



**INTEGRITY QUALITY SERVICE**

**UNION TEXTILE INDUSTRIES  
PUBLIC COMPANY LIMITED**

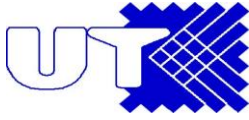
Invitation to attend the 30<sup>th</sup> Annual General Meeting  
of Shareholders.

18 April 2023 at 1.30 p.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).

## Table of Contents

Detail	Page
- Invitation to attend the 30 <sup>th</sup> Annual General Meeting of Shareholders	1-5
- Copy of the Minutes of the 29 <sup>th</sup> Annual General Meeting of Shareholders	6-14
- Articles of Association of the Company in respect to the Meeting of Shareholders	15-16
- Proxy (From B)	17-19
- Proxy (From C)	20-23
- Map	24



(Translation)

17 March 2023

Subject : Invitation to attend the 30<sup>th</sup> Annual General Meeting of Shareholders  
To : **Shareholders**  
Enclosures :  
1. Copy of the Minutes of the 29<sup>th</sup> Annual General Meeting of Shareholders on 19 April 2022.  
2. Annual Report 2022, Balance Sheet and Statements of Profit and Loss or Financial Statements for the year ending 31 December 2022 in the form of QR Code.  
3. Articles of Association of the Company in respect of the Meeting of Shareholders.  
4. Proxy Form (Form B and Form C)  
5. Map of the venue for the Meeting

The Board of Directors of Union Textile Industries Public Company Limited (UT) has resolved to convene the 30<sup>th</sup> Annual General Meeting of Shareholders on Tuesday, 18 April 2023 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 29<sup>th</sup> Annual General Meeting of Shareholders.**

The Company held the 29<sup>th</sup> Annual General Meeting of Shareholders, on 19 April 2022, 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 29<sup>th</sup> Annual General Meeting of Shareholders, held on 19 April 2022 had been properly recorded and should be proposed for endorsement in the Shareholders' Meeting. (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 Report 2022. (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 2022.**

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 2022 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.**

The 2022 Separate Financial Statements ended 31 December 2022, already audited and certified by the Auditor and approved by the Company's Audit Committee and Board of Directors. The Company has a net profit of Baht 39,538,589. The Company had reserved capital as specified by the Laws and Company's Articles of Association and sufficient cash flow to make dividend payments.

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

It was agreed to propose the Shareholders to authorize the 2022 net profit appropriation. The proposed dividends to the Common and Preferred Shareholders is Baht 0.50 per share. Total dividends amounted Baht 30,000,000 which was equivalent to 75.87% of net profit. The remaining profit after dividend payment, amount of Baht 9,538,589, would be carried forward as retained earnings.

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 0.90 per share for the 15,000,000 preferred shares totalling Baht 13,500,000 would be carried forward as deferred dividend.

(The Company had not paid corporate tax for year 2022 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 28 March 2023. The dividend payment will proceed when getting the approval from the Annual General Meeting of shareholders. The dividend payment date is 10 May 2023. 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 and Fixing the Remunerations.**

##### **5.1 Electing the Directors.**

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

1. Mrs. Chantorntree Darakananda
2. Mr. Supakit Paungbua
3. Mrs. Saranya Darakananda

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

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

1. Mrs. Chantorntree Darakananda
2. Mr. Supakit Paungbua
3. Mrs. Saranya Darakananda

##### **5.2 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 2023 Directors' remuneration at an amount not exceeding Baht 1,500,000 per year (identical to the year 2022). The Board of Directors was assigned to handle the allocations accordingly.

## Agenda 6 Appointing the year 2023 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

1. Ms. Sineenart Jirachaikhuankhan Certified Public Accountant No. 6287 or
2. Mr. Khitsada Lerdwana Certified Public Accountant No. 4958 or
3. Mr. Termphong Opanaphan Certified Public Accountant No. 4501

of EY Office Limited as the Company 2023 Auditor. The remuneration for auditing the Company's accounts would be Baht 350,000 which is Baht 125,000 lower than the amount paid in 2022. There were no other service charges.

