

- Translation -

No. Lor Khor. 30/2558

4 August 2015

Subject           The Entries into Disposition of the Assets of The Company, its Subsidiaries and Affiliate and  
The Connected Transactions, the amendments to the Company's objectives and the  
Memorandum of Association of the Company , Appointment IFA, Set date for the EGM.  
no.1/2558

Attention         Managing Director of the Stock Exchange of Thailand

Enclosures       Information Memorandum relating to Disposition of Assets of the Company, its Subsidiaries and  
Affiliate and Connected Transaction

The Board of Directors' Meeting No. 3/2558 of Textile Prestige Public Company Limited (**Company**) held on 4 August 2015 resolved to approve the entries into the disposition of assets of the Company, its subsidiaries and affiliate and the connected transactions as follows:

1. That the transfer of the textile businesses which specifically relate to underwear manufacturing of the Company, T.U.C Elastic Company Limited (**TUC**), Prestige Plus Company Limited (**PPC**), Prestige Embroidery Company Limited (**PEC**), TUC, PPC and PEC being the Company's subsidiaries (**Subsidiaries**), and Value Added Textile Company Limited (**VAT**), VAT being the Company's affiliate (**Affiliate**), to the new company of which the major shareholders are the Company's major shareholders, A Tech Textile Company Limited (**Atech**) with the consideration equivalent to the net book value of the transferred assets as at the date before the closing date of the businesses transfer transaction except Lands, Building and Machineries and Equipments which are fixed at the value booked at 31 December 2014 and additional of Baht 136,073,000 but in any event such consideration shall not exceed Baht 863,500,000, be approved, provided that in respect of the Company, it will partially transfer its businesses to Atech but the Subsidiaries and Affiliate will transfer their entire businesses to Atech. After such businesses transfer, the Subsidiaries and Affiliate will be dissolved. (Details of each transaction are set out in the information memorandum).

The entries into the above transactions are considered as the disposition of assets of listed company under the Capital Market Supervisory Board No. Tor Jor. 20/2551 regarding Rules for Entering into Substantial Transactions within the Definition of an Acquisition or Disposal of Assets dated 31 August 2008 and its amendments and the Notification of the Board of Governors of the Stock Exchange of Thailand regarding Disclosure and Compliance by Listed Companies relating to Acquisition or Disposal

of Assets B.E. 2547 (2004) dated 29 October 2004 (**Acquisition and Disposition Rules**). According to the calculation of the transaction's size, the value of the transactions is greater than 15% but lower than 50% of the Company's total assets. Therefore, the Company is required to prepare the relevant report disclosing, at minimum information, the memorandum specified in Schedule 1 of the Acquisition and Disposition Rules and to send the information memorandum specified in Schedule 2 of the Acquisition and Disposition Rules to shareholders within 21 days from the date that the relevant information is disclosed to the Stock Exchange of Thailand. No shareholders' approval is required. The Company will send the information memorandum specified in Schedule 2 of the Acquisition and Disposition Rules to its shareholders together with the notice of shareholders' meeting and propose such matter and the connected transactions as a result of such transfer of businesses to the shareholders' meeting at the same time for further consideration and approval.

The entries into the above transactions with Atech are also considered as connected transactions under the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 regarding Connected Transactions Rules dated 31 August 2008 and its amendments and the Notification of the Board of Governors of the Stock Exchange of Thailand regarding Disclosure and Compliance by Listed Companies relating to Connected Transactions B.E. 2546 (2003) dated 19 November 2003 (**Connected Transaction Rules**), due to the fact that the Company's major shareholders will be the major shareholders of Atech which the businesses will be transferred. According to the calculation of the transaction's size, the value of the transactions are greater than Baht 20 Million or 3% of the Company's net tangible assets. Therefore, the Company is required to disclose the information memorandum relating to the transaction as per the Connected Transaction Rules and to obtain the shareholders' approval with votes of not less than three-fourths of the total votes of shareholders in attendance and eligible for voting, excluding the votes of the shareholders having an interest in the matter.

In addition, the Board of Directors also authorized Mr. Chanin Ratanavijai to negotiate and enter into businesses sale and transfer agreement as well as to do any acts relating to such sale and transfer of businesses until its completion.

