

(Translation)

Notice of the Extraordinary General Meeting of Shareholders No. 1/2015



Univentures Public Company Limited

**Thursday, December 17, 2015 at 10:00 hrs.
Victor Room 2-3, Victor Club, Park Ventures Ecoplex, 8th Floor,
No. 57 Wireless Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330**

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Remark: Shareholders may download the Notice of Extraordinary General Meeting of Shareholders No. 1/2015 and its supplemental documents from the Company's website at www.univentures.co.th from November 26, 2015.

No. UV 056/2015

Registration No. 0107537001030

24 November 2015

Subject: Invitation to Extraordinary General Meeting of Shareholders No. 1/2015

Attention: Shareholders of Univentures Public Company Limited

Notice of Extraordinary General Meeting of Shareholders No. 1/2015

Reference is made to Board of Directors' Meeting No. 4/2015 of Univentures Public Company Limited (the "**Company**") which was held on November 6, 2015, and at which it was resolved to convene Extraordinary General Meeting of Shareholders No. 1/2015 on Thursday, December 17, 2015, at 10:00 hrs., at Victor Room 2-3, Victor Club, 8th Floor, Park Ventures Ecoplex, No. 57 Wireless Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330, to consider matters in accordance with the following agenda items:

Agenda 1: To consider and approve the Minutes of the 2015 Annual General Meeting of Shareholders which was held on Tuesday 28 April 2015

Object and Reason: The 2015 Annual General Meeting of Shareholders was held on Tuesday 28 April 2015 and the Minutes have been prepared and submitted to the Stock Exchange of Thailand (the "Stock Exchange") and the Ministry of Commerce within the period specified by law, as well as posted on the Company's website at www.univentures.co.th. The details of the Minutes are set out in the copy of the Minutes of the Meeting (Annex 1).

Board of Director' opinion: The Board of Directors deemed it appropriate to propose that the shareholders' meeting certify the Minutes of the 2015 Annual General Meeting of Shareholders held on April 28, 2015, for which it was of the view that the Minutes had been recorded accurately.

Number of votes required to pass a resolution: The majority vote of the shareholders attending the meeting and casting their votes.

Agenda 2: To consider and approve the increase in the registered capital, the allocation of the newly-issued ordinary shares, and the entering into the connected transaction of Golden Land Property Development Public Company Limited

Object and Reason: Golden Land Property Development Public Company Limited ("GOLD"), a subsidiary of the Company (as at June 30, 2015, the Company holds 55.73% of GOLD's shares), plans to expand its scope of investment and continuously create growth. In this regard, apart from its previous investments which have been focused on low-rise residential estate developments, the Company is desirous to invest in Mixed-Use

Projects, such as the “FYI CENTER – For Your Inspiration Workplace”, a project which is under construction and which is a commercial complex that will house office towers, a shopping center, and a hotel. The Company also wishes to invest in the development project of the plot 21-22 (the area located at a corner of the Samyan intersection, opposite Chamchuri Square) (the “Samyan Project”) by jointly entering into an investment with Thippatana Arcade Co., Ltd. (“Thippatana”) and/or a company in Mr.Charoen Sirivadhanabhadi Group, the right-holders entitled by Chulalongkorn University to utilize the area (the “Right-holders”) and investing in a newly-established company. As a result, the Right-holders will hold 51% and GOLD will hold 49% of the total issued shares of the newly-established company. GOLD, therefore, is required to increase its registered capital and allocate the newly-issued ordinary shares to the person under the Private Placement Scheme in order to utilize the proceeds derived from the capital increase to invest in such projects, and as a revolving capital in the operation of various on-going real estate projects of GOLD.

Before increasing the registered capital, allocating the newly-issued ordinary shares to the person under the Private Placement Scheme, and entering into relevant transactions, GOLD is required to comply with the following conditions:

The entering into of the following transactions will require the approval from the shareholders’ meetings of GOLD excluding votes from the shareholders who have conflict of interest, and from the shareholders’ meeting of the Company excluding votes from the shareholders who have conflict of interest, as GOLD is a subsidiary of the Company (as at September 30, 2015, the Company holds 55.73% of GOLD’s shares).

- 1) Increase in the registered capital of GOLD;
- 2) Issuance and offering for sale of the newly-issued ordinary shares to the person under the Private Placement Scheme, namely, Frasers Property Holding (Thailand) Co., Ltd. (“FPHT”) which is a subsidiary of Frasers Centrepoint Limited (“FCL”), a connected person of GOLD; and
- 3) Waiver from a requirement to make a tender offer for all securities of GOLD (Whitewash) to be made by FPHT.

