



21 October 2021

Subject : Notification on the Resolutions of the Board of Directors' Meeting No. 10/2021
(Delisting of the Company's Securities from the Stock Exchange of Thailand, Form F10-6,
Fixing the date, agenda of the Extraordinary General Meeting of Shareholders No.1/2021 and
Book closing date)
To : President
The Stock Exchange of Thailand
Enclosure : The Report Form on Delisting of Shares (Form F10-6)

The resolution of the meeting of the Board of Directors of Union Textile Industries Public Company Limited (Company) No.10/2021, dated 21 October 2021 at 14.00 p.m., were as follows :-

1. Approve to propose to the Extraordinary General Meeting of Shareholders to consider the delisting of the Company's Securities from the Stock Exchange of Thailand (SET). In this regard, the Company received a Letter dated 21 October 2021 from Saha-Union Public Company Limited (SUC), the major shareholder of the Company, holding Ordinary Shares and Preferred Shares of the Company totally 29,929,200 shares (Ordinary Shares 15,580,540 shares and Preferred shares 14,348,660 shares), representing 49.88 percent of the Company's total paid-up shares. The Letter proposed voluntary delisting of the Company's securities through a tender offer by SUC.

SUC offers to purchase the Company's ordinary and preferred shares from all shareholders of the Company. The offering price of ordinary shares is at Baht 38.35 per share and preferred shares at Baht 48.15 per share. These prices have been evaluated by Fin Plus Advisory Co., Ltd., the financial advisor of SUC and has permitted license from The Stock Exchange Commission Office. Such Tender Offer Price is not lower than the highest price calculated based on the methods for determining the offering price for the delisting of securities prescribed by the Capital Market Supervisory Board No. Tor Jor 12/2554.

Summary of fair values of common and preferred shares calculated from the fixing price criteria for delisting purpose

Fair Value Evaluation Method	Common share value (Baht per share)	Preferred share value (Baht per share)
1. Highest price which the offeror has acquired UT securities during 90 days before the submission of tender offer	N/A	N/A
2. UT's weighted average price for the past 5 days before the date when SUC's Board of Director has the resolution to tender an offer of UT securities for voluntary delisting purpose	N/A	N/A
3. Net tangible asset value of UT calculated by adjusted book value to reflect fair value of its assets and liabilities	38.35	48.15
4. Fair value of UT's common and preferred shares evaluated by FA	38.35	48.15

The offering prices for both ordinary and preferred shares may be adjusted under the condition, which is stated in the tender offer for securities, should there be any incident or occurrence which has severely adverse impact on UT's asset and/or financial status and that incident is not caused by the offeror or the offeror is not responsible for.

Enclosed herewith is the Report Form on Delisting of Shares (Form F10-6) for details.

2. As on 11 October 2021, the Stock Exchange of Thailand has sent a letter to the Company and announced that the Company's securities are possibly be delisted since the company has ceased all or almost all of its business and require the Company to notify its rehabilitation policy due to halting entirely or almost entirely of operation with timeline to implement such rehabilitation policy and publish that information to the shareholders and the investors within 10 November 2021.

The Board considers that the tender offer of all UT securities for voluntary delisting all UT securities from SET will open up an opportunity for shareholders to manage their risk of illiquidity should the securities be delisted from SET.

3. Approved with the consent of the independent directors to appoint Capital Advantage Co., Ltd., an Independent Financial Advisor which has permitted license from The Stock Exchange Commission Office, to act as an independent financial advisor of the Company in order to give recommendation to the shareholders of the Company for consideration of the request for delisting of the Company's securities from the SET.

The Company and the independent financial advisor have to make a presentation at the Extraordinary General Meeting of Shareholders to share their suggestions toward the delisting and tender offer.

4. The closing date of the Registration Book on Share Transferring Suspension was set from 4 November 2021 until the completion of the Shareholders' Meeting, to allow the Ordinary and Preferred Shareholders whose names were listed on the closing date of the Registration Book, to have the rights to attend the Extraordinary General Meeting of Shareholders and to cast vote.

5. The Extraordinary General Meeting of Shareholders No.1/2021 will be held on 25 November 2021 at 14.00 p.m., at the Meeting room, 9th floor of Saha-Union Building No.1828 Sukhumvit Rd., Phrakhanong Tai, Phrakhanong, Bangkok. The Board authorized the Chairman or the Managing Director to undertake any necessary matter related to this Extraordinary General Meeting of Shareholders including the changing in Date, Time, Meeting location, Meeting Agenda and other details (if any) deem appropriate. The Company will inform to the Shareholders thereof.



