

**INFORMATION MEMORANDUM ON ASSETS ACQUISITION  
AND CONNECTED TRANSACTION  
OF  
TEXTILE PRESTIGE PUBLIC COMPANY LIMITED**

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The Board of Directors' Meeting of Textile Prestige Public Company Limited (the "Company") No. 1/2560 on February 16, 2017 has passed a resolution to approve the entering into acquisition transaction of the land where the factories are located within Saha Group Industrial Park, Amphur Sriracha, Chonburi Province from Saha Pathana Inter-Holding Public Company Limited ("SPI") with areas of approximately 12 rai 1 ngan 87 square wah. In case total areas are higher or less than the amount specified in the Land Purchase Agreement, the parties agree to purchase and sell the land pursuant to the actual areas at the purchase price of 12,000,000 Baht per rai, or at a total purchase of 149,610,000 Baht. After purchase of such land, the ownership of all factory buildings and structures owned by the Company which are located on such land shall belong to the Company as the Purchaser. In addition, after such transaction, land lease agreement that the Company executed with SPI shall be terminated, as a result, the Company does not have to pay the remaining land lease fee up to January 31, 2018 and the Company does not have to transfer the ownership of all of its buildings and structures located on such land to SPI, as the lessor, after the expiry of the lease agreement. Hence, the ownership of all buildings and structures still belong to the Company.

The purchase of such land is considered as the asset acquisition 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 or Disposition of Assets B.E. 2547 (2004) dated October 29, 2004 ("Notification on Asset Acquisition or Disposition"). When calculation from the Company's consolidated financial statements for the year ended December 31, 2016 based on criteria stipulated in those notifications by applying the highest value, size of transaction is equaled to 5.76 percent of the Company's total assets, and when combining with assets acquisition or disposition during the past 6 months of 5.90 percent of the Company's total assets, total size of transaction equals to 11.66 percent of the Company's total assets. Since the size of such transaction is lower than 15 percent of the Company's total assets and since no securities have been issued as consideration of asset acquisition, so such transaction is within the approval authorization of the Company's Board of Directors and the Company shall be exempted from preparing a report disclosing at least the information specified in the Schedule 1 to the Stock Exchange of Thailand as well as requesting for an approval from the Shareholders' Meeting for that transaction.

However, the transaction on purchase of such land is considered as the connected transaction 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) (the “Notification on Connected Transactions”) because the party entering into this transaction with the Company is the Company’s major shareholder and upon calculation of transaction’s size by taking into account the highest values between the value of consideration and value of assets pursuant to the market price, the highest value is the market price pursuant to the appraised report by the Independent Appraiser which equaled to 165.23 million Baht, thus transaction size is 7.56 percent which is greater than 20 million Baht or more than 3 percent of the Company’s net tangible assets.

Therefore, the Company is obligated to disclose the information memorandum of the above transaction as follows:

### **1. Date of Transaction**

The Company will enter into the land purchase and sale agreement after obtaining the approval of the Company’s Shareholders’ Meeting which will be held on April 25, 2017 and it is expected that such transaction will be completed within the second quarter of 2017.

### **2. The Involved Parties and Their Relationship with the Listed Company**

Purchaser : Textile Prestige Public Company Limited (the “Company”)

Seller : Saha Pathana Inter-Holding Public Company Limited (“SPI”), the Company’s major shareholder holding 12.03 percent of the total issued shares in the Company, pursuant to share registration book as of March 6, 2017.

#### Relationship with the Listed Company

Saha Pathana Inter-Holding Public Company Limited is the Company’s major shareholder, holding 12,993,750 shares, or 12.03 percent of the total issued shares in the Company.

### **3. General Characteristic of the Transaction**

The Company will enter into the transaction on the purchase of land where its factories are located within Saha Group Industrial Park, Amphur Sriracha, Chonburi Province with Saha Pathana Inter-Holding Public Company Limited (“SPI”) and the ownership of all factory buildings and structures owned by the Company which are located on such land shall belong to the Company, as the Purchaser. In addition, after the Company purchases such land, the Company will terminate the land lease agreement that the Company executed with SPI, the lessor. Such land lease agreement will be expired on January 31, 2018.

The Company will purchase the land where its factories are located on such land within Saha Group Industrial Park pursuant to title deed no. 225020, plot of land no. 6134, Tambon Nongkham, Amphur Sriracha, Chonburi Province, with total areas of 12 rai 1 ngan 87 square wah. In case total areas are higher or less than the amount specified in the Land Purchase Agreement, the parties agree to purchase and sell the land pursuant to the actual areas from SPI at the purchase price of 12,000,000 Baht per rai,

or at a total purchase price of 149,610,000 Baht and the ownership of factory buildings on such land shall belong to the Company. Such land is the location of factory for manufacturing of non-woven fabrics to be used as parts of automobile industry. Term of payment is divided into 5 installments, without any interest, at 29,922,000 Baht per installment. Period of payment shall be as follows:

- 1<sup>st</sup> installment: Within 30 days from the execution date of land purchase agreement
- 2<sup>nd</sup> installment: Within 1 year after the payment date of the 1<sup>st</sup> installment.
- 3<sup>rd</sup> installment: Within 1 year after the payment date of the 2<sup>nd</sup> installment
- 4<sup>th</sup> installment: Within 1 year after the payment date of the 3<sup>rd</sup> installment.
- 5<sup>th</sup> installment: On the land ownership transferring date.

The Company and SPI shall register for land ownership transfer within 1 year from the payment date of the 4<sup>th</sup> installment. Land transfer fee, land purchase tax, excise and all other expenses concerning the land will be equally responsible by the Purchaser and the Seller.

After the payment of last installment of land purchase price has been made, the ownership of all factories and buildings owned by the Company which are located on such land shall belong to the Company. In addition the execution of land purchase and sale agreement will result in the termination of the existing land lease agreement that the Company executed with SPI, therefore the Company does not have to pay the remaining land lease fee up to January 31, 2018. Moreover, the Company does not have to transfer the ownership of all of buildings and structures owned by the Company which are located on such land to SPI, the lessor, pursuant to conditions in the land lease agreement after the expiry of such agreement. Hence, the ownership in all buildings and structures shall still belong to the Company.

The purchase of such land is considered as the asset acquisition 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 or Disposition of Assets B.E. 2547 (2004) dated October 29, B.E. 2547 (2004) (the "Notification on Asset Acquisition or Disposition"). When calculation from the Company's consolidated financial statements for the year ended December 31, 2016 based on criteria stipulated in those notifications by applying the highest value, size of transaction is equaled to 5.76 percent of the Company's total assets, and when combining with assets acquisition or disposition during the past 6 months of 5.90 percent of the Company's total assets, total size of transaction equals to 11.66 percent of the Company's total assets. Hence, size of such transaction is lower than 15 percent of the Company's total assets and since no securities have been issued as consideration of asset acquisition, so such transaction is within the approval authorization of the Company's Board of Directors, without requiring to prepare a report and disclose the memorandum, at the minimum information, specified in the Schedule 1 to the Stock Exchange of Thailand as well as arrange of the shareholders' meeting in order to request for an approval of such transaction.

