

No. 5/2023

26th April 2023

President / The Stock Exchange of Thailand

Dear sir

Subject: Resolution of Annual General Meeting of Shareholder for 2023

The Annual General Meeting of Shareholder for 2023 of Unimit Engineering Public Company Limited held on 26th April 2023 at 10.00 am. passed the resolutions as follows.

1. Adoption minutes of Annual General Meeting of Shareholders Year 2022 held on 26th April 2022 with the votes as follows:

Approved	231,657,550	Votes	or	100.0000	%
Disapproved	0	Votes	or	0.0000	%
Abstained	0	Votes	or	0.0000	%
Void	0	Votes	or	0.0000	%

2. To acknowledge the 2022 annual report and report of the Board of Directors.

3. Approval of the audited financial statement for the year ended 31st December 2022 with the vote as follows:

Approved	232,619,063	Votes	or	100.0000	%
Disapproved	0	Votes	or	0.0000	%
Abstained	0	Votes	or	0.0000	%
Void	0	Votes	or	0.0000	%

4. Approval of dividends payment addition to the interim dividends at the rate of Baht 0.03 per share amount Baht 17,115,318 pay from retained earning to the shareholders whose registered with the Company (Record date) as of 10th March 2023, the dividends are scheduled to be paid on 19th May 2023.

In addition, the Board of Directors reported to the meeting of shareholders that the Board of Directors' Meeting No. 3/2022 held on 10th August 2022 resolved to pay interim dividends to the shareholders at the rate of 0.06 Baht per share amount Baht 34,230,636, the dividends were paid on 8th September 2022. Thus total 2021 dividend rate was Baht 0.09 per share. Totally Baht 51,345,954 and that Company allocated as Legal Reserve fully to 10% of registered capital with the vote as follows:

Approved	232,619,063	Votes	or	100.0000	%
Disapproved	0	Votes	or	0.0000	%
Abstained	0	Votes	or	0.0000	%
Void	0	Votes	or	0.0000	%

5. Approval to the reappointment of four director who are completed term by rotation retirement for tenure, name as follows:

(1) Mr.Phaibul Chalernsaphayakorn

Director

Approved	232,619,063	Votes	or	100.0000	%
Disapproved	0	Votes	or	0.0000	%
Abstained	0	Votes	or	0.0000	%
Void	0	Votes	or	0.0000	%

(2) Mr.Thailuck Leethavorn

Director

Approved	232,619,063	Votes	or	100.0000	%
Disapproved	0	Votes	or	0.0000	%
Abstained	0	Votes	or	0.0000	%
Void	0	Votes	or	0.0000	%

(3) Mr.Bundit Lertprasertsuk

Director

Approved	232,619,063	Votes	or	100.0000	%
Disapproved	0	Votes	or	0.0000	%
Abstained	0	Votes	or	0.0000	%
Void	0	Votes	or	0.0000	%

(4) Ms.Vilai Siripoonkiatikul

Director

Approved	232,619,063	Votes	or	100.0000	%
Disapproved	0	Votes	or	0.0000	%
Abstained	0	Votes	or	0.0000	%
Void	0	Votes	or	0.0000	%

6. Approval of directors' remuneration for 2023 amount Baht 4,707,600 and traveling allowance amount Baht 5,000 per person per day.

Board of Director / Sub - Committee	Person	Position	Remuneration/ person/year	2023
Board of Director	1	Chairman	352,400	352,400
	10	Director	341,400	3,414,400
Executive Committee (Sub-Committee)	1	Chief	157,600	157,600
	2	Committee	157,600	315,200
Audit Committee (Sub-Committee)	1	Chief	158,100	158,100
	3	Committee	87,100	261,300

Nomination and Remuneration Committee (NRC) (Sub-Committee)	1	Chief	10,000	10,000
	3	Committee	8,000	24,000
Risk Management Committee and Corporate Governance (Sub-committee)	1	Chief	15,000	15,000
Total amount (exclude travelling allowance)				4,707,600

With the vote as follows:

Approved	232,646,063	Votes	or	100.0000	%
Disapproved	0	Votes	or	0.0000	%
Abstained	0	Votes	or	0.0000	%
Void	0	Vote	or	0.0000	%

