

- Translation -

No. Lor Khor. 33/2560

June 20, 2017

Subject : Investment in convertible debentures on shareholding proportion from connected party
To : President
The Stock Exchange of Thailand

The Board of Directors of Textile Prestige Public Company Limited at the meeting No.3/2560 held on June 20, 2017 has a resolution to invest in convertible debentures of Saha Pathana Inter-Holding Plc. on shareholding proportion for the number of 3,539 units, at 1,000 Baht per unit, for total amount of 3,539,000.- Baht from Saha Pathana Inter-Holding Plc., who is a connected party to the company, according to transaction details as follows:

1. Transaction date : Within June, 2017
2. Transaction parties involved
 - Buying party : Textile Prestige Public Company Limited ("TPCORP")
 - Selling party : Saha Pathana Inter-Holding Plc. ("SPI"), a connected party to the company
3. Details of connected parties and relationship nature
 - : Saha Pathana Inter-Holding Plc. is a major shareholder in the company, with a 12.03% shareholding proportion.
 - General transaction description : The investment in convertible debentures on shareholding proportion from connected party. The company holds 437,140 shares or 0.09% stake in Saha Pathana Inter-Holding Plc. on shareholding proportion for the number of 3,539 units, at 1,000.- Baht per unit, for total amount of 3,539,000.- Baht
4. Purpose of transaction : To maintain the proportion in shareholding in the invested company and to utilize the company's available cash flow aimed at generating better return benefits from said investment transaction on a long-term basis.
5. Details of acquired assets
 - Name of convertible debentures : Convertible Debentures of Saha Pathana Inter-Holding Public Company Limited No. 1/2560 Due 2024 with Mandatory Conversion Condition
 - Type of convertible debentures : The convertible debentures are issued in registered form, unsecured, unsubordinated, associated with the rights of conversion into the newly issued ordinary shares of the Company and with a debenture holders' representative.
 - Total Offering : Up to 4,000,000,000.- Baht
 - Units of convertible debentures : Up to 4,000,000 units Face value : 1,000.- Baht per 1 unit of convertible debenture

<u>Issue date</u>	: June 29, 2017
<u>Tenor</u>	: 7 years (June 29, 2017 - June 29, 2024)
<u>Redemption Date</u>	: June 29, 2024
<u>Interest Rate</u>	: 0.70% per annum
<u>Interest Payment Date</u>	: 4 times per annum, on March 29, June 29, September 29 and December 29 of each year. The first interest payment date is September 29, 2017 and the last interest payment date is the redemption date.
<u>Allocation ratio</u>	: 123.508575 existing shares : 1 convertible debenture (any fraction number derived from calculation will be disregarded in all cases)
<u>Subscription right</u>	: 3,539 units at the value of 1,000.- Baht per unit
<u>Total transaction value</u>	: 3,539,000.- Baht

In the event that the company wishes to exercise the right to convert the convertible debentures into new ordinary shares

<u>Conversion price</u>	: 45.- Baht per 1 ordinary share
<u>Conversion ratio</u>	: 1 convertible debenture : 22.222222 ordinary shares The company is entitled to convert the convertible debentures into 78,644 ordinary shares. (The company does not have to do extra investment in exercising the right to convert the convertible debentures into the ordinary shares.)
<u>Conversion date</u>	: 4 times per annum, in March, June, September and December of each year. The first conversion date is in June 2018.

6. General description of connected transaction :

Transaction relating to assets and services at 3,539,000.-Baht came under the scope of connected transactions for listed companies as specified in The Notification of The Capital Market Supervisory Board No. Tor Chor. 21/2551, regarding rules on connected transactions provided as transactions relating to assets and services having transaction volume of over Baht 1 million but less than Baht 20 million, or more than 0.03% but less than 3% of net tangible assets (NTA), whichever may be greater. Such 0.03% of NTA value by the company as of March 31, 2017, stood at Baht 0.67 million, as against 3% of said NTA of Baht 67.62 million. Accordingly, said transaction volume warranted the company to seek approval from The Board of Directors and to report said information to the SET, without having to seek further approval from the shareholders' meeting.

7. Funding source : From the company's working capital
8. Acquisition and disposition of assets: Transaction volume does not come under the scope for the acquisition or disposal of assets having significant value for listed companies

9. The Company's director and interest person and/or the director who is the connected person who did not attend the meeting and not eligible for voting: Mr. Manu Leelanuwatana, Miss Sirikul Dhanasamsilp, who are the Company's directors and Saha Pathana Inter-Holding Public Company Limited, Mr. Boonsithi Chokwatana, who is the Advisor of the Company's Board of Directors and the Chairman of Saha Pathana Inter-Holding Public Company Limited.
10. Opinion by The Board of Directors : Agreed to approve the investment in convertible debentures of Saha Pathana Inter-Holding Plc. on shareholding proportion for the number of 3,539 units, at Baht 1,000 per unit, for total amount of 3,539,000.- Baht from Saha Pathana Inter-Holding Plc. Said investment transaction will maintain the proportion in shareholding in the invested company. Moreover, the company will receive interest throughout the term of the convertible debenture. And when converted into ordinary shares, there will be the opportunity to earn capital gains in the future.
11. 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