Notice of the Extraordinary General Meeting of Shareholders

No. 1/2012

Univentures Public Company Limited

Wednesday 17th October 2012 at 9:00 a.m.

At Victor Rooms II–III, Victor Club, 8th floor,

Park Ventures Ecoplex

No. 57 Wireless Road, Lumpini, Patumwan, Bangkok 10330

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***Remark*:** Shareholders may review the Notice of the Extraordinary General Meeting of the Shareholders along with its enclosures through the Company's website at www.univentures.co.th from October 2, 2012 onward

Univentures

No. UV 052/2012

Registration No. 0107537001030

October 2, 2012

To: Shareholders of Univentures Public Company Limited

Re: Notice convening the Extraordinary General Meeting of the Shareholders No. 1/2012

Enclosures
1. Registration Form
2. Copy of the Minutes of the Annual General Meeting of the Shareholders for 2012, which was held on April 26, 2012
3. Information on Acquisition of Ordinary Shares of Grand Unity Development Company Limited
4. Information on Acquisition of Securities of Golden Land Property Development Public Company Limited
5. Report of Independent Financial Advisor's Opinion
6. Report on Capital Increase (F 53-4)
7. Proxy Form A, Proxy Form B, and Proxy Form C as prescribed by the Department of Business Development, Ministry of Commerce
8. Articles of Association of the Company in respect of Shareholders' Meeting
9. Details in respect of Independent Directors who may be appointed as the Shareholders' Proxy
10. Clarification on Procedures for Appointing Proxy, Documentation and Evidence required to be presented at the Meeting
11. Procedure for Attending the Extraordinary General Meeting of the Shareholders No. 1/2012
12. Map of the Meeting Location

The Board of Directors Meeting of Univentures Public Company Limited (the "**Company**") has resolved to hold the Extraordinary General Meeting of the Shareholders No. 1/2012 on October 17, 2012, at 9 a.m., at Victor Room 2-3, Victor Club, 8th Floor, Park Ventures Ecoplex, No. 57 Wireless Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330, to consider matters according to the meeting agenda as follows:

Agenda 1 To consider and approve the Minutes of the Annual General Meeting of the Shareholders for 2012, which was held on April 26, 2012

Facts and Rationale The Annual General Meeting of the Shareholders for the year 2012 was held on April 26, 2012, and the minutes of the meeting were prepared and submitted to the Stock Exchange of Thailand and the Ministry of

Commerce within the period of time prescribed by law, and were also announced on the Company's website (www.univentures.co.th), as detailed in the Copy of the Minutes of the Meeting (**Enclosure 2**)

Board of Directors' Opinion It is considered appropriate to propose the Minutes of the Annual General Meeting of the Shareholders for 2012, which was held on April 26, 2012, of which the Board of Directors is of the opinion that such minutes were accurately recorded, to the shareholders' meeting for approval.

Number of Votes required for passing the resolution The majority votes of the shareholders present at the meeting and entitled to vote.

Agenda Item 2 to Agenda Item 4 are in respect of an acquisition of assets of the Company, a capital increase and an allocation of newly issued ordinary shares for the capital increase, and some of these matter are related to and conditional upon one another. Therefore, in approving Agenda Item 2 to Agenda Item 4, if one of any related or conditional agenda items is not approved by the shareholders' meeting, it shall be deemed that all of the other related and conditional agenda items, which have been approved, are invalid and other agenda items which are related to and conditional upon such unapproved agenda items shall not be further considered. Further clarification will be presented to the shareholders when considering each agenda item accordingly.

Agenda 2 To consider and approve the acquisition of 24,000,000 ordinary shares of Grand Unity Development Company Limited from L.P.N. Development Public Company Limited and from Yaowawong Holding Company Limited, which is deemed as a transaction involving the acquisition of assets of the Company pursuant to the Notification on Asset Acquisition and Disposition

This agenda item is related to and conditional upon Agenda Item 4.1 which is to consider and to approve the Company's capital increase for acquiring the ordinary shares of Grand Unity Development Company Limited. Therefore, if this agenda item is not approved by the shareholders' meeting, Agenda Item 4.1 shall not be considered accordingly.

Facts and Rationale Two shareholders of Grand Unity Development Company Limited ("**Grand U**"), namely L.P.N. Development Public Company Limited and Yaowawong Holding Company Limited, which hold shares in a total number of 24,000,000 shares, equivalent to 40% of all issued and sold shares, have the intention to sell all of their shares in Grand U to the Company at 15 baht per share**,** totaling 360 million Baht. If the Company acquires those shares, the Company will hold shares in the total number of 60,000,000 shares or equivalent to 100% of all shares of Grand U.

The acquisition of all ordinary shares of Grand U held by L.P.N. Development Public Company Limited and by Yaowawong Holding Company Limited is the acquisition of assets equivalent to 98.95% (derived from 40% of the net profit from ordinary operations after deducting taxes for the past 12 months from the six-month period audited financial statements ending June 30, 2012 of Grand U, which is equivalent to 174.62 million baht (436.54 million baht * 40%) compared to the net profit of the Company for the past 12 months of 176.46 million baht (which is the maximum transaction amount pursuant to the calculation criteria no.

2: net profits from ordinary operations after deducting taxes). Such a transaction is, therefore, a category 1 transaction under the Notification of the Capital Market Supervisory Board No. TorJor 20/2551 (2008) Re: Rules on Entering into Material Transactions Deemed an Acquisition or Disposition of Assets, as well as under the Notification of the Stock Exchange of Thailand (the "**Exchange**") Re: Disclosure of Information and Operation Concerning the Acquisition and Disposition of Assets of a Company B.E. 2547 (2004) (the "**Notification on Acquisition and Disposition**"). Hence, the Company has an obligation to disclose to the Exchange the information in respect of such transaction (as detailed in **Enclosures 3 and 4**), and to propose this matter to the shareholders' meeting for approval on the Company's acquisition of assets with a vote of not less than three-fourths of the total number of votes of the shareholders present at the meeting and entitled to vote, excluding the votes of the shareholders who have a conflict of interest.

The Company has appointed JayDee Partners Company Limited as the Company's independent financial advisor to provide advice in relation to the acquisition of assets of the Company for the Company's shareholders as required under the Notification on Acquisition and Disposition (please consider the Company's report of the independent financial advisor's opinion involving an acquisition of assets of the Company as detailed in **Enclosure 5**).

Board of Directors' Opinion It is considered appropriate to propose that the shareholders' meeting approve the following:

(1) Approve the Company's acquisition of all ordinary shares of Grand which are held by L.P.N. Development Public Company Limited and by Yaowawong Holding Company Limited, a total number of 24,000,000 shares, at 15 baht per share**,** totaling 360 million Baht; and

(2) The Executive Board or President and Managing Director are authorized to: (a) negotiate, enter into, and sign documents and agreements in relation to the sale and purchase of the ordinary shares of Grand U; (b) sign a request for approval and evidence required for and relevant to the sale and purchase of the ordinary shares of Grand U, as well as to contact and file a request for approval or waiver from the government authorities or related organizations; and (c) to perform any actions which are necessary and relevant to the purchase and sale of the ordinary shares of Grand U in accordance with the Memorandum of Agreement among Grand Unity Development Company Limited's shareholders, between the Company, L.P.N. Development Public Company Limited and Yaowawong Holding Company Limited.

Number of Votes required for passing the resolution The votes of not less than three-fourths of the total number of votes of the shareholders present at the meeting and entitled to vote, excluding the votes of the shareholders who have a conflict of interest.

Remark In this agenda item there is no shareholder who has a conflict of interest and is not entitled to vote on this agenda under Paragraph 2 of Section 33 in conjunction with Section 102 of the Public Company Act B.E. 2535 (as amended) and under the Notification on Acquisition and Disposition.

Agenda 3 To consider and approve the Voluntary Tender Offer for all securities of Golden Land Property Development Public Company Limited, which is deemed as a transaction involving the acquisition of assets of the Company pursuant to the Notification on Asset Acquisition and Disposition

This agenda item is related to and conditional upon Agenda Item 4.2 which is to consider and to approve the Company's capital increase for the voluntary tender offer for all securities of Golden Land Property Development Public Company Limited. Therefore, if this agenda item is not approved by the shareholders' meeting, Agenda Item 4.2 shall not be considered accordingly.

Facts and Rationale The Company has been contacted by Rock Key International Limited, a company registered under the law of British Virgin Islands, having its office located at Trident Trust Company (B.V.I.) Limited, Trident Chambers, P.O. Box 146, Road Town, Tortola, British Virgin Islands ("**RKIL**"), which proposed to sell to the Company the ordinary shares of GOLD, in the number of 281,316,464 shares equivalent to 24.8% of all ordinary shares of Golden Land Property Development Public Company Limited ("**GOLD**"), at 5.50 baht per share, and the warrants for the right to buy ordinary shares of GOLD (the "**Warrant**"), in a number of 108,479,551 units, equivalent to 21.52% of all warrants, or equivalent to 6.62% of all ordinary shares (in the event that all warrants are converted into ordinary shares), at 2.50 baht per unit. The total ordinary shares and warrants which RKIL proposed to sell to the Company amount to 23.79% of all ordinary shares of GOLD, provided all warrants are converted into ordinary shares (Fully Diluted Basis).

The Board of Directors' Meeting is of the opinion that the acquisition of shares of GOLD requires a large amount of funds. Therefore, it is necessary for the Company to obtain more than 50% of all issued and sold ordinary shares of GOLD by making a voluntary tender offer for all securities of GOLD, which consist of ordinary shares and warrants ("**Voluntary Tender Offer**" or **"VTO"**), at the same price proposed by RKIL which is 5.50 baht per share, and at 2.50 baht per warrant , and by RKIL selling its 281,316,464 shares and 108,479,551 warrants to the Company in the process of VTO at the offering price set by the Company which is equivalent to the price proposed by RKIL. In this VTO, the Company can stipulate the condition in such a way that the sale and purchase of shares and warrants by the Company (including the number of shares which will be sold by RKIL in the VTO) is subject to the condition that the Company is able to obtain more than 50% of all issued and sold ordinary shares of GOLD. Therefore, if the Company is not able to take control of the general management of GOLD by being a shareholder who obtains more than 50% of all issued and sold ordinary shares of GOLD, the Company is not obligated to acquire either any ordinary shares or warrants of GOLD or any securities from RKIL.

Such a transaction is deemed as the transaction involving an acquisition or a transfer of business of the company according to Section 107 of the Public Limited Company Act B.E. 2535 (1992) which requires an approval from the shareholders' meeting with a vote of not less than three-fourths of the total number of votes of the shareholders present at the meeting and entitled to vote, excluding the votes of the shareholders who have a conflict of interest.

Such a transaction is also deemed an acquisition of assets equivalent to 340.22% (calculated by using the consolidated financial statements as of June 30, 2012) (which is the maximum transaction amount pursuant to the criteria on net tangible assets), and is a category 1 transaction under the Notification on Acquisition or Disposition. Hence, the Company has an obligation to disclose to the Exchange the information in respect of such transaction (as detailed in **Enclosures 3 and 4**), and to propose to the shareholders' meeting for the approval of the Company's acquisition of assets with a vote of not less than three-fourths of the total number of votes of the shareholders present at the meeting and entitled to vote, excluding the votes of the shareholders who have a conflict of interest.

The Company has appointed JayDee Partners Company Limited as the Company's independent financial advisor to provide advice in relation to the acquisition of assets of the Company for the Company's shareholders as required under the Notification on Acquisition and Disposition (please consider the Company's report of the independent financial advisor's opinion involving the acquisition of assets of the Company as detailed in **Enclosure 5**).

Board of Directors' Opinion It is considered appropriate to propose that the shareholders' meeting approve the following:

(1) Approve the VTO by the Company for ordinary shares at 5.50 baht per share and for warrants at 2.50 baht per unit and approve the entry into the agreement to sell and purchase shares with RKIL, which is a shareholder and warrant holder of GOLD, under which RKIL has agreed to sell 281,316,464 shares (or 24.8% of all issued and sold ordinary shares of GOLD) and 108,479,551 warrants to the Company in the process of a VTO at the price which is equivalent to the offering price set by the Company. The sale and purchase of shares and warrants by the Company in the VTO (including the number of shares which will be sold by RKIL in the VTO) is subject to the condition that the Company is able to obtain more than 50% of all issued and sold ordinary shares of GOLD; and

(2) The Executive Board or President and Managing Director are authorized to take actions in relation to the VTO and the agreement to purchase ordinary shares and warrants of GOLD from RKIL, including: (a) to negotiate, enter into, and sign documents, a memorandum of understanding, and agreements in relation to such transactions and; (b) to sign a request for approval and evidence required for and relevant to such transactions, as well as to contact and file a request for approval or waiver with the government authorities or related organizations; and (c) to perform any actions which are necessary and relevant to such transactions.

Number of Votes required for passing the resolution The votes of not less than three-fourths of the total number of votes of the shareholders present at the meeting and entitled to vote, excluding the votes of the shareholders who have a conflict of interest.

Remark In this agenda item there is <u>no</u> shareholder who has a conflict of interest and is not entitled to vote on this agenda under Paragraph 2 of Section 33 in conjunction with Section 102 of the Public Company Act B.E. 2535 (as amended) and under the Notification on Acquisition and Disposition.

Agenda 4 To consider and approve the increase of the Company's registered capital

4.1 To consider and approve the increase of the Company's registered capital for the acquisition of the ordinary shares of Grand Unity Development Company Limited

This agenda item is related to and conditional upon Agenda Item 2 which is to consider and to approve the acquisition of 24,000,000 ordinary shares of Grand Unity Development Company Limited from L.P.N. Development Public Company Limited and from Yaowawong Holding Company Limited, which is deemed as a transaction involving the acquisition of assets of the Company pursuant to the Notification on Asset Acquisition and Disposition. Therefore, if this agenda item is not approved by the shareholders' meeting, Agenda Item 2, which has been approved earlier, shall be invalid accordingly.

4.1.1 To consider and approve the increase of the Company's registered capital

Facts and Rationale As a result of the Company's acquisition of 40% of the issued and sold ordinary shares of Grand U as considered under Agenda Item 2 above, the Company has to increase its registered share capital by 264,000,000 Baht, from the former registered share capital of 764,770,615 Baht to 1,028,770,615 Baht, by issuing 264,000,000 new ordinary shares, at a par value of 1 Baht, to fund such transaction, as detailed in the Report on Capital Increase (**Enclosure 6**).

Board of Directors' Opinion It is considered appropriate to propose that the shareholders' meeting approve the increase of the Company's registered share capital by 264,000,000 Baht, from the former registered share capital of 764,770,615 Baht to 1,028,770,615 Baht, by issuing 264,000,000 new ordinary shares, at a par value of 1 Baht, as detailed above.

Number of Votes required for passing the resolution The votes of not less than three-fourths of the total number of votes of the shareholders present at the meeting and entitled to vote.

4.1.2 To consider and approve the allocation of the newly issued ordinary shares for the capital increase of the Company

Facts and Rationale As a result of the Company's capital increase under the Agenda Item 4.1.1 above, the Board of Directors proposed that the shareholders' meeting consider and approve the allocation of newly issued ordinary shares for the capital increase of the Company of not more than 264,000,000 new ordinary shares, at a par value of 1 Baht, to the following entities:

(1) Allocate the newly issued ordinary shares for the capital increase of the Company of not more than 264,000,000 shares, at a par value of 1 Baht, to

existing shareholders of the Company according to their rights (Rights Offering), at the a price of not less than 2.50 Baht per share, where the Executive Board or President and Managing Director are authorized to determine the share ratio and the final offering price.

If there are shares remaining from the first round of allocation, the Company will allocate the remaining shares to existing shareholders who express their intention to subscribe for shares exceeding their shareholding ratio, until all outstanding shares are sold, or until no shareholders express their intention to subscribe for such shares.

(2) If there are still shares remaining from the allocation to the shareholders as stated in (1), the Company will offer such shares to specific persons in a private placement, at the offering price which is determined by a survey on the demand of institutional investors at different prices (Bookbuild), but which will not be lower than the price offered to existing shareholders of the Company according to their shareholding ratio.

"Specific persons" mean specific persons as defined in Clause 24 of the Notification of the Capital Market Supervisory Board No. TorJor 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares (as amended), under which such persons will not be deemed a related party of the Company.

"Offering price" means the price based on the analysis comparing the demand and supply of newly issued shares of the Company from a survey of the demand of institutional investors at different prices (Bookbuild) carried out by the underwriter, including the advice of the underwriter and the conditions of the capital market at the time. The bookbuild price shall be deemed as the market price under the Notification of the Office of the Securities and Exchange Commission No. SorChor. 39/2551 Re: Calculation of Offer Price of Securities and Determination of Market Price for Consideration of Offer for Sale of Newly Issued Shares with Discount.

The Company's Executive Board or President and Managing Director are also authorized to stipulate any additional details in respect of the allocation of the newly issued shares for the capital increase, as stated in (1) and (2) above: such as (a) whether a single allocation or series of allocations, the offer period, the record date, the date for determining the list of shareholders who are entitled to buy the allotted shares, the offering price, the terms of payment, the conditions and other details with regard to the allocation of the newly issued ordinary shares for the capital increase; (b) to negotiate, enter into, and execute documents and agreements regarding the allocation of the newly issued ordinary shares for the capital increase, as well as to perform any matters in relation to the allocation of the newly issued ordinary shares for the capital increase, and to appoint a security company to be the underwriter of the Company's securities; and (c) to sign a request for approval, a waiver, and evidence required for and relevant to the allocation of the newly issued ordinary shares for the capital increase, as well as to contact and file a request for approval or waiver from the government authorities or related organizations, and to arrange for the newly issued ordinary shares for the capital increase to be listed on the Exchange, and to have the authority to perform any matters which are reasonable and required in respect of the allocation of the newly issued ordinary shares for the capital increase.

Board of Directors' Opinion It is considered appropriate to propose that the shareholders' meeting approve the allocation of the Company's registered share capital of not more than 264,000,000 new ordinary shares, at a par value of 1 Baht, as detailed above.

Number of Votes required for passing the resolution The majority vote of the shareholders present at the meeting and entitled to vote.

4.2 To consider and approve the increase of the Company's registered capital for the Voluntary Tender Offer for all securities of Golden Land Property Development Public Company Limited

This agenda item is related to and conditional upon Agenda Item 3 which is to consider and to approve the Voluntary Tender Offer for all securities of Golden Land Property Development Public Company Limited, which is deemed as a transaction involving the acquisition of assets of the Company pursuant to the Notification on Asset Acquisition and Disposition. Therefore, if this agenda item is not approved by the shareholders' meeting, Agenda Item 3, which has been approved earlier, shall be invalid accordingly.

