



UNIVENTURES

**INVEST
IN TOMORROW**

Notice of the 2021 Annual General Meeting of Shareholders No. 42

Univentures Public Company Limited

On Friday 15 January 2021
at 14.00 hrs.

at Grand Ballroom, 3rd Floor
The Okura Prestige Bangkok Hotel
No.57 Wireless Road, Lumpini,
Patumwan, Bangkok 10330

Registration starts at 12.00 hrs.

To expedite the registration, please bring the barcode registration form for the meeting to show to the registration officer on the meeting date.

The shareholders attending the meeting must comply with the measures and guidelines for the shareholders attending the meeting under the circumstance of Coronavirus 2019 (COVID-19) outbreak strictly.

The Company provides a snack box for the shareholders or their proxies who attend the meeting at one set per person and eating is not allowed in the meeting venue area.

**The measures and guidelines for the shareholders attending the meeting
under the circumstance of Coronavirus 2019 (COVID-19) outbreak**

With awareness and concern for the health of shareholders who attended the shareholders' meeting in the circumstance of Coronavirus 2019 (COVID-19) outbreak, Univentures Public Company Limited ("the Company") has determined measures and guidelines for shareholders' meeting attendance according to the announcement of the government and relevant government agencies, and ask for cooperation from the shareholders to strictly comply with the said measures and guidelines as follows:

- 1. The Company requests shareholders to consider granting proxy to the Company's Independent Directors to attend the meeting on their behalf** by using the proxy as in Enclosure 14. of the notice of the shareholders' meeting which has been published on Company's website and send back to the Company Secretary with supporting documents together with supporting documents in accordance with the procedures specified in Enclosure 9. of the notice of the shareholders' meeting. The shareholders are requested to **send the said documents to the Company Secretary at the Company address below within 5 January 2021.**

To: Company Secretary
Univentures Public Company Limited
Park Ventures Ecoplex, 22nd Floor
57 Wireless Road, Lumpini, Patumwan, Bangkok 10330

- 2. The Company kindly asks for a cooperation from shareholders or proxies are exposed to the following risks, please avoid attending the meeting**
 - Shareholders or proxies traveling to or returning from a foreign country or touch or close to those traveling to or returning from a foreign country in less than fourteen (14) days before the meeting date, especially at risk countries in accordance with the announcement of the Ministry of Public Health;
 - Shareholders or proxies who have any of the respiratory symptoms; such as having a fever (temperature from 37.5 degrees Celsius up), coughing, sore throat, sneezing or runny nose.

The Company kindly asks for a cooperation from shareholders or proxies who have the above risks, please proxy other persons who are not at risk or the Company's Independent Directors to attend the meeting in accordance with the procedures specified in the notice of the shareholders' meeting.

- 3. The Company gives shareholders the opportunity to submit questions in advance** by using the "Form for submission of questions in advance prior to the 2021 Annual General Meeting of Shareholders No. 42" in accordance with Enclosure 12. of the notice of the shareholders' meeting which has been published on Company's website and send back to the Company Secretary with supporting documents in accordance with the procedures specified in the notice of the shareholders' meeting. The Company will consider answering questions received from shareholders in advance at the shareholders' meeting in order for other shareholders to be informed of such information equally. However, the Company reserves the right to answer questions in case of incomplete shareholders' questions or not clear or exceed the deadline for accepting questions according to specified criteria.
- 4. In case shareholders wish to attend the meeting themselves**

The Company requests cooperation and understanding to the shareholders regarding the guidelines for holding a shareholders' meeting to reduce the risk of Coronavirus 2019 (COVID-19) outbreak as follows:

4.1 Guidelines for screening and registering for meetings

- Requesting shareholders or proxies to check-in and check-out via the "Thai Chana" application provided by the hotel or the Company.
- The Company set up a screening point in front of the meeting room and will check the temperature of all shareholders or proxies before registering to attend the meeting. In the case that any shareholders or proxies are found to have any of the respiratory symptoms; such as having a fever (temperature from 37.5 degrees Celsius up), coughing, sore throat, sneezing or runny nose, etc. The Company reserves the right to ask such person to authorize others who are not at risk or the Company's Independent Directors to attend the meeting instead.
- Shareholders or proxies screened and registered will receive stickers. The Company requests that you put on stickers and wear a face mask at all times while in the meeting place as well as cleaning hands with alcohol at the point provided by the hotel or the Company.

4.2 Guidelines for meeting room practice

- The Company prepares seats in the meeting room to have a distance of not less than 1 meter.
- The Company requests shareholders or proxies to wear a face mask at all times while in the meeting room and refrain from talking in the meeting room.
- The Company kindly asks for a cooperation from the attendees to not eating any food or snacks all the time in the meeting place and the meeting room. The Company provide a snack box for the shareholders or their proxies who attend the meeting one set per person.
- The meeting will be conducted in a concise manner, keeping time and according to the agenda.

The implementation of the above measures and guidelines may cause delays in attendance of shareholders or proxies and are not convenient for screening and registration due to stricter procedures and procedures that are more stringent than normal situations. In addition, the Company must complete the meeting in a short time to reduce the time that many people are in the same place and must have a spacing according to the law in effect at that time which will cause location restrictions, therefore unable to support the attendees as usual. The Company therefore apologizes for the inconvenience in advance for this opportunity.

In addition, if the situation has changed or the additional shareholders meeting arrangement-related measures have been issued from the relevant agencies, the Company may change the operation to comply with the said measures and the Company will further inform details to the shareholders via the information disclosure channel to the Stock Exchange of Thailand and the Company's website.

