 |
| TW | Bath/Yard | 184.87 | 190.42 | 196.13 | 202.01 | 208.07 | 214.31 | 220.74 | 227.37 | 234.19 | 241.21 |
| YD | Bath/KG | 322.91 | 332.59 | 342.57 | 352.85 | 363.43 | 374.34 | 385.57 | 397.13 | 409.05 | 421.32 |


| Product Price TPCORP <br> Key-In Basis | Unit | Sales |  |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 |
|  |  | 20148 | 2016 | 2017 | 2018 | 2019 | 2020 | 2021 | 2022 | 2023 | 2024 |
| PN (tu-tp3) | Baht/Yard | 117.78 | 121.32 | 124.95 | 128.70 | 132.56 | 136.54 | 140.64 | 144.86 | 149.20 | 153.68 |
| TR (tu-tp3) | Bath/Yard | 65.10 | 67.05 | 69.06 | 71.14 | 73.27 | 75.47 | 77.73 | 80.06 | 82.47 | 84.94 |
| TW (tu-tp3) | Bath/Yard | 187.00 | 192.61 | 198.39 | 204.34 | 210.47 | 216.78 | 223.29 | 229.99 | 236.89 | 243.99 |


| Product Price Direct Sales | Unit | Sales |  |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 |
|  |  | 2015 | 2016 | 2017 | 2018 | 2019 | 2020 | 2021 | 2022 | 2023 | 2024 |
| CK | Bath/KG | 447.44 | 460.86 | 474.69 | 488.93 | 503.60 | 518.71 | 534.27 | 550.30 | 566.81 | 583.81 |
| PN | Bath/Yard | 134.83 | 138.87 | 143.04 | 147.33 | 151.75 | 156.30 | 160.99 | 165.82 | 170.80 | 175.92 |
| TR | Bath/Yard | 13.36 | 13.76 | 14.17 | 14.59 | 15.03 | 15.48 | 15.95 | 16.43 | 16.92 | 17.43 |
| TW | Bath/Yard | 141.47 | 145.71 | 150.08 | 154.59 | 159.22 | 164.00 | 168.92 | 173.99 | 179.21 | 184.58 |
| YD | Bath/KG | 263.43 | 271.34 | 279.48 | 287.86 | 296.50 | 305.39 | 314.55 | 323.99 | 333.71 | 343.72 |


| Product <br> Details - Hire <br> of Work | Unit | Projection of Sales per Year |  |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 |
|  |  | 2015 | 2016 | 2017 | 2018 | 2019 | 2020 | 2021 | 2022 | 2023 | 2024 |
| YD-G | KG | 19,195.00 | 19,386.95 | 19,580.82 | 19,776.63 | 19,974.39 | 20,174.14 | 20,375.88 | 20,579.64 | 20,785.43 | 20,993.29 |
| CK-G | KG | 25,412.00 | 25,666.12 | 25,922.78 | 26,182.01 | 26,443.83 | 26,708.27 | 26,975.35 | 27,245.10 | 27,517.55 | 27,792.73 |


| Price for Hire of Work | Unit | Projection of Selling Price |  |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 |
|  |  | 2015 | 2016 | 2017 | 2018 | 2019 | 2020 | 2021 | 2022 | 2023 | 2024 |
| YD-G | Bath/KG | 54.05 | 55.67 | 57.34 | 59.06 | 60.83 | 62.66 | 64.54 | 66.47 | 68.47 | 70.52 |
| CK-G | Bath/KG | 87.01 | 89.62 | 92.31 | 95.08 | 97.93 | 100.87 | 103.89 | 107.01 | 110.22 | 113.53 |


| Amount of energy supply | Unit | Projection of Sales per Year |  |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 |
|  |  | 2015 | 2016 | 2017 | 2018 | 2019 | 2020 | 2021 | 2022 | 2023 | 2024 |
| Steam | Ton | 9,340.55 | 9,340.55 | 9,340.55 | 9,340.55 | 9,340.55 | 9,340.55 | 9,340.55 | 9,340.55 | 9,340.55 | 9,340.55 |
| Water (water supply+soft) | Cubic | 107,146.25 | 107,146.25 | 107,146.25 | 107,146.25 | 107,146.25 | 107,146.25 | 107,146.25 | 107,146.25 | 107,146.25 | 107,146.25 |
| Water Treatment | Cubic | 86,083.89 | 86,083.89 | 86,083.89 | 86,083.89 | 86,083.89 | 86,083.89 | 86,083.89 | 86,083.89 | 86,083.89 | 86,083.89 |


| Price for water supply | Unit | Projection of Selling Price |  |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 |
|  |  | 2015 | 2016 | 2017 | 2018 | 2019 | 2020 | 2021 | 2022 | 2023 | 2024 |
| Steam | Bath/Ton | 861.86 | 861.86 | 861.86 | 861.86 | 861.86 | 861.86 | 861.86 | 861.86 | 861.86 | 861.86 |
| Water (water supply+soft) | Bath/Cubic | 18.13 | 18.13 | 18.13 | 18.13 | 18.13 | 18.13 | 18.13 | 18.13 | 18.13 | 18.13 |
| Water Treatment | Bath/Cubic | 23.50 | 23.50 | 23.50 | 23.50 | 23.50 | 23.50 | 23.50 | 23.50 | 23.50 | 23.50 |

Financial project of the company during 2015-2024 was based on assumption that revenue in 2015 was revenue actually received during Jan-Jun 2015, and projected revenue during Jul-Dec 2015 by referring to sales volume throughout 2015. Projection of growth was considered based on textile industrial trend in the future and from interview with the company's executives which was expected to slowdown in demand. Consequently, the Independent Financial Advisor projects average growth rate of sales for all types of product at $1 \%$ per year, while growth rate of selling price per unit of all types of product is projected at $3 \%$ per year. Such rates are the same as assumption on increase of sales and selling price of TPCORP in order to make them consistent throughout the group of companies since almost of revenues from sales of PPC comes from revenues from sales to TPCORP.

In addition, assumption on revenue project from steam, water (pipe water + soft water) and water treatment is for rendering business to TUC only. TUC shall use purchased steam and pipe water in dyeing and bleaching process. PPC shall also provide water treatment service to treat waste water from TUC's manufacturing process as well. Hence, the Independent Financial Advisor projects revenue from utilization volume of steam, water (pipe water and soft water) and water treatment at constant rate because during the past period, usage of steam, water (pipe water + soft water) and water treatment service was rather constantly. From information gathered from PPC's management with regards to projection on service rate, selling price has been determined pursuant to market price. However, cost for steam generation is rather high because prices of fuels used for such generation, i.e. wood bits and coconut shell are rather high. In addition cost of chemicals which are used as main raw materials for production of water (pipe water + soft water) as well as in water treatment system are also high. Moreover, its production volume is lower than volume studied during the initial stage of project, so average cost per unit is higher (no economy of scale). Due to above reasons, production cost is higher than revenue from service, therefore the Independent Financial Advisor projects volume, price and manufacturing costs at actual in order to make them reflect actual value.

## Project of Cost of Sales and Operating Expenses

Details on costs of raw materials during 2015-2024 are as follows:

| RM (Baht/Unit) - Sale TPC | Unit | \% Cost of raw material per <br> selling price |
| :---: | :---: | :---: |
| CK | KG | $\mathbf{6 6 . 0 0 \%}$ |
| PN | Yard | $57.00 \%$ |
| TR | Yard | $\mathbf{6 3 . 0 0 \%}$ |
| TW | Yard | $\mathbf{5 0 . 0 0 \%}$ |
| YD | KG | $50.00 \%$ |


| RM (Baht/Unit) - Direct Sales | Unit | \% Cost of raw material per <br> selling price |
| :---: | :---: | :---: |
| CK | KG | $\mathbf{9 0 . 0 0 \%}$ |
| PN | Yard | $\mathbf{9 0 . 0 0 \%}$ |
| TR | Yard | $\mathbf{9 0 . 0 0 \%}$ |
| TW | Yard | $\mathbf{9 0 . 0 0 \%}$ |
| YD(tส้นด้าย) | KG | $\mathbf{9 0 . 0 0 \%}$ |
| OT (FG) | KG | $\mathbf{9 0 . 0 0 \%}$ |


| RM (Baht/Unit) - Hire of Work | Unit | \% Cost of raw material per <br> selling price |
| :---: | :---: | :---: |
| YD-G | KG | $\mathbf{8 0 . 0 0 \%}$ |
| PN-G | Yard | $\mathbf{8 0 . 0 0 \%}$ |
| TR-G | Yard | $\mathbf{8 0 . 0 0 \%}$ |
| CK-G | KG | $\mathbf{8 0 . 0 0 \%}$ |


| RM (Baht/Unit) - Energy | Unit | \% Cost of raw material per <br> selling price |
| :---: | :---: | :---: |
| Steam | Ton | $124.62 \%$ |
| Water (Pipe water + Soft) | Cubic | $140.91 \%$ |
| Water treatment | Cubic | $128.21 \%$ |

Manufacturing expenses included chemicals prices, water supply \& electricity charge, packaging, research \& development and direct labor cost. Growth rate of these expenses were forecasted at $3 \%$ per year (pursuant to current inflation rate of Thailand with sourced information from The Bank of Thailand) of expenses expected to be incurred for each type in 2015. Projection of manufacturing expenses in 2015 was based on expenses actually occurred during January - June 2015, and forecasted expenses during July - December 2015 by referring to budget of the Company throughout 2015.
(Unit: Million Baht)

| Manufacturing Expenses | Expenses expected to be incurred in 2015 | Growth Rate/Year | Projection of Expenses (2016-2024) |
| :---: | :---: | :---: | :---: |
| Direct labor cost | 29.83 | 3\% | $30.73-38.93$ |
| Manufacturing expenses (Overhead) |  |  |  |
| Chemical prices | 28.71 | 3\% | $29.57-37.46$ |
| Electricity charges | 11.11 | 3\% | $11.45-14.50$ |
| Fuel costs | 17.29 | 3\% | $17.81-22.56$ |
| Factory rental fee | 5.06 | 3\% | $5.21-6.60$ |
| Other expenses | 31.79 | 3\% | $32.24-25.45$ |
| Total Manufacturing Expenses | 123.79 | 3\% | 127.01-145.50 |
| Cost of hire of work | 2.60 | Average $80 \%$ of sales | $2.70-3.71$ |

Operating expenses included transportation expenses, electricity and water supply charges in the office, computer maintenance fees, export expenses and etc. Growth rate of operating expenses were forecasted at $3 \%$ per year (pursuant to current inflation rate of Thailand with sourced information from The Bank of Thailand) of expenses expected to be incurred for each type in 2015. Projection of operating expenses in 2015 was based on expenses actually occurred during Jan-Jun 2015, and forecasted expenses during Jul-Dec 2015 by referring to operating and administrative expenses budget of the Company throughout 2015
(Unit: Million Baht)

| Operating Expenses | Expenses Expected to be Incurred in 2015 | Growth Rate/Year | Projection of Expenses (2016-2024) |
| :---: | :---: | :---: | :---: |
| Goods transportation expenses | 1.28 | Average at $0.41 \%$ of sales (based on actual expenses, backdated for 3 years) | 1.33-1.80 |
| Administrative expenses |  |  |  |
| Salary and welfare of the employees | 1.28 | 3\% | $1.39-1.76$ |
| Expenses relating to office equipment | 0.33 | 3\% | $0.34-0.43$ |
| Expenses relating to computer system | 0.24 | 3\% | 0.24-0.31 |
| Audit fee | 0.28 | 3\% | 0.29-0.37 |
| Other expenses | 1.41 | 3\% | $1.44-1.64$ |
| Total operating expenses | 4.82 |  | $3.70-4.51$ |

Financial Projection for the Year 2015-2024

## Revenue Projection (Million Baht)

| Estimation of Profit (Los) | Jan-Jun 2015 <br> (Actual) | $\begin{gathered} \text { Jul-Dec } \\ 2015 \\ \text { (Forecast) } \end{gathered}$ | 2015 Fr | 2016 Fr | 2017 Fr | 2018 Fr | 2019 Fr | 2020 Fr | 2021 Fr | 2022Fr | 2023 Fr | 2024 Fr |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Total operating revenues | 154.53 | 154.19 | 308.73 | 320.14 | 332.56 | 345.48 | 358.92 | 372.90 | 387.44 | 402.57 | 418.31 | 434.68 |
| Production cost | 165.72 | 158.80 | (324.51) | (335.69) | (346.80) | (353.96) | (360.09) | (373.14) | (386.67) | (400.70) | (415.25) | (430.43) |
| Gross profit margin | (11.18) | (4.60) | (15.78) | (15.55) | (14.24) | (8.48) | (1.17) | (0.24) | 0.78 | 1.88 | 3.06 | 4.26 |
| Other incomes | 1.26 | 1.26 | 2.51 | 2.51 | 2.51 | 2.51 | 2.51 | 2.51 | 2.51 | 2.51 | 2.51 | 2.51 |
| Profit before expenses | (9.93) | (3.35) | (13.27) | (13.03) | (11.73) | (5.97) | 1.34 | 2.27 | 3.29 | 4.39 | 5.58 | 6.77 |
| Expenses | (1.83) | (2.97) | (4.81) | (5.02) | (5.16) | (5.31) | (5.46) | (5.62) | (5.78) | (5.95) | (6.13) | (6.31) |
| Profit (Loss) before finance cost and tax | (11.76) | (6.32) | (18.08) | (18.06) | (16.89) | (11.27) | (4.12) | (3.34) | (2.49) | (1.56) | (0.55) | 0.46 |
| Finance cost | (0.28) |  | (0.28) | - | - | - | - | - | - | - | - | - |
| Profit (Loss) before income tax (EBT) | (12.04) | (6.32) | (18.36) | (18.06) | (16.89) | (11.27) | (4.12) | (3.34) | (2.49) | (1.56) | (0.55) | 0.46 |
| Corporate income tax |  |  | - | - | - | - | - | - | - | - | - | - |
| Net Profit (Loss) | (12.04) | (6.32) | (18.08) | (18.06) | (16.89) | (11.27) | (4.12) | (3.34) | (2.49) | (1.56) | (0.55) | 0.46 |

## Projection of Statement of Cash Flow (Million Baht)

From projection of statement of cash flow during July - December 2015-2024, value of cash flow from operating activities of PPC is between loss of Baht (4.58) million to gain of Baht 2.65 million and terminal value is at Baht 50.69 million in 2024. Projection of net cash flow to firm can be summarized as follows:
(Unit: Million Baht)

| Projection of Statement of Cash Flow | 2015 <br> (Jul- <br> Dec) | 2026 | 2017 | 2018 | 2019 | 2020 | 2021 | 2022 | 2023 | 2024 |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Cash flow from operating activities | (1.96) | (4.58) | (3.60) | (3.61) | (3.10) | (1.34) | (0.43) | 0.56 | 1.59 | 2.65 |
| Cash flow from investing activities | - | - | - | - | - | - | - | - | - | - |
| Cash flow from financing activities | - | - | - | - | - | - | - | - | - | - |
| Terminal Value | - | - | - | - | - | - | - | - | - | 50.69 |
| Net cash flow from operating activities | (1.96) | (4.58) | (3.60) | (3.61) | (3.10) | (1.34) | (0.43) | 0.56 | 1.59 | 53.34 |

Remark: During 2016, cash flow from operating activities is decreased to be equaled to Baht -4.58 million due to the increased usage of working capital. From 2017, cash flow is increasing continually and is in surplus from 2022 onwards because operating performance of PPC is constantly growing based on the increased sales of the group which is projected as $1.0 \%$ per year.

## - Assumption on Working Capital Projection

Based on financial projection assumption of PPC, average collection period is 25 days, inventory date is 40 days and average payment period is 55 days (based on average backdated values for 4 year from 2011-2014).

## - Assumption of Values of Business at Terminal Value

Details on calculation of value of business at terminal value are the same as those of TPCORP. However during 20152021, cash flow from operating activities is at minus value and it decreases continually. Cash flow begins to be at surplus value from 2022-2023 because operating performance of PPC is constantly growing based on the increased sales of the group which is projected as $1.0 \%$ per year. Consequently, cash flow in 2023, which is the last year, equals to Baht 2.65 million. Such cash flow amount is then used for calculation of terminal value which equals to Baht 50.69 million, based on assumption of going concern basis.

## - Discount Rate

Discount rate used for calculation of net present value of cash flow comes from calculation of weighted average cost of capital (WACC). Amount and details on WACC calculation is the same as WACC used for valuation of businesses of TPCORP, which equals to $5.22 \%$.

Based on the above information and assumption, present value of cash flow before financing activities and value of businesses of PPC by means of Discounted Cash Flow Approach can be calculated as follows:

|  | Value (Million Baht) |
| :--- | ---: |
| Discount rate of present value (WACC) | $5.22 \%$ |
| Present value of total cash flow as of June 30, 2015 | $(13.09)$ |
| PV of Terminal Value | 31.26 |
| Cash and temporary investment as of June 30, 2015 | 0.52 |
| Present Value of Free Cash Flow | 18.69 |
| Shareholding ratio of TPCORP | $99.9998 \%$ |
| Present of Free Cash Flow - pursuant to Shareholding Ratio of TPCORP | 18.69 |

In addition, the Independent Financial Advisor also conducted sensitivity analysis on value of businesses by increasing and decreasing discount rate or WACC at approximately $0.25 \%$ which is in the range of $4.97 \%$ to $5.47 \%$ and estimation of sales in case it cannot achieve as per estimation, of which sales is at $95 \%-105 \%$ because changing range of WACC rate and change of such sale projection are appropriated and there shall be an opportunity that WACC rate and sales projection shall be deviated during such range. Value of business of PPC after sensitivity analysis by adjustment of discount rate and sales estimation as well as calculation of value of businesses from shareholding ratio of TPCORP at $99.9998 \%$, is between Baht minus (56.36) million to 103.51 million.

When taking into consideration value of business of PPC based on sensitivity analysis towards a change in sales, the increased sales shall decrease value of business of PPC. The reasons are that the increased sales means the increased of inventory and trade account payables in relation to the increased sales, hence more cash flow has been used. Such cash flow used shall be higher than cash flow received from the increased operating profit because net profit margin of PPC throughout the projection period is rather low, that is between -5.86 to $0.11 \%$.

