

# Code of Conduct

## Univentures Group



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# MESSAGE FROM THE BOARD OF DIRECTORS

Univentures Public Company Limited and its subsidiaries (“The Company”) acknowledge the importance of good corporate governance policies and strongly believe that they will benefit the Company’s business operations, increment long-term value, and ensure shareholders’ sustainable long-term returns. The practices shall also safeguard the confidence of all the Company’s shareholders, investors, and stakeholders. The Company’s Board of Directors therefore approved the preparation and drawing up of the Code of Conduct in writing in 2010 for all its directors, executives, and employees to be informed and aware of the importance of its compliance. The Company expects that such compliance will shape and commit its organizational culture towards business excellence, good corporate governance, and organizational integrity. This will ultimately foster its operational efficiency and effectiveness, as well as business confidence within the general public. The Company’s directors, executives, and employees are also required to sign an acknowledgement that they will strictly adopt and abide by the Code.

The Company’s Board of Directors also recognizes the importance of good corporate governance and in the Company’s Board Meeting No. 1/2016, held on 25 February 2016 resolved the update and amendment of the Company’s Code of Conduct to be in line and comply with the prescribed Principles of Good Corporate Governance for Publicly Listed Companies published by the Stock Exchange of Thailand, and the principles of the Corporate Governance Report of Thai Listed Companies prescribed by the Thai Institute of Directors Association.

The Company's Board of Directors strongly hopes that its directors, executives and employees will abide by their assigned duties and diligently perform all their tasks according to the principles of good governance as prescribed in the Company's Code of Conduct, and in accordance with the Company's prescribed visions and missions, to enable the ultimate achievements of corporate prosperity and sustainability.

*Potjane Thanavarant*

(Ms. Potjane Thanavarant)  
Chairman of the Board of Directors



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# INTRODUCTION

Univentures Public Company Limited and its subsidiaries (“The Company”) recognize the importance of good corporate governance and strongly believe that it will benefit the Company’s long-term business operations and will help strengthen confidence among the Company’s shareholders, investors, and all concerned parties. The Company therefore has prepared this Code of Conduct for all its directors, executives, and employees to be informed and aware of the importance of its compliance, as well as to sign an acknowledgement that they strictly adopt and abide by the Code.

## OBJECTIVES



For its directors, executives, and employees to have a clear understanding and clear comprehension of the Company’s expected professional business standards.



To apply as practice, guidelines prescribed by the Company for professional integrity and ethical conduct.



To increase work efficiency and effectiveness and to ensure the public’s confidence in the Company.

## DEFINITION AND MEANING

1. Integrity means The adherence to good and virtuous conducts that become the quality or state of being righteous, upright, and moral.
2. Ethics means The principles of right conduct which abide by moral code and professional integrity. A code of professional ethics is a set of behavior principles specified by professionals in a particular field that must be adopted by individuals in each profession. Such principles aim to encourage self-righteousness, promote professional ethics, as well as protect and honor their reputations and the status of their professional organizations.
3. The Company means Univentures Public Company Limited and its subsidiaries.
4. Director means A director of Univentures Public Company Limited and its subsidiaries
5. UV Director means A director of Univentures Public Company Limited
6. Executive means An executive of Univentures Public Company Limited and its subsidiaries
7. UV Executive means UV executive According to the definition of the Office of the Securities and Exchange Commission, executives are defined as those among the four highest levels of the Company's management after the Chief Executive Officer. Include all management in the top fourth level and the equivalent positions thereof, as well as executives in the Accounting & Finance Department from the level of Department Chiefs upward, or the equivalent positions thereof. They are:
  1. UV President
  2. UV Executive Vice President
  3. Vice President; Accounting
  4. Vice President; Finance and Budgeting
8. Employees means Employees of Univentures Public Company Limited and its subsidiaries, including full-time and temporary staff.

The Parties concerned and involved with this Code of Conduct are:

1. Parties obliged to observe and comply with this Code of Conduct
  - 1.1 Directors
  - 1.2 Executives
  - 1.3 Employees
2. Stakeholders to whom the Company's directors, executives and employees have their duty to be responsible
  - 2.1 The Company
  - 2.2 Shareholders
  - 2.3 Employees
  - 2.4 Customers
  - 2.5 Trade partners, competitors, and creditors
  - 2.6 Regulators
  - 2.7 Society, Environment, and Education

It is the duty of the Company's directors, executives and employees to their stakeholders to strictly observe and act in full compliance with the Code of Conduct as prescribed by the Company. This Code shall govern the concerned parties who are obliged to comply with this Code and covers the ethical obligations to the stakeholders which are defined in the below table:

Concerned parties	Ethical Obligations to Stakeholders								
	The Company	Shareholders	Employees	Customers	Partners	Competitors	Creditors	Regulators	Society, Environment, and Education
Directors									
Executives									
Employees			-						

## ETHICAL OBLIGATIONS TO STAKEHOLDERS

### ● Ethical Responsibilities to the Company

1. To perform duties with responsibility and to carry out such duties for the optimal benefits of the Company.
2. Not to undertake any transaction or action that may compete with or may lead to any competition of interest with the Company's business.
3. To perform duties with honesty.
4. To be responsible for using and safeguarding the Company's properties and assets. These properties and assets are to be used solely for the benefit of the Company and not for personal benefit, or for any other benefit, other than for the Company's valid business purposes.
5. To conduct business with knowledge and experiences for the utmost benefit of the Company.
6. To strictly comply with the Company's rules and regulations.
7. To refrain from directly or indirectly abusing their own authority or allowing anyone to abuse it for their own benefit or the benefit of any other.
8. To avoid accepting favor or hospitality, that is not a reasonable adjunct to a normal business relationship, from those whose business is linked or involved with the Company's.
9. To refrain from expressing opinions to outsiders on issues that may impact the Company's reputation and operations.
10. Not to use the Company's material information or data which has not been publicly disclosed, for personal benefit, directly and indirectly, and to safeguard the Company's confidentiality from being leaked or revealed to others, the act of which may cause damage to the Company, as well as not to give out confidential information or documents used in the Company's business to any outsiders. The adherence to the Company's confidentiality rules and disclosure policies, as prescribed in Section 2: Policy Guidelines of this Code, are strictly enforced.
11. To report or file a whistleblower claim on any suspected incidents or signs that may involve an unlawful, unethical, and fraudulent action or behavior of the Company's personnel and its stakeholders. These incidents also include inaccurate financial statements, as well as internal control failures. The Company's confidentiality rules and disclosure policies prescribed in Section 2: Policy Guidelines of this Code are to be adhered to.

### ● Ethical Responsibilities to Shareholders

1. To perform duties with honesty, in compliance with laws and the Company's regulations, and abide by this Code for all transactions and decision making actions to ensure that the business operations are conducted in an honest, clear, transparent and accountable manner.
2. To perform duties with committed professional capability and to be dedicated in applying knowledge and experience thereto.