2. That the entries into the transactions which are considered as connected transaction under the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 regarding Connected Transactions Rules dated 31 August 2008 and its amendments and the Notification of the Board of Governors of the Stock Exchange of Thailand regarding Disclosure and Compliance by Listed Companies relating to Connected Transactions B.E. 2546 (2003) dated 19 November 2003 (**Connected Transaction Rules**) according to the details below, be approved:

- 2.1 the Company will grant the lease in respect of a part of Bangkok Office and Factories in Amphor Sriracha to Atech for Atech's operation. The total value of the rent/consideration throughout the lease period for approximately Baht 44,000,000 (exclusive of expenses ie. service fee, water supply, electricity, house and land taxes, other taxes (if any) and other relevant expenses). The lease period is for 3 years where the lessee will pay monthly rental fee to the lessor. The lease agreement may be terminated before the end of the contract term by mutual agreement of both lessor and lessee.
- 2.2 the entries into the service agreement in relation to information technology, human resource, accounting, marketing and sale with Atech for the period of 3 years. The total service fees amount is approximately Baht 43,000,000, where the lessee will pay monthly rental fee to the lessor. Both parties may mutually agree to terminate any area of such services before the end of the service term.

The lease of such properties in 2.1 and the provision of such services in 2.2 shall come to effect upon the completion of the sale and transfer of the businesses which specifically relate to the underwear business.

The entries into the above transactions are also considered as connected transactions as Atech (which will enter into the lease agreement and services agreement) will have the major shareholders, which are the Company's major shareholders. According to the calculation of the combined size of such transactions and the sale and transfer of businesses transactions, the value of transactions is greater than Baht 20 Million or 3% of the Company's net tangible assets. As a result, the Company is required to disclose the information memorandum as required by the Connected Transaction Rules and to obtain the shareholders' approval with votes of not less than three-fourths of the total votes of shareholders in attendance and eligible for voting, excluding the votes of the shareholders having an interest in the matter. (The relevant details are set out in the information memorandum)

3. That the amendments to the Company's objectives by adding 1 clause of the objectives (from 45 to be 46 clauses of objectives) with the following details be approved;

"Clause 46 To engage in the business of producing and distributing electricity, energy source and all kind of energies including raw material and by products"

In addition, the Board of Directors' Meeting also approved the amendment to Clause 3 of the Memorandum of Association of the Company (Company's Objectives) so as to reflect the amendment to the Company's objectives.

4. That the appointment of Finnex Advisory Company Limited as the independent financial adviser, be approved.

5. That the Extraordinary General Meeting of Shareholders No. 1/2558, be held on 12 October 2015 at 10:00 a.m. at Chao Praya Room, The Montien Riverside Hotel, no.372 Rama 3 Road, Bangkok, Bangkoklaem, Bangkok with the following agenda:

Agenda 1 To certify the minutes of the Annual General Meeting of Shareholders No. 40 held on 28 April 2015

Agenda 2 To consider and approve the sale and transfer of the textile businesses which specifically relate to underwear manufacturing of the Company (under Partial Business Transfer) and the Company's subsidiaries and affiliate (under Entire Business Transfer)

Agenda 3 To consider and approve the entries into the lease agreement and service agreements with the connected persons

Agenda 4 To consider and approve the amendments to the Company's objectives and Clause 3 of the Company's Memorandum of Association (Company's objectives)

Agenda 5 Other matters (if any)

6. That the record date for determining the shareholders' rights to attend the Extraordinary General Meeting of Shareholders No. 1/2558 and the closing date of the Company's share register book for gathering the names of the Company's shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (1992) be fixed on 19 August 2015 and 20 August 2015, respectively.

Please be informed, accordingly.

Yours faithfully,

Chanin Ratanavijai

(Mr. Chanin Ratanavijai)

Corporate Secretary

Information Memorandum Relating to Disposition of Assets and Connected Transaction  
of  
Textile Prestige Public Company Limited

According to the Board of Directors' Meeting No. 3/2558 of Textile Prestige Public Company Limited (TPC or Company) held on 4 August 2015, it has resolved to approve the sale and transfer of the textile businesses which specifically relate to underwear manufacturing of the Company, T.U.C Elastic Company Limited (TUC), Prestige Plus Company Limited (PPC), Prestige Embroidery Company Limited (PEC), TUC, PPC and PEC being the Company's subsidiaries (**Subsidiaries**), and Value Added Textile Company Limited (VAT), VAT being the Company's affiliate (**Affiliate**), to the new company of which the major shareholders are the Company's major shareholders, A Tech Textile Company Limited (**Atech**). After the transfer of such businesses, the Company will also enter into building and land lease agreement and services agreement with Atech of which the major shareholders are the Company's major shareholders.

