



**INTEGRITY QUALITY SERVICE**

**UNION PLASTIC  
PUBLIC COMPANY LIMITED**

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

25 April 2024 at 2.00 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).



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บริษัท ยูเนียนพลาสติก จำกัด (มหาชน)  
UNION PLASTIC PUBLIC COMPANY LIMITED

คุณธรรม คุณภาพ คุณประโยชน์  
กลุ่มสหยู เนชั่น

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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 19 April 2023.
  2. Annual Registration Statement/Annual Report 2023 (Form 56-1 One Report), 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. The definition of Independent Director.
  5. Criteria and procedures for the nomination of the Directors.
  6. Articles of Association of the Company in respect of the Meeting of Shareholders.
  7. Proxy Form (Form B and Form C)
  8. Map of the venue for the Meeting

The Board of Directors of Union Plastic Public Company Limited (UP) has resolved to convene the 31<sup>st</sup> Annual General Meeting of Shareholders on Thursday, 25 April 2024 at 2.00 p.m., at the Meeting room, ๕ 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 19 April 2023, and had the Minutes readied within 14 days following the Meeting date. Copies of the Minutes were forwarded within the legal timeframe to the Stock Exchange of Thailand (SET) and the Ministry of Commerce. They were also posted on the Company's website (www.unionplastic.co.th).

**The Board's opinion :**

It was agreed to propose to the Shareholders to approve The Minutes of the 30<sup>th</sup> Annual General Meeting of Shareholders on 19 April 2023. (Appendix 1)

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

The Company summarized past year performance, significant changes and Financial Report into the Annual Registration Statement / Annual Report 2023 (Form 56-1 One Report). (Appendix 2)

**The Board's opinion :**

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

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

In accordance with the Public Limited Company Acts, and Article 43 of Company's Articles of Association, the Company is to prepare the Balance Sheet and Statements of Profit and Loss 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 Board of Directors. (Appendix 2)

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

It is the Company's policy to pay dividend, based on the Company's performance, at no less than 1/3 of the annual net profit, after accumulated loss (if any) of the Separate Financial Statements.

The Separate Financial Statements for the year ending 31 December 2023 which had been audited and certified by the Auditor and approved by the Audit Committee and the Board of Directors, has a net profit after accumulated losses at Baht 29,736,930. The Company had sufficient reserved capital as specified by the Laws and Company's Articles of Association and cash in hand to make dividend payments. The Board of Directors therefore authorized the 2023 net profit appropriation to be dividends to Shareholders at Baht 1.18 per share. Total dividends amounted to Baht 29,500,000 which was equivalent to 99.20% of the annual net profit after accumulated loss, in line with the Company's dividend payment policy.

#### **The Details of Net profit (loss) and Dividend Payments during 2021-2023**

<b>Description</b>	<b>2023</b>	<b>2022</b>	<b>2021</b>
1. Net profit (loss) (Baht)	45,440,647	29,044,390	1,709,479
2. Number of shares (Share)	25,000,000	25,000,000	25,000,000
3. Dividend per share (Baht : Share)	1.18	0	0
4. Total dividend payments (Baht)	29,500,000	0	0
5. Dividend payments per the annual net profit after accumulated loss (%)	99.20	0	0

Remark : Based on the Separate Financial Statements.

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

It was agreed to propose the Shareholders to authorize the year 2023 net profit appropriation. The proposed dividends to Shareholders is Baht 1.18 per share. Total dividends amounted Baht 29,500,000 which was equivalent to 99.20% of the annual net profit after accumulated loss. The dividends would be paid from the annual net profit after accumulated loss from dividends after 20% Corporate Income Tax. General Shareholders were entitled to tax credit in the calculation of dividend tax payment in accordance with the section 47 bis of the Revenue Code. The remaining profit after dividend payment, amount of Baht 236,930, would be carried forward as retained earnings.

Dividends would be paid to Shareholders whose name were recorded in the closing date of the Registration Book on Share Transferring Suspension on 4 April 2024. The dividend payment date is 14 May 2024. The dividend payment will proceed when getting the approval from the Annual General Meeting of shareholders. The company will notify the Thailand Securities Depository Co., Ltd. (TSD) to deliver dividends to shareholders later.

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

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

In accordance with the Public Limited Company Acts and Article 18 of the Company's Articles of Association, one-third of the Directors would have to retire from office in the Annual General Meeting of Shareholders 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. Buncherd Tanglertpaibul  | Independent Director / Audit Committee /<br>Chairman of the Nomination and Remuneration Committee |
| 2. | Mr. Chutindhon Darakananda   | Director  |
| 3. | Mr. Pongsak Thiengviboonvong | Director  |

By appointing an independent Nomination and Remuneration Committee, the Board of Directors could scrutinize the processes of scouting and selecting qualified persons, in accordance with the instituted principles and procedures, prior to proposing them for approval by the Shareholders' Meeting.

The Nomination and Remuneration Committee, excluding the Director who was the beneficiaries, considered the 3 Directors who were due to retire, bore no inadmissible characters according to Article 86 of the Public Limited Company Acts B.E. 2535 and Article 89/3 of the Securities and Exchange Acts B.E. 2535. According to Article 68 of the Public Limited Company Acts B.E. 2535, they were qualified as being knowledgeable, capable, skillful, specialized and possessed diverse occupational experiences worthy of being a composition of the Board of Directors and was desirable to the nature of the Company's businesses. Mr. Buncherd Tanglertpaibul, who is Independent Director; his comprehensive qualifications met the Company's definition and the revaluation of the Securities and Exchange Commission and the Stock Exchange of Thailand, of an Independent Director properly. He could efficiently work hand in hand with the Board of Directors and freely provided his opinions. The Board of Directors, therefore, proposed the Shareholders to nominate the 3 Directors who were due to retire for another term.

**The Board's opinion :**

The Board of Directors, excluding the Directors who were the beneficiaries, agreed with the proposals 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. Buncherd Tanglertpaibul
2. Mr. Chutindhon Darakananda
3. Mr. Pongsak Thiengviboonvong

The above 3 Directors possessed full qualifications of Director in accordance with the Company's Articles of Association, the Public Limited Company Acts, the Securities and the Stock Exchange of Thailand Acts and Regulations of the Company. (Appendices 3 and 5)

Mr. Buncherd Tanglertpaibul, Independent Director who was reappointed for another term, was not the beneficiaries of the Company, its Affiliates, Joint Ventures or any Legal Entities with conflict of interest. His qualifications for the Independent Director met the Company's definitions of Independent Director and the regulations of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). (Appendix 4)

**5.2 Defining the Directors' Authorities.**

**The Board's opinion :**

It was agreed to propose to the Shareholders to define the following authorities of the Directors: "Two Directors co-sign and affix the Company's seal, excluding members of the Audit Committee and/or Independent Directors which comprise of Mrs. Sauwanee Thairungroj, Mr. Buncherd Tanglertpaibul and Ms. Jutatip Arunanondchai".

**5.3 Authorizing the Directors' Remuneration.**

The criteria for determining the Directors' Remunerations would be reviewed annually by the Nomination and Remuneration Committee and the Board of Directors by comparing with the Registered Companies of comparable sizes, duties and responsibilities of the Board of Directors, the Company's performance and the suitability of current economic situations. It was eventually agreed to propose to the Shareholders to fix the 2024 Directors' Remunerations at the budget not exceeding Baht

2,000,000 per year (identical to the year 2023). The Board of Directors were assigned to distribute the allocations accordingly. (Criteria for the Company's Director and Sub-Committee's Remuneration comprising of remuneration depends on the position, meeting allowance and no other benefits like in 2023, the details were recorded in the Annual Registration Statement / Annual Report 2023 (Form 56-1 One Report) Section 8 Clause 8.1.2).

**The Board's opinion :**

It was agreed to propose to the Shareholders to fix the year 2024 Directors' remuneration at the budget not exceeding Baht 2,000,000 per year (identical to the year 2023). The amount had been considered as appropriate by the Nomination and Remuneration Committee. The Board of Directors was assigned to distribute the allocations accordingly.

