

November 22, 2011

**Subject:** Notification on the Board of Director's Meeting no. 87 regarding investment in Turkey, dividend payment and set the AGM date

**To:** President  
The Stock Exchange of Thailand

Thai Rayon Public Company Limited held its Board of Directors Meeting No. 87 on 22<sup>nd</sup> November 2011 at Head Office. The details of the resolutions are as follows:

1. Approved the audited financial statements for the year ended 30<sup>th</sup> September 2011.
2. Approved the proposal for initial investment of Turkish Lira 50 Million (Baht 865 Million approx.) for new green field viscose staple fiber plant in Turkey. (Annexure 1)
3. Recommend the payment of dividend @ Baht 2.50 per share, subject to the approval of the Annual General Meeting of Shareholders. This dividend amount is fully exempted from corporate income tax under BOI's promotion certificate no. 1845(2)/2551 dated 27<sup>th</sup> August 2008. The dividend amounting to Baht 504 Million will be paid on 10<sup>th</sup> January 2012.
4. Approved to fix the date of the Annual General Meeting of Shareholders to be held on Monday, 26<sup>th</sup> December 2011 at 15.00 hrs. at Star 29 Room, 29<sup>th</sup> Floor, Plaza Athenee Bangkok, A Royal Meridien Hotel, 61 Wireless Road, Lumpini, Pathumwan, Bangkok 10330.

The shareholders entitled to attend and cast votes in the meeting and receive the dividend shall be those listed in the Shareholders' Register of the Stock Exchange of Thailand as of 7<sup>th</sup> December 2011. Also, 8<sup>th</sup> December 2011 shall be the book closing date on which the shareholders are listed as specified in Section 225 of the Securities and Exchange Act.

The agenda of annual general meeting of shareholders is enclosed as per Annexure 2.

Please be informed accordingly.

Yours faithfully,  
For THAI RAYON PUBLIC COMPANY LIMITED

H.K. Agarwal  
Group Executive President

**CC: Listed Company Department  
The Securities and Exchange Commission**

**(Annexure 1)**

**Details of initial investment of Turkish Lira 50 Million (Baht 865 Million approx.)  
for new green field viscose staple fiber plant in Turkey**

1. Date of Transaction: After approval by the meeting of Board of Directors dated 22<sup>nd</sup> November 2011
2. Parties Involved: One-third each by Grasim industries Limited, India, PT Indo Bharat Rayon, Indonesia and Thai Rayon Public Company Limited, Thailand
3. Details of Asset Purchased
- Name of Investee: Aditya Birla Elyaf Sanayi ve Ticaret Anonim Sirketi
  - Location: Adana OIZ (Organized Industrial Zone) in southern part Turkey
  - Nature of Business: Manufacturing of viscose staple fiber
4. Details of Shareholding (Pre & Post):

Name of shareholders	Country	Existing % of shareholding	Post transaction- % of shareholding
Grasim Industries Ltd.	India	-	33.33%
PT indo Bharat Rayon	Indonesia	99.9%	33.33%
Thai Rayon Public Co.,Ltd.	Thailand	-	33.33%
Others	India	0.1%	-
Total		100.00%	100.00%

5. Total Investment Cost (Initial): Turkish Lira 50 Million (Equivalent to USD 28.2 Million or Baht 865 Million approx.)
6. Expected Benefits:
1. Increase in market share in viscose staple fiber.
  2. Returns on investment in the form of dividend.

7. Sources of Fund: Internal source of un-appropriated retained earnings

8. Connected Transaction: -None-

9. Measurement of the size of transaction in relation to disclosure of information concerning the acquisition and disposition of assets.

The size of transaction in accordance with assets value is 4.22% of total net tangible assets of the Company for the year ended 30<sup>th</sup> September 2011.

Net Tangible Assets (as of 30/9/11)	=	Baht 20,511 Million
Investment Value	=	Baht 865 Million
Size of Transaction	=	$\frac{865}{20,511}$
	=	4.22%

This transaction is not the connected transaction and the size of the transaction is exempted from being disclosed under the rule, procedures and disclosure on information concerning the acquisition and disposition of assets of listed companies but is in accordance to the disclosure of an investment.

**The Agenda of Annual General Meeting of Shareholders no. 19/2011**

Date	Monday, 26 <sup>th</sup> December 2011
Time	15.00 hrs.
Venue	Star 29 Room, 29 <sup>th</sup> Floor, Plaza Athenee Bangkok, A Royal Meridien Hotel, 61 Wireless Road, Lumpini, Pathumwan, Bangkok 10330.
Agenda 1	To approve the Minutes of the Annual General Meeting of the Shareholders no.18/2010 held on 28 <sup>th</sup> January 2011.
Agenda 2	To acknowledge the performance of the Company for the year ended 30 <sup>th</sup> September 2011.
Agenda 3	To approve the audited Balance Sheet as on 30 <sup>th</sup> September 2011 and the Statements of Income for the year ended 30 <sup>th</sup> September 2011.
Agenda 4	To consider and approve the dividend payment.
Agenda 5	To consider and approve the appointment of directors in place of those who retire by rotation and fix their remunerations.
Agenda 6	To consider and approve the appointment of the Audit Committee whose term is expiring on 30 January 2012.
Agenda 7	To appoint the Company's auditors and fix their remunerations.
Agenda 8	To approve the change of the Company's accounting year from 1 <sup>st</sup> October to 30 <sup>th</sup> September to 1 <sup>st</sup> April to 31 <sup>st</sup> March of every year.
Agenda 9	To approve the amendment of the Articles of Associate no.38 to implement change in accounting year of the Company to twelve months from 1 <sup>st</sup> April to 31 <sup>st</sup> March.
Agenda 10	Other business (if any)