

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 by E-Meeting or the Electronic Meeting (E-AGM). 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 Suwattanachai)

Managing Director

Unique Engineering and Construction Public Company Limited

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 ("**Company**") held on 28 February 2022, at 6 p.m., resolved to approve the transaction in relation to the disposal of land and ordinary shares to connected persons and proposed to the 2022 Annual General Meeting of Shareholders, which will be held on 9 April 2022 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:

(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 69 square wah (which 14 rai 65 square wah is owned by the Company and 4 square wah is owned by Mr. Kriengsak), located at Pak Kret Sub-District, Pak Kret District, Nonthaburi Province, to Suphannimit Company Limited ("**SUP**"), a company where Miss Korapat Suvivatthanachai ("**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.

(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 20.6 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 Company would like to report the significant details of the Company's Transactions as follows:

1. Date, Month and Year when the Transaction Occurred

1.1 Disposal of Land to SUP

The Company will enter into the Land Sale and Purchase Agreement with SUP. The transaction will be made after it is approved by the Company's shareholders' meeting. The Company expects that the Disposal of Land to SUP will be complete by the end of May 2022.

1.2 Sale of Shares in UR

The Company will enter into the Share Sale and Purchase Agreement for shares in UR with Miss Korapat. The transaction will be made after it is approved by the Company's shareholders' meeting. The Company expects that the Sale of Shares in UR will be complete by the end of July 2022.

2. Related Parties and Relationship with the Listed Company

2.1 Disposal of Land to SUP

Purchaser: SUP

Seller: The Company

Relationship between the Parties

SUP is the company where Miss Korapat, a younger sister of Mr. Prasong Suwiwattanachai, who is the director and managing director of the Company, holds 99.98 percent of the total number of voting shares in SUP.

Remark: The list of SUP's shareholders as of 31 December 2021 is as follows:

Names	Shareholding Proportion (Percent)
Miss Korapat Suwiwattanachai	99.98

Names	Shareholding Proportion (Percent)
Mrs. Tassanan Kulareelap	0.01
Mr. Sanchai Yitho	0.01
Total	100.00

2.2 Sale of Shares in UR

Purchaser: Miss Korapat

Seller: The Company

Relationship between the Parties

Miss Korapat is the younger sister of Mr. Prasong Suwittanachai who is the director and managing director of the Company

3. General Characteristics, Transaction Type, and Transaction Value

The calculation of the transaction size of the Company's Transactions according to the financial statements for the year 2021 ended 31 December 2021 has the details as follows:

Unit: Baht	UN	UR
Total assets	41,361,764,532	712,610,812
Intangible assets	230,483,953	-
Total liabilities	33,302,973,277	152,252,549
Non-controlling interests	112,123	-
Net Tangible assets	7,828,195,179	560,358,263
Annual profit	27,779,146	8,929,693

3.1 Disposal of Land to SUP

General Characteristics of Transaction

The Company will sell land owned by the Company and a parcel of land that the Company holds ownership together with Mr. Kriengsak Suwittanachai with a total area of 14 rai 69 square wah (which 14 rai 65 square wah is owned by the Company and 4 square wah is owned by Mr. Kriengsak), located at Pak Kret Sub-District, Pak Kret District, Nonthaburi Province, to SUP at the total purchase price of 431,000,000 Baht. The said land is vacant and there are no buildings on it.

Types and Size of Transaction

A. Disposal of Assets

The Disposal of Land to SUP is considered the disposal of assets of the Company pursuant to the Notifications on Acquisition or Disposal of Assets. When calculating based on the specified basis and that the highest transaction value derived from the calculation according to the Financial Statements shall be applied, the Disposal of Land to SUP has the highest transaction value equivalent to 1.0 percent according to the Total Value of Consideration basis. Therefore, the Disposal of Land to SUP is categorized as a disposal of assets transaction with a transaction size less than 15 percent.

Such calculation of the transaction size of the disposal of assets based on the Financial Statements has the details as follows:

1. Compared with the value of the net tangible assets

This method is not applied as the disposed assets under the Disposal of Land to SUP are not securities.

2. Compared with the value of net profit of the operation

This method is not applied as the disposed assets under the Disposal of Land to SUP are not securities.