The sale and transfer of the textile businesses which specifically relates to underwear manufacturing is considered as the disposition of assets of listed company under the Capital Market Supervisory Board No. Tor Jor. 20/2551 regarding Rules for Entering into Substantial Transactions within the Definition of an Acquisition or Disposal of Assets dated 31 August 2008 and its amendments and the Notification of the Board of Governors of the Stock Exchange of Thailand regarding Disclosure and Compliance by Listed Companies relating to Acquisition or Disposal of Assets B.E. 2547 (2004) dated 29 October 2004 (**Acquisition and Disposition Rules**). According to the calculation of the transaction's size, the value of the transactions is greater than 15% but lower than 50% of the Company's total assets.

In addition, the entry into the transactions with Atech of which the major shareholders are the Company's major shareholders are also considered as connected transactions under the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 regarding Connected Transactions Rules dated 31 August 2008 and its amendments and the Notification of the Board of Governors of the Stock Exchange of Thailand regarding Disclosure and Compliance by Listed Companies relating to Connected Transactions B.E. 2546 (2003) dated 19 November 2003 (**Connected Transaction Rules**), due to the fact that the Company's major shareholders are the major shareholders of Atech that enters into the transactions with the Company. According to the calculation of the transaction's size, the value of the transactions are greater than Baht 20 Million or 3% of the Company's net tangible assets.

The Company is required to disclose information memorandum of such transactions as follows:

## The 1st Transaction      The Transfer of Businesses Which Specifically Relate to Underwear Manufacturing

### 1.      Date Month Year of Transaction

The Company, Subsidiaries and Affiliate will transfer the businesses which specifically relate to underwear manufacturing to the transferee after obtaining the approval of shareholders' meeting of the Company. The Company expects to complete the transactions in the first quarter of the 2016.

### 2.      Relevant Parties and Relationship with Listed Company

- Transferor:
1.      Textile Prestige Public Company Limited (**Company**);
  2.      T.U.C Elastic Company Limited (**TUC**), of which 52.24 percent of TUC total shares are held by the Company
  3.      Prestige Plus Company Limited (**PPC**), of which 99.99 percent of PPC's total shares are held by the Company
  4.      Prestige Embroidery Company Limited (**PEC**), of which 99.99 percent of PEC's total shares are held by the Company
  5.      Value Added Textile Company Limited (**VAT**), which 49.90 percent of VAT's total shares are held by the Company

Transferee:      The Company to be incorporated under Thai law with its major shareholders being the Company's major shareholders, A Tech Textile Company Limited (**Atech**).

#### Relationship with Listed Company

The Company's major shareholders will be the shareholders of Atech with the details as follows:

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

### 3. Nature of Transaction

The Company, Subsidiaries and Affiliate will sell and transfer properties, debts, employees, rights and obligations and encumbrances concerning the businesses which specifically relate to underwear manufacturing including all benefits derived from such assets to Atech with the consideration equivalent to the net book value of the transferred assets as at the date before the closing date of the businesses transfer transaction except Lands, Building and Machineries and Equipments which are fixed at the value booked at 31 December 2014 and additional of Baht 136,073,000, but in any event such consideration shall not exceed Baht 863,500,000. In respect of the Company, it will partially transfer its businesses to Atech but the Subsidiaries and Affiliate will transfer their entire businesses to Atech. After such businesses transfer, the Subsidiaries and Affiliate will be dissolved.

However, the entry into the businesses transfer transaction by the Company, Subsidiaries and Affiliate and other relevant matters will be subject to the approval of the shareholders' meeting of the Company and the execution of the relevant agreements by all parties concerned as well as the obtaining of new investment promotion certificate or BOI certificate in relation to the transferred businesses from the Board of Investment.

