



**INTEGRITY QUALITY SERVICE**

**UNION TEXTILE INDUSTRIES  
PUBLIC COMPANY LIMITED**

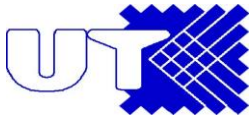
Invitation to attend the 27<sup>th</sup> Annual General Meeting  
of Shareholders.

April 21, 2020 at 10.30 a.m.

**Cancellation of tokens** in respect of the regulators' campaign  
for the reduction and abolishment of tokens given away at  
the Annual General Meeting of Shareholders (AGM).

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บริษัท ยูเนี่ยนอุตสาหกรรมสิ่งทอ จำกัด (มหาชน)  
Union Textile Industries Public Company Limited

สำนักงาน และโรงงาน 205 หมู่ 4 ถนนสุขุมวิท กม. 39.5 ตำบลบางปูใหม่ อำเภอเมืองสมุทรปราการ จังหวัดสมุทรปราการ 10280 โทร. 0 2323 1085..87 โทรสาร: 0 2323 9283  
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(Translation)

March 20, 2020

Subject : Invitation to attend the 27<sup>th</sup> Annual General Meeting of Shareholders

To : **Shareholders**

- Enclosures :
1. Copy of the Minutes of the 26<sup>th</sup> Annual General Meeting of Shareholders on April 23, 2019.
  2. Annual Report, Balance Sheet and Statements of Profit and Loss or Financial Statements for the year ending December 31, 2019 in the form of QR Code
  3. C.V. of the candidates proposed for appointments as Directors.
  4. Criteria and procedures for the nomination of the Directors.
  5. Articles of Association of the Company in respect of the Meeting of Shareholders.
  6. Proxy Form (Form B and Form C)
  7. Map of the venue for the Meeting

The Board of Directors of Union Textile Industries Public Company Limited (UT) has resolved to convene the 27<sup>th</sup> Annual General Meeting of Shareholders on Tuesday, April 21, 2020 at 10.30 a.m., at the Meeting room, 9<sup>th</sup> Floor of Saha-Union Building, No. 1828 Sukhumvit Road, Phrakhanong Tai, Phrakhanong, Bangkok, to consider the following items on the agenda :-

**Agenda 1 Considering and Endorsing the Minutes of the 26<sup>th</sup> Annual General Meeting of the Shareholders**

The Company held the 26<sup>th</sup> Annual General Meeting of Shareholders, on April 23, 2019, and had the Minutes readied within 14 days following the Meeting date. Copies of the Minutes were forwarded within the legal timeframe to the Stock Exchange of Thailand (SET) and the Ministry of Commerce. They were also posted on the Company's website (www.ut.co.th).

**The Board's opinion :**

It was agreed to propose to the Shareholders to approve The Minutes of the 26<sup>th</sup> Annual General Meeting of Shareholders on April 23, 2019. (Appendix 1)

**Agenda 2 Acknowledging the Board of Directors' Report on the Past Year Performance.**

The Company summarized past year performance, significant changes and Financial Report into the 2019 Annual Report. (Appendix 2)

**The Board's opinion :**

Report on the Company's past year performance should be submitted for acknowledgement by the Shareholders.

**Agenda 3 Considering and Endorsing the Balance Sheet and Statements of Profit and Loss or Financial Statements for the year ending December 31, 2019.**

In accordance with the Public Limited Company Acts, and Article 44 of Company's Articles of Association, the Company is to prepare the Balance Sheet and Statements of Profit and Loss or Financial Statements for the year ending at the Company's fiscal year. It is to be audited and endorsed by the Auditor before being submitted for approval by the Annual General Meeting of Shareholders.

**The Board's opinion :**

It was agreed to propose to the Shareholders to approve the Balance Sheet and Statements of Profit and Loss or Financial Statements for the year ending December 31, 2019 which had been audited and certified by the Auditors of EY Office Limited as well as approved by the Audit Committee and the Company's Board of Directors. (Appendix 2)

**Agenda 4 Approving the Profit Allocation and Dividend Payments.**

It was the Company's policy to pay dividend, based on the Company's performance, at no less than 1/3 of the annual net profit, after accumulated loss (if any) of the Separate Financial Statements.

The 2019 Separate Financial Statements ended December 31, 2019, already audited and certified by the Auditor and approved by the Audit Committee and the Company's Board of Directors, registered a net loss at Baht 30,648,379. The Company had sufficient reserved capital as specified by the Laws and Company's Articles of Association and the Company still had accumulated loss at Baht 74,087,649

**The Details of Net profit (loss) and Annual Dividend Payments during 2017-2019**

Description	2019	2018	2017
1. Net profit (loss) (Baht)	(30,648,379)	19,419,990	32,359,405
2. Number of shares (Share)			
2.1 Number of Ordinary shares (Share)	45,000,000	45,000,000	45,000,000
2.2 Number of Preferred shares (Share)	15,000,000	15,000,000	15,000,000
3. Dividend per share (Baht : Share)			
3.1 Ordinary shares (Baht : Share)	0.00	0.00	0.00
3.2 Preferred shares (Baht : Share) **			
4. Total dividend payments (Baht)			
5. Dividend payments per net profit (%)			

Remark : 1. Base on the Separate Financial Statements.

2. According to the Company's Article of Association, the dividend which the Preferred Shareholders were entitled to receive at 14% annually, would be accumulated, as the 2019 rightful dividend, for a period no longer than 7 years.

**The Board's opinion :**

It was agreed to propose to the Shareholders to authorize the suspension of the 2019 dividend payments to the Common Shareholders as the Company's operating has a loss and the Company still carried over an accumulated loss. In line with the Company's Regulations, Preferred Shareholders who were entitled to a 14% per annum dividend, the 2019 rightful dividends were to be accumulated and carried over for a period of not exceeding 7 years.

**Agenda 5 Considering Matters Relating to the Directors, Their Authorities and Remunerations.****5.1 Electing the Directors.**

In accordance with the Public Limited Company Acts and the Article 19 of the Company's Articles of Association, one-third of the Directors would have to retire from office in the Annual General Shareholders' Meeting, and the retired Directors might also be reappointed. Out of the current 9 Directors, 3 of the following would have to retire on completion of their terms:-

1. Mrs. Chantorntree Darakananda Director/ Nomination and Remuneration Committee
2. Mr. Peravudh Lowhaphandu Deputy Managing Director
3. Mrs. Saranya Darakananda Director



By appointing an independent Nomination and Remuneration Committee, the Company's Board of Directors could scrutinize the processes of scouting and selecting qualified persons, in accordance with the instituted principles and procedures, prior to proposing them for approval by the Shareholders' Meeting.

The Nomination and Remuneration Committee, excluding the Director who was the beneficiaries, considered the 3 Directors who were due to retire, bore no inadmissible characters according to Article 86 of the Public Limited Company Acts B.E. 2535, Article 89/3 of the Securities and Exchange Acts B.E. 2535 and according to Article 68 of the Public Limited Company Acts B.E. 2535, they were qualified as being knowledgeable, capable, skillful, specialized and possessed diverse occupational experiences worthy of being a composition of the Board of Directors and was desirable to the nature of the Company's businesses. The Board of Directors, therefore, proposed the Shareholders to nominate the 3 Directors who were due to retire for another term .

**The Board's opinion :**

The Board of Directors, excluding the Directors who were the beneficiaries, agreed with the proposal of the Nomination and Remuneration Committee and proposed the Shareholders to nominate the 3 Directors who were due to retire for another term :

1. Mrs. Chantorntree Darakananda
2. Mr. Peravudh Lowhaphandu
3. Mrs. Saranya Darakananda

The above 3 Directors possessed full qualifications of Director in accordance with the Company's Articles of Association, the Public Limited Company Acts, and the Securities and the Stock Exchange of Thailand Acts and Regulations of the Company. (Appendices 3 and 4)

**5.2 Defining the Directors' Authorities.**

**The Board's opinion :**

It was agreed to propose to the Shareholders to define the authorities of the Directors: "Two Directors co-sign and affix the Company's seal, excluding Mrs. Oranuj Soongswang, Mr. Pilastpong Subsermsri and Mr. Preecha Wattanasaranont, the Audit Committee and/or Independent Directors."

**5.3 Authorizing the Directors' Remuneration.**

The criteria for determining the Directors' Remunerations would be reviewed annually by the Nomination and Remuneration Committee and the Board of Directors by comparing with the Registered Companies of comparable sizes, duties and responsibilities of the Board of Directors, the Company's performance and the suitability to the current economic situations. It was eventually agreed to propose to the Shareholders to fix the 2020 Directors' Remunerations at the amount of not exceeding Baht 1,500,000 per year (identical to the year 2019). The Board of Directors was assigned to distribute the allocations accordingly. (Details of each individual Director and other Sub-Committee members' Remunerations and Meeting Allowances, no other benefits, were recorded in the 2019 Annual Report page 21-22).

**The Board's opinion :**

It was agreed to propose to the Shareholders to fix the 2020 Directors' remuneration at an amount not exceeding Baht 1,500,000 per year (identical to the year 2019). The amount had been considered as appropriate by the Nomination and Remuneration Committee. The Board of Directors was assigned to handle the allocations accordingly.

## **Agenda 6 Appointing the 2020 Auditors and Fixing the Remunerations.**

In accordance with the Public Limited Company Acts and Article 52 of the Company's Articles of Association, the Annual General Meeting of Shareholders is to appoint the Auditors and determine their annual remunerations. The same Auditors may be reappointed.

