

No. 02/2023

February 22, 2023

President
The Stock Exchange of Thailand
93 Ratchadapisek Road, Kwang Dindaeng, Khet Dindaeng,
Bangkok 10400

Subject: Appoint Annual General Meeting of Shareholders and dividend payment.

Dear sir,

The Board of Directors Meeting No. 1/2023 of Unimit Engineering Public Company Limited (UEC) held on February 22, 2023 passed the resolutions as following:

1. To propose the shareholders to approve dividend payment for the year 2022, additional from interim dividend, in rate 0.03 Baht per share paid from retained earnings. Dividend shall be paid on May 19, 2023. This is additional payment to the interim dividends paid out on September 8, 2022 rate @ 0.06 Baht per share. So the dividend for the operation result of 2022 will be 0.09 Baht per share

2. Appoint 2023 annual general meeting of shareholders on April 26, 2023 time 10:00 a.m at Royal Jasmine Room, Jasmine Executive Suites Hotel, No.2 Soi Prasarnmitr (Sukhumvit 23), Sukhumvit Rd., Klongtoey-Nua, Wattana, Bangkok 10110.

3. Appoint record date for the right of shareholders to attend and vote at the 2023 Annual General Meeting and to receive the dividend on March 10, 2023.

"The right to receive dividend or new shares, as the case may be, is uncertain as it has not yet been approved by shareholders."

4. Agenda for the annual general meeting will be as follows:

4.1 To adopt minutes of Annual General Meeting of shareholder for the year 2022.

The Board's opinion : It is advisable to adopt the minutes of the meeting.

4.2 To acknowledge annual report and report of the Board of Directors for the year 2022.

The Board's opinion : It is advisable to have the shareholders acknowledge the report on the operation results of the previous year and acknowledge the Board of Directors' report of 2022.

4.3 To consider and approve the company's financial statement for the year ended December 31, 2022.

The Board's opinion : It is advisable to propose that the shareholders consider and approve the Statement of financial ended December 31, 2022 which have been audited by the auditor.

4.4 To consider appropriation retained earning and approve dividend payment for operation 2022.

The Board's opinion : It is advisable to approve the payment of dividends at the rate of 0.03 Baht per share. The dividends are scheduled to be paid on May 19, 2023. This is additional payment to the interim dividends paid out on September 8, 2022 rate @ 0.06 Baht per share. So the dividend for the operation result of 2022 will be 0.09 Baht per share.

4.5 To consider fixing of director's remuneration for the year 2023.

The Board's opinion : The Board of Directors deems it expedient to have the meeting of shareholders fix the directors' remuneration for 2023 amount 4,707,600 Baht (same as last year) Plus meeting's traveling allowance amount 5,000 Baht per time per person.

4.6 To consider and approve the election Director to replace Director who are completed term by rotation retirement.

The Board's opinion : It is advisable to elect 4 Directors required to retire by rotation at this meeting, namely,

1. Mr.Phaibul Chalernsaphayakorn
2. Mr.Thailuck Leethavorn
3. Mr.Bundit Lertprasertsuk
4. Ms.Vilai Siripoonkiatikul

to the office of director for another tenure.

4.7 To consider and approve the appointment of the company's auditor and fixing of auditing fee for the year 2023.

The Board's opinion : It is advisable to appoint

Ms. Krongkaew Limkittikul Certified Public Accountant, registration no. 5874 or
Mr. Natthawut Satipet Certified Public Accountant, registration no. 5730 or
Mrs. Wilai Sunthornwanee Certified Public Accountant, registration no. 7356

from EY Office Limited to be Company's Auditor for 2023 and the auditor's remuneration is fixed rate amount 1,400,000 Baht(Increase 200,000 Baht) .
Other fee –no-

4.8 To approve the amendment of Article 28, 29, 33, 36, 37, 39 and 48 of the UEC's Article of Association. (Attachment 1)

The Board's opinion : The Board found it appropriate for the Meeting to approve amendment to Article 28, 29, 33, 36, 37, 39 and 48 of the UEC's Articles of Association to be in line of the Public Limited Companies Act.B.E.2565(2022) as mentioned.

4.9 To consider other agenda (if any).

Please be informed accordingly.

Yours sincerely,

(Ms.Vilai Siripoonkiatikul)
Authorized Signature
On behalf of Board of Director

The amendment to Article of the UEC's Article of Association

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.