



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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16 March 2023

Subject: Notification on the Resolutions of the Board of Directors' Meeting No. 3/2023.

( Fixing the date, agenda of the 30<sup>th</sup> Annual General Meeting of Shareholder and the dividend payments.)

To : President

The Stock Exchange of Thailand

The resolutions of the Meeting of the Board of Directors of Saha-Union Public Company Limited (SUC) No. 3/2023 held on Thursday, 16 March 2023 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 30<sup>th</sup> Annual General Meeting of Shareholders would be held on Thursday, 20 April 2023 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 30 March 2023 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 30<sup>th</sup> Annual General Meeting of Shareholders, to cast vote and to receive the year 2022 dividends.

3. The agenda of the Meeting would be as follows :-

**Agenda 1 Considering and Endorsing the Minutes of the 29<sup>th</sup> Annual General Meeting of Shareholders**

The Board's opinion :

It was agreed to propose to the Shareholders to approve The Minutes of the 29<sup>th</sup> Annual General Meeting of Shareholders on 21 April 2022.

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

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 2022.**

The Board's opinion :

It was agreed to propose to the Shareholders to approve the Balance Sheet and Statements of

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Profit and Loss or Financial Statements for the year ending 31 December 2022 which had been audited and certified by the Auditors of EY Office Limited as well as approved by the Company's Audit Committee and 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 year 2022 net profit appropriation. The proposed dividends to Shareholders is Baht 1.50 per share. Total dividends amounted Baht 450,000,000 which was equivalent to 64.38% of net profit. The dividends would be paid from the unappropriated retained earnings from dividends after 30% Corporate Income Tax at Baht 0.04222 per share, 25% Corporate Income Tax at Baht 0.03329 per share, 23% Corporate Income Tax at Baht 0.45314 per share and 20% Corporate Income Tax at Baht 0.97135. General Shareholders would be entitled to tax credit in the calculation of dividend tax payment in accordance with the section 47 bis of the Revenue Code. The year 2022 net 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 30 March 2023. The dividend payment will proceed when getting the approval from the Annual General Meeting of shareholders. The dividend payment date is 10 May 2023. 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.**

##### **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 5 Directors who were due to retire for another term :

- |                                |                               |
|--------------------------------|-------------------------------|
| 1. Miss Dalad Saphavichaikul   | 2. Mr. Chutindhon Darakananda |
| 3. Mr. Prinya Sainamthip       | 4. Mr. Bovornrat Darakananda  |
| 5. Mr. Pittawat Prerttitumrong |                               |

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. Prinya Sainamthip and Mr. Pittawat Prerttitumrong, Independent Director 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).



## 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 Mr. Anon Sirisaengtaksin, Mr. Chai Jangsirikul, Mr. Prinya Sainamthip, Mr. Pittawat Prertitumrong and Mr. Kollatat Tangchitkul".

## 5.3 Authorizing the Directors' Remunerations.

### The Board's opinion :

It was agreed to propose to the Shareholders to fix the year 2023 Directors' remuneration at the budget not exceeding Baht 20,000,000 per year (identical to the year 2022). 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 2023 Auditors and Fixing the Remunerations.

### The Board's opinion :

It was agreed to propose to the Shareholders to appoint

1. Mr. Termphong Opanaphan Certified Public Accountant No. 4501  
(1<sup>st</sup> year Certified Public Accountant) or
2. Mrs. Poonnard Paocharoen Certified Public Accountant No. 5238 or
3. Ms. Vilailak Laohasrisakul Certified Public Accountant No. 6140

of EY Office Limited as the Company 2023 Auditor. The remuneration for auditing the Company's accounts including the reviewing of the 3 quarterly Financial Statements Baht 2,640,000, identical to the year 2022. There were no other service charges.

## Agenda 7 Considering and Approving the amendment to the Company's Article of Association No.25, No. 34, No. 45 and No. 52

Due to the Public Limited Companies Act (No. 4) B.E. 2565, effective on 24 May 2022, there were amendments to the law to be up to date according to the situation and technology development and the announcement of the Department of Business Development on Advertising through Electronic Media B.E. 2565 which allow advertisement through electronic media instead of newspaper advertisements. The Company's Article of Association No.25, No. 34, No. 45 and No. 52 should therefore be amended to abide by The Law, i.e.

