Univentures

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22nd March 2013

To : The shareholders

Notice of the 34th Annual General Meeting of the Shareholders

The Board of Directors of Univentures Public Company Limited ("the Company") passed a resolution to convene the Annual General Meeting of the Shareholders No. 34/2013 on Tuesday 23rd April 2013 at 14:00 hours at Victor Rooms II–III, Victor Club, 8 floor, Park Ventures Ecoplex No. 57 Wireless Road, Lumpini, Patumwan, Bangkok 10330 to consider the following agendas:

1 **To adopt the minutes of the Annual Extraordinary General Meeting of Shareholders No. 1/2012 held on 17th October 2012**

Fact and Reason The Extraordinary General Meeting of Shareholders No. 1/2012 was held on 17th October 2012 and the Minutes of the Meeting had been recorded and submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the timeframe prescribed by laws and also already posted on the Company's website www.univentures.co.th, of which was shown in Annex 1.

Board of Directors' opinion It is considered appropriate for the Meeting of Shareholders to approve the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2012 on 17th October 2012 which the Board of Directors has deemed that it was properly recorded.

Number of votes required to pass a resolution No less than one-half (1/2) of the shareholders that attend the meeting and vote.

2 **To acknowledge the report on the company's performance for the year 2012**

Fact and Reason The Company's Performance Report for the year 2012 as shown in the 2012 Annual Report as Annex 2 of this Notice.

Board of Directors' opinion It is considered appropriate to report the Company's Performance for the year 2012 to the Meeting of Shareholders for acknowledgement.

3 **To consider and approve the financial statements for the year ended 31st December 2012**

Fact and Reason According to Section 112 of the Public Companies Act and Clause 38 of the Company's Articles of Association, which stipulate that the Board of Directors shall arrange for preparation of the company's balance sheet and income statement at the end of each fiscal year, and shall propose to the shareholders Meeting at the Annual General Meeting to consider approving of them. For the Financial Statements for the year ended 31st December 2012 have been audited and certified by the certified auditor, and the Audit Committee, also the Board of Directors considered it is fairly presented in accordance with the generally accepted accounting principles as shown in the 2012 Annual Report sent to the shareholders as Annex 2 of this Notice.

Board of Directors' opinion It is considered appropriate for the Meeting of Shareholders to approve of the balance sheet and income statement for the year ended 31st December 2012 which have been audited and certified by the certified auditor, and agreed by the Audit Committee and the Board of Directors.

Number of votes required to pass a resolution No less than one-half (1/2) of the shareholders that attend the meeting and vote.

4 To consider and approve the distribution of dividend and the appropriation of retained earning for the operation period ending 31st December 2012

Fact and Reason The Company has the policy to pay dividend at the rate of not less than 50% of net profit after tax and any reserve of the consolidated financial statements subject to the investment plan, necessity and the appropriation in the future. For the year 2012, the net profit of the Company was THB 211,947,102 and had no retained deficit, the company also has sufficient cash. Thus, the Company considers paying the dividend to the shareholders pursuant to Section 115 of the Public Companies Act, and Clause 40 of the Company's Articles of Association, which state that no dividend pay from any money, other than profits and it shall be equally paid per share. In addition, under Section 116 of the Public Companies Act and clause 41 of the Company's Articles of Association, the Company shall allocate not less than 5 percent of the annual profits less the retained deficit brought forward (if any) as legal reserve, until the reserved amount reach 10 percent of the registered capital.

Board of Directors' opinion It is considered appropriate for the Meeting of Shareholders to approve the profit appropriation from the operating results of the year 2012 and dividend declaration as follows:

- Allocate net profit as the Legal Reserve amounting to THB 21,500,000
- Pay dividend at the rate of THB 0.022 per share, totaling THB 42,062,384 approximately. The Company will pay dividend to shareholders those names registered in the Shareholders' Registry as of Wednesday, 13rd March 2013 (Record Date) and book-closed date on Thursday, 14th March 2013 and the payment will be scheduled on Friday, 17th May 2013.

