



**Notice of the 2026 Annual General Meeting of Shareholders
Union Petrochemical Public Company Limited**

Thursday, April 9, 2026 at 10:00 a.m.
At Bangkok Ballroom, 2nd floor, Royal City Hotel,
Boromratchonnanee Road, Bang Bamru, Bang Phlat District

UKEM 006/2026

March 25, 2026

Subject: Invitation to the 2026 Annual General Meeting of Shareholders

Dear Shareholders of Union Petrochemical Public Company Limited

- Attachment
1. Copy of the Minutes of the General Meeting of Shareholders No. 1/2025
 2. Annual Report 2025 and Financial Statements for the accounting period 2025 in QR Code format.
 3. Profiles of nominated directors
 4. Proxy Form A. Form B. and Form C.
 5. Profiles of independent directors who are proxies from shareholders
 6. Conditions, criteria and procedures for attending the meeting
 7. Articles of Association of the Company in connection with the meeting
 8. Location map of the meeting place

With the resolution of the Board of Directors of Union Petrochemical Public Company Limited (the "Company") to convene an ordinary meeting. Shareholders for the year 2026 on Thursday, April 9, 2026 at 10:00 a.m. At Bangkok Ballroom, 2nd floor, Royal City Hotel, Boromratchonnane Road, Bang Bamru, Bang Phlat District to consider various matters. according to the agenda as follows:

Agenda 1 To consider and certify the minutes of the General Meeting of Shareholders No. 1/2025 held on April 9, 2025 (Please see details in Attachment 1)

Purpose and reason The General Meeting of Shareholders No. 1/2025 was held on April 9, 2025 where the Company prepared the minutes of the meeting. And disseminated to shareholders through the company's website therefore proposed to the shareholders' meeting to consider and certify the minutes of the meeting

Opinion of the board of Directors Reviewed the minutes of the General Meeting of Shareholders No. 1/2025 held on April 9, 2025 and found that they were recorded correctly and completely. Therefore, it was deemed appropriate for the shareholders' meeting to certify the minutes of such meeting. The details are as per the copy of the minutes of the General Meeting of Shareholders No. 1/2025 that was delivered to the shareholders together with the invitation letter of this meeting. (According to attachment 1)

Voting: This agenda must be approved by a vote of not less than half of the total votes of the shareholders. attending the meeting and having the right to vote

Agenda 2 Acknowledged the performance report for the year 2025 and the annual report for 2025. (Please see details in Attachment 2)

Purpose and reason in order to comply with the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association. assigned to the Board of Directors Must report the company's operating results for the past year. to the shareholders for acknowledgment in the annual general meeting of shareholders.

Opinion of the board of Directors It is deemed appropriate to report the Company's operating results for the year 2025 and the annual report of the Board of Directors to the Annual General Meeting of Shareholders for acknowledgment. The details are in the 2025 Annual Report that was sent to the shareholders along with the invitation letter to this meeting. (According to attachment 2)

Voting: There is no voting for this agenda. because it is an agenda for acknowledgment

Agenda 3 To consider and approve the statement of financial position and statement of comprehensive income for the year ended 31 December 2025

Purpose and reason in order to comply with the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association. which requires the Board of Directors to prepare financial statements at the end of the Company's accounting period Proposed to the annual general meeting of shareholders. to consider and approve the financial statements

Opinion of the board of Directors Agreed to propose to the Annual General Meeting of Shareholders. To consider and approve the statement of financial position for the year ended December 31, 2025, which has been reviewed by the Audit Committee and audited by a certified public accountant. (Appears in the 2025 Annual Report in Attachment 2)

Voting: This agenda must be approved by a vote of not less than half of the total votes of the shareholders. Attending the meeting and having the right to vote

Agenda 4 To consider and approve the allocation of net profit as legal reserve and consider approving the dividend payment for the year 2025 performance

Purpose and reason in order to comply with the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association. which requires that part of the annual net profit be allocated as a reserve fund of not less than 5 percent of the annual net profit less the accumulated loss brought forward (if any) until the reserve fund is not less than 10 percent of the registered capital.

