

No. TOA 06/2017

December 4, 2017

Subject : Notification of establishment of a new subsidiary in Cambodia and acquisition of 12% shares in DeziGN SYNC Co., Ltd.

To : President
The Stock Exchange of Thailand

TOA Paint (Thailand) Public Company Limited (the "Company") would like to inform that the meeting of the Board of Directors No. 9/2017 which was held on December 4, 2017 has resolved the following agendas:

1. Approved to establish a new subsidiary in Cambodia, with the following detail:

Company name : TOA Coating (Cambodia) Co.,Ltd.
Date of registration : Within March, 2018 (period of operation is around 3 months)
Shareholding structure : The Company holds 100% of the shares
Board of Director : Mr. Jatuphat Tangkaravakoon
Mr. Pongcherd Jameekornkul
Mr. Paisarn Lertruangpunyawut
Registered capital : USD 7.63 million (approximately THB 254.1 million)
Divided into 763,000 shares at the par value of USD 10 per share
Source of fund : To use the proceeds from the Combined Offering
Objective of investment : To set up a new paint factory in Cambodia instead of TOA Paint (Cambodia) Co., Ltd. in order to obtain benefit from investment incentives

Benefits Expected to Be Received: To expand business in Cambodia and provide the group with greater potential for growth

In this regard, this transaction is classified as asset acquisition transaction according to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets. In addition, the transaction represents the maximum transaction value of 2.6%, calculated based on a total value of consideration basis, referred to the Company's consolidated financial statement ended September 30, 2017, thus, the transaction is not classified to disclose according to the



Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Asset, 2547. And the transaction is not classified as a connected transaction.

2. Approved the acquisition of 12% shares in DeziGN SYNC Co., Ltd. from newly issued shares, as the following details:

Date of transaction : December, 2017

Parties involved and relationship with the Company

Buyer : The Company

Seller : DeziGN SYNC Co., Ltd

Relationship with the Company

: DeziGN SYNC Co., Ltd. neither has a relationship with the Company as major shareholders nor directors; therefore, it is not subject to the disclosure as per the Notification of the Stock Exchange of Thailand Re: Rules, Procedures and Disclosure of Information Concerning the Connected Transaction of Listed Companies B.E. 2546

Characteristics of the transaction

The Company acquired 12% or 108,000 of shares in DeziGN SYNC Co., Ltd. from newly issued shares.

Shareholding structure is as follows:

Shareholders	% Before acquisition	% After acquisition
Mr. Jirath Chuthathammaporn	75	72
Ms. Jinwara Sutthiparinyanon	10	7
Mr. Whatanyoo Paratara	10	7
Mr. Kittiphan Techakittiroj	5	2
TOA Paint (Thailand) Public Company Limited	-	12

Note: Mr. Jatuphat Tangkaravakoon is a director who is the Company's representative

Total Registered Capital : THB 4.5 million divided into 900,000 shares at the par value of THB 5 each



Type of business : The operator of www.Dezigntool.com, website for DIY interior design and decorating services for general public

Source of fund : To use the proceeds from the Combined Offering

Investment value : THB 3.5 million

Criteria for determination of consideration value

The criteria use to determine value of consideration is agreed between the Company and the Seller

Benefits expected to be received : To expand distribution channel in order to create cash flow and earnings per share

The Board of Directors' resolution on the transactions

The Board of Directors approved the investment, which is demonstrated as the above transactions, are proper and gives benefits to the company which can increase revenue and profits to the group of companies

In this regard, this transaction is classified as asset acquisition transaction according to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets. In addition, the transaction represents the maximum transaction value of 0.04%, calculated based on a total value of consideration basis, referred to the Company's consolidated financial statement ended September 30, 2017, thus, the transaction is not classified to disclose according to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Asset, 2547. And the transaction is not classified as a connected transaction.

Combining with accumulated transaction size from other acquisitions within six months (from the Offering Circular became effective on September 21, 2017) including these 2 transactions, the total aggregated transactions size is 6.6% based on total value of consideration which is not required to disclose according to Acquisition or Disposal of Assets rules.

Please be informed accordingly.

Yours Sincerely,

(Mr. Pongcherd Jameekornkul)

President