## Agenda 7 Considering and Approving the amendment to the Company's Article of Association No.26, No. 35, No. 46 and No. 53

Due to the Public Limited Companies Act (No. 4) B.E. 2565, effective on 24 May 2022, there were amendments to the law to be uptodate according to the situation and technology development and the announcement of the Department of Business Development on Advertising through Electronic Media B.E. 2565 which allow advertisement through electronic media instead of newspaper advertisements. The Company's Article of Association No.26, No. 35, No. 46 and No. 53 should therefore be amended to abide by The Law, i.e.

Existing Article	Amended Article being proposed
<p><b>Article 26</b> In calling a Meeting of the Board of Directors, the Chairman or the person assigned by him shall send notice calling a Meeting to directors <i>not less than seven days prior to the date of the Meeting</i>. However, in case of necessity and urgency for the purpose of maintaining the rights or interests of the Company, a Meeting may be called <i>by other means</i> and the date of the Meeting may be fixed sooner.</p>	<p><b>Article 26</b> In calling a Meeting of the Board of Directors, the Chairman or the person assigned by him shall send notice calling a Meeting to directors <i>not less than three days prior to the date of the Meeting</i>. However, in case of necessity and urgency for the purpose of maintaining the rights or interests of the Company, a Meeting may be called <i>by other electronic means or any other methods</i> and the date of the Meeting may be fixed sooner.</p>
<p><b>Article 35</b> In calling a General Meeting of Shareholders, the Board of Directors shall send notices for the Meeting specifying the place, date, time, agenda of the Meeting, as well as the subject matters to be proposed to the Meeting together with reasonable details, by stating clearly any one of which will be for information, for approval or for consideration, as the case maybe, including the opinions of the Board of Directors in such matters, and shall send to the shareholders and the Registrar not less than seven days before the date of Meeting. <i>Furthermore, publication of notices calling a Meeting shall also be made in a newspaper for a period of three consecutive days and not less than three days before the date of Meeting.</i></p>	<p><b>Article 35</b> In calling a General Meeting of Shareholders, the Board of Directors shall send notices for the Meeting specifying the place, date, time, agenda of the Meeting, as well as the subject matters to be proposed to the Meeting together with reasonable details, by stating clearly any one of which will be for information, for approval or for consideration, as the case maybe, including the opinions of the Board of Directors in such matters, and shall send to the shareholders and the Registrar not less than seven days before the date of Meeting. <i>Furthermore, publication of notices calling a Meeting shall also be made in a newspaper or via electronic media in accordance with the rules prescribed by the Registrar for the duration of at least three days before the meeting date.</i></p>

Existing Article	Amended Article being proposed
<p><b>Article 46</b> Dividends shall be paid out of profit only. The profits remaining after the payment of dividends may be allocated as reserves of various kinds, as the Board of Directors may deem proper.</p> <p>The Board of Directors may from time to time pay to the shareholders such interim dividends as it deems appropriate. After the distribution of dividends, the shareholders shall be informed of such dividends distribution at the next General Meeting.</p> <p>The dividend payment shall be made within the period prescribed by the Acts. A written notice shall also be sent to the shareholders <i>and a publication of the notice of such payment of dividends shall be made in a newspaper.</i></p>	<p><b>Article 46</b> Dividends shall be paid out of profit only. The profits remaining after the payment of dividends may be allocated as reserves of various kinds, as the Board of Directors may deem proper.</p> <p>The Board of Directors may from time to time pay to the shareholders such interim dividends as it deems appropriate. After the distribution of dividends, the shareholders shall be informed of such dividends distribution at the next General Meeting.</p> <p>The dividend payment shall be made within the period prescribed by the Acts. A written notice shall also be sent to the shareholders <i>and a publication of the notice of such payment of dividends shall also be made in a newspaper or via electronic media in accordance with the rules prescribed by the Registrar.</i></p>
<p><b>Article 53</b> The Company shall send to the Registrar the annual report together with copies of the balance sheet and the profit and loss statement which have already been audited by the auditor and adopted by the Meeting of Shareholders and a copy of the Minutes of the Meeting of Shareholders, specifically the part concerning the adoption of the balance sheet, the profit distribution and allocation of dividends, certified to be correct by the person authorized to sign on behalf of the Company. Concerning the balance sheet, the Company shall, within one month from the date of adoption by the Meeting of Shareholders, <i>has it published in a newspaper for not less than one day for public information.</i></p>	<p><b>Article 53</b> The Company shall send to the Registrar the annual report together with copies of the balance sheet and the profit and loss statement which have already been audited by the auditor and adopted by the Meeting of Shareholders and a copy of the Minutes of the Meeting of Shareholders, specifically the part concerning the adoption of the balance sheet, the profit distribution and allocation of dividends, certified to be correct by the person authorized to sign on behalf of the Company. Concerning the balance sheet, the Company shall, within one month from the date of adoption by the Meeting of Shareholders, <i>has it published in a newspaper or via electronic media in accordance with the rules prescribed by the Registrar for not less than one day for public information.</i></p>