**Agenda 6 Appointing the year 2024 Auditors and Fixing the Remunerations.**

In accordance with the Public Limited Company Acts and Article 51 of the Company's Articles of Association, the Annual General Meeting of Shareholders is to appoint the Auditors and determine their annual remunerations. The same Auditors may be reappointed.

The Audit Committee, after scrutinizing the qualifications of the Company 2024 Auditors and determining his/her remunerations, advised the Board of Directors to propose for the Shareholders' approval to appoint Ms. Kosum Cha-em Certified Public Accountant No. 6011 or Mrs. Poonnard Paocharoen Certified Public Accountant No. 5238 or Mr. Termphong Opanaphan Certified Public Accountant No. 4501 of EY Office Limited to be the 2024 Company's Auditor (the Company has no subsidiaries). These Auditors were Certified Public Accountant who had obtained approvals from the Securities and Exchange Commission (SEC). They were not related and/or not being a beneficiaries to the Company/ its affiliated / executives / major shareholders or inter-related persons. They were therefore independent in their processes of reviewing and expressing their opinions on the Company's Financial Statements. The remuneration for auditing the Company's accounts including the reviewing of the 3 quarterly Financial Statements would be Baht 1,250,000 (identical to the year 2023) excluding other non-audit fee, which the Company would pay in the actual incurred amount.

Comparative information on the payment of Auditor's remuneration in the previous year

Auditor's Remuneration	Year 2024 (Baht)	Year 2023 (Baht)	Increase (Decrease) (Baht)
Audit Fee	1,250,000	1,250,000	-
Non-Audit Fee	actual incurred amount	25,000	-

Remark In 2023, the Company has paid non-audit fee for inspection of finished goods destruction.

**The Board's opinion :**

It was agreed to propose to the Shareholders to appoint

1. Ms. Kosum Cha-em Certified Public Accountant No. 6011  
(with 2 years of the Company's audit experience in 2022-2023) or
2. Mrs. Poonnard Paocharoen Certified Public Accountant No. 5238 or
3. Mr. Termphong Opanaphan Certified Public Accountant No. 4501

of EY Office Limited as the Company 2024 Auditors. The remuneration for auditing the Company's accounts including the reviewing of the 3 quarterly Financial Statements would be Baht 1,250,000 (identical to the year 2023) excluding other non-audit fee, which the Company would pay in the actual incurred amount.



The Company specified the closing date of the Registration Book on Share Transferring Suspension from 4 April 2024 until the completion of the Meeting, in order to allow the 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 dividends for 2023.

Enclosed were documents appended for acknowledgement and consideration. The Company prepared the Annual Registration Statement / Annual Report 2023 (Form 56-1 One Report) in the form of QR Code. In case any Shareholder wishes to receive the Report in print, he/she is requested to contact the Company's Secretary Office, 8<sup>th</sup> Floor, No. 1828 Sukhumvit Road, Phrakhanong Tai, Phrakhanong, Bangkok 10260. Telephone No: 02-311-5111 Ext. 7811 Fax: 02-331-5668. The invitation to attend the 31<sup>st</sup> Annual General Meeting of Shareholders together with the appended documents were posted on the Company's website ([www.unionplastic.co.th](http://www.unionplastic.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 12.00 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 Plastic 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 UP Privacy Notice on the Company's website [www.unionplastic.co.th](http://www.unionplastic.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 Annual General Meeting of Shareholders No. 30

of

*Union Plastic Public Company Limited*

Held at Conference Room on 9<sup>th</sup> floor, Head Office of Saha-Union (Public) Company Limited,  
No. 1828, Sukhumvit Road, Phra Khanong Tai, Phra Kanong, Bangkok on April 19, 2566

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Meeting convened at 10:30 hrs.

Mr Thitivat Suebsaeng, the Chairman of the Board, presided over the meeting and informed the Meeting that there were 14 shareholders attending the meeting in person, accounting for 15,420 shares, and 29 shareholders attending by proxy, accounting for 14,991,385 shares. The total shareholders attending the meeting was 43 shareholders with the total share of 15,006,805 shares, accounting for 60.03% of the total issued shares, in which constitutes a quorum according to the Company's Articles of Association.

The Chairman gave the opening speech and introduced the Board of Directors, directors of the sub-committees, executives, and meeting attendees to the shareholders according to the following lists:

*List of directors attending the meeting*

- |                      |                 |  |
|----------------------|-----------------|--|
| 1. Mr. Thitivat      | Suebsaeng       | Chairman   |
| 2. Mr. Buncherd      | Tanglertpaibul  | Independent Director / Audit<br>Committee / Chairman of the<br>Nomination and Remuneration Committee |
| 3. Miss Jutatip      | Arunanondchai   | Independent Director / Audit Committee /<br>Nomination and Remuneration Committee                    |
| 4. Mr. Suthin        | Phadetpai       | Managing Director  |
| 5. Mrs. Chantorntree | Darakananda     | Director   |
| 6. Mr. Pongsak       | Tiengviboonvong | Director   |
| 7. Mr. Vacharaphong  | Darakananda     | Director /<br>Nomination and Remuneration Committee  |

*List of director who attended the meeting via electronic media*

- |                  |             |   |
|------------------|-------------|---|
| 1. Mrs. Sauwanee | Thairungroj | Independent Director / Chairman of<br>the Audit Committee |
|------------------|-------------|---|

List of director absent from the meeting

1. Mr. Nunthiya Darakananda Director

The Company has 9 directors.

There were 8 directors attending the meeting, accounting for 88.89% of the total number of directors.

List of Meeting Attendees

1. Miss Kosump Chaem Auditor from EY Office Limited
2. Miss Phatrida Suksusilp Auditor from EY Office Limited
3. Miss Prayoon Sripraram Accounting and Finance Manager
4. Mrs Chadaporn Jiamsakultip Company Secretary

Before conducting the meeting according to the agenda items, the Chairman informed all shareholders as follows:

- o For voting the resolution of each agenda item, 1 share shall be equivalent to 1 vote.
- o For shareholders authorizing proxies to attend the meeting on their behalves and casting their votes on each agenda item in the power of attorney, the Company completely gathered those votes and would be added to the vote in this conference room.
- o In this conference room, shareholders present in person or proxies authorized to cast votes on behalf of the grantor who approved, disapproved, or abstained from their votes, shall cast the vote in the ballot received at the registration desk. To accelerate the process of the meeting, the vote of persons who disapproved or abstained from their votes shall be counted first. Shareholders or proxies who disapproved or abstained from their votes shall cast their votes in the ballot and raise it up so that the officer could pick the ballot up. Such votes shall be deducted from the total votes of the shareholders and the remaining votes shall be counted as approved votes.
- o The Company shall announce the result of vote counting of each agenda item when the meeting was adjourned.
- o After the adjournment of the meeting, the Company asked the shareholders' cooperation to return their ballots for further using as evidence and reference.
- o The Company records the meeting in the form of video media.

The chairman informed the meeting that, to ensure the transparency of the vote-counting process, one volunteer shareholder was asked to be the witness of the vote-counting process. Accordingly, Mr. Khosit Thepchalerm, the shareholder, volunteered to witness the vote-counting process.

Afterwards, the Meeting was informed that, as the Company offered opportunities to shareholders to propose any matter beneficial to the Company for taking consideration and including it as agenda items for the next annual general meeting of shareholders in compliance with rules and procedures specified by the Company from October 1, 2022 to December 31, 2022 via the Company's website, no shareholders proposed any issues for taking consideration as agenda items.

Next, the Chairman commenced the meeting to consider matters in accordance with the agenda items as follows:

**Agenda 1**      **To consider and adopt the minutes of Annual General Meeting of Shareholders No. 29**

The Chairman informed the Meeting that, according to the Annual General Meeting of Shareholders No. 29 held on April 20, 2022, the Company completely prepared the minutes of Annual General Meeting of Shareholders No. 29 within 14 days from the date of the meeting and submitted the copy of such minutes to the Stock Exchange of Thailand and the Ministry of Commerce within the period specified by laws, and also published them on the Company's website. In addition, such minutes had been sent earlier together with the letter of invitation to the meeting to shareholder for consideration. As a result, the Chairman requested the Meeting to consider and adopt such minutes.