6. The agenda of the Extraordinary General Meeting would be as follows :-

Agenda 1 Considering and Endorsing the Minutes of the 28th Annual General Meeting of the Shareholders.

The Board's opinion:

It was agreed to propose to the Shareholders to approve The Minutes of the 28th Annual General Meeting of Shareholders on 30 March 2021.

Agenda 2 Acknowledging the opinions of the Company and the independent financial advisor on the delisting of the Company's shares from the Stock Exchange of Thailand (SET), and the offer of the tender offeror, as well as other related information.

The Board's opinion:

It was agreed to propose to the Shareholders to acknowledge the opinions of the Company and the independent financial advisor on the delisting of the Company's ordinary shares from the SET, and the offer of the tender offeror, as well as other related information which will be presented by the Company and the independent financial advisor.

Agenda 3 Considering and Approving the delisting of the Company's securities from the SET and the delegation of authority related to the matter

The Board's opinion:

It was agreed to propose to the Shareholders to approve the the delisting of the Company's ordinary shares from the SET as well as the authorization of the Chairman or the Managing Director, to undertake actions relating to the delisting of the Company's securities from the SET.

6. The Company would deliver the notification of the Extraordinary General Meeting of Shareholders No.1/2021, together with all related documents to the Shareholders within the legal timeframe. They would all be posted on the Company's website at www.ut.co.th from 4 November 2021 onwards.

Please be informed accordingly.

Yours sincerely,

-Signature-

Mrs. Srinual Sombatpraiwan

Managing Director



(F10-6) (After the resolutions have been passed at the Board of Directors' meeting)

Report Form for Delisting of Shares from Being Listed Securities

Union Textile Industries Public Company Limited

21 October 2021

Attn : President

The Stock Exchange of Thailand

The Board of Directors Meeting of Union Textile Industries Public Company Limited (the "Company") No. 10/2021, held on 21 October 2021, at 14.00 p.m. has passed the resolution to propose to the shareholders for the delisting of the Company's securities from The Stock Exchange of Thailand (the "SET"). The details are as followed :

1. Type of Securities of the Company

1.1 Ordinary Shares

1.1.1 In the amount of 45,000,000 shares at the par value of Baht 10 per share, totaling Baht 450,000,000

1.1.2 Becoming listed securities on the SET since 30 March 1994

1.1.3 The last trading price was Baht 19.30 per share on 30 September 2021

1.2 Preferred Shares

1.2.1 In the amount of 15,000,000 shares at the par value of Baht 10 per share, totaling Baht 150,000,000

1.2.2 Not listed securities

1.2.3 Last trading price : -None-

1.3 Debentures / Convertible Debentures

-None-

1.4 Warrants

-None-

1.5 Other types of securities (please specify)

-None-

2. Schedule for a presentation to provide opinions and suggestions concerning the delisting of shares

The Company and the independent financial advisor will conduct the presentation at the Company's Extraordinary General Meeting of Shareholders No.1/2021 on 25 November 2021, 14.00 pm, at the Meeting room, 9th floor of Saha-Union Building No.1828 Sukhumvit Rd., Phrakhanong Tai, Phrakhanong, Bangkok.



3. Schedule for a shareholders' meeting to approve the delisting of shares

The Extraordinary General Meeting of Shareholders No.1/2021 will be held on 25 November 2021, 14.00 pm, at the Meeting room, 9th floor of Saha-Union Building No.1828 Sukhumvit Rd., Phrakhanong Tai, Phrakhanong, Bangkok.

- Specifying the list shareholders with the rights to attend this meeting (Record date) on
- Specifying the book-closing date of share transfer in order to determine the rights to attend this meeting from 4 November 2021 until the meeting has been duly convened.

4. Reasons and facts for the delisting of shares

Due to the Company had ceased Textile main operation and in process of seeking new business but still don't have continuing main operation business, the Company is subject to possible delisting from being listed company on SET.

Saha-Union Public Company Limited (SUC), major shareholder, had disclosed to SET dated 21 October 2021, an intention to the Company to propose to the Company shareholders for voluntary delisting. SUC will undertake to tender offer in general on Ordinary and Preferred shares of other than SUC portion in order to open up an opportunity for shareholders to dispose such ordinary or preferred shares.