The Board of Directors considered that the rate of dividend specified above is appropriate, which is approximately 97.93 percent of the profit remaining for dividend payment, which is the net profit after deducting with the non-cash profit, based on Accounting Concept, for the year 2012. The comparison of the dividend payment in the prior year is as follows:

Details of dividend payment	Year 2012	Year 2011
Net Profit per consolidated financial statements (THB)	211,947,102	63,092,842
Less : Non-Cash Profit, based on Accounting Concept (THB)	(169,000,000)	-
Profit remaining for dividend payment (THB)	42,947,102	63,092,842
Number of shares (shares)	1,911,926,537	764,770,615
Dividend payment per share (THB/share)	0.022	0.060
Total dividend payment (THB)	42,062,384	45,886,237
Percentage of dividend payment	97.93%	72.73%

Number of votes required to pass a resolution No less than one-half (1/2) of the shareholders that attend the meeting and vote.

5 To appoint directors in place of those retiring by rotation for the year 2013

Fact and Reason According to Section 71 of the Public Companies Act and Clause 15 of the Company's Article of Association, one-third of the total number of directors who are in the longest term shall be expired in the general shareholders meeting. The three directors whose term expired this year are as follows: Mr. Nararat Limnararat, an Independent Director, Mr. Sithichai Chaikriengkrai, an Authorized Director and Mr.Thanapol Sirithanachai, an Authorized Director. The Company had also given the opportunity to the shareholders to propose the list of person for considering to be elected to be directors of the Company as the company's criteria via the Company's website within 8th February 2013 according to the good governance criteria, however, there was no shareholder proposing the list of person for considering to be elected to be directors of the Company.

Board of Directors' opinion The Board of Directors, without participation by any of directors who having interests therein, considered and agreed with the proposal made by the Compensation and Nominating Committee, without participation by any of Compensation and Nominating members who having interests therein, that all these 3 directors should be re-elected namely Mr. Nararat Limnararat, an Independent Director, Mr. Sithichai Chaikriengkrai, an Authorized Director and Mr.Thanapol Sirithanachai, an Authorized Director since all three directors have good knowledge, managerial skill and have qualification according to the Public Companies Act, without any prohibited characteristics, for the appointment as directors of the Company under the criteria of the Office of the Securities and Exchange Commission and other related regulation. Biography of the directors and the Definition of Independent Directors has been sent to shareholders together with this Notice as Annex 3.

Number of votes required to pass a resolution No less than one-half (1/2) of the shareholders that attend the meeting and vote.

6 To consider and approve fixing of directors' remuneration for the year 2013

Fact and Reason Pursuant to Clause 28 of the Company's Articles of Association, the Director's remuneration shall be approved by the shareholders' Meeting. In referring to the annual general shareholders' meeting No.33/2012 has approved the remuneration for directors and all of committees which were increased from the year 2011 and the total remuneration of Board and all committees including extra remuneration (if any) for year 2012 will not be more than THB 6,000,000. In the case of the extra remuneration, the Compensation and Nominating Committee is authorized to consider and allocate it as appropriate. For the annual general shareholders' meeting No.34/2013, the Compensation and Nominating Committee has proposed to keep remuneration of Board of Directors and other committees the same rate as the year 2012, and the total remuneration of Board and all committees including extra remuneration (if any) for year 2013 will not be more than THB 7,000,000. In the case of the extra remuneration, the Compensation and Nominating Committee is authorized to consider and allocate it as appropriate which will be based on the performance results of the company. The details were shown in the 2012 Annual Report, Annex 4 of this Notice.

