



บริษัท ไทยเคนเปเปอร์ จำกัด (มหาชน)
THAI CANE PAPER PUBLIC COMPANY LIMITED

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- Translation -

TCP 032/2011

September 2, 2011

Dear: President

The Stock Exchange of Thailand

Subject: The Sales and Leaseback of TCP's Assets

(Re-calculation of the size of transaction)

Reference is made to the disclosure of Thai Cane Paper Public Company Limited (TCP) on September 1, 2011 regarding the sale and leaseback of TCP's assets by selling the machinery and equipment of Kanchanaburi factory.

TCP would like to take this opportunity to inform the re-calculation of the size of acquisition by including the option of re-purchasing the machinery and equipment at the end of the leasing period for 512.25 million Baht as mentioned in the disclosure on September 1, 2011 with the leasing contract value of 657.19 million Baht.

Consequently, the total size of acquisition transaction will be 1,169.44 million Baht. TCP, thus, discloses the information of this matter as required by the Notification of Capital Market Supervisory Board, No. Tor.Jor. 020/2551(2008) regarding the rules of entering into significant transactions concerning the acquisition and disposition of assets, as per details attached.

Please be informed accordingly.

Yours faithfully,

-signed by-

(Mr. Twatchai Wongpaisarn)
Managing Director

Information regarding the Sales and Leaseback of
Thai Cane Paper Public Company Limited (TCP)

1. The date on which the transaction occurs:

September 1, 2011

2. The parties involved, their relationship with the listed company (except a party which is a third person which has no relationship with the listed company and which does not want to disclose its name and the Exchange has considered that identifying such party is of no importance to the transaction in question):

Kasikorn Factory and Equipment Company Limited (Leasing Company in Kasikorn Bank Group) which has no relationships with TCP.

3. The general characteristics of the transaction, which shall include category and volume of the transaction in accordance with Clause 4 and Clause 6 of the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets):

TCP will dispose its machinery and equipment of Kanchanaburi Factory, total of 70 items, (details are as attached) which are currently used for manufacturing craft paper, at the price of 1,132.25 million Baht (excluding VAT) assessed by an independent assessor certified by the Securities and Exchange Commission to Kasikorn Factory and Equipment Company Limited (KF&E) by registering the transfer of its ownership of said machinery and equipment to KF&E and leasing back for using in TCP's normal operation. The leasing contract shall be binding for 3 years with leasing contract value of 657.19 million Baht which on the due date, TCP shall have options to repurchase the machinery and equipment for 512.25 million Baht. The date of transaction is scheduled to be on September 1, 2011. The size of the transaction of disposition of assets calculated under the rules regarding Acquisition and Disposition of Assets is above 15% but below 50% of TCP's total assets. Thus, TCP shall notify SET and then, within 21 days of notifying SET, shall send a notice to all shareholders. The details are as follows:

Disposition of Assets

The size of the transaction of the assets disposition arisen from the registration of the transfer of its ownership of machinery and equipment of Kanchanaburi Factory to KF&E based on the asset value (1,132.25 million Baht) compared to TCP's total assets (6,157.61 million Baht, as stated in the latest reviewed quarterly financial statements ended June 30, 2011) is 18.39%. The calculation detail is as follows:

The asset value x 100 / TCP's Total assets, or (1,132.25 x 100/6,157.61), equal to 18.39%

Acquisition of Assets

The size of the transaction of the assets acquisition arisen from leasing back all the above-mention machinery and equipment from KF&E based on the total leasing contract value of 657.19 million Baht, which by the option of re-purchasing the machinery and equipment at the ending of the leasing period for 512.25 million Baht, the total size of acquisition transaction will be 1,169.44 million Baht compared to TCP's total assets (6,157.61 million Baht, as stated in the latest reviewed quarterly financial statement ended June 30, 2011) is 18.99%. The calculation detail is as follows:

The value spend for leasing x 100 / TCP's Total assets, or (1,169.44 x 100 / 6,157.61), equal to 18.99%

- 4. The details of assets purchased or disposed of together with an explanation relating to the business to be further operated:**

The sales of 70 items of machinery and equipment of Kanchanaburi factory (details are as attached), which are currently used for manufacturing crafted paper, to KF&E by registering the transfer of its ownership of machinery and equipment to KF&E and leasing back for using in TCP's normal operation .