The Audit Committee, after scrutinizing the qualifications of the Company 2020 Auditors and determining his/ her remunerations, advised the Board of Directors to propose for the Shareholders' approval to appoint

- |                  |                   |   |
|------------------|-------------------|---|
| 1. Ms. Sineenart | Jirachaikhuankhan | Certified Public Accountant No. 6287<br>(1 <sup>st</sup> year Certified Public Accountant) or |
| 2. Mr. Khitsada  | Lerdwana          | Certified Public Accountant No. 4958 or   |
| 3. Mr. Termphong | Opanaphan         | Certified Public Accountant No. 4501 or   |
| 4. Ms. Vissuta   | Jariyathanakorn   | Certified Public Accountant No. 3853  |

of EY Office Limited to be the 2020 Company's Auditors. These Auditors were Certified Public Accountant who had obtained approvals from the Securities and Exchange Commission (SEC). They were not related and/or not being a beneficiary to the Company/ its affiliated / executives / major shareholders or inter-related persons. They were therefore independent in their processes of reviewing and expressing their opinions on the Company's Financial Statements. The remuneration for auditing the Company's accounts including the reviewing of the 3 quarterly Financial Statements would be Baht 1,270,000, which is Baht 80,000 higher than the amount paid in 2019 due to the investment account must be audited in line with the Financial Reporting Standards No. 9 : Financial Instruments. There were no other service charges.

Ms. Sineenart Jirachaikhuankhan will become the Company's 1<sup>st</sup> year Auditor, replacing Mrs. Poonnard Paocharoen who has been the Company's Auditor for 7 years (5 years, from 2015 to 2019, as the signatory, plus another 2 years as an auditing supervisor with no signature affixed). This is in accordance with the Securities and Exchange Commission (SEC)'s regulation which requires a reshuffling of the registered company's auditor.

### **The Board's opinion :**

It was agreed to propose the Shareholders to appoint

- |                  |                   |   |
|------------------|-------------------|---|
| 1. Ms. Sineenart | Jirachaikhuankhan | Certified Public Accountant No. 6287<br>(1 <sup>st</sup> year Certified Public Accountant) or |
| 1. Mr. Khitsada  | Lerdwana          | Certified Public Accountant No. 4958 or   |
| 2. Mr. Termphong | Opanaphan         | Certified Public Accountant No. 4501 or   |
| 3. Ms. Vissuta   | Jariyathanakorn   | Certified Public Accountant No. 3853  |

of EY Office Limited as the Company 2020 Auditor. The remuneration for auditing the Company's accounts including the reviewing of the 3 quarterly Financial Statements would be Baht 1,270,000, which is Baht 80,000 higher than the amount paid in 2019 due to the investment account must be audited in line with the Financial Reporting Standards No. 9 : Financial Instruments. There were no other service charges.

The Company specified the closing date of the Registration Book on Share Transferring Suspension from March 31, 2020 until the completion of the Meeting in order to allow the Ordinary and Preferred Shareholders whose names listed on the closing date of the Registration Book, the rights to attend the 27<sup>th</sup> Annual General Meeting of Shareholders, to cast vote and to receive the 2019 rightful dividends.

Enclosed were documents appended for acknowledgement and consideration. The Company prepared the 2019 Annual Report in the form of QR Code. In case any Shareholder wishes to receive the Report in print, he/she is requested to contact the Company's Secretary Office, 8<sup>th</sup> Floor, No.1828 Sukhumvit Road, Phrakhanong Tai, Phrakhanong, Bangkok 10260. Telephone No : 0-2311-5111 Ext.7811 Fax: 0-2331-5668. The invitation to attend the 27<sup>th</sup> Annual General Meeting of Shareholders together with appended documents were posted on the Company's website (www.ut.co.th) on March 20, 2020.

All Shareholders are invited to attend the Meeting at the above-mentioned date time, and venue. The registration to attend the Meeting will commence from 8.00 hrs.

Yours sincerely,

By the order of the Board

-Signature-

Mrs. Chadaporn Jiemsakultrip

Company Secretary

**Guidelines for handling the proxy, the registration and identification for attending the Shareholders' Meeting.**

1. In case the Shareholder attends the Meeting in person, his/her identity card is to be presented on making registration.
2. In case of a proxy, the power of attorney is
  - 1) to be returned to the Company at least 1 day in advance to facilitate the meeting preparation, or
  - 2) to be presented at the meeting room ahead of the Meeting.

**Documents required for a proxy.**

**2.1 In case of an individual**

- 1) a power of attorney duly filled out, complete with the signatures of the principal and its proxy.
- 2) certified copies of the principal and its proxy's identifications, i.e. identity card or passport (for a foreigner).

**2.2 In case of a legal entity**

- 1) a power of attorney duly filled out, complete with the signatures of both the shareholding legal entity's authorized director(s) with seal (if any) affixed as the principal and the proxy.
- 2) certified copy (ies) of the identification of the shareholding legal entity's authorized director (s), i.e. identity card(s) or passport(s) (for foreigners).
- 3) copy of the shareholding legal entity's Corporate Certification issued by The Ministry of Commerce, certified by the legal entity authorized signature (s).
- 4) certified copy of the proxy's identification, i.e. the identity card or passport (for a foreigner)

(Translation)  
**Minutes of the Annual General Meeting of Shareholders No. 26**  
Of

**Union Textile Industries Public Company Limited**

Convened in the Meeting Room, 9<sup>th</sup> Floor, Saha-Union Head Office Building, No.1828 Sukhumvit Road,  
Phrakhanong Tai Sub-district, Phra Khanong District, Bangkok.

Held on 23 April 2019

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The Meeting started at 10.30 hrs.

Miss Dalad Saphavichaikul, Chairman of the Board of Directors, chaired the Meeting and informed the Meeting that there were 13 shareholders present in person representing 969,400 common shares and 0 preferred shares; and 37 shareholders by proxies representing 34,323,870 common shares and 14,998,330 preferred shares. There were 50 shareholders, common and preferred, in a total of 50,291,600 shares equivalent to 83.82 % of the registered share capital, constituting a quorum under the Company's Article of Association.

The Chairman opened the Meeting and introduced the Directors, members of subcommittees, executives and the attendees as follows:

**Attending directors**

1. Miss Dalad Saphavichaikul,	Chairman of the Board of Directors
2. Mrs. Oranuj Soongswang,	Independent Director/Chairman of the Audit Committee
3. Mr. Pilastpong Subsermsri,	Independent Director/Audit Committee/ Chairman of the Nomination and Remuneration Committee
4. Mr. Preecha Wattanasaranon,	Independent Director/Audit Committee/ Nomination and Remuneration Committee
5. Mrs. Pimporn Chotirattanakul,	Managing Director
6. Mr. Chutindhon Darakananda,	Director
7. Capt. Supich Sankhagowit, RTN,	Assistant Managing Director
8. Mrs. Chantrontree Darakananda,	Director/ Nomination and Remuneration Committee
9. Mrs. Saranya Darakananda	Director

The Company's board of directors has 9 members attended the meeting, all of 9 members equivalent to 100% of the board.

**Attendees**

1 Miss Sineenart Jirachaikhuan Khan,	Company auditors from EY Office Limited.
2 Miss Utchanothai Poosanasuwansri,	EY Office Limited.
3 Miss Prayoon Sripraram,	Finance and Accounting Manager.
4 Mrs. Chadaporn Jeamsakulthip,	Company Secretary.

Before proceeding with the meeting agendas, the Chairman advised that

- A resolution in each agenda shall be passed on the basis of 1 (one) share per 1 (one) vote.
- For shareholders who, represented by proxies and cast votes for each agenda in the Proxy Form, the Company collected and will be added to the votes counted in this meeting.
- For this Meeting, the shareholders present in persons or by proxies entitled to vote shall cast their votes in favor, objections or abstentions, in the ballot cards received upon registration. For convenience, counting votes of objection or abstention only. Shareholders who cast their votes,

objection or abstention, show the voted cards so that the company staff collected such ballots so as to subtract from the total number of votes. The remaining are in the favor votes count.

- The Company will report the result of the vote count of each agenda after the completion of the meeting conduct.
- After completion of the meeting, conduct, the Company requested shareholders to cooperate returning all the ballots for use as reference documented.
- For transparency of vote counting, asking any shareholder volunteer to be witnesses of the vote counting whom Miss Timpika Muratha, a proxy from the Bangkok Bank Public Company Limited, consented.

The Chairman then informed the Meeting that, as the Company offered shareholders with an opportunity to propose matters that might be benefits to the Company to be included in the AGM agenda in advance as per the criteria and methods prescribed by the Company during 1 October 2018 to 31 December 2018 through the Company's website. Finally, there were no shareholder proposing any matter to be considered as a meeting agenda.

The Chairman then proceeded with the agenda of the Meeting as follows:

#### **Agenda 1 Certifying the Minutes of the Annual General Meeting of the Shareholders No. 25**

The Chairman informed the Meeting that the Company prepared the Minutes of the Annual General Meeting of Shareholders No.25 convened dated 24 April 2018, completed within 14 days after the meeting date and submitted a copy of the minutes of the meeting to the Stock Exchange of Thailand (SET) and the Ministry of Commerce within the period prescribed by law, and also disclosed on the Company's website. And sent the minutes of the meeting together with the invitation letter for consideration in advance. The Chairman, thus proposed the Meeting to certify the Minutes of the Annual General Meeting of Shareholders No.25.

The Chairman asked for shareholders raising questions, but there were no question or giving an opinion.

(Remark: On this agenda, there were 1 additional shareholders representing 1,000 shares attended the Meeting).

Resolution: The Meeting unanimously certified the Minute of the Annual General Meeting of the Shareholders No.25, with 50,292,600 votes in favor; 0 objection; 0 abstention; and 0 voided ballots.

#### **Agenda 2 Acknowledging the report on the Company's operating performances of the previous year.**

The Chairman assigned Mrs. Pimporn Chotirattanakul, Managing Director, reported the Company's operating results of the previous year to the Meeting for acknowledgment.

Mrs. Pimporn Chotirattanakul, Managing Director, reported as follows;

##### **General situations in 2018:**

- The economic situation of the trading partners' countries still slows down.
- Issues leaving the European Union of the United Kingdom (Brexit) still not reach agreements, affecting on economic uncertainty.
- The US-China trade war affects trusts, trades, and investments in worldwide
- The US Trading Policy affects the US dollar weakness.
- The textile productivity as a whole decreased due to imported fabrics and garments from China.