3. To maintain the confidentiality of shareholders' information and data with utmost care and protect the confidentiality of this information as if they are one's own confidential personal data.
4. To disclose the Company's information to its shareholders accurately, adequately, timely, and equitably according to the rules prescribed by the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

### ● Ethical Responsibilities to Employees

UV Group believes that employees are valuable resources and a key success factor to its achievements. It encourages superior organizational culture, a positive work environment, corporate unity and teamwork. It therefore commits to treat all of its employees equitably with respect for human rights and observance of the following ethical guidelines:

1. To offer equitable and appropriate compensation, as well as fair and sufficient fringe benefits to employees. Other than regular monthly salaries, the Company offers additional benefits such as a provident fund, annual medical check-up and treatment, as well as other relevant monetary support - all which are accordingly reviewed and updated based on the Company's short and long-term performances. The Company, together with its employee, jointly set clear work targets and determine a set of key performance indicators (KPIs) as quantifiable measures for calculation of special annual remunerations. It also provides additional staff welfare and organizes appropriate activity programs for employees that are comparable to other leading companies in the same industry. Employees can find and access this information on the Company's intranet @ [univentures.co.th](http://univentures.co.th).
2. To treat its employees with dignity and respect, as well as to honor their individuality.
3. To recruit its employees via an efficient and equitable selection process, while providing fair and appropriate employment conditions to ensure that the Company can recruit qualified and honest employees for their available job positions.
4. To pay good attention and justifiably take care of all its employees, as well as to protect and respect their rights.
5. To promote employees' good work-life balance and quality of life.
6. To always maintain a safe and healthy work environment, as well as ensuring life security and safety of employees' personal property at the workplace.
7. To justly and honestly handle any staff appointment, transfer, rewarding, remuneration, and punishment on the basis of their justified knowledge, skills, and suitability, as well as according to the Company's rules and regulations.
8. To pay attention to professional development and staff knowledge transfer by consistently providing equitable opportunities to all employees, and also offer staff with continued training and development, provided in-house or through external training programs. To regularly organize in-house skill training and activities to improve staff productivity and efficiency, and allow them to apply their training to enhance their job performance or to complete their work more effectively.

9. To regularly arrange training and seminars for staff to develop job knowledge and work skills.
10. To equitably and justly listen to opinions and suggestions from employees of all work levels, and provide a communication channel for staff to explain themselves or petition concerning any wrongdoing, any whistleblowing of misconducted incident or circumstance that may impact their work or their decision. In this regard, the Company's Whistleblower Policy prescribed in Section 2 of this Code must be adhered to. Employees can find and access this information on the Company's intranet @univentures.co.th.
11. To strictly comply with applicable laws, rules and regulations regarding employee.

- **Ethical Responsibilities to Customers**

1. To treat customers fairly with regards to the provision of the Company's goods and services; including production and delivery of quality goods and services that satisfy customer needs at a fair and reasonable price, as well as the safety and reliability of products and services.
2. To disclose accurate and comprehensive information on the Company's goods and services sufficient to protect customers against any possible misunderstanding on the quality or the sales conditions of its product and services, as well as to promptly respond to customer demand for service and optimize customer satisfaction.
3. To protect the customers' secret and confidential information, as well as not to wrongfully apply it for any self-benefit or benefit of any other related parties, and not to disclose customer information without prior permission from such customer or without prior authorization of the Company's authority, unless it is required by law to be disclosed to relevant outside parties.
4. To provide a communication channel for customers to voice their complaints on the Company's goods and services. In this regard, the Company's Whistleblower Policy prescribed in Section 2 of this Code must be adhered to.

- **Ethical Responsibilities to Trade Partners, Competitors, and Creditors**

- Responsibilities to Trade Partners**

UV Group honesty abides by fair competition framework, keeps its promise, adheres to its Code of Conduct, and accordingly honors its commitment to its trade partners by firm observance of the following ethical guidelines:

1. To provide just and equal treatment for all trading partners on common ground for mutual benefits, as well as to consider purchase prices that are fair and acceptable based on the rationale of quality, suitable pricing, provided services, and accountability thereof.
2. To promptly and punctually pay payments due to trade partners.
3. To set clear rules on procurements and to operate its business in a sustainable and transparent manner.

4. To strictly abide by prior agreed contracts or trade principles and trade conditions in an equitable manner to all concerned parties, and in the event that such principles and conditions with any relevant trade partner cannot be complied with, that trade partner shall be promptly informed to mutually seek a possible means to resolve the matter.
5. Not to request or accept any assets or benefits from trade partners.
6. To avoid any purchase of goods from trade partners who are involved in human rights violation or intellectual property rights infringement.
7. Not to disclose information of its trade partners to any third party except with the trade partners' prior approval.
8. Not to do business with trade partners who disobey laws or behave contrary to public order or good morals.

- **Ethical Responsibilities to Trade Competitors**

#### **Responsibilities to Trade Competitors**

1. To comply with the rules of fair competition.
2. Not to seek out trade competitors' secrets using wrongful or inappropriate methods.
3. Not to harm competitors' reputation by making malicious accusation.

- **Ethical Responsibilities to Creditors**

It is UV Group's policies to justly and transparently treat all its creditors; whether they are trade creditors or creditors which are financial institutions, and to promptly pay its debts and dues according to their schedule or agreement without fail in order to preserve its credibility towards all its creditors. The Company strictly abides by the terms and conditions of its contracts and agreements in accordance with the following ethical guidelines:

#### **Responsibilities to Creditors**

1. To treat all trade creditors justly and equally and on common grounds for mutual benefits.
2. To strictly abide by prior agreed contracts or conditions and in the event that such contracts or conditions with any relevant creditor cannot be complied with, that creditor shall be promptly informed to mutually seek a possible means to resolve the matter.

- **Ethical Responsibilities to Regulators**

1. To strictly comply with laws and regulations prescribed by the regulators who are governing the Company's business. This includes helping others to violate the laws, regulations and codes of conduct must be educated to understand. Follow laws and regulations. As well as an operating regularly.

- **Ethical Responsibilities to Society, Environment, and Education**

1. To foster self-awareness on social and environmental responsibilities to employees on all levels.
2. To promote efficient usage and conservation of energy.
3. To promote development of social quality with commitment to providing knowledge to the youth and public.



For the Company's directors, executives, and employees to have a clear understanding and clear comprehension of expected professional requirements which are in compliance with laws, rules, and regulations as well as abiding with business ethics, the Company therefore prescribes the following policy guidelines for its directors, executives, and employees to adhere to so that they can perform their duties with transparency, righteousness, clarity and accountability.

- 2.1. Policy on Managing Conflict of Interest
- 2.2 Policy on Reporting of Related Party Transactions/ Security Holdings
- 2.3 Policy on Gifts, Assets, and Benefits
- 2.4 Policy on Information Security/Safeguarding of Internal Information
- 2.5 Policy on Disclosure of Information
- 2.6 Policy on Risk Management
- 2.7 Policy on Whistleblower

The above mentioned policies shall involve the concerned parties who are obliged to comply as stated in the following table:

Concerned parties	Policy						
	Managing Conflicts of Interest	Reporting of Related Party Transactions/ Security Holdings	Receipt of Gifts, Assets, and Benefits	Information Security/ Safeguarding of Internal Information	Disclosure of Information	Risk Management	Whistleblower
Directors	✓	-	-	✓	✓	✓	✓
UV Directors	✓	✓	-	✓	✓	✓	✓
Executives	✓	-	✓	✓	✓	✓	✓
UV Executives	✓	✓	✓	✓	✓	✓	✓
Employees	✓	-	✓	✓	-	✓	✓

**Note:**

UV Director means A director of Univentures Public Company Limited

Executive means An executive of Univentures Public Company Limited and its subsidiaries

UV Executive means UV executive According to the definition of the Office of the Securities and Exchange Commission, executives are defined as those among the four highest levels of the Company's management after the Chief Executive Officer. Include all management in the top fourth level and the equivalent positions thereof, as well as executives in the Accounting & Finance Department from the level of Department Chiefs upward, or the equivalent positions thereof.

