



**INTEGRITY QUALITY SERVICE**

**UNION TEXTILE INDUSTRIES  
PUBLIC COMPANY LIMITED**

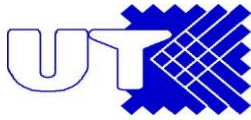
Invitation to attend the 31<sup>st</sup> Annual General Meeting  
of Shareholders.

23 April 2024 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)

22 March 2024

Subject : Invitation to attend the 31<sup>st</sup> Annual General Meeting of Shareholders

To : **Shareholders**

Enclosures : 1. Copy of the Minutes of the 30<sup>th</sup> Annual General Meeting of Shareholders on 18 April 2023.  
2. Annual Report 2023, Balance Sheet and Statements of Profit and Loss or Financial Statements for the year ending 31 December 2023 in the form of QR Code.  
3. C.V. of the candidates proposed for appointments as Directors.  
4. Articles of Association of the Company in respect of the Meeting of Shareholders.  
5. Proxy Form (Form B and Form C)  
6. Map of the venue for the Meeting

The Board of Directors of Union Textile Industries Public Company Limited (UT) has resolved to convene the 31<sup>st</sup> Annual General Meeting of Shareholders on Tuesday, 23 April 2024 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 30<sup>th</sup> Annual General Meeting of Shareholders.**

The Company held the 30<sup>th</sup> Annual General Meeting of Shareholders, on 18 April 2023, 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 30<sup>th</sup> Annual General Meeting of Shareholders, held on 18 April 2023 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 2023. (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 2023.**

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 2023 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 2023 Separate Financial Statements ended 31 December 2023, 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 5,688,643. 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 to the Shareholders to authorize the suspension of dividend payments for the year 2023 operation to the Common Shareholders. The year 2023 net profit amount Baht 5,688,643 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 2023 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 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. Mr. Pitya Mahanond
2. Mr. Mongkon Laoworapong
3. Miss Wannee Cheiwyuenyong

##### **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. Mr. Pitya Mahanond
2. Mr. Mongkon Laoworapong
3. Miss Wannee Cheiwyuenyong

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

##### **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 2024 Directors' remuneration at an amount not exceeding Baht 1,500,000 per year (identical to the year 2023). The Board of Directors was assigned to handle the allocations accordingly.

#### **Agenda 6 Appointing the year 2024 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. Mr. Termphong Opanaphan    | Certified Public Accountant No. 4501<br>(with 1 year of the Company's audit experience in 2023) or |
| 2. Ms. Vilailak Laohasrisakul | Certified Public Accountant No. 6140 or  |
| 3. Mrs. Poonnard Paocharoen   | Certified Public Accountant No. 5238   |

of EY Office Limited as the Company 2024 Auditor. The remuneration for auditing the Company's accounts would be Baht 350,000 (identical to the year 2023) . There were no other service charges.

The Company specified the closing date of the Registration Book on Share Transferring Suspension from 2 April 2024 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 31<sup>st</sup> Annual General Meeting of Shareholders, to cast vote and to receive the year 2023 rightful dividends.

Enclosed were documents appended for acknowledgement and consideration. The Company prepared Annual Report 2023, Balance Sheet and Statements of Profit and Loss or Financial Statements for the year ending 31 December 2023 in the form of QR Code. The invitation to attend the 31<sup>st</sup> Annual General Meeting of Shareholders together with appended documents were posted on the Company's website (www.ut.co.th) from 22 March 2024 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 Jiemsakultrip  
Company Secretary

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

1. In case the Shareholder attends the Meeting in person, his/her identity card is to be presented on making registration.
2. In case of a proxy, the power of attorney is
  - 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 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.

Minutes of the 30<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 18 April 2023

The Meeting started at 10.30 hrs.

