



INTEGRITY QUALITY SERVICE

**UNION TEXTILE INDUSTRIES
PUBLIC COMPANY LIMITED**

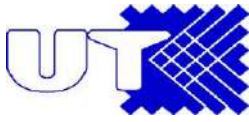
Invitation to attend the 29th Annual General Meeting
of Shareholders.

19 April 2022 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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(Translation)

18 March 2022

- Subject : Invitation to attend the 29th Annual General Meeting of Shareholders
- To : **Shareholders**
- Enclosures : 1. Copy of the Minutes of Extraordinary General Meeting of Shareholders No. 1/2021 on 25 November 2021.
2. Annual Registration Statement/Annual Report 2021 (Form 56-1 One Report), Balance Sheet and Statements of Profit and Loss or Financial Statements for the year ending 31 December 2021 in the form of QR Code.
3. C.V. of the candidates proposed for appointments as Directors.
4. The definition of Independent Director.
5. Criteria and procedures for the nomination of the Directors.
6. Articles of Association of the Company in respect of the Meeting of Shareholders.
7. Proxy Form (Form B and Form C)
8. Map of the venue for the Meeting

The Board of Directors of Union Textile Industries Public Company Limited (UT) has resolved to convene the 29th Annual General Meeting of Shareholders on Tuesday, 19 April 2022 at 10.30 a.m., at the Meeting room, 9th 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 Extraordinary General Meeting of Shareholders No. 1/2021

The Company held the Extraordinary General Meeting of Shareholders No.1/2021, on 25 November 2021, 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 Extraordinary General Meeting of Shareholders No.1/2021, on 25 November 2021. (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 Annual Registration Statement/Annual Report 2021 (Form 56-1 One Report). (Appendix 2)

The Board's opinion :

The Company's past year performance should be reported for Shareholder's acknowledgement.

Agenda 3 Considering and Endorsing the Balance Sheet and Statements of Profit and Loss or Financial Statements for the year ending 31 December 2021.

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 31 December 2021 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 2021 Separate Financial Statements ended 31 December 2021, already audited and certified by the Auditor and approved by the Company's Audit Committee and Board of Directors, registered a net profit at Baht 9,395,142. The Company had sufficient reserved capital as specified by the Laws and Company's Articles of Association.

The Details of Net profit (loss) and Annual Dividend Payments during 2019-2021

Description	2021	2020	2019
1. Net profit (loss) (Baht)	9,395,142	(37,723,596)	(30,648,379)
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 Seperate 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 2021 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 dividend payments for the year 2021 operation to the Common Shareholders. The year 2021 net profit amount Baht 9,395,142 would be carried forward as retained earning for the Company's capital. In line with the Company's Regulations, Preferred Shareholders who were entitled to a 14% per annum dividend, the year 2021 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. Mr. Polchet Likittanasombat Independent Director / Chairman of the Audit Committee
2. Mr. Preecha Wattanasaranont Independent Director / Audit Committee / Chairman of the Nomination and Remuneration Committee

3. Mr. Chutindhon 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 and Article 89/3 of the Securities and Exchange Acts B.E. 2535. 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. Mr. Polchet Likittanasombat and Mr. Preecha Wattanasaranont, who are Independent Directors ; their comprehensive qualifications met the Company's definition and the revaluation of the Securities and Exchange Commission and the Stock Exchange of Thailand, of an Independent Director properly. They could efficiently work hand in hand with the Board of Directors and freely provided their opinions. 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 :

1. Mr. Plochet Likittanasombat
2. Mr. Preecha Wattanasaranont
3. Mr. Chutindhon 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. (Appendix 3 and 5)

Mr. Plochet Likittanasombat and Mr. Preecha Wattanasaranont, Independent Directors who were reappointed for another term, were not beneficiaries of the Company, its Affiliates, Joint Ventures or any Legal Entities with conflict of interest. Their qualifications for the Independent Director met the Company's definitions of Independent Director and the regulations of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). (Appendix 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 members of the Audit Committee and/or Independent Directors which comprise of Mr. Polchet Likittanasombat, Mr. Preecha Wattanasaranont and Mr. Pitya Mahanond."

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 2022 Directors' Remunerations at the amount of not exceeding Baht 1,500,000 per year (identical to the year 2021). The Board of Directors was assigned to distribute the allocations accordingly. (Criteria for the Company's Director and Sub-Committee's Remuneration comprising of remuneration depends on

the position and Meeting allowance, no other benefits, the details were recorded in the Annual Registration Statement/Annual Report 2021 (Form 56-1 One Report)).

The Board's opinion :

It was agreed to propose to the Shareholders to fix the year 2022 Directors' remuneration at an amount not exceeding Baht 1,500,000 per year (identical to the year 2021). 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 year 2022 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 2022 Auditors and determining his/ her remunerations, advised the Board of Directors to propose for the Shareholders' approval to appoint

- | | | |
|------------------|--------------------|---|
| 1. Ms. Sineenart | Jirachaikhuan Khan | Certified Public Accountant No. 6287
(3 rd 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 2022 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 475,000, which is Baht 695,000 lower than the amount paid in 2021. There were no other service charges.

The Board's opinion :

It was agreed to propose the Shareholders to appoint

- | | | |
|------------------|--------------------|---|
| 1. Ms. Sineenart | Jirachaikhuan Khan | Certified Public Accountant No. 6287
(3 rd 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 as the Company 2022 Auditor. The remuneration for auditing the Company's accounts including the reviewing of the 3 quarterly Financial Statements would be Baht 475,000, which is Baht 695,000 lower than the amount paid in 2021. There were no other service charges.

The Company specified the closing date of the Registration Book on Share Transferring Suspension from 29 March 2022 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 29th Annual General Meeting of Shareholders, to cast vote and to receive the year 2021 rightful dividends.

Enclosed were documents appended for acknowledgement and consideration. The Company prepared the Annual Registration Statement / Annual Report 2021 (Form 56-1 One 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, 8th 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 29th Annual General Meeting of Shareholders together with appended documents were posted on the Company's website (www.ut.co.th) from 18 March 2022 onwards.

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 Jiemsakultip

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
 - a) to be returned to the Company at least 1 day in advance to facilitate the meeting preparation, or
 - b) 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 Extraordinary General Meeting of Shareholders No. 1/2021

Of

Union Textile Industries Public Company Limited

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

Held on 25 November 2021

The Meeting started at 14.00 hrs.