**The Board's opinion :**

It was agreed to propose to the Shareholders to approve the amendments to No.26, No. 35, No. 46 and No. 53 of the Company's Articles of Association by replacing the existing text with the one as proposed.

The Company specified the closing date of the Registration Book on Share Transferring Suspension from 28 March 2023 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 30<sup>th</sup> Annual General Meeting of Shareholders, to cast vote and to receive the year 2022 dividends.

Enclosed were documents appended for acknowledgement and consideration. The Company prepared Annual Report 2022, Balance Sheet and Statements of Profit and Loss or Financial Statements for the year ending 31 December 2022 in the form of QR Code. The invitation to attend the 30<sup>th</sup> Annual General Meeting of Shareholders together with appended documents were posted on the Company's website (www.ut.co.th) from 17 March 2023 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.

(Translation)

Minutes of the 29<sup>th</sup> Annual General Meeting of Shareholders

Of

**Union Textile Industries Public Company Limited**

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

Held on 19 April 2022

---

The Meeting started at 10.30 hrs.

Mr. Preecha Shunhavanich, Chairman of the Board of Directors, chaired the Meeting; notified the Meeting that there were 6 shareholders holding common shares and preferred shares by themselves, with 430,508 common shares and 0 preferred shares; and by proxy 25 shareholders who had 43,359,687 common shares and 14,998,990 preferred shares. In total, there were 31 shareholders representing 58,789,185 common and preferred shares, accounting 97.98 % of the registered capital, constituting a quorum according to the Company's Article of Association.

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

**Attending directors**

- |                                |  |
|--------------------------------|--|
| 1. Mr. Preecha Shunhavanich    | Chairman of the Board of Directors   |
| 2. Mr. Polchet Likittanasombat | Independent Director/Chairman of the Audit Committee   |
| 3. Mr. Preecha Wattanasaranon  | Independent Director/Audit Committee/ Chairman of the<br>Nomination and Remuneration Committee |
| 4. Mr. Pitya Mahanond          | Independent Director/Audit Committee/ Nomination and<br>Remuneration Committee                 |
| 5. Mrs. Srinual Sombatpraiwan  | Managing Director  |
| 6. Mr. Chutindhon Darakananda  | Director   |
| 7. Mr. Supakit Puangbua        | Director   |
| 8. Mrs. Saranya Darakananda    | Director   |



### Name list of directors through electronic device (E-AGM)

- 1 .Mrs. Chantrontree Darakananda Independent Director/ Audit Committee/ Nomination and Remuneration Committee

The Company's board of directors has 9 members attending 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.

### Company auditor from EY Office Limited

1. Miss Sineenart Jirachaikhuankhan
2. Miss Manassiri Boonyaseth

Before proceeding with the Meeting agendas, the Chairman advised that

- A resolution in each agenda shall be passed based on 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 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 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.

The Chairman then informed the Meeting that, as the Company offered shareholders with an opportunity to propose matters that might be benefits to the Company to be included in the AGM agenda in advance as per the criteria and methods prescribed by the Company during 1 October 2021 to 31 December 2021 through the Company's website. Finally, there were no shareholder proposing any matter to consider as a meeting agenda.

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

## Agenda 1 Considering and Endorsing the Minutes of the 1/ 2021 Annual Extraordinary General Meeting of the Shareholders.