4.2.1 To consider and approve the increase of the Company's registered capital

Facts and Rationale As a result of making the VTO under Agenda Item 3 above, the Company has to receive a loan from a financial institution for such transaction. The Company, therefore, is required to increase its registered capital by 3,016,000,000 baht, from the former registered capital of 764,770,615 Baht to 3,780,770,615 Baht, by issuing 3,016,000,000 newly issued ordinary shares for the capital increase, at a par value of 1 Baht, to fund such transaction, as detailed in the Report on Capital Increase (**Enclosure 6**).

Board of Directors' Opinion It is considered appropriate to propose that the shareholders' meeting approve the increase of the Company's registered share capital by 3,016,000,000 baht, from the former registered capital of 764,770,615 Baht to 3,780,770,615 Baht, by issuing 3,016,000,000 newly issued ordinary shares for the capital increase, at a par value of 1 Baht, as detailed above.

Number of Votes required for passing the resolution The votes of not less than three-fourths of the total number of votes of the shareholders present at the meeting and entitled to vote.

4.2.2 To consider and approve the allocation of the newly issued ordinary shares for the capital increase of the Company

Facts and Rationale As a result of the Company's capital increase under the Agenda Item 4.2.1 above, the Board of Directors propose that the shareholders' meeting consider and approve the allocation of the Company's registered share capital of not more than 3,016,000,000 new ordinary shares, at a par value of 1 Baht, to the following entities:

(1) Allocate the newly issued ordinary shares for the capital increase of the Company of not more than 3,016,000,000 shares, at a par value of 1 Baht, to existing shareholders of the Company according to their rights (Rights Offering), at a price not less than 2.50 Baht per share, where the Executive Board or President and Managing Director are authorized to determine the share ratio and the final offering price.

    If there are shares remaining from the first round of allocation, the Company will allocate the remaining shares to existing shareholders who express their intention to subscribe for shares exceeding their shareholding ratio, until all outstanding shares are sold, or until no shareholders express their intention to subscribe for such shares.

(2) If there are still shares remaining from the allocation to the shareholders as stated in (1), the Company will offer such shares to specific persons in a private placement, at an offering price which is determined by a survey on the demand of institutional investors at different prices (Bookbuild), but which will not be lower than the price offered to existing shareholders of the Company according to their shareholding ratio.

    "Specific persons" mean specific persons as defined in Clause 24 of the Notification of the Capital Market Supervisory Board No. TorJor 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares (as amended), under which such persons will not be deemed a related party of the Company.

    "Offering price" means the price based on the analysis comparing the demand and supply of newly issued shares of the Company from a survey of the demand of institutional investors at different prices (Bookbuild) carried out by the underwriter, including the advice of the underwriters and the conditions of the capital market at the time. The bookbuild price shall be deemed as the market price under the Notification of the Office of the Securities and Exchange Commission No. SorChor. 39/2551 Re: Calculation of Offer Price of Securities and Determination of Market Price for Consideration of Offer for Sale of Newly Issued Shares with Discount.

The Company's Executive Board or President and Managing Director are also authorized to stipulate any additional details in respect of the allocation of the newly issued shares for the capital increase, as stated in (1) and (2) above: such as (a) whether a single allocation or series of allocations, the offer period, the record date, the date for determining the list of shareholders who are entitled to buy the allotted shares, the offering price, the terms of payment, the conditions and other details with regard to the allocation of the newly issued ordinary shares for the capital increase; (b) to negotiate, enter into, and execute documents and agreements regarding the allocation of the newly issued ordinary shares for the capital increase, as well as to perform any matters in relation to the allocation of the newly issued ordinary shares for the capital increase, and to appoint a security company to be an underwriter of the Company's securities; and (c) to sign a request for approval, a waiver, and evidence required for and relevant to the allocation of the newly issued ordinary shares for the capital increase, as well as to contact and file a request for approval or waiver from the government authorities or related organizations, and to arrange for the newly issued ordinary shares for the capital increase to be listed on the Exchange, and to have the authority to perform any matters which are reasonable and required in respect of the allocation of the newly issued ordinary shares for the capital increase.

Board of Directors' Opinion It is considered appropriate to propose that the shareholders' meeting approve the allocation of the Company's registered share capital of not more than 3,016,000,000 new ordinary shares, at a par value of 1 Baht, as detailed above.

Number of Votes required for passing the resolution The majority vote of the shareholders present at the meeting and entitled to vote.

4.3. To consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company to be consistent with the increase of the Company's registered capital

This agenda item is related to and conditional upon Agenda Item 4.1 which is to consider and to approve the increase of the Company's registered capital for the acquisition of ordinary shares of Grand Unity Development Company Limited and Agenda Item 4.2 which is to consider and to approve the Voluntary Tender Offer for all securities of Golden Land Property Development Public Company Limited. Therefore, if this agenda item is not approved by the shareholders' meeting, Agenda Items 4.1 and 4.2, which have been approved earlier, shall be invalid accordingly.

Facts and Rationale In order to be consistent with the Company's increase of its registered capital, as the meeting has approved under Agenda Items 4.1 and 4.2, the shareholders meeting is required to consider and to approve the amendment to Clause 4 of the Memorandum of Association of the Company, as to the following. In this regard, a person, who is authorized by the Board of Directors to carry on the registration of amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, shall have the power to amend and add any statement as requested by the registrar.

"Clause 4.	Registered capital	4,044,770,615	Baht	(Four billion forty four million seven hundred seventy thousand six hundred fifteen Baht)
	Divided into	4,044,770,615	shares	(Four billion forty four million seven hundred seventy thousand six hundred fifteen shares)
	At a par value of	1 Baht		(One Baht)

Divided into:			
Ordinary Shares	4,044,770,615	shares	(Four billion forty four million seven hundred seventy thousand six hundred fifteen shares)
Preferred Shares	-	share	(-)”

Board of Directors’ Opinion It is considered appropriate to propose that the shareholders’ meeting approve the amendment to Clause 4 of the Memorandum of Association of the Company to be consistent with the increase of the Company’s registered capital, as detailed above.

Number of Votes required for passing the resolution The votes of not less than three-fourths of the total number of votes of the shareholders present at the meeting and entitled to vote.

Agenda 5 To consider any other matters (if any)

The shareholders are cordially invited to attend the Extraordinary General Meeting of the Shareholders No. 1/2012, which will be held on October 17, 2012, at 9 a.m., at Victor Room 2-3, Victor Club, 8th Floor, Park Ventures Ecoplex, at No. 57 Wireless Road, Lumpini, Patumwan, Bangkok 10330. It is recommended that all shareholders read the registration procedures and prepare documentation required to be presented at the meeting, as well as study the procedures for voting and for attending the meeting, as detailed in **Enclosures 10 and 11**. The Company will conduct the meeting in accordance with the Company’s Articles of Association, as detailed in **Enclosure 8**.

In an event that a shareholder is not able to attend the meeting in person and intends to appoint one of the Company’s independent directors as a proxy to attend the meeting and to vote on his behalf, such shareholder may appoint one of the Company’s independent directors, according to the name list and details, as detailed in **Enclosure 9**. Accordingly, the shareholder shall deliver the proxy form, as detailed in **Enclosure 7**, together with the supporting documents to the Company Secretary of Univentures Public Company Limited, 22nd Floor, Park Ventures Ecoplex, at No. 57 Wireless Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330, by October 12, 2012.

In order to facilitate the registration of attending the Extraordinary General Meeting of the Shareholders No. 1/2012, the Company will be open for shareholders and proxy holders’ registration on the meeting date from 8 a.m. onwards, at Victor Room 2-3, Victor Club, 8th Floor, Park Ventures Ecoplex, at No. 57 Wireless Road, Lumpini, Pratumwan, Bangkok 10330. As the Company will use the barcode system for registration and vote casting during the meeting, the shareholders and proxy holders are recommended to bring and present the registration form at the meeting, as prescribed and detailed in **Enclosure 1**, together with other supporting documents, as detailed in **Enclosure 10**.

The Company fixed the list of shareholders who are entitled to attend the Extraordinary General Meeting of the Shareholders No. 1/2012 (the "**Record Date**"), which was on September 21, 2012, and concluded the name list under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closing the share register book on September 24, 2012.

Sincerely yours,

Univentures Public Company Limited

(Mrs. Ornruedi Na-Ranong)

President

Univentures

แบบฟอร์มลงทะเบียน
Registration Form

ข้าพเจ้า
I/We
อยู่บ้านเลขที่
Address

สัญชาติ
Nationality

เลขทะเบียนผู้ถือหุ้น
Shareholder's Registration No.

เป็นผู้ถือหุ้นของบริษัท ยูนิเวนเจอร์ จำกัด (มหาชน)
Being a shareholder of Univentures Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม holding the total amount of	หุ้น shares
หุ้นสามัญ ordinary share	หุ้น shares
หุ้นบุริมสิทธิ preferred share	หุ้น shares

การประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2555
The Extraordinary General Meeting of Shareholders no. 1/2012

บริษัท ยูนิเวนเจอร์ จำกัด (มหาชน)
Univentures Public Company Limited

วันพุธที่ 17 ตุลาคม พ.ศ. 2555 เวลา 9.00 น.
Wednesday 17th October 2012 at 9.00 a.m.

ณ ห้องวิคเตอร์ 2-3 วิคเตอร์คลับ ชั้น 8 ปาร์คเวนเชอร์ อีโคเพล็กซ์
At Victor Rooms II–III, Victor Club, 8th floor, Park Ventures Ecoplex

เลขที่ 57 ถนนวิทยุ แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร 10330
57 Wireless Road, Lumpini, Patumwan, Bangkok 10330

ข้าพเจ้า____เป็นผู้ถือหุ้น หรือผู้รับมอบฉันทะของผู้ถือหุ้น
I/We being a shareholder or proxy holder of

บริษัท ยูนิเวนเจอร์ (มหาชน) หมายเลขบัตรประจำตัวประชาชน______________________________________
Univentures Public Company Limited of which the identification number

ได้มาเข้าร่วมการประชุมดังกล่าวข้างต้น
attend the above mentioned meeting

ลงชื่อ____________________________ผู้เข้าประชุม
Sign Meeting Attendant
(____________________________)

เพื่อความสะดวกในการลงทะเบียน ผู้ถือหุ้นหรือผู้รับมอบฉันทะที่จะมาประชุมโปรดนำเอกสารชุดนี้มาด้วย

For the convenience, shareholders or proxy holders who will attend the meeting, kindly bring this set of documents for the registration

For consideration of Agenda 1: To adopt the minutes of the Annual General Meeting of Shareholders No. 33/2012 held on 26th April 2012

- Translation -

Minutes of the Annual General Meeting of Shareholders No. 33/2012
Univentures Public Company Limited
Held on Thursday 26th April 2012
At Victor Rooms II-III, 8th Floor, Park Ventures Ecoplex
No. 57 Wireless Road, Lumpini, Patumwan, Bangkok 10330

The Meeting commenced at 14:00 hours.

Miss Potjanee Thanavaranit, the Chairman of the Board of Directors, presided as the Chairman of the Meeting.

The Chairman welcomed and thanked the shareholders for attending the Company's Annual General Meeting of Shareholders No. 33/2012, and informed the Meeting that there were 44 shareholders present and 47 shareholders who were represented by proxies, holding a total of 474,623,673 shares, representing 62.06 percent of the total shares issued which is more than 1/3 of the total shares issued, thus constituting a quorum of the Meeting pursuant to the Articles of Association of the Company. The Chairman therefore declared the Annual General Meeting of Shareholders No. 33/2012 open.

Before the meeting proceeded to the agenda items, the Chairman introduced the following directors who were present at the meeting to the shareholders:

1	Mr. Suwit Chindasaguan	Independent Director / Chairman of Audit Committee
2	Mr. Nararat Limnararat	Independent director / Chairman of Corporate Governance Committee
3	Mr. Thapana Sirivadhanabhakdi	Director / Chairman of Executive Committee
4	Mr. Panot Sirivadhanabhakdi	Director / Executive Committee
5	Mr. Sithichai Chaikriengkrai	Director / Executive Committee
6	Mrs. Ornruedi Na – Ranong	Director / President
7	Mr. Thanapol Sirithanachai	Director / Managing Director

In addition, the Chairman also introduced the following persons:

1. Mr. Alongkorn Prathanrasnikorn	Company's Secretary
2. Mr. Korntawat Kingngoen	Managing Director, Thai-Lysaght Co., Ltd.
3. Mr. Sutee Limpanachaipornkul	Managing Director, Lertrattakarn Co., Ltd.
4. Mr. Sataporn Amornvorapak	Executive Vice President, Financial Budgeting and Accounting Department and Investor Relation
5. Mr. Khumpol Poonsonee	Senior Vice President, Business Development Department
6. Mr. Wichai Mahutdejkul	Senior Vice President, IT Development Department
7. Mr. Nirand Lilamethwat	KPMG Phoomchai Audit Limited's representative who was the Company's auditor for the year 2011
8. Ms. Nittaya Chetchotiros	KPMG Phoomchai Audit Limited's representative
9. Mr. Neramit Trongpromsuk	Legal Counselor from DN 36 Limited as the Meeting's inspector for the transparency, legal and good governanace of the listed company for the Meeting's precedure

The Chairman also informed the Meeting that in order to promote good coporate governance and to treat the shareholders equally, prior to the Annual General Meeting, the Company had given the opportunity to the shareholders to propose any items to the agenda of the Meeting and the names of any persons to be considered for election to the board of directors of the Company as per the company's criteria via the Company's website within 3rd February 2012. However, no shareholder proposed an item to the agenda of the Meeting or any person to be considered for election to the Board of Directors of the Company.

The President advised the vote procedure for each agenda item as being that in case there was neither disapproval nor abstainsion from any shareholder in any agenda item, it would be concluded that the Meeting unanimously approved. However, in case there was disapproval or abstainsion from any shareholder in any agenda item, such shareholder(s) was required to mark ☒ in the pink card for his disapproval or in the blue card for his abstainsion then raise his hand so a member of the Company's staff could collect the card for vote counting. The shareholders who approved or did not abstain would be deemed to approve. The exception to this procedure was for item 2 on the Agenda which was only to acknowledge the Company's Annual Performance for the year 2011, no voting was required, and for Agenda 5 which was to appoint directors to replace those retiring by rotation for the year 2012. For transparency purposes, she asked the Meeting to vote for new directors to replace the retiring directors individually, by rotation, using the same criteria as previously explained. In order to avoid waiting for the results of each agenda item, she suggested that the Meeting proceed on to the next item on the agenda and the results of the vote counting would be declared as the results became known.

The Chairman then proposed that the Meeting consider the following agenda items.

Agenda 1 To adopt the Minutes of the Annual General Meeting of Shareholders No. 32/2011 held on 30th March, 2011

The Chairman asked the Meeting to adopt the Minutes of the Annual General Meeting of Shareholders No. 32/2011 held on 30th March, 2011 as per the copy which had been provided to the shareholders for consideration together with the notice calling for this meeting.

The Meeting passed a unanimous resolution that the Minutes of the Annual General Meeting of Shareholders 32/2011 held on 30th March, 2011 be adopted as proposed, as per the following votes:

Vote	**Number of votes** (1 vote per share)	**% of the number of the total votes attending the meeting**
Approved	475,730,773	100.00%
Disapproved	-	-
Abstained	-	-

Agenda 2 To acknowledge the Company's Annual Performance for the year 2011

The Chairman asked the President to report the operating performance of the Company for the year 2011 to the Meeting, according to the details stated in the Annual Report of 2011, which had been sent to the shareholders in the form of CD together with the notice calling this meeting details as follws:

As at 31st December 2011, compared to the same date of 2010, according to the financial statements, the total assets of the company and its subsidiary companies amounted to Baht 6,872 million, an increase of Baht 1,907 million, or 38 percent, from the previous year. The total liabilities of the company however amounted to Baht 4,639 million, an increase of Baht 1,755 million, or 61 percent, from the previous year. Paid up capital was Baht 765 million, unchanged from the previous year. The shareholders' equity stood at Baht 2,233 million, an increase of Baht 152 million or 7 percent from the previous year. The value of the shares was Baht 2.92 per share, an increase of Baht 0.20 or a 7 percent increase from the previous year.

The total revenue of the company in 2011, amounted to Baht 3,623 million, an increase of Baht 1,335 million or a 58 percent increase from the previous year. The revenue structure of the company can be classified according to the categories of business as follows:

- Business of investments in real estate amounted to Baht 2,558 million, an increase of Baht 1,419 million, or 125 percent, from the preceding year, significantly as a result of the subsidiary companies, Grand Unity Development Company Limited having transferred condominium units of U Delight @ Jatujak Station and U Delight @ Huay Kwang Station amounting toBaht 2,545 million and Lertrattakarn Company Limited leasing out floor space in Park Ventures Ecoplex amounting to Baht 13 million baht.

- Zinc oxide business amounted to Baht 986 million, a reduction of Baht 96 million, or 9 percent, from the previous year due to impacts from the flood disaster in the fourth quarter of 2011.

- Other businesses and other revenues came to Baht 79 million.

Total expenses amounted to Baht 3,417 million, an increase of Baht1,241 million, or 57 percent from the year before. This comprised the total costs at Baht 2,801 million, plus administrative expenses and taxes at Baht 616 million.

The company had a net profit at Baht 63.09 million, an increase of Baht 6.37 million, or 11 percent, when compared to that of the previous year. The net profit per share was Baht 0.08 and the book value per share as at the end of 2011 stood at Baht 2.92 per share.

Regarding the Zinc Oxide business in 2011, our subsidiary company, Thai Lysaght, was relocated from Pathumthani to Rojana Industrial Park. The move was aimed at improving the potential of the production of the company and reducing the cost of raw materials by changing from using fuel oil “C” to using natural gas. The new factory was officially opened in August 2011 but was then closed for 2 months during the 4th quarter due to the flood crisis. The flood damage suffered by the factory as at year end of 2011 was approximately Baht 14 million but as the factory had insurance cover which included flood damage, the factory was able to claim the full amount back from their insurers.