Mr. Preecha Chunhavanich, Chairman of the Board of Directors, chaired the meeting and informed the meeting that there were 19 shareholders present in person representing 1,390,449 common shares and 330 preferred shares; and 50 shareholders by proxies representing 33,260,891 common shares and 14,348,670 preferred shares. Altogether, there were 69 shareholders, common and preferred, in total of 49,000,340 shares equivalent 81.67% of the registered and issued share capital, constituting a quorum under the company's Article of Association.

The Chairman opened the meeting and introduce directors, members of subcommittees, executives and attendees as follows:

Attending directors

- | | |
|----------------------------------|--|
| 1. Mr. Preecha Shunhavanich | Chairman of the Board of Directors |
| 2. Mr. Polchet Likittanasombat | Independent Director / Chairman of Audit Committee |
| 3. Mr. Preecha Wattanasaron | Independent Director / Audit Committee |
| 4. Mr. Pitya Mahanond | Independent Director / Audit Committee |
| 5. Mrs. Srinual Sombatpraiwan | Managing Director |
| 6. Mr. Chutindhon Darakananda | Director |
| 7. Mrs. Chantorntree Darakananda | Director |
| 8. Mr. Supakit Puangbua | Director |
| 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 Prayoon Sripraram | Finance and Accounting Manager |
| 2. Mrs. Chadaporn Jeamsakulthip | Company Secretary |

Auditors from EY Office Ltd.

- Miss Sineenart Jirachaikhuankhan
- Miss Manassiri Boonyaseth

Independent financial advisor, Capital Advantage Co., Ltd.

1. Mr. Annop Saengvanich
2. Mr. Jirawat Pipatviradej

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 Jutathip Promchaisith, a proxy from Watanasophonpanich Company Limited, consented.

Next, 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. 28

The Chairman informed the Meeting that the Company prepared the Minutes of the Annual General Meeting of Shareholders No.28 convened dated 30 March 2021, 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.28.

The Chairman asked for shareholders raising questions, but there was no question nor giving an opinion.

(Remark: On this agenda, there were 2 additional shareholders representing 2,548,900 shares attended the Meeting).

Resolution: The Meeting certified the Minute of the Annual General Meeting of the Shareholders No.28, with 51,549,140 votes in favor (or 99.9998%); 100 objections (or 0.0002%); 0 abstention; and 0 voided ballots.

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

The Chairman informed the meeting that Saha-Union Public Company Limited (SUC), which is the major shareholders of the Company, holding common shares and preferred shares of the Company's totally 29,929,200 shares or 49.88 percent of the total number of issued shares of the Company, has been made letter dated October 21, 2021 expressed its intention to propose to the Board of Directors and shareholders of the Company to consider submitting the application for voluntary delisting common stock of the Company from being listed securities on the Stock Exchange of Thailand (SET). Thus, SUC will undertake the tender offer of all Company's common shares and preferred shares that SUC does not hold from shareholders in order to delist common stock of the Company from being listed securities on SET. The offer price is at Baht 38.35 per share for common shares and Baht 48.15 per share for preferred shares. These prices have been evaluated by a SUC's financial advisor, Fin Plus Advisory Co., Ltd., the Financial Advisor which has permitted license from The Stock Exchange Commission Office, and SUC sees as fair prices, not lower than the maximum price of calculated as per Rules of the Notification the Capital Market Supervisory Board No. Tor Jor. 12/2554.

The Meeting of the Board of Directors No.10/2021 held on October 21, 2021 approved to propose to the shareholders' meeting in consideration of the approval of the delisting common stock of the Company from being listed securities on SET, and having an agreed approval from the independent directors to appoint Capital Advantage Co., Ltd., which has permitted license from the Stock Exchange Commission Office to be the independent financial advisor, to act as a suggestion of opinion on the request for delisting of securities and the offers of the tender offeror to the shareholders.

In order to comply with SET's Regulations on the delisting of securities B.E. 2542, the Company delivered the opinions of the independent directors, the opinions of the independent financial advisor, a report form of an application for delisting of common stock from SET (F10-6); and Annual data report (Form 56-1) that has been updated to current data, until June 30, 2021 attached with the invitation letter of the shareholders' meeting, and the information appear in detail according to attachment order 2-5.

In addition, SET's regulations require listed companies and the independent financial advisor to explain (Presentation) to suggest opinions on the request for delisting common stock of the Company from being listed securities on SET and the proposal made by the tender offeror and other relevant information to acknowledge the shareholders.

The chairman assigned Mrs. Srinual Sombatpraiwan, Managing Director, reported the company's opinion regarding delisting common stock of the Company from being listed securities on SET, offers of the tender, and other relevant information to acknowledge the shareholders.

Mrs. Srinual Sombatpraiwan, Managing Director, reported the company's opinion regarding delisting common stock of the Company from being listed securities on SET, and the tender offer, together with the other relevant information to acknowledged the shareholders, which is summarized as follows.

1. On December 22, 2020; the Board of Directors' meeting approved to cease the textile business and finding a new business. This is mainly due the Company has led into a competitive disadvantage position compared with foreign competitors with lower labor costs. The company's main customers have been affected by the economic recession resulting in their decreasing purchase orders. The operating loss of textile business has continued. If the textile business continues, there would be high-risk on return on investment that it will cause damage to shareholders.

(There was a projection of Net Profit and Operating Profit information charts of past 10 years of the textile businesses from 2011 to 2020, showing continued losses from the textile business from 2012 to 2020).

2. The Company disclosed the status of textile business ceasing and finding of a new business, and released it through the system of SET for period, on March 12, 2021; on May 11, 2021; and on June 30, 2021. By summary, the spinning mill, ceased production since May 10, 2021; and the weaving mill, ceased production since July 1, 2021; and the sales of woven fabrics, completely delivered goods to customers in September 2021. For the finding of new businesses, there is during data study, there is no suitable business found to be the main business of the Company.

3. On October 21, 2021; Saha-Union Public Company Limited (SUC), which is the major shareholders of the Company, holding common shares and preferred shares of the Company totally 29,929,200 shares or 49.88 percent of the total number of issued shares of the Company has been notified of their intention tender an offer of all the company's common shares and preferred shares that SUC does not hold from shareholders in general.

