

เอกสารแนบ 2

วิธีตอบรับคำเสนอซื้อและแบบฟอร์มสำหรับ NVDR

เอกสารแนบ 2.1 ขั้นตอนตอบรับคำเสนอซื้อหลักทรัพย์สำหรับ NVDR

เอกสารแนบ 2.2 แบบตอบรับคำเสนอซื้อหลักทรัพย์สำหรับ NVDR

เอกสารแนบ 2.3 ใบยืนยันต้นทุนหลักทรัพย์ที่นำมาเสนอขายสำหรับ NVDR

เอกสารแนบ 2.4 หนังสือมอบอำนาจในการตอบรับคำเสนอซื้อหลักทรัพย์สำหรับ NVDR

**Tender Offer Acceptance Procedures for NVDR
of UNION TEXTILE INDUSTRIES PUBLIC COMPANY LIMITED**

NVDR Holder of **UNION TEXTILE INDUSTRIES PUBLIC COMPANY LIMITED**

1. Complete the Tender Offer Acceptance Form for NVDR

2. Advise broker to transfer the Scripless NVDR Shares to the following account
“UOB Kay Hian Securities (Thailand) Plc. for Tender”
Account No. **026-000000014-6**

3. Enclose a certified true copy of the following documents

1) Thai Individual

- 1.1 A certified copy of ID Card or
A certified copy of Civil Servant ID Card or
A copy of State Enterprise Employee Card
1.2 A certified copy of house registration for a
copy of State Enterprise Employee Card only

2) Foreign Individual

- A certified copy of Passport or
A certified copy of Alien Certificate

3) Thai Juristic Person

- 3.1 A certified copy of Company Affidavit Issued
by MOC not exceeding 6 months prior to the
last day of the tender offer period
3.2 A certified copy of documents stated in No. 1)
or 2) of the person who is duly authorized by
the company to certify true copy of document
in 3.1 above

4) Foreign Juristic Person

- 4.1 A certified copy of the certificate of
incorporation, and the affidavit issued by an
authorized officer of the juristic person or
regulatory body of the country where the
Juristic person is domiciled, which certifies
the name of the juristic person, the person
authorized to bind the juristic person, head
office location and any condition to the power
of such authorized person to bind the juristic
person (affidavit issued not exceeding 1 year
prior to the day of the tender offer period)
4.2 Documents state in No. 1) or 2) of the person
who is duly authorized by the company to
certify true copy of document in 4.1 above

Documents in 4.1 and 4.2 must be certified by the
notary public officer and Thai Embassy or Thai
Consulate in the country where the document
were prepared and issued not exceeding 1 year.

5) Foreign Juristic Person has to declare cost of securities by submitting the Confirmation of Securities Cost Form together with the evidence that demonstrates the cost basis. If the Offeree fails to declare the cost basis and to submit proper evidence of the cost basis, the withholding tax will be imposed on the entire proceeds of the sale of the securities.

6) A certified true copy of the first page of a passbook savings account or current account statement of Bank with the page showing the account name and number is required in case the Offeree selects the payment method by transferring to a bank account of 1.BAY 2.SCB 3.BBL 4.KTB 5.KBANK 6.TMB 7.UOB 8.TBANK 9.LH or 10.CIMBT

In case of security holder's authorized representative

- 1) Power of Attorney affixed with a Baht 10 / 30 stamp duty
2) Certified copy of identification documents of the shareholder and authorized representative as specify above

4. Submit all documents to

Please contact Khun Chainarong Boonchusanong or Khun Charun Suksakon or Operations Department, UOB Kay Hian Securities (Thailand) Plc., 130 -132, 3rd Floor, Sindhorn Building Tower I, Wireless Road, Lumpini, Patumwan, Bangkok 10330 Tel: 0-2659-8000 ext. 8264, 8226

Tender Offer Acceptance Form for NVDR of UNION TEXTILE INDUSTRIES PUBLIC COMPANY LIMITED

Acceptance Form No.

To **SAHA-UNION PUBLIC COMPANY LIMITED** ("The Offeror") and UOB Kay Hian Securities (Thailand) Plc. ("The Tender Offer Agent")

Date

I/We (Mr./Mrs./Ms./Company) Nationality

Contract Address (that can be reached via registered mail)

..... Postal Code Telephone No. Facsimile

Please specify type of seller

- Thai Individual ID Card/Civil Servant ID Card/State Enterprise Card No.
- Foreign Individual Alien Card/Passport No.
- Thai Juristic Person Company Registration No.
- Foreign Juristic Person that Operates Business in Thailand Company Registration No.
- Foreign Juristic Person that Does Not Operate Business in Thailand Company Registration No.

I/We hereby accept to sell (.....) NVDRs representing ordinary shares of THAILAND UNION TEXTILE INDUSTRIES PUBLIC COMPANY LIMITED ("UT") at the price of Baht **38.35** per share, a total value of Baht (.....) (After deduct the brokerage fee of 0.25% of the offer price and value added tax (VAT) at the rate of 7% of the brokerage fee.) Net price Baht **38.247414** subject to terms and conditions stated in the Tender Offer Document. I/We thoroughly examined the terms and conditions contained in the Tender Offer and agree to follow the terms and conditions stated in the Tender Offer document and will not revoke this share selling in any circumstance, except falling in conditions.