3. Compared with the value of the consideration

$$\begin{aligned} \text{Transaction size} &= \frac{\text{Value of the consideration paid or received}}{\text{Total assets of the Company}} \\ &= 431,000,000 / 41,362,764,532 \\ &= 1.0\% \end{aligned}$$

4. Compared with the value of shares issued by the Listed Company to pay for assets

This method is not applied due to the disposal of assets.

B. Connected Transactions

The Disposal of Land to SUP is considered a connected transaction under a category of assets or services pursuant to the Notifications on Connected Transactions as it is a transaction with SUP, a company of which a close relative of the Company's director and executive is a major shareholder and has the controlling power over. The transaction size is equivalent to 5.5 percent of the Company's net tangible assets according to the Financial Statements, which is worth more than 3 percent of the Company's net tangible assets.

Such calculation of the transaction size of the connected transaction based on the Financial Statements has the details as follows:

$$\begin{aligned}
 \text{Transaction size} &= \frac{\text{Total value of consideration}}{\text{Total net tangible assets of the Company}} \\
 &= 431,000,000 / 7,828,195,179 \\
 &= 5.5\%
 \end{aligned}$$

3.2 Sale of Shares in UR

General Characteristics of Transaction

The Company will sell the ordinary shares that the Company holds in UR, the 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.

Type and size of the transaction

A. Disposal of Assets

The Sale of Shares in UR is considered a Company's Disposal of Assets pursuant to Notifications on Acquisition or Disposal of Assets. When calculating based on the specified basis and that the highest transaction value derived from the calculation according to the financial statements for the Year 2021, ending on 31 December 2021 shall be applied, the Sale of Shares in UR has the highest transaction value equivalent to 32.2 percent according to the Net Operating Profit basis. Therefore, the Sale of Shares in UR is categorized as a disposal of assets transaction with a transaction size more than 15 percent but less than 50 percent.

Such calculation of the transaction size of the disposal of assets based on the Financial Statements has the details as follows:

1. Compared with the value of the net tangible assets

$$\begin{aligned}
 \text{Transaction size} &= \frac{\text{NTA of UR x Proportion acquired or disposed}}{\text{NTA of the Company}} \\
 &= (560,358,263 * 99.99\%) / 7,828,195,179 \\
 &= 7.2\%
 \end{aligned}$$

2. Compared with the value of net profit of the operation

$$\begin{aligned}
 \text{Transaction size} &= \frac{\text{Net profit from UR's operation x Proportion acquired or disposed}}{\text{Net profit from the Company's operation}} \\
 &= (8,929,693 * 99.99\%) / 27,779,146 \\
 &= 32.2\%
 \end{aligned}$$

3. Compared with the value of the consideration

$$\begin{aligned} \text{Transaction size} &= \frac{\text{Value of the consideration paid or received}}{\text{Total assets of the Company}} \\ &= 1,609,000,000 / 41,361,764,532 \\ &= 3.9\% \end{aligned}$$

4. Compared with the value of shares issued by the listed company to pay for asset

This method is not applied due to the Disposal of Assets.

B. Connected Transactions

The Sale of Shares in UR is considered a connected transaction under a 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 20.6 percent of the Company's net tangible assets according to the Financial Statements, which is worth more than 3 percent of the Company's net tangible assets.

Such calculation of the transaction size of the connected transaction based on the Financial Statements has the details as follows:

$$\begin{aligned} \text{Transaction size} &= \frac{\text{Total value of consideration}}{\text{Total net tangible assets of the Company}} \\ &= 1,609,000,000 / 7,828,195,179 \\ &= 20.6\% \end{aligned}$$

According to the calculation of the transaction size of the disposal of assets as mentioned above, the Company's Transactions according to item nos. 3.1 and 3.2 have 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, 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. In addition, 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 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 equal to 2,040,000,000 Baht or equivalent to 26.1 percent of the Company's net tangible assets. The Company does not have any past transactions considered to be included in the calculation of the transaction value for the period of 6 months prior to the date that the meeting resolves to approve the Company's Transactions. Such transactions are worth more than 3 percent of the Company's net tangible assets. Therefore, the Company shall obtain approval from the shareholders' meeting before entering into the Company's Transactions and shall have other duties as stipulated in the Notifications on Connected Transactions.