Mr. Chutindhon Darakananda, Chairman of the Board of Directors, chaired the Meeting; notified the Meeting that there were 10 shareholders holding common shares and preferred shares by themselves, with 436,810 common and by proxy 21, The total number of common shares and preferred shares is 58,405,584 shares. In total, there were 31 shareholders Counting the total number of common shares and preferred shares was 58,842,394 shares. accounting 98.07 % 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:

**List of directors attending the meeting**

- |                                  |                                    |
|----------------------------------|------------------------------------|
| 1. Mr. Chutindhon Darakananda    | Chairman of the Board of Directors |
| 2. Mrs. Chantrontree Darakananda | Director                           |
| 3. Mr. Pramin Panthaweesak       | Director                           |
| 4. Mr. Pitya Mahanond            | Director                           |
| 5. Mr. Supakit Puangbua          | Director                           |
| 6. Mr. Polchet Likittanasombat   | Director                           |
| 7. Dr. Mongkon Laoworapong       | Deputy Managing Director           |
| 8. Mrs. Saranya Darakananda      | Director                           |

**List of directors absent from the meeting**

- |                             |          |
|-----------------------------|----------|
| 1. Miss Wanee Chiewyuenyong | Director |
|-----------------------------|----------|

**List of Meeting Attendees**

- |                                      |                                |
|--------------------------------------|--------------------------------|
| 1. Miss Sineenart Jirachaikhuan Khan | Auditor from EY Office Limited |
| 2. Miss Manassiri Boonyaseth         | Auditor from EY Office Limited |
| 3. Miss Prayoon Sriprara             | Accounting and Finance Manager |
| 4. Mrs. Chadaporn Jeamsakulthip      | Company Secretary              |

The Company's board of directors has 9 members attending the Meeting all of 8 members

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 inform you of the voting results for each agenda item at the end of the meeting.
- The Company records meetings in the form of video media.

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

**Agenda 1 : Considering and Endorsing the Minutes of the 29 Annual General Meeting of the Shareholders**

The Chairman notified the Meeting that the Company prepared the Minutes of the 29 Annual General Meeting of Shareholders convened dated 19 April 2023 The company has prepared minutes of the annual general meeting of shareholders. 29th time completed and send a copy of the meeting report to the Ministry of Commerce within the period specified by law Therefore, we would like to propose to shareholders to certify the minutes of the said meeting.

(In this agenda, there was an additional shareholder attending the meeting, holding 1,000 shares.)

**Resolution:** The Meeting certified the Minute of the 29 Annual General Meeting of the Shareholders convened dated 19 April 2023 with 58,843,394 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 Miss. Prayoon Sripraram reported the Company's operating results of the previous year to the Meeting for acknowledgment

Operating results for 2022, the company has total income of 75 million baht. It is income from Asset sales of 49 million baht and other income of 26 million baht, total expenses of 38 million baht, Net profit of 39 million baht.

Asset management, financial position, and liquidity as of December 31, 2022 The company has total assets of 1,204 million baht, total liabilities of 109 million baht, and total shareholders' equity of 1,095 million baht. It has a debt-to-equity ratio of 0.10 : 1 times and a liquidity ratio of 116.55 times, which shows that the company's financial position is highly liquid.

The Chairman gave shareholders an opportunity to ask questions or give opinions.

Mr. Banyong Apiraklaosakul, a shareholder, commented that From the report of the Board of Directors in the 2022 annual report. Mentioned consideration of new business recruitment and investment guidelines. Please notice that If considering a project to produce electricity from solar energy and wind energy Currently, there are many people interested in investing. It may be more than needed. And technology is changing quickly. Please study carefully. Including having to look at potential and readiness Due to having to compete with large operators As for investing in securities on the Stock Exchange of Thailand There are risks in investing as well. You must choose stocks that have good fundamentals and reasonable prices.

**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, 2022.**

The Chairman advised the Meeting that 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 2022 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 2022 which has been sent to shareholders for consideration in advance together with the meeting invitation letter.

**Resolution:** The Meeting considered and endorsed the Balance Sheet and statement of Profit and Loss or Financial Statement for the year ending 31 December 2022 with 58,843,394 votes in favor, 0 objection, 0 abstention, and 0 voided ballots.

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

The Chairman handed it over to the Company Secretary. Report to the meeting that According to the separate financial statements of 2022 ended 31 December 2022, audited and certified by the auditor and approved by the Audit Committees, the Company had net Profit



amounted to 39,538,589 Baht. The Company completely has legal reserves as per the Company's Article of Association. and has sufficient cash flow to pay dividends

The board agreed that it should be proposed to shareholders to consider approving the allocation of net profits for the year 2022. and pay dividends to common shareholders and preferred shareholders At the rate of 0.50 baht (fifty satang) per share, for a total dividend payment of 30,000,000 baht. or equivalent to 75.87 percent of net profit For the remaining net profit from dividend payment of 9,538,589 baht, it will be carried forward to retained earnings. (Dividends from accounting net profits for 2022 do not pass corporate income tax. This is because the company has brought forward net losses not exceeding 5 years. Before the accounting period is deducted Therefore, shareholders who are natural persons are not entitled to tax credits in calculating dividend tax according to Section 47 bis of the Revenue Code).

