



**INVEST  
IN TOMORROW**  
*A LEADING INVESTMENT COMPANY*

**NOTICE OF THE 2023 ANNUAL GENERAL MEETING  
OF SHAREHOLDERS NO. 44**

**UNIVENTURES PUBLIC COMPANY LIMITED**

**Tuesday 17 January 2023, at 14.00 hrs.**

Meeting via electronic means  
according to the Emergency Decree on Electronic Meetings B.E. 2563

The electronic meeting system will be available at 13.00 hrs.

## Privacy Notice for the 2023 Annual General Meeting of Shareholders

Univentures Public Company Limited (the “Company”) is greatly aware of the personal data protection in accordance with the Personal Data Protection Act B.E. 2562 (2019) and the Company wishes to inform you as follows.

### 1. Personal Data to be Collected

It is necessary for the Company to collect your Personal Data, i.e., names, surnames, gender, addresses, telephone numbers, facsimile numbers, numbers of shares held, signatures, email addresses, identification card numbers, copies of identification cards or passports (in the case of foreigners), certificates of shareholding issued by securities companies or certificates issued by the Stock Exchange of Thailand (the “SET”) or Thailand Securities Depository Co., Ltd. (“TSD”), shareholder registration numbers and IP Addresses for electronic conferencing.

For the sole purpose of identification, the Company may request copies of your personal identification documents such as identification cards or other documents which may contain Sensitive Personal Data, such as religion and race. Therefore, the Company kindly requests the owner of personal data (the “Data Subject”) to delete or redact such Sensitive Personal Data. Otherwise, you authorizes the Company to redact such Sensitive Personal Data and the relevant personal identification document shall remain a valid and enforceable document. In the event that the Company is unable to redact such Sensitive Personal Data due to certain restrictions, the Company affirms that the sole purpose hereof is the verification of your identity, and the Company has no intention to collect, gather, or use such Sensitive Personal Data.

The Company will record and broadcast images and sounds of the meeting for the legitimate interests and interests of its shareholders. Accordingly, the Company will record and collect still images or motion pictures and audio from various activities related to the preparation and conduct of the shareholders’ meeting.

### 2. Collection of Personal Data

In the direct collection of your Personal Data, the Company shall use the Personal Data only as necessary and only in accordance with the purposes explicitly specified. In addition, the Company may collect your Personal Data from other sources, i.e., securities registrar or TSD but only to the extent necessary and in accordance with measures required by law.

### 3. Purposes of Collection, Use, and Disclosure of Personal Data

The Company shall collect, use, and disclose your Personal Data for the purposes of calling and convening the 2023 Annual General Meeting of Shareholders, as required by law. Therefore, the Company will collect, use, and disclose your Personal Data, as well as that of other referenced persons, such as persons who have been nominated to be elected as directors of the Company, as authorized by the Personal Data Protection Act, B.E. 2562, which is collectible without consent, for the purposes of executing the obligations of contracts or for the legitimate interests of the Company or any other persons or juristic persons other than the Company, except where such interests are overridden by the fundamental rights of your Personal Data, and in accordance with the Company’s compliance with the law to which it is subject, i.e., the Public Limited Companies Act, B.E. 2535 (1992), and the Securities and Exchange Act, B.E. 2535 (1992), as well as their respective amendments and related regulations.

### 4. Personal Data Retention Period

The Company will retain your Personal Data, while employing appropriate and strict security measures, only for the duration necessary, and will only collect, use, and disclose, your Personal Data in conformity with this Privacy Notice or to protect the interests of the Company.

The Company anticipates that it shall retain your Personal Data categorized as contact information, i.e., addresses, telephone numbers, facsimile numbers and email addresses, for a period of 10 years, and your Personal Data categorized as identity verification information, i.e., names, surnames, gender, race, occupations, date of birth, marital status, photographs, signatures, identification card numbers, or passport numbers, for a period of 6 months from the date that the Company receives your data. The Company shall destroy or anonymize such Personal Data upon the expiry of the relevant retention period unless applicable law allows the Company to retain such Personal Data for a longer period. The Company shall put in place appropriate and strict security measures to protect the data.