7. Appointment EY Office Limited to be Company's auditor for the year 2023 and audit fee was fixed at Baht 1,400,000 by assigned either one of following CPA name to audit:

<u>Name</u>	<u>CPA No.</u>
Ms. Krongkaew Limkittikul	5874 or
Mr. Natthawut Santipiet	5730 or
Mrs. Wilai Sunthornwanee	7356

With the vote as follows :

Approved	232,653,363	Votes	or	100.0000	%
Disapproved	0	Votes	or	0.0000	%
Abstained	0	Votes	or	0.0000	%
Void	0	Votes	or	0.0000	%

8. Approve amendment to Article 28, 29, 33,36, 37,39, 48 of the UEC's Articles of Association to be in line of the Public Limited Companies Act.B.E.2565(2022) as mentioned. (Detail as per attach 1)

With the vote as follows :

Approved	232,649,363	Votes	or	99.9983	%
Disapproved	4,000	Votes	or	0.0017	%
Abstained	0	Votes	or	0.0000	%
Void	0	Votes	or	0.0000	%

Please be informed accordingly.

Yours sincerely,

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(Ms.Vilai Siripoonkiatikul)
Authorized signature

Article 28 The chairman shall summon a Board of Directors meeting.

When appropriate to preserve the rights or benefits of the Company, two or more directors may jointly requisition the chairman to summon a Board of Directors meeting, indicating the subject matter and reasons to be presented for consideration in the meeting. In such event, the chairman shall summon and fix the date of the meeting within 14 days from the date of receipt of the requisition to that effect.

In the event the chairman fails to comply with paragraph 2, the directors requisitioning may jointly summon and fix the date of a meeting to consider the matter requisitioned within 14 days from the date of the lapse of the time period provided in paragraph 2.

In the event there is no chairman for whatever reason, the vice-chairman shall summon a Board of Directors meeting. In the event there is no vice-chairman for whatever reason, two or more directors may jointly summon a Board of Directors meeting.

Article 29 To summon a Board of Directors meeting, a letter of appointment for the meeting shall be sent to the directors not less than 3 days before the date of the meeting; except in an exigency for the purpose of preserving the rights or benefits of the Company, the appointment for the meeting may be notified electronically or otherwise and the date fixed for the meeting may be earlier than that.

In sending a letter of appointment for the meeting to the directors, the Company shall send to an electronic mail address or other electronic channels informed by the directors, if the directors have clearly notified of their intent or consent in writing or electronically to that effect.

In the event the directors wish to change a detail of an electronic mail address or other electronic channels earlier given or to cancel the sending of a letter of appointment for the meeting electronically, the directors shall notify the Company not less than 3 days before the date of meeting.

In the event the directors fail to notify the Company of a change of detail of an electronic mail address or cancellation of sending of a letter of appointment for the meeting within the time period specified in paragraph 3, sending of a letter of appointment of the meeting to the electronic mail address or electronic channels earlier informed by the directors shall be deemed lawful.

Article 33 The Board of Directors must meet at least once in every 3 months in the locality where the principal office or a branch office of the Company is situated, or in a nearby province or some other locality.

The Board of Directors meeting in paragraph 1 may be conducted electronically in accordance with the provisions of the laws regarding electronic meetings. In the event of an electronic meeting, the locality where the principal office of the Company is situated shall be deemed a locality of the meeting.

Article 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 shareholders representing in aggregate not less than one-fifth of the outstanding shares or not less than 25 shareholders representing in aggregate not less than one-tenth of the outstanding shares may at any time request the Board of Directors in writing to summon the extraordinary meeting of shareholders, provided the

reason for requesting the summoning of the meeting must be stated clearly in the writing. In such a case, the Board of Directors must hold the meeting of shareholders within 45 days from the date of receipt of such writing from the shareholders.

In the event the Board of Directors fails to hold the meeting within a specified period of time under paragraph 2, shareholders representing or other persons holding shares in aggregate as provided may summon the meeting within 45 days from the date of the lapse of the time period specified in paragraph 2. In such case, the meeting shall be deemed to be summoned by the Board of Directors where the Company shall be responsible for necessary expenses incurred from holding of the meeting and reasonable facilitation therefor.

In the event where it appears in any meeting of shareholders summoned under paragraph 3 that the number of shareholders attending the meeting does not constitute a quorum as provided in the Article 38 of the Company's Articles of Association, the shareholders under paragraph 3 shall be jointly responsible to the Company for the expenses incurred from holding such meeting.