I/We hereby appoint UOB Kay Hian Securities (Thailand) Plc. as my/our proxy to sell, transfer, deliver NVDRs, arrange the payment procedure and process, and do any other necessary and relevant to my/our acceptance of the Tender Offer.

Transfer Scripless NVDRs

Transfer Date	TSD Participant No.	Transfer Slip No. TSD	No. of NVDRs
Total			

I/We studied the information, terms and conditions and agrees to comply with all terms and conditions under the tender offer and I agree that the acceptance of the Tender Offer cannot be canceled under any circumstances. Unless the Tender Offer is canceled according to the conditions and the terms specified in the tender offer in which I can cancel the intention to sell the company's shares Union Textile Industry Public Company Limited between 9:00 a.m. - 4:00 p.m. every business day. From **28 December 2021** to **26 January 2022** (20 business days from the date of tender offer)

Payment Option: * Not deliver cheque by mailing**

- I/We will collect a payment cheque in person Hereby authorizer collect a payment
- Transfer to the specified bank account BAY SCB BBL KTB KBANK TTB UOB KKP LHBANK CIMBT

Branch.....Type of Account, Account No. --

(The name of bank account must be same as the seller name)

I/We attach evidence of transfer of the NVDRs to account "UOB Kay Hian Securities (Thailand) Plc. for Tender", Account No. 026-00000014-6, together with a certified copy of the identification card and / or a certified copy of the Company Affidavit (in the case of a juristic person) as set out in the Tender Offer Acceptance procedure.

I/We hereby certify that all NVDRs offered for sale have no liabilities and are free from any mortgage, pledge, lien, preferential interest or other encumbrance.

Signed.....Proxy Signed.....Offeree
(.....) (.....)

Transfer of Scripless NVDR and Tender Offer Acceptance Form Receipt

Acceptance Form No.

UOB Kay Hian Securities (Thailand) Plc. has received the Tender Offer Acceptance Form to sell NVDRs of the securities of UNION TEXTILE INDUSTRIES PUBLIC COMPANY LIMITED. and the Transfer of Scripless NVDR with the document to transfer NVDRs totalingunits of NVDRs from (Mr. /Mrs./Ms./Company).....

The Offeree will receive payment by:

- Collect a payment cheque in person Hereby authorizer collect a payment
- Transfer to the specified bank account BAY SCB BBL KTB KBANK TMB UOB TBANK LH CIMBT

Branch.....Type of Account, Account No. --

Signed Recipient

(.....)

Date

Confirmation of Securities Cost Form for NVDR

(Only for Foreign Juristic Person not carrying on business in Thailand and residing in a country that has no double tax treaty with Thailand or residing in a country that has double tax treaty with Thailand, but such treaty does not exempt the Foreign Juristic Person from withholding tax on the capital gains realized from the sale of securities in Thailand.)

Date

To: UOB Kay Hian Securities (Thailand) Public Company Limited (the "**General Offer Agent**")

We (Foreign Juristic Person)

Nationality.....Tax Identification No. (if any).....

Would like to declare the acquisition cost of our UNION TEXTILE INDUSTRIES PUBLIC COMPANY LIMITED's securities to be offered for sale as follows:

Transfer Date	Securities Certificate No. / Transfer Slip No.	Securities Holder Name as appearing in the registration	No. of NVDR units (ordinary shares)	Cost per Share (Thai Baht)
Total				

We hereby attach Totally Pages,

As the evidence(s) of the cost of the securities for the purpose of withholding tax calculation.

We hereby certify that the above statements are true and correct in all respects.

Signature The Offeree

Remark: Foreign Juristic Person has to declare cost of shares by submitting the Form for Declaration of Cost of Offered Securities with the evidence of such cost. If this form is submitted with proper evidence of the cost basis, only the Offeree's gain on the sale (if any) will be subject to withholding tax. If the form is not submitted or proper evidence of the cost basis is not attached with the form, the withholding tax of 15% will be imposed on the entire proceeds of the sale instead of the capital gains (implying the cost of purchase is 0 baht (zero baht)).

Power of Attorney

Duty
Stamp
Baht 30

Made at

Date.....

By this Power of Attorney, I/We Age years.
Nationality..... Address
.....Postal Code
Country hold(s) NVDRs of
Thailand Iron Works Plc. hereby authorize Mr./Mrs./Ms.
Age.....years Nationality.....Address.....
.....Postal Code.....Country.....
to act as my/our proxy to

- Sell, transfer and deliver NVDRs of UNION TEXTILE INDUSTRIES PUBLIC COMPANY LIMITED.,
 - Collect the payment cheque
- and to be authorized to do and execute all such other matters in connection with the aforesaid mentioned on my behalf until its completion.

Any act taken by my/our proxy shall be deemed to be taken by myself/ourselves in every respect.

Signature Grantor
(.....)

Signature Proxy
(.....)

Signature Witness
(.....)

Signature Witness
(.....)

Note: 1. Certified true copies of ID or Certificate of Incorporation of the Grantor and authorized representative are required to be attached herewith.
2. A power of attorney executed with 10-baht stamp duty affixed in case of authorizing to perform the submission of Tender Offer Acceptance Form for NVDR only, or 30-baht stamp duty affixed in case of authorizing to perform both the submission of Tender Offer Acceptance Form for NVDR and receiving a cheque for the payment of ordinary shares