### 5. Your Rights as a Data Subject

As a Data Subject, you have the rights as stipulated in the Privacy Protection Act B.E 2562 (2019), which includes the right to withdraw your consent, the right to access and obtain your Personal Data, the right to correct, delete, or destroy your Personal Data, the right to request suspension of the processing of your Personal Data, the right to transfer your Personal Data according to the measures stipulated by law, the right of complaint, and the right to object to the processing or disclosure of your Personal Data.

### 6. Disclosure of Personal Data to a Third Party

The Company may be required to disclose your Personal Data to other persons or juristic persons or regulatory authorities who work in cooperation with the Company in connection with the purposes contained herein, as necessary, such as providers of electronic conferencing systems and/or technology systems, the Office of the Securities and Exchange Commission, the SET, regulators or government agencies, or by the orders of regulatory officials. The Company may also be required to disclose your Personal Data to the public if it is required by law or by good corporate governance principles, such as in the Minutes of the Annual General Meeting of Shareholders.

### 7. Contact Channel

Enquiries or questions concerning personal data protection can be addressed to the Company by email at [dp@univentures.co.th](mailto:dp@univentures.co.th).

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(Translation)

Ref No. UV 046/2022

Registration No. 0107537001030

15 December 2022

Subject: Invitation to the 2023 Annual General Meeting of Shareholders No.44

Attention: Shareholders

- Enclosures:
- 1 Copy of minutes of the 2022 Annual General Meeting of Shareholders No.43, which was convened on Friday 14 January 2022
  - 2 Form 56-1 One Report 2022 and the financial statements for the fiscal year ended 30 September 2022 in QR Code format
  - 3 Profiles of persons nominated to be elected as directors to replace directors whose terms will expire due to rotation and definitions of an independent director
  - 4 Information of the directors' remuneration for the fiscal year 2023
  - 5 List of auditors and audit fee for the fiscal year 2023
  - 6 Profiles of independent directors who are nominated by the Company to be proxy holders of the shareholders
  - 7 Articles of Association of the Company regarding the shareholders' meeting
  - 8 Guidelines for attending the shareholders meeting via electronic media and the method of appointing a proxy
  - 9 Criteria and form for submission of questions in advance prior to the shareholders meeting
  - 10 Request form for documents in hard copy format
  - 11 Proxy form B

The Board of Directors of Univentures Public Company Limited (the "Company") resolved to convene the 2023 Annual General Meeting of Shareholders No. 44 on Tuesday 17 January 2023, at 14.00 hrs. in the form of a meeting via electronic media in accordance with the requirements under the laws in relation to the Electronic Meeting, 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 2022 Annual General Meeting of Shareholders No.43, which was convened on Friday 14 January 2022

**Objective and Rationale:** The Company Secretary has prepared the Minutes of the 2022 Annual General Meeting of Shareholders No.43, which was convened on Friday 14 January 2022 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](http://www.univentures.co.th), with the details as set out in Enclosure 1.

**Opinion of the Board:** The Minutes of the 2022 Annual General Meeting of Shareholders No.43, which was convened on Friday 14 January 2022, 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.

**Agenda 2 To acknowledge the Company's performance of the fiscal year ended 30 September 2022**

**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 2022. 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 2022 as shown in Clause 4. Management Discussion and Analysis on page 107-110 of Form 56-1 One Report 2022, 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 2022.

There is no voting required for this agenda as it is an agenda for acknowledgment.