Meetings of shareholders may be held electronically in accordance with the provisions of laws regarding electronic meetings.

Article 37 The Board of Directors shall prepare a written notice for a meeting of shareholders, specifying the place, date and time, and agenda of the meeting, as well as the matters to be proposed to the meeting, together with such details as may be reasonable, and indicating clearly whether such matters are to be proposed for information, for approval or for consideration, as the case may be, including the Board's opinions about them, and the notice shall be sent to the shareholders and the Registrar for acknowledgement not less than 7 days before the date fixed for the meeting and published for 3 consecutive days, not less than 3 days before the date fixed for the meeting, in a Thai daily newspaper published and distributed in the locality where the principal office of the Company is situated.

The place to be used for the meeting of shareholders must be located in the locality where the principal office or a branch office is situated, or in a province near the principal office location.

In the event of an electronic meeting, the locality where the principal office of the Company is situated shall be deemed a locality of the meeting.

In sending a letter of appointment for the meeting to the shareholders under paragraph 1, the Board of Directors may send such letter or document electronically to an electronic mail address or other electronic channels informed by such persons.

In the event of shareholders summoning a meeting, the shareholders summoning the meeting may send a letter of appointment of the meeting to shareholders electronically if the shareholders have notified the Company or the Board of Directors of their intent or consent to that effect.

In the event the shareholders wish to change a detail of an electronic mail address or other electronic channels earlier given or to cancel the sending of a letter of appointment for the meeting electronically, the shareholders shall notify the Company or the Board of Directors as such not less than 7 days before the date of meeting.

In the event the shareholders fail to notify the Company or the Board of Directors of a change of detail of an electronic mail address or a cancellation of sending of a letter of appointment for the meeting within the time period specified under paragraph 6, sending of a letter of appointment of the meeting to the electronic mail address or electronic channels earlier informed by the shareholders shall be deemed lawful.

In publishing of the notice for a meeting under paragraph 1, the Board of Directors may publish electronically, as provided in the provisions of laws regarding electronic publication.

Article 39 A shareholder may grant proxy to another person to be present at a meeting of shareholders and vote on his/her behalf. The proxy shall be dated and signed by the grantor and shall be in accordance with the form determined by the Registrar.

The proxy shall be deposited with the chairman or a person designated by the chairman before the proxy holder attends the meeting.

Proxy granting under paragraph 1 may be done electronically by using a method which is safe and reliable that such proxy granting is done by shareholders, in accordance with the criteria set out by the Registrar.

In granting proxy electronically, an identity of the granting shareholder must be identifiable. In the event of a use of an electronic signature, proving and verifying of the proxy granter must be of a standard at least in accordance with the provisions of laws regarding electronic transactions.

Article 48 No dividend shall be distributed otherwise than out of profits. In the event the Company still incurs accumulated losses, no dividend may be distributed.

Subject to Article 5, the dividends shall be distributed equally for each share according to the number of shares.

The Board of Directors may from time to time pay to the shareholders such interim dividends as appeared to the directors to be justified by the profits of the Company and shall accordingly report to the shareholders at a subsequent meeting.

Payment of dividends shall be made within 1 month from the date the shareholders meeting or the Board of Directors meeting, as the case may be, has passed a resolution. To this, a written notice of declaration of the dividends shall be given to the shareholders and also published in a Thai daily newspaper for 3 consecutive days, or may be published electronically, in accordance with the provisions of laws regarding electronic publication.

In sending of a notice of declaration of the dividends to shareholders under paragraph 4, the Board of Directors may send electronically to electronic mail address or other electronic channels informed by the shareholder.

In the event the shareholders wish to change a detail of an electronic mail address or other electronic channels earlier given or to cancel electronic sending of a notice of declaration of the dividends, the shareholders shall notify the Company or the Board of Directors as such not less than 3 days before the payment of dividends.

In the event the shareholders fail to notify the Company or the Board of Directors of a change of detail of an electronic mail address or a cancellation of electronic sending of notice of declaration of the dividends within the time period specified under paragraph 6, sending of notice of declaration of the dividends to the electronic mail address or electronic channels earlier informed by the shareholders shall be deemed lawful.