***Resolution:*** The Meeting passed the resolution to adopt the minutes of Annual General Meeting of Shareholders No. 29 and consider that it was the accurate minutes of the Company with the following votes; Approval: 15,006,805 votes, Disapproval: 0 vote, Abstention: 0 vote, Void ballot: 0 vote.

**Agenda 2**      **To acknowledge the Board of Directors' report on operating results in the previous year**

The Chairman assigned Mr. Suthin Phadetpai, the managing director, to report the Company's operating results in the previous year to the Meeting as follows:

In 2022, we still have to face an epidemic of Coronavirus 19 (COVID-19), but at a level that is not as severe as in 2021. Various measures have been relaxed around the world, except for China, which still has strong measures. and the events of the Russo-Ukrainian war that have been protracted to the present day which affects the economy global slowdown due to higher energy prices higher cost of living and less purchasing power resulted in Thailand as well causing the economy to not grow as it should

However, in 2022, the Company was able to perform better in all aspects of the past 1 year performance. The Company's performance in 2022 according to the separate financial statements The company has a total income of 669.49 million baht, compared to the year 2021 with a total income of 590.73 million baht, an increase of 78.76 million baht or 13.33%, with income from sales of plastic parts and molds 625.98 million baht, an increase of 59.57 million baht. representing 10.52 percent and having dividend income of 43.51 million baht, an increase of 19.31 million baht, representing 79.39 percent.

There is a total cost of sales and expenses of 641.25 million baht, an increase from the year 2021 of 51.31 million baht or 8.69 percent. The company has a net profit of 29.04 million baht, compared to a net profit of 1.71 million baht in 2021, an increase of 27.33 million baht or 1,599.47 percent. Earnings per share in 2022 is 1.16 baht per share, compared to 2021, earnings per share is 0.07 baht. per share, Earnings per share increased by 1.09 baht per share or 1,557.14 percent.

The main factors that make the Company's performance in 2022 better than 2021 are:

- More sales from new products and customers.
- Continuous cost reduction activities. Both about reducing waste and increasing productivity.
- More income from dividends.

It is predicted that in 2023, the economy of Thailand will not get better, The government has increasingly promoted electric vehicles or EVs (Electric Vehicle), resulting in an increase in the proportion of EV sales in Thailand. Most of them are fully imported cars from foreign countries (CBU) that do not use domestic parts. Have to wait for the assembly and use of parts in the country. The company will start to have the opportunity to increase sales of EV cars in the future.

## Anti-Corruption Policy

- Define policies and guidelines for anti-fraud and corruption. as well as define duties and responsibilities in such matters Shareholders can find details in the Good Corporate Governance Handbook. and business ethics that the company discloses on the company's website Including disclosure in the annual registration statement. and Annual Report 2022 (Form 56-1 One Report)

- Set up an internal control system. Channels for whistle blowing and there is an inspection process by the Audit Committee, internal audit department and the Company's auditor which is an independent organization for effective management Transparent and verifiable

- Review the adequacy of the internal control and risk management systems annually.

- Communicate, create knowledge, understanding and create awareness. for the personnel of the company Everyone cooperates in adhering to policies and implementing guidelines in their daily work.

- Each year, the Company arranges for employees to conduct a self-assessment on compliance with the framework of the Code of Conduct. To demonstrate the adherence to the values of honesty and ethics in the operations of the company. Including disclosure of information about conflicts of interest with the Company. Employees comply with good ethical frameworks and have no conflicts of interest with the Company.

- In the past year The company was not informed and there are no complaints about non-transparency or corruption.

The Chairman offered opportunities to shareholders to raise any questions, but no shareholders asked questions or expressed opinions.

**Resolution:** The Meeting acknowledged the Board's report on operating results for the previous year.

**Agenda 3**     **To consider and approve the balance sheet and statement of profit and loss or the annual financial statements for the year ended December 31, 2022**

The Chairman informed the Meeting that, according to the Public Limited Company Act and Article 43 of the Company's Articles of Association, the Company was required preparing a balance sheet and statement of profit and loss for the end of each accounting year of the Company. Furthermore, the aforementioned statements shall be audited and certified by

auditors and then presented to the Annual General Meeting of Shareholders for consideration and approval.

The Board of Directors deemed appropriate to present such matter to shareholders for considering and approving the balance sheet and statement of profit and loss or the annual financial statements for the year ended December 31, 2022 audited and certified by auditors of EY Office Limited and approved by the Audit Committee and the Board of Directors. Details of financial statements were shown in the 2022 Annual Report (Form 56-1 One Report) submitted to the shareholders for consideration in advance together with the letter of invitation to the meeting.

The Chairman offered opportunities to shareholders to raise any questions, but no shareholders asked questions or expressed opinions.

**Resolution:** The Meeting considered and passed the resolution to approve the balance sheet and statement of profit and loss or the annual financial statements for the year ended December 31, 2022, with the following votes; Approval: 15,006,805 votes, Disapproval: 0 vote, Abstention: 0 vote, Void ballot: 0 vote.

**Agenda 4**      **To consider and approve the omission of dividend payout for operating results in 2022**

The Chairman informed the Meeting that the Company had the policy on dividend payout depending on operating results at the rate of not less than one-third of the net annual profit after deducting the retained losses (if any) in accordance with the separate financial statements.

According to the separate financial statements for year ended December 31, 2022 audited and certified by the auditors and approved by the Audit Committee and the Board of Directors, the Company had the net profit in an amount of 29,044,390 Baht. The Company had the full legal reserve according to the Company's Articles of Association and have accumulated losses in an amount of 15,703,717 Baht.

The Board of Directors agreed to propose to the shareholders to consider and approve the omission of dividend payment for 2022 operating results for shareholders Because the company still has accumulated loss.

The Chairman offered opportunities to shareholders to raise any questions, but no shareholders asked questions or expressed opinions.



*Resolution:* The Meeting considered and passed the resolution to approve the omission of dividend payout for operating results in 2022 to shareholders because the Company still has accumulated loss, with the following votes; Approval: 15,006,805 votes, Disapproval: 0 vote, Abstention: 0 vote, Void ballot: 0 vote.

**Agenda 5**      **To consider the election of directors, determine the authority of directors, and define the remuneration of directors**

**5.1 To consider the election of director**

The Chairman informed the Meeting that, according to the Public Limited Act and Article 18 of the Company's Articles of Association, one-third of the directors shall vacate their positions at every Annual General Meeting of Shareholders and they were also eligible for re-election to their positions.

Currently, there were 9 directors present at this Annual General Meeting of Shareholders. There were 3 directors retiring by rotation, namely:

1. Mr. Thitivat              Suebsaeng
2. Mr. Suthin                Phadetpai
3. Miss Jutatip              Arunanondchai

The Chairman gave Mr. Buncherd Tanglertpaibul Chairman of the Nomination and Remuneration Committee inform the meeting that The Board of Directors, excluding directors with conflicts of interest, has considered Approved according to the guidelines proposed by the Nomination and Remuneration Committee. It was deemed appropriate to propose that the shareholders resolve to re-elect all 3 directors who retired by rotation at this time to hold their positions as directors for another term. The aforementioned persons possess complete qualifications of directors in accordance with the Public Limited Company Act. Securities and Exchange Act and criteria set by the company For details of the profiles of those who have been nominated back to be the Company's directors. It appears as in the attachment No. 3 and No. 5 that was sent together with the meeting invitation letter.

In this regard, Ms. Jutathip Arunanondchai, an independent director who has been nominated for re-election to be in the said position for another term. Being a person who has no interest in the company/subsidiaries/associated companies or juristic persons that may have conflicts of interest and has the qualifications of an independent director According to the definition of an independent director of the Company and in accordance with the rules of the SEC and the SET, able to work effectively with the Board of Directors and express their opinions

independently. The details appear in Attachment No. 4 that was sent along with the meeting invitation letter.

The Chairman informed the meeting that before voting for the election of directors Requested the shareholders to consider determining the method for electing directors. Whether to elect directors as proposed by the Board of Directors simultaneously as a whole set of 3 people or to elect directors individually.

Mr. Witthaya Chankham, a shareholder's proxy, suggested electing directors in a group and decided to re-elect all of 3 aforementioned directors to hold their positions of director for another term as proposed by the Board of Directors.