- This is because UT has ceased the textile business and there is no main business to continue.
- UT's common shares may be in case of delisting from being listed securities on SET.
- As an alternative for UT's shareholders to consider selling common shares and preferred shares of UT for voluntary delist UT's common shares from being listed securities on SET.

The company's course of action

On October 21, 2021; the board of directors' meeting decided to propose to the extraordinary general meeting of shareholders No. 1/2021 for voluntary delist UT's common shares from being listed securities on SET. Thus, SUC will be a tender offeror for common shares and preferred shares from other shareholders of UT in general as an alternative for UT's shareholders to consider selling the common shares and the preferred shares.

Case of the delisting securities offer approval

Advantages and Disadvantages to shareholders

Advantages

- Reduces liquidity risk in case UT's securities are marked NC and the SP that could last for 3 years
- There is an option to consider selling shares at fair prices through a tender offer

Disadvantages

- Lack of liquidity in securities trading
- There is no market price in trading
- Shareholders do not receive news, information as a listed company
- Shareholders will not be exempt from capital gain tax from stock trading on SET

Advantages and Disadvantages to the Company

Advantages

- Reduce the obligation to comply with regulations related to becoming a listed company
- Reduce costs and fees for maintaining status as a listed company

Disadvantages

- No funding was raised through SET

SUC will proceed with the tender offer of all common shares and preferred shares to delist UT's common shares from being listed securities on SET after the following conditions are completed.

- 1) The UT shareholders' meeting approves the resolution to delist UT securities from being listed securities on SET with no less than three-fourths of the total issued shares of the listed company, and also no more than 10% objection of the total issued shares and
- 2) SET and/or related regulatory approve the delisting UT securities from SET

SUC is the tender offeror. The tender offer prices are at Baht 38.35 per common share and Baht 48.15 per preferred share. These prices have been evaluated by SUC's financial advisor which is Fin Plus Advisory Co., Ltd., a Financial Advisor which has permitted license from The Stock Exchange Commission Office, as the financial advisor and SUC sees as Fair prices.

The President invited Mr. Annop Saengvanich of Capital Advantage Co., Ltd. to give the opinion of the independent financial adviser (IFA) on the request for delisting common stock of the Company from being listed securities on SET to acknowledge the shareholders, then IFA made a presentation as follow:

Origin of the transaction

On December 22, 2020; the UT board of directors meeting of approved to cease the textile business and finding a new business

Causes The operating loss of textile business has continued. This is mainly due to the intense price competition in the textile business. The company's main customers in Europe have been affected by the economic recession resulting in their decreasing purchase orders.

Guidelines

1. Cease production of the spinning mill since May 10, 2021; and the weaving mill since July 1, 2021
2. The sale of woven fabrics, completely delivered goods to customers by 3rd quarter of 2021
3. Dismiss factory workers
4. There are plans to gradually sell machine assets, factory equipment, transportation equipment and office equipment in the section used about textile manufacturing

In this regard, the Company also has income from rent out land and building, and dividend received (no more than Baht 20 million per year). The Company is during finding a new business.

Description and detail of the transaction

Saha-Union Public Company Limited (SUC or Tender Offeror) which is the major shareholder, holding 49.88 percent of the total number of issued shares of Union Textile Industries Public Company Limited (UT), will tender offer for 29,419,460 common shares at Baht 38.35 per share and 651,340 preferred shares at Baht 48.15 per share.

Securities type	Number of shares held by SUC		Number of shares SUC have to tender offer	
	Number of shares	Percentage	Number of shares	Percentage
Common Share	15,580,540	25.97	29,419,460	49.03
Preferred Share	14,348,660	23.91	651,340	1.09
Total	29,929,200	49.88	30,070,800	50.12
Total number of shares	60,000,000 shares			

Note: UT has common shares totally 45,000,000 shares with Par Value Baht 10 per share and preferred shares totally 15,000,000 shares with Par Value Baht 10 per share

Reason and appropriation of the securities delisting

- The Company is not necessary to raise fund through SET
- Reduce the obligation to comply with regulations related to existing a listed company
- Reduce costs and fees for maintaining status as a listed company on SET
- Reduces minority shareholders' liquidity risk from trading of securities

Precedent conditions of delisting securities

- Obtain approval from The Company shareholders' meeting with the resolution to delist the securities from being listed securities on SET with no less than three-fourths of the total issued shares of the listed company, and also no more than 10% objection of the total issued shares
- Obtain approval of the delisting the securities from SET within 30 days from the date of completely receiving request and information
- The period of making tender offer is 45 working days
- Delist the securities

Effect on the Company and the minority shareholders after delisting the securities

Company

- No fund raising through SET
- No channel to communicate with investors and/or general people about information and news of the Company

Minority Shareholders

- lack of liquidity of trading the securities
- Restrictions on receiving return on investment
- Not getting tax privilege
- Obtain less data and/or information from the Company

Valuation approach of share prices

The Independent Financial Advisor has conducted 6 valuation approaches by reporting the details of each valuation approach to acknowledge the meeting. The summary are follows.

1. Book Value Approach (BV)

The value of the Company is equal to Baht 1,046.02 million. The Share price is equal to Baht 17.43 per share. This method is just a show of the company's value at a certain time, without taking future operation performance nor fair value of the company's assets into account

The Independent Financial Advisor gave an opinion that this approach is not appropriate.

2. Adjusted Book Value Approach (ABV)

This approach is to bring the book value of the Company on June 30, 2021 to be adjusted with the following items:

- In the case of asset valuation such as land, buildings, machinery, and apartment complexes will refer to the evaluation report from the asset appraiser which is American Appraisal (Thailand) Company Limited
- In the case of share price valuation of the listed company on SET will be determined by the 15 working days market weighted average price before the board of directors' meeting which was from September 29, 2021 to October 20, 2021

- In the case of Equity adjustment will use management financial statements of each company as of June 30, 2021 (or December 31, 2020 if not available recent financial statements)

The value of the Company is between Baht 2,435.30-2,452.78 million. The common shares value is between Baht 38.14-38.43 per share. The preferred shares value is between Baht 47.94-48.23 per share.

The Independent Financial Advisor gave an opinion that this valuation approach is appropriate. This is due to it reflects the market price of most of the assets of the Company and is in line with the current company situation.