**Agenda 3 To consider and approve the audited financial statements for the fiscal year ended 30 September 2022**

**Objective and Rationale:** The Company has prepared the statement of financial position and the profit and loss statement for the year ended 30 September 2022, which were audited by the certified public accountant of KPMG Phoomchai Audit Ltd., which the Audit Committee and the Board of Directors have considered that they 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 2022 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	39,632,391,762	14,032,742,086
• Total liabilities	26,132,550,447	4,309,880,499
• Shareholders' equity	13,499,841,315	9,722,861,587
• Total revenue	15,270,035,975	528,233,220
• Net profit		
- Part belonged to the Parent Company	167,852,650	177,625,576
- Part belonged to Non-controlling interests	(130,643,057)	-
• Primary earnings per share	0.088	0.093

**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 2022**

**Objective and Rationale:** According to the operational results of the Company for the year ended 30 September 2022, the Company incurred the net profit for dividend payment of 167.85 million Baht 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 2022, the legal reserve that the Company has allocated is 331.00 million Baht, representing 17.31% of the Company's registered capital, therefore, the Company does not have to allocate additional profits as legal reserve.

The Board of Directors has considered and proposed to the Annual General Meeting of Shareholders to consider and approve the dividend payment to the shareholders at the rate of 0.045 Baht per share, totaling 86.04 million Baht, 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 of dividend payment for the fiscal year 2021 and 2022

Details of dividend payment	Fiscal Year 2021* (Oct 2020 – Sep 2021)	Fiscal Year 2022 (Oct 2021 – Sep 2022)
Net profit of the Company according to the consolidated financial statements (Baht)	30,169,077	167,852,650
Deducted by: Allocation for the legal reserve and reserves for other investments (Baht)	-	-
Net profit of the Company remained for dividend payment (Baht)	30,169,077	167,852,650
Number of shares (shares)	1,911,926,537	1,911,926,537
Dividend payment per share (Baht/share)	0.016	0.045
Total dividend payment (Baht)	30,590,825	86,036,694
Dividend payout ratio compared to net profit after appropriation	101.40%	51.26%

**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 2022 at the rate of 0.045 Baht per share, totaling 86.04 million Baht from the unappropriated retain earnings. The Company will pay the dividends to the shareholders whose names appear in the share register book on Friday 9 December 2022 (Record Date) and the dividends are scheduled to be paid on Tuesday 7 February 2023. 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 51.26% 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 2023 Annual General Meeting of Shareholders No.44.

**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.

Currently, the Company has nine directors and there are three directors who are due to retire at the 2023 Annual General Meeting of Shareholders No.44 as follows:

- Miss Potjanee Thanavaranit  
Chairman of Board of Directors  
Independent Director  
Member of Audit Committee  
Chairman of the Remuneration and Nomination Committee
- Mr. Panote Sirivadhanabhakdi  
Vice Chairman of Board of Directors  
Vice Chairman of Executive Committee  
Member of Remuneration and Nomination Committee  
Member of Corporate Governance Committee

3. Mr. Khumpol Poonsonnee Director  
Member of Executive Committee  
Chairman of Sustainability and Risk Management 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 2023 Annual General Meeting of Shareholders No.44 from 1 July 2022 to 30 September 2022, according to the Principles of Good Corporate Governance of Listed Companies by notifying shareholders through the news system of the SET and the Company's website, as well as disclosed relevant criteria and a form to nominate a person to be considered for election as a director on the Company's website since 1 July 2022. 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 2023 Annual General Meeting of Shareholders No. 44 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 Remuneration and Nomination Committee, therefore, deemed it appropriate to propose that the Annual General Meeting of Shareholders consider re-electing the aforementioned three directors who are due to retire by rotation to hold office as Directors and Sub-committee members for another term. Profiles of persons nominated to be elected as directors to replace directors whose terms will expire due to rotation and definitions of an independent director are 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 and were nominated at this time were considered in accordance with the process specified by the Company and have qualifications in accordance with relevant regulations and suitable for the business of the Company. The Remuneration and Nomination Committee and the Board of Directors have carefully considered 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.

