



The Notice of the 2025 Annual General Meeting of Shareholders has been disseminated on the Company's website on April 8, 9, and 10, 2025. [www.unimit.com](http://www.unimit.com), [https://www.unimit.com/en/report/sm\\_70](https://www.unimit.com/en/report/sm_70). In accordance with the Public Limited Companies Act (No. 4) B.E. 2565 (2022) and the Department of Business Development's announcement on Electronic Advertising B.E. 2565 (2022) dated October 7, 2022,

3<sup>rd</sup> March 2025

The statement of financial position and income statements

Unit: Million Baht

**Subject :** Invitation to the Annual General Meeting of Shareholders for the year 2025.

**To :** Shareholders

- Enclosures :**
- Copy of the minutes of the Annual General Meeting of the Shareholders for the year 2024.
  - 56-1 One-Report 2024 in QR Code format.
  - Steps for Attending the Annual General Meeting of the Shareholders for the year 2025.
  - Documents to be used for attending the meeting.
  - Articles of Association in relation to the Shareholders' Meeting.
  - Definition of Independent Director, Nomination Policy, and Directors' Remuneration.
  - Profiles of Independent Directors nominated as shareholders' proxies
  - Profiles of directors nominated for another term
  - Proxy form.
  - Privacy Notice for Personal Data Protection (PDPA)
  - Meeting venue map.

The Board of Directors has resolved to hold the 2025 Annual General Meeting of Shareholders on Friday, April 25<sup>th</sup>, 2025 at 10:00 a.m. at Royal Jasmine Room, Jasmine Executive Suites Hotel Address 2 Soi Prasarnmitr (Sukhumvit 23), Sukhumvit Rd, Klongtoey-Nua, Wattana, Bangkok 10110. Tel. 02 204 5885 Fax. 02 259 8555 to consider the following agenda items.

**Agenda 1** **To consider and approve the Minutes of the 2024 Annual General Meeting of Shareholders.**

**Objectives and Reasons:** The 2024 Annual General Meeting of Shareholders was held on April 26, 2024, and the meeting minutes were prepared within 14 days of the meeting date, submitted to the Thai Stock Exchange and the Ministry of Commerce within the time frame specified by law, and published on the Company's website ([www.unimit.com](http://www.unimit.com)). However, the Company has made the meeting minutes available on its website, along with the meeting invitation letter and other documents related to the 2025 Annual General Meeting of Shareholders; a copy of the meeting minutes is attached (Enclosure 1).

**The Board's opinion:** The Board agreed that it was accurate. The Minutes of the Meeting should be approved by shareholders.

**Resolution:** This agenda item must be approved by a majority vote of shareholders and proxies present at the meeting and eligible to vote.

**Agenda 2** **To acknowledge the 56-1 One Report and Board of Directors Report for the year 2024.**

**Objectives and Reasons:** The Board of Directors reviewed the 56-1 One-Report and the Board of Directors' Report for the year 2024 and determined that they were correct and adequately disclosed, which were published on the Company's website ([www.unimit.com](http://www.unimit.com)) and distributed to shareholders with the invitation letter to this meeting (Enclosure 2).

**The Board's opinion:** The Board of Directors determined that shareholders should acknowledge the Company's 56-1 One-Report 2024 operational results and 56-1 One-Report 2024

**Resolution:** This agenda item is for acknowledgement and resolution is not required.

**Agenda 3** **To consider and approve the Company's Financial Statements for the year ended 31<sup>st</sup> December 2024.**

**Objective and Reasons:** To comply with the law, the Company must prepare annual financial statements at the end of the fiscal year, which must be audited by the auditor before being proposed for approval at the Shareholders' Meeting.

**The Board's opinion:** The Board requests the meeting to consider and approve the financial statements for the year ended 31<sup>st</sup> December 2024, as duly audited and certified by the auditor from EY Office Limited and reviewed by the Audit Committee. The summary of the Company's financial position and performance for the year 2024 is as follows:

	The Company and its subsidiaries	The Company
Total Assets	1,335	1,300
Total Liabilities	172	146
Total shareholders' equity	1,163	1,153
Contract revenue	895	878
Total revenue	900	883
Profit/(Loss) for the year	-31	-113
Profit/(Loss) per share (Baht/Share)	-0.06	-0.20

Details are as shown in the Company's 56- 1 One-Report for the year 2024 in QR Code format as submitted to the shareholders together with this notice of meeting (Enclosure 2)

**Resolutions:**

This agenda item requires approval by a majority vote of shareholders and proxies who attend the meeting and have the right to vote.