## Table on Sensitivity Analysis pursuant to Shareholding Ratio of TPCORP - 99.9998\%

|  | Effect of Change in Sales towards Value of Business (Million Baht) |  |  |
| :---: | :---: | :---: | :---: |
| $\mathbf{K e}$ | $\mathbf{9 5 \%}$ | $\mathbf{1 0 0 \%}$ | $\mathbf{1 0 5 \%}$ |
| $\mathbf{4 . 9 7 \%}$ | 103.51 | 20.97 | $(56.36)$ |
| $\mathbf{5 . 2 2 \%}$ | 97.04 | 18.69 | $(54.94)$ |
| $\mathbf{5 . 4 7 \%}$ | 91.20 | 16.63 | $(53.63)$ |

## T.U.C. Elastic Company Limited - TUC

Most of the TUC's revenue comes from selling of finished goods to TPCORP and other customers, as well from hire of works. TUC's products comprise circular knit, powernet fabric, embroidery, tricot fabric and two-way fabric. Details on revenue projection of TUC are as follows:
Opinions of the Independent Financial Advisor on Assets Disposition and Connect Transactions of TPCORP

| Assumptions | Units | Actual | Projection |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 |
|  |  | 2015 | 2016 | 2017 | 2018 | 2019 | 2020 | 2021 | 2022 | 2023 | 2024 |
| 1. Amount of Sales |  |  |  |  |  |  |  |  |  |  |  |
| Amount of Sales - TPC |  |  |  |  |  |  |  |  |  |  |  |
| ET | Metre | 54,425,500.00 | 54,969,755.00 | 55,519,452.55 | 56,074,647.08 | 56,635,393.55 | 57,201,747.48 | 57,773,764.96 | 58,351,502.61 | 58,935,017.63 | 59,524,367.81 |
| TC | Metre | 3,666,897.00 | 3,703,565.97 | 3,740,601.63 | 3,778,007.65 | 3,815,787.72 | 3,853,945.60 | 3,892,485.06 | 3,931,409.91 | 3,970,724.01 | 4,010,431.25 |
| cv | kg | 8,358.00 | 8,441.58 | 8,526.00 | 8,611.26 | 8,697.37 | 8,784.34 | 8,872.19 | 8,960.91 | 9,050.52 | 9,141.02 |
| PN (tu-tp3) | Yard | 772,324.00 | 780,047.24 | 787,847.71 | 795,726.19 | 803,683.45 | 811,720.29 | 819,837.49 | 828,035.86 | 836,316.22 | 844,679.38 |
| PN (tu-pp) | Yard | 535,815.00 | 541,173.15 | 546,584.88 | 552,050.73 | 557,571.24 | 563,146.95 | 568,778.42 | 574,466.20 | 580,210.87 | 586,012.97 |
| TR (tu-tp 3 ) | Yard | 359,183.00 | 362,774.83 | 366,402.58 | 370,066.60 | 373,767.27 | 377,504.94 | 381,279.99 | 385,092.79 | 388,943.72 | 392,833.16 |
| TR (tu-pp) | Yard | 1,778,516.00 | 1,796,301.16 | 1,814,264.17 | 1,832,406.81 | 1,850,730.88 | 1,869,238.19 | 1,887,930.57 | 1,906,809.88 | 1,925,877.98 | 1,945,136.76 |
| TW (tu-tp3) | Yard | 384,367.00 | 388,210.67 | 392,092.78 | 396,013.70 | 399,973.84 | 403,973.58 | 408,013.32 | 412,093.45 | 416,214.38 | 420,376.53 |
| TW (tu-pp) | Yard | 18,000.00 | 18,180.00 | 18,361.80 | 18,545.42 | 18,730.87 | 18,918.18 | 19,107.36 | 19,298.44 | 19,491.42 | 19,686.33 |
| CK (tu-tp3) | kg | 10,801.03 | 10,909.04 | 11,018.13 | 11,128.31 | 11,239.59 | 11,351.99 | 11,465.51 | 11,580.16 | 11,695.96 | 11,812.92 |
| CK (tu-pp) | kg | 347,966.35 | 351,446.01 | 354,960.47 | 358,510.08 | 362,095.18 | 365,716.13 | 369,373.29 | 373,067.03 | 376,797.70 | 380,565.67 |
| WP | kg | 253,978.45 | 256,518.23 | 259,083.42 | 261,674.25 | 264,290.99 | 266,933.90 | 269,603.24 | 272,299.27 | 275,022.27 | 277,772.49 |
| Amount - Transfer TPC |  |  |  |  |  |  |  |  |  |  |  |
| PN (tu-tp3) | Yard | - | - | - | - | - | - | - | - | - | - |
| TR (tu-tp 3 ) | Yard | 1,387,860.26 | 1,401,738.87 | 1,415,756.25 | 1,429,913.82 | 1,444, 212.95 | 1,458,655.08 | 1,473,241.63 | 1,487,974.05 | 1,502,853.79 | 1,517,882.33 |
| TW (tu-tp3) | Yard | - | - | - | - | - | - | - | - | - | - |
| CK (tu-tp3) | kg | 3,374.77 | 3,408.52 | 3,442.61 | 3,477.03 | 3,511.80 | 3,546.92 | 3,582.39 | 3,618.21 | 3,654.40 | 3,690.94 |
| Amount of sales - Direct sales |  |  |  |  |  |  |  |  |  |  |  |
| ET | Metre | 312,523.87 | 315,649.11 | 318,805.60 | 321,993.65 | 325,213.59 | 328,465.72 | 331,750.38 | 335,067.89 | 338,418.56 | 341,802.75 |
| TC | Metre | - | - | - | - | - | - | - | - | - | - |
| cv | kg | 6,927.92 | 6,997.20 | 7,067.17 | 7,137.85 | 7,209.22 | 7,281.32 | 7,354.13 | 7,427.67 | 7,501.95 | 7,576.97 |
| PN | Yard | - | - | - | - | - | - | - | - | - | - |
| TR | Yard | - | - | - | - | - | - | - | - | - | - |
| TW | Yard | - | - | - | - | - | - | - | - | - | - |
| CK | kg | - | - | - | - | - | - | - | - | - | - |
| wp | KG | - | - | - | - | - | - | - | - | - | - |
| OT(FG) | KG | 22,651.55 | 22,878.06 | 23,106.84 | 23,337.91 | 23,571.29 | 23,807.00 | 24,045.07 | 24,285.52 | 24,528.38 | 24,773.66 |

Opinions of the Independent Financial Advisor on Assets Disposition and Connect Transactions of TPCORP

| Assumptions | Units | Actual | Projection |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 |
|  |  | 2015 | 2016 | 2017 | 2018 | 2019 | 2020 | 2021 | 2022 | 2023 | 2024 |
| 2. Selling Price |  |  |  |  |  |  |  |  |  |  |  |
| Selling price per unit - TPC | Growth Rate |  |  |  |  |  |  |  |  |  |  |
| ET | 3\% | 1.71 | 1.76 | 1.81 | 1.87 | 1.92 | 1.98 | 2.04 | 2.10 | 2.17 | 2.23 |
| TC |  | 2.75 | 2.84 | 2.92 | 3.01 | 3.10 | 3.19 | 3.29 | 3.39 | 3.49 | 3.59 |
| cv |  | 166.72 | 171.72 | 176.88 | 182.18 | 187.65 | 193.28 | 199.07 | 205.05 | 211.20 | 217.53 |
| PN (tu-tp3) |  | 121.33 | 124.97 | 128.71 | 132.58 | 136.55 | 140.65 | 144.87 | 149.22 | 153.69 | 158.30 |
| PN (tu-pp) |  | 84.63 | 87.17 | 89.79 | 92.48 | 95.25 | 98.11 | 101.05 | 104.09 | 107.21 | 110.43 |
| TR (tu-tp3) |  | 44.27 | 45.60 | 46.96 | 48.37 | 49.82 | 51.32 | 52.86 | 54.44 | 56.08 | 57.76 |
| TR (tu-pp) |  | 8.13 | 8.37 | 8.62 | 8.88 | 9.15 | 9.42 | 9.71 | 10.00 | 10.30 | 10.61 |
| TW (tu-tp3) |  | 127.16 | 130.97 | 134.90 | 138.95 | 143.12 | 147.41 | 151.84 | 156.39 | 161.08 | 165.91 |
| TW (tu-pp) |  | 91.87 | 94.62 | 97.46 | 100.38 | 103.39 | 106.50 | 109.69 | 112.98 | 116.37 | 119.86 |
| CK (tu-tp3) |  | 245.56 | 252.93 | 260.51 | 268.33 | 276.38 | 284.67 | 293.21 | 302.01 | 311.07 | 320.40 |
| CK (tu-pp) |  | 298.14 | 307.08 | 316.30 | 325.78 | 335.56 | 345.62 | 355.99 | 366.67 | 377.67 | 389.00 |
| WP |  | 36.22 | 37.31 | 38.43 | 39.58 | 40.77 | 41.99 | 43.25 | 44.55 | 45.89 | 47.26 |
| Price per unit - Transfer TPC |  |  |  |  |  |  |  |  |  |  |  |
| PN (tu-tp3) |  | 109.48 | 112.76 | 116.14 | 119.63 | 123.22 | 126.91 | 130.72 | 134.64 | 138.68 | 142.84 |
| TR (tu-tp3) |  | 14.72 | 15.16 | 15.61 | 16.08 | 16.56 | 17.06 | 17.57 | 18.10 | 18.64 | 19.20 |
| TW (tu-tp3) |  | 102.28 | 105.35 | 108.51 | 111.76 | 115.12 | 118.57 | 122.13 | 125.79 | 129.57 | 133.45 |
| CK (tu-tp3) |  | 277.73 | 286.06 | 294.64 | 303.48 | 312.58 | 321.96 | 331.62 | 341.57 | 351.82 | 362.37 |
| Selling price per unit - Direct sales |  |  |  |  |  |  |  |  |  |  |  |
| ET |  | 3.20 | 3.30 | 3.39 | 3.50 | 3.60 | 3.71 | 3.82 | 3.94 | 4.05 | 4.17 |
| TC |  | 2.78 | 2.86 | 2.94 | 3.03 | 3.12 | 3.22 | 3.31 | 3.41 | 3.52 | 3.62 |
| cv |  | 216.52 | 223.01 | 229.70 | 236.59 | 243.69 | 251.00 | 258.53 | 266.29 | 274.27 | 282.50 |
| PN |  | 109.48 | 112.76 | 116.14 | 119.63 | 123.22 | 126.91 | 130.72 | 134.64 | 138.68 | 142.84 |
| TR |  | 14.72 | 15.16 | 15.61 | 16.08 | 16.56 | 17.06 | 17.57 | 18.10 | 18.64 | 19.20 |
| Tw |  | 102.28 | 105.35 | 108.51 | 111.76 | 115.12 | 118.57 | 122.13 | 125.79 | 129.57 | 133.45 |
| CK |  | 277.73 | 286.06 | 294.64 | 303.48 | 312.58 | 321.96 | 331.62 | 341.57 | 351.82 | 362.37 |
| WP |  | 215.94 | 222.42 | 229.09 | 235.96 | 243.04 | 250.33 | 257.84 | 265.58 | 273.54 | 281.75 |
| OT(FG) |  | 88.29 | 90.94 | 93.67 | 96.48 | 99.38 | 102.36 | 105.43 | 108.59 | 111.85 | 115.20 |

Finnex Advisory Company Limited
Opinions of the Independent Financial Advisor on Assets Disposition and Connect Transactions of TPCORP

| Financial project of the company during 2015-2024 was based on assumption that revenue in 2015 was revenue actually received during Jan-Jun 2015 and projected revenue |  |  |  |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| during Jul-Dec 2015 by referring to sales volume throughout 2015. Projection of growth was considered based on textile industrial trend in the future and |  |  |  |  |  |  |  |  |  |  |  |
| company's executives which was expected to slowdown in demand. Consequently, the Independent Financial Advisor projects average growth rate of sales for |  |  |  |  |  |  |  |  |  |  |  |
| $1 \%$ per year, while growth rate of selling price per unit of all types of product is projected at $3 \%$ per year. Such rates are the same as assumption on increase of |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |
| Assumptions | Units | Actual | Projection |  |  |  |  |  |  |  |  |
|  |  | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 |
|  |  | 2015 | 2016 | 2017 | 2018 | 2019 | 2020 | 2021 | 2022 | 2023 | 2024 |
| 3. Amount of Hire of Work |  |  |  |  |  |  |  |  |  |  |  |
| Amount of hire of work - TPC | Growth R |  |  |  |  |  |  |  |  |  |  |
| ET | 1\% | 604.00 | 610.04 | 616.14 | 622.30 | 628.52 | 634.81 | 641.16 | 647.57 | 654.05 | 660.59 |
| TC |  | - | - | - | - | - | - | - | - | - | - |
| CV |  | 25,983.29 | 26,243.13 | 26,505.56 | 26,770.61 | 27,038.32 | 27,308.70 | 27,581.79 | 27,857.61 | 28,136.18 | 28,417.54 |
| WP |  | - | - | - | - | - | - | - | - | - | - |
| Assumptions | Units | Actual | Projection |  |  |  |  |  |  |  |  |
|  |  | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 |
|  |  | 2015 | 2016 | 2017 | 2018 | 2019 | 2020 | 2021 | 2022 | 2023 | 2024 |
| 4. Price for Hire of Work |  |  |  |  |  |  |  |  |  |  |  |
| Price for hire of work per unit | Growth R |  |  |  |  |  |  |  |  |  |  |
| ET | 3\% | 14.54 | 14.98 | 15.43 | 15.89 | 16.37 | 16.86 | 17.36 | 17.89 | 18.42 | 18.98 |
| TC |  | 3.72 | 3.83 | 3.94 | 4.06 | 4.18 | 4.31 | 4.44 | 4.57 | 4.71 | 4.85 |
| CV |  | 116.40 | 119.89 | 123.49 | 127.19 | 131.01 | 134.94 | 138.99 | 143.16 | 147.45 | 151.88 |
| WP |  | 53.88 | 55.50 | 57.17 | 58.88 | 60.65 | 62.47 | 64.34 | 66.27 | 68.26 | 70.31 |

Finnex Advisory Company Limited
Opinions of the Independent Financial Advisor on Assets Disposition and Connect Transactions of TPCORP
Projection of hire of work of the company during 2015-2024 was based on assumption that sales in 2015 came from actual revenue during Jan-Jun 2015 and revenue projection during July-Dec 2015. Projection on growth of sales for all types of products is based on the rate of $1 \%$ per year pursuant to conservative principle and growth rate of selling prices per unit for all types of products is at 3 percent per year (estimated based on present inflation rate of Thailand by referring to information of the Bank of Thailand), respectively.
Opinions of the Independent Financial Advisor on Assets Disposition and Connect Transactions of TPCORP

Opinions of the Independent Financial Advisor on Assets Disposition and Connect Transactions of TPCORP

| Expenses on raw materials | Unit | \% Raw Material Cost per Selling Prices (2015-2024) |
| :---: | :---: | :---: |
| CV | KG | 90.00\% |
| PN | Yard | 90.00\% |
| TR | Yard | 90.00\% |
| TW | Yard | 90.00\% |
| CK | KG | 90.00\% |
| WP | KG | 90.00\% |
| OT (FG) | KG | 90.00\% |
| RM (Baht/Unit) - Hire of Work | Unit | \% Raw Material Cost per Selling Prices (2015-2024) |
| ET | Metre | 65.00\% |
| TC | Metre | 65.00\% |
| CV | KG | 65.00\% |
| WP | KG | 70.00\% |

## Projection on Cost of Sales and Operating Expenses

Manufacturing expenses included electricity charge, factory rental fee, steam production cost and etc. and direct labor cost. Growth rate of these expenses were forecasted at $3 \%$ per year (pursuant to current inflation rate of Thailand with sourced information from The Bank of Thailand) of expenses expected to be incurred for each type in 2015. Projection of manufacturing expenses in 2015 was based on expenses actually occurred during Jan-Jun 2015, and forecasted expenses during Jul-Dec 2015 by referring to budget of the company throughout 2015
(Unit: Million Baht)

| Manufacturing Expenses | Expenses expected to be incurred in <br> 2015 | Growth rate/year | Projection of Expenses |
| :--- | :---: | :---: | :---: |
| (2016-2024) |  |  |  |

Operating expenses included electricity charges in the office, miscellaneous expenses, auditing fee and other expenses. Growth rate of operating expenses was projected at $3 \%$ per year (pursuant to current inflation rate of Thailand with sourced information from The Bank of Thailand) of expenses expected to be incurred for each type in 2015. Projection of operating expenses in 2015 was based on expenses actually occurred during Jan-Jun 2015, and forecasted expenses during Jul-Dec 2015 by referring to operating and administrative expenses budget of the Company throughout 2015.
(Unit: Million Baht)

| Operating Expenses | Expenses expected to be incurred in 2015 | Growth rate/year | Projection of Expenses (2016-2024) |
| :---: | :---: | :---: | :---: |
| Goods transportation expenses | 2.33 | Average at $0.55 \%$ of sales (based on actual expenses, backdated for 3 years) | 2.68-3.68 |
| Administrative expenses |  |  |  |
| Salary and welfare of the employees | 4.00 | 3\% | $5.10-5.28$ |
| Electricity charges in the office | 0.30 | 3\% | $0.31-0.39$ |
| Miscellaneous expenses | 0.42 | 3\% | $0.43-0.55$ |
| Auditing fee | 0.28 | 3\% | 0.29-0.52 |
| Other expenses | 2.66 | 3\% | 4.98-4.51 |
| Total Operating Expenses | 9.99 |  | 13.80-14.90 |

Projection of Statement of Income for 2015-2024 (Million Baht)

| Estimation of Profit (Loss) | Jul-Dec 2015 | $\mathbf{2 0 1 6}$ | $\mathbf{2 0 1 7}$ | $\mathbf{2 0 1 8}$ | $\mathbf{2 0 1 9}$ | $\mathbf{2 0 2 0}$ | $\mathbf{2 0 2 1}$ | $\mathbf{2 0 2 2}$ | $\mathbf{2 0 2 3}$ | $\mathbf{2 0 2 4}$ |
| :---: | ---: | ---: | ---: | ---: | ---: | ---: | ---: | ---: | ---: | ---: |
| Total operating revenues | 226.86 | 487.89 | 507.55 | 528.00 | 549.28 | 571.42 | 594.45 | 618.40 | 643.32 | 669.25 |
| Production cost | 251.95 | 507.71 | 523.25 | 529.16 | 538.89 | 558.67 | 579.20 | 599.67 | 619.21 | 642.15 |
| Gross profit margin | $(25.08)$ | $(19.82)$ | $(15.70)$ | $(1.15)$ | 10.40 | 12.75 | 15.24 | 18.74 | 24.12 | 27.10 |
| Other incomes | 5.38 | 7.59 | 7.67 | 7.74 | 7.82 | 7.90 | 7.98 | 8.06 | 8.14 | 8.22 |
| Profit before expenses | $(19.71)$ | $(12.23)$ | $(8.04)$ | 6.59 | 18.22 | 20.64 | 23.22 | 26.79 | 32.25 | 35.32 |
| Expenses | 3.28 | 13.80 | 14.09 | 14.23 | 14.00 | 14.17 | 14.34 | 14.52 | 14.71 | 14.90 |
| Profit (Loss) before finance cost and tax | $(22.99)$ | $(26.04)$ | $(22.13)$ | $(7.64)$ | 4.22 | 6.48 | 8.88 | 12.27 | 17.54 | 20.42 |
| Finance cost | - | - | - | - | - | - | - | - | - | - |
| Profit (Loss) before income tax (EBT) | $(22.99)$ | $(26.04)$ | $(22.13)$ | $(7.64)$ | 4.22 | 6.48 | 8.88 | 12.27 | 17.54 | 20.42 |
| Corporate income tax | - | - | - | - | - | - | - | - | 2.97 | 6.13 |
| Net Profit (Loss) | $\mathbf{( 2 2 . 9 9 )}$ | $\mathbf{( 2 6 . 0 4 )}$ | $\mathbf{( 2 2 . 1 3 )}$ | $\mathbf{( 7 . 6 4 )}$ | $\mathbf{4 . 2 2}$ | $\mathbf{6 . 4 8}$ | $\mathbf{8 . 8 8}$ | $\mathbf{1 2 . 2 7}$ | $\mathbf{1 4 . 5 7}$ | $\mathbf{1 4 . 2 9}$ |

## Projection of Statement of Cash Flow (Million Baht)

Based on projection of cash flow during July - December 2015-2024, TUC's cash flow from operating activities was in the ranges of Baht (2.87) - 15.11 million with terminal value at Baht 189.60 million in 2024. Projection of total net cash flow to firm can be summarized as follows:

| Projection of Statement of Cash Flow | $\mathbf{2 0 1 5}$ |  |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| (Jul-Dec) | $\mathbf{2 0 1 6}$ | $\mathbf{2 0 1 7}$ | $\mathbf{2 0 1 8}$ | $\mathbf{2 0 1 9}$ | $\mathbf{2 0 2 0}$ | $\mathbf{2 0 2 1}$ | $\mathbf{2 0 2 2}$ | $\mathbf{2 0 2 3}$ | $\mathbf{2 0 2 4}$ |  |
| Cash flow from operating activities | 15.11 | $(2.87)$ | $(0.54)$ | 3.87 | 5.44 | 6.88 | 8.64 | 11.05 | 10.26 | 9.90 |
| Cash flow from investing activities | - | - | - | - | - | - | - | - | - | - |
| Cash flow from financing activities | - | - | - | - | - | - | - | - | - |  |
| Terminal Value | - | - | - | - | - | - | - | - | - | 189.60 |
| Total Net Cash Flow to Firm | 15.11 | $(2.87)$ | $(0.54)$ | 3.87 | 5.44 | 6.88 | 8.64 | 11.05 | 10.26 | 199.50 |

Remark: During July-December 2015, cash flow from operating activities is increased to be equaled to Baht 15.11 million due to the decreased usage of working capital but in 2016, cash flow is decreased due to the increased usage of working capital. Nonetheless, during 2017-2023, cash flow is increased because operating performance of TUC is constantly growing based on the increased sales of the group which is projected as $1.0 \%$ per year.

## - Assumption on Working Capital Projection

Based on financial projection assumption of TUC, average collection period is 60 days, inventory date is 90 days and average payment period is 50 days (based on average backdated values for 4 year from 2011-2014).

## - Assumption of Values of Business at Terminal Value

Details on calculation of value of business at terminal value are the same as those of TPCORP.

- Discount Rate

Discount rate used for calculation of net present value of cash flow comes from calculation of weighted average cost of capital (WACC). Amount and details on WACC calculation is the same as WACC used for valuation of businesses of TPCORP, which equals to $5.22 \%$.

Based on the above information and assumption, present value of cash flow before financing activities and value of businesses of TUC by means of Discounted Cash Flow Approach can be calculated as follows:

|  | Value (Million Baht) |
| :--- | ---: |
| Discount rate of present value (WACC) | $5.22 \%$ |
| Present value of total cash flow as of June 30, 2015 | 50.86 |
| PV of Terminal Value | 116.90 |
| Cash and temporary investment as of June 30, 2015 | 1.16 |
| Present of Free Cash Flow | 168.93 |
| Shareholding Ratio of TPCORP | $52.2375 \%$ |
| Present Value of Free Cash Flow - pursuant to Shareholding Ratio of TPCORP | 88.24 |

In addition, the Independent Financial Advisor also conducted sensitivity analysis on value of businesses by increasing and decreasing discount rate or WACC at approximately $0.25 \%$ which is in the range of $4.97 \%$ to $5.47 \%$ and estimation of sales in case it cannot achieve as per estimation, of which sales is at $95 \%-105 \%$ because changing range of WACC rate and change of such sale projection are appropriated and there shall be an opportunity that WACC rate and sales projection shall be deviated during such range. Value of business of TUC after sensitivity analysis by adjustment of discount rate and sales estimation as well as calculation of value of businesses from shareholding ratio of TPCORP at $52.2375 \%$, is between Baht $81.73-94.77$ million.