Factors that affect business operations:

- Economic of the trading partners' countries affects the volume of sales orders.
- The uncertainty of world crude oil prices.
- The fluctuations of exchange rates.
- Cotton prices in world market varied in accordance with cotton quantities available.
- Shortage of labor force and higher labor wages than competitive countries.

For the operating results of 2018, the Company had incomes from sales and services 760 million Baht, increased 4 million Baht or 1% from the previous year; comprising export sales 651 million Baht, local sales 109 million Baht, and other incomes 60 million Baht. The Company had total revenue of 820 million Baht, increased by 5 million Baht or 1%. The costs and expenses consisted of the costs of sales 722 million Baht, the selling expenses 25 million Baht, administrative expenses 52 million Baht, and financial costs 1 million Baht and deferred tax expenses 1 million Baht. The Company had 19 million Baht net profit in the Separate financial statements.

For asset management, financial position and liquidity as of 31 December 2018, the Company had total assets of 854 million Baht, total liabilities of 124 million Baht and shareholders' equity of 730 million Baht. Showing D/E ratio was equal to 0.17:1 times and the liquid ratio was equal to 5.54 times, indicating that the financial status of the Company was secured and high liquidity.

For Anti-corruption measures, the Company holds a policy of doing business based on its core values, "Integrity Quality Service". The board defined the Company manual of good corporate governance and business ethics and implemented as a code of conducts, including having the intention to cooperate and support measures of the Private Sector Collective Action Coalition Against Corruption by setting guidelines and provide communication channels for the stakeholders be able to inform or complaint issue at the secretary of the Audit Committee.

The Chairman asked for shareholders raising questions, but there were no question or giving an opinion.

**Resolution:** The Meeting acknowledged the Company's performance report of the past year.

**Agenda 3 Approving the Balance Sheet and Statements of Profit and Loss or Report and financial statement for the year ended 31 December 2018**

The Chairman advised the Meeting that, according to the Public Limited Companies Act and the Company's Article of Association, Article 44, defined that the Company shall prepare the balance sheets and the profit and loss accounts for the year ended on the Company's accounting period; and shall provide the audit and certification from the auditor to be proposed to the Annual General Meeting of Shareholders for consideration and approval.

The Board of Directors considered the matter and deemed to propose shareholders consider and approve the balance sheets and the profit and loss accounts (financial statements) for the year ended 31 December 2018 audited by the Company auditor of EY Office Limited and certified by the Audit Committees and Board of Directors. Details of the financial statements appeared in the Annual Report of 2018 from Page 52 onwards.

The Chairman asked for shareholders raising questions, but there were no question or giving an opinion.

**Resolution:** The Meeting unanimously endorsed the Balance Sheet and Profit and Loss Statement for the year ending 31 December 2018, with 50,292,600 votes in favor; 0 objection; 0 abstention; 0 voided ballots.

#### **Agenda 4 Approving the appropriation of profit allocation.**

The Chairman advised the Meeting that the Company has a policy of dividend payment based on operating results at the rate of not less than one-third of the annual net profits after deduction of accumulated loss (if any) as per the separate financial statements

According to the separate financial statements of 2018 ended 31 December 2018, audited and certified by the auditor and approved by the Audit Committees, the Company had net profit amounted to 19,419,990 Baht. The Company completely has legal reserves as per the Company's Article of Association, but still has cumulative losses amounted of 43,670,364 Baht. The Board of Directors then deem to propose the matter to the shareholders for consideration and approval of cessation of dividend payment for the Common Shareholders for the year 2018. For dividend the Preferred Shareholders entitled to receive according to the Company's Article of Association at the rate 14% annually, the Preferred Shareholders have their rights to receive the dividend of 2018, accumulated for a period no longer than 7 years.

The Chairman asked for shareholders raising questions, but there were no question or giving an opinion.

**Resolution:** The Meeting resolved to cease of dividend payment for the Common Shareholders for the year 2018 due to the Company still had accumulated loss. For the Preferred Shareholders entitled to receive according to the Company's Article of Association at 14% annually, have their right to receive dividend of 2018, accumulated for a period no longer than 7 years, with 50,292,600 votes in favor; 0 objection; 0 abstention; and 0 voided ballots.

#### **Agenda 5 Appointing the new Directors, defining their authorities and fixing remuneration.**

##### **5.1 Appointing the new Directors.**

The Chairman advised the meeting that, according to the Public Limited Companies Act and the Company's Article of Association, Article 19, prescribed that at each Annual Shareholders' General Meetings, one- third of the directors shall be retired and may be re-elected.

At present, the Company has 9 directors. In this Annual General Meeting of Shareholders, there are 3 directors to be released from office by rotation, namely:

1. Mrs. Oranuj Soongswang,
2. Mr. Chutindhon Darakananda
3. Mr. Preecha Wattanasaranont.

The Board of Directors, excluding the relevant directors, considered the matter and passed a resolution to approve according to the guidelines for consideration as proposed by the Nomination and Remuneration Committee. Therefore, it was deemed expedient to nominate them to shareholders to consider and re-elect all 3 retired directors as the Company's directors for another term in office; whereas, the above-mentioned persons are fully qualified according to the Articles of Association, the Public Limited Companies Act and the criteria as prescribed by the Company. For more details, please see the Enclosures No. 3 and 5 provided with the notification to attend the Shareholders' General Meeting.

Both Mrs. Oranuj Soongswang and Mr. Preecha Wattanasaranont, Independent Directors, nominated for reelected for another term in office, not being a connected person with companies / subsidiaries / affiliates or juristic persons who may have conflicts of interest; and has the qualifications of an independent director in accordance with the criteria of SET and SEC; capable to work with board of directors efficiency and freely give opinions. Detailed profiles as shown in the Enclosure No. 4.

Before the passing of resolution for election of directors, the Chairman requested shareholders

to consider the procedure of director election whether directors should be elected wholly or individually.

Mr. Wittaya Chankam, a proxy of minority shareholders, proposed that election method would be wholly elected and re-elect the 3 retired directors, proposed by the Board of Directors, for another term in office.

**Resolutions:** The Meeting considered the matters and passed resolutions, as follows:

1) Approved unanimously the method of directors election as a whole, with 50,292,600 votes in favor; 0 objection; 0 abstention; and 0 voided ballots.

2) Approved unanimously the re-elected 3 retired directors for another term in office, namely: 1) Mrs. Oranuj Soongswang, 2) Mr. Chutindhon Darakananda, and 3) Mr. Preecha Wattanasaranont.

With 50,292,600 votes in favor: 0 objection; 0 abstention; and 0 voided ballots.

## 5.2 Defining the Directors' Authorities.

The Chairman reported to the Meeting that the Board of Directors proposed the matter for shareholders' consideration and determination of Directors' authorities, as follows: "Two Directors, with the exceptions of Mrs. Oranuj Soongswang, Mr. Pilastpong Subsermsri and Mr. Preecha Wattanasaranon, who are the Audit Committee and/or Independent Directors, co-sign and affix the Company Seal".

**Resolution:** The Meeting unanimously defined the scope of Directors' authority as follows: "Two Directors, with the exceptions of Mrs. Oranuj Soongswang, Mr. Pilastpong Subsermsri and Mr. Price Wattanasaranon, who are the Audit Committee and/or Independent Directors, co-sign and affix the Company Seal" with 50,292,600 votes in favor; 0 objection; 0 abstention; and 0 voided ballots.

## 5.3 Fixing the Directors' Remuneration.

The Chairman informed the Meeting that the Board of Directors deemed proposing for shareholders' consideration and approval of remunerations of the Board of Directors for the year 2019, duly considered by the Nomination and Remuneration Committee, with the amount of not exceeding 1,500,000 Baht per year (same as the year 2018); and assigned the Board of Directors to consider the allocations appropriated. (Details of the remuneration of each member of the Board of Directors and subcommittees were shown in the Annual Report of 2018; Page 20).

**Resolution:** The Meeting unanimously approved to fix the 2019 Directors' remuneration in an amount not exceeding 1,500,000 Baht per year (as the year 2018). And assigned the Board of Directors to consider the allocations appropriated, with 50,292,600 votes in favor; 0 objection; 0 abstention; and 0 voided ballots.

## Agenda 6 Appointment of the Auditors for 2019 and Fixing their remunerations.

The Chairman reported to the Meeting that, according to the Public Limited Companies Act and the Company's Article of Association, Article 52, defined that the Annual General Meeting of Shareholders shall appoint the auditor and fix auditing fees on an annual basis; provided that the existing auditor may be reappointed.

The Board of Directors considered the matter and pass resolution according to the Audit Committee approved to propose shareholders for consideration and appointment auditors, namely;

- |   |                         |   |
|---|-------------------------|---|
| 1 | Mrs. Ponnard Paچارoen   | CPA No.5238 (Company auditor year 5) or |
| 2 | Mr. Khitsada Lerdwana   | CPA No.4958 or                          |
| 3 | Mr. Termphong Opanaphan | CPA No.4501 or                          |



4 Miss Vissuta Jariyathanakorn CPA No. 3853.

The said auditors of EY Office Limited are being the Company auditor of 2019; approved by the Securities and Exchange Commission (SEC); no relationship and/or interest with company / subsidiaries / executives / major shareholders or the related parties; having adequate independence for auditing and expressing opinions on the Company's financial statements (not being the auditor of associated companies which appointed its own auditor). The Board of Directors considered and fixed the auditing fees, including reviews of financial statements for 3 quarters, amounted to 1,190,000 Baht, increased 90,000 Baht from 2018; there are no other service fees.

**Resolution:** The Meeting considered the matter and passed a resolution to appoint auditors of EY Office Limited to be the Company auditor of 2019, namely

- 1 Mrs. Poonnard Paocharoen CPA No.5238 (Company auditor year 5) or
- 2 Mr. Khitsada Lerdwana CPA No.4958 or
- 3 Mr. Termphong Opanaphan CPA No.4501 or
- 4 Miss Vissuta Jariyathanakorn CPA No. 3853.