- 5. The total value of the consideration, giving clear details of the mode of payment including conditions of various agreements relating to payment or payment by installment:**

The total value of consideration from the disposition of machinery and equipment to KF&E amounts to 1,132.25 million Baht (excluding VAT). The date of transaction is scheduled to be on September 1, 2011.

- 6. The measure used to determine the value of consideration**

TCP hired an independent assessor to assess the value of machinery and equipment of Kanchanaburi Factory, total of 70 items. The final value of consideration is 1,132 million Baht (excluding VAT). Moreover, Kasikorn Factory and Equipment Company Limited, (Leasing Company in Kasikorn Bank Group) having no relationships with TCP offered the best Effective Interest Rate (EIR).

- 7. Where necessary, it shall include the amount of net after tax profit and after any specific transaction which is a part of assets purchased or disposed of for 2 fiscal years prior to the occurrence of the transaction:**

- None -

- 8. The profit expected to be generated for the listed company as the result of the said transaction:**

TCP will be able to restructure loan and reduce risks from the tendency of the rising interest rate.

9. In the case of entering into a purchase of assets, the sources of funds to be used shall be included. If it is a loan from a financial institution, conditions affecting rights of shareholders, such as restrictions on payment of dividends, shall also be included:

- None -

10. In the case of disposition of assets, the proposed utilization of the proceeds from the sale shall be included:

TCP will repay the short-term loan to reduce risks from the tendency of the rising interest rates, and also spend in machinery performance improvement and business expansion.

11. In the case of issuance of securities for payment of the purchase price of the assets, the category and details of securities issued by the listed company and the number and price of the shares issued as consideration shall be included:

- None -

12. Approval from the Exchange and/or the shareholders meeting, as the case may be, shall be obtained, this must be stated clearly:

- None -

13. In case an enterprise invested by a listed company has the listed company's connected person holding at least 10 percent of the total voting shares of that enterprise and the business of that enterprise is related to the business of the listed company, explanation of the reasons why the listed company does not hold the whole shares of that enterprise in lieu of the connected person and the measure for prevention of conflict of interest that may arise in the future must be provided:

- None -

14. Opinions of the Board of Director concerning a decision to enter into a transaction:

TCP's Board of Directors Meeting resolved that the Sales and Leaseback of the assets at the proposed value is an appropriate transaction and the benefit of TCP and shareholders has also been taken into account at the ultimate purpose

15. Opinions of the company's Audit Committee and/or directors which are different from the opinions of the Board of Directors under 14:

The opinion of TCP's Audit Committee Meeting was in line with that of the TCP's Board of Directors.

