

**RULES GOVERNING SHAREHOLDERS' RIGHTS TO PROPOSE AGENDA ITEMS FOR THE 2019
ANNUAL GENERAL SHAREHOLDERS' MEETING**

Objective

In order to promote good corporate governance of Univentures Public Company Limited ("the Company") and to foster equitable treatment to all shareholders, prior to the Annual General Shareholders' Meeting, the Company offers opportunities for its shareholders to propose any additional meeting agenda items which they deem to be important and beneficial to the Company. The Company shall consider the shareholders' rights to propose agenda items in advance of the meeting date according to its prescribed rules.

Rules

1. Qualifications of shareholders who are entitled to propose items to the meeting agenda in the Company's general shareholders' meetings.

The Company's shareholders who wish to propose any items to the meeting agenda must have held the Company's shares for a continual period of no less than one year and must also be the Company's shareholder as at the date of the shareholders' meeting.

2. Procedures for proposing items to the meeting agenda in the general shareholders' meetings

The Company's shareholders who are qualified according to the conditions as stipulated in Rule No. 1 are entitled to propose their suggested meeting agenda by completing the "Proposal Form for Suggestions of an Agenda Item for the 2019 Annual General Shareholders' Meeting" as attached to these Rules or may informally inform the Company via facsimile at Fax No. 02-255-9418 or at the e-mail address : uv-comsec@univentures.co.th, prior to submitting the original copy of the "Proposal Form for Suggestions of Meeting Agenda for the 2019 Annual General Shareholders' Meeting" to the Company thereafter.

The shareholders must submit the duly signed original of such form together with all the relevant documents and evidence to the Company by 15 October 2018 at the following address:

To:

Company Secretary
Univentures Public Company Limited
57 Park Ventures Ecoplex, 22nd Floor Wireless Road,
Lumpini Patumwan, Bangkok 10330
(From to propose AGM agenda)

In case of several shareholders combined propose an agenda, each of them must fill out the "Proposed Agenda for 2019 AGM Form" and sign their name as evidence separately and gather to submit into one set. The shareholders have to fill out a name of contact person in form. When the Company contacts the appointed contact person, it shall be deemed that the Company contacts all shareholders. Shareholders have to make one proposal form per one agenda and submit all documents to the Company in following address

3. To ensure efficient conduct of the meeting, the Company shall reserve the right not to place the following agenda items on the meeting agenda:

(1) An agenda item that violates the law, rules and regulations of government agencies or other supervisory authorities or any other relevant agencies; or an item that is not in compliance with the Company's Objectives, the Article of Association, the Code of Conduct, the resolutions of the shareholders' meetings, and the Company's principles of good corporate governance.

(2) An item that shall be for the benefit of any particular individual, or any specific group of people.

(3) An item that is under the Company's management authority, except for the matters that cause material damages or losses to all shareholders.

(4) An item that concerns matters which are beyond the Company's power of control.

(5) Issue that the shareholders have proposed for consideration during the last 12 months which receives less than 10% of total votes and for which the essence of the issue has not significantly changed.

(6) Issues proposed by shareholders who aren't fulfilling the criteria, or does not provide adequate documentation, or proposals to the agenda outside of the proposal period.

(7) A proposal that contains incomplete information or documentation, or a proposal that is submitted after the prescribed deadline, or a proposal whereby the proposer cannot be contacted.

(8) A proposal proposed by shareholders who are not qualified according to the prescribed qualification criteria.

4. The Company's Secretary shall review the matters proposed by the shareholders prior to the submission thereof to the Board of Directors for their consideration. The Company shall inform after the board's meeting in November 2018 decisions. The proposed agenda items that are approved by the board's resolution shall thus be placed on the meeting agenda for the 2019 Annual General Shareholders' Meeting and the details thereof shall appear in the notice of shareholders' meeting invitation.

Remarks: The Company's will cut-off rights of shareholders if found that information provided is incomplete or incorrect; or those shareholders cannot be contacted or are not considered fully qualified.

**PROPOSAL FORM FOR SUGGESTIONS OF AGENDA ITEMS FOR THE 2019
ANNUAL GENERAL SHAREHOLDERS' MEETING**

1. General Information

Name (Mr., Mrs., Miss, Company, Other)/ Family Name: _____

Current Address/Contact Information:

No. _____ Residential Estate / Building _____

Moo _____ Lane / Soi _____

Road _____ Tambol / Kwaeng _____

Amphur/Khet _____ Province _____

Postal Code _____ Country _____

Telephone No. _____ Facsimile No. _____ E-mail: _____

Overseas Address: (Non-Thai nationals are required to provide overseas contact information)

2. No. of Shares Held _____ As of (date) _____

3. Proposed Agenda Item: _____

Objective: For consideration For acknowledgement For approval

Details _____

With supporting documentation attached Without supporting documentation attached

4. Required Documents/Evidence to Be Attached to this Proposal Form

4.1 Shareholding evidence such as

Certified letter from securities companies, or other evidence from Thailand Securities Depository Company Limited or the Securities Exchange of Thailand or relevant custodians, or certified copies of the original share certificates

4.2 Personal identification

An individual shareholder is required to attach a certified true copy of his/her identification card or passport not expired (if such individual shareholder is a foreigner)

A corporate or juristic shareholder is required to attach a certified true copy of its Affidavit or Certificate of Incorporation together with a certified true copy of the identification card or passport not expired (if such individual shareholder is a foreigner) of its authorized director who is the undersigned of this proposal form

In case shareholders change their title, name, or surname, the copy of evidence of those changes shall be enclosed and certified true copy.

5. Confirmation

I hereby appoint Mr./Mrs./Miss to be the contact person with the Company under clause 3.

I hereby certify that the information and evidence attached hereto is accurate and complete and that the Company has my permission to disclose such information, or such documents and evidence.

Signature _____ Shareholder

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Date _____

