



บริษัท ยูนิมิต เอนจิเนียริง จำกัด (มหาชน)

UNIMIT ENGINEERING PUBLIC COMPANY LIMITED

ทะเบียนเลขที่ 0107548000323 [http : // www.unimit.com](http://www.unimit.com)

(Translation from Thai text)

Unimit Engineering Public Company Limited.

## Minutes of the 2021 Annual General Meeting of Shareholders

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**Time and Method of Meeting** on Wednesday, April 28th, 2021 at 10 a.m. through electronic meeting (E-AGM).

This meeting is an electronic media conference. The company's electronic system, Quid Lab Co., Ltd., which is intertwined with the announcement of the Ministry of Digital Economy and Society on the security standards of electronic meetings (B.E. 2563, 2020), is also a certified company for meeting control systems by the Electronic Transactions Development Agency (ETDA).

**Shareholders attending the meeting :** At the time of the meeting, there were 14 shareholders attending the meeting in person, holding 143,911,208 shares, representing 25.2250 percent, and proxied to 19 others to attend the meeting, counting 118,583,069 shares, representing 20.7854 percent, including 33 shareholders by themselves and by proxy. The total shares were counted at 262,494,277 shares, representing 46.0104% of the total 2,350 shareholders, totaling 570,510,600 shares, forming a quorum according to Article 38 of the Company's Articles of Association.

At the closure of the meeting, a total of 33 people attended the meeting and voted for the total number of shares of 262,494,277 shares, representing 46.0104 percent of the total number of shares.

**Meeting Proceedings :** Mr. Phaibul Chalernsaphayakorn, Chairman of the Board, presided over the meeting, gave an opening remark, and asked Ms. Suphap Kaewwongmuang, Company Secretary, to introduce the Directors, Executives, Auditors, and Legal Counsel to witness vote counting and explain the voting procedures.

### Directors attending the meeting, 100%

(1) Mr. Phaibul Chalernsaphayakorn	Chairman of the Board of / Executive Director
(2) Mr. Paisan Sirichantaradilok	Director / Executive Director / President / Risk Management and Corporate Governance Committee
(3) Mr. Keerin Chutumstid	Director
(4) Mr. Thailuck Leetavorn	Director
(5) Mr. Pongsak Utaisinchaoen	Director
(6) Mr. Pongchalerm Chalernsaphayakorn	Director
(7) Mr. Pongsak Angsupun	Independent Director / Chairman of the Audit Committee / Member of the Nomination and Remuneration Committee

(8) Mr. Suchart Thammapitagkul	Independent Director / Member of Audit Committee / Chairman of the Nomination and Remuneration Committee
(9) Mr. Natthaphon Lilawathananun	Independent Director / Member of Audit Committee / Member of the Nomination and Remuneration Committee
(10) Mr. Vinai Laohaprasit	Independent Director / Member of Audit Committee / Member of the Nomination and Remuneration Committee / Chairman of the Risk Management and Corporate Governance Committee

Directors on leave from the meeting (None)

Executives, Auditors, Legal Counsel and witnesses in the counting of the attendance.

(1) Ms. Vilai Siripoonkiatikul	Acting Vice President of Accounting and Finance
(2) Ms. Chanarat Chanwa	Auditor from KPMG Phoomchai Audit Ltd.
(3) Ms. Nuchanat Ratchapongthai	Manager, KPMG Phoomchai Audit Ltd.
(4) Mr. Sombat Krasaeyan	Legal Counsel and Witnesses in Vote Counting

Then they clarified the voting practices.

To vote for each agenda item, hold 1 share equal to 1 vote, and vote on each agenda item. If none of the shareholders objects, disagrees, or abstains, it is assumed that shareholders approve or agree in accordance with the proposed resolutions.

If any shareholders object, disagree, or abstain, they should press the button on the system; if they disagree or abstain, the system will deduct that vote from all votes cast at the meeting.

Shareholders who have authorized others to attend the meeting and vote in advance. The company recorded a rating, agreeing, disagreeing, or abstaining, according to the wishes of shareholders. The proxy does not have to vote anymore.

#### Debriefing or comments

If any shareholder wishes to ask a question or comment, please ask a question or comment directly related to the agenda, and you can start sending questions or comments through the "Text box" (or chat box on the left). The directors will answer the questions according to the agenda.

