

Thanulux Public Company Limited

No. Thor Hor 009/2009

10 April 2009

Notice of 35th General Meeting of Shareholders

Dear Shareholders,

Enclosures:

1. Copy of minutes of 34th General Meeting of Shareholders on 21 April 2008.
2. Annual Report for 2008 in CD-ROM format, consisting of the Board of Director's annual report and financial statements ending on 31 December 2008.
3. Curriculum vitae of nominees for appointment as Directors to replace Directors retiring at the expiration of term.
4. Definition of "Independent Director".
5. Information on independent directors and audit committee members nominated by the Company as proxies of shareholders.
6. Company Articles of Association with respect to the general meeting of Shareholders.
7. Documents and evidence which must be presented by the shareholders prior to attending the meeting and rules of proceedings of the meeting.
8. Procedures for attending the general meeting of shareholders.
9. Map of venue for general meeting of shareholders.
10. Form for request of Annual Report in document format.
11. Proxy Form B.
12. Registration form (must be presented on the meeting day).

The Board of Directors is pleased to inform you that the 35th General Meeting of Shareholders is to be held on Monday, 27 April 2009, 11.00 a.m. at Chao Phraya 1 Room, Montien Riverside Hotel, No. 372, Rama 3 Road, Bangkoklo Sub-district, Bangkhorslaem District, Bangkok 10120. In this meeting, the Company had provided an opportunity for shareholders to propose items for inclusion in the agenda and/or nominate persons for appointment as Company Directors between 1 January – 31 January 2009. However, it appeared that no shareholder had exercised such right to propose an item for inclusion in the agenda and/or nominate persons for appointment as Company Directors. Therefore, the Company has found it appropriate to set the meeting agenda as follows.

1. Approval of the Minutes of the 34th General Meeting of Shareholders on 21 April 2008

Facts and Reasons : The minutes have been prepared and submitted to the Stock Exchange of Thailand, as well as published on the Company website (www.thanulux.com) within 14 days as from the general meeting of shareholders. A copy was also submitted to the Ministry of Commerce within the period prescribed by law. (Enclosures 1)

Opinion of the Board of Directors : The minutes have been duly recorded and should be submitted to the general meeting of shareholders for approval.

2. Acknowledgement of the Board of Directors' Report for the Preceding Annual Period

Facts and Reasons : The report of the Board of Directors and operating results for the 2008 annual period are included in the 2008 Annual Report which has been sent with this notice of general meeting of shareholders. Such reports have been prepared in accordance with the Regulations of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand. (Enclosures 2)

Opinion of the Board of Directors : The Board of Directors finds it appropriate to submit the reports to the general meeting of shareholders for acknowledgement.

3. Approval of Financial Statements Ending on 31 December 2008

Facts and Reasons : Such financial statements have been prepared in accordance with generally accepted accounting principles, reviewed and audited by a licensed auditor and approved by the Audit Committee and the Board of Directors. The essential items may be summarized as follows:

Item	Unit: Million Baht	
	Consolidated Financial Statement	Company Financial Statement
Total Assets	2,844.60	2,751.94
Total Liabilities	274.32	239.73
Shareholders' Equity (Company only)	2,552.78	2,512.20
Total Revenues	2,208.54	1,974.03
Net Profits (Company only)	208.85	208.30
Earnings Per Share (Baht)	1.74	1.74

Details may be found in the financial statement of the 2008 Annual Report (see enclosures 2).

Opinion of the Board of Directors : The Board of Directors finds it appropriate to submit the matter to the general meeting of shareholders for approval.

4. Approval of Profit Distribution and Dividend Payment

Facts and Reasons : The Company has a policy of making regular dividend payments at the rate of baht 0.20 per share (20 percent of the par value) after taking due consideration of the Company's operating results and financial standing.