#### Information of Atech

A Tech Textile Company Limited has the registered capital of Baht 1,000,000,000. The major shareholders are as follows:

Names	Shareholding Percentage
<u>Japan Shareholder</u>	<u>60</u>
1. Wacoal Corp.	
2. Violetta Co.,Ltd.	
3. Toyo Senko & Co.,Ltd.	
<u>Thai Shareholder</u>	<u>40</u>
1. Thai Wacoal Pcl.	19
2. Saha Pathana Inter-Holding Pcl.	19
3. Mr. Boonsithi Chokwatana	2
Total	<u>100</u>

The transfer of businesses which specifically relate to underwear manufacturing is considered as the disposition transaction of assets of the Company in accordance with the Acquisition and disposition Rules. According to the calculation of the transaction's size, the transaction falls under Category 2 where the value of the transaction is greater than 15% but lower than 50% of the Company's total assets.

Therefore, the Company is required to prepare the relevant report disclosing, at the minimum, the information memorandum specified in Schedule 1 of the Acquisition and Disposition Rules and to send the information memorandum specified in Schedule 2 of the Acquisition and Disposition Rules to shareholders within 21 days from the date that the relevant information is disclosed to the Stock Exchange of Thailand. No shareholders' approval is required.

Value of Consideration (value under contract) x 100	=	863.5 Mil.Baht x 100
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Total Asset of the Company (as per the reviewed consolidated financial statements ended as at 31 March 2015)		2,691.18 Mil.Baht
	=	32.09 %

In addition, the entries into such transactions are also considered as the connected transaction of which the value and size are greater than Baht 20 Million or 3% of the Company's net tangible assets as of 31 March 2015 (2,132.69 Mil.Baht)

Value of Assets to be sold x 100	=	727.43 Mil.Baht x 100
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the Company's net tangible assets (as per the reviewed consolidated financial statements ended as at 31 March 2015)		2,132.69 Mil.Baht
	=	34.11 %

As a result the Company is required to disclose the information memorandum relating to the transaction to the Stock Exchange of Thailand and to hold the shareholders' meeting for approving the entries into such transactions with votes of not less than three-fourths of the total votes of shareholders in attendance and eligible for voting, excluding the votes of the shareholders having an interest in the matter. The notice of shareholders' meeting and the opinion of the independent financial adviser must be sent to the shareholders 14 days in advance before the date of the shareholders' meeting.

#### 4. Details of Disposed Assets

All properties, debts, employees, rights and obligations including encumbrances concerning the businesses which specifically relate to underwear manufacturing including all benefits derived from such assets are summarized below:

##### 4.1 Properties

- (1) 10 plots of land with total area of 46 rai, 3 ngan and 42 square wah which can be divided as follows:



- (a) 3 plots of the land owned by the Company, having the total area of 33 rai, and 30 square wah
  - (b) 1 plot of the land owned by TUC, having the total area of 5 rai, 3 ngan and 98 square wah
  - (c) 6 plots of the land owned by PEC, having the total area of 7 rai, 3 ngan and 14 square wah
- (2) 11 Buildings as follows :
- (a) 2 buildings located at Suwannasorn Road, Tambol Non-see, Amphur Kabinburi, Prachinburi Province owned by the Company, being 5 stories staff residence building with usable area of 4,040 square meters and factory building with usable area of 14,882 square meters
  - (b) 6 buildings located Tambol Non-see, Amphur Kabinburi, Prachinburi Province owned by PEC, being 4 stories commercial buildings (3 buildings) with usable area of 621 square meters and 3 factory buildings with usable area of 4,788 square meters
  - (c) 2 buildings located at Suwannasorn Road, Tambol Non-see, Amphur Kabinburi, Prachinburi Province owned by TUC, being factory buildings with usable area of 5,751 square meters and 1,320 square meters, respectively
  - (d) a factory building which is used for locating power generating machineries located at Suwannasorn Road, Tambol Non-see, Amphur Kabinburi, Prachinburi Province owned by PPC
- (3) 765 items of machineries which are specifically used in the businesses concerning lady underwear manufacturing
- (4) Trademarks
- (5) Construction Permit, Factory Licenses and all other licenses which related to the transferring assets and businesses including Investment Promotion Certificate.
- (6) Other Properties (such as office appliance, cash etc.)

4.2 Total debts of the Company, Subsidiaries and Affiliate as at 31 December 2014 of Baht 167,886,000.

**5. Total Value of Consideration**

The transferors and the transferee agree to determine the consideration of the transferred businesses according to the net book value of the transferred assets as at the date before the closing date of the entire businesses transfer transaction except Lands, Building and Machineries and Equipments which are fixed at the value booked at 31 December 2014 and additional of Baht 136.073 Million but in any event the total consideration shall not exceed Baht 863.50 Million. The net book value of the transferred assets according to the consolidated financial statements (only in relation with the transfer portions) as at 31 December 2014 equals to Baht 727.427 Million. The transferee or Atech will make cash payment to the transferors (or the Company, Subsidiaries and Affiliate) on such closing date for 90% and the remaining will be paid within 3 months after the closing date.