*Comparison criteria of Value of Consideration*

$$\begin{aligned} \text{Size of transaction} &= \frac{\text{Total Value of Consideration received X 100}}{\text{The Company's total assets (pursuant to the consolidated financial statements reviewed by the Certified Public Accountant as of ending of December 31, 2016)}} \\ &= \frac{149.61 \text{ million Baht x 100}}{2,596.26 \text{ million Baht}} \\ &= \mathbf{5.76\%} \end{aligned}$$

In addition, the purchase of such land is considered as the 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) (the "Notification on Connected Transactions") because the party entering into this transaction with the Company is the Company's major shareholder. In addition, upon calculation of transaction's size by taking into account the highest values between the value of consideration and value of assets pursuant to the market price, the highest value is the market price pursuant to the appraised report by the Independent Appraiser which equaled to 165.23 million Baht, or 7.56 percent, so it is greater than 20 million Baht or more than 3 percent of the Company's net tangible assets.

$$\begin{aligned} \text{Transaction size} &= \frac{\text{Highest value of transaction x 100}}{\text{The Company's net tangible assets (NTA) as at December 31, 2016}} \\ &= \frac{165.23 \text{ million Baht X 100}}{2,186.71 \text{ million Baht}} \\ &= \mathbf{7.56\%} \end{aligned}$$

This connected transaction is considered as transaction relating to asset or service of which its value and size is greater than 20,000,000 Baht and is also more than 3 percent of the Company's net tangible assets. As a result, the Company is required to disclose information memorandum pertaining to the transaction to the Stock Exchange of Thailand as well as to seek an approval for entering into such transaction from the Shareholders' Meeting with votes of not less than three-fourths of the total number of votes of shareholders who participate in the meeting, excluding the votes of shareholders having an interest in the matter and shareholders who are not eligible to vote. In addition, the Company is required to send an invitation to the meeting together with the opinion of the Independent Financial Advisor to the shareholders at least 14 days prior to the shareholders' meeting date.

#### 4. Details of the Acquired Assets

The Company shall purchase the land where its factories are located within Saha Group Industrial Park pursuant to title deed no. 225020, plot of land no. 6134, Tambon Nongkham, Amphur Sriracha, Chonburi Province, with total areas of 12 rai 1 ngan 87 square wah. Such land is the location of Factory 2, which the factory for manufacturing of non-woven fabrics to be used as parts of automobile industry. Details of material assets can be summarized as follows:

- (1) 1 plot of land with total areas of 12 rai, 1 ngan, 87 square wah, located on No. 624/5-8, Moo 11, Saha Group Industrial Park, Tambon Nongkham, Amphur Sriracha, Chonburi Province. It has rectangle shape, closed to main access road, with infrastructure, i.e. electricity, telephone and pipe water systems, in front of the land. Currently, such land is the location of the Company's factory and it does not have any encumbrance. Details of the surrounding areas are as follows:

North	Adjacent to Sahacogen (Chonburi) Public Co., Ltd. (generate and supply electricity and steam)
South	Adjacent to Thai Staflex Co., Ltd. (manufacturing and distribution of fusible interlining, separated by the road)
West	Adjacent to Raja Uchino Co., Ltd. (manufacturing and distribution of towels), separated by the road
East	Adjacent to raw reservoir, separated by the road

- (2) Details of buildings including building improvement and developments located on such land are as follow:

Item No.	House No.	Description of Building and Structure	Total Usable Area (Square Meters)	Useful life (Year)	Remaining useful life (Year)
1.	624/5-8 Moo. 11	3-storey office building with factory and building improvement	18,525.00	35	≥20
2.		Warehouse	220.00	35	≥10
3.		Spare parts warehouse no. 1	60.00	35	≥10
4.		Spare parts warehouse no. 2	48.00	35	≥10
5.		Canteen and maintenance building	252.00	8	≥7
<b>Integral parts and other developments</b>					
6.		Road and concrete yard	3,304.00		
7.		Fence and gate	1,113.04		
<b>Total Usable Area only items 1 - 5</b>			<b>19,105.00</b>		

The ownership of the buildings including building improvement and land development listed in the above table which are owned by the Company shall belong to the Company, as the Purchaser, after the last installment payment has been paid and upon the ownership of land has been transferred to the Company from SPI.

#### **5. Total Value of Consideration and Payment Method**

The Purchaser and the Seller agree to purchase and sell the land within Saha Group Industrial Park pursuant to title deed no. 225020, plot of land no. 6134, Tambon Nongkham, Amphur Sriracha, Chonburi Province, with total areas of 12 rai 1 ngan 87 square wah. In case total areas are higher or less than the amount specified in the Land Purchase Agreement, the parties agree to purchase and sell the land pursuant to the actual areas at the price of 12,000,000 Baht per rai, or at a total purchase price of 149,610,000 Baht (One hundred forty nine million six hundred and ten thousand Baht only). The Purchaser agrees to make payment into 5 installments, without any interest, at approximately 29,922,000 Baht per installment to the Seller under the following term of payment:

- 1<sup>st</sup> installment: Within 30 days from the execution date of land purchase agreement
- 2<sup>nd</sup> installment: Within 1 year after the payment date of the 1<sup>st</sup> installment.
- 3<sup>rd</sup> installment: Within 1 year after the payment date of the 2<sup>nd</sup> installment
- 4<sup>th</sup> installment: Within 1 year after the payment date of the 3<sup>rd</sup> installment.
- 5<sup>th</sup> installment: On the land ownership transferring date.

The Company and SPI shall register for land ownership transfer within 1 year from the payment date of the 4<sup>th</sup> installment. Land transfer fee, land purchase tax, excise and all other expenses concerning land will be equally responsible by the Purchaser and the Seller.

#### **6. Value of Acquired Asset**

Total value of land acquired by the Company is approximately 149.61 million Baht, which is the net value of assets pursuant to value of consideration that the Company shall pay for this asset acquisition. In addition, the Company shall appoint the Independent Financial Advisor to give opinion on fair value of the acquired asset.

#### **7. Criteria Used to Determine Value of Consideration**

Value of consideration is the Seller's proposed price which referred to the land selling rate of SPI, the operator of "Saha Group Industrial Park" Project, pursuant to announcement on selling price as of July 4, 2016 and it is the same price proposed to all purchasers.

#### **8. Potential Benefits to the Company**

The Company expects the following potential benefits to the Company:

1. Obtain the ownership of land, factory buildings and structures which are currently leased by the Company. Such land lease agreement shall be expired on January 31, 2018. If the Company does

not purchase the land after the expiration of such land lease agreement, the factory buildings and structures shall become the properties of the SPI, the lessor.

2. Purchase price of the land is 149.61 million Baht which is lower than payment of the land lease fees for the next 10 years. If the period of the land lease agreement is extended, lease fee of the land and factory buildings will be approximately 36 million Baht per year.
3. The Company will not have the risk caused by the termination or non-renewal of land lease agreement. If it happens, it may lead to the Company's business interruption as the Company has to find new land and construct new factory building, which consequently causes the Company to waste time and business opportunity. Additionally, costs and expenses for the purchase of new land and construction of new factory buildings may be higher than the purchase price of land under this transaction.
4. The Company will not have a risk from an adjustment of the lease fee of the land and factory building in the future.

#### **9. Source of Fund**

Source of fund for purchase of the land where factories are located will derive from the short-term investment in the Company's open-end fund which the Company invested in Thanachart Cash Management Fund (T-CASH). As at January 10, 2017, the Company has adequate investments in such fund to pay for the whole land purchase price.

