



บริษัท ยูนิมิต เอนจิเนียริง จำกัด (มหาชน)

UNIMIT ENGINEERING PUBLIC COMPANY LIMITED

ทะเบียนเลขที่ 0107548000323 <http://www.unimit.com>

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Unimit Engineering Public Company Limited  
Minutes of 2018 Annual General Meeting of Shareholders

**Date and place of meeting:** The meeting was held on Wednesday 25<sup>th</sup> April 2018, at 10:00 hrs. at Royal Jasmine Room, Jasmine Executive Suites Hotel. Address 2 Soi Prasammitr (Sukhumvit 23), Sukhumvit Rd, Klongtoey-Nua, Wattana, Bangkok 10110. Tel. 02-2045885 Fax. 02 2598555

**Attendance:** There were 91 shareholders, both in person 60 persons totally 130,942,831 share or 22.9519% and by proxy 31 persons totally 78,487,499 share or 13.7574%, attending the Meeting and representing 209,430,330 shares or 36.7093% of total 570,510,600 shares. A quorum was constituted as per Company's Memorandum of Association item (38).

Shareholders have gradually increased to attend each of agenda's meetings. At the closing meeting, there are 137 persons attendance shareholders counting 215,914,556 shares or 37.8458 percent

**Attending Directors and Executives**

- |                                       |  |
|---------------------------------------|--|
| (1) Mr.Phaibul Chalernsaphayakorn     | Chairman of the Board / Executive Director           |
| (2) Mr. Young Tai Lu                  | Director / President                                 |
| (3) Ms.Vilai Siripoonkiatikul         | Director/ Executive Director/ VP Finance and Account |
| (4) Mr.Paisan Sirichantaradilok       | Director   |
| (5) Mr.Thailuck Leetavorn             | Director   |
| (6) Mr.Pongsak Utaisincharn           | Director   |
| (7) Mr.Pongchalerm Chalernsaphayakorn | Director   |
| (8) Mr.Pongsak Angsupun               | Independent Director / Chief Audit Committee         |
| (9) Mr.Suchart Thammakitagkul         | Independent Director / Audit Committee               |
| (10) Mr.Natthaphon Lilawattananun     | Independent Director / Audit Committee               |
| (11) Mr.Vinai Laohaprasit             | Independent Director / Audit Committee               |

**Absent**

- |                               |          |
|-------------------------------|----------|
| (1) Mr. Nit Poophitayastaporn | Director |
|-------------------------------|----------|

**Attending Auditor, Internal audit, Lawyer Advisor and witness for the vote counting**

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|-----------------------------|--|
| (1) Mr.Banthit Tangpakorn   | Certify Public Accountant from KPMG Phoomchai Audit Ltd. |
| (2) Ms.Chanarat Chanwa      | Certify Public Accountant from KPMG Phoomchai Audit Ltd. |
| (3) Mr.Pongsakrit Supapakin | Internal Audit   |
| (2) Mr.Sombat Krasaeyan     | Lawyer Advisor witness for the vote counting             |

**Proceedings :** The Chairman of the Board, Mr. Phaibul Chalernsaphayakorn, presided over the meeting and declared the meeting open. Khun Suphap Kaewwongmuang Company Secretary , introduced attending directors, executives, auditor and lawyer.

And then explained following voting procedure in voting for a resolution one share was entitled one vote, and the Meeting will determine that for each agenda, if no shareholder makes an objection, vote against it or abstains vote, it shall be deemed that the shareholders give the approval according to the proposed resolution.

In case shareholder makes an objection, vote against it or abstains vote, shareholder shall be requested to raise his hand. The officer will collect ballot which had been distributed to each shareholder when register and counts his veto vote. The objection, vote against it or abstain vote shall be deducted from total attending vote and shall announce before end of meeting.

For a shareholder who appoints a proxy to attend and vote at the meeting as desired by him, the Company had already recorded his affirmative or non- affirmative vote or abstention of vote, proxy cast no vote.

The chairman then proceeded with the following items on the agenda.