The Chairman informed the Meeting that If there were shareholders who disapprove or abstain from voting, they would cast their votes on the ballot.

***Resolution:*** The Meeting considered and passed the resolution as follows:

1. A resolution was passed in agreement with the election method by electing directors in a group, with the following votes; Approval: 15,006,805 votes, Disapproval: 0 vote, Abstention: 0 vote, Void ballot: 0 vote.
2. A resolution was passed to re-elect all 3 of the aforementioned directors retiring by rotation to hold their positions of directors for another term, namely:
  3. Mr. Thitivat Suebsaeng
  4. Mr. Suthin Phadetpai
  5. Miss Jutatip Arunanondchai

with the following votes; Approval: 15,006,805 votes, Disapproval: 0 vote, Abstention: 0 vote, Void ballot: 0 vote.

**5.2 To consider and determine the authority of directors**

The Chairman informed the Meeting that the Board of Directors deemed appropriate to present such matter to shareholders for considering and determining the authority of directors as follows: "Two directors are required to co-sign and affix the Company's seal, except Mrs. Sauwanee Thairungroj, Mr. Buncherd Tanglertpaibul, and Miss Jutatip Arunanondchai, who are the member of Audit Committee and/or independent directors"

***Resolution:*** The Meeting considered and passed the resolution to determine the authority of directors as follows: "Two directors are required to co-sign and affix the Company's seal, except Mrs. Sauwanee Thairungroj, Mr. Buncherd Tanglertpaibul, and Miss Jutatip Arunanondchai, who are the member of Audit Committee and/or independent directors", with

the following votes; Approval: 15,006,805 votes, Disapproval: 0 vote, Abstention: 0 vote, Void ballot: 0 vote.

### **5.3 To consider and define the remuneration of directors**

The Chairman informed the meeting that The Board of Directors agrees to propose the shareholders to consider and approve the directors' remuneration for the year 2023, which has been considered by the Company's Nomination and Remuneration Committee as appropriate. It was deemed appropriate to determine the directors' remuneration in the amount not exceeding 2,000,000 baht per year (increased from 2022 in the amount of 500,000 baht). By assigning the Board of Directors to further allocate as it deems appropriate. (Criteria for the remuneration of the Board of Directors and sub-committees type of compensation and the amount of money received by each director, namely remuneration for the position and meeting allowance No other benefits Details appeared in the annual information disclosure form. and Annual Report 2022 (Form 56-1 One Report) page 72)

The Chairman offered opportunities to shareholders to raise any questions, but no shareholders asked questions or expressed opinions.

**Resolution:** The meeting considered Resolved to approve the directors' remuneration for the year 2023 in the amount not exceeding 2,000,000 baht per year by assigning the Board of Directors to allocate as appropriate..with 15,006,805 approval votes, Disapproval: 0 vote, Abstention: 0 vote, Void ballot: 0 vote.

### **Agenda 6 To consider and appoint the auditors for the year 2023 and determine the remunerations**

The Chairman informed the Meeting that, according to the Public Limited Company Act and Article 51 of the Company's Articles of Association, the Annual General Meeting of Shareholders shall appoint the auditors and determine the Company's audit fee every year. The same auditors were also eligible for reappointment.

The Board of Directors considered and agreed with the proposal of the Audit Committee. As a result, it deemed appropriate to present this matter to shareholders for considering and appointing the auditors of EY Office Company Limited to be the Company's auditors for the year 2023, namely:

1. Miss Kosump Chaem Certified Public Accountant No.6011  
(Being the auditor for the 2nd year) or,
2. Mrs. Poonnard Paucharoen Certified Public Accountant No.5238 or,
3. Mr. Termphong Opanaphan Certified Public Accountant No.4501 or,

The aforementioned auditors are certified auditors approved by the Office of the Securities and Exchange Commission (SEC) and have no relationship and/or conflict of interest with the company/management. / Major shareholders or persons related to such persons by determining the audit fee of the Company Including the review of the financial statements for 3 quarters in the amount of 1,250,000 baht, an increase from the year 2022 in the amount of 50,000 baht. There is no other service fee.

The Chairman offered opportunities to shareholders to raise any questions, but no shareholders asked questions or expressed opinions.

**Resolution:** The Meeting considered and passed the resolution to appoint auditors, namely:

1. Miss Kosump Chaem Certified Public Accountant No.6011  
(Being the auditor for the 2nd year) or,
2. Mrs. Poonnard Paucharoen Certified Public Accountant No.5238 or,
3. Mr. Termphong Opanaphan Certified Public Accountant No.4501 or,

which is affiliated with EY Office Limited to be the Company's auditor for the year 2023 and determine the audit fee of the Company Including the review of the financial statements for 3 quarters in the amount of 1,250,000 baht, an increase from the year 2022 in the amount of 50,000 baht. There is no other service fee, with the following votes; Approval: 15,006,805 votes, Disapproval: 0 vote, Abstention: 0 vote, Void ballot: 0 vote.

**Agenda 7** **To consider and approve the amendment to Article 25, Article 34, Article 45 and Article 52**

The Chairman informed the meeting that Due to the Public Limited Companies Act (No. 4) B.E. 2565, effective on May 24, 2022. There are amendments to the law to be up to date. in line with the situation and the development of technology and Announcement of the Department of Business Development on Electronic Media Advertising B.E. 2565 The advertisement of messages about public company limited able to operate through any other electronic media instead of newspaper advertisements

The Board of Directors agreed to propose the shareholders to approve the amendment of Article 25, Article 34, Article 45 and Article 52 of the Company's Articles of Association to be in line with the law. by canceling the original message and use the proposed amendments For details of the current company regulations and the proposed amendments to the Company's Articles of Association Appeared in the meeting invitation sent to shareholders for consideration in advance. Here is a summary of the key points proposed for revision as follows:

- Article 25 of the Company's Articles of Association: Submission of the Board of Directors' Meeting Notice It must be sent to the directors at least 3 days before the meeting. except in case of urgent necessity will notify by electronic means or any other method and set the meeting date earlier than that

- Article 34, Article 45 and Article 52 of the Company's Articles of Association, the advertisement of the invitation letter for the shareholders' meeting. dividend payment and balance sheet, can advertise in newspapers or via electronic media in accordance with the rules prescribed by the Registrar

Current Articles of Association	Company's Articles of Association proposed to be amended
<p><b>Article 25.</b> In summoning a meeting of the Board of Directors The chairman or a person assigned by him shall send the meeting notice to the directors <u>at least seven days prior to the date of the meeting.</u> except in case of urgent necessity to protect the rights or benefits of the Company will notify the meeting by other means and set the meeting date earlier than this</p>	<p><b>Article 25.</b> In summoning a meeting of the Board of Directors The chairman of the board or a person assigned by him shall send the meeting notice to the directors <u>not less than three days prior to the meeting.</u> except in case of urgent necessity to protect the rights or benefits of the Company will notify the meeting by electronic means or any other method and set the meeting date earlier than that</p>
<p><b>Article 34.</b> In calling a shareholders' meeting The Board of Directors shall prepare a meeting notice specifying the place, date, time and agenda of the meeting. and matters to be proposed to the meeting with appropriate details. By specifying clearly that it is a matter to be presented for acknowledgment. for approval or for consideration, as the case may be Including the opinion of the Board of Directors on such matters. and delivered to the shareholders and the registrar for acknowledgment at least</p>	<p><b>Article 34.</b> In calling a shareholders' meeting The Board of Directors shall prepare a meeting invitation specifying the place, date, time and agenda of the meeting. and matters to be proposed to the meeting with appropriate details. By specifying clearly that it is a matter to be presented for acknowledgment. for approval or for consideration, as the case may be Including the opinion of the Board of Directors on such matters. and delivered to the shareholders and the registrar for acknowledgment at least</p>