#### **10. Details of Connected Transaction**

Saha Pathana Inter-Holding Public Company Limited ("SPI"), as the Purchaser, is the Company's major shareholder holding 12.03 percent of the total issued shares in the Company, pursuant to share registration book as of March 6, 2017, so it is regarded as the Company's connected person under the Notification on Connected Transactions. In addition, upon calculation of transaction's size pursuant to such Notification, transaction size is 7.56 percent which is greater than 20 million Baht or more than 3 percent of the Company's net tangible assets. As a result, the Company is required to disclose information memorandum pertaining to the transaction to the Stock Exchange of Thailand as well as to seek an approval for entering into such transaction from the Shareholders' Meeting with votes of not less than three-fourths of the total number of votes of shareholders who participate in the meeting, excluding the votes of shareholders having an interest in the matter and shareholders who are not eligible to vote.

#### **11. Nature and Scope of Interest of Connected Person**

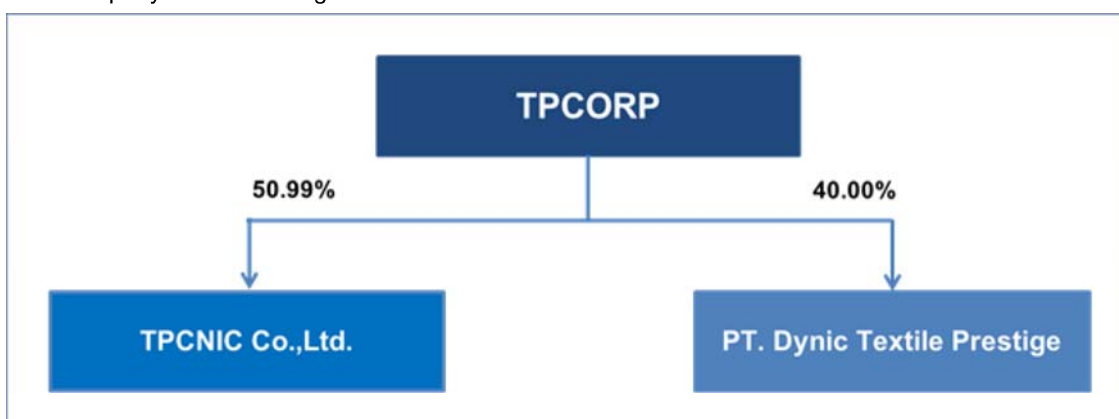
Saha Pathana Inter-Holding Public Company Limited ("SPI") is the Company's major shareholder holding 12,993,750 shares or 12.03 percent of the total issued shares in the Company and there are 2 common directors, being Mr. Manu Leelanuwatana and Miss Sirikul Dhanasarnsilp.

## 12. Information of the Company

### 12.1 Summary Information of the Company and its subsidiaries including its business

Name	:	Textile Prestige Public Company Limited
Acronym	:	TPCORP
Date of Establishment	:	July 7, 1976
Registered Number	:	0107537001447
Type of business	:	Manufacturing and distribution of non-woven fabric, products made of non-woven fabric, such as automotive parts; headlining, floor carpet, air filter, face mask, gown for the manufacturing industry and medical gown, raw materials of Industrial Textile and hire of work
Head Office Location	:	No. 704/1-9, Rama 3 Road, Bangpongpang Sub-district, Yannawa District, Bangkok 10120  Telephone No.02 294-0071 Facsimile No. 02 294-2386  www.tpcorp.co.th
Plant Locations	:	No. 600, 600/3, 624/5-8, 600/49 Moo 11, Sukhapiban 8 Road, Nongkham Sub-district, Sriracha District, Chonburi Province
Registered Capital	:	Baht 108,000,000.00 at par value of Baht 1 per share
Paid-up Capital	:	Baht 108,000,000.00 at par value of Baht 1 per share

The Company's shareholding in its subsidiaries and associate is as follows:





TPCNIC Co., Ltd.

- Engaging in the manufacturing and distributing of air filter for car engine and stationery
- Office and factory located in Saha Group Industrial Park Sriracha, Chonburi Province

PT. Dynic Textile Prestige

- Engaging in the hiring of work and distributing of non-woven fabric for industrial factories and general customers
- Office and factory located in Indonesia

**12.2 List of top ten shareholders of the Company** as of the closing date of Share Register Book on March 6, 2017 is as follows:

	<b>List of Shareholders/Group of Shareholders</b>	<b>No. of Shares Held</b>	<b>%</b>
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. Samrerng Manoonpol	8,196,400	7.59
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	1,055,500	0.98
10	Thanulux Public Company Limited	1,034,920	0.96
11	Other shareholders	28,205,100	26.11
	<b>Total</b>	<b>108,000,000</b>	<b>100.00</b>

**12.3 List of directors and executives**

List of the Company's Board of Directors as of March 6, 2017

	<b>List of the Directors</b>		<b>Position</b>
1	Mr. Manu	Leelanuwatana	Chairman
2	Mr. Suchai	Narongkananukul	Managing Director
3	Mr. Arnut	Rattanapathimakorn	Deputy Managing Director
4	Mr. Wachara	Poomarintr	Director
5	Mr. Chanin	Ratanavijai	Director
6	Miss Sirikul	Dhanasarnsilp	Director
7	Mr. Padoong	Techasarintr	Independent Director and Chairman of the Audit Committee
8	Mr. Krisada	Visavateeranun	Independent Director and Audit Committee
9	Mr. Thanavat	Pugavanaja	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. Chanin Ratanavijai, with the Company seal affixed.

List of the Company's Executives as of December 31, 2016

	List of Executives		Position
1	Mr. Suchai	Narongkananukul	Chairman of the Executive Board and Managing Director
2	Mr. Arnut	Rattanapathimakorn	Deputy Managing Director and Manufacturing Manager, Sriracha Zone
3	Mr. Wachara	Poomarintr	Executive Director, Business and Marketing Director
4	Miss Rachanee	Luevipasakul	Executive Director, Personnel and Administration Manager
5	Mr. Chanin	Ratanavijai	Executive Director, Senior Manager and Corporate Secretary
6	Mr. Somnuek	Thungpukdee	Executive Director, Factory Manager
7	Miss Darunee	Supo	Executive Director, Accounting and Financial Manager
8	Mr. Supachai	Techalapanarassamee	Internal Audit Manager
9	Mrs. Sukjai	Rachadej	Factory Manager

**12.4 Connected transactions in 2016 and from January 1, 2017 to January 31, 2017**

As per detail in Attachment No. 1

**12.5 Summary Table on Financial Statements during the Past 3 Years from 2014-2016 with Explanation and Analysis of Past Year Financial Status and Operating Results**

As per detail in Attachment No. 2

**12.6 Financial Forecast of this Year**

-None-

**12.7 Pending Material Litigation or Claims**

Presently, the Company does not have any litigation or dispute which may negatively affect its assets more than 5 percent of its shareholders' equity or litigation case which may have material effect to its business operation or which is not caused by the Company's ordinary course of business.

### 13. The Connected Person and/or the Shareholders Having an Interest in the Matter and the Shareholders Who are not Eligible to Vote

This transaction is required to be approved with votes of not less than three-fourths 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 in the Company as at March 6, 2017	Shareholding Percentage %
1. Saha Pathana Inter-holding Public Company Limited	12,993,750	12.03
2. Mr. Boonsithi Chokwatana	8,949,430	8.29
3. Miss Sirikul Dhanasarnsilp	498,120	0.46
4. Watsadoramai Company Limited	324,820	0.30
5. Chokwatana Company Limited	258,820	0.24
6. Pattaya Manufacturing Company Limited	216,540	0.20
<b>Total</b>	<b>23,241,480</b>	<b>21.52</b>

The Company's directors and the interested person and/or the directors who are the connected persons will not attend the meeting and will not vote in the meeting are Mr. Manu Leelanuwatana, Miss Sirikul Dhanasarnsilp, 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.