Details of Sales and Leaseback of TCP's Assets : 70 items

No.	Details	Machine Registration No.	Amount (Unit)
1	Pulper: VOITH	36-321-208-0001	1
2	Turbo-Separator: VOITH	36-321-208-0002	1
3	Centrifugal Cleaner: VOITH	36-321-208-0003	1
4	Vertical Screen Minisorter: VOITH	36-321-208-0004	1
5	Vertical Screen: VOITH	36-321-208-0005	1
6	Vertical Screen: VOITH	36-321-208-0006	1
7	Vertical Screen: VOITH	36-321-208-0007	1
8	Vertical Screen: VOITH	36-321-208-0008	1
9	Vertical Screen: VOITH	36-321-208-0009	1
10	Vertical Screen: VOITH	36-321-208-0010	1
11	Storing & Transferring Unit	36-321-208-0011	1
12	Hydro Disc: VOITH	36-321-208-0012	1
13	Hydro Disc: VOITH	36-321-208-0013	1
14	Multifractor: VOITH	36-321-208-0014	1
15	Belt Thickener: VOITH	36-321-208-0015	1
16	Heating Screw: FWN	36-321-208-0016	1
17	Disc Disintegrator: VOITH	36-321-208-0017	1
18	Double Disc Refiner: VOITH	36-321-208-0018	1
19	Thickener: ATELIERS	36-321-208-0019	1
20	Pulper: VOITH	36-321-208-0020	1
21	High Consistency Purifier: VOITH	36-321-208-0021	1
22	Double Disc Deflaker: VOITH	36-321-208-0022	1
23	Double Disc Refiner: VOITH	36-321-208-0023	1
24	Double Disc Refiner: VOITH	36-321-208-0024	1
25	Drainator: VOITH	36-321-208-0025	1
26	Drainator: VOITH	36-321-208-0026	1
27	Central Processing	36-321-208-0027	1
28	Paper Making Machine	36-321-208-0028	1
29	Slitting Machine: BRITSH WINDERS	36-321-208-0029	1
30	Overhead Travelling Crane	36-321-208-0030	1

Details of Sales and Leaseback of TCP's Assets : 70 items (continue)

No.	Details	Machine Registration No.	Amount (Unit)
31	Overhead Travelling Crane	36-321-208-0031	1
32	Transformer: TRAFO-UNION	36-321-208-0032	1
33	Transformer: THAI MAXWELL	36-321-208-0033	1
34	Transformer: THAI MAXWELL	36-321-208-0034	1
35	Transformer: THAI MAXWELL	36-321-208-0035	1
36	Transformer: THAI MAXWELL	36-321-208-0036	1
37	Transformer: BROWN BOVERI	36-321-208-0037	1
38	Air Compressor: BROOM WADE	36-321-208-0038	1
39	Air Compressor: BROOM WADE	36-321-208-0039	1
40	Air Compressor: BROOM WADE	36-321-208-0040	1
41	Demineralizer	36-321-208-0041	1
42	Boiler: TAKUMA	36-321-208-0042	1
43	Generator: YASKAWA	36-321-208-0043	1
44	Transformer	36-321-208-0044	1
45	Lathe: WOMAT	36-321-208-0045	1
46	Lathe: WOMAT	36-321-208-0046	1
47	Shaper: SMITH & MILLS	36-321-208-0047	1
48	Vertical Milling Machine	36-321-208-0048	1
49	Electronic Weighing Machine	36-321-208-0049	1
50	Lathe: SMITH	Unregistered	1
51	Shaper: INVICTA	Unregistered	1
52	Combi-Sortor: VOITH	Unregistered	1
53	Drum Screen: VOITH	Unregistered	1
54	Drum Screen: VOITH	Unregistered	1
55	Reject Compactor : MERI	Unregistered	1
56	Waste Pulper Pretreatment	Unregistered	1
57	Roll Paper Slitting & Rewinding Machine	Unregistered	1
58	Roll Paper Sawing Machine	Unregistered	1
59	Transformer: MAXWELL	Unregistered	1
60	Waste Treatment Unit	Unregistered	1

Details of Sales and Leaseback of TCP's Assets : 70 items (continue)

No.	Details	Machine Registration No.	Amount (Unit)
61	Reverse Osmosis Water Purifier Unit : GOSHU KOHSAN	Unregistered	1
62	Electrostatic Precipitator : TAINJIE	Unregistered	1
63	Transformer: THIRATHAI	Unregistered	1
64	Overhead Travelling Crane	Unregistered	1
65	Reject Sorter: Orient	Unregistered	1
66	Auto Stretcher Press	Unregistered	1
67	Stretcher For Wire	Unregistered	1
68	Hot Air Blow Box	Unregistered	1
69	Dryer Stationary Syphon	Unregistered	1
70	Modification of Oil Lubrication System	Unregistered	1
Total			70