Employees means Employees of Univentures Public Company Limited and its subsidiaries, including full-time and temporary staff.

## 2.1 Policy on Managing Conflicts of Interest

1. To refrain from undertaking any self-related transactions, except in cases of unavoidable necessity that such transactions must be performed for the benefits of the Company, then such transactions may be undertaken only if they are transacted on the same grounds as if they are transacted with any other outsiders. In this regards, the directors, executives, and employees who become involved in a conflict of interest must abstain from participating in decision-making and shall promptly disclose any relevant information thereof in accordance with applicable laws and prescribed regulatory procedures.
2. Related party transactions must be audited or reviewed by the Audit Committee. In the event that any member of the Audit Committee become involved in a conflict of interest the affected member must not participate in any decision-making on those matters on which the affected member is involved in the conflict of interest.
3. Directors, executives, and employees shall not apply information obtained through their positions for personal benefits such as to be involved in business related to or in competition with the Company's.
4. To avoid working for or taking any position with any entity other than the Company, unless such work or position shall help improve his/her work with the Company and be beneficial to the Company.
5. All UV executives, UV employees and employee of the Company and its affiliates have duties to disclose any transactions that may cause any conflict of interest by completing the relevant prescribed attachment of this Code (Form 1) and promptly submit it to the Compliance Office and the Head Internal Control Office.

Note: All UV directors and UV executives are obliged to disclose their interests and the interest of their related parties as well as their security holdings according to the policy guidelines as prescribed in this Code under the reporting of related party transactions (Section 89)/ security holdings (Section 59) in the next section.

## 2.2 Policy on Reporting of Related Party Transactions (Section 89) / Security Holdings (Section 59)

1. All UV directors and UV executives are obliged to report their interests and the interests of their related parties according to the Notification of Univentures Public Company Limited No. 6/2009 Re: Rules and procedures regarding reporting of UV directors, executives, and related parties' interests, which was approved by the resolution of the Company's Board on 13 May 2009 under the procedure and in the form (Form 2) as prescribed by the Company in this Code and shall then forward these reports to the Company Secretary for further submission to the Chairman of the Board of Directors and the Chairman of the Audit Committee within 7 days from the date of their receipt as per the rule prescribed by the Securities and Exchange Act.
2. No UV director or UV executive shall purchase or sell any securities of the Company (UV securities) during a prohibited period of one month prior to the public disclosure of the Company's financial statements and shall require waiting for at least forty eight hours after such public disclosure of the information to be able to purchase or sell any such securities. Every three months, the Company shall inform its directors and executives of the prohibited period for any such security trading.

3. In the event that any UV director and UV executive undertakes any purchase or sale or transfer of any securities of the Company (UV securities), or be a recipient of any such transfer thereof, he/she shall submit the relevant reports of such trading or transfer to the Office of the Securities and Exchange Commission in the form as prescribed by Securities and Exchange Commission (Form 3) that appears in this Code within three business days of such trading or transfer.
4. All UV directors and UV executives are obliged to report the changes in their security holdings of UV securities to the UV Board of Directors in order to ensure the confidence of its shareholders and general investors that its directors and executives can manage the Company's business with honesty, clarity, transparency, and accountability.

### 2.3 Policy on Gifts, Assets, and Benefits

1. The Company does not encourage its suppliers, sales agents, contractors, or any parties who are involved with the Company's business to offer gifts, assets, and other benefits to its employees that might influence their decision-making or work actions, or might result in any uneven handed treatment or create any appearance of impropriety, except for any offering of gifts or presents often given on conventional occasions.
2. For the offering of gifts, assets, and benefits to any other person, the Company shall apply its discretion to make sure any such gifts, assets, and benefits will not be too costly or lavish or considered inappropriate according to any traditional practices.
3. No UV director or UV executive shall accept any cash, gift, present, assets, and benefits that are inappropriate, except for those reasonably offered on conventional or traditional occasions. In the event that the acceptance of such cash, gift, present, assets, and benefits cannot be avoided or refused, any employee who receives any cash, gift, present, assets, and benefits that exceed the value of Baht 3,000 shall report to his/her line supervisor by completing the prescribed form that appears in this Code (Form 4) and forward it to the Compliance Office for further submission to the relevant authority for consideration and action.

### 2.4 Policy on Information Security/Safeguarding of Internal Information

1. Directors, executives, and employees are obliged to strictly safeguard the Company's confidential information, especially any internal information that has not been disclosed to the public or information that may impact the Company's operations or may affect its share prices.
2. Directors, executives, and employees will not take advantage of any business opportunities or make use of confidential information obtained from their positions with the Company for personal gain and shall not use internal information for personal benefit or breach the Company's confidentiality by providing internal information to anyone for the purpose of buying the Company's shares.
3. The Company's personnel, who have access to the Company's confidential and trade secret information such as business plans, technologies, innovations, maps, data or formulas belonging to the Company, shall not disclose such confidential and trade secret information to anyone outside of the Company even though he/she no longer holds his/her position as director, executive, or employee of the Company. The Directors, executives, and all employees have signed acknowledgement that they strictly adopt

and abide by the Code will be obliged not to disclose confidential information or documents or trade secrets that they have access thereto due to their work duties with the Company during the period of two years after the termination of their work with the Company.

4. In order to prevent inappropriate use of the Company's internal information, since such misappropriation shall represent a breach of responsibilities to the Company and its shareholders, the Company therefore prescribes classification levels to its confidential information. Material information that has not been disclosed to the public or information that may impact the Company's operations or may affect its share prices shall only be accessed by relevant directors and executives.

## 2.5 Policy on Disclosure of Information

1. It is the Company's policy to avoid providing particular information that has not been disclosed to the public to reporters, analysts or any other persons. Thus, any disclosure of such information shall require prior approval from the Chief Executive Officer or the President. The Chief Executive Officer or the President shall either be the one who releases such information or assigns the Investor Relation Office or any relevant parties to release such information. As for information related to its investment partners, the release of such information shall require approval from such partners in accordance with the prescribed conditions of relevant investment contracts that govern such partnership and in accordance with relevant conditions prescribed by the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.
2. In an event that shareholders or institutional investors make any inquiries to the Company, the Investor Relation Office, the Head Internal Audit Department, the Company Secretary, or any other business units assigned by the Chief Executive Officer or the President, shall be the party responsible for providing answers to such inquiries. The provided information must be publicly disclosed and disseminated according to conditions prescribed by the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand. If the provided information is particular information that has not been disclosed publicly, the disclosure thereof shall always require prior approval from the Chief Executive Officer or the President.

