

**The Criteria for Shareholders' Right to Propose the Agenda  
for the 2021 Annual General Meeting of Shareholders**

**Objective**

In order to promote the good corporate governance of Univentures Public Company Limited ("the Company") and to foster equitable treatment to all shareholders. Thus, prior to the Annual General Meeting of Shareholders, the Company deems it appropriate to grant the shareholders to propose agenda, which deems significant and beneficial to the Company to be included as agenda of the Annual General Shareholder's Meeting. The Company shall consider the shareholders' rights to propose agenda according to criteria set by the Company.

**Criteria**

**1. Qualifications of shareholders who are entitled to propose agenda**

The Company's shareholder who wish to propose agenda of the Annual General Shareholder's Meeting (may be a shareholder or a group of shareholders) must 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 propose agenda.

**2. Procedures for proposing agenda of the Annual General Shareholder's Meeting**

The Company's shareholders who are qualified according to the conditions as stipulated in criteria No.1 are entitled to propose their agenda by completing the "Agenda Proposal Form for 2021 Annual General Meeting of Shareholders" as attached to these criteria 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 of the "Agenda Proposal Form for 2021 Annual General Meeting of Shareholders" 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 2020 at the following address:

To:

**Company Secretary**  
**Univentures Public Company Limited**  
**22<sup>nd</sup> Floor, Park Ventures Ecoplex,**  
**57 Wireless Road, Lumpini, Patumwan,**  
**Bangkok 10330**  
**(Agenda Proposal Form for 2021 Annual General Meeting of Shareholders)**

In case of several shareholders together propose an agenda, each shareholder must complete the "Agenda Proposal Form for 2021 Annual General Meeting of Shareholders" and sign their name as evidence separately, gather to submit Agenda Proposal Form into one set and specify name of contact person in that Agenda Proposal Form. When the Company contacts the appointed contact person, it shall be deemed that the Company contacts all shareholders. Shareholders have to make one Agenda Proposal Form per one agenda and submit all documents to the Company as the Company's address that mentioned above.

3. To ensure efficient conduct of the meeting, the Company shall reserve the right not to place the following issues on the meeting agenda:
  - (1) Issue 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 Business Ethics, the resolutions of the shareholders' meetings, and the Company's principles of good corporate governance.
  - (2) Issue that shall be for the benefit of any particular individual, or any specific group of people.
  - (3) Issue that is under the Company's management authority, except for the matters that cause material damages or losses to all shareholders.
  - (4) Issue that concerns matters which are beyond the Company's power of control.
  - (5) Issue that the shareholders have already proposed in shareholders' meeting within the past twelve months and were supported by less than 10% of total number of the voting rights of the Company, unless the facts pertaining to the resubmission are significantly changed from that of the previous proposal.
  - (6) Issue that does not provide adequate information or document, or submit the proposals outside of the proposal period, or unable to contact the shareholders who proposed the meeting agenda.
  - (7) Issue that proposed by shareholders who are not qualified according to the criteria.
  - (8) Other issues which the Board of Directors consider it is not necessary to be included as meeting agenda.
4. The Company Secretary shall review the issue proposed by the shareholders prior to the submission thereof to the Board of Directors for their consideration. The Company shall inform to the shareholders after the Board of Directors' meeting which will be held in November 2020. The proposed agenda that is approved by the Board of Directors will be placed on the agenda in the Notice of the 2021 Annual General Meeting of Shareholders.

**Remarks:** The Company will disqualify shareholders who provide incomplete or incorrect information, or shareholders who cannot be contacted or shareholders with incomplete qualifications

**Agenda Proposal Form for 2021 Annual General Meeting of Shareholders**

**1. General information of shareholder**

First name – Last name: (Mr./ Mrs./ Miss/ Company/ Others): \_\_\_\_\_

Current address/ Contact address:

No.	_____	Residential Estate / Building	_____	Moo	_____
Lane / Soi	_____	Road	_____	Tambol / Kwaeng	_____
Amphur/Khet	_____	Province	_____	Postal Code	_____
Country	_____	Telephone	_____	Facsimile	_____
E-mail	_____				

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

2. No. of shares held \_\_\_\_\_ As of (Date) \_\_\_\_\_

3. Proposed agenda: \_\_\_\_\_

Details \_\_\_\_\_

With supporting document

Without supporting document

**4. Required evidences and documents of shareholder which must to attached with Agenda Proposal Form**

**4.1 Evidence of shareholding**

Certified letter issued by securities companies, or any other evidence issued by Thailand Securities Depository Company Limited or the Stock Exchange of Thailand or relevant custodians, or certified true and correct copy of any share certificate

**4.2 Proof of personal identification**

Individual shareholder: a certified true and correct copy of the identification card or governmental officer identification card or driver license or passport (for foreigner)

Juristic shareholder : (1) copies of the corporate affidavit which was issued not later than six months and certified as true and correct by the authorized person who signed the Proposal Form on behalf of the shareholder and (2) a certified true and correct copy of the identification card or governmental officer identification card or driver license or passport (for foreigner) of such authorized person

In case shareholders change their title, first name, or last name: a certified true and correct copy of the copy of evidence of those changes.

**5. Confirmation**

I hereby appoint Mr./ Mrs./ Miss \_\_\_\_\_ to be the contact person with the Company according the criteria for shareholders' right to propose the agenda.

I hereby certify that the information and evidence attached hereto is accurate and complete. I consent the Company to disclose said information or documentary evidence.

Signature \_\_\_\_\_ Shareholder

( \_\_\_\_\_ )

Date \_\_\_\_\_