Content

	Pages
Notice of the 2021 Annual General Meeting of Shareholders No.42	1-14
<i>Accompanying documents for the meeting Agenda</i>	
● Copy of the minutes of the 2020 Annual General Meeting of Shareholders No.41, convened on Friday 17 January 2020 (for consideration of agenda 1)	15-36
● Annual Report 2020 and the financial statements for the fiscal year ended 30 September 2020 in QR code format	37
● Profiles of persons nominated to be appointed as the directors in replacement of the directors whose term will expire by rotation and definitions of independent director (for consideration of agenda 5)	38-44
● Information of person nominated for appointment as the Company's director (for consideration of agenda 6)	45-47
● Information of the director's remuneration for the fiscal year 2021 (for consideration of agenda 8)	48
● List of auditors, details of audit fee and list of subsidiaries engaging using the same auditors for the fiscal year 2021 (for consideration of agenda 9)	49-52
<i>Accompanying documents for attending the meeting</i>	
● Profiles of independent directors who are nominated by the Company to be proxy holders of the shareholders	53-56
● Articles of Association of the Company regarding to the shareholders' meeting	57-58
● Documents and evidence required to be present prior to the attendance of the meeting, proxy granting, registration and voting methods in the 2021 Annual General Meeting of Shareholders No. 42	59-61
● Procedures for attending the 2021 Annual General Meeting of Shareholders No. 42	62
● Map of the venue of the 2021 Annual General Meeting of Shareholders No.42	63
● Form for submission of questions in advance prior to the 2021 Annual General Meeting of Shareholders No.42	64-65
● Request form for the 2020 Annual Report in hard copy format	66
● Proxy form (recommend to use Form B and please bring along on the meeting date)	Attached
○ Form A	
○ Form B	
○ Form C (Please download from the Company's website at www.univentures.co.th)	

Remarks: Shareholder can find the Notice of the 2021 Annual General meeting of shareholders No.42 and accompanying documents on the Company's website (www.univentures.co.th) from 14 December 2020 onwards.

(Translation)

Ref No. UV 047/2020

Registration No. 0107537001030

14 December 2020

Subject: Invitation to the 2021 Annual General Meeting of Shareholders No.42

Attention: Shareholders

- Enclosures:
1. Copy of minutes of the 2020 Annual General Meeting of Shareholders No.41, convened on Friday 17 January 2020
 2. Annual Report 2020 and the financial statements for the fiscal year ended 30 September 2020 in QR Code format
 3. Profiles of persons nominated to be appointed as the directors in replacement of the directors whose term will expire by rotation and definitions of independent director
 4. Information of person nominated for appointment as the Company's director
 5. Information of the directors' remuneration for the fiscal year 2021
 6. List of auditors, details of audit fee and list of subsidiaries engaging the same auditors for the fiscal year 2021
 7. Profiles of independent directors who are nominated by the Company to be proxy holders of the shareholders
 8. Articles of Association of the Company regarding the shareholders' meeting
 9. Documents and evidence required to be present prior to the attendance of the meeting, proxy granting, registration, and voting methods in the 2021 Annual General Meeting of shareholders No. 42
 10. Procedures for attending the 2021 Annual General Meeting of Shareholders No.42
 11. Map of the venue of the 2021 Annual General Meeting of Shareholders No.42
 12. Form for submission of questions in advance prior to the 2021 Annual General Meeting of Shareholders No.42
 13. Request form for the 2020 Annual Report in hard copy format
 14. Proxy form (recommend to use Form B and please bring along on the meeting date)

The Board of Directors of Univentures Public Company Limited (the "Company") resolved to convene the 2021 Annual General Meeting of Shareholders No. 42 on Friday 15 January 2021, at 14.00 hrs., at Grand Ballroom, 3rd Floor, The Okura Prestige Bangkok Hotel, 57 Wireless Road, Lumpini, Patumwan, Bangkok 10330, in order to consider the following agenda items, together with the opinions of the Board:

Agenda 1 To consider and certify the Minutes of the 2020 Annual General Meeting of Shareholders No.41 which was held on Friday 17 January 2020

Objective and Rationale: The Company Secretary has prepared the Minutes of the 2020 Annual General Meeting of Shareholders No.41, which was convened on Friday 17 January 2020 and the Company submitted the Minutes to the Stock Exchange of Thailand (the "SET") within the period as specified by law, as well as published the same on the Company's website: www.univentures.co.th, with the details as set out in Enclosure 1.

Opinion of the Board: The Minutes of the 2020 Annual General Meeting of Shareholders No.41, which was convened on Friday 17 January 2020, were recorded accurately in accordance with the resolution of the Annual General Meeting of Shareholders. Therefore, the Board of Directors deemed it appropriate to propose that the General Meeting of Shareholders consider and certify such Minutes of the Meeting.

Number of votes required to pass the resolution: A majority of votes of the shareholders attending the meeting and casting votes.

(Translation)

Agenda 2 To acknowledge the Company's performance of the fiscal year ended 30 September 2020

Objective and Rationale: The Company has prepared the report of the Board of Directors with respect to the Company's performance for the year ended 30 September 2020. After due consideration, the Board of Directors is of the view that the report is accurate with complete and sufficient information, therefore proposes that the Annual General Meeting of Shareholders acknowledge the Company's performance for the year ended 30 September 2020 as set out in the 2020 Annual Report, with the details as set out in Enclosure 2.

Opinion of the Board: The Board of Directors deemed it appropriate to propose that the Annual General Meeting of Shareholders acknowledge the Company's performance for the year ended 30 September 2020.

Voting is not required in this agenda.

Agenda 3 To consider and approve the audited financial statements for the fiscal year ended 30 September 2020

Objective and Rationale: The Company has prepared the statement of financial position and the profit and loss statement for the year ended 30 September 2020, which were audited by the certified public accountant of KPMG Phoomchai Audit Ltd. After due consideration, the Audit Committee and the Board of Directors are of the view that the statement of financial position and the profit and loss statement for the year ended 30 September 2020 were accurate, complete, and sufficient in accordance with generally accepted accounting principles, with the details as set out in Enclosure 2.

Opinion of the Board: The Board of Directors deemed it appropriate to propose that the Annual General Meeting of Shareholders consider and approve the financial statements for the year ended 30 September 2020 together with the auditor's report which was audited by KPMG Phoomchai Audit Ltd., and approved by the Audit Committee and the Board of Directors. The details can be summarized as follows:

Details	Consolidated Financial Statements (Baht)	Separate Financial Statements (Baht)
• Total assets	17,794,065,194	12,188,514,241
• Total liabilities	8,507,095,267	2,864,834,392
• Shareholders' equity	9,286,969,927	9,323,679,849
• Total revenue	4,386,302,129	584,830,878
• Net profit		
- Part belonged to the Parent Company	62,471,233	199,300,920
- Part belonged to Non-controlling interests	(23,603,013)	0.00
• Primary earnings per share	0.03	0.10

Number of votes required to pass the resolution: A majority of votes of the shareholders attending the meeting and casting votes.

