

- Translation -

No. Lor Khor. 40/2560

9 November 2017

Subject : Notification of transaction with connected person and the approval of limit and transaction types with the connected parties for the year 2018

To: President
 The Stock Exchange of Thailand

The Board of Directors of Textile Prestige Public Company Limited., at the meeting No.5/2560 held on 9 November 2017, approved amount and transaction with connected persons are as follows:

1. The meeting approved the renovation of factory1 by Pitakkij Co., Ltd.: the limit of 5.30 million Baht.

1.1 Transaction date : Since November 2017 – April 2018

1.2 Connected party and relationship

The employer: Textile Prestige Plc. ("TPCORP")

The employee: Pitakkij Co., Ltd

The relationship: There is one common major shareholder, Saha Pathana Inter Holding Plc. ("SPI")

Saha Pathana Inter Holding Plc.	Holding TPCORP	Holding Pitakkij Co., Ltd
	12.03%	33.52%

1.3 The General characteristics of transaction: The Company will hire Pietakit Co., Ltd. to renovate some area in Factory1, located at Saha Grop Industrial Park - Sriracha, to provide space for a production line and new machines to expand the capacity of Home Textile Project.

1.4 The total value of the consideration and the criteria used to determine value: The company opened a bid for construction. There are 3 bidders and Pitakkij Co., Ltd. proposed the minimum bid of 5.30 million Baht (Excluding VAT). Other 2 bidders are not connected parties. It is a medium size transaction (0.24% of NTA), which is more than 0.03% but less than 3% of NTA . When calculate the total in the past six months with Pitakkij Co., Ltd. The total amount is less than 3% of NTA

Since 0.03% of the company's NTA as of 30 June 2017 stands at 0.66 million Baht, as compared to 3% of such amount for 66.12 million Baht, therefore, such transaction volume shall be approved by the company's Board of Directors, while at the same time being required to be duly disclosed the information to the SET, without having to seek approval from the shareholders' meeting for this matter.

1.5 Funding source: From the company's working capital which is adequate and does not affect the company's operations.

- 1.6 Acquisition and disposition of assets: Value of 5.30 million Baht, when considered Maximum threshold was calculated as the total value of consideration is 0.20% of total assets.

Furthermore, in addition to the renovate factory 1, the project will invest in related systems plus its infrastructure value of 1 million Baht and a new set of machine including its systems at the estimated 6 million Baht and Other expense (if any) at the estimated 0.7 million Baht, respectively, totaling to 7.7 million Baht. The described transactions will be executed with Non-Related-Parties and they are within the Management authorization.

The estimated total value of the total project will be around 13 million Baht, the maximum threshold calculated is under the total value of the consideration method is 0.5% of the Company's Total Assets. The Company's Total Assets was 2,616 million Baht as the book closing on 30 June 2017.

The total amount of Acquisition and Disposition of Assets within six months is not a significant amount (not more than 15%).

- 1.7 Those directors with possible conflict of interest did not attend nor casted votes.
- 1.8 Opinions of the Board of Directors: The Board of Directors approved the hiring of Pittakij Co., Ltd. to renovate Factory 1 in the limit of 5.30 million Baht as proposed. The company would like to provide space for the production line and new machines to accommodate the company's operations. The company had opened a bid and Pitakkij Co., Ltd. submitted the minimum bid and has direct experience in construction when considered from portfolio in the past.
- 1.9 Opinions by The Audit Committee and/or Director significantly different from those by The Board of Directors : - None -