Under the company's regulations Shareholders of preferred shares are entitled to receive dividends at the rate of 14 percent per year of the value of their preferred shares. In which year was the company unable to pay dividends to preferred shareholders or not paying their full rights? Accumulate the dividends that should be received or the part that is not received in full according to the rights each year according to the rights for a period not exceeding 7 years. Therefore, the Company will have accrued dividends on preferred shares at the rate of 0.90 baht per share (ninety satang). Number of 15,000,000 shares, equivalent to 13,500,000 baht (thirteen million five hundred thousand baht)

Dividend payments will be paid by the Company to ordinary shareholders and preferred shareholders whose names appear on the closing date of the Company's share transfer register on March 28, 2023. The dividend payment date is May 10, 2023. Such dividends will be processed upon approval from the general meeting. shareholders for the year The company will inform the company. Thailand Securities Depository Co., Ltd. continues to deliver dividends to shareholders.

**Resolution :** The meeting considered. It was resolved to approve the allocation of net profits for the year 2022 and pay dividends to common shareholders and preferred shareholders. At the rate of 0.50 baht (fifty satang) per share, for a total dividend payment of 30,000,000 baht (thirty million baht). or equivalent to 75.87 percent of net profit. For the remaining net profit from dividend payment of 9,538,589 baht, it will be carried forward as retained earnings. The Company has accrued dividends on preferred shares of 0.90 baht (ninety satang) per share. Amount of 15,000,000 shares, equivalent to 13,500,000 baht (thirteen million five hundred thousand baht), to be accumulated according to rights for a period not exceeding 7 years. According to the company's regulations With 58,843,394 votes in agreement, 0 votes against, 0 votes abstained, 0 invalid ballots.

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

**5.1 Appointing the new Directors.**

The Chairman handed it over to the Company Secretary. Inform 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. Mrs.Chantrontree Darakananda
2. Mr.Supakit Puangbua
3. Mrs.Saranya 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

The Chairman informed the meeting that Before voting to elect directors Ask shareholders to consider the method for electing directors, whether to elect directors as proposed by the Board of Directors as a whole set of 3 people or to elect directors individually.

Mr. Witthaya Chankam, proxy from shareholder It is proposed to use the method of electing the entire committee. and request the election of all 3 directors as proposed by the Company's Board of Directors.

(In this agenda, there was an additional shareholder attending the meeting, holding 1 share)

**Resolution:** The meeting considered and resolved as follows:

1. Agree with the method for electing directors as a whole set. With 58,843,395 votes for approval, 0 votes for disapproval, 0 votes for abstention, 0 votes for invalid ballots.

2. It was resolved to elect all 3 directors who were due to retire by rotation to return to the position of directors for another term. According to the names as follows :-

1. Mrs. Chandratree Darakanonda
2. Mr. Supakit Puangbua
3. Mrs. Saranya Darakanonda

With 58,843,395 votes for approval, 0 votes for disapproval, 0 votes for abstention, 0 votes for invalid ballots.

## **5.2 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 2023, duly considered by the Nomination and Remuneration Committee. With the amount of not exceeding 1,500,000 Baht per year (same as the year 2022). 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

**Resolution:** The Meeting considered and approved to fix the 2023 Directors' remuneration in an amount not exceeding 1,500,000 Baht per year (as the year 2022). In addition, assigned the Board of Directors to consider the allocations appropriated with 58,843,395 votes in favor, 0 objection, 0 abstention, and 0 voided ballots.

