

For consideration of Agenda 5 : To appoint directors in place of those retiring by rotation for the year 2010 , and

Definition of the Independent Director

Biography of directors to be elected as directors to replace the ones whose term expired

Name		Suwit Chindasanguan
Director Type		Independent Director
Present Position		Independent Director / Chairman of Audit Committee / Compensation and Nominating Committee's Member
Age		55 Years
Nationality		Thai
Highest Education		Master of Science (Ag. – econ) Kasetsart University
Governance Training of IOD		The Role of the Chairman Program (RCP 18/2008) The Role of Compensation Committee Program (RCC1/2006) Improving the Quality of Financial Reporting (QFR 2/2006) Audit Committee Program (ACP4/2005) Directors Certification Program (DCP44/2004) Directors Accredited Program (DAP14/2004)
UV Shareholding		0.07% (500,000 shares)
Year of Directorship		6 Years 6 Months
Position in Other Listed Companies	Present	Chairman / Audit Committee SIS Distribution (Thailand) Public Company Limited
Position in Non-Listed Companies	Present	Chairman of the Board Internet Solution and Service Provider Company Limited Chairman One to All Company Limited Advisor to Executive Board Thonburi Automotive Assembly Plant Company Limited - None -
Position in Rival Companies/ Connected Business that may cause conflict of interest		
Experience	2006 – 2008	Audit Committee Univentures Public Company Limited - None - - The Board of Directors Meeting was 6 times out of the total of 6 times - The Audit Committee was 5 times out of the total of 5 times - The Compensation and Nominating Committee was 1 time out of the total of 1 time
Legal record in the past 10 years		
Meeting Attendance (The Attendance at the year 2009)		
Forbidden Qualifications		- Never dishonestly committed an offence against property - Never entered into any transaction which may cause conflict of interest against the Univentures Group during the year

Name **Sithichai Chaikriengkrai**

Director Type		Authorized Director
Present Position		Director / Executive Director
Age		55 Years
Nationality		Thai
Highest Education		Mini MBA Kasetsart University
Governance Training of IOD		Directors Certification Program (DCP26/2003) DCP Refresher Course (2/2005)
UV Shareholding		0% (-0- shares)
Year of Directorship		2 Year 8 Months
Position in other Listed Companies	Present	Director / Executive director Siam Food Products Public Company Limited Oishi Group Public Company Limited Berli Jucker Public Company Limited
	Present	Director / Senior Vice President Thai Beverage Public Company Limited
Position in Non-Listed Companies	Present	Director Adelfos Company Limited Eastern Seaboarn Industrial Estate (Rayong) Company Limited - None -
Position in Rival Companies/ Connected Business that may cause conflict of interest		
Experience	1997 – 2004	Director / Senior Vice President Beer Thai (1991) Public Company Limited - None - - The Board of Directors Meeting was 6 times out of the total of 6 times - The Board of Executive Committee was 13 times out of the total of 13 times - Never dishonestly committed an offence against property - Never entered into any transaction which may cause Conflict of interest against the Univentures Group during the year
Legal record in the past 10 years		
Meeting Attendance (The Attendance at the year 2009)		
Forbidden Qualifications		

Name

Mr. Thanapol Sirithanachai

Director Type		Authorized Director
Present Position		Director / Executive Director / Managing Director
Age		43 Years
Nationality		Thai
Highest Education		Master of Business Administration University of Texas at Austin, U.S.A.
Governance Training of IOD		Directors Certification Program (DCP39/2004) Directors Accreditation Program (DAP10/2004)
UV Shareholding		0.00% (-0- shares)
Year of Directorship		6 Years 10 Months
Position in other Listed Companies		- None -
Position in Non-Listed Companies	Present	Director Lertrattakarn Company Limited ESCO Ventures Company Limited Prinventures Company Limited Kinnaree Property Fund S.U.N. Management Company Limited Grand Unity Development Company Limited Grand U Living Company Limited Univentures Consulting Company Limited Univentures Asset Management Company Limited Forward System Limited Thai – Lysaght Company Limited - None -
Position in Rival Companies/ Connected Business that may cause conflict of interest		
Experience	2003 – 2006	Director Sansiri Venture Company Limited
	2001 – 2003	Senior Vice President Bank of Asia Public Company Limited
	1998 – 2001	Board of Director /Executive Director Executive Vice President – Business Development and Acquisitions Department Sansiri Public Company Limited
Legal record in the past 10 years		- None -
Meeting Attendance (The Attendance at the year 2009)		- The Board of Directors Meeting was 6 times out of the total of 6 times - The Board of Executive Committee was 13 times out of the total of 13 times
Forbidden Qualifications		- Never dishonestly committed an offence against property - Never entered into any transaction which may cause Conflict of interest against the Univentures Group during the year

Definition Independent Director

Independent director refers to a director whose qualifications are in line with the requirements of the Office of the Securities and Exchange Commission and the Stocks Exchange of Thailand, whereby he or she must possess the qualifications and must not have the prohibited descriptions as follows:

1. holding shares *not* exceeding one per cent of the total number of voting rights of the company, its parent company, subsidiary, affiliate or juristic person which may have conflicts of interest, including the shares held by related persons of the independent director;
2. neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the company, its parent company, subsidiary, affiliate, same-level subsidiary or juristic person who may have conflicts of interest
3. *not* being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children, executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling persons of the company or its subsidiary;
4. *not* having a business relationship with the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, in the manner which may interfere with his independent judgement, and *neither* being *nor* having been a major shareholder, non-independent director or executive of any person having business relationship with the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest
5. *neither* being *nor* having been an auditor of the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, and *not* being a major shareholder, non-independent director, executive or partner of an audit firm which employs auditors of the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest
6. *neither* being *nor* having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, and *neither* being *nor* having been a major shareholder, non-independent director, executive or partner of the professional advisor
7. *not* being a director who has been appointed as a representative of the company's director, major shareholder or shareholders who are related to the company's major shareholder;
8. *not* having any characteristics which make him incapable of expressing independent opinions with regard to the company's business affairs.

After having been appointed as independent director with qualifications complying with the criteria under (1) to (8) the independent director may be assigned by the board of directors to take part in the business decision of the company, its parent company, subsidiary, affiliate, same-level subsidiary or juristic person who may have conflicts of interest on the condition that such decision must be a collective one.