For Miss Potjaneer Thanavaranit, Chairman of Board of Directors who was an independent director of the Company for a period of 15 years and 2 months since taking office, in the event that the 2023 Annual General Meeting of Shareholders No.44 has approved her re-election to hold office as Directors and Sub-committee members for another term of 3 years and if she has held the position until the said term expires, her total term in office will be 18 years and 2 months. The Board of Directors has considered that Miss Potjaneer Thanavaranit, who has been nominated for another term as an independent director, has qualifications in accordance with the relevant laws and regulations relating to independent directors. In addition, her position as an independent director and member of the audit committee complies with the regulations of the SEC and the SET, where she can perform her duties and provide opinions independently and in accordance with relevant regulations. As well as being a knowledgeable person, she has expertise and experience in accounting, finance, management, and laws related to the business operations of the Company Group's business, which is beneficial for the review of the Company Group's financial reports. She also knows and understands the developments and changes that occur in the Company Group's business operations continuously, which is beneficial for monitoring the various business operations results of the Company Group efficiently.

For these reasons, the Board of Directors resolved to approve as proposed by the Remuneration and Nomination Committee to propose that the 2023 Annual General Meeting of Shareholders No.44 consider and re-elect the aforementioned three directors who are due to retire by rotation to hold office as Directors and Sub-committee members for another term. The details of which are as follows:

1. Miss Potjane Thanavaranit  
Chairman of Board of Directors  
Independent Director  
Member of Audit Committee  
Chairman of the Remuneration and Nomination Committee
2. Mr. Panote Sirivadhanabhakdi  
Vice Chairman of Board of Directors  
Vice Chairman of Executive Committee  
Member of Remuneration and Nomination Committee  
Member of Corporate Governance Committee
3. Mr. Khumpol Poonsonee  
Director  
Member of Executive Committee  
Chairman of Sustainability and Risk Management 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 directors' remuneration for the fiscal year 2023**

**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 with similar business sizes, including considering the Company's business expansion and future growth. There is an opinion that to be in line with the increased duties and responsibilities of the Board of Directors and the Sub-committees from the Company Group's business expansion, therefore, it was proposed to the 2023 Annual General Meeting of Shareholders No. 44 consider and approve the remuneration for the Board of Directors and all Sub-committees for the fiscal year 2023 when calculated together with the extra remuneration (if any) shall not exceed 12,000,000 Baht, which the total amount is equal to fiscal year 2022, details appear in the table. 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 4.

The details of monthly remuneration and meeting allowance for the Board of Directors and the Sub-committees for the fiscal year 2023 compared to that of the fiscal year 2022 are set out below.

Remuneration for	Fiscal Year 2022 (Previous year) (1 October 2021 – 30 September 2022)		Fiscal Year 2023 (Proposed year) (1 October 2022 – 30 September 2023)	
	Monthly remuneration (Baht/month)	Meeting allowance (Baht/meeting)	Monthly remuneration (Baht/month)	Meeting allowance (Baht/meeting)
1. Board of Directors				
- Chairman	35,000	25,000	35,000	25,000
- Director (per person)	25,000	20,000	25,000	20,000
2. Audit Committee				
- Chairman	40,000	-	40,000	-
- Director (per person)	30,000	-	30,000	-

Remuneration for	Fiscal Year 2022 (Previous year) (1 October 2021 – 30 September 2022)		Fiscal Year 2023 (Proposed year) (1 October 2022 – 30 September 2023)	
	Monthly remuneration (Baht/month)	Meeting allowance (Baht/meeting)	Monthly remuneration (Baht/month)	Meeting allowance (Baht/meeting)
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
<b>Total remuneration (including extra remuneration)</b>	<b>Not exceed 12,000,000 Baht</b>		<b>Not exceed 12,000,000 Baht</b>	
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 2022 in the total amount of 11,000,000 Baht, whereby Mr. Thapana Sirivadhanabhakdi and Mr. Panote Sirivadhanabhakdi declared their intentions not to receive the extra remuneration for the fiscal year 2022. Details of directors' remuneration for each individual for the fiscal year 2022 appear in Clause 8.1.2 (2) Remuneration of directors on page 151 of Form 56-1 One Report 2022, 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 2023 when calculated together with the extra remuneration (if any) shall not exceed 12,000,000 Baht which the total amount is equal to fiscal year 2022. The monthly remuneration and meeting allowance are shown in the above table. 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 4.

