

28 February 2022

**Subject:** Notification of the Resolutions of the Board of Directors' Meeting No. 3/2022 regarding the Disposal of Land and Ordinary Shares to Connected Persons, the Schedule for the 2022 Annual General Meeting of Shareholders, and Omission of Dividend Payment

**Attention:** President

The Stock Exchange of Thailand

**Enclosure:** Information Memorandum of Unique Engineering and Construction Public Company Limited  
Re: Disposal of Land and Ordinary Shares to Connected Persons

The Board of Directors' meeting no. 3/2022 of Unique Engineering and Construction Public Company Limited, held on 28 February 2022 at 18.00 hours resolved to approve to propose to the 2022 Annual General Meeting of Shareholders the significant matters for consideration and approval. Details of which are as follows:

1. Consider the omission of dividend payment to the shareholders from the operating result for the year 2021.

2. Consider and approve the election of directors to replace the following directors who must retire by rotation:

1. Mr. Prasong Suwiwattanachai
2. Prof. Samrieng Mekkiengkrai
3. Mr. Parinya Ponsawatt

to resume their director position of the Company for another term and the determination the directors' remuneration for the year 2022 in the amount up to 5,000,000 Baht per year, excluding remuneration or welfares that the directors receive as a staff or employee of the Company.

3. Consider and approve the appointment of the following persons:

- |                                 |                                    |
|---------------------------------|------------------------------------|
| 1. Miss Waleerat Akkarasrisawad | Certify Public Accountant no. 4411 |
| 2. Miss Wimolsri Jongudomsombut | Certify Public Accountant no. 3899 |
| 3. Mr. Apichart Sayasit         | Certify Public Accountant no. 4229 |

from Baker Tilly Corporate Advisory Services (Thailand) Limited as an auditor and the determination of auditors' remuneration in the amount up to 3,000,000 Baht per year.

4. Consider and approve the transaction in relation to the disposal of land and ordinary shares to connected persons and proposed to the shareholders' meeting for consideration and approval for the Company to enter into the transaction in relation to the disposal of land and ordinary shares to connected persons, with the details as follows:

4.1 Disposal of land owned by the Company and a parcel of land that the Company holds ownership together with Mr. Kriengsak Suviwattanachai with a total area of 14 rai 65 square wah, located at Pak Kret Sub-District, Pak Kret District, Nonthaburi Province, to Suphannimit Company Limited (“**SUP**”), a company where Miss Korapat Suviwattanachai (“**Miss Korapat**”), a younger sister of Mr. Prasong Suviwattanachai, who is the director and managing director of the Company, holds 99.98 percent of the total number of voting shares in SUP at the total purchase price of 431,000,000 Baht (the “**Disposal of Land to SUP**”).

The Disposal of Land to SUP is considered a disposal of assets of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) (as amended) (collectively, the “**Notifications on Acquisition or Disposal of Assets**”). The transaction size is equivalent to 1.0 percent according to the Total Value of Consideration basis which is the calculation basis resulting in the highest transaction value, according to the consolidated financial statements of the Company for the year 2021, ending as of 31 December 2021 which were audited by the Company’s certified public accountant (the “**Financial Statements**”).

In addition, the Disposal of Land to SUP is considered a connected transaction under the category of assets or services pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) (as amended) (collectively, the “**Notifications on Connected Transactions**”) as it is a transaction with a juristic person which Miss Korapat, a close relative of the Company’s director and executive, is a major shareholder and has the controlling power over such juristic person. The transaction size is equivalent to 5.5 percent of the Company’s net tangible assets.

4.2 The sale of all ordinary shares that the Company holds in Unique Real Estate and Development Company Limited (“**UR**”), a Company’s subsidiary, at the par value of 100 Baht equivalent to 99.99 percent of the total number of voting shares in UR, to Miss Korapat at the total purchase price of 1,609,000,000 Baht (the “**Sale of Shares in UR**”).

The entry into the Sale of Shares in UR is considered a disposal of assets of the Company pursuant to the Notifications on Acquisition or Disposal of Assets, with the transaction size

equivalent to 32.2 percent according to the Net Operating Profit basis which is the calculation basis resulting in the highest transaction value, according to the Financial Statements.

In addition, the Sale of Shares in UR is considered a connected transaction under the category of assets or services pursuant to the Notifications on Connected Transactions as it is a transaction with Miss Korapat who is a close relative of the Company's director and executive. The transaction size is equivalent to 20.5 percent of the Company's net tangible assets.