3. Market Value Approach

It is considered from the weighted average price of common shares based on market price and the backward trading value of the common shares for 7 days / 15 days / 30 days / 60 days / 90 days / 180 days and 360 days from October 20, 2021.

The value of the Company is between Baht 934.76-1,167.62 million. The value per share is between Baht 15.58-19.46 per share.

The Independent Financial Advisor gave an opinion that this valuation approach is not appropriate. This is due to the company's common share trading level was very low which is not reflect the market price that can be used for reference.

4. Price to Book Value Ratio Approach (P/BV Ratio)

Currently, most of the company's revenue comes from rent out of land and building. Therefore, some property business companies listed on SET are selected to compare with. The value of the Company is between Baht 1,506.31-2,005.36 million. The value per share is between Baht 25.11-33.42 per share.

The Independent Financial Advisor gave an opinion that this valuation approach is not appropriate. This is due to the current book value the Company is reflected in other assets which is not property for rent and it does not reflect the future company outcome.

5. Sum-of-the-Parts Approach

This approach is to estimate the value of the Company by applying the value of Discounted Cash Flow (DCF) combined with adjusted book value which shows important assets based on market prices to reflect the overall value of the Company under the current situation of the Company.

This is due to the cease of the textile business in July 2021, there is only remaining businesses that are not related to production which are property renting income and dividend income. The independent financial advisor has made a financial estimation of only 4 years from 2021 - 2024 based on the remaining renting period. After duly rental agreements, the financial advisor will evaluate the rented land value in 2024.

The value of the Company is between Baht 2,355.65 to 2,373.13 million. The common share value is between Baht 36.81 - 37.10 per share. The preferred share value is between Baht 46.61 and 46.90 per share.

The Independent Financial Advisor gave an opinion that this valuation approach is appropriate.

6. Price to Earnings Ratio Approach (P/E Ratio)

This is because there was operating loss during the 12 months backward period, **the Independent Financial Advisor cannot evaluate with this approach.**

Independent Financial Adviser's opinion on the common share and preferred share tender offering prices

1. The appropriate approaches to evaluate the stock price of the Company are Adjusted Book Value Approach and Sum-of-the-Parts Approach which reflecting fair values of common shares and preferred shares of the Company.

2. The appropriate evaluated prices of the common shares are between Baht 36.81-38.43 per share and that of the preferred shares are between Baht 46.6 1-48.23 per share. Comparing to the common share tender offering price at Baht 38.35 per share and the preferred share tender offer price at Baht 48.15 per share, the tender offer prices are within the range of fair values that are evaluated by the independent financial advisor. Therefore, the tender offer prices for common shares and preferred shares are appropriated prices and comply with the regulation of the announcement of acquisition of securities for business takeover.

3. Shareholders should consider approving the matter of voluntary delist of the Company's common shares from being listed securities on SET.

The Chairman has given the shareholders the opportunity to inquire.

Mr. Thitivut Sukpornchaikul, a proxy, asked about the independent financial advisor's opinion reported paged 59, paragraph 6.5, why are the estimates of dividends received from SUC and MRC the same amount every year? And, why does the Company still have operating and administrative expenses from continuing operations?

Mr. Annop Saengvanich, an independent financial advisor, reported to the meeting as follows.

1. In the past, the Company has received dividends from SUC and MRC, which have been relatively stable every year without Growth.

2. The Company still has operating and administrative expenses from continuing operations. This is because there are part of the employees still working, and there are consulting fees, audit fees, utilities, and other expenses.

(In this agenda, 4 more shareholders participated in the meeting, 4,953,200 shares.)

Resolution: The meeting acknowledged.

Agenda 3 Consider approving the matter of voluntary delist of the Company's securities from being listed securities on the Stock Exchange of Thailand, and the related delegations

The Chairman informed the meeting that Saha-Union Public Company Limited (SUC), the tender offeror, will proceed with the tender of all common shares and preferred shares in the non-held part of the Company from Shareholders in general to delist UT's common shares from being listed securities on SET after the following conditions are completed.

- 1) The UT shareholders' meeting approves the resolution to delist UT securities from being listed securities on SET with no less than three-fourths of the total issued shares of the listed company, and also no more than 10% objection of the total issued shares and
- 2) SET and/or related regulatory approve the delisting UT securities from SET

In this regard, if the extraordinary general meeting of shareholders of the Company decides to approve the delisting of company's common shares from being listed securities on SET, the Company shall submit an application form for delisting common shares from being listed securities (F10-7) to SET. And when the delisting has already been approved by SET and/or related regulators, SUC will undertake the tender offer for all non-held common shares and preferred shares of the Company. The tender offer price of common shares is Bath 38.35 per share and that of the preferred share is at Baht 48.15 per share for delisting common stock of the Company from being listed securities on SET which according to comply with the criteria in the announcement of Stock Exchange Commission Office and other relevant regulations.

In addition, in order to comply with SET's regulations on delisting of securities BE. 2542 and other relevant regulations, the Company's Board of Directors deemed it appropriate to submit to the shareholders' meeting to approve the delegation of authority to the Chairman of the Board of Directors or the Managing Director to take any necessary actions and involve the request for the delisting of the company's common shares from being listed securities on SET which includes the following matters:

- 1) Define details, modify, add, or change details in any document regarding the request for delisting the securities
- 2) Sign any documents, including those that have been amended, necessary for the request for delisting the securities
- 3) Permission, reprieve, submit documents, or take any necessary related actions regarding delisting the securities to the Stock Exchange of Thailand, the SEC, or any other related agencies
- 4) Do any necessary actions in accordance with the requirements of the Stock Exchange and the SEC to complete the securities delisting

The Chairman has given the shareholders the opportunity to inquire.

Mr. Surachai Ratitong, a shareholder, inquired that after approving the application for delisting of UT securities, what is the procedure for making a tender for securities?