In addition, the issuing and offering for sale of the newly-issued ordinary shares shall be approved by the Office of Securities and Exchange Commission (the “SEC”).

In the case that the shareholders’ meetings of GOLD and the Company do not approve the waiver from a requirement to make a tender offer to be made by FPHT, FPHT is not desirous to invest in GOLD’s newly-issued ordinary shares and GOLD will not enter into the investment in the Samyan Project with the Right-holders, due to the insufficiency of funds.

GOLD, therefore, is desirous to increase its registered capital, allocate the newly-issued ordinary shares, and enter into the connected transaction, with the details as follows:

1. Increase of registered capital and allocation of newly-issued ordinary shares:

GOLD is desirous to increase its registered capital by THB 3,257,079,735.75, from the existing registered capital of THB 7,780,590,264.25 to THB 11,037,670,000, by issuing 685,700,997 newly-issued ordinary shares, at the par value of THB 4.75, to offer for sale to a person under the Private Placement Scheme, namely, FPHT which is a subsidiary of FCL, a connected person of GOLD and the Company, at the offering price of THB 7.25 per share, totaling THB 4,971,332,228.25. In this regard, GOLD will enter into the Share Subscription Agreement with FCL, a parent company of FPHT.

The offering price is a price higher than the market price. 'Market Price' means the weighted average of GOLD's ordinary share price trading on the Stock Exchange for 15 consecutive trading days prior to the date on which the Board of Directors of GOLD resolves to propose the agenda item in relation to the offering for sale of the newly-issued ordinary shares to Extraordinary General Meeting of Shareholders No. 1/2015 for its approval, namely the period from October 15, 2015 to November 5, 2015, which is equivalent to THB 7.03 (information from SETSMART in www.setsmart.com of the Stock Exchange).

In addition, the Board of Directors' Meeting of GOLD proposed to authorize the Executive Committee of GOLD, the assigned directors of GOLD, or their delegated person to determine other details with regard to the allocation, such as: (1) to determine the offering period, conditions and details regarding the allocation; (2) to enter into negotiations, agreements, and execute relevant documentation and agreements relating to the allocation, and to undertake any act in connection with the allocation; and (3) to sign application forms for permission, relaxation, reports, clarifications, and evidence necessary for and relevant to the allocation, as well as to deal with and apply for permission or relaxation for such documentation and evidence from the relevant government agencies or related agencies, as well as the listing of GOLD's newly-issued ordinary shares on the Stock Exchange, and any other action necessary for the purpose of the allocation.

The Capital Increase Report Form of GOLD is set out in Annex 2.

2. Entering into the connected transaction:

As FPHT which obtained the allocation of the newly-issued ordinary shares is a subsidiary of FCL, a connected person of GOLD, the allocation of GOLD's shares, having a transaction value of THB 4,971,332,228.25, constitutes a connected transaction relating to assets and services under the Notification of the Capital Market Supervisory Commission No. TorChor. 21/2551 Re: Rules on Connected Transactions, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546 (2003) (collectively, the "Notification on Connected Transactions"), concerning the transactions relating to assets or

services, whereby the transaction value is equivalent to 66.88% of the net tangible asset value as at September 30, 2015.

After considering the transaction value and the other connected transactions that have occurred during the past six months of GOLD, namely, the sale of vacant land located in Thap Sakae District, Prachuap Khiri Khan Province, representing a transaction value of 1.77% of the net tangible asset value and the other connected transactions which the Board of Directors' Meeting of GOLD will propose for the approval from Extraordinary General Meeting of Shareholders No. 1/2015, namely, the investment in the Samyan Project with GOLD's investment proportion amounting to approximately THB 1,960 million, representing a transaction value of 26.37% (the details of the entering into the transaction are set out in the Information Memorandum on the Asset Acquisition Transaction and the Connected Transaction on the Investment in the Samyan Project). Consequently, all connected transactions will represent a total transaction value equivalent to 95.02% which exceeds 3% of the net tangible asset value. Therefore, the Company, as a parent company of GOLD, is required to:

- (1) Disclose the information relating to the entering into the connected transaction to the Stock Exchange;
- (2) Convene a shareholders' meeting in order to obtain approval for entering into the transaction, whereby the resolution shall be passed with the votes of no less than three-quarters of the total votes of the shareholders attending the meeting who are eligible to vote, excluding votes from the shareholders who have conflict of interest; and
- (3) Appoint an independent financial advisor to render an opinion on the reasonableness of the transaction, the fairness of the price, and the conditions of the transaction, to the shareholders, in order for the shareholders to use such opinion as a reference to approve the transaction.