The Chairman notified the Meeting that the Company prepared the Minutes of the 1/2021 Annual Extraordinary\_General Meeting of Shareholders convened dated 25 November 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. Also, disclosed on the Company's website. In addition, 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 1/2021 Annual Extraordinary General Meeting of Shareholders.

The Chairman offered shareholders opportunity to ask question, but there were no question or comment.

**Resolution:** The Meeting certified the Minute of the 1/2021 Annual Extraordinary General Meeting of the Shareholders with 58,789,185 votes in favor, 0 objection, 0 abstention, and 0 voided ballots.

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

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

Mrs. Srinual Sombatpraiwan, Managing Director, reported as follows:

- The Company disclosed the resolutions of the Board of Directors' meeting on December 22, 2020, through the Stock Exchange of Thailand. (SET) Subject: Discontinuation of textile business as well as caused by various external factors
- On July 1, 2021, the Company will cease all textile production in factories, spinning and weaving plants.
- On September 30, 2021, the company delivered the finished product to the customer. and after There is no income from the textile business which is the main business. There are only other income such as dividend income, rental income, interest income, etc.
- Lack of income from the core business, The Company's listed securities may be delisted from the Stock Exchange of Thailand. This may cause the shareholders to lack liquidity in securities trading.

- The Company resolved this incident by Saha-Union Public Company Limited, which is the major shareholder of the Company. has expressed his intention to make a tender offer for ordinary shares and preferred shares in all non-held parts of the Company from other shareholders, in general, to voluntarily delist UT's ordinary shares from being listed on the SET

- The Company held an Extraordinary General Meeting of Shareholders No. 1/2021, held on November 25, 2021 with the opinion of the Company. and independent financial advisor Show relevant information on how to calculate the tender offer and express opinions to shareholders.

- The offering price for ordinary shares and preference shares is the fair market price, equal to 38.35 baht and 48.15 baht per share, respectively, with a tender offer period of 45 business days from December 28, 2021 to March 3, 2022, with payment of all securities on the date March 7, 2022

- Notification of the SET ordering the delisting of UT's ordinary shares from being listed-listed securities on the Stock Exchange of Thailand. From 23 March 2022 onwards

For the operating results of 2021, the company has revenue from textile business 209 million baht, other income 21 million baht, total expenses 210 million baht, net profit 9 million baht.

For asset management, financial position and liquidity as of 31 December 2021, the Company had total assets of 1,146 million Baht, total liabilities of 107 million Baht and shareholders' equity of 1,039 million Baht. Showing D/E ratio was 0.10:1 times and the liquidity ratio was 68.17 times, indicating that the financial status of the Company was secured and high liquidity.

For Anti-corruption policy, the Company holds a policy of doing business based on its core values, "Integrity Quality Service". The board defined the preparation of the Company manual of good corporate governance and business ethics and adhered as core implementation. The Company intend to cooperate and support measures of the Private Sector Collective Action Coalition against Corruption by establishing operational guidelines and provide communication channels for stakeholders to report or make complaint to the secretary of the Audit Committee.

The Chairman gave shareholders an opportunity to inquire, but no one asked or commented.

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

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

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

The Board of Directors considered the matter and deemed to propose shareholders consider and approve the balance sheets and the profit and loss accounts or financial statements for the year ended 31 December 2021 audited and signed by the Company auditor of EY Office Limited and certified by the Audit Committees and Board of Directors.

Details of the financial statements appear in the annual information report form. and the 2021 annual report (Form 56-1 One Report) which has been sent to shareholders for consideration in advance together with the meeting invitation letter.

The Chairman gave shareholders an opportunity to inquire, but no one asked or commented.

**Resolution:** The Meeting considered and endorsed the Balance Sheet and statement of Profit and Loss or Financial Statement for the year ending 31 December 2021 with 58,789,185 votes in favor, 0 objection, 0 abstention, and 0 voided ballots.

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

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

According to the separate financial statements of 2021 ended 31 December 2021, audited and certified by the auditor and approved by the Audit Committees, the Company had net Profit amounted to 9,395,142 Baht. The Company completely has legal reserves as per the Company's Article of Association. The Board of Directors then deem to propose the matter to the shareholders for consideration and approval of cessation of dividend payment for the Common Shareholders for the year 2021. For the year 2021 net profit of 9,395,142 baht, carry forward as retained earnings. to be the capital of the Company in the future. For

dividend the Preferred Shareholders entitled to receive according to the Company's Article of Association at the rate 14% annually, the Preferred Shareholders have their rights to receive the dividend of 2021, accumulated for a period no longer than 7 years.

