TEXTILE PRESTIGE PUBLIC COMPANY LIMITED 704/1-9 Rama 3 Rd., Yannawa, Bangkok 10120 Tel. 66-2-294-0071 http://www.tpc.co.th E-mail: tpc@tpc.co.th

- Translation -

Lor khor. 01/2560

TPCORP

February 17, 2017

Subject : Dividend payment, Connected Transaction, Appointment of the Independent Financial

Advisor, the date for the shareholders' meeting and the Dissemination date of AGM

invitation letter.

To : President of the Stock Exchange of Thailand

Attachment : 1. Information memorandum on assets acquisition and connected transactions

The Meeting of the Board of Directors No. 1/2560 of Textile Prestige Public Company Limited, on February 16, 2017, has resolved on the following matters:-

1. Submit to the 42nd General Meeting of Shareholders' for an approval to pay Dividend for the year 2016, at the rate of 1.70 Baht per share (One Baht Seventy Satang), Total of 183,600,000 Baht (One Hundred Eighty Three Million and Six Hundred Thousand Baht), whereby the company had paid the interim dividend for 1 Baht per share (One Baht), Totaling 108,000,000 Baht (One Hundred and Eight Million Baht) on September 9, 2016. The remaining of 0.70 Baht per share (Seventy Satang) will be paid out of Net Profit gained from Operating period 1 January 2016 to 31 December 2016, totaling 75,600,000 Baht (Seventy Five Million and Six Hundred Thousand Baht) which comprises of 2 parts

- 1) 0.50 Baht per share (Fifty Satang), will be paid out of net profits gained from corporate tax-exempted business (BOI).
- 0.20 Baht per share (Twenty Satang), will be paid out of net profits gained from 20% corporate tax-paid business.

The above dividend distribution shall be payable to the Shareholders entitling to receive the dividend according to whom listed on the record date, May 8, 2017, and the closing date of the Company's share register book, according to Section 225 of the Securities and Exchange Act, will be on May 9, 2017. The dividend payment will be made on May 19, 2017.

The dividend rate is still uncertain until it is approved from the General Meeting of Shareholders No. 42 for the year 2017 on Tuesday, April 25, 2017.

2. the Board of Directors approved to propose to the AGM for approval the entering into acquisition transaction of the land where the factories are located within Saha Group Industrial Park, Amphur Sriracha, Chonburi Province from SahaPathana Inter-Holding Public Company Limited ("SPI") with total areas of 12 rai 1 ngan 87 square wah at the purchase price of 12,000,000 Baht per rai, or total 149,610,000 Baht. Term of payment is divided into 5 installments, without any interest, at 29,922,000 Baht

1/13



per installment. In addition, the Company will receive ownership of the buildings on such land following the agreement of purchase and sale. The total value of the consideration to be received total of Baht 165,230,000 (One hundred and sixty five million two hundred and thirty thousand Baht.), which was appraised by an independent appraiser. Cost estimates based on market price the valuation of land and buildings and structures.

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 nine months ended September 30, 2016 based on criteria stipulated in those notifications by applying the highest value, size of transaction is equaled to 5.87 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 11.77 percent of the Company's total assets. Since 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, value of transaction equals to 7.68 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 (Attachment 1) 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.



- 3. Appointment of Finnex Advisory Company Limited as the Independent Financial Advisor.
- 4. To hold the 42nd General Meeting of Shareholders on Tuesday, April 25, 2017 at 11.00 a.m. at Chao Praya Room 1, Montien Riverside Hotel, 372 Rama 3 Road, Bangkhlo, Bangkholaem, Bangkok.