Board of Directors' opinion The Board of Directors, considered and agreed with the proposal made by the Compensation and Nominating Committee. They then resolved to propose to the Shareholders Meeting to consider the directors' remuneration for 2013 as follows:

	Chairman		Member	
THB/person	Meeting	Monthly	Meeting	Monthly
Remuneration for the Board of Directors' Meeting	25,000	20,000	20,000	10,000
Remuneration for Executive Committee	-	25,000	-	20,000*
Remuneration for the Audit Committee	-	40,000	-	30,000
Remuneration for Compensation and Nominating Committee	22,000	-	18,000	-
Remuneration for Corporate Governance Committee	22,000	-	18,000	-

Remark : * Excludes the members who are the management of the company

The total remuneration of Board and all Committees including extra remuneration (if any) for year 2013 will not be more than THB 7,000,000. In the case of the extra remuneration, the Compensation and Nominating Committee is authorized to consider and allocate it as appropriate which will be based on the performance results of the company.

Number of votes required to pass a resolution No less than one-half (1/2) of the shareholders that attend the meeting and vote.

7 To appoint the auditor and to fix the auditor's remuneration for the year 2013

Fact and Reason Pursuant to Section 120 of the Public Companies Act and Clause 35 of the Company's Articles of Association which state that the Annual General Meeting of Shareholders shall appoint auditor and set the fee of the auditor. Therefore, the Audit Committee has proposed to the Board of Directors Meeting No. 1/2013 on 26th February 2013, to consider appointing the auditor for the year 2013 and fixing the remuneration. The Board of Directors agreed to propose to the Shareholders Meeting to appoint KPMG Phoomchai Audit Limited to be the auditor of the Company and its 8 subsidiaries by having one of the following persons: Mr. Nirand Lilamethwat, Certified Public Accountant License No. 2316 and/or Miss Nittaya Chetchotiros, Certified Public Accountant License No. 4439 and/or Miss. Vannaporn Jongpevadechanon, Certified Public Accountant License No. 4098 and/or Miss Vipavan Pattavanvivek, Certified Public Accountant License No. 4795 to express his/her opinion on the financial statements of the Company and its subsidiaries in year 2013 under the name of KPMG Phoomchai Audit Limited since KPMG Phoomchai Audit Limited offered the reasonable audit fee when comparing the scope of work. The total amount of the audit fees is THB 2,600,000. In the fact that KPMG Phoomchai Audit Limited has been the auditor of the Company and its subsidiaries for past 5 years consecutively and not had any relationship and conflict of interest with the Company, its subsidiaries, directors, managements, major shareholders or their related persons, therefore KPMG Phoomchai Audit Limited is independent for auditing and express its opinion to the financial statements of the company and its subsidiaries.

Board of Directors' opinion It is considered appropriate for the Meeting of Shareholders to appoint KPMG Phoomchai Audit Limited to be the auditor of the Company and its subsidiaries by having one of the following persons: Mr. Nirand Lilamethwat, Certified Public Accountant License No. 2316 and/or Miss Nittaya Chetchotiros, Certified Public Accountant License No. 4439 and/or Miss. Vannaporn Jongpevadechanon, Certified Public Accountant License No. 4098 and/or Miss Vipavan Pattavanvivek, Certified Public Accountant License No. 4795 to express his/her opinion on the financial statements of the company and its subsidiaries and approve for audit fees for the year 2013, totaling THB 2,600,000 as proposed by the Audit Committee. The details were shown in Annex 5.

8 Other (if any)

The Company therefore would like to invite all shareholders to attend the 34th Annual General Meeting of Shareholders to be held on Tuesday, 23rd April 2013 at 14:00 hours at Victor Rooms II–III, Victor Club, 8th floor, Park Ventures Ecoplex No. 57 Wireless Road, Lumpini, Patumwan, Bangkok 10330. The commencement for registration to attend the Meeting will be from 13:00 hours.

For your convenience, if you wish to appoint a person to attend and vote at the Meeting on your behalf, please complete and duly execute only Proxy Form B attached in the Annex 9, or alternatively you may download one of the three Proxy Forms: Form A, Form B or Form C (Form C is only for foreign investors who authorize the custodian in Thailand to keep and safeguard their shares) from www.univentures.co.th.

Yours sincerely,

Mrs.Ornruedi Na - Ranong
President
Univentures Public Company Limited