The Chairman then conducted the meeting in accordance with the following agenda:

**Agenda 1: To consider and certify the minutes of the 2020 Annual General Meeting of Shareholders**

The Chairman stated that a copy of the Minutes of the 2020 Annual General Meeting of Shareholders, held on August 19, 2020, has been sent to shareholders together with the notice of the meeting for review in advance. The minutes of the aforementioned meeting, the Board of Directors determined that it had been properly recorded.

The Chairman then gave shareholders the opportunity to inquire and provide further comment.

There was no further shareholder inquiry, so the Chairman asked the meeting to vote. The results of the votes are as follows:

Approved	262,494,277	votes, equivalent to 100%
Disapproved	0	votes, equivalent to 0%
Abstained	0	votes, equivalent to 0%
Voided	0	votes, equivalent to 0%

**Resolution:** The Meeting was **resolved to adopt the Minutes.**

**Agenda 2: Acknowledge the Annual Report and the Board of Directors' Report for the Year 2020.**

The Chairman assigned Mr. Paisan Sirichantaradilok, Chief Executive Officer, to report:

Mr. Paisan Sirichantaradilok reports:

**Production**

Since the restructuring of the management at the end of 2019, which has been well-cooperated by employees at all levels, the projects have been accomplished according to the plans and goals set.

**Business Opportunities**

The coronavirus 2019 pandemic that has spread worldwide since late 2019 has had a significant impact on the economy. The overall economic forecast will recover better as a result of the approval of the use of the coronavirus 2019 vaccine as well as the ongoing government-based stimulus policy. From the investment plans of oil groups, domestic gas and petrochemicals, including machine improvement and maintenance, as well as the expansion of the energy industry and power plant sectors, projects have been launched continuously, which are the projects that the company can take part in.

**Competition**

Competitors are becoming more severe, and there is still a shortage of skilled workers.

In 2020, the Company and its subsidiaries' revenue totaled 800 million baht, decreasing at a rate of 16% compared to their 2019 revenue of 950 million baht,

In 2020, the Company and its subsidiaries operated at a net profit of 36 million baht, or 0.06 baht per share, compared to a net loss of 152 million baht, or 0.27 baht per share, in 2019.

As of December 31, 2020, the Company had total assets of 1,475 million baht (compared to 2019 with total assets of 1,562 million baht). Total liabilities decreased to 159 million baht (from 253 million baht in 2019). Shareholders' equity increased to 1,316 million baht (from 1,308 million baht in 2019).

The debt-to-equity ratio decreased to 0.12 times (from 0.19 times in 2019).

Cash and cash equivalents of 505 million baht (up from 404 million baht in 2019).

#### Receiving the CSR-DIW Continuous Award for the tenth year in a row in 2020

The Company recognized its importance and participated in the project to promote the establishment of the unity of power to create social responsibility. This leads to socially responsible organizations that maintain the environment and surrounding residential communities that grow together under environmental conditions and sustainably high quality of life.

#### CSR Events

For more than 10 years, the Company has continued to support social responsibility and surrounding communities, both educationally and environmentally, through its operations.

The Chairman then gave shareholders the opportunity to inquire and provide further comment.

There was no further shareholder inquiry, The Chairman then informed the meeting that the agenda was for acknowledgement. There was no vote.

**Resolution:** The Meeting acknowledged the Company's operations in 2020.

#### **Agenda 3: To approve the Financial Statements for the year ended December 31<sup>st</sup>, 2020.**

The Chairman stated that, in accordance with the company's Articles of Association (Article 46) requires the Board of Directors to hold annual Financial Statements at the end of the fiscal year and arrange for auditors to audit and present them to the shareholders' meeting for approval.

The Board of Directors' Meeting No. 1/2021 on February 24, 2021, resolved to propose to the 2021 Annual General Meeting of Shareholders to approve the Company's 2020 financial statements, which have been reviewed by the Audit Committee. The Board of Directors has passed an audit by the auditor, details of which have been presented in the annual report that has been submitted to shareholders in advance with the invitation to the meeting.

The Chairman then gave shareholders the opportunity to inquire and provide further comment.

There was no further shareholder inquiry, so the Chairman asked the meeting to vote. The results of the votes are as follows

Approved	262,094,277	votes, equivalent to 99.8476%
Disapproved	0	votes, equivalent to 0%
Abstained	400,000	votes, equivalent to 0.1524%
Voided	0	votes, equivalent to 0%

**Resolution:** The meeting approved the annual Financial Statements for the period ending December 31, 2020, which the auditor has completed as proposed.