The remuneration of the Company's audit fees, including reviews of financial statements for 3 quarters, amounted to 1,190,000 Baht, increased 90,000 Baht from 2018 and no other service fees, with 50,292,600 votes in favor; 0 objection; 0 abstention; and 0 voided ballots.

**Agenda 7 Considering and Approving the amendment to the Company's Article of Association No.34**

The Chairman informed the meeting that according to the Order of the Head of the National Council for Peace and Order No. 21/2560 on Amendments of Law to Facilitate the Ease of Doing Business, amended Section 100 of the Public Limited Companies Act B.E. 2535 on Rights of shareholders to call an extraordinary meeting. Therefore, the Company's Article of Association, Article34 should be amended align with the Laws.

The Board of Directors considered the matter and passed a resolution to propose shareholders to consider and approve the amendment of the Company's Article of Association, Article 34 to align with the Laws, by repealed the existing Article and replaced with the amended Article as per proposed. Such details appeared on page 5 of the AGM invitation letter sent in advance for consideration as follows;

Existing Article	Amended Article being proposed
Article 34: The shareholders holding not less than one fifth of the aggregate number of shares sold, or not less than 25 shareholders holding not less than one tenth of the aggregate number of the shares sold, may at any time request in writing that the Board of Directors summons an extraordinary meeting, provided that the reasons for summoning such meeting be clearly stated in such request. In this regard, the Board of Directors shall summon a shareholders' meeting to be held within 1 month from the date of the receipt of the request from the shareholders.	Article 34: One or more shareholders holding not less than ten percent of the aggregate number of shares sold may, by subscribing their names, at any time request in writing that the Board of Directors summons an extraordinary meeting, provided that the reasons for summoning such meeting are clearly stated in such request. In this regard, the Board of Directors shall summon a shareholders' meeting to be held within forty-five days from the date of the receipt of the request from the shareholders.  In case the Board of Directors fails to arrange for the meeting within the specified period under paragraph one, the shareholders who have subscribed their names or other

Existing Article	Amended Article being proposed
	<p>shareholders holding the required aggregate number of shares may themselves summon the meeting within forty-five days from the date of expiration of the period under paragraph one. In such case, the meeting is deemed to be a shareholders' meeting called by the Board of Directors and the Company shall be responsible for relevant expenses incurred in the course of convening such meeting and also provide appropriate facilitation.</p> <p>In case the number of shareholders present at any meeting summoned by the shareholders under paragraph two does not constitute a quorum as prescribed in the Article 36, the shareholders under paragraph two shall jointly compensate the Company for the expenses incurred in holding such meeting.</p>

**Resolution:** The Meeting considered and unanimously approved the amendment of the Company's Article of Association, Article 34 to align with the Laws with 50,292,600 votes in favor; 0 objection; 0 abstention; and 0 voided ballots.

The Chairman informed that the Meeting was completely conducted according to the agendas and asked the Meeting if the shareholders will propose opinion or give suggestions.

Miss Puttrawee Kositungkool, proxy from Thai Investor Association asked whether;

1. Situations and world economics have changed, how do the Company strategies in doing business in order to be in competitiveness.
2. The Company does give importance of new machines or technology or not.
3. The parent company has campaigned for subsidiary companies do business with anti-corruption policy.

The Chairman assigned the Managing Director replied;

1. For the past few years, world economic slowed down, most of the Company's income came from export sales; Strategy for doing business of the Company are response to major customers' requirements so as to increase sales quantities and product development to value added; Cost that affected from major external factors were the exchange rates, in which the Company closely followed its fluctuation and set a measure making forward contracts to cover the values of customers' purchase orders on hand to mitigate risk. For impact from the domestic economy, the Company keeps existing customers and looking for new customers; develop quality level and increase production efficiency; including taking care and develop employee capabilities who are an important asset to textile industry, which difficult to recruit, having skilled, and works so hard as to keep employees working together longer with happily. At present, the Company had a turnover rate quite low, most employees have been working at the Company for many years.
2. The Company's products are gray fabrics that customers have to put into dyeing and finishing process to make finished fabrics used as raw materials of workwear productions. Regarding yarn spinning and fabric weaving, not much changes in new technologies, and the Company has more concentrated on the importance to products value added.

The Chairman added that companies in the Saha-Union group have 4 listed companies on the Stock Exchange of Thailand. The Saha-Union Public Company Limited, parent company, has a policy that all companies in the Saha-Union group doing business under core value: Integrity, Quality Service; give importance and commitment to against corruptions; having an internal audit process and communication channel for stakeholders. The Saha-Union group of companies has been well-known and acknowledge on transparency for years; and apply 71 checklists of the Private Sector Collective Action Coalition Against Corruption (CAC) being policy and guidelines regarding anti-corruption of the Saha-Union group.

Lastly, the Company has been in textile business for many years: well-known, accepted and trustworthy of customers for quality. Although there were difficulties for some time, but the board and management fully commit hard-working. Thus, would like to ask shareholders to give encourage working and if there are useful suggestions, the Company willing to accept for consideration. The Company shall not stand still, but improving business-doing to a more sustainable.

The Chairman then informed the vote result of each agenda; and on behalf of the Board of Directors thanked Miss Timpika Muratha , proxy from the Bangkok Bank Public Company Limited, for acting the witness of vote counting; also, thanked you to shareholders for attending the Meeting, giving some useful suggestions that benefits to the Company. The Chairman then declared the meeting adjourned.

The meeting was adjourned at 11.16 hrs.

(Signed)	-signed- (Miss Dalad Saphavichaikul)	Chairman of the Meeting
(Signed)	-signed- (Mrs. Chadaporn Jiemsakultip)	Company Secretary

## Information of Nominated Person to be the Director

## A Brief Personal Profile of Nominated Person

Name-Surname	1. Mrs. Chantorntree Darakananda
Current Position	Director / Nomination and Remuneration Committee
Director Type for Nomination	Non-Executive Director
Age	56 years
Education	<ul style="list-style-type: none"> <li>- Doctor of Medicine, Chulalongkorn University</li> <li>- Executive MBA, Sasin Graduate Institute of Business Administration of Chulalongkorn University</li> </ul>
IOD Certification Program	- Director Accreditation Program (DAP) Class 5/2003
Experiences	<ul style="list-style-type: none"> <li>- 1990 – February 2017 Director, Ladphrao Hospital Public Company Limited</li> <li>- 1994 – 2008 Deputy Managing Director, Union Industries Corp., Ltd.</li> <li>- 2002 – 2008 Deputy Managing Director, Union Thread Industries Co., Ltd.</li> <li>- 2002 – 2008 Director, Saha-Union Public Company Limited</li> <li>- 2002 – 2009 Director, Union Textile Industries Public Company Limited</li> <li>- 2002 – 2014 Director, Pro-Lab Co., Ltd.</li> <li>- 2009 – March 2017 Deputy Managing Director, Venus Thread Co., Ltd.</li> <li>- 2009 – March 2017 Deputy Managing Director, Union Zip Co., Ltd.</li> <li>- 2013 – September 2014 Director, Saha-Union Public Company Limited</li> <li>- September 2014 – 2016 Executive Vice President, Saha-Union Public Company Limited</li> <li>- May 2014 – March 2017 Director, The Royal Hotel Co., Ltd.</li> </ul>
Current Positions	<p><b>Companies in SET</b></p> <ul style="list-style-type: none"> <li>- June 2014 – Present Director, Union Plastic Public Company Limited</li> <li>- January 2015 – Present Director, Union Textile Industries Public Company Limited</li> <li>- May 2015 – Present Nomination and Remuneration Director, Union Textile Industries Public Company Limited</li> <li>- April 2015 – Present Director, Union Pioneer Public Company Limited</li> <li>- 2017 – Present President, Saha-Union Public Company Limited</li> </ul> <p><b>Other Companies</b></p> <ul style="list-style-type: none"> <li>- April 2015 – Present Director, Computer Union Co., Ltd.</li> <li>- April 2015 – Present Director, Union Zojirushi Co., Ltd.</li> <li>- April 2015 – Present Director, Union Nifco Co., Ltd.</li> <li>- April 2015 – Present Director, Union Rubber Products Corp., Ltd.</li> <li>- April 2015 – Present Director, Thai Rubber Enterprise Co., Ltd.</li> <li>- April 2015 – Present Director, Union Stainless Steel Products Co., Ltd.</li> <li>- August 2015 – Present Director, Sukhumvit 62 Medical Limited.</li> <li>- March 2016 – Present Director, Union Thai-Nichiban Co., Ltd.</li> <li>- March 2017 – Present Director, Union Zip Co., Ltd.</li> <li>- December 2017 – Present Director, Navavej International Hospital Public Company Limited</li> <li>- Present Director, Other Companies in Saha-Union Group</li> </ul> <p><b>Other Companies who possibly in Conflict of Interest</b></p> <p>-None-</p>
Year of Directorship	5 years
The date on which the directors.	1 January 2015
No. of Shareholding in Company	215,200 shares or 0.3586%
No. of BOD Meeting Attendance	11/12
No. of Nomination and Remuneration Committee Attendance	2/2
No. of Shareholding Meeting	1/1
Criteria and Process for Nomination Director	Attachment 4