## **Agenda 6 : Appointing 2023 Auditors and Fixing the Remunerations.**

The Chairman assigned Miss. Prayoon Sriprara to report to the meeting that The Company's Board of Directors resolved to approve the Audit Committee's proposal. It is considered appropriate to propose to shareholders to consider appointing auditors as follows:

- |                                     |                |
|-------------------------------------|----------------|
| 1. Miss Sineenart Jirachaikhuankhan | CPA No.6287 or |
| 2. Mr. Khitsada Lerdwana            | CPA No.4958 or |
| 3. Mr. Termphong Opanaphan          | CPA No.4501    |

The above auditors of EY Office Limited are being the Company auditor of 2023, The Board of Directors considered and fixed the auditing fees amounted to 350,000 Baht, decreased 125,000 Baht from 2022

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

- |                                     |                |
|-------------------------------------|----------------|
| 1. Miss Sineenart Jirachaikhuankhan | CPA No.6287 or |
| 2. Mr. Khitsada Lerdwana            | CPA No.4958 or |
| 3. Mr. Termphong Opanaphan          | CPA No.4501 or |

Of EY Office Limited being the Company auditor of 2023. The remuneration of the Company's audit fees, amounted to 350,000 Baht and no other service fees with 58,843,395 votes in favor, 0 objection, 0 abstention, and 0 voided ballots.

**Agenda 7: Consider approving amendments to the Company's regulations, Clause 26,**

**Clause 35, Clause 46 and Clause 53.**

The Chairman handed it over to the Company Secretary. Report to the meeting that Due to the Public Limited Companies Act (Issue No. 4) 2022 coming into effect on May 24, 2022, there have been amendments to the law to be modern. In line with the situation and development of technology. By requiring advertising of messages about public limited companies Can this be done through any other electronic media instead of newspaper advertising

The Board of Directors deems it appropriate to propose to shareholders to consider and approve the amendment of the Company's Clause of Association, Clause 26, Clause 35, Clause 46, and Clause 53 to be consistent with the law. by canceling the original message and use the proposed corrections For details of the current company regulations and proposed amendments to the Company's regulations It appears in the meeting invitation sent to shareholders for consideration in advance. I would like to summarize the main points that are proposed to be revised as follows:

- Company Regulations, Section 26: Sending notice of appointment to the Board of Directors' meeting. Send it to the committee members at least 3 days before the meeting. Except in urgent cases Will be notified by electronic means. or any other method And the meeting date can be set earlier than that.
- Company Regulations, Clause 35, Clause 46 and Clause 53, Advertisement of shareholder meeting invitation letter. Dividend payment and balance sheet, advertise in newspapers or through electronic media according to the criteria specified by the registrar.

Current company regulations	Company regulations proposed to be amended
<b>Article 26.</b> In calling a meeting of the committee The chairman of the board or the person assigned to him shall send a meeting notice to the directors <u>not less than seven days before the meeting date</u> . Except in urgent cases To preserve the rights or benefits of the company The meeting <u>appointment will be notified by other means</u> . And the meeting date can be set earlier than this.	<b>Article 26.</b> In calling a meeting of the committee The chairman of the board or the person assigned to him shall send a notice of meeting to the directors <u>at least three days before the meeting</u> . Except in urgent cases To preserve the rights or benefits of the company Meeting <u>appointments will be notified by electronic means. or any other</u> method And the meeting date can be set earlier than that.
<b>Article 35.</b> In calling a shareholder meeting The committee shall prepare a meeting invitation letter specifying the location, date, time, and agenda. and matters to be presented to the meeting with appropriate details. By specifying clearly that it is a matter to be presented for information. for approval or consideration, as the case may be Including the opinions of the committee on	<b>Article 35.</b> In calling a shareholder meeting The committee shall prepare a meeting invitation letter specifying the location, date, time, and agenda. and matters to be presented to the meeting with appropriate details. By specifying clearly that it is a matter to be presented for information. for approval or consideration, as the case may be Including the opinions of the