Mr. Annop Saengvanich, an independent financial adviser, reported to the meeting that after the shareholders have approved the delisting of UT securities, the Company shall

Name-Surname	2. Mr. Preecha Wattanasaranont
Current Position	Independent Director / Audit Committee / Chairman of the Nomination and Remuneration Committee
Director Type for Nomination	Non-Executive Director
Age	70 years
Education	- Bachelor's Degree, Science in Industrial Education (Mechanical Technology), King Mongkut's Institute of Technology, North Bangkok Campus.
IOD Certification Program	- Director Accreditation Program (DAP) Class 7/2004 - Advanced Audit Committee Program (AACP) Class 23/2016
Experiences	- 1994 - 2012 Managing Director, Union Pioneer Public Company Limited - 2000 – April 2013 Director, Union Rubber Products Corporation Limited - 2013 – April 2015 Director, Union Pioneer Public Company Limited
Current Positions	Companies in SET - May 2015 – Present Independent Director, Union Textiles Industries Public Company Limited - January 2016 - Present Audit Committee / Nomination and Remuneration Committee, Union Textile Industries Public Company Limited - April 2021 – Present Chairman of the Nomination and Remuneration Committee, Union Textile Industries Public Company Limited Other Companies - None - Other Companies who possibly in Conflict of Interest - None -
Year of Directorship	6 years 11 months
The date on which the directors.	20 May 2015
No. of Shareholding in Company	-None- shares or 0%
No. of BOD Meeting Attendance	12/12
No. of Audit Committee Meeting Attendance	4/4
No. of Audit Committee Meeting Attendance	2/2
No. of Shareholding Meeting	1/1
Year of Independent Director	6 years 11 months
Have or not having the interest in any characteristics with the Company, holding company, subsidiar, affiliation or juristic person who possibly in conflict at present or in the last 2 years	- Not being a director with management participation on employees, consultant with regular salary - Not being any professional provider (Ex. auditor, legal consulting) - Not has been in business relation (Ex. raw materials, goods and services purchasing/selling, lending or borrowing).
Criteria and Process for Nomination Director	Attachment 5

Name-Surname	3. Mr. Chutindhon Darakananda	
Current Position	Director	
Director Type for Nomination	Non-Executive Director	
Age	63 years	
Education	<ul style="list-style-type: none"> - Master's Degree in Business Administration, SASIN Graduate Institute of Business Administration of Chulalongkorn University - Bachelor's Degree in Industrial Engineering, Stanford University, U.S.A 	
IOD Certification Program	- Director Accreditation Program (DAP) Class 17/2004	
Experiences	<ul style="list-style-type: none"> - December 1990 – 2006 Director, Saha-Union Public Company Limited - 1992 – February 2017 Vice Chairman, Venus Thread Co., Ltd. - 1993 – 2007 Director, Union Textile Industries Public Company Limited Director, Union Pioneer Public Company Limited - 2001 – March 2009 Director, Union Energy (China) Co., Ltd. - 2002 – January 2018 Vice Chairman / Managing Director, Union Thread Industries Co., Ltd. Vice Chairman / Managing Director, Union Industries Corp., Ltd. - 2007 – 2012 Vice Chairman (Investments in China), Saha-Union Public Co., Ltd. - May 2014 – February 2017 Director, The Royal Hotel Co., Ltd. - March 2017 – February 2018 Vice Chairman, The Royal Hotel Co., Ltd. - 24 January 2019 – 23 January 2020 Managing Director, The Royal Hotel Co., Ltd. 	
Current Positions	<p>Companies in SET</p> <ul style="list-style-type: none"> - January 2011 – Present Nomination and Remuneration Committee, Saha-Union Public Company Limited - 2013 – Present Vice Chairman, Saha-Union Public Company Limited - February 2013 – Present Director, Union Textile Industries Public Company Limited - May 2017 – Present Director, Union Pioneer Public Company Limited <p>Other Companies</p> <ul style="list-style-type: none"> - 2013 – Present Director, Union Garment Co., Ltd. Director, Union Micronclean Co., Ltd. - November 2015 – Present Director, Union Zojirushi Co., Ltd. - March 2017 – Present Director, Venus Thread Co., Ltd. - April 2017 – Present Director, Sukhumvit 62 Medical Limited - May 2017 – Present Director, Union Nifco Co., Ltd. - December 2017 - Present Director, Navavej International Hospital Public Company Limited - February 2018 – Present Chairman, Union Spinning Mills Co., Ltd. Chairman / Managing Director, Union Business Management Co., Ltd. Chairman / Managing Director, Union Thread Industries Co., Ltd. Chairman / Managing Director, Union Industries Corp., Ltd. - March 2018 - Present Chairman, The Royal Hotel Co., Ltd. - November 2018 – Present Chairman, Saha Union Holding Co., Ltd. - Present Chairman, Vice Chairman and Director, Other Companies in Saha-Union Group <p>Other Companies who possibly in Conflict of Interest</p> <p>-None-</p>	
Year of Directorship	9 years 3 months	
The date on which the directors.	19 February 2013	
No. of Shareholding in Company	380,500 shares or 0.6342%	
No. of BOD Meeting Attendance	11/12	
No. of Shareholding Meeting	1/1	
Criteria and Process for Nomination Director	Attachment 5	

Union Textile Industries Public Company Limited's Directors List

- | | | | |
|----|-------------------|-----------------|---|
| 1. | Mr. Preecha | Shunhavanich | Chairman |
| 2. | Mr. Polchet | Likittanasombat | Independent Director / Chairman of the Audit Committee |
| 3. | Mr. Preecha | Wattanasaranont | Independent Director / Audit Committee /
Chairman of the Nomination and Remuneration Committee |
| 4. | Mr. Pitya | Mahanond | Independent Director / Audit Committee /
Nomination and Remuneration Committee |
| 5. | Mrs. Srinual | Sombatpraiwan | Managing Director |
| 6. | Mr. Chutindhon | Darakananda | Director |
| 7. | Mr. Supakit | Paungbua | Director |
| 8. | Mrs. Chantorntree | Darakananda | Director / Nomination and Remuneration Committee |
| 9. | Mrs. Saranya | Darakananda | Director |

Independent Directors Definition (Which the minimum requirement of SEC)

(A) Holding shares not over one percent of the total shares with voting right of the applicant for license, holding company, subsidiary, affiliation, major shareholder or authorized person of the applicant for license, however, it includes shareholding by related persons of the independent director also.

(B) Not being or has been a director with management participation on employees, consultant with regular salary or authorized person of the applicant for license, holding company, subsidiary, affiliation, subsidiary in same level, major shareholder or of authorized person of the applicant for license, except relieved from aforesaid characteristic at not less than two years before submitting permission to the Office. However, the prohibited characteristics do not include that of civil service or consultant of government body holding major shareholding or authorized person of the applicant for license.