**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 7 To consider and approve the appointment of auditors and the determination of the audit fee for the fiscal year 2023**

**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.

The Audit Committee has selected the auditors for the fiscal year 2023 in accordance with the specified procedures and has proposed to the Board of Directors for consideration to propose the Annual General Meeting of Shareholders to appoint the auditors from KPMG Phoomchai Audit Ltd. to audit and provide opinions on the financial statements of the Company for the fiscal year 2023, 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 providing 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 provide opinions on the Company's financial statements for the fiscal year 2023.



1. Ms. Nittaya Chetchotiros Certified Public Accountant No. 4439 and/or  
(being the person who signs for the review, audit, and providing of opinions on the Company's financial statements for the year 2012 – 2013 and the year 2020 - 2022, totaling 5 years)
2. Mr. Eakasit Chuthammasathit Certified Public Accountant No. 4195 and/or  
(has never reviewed or audited and provided opinions on the Company's financial statements)
3. Miss Kanokon Phooriphanyawanit Certified Public Accountant No. 10512 and/or  
(has never reviewed or audited and provided opinions on the Company's financial statements)
4. Miss Nadsasin Wattanapaisal Certified Public Accountant No. 10767  
(has never reviewed or audited and provided opinions on the Company's financial statements)

KPMG Phoomchai Audit Ltd. and the auditors in the proposed list of auditors of the Company neither have relationship with nor interests in the Company, subsidiaries, executives, major shareholders, or anyone related to the aforementioned persons, therefore, possess independence in auditing and providing opinions on the Company's financial statements. No auditors 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 2023 in the amount of 900,000 Baht, which an increased compared to the audit fees for the fiscal year 2022. Such audit fee excludes non-audit fees which, if any, will be paid on an actual basis by the Company.

**Auditor's fee for the fiscal year 2023 compared to the previous year**

Audit Fee	Fiscal Year 2022 (previous year)	Fiscal Year 2023 (proposed year)	Increase/ Decrease
Audit fee of the Company	850,000 Baht	900,000 Baht	Increased 50,000 Baht
Non-audit fee of the Company	None	None	-

Remark : Fiscal year 2022, non-audit fees that the Company paid to an affiliate of KPMG Phoomchai Audit Ltd. is service fees for preparing report on transfer pricing according to the Revenue Code, the details of which appears in page 143 in the topic "The compensation of the Auditor" of Form 56-1 One Report.

Besides, the Company and its subsidiaries use the same audit firm. The Company's subsidiary selected KPMG Phoomchai Audit Ltd. to be the company's auditor for the fiscal year 2023, with the details as set out in Enclosure 5.

**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.

**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 providing of opinions on the Company's financial statements for the year 2012 – 2013 and the year 2020 - 2022, totaling 5 years)
2. Mr. Eakasit Chuthammasathit Certified Public Accountant No. 4195 and/or  
(has never reviewed or audited and provided opinions on the Company's financial statements)
3. Miss Kanokon Phooriphanyawanit Certified Public Accountant No. 10512 and/or  
(has never reviewed or audited and provided opinions on the Company's financial statements)

4. Miss Nadsasin Wattanapaisal Certified Public Accountant No. 10767  
(has never reviewed or audited and provided opinions on the Company's financial statements)

The information on the working experience and independence of each auditor are set out in Enclosure 5.

One of the above auditors is required to audit, review, and give opinions on the Company's financial statements. In the case that the four auditors are unable to perform their duties, KPMG Phoomchai Audit Ltd. will procure those other certified public accountants to perform the audit and give opinions on the Company's financial statements. The audit fee for the fiscal year 2023 is in the amount of 900,000 Baht, which an increased compared to the audit fees for the fiscal year 2022. 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 8** To consider and approve the additional amount for the issuance and offering of debentures not exceeding 9,000 million Baht, combining the original amount of debentures which approved by the shareholder meeting not exceeding 14,000 million Baht.