<p>7 days prior to the meeting date. <u>The notice of the meeting must also be advertised in a newspaper for 3 consecutive days and not less than 3 days before the meeting date.</u></p>	<p>7 days prior to the meeting date. <u>and to advertise the notice of the meeting in a newspaper or via electronic media in accordance with the rules prescribed by the Registrar There is a deadline not less than 3 consecutive days before the meeting date.</u></p>
<p><b>Article 45.</b> Dividends are prohibited from other types of money. In addition to profit The remaining profit from the dividend payment can be allocated as reserves as the Board of Directors deems appropriate.</p> <p>The Board of Directors may from time to time pay interim dividends to shareholders. when he saw that the company had enough profits to do so And when the dividend has been paid, it shall be reported to the next meeting of shareholders.</p> <p>Payment of dividends shall be made within the period specified by law. by notifying in writing to the shareholders <u>and to advertise the notice of dividend payment in a newspaper.</u></p>	<p><b>Article 45.</b> Dividends are prohibited from other types of money. In addition to profit The remaining profit from the dividend payment can be allocated as reserves as the Board of Directors deems appropriate.</p> <p>The Board of Directors may from time to time pay interim dividends to shareholders. when he saw that the company had enough profits to do so And when the dividend has been paid, it shall be reported to the next meeting of shareholders.</p> <p>Payment of dividends shall be made within the period specified by law. by notifying in writing to the shareholders <u>and to advertise the notice of dividend payment in newspapers or via electronic media in accordance with the rules prescribed by the Registrar</u></p>
<p><b>Article 52.</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 approved by the shareholders' meeting. and a copy of the list of specific shareholders' meetings related to the approval of the balance sheet Profit allocation and dividend distribution The person authorized to sign on behalf of the company signs to certify that it is correct to the</p>	<p><b>Article 52.</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 approved by the shareholders' meeting. and a copy of the list of specific shareholders' meetings related to the approval of the balance sheet Profit allocation and dividend distribution The person authorized to sign on behalf of the company signs to certify that it is correct to the</p>

<p>registrar. <u>For the balance sheet, it must be published to the public through newspapers.</u></p> <p>There is also a time limit of at least 1 day, within 1 month from the date of approval by the shareholders' meeting.</p>	<p>registrar. <u>For the balance sheet, it must be published to the public through newspapers.</u></p> <p><u>or via electronic media in accordance with the rules prescribed by the Registrar</u> There is a <u>period of at least 1 day, within 1 month from the date of approval by the shareholders' meeting.</u></p>
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The Chairman offered opportunities to shareholders to raise any questions, but no shareholders asked questions or expressed opinions.

**Resolution:** The meeting has considered Approved to amend Article 25, Article 34, Article 45 and Article 52 of the Company's Articles of Association to be in line with the law. by canceling the original message and use the proposed amendments with details as proposed, with the following votes; Approval: 15,006,805 votes, Disapproval: 0 vote, Abstention: 0 vote, Void ballot: 0 vote.

The Chairman informed the Meeting that all agenda items had been fully implemented and invited shareholders to raise additional questions and express opinions. However, no shareholder made any additional questions or opinions.

The Chairman summarized the voting results for each agenda to the meeting.

The Chairman, on behalf of the Board of Directors, thanked Mr. Kosit Thepchalerm, a shareholder, for being a witness for the vote counting. And thank you to all shareholders who kindly took the time to attend the meeting and gave comments that were beneficial to the Company. and asked to close the meeting

Meeting adjourned at 11.05 hrs.

Signed..... Chairman of the Meeting  
 ( Mr. Thitivat Suebsaeng)

Signed ..... Company Secretary  
 ( Mrs. Chadaporn Jiamsakultip )

## Information of Nominated Person to be the Director

## A Brief Personal Profile of Nominated Person

Name-Surname	1. Mr. Buncherd Tanglertpaibul
Current Position	Independent Director / Audit Committee / Chairman of the Nomination and Remuneration Committee
Director Type for Nomination	Non- Executive Director
Age	66 Years
Education	- B.A. in Faculty of Laws, Thammasat University
IOD Certification Program	- Monitoring the System of Internal Control and Risk Management (MIR) Class 14/2013 - Monitoring of the Quality of Financial Reporting (MFR) Class 15/2012 - Monitoring the Internal Audit Function (MIA) Class 12/2012 - Monitoring Fraud Risk Management (MFM) Class 6/2011 - Audit Committee Program (ACP) Class 36/2011 - Director Accreditation Program (DAP) Class 79/2009
Experiences	- 2000 – 2015 Managing Director, Top Ocean Consolidation Service (Bangkok) Co., Ltd.
Current Positions	<b>Companies in SET</b> - February 2012 – Present Chairman of the Nomination and Remuneration Committee, Union Plastic Public Company Limited - March 2009 – Present Independent Director / Audit Committee, Union Plastic Public Company Limited <b>Other Companies / Other Position</b> - 2016 – Present Managing Director, I.F.S. (Bangkok) Company Limited <b>Other Companies who possibly in Conflict of Interest</b> - None
Year of Directorship	15 Years 1 month
The date on which the directors.	18 March 2009
No. of Shareholding in Company	9,660 shares or 0.039%
No. of BOD Meeting Attendance	12/12
No. of Audit Committee Meeting Attendance	4/4
No. of Nomination and Remuneration Committee Meeting Attendance	6/6
No. of Shareholding Meeting	1/1
Year of Independent Director	15 Years 1 month
Have or not having the interest in any characteristics with the Company, holding company, subsidiary, affiliation or juristic person who possibly in conflict at present or in the last 2 years	- Not being a director with management participation on employees, consultant with regular salary - Not being any professional provider (Ex. auditor, legal consulting) - Not has been in business relation (Ex. raw materials, goods and services purchasing/selling, lending or borrowing).
Criteria and Process for Nomination Director	Attachment 5



Name-Surname	2. Mr. Chutindhon Darakananda
Current Position	Director
Director Type for Nomination	Non-Executive Director
Age	65 years
Education	- Master's Degree in Business Administration, SASIN Graduate Institute of Business Administration of Chulalongkorn University - Bachelor's Degree in Industrial Engineering, Stanford University, U.S.A
IOD Certification Program	- Director Accreditation Program (DAP) Class 17/2004
Experiences	- 19 March 2018 – 19 September 2023 Chairman, The Royal Hotel Co., Ltd. - 2013 – February 2023 Director, Union Garment Co., Ltd. - 24 January 2019 – 23 January 2020 Managing Director, The Royal Hotel Co., Ltd. - March 2017 – February 2018 Vice Chairman, The Royal Hotel Co., Ltd. - 2002 – January 2018 Vice Chairman / Managing Director, Union Thread Industries Co., Ltd. Vice Chairman / Managing Director, Union Industries Corp., Ltd. - 1992 – February 2017 Vice Chairman, Venus Thread Co., Ltd. - 2007 – 2012 Vice Chairman (Investments in China), Saha-Union Public Company Limited - 2001 – March 2009 Director, Union Energy (China) Co., Ltd. - 1993 – 2007 Director, Union Textile Industries Public Company Limited Director, Union Pioneer Public Company Limited - December 1990 – 2006 Director, Saha-Union Public Company Limited
Current Positions	<b>Companies in SET</b> - 1 December 2023 – Present Director, Union Plastic Public Company Limited - 6 May 2017 – Present Director, Union Pioneer Public Company Limited - 2013 – Present Vice Chairman, Saha-Union Public Company Limited - January 2011 – Present Nomination and Remuneration Committee, Saha-Union Public Company Limited <b>Other Companies / Other Position</b> - Present Chairman, Vice Chairman and Director, Other Companies in Saha-Union Group - January 2022 – Present Managing Director, Union Textile Industries Public Co., Ltd. - August 2022 – Present Managing Director, Saha Union Holding Co., Ltd. - 20 April 2022 – Present Chairman, Union Textile Industries Public Co., Ltd. - November 2018 – Present Chairman, Saha Union Holding Co., Ltd. - February 2018 – Present Chairman, Union Spinning Mills Co., Ltd. Chairman / Managing Director, Union Business Management Co., Ltd. Chairman / Managing Director, Union Thread Industries Co., Ltd. Chairman / Managing Director, Union Industries Corp., Ltd. - December 2017 – Present Director, Navavej International Public Company Limited - April 2017 – Present Director, Sukhumvit 62 Medical Limited - May 2017 – Present Director, Union Nifco Co., Ltd. - March 2017 – Present Director, Venus Thread Co., Ltd. - November 2015 – Present Director, Union Zojirushi Co., Ltd. - May 2014 – Present Director, The Royal Hotel Co., Ltd. - 19 February 2013 – Present Director, Union Textile Industries Public Company Limited - 2013 – Present Director, Union Micronclean Co., Ltd. <b>Other Companies who possibly in Conflict of Interest</b> - None
Year of Directorship	5 months
The date on which the directors.	1 December 2023
No. of Shareholding in Company	- None shares or 0%
No. of BOD Meeting Attendance	1/1
No. of Shareholder Meeting	