Therefore, before entering into the Company's Transactions, the Company has the following duties:

- a. Preparing a report and disclosing the information memorandum in relation to the entry into the Company's Transactions to the Stock Exchange of Thailand;
- b. Appointing an independent financial advisor to provide opinions on the entry into the transactions regarding the disposal of land and ordinary shares to connected persons. In this regard, the Company has appointed EY Corporate Services Limited as its independent financial advisor to perform such duties; and
- c. Arranging for the shareholders' meeting to request for an approval on the entry into such transactions with no less than three-fourths of the total numbers votes of the shareholders attending the meeting and entitled to vote, excluding the shareholders who have vested interest in the transaction. The Company will deliver an invitation letter to the shareholders with information memorandum at least prescribed in the Notifications on Acquisition or Disposal of Assets and the Notifications on Connected Transactions, not less than 14 days before the date of the shareholders' meeting.

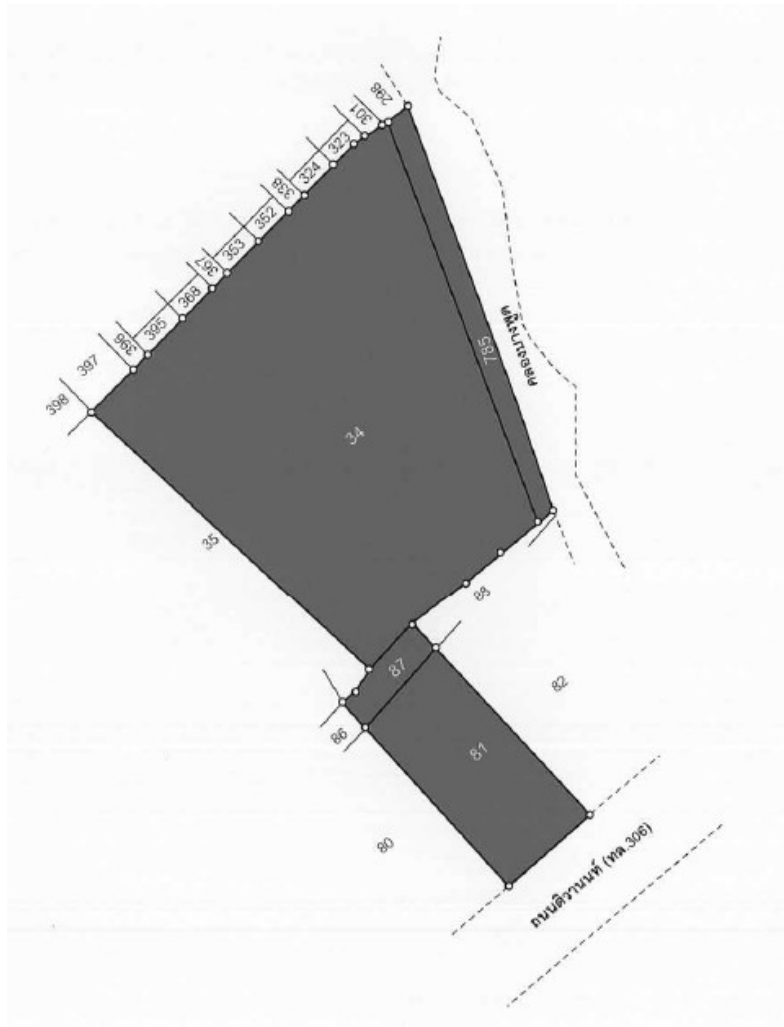
4. Details of Assets

4.1 Disposal of Land to SUP

The Company will sell 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 69 square wah (which 14 rai 65 square wah is owned by the Company and 4 square wah is owned by Mr. Kriengsak), located on Tiwanon Road (Highway no. 306) at the corner of Soi Tiwanon-Pak Kret 19 (Alley to Saranon Village) Pak Kret Sub-District, Pak Kret District, Nonthaburi Province, to Suphannimit Company Limited, and the said land is vacant.

