Notice of the Annual General Meeting of Shareholders

Univentures Public Company Limited

Tuesday 28 April 2015 at 14.00 hours
At Victor Rooms II–III, Victor Club, 8th floor,
Park Ventures Ecoplex
No. 57 Wireless Road, Lumpini, Patumwan, Bangkok 10330

Content

Remarks: All shareholders can find the Notice of the Shareholders' Meeting and related documents on the Company's website (www.univentures.co.th) from 27 March 2015 in advance of the meeting**.**

- *Translation* -

Ref No. UV 012/2015
The Registration No. 0107537001030

20 March 2015

To : The shareholders

Notice of Annual General Meeting of the Shareholders no.36/2015

The Board of Directors of Univentures Public Company Limited (the "Company") passed a resolution to convene the Annual General Meeting of the Shareholders No. 36/2015 on Tuesday 28 April 2015 at 14:00 hours at Victor Rooms II–III, Victor Club, 8th floor, Park Ventures Ecoplex No. 57 Wireless Road, Lumpini, Patumwan, Bangkok 10330 to consider the following agendas:

1 To consider and adopt the minutes of the Extraordinary General Meeting of Shareholders No. 1/2014 held on Tuesday 9 December 2014

Object and Reason The Extraordinary General Meeting of Shareholders No. 1/2014 was held on Tuesday 9 December 2014 and the Minutes of the Meeting had been recorded and submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the timeframe prescribed by laws and also already posted on the Company's website www.univentures.co.th, of which was shown in Annex 1.

Board of Directors' opinion It is considered appropriate for the Meeting of Shareholders to adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2014 on Tuesday 9 December 2014 which the Board of Directors has deemed that it was properly recorded.

Number of votes required to pass a resolution a majority vote of the total number of shares held by the shareholders attending the meeting and casting votes at the meeting.

2 To acknowledge the Company's operational results for 2014.

Object and Reason The Company's operational results for 2014 as shown in the 2014 Annual Report as Annex 2 of this Notice.

Board of Directors' opinion It is considered appropriate to report the Company's operational results for 2014 to the Meeting of Shareholders for acknowledgement.

3 To consider and approve the Company's statements of Financial Position and Statement of income for the year ended 31 December 2014

Object and Reason According to Section 112 of the Public Companies Act and article 38 of the Company's Articles of Association, which stipulate that the Board of Directors shall arrange for preparation of the company's balance sheet and income statement at the end of each fiscal year, and shall propose to the shareholders Meeting at the Annual General Meeting to consider approving of them. For the Financial Statements for the year ended 31 December 2014 have been audited and certified by the certified auditor, and reviewed by the Company's Audit Committee and Board of Directors that it fairly represented; conforming with generally accepted accounting principles. Details of these statements appeared in the Company's Annual Report for 2014 which were distributed to the shareholders together with the notice for calling this meeting (Annex 2)

Board of Directors' opinion It is considered appropriate for the Meeting of Shareholders to approve of the Company's Statements for the year ended 31 December 2014 which have been audited and certified by the certified auditor, and approved by the Audit Committee and the Board of Directors.

Number of votes required to pass a resolution a majority vote of the total number of shares held by the shareholders attending the meeting and casting votes at the meeting.

4 To consider and approve the allocation of net profits from the Company's operational results as of yearend 31 December 2014 for capital reserve as required under applicable law and for dividend payment.

Object and Reason The Company's policy is to pay dividend at the rate of not less than 50% of net profit after tax and any reserve of the consolidated financial statements subject to the investment plan, necessity and the appropriation in the future. For the year 2014, the net profit remaining for dividend payment of the Company was THB 246,128,761 and had no retained deficit, the company also has sufficient cash. Thus, the Company considers paying the dividend to the shareholders pursuant to Section 115 of the Public Companies Act, and article 40 of the Company's Articles of Association, which state that no dividend pay from any money, other than profits and it shall be equally paid per share. In addition, under Section 116 of the Public Companies Act and article 41 of the Company's Articles of Association, the Company shall allocate not less than 5 percent of the annual profits less the retained deficit brought forward (if any) as legal reserve, until the reserved amount reach 10 percent of the registered capital.

Board of Directors' opinion It is considered appropriate for the Meeting of Shareholders to approve the profit appropriation for legal reserve from the operating results of the year 2014 and dividend declaration as follows:

- Allocate net profit as the Legal Reserve amounting to THB 11,500,000.
- Pay dividend at the rate of THB 0.075 per share, totaling THB 143,394,490. The Company will pay dividend to shareholders those names registered in the Shareholders' Registry as of Friday 13 March 2015 (Record Date) and book-closed date on Monday 16 March 2015 and the payment will be scheduled on Wednesday 27 May 2015.

