



(Translation)

March 22, 2019

- Subject : Invitation to attend the 26th Annual General Meeting of Shareholders
- To : **Shareholders**
- Enclosures :
1. Copy of the Minutes of the 25th Annual General Meeting of Shareholders on April 24, 2018.
 2. Annual Report, Balance Sheet and Statements of Profit and Loss or Financial Statements for the year ending December 31, 2018 in the form of QR Code
 3. C.V. of the candidates proposed for appointments as Directors and list of the Company's 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)
 8. Map of the venue for the Meeting

The Board of Directors of Union Textile Industries Public Company Limited (UT) has resolved to convene the 26th Annual General Meeting of Shareholders on Tuesday, April 23, 2019 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 25th Annual General Meeting of the Shareholders

The Company held the 25th Annual General Meeting of Shareholders, on April 24, 2018, 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.ut.co.th).

The Board's opinion :

The Minutes of the 25th Annual General Meeting of Shareholders, held on April 24, 2018 had been properly recorded and should be proposed for endorsement in the Shareholders' Meeting. (Appendix 1)

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

The Company summarized past year performance, significant changes and Financial Report into the 2018 Annual Report. (Appendix 2)

The Board's opinion :

Report on the Company's past year performance should be submitted for acknowledgement by the Shareholders.

Agenda 3 Considering and Endorsing the Balance Sheet and Statements of Profit and Loss or Financial Statements for the year ending December 31, 2018.

In accordance with the Public Limited Company Acts, and Article 44 of Company’s Articles of Association, the Company is to prepare the Balance Sheet and Statements of Profit and Loss or Financial Statements for the year ending at the Company’s fiscal year. It is to be audited and endorsed by the Auditor before being submitted for approval by the Annual General Meeting of Shareholders.

The Board’s opinion :

It was agreed to propose to the Shareholders to approve the Balance Sheet and Statements of Profit and Loss or Financial Statements for the year ending December 31, 2018 which had been audited and certified by the Auditors of EY Office Limited as well as approved by the Audit Committee and the Company’s Board of Directors. (Appendix 2)

Agenda 4 Approving the Profit Allocation and Dividend Payments.

It was 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. According to the Public Limited Company Acts and the Article 47 of the Company’s Articles of Association, the Company is to allocate the net profit, as the statutory reserve, no less than 10% of the annual net profit, after accumulated loss (if any) until the reserve amounted to no less than 25% of the Company’s registered capital.

The 2018 Separate Financial Statements ended December 31, 2018, already audited and certified by the Auditor and approved by the Audit Committee and the Company’s Board of Directors, registered a net profit at Baht 19,419,990. The Company’s statutory reserve had reached 25% of the Company’s registered capital and the Company still had accumulated loss at Baht 43,670,364.

The Details of Net profit (loss) and Annual Dividend Payments during 2016-2018

Description	2018	2017	2016
1. Net profit (loss) (Baht)	19,419,990	32,359,405	32,533,605
2. Number of shares (Share)			
2.1 Number of Ordinary shares (Share)	45,000,000	45,000,000	45,000,000
2.2 Number of Preferred shares (Share)	15,000,000	15,000,000	15,000,000
3. Dividend per share (Baht : Share)			
3.1 Ordinary shares (Baht : Share)	0.00	0.00	0.00
3.2 Preferred shares (Baht : Share) **			
4. Total dividend payments (Baht)			
5. Dividend payments per net profit (%)			

Remark : **According to the Company’s Article of Association, the dividend which the Preferred Shareholders were entitled to receive at 14% annually, would be accumulated, as the 2018 rightful dividend, for a period no longer than 7 years.

The Board's opinion :

It was agreed to propose to the Shareholders to authorize the suspension of the 2018 dividend payments to the Common Shareholders as the Company still carried over an accumulated loss of Baht 43,670,364. In line with the Company's Regulations, Preferred Shareholders who were entitled to a 14% per annum dividend, the 2018 rightful dividends were to be accumulated and carried over for a period of not exceeding 7 years.