The President then asked Mr. Thanapol Sirithanachai, Managing Director, to report the progress on real estate development projects using photographs. This report was divided into 2 parts, the first part being the development of Park Ventures Ecoplex which is an eco friendly building, attractively designed, and easily accessible due to being connected to the Ploenchit BTS station. The construction which took 3 years is now completed and tenants have been moving in to the office areas from September 2011. At present, approximately 60 percent of the office space has been filled. The highest price per square meter is Baht 850 for a small office space which is the highest price in Bangkok at the present time. There is also an average cost per square meter of Baht 760 which is applicable to the hotel area which is being rented by TCC Luxury Hotels and Resorts Limited and managed by Hotel Okura Prestige Bangkok which will be opened for business in May 2012. Furthermore, the building also includes a retail area on the 1st and 2nd floors and Victor Club on the 8th floor which is set up to hold conferences and functions for use by tenants and other interested parties

The second part concerns the development of real estate for sales in the form of residential condominium buildings under the management of Grand U Development Company Limited, in which the company holds shares at 60 percent. In 2011, two construction projects were completed, namely U Delight @ Huay Kwang Station and and U Delight @ Jatujak Station, where 100 percent of the project has already been transferred to the clients. Furthermore, the company also opened 4 new projects, namely U Delight @ OnNut Station, with sales reaching 90 percent and transfer of units planned for April 2012, U Delight 2 @ Bang Sue Station which is 100 percent sold out with construction expected to be completed in October 2012, U Delight 3 Bang Sue-Prachachuen with sales reaching approximately 51 percent and U Delight Resident Pattanakarn-ThongLor with sales reaching approximately 40 percent. The company also intends to open a new project called Condo U @ Hua Mark Station at the end of April 2012. The projects are offered to clients in 3 different price ranges being:

1. U Delight Resident with units costing from Baht 65,000 – 90,000 per square meter

2. U Delight with units costing from Baht 50,000 – 75,000 per square meter

3. Condo U with units costing from Baht 40,000 – 55,000 per square meter

The President further mentioned that in 2011, the company regularly held activities to support both Environmental Preservation and also to show that the company actively supports Corporate Social Responsibility (CSR). Such activities included the renovation of the Ban Paeng Wittayakom School in Singburi Province which was damaged in the Flood Crisis and also the contributions made to the victims in the Tsunami which occurred in Japan via the Japanese Embassy in Thailand. Other environmental activities were also arranged by the staff themselves.

As for the assessment and rating of the company in 2011, the details were as follows:

- For organisation reliability, the company was rated "BBB"/Stable by the TRIS Rating Co., Ltd.

- For good governance of listed companies, the company was rated at 87 percent, a reduction from the year before due to stricter criteria which caused the rating of all listed companies to reduce. The rating of the Company however, was still above average.

- For holding of ordinary shareholders meeting, the company was rated at 100 percent, an increase from 2010 when the company obtained the rating of 98.25 percent.

The Chairman of the Meeting then gave opportunity to the shareholders who wanted to put forward questions in this agenda. The questions and answers were summarised as follows:

Khun Sorasan Kurattanpisal: enquired as to why the net profit of the shareholders had reduced from Baht 98 million at the end of the 3rd quarter to Baht 63 million at the end of the 4th quarter of 2011 when he noticed that in the 4th quarter of the same year, the net income from the sale of the condominium units of the Company was approximately Baht 1,150 million.

Executive Vice President, Financial Budgeting and Accounting Department**:** advised that the main reason that the net profit of the shareholders reduced at the end of the 4th quarter of 2011 was due to the impact of the flood crisis which reduced the sales by over Baht 100 million and realized a loss of Baht 14 million. Furthermore, the realization of the interest cost by Lertrattakarn Company Limited for the Park Venture Ecoplex Project together with the sales of only 60 percent of the total capacity of the shareholders equity in Grand U Development Company Limited.

Khun Sorasan Kurattanpisal: enquired regarding the announcement of the new city plan and enquired if it would have any impact on the business of the Company in the future.

Managing Director: advised that use of the present city plan had been extended for another year and the new city plan would take effect in 2013. Furhtermore, there are some issues that have not been resolved regarding permission to build high rise buildings in lanes that are less than 10 meters wide. The Company has no policy to collect plots of land so there is no impact on land already owned. Furthermore, the Company takes care in selecting land that has good potential and will not be adversely effected by the new city plan.

As no one put forward any more question, President then proposed that the Meeting acknowledge the operating performance report of the Company for the year 2011.

The Meeting acknowledged the operating performance report of the Company of 2011 as follows:

Agenda 3 To consider approving the balance sheet and income statement of the Company for the year ended 31st December 2011

The Chairman asked the Meeting to approve the balance sheet and the profit and loss statement (which according to the new accounting standards is called "Statements of financial position and Statements of comprehensive income") for the year ended 31st December 2011 which had been completed according to the accepted accounting standards and been duly audited and certified by a certified public accountant, per the details of Annual Report 2011 in the form of a CD sent to the shareholders together with the notice calling this meeting.

The Chairman of the Meeting then gave opportunity to the shareholders who wanted to put forward questions in this agenda. As there were no questions on the subject, the Chairman proposed that the Meeting approve the balance sheet and the income statement for the year ended 31st December 2011.

The Meeting unanimously resolved that the balance sheet and the income statement for year ended 31st December 2010 as audited and certified by the certified public accountant and reviewed by the Audit Committee be approved, as per the following votes:

Vote	**Number of votes** (1 vote per share)	**% of the number of the total votes attending the meeting**
Approved	475,759,273	100.00%
Disapproved	-	-
Abstained	-	-

Agenda 4 To consider and approve the appropriation of retained earning and the distribution of dividend for the operation period ending 31st December 2011

The Chairman asked the President to propose the Meeting to consider approving the appropriation of profit for the year ended 31st December 2011 operating results and the dividend payment. The President informed the Meeting that as the dividend payment policy of the Company had been fixed to pay 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. After obtaining approval from the Board of Directors, the Company would propose to the obtain the approval from the Annual General Meeting with the exception of interim dividend payments which the Board of Directors had the authority to approve and then report to the next Shareholders' Meeting.

From the operation performanace as of the year 2011, the Company had a net profit in the amount of Baht 63.09 million or THB 0.08 per share. The Board of Directors considered and resolved to propose the Annual General Meeting of Shareholders to consider and approve the appropriation of retained earning and the distribution of dividend for the operation period of the year 2011 as follows:

1. Allocated net profit as the Legal Reserve in the rate of not less than 5% of net profit which was equivalent to Baht 305,338.
2. Paid dividend at the rate of Baht 0.06 per share or 72.73 % of the net profit and totaling Baht 45,886,237. The Company would pay dividend to shareholders whose names are registered in the Shareholders' Registry (record date) as of Thursday 8th March 2012, book-closed date on Friday, 9th March 2012 and the payment would be scheduled for Thursday, 24th May, 2012.

The Chairman of the Meeting then gave opportunity to the shareholders who wanted to put forward questions in this agenda. As no one put forward any more question, President then asked the Meeting to approve the appropriation of profit from the operating performance of 2011 and the payment of dividends.

The Meeting unanimously resolved that the appropriation of profit from the operating performance of 2011 as a legal reserve fund under the law at the rate of 5 percent of the net profit which was Baht 305,338 and that the payment of dividend at the rate of Baht 0.06 per share or totaling Baht 45,886,237 be made to the shareholders whose names were listed in the Shareholders Registry (Record Date) as of Thursday 8th March 2012, book-closed date on Friday, 9th March 2012 and the payment would be scheduled for Thursday, 24th May, 2012, as per the following votes:

Vote	**Number of votes** (1 vote per share)	**% of the number of the total votes attending the meeting**
Approved	475,759,273	100.00%
Disapproved	-	-
Abstained	-	-

Agenda 5 To appoint directors in place of those retiring by rotation for the year 2012

The Chairman stated that in order to comply with section 71 of Public Limited Companies Act B.E. 2535 and under No. 15 of the Articles of Association of the Company stating that, "one-third of the total number of directors must retire by rotation at an annual general meeting of shareholders, the retiring directors may be re-elected to the board" The 3 directors who must retire by rotation at this annual general meeting of shareholders were:

1 Mr. Suwit Jindasanguan

2. Mr. Thapana Sirivadhanabhakdi

3. Mrs. Ornruedi Na Ranong

The Board of Directors of the Company, without participation by any of directors who having interests therein, agreed with the Compensation and Nominating Committee to propose the Annual General Meeting of Shareholders to re-elect all 3 directors as directors of the Company for another term since they had good knowledge, managerial skill and qualifications according to the Public Companies Act, without any prohibited characteristics for the appointment as directors of the Company under the criteria of the related regulation. Biography of the directors and the Definition of Independent Directors had been sent to the shareholders together with the notice calling this meeting.

Even though, the Public Companies Act did not specify that the directors who were proposed to be re-elected had to leave the Meeting room, all 3 directors asked to do so before the consideration pursuant to this agenda.

No one put forward any more questions, hence, the Chairman proposed to the Meeting to pass a resolution that the 3 retiring directors by rotation in 2012 be re-elected as directors of the Company for another term. However, for transparency purposes, she asked the Meeting to consider electing directors to replace the retiring directors by rotation individually

The Meeting passed the unanimous resolutions that all 3 retiring directors be re-elected as directors of the Company, as per the following votes:

1. Miss Suwit Jindasanguan

Vote	**Number of votes** (1 vote per share)	**% of the number of the total votes attending the meeting**
Approved	475,819,473	100.00%
Disapproved	-	-
Vote	**Number of votes** (1 vote per share)	**% of the number of the total votes attending the meeting**
Abstained	-	-

2. Mr. Thapana Sirivadhanabhakdi

Vote	Number of votes (1 vote per share)	% of the number of the total votes attending the meeting
Approved	475,819,473	100.00%
Disapproved	-	-
Abstained	-	-

3. Mrs. Ornruedi Na Ranong

Vote	Number of votes (1 vote per share)	% of the number of the total votes attending the meeting
Approved	475,819,473	100.00%
Disapproved	-	-
Abstained	-	-

The Chairman invited 3 directors to come back into the Meeting room.

Agenda 6 To consider the directors' remuneration for the year 2012

The Chairman asked the President to inform the Meeting that in order to comply with No. 28 of the Articles of Association of the Company, the directors would receive the remuneration as fixed by the Annual General Meeting of the shareholders. As the Annual General Meeting of the shareholders No. 32/2011 had confirmed the remuneration of the directors and the sub-committee members to remain at the same rate which has remain unchanged since 2006 which the remuneration for the meeting allowance and monthly retainer fee together with extra remuneration (if any) will not be more than 5,000,000 baht. In the case of the extra remuneration, the Compensation and Nominating Committee is authorized to consider and allocate it as appropriate from the Company's performance. It was decided during the Annual General Meeting of the shareholders No. 33/2012 that the extra remuneration would be based on the following criteria:

1. The operating results of the Company
2. The scope of work for each of the directors
3. Experience Knowledge and Skills of the directors
4. Compare with othe companies in the same business

The Chairman put forward the suggestion that the remuneration of the Board of Directors for the year 2012 be adjusted from the previous year as follows: the meeting allowance be increased from Baht 22,000 to Baht 25,000 and the monthly retainer fee be increased from Baht 16,000 to Baht 20,000 for the Chairman and the meeting allowance be increased from Baht 18,000 to Baht 20,000 and the monthly retainer fee be increased from Baht 8,000 to Baht 10,000 for directors. Other remunerations would remain unchanged details as per the table below:

	Chairman		**Member**	
	Meeting Allowance (Baht)	Monthly Retainer Fee (Baht)	Meeting Allowance (Baht)	Monthly Retainer Fee (Baht)
➢ Board of Directors	25,000	20,000	20,000	10,000
➢ Executive Directors	-	25,000	-	20,000*
➢ Audit Committee	-	40,000	-	30,000
➢ Compensation and Nominating Committee	22,000	-	18,000	-

*excluding directors who are on the management of the company

In addition, the total remuneration of Board and all Committees including extra remuneration (if any) for year 2012 will not be more than Baht 6,000,000. In the case of the extra remuneration, the Compensation and Nominating Committee is authorized to consider and allocate it as appropriate according to the Company's performance.

The Chairman of the Meeting then gave opportunity to the shareholders who wanted to put forward questions in this agenda item.

Mr. Sathaporn Pangnirundr: advised that he has no problem with the remuneration for the directors for 2012 but for the following year, he would like to discuss if it would or would not be possible to base the remuneration to be as a percentage of the dividends paid to the shareholders because based on the increase from Baht 5 million in 2011 to Baht 6 million 2012, the increase in percentage amounted to 20 percent which is a very high increase compared to the increases paid to the shareholders or to the Company's employees.

Chairman: thanked Mr. Sathaporn for his recommendation. However, she further explained that the remuneration for the board of directors and executive directors had not been increased since 2006 and the most recent increase was in 2011. The reason for requesting an increase to Baht 6 million for 2012 is because the number of board meetings and sub-committee meeting will increase accordingly to consider various issues in order that the company can carry out the business more efficiently. She also said that the shareholders could rest assured that the employees are well looked after and receive acceptable remuneration.

As no one put forward any more questions, the Chairman proposed to the Meeting that the remuneration for the directors and committee members of 2012 be approved.

The Meeting passed a unanimous resolution that the directors' and the committees members' remunerations for the year 2012 be approved. The Board of Directors agreed with the proposal by the Compensation and Nominating Committee that the remuneration of the Board of Drectors be adjusted from 2011 as follows: the meeting allowance be increased from Baht 22,000 to Baht 25,000 and the monthly retainer fee be increased from Baht 16,000 to Baht 20,000 for the Chairman and the meeting allowance be increased from Baht 18,000 to Baht 20,000 and the monthly retainer fee be increased from Baht 8,000 to Baht 10,000 for directors. With regards to the remuneration for other committee members, the amount would remain unchanged and, the total remuneration of Board and all Committees including extra remuneration (if any) for year 2012 will not be more than Baht 6,000,000. In the case of the extra remuneration, the Compensation and Nominating Committee is authorized to consider and allocate it as appropriate according to the Company's performance as per the following votes:

Vote	**Number of votes** (1 vote per share)	**% of the number of the total votes attending the meeting**
Approved	475,825,574	100.00%
Disapproved	-	-
Abstained	-	-

Agenda 7 To consider the appointment and the remuneration of the Company's auditor for the year 2012

The Chairman asked Mr. Suwit Chindasaguan, the Chairman of Audit Committee to propose the Meeting to appoint the auditor and fix the remuneration of the Company's auditor for the year 2012 by informing the Meeting that in order to comply with the Public Companies Act B.E. 2535 and No. 35 of the Articles of Association of the Company that the Annual General Meeting appointed the auditor and fixed the remuneration of the Company's auditor every year. The Board of Directors by proposal from the Audit Committee agreed to propose to the Annual General Meeting of Shareholders to consider and appoint 4 members as per the following names of KPMG Phoomchai Audit Limited to audit the company's accounts and to express their opinion on the financial statements of the Company and its 8 subsidiaries in year 2012:

(1) Mr. Nirand Lilamethwat, Certified Public Accountant License No. 2316 and/or

(2) Miss Nittaya Chetchotiros, Certified Public Accountant License No. 4439 and/or

(3) Miss. Vannaporn Jongpevadechanon, Certified Public Accountant License No. 4098 and/or

(4) Miss Vipavan Pattavanvivek, Certified Public Accountant License No. 4795

All 4 persons have the qualifications as stipulated by the office of the Securities and Exchange Commission and worked in a well reputed audit firm using accepted accounting standards. In actual fact, KPMG Phoomchai Audit Limited has been the auditor of the Company and its subsidiaries for past 3 consecutive years and not had any relationships and conflict of interest with the Company, its subsidiaries, directors, management, major shareholder or their related persons, therefore KPMG Phoomchai Audit Limited is independent for auditing and expressing its opinion on the financial statements of the company and its subsidiaries. The Chairman of Audit Committee mentioned the biography, experience and capability of all 4 auditors to the Meeting.

The Board of Directors, as proposed by the Audit Committee, agreed to propose the Meeting approve for audit fees of the Company and its 8 subsidiaries for the year 2012, totalling Baht 2,902,000, an increase of Baht 117,000 from the previous year, as proposed by the Audit Committee which was a reasonable audit fee compared to the scope of work.

The Chairman of the Meeting then gave opportunity to the shareholders who wanted to put forward questions in this agenda item and the questions and answers can be summarized as follows:

Mr. Sathaporn Pangnirundr: stated that the audit fee for the Company and its 8 subsidiaries for the year 2012 was high when compared to other auditing firms. He therefore enquired why there had been an increase in the audit fee for 2012.

President: as a member of the management team explained that the details of the proposal to audit the Company and its 8 subsidiaries had been checked and the reason for the increase was to compensate for the potential increase in business in 2012 for the 8 subsidiary companies such as Lertrattakarn Company Limited the developers for Park Ventures Ecoplex and Grand Unity Development Company Limited who are the developers for the condominium units. The audit fee for the Company has remained unchanged because the Company has no direct transactions other than investing in the subsidiary companies. Therefore, the auditor fees are considered reasonable.

Acharn Nirundr Leelamethawat, Auditor: The amount of the auditor fee depends on the increase in the amount of work carried out by the auditors which has increased according to the increase in business of the Company. KPMG Phoomchai Audit Limited are confident that the quality of their work will be beneficial to the Company and Shareholders.

Mr. Nararat Limnorarat, Independent Director: as the audit committee member advised that the audit fees for 2012 had been negotiated before putting the final fee to the meeting of directors and shareholders. In the meeting, the shareholders had expressed their need to negotiate further and he hoped that KPMG Phoomchai Audit Limited would be considerate when putting forward their audit fees in the following year.

As no one put forward any more questions, the Chairman proposed to the Meeting to approve the appointment of auditors and the fixing of auditing fees for the year 2012.

The Meeting unanimously resolved to appoint KPMG Phoomchai Audit Limited to be the auditor of the Company 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 8 subsidiaries and approve the audit fees for the year 2012, totalling THB 2,902,000 as per the following votes:

Vote	**Number of votes** (1 vote per share)	**% of the number of the total votes attending the meeting**
Approved	475,876,979	100.00%
Disapproved	-	-
Abstained	-	-

Agenda 8 To consider the relocation of the Head office of the Company

The Chairman of the Meeting advised the meeting that at present the registered address of the head office of the Company was at No 2, Tambol Prachatipat, Amphoe Tanyaburi, Pathumthani Province which was the location of the zinc oxide factory which used to be the main business of the Company. However, as the company has now extended its business into the real estate sector, such as condominiums, office buildings and hotels, then, she proposed the Meeting to approve the relocation of the Head office of the Company and to amend the memorandum of association of the company No. 5 to be "Address of Head Office is situated in Bangkok Metropolis" (No 57 Park Venture Ecoplex, 22nd Flr, Wireless Road, Kwaeng Lumpini, Khet Patumwan, Bangkok 10330). This amendment would be more suitable for conducting business in the real estate sector which is now the company's main business. In order to pass this agenda item, at least 3 out of 4 of the total votes of the shareholders present and are eligible to vote are required.

The Chairman of the Meeting then gave opportunity to the shareholders who wanted to put forward questions in this agenda item and the questions and answers can be summarized as follows:

Mr. Sathaporn Pangnirundr: suggested that in order to make the agenda item clearer, it should also include "and the management of the Company will be authorized to execute this matter"

The Chairman: thanked and agreed with Khun Sathaporn's recommendation.