Agenda 4 To consider and approve the dividend payment from the profits of the operational results for the fiscal year ended 30 September 2020

Objective and Rationale: According to the operational results of the Company for the year ended 30 September 2020, the Company incurred the net profit for dividend payment of Baht 62.47 Million with no accumulated loss and the Company's cash flow is sufficient for the dividend payment. The Company has allocated profits as legal reserves in full in accordance with Section 116 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) (the "Public Limited Companies Act") and Article 41 of the Company's Articles of Association which provides that the Company must allocate at least 5% of its annual profit, less the accumulated loss brought forward (if any) to the reserve fund until the reserve fund is not less than 10% of the registered capital. As of 30 September 2020, the legal reserve that the Company has allocated is Baht 331.00 Million, representing 17.31% of the Company's registered capital, therefore, the Company does not have to allocate additional profits as legal reserve.

(Translation)

The Board of Directors has considered and proposed to the shareholders' meeting to consider and approve the dividend payment to the shareholders at the rate of Baht 0.02 per share, totaling Baht 38.24 Million, which is in accordance with the Company's dividend payment policy which provides that the Company shall pay dividends to the shareholders at the rate of no less than 50% of the net profit after deduction of all taxes and reserve funds under the consolidated financial statements. The dividend payment is based on the investment plan, necessity and other suitability in the future.

Comparison information of dividend payment for the for the fiscal year 2019 and 2020

Details of dividend payment	Fiscal Year 2019* (Oct 2018 – Sep 2019)	Fiscal Year 2020 (Oct 2019 – Sep 2020)
Net profits under the consolidated financial statements (Baht)	1,597,122,346	62,471,233
Deducted by: Allocation for the legal reserve and reserves for other investments (Baht)	118,000,000	-
Net profits remained for the dividend payment (Baht)	1,479,122,346	62,471,233
Number of shares (shares)	1,911,926,537	1,911,926,537
Dividend payment per share (Baht/share)	1.00	0.02
Total dividend payment (Baht)	1,911,926,537	38,238,531
Dividend payout ratio compared to net profit after appropriation	129.26%	61.21%

Remark * Calculated from the consolidated financial statements of the Company and subsidiaries for the operations from 1 October 2018 - 30 September 2019, including the performance of GOLD from 1 October 2018 - 31 July 2019 and the profits received from the sale of the shares of GOLD after deducting related expenses, tax and legal reserve

Opinion of the Board: The Board of Directors deemed it appropriate to propose that the Annual General Meeting of Shareholders consider and approve the dividend payment from the profits of the Company arising from the operational results for the year ended 30 September 2020 at the rate of Baht 0.02 per share, totaling approximately Baht 38.24 Million from the unappropriated retain earnings. The Company will pay the dividends to the shareholders whose names appear in the share register book on Monday 14 December 2020 (Record Date) and the dividends are scheduled to be paid on Monday 8 February 2021. The Company has allocated profits as legal reserves in full and would not need to allocate additional profits as legal reserve.

The Board of Directors deemed the aforementioned rate for the dividend payment appropriate, representing approximately 61.21% of the net profits under the consolidated financial statements after deduction of the legal reserve and the reserves for other investments, which is in accordance with the dividend payment policy. However, the dividend payment remains uncertain as it is subject to approval from the 2021 Annual General Meeting of Shareholders No.42.

Remark: Individual shareholders will receive the dividend tax credit in accordance with the criteria specified by Section 47 bis of the Revenue Code.

Number of votes required to pass the resolution: A majority of the votes of the shareholders attending the meeting and casting votes.

Agenda 5 To consider and approve the election of the directors in replacement of the directors whose term will expire by rotation

Objective and Rationale: Section 71 of the Public Limited Companies Act and Article 15 of the Articles of Association of the Company provide that at every annual general meeting of shareholders, one-third of the directors shall vacate office, and the directors who are due to retire by rotation may be re-elected.

(Translation)

Currently, the Company has eight directors and there are three directors who are due to retire at the 2021 Annual General Meeting of Shareholders No.42 as follows:

- | | | | |
|----|-------------|-------------------|---|
| 1. | Mr. Suwit | Chindasanguan | Independent Director
Chairman of the Audit Committee
Member of the Corporate Governance Committee |
| 2. | Mr. Thapana | Sirivadhanabhakdi | Vice Chairman of the Board of Directors
Chairman of the Executive Committee
Member of the Remuneration and Nomination Committee |
| 3. | Mr. Nararat | Limnararat | Director
Member of the Executive Committee
Member of the Remuneration and Nomination Committee |

In the selection of directors, the Company granted the minor shareholders the opportunity to propose the names of persons deemed qualified to be elected as directors of the Company at 2021 Annual General Meeting of Shareholders No.42 from 1 July 2020 to 30 September 2020, according to Corporate Governance Code of the listed company by notifying shareholders through the news system of the SET and the Company's website since 1 July 2020. However, when the specified period has expired, it appeared that no shareholder nominated any person to be considered as a director of the Company in any way.

The Remuneration and Nomination Committee, excluding the interested directors, considered the qualifications of the three directors who are due to retire by rotation at the 2021 Annual General Meeting of Shareholders No. 42 and was of the opinion that these three directors are fully qualified in accordance with Section 68 of the Public Limited Companies Act, with no prohibited characteristics to be appointed as directors under the regulations of the Office of the Securities and Exchange Commission (the "SEC"), and possess knowledge, capability, and experience which are beneficial for the Company's business operation, and advantageous for the Company. Furthermore, in their previous term of office, the three directors duly performed their duties as members of the Board of Directors and the sub-committees. The Board of Directors, therefore, deemed it appropriate to propose that the Annual General Meeting of Shareholders consider and reappoint the aforementioned three directors who are due to retire by rotation to hold office as directors and sub-committee members for another term. The profiles of persons nominated to be appointed as the directors in replacement of the directors whose term will expire by rotation, as well as the definitions of independent director are in the details as set out in Enclosure 3.

Opinion of the Board: The Board of Directors, excluding the interested directors, has independently considered and concluded the opinion that all three directors who are due to retire by rotation at this time have passed the screening process and carefully considered by the Remuneration and Nomination Committee and the Board of Directors that they have the qualifications suitable for conducting business with the Company, that is, those who are fully qualified in accordance with Section 68 of the Public Limited Companies Act, with no prohibited characteristics to be appointed as directors under the regulations of the SEC, and possess knowledge, capability, and experience which are beneficial for the Company Group's business operation, and advantageous for the Company. Furthermore, in their previous term of office, the three directors duly performed their duties as members of the Board of Directors and the sub-committees.