(C) Not being person of whole blood or registrationAs stated in the law, in the manner of being father or mother, spouse, brotherhood and offspring including spouse of the offspring of the management, major shareholder, authorized person or person designated to be management or authorized person of the applicant for license or subsidiary.

(D) Not have or has been in business relationwith the applicant, holding company, subsidiary, affiliation, major shareholder or authorized person of the applicant for license, in the manner that may obstruct the independent exercise of discretion including in not being or has been a significant shareholder or authorized person of the person with business relation with the applicant, holding company, subsidiary, affiliation, major shareholder or authorized person of the applicant, except relieved from aforesaid characteristics at not less than two years before the date of submission for permission from the Office.

The business relation in paragraph one includes trade transactions in normal business, rent or lease on items related to asset or service or in giving or receiving financial assistatnce through acceptance or lending, guarantee, granting asset as debt security including similar behavior resulting in the applicant or contract party with debt burden to be settled with another party from 3% of net tangible asset of the applicant or from twenty million baht up, as which amount is lower. However, the debt burden calculation shall be in value calculation on related items as announced by the Securities Exchange Commission on Rules of Related Items, by mutatis mutandis. But the consideration of such debt burden shall include debt burdens incurred at one previous year before the date of business relation with the same person.

(E) Not being or has been auditor of the applicant, holding company, subsidiary, affiliation, major shareholder or authorized person of the applicant and shall not be significant shareholder, authorized person or partner of auditing office with the auditor of the applicant, holding company, subsidiary, affiliation, major shareholder or authorized person of the applicant in attachment, except relieved from such characteristic at not less than two years before before the date of submission for permission from the Office.

(F) Not being or has been any professional provider which includes legal consulting or financial consulting with service fee over two million baht a year from the applicant, holding company, subsidiary, affiliation, major shareholder or authorized person of the applicant, and not being a significant shareholder, authorized person or partner of the professional provider, except relieved from such characteristic at not less than two years before the date of submission for permission from the Office.

(G) Not being a director appointed to be agentof the director of the applicant, major shareholder or shareholder with relation with the major shareholder.

(H) Not operating similar or significant competitive businessto the business of the applicant or subsidiary or not being significant partner in the partnership or directorship with management participation on employees, consultant with regular salary or holding shares over one percent of the total shares with voting right in other company, operating business similar or competing with business of the applicant or subsidiary.

(I) Not having other characteristicsthat will hinder free independent opinion in relation with the operation of the applicant.

After the appointment to be independent director with the characteristics as stated in paragraph one (a) to (i), the independent director may be assigned from the committee to make decision on the business operation of the applicant, holding company, subsidiary, affiliation, subsidiary of same level, major shareholder or authorized person of the applicant under the method of collective decision).

¹ Related Persons : Person in Section 258 of the Securities and Stock Exchange Act.

² Director with management participation : A director holding management position with the responsibility in any implementation as management and it includes authorized director who can sign in binding company except it is expressly shown to be signing at the approval of the committee and in joint signing with other directors.

³ Subsidiary of same level: The subsidiary in same level over 2 companies under the same holding company.

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 not withstanding, 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 1st and 2nd 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. นายพลเชษฐ์ ลิขิตธนสมบัติ ประธานกรรมการตรวจสอบ/กรรมการอิสระ อายุ 55 ปี
Mr. Polchet Likittanasombat Chairman of the Audit Committee/Independent Director Age 55 Years
อยู่บ้านเลขที่ 3/1 ซอยปุนนาวดี 11 แขวงบางจาก เขตพระโขนง กรุงเทพมหานคร 10260 หรือ
Address 3/1 Soi Punnawithi 11, Khwaeng Bangchak, Khet Phrakanong, Bangkok 10260 or
2. นายปรีชา วัฒนศรานนท์ กรรมการตรวจสอบ/กรรมการอิสระ อายุ 70 ปี
Mr. Preecha Wattanasaranont Audit Committee/Independent Director Age 70 Years
อยู่บ้านเลขที่ 112 ซอยพัฒนาการ 53 ถนนพัฒนาการ แขวงสวนหลวง เขตสวนหลวง กรุงเทพมหานคร 10250 หรือ
Address 112 Soi Pattanakarn 53, Pattanakarn Road, Khwaeng Suanluang, Khet Suanluang, Bankok 10250 or
3. นายพิทยา มหานนท์ กรรมการตรวจสอบ/กรรมการอิสระ อายุ 66 ปี
Mr. Pitya Mahanond Audit Committee/Independent Director Age 66 Years
อยู่บ้านเลขที่ 112/2 หมู่ 6 แขวงทุ่งสองห้อง เขตหลักสี่ กรุงเทพมหานคร 10210 หรือ
Address 112/2 Moo 6, Khwaeng Thung Song Hong, Khet Lak Si, Bangkok 10210 or
4. นาย/นาง/นางสาว/Mr./Mrs./Missอายุ/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./Missอายุ/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./Missอายุ/Age..... ปี/Years
อยู่บ้านเลขที่/Address ถนน/Road ตำบล/แขวง/Sub-District
อำเภอ/เขต/District จังหวัด/Province รหัสไปรษณีย์/ Zip Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ 29 ในวันอังคารที่ 19 เมษายน 2565 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 29th Annual General Meeting of Shareholders to be held on Tuesday, 19 April 2022 at 10.30 a.m., at the Meeting room, 9th 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 :

- สืบเนื่องจากสถานการณ์การแพร่ระบาดของ COVID-19 ในการมอบฉันทะให้กรรมการอิสระของบริษัทฯเป็นผู้รับมอบฉันทะ บริษัทฯขอเสนอให้ผู้ถือหุ้นโปรดมอบฉันทะให้กรรมการอิสระเป็นผู้รับมอบฉันทะไว้ทั้ง 3 คน เพื่อในกรณีมีเหตุสุดวิสัยที่กรรมการอิสระคนใดคนหนึ่งไม่สามารถเข้าร่วมประชุมได้ กรรมการอิสระที่เข้าประชุมจะได้เป็นผู้รับมอบฉันทะเพื่อเข้าประชุมและออกเสียงลงคะแนนในที่ประชุมผู้ถือหุ้นแทนผู้ถือหุ้นได้ ทั้งนี้ หากผู้ถือหุ้นยังยืนยันจะมอบฉันทะให้กรรมการอิสระบุคคลใดโดยเฉพาะ กรุณาระบุชื่อกรรมการอิสระที่ต้องการให้เป็นผู้รับมอบฉันทะให้ชัดเจนในหน้า 4/4

In conjunction with the spreading of COVID-19, the Company hereby requests that the Shareholders' Power of Attorney be made to empower all 3 Independent Directors. This is to ensure that under any inevitable circumstances, if an Independent Director is not available, any other Independent Director will be able to attend the Meeting and cast the vote on the Shareholders' behalf. However, in case the Shareholder insists on assigning only a specific Independent Director, the name of the desired Independent Director must be clearly stated in the Proxy Form page 4/4.