When taking into consideration value of business of TUC-based on sensitivity analysis towards a change in sales, the increased sales shall decrease value of business of TUC. The reasons are that the increased sales means the increased of inventory and trade account payables in relation to the increased sales, hence more cash flow has been used. Such cash flow used shall be higher than cash flow received from the increased operating profit because net profit margin of TUC throughout the projection period is rather low, that is between -5.34 to $2.27 \%$.

Table of Sensitivity Analysis pursuant to Change in accordance with Shareholding Ratio of TPCORP - 52.24\%

|  |  |  |  |
| :---: | :---: | ---: | ---: |
|  |  |  |  |
| $\mathbf{K e}$ | $\mathbf{9 5 \%}$ |  | $\mathbf{1 0 0 \%}$ |
| $\mathbf{4 . 9 7 \%}$ | 94.77 |  | $\mathbf{1 0 5 \%}$ |
| $\mathbf{5 . 2 2 \%}$ | 90.12 | 93.12 |  |
| $\mathbf{5 . 4 7 \%}$ | 85.89 | 88.24 | 91.46 |
|  |  | 83.82 | 86.36 |

## Value Added Textile Company Limited - VAT

Most of VAT's revenue comes from selling of finished products to TPCORP and other customers as well as hire for work. VAT's products include Multihead (MH) and Printing (PR). Details on revenue projection of VAT are as follows:
Opinions of the Independent Financial Advisor on Assets Disposition and Connect Transactions of TPCORP

| Revenue Projection |  |  |  |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Assumptions | Units |  | Projections |  |  |  |  |  |  |  |  |
|  |  | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 |
|  |  | 2015 | 2016 | 2017 | 2018 | 2019 | 2020 | 2021 | 2022 | 2023 | 2024 |
| Revenues from Sales |  |  |  |  |  |  |  |  |  |  |  |
| Selling amount -TPC |  | 4,429,720.00 | 4,474,017.20 | 4,518,757.37 | 4,563,944.95 | 4,609,584.40 | 4,655,680.24 | 4,702,237.04 | 4,749,259.41 | 4,796,752.01 | 4,844,719.53 |
| MH-Sales | Pieces | 3,611,538.00 | 3,647,653.38 | 3,684,129.91 | 3,720,971.21 | 3,758,180.93 | 3,795,762.73 | 3,833,720.36 | 3,872,057.57 | 3,910,778.14 | 3,949,885.92 |
| PR - Sales | Pieces | 818,182.00 | 826,363.82 | 834,627.46 | 842,973.73 | 851,403.47 | 859,917.50 | 868,516.68 | 877,201.85 | 885,973.87 | 894,833.60 |
| Selling amount - Direct sales |  | 9,779,170.13 | 9,876,961.83 | 9,975,731.45 | 10,075,488.77 | 10,176,243.65 | 10,278,006.09 | 10,380,786.15 | 10,484,594.01 | 10,589,439.95 | 10,695,334.35 |
| MH-Sales | Pieces | 688,259.02 | 695,141.61 | 702,093.03 | 709,113.96 | 716,205.10 | 723,367.15 | 730,600.82 | 737,906.83 | 745,285.90 | 752,738.76 |
|  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
| MH - Selling price to TPC | Bath / Pieces | 2.47 | 2.54 | 2.62 | 2.70 | 2.78 | 2.86 | 2.95 | 3.04 | 3.13 | 3.22 |
| PR -Selling price to TPC | Baht / Pieces | 1.04 | 1.08 | 1.11 | 1.14 | 1.18 | 1.21 | 1.25 | 1.29 | 1.32 | 1.36 |
| MH - Direct selling price | Baht / Pieces | 2.47 | 2.54 | 2.62 | 2.70 | 2.78 | 2.86 | 2.95 | 3.04 | 3.13 | 3.22 |
| PR - Direct selling price | Baht / Pieces | 1.04 | 1.08 | 1.11 | 1.14 | 1.18 | 1.21 | 1.25 | 1.29 | 1.32 | 1.36 |
| Revenues for Hire of Work |  |  |  |  |  |  |  |  |  |  |  |
| Amount of Hire of Work - TPC |  | 1,349,095.00 | 1,362,585.95 | 1,376,211.81 | 1,389,973.93 | 1,403,873.67 | 1,417,912.40 | 1,432,091.53 | 1,446,412.44 | 1,460,876.57 | 1,475,485.33 |
| MH - H/W | Pieces | 997,126.00 | 1,007,097.26 | 1,017,168.23 | 1,027,339.91 | 1,037,613.31 | 1,047,989.45 | 1,058,469.34 | 1,069,054.04 | 1,079,744.58 | 1,090,542.02 |
| PR - H/W | Pieces | 351,969.00 | 355,488.69 | 359,043.58 | 362,634.01 | 366,260.35 | 369,922.96 | 373,622.19 | 377,358.41 | 381,131.99 | 384,943.31 |
| Amount of Hire of Work - Direct Sales |  | 141,047.78 | 142,458.26 | 143,882.84 | 145,321.67 | 146,774.88 | 148,242.63 | 149,725.06 | 151,222.31 | 152,734.53 | 154,261.88 |
| MH - H/W | Pieces | 70,732.65 | 71,439.97 | 72,154.37 | 72,875.92 | 73,604.67 | 74,340.72 | 75,084.13 | 75,834.97 | 76,593.32 | 77,359.25 |
| PR - H/W | Pieces | 70,315.13 | 71,018.28 | 71,728.47 | 72,445.75 | 73,170.21 | 73,901.91 | 74,640.93 | 75,387.34 | 76,141.21 | 76,902.62 |
| MH - Price of hire of work for TPC | Baht / Pieces | 5.66 | 5.82 | 6.00 | 6.18 | 6.36 | 6.56 | 6.75 | 6.96 | 7.16 | 7.38 |
| PR - Price of hire of work for TPC | Baht / Pieces | 9.24 | 9.52 | 9.81 | 10.10 | 10.40 | 10.72 | 11.04 | 11.37 | 11.71 | 12.06 |
| MH - Direct price of hire of work | Baht / Pieces | 5.66 | 5.82 | 6.00 | 6.18 | 6.36 | 6.56 | 6.75 | 6.96 | 7.16 | 7.38 |
| PR - Direct price of hire of work | Baht / Pieces | 9.24 | 9.52 | 9.81 | 10.10 | 10.40 | 10.72 | 11.04 | 11.37 | 11.71 | 12.06 |

Financial project of the company during 2015-2024 was based on assumption that revenue in 2015 was revenue actually received during Jan-Jun 2015, and projected revenue during Jul-Dec 2015 by referring to sales volume throughout 2015. Projection of growth was considered based on textile industrial trend in the future and from interview with the company's executives which was expected to slowdown in demand. Consequently, the Independent Financial Advisor projects average growth rate of sales for all types of product at $1 \%$ per year, while growth rate of selling price per unit of all types of product is projected at $3 \%$ per year. Such rates are the same as assumption on increase of sales and selling price of TPCORP in order to make them consistent throughout the group of companies since almost of revenues from sales of VAT comes from revenues from sales to TPCORP.

## Projection on Coast of Sales and Operating Expenses

Details on raw material cost during 2015-2024 are as follows:

| Raw Material Expenses | Unit | \% Raw Material Cost per Selling Prices (2015-2024) |
| :---: | :---: | :---: |
| Manufacturing Cost per Unit - Sales TPC |  |  |
| MH - Sales | Pieces | 25.00\% |
| PR - Sales | Pieces | 45.00\% |
| Manufacturing Cost per Unit - Direct Sales |  |  |
| MH - Sales | Pieces | 25.00\% |
| PR - Sales | Pieces | 45.00\% |


| Raw Material Expenses | Unit | \% Raw Material Cost per Selling Prices <br> (2015-2024) |
| :---: | :---: | :---: |
| Manufacturing Cost per Unit - Sales TPC |  |  |
| MH - Sales | Pieces | 20.00\% |
| PR-Sales | Pieces | 20.00\% |
| Manufacturing Cost per Unit - Direct Sales |  |  |
| MH - Sales | Pieces | 20.00\% |
| PR - Sales | Pieces | 20.00\% |

Manufacturing expenses included electricity charge, factory rental fee, factory security service charge, tax expenses and direct labor cost. Growth rate of these expenses were forecasted at $3 \%$ per year (pursuant to current inflation rate of Thailand with sourced information from The Bank of Thailand) of expenses expected to be incurred for each type in 2015. Projection of manufacturing expenses in 2015 was based on expenses actually occurred during January - June 2015, and forecasted expenses during July - December 2015 by referring to budget of the Company throughout 2015.
(Unit: Million Baht)

| Manufacturing Expenses | Expenses expected to be incurred in <br> $\mathbf{2 0 1 5}$ | Growth Rate/Year | Projection of Expenses <br> $\mathbf{( 2 0 1 6 - 2 0 2 4 )}$ |
| :--- | :---: | :---: | :---: |
| Direct labor cost | 14.58 | $3 \%$ | $15.02-19.02$ |
| Manufacturing expenses (Overhead) |  |  |  |
| Electricity charge | 1.32 | $3 \%$ | $1.33-1.44$ |
| Factory rental fee | 2.12 | $3 \%$ | $2.14-2.31$ |
| factory security service | 0.48 | $3 \%$ | $0.49-0.53$ |
| charge | 0.50 | $3 \%$ | $0.50-0.54$ |
| tax expenses | 3.89 | $\mathbf{3}$ |  |
| Other expenses | $\mathbf{2 2 . 8 9}$ |  | $3.92-2.98$ |
| Total Manufacturing Expenses | 1.99 |  |  |
| Cost of Hire of Work |  |  |  |

Operating expenses included salary and welfare of the employees, bank charges, miscellaneous expenses, auditing fee and etc. Growth rate of operating expenses were forecasted at $3 \%$ per year (pursuant to current inflation rate of Thailand with sourced information from The Bank of Thailand) of expenses expected to be incurred for each type in 2015. Projection of operating expenses in 2015 was based on expenses actually occurred during Jan-Jun 2015, and forecasted expenses during JulDec 2015 by referring to operating and administrative expenses budget of the Company throughout 2015.
(Unit: Million Baht)

| Operating Expenses | Expenses Expected to be Incurred in <br> $\mathbf{2 0 1 5}$ | Growth Rate/Year | Projection of Expenses <br> $(\mathbf{2 0 1 6 - 2 0 2 4 )}$ |
| :--- | :---: | :---: | :---: |
| Administrative expense |  |  |  |
| Salary and welfares of the employee | 0.72 | $3 \%$ | $0.74-0.94$ |
| Bank charges | 0.02 | $3 \%$ | $0.02-0.02$ |
| Miscellaneous expenses | 0.06 | $3 \%$ | $0.06-0.06$ |
| Auditing fee | 0.06 | $3 \%$ | $0.07-0.07$ |
| Other expenses | 0.53 | $3 \%$ |  |
| Total Operating Expenses | 1.39 |  | $0.85-0.84$ |

## Projection of Statement of Income for 2015-2024

| Estimation of Profit and Loss | Jul-Dec 2015 | 2016 | 2017 | 2018 | 2019 | 2020 | 2021 | 2022 | 2023 | 2024 |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Total operating revenues | 14.72 | 32.16 | 33.46 | 34.81 | 36.21 | 37.67 | 39.19 | 40.77 | 42.41 | 44.12 |
| Production cost | 16.15 | 33.08 | 33.91 | 33.76 | 34.73 | 35.74 | 36.78 | 37.85 | 38.96 | 40.11 |
| Gross profit margin | (1.43) | (0.91) | (0.45) | 1.05 | 1.48 | 1.93 | 2.41 | 2.92 | 3.45 | 4.01 |
| Other incomes | 1.03 | 1.06 | 1.09 | 1.12 | 1.16 | 1.19 | 1.23 | 1.26 | 1.30 | 1.34 |
| Profit before expenses | (0.40) | 0.15 | 0.64 | 2.17 | 2.64 | 3.12 | 3.64 | 4.18 | 4.75 | 5.36 |
| Expenses | 0.69 | 1.74 | 1.76 | 1.77 | 1.79 | 1.81 | 1.84 | 1.87 | 1.90 | 1.93 |
| Profit (Loss) before finance cost and tax | (1.10) | (1.59) | (1.12) | 0.40 | 0.85 | 1.31 | 1.80 | 2.31 | 2.86 | 3.43 |
| Finance cost | - | - | - | - | - | - | - | - | - | - |
| Profit (Loss) before income tax (EBT) | (1.10) | (1.59) | (1.12) | 0.40 | 0.85 | 1.31 | 1.80 | 2.31 | 2.86 | 3.43 |
| Corporate income tax | - | - | - | - | - | - | - | 0.42 | 0.86 | 1.03 |
| Net Profit (Loss) | (1.10) | (1.59) | (1.12) | 0.40 | 0.85 | 1.31 | 1.80 | 1.89 | 2.00 | 2.40 |

## Projection of Statement of Cash Flow (Million Baht)

Based on projection of statement of cash flow during July-December 2015 to 2024, statement of cash flow from operating activities of VAT ranges from minus of Baht ( 0.61 ) million to gain of Baht 2.26 million with terminal value at Baht 43.29 million in 2024. Estimation of free cash flow of the businesses can be summarized as follows:

| Projection of Statement of Cash Flow | $\mathbf{2 0 1 5}$ | $\mathbf{2 0 1 6}$ | $\mathbf{2 0 1 7}$ | $\mathbf{2 0 1 8}$ | $\mathbf{2 0 1 9}$ | $\mathbf{2 0 2 0}$ | $\mathbf{2 0 2 1}$ | $\mathbf{2 0 2 2}$ | $\mathbf{2 0 2 3}$ | $\mathbf{2 0 2 4}$ |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Cash flow from operating activities | 0.27 | $(0.61)$ | $(0.12)$ | 0.30 | 0.73 | 1.20 | 1.67 | 1.77 | 1.86 | 2.26 |
| Cash flow from investing activities | - | - | - | - | - | - | - | - | - |  |
| Cash flow from financing activities | - | - | - | - | - | - | - | - | - | - |
| Terminal Value | - | - | - | - | - | - | - | - | - | 43.29 |
| Free Cash Flow of Businesses | 0.27 | $(0.61)$ | $(0.12)$ | 0.30 | 0.73 | 1.20 | 1.67 | 1.77 | 1.86 | $\mathbf{4 5 . 5 5}$ |

Remark: During July-December 2015, cash flow from operating activities is equaled to Baht 0.27 million due to the decreased usage of working capital and in 2016, cash flow is decreased at minus value due to the increased usage of working capital. During 2017-2023, cash flow is increased continually because operating profit of VAT is constantly growing based on the increased sales of the group which is projected as $1.0 \%$ per year.

## - Assumption on Working Capital Projection

Based on financial projection assumption of VAT, average collection period is 30 days, inventory date is 15 days and average payment period is 15 days (based on average backdated values for 4 year from 2011-2014).

## - Assumption of Values of Business at Terminal Value

Details on calculation of value of business at terminal value are the same as those of TPCORP.

## - Discount Rate

Discount rate used for calculation of net present value of cash flow comes from calculation of weighted average cost of capital (WACC). Amount and details on WACC calculation is the same as WACC used for valuation of businesses of TPCORP, which equals to $5.22 \%$.

Based on the above information and assumption, present value of cash flow before financing activities and value of businesses of VAT by means of Discounted Cash Flow Approach can be calculated as follows:

|  | Value (Million Baht) |
| :--- | ---: |
| Discount rate of present value (WACC) | $5.22 \%$ |
| Present value of total cash flow as of June 30, 2015 | 6.33 |
| PV of Terminal Value | 26.69 |
| Cash and temporary investment as at June 30, 2015 | 0.51 |
| Present Value of Free Cash Flow | 33.54 |
| Shareholding Ratio of TPCORP | $49.9000 \%$ |
| Present Value of Net Cash Flow pursuant to Shareholding Ratio of TPCORP | 16.74 |

In addition, the Independent Financial Advisor also conducted sensitivity analysis on value of businesses by increasing and decreasing discount rate or WACC at approximately $0.25 \%$ which is in the range of $4.97 \%$ to $5.47 \%$ and estimation of sales in
case it cannot achieve as per estimation, of which sales is at $95 \%-105 \%$ because changing range of WACC rate and change of such sale projection are appropriated and there shall be an opportunity that WACC rate and sales projection shall be deviated during such range. Value of business of TUC after sensitivity analysis by adjustment of discount rate and sales estimation as well as calculation of value of businesses from shareholding ratio of TPCORP at 49.90\%, is between Baht 14.92-18.76 million.

Table on Sensitivity Analysis for Changes pursuant to Shareholding Ratio of TPCORP - 49.90\%

|  | Effect of Change in Sales towards Value of Businesses (Million Baht) |  |  |
| :---: | :---: | :---: | :---: |
| $\mathbf{K e}$ | $\mathbf{9 5 \%}$ | $\mathbf{1 0 0 \%}$ |  |
| $\mathbf{4 . 9 7 \%}$ | 16.80 |  | $\mathbf{1 0 5 \%}$ |
| $\mathbf{5 . 2 2 \%}$ | 15.82 | 17.78 | 18.76 |
| $\mathbf{5 . 4 7 \%}$ | 14.92 | 16.74 | 17.65 |

Summary on comparison of valuation of business pursuant to 5 approaches in order to consider for appropriateness of price for selling of business is concluded as follows:

| Valuation Approach | TPCORP | PEC | PPC | TUC | VAT | Total Value of Business |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| 1.) Book Value Approach | 381.33 | 88.07 | 48.13 | 102.86 | 2.11 | 622.51 |
| 2.) Adjusted Book Value Approach | 524.24 | 145.53 | 75.46 | 162.10 | 4.13 | 911.45 |
| 3.) Price to Book Value Approach | 353.47-361.12 | 81.64-83.41 | 44.61-45.58 | 95.35-97.41 | 1.96-2.00 | 577.02-589.52 |
| 4.) Price to Earnings per Share Ratio Approach | $\mathrm{n} / \mathrm{a}$ | $\mathrm{n} / \mathrm{a}$ | $\mathrm{n} / \mathrm{a}$ | $\mathrm{n} / \mathrm{a}$ | $\mathrm{n} / \mathrm{a}$ | $\mathrm{n} / \mathrm{a}$ |
| 5.) Discounted Cash Flow Approach | 180.59-273.13 | 223.65-262.64 | (56.36) - 103.51 | 81.73-94.77 | 14.92-18.76 | 444.53-752.81 |

(Unit : Million Baht)

|  | Value of Business pursuant to <br> Valuation <br> Approaches | Lower (Higher) than Offered Price | Appropriated of Valuation Approach |
| :---: | :---: | :---: | :---: |
| 1.) Book Value Approach | 622.51 | 122.79 | Not appropriated |
| 2.) Adjusted Book Value Approach | 911.45 | (166.15) | Appropriated |
| 3.) Price to Book Value Approach | 577.02-589.52 | 168.28-155.78 | Not appropriated |
| 4.) Price to Earnings per Share Ratio Approach | N/A | N/A | N/A |
| 5.) Discounted Cash Flow Approach | 444.53-752.81 | 300.77 - (7.51) | Appropriated |

Valuation of business based on 5 approaches above reflects different appropriateness of value of business as follows:
Book Value Approach reflects value of business as at the date of the financial statement considered which is June 30, 2015 only, and it may not reflect actual value of the assets because book value of some of the assets had been recorded in the past, so their present values may be increased or decreased. Moreover, it does not reflect and takes no account of the businesses' performance and profitability of the Company, the subsidiaries and the affiliate in the future.

Adjusted Book Value Approach reflects value of businesses as per recorded in the financial statement as at June 30, 2015 with adjustments of some material transactions to make them reflect present value the most, such as adjustment with some increase and decrease of value of assets, liabilities and shareholders' equity as per appraised by the independent appraiser, encumbrance to be incurred in the future from litigation relevant to the Company, the subsidiaries and the affiliate which are under the judicial consideration as well as transaction which may impact book value after the date of the financial statement. Therefore, this approach is regarded as one of the suitable approaches for this valuation of business. However, even though, book value has been adjusted to make them up-to-date but they do not reflect performance and profitability of the Company, the subsidiaries and the affiliate in the future.