Name-Surname	2. Mr. Peravudh Lowhaphandu
Current Position	Deputy Managing Director
Director Type for Nomination	Executive Director
Age	49 years
Education	<ul style="list-style-type: none"> <li>- Bachelor of Science, Materials Science and Engineering, Carnegie Mellon University, Pittsburgh, PA, USA</li> <li>- Master of Science, Materials Science and Engineering, Case Western Reserve University, Cleveland, OH, USA</li> <li>- Doctor of Philosophy, Materials Science and Engineering, Case Western Reserve University, Cleveland, OH, USA</li> <li>- Master of Business Administration (Executive), Sasin Graduate Institute of Business Administration, Chulalongkorn University</li> </ul>
IOD Certification Program	- Director Accreditation Program (DAP) Class 168/2020
Experiences	<ul style="list-style-type: none"> <li>- January 2012 – March 2015                      Application Technology Sales Manager, Linde (Thailand) Public Company Limited</li> <li>- April 2015 – December 2017                      Head of Marketing, Linde (Thailand) Public Company Limited</li> <li>- April 2019 – October 2019                      Business Development Director, Sripot Company Limited</li> <li>- November 2019 – December 2019                      Deputy Managing Director, Union Textile Industries Public Company Limited</li> </ul>
Current Positions	<p><b>Companies in SET</b></p> <ul style="list-style-type: none"> <li>- January 2020 - Present                      Deputy Managing Director, Union Textile Industries Public Company Limited</li> </ul> <p><b>Other Companies</b></p> <p>-None-</p> <p><b>Other Companies who possibly in Conflict of Interest</b></p> <p>-None-</p>
Year of Directorship	3 months
The date on which the directors.	1 January 2020
No. of Shareholding in Company	-None- shares or -0%
No. of BOD Meeting Attendance	3/3
No. of Shareholding Meeting	0/0
Criteria and Process for Nomination Director	Attachment 4

Name-Surname	3. Mrs. Saranya Darakananda	
Current Position	Director	
Director Type for Nomination	Non - Executive Director	
Age	44 years	
Education	<ul style="list-style-type: none"> <li>- Master Degree, M.Sc. International Relations, LSE, University of London</li> <li>- Bachelor Degree in Political Science, Major International Relations Thammasat University</li> </ul>	
IOD Certification Program	- Director Accreditation Program (DAP) Class 126/2016	
Experiences	<ul style="list-style-type: none"> <li>- September 2001 – June 2004                      Second Secretary, Ministry of Foreign Affairs, Thailand</li> <li>- July 2004 – June 2006                              Consul, Royal Thai Consulate-General, Ho Chi Minh City, Vietnam</li> <li>- July 2006 – December 2016                      Export Director, Bangkok Cycle Industrial Co., Ltd.</li> </ul>	
Current Positions	<p><b>Companies in SET</b></p> <ul style="list-style-type: none"> <li>- January 2016 – Present                              Director, Union Textile Industries Public Company Limited</li> </ul> <p><b>Other Companies</b></p> <ul style="list-style-type: none"> <li>- February 2017 – Present                              Project Manager, Union Zojirushi Company Limited</li> <li>- April 2017 – Present                                      Director Union Construction Corporation Limited</li> <li>- April 2018 – Present                                      Director, Venus Products Company Limited</li> <li>- April 2018 – Present                                      Director, Union Resource Holdings Company limited</li> </ul> <p><b>Other Companies who possibly in Conflict of Interest</b></p> <p>-None-</p>	
Year of Directorship	4 years	
The date on which the directors.	January 2016	
No. of Shareholding in Company	-None- shares or -0%	
No. of BOD Meeting Attendance	10/12	
No. of Shareholding Meeting	1/1	
Criteria and Process for Nomination Director	Attachment 4	

## Union Textile Industries Public Company Limited's Directors List

- |                      |                 |   |
|----------------------|-----------------|---|
| 1. Miss Dalad        | Sapthavichaikul | Chairman  |
| 2. Mrs. Oranuj       | Soongswang      | Chairman of the Audit Committee / Independent Director  |
| 3. Mr. Pilastpong    | Subsermsri      | Audit Committee / Independent Director /<br>Chairman of Nomination and Remuneration Committee |
| 4. Mr. Preecha       | Wattanasaranont | Audit Committee / Independent Director /<br>Nomination and Remuneration Committee             |
| 5. Mrs. Pimporn      | Chotirattanakul | Managing Director   |
| 6. Mr. Chutindhon    | Darakananda     | Director  |
| 7. Mrs. Chantorntree | Darakananda     | Director / Nomination and Remuneration Committee  |
| 8. Mr. Peravudh      | Lowhaphandu     | Deputy Managing Director  |
| 9. Mrs. Saranya      | Darakananda     | Director  |

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## **Criteria and Process for Nomination Director**

Determined by the Company's Board of Directors and the Nomination and Remuneration Committee. A person who has been named as the fully qualified by the Companies Act 2535 is deemed to be a director of the Company. And must have the following qualifications and prohibitions.

(1) Having the qualifications according to the Public Company Act, Securities and Exchange Act and the Good Corporate Governance of the Company.

(2) Being of knowledgeable, capable, independent, dedicated with suitable age and ability to perform director's duties with care and loyalty. Reputable businesspersons of integrity and superb professional references may also qualify as nominees.

(3) Having the skill of industry knowledge, accounting& finance, business judgment, management skill, business strategy, corporate governance and legal.

(4) The Nomination Director and Remuneration Committee consider the candidates for director nominees and proposed to the Board of Director to approval before proposed to the Shareholders.

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**Articles of Association of UT Pertinent to the Shareholders' Meeting**
**Shareholders' Meeting**

**Article 33** The Board of Directors shall arrange for an Annual Shareholders' General Meeting to be held within 4 months after the end of the Company's fiscal year. All other General Meeting of Shareholders are to be called "Extraordinary Meeting". The Board of Directors may call an Extraordinary Meeting whenever deemed appropriate.

**Article 35** The Board of Directors shall call a Shareholders' Meeting by sending a notification to the shareholders and the Registrar not less than 7 days before the date of the Meeting. The notification shall specify the place, date, time, agenda and subject to be brought to the Meeting. Each topic, with sufficient details, including the Board's opinion, should be classified whether for acknowledgement, approval or consideration. Such notification shall be published in a newspaper for 3 consecutive days and not less than 3 days prior to the date of the Meeting.

**Article 36** To constitute a quorum, a Shareholders' Meeting shall

- be attended by not less than 25 shareholders or their proxies, or
- not less than 50% of the total number of shareholders whichever is lower, and
- total shareholding of participants must exceed 1/3 of total shares subscribed.

In the event that the number of shareholders falls to constitute a quorum 1 hour after the appointed time:

- the Meeting, if originated by the shareholders' request, shall be annulled.
- otherwise, a new Meeting shall be called forth and new notification sent to the shareholders at least 7 days before the meeting date and this Meeting needs no quorum stipulated.

**Article 38** The topics to be brought to the Annual Shareholders' General Meeting are:

1. Acknowledgement on the Board of Directors' report on previous year's activities;
2. Consideration and approval of the Balance Sheet, Profit and Loss Statement;
3. Appropriation of profits;
4. Election of directors to replace those retired in the expiration of their terms;
5. Appointment of auditors and determination of their remunerations; and
6. Other matters.

**Article 39** The Chairman of the Board shall preside over the Shareholders' Meeting. In case the Chairman is absent/unable to perform his duties, the Vice-Chairman (if any) shall take the chair, if the Vice-Chairman is unavailable/unable to perform his duties, the shareholders shall elect one among themselves as the Chairman of the Meeting.

**Article 40** The Chairman of the Shareholders' Meeting has to abide by the Company's Articles of Association. The Meeting shall be conducted according to the agenda laid down in the notification for the Meeting, unless the majority of not less than 2/3 of the participants votes to reshuffle the sequence.

**Proxy for Shareholders' Meeting and Voting Rights**

**Article 37** Decisions of the Meeting shall be made by majority votes of the shareholders present in the Meeting, unless the laws or the Articles of Association stipulated otherwise.

Each share shall have one vote, however any shareholder having direct interest in any matter, shall have no right to vote on that particular matter. With the exception on the election of Directors, each shareholder is free to exercise his vote without any restriction.

In case the vote is tied, the Chairman of the Meeting, a non-shareholder notwithstanding, shall cast the deciding vote.

**Article 41** The shareholders may allow a proxy to attend the Meeting and casting a vote by submitting the deed of substitution, as transcribed by the Registrar, to the Chairman or his assignee at the Meeting place.

**Director's Qualifications, Elections and Terms**

**Article 17** The Company shall have a Board of Director comprising of minimum 5 directors. Not less than half of which must take residency in the kingdom and not less than 3/4 of the total number must hold Thai nationality.

**Article 18** The director shall be elected at the Shareholders' Meeting in accordance with the following rules and procedures:

1. Each shareholder shall have one vote per share;
2. Votes may be cast for each director individually or as a group for a full Board depending on the choice of each meeting.
3. However, each shareholder's right under (1) must be executed.
4. Election is based on majority vote. In case of a tie, the Chairman will exercise the deciding vote.

**Article 19** At each Annual Shareholders' General Meeting, 1/3 of the directors shall be retired. If the number is undividable, then the number closest to 1/3 shall be accounted for.

In the 1<sup>st</sup> and 2<sup>nd</sup> year after the Company's registration, the directors shall be retired by lots. In subsequent years, the longest serving directors shall retire.

The retired directors can be re-elected.

**Article 20** The retirement of directors, besides completing the terms, are by his/her:

- 1) Death;
- 2) Resignation;
- 3) Disqualification or forbidden by law;
- 4) Voted out of office at the Shareholders' Meeting by voters whose number not less than 3/4 of those attended, who command not less than 50% of shares with voting rights participated in the Meeting;
- 5) By court order.

### **The Directors' Remunerations**

**Article 29** The Directors are entitled to cash reward, meeting allowance, per-diem, grant, bonus or other benefits in accordance with the Articles of Association or as consented by the Shareholders' Meeting. The amount may either be fixed or laid down in principle and determined on each occasion.

The above paragraph shall not affect the rights of the Company employee, who is concurrently elected director to receive the usual remunerations and benefits from his/her employment.

### **The Dividend Payments**

**Article 46** Dividends shall only be made from profit. The remaining balance of which may be allotted to any reserve funds as agreed by the Board of Directors.

The Board of Directors may, on occasion the profit justifies, pay interim dividend to shareholders. In so doing, the next Shareholders' Meeting shall be duly informed.

Dividends shall be made within the timeframe given by laws. Written notification shall be sent to shareholders and advertised in the newspaper.

**Article 47** A minimum of 10% of the annual net profit, after accumulated loss (if any), shall be appropriated to a reserve fund until the total is not less than 25% of the registered capital.