Land Location	Located on Tiwanon Road (Highway no. 306) at the corner of Soi Tiwanon-Pak Kret 19 (Alley to Saranon Village) Pak Kret Sub-District, Pak Kret District, Nonthaburi Province
Land Area	1 plot with a total area of 14 rai 69 square wah (which 14 rai 65 square wah is owned by the Company and 4 square wah is owned by Mr. Kriengsak), with the title deeds nos. 74704, 74966, 86504 and 120101 as the certification of ownership
Land Characteristics	The shape of land is polygon. The average soil level is higher than the road in the front. At present, the land is vacant and there are no buildings on the land.
Landowner	Land title deeds nos. 74704 and 74966 are owned by the Company. Land title deeds nos. 86504 and 120101 are owned by the Company and Mr. Kriengsak Suwiwattanachai.
Land Status	<ol style="list-style-type: none"> 1. Some of the land of title deeds nos. 86504 and 120101 is subject to servitude for paths, roads, sewers, electricity, water supply, and other utilities of the lands under other title deeds. The servitude area is approximately 2 ngan 73 square wah, where at present some of the land under such servitude is used as a part of Soi Tiwanon - Pak Kret 19 (Alley to Saranon Village). 2. As of the date of disclosure of this Information Memorandum, The said plot of land is mortgaged with Krung Thai Bank Public Company Limited, and the Company is in the course of releasing the mortgage from the bank.

Diagram Showing the Land Characteristics



4.2 Sale of Shares in UR

The Company sells all ordinary shares that the Company holds in UR, which is a subsidiary of the Company, at the par value of 100 Baht equivalent to 99.99 percent of the total number of voting shares in UR. The details of the ordinary shares in UR are as follows:

A. UR Information

Company Name	Unique Real Estate and Development Company Limited
Nature of Business	Construction and real estate (Currently, the above business is ceased and the other businesses are not also operated.)

Address	200 Moo 4, Jasmine International Tower, 15th Floor, Chaeng Watthana Road, Pak Kret Sub-District, Pak Kret District Nonthaburi Province
Registration Number	0125536004777
Date of Incorporation	1 September 1993
Registered Capital as of 31 December 2021	700,000,000.00 Baht (As of 31 December 2021, the paid-up capital equaled to 550,000,000 Baht)

The Buyer wishes to enter into the Sale of Shares in UR in order to utilize UR's land and buildings through its shareholding in UR. UR currently owns a parcel of land with a total area of 192 rai, 1 ngan, 16.6 square wah. The certificates of ownership are title deeds nos. 1718, 1731, 1733, 1734, 1742, 2182, 2197, 19205, 50213 and 2181, located at 50/11, Moo 2, Highway no. 345 (Kilometer 8-9), Bang Khuwat Sub-District, Mueang Pathum Thani District, Pathum Thani Province.

As of the date of disclosure of this Information Memorandum, there are buildings owned by the Company, Unique Machinery Company Limited, and Unique Equipment Service Company Limited, located on the land of UR as mentioned above. After the shareholders' meeting of the Company has resolved to approve the Sale of Shares in UR and prior to the entry into the Sale of Shares in UR, the Company, Unique Machinery Company Limited, and Unique Equipment Service Company Limited will sell their buildings located on the land of UR and proceed with a settlement of all outstanding debts between UR and the Company, including its subsidiaries and joint ventures, as well as a release of mortgage over such land from Krung Thai Bank Public Company Limited. After the shareholders' meeting of the Company has resolved to approve the Sale of Shares in UR and prior to the entry into the Sale of Shares in UR, the Company will pay for the remaining ordinary shares in full and may increase UR's registered capital in the amount not exceeding 375,000,000 Baht so that UR can use the funds received from the payment of shares and the capital increase to pay for the purchase of the aforementioned buildings for the Company, Company Limited, and Unique Equipment Service Company Limited.

B. List of UR's Shareholders

Name	As at 31 December 2021	Post-Transaction
	Proportion (Percent)	Proportion (Percent)
1. The Company	99.9998	-

Name	As at 31 December 2021	Post-Transaction
	Proportion (Percent)	Proportion (Percent)
2. Miss Wanpen Tabcharoen	0.0001	-
3. Mrs. Wantana Kongpermpoon	0.0001	-
4. Miss Korapat and the person designated by Miss Korapat	-	100.00
Total	100.00	100.00

C. List of UR's Directors

Name	Position
1. Miss Piriya Suwiwatthanachai	Director
2. Miss Somjai Pratumthong	Director

D. Summary of UR's Financial Position and Operating Results according to Financial Statements for the year 2021 ended 31 December 2021, year 2020 ended 31 December 2020, and year 2019 ended 31 December 2019