In the case of Mr. Suwit Chindasanguan, a director of the Company who is an independent director of the Company for a period of 16 years 11 months since taking office and in the event that the 2021 Annual General Meeting of Shareholders No.42 has approved the reappointment him to hold office as directors and sub-committee members for another term of 3 years and he has held the position until the said term

(Translation)

expires, totaling term of office is 19 years 11 months. The Board of Directors has carefully and cautiously considered that Mr. Suwit Chindasanguan who has been nominated for another term, has qualifications as an independent director and an audit committee in accordance with the regulations of the SEC and the SET, able to perform duties and provide opinions independently and in accordance with relevant criteria. As well as being a knowledgeable person, expertise and experience in economics, finance, management and information technology which is beneficial for the review of the Company Group's financial reports, as well as being able to provide information and suggestions related to the use of information technology for the benefit of the business operation of the Company Group, including compliance with current rules, laws, or practices related to the use of information technology. In addition, Mr. Suwit Chindasanguan knows and understands the developments and changes that occur in the Company Group's business operations continuously which is beneficial for monitoring various business operations results of the Company Group efficiently.

For this reason, the Board of Directors resolved to approve as proposed by the Remuneration and Nomination Committee to propose that the 2021 Annual General Meeting of Shareholders No.42 consider and reappoint the aforementioned three directors who are due to retire by rotation to hold office as directors and sub-committee members for another term. The names and types of directors who are reappointed are as follows:

- | | | | |
|----|-------------|-------------------|---|
| 1. | Mr. Suwit | Chindasanguan | Independent Director
Chairman of the Audit Committee
Member of the Corporate Governance Committee |
| 2. | Mr. Thapana | Sirivadhanabhakdi | Vice Chairman of the Board of Directors
Chairman of the Executive Committee
Member of the Remuneration and Nomination Committee |
| 3. | Mr. Nararat | Limnararat | Director
Member of the Executive Committee
Member of the Remuneration and Nomination Committee |

Number of votes required to pass the resolution: A majority of the votes of the shareholders attending the meeting and casting votes.

Agenda 6 To consider and approve the addition of Company's director and the appointment of a new director

This agenda item is related to Agenda 7 which is to consider of approve the amendment of the authorized directors of the Company. Therefore, if this agenda item is not approved by the shareholders' meeting, Agenda 7 shall not be considered accordingly.

Objective and Rationale: To support the Company's plans to expand investment to new businesses that has the potential to operate the business and have the opportunity to receive appropriate return on investment in the future in order to create a balance of investment and sustainable growth of the Company. The Remuneration and Nomination Committee has proposed to the Board of Directors to consider increasing the number of the Company's directors by 1 person from 8 people to 9 people in order to increase efficiency in supervision of investments and business operations in the future. The Remuneration and Nomination Committee has considered the qualifications in accordance with the criteria for recruiting new directors both in terms of qualifications, experience, knowledge and abilities as well as the readiness to devote time to serve as a director, including the specific expertise required to have in the Board of Directors to be in line with the Company's business strategy and was of the view to propose the name of Mr. Khumpol Poonsonee, who is currently the President, Member of the Executive Committee and Chairman of the Risk Management and Sustainability Committee of the Company being a new director of the Company.

(Translation)

Mr. Khumpol Poonsonee has the knowledge, capability and experience in business management and investment in many businesses that is beneficial to the Company and consistent with the Company's plan for expanding investment into new businesses in the future, as well as being a person who has all the qualifications stipulated in the Public Limited Company Law, Securities and Exchange Law and other relevant laws. Detail of information of the person nominated for appointment as the Company's director is shown in Enclosure 4.

In addition, as the Company granted the right of minor shareholders to propose the names of persons deemed qualified to be elected as directors of the Company in the shareholders' meeting between 1 July 2020 and 30 September 2020 in accordance with the principles of good corporate governance of listed companies by notifying shareholders through the news system of the SET and the Company's website since 1 July 2020. However, when the specified period has expired, it appeared that no shareholder nominated any person to be considered as a director of the Company in any way.

Opinion of the Board: The Board of Directors has independently considered and concluded the opinion that the addition of 1 director of the Company and the nomination of Mr. Khumpol Poonsonee as a new director of the Company, which have passed the screening process and carefully considered by the Remuneration and Nomination Committee and the Board of Directors that an increase in the number of directors will improve the efficiency of governing investments and business operations of the Company Group in the future. In addition, the person nominated as a new director of the Company this time, he is knowledgeable and experienced in business management and investment in many businesses. This will benefit the current business operations of the Company Group and new businesses that may be invested in the future, including being a fully qualified in accordance with Section 68 of the Public Limited Companies Act, with no prohibited characteristics to be appointed as directors under the regulations of the SEC.

For this reason, the Board of Directors resolved to approve as proposed by the Remuneration and Nomination Committee to propose that the 2021 Annual General Meeting of Shareholders No.42 consider and approve an increase the number of the Company's directors by 1 person from 8 people to 9 people and approval to appoint Mr. Khumpol Poonsonee who is currently the President, Member of the Executive Committee and Chairman of the Risk Management and Sustainability Committee of the Company being a new director of the Company, including approving the assignment of persons assigned by the authorized directors of the Company has the power to proceed with the registration of director amendments to relevant government agencies and/or perform other related actions as necessary and appropriate in order to complete the registration of director amendments.

Number of votes required to pass the resolution: A majority of the votes of the shareholders attending the meeting and casting votes.

Agenda 7 To consider of approve the amendment of the authorized directors of the Company.

