



### **Announcement on the 32<sup>nd</sup> Annual General Meeting of Shareholders**

The Board of Directors of Union Textile Industries Public Company Limited (UT) has resolved to convene the 32<sup>nd</sup> Annual General Meeting of Shareholders on Tuesday, 22 April 2025 at 10.30 a.m., at the Meeting room, 9<sup>th</sup> Floor of Saha-Union Building, No. 1828 Sukhumvit Road, Phrakhanong Tai, Phrakhanong, Bangkok, to consider the following items on the agenda :-

#### **Agenda 1 Considering and Endorsing the Minutes of the 31<sup>st</sup> Annual General Meeting of Shareholders.**

The Company held the 31<sup>st</sup> Annual General Meeting of Shareholders, on 23 April 2024, and had the Minutes readied. Copies of the Minutes were forwarded within the legal timeframe to the Ministry of Commerce. They were also posted on the Company's website (www.ut.co.th).

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

The Minutes of the 31<sup>st</sup> Annual General Meeting of Shareholders, held on 23 April 2024 had been properly recorded and should be proposed for endorsement in the Shareholders' Meeting.

#### **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 Report 2024.

##### **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 2024.**

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 2024 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.

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

The 2024 Separate Financial Statements ended 31 December 2024, already audited and certified by the Auditor and approved by the Audit Committee and the Board of Directors. The Company has a net profit of Baht 11,609,584. The Company had reserved capital as specified by the Laws and Company's Articles of Association.

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

It was agreed to propose the Shareholders to approve profit allocation and pay dividends from the 2024 net profit and from retained earnings according to the Separate Financial Statements to the Common and Preferred Shareholders is Baht 0.28 per share. Total dividends amounted Baht 16,800,000.

According to the Company's Articles of Association, the Preferred Shareholders are entitled to receive a dividend equal to 14% each year. In any year the Company could not pay fully or partly the rightful dividend to the Preferred Shareholders, the unpaid or partly paid dividend would be accumulated yearly for a period not longer than 7 years. Therefore, the remaining dividend of Baht 1.12 per share for the 15,000,000 preferred shares totalling Baht 16,800,000 would be carried forward as deferred dividend.

(The Company had not paid corporate tax since there were accumulated net tax loss from the past 5 years. Therefore General Shareholders are not entitled to tax credit in the calculation of dividend tax payment in accordance with the section 47 bis of the Revenue Code)

Dividends would be paid to the Common and Preferred Shareholders whose names were recorded in the closing date of the Registration Book on 1 April 2025. The dividend payment will proceed when getting the approval from the Annual General Meeting of shareholders. The dividend payment date is 14 May 2025. The company will notify the Thailand Securities Depository Co., Ltd. (TSD) to deliver dividends to shareholders later.

#### **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 :-

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|--------------------------------|--|
| 1. Mr. Chutindhon Darakananda  | Chairman / Managing Director   |
| 2. Mr. Polchet Likittanasombat | Independent Director / Chairman of the Audit Committee                         |
| 3. Mrs. Porntida Boonsa        | Independent Director / Audit Committee / Nomination and Remuneration Committee |

##### **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 all 3 Directors who were due to retire for another term :

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|-------------------------------|--------------------------------|-------------------------|
| 1. Mr. Chutindhon Darakananda | 2. Mr. Polchet Likittanasombat | 3. Mrs. Porntida Boonsa |
|-------------------------------|--------------------------------|-------------------------|

The above 3 Directors possessed full qualifications of Director in accordance with the Company's Articles of Association and the Public Limited Company Acts.

##### **5.2 Defining the Directors' Authorities.**

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

It was agreed to propose to the Shareholders to define the following 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 Likittanasombut , Mr. Pitya Mahanond and Mrs. Porntida Boonsa".

##### **5.3 Authorizing the Directors' Remuneration.**

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

The Board of Directors agreed with the proposal of the Nomination and Remuneration Committee and proposed the Shareholders to fix the year 2025 Directors' remuneration at an amount not exceeding Baht 1,500,000 per year (identical to the year 2024). The Board of Directors was assigned to handle the allocations accordingly.

#### **Agenda 6 Appointing the year 2025 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 Board's opinion :**

The Board of Directors agreed with the proposal of the Audit Committee and proposed the Shareholders to appoint

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|------------------|---------------|--|
| 1. Mr. Termphong | Opanaphan     | Certified Public Accountant No. 4501<br>(with 2 years of the Company's audit experience in 2023-2024) or |
| 2. Ms. Kosum     | Cha-em        | Certified Public Accountant No. 6011 or  |
| 3. Mrs. Wilai    | Sunthornwanee | Certified Public Accountant No. 7356   |

of EY Office Limited as the Company 2025 Auditor. The remuneration for auditing the Company's accounts would be Baht 330,000. There were no other service charges.

The Company specified the closing date of the Registration Book on Share Transferring Suspension from 1 April 2025 until the completion of the Meeting in order to allow the Common and Preferred Shareholders whose names listed on the closing date of the Registration Book, the rights to attend the 32<sup>nd</sup> Annual General Meeting of Shareholders, to cast vote and to receive the dividends for 2024.

Enclosed were documents appended for acknowledgement and consideration. The Company prepared Annual Report 2024, Balance Sheet and Statements of Profit and Loss or Financial Statements for the year ending 31 December 2024 in the form of QR Code. The invitation to attend the 32<sup>nd</sup> Annual General Meeting of Shareholders together with appended documents were posted on the Company's website (www.ut.co.th) from 21 March 2025 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).

Union Textile Industries Public Company Limited is aware of the importance of personal data protection of its shareholders, investors, business partners, directors, personnel of the Company, and persons related to the company. To ensure that such persons will receive full protection of their rights in accordance with the Personal Data Protection Act B.E. 2562 and other related laws, the Board of Directors has approved the Personal Data Protection Policy as part of the Company's good corporate governance manual so that the company has a guideline and regulatory measures for its management of personal information, ranging from the collection, usage, disclosure, and secured information keeping.

For more details, please see the UT Privacy Notice on the Company's website [www.ut.co.th](http://www.ut.co.th) to understand how the Company collects, uses, and discloses your personal data and your legitimate rights thereunder. In case you grant proxy to other person to attend the AGM on your behalf, please notify that person the Privacy Notice of the Company.