**Objective and Rationale:** To increase funding sources with fixed financial costs of the Company Group for loan repayment, debt restructuring and investment expansion of the Company and its subsidiaries according to the financial restructuring strategy and investment expansion plan that the Company Group has planned and in order to comply with Section 145 of the Public Limited Companies Act and according to Clause 34 of the Company's Articles of Association, the issuance of debentures shall be approved by a resolution of the shareholders' meeting. The Board of Directors therefore proposed to the Annual General Meeting of Shareholders to consider approving the issuance and offering of additional debentures in an amount not exceeding 9,000 million Baht. When combined with the original amount approved at the 2019 Annual General Meeting of Shareholders in an amount not exceeding 5,000 million Baht, the total amount of debentures shall not exceed 14,000 million Baht.

**Opinion of the Board:** The Board of Directors has considered that the issuance and offering of such additional debentures is appropriate and beneficial to the Company as it is an alternative form of fund raising that helps reduce financial costs of the Company Group and mitigate the impact of interest rate increases in the future. This helps the Company Group to have a source of funds with fixed financial costs to support financial structuring, business expansion. and investments of the Company and its subsidiaries as planned. The Board of Directors therefore deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the issuance and offering of additional debentures in the amount not exceeding 9,000 million Baht, with the following details:

<b>Objective</b>	To loan repayment and debt restructuring and/or utilize as normal operation and/or investment of the Company and its subsidiaries and/or working capital of the Company and its subsidiaries or other purposes as deemed appropriate by the Board of Directors.
<b>Type of Debentures</b>	All types of debentures, specified or unspecified, secured and/or unsecured, with or without representative of debenture holders, subordinated or unsubordinated, depending on market condition at the time of each issuance and offering and other related factors.
<b>Amount of Additional Debentures</b>	In the amount of not exceeding 9,000 million Baht, when combined with the original amount of debentures approved by 2019 Annual General Meeting of Shareholders, the amount of not exceeding 5,000 million Baht, the total principal amount does not exceed 14,000 million Baht. Debentures will be offered in all or in part and/or as a program, and the Company is entitled to issue the debenture to replace the previous debenture, which will be redeemed (revolving) on the same day. The total amount of all outstanding debentures issued by the Company at any time shall not exceed the said principal amount.

<b>Currency</b>	Thai Baht currency and/or its equivalent amount in other currencies subject to the exchange rate at each period of debenture issuance and offering.
<b>Interest Rate</b>	Depending on market conditions at the time of offering.
<b>Debenture maturity</b>	Not over 10 years from the date of each debenture issuance. This shall also be subject to notifications of the Capital Market Supervisory Board and the SEC and/or other announcements or regulations applicable at the time of issuance and offering of each debenture.
<b>Early Redemption</b>	Debenture holders and/or the Company may or may not have the right to redeem debentures prior to their respective maturity date, subject to the terms and conditions of each issuance.
<b>Offering</b>	Debentures may be issued and offered in one or several tranches, by way of public offering and/or a private placement, and may be offered to high-net worth investors and/or institutional investors and/or any persons(s) and investor(s) in accordance definition of the relevant regulations of the SEC. Such offerings may be domestically and/or internationally accordance with the notifications of the SEC, the Capital Market Supervisory Board and/or according to announcements, ministerial regulations, rules, and other laws applicable at the time of issuance and offering of the debentures.

