



At.S&J.13/2015

August 10, 2015

Subject: Related transactions.

To : Managing Director  
The Stock Exchange of Thailand

According to the resolution of the Board of Directors Meeting # 3/2015 of S & J International Enterprises Public Company Limited held on August 10, 2015, the details are as follows:

1. Approval an acquisition of assets or services transaction with related person : Acquisition of common stock of Thai Wacoal Plc. from Erawan Textile Co.,Ltd. - connected person through the Stock Exchange of Thailand (Big Lot Transaction) in the amount of 100,000 shares at the price Baht 50.25 per share (at agreed price based on the closing price on July 14, 2015) totaling Baht 5,025,000.00, per details as follows :

1. The date on which the transaction occurred : Within August, 2015
2. The related parties
  - Buyer : S&J International Enterprises PLC.
  - Seller : Erawan Textile Co.,Ltd.
  - Relationship with Seller : Co - major shareholders

Company	Shareholding on	
	S & J International Enterprises Plc.	Erawan Textile Co.,Ltd.
Saha Pathana Inter-Holding Plc.	15.35 %	16.04 %
I.C.C. International Plc.	14.61 %	16.41 %

3. General Transaction : Acquisition of common stocks of Thai Wacoal Plc.
4. Details of Property Acquired :
  - Company name : Thai Wacoal Plc.
  - Type of Business : Manufacture lady lingerie
  - Registered Capital : 120,000,000 shares
  - Divided to common stock : 120,000,000 shares @ Baht 1 par value each
  - Issued and paid-up Capital : 120,000,000 shares
  - Divided to common stock : 120,000,000 shares @ Baht 1 par value each
5. Total value of acquired assets :
  - Common stocks of Thai Wacoal Plc. 100,000 shares @ Baht 50.25, amounting to Baht 5,025,000.00
  - Proportion of shareholding before investing : None
  - Proportion of shareholding after investing : 100,000 shares or 0.08% of paid-up capital





6. Purpose of purchases :
  - Increase proportion of investing in the company which has potential and opportunity to grow continuously.
  - Return on investment in form of dividend income.
7. The sources of funds : Company's working capital.
8. Interested directors not attend the meeting and not vote : - None -
9. Opinions by the company's Board of Directors :  
To invest in business which has good basic factors and good potential return in the future.
10. Opinions by The Audit Committee and/or company director(s) significantly different from those by The Board of Directors : - None -
11. Transaction volume :  
The transaction as stated above would be within scope of the related transaction according to the Notification of the Capital Market Commission on disclosure of the information and operation of the listed company in categories of related transactions on type of assets or services which has the transaction value more than 1 Million Baht but less than 20 Million Baht or to be more than 0.03% but less than 3% of NTA whichever is higher. This transaction must be approved by the Board of Directors and disclosed to the Stock Exchange of Thailand but need not approval by the General Shareholders Meeting. Moreover, the transaction as stated above would be within scope of rules and procedures and disclose of the information and operation of the listed company concerning the acquisition and disposition of assets according to the Notification of the Capital Market Commission (Including items acquired by any occurred during past 6 months) which has the transaction value based on the criteria of maximum total value of consideration received is 0.26% (15,023,970/5,682,640,031) which the size is less than 15%. No need to inform the Security Exchange of Thailand.

Kindly post these information at your earliest convenience.

Sincerely yours,

(Prof. Dr. Malyn Chulasiri)  
Director

Registra Dept.  
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