## 2.6 Policy on Risk Management

1. To prescribe that risk management is the responsibility that executives and employees of all levels must be aware of, and to pay attention to any specific risks that may incur in their business units or in the Company. Appropriate and sufficient attention shall also be paid to risk management in all aspects.
2. To establish an enterprise risk management process that is acceptable according to internal standards. The Company operates its business within the tolerable risk framework acceptable to pursuing its corporate objectives and stakeholder expectations. Risk management is prescribed as a vital part of its annual business plan, its management strategy, its day-to-day decision-making, and project management process.
3. Risks can impact overall corporate achievements and need to be handled as follows:
  - Risks must be identified in a timely manner.
  - Assessments must be made on probability of risk occurrence and risk consequence.

- Risks must be managed according to the prescribed risk management principles with awareness of the costs involved and the obtained benefits.
  - Monitoring and review is an essential step to ensure that the Company's risk factors are being properly managed.
4. All risks that may affect the Company's business plans and strategies, and are identified to be in the high or very high risk levels must be reported to the Executive Board, Audit Committee, and the Company's Board of Directors.

## 2.7 Policy on Whistleblower

### Policy Objective

1. To provide all stakeholders, including the Company's employees, with a communication channel to report any unlawful act or fraudulent incident or wrongful behavior of personnel in the Company or to make a complaint on any unethical conduct with regards to good corporate governance and the Code of Conduct.
2. To provide unbiased practice guidelines on complaint handling procedures that are precise, clear, and accountable, as well as in compliance with applicable laws, good corporate governance, the Code of Conduct, and the Company's rules and regulations.
3. To make use of the complaints for quality improvement and for prevention of future problems.

### Complaint Handling Procedures

#### 1. Venue for filing complaints

Complaints can be directly filed to the Company for the attention of the Audit Committee or the Head Internal Audit Department by various means such as:

##### 1.1 By Telephone

- A complainant can directly file his/her complaint to the Head Internal Audit Department by calling the Telephone Number 02-643-7100 Extension 7195-7 (during business hours).
- When a complainant makes a call to the Telephone Number 02-643-7100, the receptionist will make a preliminary enquiry and transfer the line to the Head Internal Audit Department for further inquiry and action.

##### 1.2 Filing by Mail or Filing in Person

- A suggestion box is available and visibly placed on the reception desk in the main lobby of Univentures Public Company Limited for complainants to conveniently file their complaints.
- Complaint filing can be made via the Company's website: [www.univentures.co.th](http://www.univentures.co.th)
- Complaints can be filed in person at the Head Internal Audit Department.
- Complaint filing can be made by mail to:  
Head Internal Audit Department  
Univentures Public Company Limited  
22<sup>nd</sup> Floor, Park Ventures Ecoplex, 57 Wireless Road  
Lumpini, Patumwan, Bangkok 10330

Note: Complainants can review the complaint handling procedure or download the complaint form at the Company's website: [www.univentures.co.th](http://www.univentures.co.th) (Form 5: Complaint Form as appears in this Code).

## 2. On Process for Complaint Handling

- 2.1 The Head Internal Audit Department shall make enquiries into the complaint matters by requesting relevant information from complainants. If the complainants do not wish to disclose their identity, the Company shall review and investigate the matters and evidence that has been gathered. It is in the Company's discretion to review the matter of complaints and consider whether such complaints are reasonable and valid. If so, the Company shall then process the complaints according to its prescribed complaint handling procedures.
- 2.2 In the event that the complainants are willing to reveal their identity, the Head Internal Audit Department shall record their name, address, telephone number to confirm and verify the identity of the complainants prior to completing the complaint form. If the complainants are willing to reveal their identity, complaint handling can be processed quicker as it is easier for the Company to be able to verify provided information and evidence.
- 2.3 The Head Internal Audit Department shall make initial investigation with the business unit or work process relating to the complaint. If the Company views that the complaint is valid and to be pursued, it shall consider resolving the situation within 30 days from the complaint filing date and shall contact the concerned complainant to notify him/her of the investigation progress and findings within 7 days of completing the complaint investigation.
- 2.4 In the event of unforeseen circumstances whereby the Company may require more than 30 days to complete its complaint investigation, it shall keep the concerned complainant updated about progress in writing every 15 working days.
- 2.5 The Company shall compile all complaint matters and report them in the Audit Committee's meeting every quarter.
- 2.6 If any complaint is proved to be valid, and the principles of good governance and business integrity were violated or the Company's business operations were impacted, all of which may severely affect the Company's image and reputation, the Company shall immediately report the case to the Audit Committee.

### Whistleblower Protection

It is the Company's policy to be fair to its employees or any outsiders who report any suspected incidents or signs that may involve an unlawful act in compliance with applicable rules and regulations, and any unethical conduct, as well as misrepresentation of financial statements, or deficiency of internal control systems. The Company therefore fosters protection measures for whistleblowers. A whistleblower can choose not to reveal his/her identity, and all whistleblower claims and information will be kept confidential. The Company appoints its executive in the Head Internal Audit Department and the Company Secretary to be directly in charge of the matter. The Company shall not disclose the identity of the complainants, whistleblowers, or witnesses, unless otherwise necessary for the sake of facilitating relevant authorized investigation. The whistleblower's claim and information shall only be known by the Audit Committee, the Chief Executive Officer, the President, the Company Secretary, and the Head Internal Audit Department. For the claim against the Company's top executives, the information thereof shall

only be known by the Audit Committee, the Company Secretary, and the Head Internal Audit Department in order to avoid any chance of an unfair treatment to the employees, staff or persons who filed the complaint or whistleblower claims to the Company.

In addition, the Company also prohibits any unfair treatment of employees, staff or any person hired to work for the Company with regards to transfer and promotion, nature of work, the workplace, suspension, threat, disturbance, termination of work or any act which may be considered unfair treatment under Section 89/2 of the Securities and Exchange Act, B.E. 2535.

### **Punitive Disciplinary Measures**

The Company's Code of Conduct is to be strictly adhered to. Anyone who violates or does not comply with this Code shall be considered as acting against the Company's policy and business integrity. Violation of this Code may possibly be a cause of damages and losses to the Company's business opportunities, and any employee who acts in violation thereof shall receive severe punitive discipline and be punished according to the Company's work regulations governing disciplinary measures, and may additionally be in violation of the Securities and Exchange Act, B.E. 2535.

### **Monitoring of Implementation and Enforcement and Mechanism**

- 1) Prescribed to be the duty and responsibility of directors, executives, and all employees to acknowledge, understand, and strictly comply with the Code of Conduct.
- 2) Set guidelines for reward and punishment such as rewards for those who act in compliance with the Code of Conduct and disciplinary actions against those who perform unethical acts in order to encourage all staff to abide by the Code of Conduct.
- 3) Requesting for more information and reporting of possible unethical acts or complaint filing can be made via various channels such as:  
Contact:
  - Immediate supervisor
  - Legal advisor
  - Chief of the Internal Auditor Department
  - Compliance Department Or
  - Via email to the Company's intranet
- 4) As for the follow-up on "Monitoring of Implementation", the Chief of the Internal Auditor Department is assigned to directly report to the Audit Committee.
- 5) Set a suitable timeframe for the regular review of the Code of Conduct such as annually or every two years, to be in line with prevailing environment and changes in business circumstances.

