

- Translation -

Ref UV no. 017/2010

The Registration no. 0107537001030

25th February 2010

To President  
The Stock Exchange of Thailand

Subject Reports on resolutions of the Board of Directors' Meeting No. 1/2010

The Board of Directors of Univentures Public Company Limited at a meeting No. 1/2010 held on 25th February 2010 passed the following resolutions:

- 1 To approve the consolidated balance sheets and income statements of the Company and its subsidiaries for the year ended 31st December 2009 which have been considered by the Audit Committee and audited by the certified public accountant
- 2 It is recommended that the distribution of dividend for the year 2009 be proposed at the Annual General Meeting of Shareholders No. 31/2010 for consideration at the rate of Baht 0.01 per share (payout ratio of the year 2009 will be 92.73% of net profit). Subject to shareholders' approval, the dividend payment is on Tuesday, 11th May 2010.
- 3 It is recommended that the Annual General Shareholders' Meeting No. 31/2010 appoint Mr. Suwit Chindasanguan, Mr. Sithichai Chaikriengkrai and Mr. Thanapol Sirithanachai to be the Company's directors in replacement of directors who are retired by rotation as proposed by the Compensation and Nomination Committee of the Company.
- 4 It is recommended that the Annual General shareholders' Meeting No. 31/2010 consider and fix the directors' remuneration as follow:-

**Boards' remuneration :**

|  |            |        |                  |
|--|------------|--------|------------------|
| Monthly retainer fee   | - Chairman | 16,000 | Baht per month   |
|  | - member   | 8,000  | Baht per month   |
| Thus, the executive directors will not receive monthly retainer fee. |            |        |                  |
| Meeting allowance  | - Chairman | 22,000 | Baht per meeting |
|  | - member   | 18,000 | Baht per meeting |

**Audit Committees' remuneration :**

|                      |            |        |                |
|----------------------|------------|--------|----------------|
| Monthly retainer fee | - Chairman | 40,000 | Baht per month |
|                      | - member   | 30,000 | Baht per month |

**Executive Committees' remuneration :**

|  |            |        |                |
|--|------------|--------|----------------|
| Monthly retainer fee   | - Chairman | 25,000 | Baht per month |
|  | - member   | 20,000 | Baht per month |
| Thus, the executive directors will not receive monthly retainer fee. |            |        |                |

**Compensation and Nominating Committees' remuneration :**

|                   |            |        |                  |
|-------------------|------------|--------|------------------|
| Meeting allowance | - Chairman | 22,000 | Baht per meeting |
|                   | - member   | 18,000 | Baht per meeting |

- 5 It is recommended that the Annual General Shareholders' Meeting No. 31/2010 appoint the following auditors from KPMG Phoomchai Audit Limited:
- (1) Mr. Nirand Lilamethwat Auditor Permit No. 2316 and/or
  - (2) Miss Nittaya Chetchotiros Auditor Permit No. 4439 and/or
  - (3) Miss Vannaporn Jongpevadechanon Auditor Permit No. 4098
  - (4) Miss Vipavan Pattavanvivek Auditor Permit No. 4795
- In the case that the said auditors are not available, other auditors from KPMG Phoomchai Audit Limited may be appointed for replacement. It is recommended to fix the audit fee of Baht 810,000. The said audit fees are for the audit service. The Company's Auditor does not provide any service other than the audit service.
- 6 It is recommended that the Annual General Shareholders' Meeting No. 31/2010 approve the reduction of the company's registered capital by cancellation of registration that is not issued of 179,757,875 shares
- 7 The Annual General Meeting of Shareholders 2010 is scheduled to be held on Thursday 22<sup>nd</sup> April 2010 at 14.00 hours at the Imperial Queen Park Hotel, Queen Park 3 room, 2nd floor, No. 199 Sukhumvit Soi 22, Bangkok 10110, to consider the following agenda:
- 1 To adopt the minutes of the Annual General Meeting of Shareholders No. 30/2009 held on 23<sup>rd</sup> April 2009
  - 2 To acknowledge the report on the company's performance for the year 2009
  - 3 To consider and approve the consolidated financial statements of Univentures Public Company Limited and its subsidiaries for the year ended 31st December 2009
  - 4 To consider and approve the appropriation of retained earning and the distribution of dividend for the operation period ending 31st December 2009
  - 5 To appoint directors in place of those retiring by rotation for the year 2010
  - 6 To consider and approve fixing of directors' remuneration for the year 2010
  - 7 To appoint the company's auditors and to fix the auditors' remuneration for the year 2010
  - 8 To consider and approve the reduction of the company's registered capital by cancellation of registration that is not issued of 179,757,875 shares
  - 9 To consider and approve the principle of the insurance subscription for directors and officers' liabilities
  - 10 Other (if any)
- 8 That the record date of the company's share register books for the right to attend the meeting and to receive the dividend will be on Tuesday, 16th March 2010 and book close date on Wednesday, 17th March 2010.

Please be informed accordingly.

Yours faithfully,

Mrs. Ornruedi Na - Ranong  
President  
Univentures Public Company Limited