Objective and Rationale: To be in line with the proposed increase in the number of Company directors and the appointment of Mr. Khumpol Poonsonee as the new director of the Company in the previous agenda, as well as to increase management flexibility in accordance with the current management structure of the Company, where Mr. Khumpol Poonsonee is the President of the Company. The Board of Directors deems it appropriate to propose the 2021 Annual General Meeting of Shareholders No.42 to consider and approve the amendment of the authorized directors of the Company as follows:

(Translation)

Existing the authorized directors of the Company

"The directors authorized to sign on behalf of the Company are Mr. Thapana Sirivadhanabhakdi, Mr. Panote Sirivadhanabhakdi, Mr. Sithichai Chaikriangkrai and Mr. Worawat Srisa-an, two of these four directors, jointly sign and seal the Company's seal"

The authorized directors of the Company proposed to be amended

"The directors authorized to sign on behalf of the Company are Mr. Thapana Sirivadhanabhakdi, Mr. Panote Sirivadhanabhakdi, Mr. Sithichai Chaikriangkrai, Mr. Worawat Srisa-an and Mr. Khumpol Poonsonee, two of these five directors, jointly sign and seal the Company's seal"

Opinion of the Board: The Board of Directors has considered and resolved to propose that the 2021 Annual General Meeting of Shareholders No.42 consider and approve the amendment of the authorized directors of the Company according to the above proposal as well as approving the authorization to persons assigned by the authorized directors of the Company to proceed with the change of the authorized directors of the Company to relevant government agencies and/or perform other related actions as necessary and appropriate in order to complete the amendment of the authorized directors of the Company.

Number of votes required to pass the resolution: A majority of the votes of the shareholders attending the meeting and casting votes.

Agenda 8 To consider and approve the directors' remuneration for the fiscal year 2021

Objective and Rationale: The Company has in place a clear and transparent remuneration policy for the Board of Directors and the sub-committees. The remuneration is set at an appropriate rate comparable to that of the same industry in the same size of business and is suitable for the duties and responsibilities of each director. The directors assigned to perform the duties in the sub-committees are entitled to receive additional remuneration as a result of the increased responsibilities. Every year the Remuneration and Nomination Committee will consider the structure and composition of the preliminary remuneration to propose to the Board of Directors Meeting for consideration before proposing the Annual General Meeting of Shareholders for approval.

The Remuneration and Nomination Committee has carefully scrutinized the remuneration for the Board of Directors and the sub-committees and considered the appropriateness of such remuneration when compared to that within the same industry in the same size of business by taking into account the Company's business expansion and growth, and deemed it appropriate to propose that the 2021 Annual General Meeting of Shareholders No. 42 consider and approve the remuneration for the Board of Directors and all sub-committees for the fiscal year 2021 when calculated together with the extra remuneration (if any) shall not exceed Baht 12,000,000, increase from the remuneration for fiscal year 2020 (not exceeding Baht 10,000,000) due to the increasing number of the Company's director and to be in line with the increased duties and responsibilities of the Board of Directors and sub-committees due to the expansion of the business of UV Group. The Remuneration and Nomination Committee shall appropriately allocate the extra remuneration by considering the obligation, responsibility and benefits received for the performance of directors, with the details as set out in Enclosure 5.

The details of monthly remuneration and meeting allowance for the Board of Directors and the sub-committees for the fiscal year 2021 compared to that of the fiscal year 2020 are set out below.

(Translation)

Remuneration for	Fiscal Year 2020 (Previous year) (1 October 2019 – 30 September 2020)		Fiscal Year 2021 (Proposed year) (1 October 2020 – 30 September 2021)	
	Monthly remuneration (Baht/month)	Meeting allowance (Baht/meeting)	Monthly remuneration (Baht/month)	Meeting allowance (Baht/meeting)
1. Board of Directors				
- Chairman	20,000	25,000	20,000	25,000
- Director (per person)	10,000	20,000	10,000	20,000
2. Audit Committee				
- Chairman	40,000	-	40,000	-
- Director (per person)	30,000	-	30,000	-
3. Executive Committee*				
- Chairman	25,000	-	25,000	-
- Director (per person)	20,000	-	20,000	-
4. Remuneration and Nomination Committee				
- Chairman	-	22,000	-	22,000
- Director (per person)	-	18,000	-	18,000
5. Corporate Governance Committee				
- Chairman	-	22,000	-	22,000
- Director (per person)	-	18,000	-	18,000
6. Other benefits	None		None	

Remarks: * The Executive Directors who are the executives of the Company shall not be entitled to the remuneration.

The remuneration for the Board of Directors and the sub-committee members which was paid in the fiscal year 2020 comprised a total of Baht 10,000,000, whereby Mr. Thapana Sirivadhanabhakdi and Mr. Panote Sirivadhanabhakdi declared their intentions not to receive the extra remuneration for the fiscal year 2020. The details of the directors' remuneration on an individual basis for the fiscal year 2020 are set out in the "Remunerations of Directors and Executives" of the Annual Report 2020, with the details as set out in Enclosure 2.

Opinion of the Board: After due consideration, the Board of Directors agreed upon the proposal of the Remuneration and Nomination Committee and deemed it appropriate to propose that the Annual General Meeting of Shareholders consider and approve the remuneration for the Board of Directors and the sub-committees for the fiscal year 2021 when calculated together with the extra remuneration (if any) shall not exceed Baht 12,000,000, increase from the remuneration for fiscal year 2020 (not exceeding Baht 10,000,000). The Remuneration and Nomination Committee shall appropriately allocate the extra remuneration by considering the obligation, responsibility and benefits received for the performance of directors, with the details as set out in Enclosure 5.

Number of votes required to pass the resolution: No less than two-thirds (2/3) of the total votes of the shareholders attending the meeting.

Agenda 9 To consider and approve the appointment of auditors and the determination of the audit fee for the fiscal year 2021

Objective and Rationale: In accordance with Section 120 of Public Limited Companies Act and Article 35 of the Articles of Association of the Company, the Annual General Meeting of Shareholders is required to appoint the Company's auditors and approve the audit fee annually.

(Translation)

The Audit Committee has selected the auditors for the fiscal year 2021 in accordance with the specified procedures and has proposed that the Board of Directors consider and propose that the Annual General Meeting of Shareholders appoint the auditors from KPMG Phoomchai Audit Ltd. to audit and give opinions on the financial statements of the Company for the fiscal year 2021, as the Audit Committee is of the view that in the previous year, the auditors from KPMG Phoomchai Audit Ltd. performed their duties with responsibility and were able to complete the review and audit of the financial statements in a timely manner, and showed independence in auditing and giving opinions on the Company's financial statements. Furthermore, this audit firm is also domestically and internationally recognized as having a team possessing the necessary standards and experience in auditing financial statements. In this regard, one of the following auditors shall be assigned to audit and give opinions on the Company's financial statements for the fiscal year 2021.