### 14. Asset appraisal price by the Independent Appraiser

Assets appraisal report of the Independent Appraiser, Siam City Appraisal Company Limited (details are as per Attachment No. 3)

### 15. Other Opinion which Might Materially Affect Investors' Decision

-None-

### 16. Opinion of the Board of Directors

The Board of Directors which excluded the Company's directors and persons having interest in the matter deemed that the entry of such transaction is worthiness when comparing with the benefits to be received after the transaction, for instance, the Company shall have ownership of all factory buildings and structures on such land. Moreover, after the execution of the land purchase agreement, the land lease agreement that the Company executed with SPI shall be terminated, so the Company does not to pay the remaining lease fee up to January 31, 2018. Moreover, the Company does not have to transfer ownership of the land and all buildings owned by the Company which are located on such land to SPI, the lessor, after the expiration of the lease agreement. Consequently, the ownership of the factory buildings and all

structures shall belong to the Company and they shall make the Company able to continue performing the business.

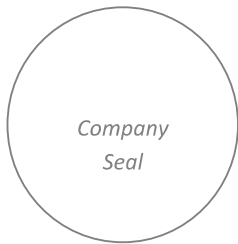
**17. Opinion of the Audit Committee and/or the Director Which Differ from the Opinion of the Board of Directors as Stated in Clause 16**

-None-

**18. Opinion of the Independent Financial Advisor**

Details are as per report on opinion of the Independent Financial Advisor relating to assets acquisition and connected transaction of Finnex Advisory Company Limited (Attachment No. 14)

The Company certified that this information memorandum is true and accurate in all respects. It has been prepared with prudence and due care by taking into account the best interest of shareholders. This information memorandum is made for the purpose of demonstration relevant information only. It is not meant to be an invitation or offering to acquire or subscribe for securities.



**Textile Prestige Public Company Limited**

..... Mr. Suchai Narongkananukul, Mr. Chanin Ratanavijai .....  
(Mr. Suchai Narongkananukul, Mr. Chanin Ratanavijai)  
Director

**Enclosure 1**

**Connected Transactions in 2016 and From January 1, 2017 to January 31, 2017**

**Connected transactions in 2016:**

1. The Meeting of the Company's Board of Directors No. 5/2558 on November 9, 2015 passed the resolution on entering into transactions with the connected parties in 2016 with details as follows:

1.1 Date of transaction : From January 1, 2016 onwards

1.2 Connected persons and relationship: 10 Persons

Connected Person	Nature of Relationship*
1. T.U.C. Elastic Co., Ltd.	The Company's subsidiary and having common major shareholders as follows: SPI, ICC, WACOAL
2. Thai Staflex Co., Ltd.	having common major shareholder: SPI
3. Wien International Co., Ltd	having common major shareholder as follows: SPI, WACOAL
4. International Leather Fashion Co.,Ltd.	having common major shareholders as follows: SPI, ICC, WACOAL
5. Thai Shikibo Co., Ltd.	having common major shareholders as follows: SPI, ICC
6. Bangkok Tokyo Socks Co., Ltd.	having common major shareholders as follows: SPI, ICC, WACOAL
7. Thai Gunze Co., Ltd.	having common major shareholders as follows: SPI, ICC,
8. SSDC (Tigertex) Co., Ltd.	having common major shareholders as follows: SPI, ICC, WACOAL
9. Erawan Textile Co., Ltd.	having common major shareholders as follows: SPI, ICC, WACOAL
10. Thai Naxis Co., Ltd.	having common major shareholders as follows: SPI, ICC, WACOAL

\*Remark: SPI = Saha Pathana Inter-Holding Public Co., Ltd.

ICC = I.C.C. International Public Co., Ltd.

WACOAL = Thai Wacoal Public Co., Ltd.

1.3 General Characteristics of Transaction:

Company	Connected Transaction	Example of Transaction	Approved Transaction Value	Actual Transacted Value
10 Companies as per mentioned above	<u>Category 2</u> : Supporting normal business transaction without general trading conditions	- Business consultancy fee	<u>Income</u> Not exceeding 20 million Baht	<u>Income</u> 2.18 million Baht
	<u>Category 3</u> : Transaction regarding short term rental or lease of immovable property of not exceeding 3 years	- Rental fee of immovable property	Baht <u>Expense</u> Not exceeding 7 million Baht	<u>Expenses</u> 0.05million Baht
	<u>Category 4</u> Transaction relating to assets or services	-Rental fee of movable property		

And Transaction Category 5:

Company	Connected Transaction	Example of Transaction	Approved Transaction Value	Actual Transacted Value
T.U.C. Elastic Co., Ltd.	<u>Category 5</u> :Transaction regarding grant or receipt of financial assistance	- Loan	Not exceeding 40 million Baht	Transaction has not yet occurred

**Policy for Determination of Consideration**

1. Business consultation fee      Consideration is determined based on difficulty of the service
2. Immovable property rental fee      Consideration is determined based on cost with reasonable rate of profit
3. Movable property rental fee      Consideration is determined based on condition and useful life of properties
4. Loan      Not less than interest rate according to cost of average interest or interest rate of fixed deposit of commercial bank, whichever is higher.

The interested director in the matter:Not attending the meeting and not eligible for voting

**Transaction Size**

Such transactions are the connected transaction between the Company and the connected companies which are considered as the connected transactions under the Notification of the Board of Governors of the Stock Exchange of Thailand.

- Category 2: Supporting normal business transaction without general trading conditions
- Category 3: Short term rental or lease of immovable property of not exceeding 3 years
- Category 4: Transaction relating to assets or services
- Category 5: Transaction regarding grant or receipt of financial assistance

According to the Notification of the Board of Governors of the Stock Exchange of Thailand regarding Disclosure of Information and Other Accts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003), Category 2, 3 and 4, the transaction size is greater than 1 million Baht but lower than 20 million Baht or greater than 0.03% but lower than 3% of NTA, whichever is higher and Category 5, size of transaction is lower than 3% of NTA or 100 million Baht (minimum).

0.03% of Company's NTA as of June 30, 2015 equaled to 0.61 million Baht and 3% of NTA equaled to 61.59 million Baht. Therefore the size of the above transaction only requires to have the approval of the Board of Directors and does not require to have the shareholders' approval.

**Comment of the Board of Directors and the Audit Committee** : It is deemed appropriate to approve the entering into transactions relating supporting normal business transaction without general trading conditions, the support of normal business operation which is not the general trading condition, short term rental or lease of immovable property of not exceeding 3 years, transaction relating to assets or services, short-term lease or let lease of immovable assets, not exceeding 3 years, transaction related to assets or service and transaction regarding grant or receipt of financial assistance with the connected persons because it is the normal course of business transaction which has reasonable on pricing and other related conditions and which will be beneficial to the Company as well as to strengthen competitive potential that can support and develop the business to each other.

**Necessity and Justification of Transaction Entered into with Persons with Conflict of Interest**

Business operations under the intense competitive condition requires alliances or business network, both upstream and downstream industries in order to facilitate business operation which can lead to sustainable development and growth. The persons who may have conflict of interest are supply chains and business alliance of the Company. Consequently, the Company is necessary to enter into transaction with those persons for the best interest of the Company and its shareholders. The purchase and sale price will be determined pursuant to the market price or agreed terms of the relevant agreement, in case there is no reference of market price.

