



9 September 2020

Subject: Notification of the resolutions of the Board of Directors' Meeting no.2/2020 on appointment of Independent Director and Member of Audit Committee of the Company and the Acquisition and Disposition of Assets

To: President, The Stock Exchange of Thailand

Thai Rayon Public Company Limited ("the Company") would like to inform the Stock Exchange of Thailand for the resolutions passed by the Board of Directors' Meeting no.2/2020 which was held on 9 September 2020 from 12.30-14.00 hrs. at Head Office as follows:

1. To approve the appointment of Mr. Purshottam Dass Sharma as an Independent Director and member of Audit Committee of the Company in place of Mr. Prabhu Narain Mathur, the resigned director, for the remaining period of term effective from 9 September 2020 onwards. The profile of Mr. Purshottam Dass Sharma is as per attachment no. 1.

The Company herewith submits the applicable Form to report on names of members and scope of work of the Audit Committee (F24-1).

2. To approve the investments by the Company as under :-
 - a) To investment in shares and/or GDRs of an overseas listed company ("Target Company"), which is not a connected person of the Company, totaling 3,600,000 shares and/or GDRs representing approximately 0.55% 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 1,100 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 0.89% from present holding of 0.29%. Accordingly, earlier investment decision as informed vide letter dated 25 February 2020 is to be treated as cancelled/revised as above as per today's board meeting.

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 30 June 2020 (unaudited but reviewed), the transaction size has been calculated under each criteria as follows:



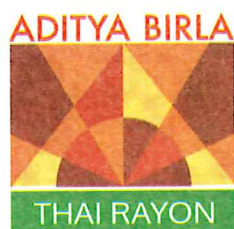
Thai Rayon Public Company Limited

Office : 16th Floor, Mahatun Plaza Building, 888/160-1 Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330 Thailand.

T: +66 2 2536745-54 | F: +66 2 2543181

Factory : 36 Moo 2, Ayuthaya-Angthong Highway, Tambol Posa, Amphur Muang Angthong, Angthong 14000 Thailand.

T: +66 35 611227-9 | F: +66 35 611908 | W: www.thairayon.com



Calculation Criteria	Formula	Transaction Size
1. Net tangible assets criteria	= $\frac{\text{Target Co.'s NTA} * \text{Proportion of Acquisition}}{\text{The Company's NTA}}$	2.66%
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	= $\frac{\text{Total Value of Consideration Paid} * 100}{\text{The Company's Total Assets}}$	4.45%
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 GDRs 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 4.45 % as per value of consideration criteria which is lower than 15%.

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.

- b) To approve the purchase of shares of AB Group NB Inc., Canada from an overseas based company which is not a connected person of the Company, totaling 136,500 shares representing approximately 30% of the total shares of that company. The total value of such investment will not be more than Baht 1,958 Million. It is expected that this acquisition transaction will occur approximately over next 2 months period. Post completion of purchase, the shares total holding of the Company in shares of AB Group NB Inc. will increase from 19% to 49%.

Based on the Company's financial statements in which the equity method is applied as of 30 June 2020 (unaudited but reviewed), the transaction size has been calculated under each criteria as follows:



Birla Cellulose
Pleech From Nature

Thai Rayon Public Company Limited

Office : 16th Floor, Mahatun Plaza Building, 888/160-1 Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330 Thailand.

T: +66 2 2536745-54 | F: +66 2 2543181

Factory : 36 Moo 2, Ayuthaya-Angthong Highway, Tambol Posa, Amphur Muang Angthong, Angthong 14000 Thailand.

T: +66 35 611227-9 | F: +66 35 611908 | W: www.thairayon.com



Calculation Criteria	Formula	Transaction Size
1. Net tangible assets criteria	= $\frac{\text{Target Co.'s NTA} * \text{Proportion of Acquisition}}{\text{The Company's NTA}}$	8.54%
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	= $\frac{\text{Total Value of Consideration Paid} * 100}{\text{The Company's Total Assets}}$	7.91%
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 Company has calculated the transaction size of the acquisition of assets and maximum size as per above calculation is 8.54 % as per value of consideration criteria which is lower than 15%.

The total value of all these transactions are 12.99 % 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.

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

Please be informed accordingly.

Yours faithfully,

Mr. Pramod Khandelwal
Vice President (Finance & Commercial)



Birla Cellulose
Flours From Nature

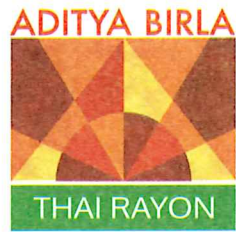
Thai Rayon Public Company Limited

Office : 16th Floor, Mahatun Plaza Building, 888/160-1 Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330 Thailand.

T: +66 2 2536745-54 | F: +66 2 2543181

Factory : 36 Moo 2, Ayuthaya-Angthong Highway, Tambol Posa, Amphur Muang Angthong, Angthong 14000 Thailand.