Price to Book Value Approach ( $\mathbf{P} / \mathbf{B V}$ ) reflects financial position by referring to Price to Book value ( $\mathrm{P} / \mathrm{BV}$ ) backdated of the peer companies listed on the Stock Exchange of Thailand which operated similar business with the Company, i.e. LTX, ITI, TTTM and UPF, through comparison of such ratio of the Company. This approach may reflect value of businesses because share prices of the listed companies is regarded as value of businesses through acknowledge of information in relevant aspects, such as industrial condition, competitiveness in that industry that the Company operated business in as well as overall economic conditions of the country and the world. However, P/BV approach may not be adequately suitable because the management, business structure and financial structure of such peer companies may be different from those of the Company, the subsidiaries and the affiliate. In addition, book value of the Company, the subsidiaries and the affiliate used for calculation of value of business do not take account business proficiency, performance, organizational management, investment plans and business operation as well as future trend of economic and industrial condition of the Group of Companies, so it may not be able to reflect appropriate price of the business.

Price to Earnings Approach (P/E Ratio) uses average backdated P/E Ratio of the peer companies in the Stock Exchange of Thailand to calculate for value of shares of the Company, like P/BV ratio approach. However, operating result in 2014 in textile business, specifically relate to underwear manufacturing of the Group of Companies was at net loss, so this approach cannot be used to valuate appropriated value of the Company.

Discounted Cash Flow Approach focuses on past operating result and performance as well as overall economic and industrial trend in the future, with regards to profitability, estimation of expenses, performance and net cash flow from finding net present value of cash flow from operating activities expected to be received in the future by means of financial projection of the Company, the subsidiaries and the affiliate based on appropriateness and adequate assumption for based on based on assumption of

Going Concern basis. In addition, it also takes into consideration the transactions which might impact to cash flow of the Company for adjustment of value of business. Therefore, this approach may be able to reflect actual value of businesses of the Group of Companies and it is one of the appropriated approaches.

Each of the abovementioned approach renders different result and appropriateness. However, the Independent Financial Advisor is of opinion that the appropriated methods to obtain fair value of considerations for this purchase and sales of textile businesses, specifically relate to underwear manufacturing should be Adjusted Book Value approach in combination with Discounted Cash Flow approach. The reasons are that the Adjusted Book Value approach reflects present book value without taking into consideration potential and profitability of business cash flow in the future, while Discounted Cash Flow approach reflects potential and profitability of business cash flow in the future. Business valuation by means of Adjusted Book Value approach is Baht 911.45 million, however projection of considerations proposed by A TECH is Baht 745.30 million, or approximately $-18.23 \%$ different from such approach. Nonetheless, the Independent Financial Advisor deems that such rate is acceptable because normally there is always a bargain on transaction for purchase and sales of business or assets which is of high value, depending on quality and liquidity of such assets or business. In addition, when considering about the opportunity to sell textile business of which its value is nearly Baht 1,000 million with payment shall be made in cash is rather quite unlikely during the slowdown economic condition, like the present day and the operator/purchaser must have special expertise and proficiency. However, when comparing considerations by means of Discounted Cash Flow approach (which is approximately Baht 444.53752.81 million), or with $-1.00 \%-67.66 \%$ difference from fair value considerations by Discounted Cash Flow approach.

Therefore based on results on business valuation approaches and reasons above, the Independent Financial Advisor is of opinion that considerations and terms of payment (payment is cash by installments: $90 \%$ of total considerations on the Closing Date and the rest shall be made within 3 months after the Closing Date) as proposed by A TECH to purchase textile businesses relate to underwear manufacturing of the Company and 4 related companies shall not cause the Company and 4 related companies to lose any benefits at all.

### 4.2 Evaluation on appropriateness of considerations from the lease and service rendering

In order to make business operation runs smoothly and continually after business transfer, A TECH requests the Company to render assistance to A TECH as follows:
4.2.1 Lease of factory building: Since factory building located at No. 600/3 Moo 11, Sahapat Industrial Park, Sriracha, Sukhapiban 8 Road, Tambon Nongkham, Amphur Sriracha, Chonburi Province is the establishment for textile and non-woven fabric manufacturing businesses, however, after textile business is transferred to A TECH, machineries located within such factory are not ready to be moved out, so A TECH wishes to lease some part of such factory with details as follows:

|  | $1^{\text {st }}$ Year |  | $2^{\text {nd }}$ Year |  | $3{ }^{\text {rd }}$ Year |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Areas / Amount | Lease rate /Bht/ Unit /Mth | Baht /Year | Lease rate/ <br> Bht /Unit/Mth | Baht /Year | Lease <br> rate/Bht/ <br> /Unit/Mth | Baht /Year | Total <br> (Baht/Year) |
| Lease factory areas of approx. $9,800 \text { sq. m. }$ | 102.00 | 11,995,200 | 107.10 | 12,594,960 | 112.46 | 13,224,708 | 37,814,868 |
| Land lease area of approx. 760 sq. wah | 17.63 | 160,800 | 18.97 | 173,040 | 19.66 | 179,292 | 513,132 |
| Total |  | 12,156,000 |  | 12,768,000 |  | 13,404,000 | 38,328,000 |

The Independent Financial Advisor has considered details on lease considerations to be collected from A TECH by comparing with appraisal report of the Company's assets prepared by Siam City Appraisal Company Limited, the appraisal company which is in the list of appraisal company and lead appraiser contributing asset evaluation for capital market transaction of the Office of the Securities and Exchange Commission, which inspected lease rate of nearby areas and it is learnt that such lease rate of land and building equaled to Baht $17 /$ square wah/month and Baht $100 /$ square meter/month, respectively. Consequently, the Independent Financial advisor deems that lease considerations to be collected from A TECH would not make the Company lose its advantage, as such rate is higher than the rate of nearby areas and such rate shall be increased at approximately $5 \%$ per year.
4.2.2 Lease of building and parking area in Bangkok: Since the administration and management office of the Company is located at No. 704/1-9, Rama 3 Road, Bangpongpang Sub-district, Yannawa District, Bangkok, therefore in order to make business operation during the initial stage of A TECH after acquisition of business can be smoothly and continually, A TECH is required to rent some areas of the Company to be used as its Bangkok Office with details as follows:

|  | $1^{\text {st }}$ Year |  | $2^{\text {nd }}$ Year |  | $3{ }^{\text {rd }}$ Year |  | Total <br> (Baht/Year) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Areas / Amount | Lease rate/Bht /Unit/Mth | Baht /Year | Lease rate/ <br> Bht /Unit <br> /Mth | Baht /Year | Lease rate/ <br> Bht/ /Unit/ <br> Mth | Baht /Year |  |
| Lease area of approx., 500 sq. m. | 238 | 1,428,000 | 262 | 1,572,000 | 286 | 1,716,000 | 4,716,000 |
| Parking areas for approx. $135 \text { sq. m. }$ | 104 | 168,000 | 111 | 180,000 | 126 | 204,000 | 552,000 |
| Total |  | 1,596,000 |  | 1,752,000 |  | 1,920,000 | 5,268,000 |

The Company rented areas for 9 offices from such building, including furniture and equipment as well as parking areas located at the back of the building from the third party, so lease rate specified is based on expense cost the Company shall be paid to the lessor, so the Independent Financial Advisor deems that the Company shall not lose any benefit from let lease such areas. On the contrary, such transaction can be beneficial to the Company as it can reduce rental fees of the Company.
4.2.3 Management services: Since responsible duties of most of the employees to be transferred together with this business transfer related to manufacturing, so A TECH requests the Company to render assistance with regard to management services during the initial stage with details as follows:
(Unit: Baht)

| Details | $\mathbf{1}^{\text {st }}$ Year Service Fee | $\mathbf{2}^{\text {nd }}$ Year Service Fee | $\mathbf{3}^{\text {rd }}$ Year Service Fee | Total |
| :--- | ---: | ---: | ---: | ---: |
| IT Hardware + IT Capex | $6,830,000^{*}$ | $2,280,000$ | $2,280,000$ | $\mathbf{1 1 , 3 9 0 , 0 0 0}$ |
| Support services (Accounting/IT/HR/Marketing/ <br> Provision of assistance on import-export <br> documentation) | $11,280,000$ | $11,028,000$ | $11,292,000$ | $\mathbf{3 3 , 6 0 0 , 0 0 0}$ |
| Total Service Fees |  |  |  |  |

*Remark: Expenses for computer system development and installation are Baht 4.55 million and IT service fees are Baht 2.28 million.

As the above services rendering to A TECH does not require the Company to employ additional workforce because the existing employees can provide such services, so after the Independent Financial Advisor considers about the considerations the Company shall receive based on cost of expenses of the employees and service period, the Independent Financial Advisor deems that such consideration is fair and it shall make the Company gains some benefits as it shall have additional revenue from service rendering but expenses burden of the employees shall be the same.

## Part 5: Summary on Opinion of Independent Financial Advisor

Reasons behind business transfer transaction is that Wacoal Holding Corporation (WHD) wishes to procure raw material for manufacture of quality textiles at reasonable price to supply to the companies within Wacoal Corp Group in the South East Asia region and other regions. Hence, Wacoal Corp. Group, , Thai Wacoal Public Company Limited and Saha Pattana InterHolding Public Company Limited jointly establish a new company in Thailand, namely A TECH Textiles Company Limited to acquire textile businesses relate to underwear manufacturing of the Company and the relevant companies, such as T.U.C. Elastic Company Limited, Prestige Plus Company Limited, Prestige Embroidery Company Limited, which are the subsidiaries, and Value Added Textile Company Limited, the affiliate. A TECH Textile Company Limited offer to pay considerations for acquisition of total business in cash in amount not exceeding Baht $863,500,000$ (and by taking into consideration the shareholding proportion, TPCORP shall receive considerations of approximately Baht $745,296,109$ ), where $90 \%$ of such amount shall be made on the Closing Date and the rest shall be made within 3 months after the Closing Date. Apart from business acquisition, A TECH also wishes to rent a part of Bangkok Office and factory in Amphur Sriracha of the Company as well as requests the Company to render administrative and management services for the period of 3 years. Consideration for such lease and services shall be made on monthly basis with total considerations for 3 years period amounting to Baht $43,596,000$ million and Baht $44,990,000$ million, respectively.

When considering the above businesses acquisition proposal, the Independent Financial Advisor is of opinion that the sales and transfer of textile businesses which specifically relate to underwear manufacturing of Company, the subsidiaries and the affiliate to A TECH shall not have any significant impact to the Company's performance. The reasons are that from the past period, performance of textile businesses was rather fluctuated with continued loss from operation, particularly when comparing with the manufacturing and distribution business of non-woven fabric. On the contrary, sales of such businesses shall be favorable to the Company as it can make the Company fully concentrate on development and administration of non-woven fabric business, which is the business currently operated by the Company with constant good performance records. Most of considerations obtained from sales of textile businesses specifically relate to underwear manufacturing shall be used to invest in the non-woven fabric related businesses, which consequently make the Company have higher and better opportunity to have operating profits than keep on maintaining business relating to underwear manufacturing. Therefore, the Independent Financial Advisor is of opinion that the sales of textile business specifically relate to underwear manufacturing to A TECH is appropriated and reasonable. Moreover, the Independent Financial Advisor views that the considerations to be obtained from sales of businesses are higher than the appraisal prices, as per mentioned in Section 4. Consequently, when considering on details of business acquisition proposal including both advantages and impacts as well as consideration to be obtained, the Independent Financial Advisor is of opinion that the shareholders should approve the sales and transfer of businesses of textiles, specifically relate to underwear manufacturing of the Company under Partial Business Transfer and of the subsidiaries and the affiliate under Entire Business Transfer.

Pertaining to the lease of a part of Bangkok Office and Factories in Amphur Sriracha from the Company and the request on rendering of administration services from the Company for the period of 3 years with total considerations throughout the period of 3 year at Baht $43,596,000$ and Baht 44,990,000, respectively, the Independent Financial Advisor is of opinion that the above transactions are consequences of such sales of business in order to make A TECH able to operate business acquired from the Group of Companies immediately and continually during the initial period. Furthermore, such assets to let lease and services to be rendered shall not have any negative impact to the Company, on the other hand, it shall be beneficial to the Company instead as it can make the Company able to maximize benefits of its assets and resources available. In addition, the rental fee proposed by A TECH is fair and closed to rental fee rate of nearby areas as per appraised by the independent appraiser and administration fees are determined by using cost plus margin method. Therefore, when considering about details of the assets lease and service rendering proposal including advantage and impacts as well as considerations to be obtained by the Company, the Independent Financial Advisor is of opinion that the shareholders should approve on entering into lease agreement and services agreement with $\mathbf{A}$ TECH.

However, final decision rests with the shareholders' own discretion and we would like to suggest that they should thoroughly study information contained in document attached to invitation to the Extraordinary General Meeting of Shareholders before making any decision.

Finnex Advisory Company Limited, as the Independent Advisor, certified that we have studied and analyzed such information thoroughly and reasonably according to the professional standards and all opinions provided are based on fundamental of information and fairness by primarily adhering to the best interest of the minority shareholders. Additionally, our opinion provided based on information available to the public, industrial information obtained from the third party as well as information, document and financial estimation obtained from the management of the Company and from the relevant companies, including interview with the Company's management. Our opinion is based on assumption that the abovementioned information is true and correct. In addition, we do not examine correctness and completeness of all information, so if there is any material change in such information, it will likely affect the opinion provided herein.

The Independent Financial Advisor hereby certified that we have rendered the above opinion prudently under code of professional practices and in the interest of the shareholders.
(Mr. Vorachat Tuaycharoen)
Managing Director
Finnex Advisory Company Limited
(Mr. Vasut Bunchalaksi)
Supervisor

## Attachment No. 1

## Summary on Assets Appraisal Report

Textile Prestige Public Company Limited

## Summary on Assets Appraisal Guidelines

After the Independent Financial Advisor has considered assets appraisal report prepared by Siam City Appraisal Company Limited which appraised lands, building and machineries of TPCOPR Group to be transferred and sold under this transaction, the Independent Financial Advisor would like to summarize assets appraisal guidelines as follows:

## Appraisal of Land

The independent appraiser applied Market Comparison Approach which the Independent Financial Advisor deems appropriated because market prices of 4-5 areas close to the location of assets have been surveyed and compared, after that internal factors have been adjusted, i.e. distance from main road, characteristic of plot of land, size of land, width of land, utilities system, liquidity, internal plot of land and etc. Moreover, the appraiser also considered on its present utilization, environmental conditions and growth condition in the future as well as liquidity on purchase and sales of such land and current economic conditions

## Appraisal of Building and Machineries

The independent appraiser applied Cost Approach which we deem appropriated because such appraisal also takes into consideration cost of reproduction, new prices, by considering from invoices, bill, tax invoice, quotation, book value or from enquiry and comparison of new building or machineries purchased and sold at present. In case any machinery requires to be imported from foreign countries, their prices must be converted into Baht, plus transportation cost, taxes (in case they have not been exempted from BOI) and installation cost (of any). Results gained shall be replacement cost then it shall be deducted with depreciation costs, efficiency and condition and technology depreciation (if any). So, value obtained is based on condition of machinery plus the above factors.

Therefore, the Independent Financial Advisor deems that the Cost Approach and Market Comparison Approach applied by the independent appraiser are appropriated.

# รายงานการประเมินมูลค่าทรัพย์สิน 

ลูกค้าราย : บริษัท เท็กซ์ไทล์เพรสทีจ จำกัด (มหาชน)<br>ทรัพย์สิน : ที่ดินพร้อมสิ่งปลูกสร้าง และ เครื่องจักรพร้อมอุปกรณ์<br>ที่ตั้ง : เลขที่ 111/2 หมู่ที่ 5 สวนอุตสาหกรรมเครือสหพัฒน์ กบินทร์<br>ถนนสุวรรณศร (ทล.33)<br>ตำบลนนทรี อำเภอกบินทร์บุรี จังหวัดปราจีนบุรี<br>เสนอต่อ : บริษัท เท็กซ์ไทล์เพรสทีจ จำกัด (มหาชน)<br>รายงานเลขที่ : SCA-2015-268 TPC (242)

## จัดทำโดย <br> บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด

รายงานการประเมินมูลค่าทรัพย์สินของ บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด จัดทำขึ้นตามแบบฟอร์มมาตรฐานของสมาคมผู้ประเมินค่าทรัพย์สินแห่งประเทศไทย

ลับเฉพาะ

ที่ SCA-2015-268

วันที่ 10 สิงหาคม 2558

เรื่อง นำส่งรายงานประเมินมูลค่าทรัพย์สึน

เรียน กรรมการผู้จัดการ
บริษัท เท็กซ์ไทล์เพรสที่จ จำกัด (มหาชน)

ตามที่ บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด ได้รับมอบหมายให้ทำการประเมินมูลค่าทรัพย์สิน บัดนี้ บริษัทฯ ได้ดำเนินการตามวัตถุประสงค์แล้วเสร์จเรียบร้อยแส้ว โดยได้แสดงรายละเอียดหลักเกณฑ์ สมมติฐาน และ เงื่อนไขข้อจำกัดในการประเมินมูลค่าในครั้งนี้ไว้ในรายงาน และขอแจ้งผลสรุปการประเมินมูลค่าทรัพย์สินนี้ ดังต่อไปนี้

| ชื่อลูกค้า | บริษัท เท็กซ์ไทล์เพรสทีจ จำกัด (มหาชน) |
| :---: | :---: |
| ประเภททรัพย์สิน | ที่ดินพร้อมสิ่งปลูกสร้าง และ เครื่องจักรพร้อมอุปกรณ์ |
| ที่ตั้งงรัพย์สิน | เลขที่ $111 / 2$ หมู่ที่ 5 ส่วนอุตสาหกรรมเคืือสหพัฒน์ กบินทร์ ถนนสุวรรณศร (ทล.33) ตำบลนนทรี อำเภอกบินทร์บุรี จังหวัดบ่ราจีนบุรี |
| พิกัด GPS | LAT : 14.019200 LONG: 101.700794 |
| เอกสารสิทธิ์ที่ดิน | โคนดเลขที่ 37188 และ 37590 จำนวน 2 แปลง เนื้อที่รวม $19-0-48$ ไร่ หรือ 7,648 ตารางวา ตำบลนนทรี อำเภอกบินทร์บุรี่ จังหวัดปราจีนบุรี |
| อาคารสิ่งปลูกสร้าง | สิ่งปลูกสร้างจำนวน 10 รายการ |
| ใบอนุญาตการก่อสร้างอาคาร | ไม่สามารกตรวจชสอบได้ |
| ผู้ถือกรรมสิทธิ์ที่ดิน | บริษัท เท็กซ์ไทล์เพรสทีจ จำกัด (มหาชน) |
| ผู้ถือกรรมสิทธิ์อาคาร | บริษัท เท็กซ์ไทล์เพรสทีจ จำกัด (มหาชน) |
| ภาระผูกพัน | ไม่มีภาระผูกพันใดๆ |
| สิทธิการใช้ทางเข้า - ออก | ถนนในโครงการ |
| วัตถุประสงค์การประเมิน | เพื่อเปิดเผยต่อสาธารณะ |


| หลักเกณฑ์การประเมิน | มูลค่าตลาด (Market Value) |
| :--- | :--- |
| วิธีการประเมิน | วิธีต้นทุน (Cost Approach) |
| วันที่สำรวจ | 20 กรกฎาคม 2558 |
| วันที่ประเมิน | 20 กรกฎาคม 2558 |
| มูลค่าตลาดที่ประเมิน | \&80,140,000.00 บาท <br> (แปดสินล้านหนึ่งแสนสี่หมี่นบาทถ้วน) |

หมายเหตุ : 1. อาคาร Boiler และ อาคารซ่อมบำรุง ปลูกสร้างอยู่บนโฉนดที่ตินเลขที่ 37590 เลขที่ดิน 310 มีโครงสร้างบางส่วนของอาคารปลูกสร้างคร่อม ทางสาธารณประโยชน์ ดังนั้นจึึงไม่ประเมินมูลค่าケองอาคาร ทั้งอาคาร
2. มูลค่าทดแทน (RCN) ของเครื่องจักร อ้างอิงมูลค่าตามมูลค่าทางบัญซี (Book Value) ที่ ทางผู้ว่าจ้างจัดส่งให้

บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด และผู้ประเมินขอรับรองว่าไม่มีผลประโยชน์ใดๆ เกี่ยวข้องกับ ทรัพย์สินนี้ และได้ปฏิบัตหห้าที่ในฐานะผู้ประเมีนมูลค่าทรัพย์สินด้วยความระมัดระวังตามมาตรฐาน และ จรรยาบรรณวิชาซีพอย่างเต็มที่

จึงเรียนมาเพื่อโปรดพิจารณา

ขอแสดงความนับถือ

(ฐิติมา ชาภู่พวง)
ผู้สำรวจและประเมิน

(พิมาน รุ่งวาว)
ผู้สอบทานรายงาน


## 7.5 สรุปมูลค่าทรัพย์สิน

บริษัท กลุงสยามประเมินค่าทรัพย์สิน จำกัด ได้พิจารณารายละเอียดต่างๆ ของทรัพย์สินภายใต้ หลักเกณฑ์ ข้อจำกัด และสมมติฐานข้างต้นตามที่ได้ระบุไว้ในรายงานจบับนี้ หากไม่มีข้อจำกัดพิเศษอื่นใด ซึ่งผู้ประเมินค่าทรัพย์สินไม่อาจทราบได้แล้ว ผู้ประเมินมีความเห็นต่อมูลค่าของทรัพย์สินที่ทำการประเมิน ณ วันที่ 20 กรกฎาคม 2558 ดังนี้

