



INTEGRITY QUALITY SERVICE

**UNION PLASTIC
PUBLIC COMPANY LIMITED**

Invitation to attend the 32nd Annual General Meeting
of Shareholders.

23 April 2025 at 10.30 a.m.

Cancellation of tokens in respect of the regulators' campaign
for the reduction and abolishment of tokens given away at
the Annual General Meeting of Shareholders (AGM).



บริษัท ยูเนียนพลาสติก จำกัด (มหาชน)
UNION PLASTIC PUBLIC COMPANY LIMITED

คุณธรรม คุณภาพ คุณประโยชน์
กลุ่มสหยูเนียน

11/1 ซอยเสรีไทย 62 แขวงมีนบุรี เขตมีนบุรี กรุงเทพฯ 10510 โทรศัพท์ 02-517-0109-14 โทรสาร 02-517-0529
11/1 Soi Serithai 62, Minburi, Minburi, Bangkok 10510 Tel. (662)-517-0109-14 Fax (662)-517-0529

(Translation)

21 March 2025

Subject : Invitation to attend the 32nd Annual General Meeting of Shareholders

To : **Shareholders**

- Enclosures :
1. Copy of the Minutes of the 31st Annual General Meeting of Shareholders on 25 April 2024.
 2. Annual Registration Statement/Annual Report 2024 (Form 56-1 One Report), Balance Sheet and Statements of Profit and Loss or Financial Statements for the year ending 31 December 2024 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 32nd Annual General Meeting of Shareholders on Wednesday, 23 April 2025 at 10.30 a.m., at the Meeting room, 9th Floor of Saha-Union Building, No. 1828 Sukhumvit Road, Phrakhanong Tai, Phrakhanong, Bangkok, to consider the following items on the agenda :-

Agenda 1 Considering and Endorsing the Minutes of the 31st Annual General Meeting of Shareholders.

The Company held the 31st Annual General Meeting of Shareholders, on 25 April 2024, 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 31st Annual General Meeting of Shareholders on 25 April 2024. (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 2024 (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 2024.

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 2024 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 2024 which had been audited and certified by the Auditor and approved by the Audit Committee and the Board of Directors, has a net profit at Baht 49,685,031. 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 2024 net profit appropriation to be dividends to Shareholders at Baht 1.98 per share. Total dividends amounted to Baht 49,500,000 which was equivalent to 99.63% of the annual net profit in line with the Company's dividend payment policy.

The Details of Net profit (loss) and Dividend Payments during 2022-2024

Description	2024	2023	2022
1. Net profit (loss) (Baht)	49,685,031	45,440,647	29,044,390
2. Number of shares (Share)	25,000,000	25,000,000	25,000,000
3. Dividend per share (Baht : Share)	1.98	1.18	0
4. Total dividend payments (Baht)	49,500,000	29,500,000*	0
5. Dividend payments per net profit (%)	99.63	99.20*	0

Remark : Based on the Separate Financial Statements.

* Year 2023 : Dividend payment equivalent to 99.20% of the net profit after accumulated loss

The Board's opinion :

It was agreed to propose the Shareholders to authorize the year 2024 net profit appropriation. The proposed dividends to Shareholders is Baht 1.98 per share. Total dividends amounted Baht 49,500,000 which was equivalent to 99.63% of the annual net profit. The dividends would be paid from the annual net profit 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 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 2 April 2025. The dividend payment date is 14 May 2025. 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. Pricha Leelanukrom | Chairman |
| 2. Mrs. Sauwanee Thairungroj | Independent Director / Chairman of the Audit Committee |
| 3. Mrs. Chantorntree Darakananda | 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, 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. Mrs. Sauwanee Thairungroj, who is Independent Director; her 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. She could efficiently work hand in hand with the Board of Directors and freely provided her 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 all 3 Directors who were due to retire for another term.

1. Mr. Pricha Leelanukrom
2. Mrs. Sauwanee Thairungroj
3. Mrs. Chantorntree Darakananda

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)

Mrs. Sauwanee Thairungroj, 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. Her 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 2025 Directors' Remunerations at the budget not exceeding Baht 2,000,000 per year (identical to the year 2024). 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 2024, the details were recorded in the Annual Registration Statement / Annual Report 2024 (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 2025 Directors' remuneration at the budget not exceeding Baht 2,000,000 per year (identical to the year 2024). 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 2025 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 2025 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 Mr. Termphong Opanaphan Certified Public Accountant No. 4501 or Mrs. Wilai Sunthornwanee Certified Public Accountant No. 7356 of EY Office Limited to be the 2025 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 interrelated 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 1,180,000 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 2025 (Baht)	Year 2024 (Baht)	Increase (Decrease) (Baht)
Audit Fee	1,180,000	1,250,000	(70,000)
Non-Audit Fee	actual incurred amount	25,000	-

Remark In 2024, 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 3 years of the Company's audit experience in 2022-2024) or
2. Mr. Termphong Opanaphan Certified Public Accountant No. 4501 or
3. Mrs. Wilai Sunthornwanee Certified Public Accountant No. 7356

of EY Office Limited as the Company 2025 Auditors. The remuneration for auditing the Company's accounts including the reviewing of the 3 quarterly Financial Statements would be Baht 1,180,000 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 2 April 2025 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 32nd Annual General Meeting of Shareholders, to cast vote and to receive the dividends for 2024.

Enclosed were documents appended for acknowledgement and consideration. The Company prepared the Annual Registration Statement / Annual Report 2024 (Form 56-1 One Report) in the form of QR Code. In case any Shareholder wishes to receive the Report in print, he/she is requested to contact the Company's Secretary Office, 8th Floor, No. 1828 Sukhumvit Road, Phrakhanong Tai, Phrakhanong, Bangkok 10260. Telephone No: 02-311-5111 Ext.7811. The invitation to attend the 32nd Annual General Meeting of Shareholders together with the appended documents were posted on the Company's website (www.unionplastic.co.th) from 21 March 2025 onwards.

All Shareholders are invited to attend the Meeting at the above-mentioned date time and venue. The registration to attend the Meeting will commence from 08.00 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 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.