2. The Meeting of the Board of Directors of Textile Prestige Public Co., Ltd., No. 2/2559 on May 11, 2016 considered and passed a resolution to ratify on entering into the connected transaction and approve the credit limit on entering into the connected transaction as follows:

2.1 Date of Transaction: February 1, 2016 to December 31, 2016

2.2 Connected person and relationship

Connected Person	Relationship
A TECH Textile Co., Ltd.	Having common shareholders as follows: 1. Saha Pathana Inter-Holding Public Co., Ltd. 2. Thai Wacoal Public Co., Ltd.

2.3 General Characteristic of Transaction

Connected Transaction	Example of Transaction	Ratify on February to April 2016	Approve credit limit on May to December 2016	Actual Transacted Value
<u>Category 3</u> :Short term rental or lease of immovable property of not exceeding 3 years	- Rental fee of immovable properties, such as rental fee of employees' dormitory, and etc.	Income 4.50million Baht	Income not exceeding 30 million Baht	<u>Income</u> 16.30million Baht

Connected Transaction	Example of Transaction	Ratify on February to April 2016	Approve credit limit on May to December 2016	Actual Transacted Value
<u>Category 4:</u> Transaction relating to assets or services	-Personnel and administration service fee, i.e. staff card fee, housekeeping fee and - Utilities fees, and etc.	Expenses 0.50 million Baht	Expenses not exceeding 10 million Baht	<u>Expense</u> 1.94 million Baht

Other transaction which has entered with A TECH Textile Company Limited has been approved from the Extraordinary General Meeting of Shareholders No. 1/2558 on October 12, 2015, where the supporting agreement has been executed with A TECH Textile Company Limited for 3 years, with total value throughout the lease agreement of approximately 43.59 million Baht. Total value of service agreement throughout the contract term is approximately 44.99 million Baht. Both parties can jointly terminate the agreement prematurely.

#### 2.4 Total value of consideration, criteria used for determination of value:

##### Policy for Determination of Consideration:

2.4.1 Immovable property rental fee: Consideration is determined based on cost with reasonable rate of profit

2.4.2 Assets or services: Consideration is determined based on cost with reasonable rate of profit

Transaction Size Such transaction is the connected transaction between the Company and the connected company which are considered as the connected transactions under the Notification of the Board of Governors of the Stock Exchange of Thailand regarding Disclosure of Information and Other Accts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) and the amendment.

Category 3: Short term rental or lease of immovable property of not exceeding 3 years

Category 4: Transaction relating to assets or services

It is a medium size of transaction which is greater than 1 million Baht but lower than 20 million Baht or greater than 0.03% but lower than 3% of NTA.

In addition, 0.03% of Company's NTA as of December 31, 2015 equaled to 0.618 million Baht and 3% of NTA equaled to 61.852 million Baht. Therefore the size of the above transaction requires an approval of the Board of Directors and disclosure of information memorandum to the Stock Exchange of Thailand, without requiring the shareholders' approval.

2.5 Assets acquisition and dissolution: It is not the material asset acquisition or dissolution of the listed company.

2.6 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 – None- -



2.7 Comment of the Company's Board of Directors: The Board is of opinion that transaction relating to short term rental or lease of immovable property of not exceeding 3 years and transaction relating to assets and services with the connected persons as per details above should be rectified and credit limit should be approved.

The reason are that it is the continuing transaction on transfer and disposition of business related to manufacturing of underwear and it is also the transaction under the support agreement to the Purchaser (A TECH Company Limited) for a period of 3 years as per requested for approval from the shareholders' meeting on October 12, 2015. It is also the normal course of business transaction which has reasonable on pricing and other related conditions which will be beneficial to the Company.

2.8 Comment of the Audit Committee and/or the Director Which Differ from the Comment of the Board of Directors –None-

3. The Meeting of the Board of Directors of Textile Prestige Public Co., Ltd., No. 4/2559 on November 9, 2016 considered and passed a resolution to enter into construction contract for construction of factory building at value of not exceeding 56 million Baht.

3.1 Date of transaction: From November 2016 to June 2017

3.2 Connected person and nature of relationship

Employer: Textile Prestige Public Company Limited

Contractor: Pitakkij Company Limited

Nature of relationship: Having common major shareholder, which is Saha Pathana Inter-Holding Public Company Limited

Saha Pathana Inter-Holding Public Company Limited	Holding shares in TPCORP	Holding shares in Pitakkij Co., Ltd.
	12.03%	33.52%

3.3 General characteristic of transaction: The Company will construct 3-floor factory building on the Company's land which is on the Saha Group Industrial Park, Sriracha, on title deed no 28849, Amphur Nongkham, Amphur Sriracha, Chonburi Province where its ownership belongs to the Company. Size of the factory is approximately 36x63 square meters, with total usable areas of approximately 5,184 square meters to support business expansion. It will be used to support the improvement and plan layout rearrangement of machinery or new work process because the existing buildings have restriction on areas

3.4 Total value of consideration, criteria used for determination of value: The Company allowed other contractors to propose the price where there were 3 interested bidders and Pitakkij Co., Ltd. proposed the lowest price at approximately 52.46 million Baht. However, if there might be additional work during the construction phase, the Company will control the cost not to make them higher than 56 million Baht.

Such transaction is a medium transaction size with size greater than 0.03% but lower than 3% of NTA and when combining with transactions backdated for 6 months entered with Pitakkij Company Limited, it is lower than 3% of NTA.

In addition, according to the consolidated financial statements of the Company as at June 30, 2016, 0.03% of Company's NTA equaled to 0.66 million Baht and 3% of NTA equaled to 66.31 million Baht. Therefore the size of the above transaction requires an approval of the Board of Directors and disclosure of information memorandum to the Stock Exchange of Thailand, without requiring the shareholders' approval.

- 3.5 Source of fund: The Company's working capital which is adequate and will not impact business operation of the Company.
- 3.6 Assets acquisition and dissolution: Maximum criteria of total value of consideration is equivalent to 2.12% of total assets and when combining with the assets acquisition and disposition during the past 6 months, it does not exceed 15%, so it is not the material asset acquisition or dissolution of the listed company.
- 3.7 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 Dhanasarnsilp, 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.
- 3.8 Comments of the Board of Directors: It is deemed appropriate to approve on contracting Pitakkij Company Limited to construct the factory building at value of not exceeding 56 million Baht as per proposed because the Company needs additional building to support its business operation. The Company allowed other contractors to propose the price and Pitakkij Company Limited, who has direct experiences when considering from the past works, proposed the lowest price.
- 3.9 Comment of the Audit Committee and/or the Director Which Differ from the Comment of the Board of Directors – None -

#### **Policy or Procedures on Approval of Connected Transactions**

1. Connected transactions which are normal transactions. The management will normally request the approval of the Board of Directors during May of every year in order to enable the management to approve transaction with general commercial terms in the same manner as the person of ordinary prudence would do with general parties, in similar circumstances, with the commercial bargaining power and no influences (as they are directors, executives or any other relevant persons) exist. The management must report all of the mentioned transaction under such conditions to the Board of Directors every quarter.

2. Connected transactions which are non-ordinary transactions. Of the size of such transaction does not fall in the category that requires shareholders' approval as per the Notification of the Stock Exchange of Thailand, such transaction will be considered by the executive committee at the first stage. If the size of such transaction falls under the power of the executive committee, the approval procedures will end at this stage. However, the interested persons are not allowed to attend the meeting and vote on such transactions. If the

size of connected transaction falls in the category which is beyond the power of the executive committee, the executive committee will report its resolution to the Board of Directors, which consist of the Audit Committee, for further consideration and approval. Again, the interested persons are not allowed to attend the meeting and vote on such transaction.