มูลค่าที่ดินพร้อมสิ่งปลูกสร้างและงานระบบไฟฟ้า

| ที่ดิน |  |  | มูลค่าสิ่งปลูกสร้าง (บาท) | รวมมูลค่าทรัพย์สิน (บาท) |
| :---: | :---: | :---: | :---: | :---: |
| เนื้อที่ดิน (ตารางวา) | ตารางวาละ (บาท) | เป็นเงิน (บาท) |  |  |
| 7,648.0 | 4,500.00 | 34,416,000.00 | 36,993,108.00 | 71,409,108.00 |
| มูลค่างานระบบไฟฟ้า |  |  |  | 576,400.00 |
| รวมมูลค่าสิ่งปลูกสร้างและงานระบบไฟฟ้า |  |  |  | \$71,985,508.00 |

มูลค่าเครื่องจักรพร้อมอุปกรณ์

| รวมมูลค่าเครื่องจักรพร้อมอุปกรณ์ |
| :---: | :---: |

รวมมูลค่าทรัพย์สินทั้งสิ้น

| รวมมุลค่าที่ดินพร้้อมสิ่งปลูกสร้าง และ เครื่องจักรพร้อมจุปกรณ์ | $80,140,408.00$ |
| ---: | ---: | ---: |
| รวมมูลค่าทรัพย์สินทั้งสิ้น (ปัดเศษ) | $\$ 80,140,000.00$ |
| ( แปดสิบล้านหนึ่งแสนสี่หมึ่นบาทถ้วน ) |  |

บริษษัทฯ และผู้ประเมินขอรับรองว่าไม่มีผลประโยชน์เกี่ยวข้องใดๆ กับทรัพย์สินนี้ และได้ปฏิบัติหน้าที่ใน ฐานะผู้ประเมินมูลค่าทรัพย์สินด้วยความระมัดระวัง ตามมาตรฐานและจรรยาบรรณวิชาชีพอย่างเต็มที

(ฐิจิมา ชาภู่พวง)

ผู้สำรวจและประเมิน

(กฤดิน กรพิพัฒน์)

$$
r D_{1} \operatorname{lo}=1
$$

(พิมาน รุ่งวาว)
ผู้สอบทานรายงาน



กรรมการผู้จัดการ

# รายงานการประเมินมูลค่าทรัพย์สิน 

ลูกค้าราย : บริษัท เท็กซ์ไทล์เพรสทีจ จำกัด (มหาชน)
ทรัพย์สิน : อาคารสิ่งปลูกสร้างพร้อมส่วนพัฒนาควบต่างๆ จำนวน 7 รายการ

> ที่ตั้ง: 167 หมู่ที่ 5 ซอยไม่มีชี่อ ถนนสวรรหแศร (ทล.33)
> ตำบลนนทรี อิาเภอกบินทร์บุรี จังหวัดปราจีนบุรี

รายงานเลขที่ : SCA-2015-270 TPC (244)

## จัดทำโดย

บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด

รายงานการประเมินมูลค่าทรัพย์สินของ บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด จัดทำขึ้นตามแบบฟอร์มมาตรฐานของสมาคมผู้ประเมินค่าทรัพย์สินแห่งประเทศไทย

ลับเฉพาะ

ที่
SCA-2015-270

วันที่ 10 สิงหาคม 2558

เรื่อง นำส่งรายงานประเมินมูลค่าทรัพย์สิน

เรียน กรรมการผู้จัดการ
บริษัท เท็กซ์ไทล์เพรสที่จ จำกัด (มหาชน)

ตามที่ บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด ได้รับมอบหมายให้ทำการประเมินมูลค่าทรัพย์สิน บัดนี้ บริษัทฯ ได้ดำเนินการตามวัตถุประสงค์แล้วเสร็จเรียบร้อยแล้ว โดยได้แสดงรายละเอียดหลักเกณฑ์ สมมติฐาน และ เงื่อนไขข้อจำกัดในการประเมินมูลค่าในครั้งนึ้ไว้ในรายงาน และขอแจ้งผลสรุปการประเมินมูลค่าทรัพย์สินนี้ดังต่อไปนี้

| ซื่อลูกค้า | บริษัท เท็กซ์ไทล์เพรสทึจ จำกัด (มหาชน) |
| :---: | :---: |
| ประเภททรัพย์สิน | สิงงโูกสร้างพร้อมสวนพัฒนาจำนวน 8 รายการ |
| ที่ตังทรัพย์สิน | 167 หมู่ที่ 5 ซอย่ไม่มีซื่ออ ถนนสุวรรณศร (ทล. 33) ตำบลนนทรี อำแาอกบินทร์บุรี จังหวัดปราจีนบุรี |
| พิกัด GPS | LAT: 14.018000 LONG: 101.694909 |
| ก่อสร้างบน (เอกสารสิทธิ์) | โคนดเลขที่ 29159 เลขที่ดิน 143 หน้ำสำรวจ 3107 ตำบลนนทรี อำเงอกบินทร์บุรี จังหวัดปราจีนบุรี |
| อาคารสิ่งปลูกสร้าง | สิ่งปลูกสร้าง และส่วนพัฒนาควบบนที่ดินรวม 7 รายการ |
| ใบอนญาตการก่อส่ส้งงอาคาร | ไม่สามารถตรวจสอบได้ |
| ผู้ถือกรรมสิทธ์ที่ดิน | บริษัท เท็กซ์ไทล์เพรสทีจ จำกัด (มหาชน) |
| ผู้ถือกรรมสิทธิ์อาคาร | บริษัท เท็กซ์ไทล์เพรสทีจ จำกัด (มหาชน) |
| วัตถุประสงค์การประเมิน | เพื่อเปิดเผยต่อสาธารณะ |
| หลักเกณฑ์การประเมิน | มูลค่าตลาด - |
| วิธีการประเมิน | วิธีต้นทุน (Cost Approach) |


| วันที่สำรวจ | 20 กรกฎาคม 2558 |
| :--- | :--- |
| วันที่ประเมิน | 20 กรกฎาคม 2558 |
| มูลค่าทรัพย์สิน | (13,788,000.00 บาท <br> (สิบสามล้านเจ็ดแสนแปดหมี่นแปดพันบาทถ้วน) |

## หมายเหตุ

1.ทรัพย์สินที่ประเมินมูลค่า สิ่งปลูกสร้างพร้อมส่วนพัฒนาควบจำนวน 7 รายการ ปลูกสร้างอยู่บนโฉนดที่ดินเลขที่ 29159 เลขที่ดิน 143 หน้าสำรวจ 3107 ตำบลนนทรี อำเภอกบินทร์บุรี ผู้ถือกรรมสิทธ์ที่ดิน ได้แก่ บริษัท ที.ยู.ซี.อีลาสติค จำกัด และสิ่งปลูกสร้างพร้อมส่วนพัฒนาควบที่ประเมินมูลค่าในครั้งนี้ ไม่สามารถตรวจสอบผู้ถือกรรมสิทธิ์อาคารได้ เนื่องจาก ไม่ได้รับเอกสารจากผู้ว่าจ้าง
2.ในการประเมินมูลค่าครั้งนี้ ผู้ประเมินได้รับมอบหมายให้ประเมินเฉพาะสิ่งปลูกสร้าง และส่วนพัฒนาควบบนที่ดิน เท่านั้นโดยผู้ประเมินเชื่อว่าอาคารและส่วนปรับปรุงพัฒนาอื่น ได้รับการปลูกสร้างโดยถูกต้อง สอดคล้องกับข้อกำหนดผัง เมืองกฎหมายควบคุมอาคาร

บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด และผู้ประเมินขอรับรองว่าไม่มีผลประโยชน์ไดๆ เกี่ยวข้องกับ ทรัพย์สินนี้ และได้ปฏิบัติหน้าที่ในฐานะผู้ประเมินมูลค่าทรัพย์สินด้วยความระมัดระวังตามมาตรฐาน และ จรรยาบรรณวิชาซีพอย่างเต็มที่

จึงเรียนมาเพื่อโปรดพิจารณา

ขอแสดงความนับถือ

(พิมาน รุ่งวาว)
ผู้สำรวจและประเมิน

(ฐิติมา ชาภู่พวง)
ผู้สอบทานรายงาน


ผู้ประเมินหลักชั้นโุฒิ เลขที่ วฒ. 246


กรรมการผู้จัดการ

## 3.5 สรุปมูลค่าทรัพย์สิน

บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด ได้พิจารณารายละเดียดต่างๆ ของทรัพย์สินภายใต้ หลักเกณฑ์ ข้อจำกัด และสมมติฐานข้างต้นตามที่ได้ระบุไว้ในรายงานฉบับนี้ หากไม่มีข้อจำกัดพิเศษอื่นใด ซึ่งผู้ประเมินค่าทรัพย์สินไม่อาจทราบได้แล้ว ผู้ประเมินมีความเห็นต่อมูลค่าของทรัพย์สินที่ทำการประเมิน ณ วันที่ 20 กรกฎาคม 2558 ดังนี้

สิ่งปลูกสร้าง จำนวน 4 รายการพร้อมส่วนพัฒนาควบบนที่ดิน 3 รายการ $B 13,788,052.50$ บาท

(สิบสามล้านเจ็ดแสนแปดหหมี่นแปดพันบาทถ้วน)

บริษัทฯ และผู้ประเมินขอรับรองว่าไม่มีผลประโยศน์เกี่ยวข้องใดๆ กับทรัพย์สินนี้ และได้ปฏิบิติหน้าที่ใน ฐานะผู้ประเมินมูลค่าทรัพย์สินด้วยความระมัดระวัง ตามมาตรฐานและจรรยาบรรณวิชาชีพอย่างเต็มที่


ผู้สอบทานรายงาน


## รายงานการประเมินมูลค่าทรัพย์สิน

เครื่องจักรพร้อบอุปกรณ์ จำนวน 51 รายการ<br>บริษัท เท็กซ์์ททล์เพรสทีจ จำกัด (มหาชน)<br>600 หม่่ที่ที่ 11 สวนอุตสาหกรรมเกรือสหพัตน์ ศรีราชา<br>ถนนสุ่ขาภิบาล 8 ตำบลหนองษามง<br>อำเงอศรีราชา จังหวัดชลบุรี<br>เสนอต่อ : บริษัท เท็กซ์ไทล์เพรสทีจ จำกัด (มหาชน)<br>เลขที่อ้างอิง SCA-2015-27! TPC (245)

ลับฉพาะ

วันที่ 10 สิงหาคม 2558

เรื่อง รายงานผลการประเมินมูลค่านครื่องจักรพร้อมอุปกรน์

เรียน กรรมการสู้จัดการ
บริษัท เท็กซ์าทล์เพรสทีจ จำก้ด (มหาชน)

สิ่งที่ส่งมาด้วย ร7ยงานเลขที่ SCA-2015-271

ด้วย บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด ได้รับมอบหมายให้สำรวจ และประเมินมูลค่าทรัพย์สิน ของ บริษัท เท็กซ์ไทล์|พรสทีจ จำกั่ด (มหาชน) ทรัพย์สินเป็นเครื่องจักรพร้อมอุปกรณ์ จำนวน 51 รายการ ซึ่งตั้งอยู่ ณ 600 หมู่ที่ 11 สวนอุตสาหกรรมเครือสหพัฒน์ ศรีราชา ถนนสุขาภิบาล 8 ตำบลหนองขาม อำนภอศรีราชา จังหวัด ชลนุรี มริษัทฯได้ดำ1นินการเรียบร้อยแล้ว ดังรายละเอียดตามรายงานการประเมินมูลค่าทรัพย์สินที่แนบท้าย จคหมายฉบับนี้

จนึ่งรายงานการประเมินมูลค่าทรัพย์สินฉุบับนี้ได้จัดทำขึ้นโดยแฉพาะสำหรับตู้ว่าจ้างและเพื่อวัตถุประสงค์ที่ ระบุไว้เท่านั้น และขอรับรองว่าบริษัทฯ ไม่มีผลปุระโยชน์เกี่ยวข้องไม่ว่าโดยตรงหรือโดยอ้องกับทรัพย์สินที่ทำการ ประเมินมูลค่า


## 3. สรุปมูลค่าทรัพย์สิน (Conclusion)

จากการพิจารณาบูลค่าทรัพย์สิน โดยวิธีคิดจากต้นทุน (Cost Approach) ภายใต้เงื่อนไขข้อจำกัด และ ข้อเท็จจริงที่ปรากฏ ณ วันสำรวจ และในช่วงระยะเวลาที่ทำการประเมินมูลค่า ตามที่ได้นำเสนอมาแล้วข้างต้น และ ขอยืนยันว่า บริษัท ฯ ไม่มีส่วนได้ส่วนเสียใดๆ ไม่ว่าทางตรง หรือทางอ้อมในทรัพย์สิน และผลป่ระโยชน์ที่ เกี่ยวนนื่องกับการประเมินมูลค่า ในครั้งนี้ บริษัท ๆ มีกวามเห็นว่าทรัพย์สินมีมูลค่า ดังนี้

| ประเภท | รวมมูลค่าทรัพย์สิน (บาท) |
| ---: | ---: |
| เครื่องจักรพร้อมอุปกรณ์ | B7,603,300.00 |
| รวมมูลค่าเครื่องจักรพร้อมอุปกรณ์ | B7,603,300.00 |
| (เจ็ดล้านหกแสนสามพันสามร้อยบาทถ้วน) |  |


(เกรียงงศ เพ่งพิฬ)


รายงานการประเมินมูลค่าทรัพย์สิน<br>ลูกค้าราย : บริษัท เท็กซ์ไทล์เพรสทีจ จำกัด (มหาชน)<br>ทรัพย์สิน : ที่ดินพร้อมสิ่งปลูกสร้าง และ เครื่องจักรพร้อมอุปกรณ์ ที่ตั้ง : $600 / 3$ หมู่ที่ 11 สวนอุตสาหกรรมเครือสหพัฒน์ ครีราชา ถนนสุขาภิบาล 8 ตำบลหนองขาม อำเภอศรีราชา จังหวัดชลบุรี เสนอต่อ : บริษัท เท็กซ์ไทล์เพรสทีจ จำกัด (มหาชน) รายงานเลขที่ : SCA-2015-273 TPC (246)

## จัดทำโดย <br> บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด

รายงานการประเมินมูลค่าทรัพย์สินของ บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด จัดทำขึ้นตามแบบฟอร์มมาตรฐานของสมาคมผู้ประเมินค่าทรัพย์สินแห่งป/ระเทศไทย

ลับเฉพาะ

ที่ SCA-2015-273

วันที่ 5 สิงหาคม 2558

เรื่อง นำสงรายงานประเมินมูลค่าทรัพย์สิน

เรียน กรรมการผู้จัดการ
บริษัท เห็กซ์ไทล์เพรสทีจ จำกัด (มหาชน)

ตามที่ บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด ได้รับมอบหมายให้ทำการประเมินมูลค่าทรัพย์สึน บัดนี้ บริษัทฯ ได้ดำเนินการตามวัตถถุประสงค์แล้วเสร์จเรียบร้อยแล้ว โดยได้แสดงรายละเอียดหลักเกณฑ์ สมมติฐาน และ เงื่อนไขข้อจำกัดในการประเมินมูลค่าในครั้งนี้ไว้ในรายงาน และขอแจ้งผลสรุปการประเมินมูลค่าทรัพย์สินนี้ ดังต่อไปนี้

| ชื่อลูกค้า | บริษัท เท็กซ์ไทล์เพรสทีจ จำกัด (มหาชน) |
| :---: | :---: |
| ประเภททรัพย์สิน | ที่ดินพร้อมสิ่งปลูกสร้าง และ เคุรอองงักรพร้อมอุปกรณ์ |
| ที่ตั้งทรัพย์สิน | $600 / 3$ หมู่ที่ 11 สวนอุตสาหกรรมเครือสหพัฒน์ ศรีราชา ตำบลหนองขาม อำเภอศรีราชา จังหวัดชลบุรี |
| พิกัด GPS | LAT : 13.097771 LONG : 100.958072 |
| เอกสารสิทธิ่ที่ดิน | โคนดเลขที่ 28849 จำนวน 1 แปลง เนื้อที่รวม $26-3-26$ ไร่ หรือ 10.726 ตารางวา ตำบลหนองขาม อำเภอศรีราชา จังหวัดชลบุรี |
| อาคารสิ่งปลูกสร้าง | สิงปลูกสร้างจำนวน 10 รายการ |
| ใบอนุญาตการก่อสร้างอาคาร | ไม่สามารถตรวจสอบได้ |
| ผู้ถือกรรมสิทธิ่ที่นิน | บริษัท เท็กซ์ไทล์เพรสที่ จำกัด (มหาชน) |
| ผู้ถือกรรมสิทริอาคาร | บิิษท เท็กซ์ไทล์เพรสที่จ จำกัด (มหาชน) |
| ภาระผูกพัน | ไม่มีภาระผูกพันใดๆ |
| สิทธิการใช้ทางเข้า - ออก | ถนนในโครงการ และทางสาธารณประโยชน์ |
| วัตถุประสงค์การประเมิน | เพื่อเปิดเผยต่อสาธารณะ |


| หลักเกณฑ์การประเมิน | มูลค่าตลาด (Market Value) |
| :--- | :--- |
| วิธีการประเมิน | วิธีต้นทุน (Cost Approach) |
| วันที่สำรวจ | 20 กรกฎาคม 2558 |
| วันที่ประเมิน | 20 กรกฎาคม 2558 |
| มูลค่าตลาดที่ประเมิน | B144,148,000.00 บาท <br> (หนึ่งร้อยสี่สิบส้ล้านหนึ่งแสนสี่หมื่นแปดพันบาทถ้วน) |

## หมายเหตู

1. มูลค่าทดแทน (RCN) ของเครื่องจักร อ้างอิงมูลค่าตามมูลค่าทางบัญชี (Book Value) ที่ทางผู้ว่าจ้างจัดส่งให้ 2. จากการตรวจสอบพื่นที่บริเวณใกลัเคียงพบว่า

- ค่าเช่าที่ดินมีอัตราค่าเช่า เท่ากับ 17.00 บาท/ตาภางวา/เดือน
- ค่าเช่าอาคารมีอัตราค่าเช่า เท่ากับ 100.00 บาห/ตารางเมตร/เดือน

บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด และผู้ประเมินขอรับรองว่าไม่มีผลประโยชน์ใดๆ เกี่ยวข้องกับ ทรัพย์สินนี้ และได้ปฏิบัติหน้าที่ในฐานะผู้ประเมินมูลค่าทรัพย์สินด้วยความระมัดระวังตามมาตรฐาน และ จรรยาบรรณวิชาชีพอย่างเต็มที่

จึงเรียนมาเพื่อโป่รดพิจารณา

ขอแสดงความนับถือ


(ฐิติมา ชาภู่พวง)
ผู้สอบทานรายงาน


## 7.5 สรุปมูลค่าทรัพย์สิน

บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด ได้พิจารณารายละเอียดต่างๆ ของทรัพย์สินภายใด้ หลักเกณฑ์ ข้อจำกัด และสมมติฐานข้างต้นตามที่ได้ระบุ่ไว้ในรายงานฉบับนี้ หากไม่มีข้อจำกัดพิเศษอื่นใด ซึ่งผู้ประเมินค่าทรัพย์สินไม่อาจทราบได้แล้ว ผู้ประเมินมีความเห็นต่อมูลค่าของทรัพย์สินที่ทำการประเมิน ณ วันที่ 20 กรกฎาคม 2558 ดังนี้

มูลค่าที่ดินพร้อมสิ่งปลูกสร้าง


มูลค่าเครี่องจักรพร้อมอุปกรณ์

| รวมมูลค่าเครื่องจักรพร้อมอุปกรณ์ | $\$ 12,731,000.00$ |
| :--- | ---: | ---: |
|  | (สิบสองล้านเด็ดแสนสามหมื่นหนึ่งพันบาทถ้วน) |

## รวมมูลค่าทรัพย์สินทั้งสิ้น

| รวมมูลค่าที่ดินพร้อมมิ่่งปลูกสร้าง และเครื่องจักรพร้อมอุปกรณ์ | \$144,148,454.00 |
| ---: | ---: |
| รวมมูลค่าทรัพย์สินทั้งสิน (ปัดเศษ) | \$144,148,000.00 |
| (หนึ่งร้อยสี่สิบสี่ล้านหนึ่งแสนสี่หมี่นแปดพันบาทถ้วน) |  |