The Company has a policy to pay dividends of not less than 40% of net profit after corporate income tax and legal reserve. It depends on the necessity and suitability, mainly considering the best interests of the shareholders. In this regard, the Board of Directors' resolution approving the dividend payment must be proposed to the shareholders' meeting for approval. Unless it is an interim dividend payment. The Board of Directors has the authority to approve the interim dividend payment. And report to the shareholders' meeting at the next meeting.

List	Year 2025	Year 2024
1. Net profit (baht)	56,896,956	1,533,345
2. Net earnings per share (baht/share)	0.052	0.00100
3. Number of shares paying dividends (shares)	1,162,052,251 (78,150,000)	1,162,052,251 (78,150,000)
<u>Deduct</u> the number of shares of the buyback project		
4. Dividend paid per share (baht/share)	0.01500	0.0100
5. Total amount of dividends paid (Baht)	16,258,533.77 (Paid from the net profit for the year from operations attributable to the Company's shareholders)	10,839,022.51 (paid from net profit for the year from operations attributable to shareholders and paid from retained earnings as of 31 January 2024)
6. Ratio of dividend payment to net profit (percent)	28.58 (of the net operating profit for the year)	3.34 (Accumulated profits after legal reserves)

Opinion of the board The Board of Directors recommends that the Annual General Meeting of Shareholders approve the annual dividend payment for the year 2026. The dividend shall be paid in cash at the rate of THB 0.01500 per share, totaling an amount not exceeding THB 16.258 million, representing 28.58% of the net profit from operations for the year. The Record Date for determining the list of shareholders entitled to receive the dividend is fixed on April 20, 2026, and the dividend payment date is scheduled for May 7, 2026

However, the right to receive such dividends is uncertain until it has been approved by the 2026 Annual General Meeting of Shareholders, whereby individual shareholders can be credited with dividend tax at the rate of 80:20 in accordance with Section 47 bis of the Revenue Code.

Voting: This agenda must be approved with a vote of not less than half of the total votes of the shareholders. Attending the meeting and having the right to vote.

Agenda 5 To consider electing directors who are due to retire by rotation return in office for another term.

(Please consider the names and profiles of the directors in Attachment 3)

Purpose and reason in order to comply with the Public Limited Companies Act BE 2535 and the Company's Articles of Association, which stipulates that "At every annual general meeting, one-third (1/3) of the directors shall retire by rotation. The office term cannot be divided exactly into three parts. The number closest to one-third shall be issued. The retiring director may be re-elected for a new position."

In this regard, the Company has given shareholders the opportunity to propose agenda items and nominate persons to be considered for election as directors in advance between November 4, 2025 and December 30, 2025. But appears that no shareholders have proposed an agenda and nominated persons. considering the election of a director In the Annual General Meeting of Shareholders for the year 2026, there were 3 directors who retired by rotation as follows:

1) Mr. Pala	Sookawesh	Position Chairman of the Board and Independent
2) Mr. Perapol	Suwannapasri	Position Managing Director and Risk Management Committee
3) Mr. Somjate	Saifon	Position Executive Committee and Risk Management Committee

Opinion of the board of Directors Excluding nominated directors considered and agreed to propose to the Annual General Meeting of Shareholders to consider re-electing all 3 directors who retired by rotation in 2025 for another term. which the Board reasonably considers such necessity have jointly considered qualifications in various fields. By looking at suitability, qualifications, experience and expertise from a variety of professions. Including performance as a director of the company in the past and has considered that the person nominated as an independent director will be able to express opinions independently and in accordance with relevant criteria The list of directors who will be re-elected for another term The list is as follows:

Directors who retired by rotation	Position	In office (years)	Meeting history Year 2023	Number of shares held (shares)
Mr. Pala Sookawesh	Chairman of the Board and Independent	14	5/5	None
Mr. Perapol Suwannapasri	Managing Director and Risk Management Committee	21	5/5	304,840,027 shares, representing 26.23 percent
Mr. Somjate Saifon	Executive Committee and Risk Management Committee	8	5/5	58,500 shares, representing 0.01 percent

Reference: book closing report as of 31/12/2025

All 3 persons are fully qualified according to the Public Limited Company Act B.E. (Please see details in Attachment 3)

Voting: This agenda must be approved with a vote of not less than half of the total votes of the shareholders. attending the meeting and having the right to vote The Annual General Meeting of Shareholders shall consider the election of directors individually.

Agenda 6 To consider and approve the remuneration for the Board of Directors for the year 2026

Purpose and reason in order to comply with the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association, which states that unless paid as compensation according to the company's regulations. and the directors shall receive remuneration in the amount determined by the meeting of shareholders in accordance with the resolution of the meeting of shareholders." The Company paid remuneration in the form of meeting allowances only. There are no other forms of compensation and other benefits.

In this regard, the policy of paying meeting allowances to the directors. The company will pay the meeting allowance to the chairman of the board, director, chairman of the audit committee. Audit Committee Chairman of the Risk Management Committee and Risk Management Committee Every day at the end of the month of that month.

Opinion of the board of Directors has considered the remuneration of the Company's directors Audit Committee and independent directors for the year 2026, taking into account the responsibilities and duties of the Board of Directors It is proposed to determine the directors' remuneration in the amount not exceeding 6,000,000.00 baht per year.

List	Year 2026	Year 2025
1. Compensation	6 million/year	6 million/year
2. Other benefits	None	None

Voting: This agenda must be approved by a vote of not less than two-thirds of the total number of votes of shareholders attending the meeting and having the right to vote.

Agenda 7 To consider the appointment of the auditor for the fiscal year 2026 and determine the audit fee.

Purpose and reason in order to comply with the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association. which requires that the annual general meeting of shareholders appoint the auditors and determine the audit fee of the Company annually.

Opinion of the Audit Committee the Audit Committee has considered the qualifications of the auditors. By considering the criteria for selecting auditors. Auditor independence Reliability and standards and consider auditing fees that are consistent with quality and service Therefore, it was agreed to propose auditors from Dharmniti Auditing Company Limited as follows: To be the company's auditor for the year 2026

List of auditors proposed to be appointed	Certified Public Accountant No.
1. Mr. Suwat Manikanoksakul	8134
2. Ms. Arisa Chumwisut	9393
3. Mr. Peradate Pongsathiansak	4752
4. Ms. Chotima Kitsirakorn	7318
5. Ms. Nannaphat Wannasomboon	7793
6. Mr. Kampanath Hankla	13242

As well as propose approval to set the audit fee for the year 2025 in a total amount not exceeding 1,300,000.00 baht in the case of expenses other than the audit fee. The committee shall have the authority to consider expenses on a case-by-case basis. The details are as follows:

Audit/Review Report	Year 2026 (bath)	Year 2025 (bath)	Increase / Decrease (bath)
Audit Fee (ending on December 31)	1,300,000	1,300,000	0

Opinion of the Board the Board of Directors deems it appropriate to propose to the shareholders' meeting. To consider and approve the appointment of Mr. Suwat Manikanoksakul CPA No. 8134 and/or Ms. Arisa Chumwisut, CPA No. 9393 and/or Mr. Peradate Pongsathiansak, CPA No. 4752 and/or Ms. Chotima Kitsirakorn CPA No. 7318 and/or Ms. Nannaphat Wannasomboon CPA No. 7793 and/or Mr. Kampanath Hankla CPA No. 13242 of Dharmniti Auditing Co., Ltd. is the Company's auditor and its subsidiaries for the year 2026. And in the event that the auditors named above are unable to perform their duties, Dharmniti Auditing Company Limited shall be the Company's other certified auditors. Dharmniti Auditing Co., Ltd. Be able to act on their behalf. and the auditors named above no relationship and has no interest in the Company / subsidiaries / executives / major shareholders or persons related to such persons in any way and determine the audit fee for the year 2026. The total amount does not exceed 1,300,000.00 baht (One million and three hundred thousand baht). The Board of Directors shall have the power to determine the special expenses on a case-by-case basis.