Approved by in the Company's Board Meeting No. 1/2016, held on 25 February 2016

SECTION

3

# Attachment





The Notification of Univentures Public Company Limited  
No. 6/2009 Re: Rules and procedures regarding reporting of directors,  
executives, and related parties' interests

Section 89/14 of the Securities and Exchange Act, B.E. 2535 (As Amended) stipulates that “a director and an executive shall file with the company a report on his interests or a related person’s interests in relation to the management of the company or the subsidiary”, and the notification of the Capital Market Supervisory Board No. Tor Jor 2/2551 requires that a company’s board of director must prescribe its rules and procedures regarding reporting of such interest to ensure that the company has prescribed information on connected transactions that may cause conflicts of interest and siphoning or transfer of business interests out of the company and its subsidiaries.

The Company’s Board of Directors unanimously resolved the approval of the rules and procedures regarding the report of interests of directors, executives and related persons at the Meeting of the Board of Directors No. 3/2009, held on 13 May 2009. These rules and procedures are as follows:

Details/Methods	
<b>Interests</b> (definition of “Interests” applied in this Notification)	Means the interests gain or loss, directly or indirectly, from entering into any agreement or transaction of publicly listed companies or subsidiaries.
<b>Concerned parties who are required to file a report</b>	Directors, executives, and related persons 1. All directors 2. Executives who are among the four highest levels of the Company’s management after the Executive Chairman. 3. The management in the top fourth level and the equivalent positions thereof. 4. Executives in the Accounting & Finance Department from the level of the Department Chief upward, or the equivalent positions thereof.
<b>Timing of Reporting</b>	1. The report of interests was initially required by the Company even before the relevant law was effectively enforced. (1 July 2009) 2. Reporting shall be filed within 15 business days after the concerned parties have taken their positions. - 3. Concerned parties must file a report to the Company within 15 business days after undertaking any transaction that may be deemed as having such defined interests.

## Details/Methods

### Information required to be filed in the report

Information prescribed in the reporting form on interests of directors, executives and related persons (Attached), the details of which are as follows:

#### **Part 1: General information of the filer and his/her related persons.**

- Name - Family Name
- Former Name - Family Name (if any)
- Position
- Status

#### **Part 2: General information of the related persons of the filer.**

2.1 General information of individuals who are related persons as prescribed according to Section 89 of the Securities and Exchange Act who are:

- Spouse
- Minor child or minor adopted child

2.2 General information of close relatives meaning:

- Father Mother
- Spouse
- Siblings
- Children and their spouses

2.3 Juristic entities prescribed as related parties to the filer are the juristic entities that spouse, or minor children and minor adopted children of the filer have a controlling interest therein by :

- Having an interest of 50% or more of voting shares, or
- Having the power of control at shareholders' meetings, or
- Having the power of control for any appointment or removal of half of the total number of board members, or more.

Note: Report only on juristic entities having or anticipated to have any connected transaction with the Company or its subsidiaries.

Details/Methods	
	<p><b>Part 3: Information on directorship or management position in other juristic entities which are parties related to the filer.</b></p> <p>3.1 Directorship or management position in other juristic entities of the filer.</p> <p>3.2 Directorship or management in other juristic entities of individuals and close relatives who are persons related to the filer.</p> <p><u>Note:</u> Report only on juristic entities having or anticipated to have any connected transaction with the Company or its subsidiaries.</p> <p><b>Part 4: Information on shareholding in other juristic entities, including shareholding of persons related to the filer.</b></p> <p>Calculate from the worksheet applied for calculation of shares held in each of the other juristic entities that appears at the end of the report form for “Report of Interests of Directors, Executives and Related Persons”.</p> <p><u>Note:</u> Report only on juristic entities having or anticipated to have any connected transaction with the Company or its subsidiaries.</p>
<b>Reporting Procedures</b>	<p>Upon the completion of the report of interests by directors, executives and related parties as prescribed by the Company, the Company Secretary shall :</p> <ol style="list-style-type: none"> <li>1. Send a copy of the report of interests to the Chairman of the Audit Committee within 7 days after the receipt thereof.</li> <li>2. Protect such reports.</li> </ol>

This action shall become effective from the date of 1 July, 2009

Notified as of 29 May 2009.



(Ms. Orrudee Na Ranong)  
Executive Chairman  
Univentures Public Company Limited

3/3

SECTION

4

# Form





**Example Form 1:**  
For the UV Group executives, and employees of UV & UV Group, to file their information

### Conflict of Interest Disclosure Form

For UV Group executives and employees of UV & UV Group to abide by as the principles of business conduct adopted according to professional integrity and ethics, all the mentioned UV & UV Group personnel must promptly disclose any transaction that may give rise to a conflict of interest according to the following policy guidelines prescribed by the Company.

I, whose name is .....(family name)....., hold the position of ..... (Title/Department)....., would like to report the following transactions that may give rise to conflicts of interest against Univentures Public Company Limited and its group.

**1. Transactions that may give rise to conflicts of interest against Univentures Public Company Limited**

On.....I was involved in the following actions/transactions that could contribute to a conflict of interest against Univentures Public Company Limited.

.....

.....

.....

.....

.....

**2. Transactions that may give rise to conflicts of interest against companies in the Univentures Group**

On.....I was involved in the following actions/transactions that could contribute to a conflict of interest against companies in the Univentures Group.

.....

.....

.....

.....

.....

Signature.....	Signature.....	Signature.....
<b>Filer</b>	<b>Head Internal Audit Department</b>	<b>Company Secretary</b>
Date.....	Date.....	Date.....

\* Note : UVG employees can find and access this information on the Company’s intranet@univentures.co.th

**UNIVENTURES PUBLIC COMPANY LIMITED**  
**REPORT OF INTERESTS OF DIRECTORS, EXECUTIVES AND RELATED PERSONS**

Initial Report

Report of Information Change

▶ Part 1 : General Information of the Filer

Name - Family Name <input style="width: 90%;" type="text"/>	Position <input style="width: 90%;" type="text"/>
Former Name - <input style="width: 90%;" type="text"/> Family Name (If Any)	Status <input type="checkbox"/> Single <input type="checkbox"/> Married <input type="checkbox"/> divorce <input type="checkbox"/> Others.....

▶ Part 2 : General Information of the Persons Related to the Filer

2.1 : General Information of Individuals Who Are Related Persons

Name - Family <input style="width: 95%;" type="text"/> Name of Spouse <input style="width: 95%;" type="text"/>  No. of Children <input style="width: 20px;" type="text"/> Person No. of Adopted Children (If Any) <input style="width: 20px;" type="text"/> Person	3. Name - Family <input style="width: 95%;" type="text"/> Name of Child/Adopted Child <input style="width: 95%;" type="text"/> Birthday (DD/MM/YYYY) <input style="width: 100px;" type="text"/>
1. Name - Family <input style="width: 95%;" type="text"/> Name of Child/Adopted Child <input style="width: 95%;" type="text"/> Birthday (DD/MM/YYYY) <input style="width: 100px;" type="text"/>	4. Name - Family <input style="width: 95%;" type="text"/> Name of Child/Adopted Child <input style="width: 95%;" type="text"/> Birthday (DD/MM/YYYY) <input style="width: 100px;" type="text"/>
2. Name - Family <input style="width: 95%;" type="text"/> Name of Child/Adopted Child <input style="width: 95%;" type="text"/> Birthday (DD/MM/YYYY) <input style="width: 100px;" type="text"/>	5. Name - Family <input style="width: 95%;" type="text"/> Name of Child/Adopted Child <input style="width: 95%;" type="text"/> Birthday (DD/MM/YYYY) <input style="width: 100px;" type="text"/>