Name-Surname	3. Pongsak Thiengviboonvong
Current Position	Director
Director Type for Nomination	Non- Executive Director
Age	68 years
Education	- Diploma of Vocational Education
IOD Certification Program	- Ethical Leadership Program (ELP) Class 13/2018 - Director Accreditation Program (DAP) Class 5/2003
Experiences	- January 2013 – 2019      Managing Director, Union Pioneer Public Company Limited - 2012                              Deputy Managing Director, Union Pioneer Public Company Limited - 1999 – 2012                      Director, Venus Shoes Company Limited - 2008 – 2011                      Deputy Managing Director, Union Plastic Public Company Limited
Current Positions	<b>Companies in SET</b> - August 2018 – Present      Director, Union Plastic Public Company Limited <b>Other Companies / Other Position</b> - 2013 – Present                      Managing Director, Venus Shoes Company Limited Director, Union Rubber Products Corporation Limited - 2011 – Present                      Director, Union Stainless Steel Products Company Limited - 1997 – Present                      Director, Union Shoes Company Limited <b>Other Companies who possibly in Conflict of Interest</b> - None
Year of Directorship	5 years 8 months
The date on which the directors.	1 August 2018
No. of Shareholding in Company	1,000 shares or 0.004%
No. of BOD Meeting Attendance	12/12
No. of Shareholding Meeting	1/1
Criteria and Process for Nomination Director	Attachment 5

## **Independent Directors Definition (Which the minimum requirement of SEC)**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

### **Criteria and Process for Nomination Director**

Determined by the Company's Board of Directors and the Nomination and Remuneration Committee. A person who has been named as the fully qualified by the Companies Act 2535 is deemed to be a director of the Company. And must have the following qualifications and prohibitions.

(1) Having the qualifications according to the Public Company Act, Securities and Exchange Act and the Good Corporate Governance of the Company.

(2) Being of knowledgeable, capable, independent, dedicated with suitable age and ability to perform director's duties with care and loyalty. Reputable businesspersons of integrity and superb professional references may also qualify as nominees.

(3) Having the skill of industry knowledge, accounting& finance, business judgment, management skill, business strategy, corporate governance and legal.

(4) The Nomination Director and Remuneration Committee consider the candidates for director nominees and proposed to the Board of Director to approval before proposed to the Shareholders.

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<b>Articles of Association of UP Pertinent to the Shareholders' Meeting</b>
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**Shareholders' Meeting**

**Article 32** 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 34** 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 35** 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 37** 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 38** 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 39** 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 36** Decisions of the Meeting shall be made by majority votes of the shareholders present in the Meeting, unless the laws or the Articles of Association stipulated otherwise.

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

In case the vote is tied, the Chairman of the Meeting, a non-shareholder not with standing, shall cast the deciding vote.

**Article 40** 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 16** 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 17** 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. However, each shareholder's right under (1) must be executed.
3. Election is based on majority vote. In case of a tie, the Chairman will exercise the deciding vote.

**Article 18** 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 19** 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 28** 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 45** 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.

**Article 46** 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 48** The auditor may be a shareholder but not a director, employee or holder of any office of the Company.

**Article 50** 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 51** 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)

เลขทะเบียน ยนต์ผู้ถือหุ้น \_\_\_\_\_ น เขียนที่ \_\_\_\_\_  
Shareholder's Registration No. Written at  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

ข้าพเจ้า/We..... ส. 1 ..... ชาติ / Nationality  
อยู่ บ้านเลขที่/ Address.....  
.....

เป็น ผู้ถือหุ้นของ บริษัท ยูเนียนพลาสติก จำกัด (มหาชน)  
being a shareholder of Union Plastic Public Company Limited

โดยถือ	หุ้นจำนวนทั้งสิ้นรวม	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"/>	หุ้นบุริมสิทธิไม่มี -	_____ หุ้น -	ออกเสียงลงคะแนนได้เท่ากับ	- ไม่มี เสียง -
preferred share	_____ shares		with the voting rights of _____	votes

ขอมอบฉันทะให้ / Hereby appoint

นางสาวณิชา ธีรกรัง  
Mrs. Sauwanee Thairungroj ประธานกรรมการตรวจสอบ/กรรมการอิสระ อายุ 66 ปี  
Chairman of the Audit Committee/Independent Director Age 66 Years

อยู่ บ้านเลขที่ซอยสุ 9/32 ซุมวิท 39 (พริ้มพงษ์แขวงคลองตัน) (เหนือ เขตวัฒนา กรุงเทพมหานคร 10110 หรือ  
Address 9/32 Soi Sukhumvit 39 (Phrompong), Khwaeng Khlong Tan Nuea, Khet Watthana, Bangkok 10110 or

นายบรรเจ็ด ตั้งเลิศไพบลีย์  
Mr. Buncherd Tanglertpaibul กรรมการตรวจสอบ/กรรมการอิสระ อายุ 66 ปี  
Audit Committee/Independent Director Age 66 Years

อยู่ บ้านเลขที่ 110 ซอยศาลาแดง 1 (ก๊อดเช่) แขวงสีลม เขตบางรัก กรุงเทพมหานคร 10500 หรือ  
Address 110 Soi Saladaeng 1(Godche), Khwaeng Silom, Khet Bangrak, Bangkok 10500 or

นาย/นาง/นางสาว/Mr./Mrs./Miss .....อายุ .3 Age..... ปี//Years  
อยู่ บ้านเลขที่/Address ..... ถนน/Road ..... ต./..... บาล/แขวง/Sub-District  
อำเภอ/เขต/District ..... จังหวัด/Province ..... รหัสไปรษณีย์ Zip Code ..... หรือ/or /  
นาย/นาง/นางสาว/Mr./Mrs./Miss .....อายุAge..... ปี//Years  
อยู่ บ้านเลขที่/Address ..... ถนน/Road ..... ต..... บาล/แขวง/Sub-District  
อำเภอ/เขต/District ..... จังหวัด/Province ..... รหัสไปรษณีย์ Zip Code ..... หรือ/or /  
นาย/นาง/นางสาว/Mr./Mrs./Miss .....อายุAge..... ปี//Years  
อยู่ บ้านเลขที่/Address ..... ถนน/Road ..... ต..... บาล/แขวง/Sub-District  
อำเภอ/เขต/District ..... จังหวัด/Province ..... รหัสไปรษณีย์/ Zip Code .....

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ 31 ในวันพฤหัสบดีที่ 25 เมษายน 2567 เวลา 14.00 น. ณ ห้องประชุมชั้น 9 อาคารสำนักงานใหญ่บริษัท สหยูเนี่ยน จำกัด (มหาชน) เลขที่ ถนนสุขุมวิท แขวงพระโขนงใต้เขตพระโขนง 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 Thursday, 25 April 2024 at 2.00 p.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.

**หมายเหตุ / Remarks :**

- กรรมการอิสระลำดับที่ 1 และลำดับที่ 3 ไม่มีส่วนได้เสียพิเศษ ในวาระการประชุม  
Independent Director No.1 and No.3 no major beneficiaries.
- กรรมการอิสระ ลำดับที่ 2 ส่วนได้เสียพิเศษ ในวาระที่ 5.1 จารณาเลือกตั้งกรรมการ เนื่องจากเป็นกรรมการที่ต้องออกตามวาระ และได้รับการพิจารณาเสนอชื่อให้ได้รับการเลือกตั้งเป็น กรรมการต่ออีกวาระหนึ่ง  
Independent Director No.2 having major beneficiaries in Agenda 5.1 Electing the Directors, because the director is due to retire this year and has been nominated to be re-elected for another term.

