

Nor. 4/2012

March 22, 2012

Subject : Notification on the resolutions of the Board of Directors' Meeting No. 3/2012.

(Fixing the date, the agenda of the 19<sup>th</sup> Annual General Meeting of Shareholders and the dividend payment)

To : Director and Manager  
The Stock Exchange of Thailand

The resolution resolved in the Meeting of the Board of Directors' Meeting of Saha-Union Public Company Limited (SUC) No. 3/2012 held on Thursday, March 22, 2012 at 10.00 a.m. at the Meeting room, 8<sup>th</sup> floor of Saha-Union Building, No. 1828 Sukhumvit Road, Bangchak, Phraknong, Bangkok, were as follows :-

1. The 19<sup>th</sup> Annual General Meeting of Shareholders was to be held on Thursday, April 26, 2012 at 10.30 a.m., at the Meeting room, 9<sup>th</sup> floor of Saha-Union Building No. 1828 Sukhumvit Rd., Bangchak, Phraknong, Bangkok.

2. The closing date of the Registration Book was set from April 5, 2012 until the completion of the Shareholders' Meeting, to allow the Shareholders whose names were listed on the closing date of the Registration Book, the rights to participate in, vote for and receive the dividend of the 19<sup>th</sup> Annual General Meeting of Shareholders.

3. The agenda of the Meeting were as follows :-

**Agenda 1      Considering and endorsing the Minutes of the 18<sup>th</sup> Annual General Meeting of Shareholders**

**The Board's opinion :**

The Minutes of the 18<sup>th</sup> Annual General Meeting of Shareholders, held on April 21, 2011 had been properly recorded and proposed the endorsement in the Shareholders' Meeting.

**Agenda 2      Acknowledging the Board of Director's report on the previous year's performance.**

**The Board's opinion :**

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

**Agenda 3      Considering and endorsing the Balance Sheet and Statements of Profit and Loss (Financial Statements) for the year ending December 31, 2011.**

#### The Board's opinion :

It was agreed to propose to the Shareholders to approve the Balance Sheet and Statements of Profit and Loss (Financial Statements) for the year ending December 31, 2011 which had been audited and signed for approval by the Auditors of Ernst & Young Office Limited as well as the Audit Committee and the Company's Board of Directors.

#### **Agenda 4 Approving the profit allocation and dividend payment.**

#### The Board's opinion :

It was agreed to propose the Shareholders to authorize the 2011 net profit appropriation as dividend to Shareholders at a rate of Baht 1.50 per share, a total amount of 450 Million Baht or 59.18 % of net profit. The remaining profit after dividend payment would be carried forward as retained earnings.

Dividend would be paid to Shareholders whose names were recorded on the closing date of the Registration Book on April 5, 2012. Shareholders on the closing date of the Registration Book would receive dividend payments only after their rights had been approved by the 19<sup>th</sup> Annual General Meeting of Shareholders. The Company would have the Thailand Securities Depository Co., Ltd. (TSD) delivered the dividend to the Shareholders within 1 month as from the approval date.

#### **Agenda 5 Considering Matters about the Directors, their Authorities and Remuneration.**

##### **5.1 Considering the appointment of Directors.**

#### 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 for Shareholders' consideration to reappoint the 5 Directors for another term. The reappointed Directors were:-

- |                               |             |                     |             |
|-------------------------------|-------------|---------------------|-------------|
| 1. Miss Sriwarin              | Jirapakkana | 2. Mr. Yanyong      | Tangchitkul |
| 3. Mrs. Pinijporn Darakananda | Kasemsap    | 4. Mr. Vacharaphong | Darakananda |
| 5. Mr. Nantiya                | Darakananda |                     |             |

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

In the case of Mr. Yanyong Tangchitkul, Independent Director who was reappointed for another term, he was not a beneficiary of the Company, its Affiliates, Joint Ventures or any Legal Entities with conflict of interest. His qualification for an Independent Director met the minimum

requirements fixed by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).

## **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 with the exceptions of Mr. Sompop Amatayakul, Mrs. Araya Arunanondchai, Miss Pakinee Pruthidhamrong, Mr. Chakchai Panichapat and Mr. Yanyong Tangchitkul, the Audit Committee and/or the Independent Directors, co-sign and affix the Company Seal".

## **5.3 Authorizing the Directors' Remuneration.**

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

It was agreed to propose to the Shareholders to fix the 2012 Directors' remuneration at an amount not exceeding 20 Million Baht per year (similar to the year 2011). The amount had been considered as appropriate by the Nomination and Remuneration Committee. The Board of Directors was assigned to handle its proper allocations.

## **Agenda 6 Appointing the 2012 Auditors and Fixing their remunerations.**

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

It was agreed to propose to the Shareholders to appoint Mr. Termphong Opanaphan (Certified Auditor No. 4501) and/or Miss Thipawan Nananuwat (Certified Auditor No. 3459) and/or Mr. Krisada Lertwana (Certified Auditor No. 4958) of Ernst & Young Office Limited (2<sup>nd</sup> year Auditor) as the Company 2012 Auditors. The remuneration for auditing the Company's accounts including the reviewing of the 3 quarters financial statements would be at a rate of 1.98 Million Baht (an increase of Baht 180,000 from the year 2011). There are no other service charges.

4. The Company would like to deliver the notice of the 19<sup>th</sup> Annual General Meeting of Shareholders, together with all related documents to the Shareholders within the legal timeframe and also disclose on Company website at [www.sahaunion.co.th](http://www.sahaunion.co.th) from March 23, 2012 for Shareholders' acknowledgment.

5. The Board had received the notification from Union Plastic Public Company Limited (UP) and Shanghai Saha-Union Thread Industry Co., Ltd., the Company's subsidiaries that they has invested in the two companies which had already been terminated and liquidated. Therefore, the number of subsidiaries was reduced by two.

(Cost.)

No.	The liquidated company	Country of incorporation	Business	Shareholding by a subsidiary	Share proportion	Total Investment (Bath)
1	UKM	Thailand	Repair production tooling.	Union Plastic Public Company Limited	65%	39,000,000
2	Shanghai Fuji Shima Dyeing & Garments Corporation	China	Textile yarn.	Shanghai Saha-Union Thread Industry Co., Ltd.	44%	17,235,775.83

The subsidiaries already received the return on investment from the liquidation and completed the liquidation registration with the official organization.

Please be informed accordingly.

Yours sincerely,

-Signature-

Miss Dalad Sapthavichaikul

President