- กรรมการอิสระลำดับที่ 3 ไม่มีส่วนได้เสียพิเศษในวาระการประชุม / Independent Director No.3, no major beneficiaries.
- กรรมการอิสระลำดับที่ 1 และลำดับที่ 2 มีส่วนได้เสียพิเศษ ในวาระที่ 5.1 พิจารณาเลือกตั้งกรรมการ เนื่องจากเป็นกรรมการที่ต้องออกตามวาระ และได้รับการพิจารณาเสนอชื่อให้ได้รับการเลือกตั้งเป็นกรรมการต่ออีกวาระหนึ่ง

Independent Director No. 1 and No.2 having major beneficiaries in Agenda 5.1 Electing the Directors, Directors are due to retire this year and have nominated to be reappointed for another term.

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 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2564

Agenda 1 Considering and Endorsing the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021

- เห็นด้วย / For (vote) ไม่เห็นด้วย / Against (vote) งดออกเสียง / 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 2564

Agenda 3 Considering and Endorsing the Balance Sheet and Statements of Profit and Loss or Financial Statements for the year ending 31 December 2021.

เห็นด้วย / For (vote)

ไม่เห็นด้วย / Against (vote)

งดออกเสียง / Abstain (vote)

วาระที่ 4 พิจารณานุมัติจัดสรรเงินกำไรและการจ่ายเงินปันผล

Agenda 4 Approving the Profit Allocation and Dividend Payments.

เห็นด้วย / For (vote)

ไม่เห็นด้วย / Against (vote)

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

เห็นด้วย / For (vote)

ไม่เห็นด้วย / Against (vote)

งดออกเสียง / Abstain (vote)

(ข) ถ้ามีมติให้ใช้วิธีการเลือกตั้งกรรมการทั้งหมด 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) 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. นายพลเชษฐ ลิขิตธนสมบัติ / Mr. Polchet Likittanasombat

เห็นด้วย / For (vote)

ไม่เห็นด้วย / Against (vote)

งดออกเสียง / Abstain (vote)

2. นายปรีชา วัฒนศรานนท์ / Mr. Preecha Wattanasaranont

เห็นด้วย / For (vote)

ไม่เห็นด้วย / Against (vote)

งดออกเสียง / Abstain (vote)

3. นายชุตินธร ดารกานนท์ / Mr. Chutindhon 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.

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 2565 และกำหนดเงินค่าตอบแทน

Agenda 6 Appointing the 2022 Auditors and Fixing the Remunerations.

เห็นด้วย / For (vote)

ไม่เห็นด้วย / Against (vote)

งดออกเสียง / Abstain (vote)

4. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นารลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใด 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)

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงหุ้นต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)
(For foreign shareholders who have custodian in Thailand only)

เลขทะเบียนผู้ถือหุ้น..... เขียนที่

Shareholder's Registration No. 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:
<input type="radio"/> หุ้นสามัญ	หุ้น	ออกเสียงลงคะแนนได้เท่ากับ	เสียง
ordinary share _____ shares		with the voting rights of _____	votes
<input type="radio"/> หุ้นบุริมสิทธิ	หุ้น	ออกเสียงลงคะแนนได้เท่ากับ	เสียง
preferred share _____ shares		with the voting rights of _____	votes

2. ขอมอบฉันทะให้ / Hereby appoint

1. นายพลเชษฐ์ ลิขิตธนสมบัติ ประธานกรรมการตรวจสอบ/กรรมการอิสระ อายุ 55 ปี
Mr. Polchet Likittanasombati Chairman of the Audit Committee/Independent Director Age 55 Years
อยู่บ้านเลขที่ 3/1 ซอยปุนนาวดี 11 แขวงบางจาก เขตพระโขนง กรุงเทพมหานคร 10260 หรือ
Address 3/1 Soi Punnawithi 11, Khwaeng Bangchak, Khet Phrakhanong, Bangkok 10260 or
2. นายปรีชา วัฒนศรานนท์ กรรมการตรวจสอบ/กรรมการอิสระ อายุ 70 ปี
Mr. Preecha Wattanasaranont Audit Committee/Independent Director Age 70 Years
อยู่บ้านเลขที่ 112 ซอยพัฒนาการ 53 ถนนพัฒนาการ แขวงสวนหลวง เขตสวนหลวง กรุงเทพมหานคร 10250 หรือ
Address 112 Soi Pattanakarn 53, Pattanakarn Road, Khwaeng Suanluang, Khet Suanluang, Bangkok 10250 or
3. นายพิทยา มหานนท์ กรรมการตรวจสอบ/กรรมการอิสระ อายุ 66 ปี
Mr. Pitya Mahanond Audit Committee/Independent Director Age 66 Years
อยู่บ้านเลขที่ 112/2 หมู่ 6 แขวงทุ่งสองห้อง เขตหลักสี่ กรุงเทพมหานคร 10210 หรือ
Address 112/2 Moo 6, Khwaeng Thung Song Hong, Khet Lak Si, Bangkok 10210 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 29 ในวันอังคารที่ 19 เมษายน 2565 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 29th Annual General Meeting of Shareholders to be held on Tuesday, 19 April 2022 at 10.30 a.m., at the Meeting room, 9th 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 :