**ข้าพเจ้าขอมอบอำนาจให้ผู้นับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้**

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

ให้ผู้ (1) รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้ (2) รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

**วาระที่ 1 จารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปีครั้งที่ 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)

งงดออกเสียง / Abstain (vote)

**วาระที่ 2 รับทราบรายงานคณะกรรมการเกี่ยวกับผลการดำเนินงานในรอบ 1 ปีที่ผ่านมา**

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

รับทราบผลการดำเนินงานของบริษัทฯ ในรอบ 1 ปีที่ผ่านมา

Acknowledging the Company's Operation during the Past Year.

**วาระที่ 3 จารณาอนุมัติงบดุลและบัญชีกำไรขาดทุน หรืองบการเงินสำหรับปีสิ้นสุดวันที่ 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)

งงดออกเสียง / Abstain (vote)

**วาระที่ 4 จารณาอนุมัติจัดสรรเงินปันผลและการจ่ายเงินปันผล**

Agenda 4 Approving the Profit Allocation and Dividend Payments.

เห็นด้วย / For (vote)

ไม่เห็นด้วย / Against (vote)

งงดออกเสียง / Abstain (vote)

**วาระที่ 5 จารณาเลือกตั้งกรรมการ กำหนดอำนาจกรรมการ และกำหนดค่าตอบแทนกรรมการ**

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

**พิจารณาเลือกกรรมการ / Electing the Directors**

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



เห็นดี (ก) วยกับวิธีการเลือกตั้งกรรมการทั้งชุด .ด/ (a) Vote for the nomination of total directors

เห็นดี วย / For (vote)  ไม่ เห็นดี วย / Against (vote)  งดออกเสียง / Abstain (vote)

ถ้า (ข) ามีมติให้ใช้วิธีการเลือกตั้งกรรมการทั้งชุด เห็นดี วยกับการเลือกตั้งกรรมการทั้ง 3 คน ตามที่คณะกรรมการบริษัท ทเสนอ / (b) If The Meeting resolves to nominate total directors, vote for the nomination of all 3 directors as proposed by the Board of Directors.

เห็นดี วย / For (vote)  ไม่ เห็นดี วย / Against (vote)  งดออกเสียง / Abstain (vote)

ถ้า (ค) ามีการเลือกตั้งกรรมการทั้งชุดตาม (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 :

นายบรรเจี .1ด ตั้งเลิศไพบุลย์ / Mr. Buncherd Tanglertpaibul

เห็นดี วย / For (vote)  ไม่ เห็นดี วย / Against (vote)  งดออกเสียง / Abstain (vote)

นายชุตี .2นธร ดารากานนท์ / Mr. Chutindhon Darakananda

เห็นดี วย / For (vote)  ไม่ เห็นดี วย / Against (vote)  งดออกเสียง / Abstain (vote)

นายพงศ .3ศักดิ์เที่ยงวิ บูลย์วงค์ / Mr. Pongsak Thiengviboonvong

เห็นดี วย / For (vote)  ไม่ เห็นดี วย / Against (vote)  งดออกเสียง / Abstain (vote)

การนับคะแนนเสียงในข้อ 5.1 ข้างต้น ถ้ามติที่ประชุมของผู้ถือหุ้นใช้วิธีการเลือกตั้งกรรมการทั้งชุด จะนับคะแนนในข้อ (ข) มานับเป็นมติ ถ้าไม่ใช้วิธีการเลือกตั้งกรรมการทั้งชุด จะนับคะแนนในข้อ (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.

#### พิจารณา 5.2 าทน ตมาจกรรกร / Defining the Directors' Authorities

เห็นดี วย / For (vote)  ไม่ เห็นดี วย / Against (vote)  งดออกเสียง / Abstain (vote)

#### พิจารณา 5.3 ทนดค์ .าตอบแทนกรรกร / Authorizing the Directors' Remuneration

เห็นดี วย / For (vote)  ไม่ เห็นดี วย / Against (vote)  งดออกเสียง / Abstain (vote)

วาระที่พิจารณาแต่งตั้ง 6 ึ่งผู้สอบบัญชี ประจำปี และก 2567 าทนดเงินค าทอบทแทน

Agenda 6 Appointing the 2024 Auditors and Fixing the Remunerations.

เห็นดี วย / For (vote)  ไม่ เห็นดี วย / Against (vote)  งดออกเสียง / Abstain (vote)

การลงคะแนนเสียง .4ยงของผู้มอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ ถือว่าการลงคะแนนเสียงนั้นนี้ ไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้อนุ้

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.

ในกรณี .5ที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือ ระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใด นอกเหนือจากเรื่องทีระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้มอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็น สมควร

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.

กิจการใดที่ผู้มอบฉันทะ ก ระบุในการประชุมนี้ให้ถือเสมือนว่าข้าพเจ้าได้ กระทำเองทุกประการ  
I/We shall be fully liable for any action taken by the proxy holder at the Meeting.

ลงชื่อ..... ผู้มอบฉันทะ  
Signature ( ) Grantor

ลงชื่อ..... ผู้มอบฉันทะ  
Signature ( ) Proxy

ลงชื่อ..... ผู้มอบฉันทะ  
Signature ( ) Proxy

ลงชื่อ..... ผู้มอบฉันทะ  
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.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุด หรือเลือกตั้งกรรมการเป็นรายบุคคล / In agenda regarding the appointment of directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
- โปรดมอบส.ท.แนบ ตบ.ประจำตัวประชาชนของผู้มอบฉันทะ หรือหนังสือรับรองการจดทะเบียนนิติบุคคล ซึ่งรับรองสถานะถูกต้องมาพร้อมกับหนังสือมอบฉันทะฉบับนี้ด้วย  
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)

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

เลขทะเบียนผู้ถือหุ้น ..... น ..... เขียนที่  
Shareholder's Registration No. Written at

วันที่ ..... เดือน ..... พ.ศ. ....  
Date Month Year

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

ในฐานะผุ้ระกอบธุ ร กิจเป็นผุ้รับฝากและด ูแลหุ้น (Custodian) ให้ ก..... บ / As being the Custodian of  
ที่ ึ่งเป็นผู้ถือหุ้นของ บริษัท ยูนิออนพลาสติก ก จั กัด (มหาชน)

being a shareholder of Union Plastic Public Company Limited

โดยถือหุ้นจำนวนที่	งสินรวม	หุ้น	และออกเสียงลงคะแนนได้ เท่ากับ	เสียง ดังนี้
holding the total amount of	_____	shares	with the voting rights of _____	votes as follows:
<input type="radio"/> หุ้นสามัญ	_____	shares	with the voting rights of _____	votes
ordinary share	_____	shares	with the voting rights of _____	votes
<input type="radio"/> หุ้นบุริมสิทธิไม่มี -	_____	หุ้น -	_____	ไม่มี -
preferred share	_____	shares	with the voting rights of _____	votes

ขอมอบฉันทะให้ / Hereby appoint

นางเสาวณี .1 ัยไทยรุ ังโรจนอ์ ..... ประธานกรรมการตรวจสอบ/กรรมการอิสระ ..... อายุปี 66  
Mrs. Sawanee Thairungroj Chairman of the Audit Committee/Independent Director Age 66 Years

อยู่ บั้ณเลขที่ซอยสุ 9/32 ซุมวิท 39 (พรอุมพงษ์แขวงคลองต (เหนือ เขตวัฒนา กรุงเทพมหานคร 10110 หรือ  
Address 9/32 Soi Sukhumvit 39 (Phrompong), Khwaeng Khlong Tan Nuea, Khet Watthana, Bangkok 10110 or

นายบรรเจ็ด ต.2 งเลิศไพบ ุ้ย ..... กรรมการตรวจสอบ/กรรมการอิสระ ..... อายุ 66 ปี  
Mr. Buncherd Tanglertpaibul Audit Committee/Independent Director Age 66 Years

อยู่ บั้ณเลขที่ซอยศาลาแดง 1 (ก้อดเช้) แขวงสี 110 ลม เขตบางรัก กรุงเทพมหานคร 10500 หรือ  
Address 110 Soi Saladaeng 1(Godche), Khwaeng Silom, Khet Bangrak, Bangkok 10500 or

นาย/นาง/นางสาว/Mr./Mrs./Miss .....อายุ .3 Age..... ปี//Years  
อยู่บั้ณเลขที่Address ..... ถนน/Road ..... ต/ ..... าวล/แขวง/Sub-District  
อำเภอ/District ..... จังหวัด/Province ..... รหัสไปรษณีย์/ Zip Code.....