**6. Value of Disposed Assets**

The total value of the sale and the transferred businesses equals to Baht 727.427 Million, which is the net book value according to the consolidated financial statements (only in relation with the transfer portions) ended as at 31 December 2014.

**7. Criteria to Determine Consideration**

The consideration is the proposal from the transferee which is determined according to the past operating and financial status of the businesses which specifically relate to underwear manufacturing of the company, its Subsidiaries and Affiliate until 31 December 2014

**8. Benefit Received by the Company**

The Company will use the proceeds of not exceeding Baht 863.50 Million derived from the transfer of businesses which specifically relate to underwear manufacturing to invest in the business of Non Woven Fabric Related. Such investment will be made for new product manufacturing/improving efficiency. Also the proceeds will be used as its working capital to support the business expansion. The utilization of such proceeds will help increasing the Company's profits in the future rather than continuing to maintain its textile business relating to underwear manufacturing. This transaction will positively affects the Company's operating results and financial status as well as enhance the shareholders' investment return in the future.

**9. Details of Connected Transaction**

Thai Wacoal Public Company Limited (TWC) and Saha Pathana Inter-Holding Public Company Limited (SPI), which are the Company's major shareholders, will be the major shareholders in Atech. Therefore TWC and SPI are also considered as the connected persons under the Connected Transaction Rules.

According to the calculation of the transaction's size under the Connected Transaction Rules, the size and value of the transaction are greater than Baht 20 Million or 3% of the Company's net tangible assets. Therefore the Company is required to prepare the report disclosing the relevant information to the Stock Exchange of Thailand and obtain the shareholders' approval with the votes of not less than three-fourths of the votes of the shareholders in attendance and eligible for voting, excluding the votes of the shareholders having an interest in the matter.

**10. Nature and Scope of Interest of Connected Persons**

- (1) Thai Wacoal Public Company Limited holds 19,598,850 shares in the Company, being 18.15 percent of the total issued shares in the Company and there are common directors, being Mr. Manu Leelanuwatana, Miss Sirikul Dhanasarnsilp and Mr. Atsushi Tabata
- (2) Saha Pathana Inter-Holding Public Company Limited holds 12,993,750 shares in the Company, being 12.03 percent of the total issued shares in the Company and there is a common director, being Mr. Manu Leelanuwatana.

**11. Opinion of the Company's Board of Directors**

Currently the Company operates the textile businesses, which relate to underwear manufacturing and business of Non Woven Fabric. The ratio income of both businesses equals to 50:50. In the past, the Non Woven Fabric generated profit at the rate around 7 to 10 percent which is higher than the business of underwear manufacturing which generated the profit from its operating results at the rate of 0.5 to 2.0 percent. Therefore the sale of the businesses which relate to underwear manufacturing will not materially affects the Company's operating results and financial status in future as it provides low rate of returns and greatly fluctuates.

The sale of the textile businesses which specifically relate to underwear manufacturing will enable the Company to give priority and focus on the development of administration of Non Woven Fabric Business, so that it will become more efficient thoroughly and will help generating the Company's profits from its operating results rather than continuing to maintain its businesses relating to underwear manufacturing. After the dissolution of the Subsidiaries and Affiliate, company will consider to invest in and/or other projects which will generate highest benefit to the Company.

Given the above, the determination of the consideration of the sale of such businesses is based on the book value, the appraisal price of properties. Therefore the consideration to be paid is reasonably justified taking into account the possibility of the sale of whole lot of substantial assets. The Company's Board of Directors carefully considered taking into account the Company's best interest and was of the

view that the Company, Subsidiaries and Affiliate should sell its textile businesses relating to underwear manufacturing to Atech according to the details of the sale of businesses above. .

12. **Opinion of Director and/or Audit Committee That Differs from the Opinion of the Board of Director in Item No. 11**

- None -

The interested directors have not attended the meeting nor exercised their voting in favor of the entries into the above transaction.