บริษัทฯ และผู้ประเมินขอรับรองว่าไม่มีผลประโยฐน์เกี่ยวข้องใดๆ กับทรัพย์สินนี้ และได้ปฏิบัดิหน้าที่ใน ฐานะผู้ประเมินมูลค่าทรัพย์สินด้วยความระมัดระวัง ตามมาตรฐานและจรรยาบรรณวิชาชีพอย่างเต็มที

(เกรียงยศ เพ่งพิศ)
ผู้สำรวจและประเมิน

(ริติติมา ชาภู่พวง)
ผู้สอบทานรายงาน


# รายานการประเมินมูลค่าทรับย์สิน 

เครื่องจักรฟร้อมอุปกรณ์ จำนวน 147 รายการ<br>บริษัท เท็กซ์ไทล์เพรสทีจ จำกัด (มหาชน) $600 / 3$ หมู่ที่ 11 สวนอุตสาหกรรมเครือสหพัตน์ ศรีราชา ถนนสุขาภิบาล 8 ตำบลหนองชาม อำเภอศรีราชา จังหวัดชลบุรี<br>เสนอต่อ : บริษัท เท็กซ์ไทล์เพรสทีจ จำกัด (มหาชน) เลขที่อ้างอิง SCA-2015-272 TPC(246-1)

## ลับเฉพาะ

วันที่ 13 สิงหาคม 2558

เรื่อง รายงานผลการประเมินมูลค่าเครื่องจักรพร้อมอุปกรณ์

เรียน เารรมการผู้จัดการ
บริษัท เท็กซ์ไทส์เพรสที่จ จำกัด (มหา ชนน)

สิ่งที่ส่งมาด้วย รายงานเลขที่ SCA-2015-272

ด้วย บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด ได้รับมอบหมายไห้กำรวจ และประเมินมูลค่าทรัพย์สิน ชอง บริษัท เท็กซ์ไทล์เพร สทีจ จำกัด (มหาชน) ทรัพย์สินเป็นเครื่องจักรพร้อมอุปกรก์ํำนวน 147 รายการ ซึ่งตั้งอยู่ ณ 60013 หมู่ที่ 11 สวนอุตสาหกรรมเครือสหพัฒน์ ศรีราชา ถนนสุขาภิบาล 8 ตำบลหนองขาม อำนกอศรีราชา จังหวัดชลบุรี บริษัทฯได้ดำเนินการเรียบร้อยแล้ว ดังรายละเอียดตามรายงานการประเมินมูลค่า ทรัพย์สินที่แนบท้ายจดหมายฉบับนี้

อนึ่งรายงานการประเมินมูลค่าทรัพย์สินฉบับนี้ได้จัดทำขึ้้นโดยเฉพาะสำหรับผู้ว่าจ้างและเพื่อวัตถุประสงค์ที่ ระบุไว้เท่านั้น และขอรับรองว่านริษัทฯ ไม่มีผลประโยชน์เกี่ยวข้องไม่ว่าโดยตรงหรือโดยอ้อมกับทรัพบ์สินที่ทำการ ประเมินมูลค่า


กรรมการผู้จัดการ

## 3. กุุปมูลค่าทรัพย์สิน (Conclusion)

จากการพิจารณามูลค่าทรัพย์สิน โดยวิธีคิดจากต้นทุน ( Cost Approach) ภายใต้|งื่อนไขข้อจำกัด เเละ ขแท็จจริงที่ปรากฏ ณ วันสำรวจ และในช่วงระยะเวลาที่ทำการประเมินมูลค่า ตามที่ได้นำาสนอมาแล้วข้างต้น และ ชロยึนยันว่า บริษัท ๆ ไม่มีส่วนได้ส่วนเสียใดๆ ไม่ว่าทางตรง หรือทางอ้อมในทรัพย์สิน และผลประโยชน์ที่ เกี่ยาเนื่องกับการประเมินมูลค่า ในครั้งนี้ บริษัท ๆ มีความเห็นว่าทรัพย์สินมีมูลค่า ดังนี้

| ประเภท |  | รวมมูลค่าทรัพย์สิน(บาท) |
| :---: | :---: | :---: |
| คครี่ดงจักรพร้อมอุ1กรู์ |  | 103,849,900.00 |
|  | รวมมูลค่เครื่องจักรพร้อมอุปกรณ์ | B103,849,900.00 |
| (หนึ่งร้อยสามล้านแปดแสนสี่หมื่นเถ้าพันเก้รร้อยมาทล้วน) |  |  |



กรรมการผู้จัดการ

รายงานการประเมินมูลค่าทรัพย์สิน<br>ลูกค้าราย : บริษัท เท็กซ์ไทล์เพรสทีจ จำกัด (มหาชน)<br>ทรัพย์สิน : ที่ดินว่างเปล่า จำนวน 1 แปลง<br>ที่ตั้ง : เลขที่ $220-221$ หมู่ที่ 5 สวนอุตสาหกรรมเครือสหพัฒน์ กบินทร์บุรี ถนนสุวรรณศร (ทล. 33)<br>ตำบลนนทรี อำเภอกบินทร์บุรี จังหวัดปราจีนบุรี<br>รายงานเลขที่ : SCA-2015-269 TPC (247)

## จัดทำโดย

บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด

รายงานการประเมินมูลค่าทรัพย์สินของ บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด จัดทำขึ้นตามแบบฟอร์มมาตรฐานของสมาคมผู้ประเมินค่าทรัพย์สินแห่งประเทศไทย

ลับเฉพาะ

ที่ SCA-2015-269

วันที่ 7 สิงหาคม 2558

เรื่อง นำสงรายงานประเมินมูลค่าทรัพย์สิน

เรียน กรรมการผู้จัดการ
บริษัท เท็กซ์ไทล์เพรสที่จ จำกัด (มหาชน)

ตามที่ บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด ได้รับมอบหมายให้ทำการประเมินมูลค่าทรัพย์สิน บัดนี้ บริษัทฯ ได้ดำเนินการตามวัตถุประสงค์แล้วเสร็จเรียบร้อยแล้ว โดยได้แสดงรายละเอียดหลักเกณฑ์ สมมติฐาน และเงื่อนไขข้อจำกัดในการประเมินมูลค่าในครั้งนี้ไว้ในรายงาน และขอแจ้งผลสรุปการประเมินมูลค่า ทรัพย์สินนี้ดังต่อไปนี้

| ชื่อลูกค้า | บริษัท เท็กซ์ไทล์เพรสทีจ จำกัด (มหาชน) |
| :---: | :---: |
| ประเงททรัพย์สิน | ที่ดินว่างเปล่า จำนวน 1 แปลง |
| ที่ตั้งทรัพย์สิน | เลขที่ $220-221$ หมู่ที่ 5 สวนอุตสาหกรรมเครือสหพัฒน์ กบินทร์บุรี ถนนสุวรรณศร (ทล.33) ตำบลนนทรี อำเภอกบินทร์บุรี จังหวัดปราจีนบุรี |
| พิกัด GPS | LAT 14.014857 LONG 101.703054 |
| เอกสารสิทธิ์ที่ดิน | โฉนดที่ดินเลขที่ 4200 จำนวน 1 แปลง. เนื้อที่รวม 13-3-82.0 ไร่ หรือ $5,582.0$ ตารางวา หักเนื้อที่ดินส่วนที่เป็นทางภารจำยอม $0-1-70.0$ ไร่ หรือ 170.0 ตารางวา คงเหลือเนื้อที่ประเมินเพียง $13-2-12.0$ ไร่ หรือ $5,412.0$ ตารางวา ตำบลนนทรี อำเภอกบินทร์บุรี จังหวัดปราจีนบุรี่ |
| ผู้ถืออกรรมสิทธิ์ | บริษัท เท็กซ์ไทล์เพรสทีจ จำกัด (มหาชน) |
| ภาระผูกพัน | ไม่มีภาระผูกพ้นใดๆ |
| สิทธิการใช้ทางเช้า - ออก | ทางส่วนบุคคลจดภารจำยอมให้ทรัพย์สินใช้ผ่านเข้า-ออกแล้ว |
| วัตถุประสงค์การประเมิน | เพื่อเปิดเผยต่อสาธารณะ |
| หลักเกณฑ์การประเมิน | มูลค่าตลาด (Market Value) |
| วิธีการประเมิน | วิธีเปรียบเทียบราคาตลาด (Market Comparison Approach) |


| วันที่สำรวจ | 20 กรกฎาคม 2558 |
| :--- | :--- |
| วันที่ประเมิน | 20 กรกฎาคม 2558 |
| มูลค่าตลาดที่ประเมิน | \$20,295,000.00 บาท (ยี่สิบล้านสองแสนเก้าหมื่นห้าพันบาทถ้วน) |

หมายเหตุ: รายละเอียดหน้าถัดไป และข้อ 6.2

บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด และผู้ประเมินขอรับรองว่าไม่มีผลประโยชน์ไดๆ เกี่ยวข้องกับ ทรัพย์สินนี้ และได้ปฏิบัติหน้าที่ในฐานะผู้ประเมินมูลค่าทรัพย์สินด้วยความระมัดระวังตามมาตรฐาน และุรรยาบรรณวิชาชีพอย่างเต็มที่

จึงเรียนมาเพื่อโปรดพิจารณา

ขอแสดงความนับถือ

(พิมาน รุ่งวาว)
ผู้สำรวจและประเมิน

(ฐิติมา ชาภู่พวง)
ผู้สอบทานรายงาน


ผู้ประเมินหลักชั้นวุฒิ เลขที่ วฒ. 246


## 6.5 สรุปมูลค่าทรัพย์สิน

บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด ได้พิจารณารายละเดียดต่างๆ ของทรัพย์สินภายใด้ หลักเกณฑ์ ข้อจำกัด และสมมติฐานข้างต้นตามที่ได้ระบุไว้ในรายงานฉบับนี้ หากไม่มีข้อจำกัดพิเศษอื่นใดซึ่ง ผู้ประเมินค่าทรัพย์สินไม่อาจทราบได้แล้ว ผู้ประเมินมีความเน็นต่อมูลค่าของทรัพย์สินที่ทำการประเมิน ณ วันที่ 20 กรกฎาคม 2558 ดังนี้

| ที่ดิน |  |  | รวมมูลค่าทรัพย์สิน (บาท) |
| :---: | :---: | :---: | :---: |
| เนื้อที่ดิน (ตารางวา) | ตารางวาละ (บาท) | เป็นเงิน (บาท) |  |
| 5,412.0 | 3,750.00 | 20,295,000.00 | 20,295,000.00 |
|  |  | หรือคิดเป็น | \$20,295,000.00 |
| (ยี่สิบล้านสองแสนเก้าหมี่นห้าพันบาทถ้วน) |  |  |  |

บริษัทฯ และผู้ประเมินขอรับรจงว่าไม่มีผลประโยชน์เกี่ยวข้องใดๆ กับหรัพย์สินนี้ และได้ปฏิบัติหน้าที่ ในฐานะผู้ประเมินมูลค่าทรัพย์สินด้วยความระมัดระวัง ตามมาตรฐานและจรรยาบรรณวิซาฮีพอย่างเต็มที่

(พิมาน รุ่งวาว)

(กฤติน กรพิพัฒน์)

ผู้สำรวจและประเมิน

ผู้ประเมินหลัก

(ฐิติมา ชาภู่พวง)
ผู้สอบทานรายงาน


## สรุปผลการประเมินมูลค่าทรัพย์สิน

ถูกค้าราย : บริษัท ที.ยู.ซี.อีลาสติค จำกัด<br>ทรัพย์สิน : ที่ดินว่างเปล่า จำนวน 1 แปลง (ประเมินเฉพาะที่ดิน)<br>ที่ตั้ง : หมู่ที่ 5 ซอยไม่มีชื่อ ถนนสุวรรณศร (ทล.39) ตำบลนนทรี อำเภอกบินทร์บุรี จังหวัดปราจีนบุรี<br>เสนอต่อ : บริษัท ที.ยู.ซี. อีลาสติค จำกัด<br>รายงานเลขที่ : SCA-2015-275 TUC (248)

## จัดทำโดย

## บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด

รายงานการประเมินมูลค่าทรัพย์สินของ บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด จัดทำขึ้นตามแบบฟอร์มมาตรฐานของสมาคมผู้ประเมินค่าทรัพย์สินแห่งประเทศไทย

ลบเฉพาะ

ที SCA-2015-275

วันที่ 10 สิงหาคม 2558

เรื่อง นำส่งสรุปผลการประเมินมูลค่าทรัพย์สิน

เรียน กรรมการผู้จัดการ
บริษัท ที.ยู.ซี.อีลาสติค จำกัด

ตามที่ บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด ได้รับมอบหมายให้ทำการประเมินมูลค่าทรัพย์สิน บัดนี้ บริษัทฯ "ได้ดำเนินการตามวัตถุประะสงค์แล้วเสร์จเรียบร้อยแล้ว โดยได้แสดงรายละเอียดหลักเกณฑ์ สมมติฐาน และ เงื่อนไขข้อจำกัดในการประเมินมูลค่าในครั้งนี้ไว้ในรายงาน และขอแจ้งผลสรุปการประเมินมูลค่าทรัพย์สินนี้ ดังต่อไปนิ้

| ชื่อลูกค้า | บริษัท ที.ยู.ซี:อีลาสติค จำกัด |
| :---: | :---: |
| ประเภททรัพย์สิน | ที่ดินว่างเปล่า จำนวน 1 แปลง (ประเมินเฉพาะที่ดิน) |
| ที่ตั้งทรัพย์สิน | หมู่ที่ 5 ซอยไม่มีชื่อ ถนนสุวรรณศร (ทล.39) ตำบลนนทรี อำเภอกบินทร์บุรี จังหวัดปราจีนบุรี |
| พิกัด GPS | LAT 14.018541 LONG 101.694404 |
| เอกสารสิทธิ้ที่ดิน | โฉนดเลขที่ 29159 จำนวน 1 แปลง เนื้อที่รวม $5-3-98$ ไร่ หรือ 2,398 ตารางวา ตำบลนนทรี อำเภอกบินทร์บุรี่ จังหวัดปราจีนบุรี่ |
| ผู้ถือกรรมสิทธิ์ | บริษัท ที.ยู่.ซี.อีลาสติค จำกัด |
| ภาระผูกพัน | ไม่มีภาระผูกพันใดๆ |
| สิทธิการใช้ทางเข้า - ออก | ทางสาธารณประโยชน์ |
| วัตถุบิระสงค์การประเมิน | เพื่อเปิดเผยต่อสาธารณะ |
| หลักเกณฑ์การประเมิน | มูลค่าตลาด (Market Value) |
| วิธีการประเมิน | วิธีเปรียบเทียบราคาตลาด (Market Comparison Approach) |


| วันที่สำรวจ | 20 กรกฎาคม 2558 |
| :--- | :--- |
| วันที่ประเมิน | 20 กรกฎาคม 2558 |
| มูลค่าตลาดที่ไระเมิน | $\$ 4,168,000.00$ (สี่ล้านหนึ่งแสนหกหมื่นแปดพันบาทถ้วน) |

## หมายเหตุ

1. คากการตรวจสอบภายในทรัพย์สินที่ดิน โฉนดเลขที่ 29159 พบสิ่งปลูกสร้างพร้อมส่วนพัฒนาควบต่างๆ จำนวน 7 รายการ บริษัทฯไม่ประเมินมูลค่าสิ่งปลุกสร้างดังกล่าวให้ตามความประสงค์ของผู้ว่าจ้าง โดยประเมินมูลค่า ทรัพย์สืนในลักษณะะป็นที่ดืดนว่างเปล่าเท่านั้น
2.ทรัพย์สินโอนดที่ดินเละที่ 29159 เนื้อที่ดึน $5-3-98$ ไร่ หริร 2,398 ตารางวา สภาพธัจจุบันมีกางแบ่งหักเป็นถนน คอนกรีตกว้างประมงเณ 10.00 เมตร ยาวประมาณ 70.00 เมตร คิดเป็นเนื้อที่ดินประมาณ $0-1-75$ ไร่ หรือ 175 ตาวางรา ดังนั้นบรัษัทฯดึดงไม่ประเมิ่นมูลคาที่ดินส่วนที่เป็นถนน คงเหลือเนื้อที่ดินที่ประเมินมูลค่าประมาณ $5-2-23$ ไร่ หรื้อ 2,223 ตารางวา

บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด และผู้ประเมินขอร้บรองว่าไม่มีผลประโยชน์ใดๆ เกี่ยวข้องกับ ทรัพย์สินนี้ และได้ปฏิบัติหน้าที่ในฐานะผู้ประเมินมูลค่าทรัพย์สินด้วยความระมัดระวังตามมาตรฐาน และจรรยาบรรณวิชาชีพอย่างเต็มที่

จึงเรียนมาเพื่อใปรดพิจารณา

ขอแสดงความนับถือ


(ฐิติมา ชาภู่พวง)
ผู้สอบทานรายงาน

(กฤติน กรพิพัฒน์)
ผู้ประเมินหลักชั่นวุฆิ เลขที่ วฒ. 246


## 6.5 สรุปมูลค่าทรัพย์สิน

บริษัท กลุงสยามป่ระเมินค่าทรัพย์สิน จำกัด ได้พิจารณารายละเอี่ยดต่างฯ ของทรัพย์สินภายใต้ หลักเกณฑ์ ข้อจำกัด และสมมติฐานจ้างต้นตามที่ได้ระบุไว้ในรายงานจบับนี้ หากไม่มีข้อจำกัดพิเศษอื่นใดซึ่งผู้้ ประเมินค่าทรัพย์สินไม่อาจทราบได้แล้ว ผู้ประเมินมีความเห็นต่อมูลค่าของทรัพย์สินที่ทำการประเมิน ณ วันที่ 20 กรกฎาคม 2558 ดังนี้

| ที่ดิน |  |  | รวมมูลค่าทรัพย์สิน <br> (บาท) |
| :---: | :---: | :---: | :---: |
| เนื้อที่ดิน (ตารางวา) | ตารางวาละ (บาท) | เป็นเงิน (บาท) |  |
| 2,223.0 | 1,875.00 | 4,168,125.00 | 4,168,125.00 |
|  |  | หรือคิดเป็น | \$4,168,000.00 |
| (สี่ล้านหนึ่งแสนหกหมื่นแปดพันบาทถ้วน) |  |  |  |

บริษัทฯ และผู้ประเมินขอรับรองว่าไม่มีผลประโยชน์เกี่ยวข้องใดๆ กับทรัพย์สินนี้ และได้ปฏิบัติหน้าที่ใน ฐานะผู้ประเมินมูลค่าทรัพย์สินด้วยความระมัดระวัง ตามมาตรฐานและจรรยาบรรณวิชาชีพอย่างเต็มที่



ผู้สำรวจและประเมิน

าๆติน กรพิพัตนน์) ผู้ประะเมินหลักชั้นวุฒิ เลขที่ วฒ. 246

(ฐิติมา ชาภู่พวง)
ผู้สอบทานรายงาน


# รายงานการประเมินมูลค่าทรัพย์สิน 

ลูกค้าราย : บริษัท ที.ยู.ชี อีลาสติค จำกัด<br>ทรัพย์สิน : สิ่งปลูกสร้างและเครื่องจักรพร้อมอุปกรณ์<br>ที่ตั้ง : $111 / 2$ หมู่ที่ 5 สวนอุตสาหกรรมเครือสหพัฒน์กบินทร์บุรี ถนนสุวรรณศร (ทล.33)<br>ดำบลนนทรี อำเภอกบินทร์บุรี จังหวัดปราจีนบุรี<br>เสนอต่อ : บริษัท ที.ยู.ซี อีลาสติค จำกัด<br>รายงานเลขที่ : SCA-2015-276-TUC1 (249-1)

## จัดทำโดย

## บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด

รายงานการประเมินมูลค่าทรัพย์สินของ บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด จัดทำขึ้นตามแบบฟอร์มมาตรฐานของสมาคมผู้ประเมินค่าทรัพย์สินแห่งประเทศไทย

