



บริษัท ยูนิมิท เอนจิเนียริง จำกัด (มหาชน)

UNIMIT ENGINEERING PUBLIC COMPANY LIMITED

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

1<sup>st</sup> March 2024

**Subject :** Invitation to the Annual General Meeting of Shareholders for the year 2024.

**To :** Shareholders

**Enclosures :**

1. Copy of the minutes of the Annual General Meeting of the Shareholders for the year 2023.
2. Annual Report 56-1 One-Report 2023 in QR Code format.
3. Steps for Attending the Annual General Meeting of the Shareholders for the year 2024.
4. Documents to be used for attending the meeting.
5. Articles of Association in relation to the Shareholders' Meeting.
6. Definition of Independent Director, Nomination Policy, and Directors' Remuneration.
7. Profiles of Independent Directors nominated as shareholders' proxies
8. Profiles of directors nominated for another term
9. Proxy form.
10. Privacy Notice for Personal Data Protection (PDPA)
11. Map.

The Board of Directors has resolved to hold the 2024 Annual General Meeting of Shareholders on Friday, April 26th, 2024 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 2023 Annual General Meeting of Shareholders.**

**Objectives and Reasons:** The 2023 Annual General Meeting of Shareholders was held on April 26, 2023, 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 2024 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 Annual Report and Board of Directors Report for the year 2023.**

**Objectives and Reasons:** The Board of Directors reviewed the Annual Report 56-1 One-Report and the Board of Directors' Report for the year 2023 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 2023 operational results and Annual Report.

**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 2023.**

**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 2023, 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 status and performance for the year 2023 is as follows:

The statement of financial position and income statements Unit: Million Baht

	The Company and its subsidiaries	The Company
Total Assets	1,477	1,543
Total Liabilities	207	203
Total shareholders' equity	1,270	1,340
Contract revenue	1,172	1,170
Total revenue	1,189	1,187
Profit/(Loss) for the year	106	119
Profit/(Loss) per share (Baht/Share)	0.185	0.209

Details are as shown in the Company's Annual Report One-Report for the year 2023 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 2023.**

**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)		
2023 (Proposed)	119	0.10	0.10	0.20	114.10	95.87
2022	-2.00	0.06	0.03	0.09	51.35	-2555.90
2021	23.48	0.06	0.03	0.09	51.35	218.72

**The Board's opinion :** Agreed to approve additional dividend payments for the 2023 performance.  
At a rate of Baht 0.10 per share, for Baht 57,051,060.  
The payment is due on May 20, 2024.  
On September 8, 2023, the Company paid an interim dividend of Baht 0.10 per share, totaling Baht 57,051,060, bringing the total dividend payments for the 2023 operating results to Baht 0.20 per share, totaling Baht 114,102,120, or 95.87% 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, four directors who will retire by rotation are as follows:

- |    |                                    |                      |
|----|------------------------------------|----------------------|
| 1. | Mr.Keerin Chutumstid               | Director             |
| 2. | Mr.Pongchalerm Chalermasaphayakorn | Director             |
| 3. | Mr.Pongsak Utaisincharoen          | Director             |
| 4. | Mr.Pongsak Angsupun                | Independent Director |

The Company has given shareholders the opportunity to nominate qualified individuals for election as directors between December 1, 2023 and January 31, 2024, 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. Four members were re-elected to the Board of Directors for another term. 3 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. 1 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 2024.**

**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 2023, The Shareholders' Meeting had approved the Board's remuneration for a total amount Baht 4,707,600 and travelling allowance of Baht 5,000 per person per day.

For 2024, 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 2024 for an amount of Baht 5,000,000 (increase 292,400 baht) and travelling allowance of Baht 5,000 per person per day.

## Directors' Remuneration

Baht/year 2024

Board of Director / Subcommittees	Person	Position	Renumeration/ person	2024 (Proposed)	2022
Board of Directors	1	Chairman	379,500	379,500	352,400
	10	Directors	362,500	3,625,000	3,414,000
Executive Committee (Subcommittee)	1	Chief	158,500	158,500	157,600
	2	Committee	158,500	317,000	315,200
Authorized Signatory Director	1		50,000	50,000	-
Audit Committee (Subcommittee)	1	Chief	158,500	158,500	158,100
	3	Committee	87,500	262,500	261,300
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	4,707,600

Remarks: Travelling allowance of Baht 5,000 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 2024 for a total amount of Baht 5,000,000 (increase 292,400 baht) and travelling expense of Baht 5,000 per person per day as proposed by the Nomination and Remuneration Committee and to propose the same to the shareholders' meeting for approval.

**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 2024.**

**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 2024 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 Kiatsomphob 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 Company 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 has audited company's accounting for 0 years.

Auditor's fee data for the past years.

Year	Auditor's fee		Amount Baht
	Year-end & Quarter	Non Audit's fee	
2024 (Proposed)	1,400,000	-non-	1,400,000
2023	1,400,000	-non-	1,400,000
2022	1,200,000	-non-	1,200,000

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 and approve the additional purpose of the Company Certificate, Article 39 outlines safety, occupational health, and working environment services.**

Objectives and Reasons: To enable the Company to operate the Occupational Safety, Health, and Work Environment Training Center as a training center to reduce the risk of accidents, injuries, or death as a result of the Company's various work processes, and to establish a standardized, efficient, and effective teaching system to control and prevent accidents, as well as to create knowledge, understanding, and instill awareness in preventing operational hazards in employees and interested third parties.

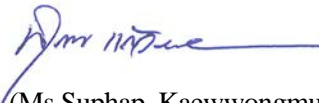
The Board's opinion: Agree to propose to the Shareholders' Meeting to consider and approve the addition purpose of the Company's certificate, Article 39 outline: "Provide services for safety, occupational health and working environment"

Resolutions: The resolution for this agenda item requires at least three-fourths (3/4) of the votes of shareholders and proxies who attend the meeting and are eligible to vote.

**Agenda 9**                      **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 2024 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	<ol style="list-style-type: none"> <li>1. The Company has given shareholders the opportunity to propose the agenda for the 2024 Annual General Meeting of Shareholders from December 1, 2023 to January 31, 2024. No shareholder proposed an agenda for the 2024 Annual General Meeting of Shareholders.</li> <li>2. The Company had disclosed the Minutes of the Annual General Meeting of Shareholders for the Year 2023 held on the Company's website on May 3, 2023</li> <li>3. The Company has posted this Invitation to Attend the Annual General Meeting of Shareholders for the Year 2024, including all attachments and proxy forms on the Company's website on March 7<sup>th</sup> 2024.</li> <li>4. The Shareholders can download the Annual Registration Statement/Annual Report 2023 (56-1 One Report) from the Company's website or via QR Code in the Notice of Meeting.</li> </ol>
---------	---