Current company regulations	Company regulations proposed to be amended
such matters. and sent to shareholders and the registrar not less than 7 days before the meeting date. <u>And the notice of the meeting must be advertised in the newspaper for 3 consecutive days and must be at least 3 days before the meeting date.</u>	committee on such matters. and sent to shareholders and the registrar not less than 7 days before the meeting date. <u>and advertise the meeting notice in the newspaper or via electronic media according to the criteria specified by the registrar There is a deadline of not less than 3 consecutive days before the meeting date.</u>
<p><b>Article 46.</b> Do not pay dividends from other types of money. In addition to profits The remaining profits from dividend payments can be allocated to various reserves as the board of directors deems appropriate.</p> <p>The Board may pay interim dividends to shareholders from time to time. When it is seen that the company has sufficient profits to do so And when dividends have been paid, report them to the shareholders at the next meeting.</p> <p>Payment of dividends must be made within the period specified by law. By notifying in writing to shareholders. <u>and advertise the dividend payment notice in newspapers as well.</u></p>	<p><b>Article 46.</b> Do not pay dividends from other types of money. In addition to profits The remaining profits from dividend payments can be allocated as various reserves as the board of directors deems appropriate.</p> <p>The Board may pay interim dividends to shareholders from time to time. When it is seen that the company has sufficient profits to do so And when dividends have been paid, report them to the shareholders at the next meeting.</p> <p>Payment of dividends must be made within the period specified by law. By notifying in writing to shareholders. <u>and to advertise notices of dividend payments in newspapers or via electronic media according to the criteria specified by the registrar</u></p>
<p><b>Article 53.</b> The company must submit an annual report. together with a copy of the balance sheet and the profit and loss account that the auditor has inspected and the shareholders' meeting has approved. and a copy of the specific shareholder meeting schedule related to balance sheet approval Profit allocation and dividend distribution The person authorized to sign on behalf of the company signs to certify that it is correct to the registrar. <u>For the balance sheet, it must be advertised to the public in newspapers.</u> There is also a time limit of at least 1 day. This must be within 1 month from the date the shareholder meeting approves.</p>	<p><b>Article 53.</b> The company must submit an annual report. together with a copy of the balance sheet and the profit and loss account that the auditor has audited and the shareholder meeting has approved it and a copy of the specific shareholder meeting agenda related to the approval of the balance sheet. Allocation of profits and dividends by the person authorized to sign on behalf of the company and certify that they are correct to the registrar.<u>For the balance sheet, it must be advertised to the public in newspapers. or via electronic media according to the criteria specified by the registrar</u> There is a time limit of at least 1 day, but within 1 month from the date the shareholder meeting approves.</p>

**Resolution :** The meeting considered. It was resolved to approve the amendment of the Company's Clause of Association, Clause 26, Clause 35, Clause 46, and Clause 53 to be consistent with the law. by canceling the original message and use the proposed corrections There are details as proposed. With 58,843,395 votes for approval, 0 votes for disapproval, 0 votes for abstention, 0 votes for invalid ballots.

The Chairman informed the meeting that The meeting proceeded according to the complete agenda.

After that, the Chairman Given to the company secretary Announce the

summary of voting results for each agenda item to the meeting.

The Chairman spoke on behalf of the Board of Directors. Thank you to all shareholders who kindly took the time to attend the meeting, and provide various opinions that are beneficial to the company and closed the meeting

The Meeting adjourned at 11.10 hrs.

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

(Mr. Chutindhon Darakananda,)

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

(Mrs. Chadaporn Jiemsakultip)

## Information of Nominated Person to be the Director

A Brief Person Profile of Nominated Person

Name-Surname	1. Mr. Pitya Mahanond
Current Position	Director
Age	68 Years
Education	Bachelor Degree in Accounting, Dhurakij Pundit University
Experiences	<ul style="list-style-type: none"> <li>- 1 April 2021 – 24 March 2022 Independent Director / Audit Committee / Nomination and Remuneration Committee, Union Textile Industries Public Company Limited</li> <li>- 2014 – 2016 Chairman, Saha-Union Saving and Credit Cooperative, Ltd.</li> <li>- 2012 – 2016 Sales Manager (Domestic), Venus Thread Co., Ltd.</li> <li>- 2007 - 2012 Sales Manager (Export) Venus Thread Co., Ltd.</li> <li>- 1998 - 2007 Sales Manager (Domestic), Venus Thread Co., Ltd.</li> <li>- 1996 - 1998 Business Owner</li> <li>- 1994 - 1996 Tax / Insurance / Accounting Policy Manager, Thai Oil Co., Ltd. – Bangkok Head office</li> <li>- 1990 - 1994 Head of Management Information Services (MIS), Thai Oil Co., Ltd. – Sriracha Refinery</li> <li>- 1989 - 1990 Project Accountant, Thai Oil Co., Ltd.- Sriracha Refinery</li> <li>- 1988 - 1989 Cost Accountant, Thai Oil Co., Ltd.- Sriracha Refinery</li> <li>- 1986 - 1988 Oil Accountant Supervisor, Thai Oil Co., Ltd.- Sriracha Refinery</li> <li>- 1983 - 1986 Accountant, Union Plastic Co., Ltd.</li> <li>- 1978 - 1983 Sales Manager, Union Novelty Yarn Co., Ltd.</li> </ul>
Current Positions	<p>Companies in SET</p> <p>-None-</p> <p>Other Companies / Other Position</p> <ul style="list-style-type: none"> <li>- 1 April 2021 - Present Director, Union Textile Industries Public Company Limited</li> </ul> <p>Other Companies who possibly in Conflict of Interest</p> <p>-None-</p>
Year of Directorship	3 Years 1 month
The date on which the directors.	1 April 2021
No. of Shareholding in Company	- None shares or 0%-
No. of BOD Meeting Attendance	12/12
No. of Shareholding Meeting	1/1