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

5.1 Electing the Directors.

In accordance with the Public Limited Company Acts and the Article 19 of the Company's Articles of Association, one-third of the Directors would have to retire from office in the Annual General Shareholders' Meeting, and the retired Directors might also be reappointed.

Out of the current 9 Directors, 3 of the following would have to retire on completion of their terms:-

1. Mrs. Oranuj Soongswang Independent Director / Chairman of the Audit Committee
2. Mr. Chutindhon Darakananda Director
3. Mr. Preecha Wattanasaranont Independent Director / Audit Committee /
Nomination and Remuneration Committee

The Nomination and Remuneration Committee (Mr. Preecha Wattanasaranont, a beneficiary who was due to retire, abstained from voting) 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, Article 89/3 of the Securities and Exchange Acts B.E. 2535 and 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. Oranuj Soongswang and Mr. Preecha Wattanasaranont, who are Independent Directors ; their 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. They could efficiently work hand in hand with the Board of Directors and freely provided their 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 proposal of the Nomination and Remuneration Committee and proposed the Shareholders to nominate the 3 Directors who were due to retire for another term :

1. Mrs. Oranuj Soongswang
2. Mr. Chutindhon Darakananda
3. Mr. Preecha Wattanasaranont

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

Mrs. Oranuj Soongswang and Mr. Preecha Wattanasaranont, Independent Directors who were reappointed for another term, were not beneficiaries of the Company, its Affiliates, Joint Ventures or any Legal Entities with conflict of interest. Their 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 authorities of the Directors: "Two Directors co-sign and affix the Company's seal, excluding Mrs. Oranuj Soongswang, Mr. Pilastpong Subsermsri and Mr. Preecha Wattanasaranont, the Audit Committee and/or Independent Directors."

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 to the current economic situations. It was eventually agreed to propose to the Shareholders to fix the 2019 Directors' Remunerations at the amount of not exceeding Baht 1,500,000 per year (identical to the year 2018). The Board of Directors was assigned to distribute the allocations accordingly. (Details of each individual Director and other Sub-Committee members' Remunerations and Meeting Allowances were recorded in the 2018 Annual Report Page 20).

The Board's opinion :

It was agreed to propose to the Shareholders to fix the 2019 Directors' remuneration at an amount not exceeding Baht 1,500,000 per year (identical to the year 2018). The amount had been considered as appropriate by the Nomination and Remuneration Committee. The Board of Directors was assigned to handle the allocations accordingly.

Agenda 6 Appointing the 2019 Auditors and Fixing the Remunerations.

In accordance with the Public Limited Company Acts and Article 52 of the Company's Articles of Association, the Annual General Meeting of Shareholders is to appoint the Auditors and determine their annual remunerations. The same Auditors may be reappointed.

The Audit Committee, after scrutinizing the qualifications of the Company 2019 Auditors and determining his/ her remunerations, advised the Board of Directors to propose for the Shareholders' approval to appoint

1. Mrs. Poonnard Paocharoen Certified Public Accountant No. 5238
(5th year Certified Public Accountant) or
2. Mr. Khitsada Lerdwana Certified Public Accountant No. 4958 or
3. Mr. Termphong Opanaphan Certified Public Accountant No. 4501 or
4. Ms. Vissuta Jariyathanakorn Certified Public Accountant No. 3853

of EY Office Limited to be the 2019 Company's Auditors. 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 beneficiary 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 (They did not share the same auditor with the Subsidiary. The Subsidiary appointed an auditor of its own). The remuneration for auditing the Company's accounts including the reviewing of the 3 quarterly Financial Statements would be Baht 1,190,000, which is Baht 90,000 higher than the amount paid in 2018. There were no other service charges.