1. Ms. Nittaya Chetchotiros Certified Public Accountant No. 4439 and/or
(being the person who signs for the review, audit, and giving of opinions on the Company's financial statements for the year 2012 – 2013 and the year 2020, totaling 3 years)
2. Mrs. Wilai Buranakittisophon Certified Public Accountant No. 3920 and/or
(being the person who signs for the review, audit, and giving of opinions on the Company's financial statements for the year 2015 – 2019, totaling 5 years)
3. Mr. Eakasit Chuthammasathit Certified Public Accountant No. 4195
(has never reviewed or audited and given opinions on the Company's financial statements)

KPMG Phoomchai Audit Ltd. and the auditors in the proposed list are the auditors of the Company, have neither relationship with nor interests in the Company, its subsidiaries, executives, and major shareholders, or anyone related to the aforementioned persons, and, therefore, possess independence in auditing and giving opinions on the Company's financial statements. No auditors also have signed the auditor's report over the period prescribed by relevant principles and/or rules and/or regulations, and/or notifications.

In addition, the Audit Committee approved the determination of the audit fee for the fiscal year 2021 in the amount of Baht 750,000, which a decreased compared to the audit fees for the fiscal year 2020. However, such audit fee excludes non-audit fees which, if any, will be paid on an actual basis by the Company.

The audit fee compared to that of the previous year

Audit Fee	Fiscal Year 2020 (previous year)	Fiscal Year 2021 (proposed year)	Increase/ Decrease
Audit Fee of the Company	Baht 800,000	Baht 750,000	Decreased Baht 50,000
Non-audit fee	None	None	-

Besides, KPMG Phoomchai Audit Ltd. and its related persons or businesses, have been nominated to appoint as the auditor of the Company's subsidiaries for the fiscal year 2021.

Opinion of the Audit Committee: The Audit Committee has considered the selection of auditors with the opinion that KPMG Phoomchai Audit Ltd. and the auditors according to the list proposed above are independent, knowledgeable and have a good understanding of the company's business, the carrying out of their profession with neutrality, their auditing expertise, and the performance of their duties with responsibility, and deemed it appropriate to propose the appointment of the auditors from KPMG Phoomchai Audit Ltd. as the auditors of the Company, including considering the said auditor fee by comparing with the audit fees of companies in the similar industry and size of assets and after due consideration, is of the view that the rate of such audit fee is appropriate.

(Translation)

Opinion of the Board: According to the proposal from the Audit Committee and after proper consideration and scrutinization, the Board of Directors deemed it appropriate to propose that the Annual General Meeting of Shareholders consider and approve the appointment of the auditors from KPMG Phoomchai Audit Ltd. as the auditors of the Company, with one of the following auditors:

1. Ms.Nittaya Chetchotiros Certified Public Accountant No. 4439 and/or
(being the person who signs for the review, audit, and giving of opinions on the Company's financial statements for the year 2012 – 2013 and the year 2020, totaling 3 years)
2. Mrs. Wilai Buranakittisophon Certified Public Accountant No. 3920 and/or
(being the person who signs for the review, audit, and giving of opinions on the Company's financial statements for the year 2015 – 2019, totaling 5 years)
3. Mr. Eakasit Chuthammasathit Certified Public Accountant No. 4195
(has never reviewed or audited and given opinions on the Company's financial statements)

The information on the working experience and independence of each auditor are set out in Enclosure 6.

One of the above auditors is required to audit, review, and give opinions on the Company's financial statements. In the case that the three auditors are unable to perform their duties, KPMG Phoomchai Audit Ltd. will procure that other certified public accountants will perform the audit and give opinions on the Company's financial statements. The audit fee for the fiscal year 2021 is in the amount of Baht 750,000, which is decreased compared to the audit fees for the fiscal year 2020. Such audit fee excludes non-audit fees which, if any, will be paid on an actual basis by the Company.

Number of votes required to pass the resolution: A majority of the votes of the shareholders attending the meeting and casting votes.

Agenda 10 To consider and approve the amendment of the Company's Articles of Association regarding the Board of Directors' meeting and the shareholders' meeting to be in accordance with the Emergency Decree on Electronic Meetings, B.E. 2563 (2020)

Objective and Rationale: In accordance with the enactment of the Royal Decree on the Electronic Media Conference B.E. 2020 ("Royal Decree") which came into effect on 19 April 2020, the Royal Decree repealed the Notification of the National Council for Peace and Order No. 74./2014 Subject: Electronic Conference and changed the rules of conduct on electronic conferencing in two main issues: (1) removing the original requirement requiring at least one-third of the meeting attendance at the same meeting place and (2) the requirement for all attendees must be in Thailand.

In order to comply with the rules of conduct on electronic conferencing as set out in the said Royal Decree, the Company would like to propose an amendment to the Company's Articles of Association in relation to the Board of Directors' meeting and Shareholders' meeting in Clause 22, Clause 29, Clause 30, Clause 32 and Clause 33 by canceling the existing wording and using the new wording as to the following. And assign a person assigned by the authorized directors has the power to carry on the registration of amendment the Company's Articles of Association, as well as amend and/or make additional changes in accordance with the orders of the Registrar as necessary and appropriate without affecting the contents of the amendment to the Company's Articles of Association to complete the registration of amendment the Company's Articles of Association.