<u>Past Operating Result of UR</u>	
Sale Revenue from Group of Company	<p>Sale revenue of UR's consists of:</p> <p><u>Revenue from leasing and rending services</u></p> <p>Revenue from leasing and rending services is revenue derived from the fact that UR grants a lease over land to its group for the propose of construction of warehouses and equipment. Such revenue includes revenue from leasing and revenue from utilities.</p> <p>In 2019, UR's revenue from leasing and rending services was 15.31 million Baht, equivalent to 83.86 percent of total revenue, decreasing 0.38 million Baht or 2.40 percent from 15.68 million Baht in 2018 as a result of decrease in lessee's consumption of electricity and water, causing a reduction of UR's revenue from utilities.</p> <p>In 2020, UR's revenue from leasing and rending services was 14.92 million Baht, equivalent to 96.88 percent of total revenue, decreasing 0.39 million Baht or 2.55 percent from 15.31 million Baht in 2019 as a result</p>

<u>Past Operating Result of UR</u>	
	<p>of decrease in lessee’s consumption of electricity and water, causing a reduction of UR’s revenue from utilities.</p> <p>In 2021, UR’s revenue from leasing and rending services was 14.28 million Baht, equivalent to 98.14 percent of total revenue, decreasing 0.64 million Baht or 4.28 percent from 15.31 million Baht in 2020 as a result of decrease in lessee’s consumption of electricity and water, causing a reduction of UR’s revenue from utilities.</p> <p><u>Other revenue</u></p> <p>Other revenue consists of revenue from insurance and revenue from bank deposit interest.</p> <p>In 2019, UR’s other revenue was 2.95 million Baht, equivalent to 16.14 percent of total revenue, increasing 2.92 million Baht or 12,044.62 percent from 0.02 million Baht in 2018 as a result of the Company’s reverse of expenses on real estate agent which was entered last year. Since UR is not obliged to make a payment, such entry is recorded as other revenue for the year 2019.</p> <p>In 2020, UR’s other revenue was 0.48 million Baht, equivalent to 3.12 percent of total revenue, decreasing 2.47 million Baht or 83.67 percent from 2.95 million Baht in 2019 as a result of the Company’s reverse of expenses on real estate agent which was entered last year. Since UR is not obliged to make a payment, such entry is recorded as other revenue for the year 2019.</p> <p>In 2021, UR’s other revenue was 0.26 million Baht, equivalent to 1.86 of total revenue, decreasing 0.22 million Baht or 45.83 percent from 0.48 million Baht in 2020 as a result of the Company having no revenue from insurance.</p>
Selling, General, and Administrative Expenses (SG&A)	<p>Selling, general, and administrative expenses are derived from lessee’s consumption of electricity and water. As the Company has not conducted other operations, there is no expense in relation to employees.</p>

Past Operating Result of UR	
	<p>In 2019, UR's selling, general, and administrative expenses was 4.12 million Baht, decreasing 0.45 million Baht, equivalent to 9.82 percent from 4.57 million Baht in 2018 as a result of decrease in lessee's consumption of utilities, causing a reduction of electricity and water expenses.</p> <p>In 2020, UR's selling, general, and administrative expenses was 4.03 million Baht, decreasing 0.09 million Baht, equivalent to 2.07 percent from 4.12 million Baht in 2019.</p> <p>In 2021, UR's selling, general, and administrative expenses was 3.39 million Baht, decreasing 0.64 million Baht, equivalent to 15.88 percent from 4.03 million Baht in 2020 as a result of decrease in lessee's consumption of utilities, causing a reduction of electricity and water expenses.</p>
Net (Loss) Profit	<p>In 2019, according to the operating result ended 31 December 2019, UR gained profit of 11.31 million Baht, increasing 2.89 million Baht, equivalent to 34.30 percent from 8.42 million Baht in 2018.</p> <p>In 2020, according to the operating result ended 31 December 2020, UR gained profit of 9.09 million Baht, decreasing 2.22 million Baht, equivalent to 19.60 percent from 11.31 million Baht in 2019.</p> <p>In 2021, according to the operating result ended 31 December 2021, UR gained profit of 8.92 million Baht, decreasing 0.17 million Baht, equivalent to 0.02 percent from 9.09 million Baht in 2020.</p>
Assets	<p>As UR is the company involving in real estate business, its core assets are investment properties or land leased by the Company's group.</p> <p>In 2019, UR's total assets were 638.45 million Baht, decreasing 0.47 million Baht, equivalent to 0.07 percent from 628.92 million Baht in 2018.</p>