Information Memorandum concerning the Connected Transaction in to the case of the Issuance and Offering for sale of the Newly-issued Ordinary Shares to the Person under the Private Placement Scheme; and Information Memorandum concerning the Issuance and Offering for sale of the Newly-issued Ordinary Shares to the Person under the Private Placement Scheme (List 1) of GOLD is set out in Annex 3.

Information Memorandum concerning the Asset Acquisition and Connected Transaction (List 2) of GOLD is set out in Annex 5.

In this regard, the Company appointed Advisory Plus Co., Ltd. as its independent financial advisor to render an opinion on the issuance and offering for sale of the newly-issued ordinary shares to the person under the Private Placement Scheme of GOLD, which constitutes a connected transaction.

The Report on the Opinion of the Independent Financial Advisor is set out in Annex 7.

Board of Director' opinion: In order to be in accordance with the intention to carry out the capital increase, allocation of the newly-issued ordinary shares, and entering into of the connected transaction of GOLD, the Board of Directors deemed it appropriate to propose that the Extraordinary General Meeting of Shareholders approve the following:

- (1) Approval to increase the registered capital of GOLD by THB 3,257,079,735.75, from the existing registered capital of THB 7,780,590,264.25 to THB 11,037,670,000, by issuing 685,700,997 newly-issued ordinary shares, at the par value of THB 4.75 per share; to allocate not exceeding 685,700,997 newly-issued ordinary shares, at the par value of THB 4.75 per share, at the offering price of THB 7.25 per share, to FPHT which is a subsidiary of FCL, a connected person of GOLD and the Company; and to authorize the Executive Committee of GOLD, the assigned directors of GOLD, or their delegated person to determine other details with regard to the allocation; and

On the date that FPHT pay subscription price for GOLD's newly-issued ordinary shares, which is THB 7.25 per share. In case this subscription price is lower than the market price of GOLD as at that date, the event may fall into the conditions specified in Thai Financial Reporting Standard 2: Share-based Payments and may affect the financial statement of the Company from entering the transaction. If in the case, the management of GOLD and the Company will consider together with their auditors in order to record such transaction to be in line with Thai Financial Reporting Standard.

- (2) Approval to enter into the connected transaction of GOLD, as FPHT which obtained the allocation of the newly-issued ordinary shares is a subsidiary of FCL, a connected person of GOLD and the Company.

Number of votes required to pass a resolution:

- (1) Capital Increase and allocation of the newly-issued shares of GOLD: the majority vote of the shareholders attending the Meeting and casting their votes.
- (2) Entering into the connected transaction of GOLD: the votes of no less than three-quarters of the total votes of the shareholders attending the Meeting who are eligible to vote, excluding votes from the shareholders who have conflict of interest.

In proposing the matters in Agenda Item 2 and Agenda Item 3 to the Extraordinary General Meeting of Shareholders, if any of the two agenda items are not approved by the meeting, it shall be deemed that the other agenda item that has been approved by the meeting be cancelled and there will no further proposal of such agenda items to the Extraordinary General Meeting of Shareholders, and the Company will disapprove the entry into the transactions in the Extraordinary General Meeting of Shareholders of GOLD.

Remark: There is an interested shareholder who is not entitled to cast votes in this agenda item subject to the second paragraph of Section 33 and Section 102 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) and Notification on Connected Transactions, namely, Adelfos Co., Ltd. which holds 1,262,010,305 shares of the Company or equivalent to 66.01% of the total shares.

Agenda 3: To consider and approve the waiver from a requirement to make a tender offer to acquire all securities of the Golden Land Property Development Public Company Limited (Whitewash)

Object and Reason: GOLD plans to increase its capital and allocate not exceeding 685,700,997 newly-issued ordinary shares at the par value of THB 4.75 per share to FPHT which is a subsidiary of FCL, a connected person of GOLD, as detailed in Agenda Item 2. As a result, FPHT's shareholding in GOLD will be 29.51% of the total issued shares and the total voting rights in GOLD (after the capital increase), which triggers the 25% of the total issued shares and the total voting rights in GOLD (after the capital increase). Consequently, FPHT has the duty to make a tender offer for all of the securities of GOLD as prescribed in the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto) in conjunction with the Notification of the Capital Market Supervisory Board No. TorChor.12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (including any amendment thereto).