In 2008, the Company earned net profits according to the Company financial statements in the amount of baht 208.30 million and the Company approved interim dividend payments for operations on the first quarter of 2008, from 1 January to 31 March 2008 at the rate of baht 0.26 per share, or baht 31.20 million from BOI investment promotion activities in the Lamphun 2 Project, Investment Promotion Certificate No. 1396/2543, on 21 July 2008. As a result, the Company had remaining retained profits for distribution in the total amount of baht 1,567.74 million.

Opinion of the Board of Directors : The Board of Directors finds it appropriate to submit to the general meeting of shareholders for approval of the following distribution of profits and dividend payment:

1. Legal reserve: the Company does not make any request to make any distribution to legal reserves since the Company had already accumulated reserves in the amount of 10 percent of the registered capital as required by law.

2. General reserves: the Company proposes the distribution of baht 10.0 million to general reserves in order to promote the stability of the Company.
3. Dividends: the Company proposes dividend payments at the rate of baht 0.80 per share. After deduction of the interim dividend payment made on 21 July 2008 at the rate of baht 0.26 per share, there remains baht 0.54 per share to be paid. Such dividends will be paid from BOI activities in the Kabinburi 3 Project, Investment Promotion Certificate No. 1329(1)/2544, in the amount of baht 64.80 million. Shareholders paying personal income tax do not have to include such dividends as taxable income and are not able to request for tax credits since such dividends are paid from BOI investment promotion projects. Shareholders eligible to receive dividends must appear on the register on the date of determination of eligible shareholders for dividend payments on 11 May 2009. The names would then be compiled under section 225 of the Securities and Exchange Act by way of the closing of register to suspend share transfers on 12 May 2009, and payment is due on 22 May 2009. Details on dividends are as follows.

Details of Dividend Payment	2008	2007	Policy Dividend
Dividend per share	baht 0.80	baht 0.75	baht 0.20
Dividend to earnings ratio	46.09 %	47.14 %	11.52 %

5. Election of Directors to Replace Directors Retiring at the Expiration of Term and Determination of Directors' Remuneration

(5.1) Election of Directors to Replace Directors Retiring at the Expiration of Term

Facts and Reasons : Under article 22 of the Company, at every general meeting of shareholders, 1 in 3 of the total number of Directors must retire and the retiring Director may be re-elected. In this general meeting of shareholders, there are 3 Directors retiring at the expiration of term, namely:

- | | | |
|---|---------------|------------------------------------|
| (1) Mr. Boonsithi | Chokwatana | Chairman of the Board of Directors |
| (2) Mrs. Varindr | Leelanuwatana | Director |
| (3) Associate Professor Nares Kesaprakorn | | Independent Director |

The Board of Directors has approved the selection of persons for appointment as Directors as nominated by the Nominating Committee, i.e. to reappoint the 3 retiring Directors to another term in office. The considerations of the Nominating Committee were undertaken on the basis of individual Directors wherein Mr. Boonsithi Chokwatana and Mrs. Varindr Leelanuwatana left the meeting room and did not vote for himself/herself.

Opinion of the Board of Directors : The Board of Directors, excluding the nominees, have conducted a wide-ranging and detailed discussion of the qualifications of the individual existing Directors and found that such persons possess the knowledge, competence, foundation and expertise in a variety of professions. The performances of the nominees as Directors of the Company were also considered and it was found that all 3 Directors have performed their functions as Directors satisfactorily. Those who were also members of supporting committees have also performed duties in such supporting committees satisfactorily throughout. They used their experience giving the suggestions of policy to the company creation to the success of company business. All nominees have the qualifications required by law, relevant notifications

and the articles of the Company. It is therefore appropriate to submit to the general meeting of shareholders for the reappointment of such 3 retiring Directors to another term in office.

The curriculum vitae of nominees for appointment as Directors to replace Directors retiring at the expiration of term are provided for consideration in Enclosures 3, and the definition of “Independent Director” in Enclosures 4.