T: +66 35 611227-9 | F: +66 35 611908 | W: www.thairayon.com



(Attachment 1)

Profile of Mr. Purshottam Dass Sharma

Name	Mr. Purshottam Dass Sharma
Date and Place of Birth	24/02/1944 (India)
Age	76 years
Nationality	Indian
Address	25/22 Oriental Towers (15A), Sukhumvit Soi 63 Road (Ekamai12), Klontong Nua, Wattana, Bangkok 10110 Phone : 081-833-5816 e-mail: pdsbhiwani@gmail.com
Education	Bachelor of Arts (B.A.)
Experienced	1969-1988 Vice President, Indo-Thai Synthetics Co.,Ltd. 1988-1992 Vice President, Thai Acrylic Fibre Co.,Ltd. 1992-2004 President, Century Textile Co.,Ltd.
Shareholding in TR	33,440 shares
Forbidden qualification	-none-



Birla Cellulose
Flours From Nature

Thai Rayon Public Company Limited

Office : 16th Floor, Mahatun Plaza Building, 888/160-1 Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330 Thailand.

T: +66 2 2536745-54 | F: +66 2 2543181

Factory : 36 Moo 2, Ayuthaya-Angthong Highway, Tambol Posa, Amphur Muang Angthong, Angthong 14000 Thailand.

T: +66 35 611227-9 | F: +66 35 611908 | W: www.thairayon.com



F 24-1

Form to Report on Names of Members and Scope of Work of the Audit Committee

The Board of Directors meeting/shareholders meeting of Thai Rayon Public Company Limited No. 2/2020 held on 9 September 2020 resolved the meeting's resolutions in the following manners:

- Appointment of the audit committee/renewal for the term of audit committee:
 Chairman of the audit committee Member of the audit committee

As follows:

(1) Mr. Purshottam Dass Sharma Member of the audit committee

The appointment/renewal of which shall taken an effect as of 9 September 2020

Determination/Change in the scope of duties and responsibilities of the audit committee with the following details:

The audit committee is consisted of:

- | | | | |
|----|-----------------------------|----------------------------------|--|
| 1. | Mr. Shyam Sundar Mahansaria | Chairman of the audit committee | remaining term in office 2 years 10 months |
| 2. | Mr. Vinai Sachdev | Member of the audit committee | remaining term in office 2 years 10 months |
| 3. | Mr. Purshottam Dass Sharma | Member of the audit committee | remaining term in office 2 years 10 months |
| | Mrs. Suwanna Chalermwat | Secretary of the audit committee | |

Enclosed hereto is a copy of the certificate and biography of the audit committee. The audit committee number as mentioned above has adequate expertise and experience to review creditability of the financial reports.

The audit committee of the company has the scope of duties and responsibilities to the Board of Directors on the following matters:

1. To review the Company's financial reporting process to ensure that it is accurate and adequate;
2. To review the Company's internal control system and internal audit system to ensure that they are suitable and efficient, to determine an internal audit unit's independence, as well as to approve the appointment, transfer and dismissal of the chief of an internal audit unit or any other unit in charge of an internal audit;
3. To review the Company's compliance with the law on securities and exchange, the Exchange's regulations, and the laws relating to the Company's business;
4. To consider, select and nominate an independent person to be the Company's auditor, and to propose such person's remuneration, as well as to attend a non-management meeting with an auditor at least once a year;



Birla Cellulose
Ethical From Nature

Thai Rayon Public Company Limited

Office : 16th Floor, Mahatun Plaza Building, 888/160-1 Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330 Thailand.

T: +66 2 2536745-54 | F: +66 2 2543181

Factory : 36 Moo 2, Ayuthaya-Angthong Highway, Tambol Posa, Amphur Muang Angthong, Angthong 14000 Thailand.

T: +66 35 611227-9 | F: +66 35 611908 | W: www.thairayon.com



5. To review the Connected Transactions, or the transactions that may lead to conflicts of interests, to ensure that they are in compliance with the laws and the Exchange's regulations, and are reasonable and for the highest benefit of the Company;
6. To prepare, and to disclose in the Company's annual report, an audit committee's report which must be signed by the audit committee's chairman and consist of at least the following information:
 - (a) an opinion on the accuracy, completeness and creditability of the Company's financial report,
 - (b) an opinion on the adequacy of the Company's internal control system,
 - (c) an opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the laws relating to the Company's business,
 - (d) an opinion on the suitability of an auditor,
 - (e) an opinion on the transactions that may lead to conflicts of interests,
 - (f) the number of the audit committee meetings, and the attendance of such meetings by each committee member,
 - (g) an opinion or overview comment received by the audit committee from its performance of duties in accordance with the charter, and
 - (h) other transactions which, according to the audit committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's board of directors; and
- (7) To perform any other act as assigned by the Company's board of directors, with the approval of the audit committee.

The Company hereby certifies that

1. The qualifications of the aforementioned members meet all the requirements of the Stock Exchange of Thailand; and
2. The scope of duties and responsibilities of the audit committee as stated above meet all the requirements of the Stock Exchange of Thailand



Signed.....Director

(Handwritten signature of Mr. Vinai Sachdev)
(Mr. Vinai Sachdev)

Signed.....Director



(Handwritten signature of Mr. Bir Kapoor)
(Mr. Bir Kapoor)

Birla Cellulose
Fibres From Nature

Thai Rayon Public Company Limited

Office : 16th Floor, Mahatun Plaza Building, 888/160-1 Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330 Thailand.

T: +66 2 2536745-54 | F: +66 2 2543181

Factory : 36 Moo 2, Ayuthaya-Angthong Highway, Tambol Posa, Amphur Muang Angthong, Angthong 14000 Thailand.

T: +66 35 611227-9 | F: +66 35 611908 | W: www.thairayon.com