

December 11, 2009

Subject : Invitation to the Annual General Meeting of Shareholders No.17/2009

To : Shareholders of Thai Rayon Public Co.,Ltd.

Enclosures :

1. Copy of Minutes of the Annual General Meeting of Shareholders No.16/2008
2. Annual Report for the year 2009
3. Company's Article of Association relating to the Shareholders' Meeting
4. Documents required to be presented for attending the Meeting
5. Proxy Form A / Form B / Form C
6. Map of the AGM venue

The Board of Directors of Thai Rayon Public Co.,Ltd. at the Meeting No. 77 has resolved that the Annual General Meeting of Shareholders No.17/2009 ("AGM") will be held on Thursday, 28 January 2010 at 15.00 hrs. at London Room, 1<sup>st</sup> Floor, The Conrad Hotel, All Seasons Place, 87 Wireless Road, Pathumwan, Bangkok 10330 to conduct the following agendas:

**Agenda 1 To approve the Minutes of Annual General Meeting No.16/2008 held on January 30, 2009**

The Board's Opinion: It is considered appropriate to propose to the AGM to approve the Minutes of Annual General Meeting No.16/2008, which was held on January 30, 2009 was accurately recorded as per the Enclosure no.1.

**Agenda 2 To acknowledge the performance of the Company for the year 2009 and to approve the audited balance sheet and the income statements for the year ended 30 September 2009**

The Board's Opinion: It is considered appropriate to adopt the overall performance of the Company for the year 2009, which was reported in the Directors' report to the shareholders included in annual report as per the Enclosure no.2. The Board has considered its correctness and completeness.

It is considered appropriate to propose to the AGM to consider and approve the audited balance sheet and the income statements for the year ended 30 September 2009. The Board and the Audit Committee have considered the financial statements as true and fair in accordance with the general accounting principles. The Audit Committee has reported on this matter in Audit Committee's Report included in annual report as per the Enclosure no.2.

**Agenda 3 To consider and approve the dividend payment**

The Board's Opinion: It is considered appropriate to propose to the AGM to consider and approve the dividend payment.

The Company's dividend payment policy is to pay dividend in accordance with cash profit generated after considering appropriately the requirement of funds for future investments. This year, the Company recorded net profit of Baht 463 Million compared to Baht 2,233 Million last year, a decrease of 79%. However, considering the cash flow generation from the earnings and funds requirement for expansion and new investments in the upcoming year, the Board has recommended to pay dividend at Baht 1.00 per share for the year 2009, amounting to Baht 201.60 Million or 36% of net profit on cost method. This dividend payment is fully exempted from corporate income tax under BOI's promotion certificate no.1779 (2)/2548 dated August 31, 2005. The dividend payment date will be on February 23, 2010. The comparisons of the dividend payment with previous payments are as follows:

	2009	2008	2007
Net Profit (Million Baht)	463	2,233	2,489
No. of shares (Million shares)	201.60	201.60	201.60
Dividend per share (Baht)	1.00	1.30	1.60
Total Dividend Payment (Million Baht)	201.60	262.08	322.56
Dividend Payout Ratio (%) (on Cost Method)	36	20	20

**Agenda 4 To consider and approve the appointment of directors in place of those who retire by rotation**

The Board's Opinion: In accordance with Clause No. 13 of the Company's Articles of Association, "At every annual general meeting, one-third of the number of the Directors shall vacate the office. If the number is not a multiple of three, then the number nearest to one-third must retire from the office. A retiring Director is eligible for re-election." This year, the three directors who retire by rotation are: (1) Mr. Ramakant Rathi – Independent Director (2) Mr. Shailendra Kumar Jain – Director and (3) Mr. Amolat Thakral – Director. These Directors are knowledgeable, capable and experienced for benefit to the Company's operations. The profiles of the directors who retire by rotation have been disclosed in the annual report on page 46.

It is considered appropriate to propose to the AGM to consider and approve the appointment of directors in place of those who retire by rotation.

**Agenda 5 To approve the appointment of Mr. Pooranmal Bajaj as full time advisor to the Company**

The Board's Opinion: Mr. Pooranmal Bajaj was the Group Executive President of the Company and has retired with effect from 1<sup>st</sup> September 2009 in accordance with the retirement policy of the Company. In the opinion of the Board, he has extensive knowledge and experience to advise on the company's business which will be useful. Therefore, it is considered appropriate to propose to the AGM to consider and approve the appointment of Mr. Pooranmal Bajaj as an advisor of the Company for a period of 2 years, starting 1<sup>st</sup> September 2009 at the remuneration of USD 15,952 per month plus other benefits. The total remuneration will not be over Baht 21.069 Million for the aforesaid period which in the opinion of the Board is reasonable considering the advisor's knowledge and experience.

**Agenda 6 To appoint the Company's auditors and fix their remuneration**

The Board's Opinion: In accordance with Clause No. 36 of the Company's Articles of Association, an annual general meeting shall appoint the Company's auditor and fix their remuneration. The Board proposes the shareholders to appoint Ernst & Young Office Limited namely (1) Mr. Narong Puntawong, CPA No. 3315 or (2) Ms. Thipawan Nananuwat, CPA No. 3459 or (3) Ms. Siraporn Ouaanunkun, CPA No. 3844, to be the Company's auditor for the year ended 30 September 2010 for another term as recommended by the Audit Committee. The Board has proposed the appointment of auditors and remuneration of the auditor for the year 2010 at Baht 1,050,000.- (2009: Baht 1,000,000.-), excluding out of pocket expenses. The auditors named above have no relationship or conflict of interest with the Company, management, major shareholders or other related persons. Therefore, all proposed auditors are independent to audit and express their opinions on Financial Statement of the Company.

It is considered appropriate to propose to the AGM to consider and approve the appointment of the Company's auditors and fix their remuneration.

**Agenda 7 Other business (if any)**

This agenda is provided for shareholders to ask questions and/or for directors to clarify any queries (if any). No matters will be proposed for consideration and approval; therefore, no voting will be made.

The shareholders entitled to attend the meeting, entitled to receive the dividend and cast votes in the meeting shall be those listed in the Shareholders' Register of the Stock Exchange of Thailand as of 11<sup>th</sup> December 2009. December 14, 2009 shall be the book closing date.

The registration and document examination of all attendees will take place at the meeting venue during 14.00–15.00 hrs. The Company will conduct the meeting in accordance with the rules for Shareholders' Meeting, which is described in the Enclosure No.4.

The Company is pleased to invite the shareholders to attend the meeting at the above-mentioned time and venue. Should you be not available to participate in the meeting by yourself, please appoint your proxy to do so. You may use any one of the proxy forms as appear in the Enclosure No.5. For your convenience, however, the Company would recommend the Proxy Form B, which provides more definite details of the authorization, and by which you may appoint any person or any one of the following persons to attend the meeting and vote on your behalf:

1. Mr. S.S. Mahansaria                      Independent Director / Chairman of the Audit Committee                      Age 74 years  
Residing at Room 20A Fairview Tower, Sukhumvit Soi 18, Klongtoey, Wattana, Bangkok
2. Mr. Vinai Sachdev                      Independent Director / Member of the Audit Committee                      Age 74 years  
Residing at Room 25/22 Regency Court, Sukhumvit 20, Klongtoey, Wattana, Bangkok

The shareholders and the proxy have to present the required documents as per the Enclosure No.4 for attending the meeting.

For and on behalf of the Board of Directors

(Mr. S.S. Mahansaria)  
Director and Chairman of the Audit Committee