

For consideration of Agenda 5 : To appoint directors in place of those retiring by rotation for the year 2011 , and

Definition of the Independent Director

Biography of directors to be elected as directors to replace the ones whose term expired

Name	Miss. Potjanee Thanavarani	
Director Type	Independent Director	
Present Position	Chairman of the Board / Audit Committee's Member / Chairman of Compensation and Nominating Committee	
Age	64 Years	
Highest Education	Master of Business Administration Syracuse University, USA (USAID Scholarship)	
Thai Institute of Directors Association (IOD)	Audit Committee Program (ACP 32/2553) The Role of Compensation Committee Program (RCC4/2007) The Role of Chairman Program (RCP13/2006) Directors Certification Program (DCP17/2002)	
UV Shareholding	0% (-0- shares)	
Year of Directorship	3 Years 7 Months	
Position in Other Listed Companies	Present	Independent Director / Audit Committee Bank of Ayudhya Public Company Limited Oishi Group Public Company Limited Bangkok Insurance Public Company Limited Independent Director Thai Reinsurance Public Company Limited Berli Jucker Public Company Limited
Position in Non-Listed Companies	Present	Chairman of the Public Sector Audit and Evaluation Committee Ministry of Commerce Member of Council of State (Group 3 – Monetary Laws) Office of the Council of State Qualified Committee The Federation of the Insurance Organization Sub-Commissioner, The Sub-Commission on the Development and Promotion of Public Organization and the Organizations under Governmental Supervision, the Public Sector Development Commission
Position in Rival Companies/ Connected Business that may cause conflict of interest	- None -	

Experience	2006 - 2008	Second Vice – President of the National Legislative Assembly The National Legislative Assembly Advisor of Minister of Commerce Ministry of Commerce Economic Advisor The Council for National Security
	2001 – 2008	Member of the Monetary Policy Board The Bank of Thailand
	2002 - 2007	Chairman Thailand Insurance Institute
	2001 - 2006	Director General, Department of Insurance Ministry of Commerce
Legal record in the past 10 years		- None -
Meeting Attendance (The Attendance at the year 2010)		- The Board of Directors Meeting was 6 times out of the total of 7 times - The Audit Committee was 5 times out of the total of 5 times - The Compensation and Nominating Committee was 2 time out of the total of 2 time
Forbidden Qualifications		- Never dishonestly committed an offence against property - Never entered into any transaction which may cause conflict of interest against the Univentures Group during the year

Name	Mr. Nararat Limnararat
Director Type	Independent Director
Present Position	Independent Director / Audit Committee 's Member / Compensation and Nominating Committee's Member
Age	52 Years
Highest Education	Master of Business Administration, Finance Cornell University, New York, USA
Thai Institute of Directors Association (IOD)	Directors Certification Program (DCP initial) Finance for Non-Finance Director (FND-2004)
UV Shareholding	0% (-0- shares)
Year of Directorship	5 Years 2 Months
Position in Other Listed Companies	- None -
Position in Non-Listed Companies	Present Director / Managing Director Asia Asset Management Limited
Position in Rival Companies/ Connected Business that may cause conflict of interest	- None -
Experience	- None -
Legal record in the past 10 years	- None -
Meeting Attendance (The Attendance at the year 2010)	- The Board of Directors Meeting was 6 times out of the total of 7 times - The Audit Committee was 5 times out of the total of 5 times - The Compensation and Nominating Committee was 2 time out of the total of 2 time
Forbidden Qualifications	- Never dishonestly committed an offence against property - Never entered into any transaction which may cause conflict of interest against the Univentures Group during the year