The Meeting unanimously resolved to relocate the registered address of the head office of the Company to be No 57 Park Venture Ecoplex, 22nd Flr, Wireless Road, Kwaeng Lumpini, Khet Patumwan, Bangkok 10330 which would be more suitable for conducting business in the real estate sector which is now the company's main business. It was also approved to amend item 5 in the memorandum of association to be "Address of Head Office is situated in Bangkok Metropolis" (No 57 Park Venture Ecoplex, 22nd Flr, Wireless Road, Kwaeng Lumpini, Khet Patumwan, Bangkok 10330) and the management of the Company will be authorized to execute this matter. The motion was passed as per the following votes.

Vote	Number of votes (1 vote per share)	% of the number of the total votes attending the meeting
Approved	475,876,979	100.00%
Disapproved	-	-
Abstained	-	-

The Chairman informed the shareholders that all agendas had already been considered and there were no further questions on those items. She then invited any shareholders who would like to ask questions or give their opinion on other matters. The following shareholders had queries:

Mr. Sathaporn Pangnirundr: under Agenda item 3 which was to consider approving the balance sheet and income statement was being discussed, the existing wording which was the same as in item 35 of the Company's articles is still being used. He pointed out that the "Federal of Accounting Profession" has amended the name "balance sheet and the profit and loss statement" to be "Statements of financial position and Statements of comprehensive income" according to the new accounting standards. He asked that "Statements of financial position and Statements of comprehensive income" would therefore be mentioned in parentheses in order to conform to the new standard. He also suggested that the Company amend the Articles to in order to be consistent with the new standard**.**

Chairman: stated that while discussing Agenda item 3, it was pointed out that under the new accounting standards, the "balance sheet and the profit and loss statement" is now called "Statements of financial position and Statements of comprehensive income". However, this new amendment had not yet been made legal for listed companies, therefore, the existing wording should still be used but the new wording "Statements of financial position and Statements of comprehensive income" should be shown in parentheses in order to make it consistent with the new standard**.**

Mr. Sombat Chosiwakul: said that as the vision of the Company in 2012 was to place emphasis on real estate, he would like to know how much the income from rent is expected to be.

Managing Director: advised that at present, 60 percent of the building was already occupied. The highest rate was Baht 850 per sqare meter for small area and the average rental was Baht 760 per sqare meter.

Mr. Sombat Chosiwakul: mentioned that following the financial crisis in 1997, many real estate developments suffered great losses. He asked how the Company planned to avoid such situations or ensure income from rent for future growth.

Managing Director: explained that at present, the Company still intended to concentrate on Residential Condominiums as the market demand continued to be high. In order to strengthen our position in the market, the Company offers units in 3 different price ranges as mentioned in Agenda Item 2. However, the Company takes care in their investments in order to guarantee continual growth.

Mr. Chavalit Charoenyingwattana: asked what type of business was conducted by Sahawattana Cogeneration Company Limited and Sahawattana Bioenergy Company Limited and what are the results of their operations.

President: advised that Sahawattana Cogeneration Company Limited was a joint venture with a fund in Singapore 3-4 years ago. At that time, the business looked interesting. The joint venture partner at the time was Excellent Energy International Company Limited (EEI) who were an energy consultant for the construction of Electricity Generating Plangs for Sahasinwattana Cogeneration Company Limited in Chantaburi. Profits would come from saved energy costs. However, as disputes arose with the owner of Sahasinwattana Cogeneration Company Limited the plan fell through. The court has decided that Sahasinwattana Cogeneration Company Limited did not perform according to the contract and legal proceedings are under way. Sahawattana Bioenergy Company Limited is a company which was established to support the energy production for Sahawattana Cogeneration Company Limited.

Mr. Sathaporn Pangnirundr: asked about the vision of the Company in preparing for the Asian Economic Community – AEC which was to take place three years from now.

President: explained that whilst the Company was continually expanding its business in the Condominium market, the Park Ventures Ecoplex project, a high end office building catering to companies who do business world wide, is the first office building project attempted by the Company. It is also another business which will support the Company when Thailand enters the Asian Economic Community – AEC in the future. The AEC will be fully supported by the Government who also aim to make Bangkok the Regional Head Office for the AEC. Therefore, the Company will be able to expand our business and develop our projects in order to increase our revenue in the rental business.

Mr. Sathaporn Pangnirundr: asked how UV shares could obtain liquidity in the Stock Exchange of Thailand

Chairman: advised that the Directors and employees of the Company would put their best efforts into the continued growth of the Company in order to attract new shareholders into buying UV shares. New channels would also be considered to increase the share liquidity in the Stock Exchange of Thailand.

As no anyone put forward any more questions, the Chairman then adjourned the Meeting and thanked all shareholders who had devoted their time to attend this Meeting and to inquire and express viewpoints which were most beneficial to the Company.

The Meeting was adjourned at 15:40 hours.

Signed	Miss Potjanee Thanavaranit	Chairman of the Board
	(Miss Potjanee Thanavaranit)	/ Chairman to the Meeting
Signed	Mrs. Ornruedi Na - Ranong	President
	(Mrs. Ornruedi Na - Ranong)	
Signed	Mr. Alongkorn Prathanrasnikorn	the Company's secretary
	(Mr. Alongkorn Prathanrasnikorn)	/ Prepared Minutes

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Information Memorandum on Asset Acquisition of Univentures Public Company Limited Schedule 1 and Schedule 2

Whereas, the Board of Directors meeting of Univentures Public Company Limited (the "**Company**") held on September 7, 2012, resolved to approve: (1) the Company's acquisition of all ordinary shares of Grand Unity Development Company Limited ("**Grand U**") which are held by L.P.N. Development Public Company Limited and by Yaowawong Holding Company Limited, a total number of 24,000,000 shares, equivalent to 40% of all issued and sold shares of Grand U, at 15 baht per share**,** totalling 360 million Baht and (2) the voluntary tender offer ("VTO") by the Company for all securities of Golden Land Property Development Public Company Limited ("GOLD"). The Company will make an offer for the ordinary shares of GOLD, at 5.50 baht per share and for the warrants for the right to buy ordinary shares of GOLD (the "Warrant"), at 2.50 baht per unit, and approved the entry into the agreement to sell and purchase shares with Rock Key International Limited ("RKIL"), which is a shareholder and warrant holder of GOLD, under which RKIL agreed to sell 281,316,464 shares (or 24.8% of all issued and sold ordinary shares of GOLD) and 108,479,551 warrant to the Company in the process of VTO at the price which is equivalent to the offering price set by the Company. The sale and purchase of shares and warrants by the Company in the VTO (including the number of shares which will be sold by RKIL in the VTO) is subject to the condition that the Company is able to obtain more than 50% of all issued and sold ordinary shares of GOLD.

Both transactions are a category 1 transaction under the Notification of the Capital Market Supervisory Board No. TorJor 20/2551 (2008) Re: Rules on Entering into Material Transactions Deemed an Acquisition or Disposition of Assets, as well as under the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Operation Concerning the Acquisition and Disposition of Assets of a Company B.E. 2547 (2004).

In this regard, the Company is required to disclose information of the transactions to the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand (the "SET") and propose to the shareholders' meeting for approval. Besides, the Company is required to appoint the Independent Financial Advisor to provide the opinion on the transaction (Enclosure 5). The Company, thus, appointed JayDee Partners Company Limited as the Company's Independent Financial Advisor ("IFA") to provide opinion on the transaction.

The details of the aforementioned transactions can be summarized as follows:

1. Information Memorandum Schedule 1

1.1 <u>Information Memorandum Regarding The Execution Of The Memorandum of Understanding ("MOU") To Acquire Common Shares of Grand U</u>

Date of The Transaction	:	Date of the MOU: August 27, 2012 Expected Completion Date: Within December 2012
Seller	:	L.P.N. Development Public Company Limited ("LPN") and

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		Yaowawong Holding Company Limited ("Yaowawong") (collectively as the "Seller")
Buyer	:	Univentures Public Company Limited (the "Buyer")
Relationship of the Parties	:	The Buyer and the Seller are not related in any way that may be deemed as connected parties pursuant to the notification of Capital Market Supervisory Board No. Tor Jor 21/2551 Re: Rules on Connected transaction and the notification of the Board of Governor of the Stock Exchange of Thailand Re: Disclosures of Information and the Other Acts of Listed Companies Concerning Connected Transaction B.E. 2003
Property to be Purchased and Sold	:	24,000,000 common shares of Grand Unity Development Company Limited ("**Grand U**") (the "**Acquired Shares**"), representing 40% of the total issued and paid up capital of Grand U. As of 30 June 2012, Grand U's registered capital is 600,000,000 Baht, divided into 60,000,000 shares with a par value of 10 Baht per share and are fully paid-up. The financial position and operating result of Grand U can be summarized as follows:

Consolidated Financial Position as of June 30, 2012 (Million Baht) (Unreviewed Consolidated Financial Statements)	**Consolidated Operating Result for 6 months period ended June 30, 2012 (Million Baht) (Unreviewed Consolidated Financial Statements)**
Total Asset: 2,516.70	Total Revenue: 1,504.26
Liabilities: 1,295.68	Net Profit (Net Loss) of the Company: 252.05
Total Equity of the Company: 1,221.02	

Subsequently after the execution of the MOU for the acquisition of ordinary shares of Grand U, the Seller and the Buyer agree to procure Grand U to hold shareholders' meeting to consider and approve a dividend payment of the Company for 2012 from its retained earnings as of August 31, 2012 to the shareholder in an amount of 660 million Baht or 11.00 Baht per share. In this regard, the shareholders of Grand U resolved to approve the dividend payment of 11.00 Baht per shares in September 2012, whereby the payment date is scheduled to be in December 2012. The source of fund for the dividend payment shall be from the cash of Grand U and long term loan from financial institution (s).

As of July 17, 2012 the Board of Directors of Grand U is comprised

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of the following individuals:

Name	Position
Mrs. Ornruedi Na-Ranong	Director
Mr. Thanapol Sirithanachai	Director
Mrs. Yupa Techakraisri	Director
Mr. Thanomphong Pathomsak	Director
Mr. Neramit Srangiam	Director

Grand U is a subsidiary of the Buyer whereby the Buyer holds 60% share in Grand U prior to the transaction

Type of Business : Grand U develops residential real estate projects for sale i.e. mid-range condominium such as U Delight @ Huaikwang Station and U Delight @ Jatujak Station.

Purchase Price : 15 Baht per share

Value of the Transaction : Total value of 360,000,000 Baht

Criteria used to determine the transaction value : The Purchase Price is as agreed between the Buyer and the Seller and will be settled in full at acquisition

Benefits From The Transaction : The Transaction is a strategic move for the Company to be leader in mid-range condominium market to support the Company's expansion

Major Conditions : - None -

Conditions Precedent : The Buyer and the Seller acknowledge and agree that the MOU to purchase the Acquired Shares shall be binding to the Buyer on the date such MOU is approved by the Buyer's shareholders pursuant to the regulations of the SET. Hence, the Buyer shall procure to hold such meeting of the shareholders to consider and approve the acquisition of the Acquired Shares and the purchase price stipulated in the MOU to acquire the common shares of Grand U.

In addition, the Buyer must obtained an approval from the meeting of the shareholders as per Agenda 2 along with the approval of the increase of the Company's registered capital for the acquisition of the ordinary shares of Grand U as elaborated in Agenda 4.1 of the Notice of the Extraordinary General Meeting of the Shareholders number 1/2012.

Termination of the MOU In case that the Condition Precedent as above is not fulfilled, the MOU shall not be bound

Source of Fund : Source of fund for the acquisition of Grand U shall be from the

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		capital increase of the Company
Size of the Transaction	:	In accordance with the Notification of the Capital Market Supervisory Commission No. Tor Jor 20/2551 Re: The Acquisition and Disposition of Assets and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information Concerning The Acquisition and Disposition of Assets of Listed Companies B.E. 2547, the transaction size can be calculated as follows: 1. Value of the Total Consideration method represents the transaction size of 5.13% 2. Net profit after tax method represents the transaction size of 98.95% 3. Net tangible asset method represents the transaction size of 24.96%
Opinion of the Board of Directors	:	The Board of Directors unanimously resolved to approve the acquisition of all ordinary shares of Grand U and believed that the transaction will benefit the shareholders and the Company in the long run
Opinion of the Audit Committee and/or director which is different from the Board of Directors	:	-

1.2 <u>Information Memorandum on The Approval for The Acquisition of Common Shares and Warrants of GOLD and The Voluntary Tender Offer To Purchase All Securities of GOLD</u>

Date of The Agreement	:	September 7, 2012
Seller	:	Rock Key International Limited ("**RKIL**") and holders of GOLD's securities who express their intentions to sell such securities (the "**Seller**")
Buyer	:	Univentures Public Company Limited (the "**Buyers**")
Relationship of the Parties	:	The Buyer and RKIL are not related in any way that may be deemed as connected parties pursuant to the notification of Capital Market Supervisory Board No. Tor Jor 21/2551 Re: Rules on Connected transaction and the notification of the Board of Governor of the Stock Exchange of Thailand Re: Disclosures of Information and the Other Acts of Listed Companies Concerning Connected Transaction B.E. 2003
Property To Be Purchased and	:	- 281,316,464 common shares of GOLD and 108,479,551 units of warrants of GOLD from RKIL in accordance with the Sales and

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Purchase Agreement for the securities of GOLD through the Voluntary Tender Offer to purchase all securities of GOLD and;

- The Voluntary Tender Offer of all remaining securities of GOLD, which includes 852,831,260 common shares of GOLD and 395,586,104 units of warrants of GOLD

As of 30 June 2012, GOLD's registered capital is 16,382,133,790.00 Baht with the paid up capital of 11,341,477,240.00 Baht, divided into 1,134,147,724 shares with a par value of of 10 Baht per share. The financial position and operating result of GOLD can be summarized as follows:

Consolidated Financial Position as of June 30, 2012 (Million Baht) (Reviewed Consolidated Financial Statements)	**Consolidated Operating Result for 6 months period ended June 30, 2012 (Million Baht) (Reviewed Consolidated Financial Statements)**
Total Asset: 12,119.89	Total Revenue: 1,007.64
Liabilities: 5,734.38	Net Profit (Net Loss) of the Company: (185.81)
Total Equity of the Company: 6,676.36	

* Source: Financial Statement of GOLD for the 6 months period ending June 30, 2012

As of August 29, 2012 the Board of Directors of GOLD comprises of the following individuals:

Name	**Position**
Mr. Christopher Michael Delaney	Chairman of the Board and Acting Chief Financial Officer
Mr. Tasporn Guptarak	Director
Mr. Chan Bulakul	Director
Mr. Anake Kamolnate	Director
Mr. Somboon Wasinchutcawal*	Director
Mr. Prasong Thachasongtham	Independent Director and Chairman of the Audit Committee

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Name	Position
Mr. Rapeepat Suansilpong	Independent Director and Audit Committee Member
Mr. Surat Chiracharasporn	Independent Director and Audit Committee Member

* Appointed as a Director and as a Senior Executive Vice President of the Company on August 29, 2012, to replace the resigned Director, Mr. Nigel John Conrick

Type of Business : Leading real estate developer in Thailand known for the best and most innovative detached home and office building with advanced construction technology and value added design (Grade A market in CBD and vicinity) such as Sathorn Square Project, Rama 4 project, W Hotel Bangkok project, The Ascott Sathorn Bangkok and Sky Villas project, Mayfair Marriot Executive Apartments project, The Infinity Project, Panorama Golf and Country Club project, Golden Heritage project, Golden Nakara project, and Grand Monaca project.

Purchase Price :
- 5.50 Baht per share for all common shares of GOLD
- 2.50 Baht per unit for all warrants of GOLD

Benefits of the Transaction : The transaction shall support the strategic plan of the Company to become one of the leading real estate companies through the potentials of GOLD's assets, which can be leveraged from the Company's expertise in real estate development along with the solid capital base to further promote GOLD's growth. Such acquisition is believed to benefit the shareholders of the Company in the long run.

Value of the Transaction : The total value of 7,497,976,619.50 Baht comprises of 6,237,812,482 Baht for the acquisition of all common shares of GOLD and 1,260,164,137.50 Baht for the acquisition of all warrants of GOLD

Criteria used to determine the transaction value : The Purchase Price as agreed between the Buyer and RKIL and is as same as the tender offer price to all securities holders of GOLD. The Purchase Price will be settled in full at closing of the Voluntary Tender Offer. The date of the closing and the settlement method will be disclosed in the Form 247-4 Tender Offer Document

Major Conditions :
- The Company agrees to purchase and RKIL agrees to sell the securities stipulated in the Agreement to Purchase the Securities of GOLD whereby the Company will conduct Voluntary Tender Offer to purchase all securities of GOLD pursuant to the Notification of the Capital Market Supervisory Board No. Tor Jor 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeover
- In making such tender offer to purchase all securities of GOLD, the Buyer will stipulate a condition that the Buyer is entitled to cancel such tender offer to purchase all securities of GOLD in

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		case that, upon the completion of such tender offer, the Buyer is unable to purchase more than 50% of the total issued shares of GOLD
Conditions Precedent	:	- The Extraordinary General Meeting of the Shareholders No. 1/2012, which will be held on 17 October 2012, resolves to approve the acquisition of GOLD's securities along with other relevant matters with at least ¾ votes from the total voting rights of the shareholders who attend the meeting and are entitled to vote, excluding the portion of any conflicting shareholders - The Extraordinary General Meeting of the Shareholders No. 1/2012, which will be held on 17 October 2012, resolves to approve the capital increase of the Company along with the allocation of newly issued shares to repay bridge loan from financial institution(s) for the Voluntary Tender Offer to purchase all securities of GOLD - The Buyer successfully purchased more than 50% of the total issued shares of GOLD
Termination of The Agreement		The Agreement to Purchase the Securities of GOLD will terminate in the event that the terms and conditions stipulated under the Agreement to Purchase the Securities of GOLD are not completely fulfilled
Source of Fund	:	Source of fund for the acquisition of GOLD shall be from bridge loan from financial institution(s), which will be repaid through the capital increase of the Company. There are no terms and conditions that will impact any of the shareholders' rights.
Size of the Transaction	:	In accordance with the Notification of the Capital Market Supervisory Commission No. Tor Jor 20/2551 Re: The Acquisition and Disposition of Assets and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information Concerning The Acquisition and Disposition of Assets of Listed Companies B.E. 2547, the transaction size can be calculated as follows: 1. Value of the Total Consideration method represents the transaction size of 106.91% 2. Net profit after tax method cannot be applied due to negative earnings of GOLD 3. Net tangible asset method represents the transaction size of 340.22%
Opinion of the Board of Directors	:	The Board of Directors unanimously resolved to approve the acquisition of all ordinary shares and warrants of GOLD and believe that the transaction will benefit the shareholders and the Company in the long run

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Opinion of the Audit Committee and/or director which is different from the Board of Directors	: -

2. The statement relating to the responsibility of directors with respect to the information in documents sent to the shareholders

The Board of Directors are responsible for the accuracy of the information specified in this information memorandum and other documents distributed to the shareholders. In this regard, the Board of Directors has carefully verified the information in this information memorandum and other documents distributed to the shareholders and certified that there is no false statement and no material information which is required to be specified in the memorandum is neglected. Also, there is no statement which may cause misunderstanding to the shareholders.