The Board of Directors considered that the rate of dividend specified above is appropriate, which is approximately 58.26 percent of the profit per consolidated financial statements, which is the net profit after deducting with the non-cash profit, based on Accounting Concept, for the year 2014. The comparison of the dividend payment in the prior year is as follows:

Details of dividend payment	Year 2014	Year 2013
Net Profit per consolidated financial statements (THB)	395,028,914	175,355,639
Less : Non-Cash Profit, based on Accounting Concept (THB)	148,900,153	0
Profit remaining for dividend payment (THB)	246,128,761	175,355,639
Number of shares (shares)	1,911,926,537	1,911,926,537
Dividend payment per share (THB/share)	0.075	0.050
Total dividend payment (THB)	143,394,490	95,596,327
Percentage of dividend payment	58.26%	54.52%

Number of votes required to pass a resolution a majority vote of the total number of shares held by the shareholders attending the meeting and casting votes at the meeting.

5 To consider and approve the issuance of debentures for up to THB 3,000 million

Object and Reason In order to nurture the company's growing business using debenture an alternative source of funds, to promptly raise capital in response to fluctuating interest rate and strengthen the financial status of the Company, the Board of Directors then proposes the Shareholders for consideration and approval of the issuance and offer of debentures for the amount of not exceeding THB 3,000 million (Three Billion Baht Only)

Board of Directors' opinion The Company's board of directors considered that the issuance of debentures is appropriate and beneficial to the Company. They then resolved to propose to the Shareholders Meeting for approval for the following matters:

- Issuance of debentures in Thai Baht and/or other foreign currencies up to or equivalent to THB 3,000 million from local and/or foreign sources in order to finance investment plan and/or working capital;
- Offering can be made in lump sum amount or in allotments through a public offering and/or a private placement and/or institutional investors ;
- Terms and conditions and details of the issuances, e.g. its name, offering amount of each issuance, type of debenture, Total value , offering price per unit, tenor, period of redemption, redemption prior to maturity , interest rate , principle repayment method and other details of the issuance and offering of the debentures, will be determined by the Company's Chairman of Board of Executive Directors, the Board of Executive Directors Committee or any person(s) appointed by the Board of Executive Directors.
- For issuing and offering of the debentures, the Company must receive approval from relevant authorities and must comply with the Securities and Exchange Act B.E. 2535 and Notification of Exchange Commission to the above issue.

Number of votes required to pass a resolution No less than three-fourths (3/4) of the total number of shares held by the shareholders attending the meeting and casting votes at the meeting.

6 To consider and approve the election of directors replacing those being retired by rotation for the year 2015

Object and Reason According to Section 71 of the Public Limited Companies Act 1992 and Article 15 of the Company's Article of Association, one-third of the total number of directors who hold the office longest shall retire by rotation this year are as follows:

1. Mr. Suwit Chindasanguan	Independent Director and the member of Audit Committee
2. Mr. Thapana Sirivadhanabhakdi	Director
3. Mr. Thanapol Sirithanachai	Director

The Company had also given the opportunity to the shareholders to propose the list of person for considering to be elected to be directors of the Company as the company's criteria via the Company's website within 31 December 2014 according to the good governance criteria, however, there was no shareholder proposing the list of person for considering to be elected to be directors of the Company.

Board of Directors' opinion The Board of Directors, without participation by any of directors who having interests therein, considered and was of opinion that all three directors have good knowledge, managerial skill and have qualification according to the Public Companies Act B.E. 2535, without any prohibited characteristics, for the appointment as directors of the Company under the criteria of the Office of the Securities and Exchange Commission and other related regulation. Therefore, the Board of Directors agreed with the proposal made by the Remuneration and Nomination Committee, without participation by any of Remuneration and Nomination members who having interests therein, to propose to the 2015 Annual General Meeting of Shareholders (no.36/2015) that all these 3 directors should be re-elected namely

1. Mr. Suwit Chindasanguan	Independent Director and a member of Audit Committee
2. Mr. Thapana Sirivadhanabhakdi	Director
3. Mr. Thanapol Sirithanachai	Director

Since Mr. Suwit Chindasanguan, who has been independent director and a member of Audit Committee for more than 9 years, still possess all requirements in the "Qualifications of Independent Directors of UV" and the required expertise and experience, to perform duties as independent director and a member of Audit Committee. The Board of Directors then proposes the Meeting to elect Mr. Suwit Chindasanguan to be the independent director and the member of Audit Committee.

Biography of the directors and the Definition of Independent Directors has been sent to shareholders together with this Notice as Annex 3.

Number of votes required to pass a resolution a majority vote of the total number of shares held by the shareholders attending the meeting and casting votes at the meeting.

7 To consider and approve the directors' remuneration for the year 2015

Object and Reason Pursuant to Article 90 of the Public Companies Act B.E. 2535 stated that a director must not be paid cash or given other properties except being paid remuneration as a director of the Company and article 28 of the Company's Articles of Association, the Director's remuneration shall be approved by the shareholders' Meeting. In referring to the annual general shareholders' meeting No.35/2014 has approved the remuneration for directors and all of committees which the total remuneration of Board and all committees including extra remuneration (if any) for year 2014 will not be more than THB 7,000,000.

The Remuneration and Nomination Committee carefully considered the remuneration for the Board and all committees in regard to the performance of the Company, the comparison within the same industry, the business expansion, and also the experience, knowledge and capabilities of directors to propose to the Board of Directors to agree and propose to the Shareholders' meeting for approval to keep remuneration of Board of Directors and other committees for the year 2015 at the same rate as the year 2014.