Existing the Articles of Association	The Articles of Association Proposed to be Amended
<p>Article 22.</p> <p>At a meeting of the Board of Directors, the number of directors attending the meeting shall not be less than half of the total number of directors in order to constitute a quorum. In the event that the chairman is absent or is unable to discharge his/her duties, if a vice-chairman is present, he/she shall preside at the meeting, and if there is no vice-chairman or if the vice-chairman is not able to discharge his/her duties, the directors present at the meeting shall elect on among themselves to be chairman of that meeting.</p> <p>For each meeting of the Board of Directors, the chairman of the meeting may determine that a meeting be held and conducted through an electronic media. In this regard, at least 1/3 (one-third) of the quorum must physically attend the meeting at the same venue and that all directors attending the meeting are in the Kingdom of Thailand at the time during which the meeting is held.</p> <p>The meeting of the Board of Directors conducted through an electronic media under paragraph two must be carried out via a meeting control system that is equipped with an information security process, an audio or video recording, as the case may be, of every attended director throughout the meeting period, and a computer traffic data logging during the record. The meeting control system must have basic components according to the related laws and rules.</p> <p>Directors who attended the Board of Directors' Meeting through an electronic media in accordance with the procedure and condition prescribed above shall constitute the attendance of the meeting required for the quorum to be established, and that the Board of Directors' Meeting through an electronic media shall have the full force and effect as the meeting as prescribed by law and by this Articles.</p> <p>Decisions of the meeting shall be based on the majority of votes.</p> <p>Each director shall have one vote, but the director who has interests in any matter shall have no right to vote on such matter. In case of a tie of votes, the chairman of the meeting shall have a casting vote.</p>	<p>Article 22.</p> <p>At a meeting of the Board of Directors, <u>regardless of whether the meeting is conducted in physical or by means via electronic media</u>, the number of directors attending the meeting shall not be less than half of the total number of directors in order to constitute a quorum. In the event that the chairman is absent or is unable to discharge his/her duties, if a vice-chairman attends the meeting, he/she shall preside at the meeting, and if there is no vice-chairman or if the vice-chairman is not able to discharge his/her duties, the directors attend the meeting shall elect on among themselves to be chairman of that meeting.</p> <p>For each meeting of the Board of Directors, the chairman of the meeting may determine that a meeting be held and conducted through an electronic media, <u>provided that such meeting shall be convened in accordance with applicable law or regulation at the time. Such meetings of the Board of Directors conducted by means via electronic media bear the same effects as any meeting which the Board of Directors attend the meeting at the same venue in accordance with the methods prescribed under the law and these Articles of Association.</u></p> <p>Decisions of the meeting shall be based on the majority of votes.</p> <p>Each director shall have one vote, but the director who has interests in any matter shall have no right to vote on such matter. In case of a tie of votes, the chairman of the meeting shall have a casting vote.</p>
<p>Article 29.</p> <p>The Board of Directors shall arrange for an annual general meeting of shareholders within 4 (four) months from the last day of the fiscal year of the Company.</p>	<p>Article 29.</p> <p>The Board of Directors shall arrange for an annual general meeting of shareholders within 4 (four) months from the last day of the fiscal year of the Company.</p>

Existing the Articles of Association	The Articles of Association Proposed to be Amended
<p>Meeting other than that mentioned above shall be called extraordinary meetings. The Board of Directors may summon an extraordinary meeting of shareholders whenever the Board of Directors may deem appropriate or when one or more shareholders holding shares amounting to not less than 10 (ten) percent of the total number of issued shares may submit a written request signed by them requesting the Board of Directors to summon an extraordinary meeting of shareholders at any time but they shall give subject and reasons for such request in the said letter. In such case, the Board of Directors shall arrange for the meeting of shareholders to be held within forty-five (45) days from the date of receipt of such request from the shareholders.</p> <p>If the Board of Directors does not arrange for the meeting of shareholders within the period of time specified in paragraph two, the shareholders who subscribe their names or other shareholders holding shares amounting to the required amount may call the meeting themselves within forty-five (45) days as from the date on which the period of time in paragraph two ends. In this case, the meeting is deemed a shareholders meeting called by the Board of Directors and the Company shall be responsible for the expenses incurred therefrom and shall reasonably facilitate the meeting.</p> <p>In the case where the quorum of the meeting called by the shareholders under paragraph three cannot be constituted as specified in this Articles, the shareholders under paragraph three shall jointly compensate the Company the expenses incurred from the meeting.</p>	<p>Meeting other than that mentioned above shall be called extraordinary meetings. The Board of Directors may summon an extraordinary meeting of shareholders whenever the Board of Directors may deem appropriate or when one or more shareholders holding shares amounting to not less than 10 (ten) percent of the total number of issued shares may submit a written request signed by them requesting the Board of Directors to summon an extraordinary meeting of shareholders at any time but they shall give subject and reasons for such request in the said letter. In such case, the Board of Directors shall arrange for the meeting of shareholders to be held within forty-five (45) days from the date of receipt of such request from the shareholders.</p> <p>If the Board of Directors does not arrange for the meeting of shareholders within the period of time specified in paragraph two, the shareholders who subscribe their names or other shareholders holding shares amounting to the required amount may call the meeting themselves within forty-five (45) days as from the date on which the period of time in paragraph two ends. In this case, the meeting is deemed a shareholders meeting called by the Board of Directors and the Company shall be responsible for the expenses incurred therefrom and shall reasonably facilitate the meeting.</p> <p>In the case where the quorum of the meeting called by the shareholders under paragraph three cannot be constituted as specified in this Articles, the shareholders under paragraph three shall jointly compensate the Company the expenses incurred from the meeting.</p> <p><u><i>In this regard, the meeting of shareholders can be conducted by means via electronic media, provided that such meeting shall be convened in accordance with the method prescribed under applicable law and regulations at the time, or the relevant law and regulations applied mutatis mutandis. Such meeting of shareholders conducted by means via electronic media bear the same effects as any meeting which the shareholders attend the meeting at the same venue in accordance with the methods prescribed under the law and these Articles of Association.</i></u></p>
<p>Article 30.</p> <p>In summoning for shareholders' meeting, the Board of Directors shall prepare notices of meeting specifying the place, date, time, agenda of the meeting and the subject matter to be proposed to the meeting together with details as appropriate, by stating clearly whether it will be for information, for approval or for consideration, as the case may be, including the opinions of the Board of Directors towards the said matter, and shall send same</p>	<p>Article 30.</p> <p>In summoning for shareholders' meeting, the Board of Directors shall prepare notices of meeting specifying the place, date, time, agenda of the meeting and the subject matter to be proposed to the meeting together with details as appropriate, by stating clearly whether it will be for information, for approval or for consideration, as the case may be, including the opinions of the Board of Directors towards the said matter, and shall send same to the</p>