3. Opinion of an independent expert (e.g. appraiser of assets)

Independent Financial Advisor Report

Please refer to the report of the independent financial advisor, which is attached along with the notice to the Extraordinary General Meeting of the Shareholders No. 1/2012 (Enclosure 5)

4. Liability

4.1 The total amount of debt instruments having been issued and those not having been issued

- None -

4.2 Details of liability of the Company as of June 30, 2012 and the liability to place assets as collateral

As of June 30, 2012, the Company has outstanding term loan of 2,179,520,531.75 Baht with the mortgaged land as collateral in full.

4.3 Other liability of the Company as of June 30, 2012 and the liability to place assets as collateral

As of June 30, 2012, the Company has other liabilities of 2,376,899,303.03 Baht, which included short term borrowings with mortgaged land as collateral totaling 695,300,000.00 Baht.

4.4 Liabilities to be incurred in the future

- The Company may incur indebtedness from a bridge financing from financial institution (s) for conducting the VTO for all securities of GOLD with the credit line of approximately 8,000 million Baht. The total outstanding of such liability is subject to the final result of the

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VTO for all securities of GOLD, which will be repaid by the capital increase of the Company.

- A subsidiary may incur indebtedness for a lawsuit that has been sued by an individual to request the subsidiary to demolish constructions and other obstructions on the servitude land and claiming compensation of 100,000 Baht per month from the date of the lawsuit on August 3, 2007, until the subsidiary demolishes the constructions and other obstructions on the land. Since November 3, 2007, the subsidiary has provided access to the plaintiff. The Court of Appeals issued a verdict for the Company to compensate in an amount of 50,000 Baht per month from the date of filing. Presently, the case is under consideration by the Supreme Court.

5. The Company's Information

5.1 Information relating to business operations and business trends of the Company and subsidiaries

Univentures Public Company Limited was founded and registered on August 13, 1980 under the name of Uni Thai Oxide Company Limited with the initial objectives to produce zinc oxide products for sales both internationally and domestically. The operation began in January 13, 1982 with 2 factories located in Prathumthani province.

On December 9, 1988, the Company was listed in the Stock Exchange of Thailand with its shares being traded. Consequently, the Company became a public company on March 31, 1994 and changed its name to Univentures Public Company Limited on June 2, 1995.

In addition to the production of zinc oxide, the Company has expanded its business into investment in real estate development. From 2001 till today, the Company has invested in potential real estate projects that face financial problems and/or incomplete projects through its subsidiaries or joint investments with business partners for the development of residential real estate projects for sale or rent including condominium, detached home, and townhouse. As a result of its shifting and expansion into investment in real estate development, the Company was approved by the Stock Exchange of Thailand to shift the business group from the Petrochemicals and Chemicals Sector to the Property Development Sectors on September 21, 2006.

The Company has adjusted its short term business plan. Given the composition of various businesses with various subsidiaries, the business structure is divided into business group namely Investment and Property Development, Zinc Oxide, Energy, and Others. During 2009 – 2011, there has been a restructuring in business investment in which the investment in property development has increased through subsidiaries while the investments in other businesses declined. Nonetheless, the Zinc Oxide business is still the secondary business that helps boost the revenue during the period when the real estate projects are under construction whereby the

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revenue cannot be recognized. As of December 31, 2011, the business structure of Univentures Group is as follows:

Subsidiaries

Company	Initials	Holding Percentage	Nature of Business
Lertrattakarn Co. Ltd. 57 Park Ventures Ecoplex, 22nd Floor, Witthayu Road, Lumpini, Pathumwan, BKK 10330 Tel: 0 2643 7100	*LRK*	100%	Investment and development of Park Ventures project for office and hotel rental incomes
Grand Unity Development Co. Ltd. 57 Park Ventures Ecoplex, 22nd Floor, Witthayu Road, Lumpini, Pathumwan, BKK 10330 Tel: 0 2643 7171	*Grand U*	*60%*	Development of real estate condominium projects for sale
Univentures Asset Management Co. Ltd. 57 Park Ventures Ecoplex, 22nd Floor, Witthayu Road, Lumpini, Pathumwan, BKK 10330 Tel: 0 2643 7100	*UVAM*	100%	Investment and asset management
Univentures Consulting Co. Ltd. 57 Park Ventures Ecoplex, 22nd Floor, Witthayu Road, Lumpini, Pathumwan, BKK 10330 Tel: 0 2643 7100	*UVC*	100%	Financial advisory and investment services

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Company	Initials	Holding Percentage	Nature of Business
Kinnaree Property Fund *989* Siam Tower 24th Floor, Rama I Road, Pathumwan, BKK 10330 Tel: 0 2659 8847	*KRF*	*98.88%*	Property Fund that invest through the acquisition or lease of real estate or investment in claims that are collateralized by real estate
Forward System Co. Ltd. 888/222-224 2nd Floor Mahathun Plaza, Ploenchit Road, Lumphini, Pathumwan, BKK 10330 Tel: 0 2643 7222	*FS*	100%	Authorized distributor of time recording machine and parking control system
Thai – Lysaght Co. Ltd. Head Office: 54 Moo 3 Tumbol Sam Bandit, Amphur Uthai, Ayutthaya 13201 Tel: 0 2643 7299 Branch Office: 3 Soi Paholyothin 90, Paholyothin Road, Prachatipat, Thanyaburi, Pathumthani 12130 Tel: 0 2998 9144	*TL*	*100%*	Sales of Zinc Oxide and other chemical products
ESCO Ventures Co. Ltd. 57 Park Ventures Ecoplex, 22nd Floor, Witthayu Road, Lumpini, Pathumwan, BKK 10330 Tel: 0 2643 7100	*EV*	79%	Investment of energy management business

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Indirect Subsidiaries

Company	Initials	Holding Percentage	Nature of Business
Grand U Living Co. Ltd.* 57 Park Ventures Ecoplex, 22nd Floor, Witthayu Road, Lumpini, Pathumwan, BKK 10330 Tel: 0 2643 7171	*GUL*	59.99%	Development of real estate condominium project for sale
Excellent Energy International Co. Ltd. 475 Siripinyo Building 12 Floor, Sri Ayutthaya Road, Phayathai, Rajthevi, BKK 10400 Tel: 0 2201 3466	EEI	25.13%	Advisory services on engineering management and energy conservation

Indirect Associate

<table>
<tr><th>Company</th><th>Initials</th><th>Holding Percentage</th><th>Nature of Business</th></tr>
<tr><td>Sahasinwattana Cogeneration Co. Ltd. (Held through ESCO Ventures Co. Ltd.) **
475 Siripinyo Building 12 Floor, Sri Ayutthaya Road, Phayathai, Rajthevi, BKK 10400
Tel: 0 2201 3466</td><td>SSC</td><td>15.80%</td><td rowspan="2">Sourcing and sale of energy for clients in industrial and commercial sectors</td></tr>
<tr><td>Sahasinwattana Bioenergy Co. Ltd. (Held through ESCO Ventures Co. Ltd.)**
475 Siripinyo Building 12 Floor, Sri Ayutthaya Road, Phayathai, Rajthevi, BKK 10400
Tel: 0 2201 3466</td><td>SSB</td><td>15.80%</td></tr>
</table>

Remarks : * Indirectly held through Grand Unity Development Co. Ltd. by 59.99
** Indirectly held through ESCO Ventures Co. Ltd. by 15.80

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The operations of each business group of the Company, namely real estate development business and the production and sale of zinc oxide business can be elaborated as follows:

Real Estate Development Business

In 2011, Grand Unity Development Co. Ltd. completed 2 of its condominium projects namely U Delight @ Huaykwang Station and U Delight @ Jatujak Station. Furthermore, the Company have launched 3 new projects, namely U Delight 2 @ Bangsue Station, U Delight Residence Pattanakarn – Thonglor, and U Delight 3 Prachachuen – Bangsue Station with an accumulated value for all projects of 4,072 million Baht and received good responses from our customers, especially for U Delight 2 @ Bangsue Station, which opened for sale in the 1st quarter and could conclude the sale within 2011. As for the other 2 projects, which were opened in the 4th quarter during the flood crisis period, the Company still managed to conclude the sale at an average of approximately 20 to 30 percent. Currently the Company has total sales of backlog condominium rooms at approximately 5,533 million Baht, and the condominium rooms in said projects will be transferred gradually for revenue realization beginning 2nd quarter of 2012 until the 4th quarter of 2013.

Park Ventures Ecoplex, a 34 story office building and hotel, is located at the Ploenchit-Witthayu Road Intersection under the development and management of Lertrattakarn Co. Ltd. The office area were completed in September 2011 with an occupancy rate for the office and retail zones of approximately 30 percent and 100 percent respectively despite the uncertainty of global economic and local political unrest. This demonstrates the competitiveness of the project including the hotel zone which was completed in April 2012 under The Okura Prestige Bangkok Hotel.

Production and Sales of Zinc Oxide Business

Thai-Lysaght Co. Ltd. produces and sells zinc oxide products under the “kiln” trademark. In 2011, the company changed its trademark into ZINC to modernize the image and better comprehension for the zinc oxide clients. Zinc oxide is used as the ingredients in various industries, which can be classified into 3 grades based on its purity and properties as follows:

Zinc Oxide (ZnO)	Purity	Industry Groups	Property of Zinc Oxide
White Seal	□ 99.50%	▪ High quality automotive tire industry ▪ Industrial paint	▪ Increased tensile strength and adhesion ▪ Anti-fungal

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Zinc Oxide (ZnO)	Purity	Industry Groups	Property of Zinc Oxide
		inside and out industry ▪ Feed industry	▪ Cure disease caused by fungi
		▪ Paint for the steel columns and steel industry	▪ Prevent rust
Red Seal	□ 99.00%	▪ Automotive tire industry	▪ Increased tensile strength and adhesion
Red Seal - R	□ 99.00%	▪ Automotive tire and rubber shoes industry ▪ Ceramic latex industry	▪ Increased tensile strength and adhesion ▪ Prevent the deterioration of latex

Zinc oxide is used as an ingredient in various industries includes automotive tire, animal feeds, cosmetics, and medicines in which automotive tires contributes approximately 65 percent of the total order of zinc oxide.

5.2 Summary of financial statements during the past 3 years and the present quarter, as well as the explanation and analysis of financial condition and operating result in the past year and the present quarter

Financial Statements Unit: Baht millions	For period ending 2009	For period ending 2010	For period ending 2011	For 6 months period ending	For 6 months period ending
As of	**31/12/2009**	**31/12/2010**	**31/12/2011**	**30/6/2011**	**30/6/2012**
Financial Positions					
Total Assets	3,763.65	4,965.58	6,871.98	6,624.09	7,013.14
Total Liabilities	1,625.43	2,884.23	4,639.33	4,293.66	4,556.41
Shareholders' Equity	1,897.68	1,799.20	1,812.05	1,983.58	1,966.59

(Translation)

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Financial Statements **Unit: Baht millions**	**For period ending 2009**	**For period ending 2010**	**For period ending 2011**	**For 6 months period ending**	**For 6 months period ending**
As of	**31/12/2009**	**31/12/2010**	**31/12/2011**	**30/6/2011**	**30/6/2012**
Total Issued and Paid Up Capital	764.77	764.77	764.77	764.77	764.77
Operating Results					
Revenue from sales and services	853.93	1,130.36	1,043.85	562.23	453.80
Revenue from sales of condominium units	463.09	1,139.37	2,544.87	1,007.19	1,489.16
Rental and services income	-	-	13.34	-	48.26
Income from lease financing	-	-	-	-	1,001.77
Other income	44.00	18.04	21.27	9.43	66.97
Total Income	**1,361.02**	**2,287.77**	**3,623.33**	**1,578.85**	**3,059.96**
Gross Profit	177.88	409.76	799.97	346.04	559.28
Net Profit (Company)	8.25	56.72	63.09	156.31	200.42
Basic Earnings Per Share (Baht per Share)	0.01	0.07	0.08	0.11	0.26
Cash Flows					
Cash flows from operation	(373.18)	14.70	(1,206.34)	(180.02)	(294.78)
Cash flows from investment	(615.43)	(1,009.71)	(432.32)	(1,168.43)	(171.24)
Cash flows from financing	577.16	696.43	1,695.39	1,400.13	501.04
Financial Ratios					
Gross profit margin (%)	13.51%	18.05%	22.21%	22.05%	18.69%
Net profit margin (%)	1.24%	4.90%	5.69%	9.90%	9.84%
Return on equity (%)	0.82%	5.31%	9.55%	14.17%	25.69%
Return on assets (%)	0.01%	2.57%	3.48%	5.33%	8.68%
Debt to equity (times)	0.11	0.36	1.12	0.96	1.29

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Management Discussion and Analysis (MD&A)

Income From Sales of Condominium Real Estate Units

Income from the sales of condominium units for the 6 months period ending June 30, 2012 totaling 1,489.16 million Baht increased from the same period by 481.97 million Baht from the revenue recognition of U Delight Condominium @ Huaykwang Station project, U Delight Condominium @ Jatujak Station project, and U Delight Condominium @ On-Nut Station project totaling 714 units as compared to the same period in 2011 of 483 units.

Income from the sales of condominium units as of December 31, 2011 was 2,545 million Baht, materially increases by 1,405.5 million Baht. In 2011, the Company increased its revenue recognition by 622 units from 2010 as a result of the revenue recognition of U Delight Condominium @ Huaykwang Station by 584 units and U Delight Condominium @ Jatujak Station by 652 units.

Income from the sales of condominium units as of December 31, 2010 was 1,139.37 million Baht, materially increased by 676.28 million Baht from the revenue recognition of U Sabai Condominium and U Delight Condominium at Bangsue Station.

Rental and Services Income from Office Building

Income from the office rental of Park Venture Ecoplex for the 6 months period ending June 30, 2012 totaling 48.26 million Baht resulted from renting out approximately 43 percent of the total leasable areas along with the tenants who entered into rental agreement and has paid the deposits but has yet to utilize the area of approximately 28 percent. Hence, the Company had rented out to office space by approximately 71 percent of the total leasable area by June 30, 2012.

2011 was the first year the that Company generated rental income from Park Venture Ecoplex, which is Grade A Office building along with 34 story hotel that was completed on September 2011 with 30 percent contracted, resulting in revenue recognition of approximately 13.3 million Baht.

Income from Zinc Oxide Business

Income from zinc oxide business for the 6 months period ending June 30, 2012 decreased by 103.7 million Baht from the same period last year due to the declining prices of goods in the global market, which aligned with the global decline in zinc price from 2011 by approximately USD 326 per ton.

The Company sold zinc oxide by 13,818 tons in 2011, declining from 2010 by 729 tons from the sale of 14,546 tons or approximately 5 percent. This was due to the flooding crisis in the 4th quarter of 2011 that caused the Company to temporary halt its production. Hence the income in 2011 decreased by 95.6 million Baht from 1,081.6 million Baht in 2010.

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Nonetheless, the Company presently resumes its normal course of production.

Income from the Long Term Lease Financing

For the 6 months period ending June 30, 2012, the Company realized one-time revenue from a long term lease financing for the hotel business amounting 1,001.77 million Baht

Gross Profit

The gross profit for the 6 months period ending June 30, 2012 increased by 213.24 million Baht from the same period last year due to an increase in the sale of condominium along with the one-time revenue recognition of the long term lease financing for the hotel business amounting 146.43 million Baht.

The gross profit for the year ending 2011 increased from 2010 by 390.2 million Baht from management's efficiency to complete the construction of the condominium projects earlier than scheduled.

The gross profit for the year ending 2010 increased from 2009 by 231.8 million Baht as the Company had an effective construction cost control mechanism with expedited construction period.

Net Profit

The net profit for the 6 months period ending 30 June 2012 increases by Baht 144.85 million from the same period last year due to an increase in the sale of condominium along with the one-time revenue recognition of the long term lease financing for the hotel business.

The net profit for the year ending 2011 increases from 2010 by Baht 94.1 million from an increase in net profit margin of residential real estate project despite the decreased in the zinc oxide margin.

The gross profit for the year ending 2010 increases from 2009 by Baht 48.4 million due to improved profit for the sale of condominium and effective construction cost control.

Assets

As of June 30, 2012, the total assets of the Company was 7,013.1 million Baht, which increased from 2011 by 141.1 million Baht mainly due to: (1) an increase in cash and cash equivalent by 35.0 million Baht, (2) the receivable from the claim by an insurance company due the flood crisis of 60.0 million Baht, and (3) an increase in invested property by 36.4 million Baht from additional interim work of Park Ventures Ecoplex.

As of December 31, 2011, the total assets of the Company was 6,872.0 million Baht, which increased from 2010 by 1,906.4 million Baht mainly due to: (1) an increase in the value of real estate development projects under construction of 1,266.2 million Baht, (2) a new zinc oxide production facility at Rojana Industrial Park, Ayutthaya province, amounting 200.0 million Baht, and (3) the assets in Park Ventures Ecoplex owned by the company amounting 210.0 million Baht.

As of December 31, 2010, the total assets of the Company increased from previous year by 1,349.5 million Baht mainly due to an increase in the value of condominium projects, which was developed under Grand Unity Development Co. Ltd. by 632.3 million Baht and an increase in the value of project under development namely Park Ventures amounting 1,109.1 million Baht.

Liabilities

As of June 30, 2012, the total liabilities decreased from year end 2011 by 82.9 million Baht from the reduction of advanced rental receivables from the related parties that was due within a year.

As of December 31, 2011, the total liabilities increased from year end 2010 by 1,755.1 million Baht from the short term borrowing of 314.2 million Baht and long term borrowing of 1,429.5 million Baht for the construction of Park Ventures project.

As of December 31, 2010, the total liabilities increased from year end 2009 by 1,258.8 million Baht from unearned revenue of rental income for Park Venture amounting 200.0 million Baht and long term borrowing from financial institutions for the development of condominium projects under Grand Unity Development Co. Ltd. of 286.5 million Baht.

Shareholders' Equity

As of June 30, 2012, the shareholders' equity of the Company increased from year end 2011 by 154.5 million Baht from the net profit after dividend payment of 45.9 million Baht.

As of December 31, 2011, the shareholders' equity of the Company increased from year end 2010 by 12.8 million Baht from the net profit after dividend payment of 38.2 million Baht.

As of December 31, 2010, the shareholders' equity of the Company decreased from year end 2009 by 98.5 million Baht due to an accounting impact of asset revaluation of 147.57 million Baht.