#### **Criteria for Consideration**

1. Taking into account all present and future benefits to the Company and all companies within the Group, such as:
  - Investment return, such as interest and dividend
  - Business opportunity of the Company
2. Collateral given to the Company from entering into the transaction
  - Assets/properties given as a security in respect of the transaction
  - Status of related companies as well as the capability of management/executives

#### **Policy and Tendency of Connected Transaction in the Future**

Entering into connected transactions still keep on occurring, more or less, depending on economic conditions because such persons with conflict of interest are the Company's supply chain and they are the companies which have credible and expertise and widely accepted, which will be favorable for business competition and shareholders. The Company is well aware of its responsibility towards its shareholders, employees and all related parties under the corporate governance principles

#### **Connected Transactions from January 1, 2017 to January 31, 2017**

- There is no additional connected transaction apart from those which have been approved above—

## Enclosure 2

Summary Table on Financial Statements during the Past 3 Years from 2014 - 2016 with Explanation and Analysis of Past Year Financial Status and Operating Results

From audited financial statements of 2014-2016, financial status and operating results of the Company and its subsidiaries could be summarized as follows:

### Statement of Comprehensive Income (Consolidated Financial Statement)

(Unit: Million Baht)

Description	Audited		Audited		Audited	
	2014*		2015		2016	
	Amount	%	Amount	%	Amount	%
<b>Continuing Operations</b>						
Revenue from Sales and Services	952.59	100.00	931.72	100.00	1,091.49	100.00
Cost of Sales and Services	797.40	83.71	755.38	81.07	852.36	78.09
<b>Gross Profit</b>	<b>155.19</b>	<b>16.29</b>	<b>176.34</b>	<b>18.93</b>	<b>239.13</b>	<b>21.91</b>
Other income						
Interest revenue	6.87	0.72	12.36	1.33	11.47	1.05
Rental revenue	5.81	0.61	5.69	0.61	16.78	1.54
Dividend income	15.72	1.65	14.33	1.54	24.00	2.20
Profit from assets and liabilities disposition pursuant to business transfer contract	-	-	-	-	179.90	16.48
Profit from fixed assets disposition	0.11	0.01	0.32	0.03	0.53	0.05
Others	17.72	1.86	19.52	2.10	51.51	4.72
Total other income	46.23	4.85	52.22	5.60	284.19	26.04
<b>Profit before expense</b>	<b>201.42</b>	<b>21.14</b>	<b>228.56</b>	<b>24.53</b>	<b>523.32</b>	<b>47.95</b>
Expenses						
Selling expenses	46.26	4.86	45.40	4.87	42.69	3.91
Administrative expenses	46.19	4.85	54.48	5.85	91.40	8.37
Allowance for diminution in value of investments	4.09	0.43	8.68	0.93	7.51	0.69
Directors' remuneration	3.29	0.35	3.16	0.34	7.27	0.67
Finance costs	0.00	0.00	0.00	0.00	-	-
Share of loss of associated	4.59	0.48	13.65	1.47	7.80	0.71
Total expenses	104.42	10.96	125.37	13.46	156.67	14.35
<b>Profit before income tax expense</b>	<b>96.99</b>	<b>10.18</b>	<b>103.19</b>	<b>11.07</b>	<b>366.65</b>	<b>33.59</b>
Tax income (expenses)	0.44	0.05	11.28	1.21	(59.59)	(5.46)
<b>Net profit for the year from continuing operations</b>	<b>97.43</b>	<b>10.23</b>	<b>114.47</b>	<b>12.28</b>	<b>307.06</b>	<b>28.13</b>
Net profit (loss) for the year from discontinued operations	(10.00)	(1.05)	(39.44)	(4.23)	(11.23)	(1.03)
<b>Net Profit for the Year</b>	<b>87.43</b>	<b>9.18</b>	<b>75.03</b>	<b>8.05</b>	<b>295.83</b>	<b>27.10</b>

Description	Audited		Audited		Audited	
	2014*		2015		2016	
	Amount	%	Amount	%	Amount	%
Other comprehensive income for the year	21.17	2.22	(21.64)	(2.32)	(2.48)	(0.23)
<b>Total Comprehensive Income for the Year</b>	<b>108.60</b>	<b>11.40</b>	<b>53.39</b>	<b>5.73</b>	<b>293.35</b>	<b>26.88</b>

\*Remark: Consolidated financial statement of 2014 has been reclassified to make it consistent with the consolidated financial statement of 2015 onwards because on February 1, 2016, the Company sold and transferred its textile business which specifically relate to underwear manufacturing and 3 of its subsidiaries, T.U.C. Elastic Company Limited, Prestige Plus Company Limited and Prestige Embroidery Company Limited, including 1 affiliate, Value Added Textile Company Limited to a newly established company, A TECH Textile Company Limited ("A TECH"), of which its major shareholder is the Company's major shareholder.

### Summary on Business's Operating Results

During 2015, the Company's revenues from sales and services of the continuing operations equaled to Baht 931.72 million, decreasing by Baht 20.89 million from 2014 which was at Baht 952.59 million due to standstill on automotive manufacturing and distribution sectors which were pursuant to the stagnation of economic situation. However, in 2015, gross profit of the Company and its subsidiaries rose by Baht 21.15 million to Baht 176.34 million, when compared with 2014 which was recorded at Baht 155.19 million. While other income in 2015 was Baht 52.22 million, an increase by Baht 5.99 million, when compared with 2014 primarily due to dividend and interest revenue from short-term investments.

The Company's selling expenses in 2015 was recorded at 125.37 million Baht, an increase by 20.95 million Baht, when comparing with 2014 which was at 104.42 million Baht, which was attributable to the increased share of loss of associate of 9.06 million Baht in 2015. Such associate recorded the loss because it has been impacted from the economic slowdown, so its performance has not achieved as per the plan. Administrative expenses in 2015 were 54.48 million Baht, an increase by 8.29 million Baht, when comparing with 2014 which was at 49.16 million Baht because the Company paid expenses to the consultants on business transfer and dissolution. Thus in 2015, the Company's net profit for the year from continuing operations equaled to 114.47 million Baht, an increase by 17.04 million Baht, when comparing with that of 2014 which was at 97.43 million Baht. Nonetheless in 2014 and 2015, the Company realized net loss for the year from discontinuing operations at 10.00 million Baht and 39.44 million Baht, respectively. Consequently, net profit for the year of the Company in 2014 and 2015 was 87.43 million Baht and 75.03 million Baht, respectively.

In 2016, The Company's revenue from sales and services was 1,091.49 million Baht, increasing 159.78 million Baht, when compared with year 2015 which was at 931.72 million Baht due to higher gross profit of current business performance than that of the disposed and transferred businesses coupled with the recovery of domestic economic conditions during the end of the year. Such positive results made the Company's gross profit in 2016 reached 239.13 million Baht, increasing 62.79 million Baht, when comparing

with 2015 which was at 176.34 million Baht. In addition, the Company's other revenues in 2016 were equaled to 284.19 million Baht, increasing 231.97 million Baht, comparing with that of 2015 which was at 52.22 million Baht which was the result of realization of profit from assets and liabilities disposition pursuant to business transfer contract amounted to 179.90 million Baht arising from the disposition and transfer of its textile business which specifically relate to underwear manufacturing and businesses of 3 of its subsidiaries, T.U.C. Elastic Company Limited, Prestige Plus Company Limited and Prestige Embroidery Company Limited, including 1 affiliate, Value Added Textile Company Limited to a newly established company, A TECH Textile Company Limited ("A TECH"), of which its major shareholder is the Company's major shareholder. The Company has transferred such businesses on February 1, 2016, as per scheduled, hence, the Company's net profit in 2016 was 295.83 million Baht, increasing 220.80 million Baht, when comparing with that of 2015 which was at 75.03 million Baht.