Existing the Articles of Association	The Articles of Association Proposed to be Amended
<p>to the shareholders not less than 7 (seven) day before the date of the meeting, and publication of notices calling for a meeting shall also be made in a newspaper for 3 (three) consecutive days not less than 3 (three) days prior to the date of the meeting.</p>	<p>shareholders not less than 7 (seven) day before the date of the meeting, and publication of notices calling for a meeting shall also be made in a newspaper for 3 (three) consecutive days not less than 3 (three) days prior to the date of the meeting. <u><i>If shareholders' meeting is conducted by means via electronic media, a notice of the meeting and supporting documents can be sent by e-mail, provided that such notice and supporting documents shall be sent within the period and the notice of the meeting shall be published in the newspaper for the period prescribed in this paragraph. The Company shall keep the copy of the notice and supporting documents as evidence, which may be kept in the form of electronic data.</i></u></p>
<p>Article 32.</p> <p>In the shareholders' meeting, there shall be shareholders and proxies present at the meeting in a number of not less than 25 (twenty-five) persons or not less than half of the total number of shareholders and such shareholders shall hold shares altogether at not less than one-third (1/3) of the total number of shares sold, in order to constitute a quorum.</p> <p>In the event that after 1 (one) hour from the time fixed for any shareholders' meeting, the number of shareholders present is still inadequate to form a quorum, and if such meeting was requested by the shareholders, such meeting shall be cancelled. If such meeting of shareholders was not called for by the shareholders, the meeting shall be called for again and in the latter case notice calling for meeting shall be sent to shareholders not less than 7 (seven) days before the date of the meeting. In the subsequent meeting, a quorum shall not be required.</p>	<p>Article 32.</p> <p>In the shareholders' meeting, <u><i>regardless of whether the meeting is conducted in physical or by means via electronic media</i></u>, there shall be shareholders and proxies attend the meeting in a number of not less than 25 (twenty-five) persons or not less than half of the total number of shareholders and such shareholders shall hold shares altogether at not less than one-third (1/3) of the total number of shares sold, in order to constitute a quorum.</p> <p>In the event that after 1 (one) hour from the time fixed for any shareholders' meeting, the number of shareholders attending the meeting is still inadequate to form a quorum, and if such meeting was requested by the shareholders, such meeting shall be cancelled. If such meeting of shareholders was not called for by the shareholders, the meeting shall be called for again and in the latter case notice calling for meeting shall be sent to shareholders not less than 7 (seven) days before the date of the meeting. In the subsequent meeting, a quorum shall not be required.</p>
<p>Article 33.</p> <p>In the shareholders' meeting, the chairman of Board shall be the chairman of the meetings by position. If the chairman is absent or is unable to discharge his/her duties, and if a vice-chairman is present, the vice-chairman shall act as chairman of the meeting. If there is no vice-chairman or if the vice-chairman is not able to discharge his/her duties, the shareholders shall elect among themselves to be chairman of such meeting temporary.</p>	<p>Article 33.</p> <p>In the shareholders' meeting, <u><i>regardless of whether the meeting is conducted in physical or by means via electronic media</i></u>, the chairman of Board shall be the chairman of the meetings by position. If the chairman is absent or is unable to discharge his/her duties, and if a vice-chairman attends the meeting, the vice-chairman shall act as chairman of the meeting. If there is no vice-chairman or if the vice-chairman is not able to discharge his/her duties, the shareholders shall elect among themselves to be chairman of such meeting temporary.</p>

Opinion of the Board: The Board of Directors deemed it appropriate to propose that the Annual General Meeting of Shareholders consider and approve the amendments to the Company's Articles of Association in Clause 22, Clause 29, Clause 30, Clause 32 and Clause 33 in matters related to the Board of Directors' meeting and Shareholders' meeting via electronic media in accordance with the Royal Decree on Electronic Media Meeting B.E.2020 and approve the assignment of persons assigned by the Company's

(Translation)

authorized directors has the power to carry on the registration of amendment the Company's Articles of Association, as well as amend and/or make additional changes in accordance with the orders of the Registrar as necessary and appropriate without affecting the contents of the amendment to the Company's Articles of Association to complete the registration of amendment the Company's Articles of Association.

Number of votes required to pass the resolution: The votes of not less than three-fourths (3/4) of the total number of votes of the shareholders present at the meeting and entitled to vote.

Agenda 11 To consider other matters (if any)

The Board of Directors has scheduled the date to determine the names of the shareholders who are entitled to attend the 2021 Annual General Meeting of Shareholders No. 42 and entitled to receive dividends (Record Date) on Monday 14 December 2020, and the dividends are scheduled to be paid to the determined shareholders on Monday 8 February 2021. However, the dividend payment remains uncertain as it is subject to approval from the 2021 Annual General Meeting of Shareholders No.42.

At this Annual General Meeting of Shareholders, the Company gives the shareholders the opportunity to deliver their questions in advance prior to the meeting date via e-mail to: uv-comsec@univentures.co.th or by post to the Company Secretary of Univentures Public Company Limited, at 22nd Floor, Park Ventures Ecoplex, 57 Wireless Road, Lumpini, Patumwan, Bangkok 10330, or by facsimile to (02) 255-9418 in which Form for submission of questions in advance appears as the Enclosure 12., whereby the Board of Directors and the Management of the Company will give clarifications on the meeting date. The Company has invited the certified public accountants of the Company to attend the meeting in order to give explanations or answer questions on different issues with respect to the Company's financial statements to the shareholders.

The Company would like to cordially invite the shareholders to attend the 2021 Annual General Meeting of Shareholders No. 42 on Friday 15 January 2021, at 14.00 hrs., at Grand Ballroom, 3rd Floor, the Okura Prestige Bangkok Hotel, 57 Wireless Road, Lumpini, Patumwan, Bangkok 10330. The registration for attending the Annual General Meeting of Shareholders will be opened from 12.00 hrs. onwards. The Company will prepare a snack box for the shareholders or their proxies who attend the meeting one set per person, however, eating is not allowed in the meeting venue area according to measures and guidelines for the attendees of the shareholders' meeting under the circumstances of the coronavirus 2019 (COVID-19) outbreak.

For convenience, if any shareholder wishes to appoint another person to attend the meeting and vote as his or her proxy, he or she are requested to complete and execute Proxy Form B as set out in Enclosure 14. or download Proxy Form A, Form B or Form C (Form Proxy C shall be used only in the case that the shareholder is a foreign investor and appoints a custodian in Thailand for the custody of his or her shares) at www.univentures.co.th by choosing only one from three specified Proxy Forms. The Company provides stamp duty to be affixed on the Proxy Forms for the proxies who register to attend this Annual General Meeting of Shareholders in order to facilitate the registration process.

Sincerely yours,



(Mr.Khumpol Poonsonee)
President