5.3 Financial projections in the present year (if any), including assumption on trade, economics, industry and review of the figures by a certified public auditor and opinion of an independent financial advisor that the projections have been carefully prepared

- None -

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5.4 List of the management and list of the first 10 shareholders as of the book closure date

As of September 24, 2012, the first 10 shareholders of the Company are as follows:

No.	Shareholders	No. of Shares	Holding Percentage (%)
1.	Adelfos Company Limited	440,434,326	57.59
2.	UOB KAY HIAN PRIVATE LIMITED	62,610,000	8.19
3.	Thai NVDR Company Limited	30,739,149	4.02
4.	AMERICAN INTERNATIONAL ASSURANCE COMPANY, LIMITED-TIGER	15,000,000	1.96
5.	Mr. Nares Ngamapichon	10,066,400	1.32
6.	Mr. Pichit Chinwitthayakul	6,400,000	0.84
7.	Mrs. Woraphan Jungsappaisarn	6,000,000	0.78
8.	Mrs. Paveena Pongsantichai	5,200,000	0.68
9.	Mr. Boonkiet Uasudkit	5,178,600	0.68
10.	Mrs. Kanittha Viriyaphol	5,000,000	0.65

Information from the Company

According to the Board of Directors registry as of April 26, 2012, the Company's Board of Directors comprises of 8 qualified directors, 2 of whom are Executive Directors and the remaining 6 are Non-Executive Directors as follows:

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Name - Surname			Position	Date of Appointment
1	Miss Potjanee	Thanavaranit	Chairman of the Board / Independent Director / Audit Committee	July 18, 2007
2	Mr. Thapana	Sirivadhanabhakdi	Vice Chairman	April 26, 2012
3	Mr. Panot	Sirivadhanabhakdi	Vice Chairman	April 26, 2012
4	Mr. Suwit	Chindasanguan	Independent Director / Chairman of the Audit Committee	October 24, 2003
5	Mr. Nararat	Limnararat	Independent Director / Audit Committee	December 16, 2005
6	Mr. Sithichai	Chaikriengkrai	Director	July 18, 2007
7	Mrs. Ornruedi	Na-Ranong	Director / President	May 24, 2000
8	Mr. Thanapol	Sirithanachai	Director / Managing Director	June 10, 2003

Remarks:
- Mr. Alongkorn Prathanrasnikorn is the secretary of the Board of Directors
- In the 2011 Annual General Meeting of the Shareholders held on 30 March 2011, the meeting resolved to approve Ms. Potjanee Thanavaranit, Mr. Nararat Limnararat, Mr. Panot Sirivadhanabhakdi to continue being the directors for another period
- In 2011, there are a total of 5 Board of Directors' meetings
- Mr. Thapana Sirivadhanabhakdi and Mr. Panot Sirivadhanabhakdi are the directors of the Company since July 18, 2007

5.5 Other information that may materially affect the decision of investors (if any)

- None –

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6 The opinion of the Board of Directors of the Company relating to the sufficiency of cash flow. Where cash flow is not sufficient, the source of funds to resolve the situation shall also be included

The Company's Board of Directors viewed that the source of fund as aforementioned under the section "Source of Fund" is sufficient for the acquisition of Grand U and GOLD and does not impact both the operation and working capital of the Company. In addition, the Company has already obtained an approved credit line from a financial institution to conduct the voluntary tender offer for all securities of GOLD. The Company will repay such financing by the capital increase of the Company.

Nonetheless, the Company's Board of Directors believe that the capital increase of the Company will be successful since the capital increase is through the allocation of newly issued ordinary shares to the existing shareholders of the Company according to their rights (Right Offering). If there are shares remaining from the first round of allocation, the Company will allocate the remaining shares to existing shareholders who express their intention to subscribe for shares in excess of their shareholding ration, until all outstanding shares are sold or until no shareholders express their intention to subscribe for such shares. If there are still shares remaining from the allocation to the shareholders from the Right Offering, the Company will offer such shares to specific persons in a Private Placement.

7 Pending material lawsuits or claims

A subsidiary has been sued by an individual to request the subsidiary to demolish constructions and other obstructions on the servitude land and claiming compensation of 100,000 Baht per month from the date of the lawsuit on August 3, 2007, until the subsidiary demolishes the constructions and other obstructions on the land. Since November 3, 2007, the subsidiary has provided access to the plaintiff. The Court of Appeals issued a verdict for the Company to compensate in an amount of 50,000 Baht per month from the date of filing. Presently, the case is under consideration by the Supreme Court.

Nonetheless, the aforementioned pending lawsuit does not negatively impact the assets of the Company or its subsidiaries and does not exceed 5% of the shareholders' equity of the Company as of the end of the latest fiscal period. In addition, the Company does not have any pending lawsuits that materially impact the Company's operation and does not have any lawsuit that arises from the normal course of operation of the Company.

8 Interests or connected transactions between the listed company and directors, management and shareholders directly or indirectly holding shares amounting to 10 percent to more, including the nature of the transaction or the interests

As of June 30, 2012, the Company has a connected transaction with persons who may have a conflict of interest as follows:

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(1) The Company provided short-term loans to affiliates (Unit: Thousand Baht)

Affiliates	Relation to the Company	Interest Rate (%)	As of 31 Dec 2011	As of 30 Jun 2012
Excellent Energy International Co. Ltd.	Affiliate	9	8,000	6,500
Sahasinwattana Cogeneration Co. Ltd.	Affiliate of a subsidiary	8	740	740

(2) The Company has earned interest from affiliates (Unit: Thousand Baht)

Affiliates	Relation to the Company	Interest Receivables in 2010	Interest Receivables in 2010	Interest Receivables For the 6 Months Period ending 30 Jun 2012
Excellent Energy International Co. Ltd.	Affiliate	463	885	324
Sahasinwattana Cogeneration Co. Ltd.	Affiliate of a subsidiary	49	59	29

(3) Interest Receivable Owed to the Company by Affiliates (Unit: Thousand Baht)

Affiliates	Relation to the Company	Accrued Interest Income in 2010	Accrued Interest Income in 2010	Interest Receivables For the 6 Months Period ending 30 Jun 2012
Excellent Energy International Co. Ltd.	Affiliate	277	714	949
Sahasinwattana Cogeneration Co. Ltd.	Affiliate of a subsidiary	128	187	217

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Significant agreements with related parties

Agreement for leasing space

In December 2011, Lertrattakarn Co., Ltd., a subsidiary (lessor), entered into an agreement and memorandum with TCC Luxury Hotels and Resort Co., Ltd. (lessee) to lease a space for the operation of a hotel business for 30 years period. The subsidiary will receive remuneration of 1,476 million Baht and the service fee is to be agreed in accordance with the terms of the agreement. The subsidiary fully received the remuneration and presented it as rental received in advance from related party under current liabilities and non-current liabilities in the consolidated statements of financial position.

During the 2nd quarter of 2012, the Company has delivered the lease space to tenant.

Agreement on Project Management and Construction Control of the Hotel (the "Contract")

In 2010, Lertrattakarn Co.,Ltd. entered into the Contract with TCC Luxury Hotels and Resort Co., Ltd. with project management and construction control fee at 13 million Baht. The payments were billed in proportion to the stage of completed work. Under the Contract, the work was scheduled to complete by March 1, 2012. However, both parties agreed to extend the period until April 17, 2012. Presently, such Project Management Agreement was completed and concluded.

Policy or Tendency to Make Further Connected Transactions

The connected transactions, which has occurred and may occur in the future shall be of the normal course of business transaction without transferring any interest between the Company, subsidiaries and persons who may have conflicts. The Company will assign the audit committee to review and provide the opinion in relation to the appropriate price and making such transaction. In addition, strictly disclosure, classification, value and rational behind making such transaction shall be made to the shareholders according to the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand. This is to ensure that the benefits of the shareholders and stakeholders are fairly and equally taken under the policy of the good corporate governance.

9 Summaries of material contracts during the past 2 years

All contracts that the Company entered into were the normal course of business of the Company and were at arm's length basis. Significant agreements with non-related parties were as follows:

Transfer rights and debts under lease agreement

In 2010, Univentures Asset Management Co., Ltd., a subsidiary, entered into a transfer of rights, debts, and responsibilities under lease agreement with the landlord and lease-right holder to lease land and structures on Wireless Road thereon for a period of 4.5 years. Total lease payment amounted to 20.02 million Baht.

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Land lease agreement

A subsidiary entered into a land lease agreement and land utility permission agreement with a landlord, for project development, in order to construct a building to operate a hotel and/or serviced apartment and/or partially as department store. The construction period is 4 years and the lease term is 30 years, commencing on September 6, 2011. The subsidiary has to comply with the rules and conditions stated in the agreement. The lease land is used for the development of Park Ventures Ecoplex project.

As specify in the agreement, the subsidiary paid an up-front fee of 437 million Baht. Annual lease payment totaling 950 million Baht will be payable as follows:

Lease Term	**Lease Payment (Million Baht)**
Year 1 to 5	123.0
Year 6 to 10	135.3
Year 11 to 15	148.8
Year 16 to 20	163.7
Year 21 to 25	180.1
Year 26 to 29	158.5
Year 30	40.6
Total Lease Payment	**950.0**

10 Proxy form with at least one name of a member of the Audit Committee being nominated as shareholder’s proxy

As presented in Enclosure 7 and 9

Report of Independent Financial Advisor's Opinion

Please refer to the report of the Independent Financial Advisor regarding the acquisition of all ordinary shares of Grand Unity Development Co. Ltd. And the voluntary tender offer of Golden Land Property Development Public Company Limited as attached along with this Notice to the Extraordinary General Meeting of the Shareholders No. 1/2012

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Report on Capital Increase
Univentures Public Company Limited
September 7, 2012

We, Univentures Public Company Limited (the "**Company**"), with its registered office at 57 Park Ventures Ecoplex, 22nd Floor, Wireless Road, Lumpini Subdistrict, Prathumwan District, Bangkok, hereby report the resolution of the Board of Directors' Meeting No. 6/2012 held on September 7, 2012, in regard to a capital increase and the allocation of shares for the capital increase, as follows:

1. Capital Increase

The Board of Directors' Meeting resolved to approve the increase of the Company's registered capital by: (1) an amount of 264,000,000 Baht, from the former registered capital of 764,770,615 Baht to 1,028,770,615 Baht, by issuing 264,000,000 new ordinary shares, at a par value of 1 Baht, totaling 264,000,000 Baht, to support an acquisition of an the ordinary shares of Grand Unity Development Company Limited ("**Grand U**"); and (2) an amount of 3,016,000,000 Baht, from the former registered capital of 764,770,615 Baht to 3,780,770,615 Baht, by issuing 3,016,000,000 newly issued ordinary shares, at a par value of 1 Baht, totaling 3,016,000,000 Baht, to repay a loan from a financial institution from which the Company will use to settle for the Company's Voluntary Tender Offer for all securities of Golden Land Development Public Company Limited ("GOLD"). Details of the capital increase are set out below:

Type of Capital Increase	Type of Share	Number of Share	Par Value (Baht/Share)	Total (in Baht)
☑ Specifying the purpose of utilizing proceeds	Ordinary	3,280,000,000	1	3,280,000,000
• For the acquisition of ordinary shares of Grand U	Ordinary	264,000,000	1	264,000,000
• For Voluntary Tender Offer	Ordinary	3,016,000,000	1	3,016,000,000
☐ General Mandate	-	-	-	-

2. Allocation of Capital Increase Shares

The Board of Directors' Meeting resolved to approve the allocation of the Capital Increase shares as follows: (1) not exceeding 264,000,000 shares, at a par value of 1 Baht, totaling 264,000,000 Baht, in order to support an acquisition of the ordinary shares of Grand U; and (2) no more than 3,016,000,000 shares, at a par value of 1 baht, totaling 3,016,000,000 baht, for the Voluntary Tender Offer for all securities of GOLD, as detailed below:

2.1 Specifying the purpose of utilizing proceeds

Allotted to	Number of Shares (shares)	Ratio (old:new)	Sale Price (Baht/Share)	Subscription and Payment Period	Note
• For an acquisition of the ordinary shares of Grand U					
(1) Existing shareholders according to their rights (Rights Offering)	Up to 264,000,000 shares	Please see Note 1.	To be determined later but no less than 2.5 Baht per share. Please see Note 1.	To be determined later. Please see Note 1.	Please see Note 2.
(2) Specific persons (Private Placement)	The remaining share outstanding from the allocation to shareholders through a rights offering, as stated in (1).	-	The offering price will be determined by a survey on the demand of institutional investors at different prices (Bookbuild), but will not be lower than the offering price of the Company's ordinary shares offered to existing shareholders of the Company according to their rights.	To be determined later. Please see Note 1.	Please see Note 3.
• For the Voluntary Tender Offer					
(1) Existing shareholders according to their rights (Rights Offering)	Up to-3,016,000,000 shares	To be determined later. Please see Note 1.	To be determined later but no later than 2.5 Baht per share. Please see Note 1.	To be determined later. Please see Note 1.	Please see Note 2.

Allotted to	Number of Shares (shares)	Ratio (old:new)	Sale Price (Baht/Share)	Subscription and Payment Period	Note
(2) Specific persons (Private Placement)	The remaining share outstanding from the allocation to shareholders according to their rights, as stated in (1).	-	The offering price will be determined by a survey on the demand of institutional investors at different prices (Bookbuild), but will not be lower than the offering price of the Company's ordinary shares offered to existing shareholders of the Company according to their rights.	To be determined later. Please see Note 1.	Please see Note 3 and 4.

<u>Note 1</u> The Company's Executive Board or President and Managing Director are authorized to determine the subscription ratio and the final offering price. The final subscription ratio and final offering price will be announced through the Stock Exchange of Thailand and on the Company's website at www.univentures.co.th after the end of the Voluntary Tender Offer period.

The Company's Executive Board or President and Managing Director are also authorized to stipulate any additional details in respect of the allocation of the newly issued shares for the capital increase, as stated in (1) and (2) above: such as (1) whether a single allocation or series of allocations, the offer period, the record date, the date for determining the list of shareholders who are entitled to buy the allotted shares, the offering price, the terms of payment, the conditions and other details with regard to the allocation of the newly issued ordinary shares for the capital increase; (2) to negotiate, enter into, and execute documents and agreements regarding the allocation of the newly issued ordinary shares for the capital increase, as well as to carry on any matters in relation to the allocation of the newly issued ordinary shares for the capital increase, and to appoint a securities company to be an underwriter of the Company's securities; and (3) to sign a request for approval, a dispensation, and evidence required for and relevant to the allocation of the new ordinary shares for the capital increase, as well as to contact and file a request for approval or dispensation with the government authorities or related organizations, and to arrange for the newly issued ordinary shares for the capital increase to be listed on the Stock Exchange of Thailand, and to have the authority to perform any matters which are reasonable and required in respect of the allocation of the newly issued ordinary shares for the capital increase.

Note 2 In regard to the allocation of the newly issued ordinary shares for the capital increase to the Company's existing shareholders according to their rights, if there are shares remaining from this allocation, the Company will allocate the remaining shares to existing shareholders who express their intention to subscribe for shares in excess of their shareholding ratio, until all outstanding shares are sold, or until there is no other shareholders who wish to subscribe for such shares.

If there are still shares remaining from the shareholders as stated in Note 1, the Company will offer such shares in a private placement, as stated in Note 2.

Note 3 "Specific persons" means specific persons as defined in Clause 24 of the Notification of the Capital Market Supervisory Board No. TorJor 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares (as amended), under which such persons will not be deemed as a related party to the Company.

Note 4 "Offering Price" means price based on the analysis comparing the demand and supply of newly issued shares of the Company from a survey of the demand of institutional investors at different prices (Bookbuild) carried out by the underwriter, and based on the advice of the underwriters and on the conditions of the capital market at the time. The Bookbuild price is a market price according to the Notification of the Office of the Securities and Exchange Commission No. SorJor. 39/2551 Re: The Calculation of Offering Price and the Determination of Market Price for the Consideration of the Offering of New Shares at a Low Price dated December 24, 2008

2.1.1 Action to be taken by the Company when there are fractions of shares

Any fractions of shares shall be disregarded.

3. Schedule for the extraordinary shareholders' meeting for approving the capital increase and the allocation of newly issued shares for the capital increase, and schedule for determining the list of existing shareholders who are entitled to subscribe for the shares and receive the allotment of the newly issued shares for the capital increase, according to their rights

The Board of Directors' Meeting resolved to schedule Extraordinary General Meeting of the Shareholders No. 1/2012 on October 17, 2012, at 9 a.m., at Victor Room 2-3, Victor Club, 8th Floor, Park Ventures Ecoplex, located at No. 57 Wireless Road, Lumpini Subdistrict, Prathumwan District, Bangkok 10330, and to determine the list of shareholders who are entitled to attend the Extraordinary General Meeting of the Shareholders No. 1/2012 (the Record Date), to be held on September 21, 2012, and to determine the list of securities holders pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closing the share register book on September 24, 2012.

4. Approval of the capital increase/share allotment by relevant governmental authorities and related conditions (if any)

4.1 The Company will register an increase of its registered capital and paid-up capital with the Department of Business Development, Ministry of Commerce.

4.2 The Company will request the approval of the Stock Exchange of Thailand for the newly issued ordinary shares for the capital increase to be listed.

5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

The Company intends to increase its capital and to utilize the proceeds received from the offering of its newly issued ordinary shares for the capital increase, as detailed below:

1) For the acquisition of the ordinary shares of Grand U held by two shareholders namely L.P.N. Development Public Company Limited and Yaowawong Holding Company Limited, for the benefit of the plan to expand the business of Grand U and to continuously generate income for the Company.
2) For repaying a loan from a financial institution that will be utilized for the Voluntary Tender Offering to purchase for all securities of GOLD.
3) The proceeds in excess of the utilization in (1) and (2) will be utilized in the Company's business operation and/or as working capital.

6. Benefits which the Company will receive from the capital increase and allotment of newly issued shares for the capital increase

The capital increase and the allotment of newly issued shares for the capital increase will allow the Company to expand its business and strengthen the long-term sustainability of the Company.

7. Benefits which the shareholders will receive from the capital increase and allotment of newly issued shares for the capital increase

7.1 Dividend Policy

The Company has a policy of distributing dividends of at least 50% of net profit after taxes and reserves as set out in the consolidated financial statements. Nonetheless, the dividend payment is subject to future investment plan and necessity as deemed appropriate.

7.2 Subscribers for the newly issued shares for the capital increase are entitled to receive a dividend after being registered as a shareholder of the Company.