The Chairman gave shareholders an opportunity to inquire, but no one asked or commented.

(On this agenda, there were 1 additional shareholders of 500 shares attending the Meeting).

**Resolution:** The Meeting considered and passed a resolution to cease of dividend payment for the Common Shareholders for the year 2021. For the year 2021 net profit of 9,395,142 baht, carry forward as retained earnings. to be the capital of the Company in the future. For the Preferred Shareholders entitled to receive according to the Company's Article of Association at 14% annually, have their right to receive dividend of 2021, accumulated for a period no longer than 7 years with 58,789,685 votes in favor, 0 objection, 0 abstention, and 0 voided ballots.

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

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

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

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

1. Mr. Polchet Likittanasombat
2. Mr. Preecha Wattanasaranon
3. Mr. Chutindhon Darakananda

The Board of Directors, excluding the relevant directors, has considered and passed a resolution approving the consideration guidelines proposed by the Nomination and Remuneration Committee, submitted that three directors who shall be retired as term period in this period should be re-elected to be the directors of the Board for another term. with the name lists as following

1. Mr. Polchet Likittanasombat
2. Mr. Preecha Wattanasaranon

### 3. Mr. Chutindhon Darakananda

The above-mentioned persons are fully qualified according to the Articles of Association, the Public Limited Companies Act, Securities and Exchange Act and the criteria as prescribed by the Company. Details of nominated profile, criteria and nomination method, please see the Enclosures No. 3 and 5 included with the notification to attend the Shareholders' General Meeting.

Mr. Polchet Likittanasombat, Mr. Preecha Wattanasaranon who is not being a connected person with companies / subsidiaries / affiliates or juristic persons who may have conflicts of interest; and has the qualifications of an independent director in accordance with the criteria of SET and SEC. Detailed profiles as shown in the Enclosure No. 4.

Before the passing of resolution for election of directors, the Chairman requested shareholders to consider the procedure of director election whether directors should be elected wholly all 3-nomination or individually.

Mr. Wittaya Chankam, a proxy of shareholders, proposed election by wholly and elect the all 3- director the Board of Directors proposed..

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

1. Approved the method of directors election by wholly with 58,789,585 votes in favor, 100 objection, 0 abstention, and 0 voided ballots.

2. Elect three directors whose term expired at this time back to the director one more term with the name lists as following

1. Mr. Polchet Likittanasombat
2. Mr. Preecha Wattanasaranon
3. Mr. Chutindhon Darakananda

With 58,789,585 votes in favor, 0 objection, 100 abstention, and 0 voided ballots.

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

The Chairman informed the Meeting that the Board of Directors proposed the matter for shareholders to consider the determination of Directors' authorities, as follows: "Two Directors co-sign and affix the Company Seal, except Mr. Polchet Likittanasombat Mrs, Mr. Preecha Wattanasaranon, and Mr. Pitya Mahanon who are the Audit Committee and/or Independent Directors".

**Resolution:** The Meeting considered and passed resolution defined the Directors' authority as follows: "Two Directors co-sign and affix the Company Seal, except Mr. Polchet

Likittanasombat, Mr. Preecha Wattanasaranon and Mr. Pitya Mahanon, who are the Audit Committee and/or Independent Directors” with 58,789,685 votes in favor, 0 objection, 0 abstention, and 0 voided ballots.

### **5.3 Fixing the Directors’ Remuneration.**

The Chairman informed the Meeting that the Board of Directors deemed proposing for shareholders’ consideration and approval of remunerations of the Board of Directors for the year 2022, duly considered by the Nomination and Remuneration Committee. With the amount of not exceeding 1,500,000 Baht per year (same as the year 2021). In addition, assigned the Board of Directors to consider the allocations appropriated. (The remuneration criteria of the Board and committees, type of remuneration, and remuneration of each director position received are remuneration and meeting allowance. There is no other benefits. Details of directors’ remuneration shown in the Annual Registration Statement/ Annual Report 2564 (Form 56-1 One Report)).