- สืบเนื่องจากสถานการณ์การแพร่ระบาดของ COVID-19 ในการมอบฉันทะให้กรรมการอิสระของบริษัทฯเป็นผู้รับมอบฉันทะ บริษัทฯขอเสนอให้ผู้ถือหุ้นโปรดมอบฉันทะให้กรรมการอิสระเป็นผู้รับมอบฉันทะไว้ทั้ง 3 คน เพื่อในกรณีมีเหตุสุดวิสัยที่กรรมการอิสระคนใดคนหนึ่งไม่สามารถเข้าร่วมประชุมได้ กรรมการอิสระที่เข้าประชุมจะได้เป็นผู้รับมอบฉันทะเพื่อเข้าประชุมและออกเสียงลงคะแนนในที่ประชุมผู้ถือหุ้นแทนผู้ถือหุ้นได้ ทั้งนี้ หากผู้ถือหุ้นยังยืนยันจะมอบฉันทะให้กรรมการอิสระบุคคลใดโดยเฉพาะ กรุณาระบุชื่อกรรมการอิสระที่ต้องการให้เป็นผู้รับมอบฉันทะให้ชัดเจนในหน้า 4/4

In conjunction with the spreading of COVID-19, the Company hereby requests that the Shareholders' Power of Attorney be made to empower all 3 Independent Directors. This is to ensure that under any inevitable circumstances, if an Independent Director is not available, any other Independent Director will be able to attend the Meeting and cast the vote on the Shareholders' behalf. However, in case the Shareholder insists on assigning only a specific Independent Director, the name of the desired Independent Director must be clearly stated in the Proxy Form page 4/4.

- กรรมการอิสระลำดับที่ 3 ไม่มีส่วนได้เสียพิเศษในวาระการประชุม / Independent Director No.3, no major beneficiaries.
- กรรมการอิสระลำดับที่ 1 และลำดับที่ 2 มีส่วนได้เสียพิเศษ ในวาระที่ 5.1 พิจารณาเลือกตั้งกรรมการ เนื่องจากเป็นกรรมการที่ต้องออกตามวาระ และได้รับการพิจารณาเสนอชื่อให้ได้รับการเลือกตั้งเป็นกรรมการต่ออีกวาระหนึ่ง

Independent Director No. 1 and No.2 having major beneficiaries in Agenda 5.1 Electing the Directors, Directors are due to retire this year and have nominated to be reappointed for another term.

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 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2564

Agenda 1 Considering and Endorsing the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021

- (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 2564

Agenda 3 Considering and Endorsing the Balance Sheet and Statements of Profit and Loss or Financial Statements for the year ending 31 December 2021.

- (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

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

วาระที่ 6 พิจารณาแต่งตั้งผู้สอบบัญชีประจำปี 2565 และกำหนดเงินค่าตอบแทน

Agenda 6 Appointing the 2022 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 ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
 For (votes) Against (votes) 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 หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใด 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

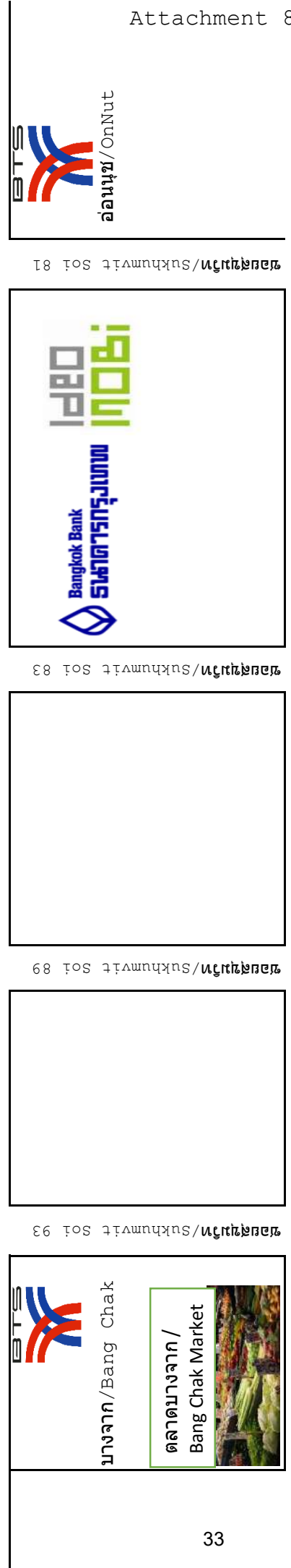
Tel. +66 2311 5111 9 Fax. +66 2331 5668



ไปบางนา/To BangNa

ถนนสุขุมวิท/Sukhumvit Road

ไปอ่อนนุช/To Onnut



แนวปฏิบัติเพื่อป้องกันการติดเชื้อ COVID-19 ในที่ประชุมสามัญผู้ถือหุ้นประจำปี 2565

ด้วยความห่วงใยในสุขภาพของผู้ถือหุ้นทุกท่าน และเพื่อเป็นการรองรับมาตรการของกรมควบคุมโรคติดต่อเกี่ยวกับความเสี่ยงในการติดเชื้อ COVID-19 ซึ่งจะส่งผลกระทบต่อผู้ถือหุ้นทุกท่านที่เข้าร่วมประชุม บริษัทจะมีการคัดกรองและตรวจวัดอุณหภูมิผู้เข้าร่วมประชุมทุกท่านก่อนเข้างาน บริษัทขอสงวนสิทธิ์ไม่อนุญาตให้ผู้ที่มีไข้ (มีอุณหภูมิตั้งแต่ 37.5 องศาเซลเซียสขึ้นไป) หรือผู้ที่มาจากพื้นที่ควบคุมสูงสุดและเข้มงวด เข้าร่วมประชุม ทั้งนี้ ผู้ถือหุ้นยังคงสามารถพิจารณาใช้สิทธิลงคะแนนเสียงได้โดยการมอบฉันทะให้กรรมการอิสระของบริษัทเข้าร่วมประชุมและออกเสียงแทน และส่งคำถามเกี่ยวกับระเบียบวาระการประชุมมาพร้อมกันด้วยได้ตามปกติ

บริษัทจึงขอความร่วมมือจากผู้ถือหุ้นที่ประสงค์เข้าร่วมการประชุมสามัญผู้ถือหุ้นประจำปี 2565 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 2022 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 any persons whose temperature reading is, or above, 37.5 degree celcius come from the maximum and strict control zones attend the meeting. 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 months
- Avoid sharing, touching any articles with other persons
- Abstain from attending the Meeting should he/she develop a fever, cough, runny nose, score 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.