Name-Surname	2. Mr. Mongkon Laowprapong
Current Position	Deputy Managing Director
Age	55 Years
Education	<ul style="list-style-type: none"> <li>- 2015 Ph.D. Business Administration (Accounting), Thammasat Business School Thammasat University</li> <li>- 1996 Master of Science (Accounting), Thammasat Business School Thammasat University</li> <li>- 1992 Bachelor of Arts (Accounting), Thammasat Business School Thammasat University</li> </ul>
Experiences	<ul style="list-style-type: none"> <li>- 2022 – 2023 Director / Chairman of Audit Committee, Public Warehouse Organization</li> <li>- 2019 – 2021 Assistant Managing Director, Karin Audit Co., Ltd.</li> <li>- 2018 – 2019 Independent Director, Aeon Thana Sinsap (Thailand) Public Company Limited (AEONTS)</li> <li>- 2017 – 2018 Chief Financial Officer, Begistics Public Company Limited</li> <li>- 2015 – 2016 Assistant Managing Director, Karin Audit Co., Ltd.</li> <li>- 2013 – 2015 Faculty Member, Member, MSME Business School Assumption University</li> </ul>
Current Positions	<p><b>Companies in SET</b></p> <ul style="list-style-type: none"> <li>- 2019 – Present Independent Director / Audit Committee, Aeon Thana Sinsap (Thailand) Public Company Limited (AEONTS)</li> <li>- 2016 – Present Independent Director / Chairman of the Audit Committee / Chairman of the Risk Management Committee Investment advisory board, Applied DB Public Company Limited (ADB)</li> <li>- 2015 – Present Independent Director / Audit Committee, Sahakol Equipment Public Company Limited (SQ)</li> <li>- 2010 – Present Independent Director / Audit Committee / Chairman of the Risk Management Committee / Chairman of the Nomination and Remuneration Committee, CPL Group Public Company Limited (CPL)</li> </ul> <p><b>Other Companies / Other Position</b></p> <ul style="list-style-type: none"> <li>- 1 August 2022 – Present Director, Computer Union Systems Co., Ltd.</li> <li>- 22 June 2022 – Present Deputy Managing Director, Union Textile Industries Public Company Limited</li> <li>- 17 June 2022 – Present Director, Computer Union Co., Ltd.</li> <li>- 2022 – Present MSME Business School Assumption University</li> <li>- 2021 - Present Director, Quality Assurance Service Co., Ltd.</li> <li>- 2015 - Present Independent Director / Audit Committee, Charoensin Asset Co., Ltd.</li> <li>- 2009 - Present Visiting Professor, Thammasat Business School Thammasat University</li> </ul> <p><b>Other Companies who possibly in Conflict of Interest</b></p> <p>-None-</p>
Year of Directorship	1 year 10 months
The date on which the directors.	22 June 2022
No. of Shareholding in Company	- None shares or 0%-
No. of BOD Meeting Attendance	12/12
No. of Shareholding Meeting	1/1



