



Nor. 30/2011

20 December 2011

Subject : Notification on the resolutions of the Board of Directors' Meeting No. 12/2011.  
( Related Party Transactions and Requisition for the proposed agenda for the  
Annual General Shareholders' Meeting No. 19)

To : Director and Manager  
The Stock Exchange of Thailand

The resolution resolved in the Meeting of the Board of Directors' Meeting of Union Textile Industries Public Company Limited (UT) No.12/2011 held on Tuesday December 20, 2011 at 10.00 a.m. til 11.40 p.m. at the Meeting room floor 8 of Saha-Union Building, No. 1828 Sukhumvit Road, Bangchak, Prakhonong, Bangkok. The meeting had the resolutions as follows:-

1. Company would like to report on related party transaction in case extended the lease period the unutilized used spinning machineries to Union Spinning Mill Company Limited (USM) as follows:-

1.1 Date of the transaction : January 2012

1.2 Related parties :

Lessor : Union Textile Industries Public Company Limited (UT)

Lessee : Union Spinning Mill Company Limited (USM)

1.3 A description of the assets involved :

Spinning machineries and accessories, not suitable for the current  
production

1.4 Objective and benefits of transaction:

Economic benefit from non-operating assets, UT not only obtain income but also maintain these machines at no cost. This lease transaction is in best interests of UT.

1.5 Combined value of the consideration and size of transaction:

The 2012 total value would be 2,400,000 Baht or 0.23% of company's net tangible asset as on September 30, 2011, which was 1,004,218,000 Baht.

This transaction is classified as a short-term property rental or lease which its value is greater than 0.03% but less than 3% of NTA ended as on September 30, 2011.

1.6 Lease Conditions:

When the lease period expired and neither party advise the termination, it is assumed that the agreement is effective for another 1 year.

1.7 Lease determination:

Fairly cost-benefit at agreeable and acceptable by both parties.

1.8 Names of related parties and relationships:

Shareholding as closing date on April 7, 2011

	Position at UT	% of total Shares in UT	Position at USM	% of total Shares in USM
Miss Sriwarin Jirapakkana	Chairperson	0.05	Chairperson	0
Miss Dalad Suptawichaikul	Director	0.08	Director	0
Mr. Bovornrat Darakananda	Director	0	Managing Director	0
Saha-Union Public Co., Ltd.	Shareholder	49.88	Shareholder	25.00

The connected person is Mr. Bovornrat Darakananda being Director of UT and Managing Director of USM. In addition, UI is Major Shareholder of USM with 74.99%, and Darakananda group is the real Shareholder of UI

1.9 The connected persons on item 1.8 did not attend this agenda and have not the right to vote.

1.10 Opinions of the Audit Committee and the Board of Directors:

This transaction is appropriate, to extend the lease period, no impact to business operation of the company and keep the unused machines in proper working condition, the lease is fair, normal business practice and no other obligation to company.

2. Company would like to report on related party transaction leasing some area of weaving building to Union Garment Company Limited (UG) as follows:

2.1 Date of the transaction : January 2012

2.2 Related parties :

Lessor : Union Textile Industries Public Company Limited (UT)

Lessee : Union Garment Company Limited (UG)

2.3 A description of the assets involved :

Some area of 2<sup>nd</sup> and 3<sup>rd</sup> floor of weaving building where located inside the company and not appropriate to do any business in general.

2.4 Objective and benefits of transaction :

Economic benefit from non-operating assets, UT not only obtain income but also maintain unused factory building at no cost. This lease transaction is in best beneficial of UT.

2.5 Combined value of the consideration and size of transaction :

The 2012 total value would be 2,160,000 Baht or 0.22% of company's net tangible asset as on September 30, 2011, which was 1,004,218,000 Baht.

This transaction is classified as a short-term property rental or lease which its value is greater than 0.03% but less than 3% of NTA ended as on September 30, 2011.

2.6 Lease Conditions :

1-year lease agreement at 180,000-Baht monthly payment basis.

2.7 Lease determination :

Fairly cost-benefit at agreeable and acceptable by both parties. There is no other comparable condition nearby within the vicinity.

2.8 Names of related parties and relationships :

Shareholding as closing date on April 7, 2011

	Position at UT	% of total Shares in UT	Position at UG	% of total Shares in UG
Mr.Thitivat Suebsaeng	Director	0	Chairman	0
Saha-Union Public Co., Ltd.	Shareholder	49.88	Shareholder	99.99
Union Business Management Co.,Ltd.	Shareholder	17.10	-	-

SUC is the Major Shareholder of UT (49.88%) and UG (99.99%), This transaction is considered making with SUC by Mr.Thitivat Suebsaeng, being President of SUC with no share. This transaction is for the company economic benefit and there is no conflict of interest.

2.9 The connected persons on item 2.8 did not attend this agenda and have not the right to vote.

2.10 Opinions of the Audit Committee and the Board of Directors:

This transaction is appropriate, not impact to company business operation, but keep the unused weaving building area in proper working condition and increased non-operation income, the lease is fair, normal business practice and no other obligation to company

3. Company a recognition of the shareholders' equal rights, we are open to any shareholders' suggestions that will be beneficial to protection of the shareholders' interests. Therefore, the Company wishes to invite the shareholders' proposals, in line with the Guidance laid down openly in the Company's website, <http://www.sahaunion.co.th/ut>, in order that the topics can be incorporated into the agenda of the Annual General Shareholders' Meeting No.19, since December 26, 2011 to January 31, 2012.

Please be informed accordingly.

Yours sincerely,

-Signature-

( Mr. Vichai Chaitaneeyachat )

Director