**Agenda 4**

**To consider and approve dividend payment for the year 2024.**

**Objectives and Reasons:**

The Company has a policy to pay dividend not less than 40% of the net profit after corporate income tax and legal reserves and subject to cash requirement for future investment and business expansion projects.

Dividend payment data for the past years.

(Separate FS)

Year	Net profit / (Net loss) (MB)	Dividend / share			Total amount (MB)	Percentage Of Net profit / (Net loss)
		Interim (Baht)	Final (Baht)	Total (Baht)		
2024 (Proposed)	-113	0.03	0.03	0.06	34.23	-30.42
2023	119	0.10	0.10	0.20	114.10	95.69
2022	-2	0.06	0.03	0.09	51.35	-2,250.00

**The Board's opinion:**

Agreed to approve additional dividend payments for the 2024 performance. At a rate of Baht 0.03 per share, for Baht 17,115,318. The payment is due on May 20, 2025. On September 6, 2024, the Company paid an interim dividend of Baht 0.03 per share, totaling Baht 17,115,318, bringing the total dividend payments for the 2024 operating results to Baht 0.06 per share, totaling Baht 34,230,636, or -30.42% of net profit. The dividend payout ratio is in accordance with the dividend payment policy.

**Resolution:**

This agenda item requires approval by a majority vote of shareholders and proxies who attend the meeting and have the right to vote.

**Agenda 5**

**Consider electing directors to replace those who will retire at the end of their terms.**

**Objectives & Reasons:**

According to Article 20 of the Company's Articles of Association, at the Annual General Meeting of Shareholders, one-thirds (1/3) of the directors shall retire from office. The retired directors are eligible to be re-elected for another term. For this year, three directors who will retire by rotation are as follows:

- Mr. Suchart Thammapiatagkul Independent Director
- Mr. Young Tai Lu Director
- Mr. Vinai Laohaprasit Independent Director

The Company has given shareholders the opportunity to nominate qualified individuals for election as directors between December 1, 2024 and January 31, 2025, by disseminating information through the Stock Exchange of Thailand's news system and the Company's website. It turned out that no shareholders had nominated anyone for the Company.

**The Board's opinion:**

The Board of Directors, excluding stakeholders, agrees to elect directors who must retire during this term. Three members were re-elected to the Board of Directors for another term.

1 Directors who have experience and knowledge of the Company's business are qualified to manage the business for the benefit of the Company, have passed a discreet and thorough screening process in accordance with the Company's procedures, and have relevant and appropriate qualifications for the Company's business operations.

2 Independent Director who has served for more than 9 years and is considered by the Board of Directors to be capable of providing independent opinions, as well as experience and knowledge of the Company's business and compliance with laws governing Independent Director requirements.  
The Directors Profiles nominated for another term of office are enclosed with the invitation letter (Enclosure 8).

Resolution: This agenda item requires approval by a majority vote of shareholders and proxies who attend the meeting and have the right to vote.

**Agenda 6** **To consider and approve the Remuneration of Directors’ for the year 2025.**

Objectives and Reasons: According to Article 25 of the Company’s Articles of Association, the Directors’ remuneration requires the approval of the Shareholders’ Meeting. For 2024, The Shareholders’ Meeting had approved the Board’s remuneration for a total amount Baht 5,000,000 and travelling allowance of Baht 5,000 per person per day.

For 2025, the Nomination and Remuneration Committee has considered Directors’ remuneration to be in accordance with their duties and responsibilities and in accordance with the Principles of Good Corporate Governance and the Company’s operating results. It was deemed appropriate to propose the remuneration package for the year 2025 for an amount of Baht 5,000,000 (same as last year) and travelling allowance of Baht 5,000 per person per day.