Name-Surname	3. Miss Wannee Cheiwyuenyong
Current Position	Director
Age	69 Years
Education	B. Acc. Bangkok College.
Experiences	<ul style="list-style-type: none"> <li>- 1986 – 2015 Finance Manager, Saha-Union International (Taipei) Ltd.</li> <li>- 1978 – 1986 Finance Officer, Saha-Union Co., Ltd.</li> </ul>
Current Positions	<p><b>Companies in SET</b></p> <p>-None-</p> <p><b>Other Companies / Other Position</b></p> <ul style="list-style-type: none"> <li>- Present Director, Other Companies in Saha-Union Group</li> <li>- Present Director, Uni-Agro Co., Ltd.</li> <li>- 1 October 2022 – Present Director, Saha Union Holding Co., Ltd.</li> </ul> <p><b>Other Companies who possibly in Conflict of Interest</b></p> <ul style="list-style-type: none"> <li>- None</li> </ul>
Year of Directorship	1 year 4 months
The date on which the directors.	1 January 2023
No. of Shareholding in Company	- None shares or 0%-
No. of BOD Meeting Attendance	6/6
No. of Shareholding Meeting	0/1

**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** 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. 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.

**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 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.

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.

The dividend payment shall be made within the period prescribed by the Acts. A written notice shall also be sent to the shareholders 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.

### **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 กรรมการ/ประธานกรรมการตรวจสอบ อายุ 57 ปี  
Mr. Polchet Likittanasombat Director/Chairman of the Audit Committee Age 57 Years  
อยู่บ้านเลขที่ 3/1 ซอยปุนนาวดี 11 แขวงบางจาก เขตพระโขนง กรุงเทพมหานคร 10260 หรือ  
Address 3/1 Soi Punnawithi 11, Khwaeng Bangchak, Khet Phra Kanong, Bangkok 10260 or
- ☐ 2. นายประมินทร์ พันทวีศักดิ์ กรรมการ/กรรมการตรวจสอบ อายุ 69 ปี  
Mr. Pamin Phantawesak Director/Audit Committee Age 69 Years  
อยู่บ้านเลขที่ 92/21 ถนนเฉลิมพระเกียรติ ร.๙ แขวงหนองบอน เขตประเวศ กรุงเทพมหานคร 10250 หรือ  
Address 92/21 Chaloe Phrakiat Rama 9 Road, Nong Bon Subdistrict, Prawet District, Bangkok 10250 or
- ☐ 3. นายพิทยา มหานนท์ กรรมการ/กรรมการตรวจสอบ อายุ 68 ปี  
Mr. Pitya Mahanond Director/Audit Committee Age 68 Years  
อยู่บ้านเลขที่ 112/2 หมู่ที่ 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 ..... 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 31 ในวันอังคารที่ 23 เมษายน 2567 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 31<sup>st</sup> Annual General Meeting of Shareholders to be held on Tuesday, 23 April 2024 at 10.30 a.m., at the Meeting room, 9<sup>th</sup> Floor of Saha-Union Building, No.1828 Sukhumvit Rd., Phrakhanong Tai, Phrakhanong, Bangkok or on the date and at the place as may be postponed or changed.

### 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 30

Agenda 1 Considering and Endorsing the Minutes of the 30<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 หรืองบการเงินสำหรับปี สิ้นสุดวันที่ 31 ธันวาคม 2566

Agenda 3 Considering and Endorsing the Balance Sheet and Statements of Profit and Loss or Financial Statements for the year ending 31 December 2023.

☐ 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.

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

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

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

#### วาระที่ 6 พิจารณาแต่งตั้งผู้สอบบัญชีประจำปี 2567 และกำหนดเงินค่าตอบแทน

Agenda 6 Appointing the 2024 Auditors and Fixing the Remunerations.

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

4. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 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:**

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. 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.....  
Shareholder's Registration No.

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

1. ข้าพเจ้า / I / We.....  
สำนักงานตั้งอยู่เลขที่ / located at No ..... ถนน/Road..... ตำบล/แขวง/Sub-District.....  
อำเภอ/เขต/District..... จังหวัด/Province..... รหัสไปรษณีย์/Zip Code.....

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

ซึ่งเป็นผู้ถือหุ้นของ บริษัท ยูเนียนอุตสาหกรรมสิ่งทอ จำกัด (มหาชน)

being a shareholder of Union Textile Industries Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม	หุ้น	และออกเสียงลงคะแนนได้เท่ากับ	เสียง ดังนี้
holding the total amount of .....	shares	with the voting rights of .....	votes as follows:
<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 ฤทธิธนาสมบัติ กรรมการ/ประธานกรรมการตรวจสอบ อายุ 57 ปี  
Mr. Polchet Likittanasombat Director/Chairman of the Audit Committee Age 57 Years  
อยู่บ้านเลขที่ 3/1 ซอยปทุมวิภา 11 แขวงบางจาก เขตพระโขนง กรุงเทพมหานคร 10260 หรือ  
Address 3/1 Soi Punnavithi 11, Khwaeng Bangchak, Khet Phrakhanong, Bangkok 10260 or