**Agenda 4:** To approve the dividend payment for the year 2020.

In accordance with the company's Articles of Association (Article 49) the company must set aside a portion of its annual profit as reserves, not less than 5% of the annual net profit, until this reserve amounts to at least 10% of the registered capital.

As of December 31, 2020, the Company has a registered capital of 142,627,650 baht and the Company allocates legal reserves of 14,300,000 baht to 10% of the registered capital, so there is no need to allocate more.

The Chairman informed the Meeting that in 2020 the Company's Consolidated Financial Statements would have a profit after corporate taxes of 35,874,993 baht and a separate profit of 52,613,774 baht. The Board of Directors' Meeting No. 1/2021 on February 24, 2021, resolved to propose to the 2021 Annual General Meeting of Shareholders to consider and approve the dividend payment for the 2020 operating results at the rate of 0.04 baht per share up to 22,820,424 baht.

The resolution must be approved by the AGM. Define the list of people who are eligible for a dividend on March 12, 2021, with payment due on May 19, 2021.

Prior to that, the Board of Directors' Meeting No. 5/2020 on August 11, 2020 resolved to pay interim dividends to shareholders at the rate of 0.05 baht per share, totaling 28,525,530 baht, which was paid to shareholders on September 10, 2020. The rate of dividend per share for 2020 will be 0.09 baht, for a total of 51,345,954 baht.

The Chairman then gave shareholders the opportunity to inquire and provide further comment.

There was no further shareholder inquiry, so the Chairman asked the meeting to vote. The results of the votes are as follows:

Approved	262,094,277	votes, equivalent to 99.8476%
Disapproved	0	votes, equivalent to 0%
Abstained	400,000	votes, equivalent to 0.1524%
Voided	0	votes, equivalent to 0%

**Resolution:** The Meeting resolved to approve additional dividends with a payment of 0.04 baht per share, totaling 22,820,424 baht, by determining the list of eligible persons for dividend payment on March 12, 2021, The payment is due on May 19, 2021, as proposed.

**Agenda 5: To consider the determination of director remuneration for the year 2021.**

The Chairman assigned Mr. Suchart Thammakitagkul, Chairman of the Nomination and Remuneration Committee, to report.

Mr. Suchart Thammakitagkul reports that, according to the company's Articles of Association (Article 25), the remuneration is determined by the resolution of the shareholders' meeting. For 2021, the Resolution of the Board of Directors No. 1/2021 on February 24, 2021, has been considered based on duties and responsibilities in accordance with good corporate governance principles. As well as considering the overall performance and economic conditions, it is deemed appropriate to be proposed to the Annual General Meeting of Shareholders to consider the remuneration of directors in the amount of 4,707,600 baht (as of last year) and vehicle fees of 5,000 baht per person per day (every time attending every meeting). The details of remuneration for each position are already specified in the meeting invitation.

The Chairman then gave shareholders the opportunity to inquire and provide further comment.

There was no further shareholder inquiry, so the Chairman asked the meeting to vote. The results of the votes are as follows:

Approved	262,494,277	votes, equivalent to 100%
Disapproved	0	votes, equivalent to 0%
Abstained	0	votes, equivalent to 0%
Voided	0	votes, equivalent to 0%

**Resolution:** The Meeting resolved to pay the remuneration of the Board of Directors for a total of 4,707,600 baht and vehicle fees of 5,000 baht per person per day (every time attending every meeting) as proposed.

**Agenda 6: To consider the election of directors and independent directors to replace Directors and Independent Directors retiring by rotation**

The Chairman assigned Mr. Suchart Thammakitagkul, the Chairman of the Nomination and Remuneration Committee, to report.

Mr. Suchat Thammakitakul reports that, in accordance with the Company's Articles of Association (Article 20), at every annual general meeting of shareholders, directors shall be removed from office by one-third, or as close to one-third as possible. Directors who retire by rotation may be re-elected to their positions. This year, the four directors due to retire by rotation are:

1. Mr. Keerin Chutumstid	Position: Director
2. Mr. Pongsak Utaisinchaoen	Position: Director
3. Mr. Pongchalerm Chalermasaphayakorn	Position: Director
4. Mr. Pongsak Angsupun	Position: Independent Director

The four directors who retired by rotation have experience and a good understanding of the company's business. Their qualifications are well suited to managing the business for the benefit of the company. Therefore, having thoroughly undergone a sifting process, it is appropriate for the meeting to consider electing all four directors to serve as directors for another term. The biographies of the four directors have already appeared in Attachment 8 of the invitation to the meeting.