Notwithstanding the foregoing, FPHT informed GOLD that is not desirous to make a tender offer for all of the securities of GOLD and wishes to waive such tender offer by virtue of the resolution of the shareholders' meeting of GOLD pursuant to the Notification of the Office of the Securities and Exchange Commission No. SorChor. 36/2546 Re: Rules for the Application for a Waiver of the Requirement to Make a Tender Offer for All Securities of the Business by Virtue of the Resolution of the Shareholders' Meeting of the Business ("Whitewash"). FPHT will only be granted a waiver upon the shareholders' meetings of GOLD and of the Company resolving to approve the issuance and offering for sale of the newly-issued ordinary shares of GOLD to FPHT and granting FPHT the waiver of the requirement to make a tender offer for all of the securities of GOLD after the acquisition of its newly-issued ordinary shares.

If the shareholders' meetings of GOLD and of the Company do not approve the waiver of the requirement to make the tender offer, FPHT is not desirous to invest in the newly-issued ordinary shares of GOLD and GOLD will not invest in the Samyan Project with the Right-holders, the details of which will be proposed to the Meeting for further consideration in Agenda Item 4, because it does not have sufficient capital for undertaking such act.

Request Form for Shareholders' Meeting Resolution to Approve Acquisition of New Securities without Requirement to Make a Tender Offer for All Securities of GOLD (Form 247-7) is set out in Annex 6.

In this regard, the Company appointed Advisory Plus Co., Ltd. as its independent financial advisor to render an opinion on the request for a waiver of the requirement to make a tender offer for all of the securities of GOLD (Whitewash).

The Report on the Opinion of the Independent Financial Advisor is set out in Annex 7.

Board of Director' opinion: The Board of Directors' Meetings of GOLD and of the Company deemed it appropriate to propose that the shareholders' meeting approve the request to be granted a waiver of the requirement to make a tender offer for all of the securities of GOLD, with the following opinions:

(1) *Rationale and necessity for the capital increase of GOLD*

In order to use the proceeds derived from the capital increase for investment in the business expansion for new real estate projects in the future, to use as revolving capital for the operation of ongoing real estate projects in GOLD.

(2) *Reasons for issuing and offering the securities for sale to FPHT*

FCL, a parent company of FPHT, has experience and is an expert in developing and operating Turnkey Projects in several continents around the world. FCL also has the funding readiness that will be beneficial to GOLD after it becomes one of the Company's shareholders as a business partner in Mixed-Use Projects which will be operated by GOLD. These are for example the FYI CENTER – For Your Inspiration Workplace, a project which is under construction and expected to be completed and commence commercial operation within June 2016, and the Samyan Project, which will be proposed to the shareholders' meeting for approval. GOLD and FCL will coordinate with one another in various fields of businesses, e.g., know-how and technology for developing real estate projects, customer base, and business network. In this regard, FCL will send executives or experienced staff to attend the meeting, consult and share experience as a part of Management team of the Company, which will enhance the potential and competitiveness of GOLD in the future.