**UNIVENTURES PUBLIC COMPANY LIMITED**  
**REPORT OF INTERESTS OF DIRECTORS, EXECUTIVES AND RELATED PERSONS**

**2.2 : General Information of Close Relatives**

1. Name - Family Name of Father		Age <input type="text"/> <input type="text"/> Year	Occupation	<input type="checkbox"/> Alive	<input type="checkbox"/> Death	<input type="checkbox"/> Other
2. Name - Family Name of Mother		Age <input type="text"/> <input type="text"/> Year	Occupation	<input type="checkbox"/> Alive	<input type="checkbox"/> Death	<input type="checkbox"/> Other
<b>3. No. of Siblings</b>						
3.1 Name - Family Name of Sibling		Age <input type="text"/> <input type="text"/> Year	Occupation	<input type="checkbox"/> Single	<input type="checkbox"/> Married	<input type="checkbox"/> Death
3.2 Name - Family Name of Sibling		Age <input type="text"/> <input type="text"/> Year	Occupation	<input type="checkbox"/> Single	<input type="checkbox"/> Married	<input type="checkbox"/> Death
3.3 Name - Family Name of Sibling		Age <input type="text"/> <input type="text"/> Year	Occupation	<input type="checkbox"/> Single	<input type="checkbox"/> Married	<input type="checkbox"/> Death
3.4 Name - Family Name of Sibling		Age <input type="text"/> <input type="text"/> Year	Occupation	<input type="checkbox"/> Single	<input type="checkbox"/> Married	<input type="checkbox"/> Death
3.5 Name - Family Name of Sibling		Age <input type="text"/> <input type="text"/> Year	Occupation	<input type="checkbox"/> Single	<input type="checkbox"/> Married	<input type="checkbox"/> Death
<b>4. Information of Spouses of Children/Older Siblings/Younger Siblings</b>						
4.1 Name - Family Name of Spouse		Age <input type="text"/> <input type="text"/> Year	Occupation	<input type="checkbox"/> Spouse of Child	<input type="checkbox"/> Spouse of Older Sibling/ Younger Sibling	<input type="checkbox"/> Death
4.2 Name - Family Name of Spouse		Age <input type="text"/> <input type="text"/> Year	Occupation	<input type="checkbox"/> Spouse of Child	<input type="checkbox"/> Spouse of Older Sibling/ Younger Sibling	<input type="checkbox"/> Death
4.3 Name - Family Name of Spouse		Age <input type="text"/> <input type="text"/> Year	Occupation	<input type="checkbox"/> Spouse of Child	<input type="checkbox"/> Spouse of Older Sibling/ Younger Sibling	<input type="checkbox"/> Death
4.4 Name - Family Name of Spouse		Age <input type="text"/> <input type="text"/> Year	Occupation	<input type="checkbox"/> Spouse of Child	<input type="checkbox"/> Spouse of Older Sibling/ Younger Sibling	<input type="checkbox"/> Death
4.5 Name - Family Name of Spouse		Age <input type="text"/> <input type="text"/> Year	Occupation	<input type="checkbox"/> Spouse of Child	<input type="checkbox"/> Spouse of Older Sibling/ Younger Sibling	<input type="checkbox"/> Death



**UNIVENTURES PUBLIC COMPANY LIMITED**  
**REPORT OF INTERESTS OF DIRECTORS, EXECUTIVES AND RELATED PERSONS**

**2.3 : Juristic Entities to Have Any Connected Transaction with Filer.<sup>Sec.89/14</sup>**  
**(Only Juristic Entities Having or Anticipated to Have Any Connected Transaction with the Company or Its Subsidiaries)**

<b>Name of the Controlling Interest</b>		Relationship with the Controlling Interest	<input type="checkbox"/> Filer <input type="checkbox"/> Spouse <input type="checkbox"/> Minor Child <input type="checkbox"/> Minor Adopted Child <input type="checkbox"/> Father <input type="checkbox"/> Mother <input type="checkbox"/> Older Sibling <input type="checkbox"/> Younger Sibling <input type="checkbox"/> Legal Age Child <input type="checkbox"/> Spouse of Child <input type="checkbox"/> Spouse of Older Sibling <input type="checkbox"/> Spouse of Younger Sibling
Name of the Juristic Entities <sup>1</sup>		Legal Entity	<input type="checkbox"/> Limited Partnership <input type="checkbox"/> Company Limited <input type="checkbox"/> Public Company <input type="checkbox"/> Publicly Listed Company <input type="checkbox"/> Other.....
Address/ Telephone		Type of Business <sup>2</sup>	
<b>Name of the Controlling Interest</b>		Relationship with the Controlling Interest	<input type="checkbox"/> Filer <input type="checkbox"/> Spouse <input type="checkbox"/> Minor Child <input type="checkbox"/> Minor Adopted Child <input type="checkbox"/> Father <input type="checkbox"/> Mother <input type="checkbox"/> Older Sibling <input type="checkbox"/> Younger Sibling <input type="checkbox"/> Legal Age Child <input type="checkbox"/> Spouse of Child <input type="checkbox"/> Spouse of Older Sibling <input type="checkbox"/> Spouse of Younger Sibling
Name of the Juristic Entities <sup>1</sup>		Legal Entity	<input type="checkbox"/> Limited Partnership <input type="checkbox"/> Company Limited <input type="checkbox"/> Public Company <input type="checkbox"/> Publicly Listed Company <input type="checkbox"/> Other.....
Address/ Telephone		Type of Business <sup>2</sup>	

Note: <sup>1</sup> Means the juristic entities that spouse/ minor children / minor adopted children of the filer have controlling interest by

1. Having an interest of 50% or more of voting shares, or
2. Having the power of control at shareholders’ meetings, or
3. Having the power of control for any appointment or removal half of the total number of board members, or more.

[Only juristic entities having or anticipated to have any connected transaction with the Company or its subsidiaries. (If no, please state “None”)]

<sup>2</sup> Means types of business such as agriculture, food industry, consumer goods, financial business, industrial goods, real estate and construction, service business, technology, etc.