The Chairman offered the shareholders opportunity to ask questions, but no question or opinion

**Resolution:** The Meeting considered and approved to fix the 2022 Directors’ remuneration in an amount not exceeding 1,500,000 Baht per year (as the year 2021). In addition, assigned the Board of Directors to consider the allocations appropriated with 58,789,685 votes in favor, 0 objection, 0 abstention, and 0 voided ballots.

### **Agenda 6 Appointing 2022 Auditors and Fixing the Remunerations.**

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

The Board of Directors considered and passed resolution as per the Audit Committee proposed to shareholders for consideration and appointment auditors, namely:

1. Miss Sineenart Jirachaikhuan Khan CPA No.6287 (Company auditor year 3) or
2. Mr. Khitsada Lerdwana CPA No.4958 or
3. Mr. Termphong Opanaphan CPA No.4501 or
4. Miss Vissuta Jariyathanakorn CPA No.\_3853

The above auditors of EY Office Limited are being the Company auditor of 2022, The Board of Directors considered and fixed the auditing fees amounted to 475,000 Baht,

decreased 695,000 Baht from 2021; there are no other service fees.

The Chairman offered the shareholders opportunity to ask questions, but no question or comments.

**Resolution:** The Meeting considered the matter and passed a resolution to appoint auditors as follows:

1. Miss Sineenart Jirachaikhuankhan CPA No.6287 (Company auditor year 3) or
2. Mr. Khitsada Lerdwana CPA No.4958 or
3. Mr. Termphong Opanaphan CPA No.4501 or
4. Miss Vissuta Jariyathanakorn CPA No.\_3853.

Of EY Office Limited being the Company auditor of 2022. The remuneration of the Company's audit fees, amounted to 475,000 Baht, decreased 695,000 Baht from 2021 and no other service fees with 58,789,685 votes in favor, 0 objection, 0 abstention, and 0 voided ballots.

The Chairman informed the Meeting that the Meeting completely conducted as per agendas and then informed the vote counting results of each agenda.

Mr. Bunyong Apiraklaosakul, a shareholder, asked that after making the tender offer and leaving the company listed on the Stock Exchange of Thailand What is the current shareholder structure of the Company? Who are the top 10 major shareholders and what is their new business project?

The Chairman assigned Mrs. Srinual Sombatpraiwan, Managing Director. Reported to the meeting that at present, the Company has a total of 208 shareholders, 17 of which are domestic juristic persons, 2 foreign juristic persons, 187 natural persons in the country, and 2 foreign natural persons. The first 10 major shareholders are the Company. Saha-Union Public Company Limited and companies in the group for new business Throughout the past, there have been informed studies of various businesses. But there is no suitable business.

The Chairman spoke on behalf of the Board of Directors. Thank you to all shareholders who took the time to attend the meeting. and provide various opinions that are beneficial to the Company and request to close the meeting

The Meeting adjourned at 11.30 hrs.

(Signed) \_\_\_\_\_ signed- \_\_\_\_\_ Chairman of the Meeting

(Mr. Preecha Shunhavanich)

(Signed) \_\_\_\_\_ -signed- \_\_\_\_\_ Company Secretary

(Mrs. Chadaporn Jiemsakultip)



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

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

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

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

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

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

- the Meeting, if originated by the shareholders' request, shall be annulled.
- otherwise, a new Meeting shall be called forth and new notification sent to the shareholders at least 7 days

before the meeting date and this Meeting needs no quorum stipulated.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

The retired directors can be re-elected.

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

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

**The Directors’ Remunerations**

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

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

**The Dividend Payments**

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

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

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

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

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

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

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

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

.....