2. The meeting considered and authorize and transactions with the connected parties for the year 2018 as follow:

2.1 Transaction date: From 1 January 2018 - 31 December 2018

2.2 Connected parties and relationship: 15 companies.

No.	Name of connected parties	Relationship*
1	TPCNIC Co., Ltd.	Subsidiary Company
2	PT. Dynic Textile Prestige	Associated Company
3	Saha Pathana Inter Holding Plc.	The major shareholders
4	I. C. C. International Plc.	The major shareholders
5	Thai Wacoal Plc.	The major shareholders
6	Thai Samsung Life Insurance Plc.	The major shareholder (indirect) : SPI, ICC
7	A Tech Textiles Co., Ltd.	The common major shareholders : SPI, WACOAL
8	G Tech Material Co., Ltd.	The common major shareholders : SPI, WACOAL
9	Eastern Thai Consulting 1992 Co., Ltd.	The common major shareholders : SPI
10	Pitakkij Co., Ltd.	The common major shareholders : SPI
11	Thai Secom Security Co., Ltd.	The common major shareholders : SPI, ICC
12	MBTS Broking Service Co., Ltd.	The common major shareholders : SPI
13	Khi IT Service Co., Ltd.	The common major shareholders : ICC

No.	Name of connected parties	Relationship*
14	Pitakkij Security Co., Ltd.	The major shareholder (indirect) : SPI
15	Thai Naxis Co., Ltd.	The common major shareholders : WACOAL

* Noted SPI = Saha Pathana Inter Holding Plc. WACOAL = Thai Wacoal Plc.
ICC = I.C.C. International Plc.

2.3 The General characteristics of transaction:

Company	Types of connected transactions	Example	Total amount
15 companies as above	<u>Category 2</u> Supporting normal business transaction without general trading conditions	- Business consultancy fee	<u>Revenue item</u> Not over 45 million Baht
	<u>Category 3</u> Transaction regarding rental or lease of immovable property not exceeds 3 years.	- Immovable property rental fee such as dormitory etc.	<u>Expense item</u> Not over 20 million Baht
	<u>Category 4</u> Transaction relating to assets or service	- Movable property rental fee - Administration Services such as Employee Card, Housekeeping - Utilities - etc.	

2.4 Pricing and Compensation policies :

- Business consultancy fee: Fee depends on the difficult and scope of service.
- Immovable property rental fee: Set by cost plus reasonable profit.
- Assets or Service: Set by cost plus reasonable profit.

Transaction volume : Above transactions are the transactions between Textile Prestige Public Company Limited and the connected parties, which considered to be transactions prescribed in the notification of the Board of Governors of the Stock Exchange of Thailand, Re: Disclosure of Information and other acts of Listed companies concerning the connected transactions, 2003 (B.E2546) and amendment.

Category 2 Supporting normal business transaction without general trading conditions.

Category 3 Transaction regarding rental or lease of immovable property not exceeds 3 years.

Category 4 Transaction related to assets or service.

as of the category 2, 3 and 4 states that having transaction volume larger than 1 million Baht but less than 20 million Baht, or otherwise more than 0.03% but less than 3% of net tangible assets (NTA), whichever may be greater.

Since 0.03% of the company's NTA as of 30 June 2017, stand at 0.66 million Baht, as compared to 3% of such amount for 66.12 million Baht, therefore, such transaction volume be approved by the company's Board of Directors, while at the same time being required to be duly disclosed the information to the SET, without having to seek approval from the shareholders' meeting for this matter.

- 2.5 Funding source: From the company's working capital which is adequate and does not affect the company's operations.
- 2.6 Transaction rationale: To support the business which the company invests and are the company's Supply Chain.
- 2.7 Those directors with possible conflict of interest did not attend nor casted votes.
- 2.8 Opinions of the Board of Directors: Agree to approve such transaction intended to support normal business transaction without general trading conditions, transaction regarding rental or lease of immovable property, transaction relating to assets or service to the related company in the year 2018 in revenue an amount not exceed 45 million Baht and expense item an amount not exceed 20 million Baht.

Transaction with connected parties according to above details, as they were considered to be normal business transactions, representing reasonable prices and other conditions concerned. Furthermore, such transactions should contribute to the company's further benefits, as well as help strengthen the company's business potential further, thereby promoting mutual business developments for the parties concerned.

- 2.9 Opinions by The Audit Committee and/or Director significantly different from those by The Board of Directors: - None –

Please be informed accordingly.

Your Sincerely,

Mr.Chanin Ratanavijai

(Mr.Chanin Ratanavijai)

Director and Corporate Secretary