Existing Article	Amended Article being proposed
<b>Article 25</b> In calling a Meeting of the Board of Directors, the Chairman or the person assigned by him shall send notice calling a Meeting to directors <u>not less than seven days prior to the date of the Meeting</u> . However, in case of necessity and urgency for the purpose of maintaining the rights or interests of	<b>Article 25</b> In calling a Meeting of the Board of Directors, the Chairman or the person assigned by him shall send notice calling a Meeting to directors <u>not less than three days prior to the date of the Meeting</u> . However, in case of necessity and urgency for the purpose of maintaining the rights or interests of

Existing Article	Amended Article being proposed
the Company, a Meeting may be called <u>by other means</u> and the date of the Meeting may be fixed sooner.	the Company, a Meeting may be called <u>by other electronic means or any other methods</u> and the date of the Meeting may be fixed sooner.
<p><b>Article 34</b> In calling a General Meeting of Shareholders, the Board of Directors shall send notices for the Meeting specifying the place, date, time, agenda of the Meeting, as well as the subject matters to be proposed to the Meeting together with reasonable details, by stating clearly any one of which will be for information, for approval or for consideration, as the case maybe, including the opinions of the Board of Directors in such matters, and shall send to the shareholders and the Registrar not less than seven days before the date of Meeting. <u>Furthermore, publication of notices calling a Meeting shall also be made in a newspaper for a period of three consecutive days and not less than three days before the date of Meeting.</u></p>	<p><b>Article 34</b> In calling a General Meeting of Shareholders, the Board of Directors shall send notices for the Meeting specifying the place, date, time, agenda of the Meeting, as well as the subject matters to be proposed to the Meeting together with reasonable details, by stating clearly any one of which will be for information, for approval or for consideration, as the case maybe, including the opinions of the Board of Directors in such matters, and shall send to the shareholders and the Registrar not less than seven days before the date of Meeting. <u>Furthermore, publication of notices calling a Meeting shall also be made in a newspaper or via electronic media in accordance with the rules prescribed by the Registrar for the duration of at least three days before the meeting date.</u></p>
<p><b>Article 45</b> Dividends shall be paid out of profit only. The profits remaining after the payment of dividends may be allocated as reserves of various kinds, as the Board of Directors may deem proper.</p> <p>The Board of Directors may from time to time pay to the shareholders such interim dividends as it deems appropriate. After the distribution of dividends, the shareholders shall be informed of such dividends distribution at the next General Meeting.</p> <p>The dividend payment shall be made within the period prescribed by the Acts. A written notice shall also be sent to the shareholders <u>and a publication of the notice of such payment of dividends shall be made in a newspaper.</u></p>	<p><b>Article 45</b> Dividends shall be paid out of profit only. The profits remaining after the payment of dividends may be allocated as reserves of various kinds, as the Board of Directors may deem proper.</p> <p>The Board of Directors may from time to time pay to the shareholders such interim dividends as it deems appropriate. After the distribution of dividends, the shareholders shall be informed of such dividends distribution at the next General Meeting.</p> <p>The dividend payment shall be made within the period prescribed by the Acts. A written notice shall also be sent to the shareholders <u>and a publication of the notice of such payment of dividends shall also be made in a newspaper or via electronic media in accordance with the rules prescribed by the Registrar.</u></p>
<p><b>Article 52</b> The Company shall send to the Registrar the annual report together with copies of the balance sheet and the profit and loss statement which have already been audited by the auditor and adopted by the Meeting of Shareholders and a copy of the Minutes of the Meeting of Shareholders, specifically the part concerning the adoption of the balance sheet, the profit distribution and allocation of dividends, certified to be correct by the person authorized to sign on behalf of the Company.</p>	<p><b>Article 52</b> The Company shall send to the Registrar the annual report together with copies of the balance sheet and the profit and loss statement which have already been audited by the auditor and adopted by the Meeting of Shareholders and a copy of the Minutes of the Meeting of Shareholders, specifically the part concerning the adoption of the balance sheet, the profit distribution and allocation of dividends, certified to be correct by the person authorized to sign on behalf of the Company.</p>

Existing Article	Amended Article being proposed
Concerning the balance sheet, the Company shall, within one month from the date of adoption by the Meeting of Shareholders, <i>has it published in a newspaper for not less than one day for public information.</i>	Concerning the balance sheet, the Company shall, within one month from the date of adoption by the Meeting of Shareholders, <i>has it published in a newspaper or via electronic media in accordance with the rules prescribed by the Registrar for not less than one day for public information.</i>

The Board's opinion :

It was agreed to propose to the Shareholders to approve the amendments to No.25, No. 34, No. 45 and No. 52 of the Company's Articles of Association by replacing the existing text with the one as proposed.

4. The Company would deliver the notification of the 30<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) from 17 March 2023 onwards.

Please be informed accordingly.

Yours sincerely,

- Signature –

Mrs. Chantorntree darakananda

President