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปีครั้งที่ 31  
ในวันพฤหัสบดีที่ เมษายน 2567 เวลา 14.00 น. ณ ห้องประชุมชั้น 9 อาคารสำนักงานใหญ่ บริษัท สหยูเนี่ยน จำกัด (มหาชน) เลขที่ ถนนสุขุม 1828 มิ  
แขวงพระโขนงใต้เขตพระโขนง 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 Thursday, 25 April 2024 at 2.00 p.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.

หมายเหตุ / Remarks

- กรรมการอิสระลำดับที่ 1 และลำดับที่ไม่มีส่วนได้ 3 เสียพิเศษ ในวาระการประชุม  
Independent Director No.1 and No.3 no major beneficiaries.
- กรรมการอิสระลำดับที่ 2 มีส่วนได้เสียพิเศษ ในวาระที่ 5.1 พิจารณาเลือกตั้งกรรมการ เนื่องจากเป็นกรรมการที่ต้องออกตามวาระ และได้รับการพิจารณาเสนอชื่อให้ได้รับการเลือกตั้งเป็นกรรมการต่ออีกวาระหนึ่ง  
Independent Director No.2 having major beneficiaries in Agenda 5.1 Electing the Directors, because the director is due to retire this year and has been nominated to be re-elected for another term.

ข้าพเจ้าขอมอบอำนาจให้มอบอำนาจให้ลงคะแนนแทนข้าพเจ้าในการประชุม 本次会议

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

(1) มอบอำนาจตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

With total number of holding shares and voting right

(2) (มอบอำนาจบางส่วน คือ / A part of

หุ้นสามัญ \_\_\_\_\_ หุ้น และสิทธิออกเสียงลงคะแนนได้ \_\_\_\_\_ เสียง

Ordinary share of (shares), with the voting rights of (votes)

วาระที่ 1 จารณารับรองรายงานการประชุม มีมติอนุมัติให้เสนอญัตติขอประชุมสามัญประจำปีครั้งที่ 30

Agenda 1 Considering and Endorsing the Minutes of the 30<sup>th</sup> Annual General Meeting of Shareholders.

ให้ (1) ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ (2) ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า 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.

รับทราบผลการดำเนินงานของบริษัทในรอบ 1 ปีที่ผ่านมา / Acknowledging the Company's Operation during the Past Year

วาระที่ 3 พิจารณานำมติงบดุลและบัญชีกำไรขาดทุน หรืองบการเงิน ประจำปีสิ้นสุด ณ วันที่ 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.

ให้ (1) ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ (2) ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า 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 จารณานำมติจัดสรรเงินกำไร และการจ่ายเงินปันผล

Agenda 4 Approving the Profit Allocation and Dividend Payments.

ให้ (1) ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ (2) ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า 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 กำหนดอำนาจกรรมการ และกำหนดค่าตอบแทนกรรมการ

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

พื 5.1 .จารณาเลือกตั้งกรรมการ / Electing the Directors

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

- ( ให้) (ผูรับมอบขันหะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุ กประการตามที่เห็นสมควร

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

- ( ให้) (ผูรับมอบขันหะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้ (ก) วยกับวิธีการเลือกตั้งกรรมการทั้งชุด .ด/ (a) Vote for the nomination of total directors

เห็นด้ วย.....เสียง  ไม่เห็นด้ วย.....เสียง  งดออกเสียง.....เสียง

For (votes) Against (votes) Abstain (votes)

ด้ (ข)ามีมติให้ใช้วิธีการเลือกตั้งกรรมการทั้งชุด เห็นด้วยกับการเลือกตั้งกรรมการทั้ง 3 คน ตามที่คณะกรรมการบริษัท ทข 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.

เห็นด้ วย.....เสียง  ไม่เห็นด้ วย.....เสียง  งดออกเสียง.....เสียง

For (votes) Against (votes) Abstain (votes)

ด้ (ค)าไม่มีการเลือกตั้งกรรมการทั้งชุดตาม (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 :

นายบรรเจิด ต้ .1งเลิศไพบูลย์ / Mr. Buncherd Tanglerpaibul

เห็นด้ วย / For (vote)  ไม่เห็นด้ วย / Against (vote)  งดออกเสียง / Abstain (vote)

นายชู .2ทินธร ดารากานนท์ / Mr. Chutindhon Darakananda

เห็นด้ วย / For (vote)  ไม่เห็นด้ วย / Against (vote)  งดออกเสียง / Abstain (vote)

นายพงศ์ .3ศักดิ์ เทียงวิบูลย์วงศ์ / Mr. Pongsak Thiengviboonvong

เห็นด้ วย / For (vote)  ไม่เห็นด้ วย / Against (vote)  งดออกเสียง / Abstain (vote)

การันบคะแนนเสียงในข้อ . ข้า้งต้น ถ้ามติที่ประชุมผูีหุ้ใช้วิธีการเลือกตั้งกรรมการทั้งชุด จะนำคะแนนในข้อ (ข)

มานับเป็นมติด้ ถ้าไม่ใช้วิธีการเลือกตั้งกรรมการทั้งชุด 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.

พื 5.2 จารณากั ำหนดอ .านาจรรกรรมการ / Defining the Directors' Authorities

- ( ให้) (ผูรับมอบขันหะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุ กประการตามที่เห็นสมควร

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

- ( ให้) (ผูรับมอบขันหะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้ วย.....เสียง  ไม่เห็นด้ วย.....เสียง  งดออกเสียง.....เสียง

For (votes) Against (votes) Abstain (votes)

พื 5.3 จารณากั .าหนดค่าตอบแทนกรรมการ / Authorizing the Directors' Remuneration

- ( ให้) (ผูรับมอบขันหะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุ กประการตามที่เห็นสมควร

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

- ( ให้) (ผูรับมอบขันหะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้ วย.....เสียง  ไม่เห็นด้ วย.....เสียง  งดออกเสียง.....เสียง

For (votes) Against (votes) Abstain (votes)

ารวระท6 ิพการ ณาแต่งตั้งผ ูสอบบัญชีปีระ ะจำปีและกั 2567 านหนดเงิน ค่าตอบแทน

Agenda 6 Appointing the 2024 Auditors and Fixing the Remunerations.

- ( ให้) (1) ผูรับมอบขันหะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุ กประการตามที่เห็นสมควร

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

○ ให้ (2) ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นดี วย.....เสียง  ไม่เห็นดี วย.....เสียง  งดออกเสี ยง.....เสียง  
For (votes) Against (votes) Abstain (votes)

การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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.

ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใด นอกเหนือจากเรื่องระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ ทุกประการตามที่เห็นสมควร

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. หนังสือมอบฉันทะแบบ ค. นี้ใช้ เฉพาะกรณีที่ผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (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.
2. 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.) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)  
A letter confirming that the signer in the proxy form is authorized to operate the custodian business.
3. 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.
4. 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 ยูเนียนพลาสติก จำกัด (มหาชน)**

Map of the Meeting Location of Union Plastic Public Company Limited

ห้องประชุม 9 อาคารสำนักงานใหญ่ บริษัท สหยูเนียน จำกัด (มหาชน) เลขที่ 1828 ถนนสุขุมวิท แขวงพระโขนงใต้เขตพระโขนง กรุงเทพฯ 10260

โทรศัพท์ 0 2311 5111 9 โทรสาร 0 2331 5668

the Meeting room, 9th Floor of Saha-Union Building No. 1828 Sukhumvit Rd., Phrakhanong Tai, Phrakhanong, Bangkok 10260  
Tel. +66 2311 5111 9 Fax. +66 2331 5668



← ไปบางนา/To BangNa

ถนนสุขุมวิท/Sukhumvit Road

ไปอ่อนนุช/To Onnut →