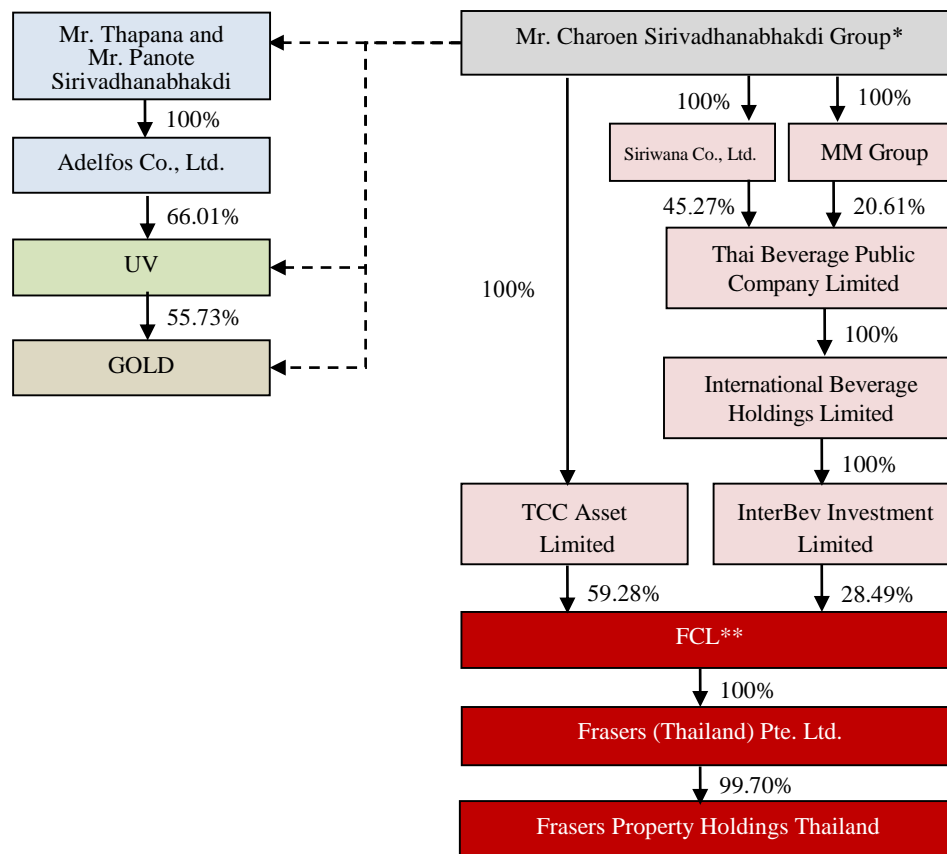
(3) *Relationship between FPHT and GOLD, its executives, persons with controlling power, or major shareholders, and the material agreements amongst such persons*

FPHT is a subsidiary of FCL, which is a connected person with GOLD and the Company, the details of which are as follows:

- Mr. Charoen Sirivahdhanabhakdi and Khunying Wanna Sirivahdhanabhakdi, the directors and major shareholders who have influence over the determination of the policy on the management or operation of TCC Asset Limited ("TCCA") and InterBev Investment Limited ("IBIL") which are currently the major shareholders of FCL (TCCA and IBIL holding 59.28% and 28.49% of the shares in FCL, respectively), are close

(Translation)

relatives of the directors and/or major shareholders of GOLD (namely, Mr. Panote Sirivadhanabhakdi, Mr. Thapana Sirivadhanabhakdi and Mr. Chotiphat Sirivadhanabhakdi). The shareholding structure is as follows:



Remarks: * A close relative of the directors and/or the major shareholders of GOLD, the Company and Adelfos Co., Ltd.

** A listed company on the Singapore Exchange

Source: Information concerning the shareholding structure of FCL from FCL.

- GOLD, the Company (as the major shareholder of GOLD), FCL, and FPHT share the same directors as follows:

Names of Directors	FCL (Parent Company of FPHT)	FPHT (Waiver)	GOLD	The Company (Shareholder of GOLD)
Mr. Thapana Sirivadhanabhakdi	-	-	✓*	✓*
Mr. Panote Sirivadhanabhakdi	✓	-	✓*	✓*
Mr. Chotiphat Bijananda	✓	-	✓*	-
Mr. Sithichai Chaikriangkrai	✓	-	✓*	✓*

Remark: * Directors with the authorization to sign and bind the company

- (4) *Benefits of or impact upon the policy or management plan of GOLD attributable to the acquisition of GOLD's shares by FPHT, including the feasibility of such policy or management plan of GOLD*

FPHT has no plan or policy to materially change the core objective, policies, or operational plans of GOLD or its subsidiaries, including the investment expansion, corporate reorganization, management or employment, and financial restructuring. Furthermore, FPHT has no plan to encourage GOLD or its subsidiaries to dispose of their core assets, unless the ongoing disposal of assets plan of the Company or its subsidiaries which have been decided or on process of approval, such as Panorama Golf and Country Club Project, Golden Village Project in Baan Chang District, Rayong Province, including Sathorn Square Project which will be sub-leased to the Real Estate Investment Trust (REITs) after the offering of unit trust is approved by the SEC.