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 ยูเนี่ยนอุตสาหกรรมสิ่งทอ 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 \_\_\_\_\_ กรรมการ/ประธานกรรมการตรวจสอบ \_\_\_\_\_ อายุ 56 ปี  
Mr. Polchet Likittanasombat \_\_\_\_\_ Director/Chairman of the Audit Committee \_\_\_\_\_ Age 56 Years  
อยู่บ้านเลขที่ 3/1 ซอยปุนณวิถึ 11 แขวงบางจาก เขตพระโขนง กรุงเทพมหานคร 10260 หรือ  
Address 3/1 Soi Punnawithi 11, Khwaeng Bangchak, Khet Phrakanong, Bangkok 10260 or
2. นาย/นาง/นางสาว/Mr./Mrs./Miss .....อายุ/Age..... ปี/Years  
อยู่บ้านเลขที่/Address ..... ถนน/Road ..... ตำบล/แขวง/Sub-District .....  
อำเภอ/เขต/District ..... จังหวัด/Province ..... รหัสไปรษณีย์/ Zip Code ..... หรือ/or  
นาย/นาง/นางสาว/Mr./Mrs./Miss .....อายุ/Age..... ปี/Years  
อยู่บ้านเลขที่/Address ..... ถนน/Road ..... ตำบล/แขวง/Sub-District .....  
อำเภอ/เขต/District ..... จังหวัด/Province ..... รหัสไปรษณีย์/ Zip Code ..... หรือ/or  
นาย/นาง/นางสาว/Mr./Mrs./Miss .....อายุ/Age..... ปี/Years  
อยู่บ้านเลขที่/Address ..... ถนน/Road ..... ตำบล/แขวง/Sub-District .....  
อำเภอ/เขต/District ..... จังหวัด/Province ..... รหัสไปรษณีย์/ Zip Code .....

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ 30 ในวันอังคารที่ 18 เมษายน 2566 เวลา 10.30 น. ณ ห้องประชุมชั้น 9 อาคารสำนักงานใหญ่ บริษัท สหยูเนี่ยน 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 30<sup>th</sup> Annual General Meeting of Shareholders to be held on Tuesday, 18 April 2023 at 10.30 a.m., at the Meeting room, 9<sup>th</sup> Floor of Saha-Union Building, No.1828 Sukhumvit Rd., Phrakanong Tai, Phrakanong, Bangkok or on the date and at the place as may be postponed or changed.

3. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

- (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ 29

Agenda 1 Considering and Endorsing the Minutes of the 29<sup>th</sup> Annual General Meeting of Shareholders.

- 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 2565

Agenda 3 Considering and Endorsing the Balance Sheet and Statements of Profit and Loss or Financial Statements for the year ending 31 December 2022.

- 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 และกำหนดค่าตอบแทนกรรมการ

Agenda 5 Considering Matters Relating to the Directors and Fixing the 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. นางจันทรตรี ดารากานนท์ / Mrs. Chantortree Darakananda

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

2. นายสุภกิจ พ่วงบัว / Mr. Supakit Paungbua

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

3. นางสรัญญา ดารากานนท์ / Mrs. Saranya Darakananda

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

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

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

5.2 พิจารณากำหนดค่าตอบแทนกรรมการ / Authorizing the Directors' Remuneration.

เห็นด้วย / For (vote)                       ไม่เห็นด้วย / Against (vote)                       งดออกเสียง / Abstain (vote)

วาระที่ 6 พิจารณาแต่งตั้งผู้สอบบัญชีประจำปี 2566 และกำหนดเงินค่าตอบแทน

Agenda 6 Appointing the 2023 Auditors and Fixing the Remunerations.

เห็นด้วย / For (vote)                       ไม่เห็นด้วย / Against (vote)                       งดออกเสียง / Abstain (vote)

วาระที่ 7 พิจารณานุมัติการแก้ไขข้อบังคับของบริษัทฯ ข้อ 26 ข้อ 35 ข้อ 46 และข้อ 53

Agenda 7 Considering and Approving the amendment to the Company's Article of Association No.26 No.35 No.46 and No.53

เห็นด้วย / For (vote)                       ไม่เห็นด้วย / Against (vote)                       งดออกเสียง / Abstain (vote)

4. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนี้ 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. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมด 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 ยูนิยอนอุตสาหกรรมสิ่งทอ 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 ลิขิตถนสมบัติ ..... กรรมการ/ประธานกรรมการตรวจสอบ ..... อายุ 56 ปี
- Mr. Polchet Likittanasombat ..... Director/Chairman of the Audit Committee ..... Age 56 Years