Matters to be transacted in the 42nd General Meeting of Shareholders are as follows:

- Agenda 1 Certification of the minutes of the 41st General Meeting of Shareholders on April 26, 2016
- Agenda 2 Acknowledgement of the Report of the Board of Directors for the past year.
- Agenda3 Consideration for the approval of the Financial Statements as at December 31, 2016
- Agenda 4 Consideration for the approval of the appropriation of Profit and Dividend

 Payment and acknowledgement of the Interim Dividend Payment.
- <u>Agenda 5</u> Consideration for the election of company directors to replace those who retire by rotation.
 - (3 Directors who are due to retire by rotation are Miss Sirikul Dhanasarnsilp, Mr. Wachara Poomarintr and Mr. Padoog Techasarintr)
- Agenda 6 Consideration for the determination of remuneration of company directors.
- Agenda 7 Consideration for the appointment of the Auditors and determination of Audit Fee.
- Agenda 8 Consideration for the approval of the purchase of land from Saha Patana Inter- Holding Public Company Limited.
- Agenda 9 Other matters (if any)
- 5. The record date to determine the names of shareholders' right to attend the 42nd General Meeting of shareholders will be on March 3, 2017 and the closing date of the Company's share register book, according to Section 225 of the Securities and Exchange Act, will be on March 6, 2017
- 6. The company has earlier provided the opportunity for shareholders to propose meeting agenda and/or nominate candidates to be elected as company directors, prior to its holding of the 2017 AGM, during December $1^{st} 30^{th}$, 2016. However, it turned out that there was no shareholder who proposed meeting agenda and/or nominate candidates to be elected as company directors prior to said meeting.

TEXTILE PRESTIGE PUBLIC COMPANY LIMITED 704/1-9 Rama 3 Rd., Yannawa, Bangkok 10120 Tel. 66-2-294-0071 http://www.tpc.co.th E-mail: tpc@tpc.co.th

4/13

TPCORP

The company shall disseminate the meeting invitation letter for the 42nd General Meeting of shareholders together with the attached documents via the company website www.tpcorp.co.th under the heading "Investor Relations", accessible from March 24th, 2017 onward. Whereas the actual meeting invitation letter and related documents shall be forwarded to the shareholders via registered mail, according to the shareholder's names appearing on the shares register book as of the closing date, so as to entitle them to attend the meeting accordingly.

Please kindly acknowledge the above matters.

Your Sincerely,

Mr. Chanin Ratanavijai

(Mr. Chanin Ratanavijai)

Director and Corporate Secretary

TPCORP

Attachment 1

INFORMATION MEMORANDUM ON ASSETS ACQUISITION AND CONNECTED TRANSACTIONS

OF

TEXTILES PRESTIGE PUBLIC COMPANY LIMITED

The Board of Directors' Meeting of Textiles 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 SahaPathana Inter-Holding Public Company Limited ("SPI")with total areas of 12 rai 1 ngan 87 square wah at the purchase price of 12,000,000 Baht per rai, or total 149,610,000 Baht. After purchase of such land, the ownership of all factory buildings and structures situated on such land shall belong to the Company as the Purchase. 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 situated on such land to SPI 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 nine months ended September 30, 2016 based on criteria stipulated in those notifications by applying the highest value, size of transaction is equaled to 5.87 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 11.77 percent of the Company's total assets. Since 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.

TEXTILE PRESTIGE PUBLIC COMPANY LIMITED 704/1-9 Rama 3 Rd., Yannawa, Bangkok 10120 Tel. 66-2-294-0071 http://www.tpc.co.th E-mail : tpc@tpc.co.th

6/13

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's major shareholder and upon calculation of transaction's size, value

of transaction equals to 7.68 percent which is greater than 20 million Baht or more than 3 percent of the

Company's net tangible assets.

TPCORP

Therefore, the Company is obligated to disclose the information memorandum of the above

transaction as follows:

1. Date of Transaction

The Company shall enter into the land purchase and sale agreement after obtaining the approval

from the Company's Shareholders' Meeting which shall be held on April 25, 2017 and it is expected

such transaction shall be completed within the 2nd quarter of 2017.

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

Purchaser

Textiles 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 January 16, 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. The General Characteristic of the Transaction

The Company shall enter into the transaction for the purchase of land where its factories are located

within Saha Group Industrial Park, Amphur Sriracha, Chonburi Province from Saha Pathana Inter-

Holding Public Company Limited ("SPI") and the ownership of all factory buildings and structures

situated on such land shall belong to the Company, as the Purchaser. In addition, after the Company

purchases such land, the Company shall terminate the land lease agreement that the Company

executed with SPI, the lessor. Such land lease agreement shall be expired on January 31, 2018.