### **Statements of Financial Position (Consolidated Financial Statement)**

(Unit: Million Baht)

Description	Audited		Audited		Audited	
	2014*		2015		2016	
	Amount	%	Amount	%	Amount	%
<b>Assets</b>						
<b>Current Assets</b>						
Cash and cash equivalent	148.68	5.66	99.19	3.90	180.11	6.94
Temporary investments	420.47	16.01	553.20	21.73	884.03	34.05
Trade and other receivables	389.50	14.83	171.53	6.74	255.84	9.85
Short-term loans to related companies	30.00	1.14	30.00	1.18	51.83	2.00
Inventories	349.46	13.31	86.94	3.42	77.35	2.98
Other current assets	8.55	0.33	3.73	0.15	5.55	0.21
Non-current assets held for sale	-	-	618.59	24.30	-	-
<b>Total Current Assets</b>	<b>1,346.66</b>	<b>51.27</b>	<b>1,563.18</b>	<b>61.41</b>	<b>1,454.71</b>	<b>56.03</b>
<b>Non-current Assets</b>						
Investments in associate company - net	69.44	2.64	54.06	2.12	47.82	1.84
Investments in related and other companies - Net	203.68	7.75	195.73	7.69	222.61	8.57
Investments in available-for-sale securities - net	144.45	5.50	129.13	5.07	127.26	4.90
Held-to-maturity investments	-	-	60.00	2.36	30.00	1.16
Investment properties - net	140.48	5.35	140.48	5.52	206.51	7.95
Property, plant and equipment - net	684.47	26.06	357.27	14.04	454.85	17.52
Intangible assets - net	5.11	0.19	4.26	0.17	4.16	0.16
Deferred tax assets	31.46	1.20	40.78	1.60	47.86	1.84

Description	Audited		Audited		Audited	
	2014*		2015		2016	
	Amount	%	Amount	%	Amount	%
Other non-current assets	0.76	0.03	0.51	0.02	0.48	0.02
<b>Total Non-Current Assets</b>	<b>1,279.85</b>	<b>48.73</b>	<b>982.22</b>	<b>38.59</b>	<b>1,141.55</b>	<b>43.97</b>
<b>Total Assets</b>	<b>2,626.51</b>	<b>100.00</b>	<b>2,545.41</b>	<b>100.00</b>	<b>2,596.26</b>	<b>100.00</b>
<b>Liabilities and Shareholders' Equity</b>						
<b>Current liabilities</b>						
Trade and other payable	226.94	8.64	119.72	4.70	172.52	6.64
Accrued corporate income tax	2.40	0.09	-	-	8.63	0.33
Other current liabilities	5.25	0.20	6.98	0.27	5.29	0.20
Liabilities directly related to non-current assets held for sale	-	-	136.25	5.35	-	-
<b>Total Current Liabilities</b>	<b>234.59</b>	<b>8.93</b>	<b>262.94</b>	<b>10.33</b>	<b>186.43</b>	<b>7.18</b>
<b>Non-current Liabilities</b>						
Current provision for employees benefit	112.81	4.30	48.11	1.89	52.71	2.03
Deferred tax liabilities	21.58	0.82	18.24	0.72	17.87	0.69
Other non-current liabilities	0.66	0.03	0.60	0.02	4.03	0.16
<b>Total Non-current Liabilities</b>	<b>135.06</b>	<b>5.14</b>	<b>66.95</b>	<b>2.63</b>	<b>74.60</b>	<b>2.87</b>
<b>Total Liabilities</b>	<b>369.65</b>	<b>14.07</b>	<b>329.89</b>	<b>12.96</b>	<b>261.04</b>	<b>10.05</b>
<b>Shareholders' Equity</b>						
Authorized share capital	108.00	4.11	108.00	4.24	108.00	4.16
Issued and paid share capital	108.00	4.11	108.00	4.24	108.00	4.16
Premium on ordinary shares	110.40	4.20	110.40	4.34	110.40	4.25
Retained earning						
Appropriated						
Legal reserve	10.80	0.41	10.80	0.42	10.80	0.42
General reserve	126.74	4.83	132.08	5.19	138.06	5.32
Unappropriated	1,655.57	63.03	1,680.88	66.04	1,807.26	69.61
Other components of shareholders' equity	86.34	3.29	64.69	2.54	64.25	2.47
<b>Equity attributable to parent company</b>	<b>2,097.85</b>	<b>79.87</b>	<b>2,106.85</b>	<b>82.77</b>	<b>2,238.77</b>	<b>86.23</b>
Non-controlling interest	159.01	6.05	108.66	4.27	96.45	3.72
<b>Total Shareholders' Equity</b>	<b>2,256.86</b>	<b>85.93</b>	<b>2,215.52</b>	<b>87.04</b>	<b>2,335.22</b>	<b>89.95</b>
<b>Total Liabilities and Shareholders' Equity</b>	<b>2,626.51</b>	<b>100.00</b>	<b>2,545.41</b>	<b>100.00</b>	<b>2,596.26</b>	<b>100.00</b>

\*Remark: Consolidated financial statement of 2014 has been reclassified to make it consistent with the consolidated financial statements of 2015 onwards because on February 1, 2016, the Company sold its textile business specifically relate

to underwear manufacturing and transferred all of businesses of 3 of its subsidiaries, T.U.C. Elastic Company Limited, Prestige Plus Company Limited and Prestige Embroidery Company Limited, including 1 affiliate, Value Added Textile Company Limited to a newly established company, A TECH Textile Company Limited ("A TECH"), of which its major shareholder is the Company's major shareholder.

### **Financial Ratio**

<b>Item</b>		<b>2014*</b>	<b>2015</b>	<b>2016</b>
Current Ratio	Time	5.74	5.95	7.80
Debt to equity ratio	Time	0.16	0.15	0.11
Return on equity	%	3.93	3.35	13.00
Gross profit margin	%	16.29	18.93	21.91
Net profit margin	%	8.75	7.62	21.50

**\*Remark:** Financial ratio of 2014 has been calculated from consolidated financial statement of 2015 which has been reclassified to make it consistent with the consolidated financial statements of 2015 onwards because on February 1, 2016, the Company sold its textile business specifically relate to underwear manufacturing and transferred all of businesses of 3 of its subsidiaries, T.U.C. Elastic Company Limited, Prestige Plus Company Limited and Prestige Embroidery Company Limited, including 1 affiliate, Value Added Textile Company Limited to a newly established company, A TECH Textile Company Limited ("A TECH"), of which its major shareholder is the Company's major shareholder.

### **Summary of Financial Status**

As at ending of 2015, the Company's total assets were 2,545.41 million Baht, a decrease by 81.10 million Baht, when comparing with those of 2014 which were at 2,626.51 million Baht because the Company's subsidiaries paid interim dividend, which led to the reduced financial liquidity. The Company's liabilities as at ending of 2015 equaled to 329.89 million Baht, a decrease by 39.76 million Baht, when comparing with the same period of 2014 which were at 369.65 million Baht, due to the decrease of trade liabilities. Equity attributable to parent company as at ending of 2015 was 2,106.85 million Baht, an increase by 9.00 million Baht when compared with the same period of 2014 which was at 2,097.85 million Baht because 2 of its subsidiaries paid interim dividend and in 2015, its subsidiary and affiliate recorded the loss, therefore, non-controlling interest was at 108.66 million Baht, a decrease by 50.35 million Baht, when compared with ending of 2014, which was at 159.01 million Baht.