During the consideration of this agenda item, the four directors who have an interest left the meeting. The Chairman then gave shareholders the opportunity to inquire and provide further comment.

There was no further shareholder inquiry, so the Chairman asked the meeting to vote. The results of the votes are as follows:

	<u>Approved</u>	<u>%</u>	<u>Disapproved</u>	<u>%</u>	<u>Abstained</u>	<u>%</u>	<u>Voided</u>	<u>%</u>
1) Mr. Keerin Chutumstid	262,494,277	100%	0	0%	0	0%	0	0%
2) Mr. Pongsak Utaisinchaoen	262,494,277	100%	0	0%	0	0%	0	0%
3) Mr. Pongchalem Chalernsaphayakorn	262,494,277	100%	0	0%	0	0%	0	0%
4) Mr. Pongsak Angsupun	262,493,877	99.9998%	400	0.0002%	0	0%	0	0%

**Resolution:** The Meeting resolved to approve the re-appointment of the retired directors, Mr. Keerin Chutumstid , Mr. Pongsak Utaisinchaoen, Mr. Pongchalem Chalernsaphayakorn, and Mr. Pongsak Angsupun, to be reinstated as directors and independent directors for another term.

Therefore, the Board of Directors will consist of 10 people, consisting of:

1) Mr. Phaibul Chalernsaphayakorn	Chairman of the Board of / Executive Director
2) Mr. Paisan Sirichantaradilok	Director / President
3) Mr. Thailuck Leetavorn	Director
4) Mr. Pongsak Utaisinchaoen	Director
5) Mr. Keerin Chutumstid	Director
6) Mr. Pongchalem Chalernsaphayakorn	Director
7) Mr. Pongsak Angsupun	Independent Director
8) Mr. Suchart Thammapitagkul	Independent Director
9) Mr. Natthaphon Lilawathananun	Independent Director
10) Mr. Vinai Laohaprasit	Independent Director

**Agenda 7: To consider the appointment of an auditor and remuneration for the year 2021.**

The Chairman assigned Mr. Pongsak Angsupun, the Chairman of the Audit Committee, to report.

Mr. Pongsak Angsupun reports that the Board of Directors and the Audit Committee have considered and agreed to propose to the AGM to approve the appointment of EY Office Company Limited (no relationship or interest with

the company, executives and major shareholders and independent) to be the auditor of the Company for the year 2021, with the audit fees set to 1,200,000 baht (compared to the previous audit fee offered 1,470,000 baht, reduced by 270,000 baht), excluding other expenses, with any auditor from EY Office Company Limited to review and express opinions on the Company's Financial Statements as follows:

Mr. Supachai Phanyawattano	Certified Public Accountant, registration Number 3930 or
Ms. Krongkaew Limkittikul	Certified Public Accountant, registration Number 5874 or
Mr. Natthawut Santipet	Certified Public Accountant, registration Number 5730

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.

The Chairman then gave shareholders the opportunity to inquire and provide further comment.

There was no shareholder inquiry, so the Chairman asked the meeting to vote. The results of the votes are as follows:

Approved	262,494,277	votes, equivalent to 100%
Disapproved	0	votes, equivalent to 0%
Abstained	0	votes, equivalent to 0%
Voided	0	votes, equivalent to 0%

**Resolution:** The Meeting resolved to approve the appointment of EY Office Company Limited as auditor of the Company for the fiscal year ended December 31, 2021, which is set at a total of 1,200,000 baht (excluding other expenses) as proposed.

**Agenda 8: Consider other matters (if any).**

The Chairman has given shareholders the opportunity to inquire and provide further comments.

None of the shareholders inquired about any other matters. The Chairman thanked all shareholders for attending the meeting.

The Chairman closed the meeting at 10:45 a.m.

Sign ...-*Phaibul Chalernsaphayakorn*...Chairman of the meeting

(Mr. Phaibul Chalernsaphayakorn)