**Agenda 1 : To consider and adopt the Minutes of 2017 Annual General Meeting of Shareholders.**

The Chairman proposed for shareholders' approval of the Minutes of 2017 Annual General Meeting of Shareholders held on April 26, 2017 as attached to the notification of invitation, which was delivered to all shareholders. The Board of Director considered that the Minutes were correct recorded.

The Chairman then invited question and comment from shareholders.

No additional questions, Chairman proposed the Meeting to consider and vote.

Affirmative	209,526,430	Voted or 100 %
Non affirmative	0	Voted or 0 %
Abstention	0	Voted or 0 %

**Resolution** The Meeting considered and resolved to adopt the Minutes

**Agenda 2 : To acknowledge the Company's operating results and Annual Report for year 2017.**

Chairman assigned Mr. Young Tai Lu to English report and Ms. Vilai Siripoonkiatikul to Thai report.

2017 continued to be a difficult year for Unimit Engineering since it went public.

The lingering effect of the low oil prices continued to affect the capex decision of the industries that Unimit serves. Although towards the latter part of 2017, the steadily recovering oil prices (now around \$60's/barrel) and world economy allowed some projects to proceed to the implementation phase. However, the effect of these projects will only trigger down to fabricators such as Unimit in the second half of 2018.

Along with the steadily recovering oil prices, the petrochemicals industry is also expected to be going into its capital expansion cycle. Unimit is expecting to participate in some of these projects as well.

In 2017, consolidated revenue was down 16% from 951 MB in 2016 to 800 MB in 2017. Net profit on a consolidated basis for 2017 was 13 MB (or 0.02 THB/share), which was down 71% from 2016 net profit of 40 MB (0.07 THB/share). Net profit margin in 2017 was 1.6%, down from 4.26% in 2016.

As of December 31, 2017, Total Assets was 1650 MB (compared to 2016 Total Assets of 1718 MB). Total Liabilities decreased to 126 MB (from 179 MB). Shareholder's Equity was down to 1,524 MB from 1,540 MB.

The debt-to-equity ratio decreased to 0.08 (from 0.12 in 2016), with cash and cash equivalents of 808 MB, an increase from 744 MB at the end of 2016.

In 2018, we expect the petrochemicals industry to be main customer base for Unimit. But because of the lack of projects over the past few years, competition among both domestic and overseas steel fabricators has been intense and will continue to be very aggressive.

In October of 2017, the Board of Directors approved to proceed with the construction of the first phase of the new factory in Myanmar, in the Thilawa Special Economic Zone outside of Yangon city. Operation is expected in start in 2019.

Unimit Board has also decided to participate in the Collective Action Coalition Against Corruption ("CAC").

In 2017, some of the CSR activities sponsored by the company include:

*Activities within and for the Unimit community:*

1. Annual Personnel Physical Check Up
2. "Friends Help Friends"; employee to visit friends when having sickness and accident
3. Basic Fire Fighting and Evacuation Fire Drill Training
4. Safety Week 2017
5. Internal Sport Day

*Activities with outside community*

1. Donate to Support Education
2. Activities to share knowledge for children
3. "The Environmental Governance Project "; Project with the Chonburi Provincial Industry Office and all sectors in tree planting for serving of Love Water, Love Forest and Love Land Project.
4. Sponsor and participate in Thai cultural activities

The Chairman then invited question and comment from shareholders.

No additional questions, Chairman proposed the Meeting to consider and vote.

Chairman proposed this agenda no vote.

**Resolution** The meeting acknowledged 2017's Annual Report and report of the Board of Directors.

**Agenda 3 :** **To consider and approving Company's Financial Statement for the year ended December 31<sup>st</sup>, 2017.**

Chairman said that according to regulations of Article 46 requires the Board of Directors to provide balance sheet and income statement at the year-end accounts reviewed by the auditor and presented to the shareholders for approval.