Directors’ Remuneration Baht/year

Board of Director / Subcommittees	Person	Position	Renumeration/ person	2025 (Proposed)	2024
Board of Directors	1	Chairman	379,500	379,500	379,500
	10	Directors	362,500	3,625,000	3,625,000
Executive Committee (Subcommittee)	1	Chief	100,000	100,000	158,500
	4	Committee	100,000	400,000	317,000
Authorized Signatory Director (No receive salary)	3	Director	8,500	25,500	50,000
Audit Committee (Subcommittee)	1	Chief	158,500	158,500	158,500
	3	Committee	87,500	262,500	262,500
Nomination and Remuneration Committee (Subcommittee)	1	Chief	10,000	10,000	10,000
	3	Committee	8,000	24,000	24,000
Chief of Risk Management Committee and Corporate Governance (Subcommittee)	1	Chief	15,000	15,000	15,000
Total amount (Exclude Travelling Allowance)				5,000,000	5,000,000
Other benefits				None	None

Remarks: Travelling allowance of Baht 5,000 per person per day shall be paid to directors who attend the meeting. Executive Directors who receive salary and attend the Executive Committee meeting will not be entitled for travelling allowance. There are no other benefits payable to directors.

The Board’s opinion: The Board deems it appropriate to approve the remuneration for 2025 for a total amount of Baht 5,000,000 (same as last year) and travelling expense of Baht 5,000 per person per day with careful consideration through all the conditions.

Resolution: The resolution for this agenda item requires not less than two-thirds (2/3) of vote of shareholders and proxies who attend the meeting and are entitled to vote.

**Agenda 7** **To consider and approve the appointment of Company’s auditor and fixing of auditing fee for the year 2025.**

Objectives and Reasons: The Board of Directors of the Company has considered and agreed with the Audit Committee’s opinion to appoint EY Office Limited to be auditor for 2025 with the list of the names of auditors as follows:

Mr.Serm Brisuthikun Certified Public Accountant, registration number 9452 or  
Mr.Natthawut Santipiet Certified Public Accountant, registration number 5730 or  
Mr.Kittiphun Kiatsompob Certified Public Accountant, registration number 8050

In the event that the auditor listed above is unable to perform the work, EY Office Company Limited will provide other certified auditors from EY Office Company Limited instead.  
EY Office Limited offers an audit fee of Baht 1,400,000 per year (same as last year).

EY Office Limited is an international recognized firm and has good team and experience staff to conduct audit. It has no relationship or interest with the Company / major shareholders or related to such person, therefore, being independent in auditing and expressing opinion on the Company’s financial statements. Auditor of subsidiary company in Myanmar, UTW (Myanmar) Limited is the same group, thus the Board can control schedule of financial report.  
Mentioned Auditor who signed the company’s financial statements for 1 fiscal year.

Auditor’s fee data for the past years.

Year	Auditor’s fee		Amount Baht
	Year-end & Quarter	Non Audit’s fee	
2025 (Proposed)	1,400,000	-non-	1,400,000
2024	1,400,000	-non-	1,400,000
2023	1,400,000	-non-	1,400,000

The Board’s opinion: The Board of Directors has considered and agreed to appoint EY Office Limited to be auditor for 2024 and further proposing to the shareholders’ meeting for approval.  
The auditor’s remuneration is Baht 1,400,000 (same as last year) excluding other expenses with other expensed based on actual cost.


Resolutions: This agenda item requires approval by a majority vote of shareholders and proxies who attend the meeting and have the right to vote.

**Agenda 8** **To consider other matters (if any)**

The Board’s opinion: It is advisable to set up this agenda item in case other businesses are proposed.

We, therefore, respectfully request the pleasure of your presence at the 2025 Annual General Meeting of Shareholders on the date and time specified. If any of you intend to appoint another person to attend the meeting and vote on your behalf, please fill out and sign the proxy forms (details in Enclosure 9), and attach any supporting evidence (details in Enclosure 4) and return them to us in advance of the meeting date, or present the evidence to the official at the document check-point before the meeting commences on the meeting date.

Yours faithfully,  
By order of The Board of Directors

  
(Ms.Suphap Kaewwongmuang)  
Company Secretary

Remarks 1. The Company has given shareholders the opportunity to propose the agenda for the 2025 Annual General Meeting of Shareholders from December 1, 2024 to January 31, 2025. No shareholder proposed an agenda for the 2025 Annual General Meeting of Shareholders.  
2. The Company had disclosed the Minutes of the Annual General Meeting of Shareholders for the Year 2024 held on the Company’s website on May 3, 2024  
3. The Company has posted this Invitation to Attend the Annual General Meeting of Shareholders for the Year 2025, including all attachments and proxy forms on the Company’s website on March 3<sup>rd</sup> 2025.  
4. The Shareholders can download the 56-1 One Report from the Company’s website or via QR Code in the Notice of Meeting.