<u>Past Operating Result of UR</u>	
	<p>In 2020, UR's total assets were 690.99 million Baht, increasing 52.54 million Baht, equivalent to 8.23 percent from 638.45 million Baht in 2019 as a result of the Company's investment in purchasing land in the amount of 50 million Baht.</p> <p>In 2021, UR's total assets were 712.61 million Baht, increasing 21.62 million Baht, equivalent to 3.13 percent from 690.99 million Baht in 2020 as a result of the Company's investment in purchasing land in the amount of 21.02 million Baht.</p>
Liabilities	<p>The Company's liabilities consist of advance received from parent company, accrued income tax, and accrued expenses.</p> <p>In 2019, UR's total liabilities were 96.11 million Baht, decreasing 11.77 million Baht, equivalent to 10.91 percent from 107.88 million Baht in 2018 as a result of the Company's payment of advance to the parent company in the amount of 10 million Baht which was derived from profit from operation.</p> <p>In 2020, UR's total liabilities were 139.56 million Baht, increasing 43.45 million Baht, equivalent to 45.21 percent from 96.11 million Baht in 2019. Such increase in liabilities was caused by indebtedness to the parent company in the amount of 54 million Baht which was resulted from an investment in purchasing land.</p> <p>In 2021, UR's total liabilities were 152.25 million Baht, increasing 12.69 million Baht, equivalent to 9.09 percent from 139.56 million Baht in 2020. Such increase in liabilities was caused by advance received from parent company in the amount of 15.46 million Baht.</p>

5. Basis to determine the total value of consideration, value of the acquisition, method of payment and conditions to enter into the transaction

5.1 Disposal of Land to SUP

The Company will sell land owned by the Company and a parcel of land that the Company holds ownership together with Mr. Kriengsak Suwiwattanachai with a total area of 14 rai 69 square wah (which 14 rai 65 square wah is owned by the Company and 4 square wah is owned by Mr. Kriengsak), located at Pak Kret Sub-District, Pak Kret District, Nonthaburi Province, at the total purchase price of 431,000,000 Baht. The purchaser shall make a full payment of 431,000,000 Baht by means of cashier cheque at once by the registration date of land ownership transfer. The seller agrees to be responsible for the fees related to the ownership transfer of the purchased land on the registration date of land ownership transfer. The seller agrees to be responsible for the costs, corporate income tax, specific business tax, including stamp duty related to the ownership transfer of the purchased land to the purchaser (if any). The Company speculates that the Disposal of Land to SUP shall be complete by the end of May 2022.

5.2 Sale of Shares in UR

The Company will sell all ordinary shares held in UR at a par value of 100 Baht, equivalent to 99.99 percent of the total number of voting shares in UR at the total purchase price of 1,609,000,000 Baht. The purchaser will make a full payment for shares purchase by cashier cheque for 2 installments as follows:

- a. First installment: 569,000,000 Baht, paid on the registration date of land ownership transfer under the Disposal of Land to SUP
- b. Last installment: 1,040,000,000 Baht, paid by July 2022. The seller shall deliver shares transfer instrument for shares in UR to the purchaser on the payment date of the second installment.

6. Basis to Determine the Total Value of Consideration

6.1 Disposal of Land to SUP

The Company considers the total value of consideration by comparing the prices appraised by an independent appraiser. The details of which are as follows.

Appraisal of Land

- A. Appraiser: 15 Business Advisory Limited, which is a company that has been approved for an appraisal of assets for public purpose for transactions in the capital market from the SEC Office
- B. Land Appraisal Method: Market Approach

- C. Assessment Date: 13 December 2021
- D. Appraised Price: 431,000,000.00 Baht
- E. Objectives of Assessment: For public purpose

6.2 Sale of Shares in UR

The Company considers the total value of consideration by comparing the prices appraised by the independent appraiser. The appraisal price of land with buildings with a total area of 192 rai, 1 ngan, 16.6 square wah, located at 50/11, Moo 2, Highway no. 345 (Kilometer 8-9), Bang Khuwat Sub-District, Mueang Pathum Thani District, Pathum Thani Province. Details of which are as follows.

