



25 February 2020

Subject Notification on the resolutions of the Board of Directors' Meeting no.4/2019
regarding the Acquisition and Disposition of Assets

To President
The Stock Exchange of Thailand

Thai Rayon Public Company Limited ("the Company") would like to inform that the Board of Directors' Meeting No.4/2019 was held on 25 February 2020, passed a resolution to approve the investment of the Company to purchase shares and/or GDRs of an overseas listed company ("Target Company"), which is not a connected person of the Company, totalling 9,230,769 shares and/or GDRs representing approximately 1.40% of the total shares and GDRs of that listed company (depending upon the market price as on date of purchase the percentage and number of shares and/or GDRs might change). The total value of such investment will not be more than Baht 3,000 Million. It is expected that this acquisition transaction will occur approximately over next 4 months period. Post completion of purchase the total holding of the Company in shares and/or GDRs of this overseas listed company is expected to be 1.69% from present holding of 0.29%.

This investment is in accordance with the Company's strategy to invest surplus funds for capital appreciation in long run and regular return as dividend income.

The Board of Directors is of the opinion that the said transaction is reasonable and fair for benefits of the Company.

Based on the Company's financial statements in which the equity method is applied as of 31 December 2019 (unaudited but reviewed), the transaction size has been calculated under each criteria as follows:



Thai Rayon Public Company Limited

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Calculation Criteria	Formula	Transaction Size
1. Net tangible assets criteria	= $\frac{\text{Target Co.'s NTA} * \text{Proportion of Acquisition}}{\text{The Company's NTA}}$	7.27%
2. Net income criteria	= $\frac{\text{Target Co.'s Net Profit} * \text{Proportion of Acquisition}}{\text{The Company's Net Profit}}$ = Cannot calculate as the Company has net loss during the latest 12 months period.	NA
3. Total value of consideration	= $\frac{\text{Total Value of Consideration Paid} * 100}{\text{The Company's Total Assets}}$	12.30%
4. Value of securities issued as consideration for asset acquisition	= $\frac{\text{Value of Securities Issued by the Company}}{\text{Value of Securities Sold by the Company}}$ = Cannot calculate since no shares were issued to purchase assets	NA

The proposed acquisition of shares and /or GDR of the target company constitutes an acquisition or disposition of assets according to the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 re : Rules on Entering into Material Transactions Deemed Acquisition or Disposal of Assets and the Notification of the Stock Exchange of Thailand re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E 2547 and its amendment.

The Company has calculated the transaction size of the acquisition of assets and maximum size as per above calculation is 12.30% as per value of consideration criteria which is lower than 15%. The Company has also not made any transactions on the acquisition or disposition of assets in the past 6 months. Hence the Company is not required to disclose information on the transaction in accordance with the Notifications on Acquisition or Disposal of Assets.

In addition, the said transaction is not considered as a connected transaction under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 re: Rules of Connected Transactions.



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(Translation)



The Company hereby certifies that the above mentioned transaction has been reasonably considered with the view to the best interest of the shareholders and that the information contained herein is true and correct in all respects.

Please be informed accordingly.

Yours faithfully,

For THAI RAYON PUBLIC COMPANY LIMITED



Mr. Pramod Khandelwal

VP (Finance & Commercial)



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