In addition, the Board of Directors resolved to propose that the Annual General Meeting of Shareholders consider and approve the appointment of the Board of Directors and/or Executive Directors and/or the person(s) appointed by the Board of Directors with full power and authority to perform any acts relating to and/or in connection with the issuance and offering of the debentures, including, but not limited to, the following acts:

- (1) To fix or amend any details in connection with the issuance and offering of the debentures, including, but not limited to, name, type, security (if any), issuance currency, offering amount at each issuance, maturity of the debentures, par value, selling price, interest rate, right or early redemption, allocation method, offering period, principal repayment method, offering methods, and terms and conditions etc. depending on the occasion or period that the authorized person deems it appropriate. The offering might be done in several forms, in one or several occasion.
- (2) To perform any necessary or appropriate action for the issuance of the debentures and to appoint debenture holders' representative, and/or registrar, and/or financial advisors, and/or underwriters, and/or credit rating agencies, and/or asset appraiser, and/or legal advisor and/or any other persons in connection with the issuance and the offering of the debentures, as well as arrange for the registration of such debentures with the Thai Bond Market Association or any other secondary market.
- (3) To contact, provide information, negotiate, enter into, execute, certify, and amend documents and agreements in connection with the issuance and offering of the debentures, including, but not limited to, application for obtaining approval, prospectus, filing documents, and other documents or evidence required to be submitted to the SEC and/or any other authorities in connection with the issuance and offering of the debentures, as well as to contact, coordinate, and submit all aforementioned documentation to the office of the SEC or any other relevant authorities or persons
- (4) To take any necessary or appropriate actions for the completion of the issuance and offering of the debentures.

**Number of votes required to pass the resolution:** No less than three-quarters (3/4) of the total votes of the shareholders attending the meeting and eligible to vote.

**Agenda 9 To consider other matters (if any)**

The shareholders were given the opportunity to propose matters that they believed were significant and need to be included as the agenda items of the 2023 Annual General Meeting of Shareholders No. 44, as well as questions, between 1 July 2022 to 30 September 2022 according to the Principles of Good Corporate Governance of Listed Companies. The Company informed shareholders via the SET's news system and the Company's website, and disclosed relevant criteria and forms for submitting agenda items and questions in advance of the shareholders' meeting on the Company's website since 1 July 2022. However, upon the expiration of the period specified by the Company, it appeared that no shareholders proposed matters that were deemed significant and should be included as the agenda items for the 2023 Annual General Meeting of Shareholders No. 44, and there were no questions in advance.

The Board of Directors has scheduled the date to determine the names of the shareholders who are entitled to attend the 2023 Annual General Meeting of Shareholders No. 44 and entitled to receive dividends (Record Date) on Friday 9 December 2022, and the dividends are scheduled to be paid to the determined shareholders on Tuesday 7 February 2023. However, the dividend payment remains uncertain as it is subject to approval from by this Annual General Meeting of Shareholders.

This Annual General Meeting of Shareholders was conducted via electronic means according to the rules set forth in the law relating to electronic conferencing. The Company would like to invite shareholders to attend the meeting in accordance with guidelines for attending the shareholders meeting via electronic media and the method of appointing a proxy, with the details as set out in Enclosure 8. Shareholders who wish to attend the meeting in person can register to notify their intention to attend the shareholders' meeting through the registration system from 3 January 2023 onwards. If shareholder wishes to appoint another person or an independent director of the Company to attend the meeting and vote on their behalf, shareholder and/or proxy must complete and sign proxy form B, which was sent with the meeting invitation as Enclosure 11, or download proxy form from the Company's website [www.univentures.co.th](http://www.univentures.co.th), and can deliver proxy form along with a copy of the supporting documents for granting proxy through the registration system from 3 January 2023 onwards. The Company will facilitate the affixing of stamp duty in proxy form for a shareholder or proxy.

When the Company verifies the accuracy and completeness of information and supporting documents provided by shareholder and proxy, we will notify to confirm your right to attend the meeting, as well as deliver your username and password for accessing the Annual General Meeting of Shareholders system via electronic media to the email address that you provided within 3 working days prior to the meeting date. The shareholder and proxy can learn how to register and request to attend the meeting and how to use the electronic conferencing system in advance as set out in Enclosure 8.

Furthermore, the Company allows shareholders to submit questions about the meeting agenda or other important company information in advance of the meeting date via various contact channels as per Enclosure 9, so that the Board of Directors or management can prepare information for clarification 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.

Sincerely yours,



(Mr. Khumpol Poonsonee)

President