The Board of Directors Meeting No. 1/2018 on February 22,2018 approved to offer the 2018's year Annual General Meeting of Shareholders to approve the balance sheet and the profit and loss statements considered by Audit committee, the Board of Directors and audited by auditor details appeared in Annual Report which has been sent to every shareholder in advance with your invitation letter.

The Chairman then invited question and comment from shareholders.

The Chairman then invited question and comment from shareholders.

No additional questions, Chairman proposed the Meeting to consider and vote.

Affirmati ve	212,968,156	Voted or	100 %
Non affirmative	0	Voted or	0 %
Abstention	0	Voted or	0 %

**Resolution** The meeting considered and resolved to approved Company's Financial Statement for the year ended December 31st , 2017. as proposed.

**Agenda 4** **To consider and approve the allocation of profit and dividends payment for year 2017.**

The Company's Memorandum of Association (item 49), company must allocate part of the annual profit as legal reserve not less than 5 percent of annual net profit until its reserve is not less than 100 percent of registered capital. As at December 31,2017 the company has registered capital of about 143 million baht and legal reserve of 14.3 million baht which is fully 10 percent of the registered capital, therefore it is not necessary to allocate more in legal reserve.

Chairman reported that company has net profit from operation in 2018 year amount of 12,809,151 baht. The No. 1/2018 Board of Directors' Meeting on February 22,2018 resolved to propose the 2018 year shareholders' general meeting to approve the additional dividend payment per share of 0.02 Baht for the 2017 year performance which is the total amount of 11,410,212 baht.

So resolution will be approve by Annual General Meeting of Shareholders and shareholders whose registered with Company (Record date) as of March 9,2018 and the dividends are schedule to be paid on May 18, 2018.

Before this meeting, the Board of Directors' meeting No.3/2017 on August 9, 2017 resolution has approved to pay interim dividend payment to shareholders per share of 0.02 baht, totally of 11,410,212 baht which has been paid to shareholders on September 8, 2017. Including this interim dividend, total dividend rate of 2017 is 0.04 baht per share, totally 22,820,724 baht or 178.16% of net profit of group company.

The Chairman then invited question and comment from shareholders .

Some shareholder asked and added suggestion. Chairman answered as per bellow;

No additional questions, Chairman proposed the Meeting to consider and vote.

Affirmative	214,495,556	Voted or 100 %
Non affirmative	0	Voted or 0 %
Abstention	0	Voted or 0 %

**Resolution** The meeting considered and approved the additional dividend payment of 0.02 baht per share amount 11,410,212 baht to shareholders by NON- BOI. , whose registered with Company (Record Date)as of March 9, 2018 and the dividends are schedule to be paid on May 18, 2018 as chairman proposed.

**Agenda 5** To consider and approve the election of directors to replace of those who will retire by rotation.

The Chairman informed that as per the Company's Memorandum, specified that each annual general meeting, directors had to retire in 1/3 or nearest 1/3. The retired directors may be re-elected. This year the outgoing 4 independent directors named:

1. Ms.Vilai Siripoonkiatikul
2. Mr.Nit Poonpitayasataporn
3. Mr. Pongchalerm Chalernsapayakorn
4. Mr.Pongsak Uthaisintucharoen

The Chairman informed that The Board of Directors considered that all four outgoing directors were qualified, knowledge and good understanding in Company's business as well and proposed the Meeting to re-elect of these four outgoing directors to another term of directorship. The brief biographical information of four directors were attached sheet no. 8 of the notification of invitation.

The Chairman then invited question and comment from shareholders

No additional questions, Chairman proposed the Meeting to consider and voted person by person

	<u>Affirmative</u>	<u>Non Affirmative</u>	<u>Abstention</u>
1) Ms.Vilai Siripoonkiatikul	215,436,256 share or 100%	0 share or 0%	0 share or 0%
2) Mr.Nit Poonpitayasataporn	215,436,356 share or 100%	0 share or 0%	0 share or 0%
3) Mr. Pongchalerm Chalernsapayakorn	215,846,356 share or 100%	0 share or 0%	0 share or 0%
4) Mr. Pongsak Uthaisintucharoen	215,846,356 share or 100%	0 share or 0%	0 share or 0%

**Resolution** The Meeting considered and resolved to approve the re-appointment Ms.Vilai Siripoonkiatikul Mr.Nit Poonpitayasataporn Mr.Pongchalerm Chalernsapayakorn and Mr.Pongsak Uthaisintucharoent outgoing directors to another term of directorship.