SUC will undertake to tender offer all such ordinary and preferred shares in order to delist UT from listed securities on SET after these condition are fulfilled :

- 1) The Company shareholders' meeting has the resolution to approve for delisting the Company ordinary shares from SET with the voting right not less than 3/4 of all issued and paid up shares and there must be no shareholders holding altogether of more than 10% rejecting this delisting resolution also. And
- 2) SET and/or related regulator approve the delisting of the Company securities from SET

5. Process of undertaking tender offer for shares and other securities which may be converted to shares of the Company from the shareholders and securities holders in general:

5.1 The offeror or group of offerors and relationship with the Company :

Saha-Union Public Company Limited (SUC), a major shareholder of the Company, holding Ordinary Shares and Preferred Shares of the Company totally

29,929,200 shares (Ordinary Shares 15,580,540 shares and Preferred shares 14,348,660 shares), representing 49.88 percent of the Company's total issue and paid-up shares.

5.2 Offering price of securities (separate each type of securities) :

Offering price of Ordinary Share Baht 38.35 per share

Offering price of Preferred Share Baht 48.15 per share

Such tender offer price had been evaluated by the financial advisor of SUC. The opinion of SUC about offer price is the fair market value which is not lower than the highest price of calculation methods as per the regulation of the Capital Market Supervisor Board No. Tor Jor 12/2554

5.3 Name of financial advisor of the offeror : Fin Plus Advisory Co., Ltd.

5.4 Name of independent financial advisor : Capital Advantage Co., Ltd.

6. Shareholders' distribution as of 9 March 2021

6.1 Top 10 major shareholders :

Name	Nationality	No. of Ordinary Shares Held	No. of Preferred Shares Held	% Shareholding
1. Saha-Union Public Company Limited	Thai	15,580,540	14,348,660	49.88
2. Union Business Management Co., Ltd.	Thai	10,260,200	-	17.10
3. Union Thread Industries Co., Ltd.	Thai	3,668,280	-	6.11
4. Bangkok Bank Public Company Limited	Thai	3,497,400	400,000	6.50
5. Mr. Surachai Ratitong	Thai	1,643,000	-	2.74
6. Mr. Pisit Peokpaiboon	Thai	986,000	-	1.64
7. Mr. Chan Soponpanich	Thai	802,600	-	1.34
8. Mr. Banyong Apiraklaosakul	Thai	738,200	-	1.23
9. Bangkok Insurance Public Company Limited	Thai	672,900	233,000	1.51
10. Mrs. Sukumon Sirimongkolkasem	Thai	502,000	-	0.84

6.2 Number of shareholders

- Total number of ordinary shareholders is 470 persons, in the amount of Ordinary Shares 45,000,000 shares. Total number of preferred shareholders is 11 persons, in the amount of preferred shares 15,000,000 shares.
- Total number of minority ordinary shareholders who held shares of not more than 5 out of 1,000 of paid up capital of ordinary shares, but not lower than 1 trading unit is 357 persons, holding altogether 5,207,077 shares, or representing 11.57 percent of paid up capital of ordinary shares.

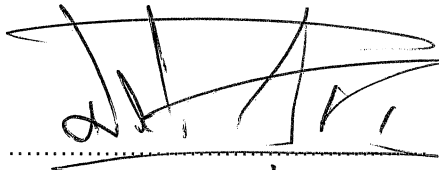
7. Board of Directors of the Company as of 21 October 2021

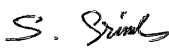
Name	Position	No. of Share Held	% Shareholding
1. Mr. Preecha Shunhavanich	Chairman	None	0
2. Mr. Polchet Likittanasombat	Independent Director/ Chairman of the Audit Committee	None	0
3. Mr. Preecha Wattanasaranont	Independent Director/Audit Committee	None	0
4. Mr. Pitya Mahanond	Independent Director/Audit Committee	None	0
5. Mrs. Srinual Sombatpraiwan	Managing Director	800	0.0013
6. Mr. Chutindhon Darakananda	Director	380,500	0.634
7. Mrs. Chantontree Darakananda **	Director	215,200	0.359
8. Mr. Supakit Paungbua	Director	None	0
9. Mrs. Saranya Darakananda	Director	None	0

Remark : ** including related person

We hereby certify that the information contained in this report form is correct and complete in all respects.



Signed 
 (Mr. Preecha Shunhavanich)
 Chairman

Signed 
 (Mrs. Srinual Sombatpraiwan)
 Managing Director