UNIVENTURES PUBLIC COMPANY LIMITED

REPORT OF INTERESTS OF DIRECTORS, EXECUTIVES AND RELATED PERSONS

► Part 3 : Information on Directorship or Management Position<sup>4</sup> in Other Juristic Entities<sup>5</sup> of the Filer and Individuals Who Are Parties Related to the Filer

3.1 : Directorship or Management Position<sup>4</sup> in Other Juristic Entities<sup>5</sup> of the Filer (Only Juristic Entities Having or Anticipated to Have Any Connected Transaction with UV or Its Subsidiaries)

Name of the Juristic Entity <sup>5</sup>		Position <sup>4</sup>	<input type="text"/> Position Taking Date <sup>6</sup> <input type="text"/>
Address/ Telephone		Legal Entity	<input type="checkbox"/> Limited Partnership <input type="checkbox"/> Company Limited <input type="checkbox"/> Public Company <input type="checkbox"/> Other ..... <input type="checkbox"/> Publicly Listed Company Type of Business <sup>2</sup> <input type="text"/>
Name of the Juristic Entity <sup>5</sup>		Position <sup>4</sup>	<input type="text"/> Position Taking Date <sup>6</sup> <input type="text"/>
Address/ Telephone		Legal Entity	<input type="checkbox"/> Limited Partnership <input type="checkbox"/> Company Limited <input type="checkbox"/> Public Company <input type="checkbox"/> Other ..... <input type="checkbox"/> Publicly Listed Company Type of Business <sup>2</sup> <input type="text"/>
Name of the Juristic Entity <sup>5</sup>		Position <sup>4</sup>	<input type="text"/> Position Taking Date <sup>6</sup> <input type="text"/>
Address/ Telephone		Legal Entity	<input type="checkbox"/> Limited Partnership <input type="checkbox"/> Company Limited <input type="checkbox"/> Public Company <input type="checkbox"/> Other ..... <input type="checkbox"/> Publicly Listed Company Type of Business <sup>2</sup> <input type="text"/>
Name of the Juristic Entity <sup>5</sup>		Position <sup>4</sup>	<input type="text"/> Position Taking Date <sup>6</sup> <input type="text"/>
Address/ Telephone		Legal Entity	<input type="checkbox"/> Limited Partnership <input type="checkbox"/> Company Limited <input type="checkbox"/> Public Company <input type="checkbox"/> Other ..... <input type="checkbox"/> Publicly Listed Company Type of Business <sup>2</sup> <input type="text"/>

Note: <sup>1</sup> Means juristic entities having or anticipated to have any connected transaction with the Company or its subsidiaries. (If no, please state "None")  
<sup>2</sup> Means types of business such as agriculture, food industry, consumer goods, financial business, industrial goods, real estate and construction, service business, technology, etc.  
<sup>3</sup> Names legal entity of business such as limited partnership, company limited, public company, publicly listed company etc.  
<sup>4</sup> Means directors, General Manager, or executives who are among the four highest levels of the Company's management after the General Manager, as well as all the management in the top fourth level and the equivalent positions thereof, and executives in the Accounting & Finance Department from the level of the Department Chief upward, or the equivalent positions thereof.  
<sup>5</sup> Means juristic entities having or anticipated to have any connected transaction with the Company or its subsidiaries (if no, please state "None").  
<sup>6</sup> Means if the date of position taking cannot be stated, approximate number of years or the year of taking up position can be applied.  
<sup>7</sup> Means the amount taken from the shareholding ratio worksheet (on the next page). Applied only for the case of over 10% in shareholding since such ratio is deemed as being a major shareholder of such juristic entities.



UNIVENTURES PUBLIC COMPANY LIMITED
REPORT OF INTERESTS OF DIRECTORS, EXECUTIVES AND RELATED PERSONS

3.2 : Directorship or Management Position in Other Juristic Entities of Individuals and Close Relatives Who Are Parties Related to the Filer (Only Juristic Entities Having or Anticipated to Have Any Connected Transaction with UV or Its Subsidiaries)

Table with 4 columns: Name of the Juristic Entity, Address/Telephone, Position, and Legal Entity/Type of Business. It contains 7 rows of empty form fields for reporting interests.

Note: 1 Means juristic entities having or anticipated to have any connected transaction with the Company or its subsidiaries. (If no, please state "None")
2 Means types of business such as agriculture, food industry, consumer goods, financial business, industrial goods, real estate and construction, service business, technology, etc.
3 Names legal entity of business such as limited partnership, company limited, public company, publicly listed company etc.
4 Means directors, General Manager, or executives who are among the four highest levels of the Company's management after the General Manager, as well as all the management in the top fourth level and the equivalent positions thereof, and executives in the Accounting & Finance Department from the level of the Department Chief upward, or the equivalent positions thereof.
5 Means juristic entities having or anticipated to have any connected transaction with the Company or its subsidiaries (If no, please state "None").
6 Means if the date of position taking cannot be stated, approximate number of years or the year of taking up position can be applied.
7 Means the amount taken from the shareholding ratio worksheet (on the next page). Applied only for the case of over 10% in shareholding since such ratio is deemed as being a major shareholder of such juristic entities.



**UNIVENTURES PUBLIC COMPANY LIMITED**  
**REPORT OF INTERESTS OF DIRECTORS, EXECUTIVES AND RELATED PERSONS**

► **Part 4 : Information on Shareholding in Other Juristic Entities<sup>5</sup> of the Filer (Including Shareholding of Persons Related to the Filer) (Only Juristic Entities Having or Anticipated to Have Any Connected Transaction With UV or Its Subsidiaries)**

1. Name of the Juristic Entity <sup>1,3</sup>	<input style="width: 90%;" type="text"/>	Address/Telephone <input style="width: 90%;" type="text"/>	Type of Business <sup>2</sup> <input style="width: 90%;" type="text"/>	% of Shareholding <sup>7</sup> > 10 % <input style="width: 20px;" type="text"/> Year
2. Name of the Juristic Entity <sup>1,3</sup>	<input style="width: 90%;" type="text"/>	Address/Telephone <input style="width: 90%;" type="text"/>	Type of Business <sup>2</sup> <input style="width: 90%;" type="text"/>	% of Shareholding <sup>7</sup> > 10 % <input style="width: 20px;" type="text"/> Year
3. Name of the Juristic Entity <sup>1,3</sup>	<input style="width: 90%;" type="text"/>	Address/Telephone <input style="width: 90%;" type="text"/>	Type of Business <sup>2</sup> <input style="width: 90%;" type="text"/>	% of Shareholding <sup>7</sup> > 10 % <input style="width: 20px;" type="text"/> Year
4. Name of the Juristic Entity <sup>1,3</sup>	<input style="width: 90%;" type="text"/>	Address/Telephone <input style="width: 90%;" type="text"/>	Type of Business <sup>2</sup> <input style="width: 90%;" type="text"/>	% of Shareholding <sup>7</sup> > 10 % <input style="width: 20px;" type="text"/> Year
5. Name of the Juristic Entity <sup>1,3</sup>	<input style="width: 90%;" type="text"/>	Address/Telephone <input style="width: 90%;" type="text"/>	Type of Business <sup>2</sup> <input style="width: 90%;" type="text"/>	% of Shareholding <sup>7</sup> > 10 % <input style="width: 20px;" type="text"/> Year
6. Name of the Juristic Entity <sup>1,3</sup>	<input style="width: 90%;" type="text"/>	Address/Telephone <input style="width: 90%;" type="text"/>	Type of Business <sup>2</sup> <input style="width: 90%;" type="text"/>	% of Shareholding <sup>7</sup> > 10 % <input style="width: 20px;" type="text"/> Year
7. Name of the Juristic Entity <sup>1,3</sup>	<input style="width: 90%;" type="text"/>	Address/Telephone <input style="width: 90%;" type="text"/>	Type of Business <sup>2</sup> <input style="width: 90%;" type="text"/>	% of Shareholding <sup>7</sup> > 10 % <input style="width: 20px;" type="text"/> Year

Note: <sup>1</sup> Means juristic entities having or anticipated to have any connected transaction with the Company or its subsidiaries. (If no, please state "None")  
<sup>2</sup> Means types of business such as agriculture, food industry, consumer goods, financial business, industrial goods, real estate and construction, service business, technology, etc.  
<sup>3</sup> Names legal entity of business such as limited partnership, company limited, public company, publicly listed company etc.  
<sup>4</sup> Means directors, General Manager, or executives who are among the four highest levels of the Company's management after the General Manager, as well as all the management in the top fourth level and the equivalent positions thereof, and executives in the Accounting & Finance Department from the level of the Department Chief upward, or the equivalent positions thereof.  
<sup>5</sup> Means juristic entities having or anticipated to have any connected transaction with the Company or its subsidiaries (If no, please state "None").  
<sup>6</sup> Means if the date of position taking cannot be stated, approximate number of years or the year of taking up position can be applied.  
<sup>7</sup> Means the amount taken from the shareholding ratio worksheet (on the next page). Applied only for the case of over 10% in shareholding since such ratio is deemed as being a major shareholder of such juristic entities.