- (5) *Opinion proposed to the shareholders' meeting on whether FPHT should acquire the newly-issued shares of GOLD without making a tender offer, and the rationale for such opinion*

The shareholders should approve of FPHT acquiring the newly-issued securities of 29.51% of the total issued shares and of the total voting rights in GOLD (after the capital increase), given that, after due consideration, GOLD is of the view that FCL, the parent company of FPHT, has experience and is an expert in developing and operating Turnkey Projects in several continents around the world. FCL also has the funding readiness that will be beneficial to GOLD after it becomes one of GOLD's shareholders as a business partner in Mixed-Use Projects which will be operated by GOLD, and GOLD will be able to use the funds derived from the capital increase for investment in the business expansion for new real estate projects in the future. Within the period of 12 months from the acquisition of the newly-issued ordinary shares of GOLD, FCL which is a parent company of FPHT, has no plan or policy to materially change the core objective, policies, or operational plans of GOLD or its subsidiaries, unless in the case of changes made for the purposes of improving the business operations in order to increase the competitiveness of the Company or to better suit the business environment and economic condition in the future for the benefit of GOLD and its subsidiaries.

The Board of Directors, therefore, deemed it appropriate to propose that the Extraordinary Meeting of Shareholders approve the following:

- (1) Approval of the waiver of the requirement to make a tender offer for all of the securities of GOLD (Whitewash) as requested by FPHT and in accordance with the details listed above; and

- (2) Approval to authorize the Board of Directors of GOLD, the Executive Committee of GOLD, or the authorized directors of GOLD whose names are specified in the Affidavit of GOLD to undertake any act in regards to the waiver, as well as to deal with, provide information, submit documentation or evidence to the relevant agencies, as well as to carry out any other action necessary for the purpose of the waiver.

Number of votes required to pass a resolution: The votes of no less than three-quarters of the total votes of the shareholders attending the Meeting and are entitled to vote, excluding votes from the shareholders who have conflict of interest. In proposing the matters in Agenda Item 2 and Agenda Item 3 to the Extraordinary General Meeting of Shareholders, if any of the two agenda items are not approved by the meeting, it shall be deemed that the other agenda item that has been approved by the meeting be cancelled and there will no further proposal of such agenda items to the Extraordinary General Meeting of Shareholders, and the Company will disapprove the entry into the transactions in the Extraordinary General Meeting of Shareholders of GOLD.

Remark: There is an interested shareholder who is not entitled to cast votes in this agenda item subject to the second paragraph of Section 33 and Section 102 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) and the Notification on Whitewash, namely, Adelfos Co., Ltd. which holds 1,262,010,305 shares of the Company or equivalent to 66.01% of the total shares.

Agenda 4: To consider and approve the investment in the Samyan Project of Golden Land Property Development Public Company Limited which constitutes an asset acquisition transaction and a connected transaction

Object and Reason: GOLD is desirous to invest in the Samyan Project (the area located at a corner of the Samyan intersection, opposite Chamchuri Square) which has a consideration value from a utilization of the land and construction value of totaling approximately THB 13 billion, by entering into a joint venture with the Right-holders with an investment in a newly-established company. As a result, the Right-holders will hold 51% and GOLD will hold 49% of the total issued shares of a newly-established company, having the investment in shareholders' equity of approximately THB 1,960 million. Nonetheless, after the transaction is completed, a newly-established company will become a subsidiary of GOLD as GOLD gained controlling power over such company as a result of the number of directors and became a team operating the project.

In this regard, GOLD will enter into the transaction after the following conditions have been satisfied:

1. The investment in the Samyan Project has been approved by the Extraordinary General Meeting of Shareholders of the Company, excluding votes from the shareholders who have conflict of interest;
2. The issuance and offering for sale of GOLD's newly-issued ordinary shares to the person under the Private Placement Scheme, namely, FPHT which is a subsidiary of FCL, a connected person, and the relevant transactions which are, the capital increase of GOLD and the waiver of the requirement to make a tender offer for all of the securities of GOLD (Whitewash) have been approved by the shareholders' meeting of the Company excluding votes from the shareholders who have conflict of interest and from the shareholders' meeting of the GOLD excluding votes from the shareholders who have conflict of interest ; and
3. The committee of Chulalongkorn University under Section 43 of the Private Investments in State Undertakings Act B.E. 2556 (2013) consents for the Right-holders and the newly-established company to accept the transfer of privileges to develop and carry out the Samyan Project under the agreement made with Chulalongkorn University.

The entering into of such transaction constitutes an asset acquisition transaction subject to the Notification of the Capital Market Subsidiary Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004, dated October 29, 2004 (including any amendment thereto) (collectively, the "Notifications on Acquisition and Disposal"). In this regard, in calculating the transaction value based on the Company's audited Financial Statements for the six-month period ending September 30, 2015, the maximum transaction value calculated based on a total consideration basis of the investment in the Samyan Project will be equivalent to 41.23% of the total asset value of the Company and its subsidiaries.