ลันเฉพาะ

ที่ SCA-2015-276

วันที่ 11 สสงหาคม่ 2558

เรื่อง นำส่งรายงานประเมินมูลค่าทรัพย์สิน

โรียน กรรมกากผู้จัดการ
บริษัท ที.ยู่ซี อีลาสติค จำกัด

ตามที่ บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด ได้รับมอบหมายให้ทำการประเมินมูลค่าทรัพย์สิน บัดนี้ นริษัทฯ ได้ดำเนินการตามวัตถุบระสงค์แล้วเสร์จเรียบร้อยแล้ว โดยได้แสดงรายละเอียดหลักเกณฑ์ สมมติฐาน และ เงื่อนไขข้อจำกัดในการประเมินมูลค่าในครั้งนี้ไร้ในรายงาน และขอแจ้งผลสรุปการบระเมินมูลค่าทรัพย์สินนี้ดังต่อไปนี้

| ซื่อลูกค้า | บริษัท ที.ยู.ซี อีลาสติค จำกัด |
| :---: | :---: |
| ประเภททรัพย์สิน | สิ่งปลูกสร้างและเคื่องจักรพร้อมอุปกรณ์ |
| ที่ตั้งทรัพย์สิน | $111 / 2$ หมู่ที่ 5 สวนอุตสาหกรรมเคื่อสหพัฒน์กบินทร์บุรีรี ถนนสุวรรณศร (ทล.33) ตำบลนนทรี่ อำเภอกบินทร์บุรี จังหวัดปราจีนบุรี |
| พิกัด GPS | LAT: 14.019200 LONG: 101.700794 |
| ก่อสร้างบน (เอกสารสิทธิ์) | โฉนดเลขที่ 37590 เลขที่ดิน 310 หน้าสำรวจ 1296 ตำบลนนทรี อำเภอกบินทร์บุรี จังหวัดปราจีนบุรี |
| อาคารสิ่งปลูกสร้าง | อาคารโรงงาน จำนวน 1 หลัง |
| ใบอนุญาตการก่อส้างอาคาร | ไม่สามารถตรวจสอบได้ |
| ผู้ถือกรรมสิทธิ่ที่ดิน | บริษัท เท็กซ์ไทล์เพรสทีจ จำกัด (มหาชน) |
| ผู้ถื่อกรรมสิทธิอาอาคาร | บริษัท ที่ยู่.ซี อีลาสติค จำกัด |
| วัตถุประสงค์การประเมิน | เพื่อเปิดเผยต่อสาธารณะ |
| หลักเกณฑ์การประเมิน | มูลค่าตลาด |
| วิธีการประเมิน | วิธีด้นทุน (Cost Approach) |


| วันที่สำรวจ | 20 กรกฎาคม 2558 |
| :--- | :--- |
| วันที่ประเมิน | 20 กรกฎาคม 2558 |
| มูลค่าทรัพย์สิน | \$151,252,000.00 บาท <br> (หนึ่งร้อยห้าสิบเอ็ดล้านสองแสนห้าหมื่นสองพันบาทถ้วน) |

หมายเหตุ : 1. ในการประเมินมูลค่าครั้งนี้ ผู้ประเมินได้รับมอบหมายให้ประเมินเฉพาะสิ่งปลูกสร้าง และ ส่วนพัฒนาควบบนที่ดินเท่านั้นโดยผู้ประเมินเซื่อว่าอาคารและสวนปรับปรุงพัฒนาอื่น ได้รับการปลูกสร้างโดย ถุกต้อง สอดคล้องกัะข้อกำหนดผังเมืองกฎหมายควบดุมอาคาร
2. มูลค่าทตแทน (RCN) ของเครี่องจักร อ้างอิงมูลค่าตามมูลค่าทางบัญชี (Book Value) ที่ทางผู้ว่าจ้าร จัดสงให้

บริษัท กรุงสยาสประเมินค่าทรัพย์สิน จำกัด และผู้ประเมินขอรับรองว่าไม่มีผลประโยซน์ไดๆ เกี่ยวข้องกับ ทรัพย์สินนี้ และได้ปฏิบัติหน้าที่ในฐานะผู้ประเมินมูลค่าทรัพย์สินด้วยความระมัดระวังตามมาตรฐาน และ จรรยาบรรณนวิชาชีพอย่างเต็มที่

จึงเรียนมาเพื่อโปรดพิจารณา

ขอแสดงความนับถื่

> (จิรัฒฒ์ จันทร์ไกรทอง)
> ผู้สำรวจและประเมิน




ผู้ประเมินหลักสั้นวุฒิ เลขที่ วฆ. 246


## 3.5 สรุปมูลค่าทรัพย์สิน

บริษัท กลุงสยามประเมินค่าทรัพย์สิน จำกัด ได้พิจารณารายละเอียดต่างๆ ของทรัพย์สินภายใด้ หลักเกณฑ์ ข้อจำกัด และสมมติฐานข้างต้นตามที่ได้ระบุไว้ในรายงานจบับนี้ หากไม่มีข้อจำกัดพิเศษอื่นใด ซึ่งผู้บระเมินค่าหรัพย์สินไม่อาจทราบได้แล้ว ผู้ประเมินมีความเห็นต่อมูลค่าของทรัพย์สินที่ทำการบระเมิน ณ วันที่ 20 กรกฏาคม 2558 ดังนี้

มูลค่าสิ่งปลูกสร้าง

| รวมมุลค่าสิ่งปลููกสร้าง | B3,215,520.00 |
| :---: | ---: |

มูลค่าเครื่องจักรพร้อมอุปกรณ์

| รวมมูลค่าเครื่องจักรพร้อมอุปกรณ์ | $\$ 148,036,500.00$ |
| :---: | :---: |

รวมมูลค่าทรัพย์สินทั้งสิ้น

| รวมมูลค่าสิ่งปลูกสร้าง และ เครื่องจักรพร้อมอุปกรณ์ | $151,252,020.00$ |
| ---: | ---: | ---: |
| รวมมูลค่าทรัพย์สินทั้งสิ้น (ปัดเศษ) | \&151,252,000.00 |
| ( หนึ่งร้อยห้าสิบเอ็ดล้านสองแสนห้หหมื่นสองพันบาทถ้วน ) |  |

บริษัทฯ และผู้ประเมินขอรับรองว่าไม่มีผลประโยชน์เกี่ยวข้องใดๆ กับทัพย์สินนี้ และได้ปฏิบัติหน้าที่ใน ฐานะผู้บระเมินมูลค่าทรัพย์สินด้วยคคามระมัดระวัง ตามมาตรฐานและจรรยาบรรณวิชาชีพอย่างเต็มที่
Grionar
(จิรวัฒน์ จันทร์ไกรทอง) ผู้สำรวจและประเมิน

(กฤติน กรพิพัฒน์)
ผู้ประเมินหลัก

(ริติมา ชาภู่พวง)
ผู้สอบทานรายงาน


# รายงานการประเมินมูลค่าทรัพย์สิน 

ลูกค้าราย : บริษัท ที.ย. ซี อีลาสติค จำกัด

ทรัพย์สิน : อาคารสิ่งปลูกสร้าง และเครื่องจักรพร้อมทั้งอุปกรณ์

ที่ตั้ง : เลขที่ 221 หมู่ที่ 5 สวนอุตสาหกรรมเครือสหพัฒน์กบินทร์บุรี ถนนสุวรรณศร (ทล. 33) ตำบลนนทรี อำเภอกบินทร์บุรีจังหวัดปราจีนบุรี

รายงานเลขที่ : SCA-2015-277-TUC (250)

## จัดทำโดย

บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด

ลับเฉพา:

ที่
SCA-2015-277

วันที่ 10 สิงหาคม 2558

เรื่อง นำสงรายงานประเมินรูลค่าทรัพย์สิน

เรียน กรรมการผู้จัดการ
บริษัท ที.ยู. ซี. อีลาสติค จำกัด

ตามที่ บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด ไดร้บมอบหมายให้ทำการประเมินมูลค่าทรัพย์สิน บัดนี้ บริษัทฯ ได้ดำเนินการตามวัตถุประสงค์แล้วเสร็จเรียบร้อยแส้ว โดยได้แสดงรายละเอียดหลักเกณฑ์ สมมติฐาน และ เื่อนไขข้อจำกัดในการประเมินมูลค่าในครั้งนี้ไว้ในรายงาน และขอแเจ้งผลสรุปการประเมินมูลค่าทรัพย์สินนี้ตังต่อไปนี้

| ซื่อลูกค้า | บริษัท ที.ยู.ซี. อีลาสติค จำกัด |
| :---: | :---: |
| ประเกททริพย์สิน | สิ่งปลูกสร้างพร้อมเครื่องจักรพร้อมทั้งอุปกรณ์ |
| ที่ตั้งทรัพย์สิน | เลขที่ 221 หมู่ที่ 5 สวนจุตสาหกรรมเคืือสหพัฒน์กบินทร์บุรี ถนนสุวรรณศรู (ทล.33) ตำบลนนทรี อำเภอกบินทร์มุรี จังหวัดปราจีนบุรี |
| พิกัด GPS | LAT: 14.014857 LONG: 101.703054 |
| ก่อสร้างบน (เセกสารสิทธิ) | โฉนดเลขที่ 4200 เลขที่ดิน 88 หน้าสำรวจ 640 ตำบลนนทรี อำเภอกบินทร์บุรี จังหวัดป่าจีีนบุรี |
| อาคารสิ่งปลูกสร้าง | สิ่งปลูกสร้าง 2 รายการ และเครื่องจักรพร้อมทั้งอุปกรณ์ 64 รายการ ( 132 เคื่อง) |
| ใบอนุญาตการก่อสร้างอาคาร | ไม่สามารถตรวจสอบได้ |
| ผู้ถือกรรมสิทธิ่ที่ดิน | บริษัท เท็กซ์ไทล์เพรสทีจ จำกัด (มหาชน) |
| ผู้ถือกรรมสิทธิ้อาคาร | บริษัท ที.ยู. ซี. อีลาสติค จำกัด |
| วัตถุประสงค์การประเมิน | เพื่อเปิดเผยต่อสาธารณะ |
| หลักเกณฑ์การประเมิน | มูลค่าตลาด |
| วิธีการประเมิน | วิธีต้นทุน (Cost Approach) |


| วันที่สำรวจ | 20 กราฎาคม 2558 |
| :--- | :--- |
| วันที่ประเมิน | 20 กรกฎาคม 2558 |
| มูลค่าทรัพย์สิน | க57,067,000.00 บาท (ห้าสิบเจ็ดล้านหกหมี่นเจ็ดพันบาทถ้วน) |

หมายเหตุ: 1.ในการประเมินมูลค่าครั้งนี้ ผู้ประเมินได้รับมอบหมายให้ประเมินเฉพาะสิ่งปลูกสร้าง และส่วน พัฒนาควบบนที่ดินเท่านั้นโดยผู้ประเมินเชื่อว่าอาคารและส่วนปรับปรุงพัฒนาอื่น ได้ร้บการปลูกสร้างโดยถูกต้อง สอดคล้องกับข้อกำหนดผังเมืองกฎหมายควบคุมอาคาร
2. มูลค่าทดแทน $(\mathrm{RCN})$ ของเครื่องจักร อ้างอิงมูลค่าตามมูลค่าทางบัญชี (Book Value) ที่ทางผู้ ว่าจ้างจัดสงใให้

บริษ゙ท กรุงสยามประเมินค่าทรัพย์สิน จำกัด และผู้ประเเมินขอรับรองว่าไม่มีผลประโยชน์ไดๆ เกี่ยวข้องกับ ทรัพย์สินนี้ และได้ปฏิบัติหน้าที่ในฐานะผู้ประเมินมูลค่าทรัพย์สินด้วยความระมัดระวังตามมาตรฐาน และ จรรยาบรรณวิชาชีพอย่างเต็มที่

จึงเรียนมาเพื่อโปรดพิจารณา


> (จิวัวฒน์ จ้นทร์ไกรทอง)
> ผู้สำววจและประเมิน


กรรมการผู้จัดการ

## 3.5 สรุปมูลค่าทรัพย์สิน

บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด ได้พิจารณารายละเอียดต่างๆ ของทรัพย์สินภายใต้ หลักเกณฑ์ ข้อจำกัด และสมมติฐานข้างต้นตามที่ได้ระบุไว้ในรายงานฉบับนี้ หากไม่มีข้อจำกัดพิเศษอื่นใด ซึ่งผู้ประเมินค่าทรัพย์สินไม่อาจทราบได้แล้ว ผู้ประเมินมีความเห็นต่อมูลค่าของทรัพย์สินที่ทำการประเมิน ณ วันที่ 20 กรกฏาคม 2558 ดังนี้

มูลค่าที่สิ่งปลูกสร้าง

| รวมมูลค่าสิ่งปปลูกสร้าง | B12,439,947.00 |
| :--- | ---: |

มูลค่าเครื่องจักรพร้อมอุปกรณ์

| รวมมูลค่าเครื่องจักรพร้อมฮุปกรณ์์ | B44,627,100.00 |
| :--- | :--- |

รวมมูลค่าทรัพย์สินทั้งสิ้น

| รวมมุลค่าสิ่งปลูกสร้าง และ เครื่องจักรพร้อมอุปกรณ์ | $57,067.047 .00$ |  |
| ---: | ---: | :---: |
| รวมมูลค่าทรัพย์สินทั้งสิ้น (ปัดเศษษ) | B57,067,000.00 |  |
| (ห้าสิบเจ็ดล้านหกหมี่นเจ็ดพันบาทถ้วน) |  |  |

บริษัทบ และผู้ประเมินขอรับรองว่าไม่มีผลประโยชน์เกี่ยวข้องใดๆ กับทรัพย์สินนี้ และได้ปฏิบัติหน้าที่ใน ฐานะผู้ประเมินมูลค่าทรัพย์สินด้วยความระมัดระวัง ตามมาตรฐานและจรรยาบรรณวิชาชีพอย่างเต็มที่

(จิรวัฒน์ จันทร์ไกรทอง) ผู้สำรวจและประเมิน


(ริติมา ซาภู่พวง)
ผู้สอบทานรายงาน


กรรมการผู้จัดการ

# รายงานการประเมินมูลค่าทรัพย์สิน 

ลูกค้าราย : บริษัท เพรสทีจ พลัส จำกัด ทรัพย์สิน: สิ่งปลูกสร้างและเครื่องจักรพร้อมอุปกรณ์

ที่ตั้ง : $111 / 2$ หมู่ที่ 5 สวนอุตสาหกรรมเครือสหพัฒน์กบินทร์บุรี ถนนสุวรรณศร (ทล.33) ตำบลนนทรี อำเภอกบินทร์บุรี จังหวัดปร่าจีนบุรี

เสนอต่อ : บริษัท เพรสทีจ พลัส จำกัด
รายงานเลขที่ : SCA-2015-280-PPC (251-1)

## จัดทำโดย

บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด
รายงานการประเมินมูลค่าทรัพย์สินของ บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด จัดทำขึ้นตามแบบฟอร์มมาตรฐานของสมาคมผู้ประเมินค่าทรัพย์สินแห่งประเทศไทย

บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด
SIAM CITY APPRAISAL COMPANY LIMITED

ลับเฉพาะ

ที่ SCA-2015-280

วันที่ 13 สิงหาคม 2558

เรี่อง นำสงรายงานประเมินมูลค่าทรัพย์สิเป

เรียน กรรมการผู้จัดการ
บริษัท เพรสที่จ พลัส จำกัด

ตามที่ บริษัท กรุงสย่ามประเมินค่าทรัพย์สิน จำกัด ได้รับมอบหมายให้ทำการประเมินมูลค่าทรัพย์สิน บัดนี้ บริษัทฯ ได้ดำเนินการตามวัตถุประสงค์แล้วเสร์จเรียบร้อยแล้ว โดยได้แสดงรายละเอียดหลักเกณฑ์ สมมติฐาน และ เง่่อนไขข้อจำกัดในการประเมินมูลค่าในครั้งนี้ไว้ในรายงาน และขอแจ้งผลสรุปการประเมินมูลค่าทรัพย์สินนี้ดังต่อไปนี้

| ชื่อลูกค้า | บริษัท เพรสทีจ พลัส จำกัด |
| :---: | :---: |
| บระเภททรัพย์สิน | สิงปลูกส้ร้างและเครื่องจักรพร้อมอุปกรณ์ |
| ที่ตั้งทรัพย์สิน | $111 / 2$ หมู่ที่ 5 สวนนอุตสาหกรรมเครือสหพัฒน์กบินทร์บุรี ถนนสุวรรณตร (ทล.33) ตำบลนนทรี อำแภอกบินทร์บุรีรั จังหวัดปราจีนบุรี |
| พิกัด GPS | LAT: 14.019200 LONG: 101.700794 |
| อาคารสิ่งปลูกสร้างก่อสร้างบน (เอกสารสิทธิ์) | โคนดเลขที่ 37590 เลขที่ดิน 310 หน้าสำรวจ 1296 ตำบลนนทรี อำเภอกบินทร์บุรีจังหวัดปราจีนบุรี |
| อาคารสึ่งปลูกสร้าง | อาคารโรงงาน(พื้นที่บางส่วน) จำนวน 1 รายการ |
| ใบอนุญาตการ่อสร้างอาคาร | ไม่สามารถตรจจสสอบได้ |
| ผู้ถือกรรมสิทธิ่ที่ดิน | บริษัท เท็กร์ไทล์ เพรสทีจ จำกัด(มหาชน) |
| ผู้ถีอกรรมสิทธิอาคาร | บริษัท เท็กซ์ไทล์ เพรสทีจ จำกัด(มหาชน) |
| วัตถุประสงค์การบ่ระเมิน | เพื่อเปิดเผยต่อสาธารณะ |
| หลักเกณฑ์การประเมิน | มูลค่าตลาด |
| วิธีการประเมิน | วิธีต้นทุน (Cost Approach) |


| วันที่สำรวจ | 20 กรกฎาคม 2558 |
| :--- | :--- |
| วันที่ประเมิน | 20 กรกฎาคม 2558 |
| มูลค่าทรัพย์สิน | B73,108,000.00 บาท (เจ็ดสิบสามล้านหนึ่งแสนแปดพันบาทถ้วน) |

## หมายเหตุ

1. ในการประเมินมูลค่าครั้งนี้ ผู้ประเมินได้รับมอบหมายให้ประเมินเฉพาะสิ่งปลูกส้าง และส่วนพัฒนาควบ บยที่ดินเท่านั้นโดยผู้ประเมินเซื่อว่าอาคารและส่วนปรับปรุงพัฒนาอื่น ได้รับการปลูกสร้างโดยถูกต้อง สอดคล้องกับ ข้อกำหนดผังเมืองกฐหมายควบคุมอาคาร ดังนั้นหากเป็นการซื้อขายกับบุคคลอื่นที่มิใช่กลุ่มเดียวกัน ก่อนทำนิติกรรม ใดหรีอจดทะเบียนสิทธิเห็นคครตราจสอบอีกครั้ง
2. มูลค่าทดแทน ( RCN ) ของเคื่องจักร อ้างอิงมูลค่าตามมูลค่าทางบัญชี (Book Value) ที่ทางผู้ว่าจ้างจัดส่งให้

บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด และผู้ประเมินขอรับรองว่าไม่มีผลป่ระโยชน์ไดๆ เกี่ยวข้องกับ ทรัพย์สินนี้ และได้บิิบัตุหน้าที่ในฐานะผู้ประเมินมูลค่าทรัพย์สนด้วยความระมัดระวังดามมาตรฐาน และ จรรยาบรรณวิชาชีพอย่างเด็มที่

จึงเรียนมาเพื่อโปรดพิจารณา

ขอแสดงความนับถือ

(ฐิติมา ชาภู่พวง)
ผู้สำรวจและบ่ระเมิน

$$
20 j 00
$$

(พิมาน รุ่งวาว)
ผู้สอบหานรายงาน


กรรมการผู้จัดการ

## 3.5 สรุปมูลค่าทรัพย์สิน

บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด ได้พิจารณารายละเอียดต่างๆ ของทรัพย์สินภายใต้ หลักเกณฑ์ ข้อจำกัด และสมมติฐานข้างต้นตามที่ได้ระบุไว้ในรายงานจบับนี้ หากไม่มีข้อจำกัดพิเศษอื่นใด ซึ่งผู้ประเมินค่าทรัพย์สินไม่อาจทราบได้แล้ว ผู้ประเมินมีความเห็นต่อมูลค่าของทรัพย์สินที่ทำการประเมิน ณ วันที่ 20 กรกฎาคม 2558 ดังนี้

มูลค่าสิ่งปลูกสร้างอาคารโรงงานชั้นเดียว พร้อมชั้นลอย

| มูลค่าสิ่งปลูกสร้าง | รวมมูลค่าทรัพย์สิน <br> (บาท) |
| :---: | :---: |
| อาคารโรงงานชั้นเดียวพร้อมชั้นลอย | 申7,079,016.00 |

มูลค่าเครื่องจักรพร้อมอุปกรณ์


บริษัทฯ และผู้ประเมินขอรับรจงว่วไม่มีผลประโยชน์เกี่ยวข้องใดา กับทรัพย์สินนี้ และได้ปฏิบัติหน้าที่ใน ฐานะผู้ประเมินมูลค่าทรัพย์สิน้ด้วยความระมัดระวัง ตามมาตรฐานและจรรยาบรรณวิชาชีพอย่างเต็มที่

(ฐูติมา ชาภู่พวง)
ผู้ตำรวจและประเมิน

$$
0 \sim 3 \hat{0} 0,0
$$

(พิมาน รุ่งวาว)
ผู้สอบทานรายงาน

(กฤิิน กรพิพัฒน์)