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UNIVENTURES PUBLIC COMPANY LIMITED  
REPORT OF INTERESTS OF DIRECTORS, EXECUTIVES AND RELATED PERSONS

▶ Part 5 : Signature

Certified by the Filer

Acknowledge By

Signature ..... Filer

Signature ..... Company Secretary

(.....)

(.....)

Date ...../...../.....

Date ...../...../.....



UNIVENTURES PUBLIC COMPANY LIMITED  
REPORT OF INTERESTS OF DIRECTORS, EXECUTIVES AND RELATED PERSONS

Worksheet for Calculation of Shares Held in Each of the Other Juristic Entities (Attachment for Part 4)

Name of the Juristic Entity .....

Shareholders	% of Shareholding
(1) Filer	
(2) Spouse	
(3) Minor Children/ Minor Adopted Children	
(4) General partnership that the filer and his/her spouse, or their minor children are the partners thereof	
(5) Limited partnership that the filer and his/her spouse, or their minor children are the partners with unlimited or limited liability thereof, with the total combined shareholding over 30%	
(6) Company limited or public company that the filer and his/her spouse, or their minor children, or the partnership under (4) or (5) hold the total combined shares over 30%	
(7) Publicly listed company that the filer and his/her spouse, or their minor children, or the partnership under (4) or (5) hold the total combined shares over 30%	
(8) Juristic entity that the filer maintains management authority as the juristic representative	
<b>Total shareholding in each juristic entity of the filer and his/her related persons (%)</b>	

\* Note : UVG employees can find and access this information on the Company’s intranet@univentures.co.th



**Example Form 3:** Report on Changes in Security Holdings  
For the UV directors and UV executives to file their information

Report of changes in securities holding in...(Company).....

Prepared (Name).....Position.....

Reporting date.....

Name of securities holder <sup>1</sup>	Types of securities	Transaction date	No. of securities held before acquisition/ disposition	Acquisition/disposition <sup>2</sup>		No. of securities held after acquisition/ disposition	Method of acquisition <sup>3</sup> / disposition <sup>4</sup>	Transaction made through (specify broker's name)	Purchaser/Transferee (specify name and relationship) <sup>5</sup>
				Amount	Average price				
Reporter/filer	Common share								
	Preferred share								
	Warrant								
	Transferable subscription right								
	Convertible debenture								
Spouse Name	Common share								
	Preferred share								
	Warrant								

\* Form 59-2 is for changes in securities holdings as a result of acquisition or disposition. This form must be submitted within three business days after the date of purchase, sale, transfer or accept transfer the securities.

Name of securities holder <sup>1</sup>	Types of securities	Transaction date	No. of securities held before acquisition/ disposition	Acquisition/disposition <sup>2</sup>		No. of securities held after acquisition/ disposition	Method of acquisition/ disposition <sup>4</sup>	Transaction made through (specify broker's name)	Purchaser/Transferee (specify name and relationship) <sup>5</sup>
				Amount	Average price				
	Transferable subscription right								
	Convertible debenture								
Minor child /Name	Common share								
	Preferred share								
	Warrant								
	Transferable subscription right								
	Convertible debenture								

I hereby certify that the above report is complete and true in all respects.

Signature of reporter/filer .....  
 Position .....  
 Company .....

The person appointed as contact person (if any).....Telephone.....

\* Note : UVG employees can find and access this information on the Company's intranet@univentures.co.th

**Report on Receipt of Gifts, Assets, and Benefits**

For executives and employees to abide by as the principles of business conduct adopted according to professional integrity and ethics, they are required to report the acceptance of any cash, gift, present, assets, and benefits that **exceed the value of Baht 3,000** according to the following Company’s policy.

I, whose name is .....(family name)....., hold the position of ....., would like to report the acceptance of following cash, gift, present, assets, and benefits.

Date	Received Item	Amount	Approximate Value	From Individual/Company
<b>Total</b>				

I have already reported my receipt of cash, gift, present, assets, and benefits as set forth above in adherence to honesty, transparency, clarity, and accountability in the manner as prescribed by the Company.

I am hereby submitting this information for your perusal.

Signature.....	Signature.....	Signature.....
Filer	Supervisor	Internal Audit Department, Compliance Department
Date.....	Date.....	Date.....

**Opinion of the Chief Executive Officer**

Allow the employee to accept

Keep as a present for New Year Prize Draw Party

Other .....

Signature .....

Date .....

**Opinion of the Executive Chairman**

Allow the employee to accept

Keep as a present for New Year Prize Draw Party

Other .....

Signature .....

Date .....

\* Note : UVG employees can find and access this information on the Company’s intranet@univentures.co.th



Complaint Form

Date .....

Time .....

Filer Name.....Telephone Number .....

House No. ....Moo/Village.....Lane/Soi.....

Road.....Tambol/Kwaeng.....

Amphur/Khet.....Province.....

Postal Code.....

Relationship of Filer  Shareholder  Employee  Other.....

Would like to file a complaint about .....

Summary of the complaint .....

.....  
.....  
.....  
.....  
.....

I would like the following actions be taken

.....  
.....  
.....  
.....  
.....  
.....

I hereby certify that the information set forth above is true in all respects.

.....  
( )

Complaint Filer

.....  
( )

Acceptor of Complaint Filing

Note:

You can file this complaint by choosing not to disclose your identity. However, the Company reserves the right to review and verify relevant evidence as appears. It is in the Company’s discretion to review the matter of complaint and consider whether such complaint is reasonable and valid. If so, the Company shall then process the complaint according to its prescribed complaint handling procedures. If you wish the Company to quickly respond to your complaint, kindly certify all pertinent documents and evidences regarding such complaint and revert them back to the Head Internal Audit Department, Univentures Public Company Limited, 22<sup>nd</sup> Park Ventures Ecoplex, 57 Wireless Road , Lumpini, Patumwan, Bangkok 10330; Telephone Number 02-643-7100 Extension 7195-7.

\* Note : UVG employees can find and access this information on the Company’s intranet@univentures.co.th





# **Code of Conduct**



**Univentures Public Company Limited**

22<sup>nd</sup> floor, Park Venture Ecoplex, 57, Wireless Road,  
Lumpini, Patumwan, Bangkok 10330

Tel        02-643-7100

Fax        02-255-9418

[www.univentures.co.th](http://www.univentures.co.th)