The Company shall purchase 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, from SPI at the purchase price of 12,000,000 Baht per rai, or total 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:

- 1st Installment: Within 30 days from the execution date of land purchase agreement.
- 2nd installment: Within 1 year after the payment date of the 1st installment.
- 3rdinstallment: Within 1 year after the payment date of the 2nd installment
- 4th installment: Within 1 year after the payment date of the 3rd installment.
- 5th 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 4th installment. Land transfer fee, land purchase tax, excise and all other expenses concerning land ownership transfer shall be equally born by the Purchaser and the Seller.

After the land purchase transaction has been completed, the ownership of all factories and buildings situated on such land shall belong to the Company and it shall result in the termination of the 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 its buildings and structures on such land to SPI, the lessor, after the expiry of the lease 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, 2004 (the "Notification on Asset Acquisition or Disposition"). When calculation from the Company's consolidated financial statements for the nine months ended September 30, 2016 based on criteria stipulated in those notifications by applying the highest value, size of transaction is equaled to 5.87 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

8/13

TPCORP

Company's total assets, total size of transaction equals to 11.77 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

Size of transaction = Total Value of Consideration received X 100

The Company's total assets (pursuant to the consolidated financial statements reviewed by the Certified Public Accountant as of ending of September 30, 2016)

= <u>149.61 million Baht x 100</u>

2,547.21 million Baht

= <u>5.87%</u>

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 sizeby 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 7.68 percent, so it is greater than 20 million Baht or more than 3 percent of the Company's net tangible assets.

9/13

TPCORP

Transaction size

Highest value of transaction x 100

The Company's net tangible assets (NTA) as at September 30, 2016

= 165.23 million Baht X 100

2,150.32 million Baht

= 7.68%

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 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 5, 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.
- (2) Details of buildings including building improvement and developments located on such land are as follow:



Item	House No.	Description of Building and Structure	Total Usable Area (Square Meters)	
1.		3-storey office building with factory and building improvement	18,525.00	
2.	624/5-8	Warehouse	220.00	
3.	Moo. 5	Spare parts warehouse no. 1	60.00	
4.		Spare parts warehouse no. 2	48.00	
5.		Canteen and maintenance building	252.00	
Integral parts and other developments				
		Road and concrete yard	3,304.00	
		Fence and gate	1,113.04	
	Total Area	19,105.00		

The ownership of the buildings including building improvement and land development listed in the above table 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 Purchase 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, at the price of 12,000,000 Baht (Twelve million Baht only) per rai, totaling 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 29,922,000 Baht per installment to the Seller under the following term of payment:

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

The Company as the "Purchaser" and SPI as the "Seller" shall proceed for land ownership transfer within 1 year from the payment date of the 4th installment. Land transfer fee, land purchase tax, excise and all other expenses concerning land ownership transfer shall be equally born by the Purchaser and the Seller.

11/13

TPCORP

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. However, the Company shall appoint the Independent Financial Advisor to give opinion of 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:

- 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 shall be approximately 37 million Baht per year.
- 3. The Company shall 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 the new factory building, which consequently cause the Company to lose time and business opportunity. Additionally, costs and expenses for the purchase of new land and the construction of new factory buildings may be higher than the purchase price of land under this transaction.
- 4. The Company shall not have a risk from an adjustment of the lease fee of the land and factory building in the future.

9. Source of Fund/Use of Fund

Source of fund for purchase of such shall derive from the short-term investment in the Company's open-end fund. According to the fund book of which the Company is the investment unit holder as at January 10, 2017, the Company has adequate short-term investment for payment of the land for the whole amount.



10. 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	% of total
	held by the	shares
	Company as at	
	Jan. 16, 2017	
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
Total	23,241,480	21.52

The Company's directors and the interested person and/or the directors who are the connected persons shall not attend the meeting and shall 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.

11. 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 have 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 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.



12. Opinion of the Audit Committee and/or the Director Which Differ from the Opinion of the Board of Directors as Stated in Clause 11

-None-

Please kindly be acknowledged accordingly.



Textiles Prestige Public Company Limited

Mr. Suchai Narongkananukul, Mr. Chanin Ratanavijai

(Mr. Suchai Narongkananukul, Mr. Chanin Ratanavijai)

Director