Appraisal of Land and Building

- A. Appraiser: 15 Business Advisory Limited, which is a company that has been approved for an appraisal of assets for public purpose for transactions in the capital market from the SEC Office
- B. Land Appraisal Method: Market Approach
- C. Building Appraisal Method: Depreciated Replacement Cost Approach
- D. Assessment Date: 13 December 2021
- E. Appraised Price of Land: 1,346,000,000.00 Baht
- F. Appraised Price of Building: 263,000,000.00 Baht
- G. Objectives of Assessment: For public purpose

7. Expected Benefits of Entry into the Company's Transactions

Last year, the Company was increasingly engaged in construction project with governmental sectors and the agreements with respect to several projects are in the process of execution. Because of vast projects of the governmental sectors, the Company relies on sources of fund by borrowing money from financial institutions and issuing debentures as a working capital for various construction projects. On the other hand, the Company's debentures which will be due by 2022 – 2023 approximately amount to 3,864 million Baht.

Furthermore, in 2021, the Company filed the case, in relation to a construction project of Bang Sue Grant Station and Depots for Bang Sue – Rangsit Section, the Commuter Train System (Red Line) under the Contract 1 and certain part of the Electrical and Mechanical systems, including Rolling Stock under the Contract 3, to an arbitrator., that the Company has completed the construction and deliver work to the State Railway of Thailand (SRT), but SRT has not paid for the consideration,

retention, extra wages, and other expenses incurring during the overdue period of construction to the Company. The Company views that such filing to the arbitrator may affect the Company's capabilities to borrowing money from the financial institutions.

As aforementioned, the Company needs to enter into the Company's Transactions, which is expected that the Company shall gain the following benefits from the Company's Transactions:

- 7.1 The Company can utilize proceeds received from the Company's Transactions as additional working capital for the business, enhancing its liquidity, decreasing the number of loans made with the financial institutions for the project financing and loan repayment.
- 7.2 The Company can restructure its assets to be appropriate to the current business plan which focuses on construction project with governmental sectors.
- 7.3 The Company can dispose assets which is not used for business operation and reduce expenses incurred from such assets.
- 7.4 The Company can acknowledge profits from disposal of assets.

8. Plan for Utilizing Proceeds from the Company's Transactions

The Company plans to utilize proceeds received from the Company's Transactions as working capital, to enhance the Company liquidity, and to repay loan.

9. Connected Persons and Characteristics of Vested Interest

Connected persons and characteristics of their vested interest are detailed in item no. 2. above.

In this regard, 2 directors having vested interest, i.e. Mr. Prasong Suviwattanachai and Miss Pereya Suviwattanachai, did not attend and had no voting right in the agenda item in relation to the Company's Transactions.

10. Opinions of the Board of Directors on Entry into the transaction

The Board of Directors' Meeting (excluding the directors having vested interest) has considered and is of the view that the Company needs to enter into the Company's Transactions as per the reasons stated in item no. 7., and the entry into this transaction is reasonable and for the utmost benefits of the Company, since the entry into the Company's Transactions shall cause (a) the Company gaining additional capital to be utilized as working capital for the business, enhancing its liquidity, decreasing the number of loans made with the financial institutions for the project financing and loan repayment; (b) the Company being able to restructure its assets to be appropriate to the current business plan which focuses on construction project with governmental sectors; (c) the Company being able to dispose assets which is not used for business operation and reduce

expenses incurred from such assets; and (d) the Company being able to acknowledge profits from disposal of assets.

In addition, according to the entry into the Company's Transactions with connected persons, the Company and the purchasers had entered into a preliminary negotiation. There are opportunities for the Company to strongly achieve the transaction within a short period, if the Company obtains an approval from the shareholders' meeting of the Company. Furthermore, the Company is able to negotiate and bargain about various conditions appropriate and beneficial to the Company, for examples, the Company's right to utilize UR's land to keep and store the Company's assets for further up to 10 months after the date on which the sale and purchase is complete without charge.

In this regard, the purchase prices of ordinary shares and land are appropriate. The purchase price of ordinary shares is in accordance with an appraisal principle and the price of land with the buildings is based on an appraised price according to an appraisal of land and buildings undertaking by the independent appraiser.

11. Opinions of the Audit Committee and/or the Directors of the Company which are Different from the Board of Directors' Opinions

- None -