### **The Qualifications, Appointments, Fee Allotments and Participations in Shareholders' Meeting of the Auditor.**

**Article 49** The auditor may be a shareholder but not a director, employee or holder of any office of the Company.

**Article 51** The auditor is obliged to attend all Shareholders' Meeting that involve scrutinies of the Balance Sheet, Statement of Profit and Loss in order to clarify all questions related to the Company's accounts and the auditing processes. The Company shall provide the auditor all reports and documents distributable to the shareholders in the Meeting.

**Article 52** The General Shareholders' Meeting shall appoint the auditor and deciding the auditing fee annually. Reappointment of the auditor is allowable.

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หนังสือมอบฉันทะ (แบบ ข)  
Proxy (Form B)

เลขทะเบียนผู้ถือหุ้น  
Shareholder's Registration No.

เขียนที่ \_\_\_\_\_  
Written at  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

1. ข้าพเจ้า/I/We..... สัญชาติ / Nationality.....  
อยู่บ้านเลขที่ / Address.....  
.....

เป็นผู้ถือหุ้นของ บริษัท ยูเนียนอุตสาหกรรมสิ่งทอ จำกัด (มหาชน)

being a shareholder of Union Textile Industries Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
holding the total amount of \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes as follows:  
☐ หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes  
☐ หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preferred share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes

2. ขอมอบฉันทะให้ / Hereby appoint

- ☐ 1. นางอรนุช สูงสว่าง ประธานกรรมการตรวจสอบ/กรรมการอิสระ อายุ 69 ปี  
Mrs. Oranuj Soongswang Chairman of the Audit Committee/Independent Director Age 69 Years  
อยู่บ้านเลขที่ 11/140 ซอยวัฒนวงศ์ แขวงมักกะสัน เขตราชเทวี กรุงเทพมหานคร 10400 หรือ  
Address 11/140 Soi Wattanawong, Makkasan, Ratchathewi, Bangkok 10400 or
- ☐ 2. นายพิลาตพงษ์ ทรัพย์เสริมศรี กรรมการตรวจสอบ/กรรมการอิสระ อายุ 70 ปี  
Mr. Pilastpong Subsermsri Audit Committee/ Independent Director Age 70 Years  
อยู่บ้านเลขที่ 12 ซอยพหโยธิน 44 แขวงเสนานิคม เขตจตุจักร กรุงเทพมหานคร 10900 หรือ  
Address 12 Soi Phaholyotin 44, Senaikom, Jatujak, Bangkok 10900 or
- ☐ 3. นายปรีชา วัฒนศรานนท์ กรรมการตรวจสอบ/กรรมการอิสระ อายุ 68 ปี  
Mr. Preecha Wattanasaranont Audit Committee/ Independent Director Age 68 Years  
อยู่บ้านเลขที่ 112 ซอยพัฒนาการ 53 ถนนพัฒนาการ แขวงสวนหลวง เขตสวนหลวง กรุงเทพมหานคร 10250 หรือ  
Address 112 Soi Pattanakarn 53 Pattanakarn Road, Suanluan, Bangkok 10250 or
- ☐ 4. นาย/นาง/นางสาว/Mr./Mrs./Miss ..... อายุ/Age..... ปี/Years  
อยู่บ้านเลขที่/Address ..... ถนน/Road ..... ตำบล/แขวง/Sub-District .....  
อำเภอ/เขต/District ..... จังหวัด/Province ..... รหัสไปรษณีย์/ Zip Code ..... หรือ/or

นาย/นาง/นางสาว/Mr./Mrs./Miss .....อายุ/Age..... ปี/Years  
 อยู่บ้านเลขที่/Address ..... ถนน/Road ..... ตำบล/แขวง/Sub-District .....  
 อำเภอ/เขต/District ..... จังหวัด/Province ..... รหัสไปรษณีย์/ Zip Code ..... หรือ/or

นาย/นาง/นางสาว/Mr./Mrs./Miss .....อายุ/Age..... ปี/Years  
 อยู่บ้านเลขที่/Address ..... ถนน/Road ..... ตำบล/แขวง/Sub-District .....  
 อำเภอ/เขต/District ..... จังหวัด/Province ..... รหัสไปรษณีย์/ Zip Code .....

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ 27 ในวันอังคารที่ 21 เมษายน 2563 เวลา 10.30 น. ณ ห้องประชุมชั้น 9 อาคารสำนักงานใหญ่ บริษัท สหยูเนียน จำกัด (มหาชน) เลขที่ 1828 ถนนสุขุมวิท แขวงพระโขนงใต้ เขตพระโขนง กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote at the 27<sup>th</sup> Annual General Meeting of Shareholders to be held on Tuesday, April 21, 2020 at 10.30 a.m., at the Meeting room, 9<sup>th</sup> Floor of Saha-Union Building, No.1828 Sukhumvit Rd., Phrakhanong Tai, Phrakhanong, Bangkok or on the date and at the place as may be postponed or changed.

**หมายเหตุ / Remarks :**

- กรรมการอิสระลำดับที่ 1-3 ไม่มีส่วนได้เสียพิเศษ ในวาระการประชุม  
Independent Director No.1-3, no major beneficiaries.

**3. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้**

I/We shall appoint the proxy holder to vote on my / our behalf at this Meeting thus

- ☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- ☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

**วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ 26**

Agenda 1 Considering and Endorsing the Minutes of the 26<sup>th</sup> Annual General Meeting of Shareholders.

- ☐ เห็นด้วย / For (vote) ☐ ไม่เห็นด้วย / Against (vote) ☐ จดออกเสียง / Abstain (vote)

**วาระที่ 2 รับทราบรายงานคณะกรรมการเกี่ยวกับผลการดำเนินงานในรอบ 1 ปีที่ผ่านมา**

Agenda 2 Acknowledging the Board of Directors' Report on the Past Year Performance.

- ☐ รับทราบผลการดำเนินงานของบริษัทฯในรอบ 1 ปีที่ผ่านมา

Acknowledging the Company's Operation during the Past Year.

**วาระที่ 3 พิจารณานุมัติงบดุลและบัญชีกำไรขาดทุน หรืองบการเงินประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2562**

Agenda 3 Considering and Endorsing the Balance Sheet and Statements of Profit and Loss or Financial Statements for the year ending December 31, 2019.

- ☐ เห็นด้วย / For (vote) ☐ ไม่เห็นด้วย / Against (vote) ☐ จดออกเสียง / Abstain (vote)

**วาระที่ 4 พิจารณานุมัติจัดสรรเงินกำไรและการจ่ายเงินปันผล**

Agenda 4 Approving the Profit Allocation and Dividend Payments.

- ☐ เห็นด้วย / For (vote) ☐ ไม่เห็นด้วย / Against (vote) ☐ จดออกเสียง / Abstain (vote)

**วาระที่ 5 พิจารณาเลือกตั้งกรรมการ กำหนดอำนาจกรรมการ และกำหนดค่าตอบแทนกรรมการ**

Agenda 5 Considering Matters Relating to the Directors, Their Authorities and Remunerations.

**5.1 พิจารณาเลือกตั้งกรรมการ / Electing the Directors.**

(ผู้ถือหุ้นมีสิทธิลงคะแนนได้ทั้งข้อ (ก), (ข) และ (ค)/ Shareholders have the right to vote in (a), (b) and (c))

(ก) เห็นด้วยกับวิธีการเลือกตั้งกรรมการทั้งชุด/ (a) Vote for the nomination of total directors.

☐ เห็นด้วย / For (vote)

☐ ไม่เห็นด้วย / Against (vote)

☐งดออกเสียง / Abstain (vote)

(ข) ถ้ามีมติให้ใช้วิธีการเลือกตั้งกรรมการทั้งชุด เห็นด้วยกับการเลือกตั้งกรรมการทั้ง 3 คน ตามที่คณะกรรมการบริษัทเสนอ / (b) If

The Meeting resolves to nominate total directors, vote for the nomination of all 3 directors as proposed by the Board of Directors.

☐ เห็นด้วย / For (vote)

☐ ไม่เห็นด้วย / Against (vote)

☐งดออกเสียง / Abstain (vote)

(ค) ถ้าไม่มีการเลือกตั้งกรรมการทั้งชุดตาม (ก) ขอเลือกตั้งกรรมการเป็นรายบุคคล ดังนี้/ (c) If there is no nomination of total directors according to (a), please vote for the nomination of individual director as follows :

1. นางจันทรรตรี

ดาร์กานันท์

Mrs. Chantorntree

Darakananda

☐ เห็นด้วย / For (vote)

☐ ไม่เห็นด้วย / Against (vote)

☐งดออกเสียง / Abstain (vote)

2. นายพีรฤทธิ

เลาะห์พันธุ์

Mr. Peravudh

Lowhaphandu

☐ เห็นด้วย / For (vote)

☐ ไม่เห็นด้วย / Against (vote)

☐งดออกเสียง / Abstain (vote)

3. นางสาวัญญา

ดาร์กานันท์

Mrs. Saranya

Darakananda

☐ เห็นด้วย / For (vote)

☐ ไม่เห็นด้วย / Against (vote)

☐งดออกเสียง / Abstain (vote)

การนับคะแนนเสียงในข้อ 5.1 ข้างต้น ถ้ามติที่ประชุมผู้ถือหุ้นใช้วิธีการเลือกตั้งกรรมการทั้งชุด จะนำคะแนนในข้อ (ข) มานับเป็นมติ ถ้าไม่ใช้วิธีการเลือกตั้งกรรมการทั้งชุด จะนำคะแนนในข้อ (ค) มานับเป็นมติ

Counting votes in clause 5.1 above : if the resolution of the Annual General Shareholder's Meeting is to nominate total directors, the votes of (b) will be counted as resolution. If there is no nomination of total directors, the votes of (c) will be counted as resolution.

5.2 พิจารณากำหนดอำนาจกรรมการ / Defining the Directors' Authorities.