After the Company has taken into consideration such transaction value and the other asset acquisition transactions occurring within the past six months of GOLD, namely, the transaction in which the Board of Directors' Meeting of GOLD held on October 9, 2015 approved the investment in the hotel construction which is a part of FYI CENTER – For Your Inspiration Workplace Project, located at Khlong Toei intersection, Rama IV Road, having the construction value totaling approximately THB 866.99 million, representing a maximum transaction value calculated based on a total value of consideration basis equivalent to 2.79% of the total asset value of the Company and its subsidiaries, both asset acquisition transactions will have the total transaction value of 44.02%, more than 15% but lower than 50%, and will constitute a Type 2 Asset Acquisition Transaction. Consequently, the Company, as a parent company of GOLD, is required to disclose the

information on the entering into of such asset acquisition transaction to the Stock Exchange and deliver the notice to the shareholders within the period of 21 days from the disclosure date.

Furthermore, as a newly-established company is a connected person of GOLD and the Company, the entering into of such transaction thus constitutes a connected transaction pursuant to the Notifications on Connected Transactions, having the transaction value of 26.37% of the net tangible asset value as at September 30, 2015.

After the Company had taken into consideration such transaction value and the other connected transactions occurring within the past six months, namely, the transaction in which Board of Directors' Meeting No. 4/2015 of GOLD held on August 10, 2015 approved the sale of vacant land located at Thap Sakae District, Prachuap Khiri Khan Province, with an area of 215-3-57.3 rai, to Sirisub Patthana 5 Co., Ltd. (the highest bidder offering the purchase price of such land of THB 127 million), representing a transaction value of 1.77% of the net tangible asset value as at September 30, 2015, as well as the other connected transaction which will be proposed for the approval of Extraordinary General Meeting of Shareholders No. 1/2015 of GOLD, namely, the issuance and offering for sale of the newly-issued ordinary shares to the person under the Private Placement Scheme, FPHT which is a subsidiary of FCL, representing a transaction value of 66.88 of the net tangible asset value as at September 30, 2015 (the details of the entering into the transaction are set out in the Information Memorandum concerning the Connected Transaction in the case of the Issuance and Offering for sale of the Newly-issued Ordinary Shares to the Person under the Private Placement Scheme who are Connected Person). Consequently, all connected transactions will represent a total transaction value equivalent to 95.02% which exceeds 3% of the net tangible asset value. Therefore, the Company, as a parent company of GOLD, is required to:

- (1) Disclose the information relating to the entering the connected transaction to the Stock Exchange;
- (2) Convene a shareholders' meeting in order to obtain approval for entering into the transaction, whereby the resolution shall be passed with the votes of no less than three-quarters of the total votes of the shareholders attending the meeting who are eligible to vote, excluding votes from the shareholders who have conflict of interest; and
- (3) Appoint an independent financial advisor to render an opinion on the reasonableness of the transaction, the fairness of the price, and the conditions of the transaction, to the shareholders, in order for the shareholders to use such opinion as a reference to approve the transaction.

The Information Memorandum concerning the Asset Acquisition and the Connected Transaction on the Investment in the Samyan Project (List 1) of GOLD is set out in Annex 4.

The Information Memorandum concerning the Asset Acquisition and Connected Transaction (List 2) of GOLD is set out in Annex 5.

In this regard, the Company appointed Advisory Plus Co., Ltd. as its independent financial advisor to render an opinion on the investment in the Samyan Project by GOLD, which constitutes an asset acquisition transaction and a connected transaction.

The Report on the Opinion of the Independent Financial Advisor is set out in Annex 7.

Board of Director' opinion: The Board of Directors deemed it appropriate to propose that the Extraordinary General Meeting of Shareholders approve the following:

- (1) Approval of the investment in the Samyan Project by GOLD, which constitutes an asset acquisition transaction and a connected transaction; and
- (2) Approval to authorize the Board of Directors of GOLD, the Executive Committee of GOLD, or the authorized directors whose names are specified in the Affidavit of GOLD to: (1) to enter into negotiations, agreements, and execute relevant documentation and agreements relating to the investment in the Samyan Project; (2) sign application forms for permission and evidence necessary for and relevant to the investment, as well as to deal with and apply for permission or relaxation for such documentation and evidence from the relevant government agencies or agencies related to the investment; and (3) undertake any other action necessary for the purpose of the investment.

