



บริษัท สหยูเนียน จำกัด (มหาชน)  
**SAHA-UNION PUBLIC COMPANY LIMITED**

คุณธรรม คุณภาพ คุณประโยชน์ 1828 ถนนสุขุมวิท แขวงพระโขนงใต้ เขตพระโขนง กรุงเทพฯ 10260 โทรศัพท์ 02-311-5111 โทรสาร 02-331-5668  
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March 22, 2018

Subject : Notification on the Resolutions of the Board of Directors' Meeting No. 3/2018.

(Fixing the date, agenda of the 25<sup>th</sup> Annual General Meeting of Shareholder and the dividend payments.)

To : The Director and Manager

The Stock Exchange of Thailand

The resolutions of the Meeting of the Board of Directors of Saha-Union Public Company Limited (SUC) No. 3/2018 held on Thursday, March 22, 2018 at 10.00 a.m. at the Meeting room, 8<sup>th</sup> floor of Saha-Union Building, No. 1828 Sukhumvit Road, Phrakhanong Tai, Phrakhanong, Bangkok, were as follows :-

1. The 25<sup>th</sup> Annual General Meeting of Shareholders was to be held on Thursday, April 26, 2018 at 10.30 a.m., at the Meeting room, 9<sup>th</sup> floor of Saha-Union Building No. 1828 Sukhumvit Rd., Phrakhanong Tai, Phrakhanong, Bangkok.

2. The closing date of the Registration Book on Share Transferring Suspension was set from April 5, 2018 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 attend the 25<sup>th</sup> Annual General Meeting of Shareholders, to cast vote and to receive the 2017 dividends.

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

Agenda 1 Considering and Endorsing the Minutes of the 24<sup>th</sup> Annual General Meeting of Shareholders

The Board's opinion :

The Minutes of the 24<sup>th</sup> Annual General Meeting of Shareholders, held on April 20, 2017 had been properly recorded and should be proposed for endorsement in the Shareholders' Meeting.

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

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, 2017.

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, 2017 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.

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

**The Board's opinion :**

It was agreed to propose the Shareholders to authorize the 2017 net profit appropriation. The proposed dividend to Shareholders is Baht 2 per share. Total dividends amounted to Baht 600,000,000 which was equivalent to 66.39% of its net profit. The dividends would be paid from the unappropriated retained earnings from dividends after 30% Corporate Income Tax, paid to the Company by the Companies within the Groups. 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 2017 profit 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 April 5, 2018. The dividends would be paid following the approval of the Annual General Meeting of Shareholders. The Company would have the Thailand Securities Depository Co., Ltd. (TSD) distributed the dividends to the Shareholders, beginning April 27, 2018.

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

**5.1 Electing the 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 to propose for the Shareholders' consideration the reappointment of the 5 retired Directors for another term :

- |                   |                      |                     |             |
|-------------------|----------------------|---------------------|-------------|
| 1. Mr. Yanyong    | Tangchitkul          | 2. Mr. Supakit      | Paungbua    |
| 3. Mrs. Pinijporn | Darakananda Kasemsap | 4. Mr. Vacharaphong | Darakananda |
| 5. Mr. Nanthiya   | Darakananda          |                     |             |

The above 5 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.

Mr. Yanyong Tangchitkul, Independent Director who was reappointed for another term, was not 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).



## 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 Mrs. Achara Chandrachai, Ms. Pakinee Prerttiumrong, Ms. Pakpachong Vadhanasindhu, Mrs. Busarakham Nilavajara and Mr. Yanyong Tangchitkul who are the Audit Committee and/or Independent Directors."

## 5.3 Authorizing the Directors' Remunerations.

### The Board's opinion :

It was agreed to propose to the Shareholders to fix the 2018 Directors' remuneration at not exceeding Baht 20,000,000 per year (identical to the year 2017). 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 2018 Auditors and Fixing the Remunerations.

### The Board's opinion :

It was agreed to propose to the Shareholders to appoint

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|-----------------|---------------|--|
| 1. Mr. Khitsada | Lerdwana      | Certified Public Accountant No. 4958<br>( 3rd year Certified Public Accountant) or |
| 2. Mrs. Ponnard | Paocharoen    | Certified Public Accountant No. 5238 or  |
| 3. Ms. Vilailak | Laohasrisakul | Certified Public Accountant No. 6140   |

of EY Office Limited as the Company 2018 Auditor. The remuneration for auditing the Company's accounts including the reviewing of the 3 quarterly Financial Statements would be Baht 2,700,000 (identical to the year 2017). There were no other service charges.

4. The Company would deliver the notification of the 25<sup>th</sup> Annual General Meeting of Shareholders, together with all related documents to the Shareholders within the legal timeframe. They would all be posted on the Company's website at [www.sahaunion.co.th](http://www.sahaunion.co.th) March 23, 2018 onwards.

Please be informed accordingly.

Yours sincerely,

- Signature -

Mrs. Chantornree Darakananda  
President