Voting: This agenda must be approved with a vote of not less than half of the total votes of the shareholders. attending the meeting and having the right to vote

Agenda 8: To consider and approve the amendment of the Company's objectives and the amendment of Clause 3 of the Memorandum of Association to reflect such amendment.

Purpose and reasonIn order to align the Company's objectives with its current business operations, and given that the Company has no policy to engage in such business activities in the future, the Board of Directors deems it appropriate to propose the cancellation of the following Company objectives. The details are as follows:

Clause 51: To engage in or invest in the business of mining, producing, procuring, acquiring, buying, selling, and/or exchanging or distributing by any other means: digital assets, cryptocurrencies, digital tokens, foreign currencies, and any financial instruments (subject to obtaining licenses from relevant authorities); and to act as an intermediary for trading, exchanging, or making payments for goods and services using digital currencies or other digital assets. This includes providing network services for various payment methods and providing data storage, processing, auditing, forwarding, and verification services on decentralized networks and blockchain technology.

Clause 52: To engage in or invest in business systems for the payment of goods and/or services, including depositing, withdrawing, borrowing, lending, and transferring funds or digital assets, cryptocurrencies, and digital tokens, as well as other digital asset businesses (subject to obtaining licenses from relevant authorities).

and to amend Clause 3 of the Company's Memorandum of Association (Objectives) to reflect the cancellation of such objectives.

Opinion of the BoardThe Board of Directors deems it appropriate to propose that the Annual General Meeting of Shareholders consider and approve the cancellation of the Company's objectives and the amendment to Clause 3 of the Memorandum of Association (Objectives) to reflect the Company's current business operations.

Voting: This agenda item requires approval by a vote of no less than three-fourths ($\frac{3}{4}$) of the total number of votes of the shareholders who attend the meeting and are eligible to vote.

Agenda 9 Other matters (if any)

Therefore, the shareholders are hereby invited to attend the meeting on the date, time and venue mentioned above at the same time. If any shareholder wishes to appoint another person as a proxy to attend and vote on his or her behalf at this meeting. Please fill in and sign the proxy form. affixed with a duty stamp of 20 baht and attached a copy of identification card and bring it to the officer assigned by the chairman of the meeting.

In addition, the Board of Directors has determined the names of shareholders who are entitled to attend the 2026 Annual General Meeting of Shareholders and have the right to vote on March 13, 2026 (Record Date), on which the Stock Exchange of Thailand posted the sign "XM" is March 12, 2026

Yours sincerely.



Mr. Perapol Suwannaphasri
(Managing Director)
Union Petrochemical Public Company Limited

**Annual General Meeting of Shareholders 2026
Union Petrochemical Public Company Limited
Thursday, April 9, 2026**

Meeting Documents

- Attachment 1 Copy of the Minutes of the General Meeting of Shareholders No. 1/2025
- Attachment 2 Annual Report 2025 together with Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2025 (QR Code format)



- Attachment 3 Brief biographies of candidates nominated as directors to replace those who retired by rotation
- Attachment 4 Proxy Form A. Form B. and Form C.
- Attachment 5 Profiles of independent directors who are proxies from shareholders
- Attachment 6 Conditions, criteria and procedures for attending the meeting
- Attachment 7 Articles of Association of the Company in connection with the meeting
- Attachment 8 Location map of the meeting place