As at ending of 2016, total liabilities of the Company was 2,596.26 million Baht, an increase by 50.85 million Baht, comparing with the same period of 2015, which was at 2,545.41 million Baht. The reason was that the Company increased investments in Asahi Kasei Spunbond (Thailand) Co., Ltd. by 25.50 million Baht, when compared with amount in 2015. The Company's net property, plant and equipment in 2015 equaled to 454.85 million baht, an increase by 97.58 million Baht, when compared with 2015 which was at 357.27 million Baht because the Company increased investment in plant and buildings amounted to 175.71



million Baht, where most of them were value of properties during installation which equaled to 149.70 million Baht.

As at ending of 2016, the Company's total liabilities equaled to 261.04 million baht, a decrease by 68.85 million Baht, when compared with the same period of 2015 where total liabilities were 329.89 million Baht, because as at ending of 2016, the Company did not have liabilities directly related to non-current assets held for sale, despite such amount as at ending of 2015 was 136.25 million baht. Nonetheless, as at ending of 2016, equity attributable to parent company was 2,238.77 million Baht, an increased by 131.92 million Baht, when compared with the same period of ending of 2015 which was at 2,106.85 million Baht, mainly attributable to the increased accumulated retained earnings from operating results in 2016 where net profit of the Company was at 295.84 million Baht.

## รายงานการประเมินมูลค่าทรัพย์สิน

ลูกค้าราย : บริษัท เท็กซ์ไทล์เพรสทีจ จำกัด (มหาชน)

ทรัพย์สิน : ที่ดินพร้อมสิ่งปลูกสร้าง

ที่ตั้ง : เลขที่ 624/5-8 หมู่ที่ 11 สวนอุตสาหกรรมศรีนครินทร์ ศรีราชา

ถนนสุขาภิบาล 8 ตำบลหนองขาม

อำเภอศรีราชา จังหวัดชลบุรี

เสนอต่อ : บริษัท เท็กซ์ไทล์เพรสทีจ จำกัด (มหาชน)

รายงานเลขที่ : SCA-2016-324

จัดทำโดย

บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด

รายงานการประเมินมูลค่าทรัพย์สินของ บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด  
จัดทำขึ้นตามแบบฟอร์มมาตรฐานของสมาคมผู้ประเมินค่าทรัพย์สินแห่งประเทศไทย

คู่ฉบับ



บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด

SIAM CITY APPRAISAL COMPANY LIMITED

ฉบับเฉพาะ

ที่ SCA-2016-324

วันที่ 30 มกราคม 2560

เรื่อง นำส่งรายงานประเมินมูลค่าทรัพย์สิน

เรียน กรรมการผู้จัดการ  
บริษัท เท็กซัสไทม์เพรสทีจ จำกัด (มหาชน)

ตามที่ บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด ได้รับมอบหมายให้ทำการประเมินมูลค่าทรัพย์สิน บัดนี้ บริษัทฯ ได้ดำเนินการตามวัตถุประสงค์แล้วเสร็จเรียบร้อยแล้ว โดยได้แสดงรายละเอียดหลักเกณฑ์ สมมติฐาน และเงื่อนไขข้อจำกัดในการประเมินมูลค่าในครั้งนี้ไว้ในรายงาน และขอแจ้งผลสรุปการประเมินมูลค่าทรัพย์สินนี้ ดังต่อไปนี้

ชื่อลูกค้า	บริษัท เท็กซัสไทม์เพรสทีจ จำกัด (มหาชน)
ประเภททรัพย์สิน	ที่ดินพร้อมสิ่งปลูกสร้าง
ที่ตั้งทรัพย์สิน	เลขที่ 624/5-8 หมู่ที่ 11 สวนอุตสาหกรรมเครื่องสหพัฒน์ ศรีราชา ตำบลหนองขาม อำเภอศรีราชา จังหวัดชลบุรี
พิกัด GPS	LAT : 13.0972641 LONG : 100.9599528
เอกสารสิทธิที่ดิน	โฉนดเลขที่ 225020 จำนวน 1 แปลง เนื้อที่รวม 12-1-87 ไร่ หรือ 4,987.0 ตารางวา ตำบลหนองขาม อำเภอศรีราชา จังหวัดชลบุรี
อาคารสิ่งปลูกสร้าง	สิ่งปลูกสร้างจำนวน 5 รายการพร้อมส่วนพัฒนาควบ
ใบอนุญาตการก่อสร้างอาคาร	เลขที่ 1022/2551 และ 885/2553 และผู้ถือกรรมสิทธิ ในอาคารปัจจุบันคือ บริษัท เท็กซัสไทม์เพรสทีจ จำกัด(มหาชน)
ผู้ถือกรรมสิทธิที่ดิน	บริษัท สหพัฒนาอินเตอร์โฮลดิ้ง จำกัด
ผู้ถือกรรมสิทธิอาคาร	บริษัท เท็กซัสไทม์เพรสทีจ จำกัด (มหาชน)
ภาระผูกพัน	ไม่มีภาระผูกพันใดๆ
สิทธิการใช้ทางเข้า - ออก	ถนนภายในโครงการ
วัตถุประสงค์การประเมิน	เพื่อเปิดเผยต่อสาธารณะ

หลักเกณฑ์การประเมิน	มูลค่าตลาด (Market Value)
วิธีการประเมิน	วิธีต้นทุน (Cost Approach)
วันที่สำรวจ	17 มกราคม 2560
วันที่ประเมิน	17 มกราคม 2560
มูลค่าตลาดที่ประเมิน	฿165,230,000.00 บาท (หนึ่งร้อยหกสิบล้านสองแสนสามหมื่นบาทถ้วน)

#### หมายเหตุ

- จากการตรวจสอบพื้นที่บริเวณใกล้เคียงพบว่า
  - ค่าเช่าที่ดินมีอัตราค่าเช่า เท่ากับ 25.00 บาท/ตารางวา/เดือน
  - ค่าเช่าอาคารมีอัตราค่าเช่า เท่ากับ 200.00-250.00 บาท/ตารางเมตร/เดือน
  - อัตราเติบโตค่าเช่า/ราคาที่ดินถัวเฉลี่ยประมาณ 3-5 เปอร์เซ็นต์/ปี

บริษัท กรุงสยามประเมินค่าทรัพย์สิน จำกัด และผู้ประเมินขอรับรองว่าไม่มีผลประโยชน์ใดๆ เกี่ยวข้องกับทรัพย์สินนี้ และได้ปฏิบัติหน้าที่ในฐานะผู้ประเมินมูลค่าทรัพย์สินด้วยความระมัดระวังตามมาตรฐาน และจรรยาบรรณวิชาชีพอย่างเต็มที่

จึงเรียนมาเพื่อโปรดพิจารณา

ขอแสดงความนับถือ



(พิมาน รุ่งวาว)

ผู้สำรวจและประเมิน



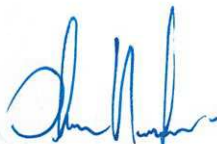
(ทูล จิวรรณกรกิจ)

ผู้สอบทานรายงาน



(กฤติน กรพิพัฒน์)

ผู้ประเมินหลักชั้นมูลค่า เลขที่ วฒ.246



(วสันต์ ทองเดชศรี)

กรรมการผู้จัดการ