ููสาวคณเละประเมิน

ผู้ประเมินหลัก


# รายงานการประเมินมูลค่าทรัพย์สิน <br> ลูกค้าราย : บริษัท เพรสทีจ เอ็มบรอยเดอรี่จำกัด 

ทรัพย์สิน : ที่ดินพร้อมอาคารพาณิซย์สูง 4 ชั้น พร้อมส่วนต่อเติม จำนวน 3 คูหา ที่ตั้ง : เลขที่ 271/38-40
ซอยไม่มีซื่อ ถนนสุวรรณศร (ทล.33) (บริเวณ กม. 200-201) ตำนลกบินทร์ อำเภอกบินทร์บุรี จังหวัดปราจีนบุรี

เสนอต่อ : นริษัท เพรสทีจ เอ็มบรอยเดอรี่จำกัด รายงานเลขที่ : SCA-2015-278 PEC (252)

## จัดทำโดย

## บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด

รายงานการประเมินมูลค่าทรัพย์สินของ บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด จัดทำขึ้นตามแบบฟอร์มมาตรฐานของสมาคมผู้ประเมินค่าทรัพย์สินแห่งประเทศไทย

ค่อบับ

ลับเฉพาะ

ที่ SCA-2015-278

วันที่ 10 สิงหาคม 2558

เรื่อง นำส่งรายงานประเมินมูลค่าทรัพย์สิน

เรียน กรรมการผู้จัดการ
บริษ้ท เพรสทีจ เอ็มบรอยเดอรี่ จำกัด

ตามที่ บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด ได้รับมอบหมายให้ทำการประเมินมูลค่าทรัพย์สิน บัดนี้ บริษัทฯ ได้ด้าเนินการตามวัตถุประสงค์แล้วเสร็จเรียบร้อยแส้ว โดยได้แสดงรายละเดียดหลักเกณฑ์ สมมติฐาน และ เงื่อนไขข้อจำกัดในการบ่ระเมินมูลค่าในครั้งนี้ไว้ในรายงาน และขอแจ้งผลสรุปการประเมินมูลค่าทรัพย์สินนี้ ดังต่อไปนี้

| ชื่อลูกค้า | บริษัท เพรสทีจ เอ็มบรอยเดอรี่ จำกัด |
| :---: | :---: |
| ประเภททรัพย์สิน | ที่ดินพร้อมสิ่งปลูกสร้าง |
| ที่ตั้งทรัพย์สิน | เลขที่ $271 / 38-40$ ซอยไม่มีซื่อ ถนนสุวรรณศร (ทล.33) (บริเวณ กม.200-201) ตำนลกบินทร์ อำเภอกบินทร์บุรี่ จังหวัดปราจีนบุรุรี |
| พิกัด GPS | LAT 14.007193 LONG 101.705163 |
| เอกสารสิทธิ์ที่ดิน | โฉนดเละที่ 30256,30257 และ 30258 จำนวน 3 แปลง เนื้อที่ 0-0-60 ไร่ หรือ 60 ตารางวา ตำบลกบินทร์ อำเภอกบินทร์บุรี จังหวัดปร่าจีนบุรีร |
| อาคารสิ่งปลูกสร้าง | อาคารพาณิชย์สูง 4 ชั้นพร้อมส่วนต่อเติม จำนวน 3 คูหา |
| ใบอนุญาตการก่อสร้างอาคาร | ไม่สามารถตรวจสอบได้ |
| ผู้ถีอกรรมสิทธิ์ที่ดิน | บริษัท เพรสทีจ เอ๊มบรอยเดอรี่ จำกัด |
| ผู้ถือกรรมสิทธิ์อาคาร | บริษัท เพรสทีจ เล็มบรอยเดอรี่ จำกัด |
| ภาระผูกพัน | ไม่มีภาระผูกพันใดๆ |
| สิทริการใช้ทางเข้า - ออก | ถนนโครงการ |
| วัตถุประสงค์การประเมิน | เพื่อเปิดเผยต่อสาธารณะ |


| หลักเกณฑ์การประเมิน | มูลค่าตลาด |
| :--- | :--- |
| วิธีการประเมิน | วิธีเปรียบเทียบราคาตลาด (Market Comparison Approach) |
| วันที่สำรวจ | 20 กรกฎาคม 2558 |
| วันที่ประเมิน | 20 กรกฎาคม 2558 |
| มูลค่าตลาดที่ประเมิน | ถ3,600,000.00 บาท (สามล้านหกแสนบาทถ้วน) |

หมายเหตุ: ทรัพย์สินเป็นอาคารพาณิชย์สูง 4 ชั้นพร้อมส่วนต่อเติม จำนวน 3 คูหา ติดกันเจาะทะลุถึงกัน มีบันไดขึ้น ละในจาคารเพียงด้านเดียว ตั้งอยุ่อาคารเลขที่ $271 / 38$ ในการบะะเมินมูลค่าครั้งนี้ ประเมินภายใใต้ทรัพย์สินมีการใช้ 1.ระโยชน์ร่วมกันไม่แยกจากกัน

บริษัท กลุงสยามประเมินค่าทรัพย์สิน จำกัด และผู้ปะะเมินขอรับรองว่าไม่มีผลประโยชน์ไดๆ เกี่ยวข้องกับ ทรัพย์สินนี้ และได้ปฏิบัติทน้าที่ในฐานะผู้ประเมินมูลค่าทรัพย์สินด้วยความระมัดระวังตามมาตรฐาน และ จะรรยาบรรณวิชาชีพอย่างเต็มที่

จึงเรียนมาเพื่อโปรดพิจารณา

ขอแสดงความนับถือ



ผู้สอบทานรายงาน


ผู้ประเมินหลักชั้นวุติ เลขที่ วฒ. 246


731 อาการทีเอ็มทาวเวอร์ ชั้น 4 ถนนอโคก-ดินแดง แชวงดินแดง เขตดินแดง กรุงเทพมหานคร 10400 โทร. 0-2247-4715-6,0-2248-0116-7 แฟกกซ์ 0-2247-6325 731 P.M.Tower 4 FI., Asoke-Dindaeng Rd., Dindaeng Subdistrict, Dindaeng, Bangkok 10400 Tel. 0-2247-4715-6, 0-2248-0116-7. Fax. 0 -2247-6325 E-MAIL: VN@SCA.CO.TH WWW.SCA.CO.TH

## 7.5 สรุปมูลค่าทรัพย์สิน

บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด ได้พิจารณารายละเอียดต่างๆ ของทรัพย์สินภายใด้ หลักเกณฑ์ ข้อจำกัด และสมมดิฐานข้างต้นตามที่ได้ระบุไว้ในรายงานจบับนี้ หากไม่มีข้อจำกัดพิเศษอื่น ใดซึ่งผู้ประเมินค่าทรัพย์สินไม่อาจทราบได้แล้ว ผู้ประเมินมีความเห็นต่อมูลค่าของทรัพย์สินที่ทำการ ประะเมิน ณ วันที่ 20 กรกฎาคม 2558 ภายใต้เงื่อนไขของบริษัท ฯ มีมูลค่าตลาดที่เหมาะสม ดังนี้

อาคารพาณิชย์ สูง 4 ชั้น พร้อมส่วนต่อเดิม เจาะทะลุถึงกันทุกชั้น เลขที่ $271 / 38-40$ คูหาละ $1,200,000.00$ บาท

$$
\text { รวมจำนวน } 3 \text { คูหา เป็นเงิน } 3,600,000.00 \text { บาท }
$$ (สามล้านหกแสนบาทถ้วน)

บริษัทฯ และผู้ประเมินขอรับรองว่าไม่มีผลประโยชน์เกี่ยวข้องใดๆ กับทรัพย์สินนี้ และได้ปฏิบัติหน้าที่ ในฐานะผู้ประเมินมูลค่าทรัพย์สินด้วยความะะมัดระวัง ตามมาตรฐานและจรรยาบรรณวิชาชีพอย่างเต็มที่

(ฐิติมา ชาภู่พวง)


ผู้สำรวจและประเมิน

ผู้ประะเมินหลัก


# รายงานการประเมินมูลค่าทรัพย์สิน 

จูกค้าราย : บริษัท เพรสทีจ เอ็มบรอยเดอรี่ จำกัด

ทรัพส์สิน : ที่ดินพร้อมสิ่งปลูกสร้างง และ เครี่งงจักรพร้องอุปารรณ์ ที่ดัง : เลขที่ 220 หมู่ที่ 5 สวนอุตสาหกรรมเครือสหพัมมน กกินทร์บุรี ฉนนสุวรรธแศร (ทล. 33)<br>ตำบลนนทรี อำเงอกบินทร์มุรี จังหวัดปราจีมบุรี<br>เสนอต่อ : นริษัท เพรสทีจ เด็มบรจยเดจรี่ จำกัด รายงานเลขที่ : SCA-2015-279 PEC (253)

## จัดทำโดย

บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด

รายงานการประเมินมูลค่าทรัพย์สินของ บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด
จัดทำขึ้นตามแบบฟอร์มมาตรฐานของสมาคมยู้ประเมินค่าทรัพย์สินแห่งประเทศไทย

ลับเฉพาะ

ที่ SCA-2015-279

วันที่ 11 สิงหาคม 2558

เรื่อง นำส่งรายงานประเมินมูลค่าทรัพย์สิน

เรียน กรรมการผู้จัดการ
บริษัท เพรสที่ เจ็มบรอยเดอรี่ จำกัด

ตามที่ บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด ได้รับมอบหมายให้ทำการประเมินมูลค่าทรัพย์สิน บัดนี้ บริษัทบ ได้ดำเนินการตามวัดถุประสงค์แเล้วเสร็จเรียบร้อยแล้ว โดยได้แสดงรายละเอียดหลักเกณฑ์ สมมติฐาน และ เงื่อนไขข้อจำกัดในการประเมินมูลค่าในคลั้งนี้ไว้ในรายงาน และขอแจ้งผลสรุปการประเมินมูลค่าทรัพย์สินนี้ ดังต่อไปนี้

| ซื่อลูกค้า | บริษัท เพรสทีจ เอ็มบรอยเดอรี่ จำกัด |
| :---: | :---: |
| ประเภททรัพย์สิน | ที่ดินพร้อมสิ่งปลูกสร้าง และ เครื่องจักรพร้อมอุปกรร์์ |
| ที่ตังงทรัพย์สิน | เลขที่ 220 หมู่ที่ 5 สวนจุตสาหกรรมเครือสหพัฒน์ กบินทร์บุรีรี่ ถนนสุวรรณศร (ทล.33) ตำบลนนทรี อำเภอกบินทร์บุรี จังหวัดปราจีนบุรี |
| พิกัด GPS | LAT: 14.015313 LONG : 101.701716 |
| เอกสารสิทธิ์ที่ดิน | โฉนดเลขที่ 38760,39299 และ 40314 จำนวน 3 แปลง เนื้อที่รวม $7-2-54$ ไร่ หรือ $3,054.0$ ตารางวา ประเมินเนื้อที่เพียง $7-2-50$ ไร่ หรือ 3,050 ตารางวา ตำบลนนทรี อำเภอกบินทร์บุรี จังหวัดปราจีนบุรี |
| อาคาวสิ่งปลูกสร้าง | สิงงปููสร้างจำนวน 3 รายการ |
| ใบอนุญาตการก่อสร้างอาคาร | ไม่สามารถตรวจสอบได้ |
| ผู้ถีอกรรมสิทธิ์ที่ดิน | บริษัท เพรสทีจ เอ็มบรอยเดอรี่ จำกัด |
| ผู้ถือกรรมสิทธิ์อาคาร | บริงัท เพรสทีจ เอ็มบรอยเดอรี่ จำกัด |
| ภาระผูกพัน | ไม่มีภาระผูกพันใดๆ |
| สิทธิการใช้ทางเข้า - ออก | ถนนในใคจงการ |
| วัตถุประสงค์การประเมิน | เพื่อเปิดเผยต่อสาธารณะ |


| หลักเกณฑ์การประเมิน | มูลค่าตลาด (Market Value) |
| :--- | :--- |
| วิธีการประเมิน | วิธีด้นทุน (Cost Approach) |
| วันที่สำรวจ | 20 กรกฎาคม 2558 |
| วันที่ประเมิน | 20 กรกฎาคม 2558 |
| มูลค่าตลาดที่ประเมิน | B84,696,000.00 บาท (แปดสิบสี่ล้านหกแสนเก้าหมี่นหกพันบาทถ้วน) |

หมายเหตุ

1. โฉนดที่ดินเลขที่ 40314 เลขที่ดิน 230 พื้นที่บางส่วนมิสภาพเป็นถนนภายในโครงการ(ภารจำยอม) คิดเป็นเนื้อที่ บระมาณ 0-0-4 ไร่ หรือ 4 ตารางวา
2. มีโครงสร้างบางส่วนของอาคารโรงงานและสำนักงานสูง 2 ชั้น รายการที่ $1-3$ ปลูกสร้างศร่อมแปลงที่ดินเละที่ 4200 ดังนั้นหากเป็นการข้้อขายกับบุคคลอึ่นที่มีใใ่่กลุ่มเดียวกัน ก่อนทำนิติกรรมใดหรือจดทะเบียนสิทธิเห์นควรตรวจสอบ อีกครั้ง การประเมินมุลค่าทรัพย์สินครั้งนี้ ภายใด้เงื่อนไขู้้อือกรรมสิทธ์ที่ดินและผู้ถือกรรมสิทธิ์อาคารเป็นบุคคลเดียวกัน
3. มูลค่าทดแทน ( RCN ) ของเครื่องจักร อ้างอิงมูลค่าตามมูลค่าทางบัญชี (Book Value) ที่ทางผู้ว่าจ้างจัดสงให้

บริษัท กรุงสยามป่ระเมินค่าทรัพย์สิน จำกัด และผู้ประเมินขอรับรองว่าไม่มีผลประโยชน์ใดๆ เกี่ยวข้องกับ ทรัพย์สินนี้ และได้ปฏิปัิิหน้าที่ในฐานะผู้ประเมินมูลค่าทรัพย์สินด้วยความระมัดระวังตามมาตรฐาน และจรรยาบรรณ วิชาชีหอย่างเต็มที่

จึงเรียนมาเพื่อโปรดพิจารณา

ขอแสดงความนับถือ

(ฐิติมา ชาภู่พวง)
ผู้สำรวจและประเมิน

(พิมาน รุ่งวาว)
ผู้สอบทานรายงาน
 กรรมการผู้จัดการ

## 7.5 สรุปมูลค่าทรัพย์สิน

บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด ได้พิจารณารายละเอียดต่างๆ ของทรัพย์สินภายใต้ หลักเกณฑ์ ข้อจำกัด และสมมติฐานข้างต้นตามที่ได้ระบุไว้ในรายงานฉบับนี้ หากไม่มีข้อจำกัดพิเศษอื่นใด ซึ่งผู้ประเมินค่าทรัพย์สินไม่อาจทราบได้แล้ว ผู้ประเมินมีความเห็นต่อมูลค่าของทรัพย์สินที่ทำการประเมิน ณ วันที่ 20 กรกฎาคม 2558 ดังนี้
มูลค่าที่ดินพร้อมสิ่งปลูกสร้าง ทรัพย์สินส่วนที่ 1

| ที่ดิน |  |  | มูลค่าสิ่งปลูกสร้าง (บาท) | รวมมูลค่าทรัพย์สิน (บาท) |
| :---: | :---: | :---: | :---: | :---: |
| เนื้อที่ดิน (ตารางวา) | ตารางวาละ (บาท) | เป็นเงิน (บาท) |  |  |
| 1,160.0 | 4,500.00 | 5,220,000.00 | 14,967,810.00 | \$20,187,810.00 |

มูฉค่าที่ดินพร้อมสิ่งปลูกสร้าง ทรัพย์สินส่วนที่ 2

| ที่ดิน |  |  | มูลค่าสิ่งปลูกสร้าง (บาท) | รวมมูลค่าทรัพย์สิน (บาท) |
| :---: | :---: | :---: | :---: | :---: |
| เนื้อที่ดิน (ตารางวา) | ตารางวาละ (บาท) | เป็นเงิน (บาท) |  |  |
| 1,890.0 | 3,750.00 | 7,087,500.00 | 0.00 | \$7,087,500.00 |

มูลค่าเครื่องจักรพร้อมอุปกรณ์

| รวมมูลค่าเครื่องจักรพร้อมอุปกรณ์์ | \$57,421,000.00 |
| :---: | :---: |
| รวมมูลค่าที่ดินพร้อมสิ่งปลูกสร้าง และ เครื่องจักรพร้อมจุุปกรณ์ | 84,696,310.00 |
| รวมมูลค่าทรัพย์สินทั้งสิ้น (ปัดเศษ) | \$84,696,000.00 |
| ( แปดสิบสี่ล้านหกแสนเก้าหมี่นหกพันบาทถ้วน) |  |

บริษัทฯ และผู้ประเมินขอรับรองว่าไม่มีผลประโยชน์เกี่ยวข้องใดๆ กับทรัพย์สินนี้ และได้ปฏิบัติหน้าที่ใน ฐานะผู้ประเมินมูลค่าทรัพย์สินด้วยความระมัดระวัง ตามมาตรฐานและะรรยาบรรณวิชาชีพอย่างเด็มที


ผู้ประเมินหลัก

(พิมาน รุ่งวาว)
ผู้สอบทานรายงาน


# รายงานการประเมินมูลค่าทรัพย์สิน 

เครื่องจักรพร้อมอุปกรณ์ จำนวน 56 รายการ

บริษัท ! เวลู่ เอ๊ดเด็ด เท็กซ์ไทล์ จำกัด $600 / 3$ หมู่ที่ 11 สวนอุตสาหกรรมเครือสหพ้ตน์ ศรีราชา ถนนสุขาภิบาล 8 ตำบลหนองขาม อำเภอศรีราชา จังหวัดชลบุรี

เสนอต่อ : บริษัท แวลู แอ๊ดเด็ด เท็กซ์ไทล์ จำกัด เลขที่อีางอิง SCA-2015-274 VAT (247)

## ลับเฉาะ

วันที่ 11 สิงหาคม 2558

1รื่อง รายงานผลการปประเมินมูลค่าเครื่องจักรพร้อมอุปกกรณ์

เรียน กรรมการตู้จัดการ
บริษัท แวลู่ เอ๊ดเด็ดเท็กซ์ไทล์ จำกัด

สิ่งที่ส่งมาต้วย รายงานเลขที่ SCA-2015-274

ต้วย บริษัท กรุงสยามประเมินค่าหรัพย์สิน จำกัด ได้รับมอบหมายให้สำรวจ และประเมินมูลค่าทรัพย์สิน ของ पริษัท แวลู แอ๊ดเด็ดเท็กซ์ไทล์ จำกัด ทรัพย์สินเป็นเครื่องจักรพร้อมอุปกรณ์ จำนวน 56 รายการ ซึ่งตั้งอยู่ ณ $600 / 3$ หมู่ที่ 11 สวนอุตสาหกรรมเครือสหพัตน์ ศรีราชา ถนนสุขาภิบาล 8 ตำบลหนองขาม อำเภอศรีราชา จังหวัดชลบุรี บริษัทฯไได้ดำนนินการเรียบร้ออแล้ว ดังรายละเอียดตามรายงานการประเมินมูลค่าทรัพย์สินที่แนบท้าย จดหมายฉบับนี้

อนึ่งรายงานการประเมินมูลค่าทรัพย์สินฉบับนี้ได้จัดทำขึ้นโดยเฉพาะสำหรับผู้ว่าจ้างและเพื่อวัตถุประสงค์ที่ ระบุไว้เท่านั้น และขอรับรองว่าบริษัทฯ ไม่มีผลประโยชน์เกี่ยวข้องไม่ว่าโดยตรงหรือโดยอ้อมกับทรัพย์สินที่ทำการ ปประเมินมูลค่า


กรรมการผู้จัดการ

## 3. กรูปมูลก่าทรัพย์สิน (Conclusion)

จ1กการพิจารณามูลค่าทรัพย์สิน โดยวิธีคิดจากต้นทุน (Cost Approach) ภายใต้เื่่อนไขข้อจ์ากัด และ ข้อท็จงริงที่ปรากฏ ณ วันสำรวจ และในช่วงระยะเวลวที่ทำการประเมินมูลค่า ตวมที่ได้นำเสนอมาแล้วข้างต้น และขยยืนยันว่า บริษัท ฯ ไม่มีส่วนได้ส่วนเสียใดๆ ไม่ว่าทางตรง หรือทางอ้อมในทรัพย์สิน และผลประโยชน์ที่ เค่ยาเมื่ยงกับการประเมินมูลค่า ในครั้งนี้ บริษัท ฯ มีความเห็นว่าทรัพย์สินมีมูคค่า ดังนี้

| ประเภท | รวมมูลค่าทรัพย์สิน (บาท) |
| ---: | ---: |
| คค่่องจักรพร้อมอุปกรร์์ | $6,957,800.00$ |
| รวมมูลค่าเครื่องจักรพร้อมอุปกรณ์ | $B 6,957,800.00$ |
| (หกล้านเก้าแสนห้าหมื่นเจ็ดพันแปดร้อยบาทถ้วน) |  |



ผู้ประมมินเกรื่องจักร