☐ เห็นด้วย / For (vote)

☐ ไม่เห็นด้วย / Against (vote)

☐งดออกเสียง / Abstain (vote)

5.3 พิจารณากำหนดค่าตอบแทนกรรมการ / Authorizing the Directors' Remuneration.

☐ เห็นด้วย / For (vote)

☐ ไม่เห็นด้วย / Against (vote)

☐งดออกเสียง / Abstain (vote)

วาระที่ 6 พิจารณาแต่งตั้งผู้สอบบัญชีประจำปี 2563 และกำหนดเงินค่าตอบแทน

Agenda 6 Appointing the 2020 Auditors and Fixing the Remunerations.

☐ เห็นด้วย / For (vote)

☐ ไม่เห็นด้วย / Against (vote)

☐งดออกเสียง / Abstain (vote)

4. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็น การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and is not my voting as a shareholder.

5. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใด นอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I have not declared a voting intention in any agenda or my determination is not clear or in case the Meeting considers or passes resolutions in any matters apart from those agenda specified above, including the case that here is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

I/We shall be fully liable for any action taken by the proxy holder at the Meeting.

ลงชื่อ ..... ผู้มอบฉันทะ  
Signature ( ) Grantor

ลงชื่อ ..... ผู้รับมอบฉันทะ  
Signature ( ) Proxy

ลงชื่อ ..... ผู้รับมอบฉันทะ  
Signature ( ) Proxy

ลงชื่อ ..... ผู้รับมอบฉันทะ  
Signature ( ) Proxy

**หมายเหตุ / Remarks:**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ผู้ถือหุ้นไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้ / A shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุด หรือเลือกตั้งกรรมการเป็นรายบุคคล / In agenda regarding the appointment of directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
3. โปรดมอบสำเนาบัตรประจำตัวประชาชนของผู้มอบฉันทะ หรือหนังสือรับรองการจดทะเบียนนิติบุคคล ซึ่งรับรองสำเนาถูกต้องมาพร้อมกับหนังสือมอบฉันทะฉบับนี้ด้วย / Please enclose with this Proxy copies of the identification card of the proxy grantor or the Affidavit of the Juristic Person. All copies of the documents must be certified as true.

## หนังสือมอบฉันทะ (แบบ ค)

### Proxy (Form C)

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

(For foreign shareholders who have custodian in Thailand only)

เลขทะเบียนผู้ถือหุ้น.....

Shareholder's Registration No.

เขียนที่ .....

Written at

วันที่ ..... เดือน ..... พ.ศ. ....

Date

Month

Year

1. ข้าพเจ้า / I / We.....

สำนักงานตั้งอยู่เลขที่ / located at No ..... ถนน/Road..... ตำบล/แขวง/Sub-District.....

อำเภอ/เขต/District..... จังหวัด/Province..... รหัสไปรษณีย์/Zip Code.....

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ / As being the Custodian of .....

ซึ่งเป็นผู้ถือหุ้นของ บริษัท ยูเนียนอุตสาหกรรมสิ่งทอ จำกัด (มหาชน)

being a shareholder of Union Textile Industries Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม

หุ้น

และออกเสียงลงคะแนนได้เท่ากับ

เสียง ดังนี้

holding the total amount of ..... shares with the voting rights of ..... votes as follows:

☐ หุ้นสามัญ

หุ้น

ออกเสียงลงคะแนนได้เท่ากับ

เสียง

ordinary share

shares

with the voting rights of

votes

☐ หุ้นบุริมสิทธิ

หุ้น

ออกเสียงลงคะแนนได้เท่ากับ

เสียง

preferred share

shares

with the voting rights of

votes

2. ขอมอบฉันทะให้ / Hereby appoint

☐ 1. นางอรนุช สูงสว่าง

ประธานกรรมการตรวจสอบ/กรรมการอิสระ

อายุ 69 ปี

Mrs. Oranuj Soongswang

Chairman of the Audit Committee/Independent Director

Age 69 Years

อยู่บ้านเลขที่ 11/140 ซอยวัฒนาวงศ์ แขวงมักกะสัน เขตราชเทวี กรุงเทพมหานคร 10400 หรือ

Address 11/140 Soi Wattanawong, Makkasan, Ratchathewi, Bangkok 10400 or

☐ 2. นายพิลาศพงษ์ ทรัพย์เสริมศรี

กรรมการตรวจสอบ/กรรมการอิสระ

อายุ 70 ปี

Mr. Pilastpong Subsermsri

Audit Committee/ Independent Director

Age 70 Years

อยู่บ้านเลขที่ 12 ซอยพหโยธิน 44 แขวงเสนานิคม เขตจตุจักร กรุงเทพมหานคร 10900 หรือ

Address 12 Soi Phaholyotin 44, Senaikom, Jatujak, Bangkok 10900 or

☐ 3. นายปรีชา วัฒนศรานนท์

กรรมการตรวจสอบ/กรรมการอิสระ

อายุ 68 ปี

Mr. Preecha Wattanasaranont

Audit Committee/ Independent Director

Age 68 Years

อยู่บ้านเลขที่ 112 ซอยพัฒนาการ 53 ถนนพัฒนาการ แขวงสวนหลวง เขตสวนหลวง กรุงเทพมหานคร 10250 หรือ

Address 112 Soi Pattanakarn 53 Pattanakarn Road, Suanluan, Bangkok 10250 or

☐ 4. นาย/นาง/นางสาว/Mr./Mrs./Miss ..... อายุ/Age ..... ปี/Years

อยู่บ้านเลขที่/Address ..... ถนน/Road ..... ตำบล/แขวง/Sub-District .....

อำเภอ/เขต/District ..... จังหวัด/Province ..... รหัสไปรษณีย์/ Zip Code.....

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ 27 ในวันอังคารที่ 21 เมษายน 2563 เวลา 10.30 น. ณ ห้องประชุมชั้น 9 อาคารสำนักงานใหญ่ บริษัท สหยูเนียน จำกัด (มหาชน) เลขที่ 1828 ถนนสุขุมวิท แขวง พระโขนงใต้ เขตพระโขนง กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote at the 27<sup>th</sup> Annual General Meeting of Shareholders to be held on Tuesday, April 21, 2020 at 10.30 a.m., at the Meeting room, 9<sup>th</sup> Floor of Saha-Union Building, No. 1828 Sukhumvit Road, Phrakhanong Tai, Phrakhanong, Bangkok or on the date and at the place as may be postponed or changed.

**หมายเหตุ / Remarks :**

- กรรมการอิสระลำดับที่ 1-3 ไม่มีส่วนได้เสียพิเศษในวาระการประชุม  
Independent Director No. 1-3, no major beneficiaries.

**3. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้**

I/We shall appoint the proxy holder to vote on my / our behalf at this Meeting thus

- ☐ (1) มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้  
With total number of holding shares and voting right
- ☐ (2) มอบฉันทะบางส่วน คือ / A part of
- ☐ หุ้นสามัญ \_\_\_\_\_ หุ้น \_\_\_\_\_ และมีสิทธิออกเสียงลงคะแนนได้ \_\_\_\_\_ เสียง  
Ordinary share of (shares), with the voting rights of (votes)

**วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ 26**

Agenda 1 Considering and Endorsing the Minutes of the 26<sup>th</sup> Annual General Meeting of Shareholders.

- ☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy holder shall vote independently as to his/her consideration.
- ☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy holder shall vote according to the shareholder's requirement as follows.
- ☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง  
For (votes) Against (votes) Abstain (votes)

**วาระที่ 2 รับทราบรายงานคณะกรรมการเกี่ยวกับผลการดำเนินงานในรอบ 1 ปีที่ผ่านมา**

Agenda 2 Acknowledging the Board of Directors' Report on the Past Year Performance.

- ☐ รับทราบผลการดำเนินงานของบริษัทฯในรอบ 1 ปีที่ผ่านมา  
Acknowledging the Company's Operation during the Past Year.

**วาระที่ 3 พิจารณานุมัติงบดุลและบัญชีกำไรขาดทุน หรืองบการเงินประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2562**

Agenda 3 Considering and Endorsing the Balance Sheet and Statements of Profit and Loss or Financial Statements for the year ending December 31, 2019.

- ☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy holder shall vote independently as to his/her consideration.
- ☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy holder shall vote according to the shareholder's requirement as follows.
- ☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง  
For (votes) Against (votes) Abstain (votes)

**วาระที่ 4 พิจารณานุมัติจัดสรรเงินกำไรและการจ่ายเงินปันผล**

Agenda 4 Approving the Profit Allocation and Dividend Payments.

- ☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy holder shall vote independently as to his/her consideration.
- ☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy holder shall vote according to the shareholder's requirement as follows.
- ☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง  
For (votes) Against (votes) Abstain (votes)



## วาระที่ 5 พิจารณาเลือกตั้งกรรมการ กำหนดอำนาจกรรมการ และกำหนดค่าตอบแทนกรรมการ

Agenda 5 Considering Matters Relating to the Directors, Their Authorities and Remunerations.

### 5.1 พิจารณาเลือกตั้งกรรมการ / Electing the Directors.

(ผู้ถือหุ้นมีสิทธิลงคะแนนได้ทั้งข้อ (ก), (ข) และ (ค)/ Shareholders have the right to vote in (a), (b) and (c))

- ☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- ☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

(ก) เห็นด้วยกับวิธีการเลือกตั้งกรรมการทั้งหมด/ (a) Vote for the nomination of total directors.

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง  
For (votes) Against (votes) Abstain (votes)

(ข) ถ้ามีมติให้ใช้วิธีการเลือกตั้งกรรมการทั้งหมด เห็นด้วยกับการเลือกตั้งกรรมการทั้ง 3 คน ตามที่คณะกรรมการบริษัทฯ เสนอ / (b) If The

Meeting resolves to nominate total directors, vote for the nomination of all 3 directors as proposed by the Board of Directors.