The total remuneration of Board and all committees including extra remuneration (if any) for year 2015 will not be more than THB 8,000,000, increased from year 2014 in amount of THB 1,000,000. In the case of the extra remuneration, the Remuneration and Nomination Committee is authorized to consider and allocate it as appropriate which will be based on the performance results of the company. The details were shown in Annex 4 of this Notice.

Board of Directors' opinion The Board of Directors, considered and agreed with the proposal made by the Remuneration and Nomination Committee. They then resolved to propose to the Shareholders Meeting to consider the directors' remuneration for 2015 as follows:

Remuneration for	Chairman		Member	
	Meeting Allowance (Baht/meeting)	Monthly Allowance (Baht/month)	Meeting Allowance (Baht/meeting)	Monthly Allowance (Baht/month)
The Board of Directors' Meeting	25,000	20,000	20,000	10,000
The Board of Executive Directors*	-	25,000	-	20,000
The Audit Committee	-	40,000	-	30,000
Remuneration and Nomination Committee	22,000	-	18,000	-
The Corporate Governance Committee	22,000	-	18,000	-

* Excluding executive directors who are the management of the Company and its subsidiaries.

The total remuneration of Board and all Committees including extra remuneration (if any) for year 2015 will not be more than THB 8,000,000. In the case of the extra remuneration, the Remuneration and Nomination Committee is authorized to consider and allocate it as appropriate which will be based on the performance results of the company.

Number of votes required to pass a resolution No less than two-third (2/3) of vote of the total number of shares held by the shareholders attending the meeting and casting votes at the meeting.

8 To consider and appoint the auditors and determine the audit fee for 2015

Object and Reason Pursuant to Section 120 of the Public Companies Act B.E.2535 and article 35 of the Company's Articles of Association which state that the Annual General Meeting of Shareholders shall appoint auditors and determine the fee of the auditor. The Audit Committee has considered and selected auditors for the year 2015 and proposed to the Board of Directors' Meeting No. 1/2015 held on 26 February 2015, to consider and propose the Meeting of Shareholders to appoint KPMG Phoomchai Audit Limited to be the auditors of the Company by having one of the following auditors:

1. Mr. Nirand Lilamethwat, Certified Public Accountant License No. 2316 and/or
2. Miss Nittaya Chetchotiros, Certified Public Accountant License No. 4439 and/or
3. Mrs. Wilai Buranakittisopon, Certified Public Accountant License No. 3920 and/or
4. Miss Vipavan Pattavanvivek, Certified Public Accountant License No. 4795

To be the Company's auditors and to express his/her opinion on the financial statements of the Company and its subsidiaries in year 2015 under the name of KPMG Phoomchai Audit Limited since KPMG Phoomchai Audit Limited offered the reasonable audit fee when comparing the scope of work. The total amount of the audit fees of the Company and its 9 subsidiaries is THB 2,820,000, increased from year 2014 in amount of THB 120,000 or 4.44 percent.

In the fact that KPMG Phoomchai Audit Limited does not had any relationship and conflict of interest with the Company, its subsidiaries, directors, managements, major shareholders or their related persons, therefore KPMG Phoomchai Audit Limited is independent for auditing and express its opinion to the financial statements of the company and its subsidiaries.

Board of Directors' opinion It is considered appropriate for the Meeting of Shareholders to appoint KPMG Phoomchai Audit Limited to be the auditor of the Company and its 9 subsidiaries by having one of the following persons:

1. Mr. Nirand Lilamethwat, Certified Public Accountant License No. 2316 and/or
2. Miss Nittaya Chetchotiros, Certified Public Accountant License No. 4439 and/or
3. Mrs. Wilai Buranakittisopon , Certified Public Accountant License No. 3920 and/or
4. Miss Vipavan Pattavanvivek, Certified Public Accountant License No. 4795

To be the Company's auditors and to express his/her opinion on the financial statements of the company and its 9 subsidiaries and approve for audit fees for the year 2015, totaling THB 2,820,000 as proposed by the Audit Committee. The details were shown in Annex 5.

Number of votes required to pass a resolution a majority vote of the total number of shares held by the shareholders attending the meeting and casting votes at the meeting.

9 Other (if any)

The Company therefore would like to invite all shareholders to attend the 2015 Annual General Meeting of Shareholders (no.36/2015) to be held on Tuesday 28 April 2015 at 14:00 hours, at Victor Rooms II–III, Victor Club, 8^{th} floor, Park Ventures Ecoplex No. 57 Wireless Road, Lumpini, Patumwan, Bangkok 10330. The commencement for registration to attend the Meeting will be from 12:00 hours.

For your convenience, if you wish to appoint a person to attend and vote at the Meeting on your behalf, please complete and duly execute only Proxy Form B attached in the Annex 11, or alternatively you may download one of the three Proxy Forms: Form A, Form B or Form C (Form C is only for foreign investors who authorize the custodian in Thailand to keep and safeguard their shares) from www.univentures.co.th.

Yours sincerely,

Mr. Worawat Srisa-an
President
Univentures Public Company Limited