The Board's opinion :

It was agreed to propose the Shareholders to appoint

1. Mrs. Poonnard Paocharoen Certified Public Accountant No. 5238
(5th year Certified Public Accountant) or
2. Mr. Khitsada Lerdwana Certified Public Accountant No. 4958 or
3. Mr. Termphong Opanaphan Certified Public Accountant No. 4501 or
4. Ms. Vissuta Jariyathanakorn Certified Public Accountant No. 3853

of EY Office Limited as the Company 2019 Auditor. The remuneration for auditing the Company's accounts including the reviewing of the 3 quarterly Financial Statements would be Baht 1,190,000, which is Baht 90,000 higher than the amount paid in 2018. There were no other service charges.

Agenda 7 Considering and Approving the amendment to the Company's Article of Association No. 34

Reference is made to the Order No. 21/2560 issued by the Head of the National Council for Peace and Order, under the subject "Additional Amendments of Laws to Facilitate the Business Handling". There were additional amendments to Section 100 of the Public Limited Companies Act B.E. 2535, on the Rights of shareholders to summon an extraordinary shareholders's meeting. The Company's Article of Association No.34 should therefore be amended to abide by The Law, i.e.

Existing Article	Amended Article being proposed
<p>Article 34 <i>The shareholders holding not less than one fifth of the aggregate number of shares sold, or not less than 25 shareholders holding not less than one tenth of the aggregate number of the shares sold, may at any time request in writing that the Board of Directors summons an extraordinary meeting, provided that the reasons for summoning such meeting be clearly stated in such request. In this regard, the Board of Directors shall summon a shareholders' meeting to be held <u>within 1 month from the date of the receipt of the request from the shareholders.</u></i></p>	<p>Article 34 <i>One or more shareholders holding not less than ten percent of the aggregate number of shares sold may, by subscribing their names, may at any time request in writing that the Board of Directors summons an extraordinary meeting, provided that the reasons for summoning such meeting are clearly stated in such request. In this regard, the Board of Directors shall summon a shareholders' meeting to be held <u>within forty-five days from the date of the receipt of the request from the shareholders.</u></i></p> <p><i>In case the Board of Directors fails to arrange for the meeting within the specified period under paragraph one, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves summon the meeting within forty-five days from the date of expiration of</i></p>

Existing Article	Amended Article being proposed
	<p><i>the period under paragraph one. In such case, the meeting is deemed to be a shareholders' meeting called by the Board of Directors and the Company shall be responsible for relevant expenses incurred in the course of convening such meeting and also provide appropriate facilitation.</i></p> <p><i>In case the number of shareholders present at any meeting summoned by the shareholders under paragraph two does not constitute a quorum as prescribed in the Article 36, the shareholders under paragraph two shall jointly compensate the Company for the expenses incurred in holding such meeting.</i></p>

The Board's opinion :

It was agreed to propose to the Shareholders to approve the amendments to Article 34 of the Company's Articles of Association by replacing the existing text with the one as proposed.

The Company specified the closing date of the Registration Book on Share Transferring Suspension from April 2, 2019 until the completion of the Meeting in order to allow the Ordinary and Preferred Shareholders whose names listed on the closing date of the Registration Book, the rights to attend the 26th Annual General Meeting of Shareholders, to cast vote and to receive the 2018 rightful dividends.

Enclosed were documents appended for acknowledgement and consideration. The Company prepared the 2018 Annual 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 : 0-2311-5111 Ext. 7811 Fax: 0-2331-5668. The invitation to attend the 26th Annual General Meeting of Shareholders together with appended documents were posted on the Company's website (www.ut.co.th) on March 22, 2019.

All Shareholders are invited to attend the Meeting at the above-mentioned date time, and venue. The registration to attend the Meeting will commence from 8.00 hrs.

Yours sincerely,

By the order of the Board

-Signature-

Mrs. Chadaporn Jiemsakultip

Company Secretary

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

1. In case the Shareholder attends the Meeting in person, his/her identity card is to be presented on making registration.
2. In case of a proxy, the power of attorney is
 - 1) to be returned to the Company at least 1 day in advance to facilitate the meeting preparation, or
 - 2) 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)