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง  
For (votes) Against (votes) Abstain (votes)

(ค) ถ้าไม่มีการเลือกตั้งกรรมการทั้งหมดตาม (ก) ขอเลือกตั้งกรรมการเป็นรายบุคคล ดังนี้/ (c) If there is no nomination of total

directors according to (a), please vote for the nomination of individual director as follows :

1. นางจันทรรตรี ดารากานนท์  
Mrs. Chantomtree Darakananda  
☐ เห็นด้วย / For (vote) ☐ ไม่เห็นด้วย / Against (vote) ☐ งดออกเสียง / Abstain (vote)

2. นายพีรวิทย์ เลหาพะพันธุ์  
Mr. Peravudh Lowhaphandu  
☐ เห็นด้วย / For (vote) ☐ ไม่เห็นด้วย / Against (vote) ☐ งดออกเสียง / Abstain (vote)

3. นางสร้อยญา ดารากานนท์  
Mrs. Saranya Darakananda  
☐ เห็นด้วย / For (vote) ☐ ไม่เห็นด้วย / Against (vote) ☐ งดออกเสียง / Abstain (vote)

การนับคะแนนเสียงในข้อ 5.1 ข้างต้น ถ้ามติที่ประชุมผู้ถือหุ้นใช้วิธีการเลือกตั้งกรรมการทั้งหมด จะนำคะแนนในข้อ (ข) มานับเป็นมติ ถ้าไม่ใช้วิธีการเลือกตั้งกรรมการทั้งหมด จะนำคะแนนในข้อ (ค) มานับเป็นมติ

Counting votes in clause 5.1 above : if the resolution of the Annual General Shareholder's Meeting is to nominate total directors, the votes of (b) will be counted as resolution. If there is no nomination of total directors, the votes of (c) will be counted as resolution.

### 5.2 พิจารณากำหนดอำนาจกรรมการ / Defining the Directors' Authorities.

- ☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- ☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง  
For (votes) Against (votes) Abstain (votes)

### 5.3 พิจารณากำหนดค่าตอบแทนกรรมการ / Authorizing the Directors' Remuneration.

- ☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- ☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง  
For (votes) Against (votes) Abstain (votes)

วาระที่ 6 พิจารณาแต่งตั้งผู้สอบบัญชีประจำปี 2563 และกำหนดเงินค่าตอบแทน

Agenda 6 Appointing the 2020 Auditors and Fixing the Remunerations.

- ☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- ☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

☐ เห็นด้วย.....เสียง

For

(votes)

☐ ไม่เห็นด้วย.....เสียง

Against

(votes)

☐ งดออกเสียง.....เสียง

Abstain

(votes)

4. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and is not my voting as a shareholder.

5. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใด นอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I have not declared a voting intention in any agenda or my determination is not clear or in case the Meeting considers or passes resolutions in any matters apart from those agenda specified above, including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

I/We shall be fully liable for any action taken by the proxy holder at the Meeting.

ลงชื่อ ..... ผู้มอบฉันทะ

Signature ( ) Grantor

ลงชื่อ ..... ผู้รับมอบฉันทะ

Signature ( ) Proxy

ลงชื่อ ..... ผู้รับมอบฉันทะ

Signature ( ) Proxy

ลงชื่อ ..... ผู้รับมอบฉันทะ

Signature ( ) Proxy

หมายเหตุ / Remarks :

- หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น  
This Form C, is used only if the shareholder is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ  
The evidence that must be attached together with the proxy form is
  - หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน  
A letter of authorization from the shareholder that the custodian is authorized to sign the proxy form.
  - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)  
A letter confirming that the signer in the proxy form is authorized to operate the custodian business.
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ผู้ถือหุ้นไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
A shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุด หรือเลือกตั้งกรรมการเป็นรายบุคคล  
In agenda regarding the appointment of directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.

## แผนที่สถานที่ประชุมผู้ถือหุ้นของบริษัท ยูเนียนอุตสาหกรรมสิ่งทอ จำกัด (มหาชน)

Map of the Meeting Location of Union Textile Industries Public Company Limited

จัดประชุม ณ ห้องประชุมชั้น 9 อาคารสำนักงานใหญ่ บริษัท สหยูเนียน จำกัด (มหาชน) เลขที่ 1828 ถนนสุขุมวิท แขวงพระโขนงใต้ เขตพระโขนง กรุงเทพฯ 10260

โทรศัพท์ 0 2311 5111 9 โทรสาร 0 2331 5668

At the Meeting room, 9th Floor of Saha-Union Building No. 1828 Sukhumvit Rd., Phrakhanong Tai, Phrakhanong, Bangkok 10260

Tel. +66 2311 5111 9 Fax. +66 2331 5668

ซอยสุขุมวิท 62/Sukhumvit Soi 62		ซอยสุขุมวิท/Sukhumvit Soi 60	สำนักงานใหญ่ / Head Office	ซอยสุขุมวิท/Sukhumvit Soi 58		ซอยสุขุมวิท/Sukhumvit Soi 56		ซอยสุขุมวิท/Sukhumvit Soi 54		ซอยสุขุมวิท/Sukhumvit Soi 52	TESCO Lotus
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ไปบางนา/To BangNa

ไปอ่อนนุช/To Onnut

ซอยสุขุมวิท 62/Sukhumvit Soi 62	ซอยสุขุมวิท/Sukhumvit Soi 93	ซอยสุขุมวิท/Sukhumvit Soi 89	ซอยสุขุมวิท/Sukhumvit Soi 83	ซอยสุขุมวิท/Sukhumvit Soi 81
บางจาก/Bang Chak	ตลาดบางจาก/ Bang Chak Market			
BTS	BTS	BTS	BTS	BTS
อ่อนนุช/OnNut	อ่อนนุช/OnNut			

## แนวปฏิบัติเพื่อป้องกันการติดเชื้อ COVID-19 ในที่ประชุมสามัญผู้ถือหุ้นประจำปี 2563

ด้วยความห่วงใยในสุขภาพของผู้ถือหุ้นทุกท่าน และเพื่อเป็นการรองรับมาตรการของกรมควบคุมโรคติดต่อเกี่ยวกับความเสี่ยงในการติดเชื้อ COVID-19 ซึ่งจะส่งผลกระทบต่อผู้ถือหุ้นทุกท่านที่เข้าร่วมประชุม บริษัทจะมีการคัดกรองและตรวจวัดอุณหภูมิผู้ที่เข้าร่วมประชุมทุกท่านก่อนเข้างาน บริษัทขอสงวนสิทธิ์ไม่อนุญาตให้ผู้ที่มีไข้ (มีอุณหภูมิตั้งแต่ 37.5 องศาเซลเซียสขึ้นไป) หรือมีอาการเข้าข่ายที่จะเป็นไข้ หรือ ผู้ที่เพิ่งเดินทางกลับจากประเทศเสี่ยงและยังไม่พ้นกำหนดเวลา 14 วัน เข้าร่วมประชุม ทั้งนี้ ผู้ถือหุ้นยังคงสามารถพิจารณาใช้สิทธิลงคะแนนเสียงได้โดยการมอบฉันทะให้กรรมการอิสระของบริษัทเข้าร่วมประชุมและออกเสียงแทน และส่งคำถามเกี่ยวกับระเบียบวาระการประชุมมาพร้อมกันด้วยได้ตามปกติ

บริษัทจึงขอความร่วมมือจากผู้ถือหุ้นที่ประสงค์เข้าร่วมการประชุมสามัญผู้ถือหุ้นประจำปี 2563 และผ่านการคัดกรองแล้ว ในการปฏิบัติตามดังนี้

- กรณาสวมหน้ากากอนามัยตลอดเวลา
- กรณาล้างมือด้วยสบู่หรือแอลกอฮอล์เจลเมื่อมาถึงบริษัท
- หลีกเลี่ยงการสัมผัสบริเวณใบหน้า (ตา จมูก ปาก)
- หลีกเลี่ยงการใช้ สัมผัส สิ่งของร่วมกับผู้อื่น
- หากมีไข้ ไอ น้ำมูกไหล เจ็บคอ หายใจเหนื่อยหอบ กรุณงดเว้นการมาร่วมประชุม

เนื่องจากในห้องประชุมจะเป็นสถานที่ที่มีคนอยู่รวมกันมากอย่างหลีกเลี่ยงไม่ได้ ดังนั้นผู้ถือหุ้นสามารถพิจารณามอบฉันทะให้กรรมการอิสระที่บริษัทกำหนดไว้ในหนังสือมอบฉันทะเข้าร่วมประชุมแทนได้

บริษัทขอขอบคุณผู้ถือหุ้นทุกท่านเป็นอย่างสูงและหวังเป็นอย่างยิ่งที่จะได้รับความร่วมมือจากทุกท่านเป็นอย่างดี เพื่อสุขอนามัยที่ดีของผู้ถือหุ้นทุกท่าน

## Preventive Measures to Block The Spreading of COVID-19 at the 2020 Annual General Shareholders' Meeting.

To exercise due care to all participating Shareholders' well-being, in line with the measures introduced by the Department of Contagious Disease Control regarding the risks of COVID-19, the Company will set up a screening and body temperature reading station for all participants at the Meeting room entrance gate. The Company reserves the right to deny entry for feverish persons whose temperature reading are, and above, 37.5 degree celcius, including persons with feverish symptoms or travelers whose return from risk countries were less than 14 days from the meeting date. However, the Shareholders could still exercise their voting rights and question the Meeting's agenda by appointing an Independent Director to attend the Meeting and cast the votes on their behalf.

The Company hereby requests the Shareholders who intend to participate in the Meeting and pass the screening processes to :

- Wear a sanitary face mask at all times
- Wash their hands with soap or alcohol gel an arrival at the Company
- Avoid touching the faces, eyes, noses and mouths
- Avoid sharing, touching any articles with other persons
- Abstain from attending the Meeting should he/she develop a fever, cough, runny nose, sore throat, breathing difficulty.

Since the Meeting room is congested/unavoidable gathering place, the Shareholders could simply appoint an Independent Director. The Company assigned in the deed of authorization to act on his/her behalf in the Meeting.

The Company wishes to thank all Shareholders for their kind cooperation in upholding the welfare of all participants.