

For consideration of Agenda 5 : To appoint directors in place of those retiring by rotation for the year 2012

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

Name		Mr. Suwit Chindasanguan
Director Type		Independent Director
Present Position		Independent Director / Chairman of Audit Committee / Compensation and Nominating Committee's Member
Age		57 Years
Highest Education		Master of Science (Ag. – econ) Kasetsart University
Thai Institute of Directors Association (IOD)		Advance Audit Committee Program (4/2011) Monitoring the Quality Financial Report (2008) The Role of the Chairman Program (RCP 18/2008) The Role of Compensation Committee Program (RCC1/2006) Improving the Quality of Financial Reporting (QFR 2/2006) Audit Committee Program (ACP4/2005) Directors Certification Program (DCP44/2004) Directors Accredited Program (DAP14/2004)
UV Shareholding		0.07% (500,000 shares)
Year of Directorship		8 Years 6 Months
Position in Other Listed Companies	Present	Chairman / Audit Committee SIS Distribution (Thailand) Public Company Limited Risk Management Committee MCOT Public Company Limited
Position in Non-Listed Companies	Present	Chairman Internet Solution and Service Provider Company Limited Wide Wi Max Company Limited
Position in Rival Companies/ Connected Business that may cause conflict of interest		- None -
Experience	2003 - 2007	Audit Committee Univentures Public Company Limited
Legal record in the past 10 years		- None -
Meeting Attendance (The Attendance at the year 2011)		- The Board of Directors Meeting was 5 times out of the total of 5 times - The Audit Committee was 5 times out of the total of 5 times - The Compensation and Nominating Committee was 1 time out of the total of 1 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

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

Name		Mr. Thapana Sirivadhanabhakdi
Director Type		Authorized Director
Present Position		Director / Executive Chairman / Compensation and Nominating Committee's Member
Age		37 Years
Highest Education		Master of Science Administration in Financial Economics from Boston University, USA
Thai Institute of Directors Association (IOD)		Directors Accreditation Program (DAP10/2004)
UV Shareholding		28.20% (215,648,563 shares)
Year of Directorship		4 Years 8 Months
Position in other Listed Companies	Present	Vice Chairman Siam Food Products Public Company Limited
	Present	Vice Chairman / Executive Vice Chairman Oishi Group Public Company Limited
	Present	Director / Executive Director Berli Jucker Public Company Limited
Position in Non-Listed Companies	Present	Director / President & CEO Thai Beverage Public Company Limited
	Present	Director / Executive Vice Chairman Beer Thai (1991) Public Company Limited
	Present	Director Adelfos Company Limited
Position in Rival Companies/ Connected Business that may cause conflict of interest		- None -
Legal record in the past 10 years		- None -
Meeting Attendance (The Attendance at the year 2011)		- The Board of Directors Meeting was 5 times out of the total of 5 times - The Compensation and Nominating Committee was 1 time out of the total of 1 time - The Board of Executive Committee was 10 times out of the total of 10 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

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

Name		Mrs. Orruedi Na - Ranong
Director Type		Authorized Director
Present Position		Director / Executive Director / Secretary to Compensation and Nominating Committee / President
Age		51 Years
Highest Education		Master of Business Administration San Diego State University, USA
Thai Institute of Directors Association (IOD)		Role of the Compensation Committee Program (RCC7/2008) DCP Refresher Course (3/2006) Diploma of Directors Certification Program (DCP17/2002)
UV Shareholding		0.82% (6,300,000 shares)
Year of Directorship		11 Years 11 Months
Position in other Listed Companies		- None -
Position in Non-Listed Companies	Present	Director Lertrattakarn Company Limited ESCO Ventures Company Limited Kinnaree Property Fund Grand Unity Development Company Limited Grand U Living Company Limited Excellent Energy International Company Limited Univentures Consulting Company Limited Univentures Asset Management Company Limited Forward System Limited Thai – Lysaght Company Limited Master Dei Institute Foundation
Position in Rival Companies/ Connected Business that may cause conflict of interest		- None -
Legal record in the past 10 years		- None -
Meeting Attendance (The Attendance at the year 2011)		- The Board of Directors Meeting was 4 times out of the total of 5 times - The Board of Executive Committee was 10 times out of the total of 10 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 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.