Name	Mr. Panot Sirivadhanabhakdi		
Director Type	Authorized Director		
Present Position	Director / Executive Director		
Age	33 Years		
Highest Education	Master of Science in Analysis, Design and Management of Information System London School of Economics and Political Science, England and Industrial Engineering and Economics from Massachusetts University, USA		
Thai Institute of Directors Association (IOD)	Directors Certification Program (DCP46/2004) Finance for Non-Finance Director (FND10/2004)		
UV Shareholding	28.20% (215,648,563 shares)		
Year of Directorship	3 Years 7 Months		
Position in other Listed Companies	Present	Director / Executive director Berli Jucker Public Company Limited Director Siam Food Products Public Company Limited	
Position in Non-Listed Companies	Present	Director / Executive director Beer Thip Brewery (1991) Company Limited Director/ Executive Vice President T.C.C. Technology Company Limited Director Thai Beverage Public Company Limited TCC Land Leisure Company Limited Adelfos Company Limited Eastern Seaboard Industrial Estate (Rayong) Company Limited Plantheon Company Limited Siriwana Company Limited Cristalla Company Limited TCC Holding Company Limited TCC Land Company Limited	
Position in Rival Companies/ Connected Business that may cause conflict of interest	- None-		
Experience		Director	
	2007 – 2009	Lan Chang Development Company Limited	
	2003 – 2009	Southeast Group Company Limited (TCC Capital Company Limited)	
	2004 – 2008	Terragro Company Limited	
	2000 – 2004	Beer Thai (1991) Public Company Limited	
Legal record in the past 10 years	- None –		

Meeting Attendance

(The Attendance at the year 2009)

- The Board of Directors Meeting was 6 times out of the total of 7 times

- The Board of Executive Committee was 10 times out of the total of 11 times

Forbidden Qualifications

- Never dishonestly committed an offence against property

- Never entered into any transaction which may cause Conflict of interest against the Univentures Group during the year

Definition Independent Director

Independent director refers to a director whose qualifications are in line with the requirements of the Office of the Securities and Exchange Commission and the Stocks Exchange of Thailand, whereby he or she must possess the qualifications and must not have the prohibited descriptions as follows:

1. Holding shares not exceeding one per cent of the total number of voting rights of the company, its parent company, subsidiary company, associated company or juristic person which may have conflicts of interest, including the shares held by related persons of the independent director;
2. Neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the company, its parent company, subsidiary company, associated company, same-level subsidiary company, major shareholder or controlling person of the company, unless the foregoing status has ended for more than 2 years;
3. Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children, executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling persons of the company or its subsidiary;
4. Neither holding nor having held a business relationship with the company, its parent company, subsidiary company, associated company, major shareholder or controlling person in the manner which may interfere with his independent judgment, and neither being nor having been a substantial shareholder or a controlling person of any person having business relationship with the company, its parent company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing relationship has ended for more than 2 years;

The aforementioned term "business relationship" includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services, or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing asset as collateral, including any other similar actions, which result in the company or counterparty being liable to indebtedness payable to the other party in amount of 3 percent or more of the net tangible assets of the company or Baht 20 million or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transaction under the Notification of the Capital Market Supervisory Board concerning regulations in respect of an entering into connected transaction *mutatis mutandis*. The combination of such indebtedness shall include indebtedness taking place during the course of 1 year prior to the date on which such a business relationship with the person commences;

5. Neither being nor having been an auditor of the company, its parent company, subsidiary company, associated company, major shareholder or controlling person and not being a substantial shareholder, controlling person or partner of an audit firm which employs auditors of the company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing relationship has ended for more than 2 years;
6. Neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the company, its parent company, subsidiary company, associated company, major shareholder or controlling person or controlling person, and not being a substantial shareholder, controlling person or partner of the professional adviser, unless the foregoing relationship has ended for more than 2 years;
7. Not being a director who has been appointed as a representative of the company's director, major shareholder or shareholders who are related to the company's major shareholder;
8. Not undertaking any business the nature of which is the same as that of the company or subsidiary company and which, in any material respect, is competitive with business of the company or subsidiary company or not being a substantial partner in the partnership, a director who is involved in the company management, an employee, a staff member, an adviser who receives a regular salary or a shareholder holding more than 1 percent of shares with voting rights of a company undertaking any business the nature of which is the same as that of the company or subsidiary company and which, in any material respect, is competitive with business of the company or subsidiary company;
9. Not having any characteristics which make him incapable of expressing independent opinions with regard to the company's business affairs.

After having been appointed as independent director with qualifications complying with the criteria under (1) to (9) the independent director may be assigned by the board of directors to take part in the business decision of the company, its parent company, subsidiary, affiliate, same-level subsidiary or juristic person who may have conflicts of interest on the condition that such decision must be a collective one.

The previous directorial records as an independent director to be brought up for consideration shall comply with the above criteria, except under exemption by the Office of the Securities and Exchange Commission, in accordance with the Notification of the Capital Market Supervisory Board.