(5.2) Determination of Directors’ Remuneration

Facts and Reasons : Under article 33 of the Company articles, the Company is prohibited from making a payment of monies or any other properties to a Director, except for the payment of remuneration pursuant to the rights and other benefits normally associated with being a company director, excluding remuneration or welfare benefits received as an officer or employee of the Company. In 2008, the general meeting of shareholders determined an annual limit of baht 9 million for the remuneration of Directors and the Company had actually paid-out baht 6,123,000, of which baht 360,000 was paid as meeting allowances for Company Directors, baht 5,070,000 paid as Directors’ annual fee, baht 633,000 paid as meeting allowances for the Audit Committee, baht 15,000 paid as meeting allowances for the Nominating Committee, and baht 45,000 paid as meeting allowances for the Remuneration Committee. A summary report of the amounts paid to individual Company Directors and members of the Audit Committee, Nominating Committee and Remunerations Committee is provided in the Annual Report under shareholding structure and management on the title “Remunerations of Executives”.

Opinion of the Board of Directors : The Board of Directors has approved the proposals made by the Remuneration Committee which had carried out an assessment of the performance of the Board of Company, operating results, remunerations limit approved by the meeting of shareholders, remunerations paid in the previous year and a comparison of levels in the same industry, including the powers, duties and responsibilities of the Board of Directors. It is therefore submitted to the general meeting of shareholders for the approval of a limit on remunerations for the Company Directors the sum not exceeding baht 9 million per year, as with the previous year, not including remunerations or welfare benefits received by the Directors in their capacities as officers or employees of the Company, and the following payments are proposed:

Composition of Remuneration	2009 (Proposed)	2008 *
<u>1. Performance of Directorial Duties</u>		
<ul style="list-style-type: none"> • Meeting allowances paid only to attendees <ul style="list-style-type: none"> - Chairman of the Board of Directors - Director • Annual Fee 	baht 10,000 /meeting baht 8,000 /meeting Paid to all Directors as determined by the Remuneration Committee	baht 10,000 /meeting baht 8,000 /meeting
<u>2. Performance of Audit Committee Duties</u>		
<ul style="list-style-type: none"> • Monthly meeting allowances paid only to attendees <ul style="list-style-type: none"> - Chairman of the Audit Committee - Audit Committee Member • Quarterly meeting allowances paid only to attendees <ul style="list-style-type: none"> - Chairman of the Audit Committee - Audit Committee Member 	baht 10,000 /meeting baht 8,000 /meeting baht 60,000 /meeting baht 30,000 /meeting	baht 10,000 /meeting baht 8,000 /meeting baht 60,000 /meeting baht 30,000 /meeting

Composition of Remuneration	2009 (Proposed)	2008 *
<u>3. Performance of Nominating Committee Duties</u>		

Meeting allowances paid only to attendees - Chairman of the Nominating Committee - Nominating Committee Member person	per baht 10,000 /meeting baht 8,000 /meeting	baht 10,000 /meeting baht 8,000 /meeting
Composition of Remuneration		2009 (Proposed)
4. Performance of Remuneration Committee Duties		2008 *
Meeting allowances paid only to attendees - Chairman of the Remuneration Committee - Remuneration Committee Member per person	baht 10,000 /meeting baht 8,000 /meeting	baht 10,000 /meeting baht 8,000 /meeting
* Board of Directors Meeting No. 5/2551, on 8 August 2008, approved a proposal of the Remuneration Committee to increase the meeting allowances of the Chairmen from baht 5,000 to baht 10,000, and of the Committee Members from baht 5,000 to baht 8,000.		

These payments would apply as from the date of approval by the general meeting of shareholders until subsequently altered. In any event, the total amount of remunerations paid must not exceed the limit approved by the general meeting of shareholders.

