



TLUXE/SET027-2011

November 1, 2011

Subject: Invitation for the Extraordinary General Meeting of Shareholders No. 3/2011

Attention: Shareholders,  
Thailuxe Enterprises Public Company Limited

Attachment: 1. Details of the Acquisition of the Shares of SMP Food Products Co., Ltd. ("SMP")  
2. Proxy Form  
3. Copy of the Minutes of the Ordinary General Meeting of Shareholders No.1/2554  
4. Map showing the location of the meeting  
5. Regulation of the Company Governing Shareholder meeting and Voting I  
6. Name and Resume of the Independent Directors for Serving as Proxy of  
7. Registration Form

In accordance with the Board of Directors of Thailuxe Enterprises Public Company Limited ("the Company") Meeting No. 8/2554 held on October 14, 2011 has passed a resolution to approve holding the Extraordinary General Meeting of Shareholders No. 3/2554 on November 14, 2011 at 1:30 pm. at the meeting room of the Company which located at No. 62-62/1, Moo 2, Ror.Por.Chor. U-ta-pao Road, Nong Chum Pol Sub-district, Kao Yoi District, Petchaburi Province with the following agenda:

**Agenda 1: To consider and certify the Minutes of the Ordinary General Meeting of Shareholders No. 1/2554.**

The Opinion of the Board of Directors: The Board of Directors opines that the Minutes of Ordinary General Meeting of Shareholders No. 1/2554 as shown in the Attachment 3 was recorded correctly and truthfully and deems appropriate to submit this Minutes for the shareholders' approval.

**Agenda 2: To consider and approve the acquisition of the common shares of SMP Food Products Co.,Ltd. ("SMP") for the total amount of 4,650,000 shares at the price per share of 5.50 Baht, with the total value of 25,575,000 Baht**

The Opinion of the Board of Directors: Vertical integration to downstream business in order to add values to the business and diversify its sources of income. The shareholders' meeting should approve of such investments.

**Agenda 3: Other agenda (if any)**

The shareholders please be informed and attend the meeting accordingly.

Yours faithfully,

(Mr. Anurot Seneepakonkai)

Chairman & President

Attachment 1

Details of the Acquisition of the Shares of SMP Food Products Co.,Ltd. ("SMP")

1. Transaction Date: No later than October 2011

2. Sellers: The Shareholders of SMP, including

(1)	Mr. Nontapong Singhalachat	2,871,261 shares
(2)	ABC COOKING STUDIO Co., Ltd.	1,510,49 shares
(3)	Mr. Tossaphol Amornsiriwatanakul	110,714 shares
(4)	Mr. Sekrush Poekachaipat	60,100 shares
(5)	RK&S INTERTRADE Co., Ltd.	60,000 shares
(6)	Mrs. Sopawan Towattanapun	28,572 shares
(7)	M&M ASSET CORPORATION Co., Ltd.	8,857 shares

The shareholders of SMP who will sell the shares to the Company are not connected party to the Company.

Ms. Nuntawun Rujiwong the incumbent Managing Director of SMP, will maintain her shares and remain with SMP as the Managing Director.

3. SMP Business: Manufacturer and exporter of frozen cooked shrimp, value-added shrimp products, and frozen ready meals

4. Financial Highlights:

	As of Dec. 31, 2010 (Audited)	(Unit: MBaht) July 31, 2011 (Not Reviewed)
Total Assets	122.26	116.30
Total Liabilities	67.64	76.73
Total Shareholders' Equity	54.62	39.57
Paid-up Capital	62.00	62.00
Book Value per Share (Baht)	8.80	6.38
Sales Revenues	345.34	162.50
Net Profits/(Losses)	(13.81)	(15.37)
EPS (Baht)	(2.23)	(2.48)

5. Investment Value: Price per share = 5.50 Baht  
 Number of shares = 4,650,000 shares  
 Total Value = 25,575,000 Baht

After the acquisition completion, if the Company is not able to collect

any of the outstanding account receivables incurred before the acquisition, the Company reserves the right to deduct such uncollectable amount from the purchase price.

\* Above list in compiled under the Securities and Exchange Act by 1.72% of Total Assets (Company's total Assets amount 1,484.82 Million Baht at 30 June, 2011)\*

6. The Shareholding Structure of SMP:

Shareholders	Before the Transaction		After the Transaction	
	Shares	Percent	Shares	Percent
(1) Mr. Nontapong Singhalachat	2,871,261	46.31%	-	-
(2) ABC COOKING STUDIO Co., Ltd.	1,510,496	24.36%	-	-
(3) Thailuxe Enterprises Plc.	1,328,571	21.43%	5,978,571	96.43%
(4) Ms. Nuntawun Rujiwong	221,429	3.57%	221,429	3.57%
(5) Mr. Tossaphol Amornsiriwatanakul	110,714	1.79%	-	-
(6) Mr. Sekrush Poekachaipat	60,100	0.97%	-	-
(7) RK&S INTERTRADE Co., Ltd.	60,000	0.97%	-	-
(8) Mrs. Sopawan Towattanapun	28,572	0.46%	-	-
(9) M&M ASSET CORPORATION Co., Ltd.	8,857	0.14%	-	-
<b>Total</b>	<b>6,200,000</b>	<b>100.00%</b>	<b>6,200,000</b>	<b>100.00%</b>

7. The Directors of SMP: (1) Mr. Sekrush Poekachaipat  
(2) Mr. Nontapong Singhalachat  
(3) Mr. Rojphan Seneepakonkai (Director of Thailuxe)  
(4) Ms. Nuntawun Rujiwong
8. Criteria used in setting the Acquisition Price: Negotiation between both parties, based on the book value adjusted by present value of employee benefit
9. Sources of Funds: Working Capital of the Company
10. Benefits to the Company: Vertical integration to downstream business in order to add values to the business and diversify its sources of income