Number of votes required to pass a resolution: The votes of no less than three-quarters of the total votes of the shareholders attending the Meeting and eligible to vote, excluding votes from the shareholders who have conflict of interest.

Remark: There is an interested shareholder who is not entitled to cast votes in this agenda item subject to the second paragraph of Section 33 and Section 102 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto), Notifications on Acquisition and Disposal and Notification on Connected Transactions, namely, Adelfos Co., Ltd. which holds 1,262,010,305 shares of the Company or equivalent to 66.01% of the total shares.

In proposing matters in Agenda Item 2 – Agenda Item 4 at Extraordinary General Meeting of Shareholders No. 1/2015, the following conditions shall apply:

- 1) Agenda Item 2 – Agenda Item 4 must be approved by the Extraordinary General Meeting of Shareholders of the Company, excluding votes from the shareholders who have conflict of interest, before proposing such agenda items to the Extraordinary General Meeting of Shareholders of GOLD, as GOLD is a subsidiary of the Company (as at June 30, 2015, the Company holds 55.73% of GOLD's shares);*
- 2) In proposing the matters in Agenda Item 2 and Agenda Item 3 to the Extraordinary General Meeting of Shareholders, as Agenda Item 2 and Agenda Item 3 are related to and conditional upon each other, if any of the two agenda items are not approved by the meeting, it shall be deemed that the other agenda item that has been approved by the meeting be cancelled and there will no further proposal of such agenda items to the Extraordinary General Meeting of Shareholders, and the Company will disapprove the entry into the transactions in the Extraordinary General Meeting of Shareholders of GOLD.; and*
- 3) In the case that the shareholders' meeting of the Company resolves to approve Agenda Item 2 and Agenda Item 3, the Company will further propose that the shareholders' meeting consider and approve Agenda Item 4. Nevertheless, if the Extraordinary General Meeting of Shareholders resolves to approve Agenda Item 2 and Agenda Item 3 but does not approve Agenda Item 4, the Company is still obliged to undertake any acts according to the approved Agenda Item 2 and Agenda Item 3 as approved by the Extraordinary General Meeting of Shareholders, and the Company will approve the entry into the transactions approved by its Extraordinary General Meeting of Shareholders in the Extraordinary General Meeting of Shareholders of GOLD.*

Agenda 5: To consider other matters (if any)

The shareholders are cordially invited to attend Extraordinary General Meeting of Shareholders No. 1/2015 on Thursday, December 17, 2015, at 10:00 hours at Victor Room 2-3, Victor Club, 8th Floor, Park Ventures Ecoplex, No. 57 Wireless Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330. The shareholders are advised to study the documentation and evidence that is required to be presented before attending the meeting, guidelines for the appointment of a proxy, registration, and voting at the meeting, as detailed in Annex 9. The Company will conduct the meeting in accordance with the Articles of Association as set out in Annex 10.

In the event where the shareholder is unable to attend the meeting by himself and wishes to appoint one of the independent directors as his proxy to attend the meeting and cast votes on his behalf, the shareholder may grant a proxy to the independent directors whose names and profiles are set out in Annex 8 and submit one of the proxy forms as set out in Annex 12 together with supplemental documents to: Corporate Secretariat Division, Univentures Public Company Limited, 22th Floor, No. 57, Park Ventures Ecoplex, Wireless Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330, within December 16, 2015.

In order to facilitate the rapidity of the registration of attendees at Extraordinary General Meeting of Shareholders No. 1/2015, the shareholders and proxies can register for the meeting from 9:00 hrs. on the meeting date at Victor Room 2-3, Victor Club, 8th Floor, Park Ventures Ecoplex, No. 57 Wireless Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330. At this meeting, the Company will apply the barcode system in the registration process and vote counting, the shareholders and proxies are requested to present the registration form and other supplemental documents as detailed in Annex 9 on the meeting date.

In this regard, the Company scheduled November 23, 2015 as the date to record the names of the shareholders who are entitled to attend Extraordinary General Meeting of Shareholders No. 1/2015 (Record Date), and November 24, 2015 as the date to close the share register book to gather the names of the shareholders in compliance with Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto) (Closing Date).

Yours sincerely,



(Mr. Worawat Srisa-an)
President
Univentures Public Company Limited