**The 2nd Transaction      Entry into Lease Agreement and Services Agreement**

1. **Date Month Year of Transaction**

The Company will enter into the lease agreement and services agreement with Atech (as defined below) after obtaining the approval of the Company's shareholders' meeting which will be held on 12 October 2015 and the completion of the transfer of businesses which specifically relate to the underwear manufacturing.

2. **Relevant Parties and Relationship with Listed Company**

Lessor:                      Textile Prestige Public Company Limited (**Company**)

Lessee:                      The new company to be incorporated under Thai law, having the Company's major shareholders as its major shareholders, A Tech Textile Company Limited (**Atech**)

Relationship with Listed Company

The Company's major shareholders will be the shareholders of Atech with the details as follows:

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

### 3. Nature of Transaction

#### 3.1 Entry into Lease Agreement

the Company will grant the lease in respect of a part of Bangkok Office and Factories in Amphor Sriracha to Atech for Atech's operation. The total value of the rent/consideration throughout the lease period for approximately Baht 44 Million (exclusive of expenses ie. service fee, water supply, electricity, house and land taxes, other taxes (if any) and other relevant expenses). The lease period is for 3 years where the lessee will pay monthly rental fee to the lessor. The lease agreement may be terminated before the end of the contract term by mutual agreement of both lessor and lessee.

#### 3.2 Entry into Services Agreement

the entries into the service agreement in relation to information technology, human resource, accounting, marketing and sale with Atech for the period of 3 years. The total service fees amount is approximately Baht 43 Million where the lessee will pay monthly rental fee to the lessor. Both parties may mutually agree to terminate such services before the end of the service term.

According to the calculation of the size of the transactions relating to such lease and services agreements under the Connected Transaction Rules, the value of the transactions equals to 4.08 percent of the Company's net tangible assets. Upon the calculation of the combined size of such transactions with the businesses transfer transactions under the Connected Transaction Rules, the size of the transaction value of combined transactions 38.19 percent of the Company's net tangible assets or is greater than Baht 20 Million or 3% of the Company's net tangible assets. As a result, the Company is required to disclose the information memorandum relating to the transaction to the Stock Exchange of Thailand and to hold the shareholders' meeting for approving the entries into such transactions with votes of not less than three-fourths of the total votes of shareholders in attendance and eligible for voting, excluding the votes of the shareholders having an interest in the matter. The notice of shareholders' meeting and the opinion of the independent financial adviser must be sent to the shareholders 14 days in advance before the date of the shareholders' meeting.

### 4. Criteria to Determine Consideration

The rent is determined by taking into account the market price and the report of the independent appraisal. The service fees are determined by using cost plus margin method.

**5. Benefit Received by the Company**

The Company can fully utilize some of its remaining assets and staff which will generate income from the leases and services provide throughout 3 year term of contacts. The transactions will not affect the Company's operation.

**6. Details of Connected Transaction**

Thai Wacoal Public Company Limited and Saha Pathana Inter-Holding Public Company Limited, being the Company's major shareholders, will be the major shareholders of Atech. Therefore they are considered as the connected persons under the Connected Transaction Rules.

**7. Nature and Scope of Interest of Connected Person**

(1) Thai Wacoal Public Company Limited holds 19,598,850 shares in the Company, being 18.15 percent of the total issued shares in the Company and there are common directors, being Mr. Manu Leelanuwatana, Miss Sirikul Dhanasarnsilp and Mr. Atsushi Tabata.

(2) Saha Pathana Inter-Holding Public Company Limited holds 12,993,750 shares in the Company, being 12.03 percent of the total issued shares in the Company and there is a common director, being Mr. Manu Leelanuwatana.

**8. Opinion of the Company's Board of Directors**

The opinion of the Company's Board of Directors is that the entry into these transactions are and beneficial to the Company. The properties and staff of the Company will be fully utilized. The rental and service rates are justified which will generate additional income throughout the 3 year term. The entries of the transactions will not interrupt the normal operation of the Company. Therefore, the Company should enter into the lease of the mentioned properties and services transactions.

**9. Opinion of Director and/or Audit Committee That Differs from the Opinion of the Board of Director in Item No. 8**

-None-

The interested directors have not attended the meeting nor exercised their voting in favor of the entries into the above transaction.

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

Textile Prestige Public Company Limited

Suchai Narongkananukul , Arnut Rattanapathimakorn

( Mr. Suchai Narongkananukul , Mr. Arnut Rattanapathimakorn )

Director