7.3 Other

- None -

8. Other details necessary for shareholders to approve the allotment of the newly issued shares for the capital increase

-None-

9. Schedule of actions that the Board of Directors of the Company will take to pass a resolution approving the capital increase or allotment of newly issued shares for the capital increase

No.	Schedule	Month / Date / Year
1	Board of Directors' Meeting No. 6/2012	September 7, 2012
2	Date for determining the list of shareholders who are entitled to attend Extraordinary General Meeting of the Shareholders No. 1/2012 (the Record Date)	September 21, 2012
3	Date for determining the list of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 B.E. (as amended) by closing the share register book	September 24, 2012
4	Extraordinary General Meeting of the Shareholders No. 1/2012	October 17, 2012
5	Registering the resolution to increase the registered capital with the Department of Business Development, Ministry of Commerce	Within 14 days of the date on which the shareholders' meeting passes the resolution

The Company certifies that the information stated in this form is correct and complete in all respects.

Please be informed accordingly.

Sincerely yours

....

(Mrs. Ornruedi Na-Ranong)

President

Enclosure 7

Duty Stamp 20 Baht

Proxy Form A

Made at ………………………………………………………………………

Date ………… Month……… Year……..

(1) I/We ……………………………………………………………………………………Nationality……………………
Residing at No……………………….Road…………………………………..Tambon/Khwaeng………………………….
Amphur/Khet…………………………………Province ……………………………. Postalcode…….…………………..

(2) Being a shareholder of Univentures Public Company Limited, holding the total amount of…………. share(s) and having voting rights equivalent to…………………………..vote(s) as follows:

Ordinary share……………………….share(s), having voting rights equivalent to……………………………..vote(s)
Preferred share………………………share(s), having voting rights equivalent to……………………………..vote(s)

(3) Hereby authorize

1. Name ______________ Age ______ years, Residing at No ______
Road ______________ Tambon/Khwaeng ______________
Amphur/Khet ______________ Province ______________ Postalcode ______________

2. Name ______________ Age ______ years, Residing at No. ______
Road ______________ Tambon/Khwaeng ______________
Amphur/Khet ______________ Province ______________ Postalcode ______________

3. Name ______________ Age ______ years, Residing at No. ______
Road ______________ Tambon/Khwaeng ______________
Amphur/Khet ______________ Province ______________ Postalcode ______________

Anyone of the above as my/our proxy holder to attend and vote on my behalf the Extraordinary General Meeting of shareholders No. 1/2012 be held on Wednesday 17th October 2012 at 9:00 a.m. at Victor Rooms II–III, Victor Club, 8th floor, Park Ventures Ecoplex No. 57 Wireless Road, Lumpini, Patumwan, Bangkok 10330, or on any date and at any postponement thereof.

Any business carried on by the proxy in the said meeting, shall be deemed as having been carried out by myself in all respects

Signed ______________ Grantor
(……………………………………………………)

Signed ______________ Proxy
(……………………………………………………)

Signed ______________ Proxy
(……………………………………………………)

Signed ______________ Proxy
(……………………………………………………)

Note:
A Shareholder must authorize only one proxy to attend the meeting and cast votes
He/she cannot divide the number of shares to allow several proxies to cast their votes in different ways

Duty
Stamps
20 Baht

PROXY Form B

Made at……………………………………………………………
Date........Month ………… Year………..

(1) I/we .... Nationality................................
Residing at no. ....

(2) Being a shareholder of Univentures Public Company Limited, holding the total amount of..............share(s) and having voting rights equivalent to...........................vote(s), the details of which are as follows:

ordinary share ....share(s) and have the rights to vote equal to..............vote(s)
preference share......................share(s) and have the rights to vote equal to..............vote(s)

(3) Hereby authorize
1. Name...Age............years, Residing at No................
Road.. Tambon/Khwaeng..
Amphur/Khet ....Province .... Postalcode............

2. Name...Age............years, Residing at No................
Road.. Tambon/Khwaeng..
Amphur/Khet ....Province .... Postalcode............

3. Name...Age............years, Residing at No................
Road.. Tambon/Khwaeng..
Amphur/Khet ....Province .... Postalcode............

Anyone of the above as my/our proxy holder to attend and vote on my behalf the Extraordinary General Meeting of shareholders No. 1/2012 be held on Wednesday 17th October 2012 at 9:00 a.m. at Victor Rooms II–III, Victor Club, 8th floor, Park Ventures Ecoplex No. 57 Wireless Road, Lumpini, Patumwan, Bangkok 10330, or on any date and at any postponement thereof.

(4) I/we hereby authorize the proxy holder to vote on my behalf at this meeting as follows:

Agenda 1 To consider and approve the Minutes of the Annual General Meeting for 2012, which was held on April 26, 2012.

☐ The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
☐ The proxy holder shall vote in accordance with my wish as follows:
☐ Approve ☐ Disapprove ☐ Abstain

Agenda 2 To consider and approve the acquisition of 24,000,000 ordinary shares of Grand Unity Development Company Limited from L.P.N. Development Public Company Limited and from Yaowawong Holding Company Limited, which is deemed as the transaction involving the acquisition of asset of the Company pursuant to the Notification on Asset Acquisition and Disposition.

☐ The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
☐ The proxy holder shall vote in accordance with my wish as follows:
☐ Approve ☐ Disapprove ☐ Abstain

Agenda 3 To consider and approve the Voluntary Tender Offering for all securities of Golden Land Property Development Public Company Limited, which is deemed as the transaction involving the acquisition of assets of the Company pursuant to the Notification on Asset Acquisition and Disposition.

☐ The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 4 To consider and approve the increase of the Company's registered capital:

4.1 To consider and approve the increase of the Company's registered capital for the acquisition of the ordinary shares of Grand Unity Development Company Limited:

4.1.1 To consider and approve the increase of the Company's registered capital; and

☐ The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

4.1.2 To consider and approve the allocation of the newly issued ordinary shares for the capital increase of the Company.

☐ The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

4.2 To consider and approve the increase of the Company's registered capital for the Voluntary Tender Offer for all shares of Golden Land Property Development Public Company Limited:

4.2.1 To consider and approve the increase of the Company's registered capital; and

☐ The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

4.2.2 To consider and approve the allocation of the newly issued ordinary shares for the capital increase of the Company.

☐ The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

4.3 To consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company to be consistent with the increase of the Company's registered capital.

☐ The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 5 To consider any other matters (if any).

☐ The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

(5) Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting as a shareholder.

(6) In case I/we have not declared a voting intention in any agenda or my/our determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agendum specified above, including the case that there is any amendment, modification or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

Any business carried on by the proxy holder in the said meeting, except the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

Signed .... Grantor
(..)

Signed .... Proxy
(..)

Signed .... Proxy
(..)

Signed .... Proxy
(..)

Note:

1 A shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.

2 In case that there any further agenda apart from specified above brought into consideration in the meeting, the proxy holder may use the Annex attached to Proxy Form B.

Annex attached to the Proxy Form B

The Proxy of the Shareholder of Univentures Public Company Limited

At the Extraordinary General Meeting of shareholders No. 1/2012 be held on Wednesday 17th October 2012 at 9:00 a.m. at Victor Rooms II–III, Victor Club, 8th floor, Park Ventures Ecoplex No. 57 Wireless Road, Lumpini, Patumwan, Bangkok 10330, or on any date and at any postponement thereof.

Agenda...........Subject...

☐ The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda...........Subject...

☐ The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda...........Subject...

☐ The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda...........Subject...

☐ The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Duty Stamps
20 Baht

PROXY Form C

(For foreign shareholders who have custodian in Thailand only)

Written at……………………………………………………………
Date……… Month ……….. Year ………

(1) I/we ____________________, Nationality ____________
Residing at no. ____
____

As being the custodian of ………………………………………………………………………………being a shareholder of Univentures Public Company Limited, holding the total amount of ____________share(s) and having voting rights equivalent to______________vote(s), the details of which are as follows:

ordinary share ______________share(s) and have the rights to vote equal to ___________vote(s)
preference share______________share(s) and have the rights to vote equal to ___________vote(s)

(2) Hereby authorize
1. Name______________________Age__________years, Residing at No.___________
Road________________ Tambon/Khwaeng________________________
Amphur/Khet ________________Province ______________ Postalcode__________

2. Name______________________Age__________years, Residing at No.___________
Road________________ Tambon/Khwaeng________________________
Amphur/Khet ________________Province ______________ Postalcode__________

3. Name______________________Age__________years, Residing at No.___________
Road________________ Tambon/Khwaeng________________________
Amphur/Khet ________________Province ______________ Postalcode__________

Anyone of the above as my/our proxy holder to attend and vote on my behalf the Extraordinary General Meeting of shareholders No. 1/2012 be held on Wednesday 17th October 2012 at 9:00 a.m. at Victor Rooms II–III, Victor Club, 8th floor, Park Ventures Ecoplex No. 57 Wireless Road, Lumpini, Patumwan, Bangkok 10330, or on any date and at any postponement thereof.

(3) I/we authorize the proxy holder to attend the meeting and vote are as follows:
☐ Grant proxy the total amount of shares holding and entitled to vote
☐ Grant partial shares of
☐ Ordinary share……………………share(s), having voting rights equivalent to………………..vote(s)
☐ Preferred share……………………share(s), having voting rights equivalent to………………..vote(s)
Total voting rights……………………vote(s)

(4) I/we hereby authorize the proxy holder to vote on my behalf at this meeting as follows:

Agenda 1 To consider and approve the Minutes of the Annual General Meeting for 2012, which was held on April 26, 2012.
☐ The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
☐ The proxy holder shall vote in accordance with my wish as follows:
☐ Approve ☐ Disapprove ☐ Abstain

Agenda 2 To consider and approve the acquisition of 24,000,000 ordinary shares of Grand Unity Development Company Limited from L.P.N. Development Public Company Limited and from Yaowawong Holding Company Limited, which is deemed as the transaction involving the acquisition of asset of the Company pursuant to the Notification on Asset Acquisition and Disposition.

☐ The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 3 To consider and approve the Voluntary Tender Offering for all securities of Golden Land Property Development Public Company Limited, which is deemed as the transaction involving the acquisition of assets of the Company pursuant to the Notification on Asset Acquisition and Disposition.

☐ The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 4 To consider and approve the increase of the Company's registered capital:

4.1 To consider and approve the increase of the Company's registered capital for the acquisition of the ordinary shares of Grand Unity Development Company Limited:

4.1.1 To consider and approve the increase of the Company's registered capital; and

☐ The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

4.1.2 To consider and approve the allocation of the newly issued ordinary shares For the capital increase of the Company.

☐ The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

4.2 To consider and approve the increase of the Company's registered capital for the Voluntary Tender Offer for all shares of Golden Land Property Development Public Company Limited:

4.2.1 To consider and approve the increase of the Company's registered capital; and

☐ The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

4.2.2 To consider and approve the allocation of the newly issued ordinary shares for the capital increase of the Company.

☐ The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

4.3 To consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company to be consistent with the increase of the Company's registered capital.

☐ The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 5 To consider any other matters (if any).

☐ The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

(5) Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting as a shareholder.

(6) In case I/we have not declared a voting intention in any agenda or my/our determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agendum specified above, including the case that there is any amendment, modification or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

Any business carried on by the proxy holder in the said meeting, except the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

Signed .... Grantor

(……………………………………………………)

Signed .... Proxy

(……………………………………………………)

Signed .... Proxy

(……………………………………………………)

Signed .... Proxy

(……………………………………………………)

Note:

1 This Proxy Form C only use for shareholders whose names appearing in the foreign investors registration and he/she appointed a custodian in Thailand to be responsible for safeguarding shares only

2 Document and evidences to be enclosed with the proxy form are:

(1) Power of attorney from the shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder

(2) Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian

3 A shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes

4 In case that there any further agenda apart from specified above brought into consideration in the meeting, the proxy holder may use the Annex attached to Proxy Form C.

Annex attached to the Proxy Form C

The Proxy of the Shareholder of Univentures Public Company Limited

At the Extraordinary General Meeting of shareholders No. 1/2012 which will be held on Wednesday 17th October 2012 at 9:00 hours at Victor Rooms II–III, Victor Club, 8th floor, Park Ventures Ecoplex No. 57 Wireless Road, Lumpini, Patumwan, Bangkok 10330, or on any date and at any postponement thereof.

Agenda...........**Subject**...
- ☐ The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ The proxy holder shall vote in accordance with my wish as follows:
  ☐ Approve ☐ Disapprove ☐ Abstain

Agenda...........**Subject**...
- ☐ The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ The proxy holder shall vote in accordance with my wish as follows:
  ☐ Approve ☐ Disapprove ☐ Abstain

Agenda...........**Subject**...
- ☐ The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ The proxy holder shall vote in accordance with my wish as follows:
  ☐ Approve ☐ Disapprove ☐ Abstain

Agenda...........**Subject**...
- ☐ The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ The proxy holder shall vote in accordance with my wish as follows:
  ☐ Approve ☐ Disapprove ☐ Abstain

Articles of Association of the Company Relating to the Shareholders' Meeting

The Shareholders Meeting

Article 29. The Board of Directors shall organize a shareholders meeting to be held as an annual general meeting within 4 months from the end of each fiscal year of the Company.

All other shareholders meetings, apart from the aforesaid meeting, shall be called extraordinary meetings. The Board of Directors may summon an extraordinary meeting of shareholders at any time it deems appropriate or the shareholders holding not less than 25 shareholders holding not less than one-tenth of the aggregate of the shares distributed, may at any time request in writing to the Board of Directors for summoning an extraordinary meeting, provided that the reasons for summoning such meeting be clearly stated in such request. In such event, the Board of Directors must organize a shareholders meeting to be held within 1 month from the date of the receipt of the request from the shareholders.

Article 30. To summon a shareholders meeting, the Board of Directors shall prepare a notice thereof specifying the place, the day and time, the agenda and the matters to be proposed at the meeting by clearly describing those matters which are to be proposed for acknowledgement, approval or consideration, including the submission of any comments by the Board of Directors on such matters (if any), together with any relevant details as may be reasonable. Such notice shall be sent to the shareholders and the Registrar not later than 7 days prior to the date of such meeting and published by newspapers for 3 consecutive days not later than 3 days prior to the date of the meeting.

Article 31. A shareholder may appoint any person as his proxy to attend the meeting and vote on his behalf, such proxy shall be made in the form designated by the Registrar and submitted to the Chairman or other person designated by the Chairman at the place of the meeting before the proxy attends the meeting.

Article 32. Not less than 25 shareholders present in persons or represented by proxies or not less than one-half of the total shareholders, whichever is less, holding not less than one-third of the aggregate of the shares distributed must be present at a shareholders meeting to form a quorum.

If, within an hour from the time appointed for any shareholders meeting, the quorum is not present as prescribed, the meeting, if summoned upon the requisition of shareholders, shall be dissolved. If such meeting had not been summoned upon the requisition of the shareholders, another meeting shall be summoned and a notice of such meeting shall be sent to the shareholders not less than 7 days prior to the date of the meeting. At such meeting, no quorum shall be necessary.

Article 33. The Chairman of the Board shall be the Chairman of the meeting. In the case of absence or incapability of the Chairman of the Board, if there is a Vice-Chairman of the Board, the Vice-Chairman of the Board shall be the Chairman of the meeting. In the absence or incapability of the Vice-Chairman of the Board, the meeting shall elect a shareholder to be chairman of the meeting.

Article 34. The shareholders' resolution shall be made from the shareholders' voting right as the following terms and conditions:

(1) In a case of normal agendas, the shareholders' resolution shall be made from the approval of the majority shareholders who attend the meeting and having the voting right for such agendas. However, if the proportion of shareholders' approval is equal to 50 percent, the Chairman of such meeting shall have the right to make a casting vote for such agenda.

(2) For the following agendas, the shareholders' approval must not be less than 3/4 of the total attended shareholders who have the right to vote for such agendas

- (a) The amendment of Company's Article of Association, Memorandum of Association, Capital Increase/ Decrease, the Issuance of Convertible Debenture, Mergers and Acquisition, Liquidation, and the other cases as stated by law to have the approval of 3/4 of the total attended shareholders who have the right to vote for such agendas.
- (b) The Selling or Disposition of total assets or the significant proportion of assets.
- (c) The Purchasing or Acquisition of total assets or the significant proportion of assets.
- (d) The agreement, amendment or termination concerning the Lease of total assets or the significant proportion of assets, and the designation of other person(s) and/ or juristic person(s) to manage the company's business or to merge with the other person(s) and/ or juristic person(s) for the objective of profit sharing.

Univentures

Enclosure 9

No. UV 053/2012
The Registration no. 0107537001030

October 2, 2012

To The Shareholders

RE: Extraordinary General Meeting No. 1/2012 and Appointment of Proxy

Univentures Public Company Limited has scheduled the Extraordinary General Meeting of Shareholders No. 1/2012 at Victor Rooms II–III, Victor Club, 8th floor, Park Ventures Ecoplex No. 57 Wireless Road, Lumpini, Patumwan, Bangkok 10330, on Wednesday 17th October 2012 at 9:00 a.m. for considering various agenda items, per details as shown in the Notice of the Extraordinary General Meeting No. 1/2012.

We, therefore, would like to invite all shareholders to participate in the meeting, as scheduled. In case you are unable to attend the meeting, you may appoint any of the following persons as your proxy to attend the meeting and vote for you:

1	Mr. Suwit Chindasanguan	Independent Director / Chairman of Audit Committee/ Member of Corporate Governance Committee	age 58 years
	Residing at No. 59/145 Moo 19 Khwaeng Sarathammasop, Khet Thavewattana, Bangkok 10170		
2	Miss Potjanee Thanavaranit	Chairman of the Board / Member of Audit Committee / Chairman of Compensation and Nominating Committee	age 66 years
	Residing at No. 178/1 Soi Phaholyothin 30, Khwaeng Chandrakasem, Khet Chatuchak, Bangkok 10900		
3	Mr. Norarat Limnararat	Independent Director / Member of Audit Committee / Chairman of Corporate Governance Committee	age 54 years
	Residing at No. 95/15 Soi Areesampan 1, Khwaeng Samsennai, Khet Phayathai, Bangkok 10400		

None of them are stakeholders in any items of the meeting agenda.

The Company hereby encloses Proxy Form B, which clearly specifies certain items and authority to be delegated to the Proxy. Please fill out the box in front of the name of the person you wish to appoint as your proxy to attend the meeting and vote on your behalf, and sign your name in the proxy form. When granting a proxy, you may express your voting intentions in each agenda item, by identifying your approval, disapproval or abstention in the proxy form for your proxy to vote in accordance with your intentions. These include Proxy Form A, a general and simple proxy form, and Proxy Form C, applicable to foreign shareholders, with appointment of a custodian in Thailand. Both are posted on the Company's website, www.univentures.co.th, for further use of shareholders as deemed appropriate. If you grant proxy status to any of the foregoing directors of the Company to attend the meeting and vote on your behalf, please use the enclosed return envelope and return your completed proxy form in advance of the scheduled meeting date, so that it reaches the Company for orderly preparation prior to the meeting.