อยู่บ้านเลขที่ 3/1 ซอยปทุมวันวิถี 11 แขวงบางจาก เขตพระโขนง กรุงเทพมหานคร 10260 หรือ

Address 3/1 Soi Punnawithi 11, Khwaeng Bangchak, Khet Phrakhanong, Bangkok 10260 or

2. 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 30 ในวันอังคารที่ 18 เมษายน 2566 เวลา 10.30 น. ณ ห้องประชุมชั้น 9 อาคารสำนักงานใหญ่ บริษัท สหยูนิยอน 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 30<sup>th</sup> Annual General Meeting of Shareholders to be held on Tuesday, 18 April 2023 at 10.30 a.m., at the Meeting room, 9<sup>th</sup> Floor of Saha-Union Building, No.1828 Sukhumvit Road, Phrakhanong Tai, Phrakhanong, Bangkok or on the date and at the place as may be postponed or changed.

3. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

- (1) มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

With total number of holding shares and voting right

- (2) มอบฉันทะบางส่วน คือ / A part of  
 หุ้นสามัญ \_\_\_\_\_ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ \_\_\_\_\_ เสียง  
 Ordinary share of (shares), with the voting rights of (votes)

**วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ 29**

Agenda 1 Considering and Endorsing the Minutes of the 29<sup>th</sup> Annual General Meeting of Shareholders.

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

**วาระที่ 2 รับทราบรายงานคณะกรรมการเกี่ยวกับผลการดำเนินงานในรอบ 1 ปีที่ผ่านมา**

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

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

**วาระที่ 3 พิจารณาอนุมัติงบดุลและบัญชีกำไรขาดทุน หรืองบการเงินประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2565**

Agenda 3 Considering and Endorsing the Balance Sheet and Statements of Profit and Loss or Financial Statements for the year ending 31 December 2022.

- (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 พิจารณาอนุมัติจัดสรรเงินกำไรและการจ่ายเงินปันผล**

Agenda 4 Approving the Profit Allocation and Dividend Payments.

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

**วาระที่ 5 พิจารณาเลือกตั้งกรรมการ และกำหนดค่าตอบแทนกรรมการ**

Agenda 5 Considering Matters Relating to the Directors and Fixing the Remunerations.

**5.1 พิจารณาเลือกตั้งกรรมการ / Electing the Directors.**

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

- (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 The proxy holder shall vote independently as to his/her consideration.
- (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 The proxy holder shall vote according to the shareholder's requirement as follows.
- (ก) เห็นด้วยกับวิธีการเลือกตั้งกรรมการทั้งหมด/ (a) Vote for the nomination of total directors.
- เห็นด้วย.....เสียง       ไม่เห็นด้วย.....เสียง       งดออกเสียง.....เสียง  
 For (votes) Against (votes) Abstain (votes)



- (ข) ถ้ามีมติให้ใช้วิธีการเลือกตั้งกรรมการทั้งหมด เห็นด้วยกับการเลือกตั้งกรรมการทั้ง 3 คน ตามที่คณะกรรมการบริษัทฯ เสนอ /  
 (b) If The Meeting resolves to nominate total directors, vote for the nomination of all 3 directors as proposed by the Board of Directors.

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

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

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

2. นายสุภกิจ พ่วงบัว / Mr. Supakit Paungbua  
 เห็นด้วย / For (vote)     ไม่เห็นด้วย / Against (vote)     งดออกเสียง / Abstain (vote)

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

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

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

**5.2 พิจารณากำหนดค่าตอบแทนกรรมการ / Authorizing the Directors' Remuneration.**

- (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

**วาระที่ 6 พิจารณาแต่งตั้งผู้สอบบัญชีประจำปี 2566 และกำหนดเงินค่าตอบแทน**

Agenda 6 Appointing the 2023 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)

**วาระที่ 7 พิจารณานุมัติการแก้ไขข้อบังคับของบริษัทฯ ข้อ 26 ข้อ 35 ข้อ 46 และข้อ 53**

Agenda 7 Considering and Approving the amendment to the Company's Article of Association No.26 No.35 No.46 and No.53

- (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 ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ให้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 นอกเหนือจากเรื่องที่เราได้ระบุไว้ข้างต้น 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.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมด 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