☒ 2. นายประมินทร์ พันทวีศักดิ์ กรรมการ/กรรมการตรวจสอบ อายุ 69 ปี  
Mr. Pramint Phantawesak Director/Audit Committee Age 69 Years  
อยู่บ้านเลขที่ 92/21 ถนนเฉลิมพระเกียรติ ร.๙ แขวงหนองบอน เขตประเวศ กรุงเทพมหานคร 10250 หรือ  
Address 92/21 Chaloem Phrakiat Rama 9 Road, Nong Bon Subdistrict, Prawet District, Bangkok 10250 or

☒ 3. นายพิทยา มหานนท์ กรรมการ/กรรมการตรวจสอบ อายุ 68 ปี  
Mr. Pitya Mahanond Director/Audit Committee Age 68 Years  
อยู่บ้านเลขที่ 112/2 หมู่ที่ 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 31  
ในวันอังคารที่ 23 เมษายน 2567 เวลา 10.30 น. ณ ห้องประชุมชั้น 9 อาคารสำนักงานใหญ่ บริษัท สหยูเนียน จำกัด (มหาชน) เลขที่ 1828 ถนนสุขุมวิท แขวง  
พระโขนงใต้ เขตพระโขนง กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote at the 31<sup>st</sup> Annual General Meeting of Shareholders to be held on  
Tuesday, 23 April 2024 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 30

Agenda 1 Considering and Endorsing the Minutes of the 30<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 พิจารณานำมติงบดุลและบัญชีกำไรขาดทุน หรืองบการเงินสำหรับปี สิ้นสุดวันที่ 31 ธันวาคม 2566

Agenda 3 Considering and Endorsing the Balance Sheet and Statements of Profit and Loss or Financial Statements for the year ending 31 December 2023.

- ☐ (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 พิจารณานำมติจัดสรรเงินกำไรและการจ่ายเงินปันผล

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.

- ☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

5.2 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 2567 และกำหนดเงินค่าตอบแทน

Agenda 6 Appointing the 2024 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 ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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.

กิจการใดที่ผู้รับมอบฉันทะจะเข้าไปในการประชุมนั้น 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.
- หลักฐานที่ต้องแนบพร้อมทั้งหนังสือมอบฉันทะ คือ / The evidence that must be attached together with the proxy form is
  - (1.) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน / A letter of authorization from the shareholder that the custodian is authorized to sign the proxy form.
  - (2.) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (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.



# แผนที่สถานที่ประชุมผู้ถือหุ้นของบริษัท ยูเนียนอุตสาหกรรมสิ่งทอ จำกัด (มหาชน)

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

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

โทรศัพท์ 0 2311 5111 9 โทรสาร 0 2331 5668

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






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

ซอยสุขุมวิท 62/Sukhumvit Soi 62		ซอยสุขุมวิท/Sukhumvit Soi 60	<div>  <div> <div>สำนักงานใหญ่ / Head Office</div>  </div> </div>	ซอยสุขุมวิท/Sukhumvit Soi 58		ซอยสุขุมวิท/Sukhumvit Soi 56	<div>  </div>	ซอยสุขุมวิท/Sukhumvit Soi 54	<div>  </div>	ซอยสุขุมวิท/Sukhumvit Soi 52	<div>  </div>
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← ไปบางนา/To BangNa

ถนนสุขุมวิท/Sukhumvit Road

ไปอ่อนนุช/To Onnut →

<div>  <div> <div>บางจาก/Bang Chak</div> <div>ตลาดบางจาก / Bang Chak Market</div>  </div> </div>	ซอยสุขุมวิท/Sukhumvit Soi 93		ซอยสุขุมวิท/Sukhumvit Soi 89		ซอยสุขุมวิท/Sukhumvit Soi 83	<div>  <div>ธนาคารกรุงเทพ</div> </div>	ซอยสุขุมวิท/Sukhumvit Soi 81	<div>  <div>อ่อนนุช/OnNut</div> </div>	<div>  <div>อ่อนนุช/OnNut</div> </div>
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