6. Appointment of Auditor and Determination of Audit Fee

Facts and Reasons : Under articles 50 and article 51 of the Company articles, an Auditor must not be a Director, officer, employee or holder of any position in the Company. The Auditor shall be appointed by the general meeting of shareholders every year whereby the outgoing Auditor may be re-elected to another term in office. The Company Auditor in 2008 was Dr. Virach Aphimeteetamrong, licensed auditor no. 1378 and/or Mr. Apiruk Atianuwat, licensed auditor no. 5202 of the Dr. Virach and Associates Office. The total audit fee determined was baht 890,000.

Opinion of the Board of Directors : The Board of Directors has approved of the proposals made by the Audit Committee to appoint a Company Auditor for 2009 by finding it appropriate to submit to the general meeting of shareholders to appoint the following Auditors:

1. Dr. Virach Aphimeteetamrong, licensed auditor no. 1378, and/or
(acted as an auditor endorsing the Company's financial statements for a period of 2 years in 2007-2008)
2. Mr. Apiruk Atianuwat, licensed auditor no. 5202, and/or
(never endorsed the Company's financial statements)
3. Mr. Chaiyakorn Aunpitipongsa, licensed auditor no. 3196,
(acted as an auditor for 5 consecutive years (2002-2006) and left an interval of 2 years in accordance with the Regulations of the Office of the Securities and Exchange Commission)

Of the Dr. Virach and Associates Office.

Due consideration was made of the independence, good working standard, and qualifications under the Company articles and requirements of the Office of the Securities and Exchange Commission and good performances throughout. Also, when compared with the amount of work and audit fee of other listed companies at the same level, the audit fee is considered to be an appropriate amount. Thus, the following audit fees are proposed:

Audit Fee	2009 (Proposed)	2008
1. Financial reviews for quarters 1,2,3	465,000.-	465,000.-

2.Audit fee for the period ending 31 December	425,000.-	425,000.-
Total	890,000.-	890,000.-

In this regard, it is also considered appropriate to submit to the shareholders for acknowledgement of other service fees received from the audit office housing the auditors, as follows:

Other Services	2009 (Proposed)	2008
1.Financial reviews for quarters 1,2,3 of subsidiary companies	165,000.-	165,000.-
2. Audit fee for the period ending 31 December of subsidiary companies	135,000.-	135,000.-
3. Review of compliance with contracts with respect to royalty calculations	40,000.-	40,000.-
4. Review of compliance with investment promotion conditions	60,000.-	60,000.-
5. Observance fees for destruction of goods	Not yet incurred	7,000.-
Total	400,000.-	407,000.-

The nominated auditors do not have any relationship and/or interest in the Company/subsidiary/executive officer/major shareholder or person connected to such person and two subsidiary companies, namely S. Apparel Company Limited and T-Chamber Company Limited which have auditors from the same audit office as the Company.

7. Other Items (If Any)

You are hereby invited to attend the meeting on the date, time and venue stated above. Registration of attendance may be completed at the venue since 9.00 am.

For the convenience of shareholders who are unable to attend the meeting in person and wish to appoint another person to attend the meeting and vote in this meeting on their behalf, please complete your details and sign the Proxy Form attached herewith (Enclosures 11). The form may also be downloaded from www.thanulux.com where you will find a choice of 3 forms. In the event of a foreign investor who has appointed a custodian in Thailand to act as a depository and trustee of the shares, any of the Proxy Forms A, B or C can be used. As for other shareholders, the grant of proxies may only be made by either Form A or Form B. If you wish to grant a proxy to an Independent Director who is also an Audit Committee Member proposed by the Company to receive proxies, please refer to Enclosures 5 for further details.

The Company requests your cooperation in submitting the Proxy Form to the Company at least 1 working day prior to the meeting in order to facilitate the verification of documents in advance. The Company will carry out registration by using the barcode system and therefore for your convenience in registration, it is also requested that shareholders and proxies bring the registration forms (Enclosures 12) on the meeting day in order to exercise rights to attend the meeting.

By order of the Board of Directors

Supachoke Sirichantaradilok
(Mr.Supachoke Sirichantaradilok)
Company Secretary