

(Translation)

No. Tor Hor. 014/2008

April 10, 2008

Subject : Report on investment and financial assistance provision based on its investment ratio to Erawan Textile Co., Ltd., which is a connected party

Attention : Director and General Manager  
The Stock Exchange of Thailand

Thanulux Public Company Limited wish to hereby report its resolution adopted at its Board of Directors' meeting no. 2/2008 on April 10, 2008, authorizing the company to invest in ordinary shares of Erawan Textile Co., Ltd., and to provide loan and guarantee facilities based on its investment ratio to Erawan Textile Co., Ltd., which is a connected party, according to details as follows:

**1. Investment in ordinary shares of Erawan Textile Company Limited**

1. Transaction date : Within April, 2008
2. Parties involved
  - Buyer : Thanulux Public Company Limited (TNL)
  - Seller : Toyobo Company Limited (Toyobo)
3. The general characteristics of transaction : The purchase ordinary shares of Erawan Textile Company Limited from Toyobo Company Limited
4. The details of assets
  - Securities
    - The company name : Erawan Textile Company Limited
    - Location : 49 Moo 3, Poochaosamingprai Road, Samrongtai Sub-district, Phrapradaeng District, Samutprakarn Province
    - Type of Business : Textile spinning and weaving
    - Registered and Paid-up capital : Baht 72,731,800, classified into 727,318 shares at par value of Baht 100 each
5. Investment Ratio
  - Shares number acquired : 94,551 shares

Unit share price : Baht 99.701356 (in accordance with mutual negotiation result) Book value per share as of December 31, 2007 was Baht 544.57

Pre-transaction shareholding level : 0.00 %

Post-transaction shareholding level : 13.00 %

Shareholder structure of Erawan Textile Company Limited

Name	Investment ratio
1. Thanulux Public Company Limited	13.00%
2. Other companies in Saha Group	63.42%
3. Retail shareholders (Juristic persons and ordinary persons)	<u>23.58%</u>
Total	<u>100.00%</u>

6. Total remuneration value and acquired asset value : 94,551 ordinary shares of Erawan Textile Co., Ltd., for total amount Baht 9,426,862.91

7. Investment purpose : To extend the company's textile and garment businesses to cover full-line operations, by employing advanced textile spinning and weaving technologies, to produce quality fabrics providing value-added benefits for its further products manufacturing purpose, thereby promoting its competitiveness and supporting its supply chain network further.

8. Expected benefits : Dividend payment and the synergy of the supply chain.

9. Funding Source : Company's working capital

10. Transaction volume : In accordance with assets acquirement or disposal criteria for listed companies equivalent to 9.65% (Total remuneration value against total assets of said listed company by calculating from the consolidated financial statements ending December 31, 2007)

11. Directors with possible conflict of interests : -None-

12. Opinions by The Board of Directors :

Adopted the resolution to invest in the ordinary shares of Erawan Textile Co., Ltd., to extend the company's textile and garment businesses to cover full-line operations, by employing advanced textile spinning and weaving technologies, to produce quality fabrics providing value-added benefits for its further

products manufacturing purpose, thereby promoting its competitiveness and supporting its supply chain network further.

13. Opinions by The Audit Committee and/or Director significantly different from those by The Board of Directors

-None-

## 2. Provision of loan and guarantee facilities to Erawan Textile Co., Ltd., based on its investment ratio

1. Transaction date : Within May, 2008
2. Parties involved
  - Loan and guarantee providing party : Thanulux Public Company Limited.
  - Loan and guarantee requesting party : Erawan Textile Company Limited.
3. Transaction general description : Provision of financial assistance by providing loan and guarantee facilities to connected party based on shareholding ratio by Saha group companies, in the company's position as major shareholder in Erawan Textile Company Limited.
4. The details of transaction
  - Company requesting loan and guarantee facilities : Erawan Textile Company Limited.
  - Value of loan facility : Baht 83.20 Million
  - Value of Guarantee facility : Baht 171.95 Million for facilities provided by Bangkok Bank Public Company Limited.
  - Total value of loan and guarantee facilities : Baht 255.15 Million
  - Interest rate : Commercial bank's 1-year fixed deposit rate plus increment as specified by the company
  - Guarantee fee : 0.5% of guarantee facility.
  - Payment term : Upon request
5. Transaction rationale : The company wished to provide support to further facilitate its operations subsequent to its investment in said company. In addition, the company will get benefit from financial management.

6. Funding source : Company's working capital.

7. Details on relationship nature of connected parties :

1. Saha Pathana Inter-Holding Plc. current shareholding 23.517% shares in Thanulux Plc.  
and 13.00% shares in Erawan Textile Co., Ltd.

2. I.C.C.International Plc. current shareholding 10.022% shares in Thanulux Plc.  
and 13.00% shares in Erawan Textile Co., Ltd.

8. Directors with possible conflict of interests : -None-

9. Opinion by The Board of Directors :

The Board of Directors resolved to authorize loan and guarantee facilities provision to Erawan Textile Co.,Ltd., so as to support it's operations and to facilitate the company's available cash management in such manner best maximizing its return and benefits, together with other supporting reasons and conditions.

10. Opinions by Director with significant differences from the board of directors. - None-

11. Connected transaction volume:

This transaction is considered to be the one prescribed in the notification of the Stock Exchange of Thailand on disclosure of the information and operation of the listed company in categories of connected transactions as the category no. 5 provide a financial assistance as per Investment ratio and not less than other connected persons which the transaction valued more than Baht 20 million or more than 3% of net tangible asset value (Baht73,805,361.84) whichever is higher. This transaction must be approved by the Board of Directors and disclose to The Stock Exchange of Thailand but need not approve from the shareholder's meeting.

Please kindly acknowledge the above matters.

Faithfully Yours,  
Dusadee Soontrontumrong  
(Miss Dusadee Soontrontumrong)  
Deputy managing director