Therefore the Board of Directors will be consisted of 12 persons name:

(1) Mr.Phaibul Chalernsaphayakorn	Chairman of the Board / Executive Director
(2) Mr. Young Tai Lu	Director / Executive Director /President
(3) Ms.Vilai Siripoonkiatikul	Director/ Executive Director/ VP Finance and Account
(4) Mr.Paisan Sirichantaradilok	Director
(5) Mr.Thailuck Leetavorn	Director
(6) Mr.Pongsak Uthaisincharoen	Director
(7) Mr. Nit Poophitayastaporn	Director
(8) Mr.Pongchalerm Chalernsaphayakorn	Director
(9) Mr.Pongsak Angsupun	Independent Director / Chief Audit Committee
(10) Mr.Suchart Thammapiatgkul	Independent Director / Audit Committee
(11) Mr.Natthaphon Lilawattananun	Independent Director / Audit Committee
(12) Mr.Vinai Laohaprasit	Independent Director / Audit Committee

**Agenda 6 : To consider and approve the fixing of director's remuneration for the year 2018.**

The chairman proposed the Meeting to consider 2017 Director's Remuneration which, according to the Company's Memorandum of Association (item 25) will be approved by the Shareholders' meeting. For the year of 2018, The Board of Directors' resolution no.1/2018 on February 22, 2018 had approved that it is advisable to propose the shareholders to consider 2018 director's remuneration amount of 5,000,000 baht (Decrease 775,000 baht) from last year for allocating between directors and 5,000 baht traveling allowance per time / person. Details has attached in invitation letter.

The Chairman then invited question and comment from shareholders

No additional questions, Chairman proposed the Meeting to consider and vote.

Affirmative	215,879,356	Voted or	100%
Non affirmative	0	Voted or	0 %
Abstention	0	Voted or	0%

**Resolution** The Meeting considered and resolved the director's remuneration for year 2018 in amount of 5,000,000 Baht and traveling allowance Baht 5,000 per each meeting attendance as proposed.

**Agenda 7: To consider and approve the appointment of Company's auditor and fixing of auditing fee for the year 2018.**

The Chairman informed that the same auditor, KPMG Phoomchai Audit Ltd, proposed audit fee for the year ended 2018 in amount 1,400,000 Baht (In crease 200,000 Baht) does not include other expenses which the Board of Directors and Audit Committee have reviewed and considered. According to accounting standard and regulation which is changed, disclosed data which increase and Audit Fee has not been adjusted since 2015.

Therefore, it is proposed KPMG Phoomchai Audit Ltd.,'s Certified Public Accountant named:

- Mr. Bundit Tangpakorn CPA No. 8509 or
- Mr. Ekkasit Chuthamsatid CPA No. 4195 or
- Ms Chanarat Chanwa CPA No. 9052.

to be Company's Auditor for 2018. In case these auditor cannot do task, KPMG Phoomchai Audit Ltd is allowed to find another qualified Certified Public Accountant to replace.

The Chairman then invited question from shareholders.

No additional questions, Chairman proposed the Meeting to consider and vote.

Affirmative	215,889,556	Voted or	100%
Non affirmative	0	Voted or	0 %
Abstention	0	Voted or	0%

**Resolution** The Meeting considered and resolved to appoint KPMG Phoomchai Audit Ltd to be the Company Auditor for the year ended December 31, 2018 and fixing audit remuneration amount 1,400,000 Baht as proposed.

