



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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9 September 2023

Subject: Notification on the resolutions of the Board of Directors' Meeting No. 10/2023.
(The Connected Transactions)

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. 10/2023 held on 9 September 2023 at 10.30 a.m., at the Meeting room, 8th floor of Saha-Union Building, No. 1828 Sukhumvit Road, Phrakhanong Tai, Phrakhanong, Bangkok, approved the Company and its subsidiary into the connected transactions by purchasing Union Energy Technology Co., Ltd. (UE-Tech)'s common shares, detail as follows :

- (1) Date of the transaction : within October 2023.
- (2) Buyer : Saha-Union Public Company Limited (SUC) and its subsidiary, Union Textile Public Company Limited (UT)
Seller : Union Asset Holding Co., Ltd. (UAH)
- (3) The nature of assets :
 - UE-Tech was established with registered capital of 60 million baht, consisting of 600,000 common shares with par value of 100 baht per share which were fully paid up. Its objectives include operating an investment business, various real estate businesses, operating businesses related to energy and all types of power plants, etc.
The original shareholder of UE-Tech is UAH, holding a total of 599,998 common shares, accounting for 99.99%, and 2 individual shareholders holding 1 common share each.
 - UAH will transfer common shares in UE-Tech to SUC in the amount of 156,000 shares and UT in the amount of 150,000 shares at a price of 98.69 baht per share , SUC and its subsidiary will pay a total of 30,199,140 baht in full in cash to the seller within October 2023.
 - UAH will transfer common shares in UE-Tech to the Company's associated companies, namely Union Thread Industries Co., Ltd. (UI) in the amount of 150,000 shares and Union Industries Corp., Ltd. (UIC) in the amount of 143,998 shares, at a price of 98.69 baht per share (2 individual shareholders will also transfer 2 common shares in UE-Tech to UIC at a same price) within October 2023.
 - After the above transfer of common shares, SUC and its subsidiary will hold a total of 306,000 shares in UE-Tech, representing a total proportion of 51% of UE-Tech's registered capital, and UE-Tech will be a subsidiary company of SUC.

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- Summary of the shareholding structure in UE-Tech after the above transfer of common shares :

Shareholders	Number of shares	% of Shareholding
Saha-Union Public Company Limited (SUC)	156,000	26
Union Textile Public Company Limited (UT)	150,000	25
Union Thread Industries Co., Ltd. (UI)	150,000	25
Union Industries Corp., Ltd. (UIC)	144,000	24

- UE-Tech plans to co-invest in renewable energy project with the other company.
- (4) Characteristics of transactions, total value of the consideration and transactions size :
- The Company and its subsidiary enter into joint ventures with other companies. The transaction with the proportion of the investment from 10% up of the paid-up capital of the participating companies must receive approval from the Board of Directors and disclose information to the Stock Exchange of Thailand.
 - Transaction value which SUC and its subsidiary must pay is 30,199,140 baht.
 - The Net tangible assets (NTA) according to the consolidated financial statements ending 30 June 2023 amounted 21,462,053,000 baht
 - This transaction is considered an acquisition of assets - common shares, the Company has calculated transaction size with 3 calculation methods according to the acquisition or disposal criteria, the calculation based on the value of net tangible assets has the highest total value. The transaction size is 0.14% of NTA (the Company has no acquisition or disposal during the past 6 months), which is less than 15%. The Company does not subject to the criteria for acquiring or disposing of assets and does not have to disclose information to the Stock Exchange of Thailand.
 - This transaction considered a connected transaction type 4 : Transaction related to assets and service. The transaction size is 0.14% of NTA, which is more than 0.03% but less than 3% of NTA. It is a medium transaction. The Company must receive approval from the Board of Directors and disclose information to the Stock Exchange of Thailand.
- (5) Connected persons and Relationship :
- The connected persons are the Darakananda Group which is the major shareholder group of SUC UT and UAH
 - The Company has no connected transactions during the past 6 months.

Shareholders	Saha-Union Public Company Limited (SUC)		Union Textile Public Company Limited (UT)		Union Asset Holding Co., Ltd. (UAH)	
	Relation/Position	Shareholding (%)	Relation/Position	Shareholding (%)	Relation/Position	Shareholding (%)
Darakananda Group	Major Shareholder Group	44.07	Major Shareholder Group	97.34	Major Shareholder Group	99.99
Mr.Chutinthon Darakananda	Vice Chairman	1.14	Chairman and Managing Director	0.63	Chairman and Managing Director	1 share
Mrs.Pinijporn Darakananda Kasemsap (included spouse)	Director	0.05	-	2 shares	Director	1 share
Mrs.Chantontree Darakananda (included spouse)	President	0.09	Director	-	-	-
Mr.Bovornrat Darakananda	Director	-	-	-	Director	-
Mr.Nithiphan Darakananda	Director	0.84	-	-	-	-

Opinions of the Audit Committee and the Board of Directors:

The transaction is considered reasonable. The transfer price is fairly valued. There is no impact or conflict to company business operation and this transaction is beneficial to the interest of the company's shareholders.

The connected persons stated on item (5) did not attend this agenda and have no right to vote.

Please be informed accordingly.

Yours sincerely,

- Signature -

(Mrs. Chantontree darakananda)

President

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