Yours sincerely,

Please bring this document to the registration desk on the meeting date

Mrs. Ornruedi Na-Ranong
President
Univentures Public Company Limited

Profile of Proxy Directors

Name	**Mr. Suwit Chindasanguan**
Director Type	**Independent Director**
Present Position	**Independent Director / Chairman of Audit Committee /** **Member of Corporate Governance Committee**
Age	58 Years
Highest Education	Master of Science (Ag. – econ) Kasetsart University
Thai Institute of Directors Association (IOD)	Advance Audit Committee Program (4/2011) Monitoring the Quality Financial Report (2008) 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	8 Years 11 Months
Position in Other Listed Companies	Present Chairman / Audit Committee SIS Distribution (Thailand) Public Company Limited Risk Management Committee MCOT Public Company Limited
Position in Non-Listed Companies	Present Chairman Internet Solution and Service Provider Company Limited Wide Wi Max Company Limited
Position in Rival Companies/	- None -

Connected Business that may cause conflict of interest		
Experience	2003 - 2007	Audit Committee Univentures Public Company Limited
Legal record in the past 10 years		- None -
Meeting Attendance (The Attendance at the year 2012 as of the 30th September 2012)		- The Board of Directors Meeting was 6 times out of the total of 6 times - The Audit Committee was 5 times out of total of 5 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

Profile of Proxy Directors

Name		**Potjanee Thanavaranit**
Director Type		**Independent Director**
Present Position		**Chairman of the Board / Member of Audit Committee /** **Chairman of Compensation and Nominating Committee**
Age		66 Years
Nationality		Thai
Highest Education		Master of Business Administration Syracuse University, USA (USAID Scholarship)
Thai Institute of Directors Association (IOD)		Financial Institutions Governance Program (2/2011) Audit Committee Program (ACP 32/2510) The Role of Compensation Committee Program (RCC4/2007) The Role of Chairman Program (RCP13/2006) Directors Certification Program (DCP17/2002)
UV Shareholding		0% (-0- shares)
Year of Directorship		5 Years 1 Months
Position in Other Listed Companies	Present	**Independent Director / Audit Committee** Bank of Ayudhya Public Company Limited Oishi Group Public Company Limited Bangkok Insurance Public Company Limited **Independent Director** Thai Reinsurance Public Company Limited Berli Jucker Public Company Limited
Position in Non-Listed Companies	Present	**Chairman of the Public Sector Audit and Evaluation Committee** Ministry of Commerce
	Present	**Member of Council of State (Group 3 – Monetary Laws)** Office of the Council of State

	Present	**Qualified Committee** The Federation of the Insurance Organization
Position in Rival Companies/ Connected Business that may cause conflict of interest		- None -
Experience	2006 - 2008	**Second Vice – President of the National Legislative Assembly** The National Legislative Assembly **Advisor of Minister of Commerce** Ministry of Commerce **Economic Advisor** The Council for National Security
	2001 – 2008	**Member of the Monetary Policy Board** The Bank of Thailand
	2002 - 2007	**Chairman** Thailand Insurance Institute
Legal record in the past 10 years		- None -
Meeting Attendance (The Attendance at the year 2012 as of 30th September 2012)		- 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
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

Enclosure 9

Profile of Proxy Directors

Name		**Mr. Nararat Limnararat**
Director Type		**Independent Director**
Present Position		**Chairman of the Corporate Governance Committee** **Independent Director / Member of Audit Committee /** **Member of Compensation and Nominating Committee**
Age		54 Years
Nationality		Thai
Highest Education		Master of Business Administration, Finance Cornell University, New York, USA
Thai Institute of Directors Association (IOD)		Directors Certification Program (DCP initial) Finance for Non-Finance Director (FND-2004)
UV Shareholding		0% (-0- shares)
Year of Directorship		6 Years 8 Months
Position in Other Listed Companies		- None -
Position in Non-Listed Companies	Present	**Director / President** Asia Asset Management Limited **Advisory** Market for Alternative Investment **New Listing & Listed Company Development Committee** The Stock Exchange of Thailand
Position in Rival Companies/ Connected Business that may cause conflict of interest		- None -
Legal record in the past 10 years		- None -
Meeting Attendance (The Attendance at the year 2012 as of 30th September 2012)		- The Board of Directors Meeting was 6 times out of the total of 6 6imes - The Audit Committee was 5 times out of the total of 5 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

Documents Required Declaring Prior to Attending the Meeting, Proxy, Registration and Voting for Extraordinary General Meeting of Shareholders No. 1/2012 of Univentures Public Company Limited

For the shareholders or proxy's convenience, please kindly bring Notice for the meeting, Registration Form and Proxy Form for the registration.

1. Documents Required Declaring Prior to attending the Meeting

For Individual Person

A. Self-Attending

Valid document issued by governmental authorities, e.g. the identification card, governmental identification card, driver license or passport, including the evidence of name or surname's change (if any).

B. Proxy

(1) One of the Proxy Forms as attached to the Notice to Shareholders, completely filled up and signed by the Shareholder and the Proxy.
(2) Certified true copy of valid document of the Shareholder as specified in Item A.
(3) Valid document of the Proxy as specified in Item A.

For Juristic Person

C. Representative of Shareholder (Authorized Director) Attending the Meeting

(1) Valid document of the authorized director(s) issued by governmental authorities similar to those of individual person specified in Item A
(2) Copy of Shareholder's Certification document certified by the authorized director(s) showing that such
(3) authorized director(s) has the authority to act on the Shareholder's behalf.

D. Proxy

(1) One of the Proxy Forms as attached to the Notice to Shareholder, completely filled up and signed by the authorized director(s) of the Shareholder and the Proxy.
(2) Copy of Shareholder's Certification document certified by the authorized director(s) showing that such authorized director(s) signing the Proxy Form has the authority to act on the Shareholder's behalf.
(3) Certified true copy of valid document of the authorized director(s) signing the Proxy Form as specified in Item 1.
(4) Valid document of the Proxy issued by governmental authorities similar to those of individual person specified in Item A.

E. For Shareholder who is Foreign Investor and Appoint his/its Custodian in Thailand

(1) All documents similar to those of the Juristic Person as specified in Item C and D.
(2) In case the shareholder who is the foreign investor and has authorized the Custodian to sign the Proxy Form on his/its behalf, the additional documents are required:

(2.1) Power of Attorney by shareholder who is foreign investor to authorizing the Custodian to sign the Proxy Form on his/its behalf.

(2.2) Confirmation Letter showing that the Proxy is permitted to engage in the custodian business.

In case the original documents are not in English, the English translation shall be required and certified true and correct translation by the Shareholder (in case of individual person) or the authorized representative(s) of the Shareholder (in case of juristic person).

2. Proxy Method

The Proxy Forms A and B of each shareholder were printed as attached herewith according to Regulation of the Department of Business Development, Ministry of Commerce Re: Form of Proxy (No. 5) B.E. 2550 which there are three Proxy Forms as follows:

Form A : General Proxy Form (Simple Form)
Form B : Specific Proxy Form
Form C : Proxy Form for the Foreign Investor appointing the Custodian in Thailand.

The Foreign Investor who will appoint the Custodian in Thailand as his/its proxy can download Form C from www.univentures.co.th and please bring the proxy Form for the registration on the date of Meeting.

The Shareholder who cannot attend the Meeting may appoint a person as his/its Proxy as follows:

A. Complete only one of the above Proxy Forms as follows:
   (1) General Shareholder shall select only one of either Form A or Form B.
   (2) Shareholder listed in the share register book as Foreign Investor who appoints the Custodian in Thailand can select only of three Proxy Forms (Form A, Form B or Form C).

B. Authorized a person or an Independent Director to attend and vote at the Meeting on your behalf by specifying the name with details of a person or make an Independent Director's name specified in proxy form to be your Proxy.

C. Affix the 20 Baht stamp duty and cancel the stamp duty with specifying the date of Proxy Form. For the Proxy's convenience, the Company will facilitate in affixing the stamp duty when the registration to attend the Meeting.

D. Send the completed Proxy Form in UV's envelope and return it to the Company by Friday, 12th October 2012 or half an hour before commencing of the Meeting for verifying the documents.

Allocation of shares to several Proxies to vote in the Meeting is not allowed. The Shareholder shall authorize the Proxy to cast the votes by all the shares held by him/it. The authorization of less than the total number of shares held is not allowed except that the Custodian is appointed by the Foreign Investor with Proxy Form C.

3. Meeting Registration

The commencement for registration to attend the Meeting will be 1 hour before the Meeting or from 08:00 hours at Victor Rooms II–III, Victor Club, 8th floor, Park Ventures Ecoplex No. 57 Wireless Road, Lumpini, Patumwan, Bangkok 10330 as the map attached.

4. Voting

Voting Regulation

A General Agenda:

(1) A voting for each agenda will be made by raising his/its hand which one vote will be counted for one share. The shareholder or proxy shall make only one vote for approval, disapproval or abstention. The partial voting is not allowed except for the vote by the Custodian.

(2) In Case of Proxy

(2.1) The Proxy shall only vote in accordance with the authorization by the Shareholder as specified in the Proxy Form. Any vote which is not in accordance with specification in the Proxy Form will be invalid and shall not be counted as the vote of the Shareholder.

(2.2) In case where (i) the shareholder does not specify or (ii) unclearly specifies his/its desire for voting or (iii) the Meeting has the consideration or resolution other than specified in the Proxy or (iv) there is any change or additional fact, the Proxy shall be authorized to consider and vote such matter as it may deem appropriate.

Voting Procedures

The Chairman shall inform the Meeting the detail of voting procedures as follows:

A The Chairman will propose the shareholders to have the vote in each Agenda by asking for approval, disapproval or abstention.

B When the Chairman asks as mentioned above, a voting by raising of hand will be made and the shareholder or proxy shall vote for either approval, disapproval or abstention (except for the vote of Custodian which the allocation of the vote is allowed as specified in the Proxy Form.

Resolution of the Meeting

A General case: the majority vote of shareholders who attend the Meeting and have the voting right will be the resolution of the Meeting

B Other cases which the laws or the Company's Articles of Association provided different from the general case: the resolutions of the Meeting shall be in accordance with the laws or the Company's Articles of Association which the Chairman shall inform the Meeting before voting for such Agenda.

(1) In case a tie of votes, the Chairman of the Meeting shall have a deciding vote.

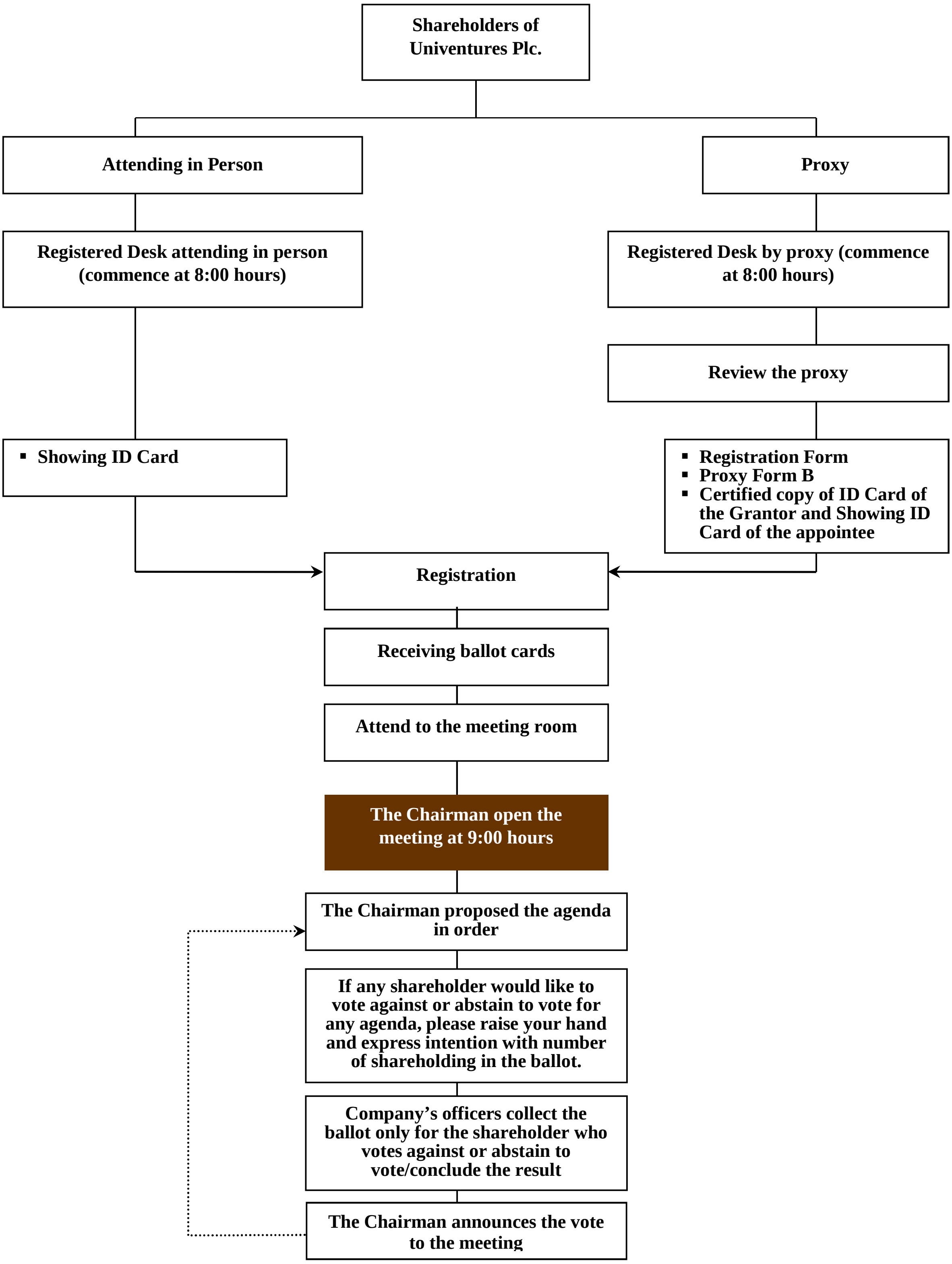
(2) Any Shareholder or the Proxy who have any special interest in any matter shall not be permitted to vote on such matter and may be invited by the Chairman of

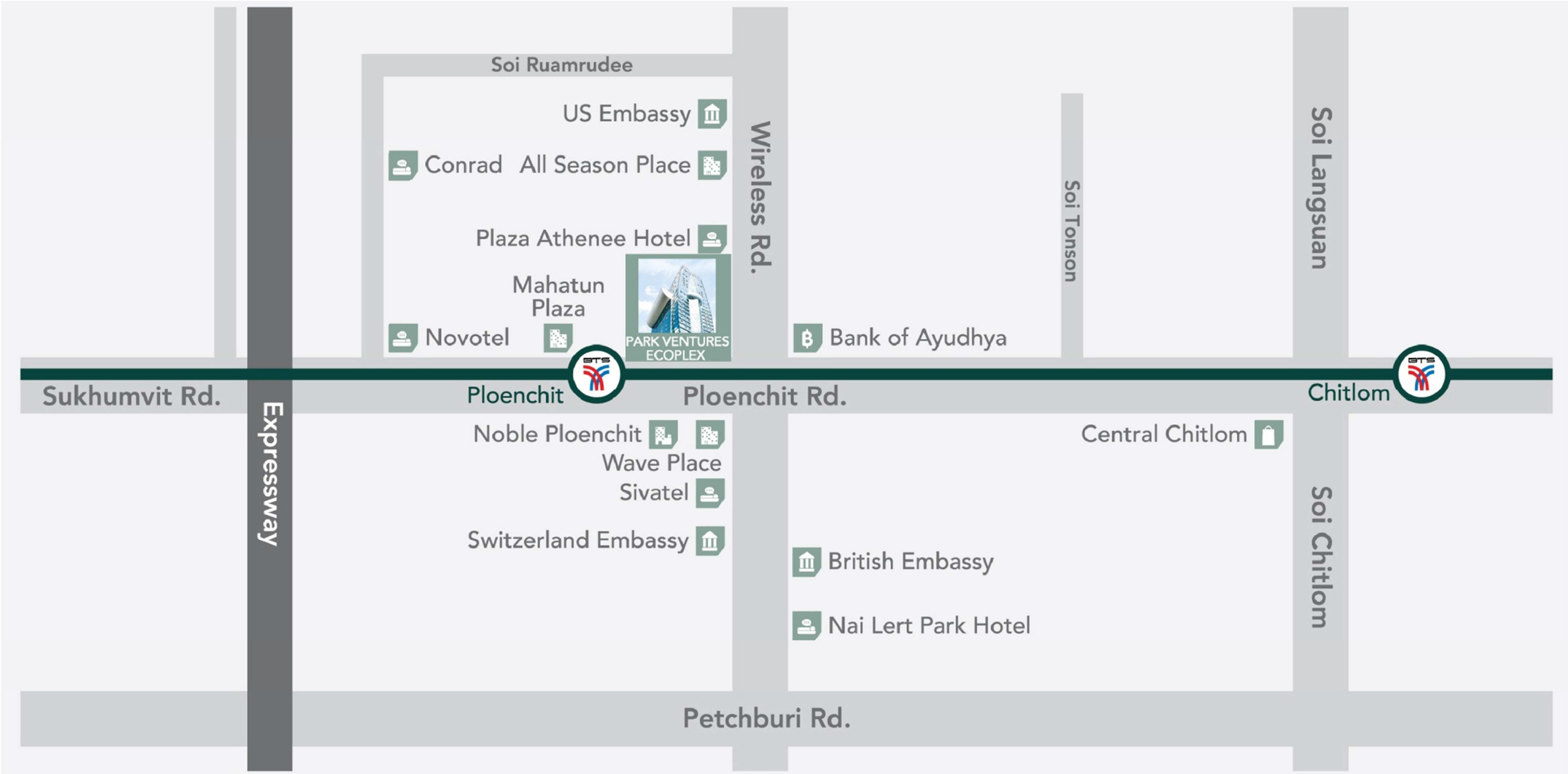
the Meeting to temporarily leave from the Meeting, except for voting on the election of the Directors.

Counting and Announcement of the Vote

Prior to the Meeting, the Chairman shall inform the process of counting the votes. The Company shall count the votes from the shareholders or Proxies for each agenda. The vote result of all Agendas shall be informed to the Meeting before the Meeting adjourns**.**

Procedures for attending of the Extraordinary General Meeting of Shareholders No. 1/2012 of Univentures Public Company Limited on 17th October 2012





ห้องวิคเตอร์ 2-3 วิคเตอร์คลับ ชั้น 8
ปาร์คเวนเชอร์ อีโคเพล็กซ์
ถนนวิทยุ แขวงลุมพินี เขตปทุมวัน กรุงเทพฯ 10330
โทร : 02 643 7100

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