**Agenda 8: To consider and approve the amendment to clause 36 UEC's Article of Association.**

The Chairman informed that amendment to the UEC's Articles of Association is to be in line with Section 100 of the Public Limited Companies Act.B.E.2535(1992), which is amended according to the Order of the Head of the National Council for Peace and Order No.21/2560 Re: Additional amendment to the Law for Business Facilitation.

*The details of the proposed amendment to Article 36 of the Articles of Association are shown as follows :*

**Clause 36** The Board of Directors must hold an annual ordinary meeting of shareholders within 4 months from the ending date of the fiscal year of the Company.

All other meetings of shareholders apart from the aforementioned shall be called extraordinary meetings. The Board of Directors may summon an extraordinary meeting of shareholders whenever it sees fit, or one or more

shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may submit a written request to the Board of Directors for calling an extraordinary general meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.

In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph two, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five (45) days from the completion of such period. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation.

In case the quorum of the shareholders' meeting called by the shareholders as prescribed under paragraph three is not formed according to Article 38, the shareholders as prescribed under paragraph three shall be collectively responsible to the Company for expenses arising from such meeting.

The Chairman then invited question from shareholders.

No additional questions, Chairman proposed the Meeting to consider and vote.

Affirmative	215,914,556	Voted or	100%
Non affirmative	0	Voted or	0 %
Abstention	0	Voted or	0%

**Resolution** The Meeting considered and resolved amendment to the UEC's Articles of Association is to be in line with Section 100 of the Public Limited Companies Act.B.E.2535(1992), which is amended according to the Order of the Head of the National Council for Peace and Order No.21/2560as proposed.

**Agenda 9: \_\_\_\_\_ To consider other agenda (if any)**

The Chairman then invited question and comment from shareholders.

- Q Shareholder asks that trend of oil price which is better starting new project, company gets job form this project or not
- A Khun Young Tai Lu replies that company got some job from petrochemical project ,as 31/3/2561 company has backlog approximately 700 million baht
- Q Shareholder asks that when factory in Myanmar will be finished. Who will be in charge? There is plan for revenue and sales or not.



A Khun Young Tai Lu replies that factory will be finished in Q1 of 2562 . The manager from UNIMIT will be management and recruit staff from Myanmar training at UNIMIT before back to Myanmar. UNIMIT(Myanmar) has not got job until factory is finished ,however there is pre-marketing . There will not get profit in first 3-4 years . Break-even is about 4<sup>th</sup> or 5<sup>th</sup> year.

Q Shareholder asks that company has an idea to find new technology or product or not . How to do with current overwhelm cash

A Chairman replies that company still concentrates on 4 main product groups which company has expertise but will expand the geographical market, therefore the reason to establish factory in Myanmar. Company is necessary to have cash for expanding business

Q Shareholder asks that profit from foreign exchange is actual receipt or not

A Khun Vilai replies some is actual receipt ,some is accounting standard recording

Q Shareholder asks that there is many expand of oil refinery and petrochemical in Vietnam , company has market plan to enter this market or not ,and how UNIMIT(Myanmar) can get job.

A Khun Young Tai Lu replies that there are already other steel fabricators now in Vietnam. Company has supplied to petrochemical projects in Vietnam . For marketing of UNIMIT(Myanmar) ,company has plan to do pre-marketing ,to meet with government agency which take care about energy and petrochemical . Company see this opportunity and enter as the first comer which produce pressure vessel.

Q Shareholder asks about UNIMIT(Hong Kong) performance.

A Khun Vilai replies that UNIMIT (Hong Kong) is holding company  
Chairman adds that UNIMI (Hong Kong) has not any sales establishing for investing in UNIMIT(Myanmar) and smoothly for entering of future new partner. UNIMIT(Hong Kong) has not much expenses besides Audit Fee and little operating expenses.

No additional questions from shareholders. Chairman said thanks you all shareholder attending.

Chairman closed the meeting at 11.30 p.m.

- Mr. Phaibul Chalernsaphayakorn - Chairman

( Mr.Phaibul Chalernsaphayakorn )

Note: There and some Shareholders in / out after the meeting, effect voting increase/ decrease in each agenda.

SK/VS