In this regard, the Disposal of Land to SUP and the Sale of Shares in UR (collectively, the "**Company's Transactions**") are not considered a disposal or transfer of the Company's business, whether in whole or in part, which is significant, to other persons, under Section 107 (2) (a) of the Public Limited Companies Act B.E. 2535 (1992) (as amended) as the disposed assets under the Company's Transactions are not assets significant for the Company's business operations. However, the Company's Transactions are the disposal of assets with the highest total transaction value of 32.2 percent according to the Financial Statements, when calculating based on the Net Operating Profit basis. There is no transaction entered into by the Company during the past 6-month period prior to the date on which the meeting resolves to approve the Company's Transactions, which has to be included in the calculation of the transaction. Therefore, the Company's Transactions is considered the disposal of assets with a transaction value more than 15 percent but less than 50 percent, resulting in Company being required to prepare the report and disclose the information memorandum in relation to the entry into the Company's Transactions to the Stock Exchange of Thailand and deliver a circular notice to the shareholders within 21 days after the disclosure date of transaction to the Stock Exchange of Thailand, pursuant to the Notifications on Acquisition or Disposal of Assets. However, the Company deems it appropriate to propose the Company's Transactions to the shareholders for consideration and approval, pursuant to the Notifications on Acquisition or Disposal of Assets.

In addition, the Company's Transactions have a total connected transaction value of 2,040,000,000 Baht, or equivalent to 26.1 percent of the Company's net tangible assets. There is no transaction entered into by the Company during the past 6-month period prior to the date on which the meeting resolves to approve the Company's Transactions, which has to be included in the calculation of the transaction. Therefore, the transaction value of Company's Transactions exceeds 3 percent of the Company's net tangible assets, resulting in the Company being required to obtain an approval from the shareholders' meeting before entering into the Company's Transactions and shall perform other duties as stipulated in the Notifications on Connected Transactions.

In this regard, the Company shall propose to the shareholders' meeting to consider and approve the Company's Transactions as well as to authorize executives, managing director, or the person authorized by executives or managing director to take any action necessary and relevant to, as well as to stipulate or amend any conditions, terms, or details related and beneficial to the Company's Transactions, in order to achieve such Company's Transactions.

The details of the Company's Transactions are set out in the Information Memorandum of Unique Engineering and Construction Public Company Limited Re: Disposal of Land and Ordinary Shares to Connected Persons (Enclosure).

5. Consider and approve the appointment of EY Corporate Services Limited as its independent financial advisor to provide opinions for the Company's shareholders in relation to the disposal of land and ordinary shares to connected persons.

6. Consider and approve the determination of 2022 Annual General Meeting of Shareholders to be on 9 April 2022 at 10.00 hours. The date to determine the list of shareholders entitled to attend the 2022 Annual General Meeting of Shareholders (Record Date) shall be on 15 March 2022. The agenda items are as follows:

- Agenda 1 Matters notified by the Chairperson (if any)
- Agenda 2 To consider and certify the minutes of the 2021 Annual General Meeting of Shareholders held on Thursday, 9 April 2021
- Agenda 3 To consider and acknowledge the operating results and the annual report of the Board of Directors for the year 2021
- Agenda 4 To consider and approve the financial statements and the statement of comprehensive income ended as of 31 December 2021
- Agenda 5 To consider and approve the election of directors to replace the directors who must retire by rotation and to determine the directors' remuneration for the year 2022
- Agenda 6 To consider the appointment of the auditors and to determine the auditor's remuneration for the year 2022
- Agenda 7 To consider and approve the allocation of net profit as legal reserve and the omission of dividend payment to the shareholders for the operating results of the year 2021
- Agenda 8 To consider and approve the disposal of land owned by the Company and a parcel of land that the Company holds ownership together with Mr. Kriengsak Suwivattanachai to Suphannimit Company Limited
- Agenda 9 To consider and approve the sale of all ordinary shares that the Company holds in Unique Real Estate and Development Company Limited, which is a subsidiary of the Company, to Miss Korapat Suwivattanachai
- Agenda 10 To consider other matters (if any)

Please be informed accordingly.

Yours sincerely,

(Mr. Prasong Suwiwattanachai)

Managing Director

Unique Engineering and Construction Public Company Limited