Annex 3

For consideration of Agenda 5 : To appoint directors in place of those retiring by rotation for the year 2013

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

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		7 Years 3 Months
Position in Other Listed Companies		**Independent Director / Member of Audit Committee**
		Terabyte Net Solution Public Company Limited
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
		Director
		N. Ratanarai Company Limited
Position in Rival Companies/		- None -
Connected Business that may cause conflict of interest		
Legal record in the past 10 years		- None -

Meeting Attendance (The Attendance at the year 2012)	- The Board of Directors Meeting was 8 times out of the total of 8 times - The Audit Committee was 7 times out of the total of 7 times - The Compensation and Nominating Committee was 1 time out of the total of 1 time - The the Corporate Governance Committee was 2 time out of the total of 2 time
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

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

Name		**Mr. Sithichai Chaikriangkrai**
Director Type		**Authorized Director**
Present Position		**Director / Executive Director**
Age		58 Years
Highest Education		Mini MBA Kasetsart University
Thai Institute of Directors Association (IOD)		Directors Certification Program (DCP26/2003) DCP Refresher Course (2/2005)
UV Shareholding		0% (-0- shares)
Year of Directorship		5 Years 8 Months
Position in other Listed Companies	Present	**Director / Executive director** Sermsuk Public Company Limited Siam Food Products Public Company Limited Oishi Group Public Company Limited Berli Jucker Public Company Limited Golden Land Property Development Public Company Limited
Position in Non-Listed Companies	Present	**Director / Director and Executive Vice President** Thai Beverage Public Company Limited Present **Director** Adelfos Company Limited Eastern Seaboard Industrial Estate (Rayong) Company Limited Thai Beverage Can Company Limited
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)		- The Board of Directors Meeting was 8 times out of the total of 8 times - The Board of Executive Committee was 10 times out of the total of 10 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

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

Name		**Mr. Thanapol Sirithanachai**
Director Type		**Authorized Director**
Present Position		**Director / Executive Director / Managing Director**
Age		45 Years
Highest Education		Master of Business Administration University of Texas at Austin, USA
Thai Institute of Directors Association (IOD)		Directors Certification Program (DCP39/2004) Directors Accreditation Program (DAP10/2004) Audit Committee Program (ACP 39/2012)
UV Shareholding		0% (-0- shares)
Year of Directorship		9 Years 10 Months
Position in other Listed Companies		**Director** Bangkok First Investment & Trust Public company Limited **President** Golden Land Property Development Public Company Limited
Position in Non-Listed Companies	Present	**Director** Lertrattakarn Company Limited ESCO Ventures Company Limited Kinnaree Property Fund Grand Unity Development Company Limited Grand U Living Company Limited Univentures Consulting Company Limited Univentures Asset Management Company Limited Forward System Limited Thai – Lysaght Company Limited
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)		- The Board of Directors Meeting was 8 times out of the total of 8 times - The Board of Executive Committee was 9 times out of the total of 10 times
Forbidden Qualifications		- Never dishonestly committed an offence against property - Never entered into any transaction which may cause conflict of interest against the Univentures Group during the year

Definition Independent Director

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

1. Holding shares *not* exceeding one per cent of the total number of voting rights of the company, its parent company, subsidiary company , associated company or juristic person which may have conflicts of interest, including the shares held by related persons of the independent director;

2. Neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the company, its parent company, subsidiary company, associated company, same-level subsidiary company , major shareholder or controlling person of the company, unless the foregoing status has ended for more than 2 years;

3. Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children, executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling persons of the company or its subsidiary;

4. Neither holding nor having held a business relationship with the company, its parent company, subsidiary company, associated company, major shareholder or controlling person in the manner which may interfere with his independent judgment, and neither being nor having been a substantial shareholder or a controlling person of any person having business relationship with the company, its parent company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing relationship has ended for more than 2 years;

   The aforementioned term “business relationship” includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services, or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing asset as collateral, including any other similar actions, which result in the company or counterparty being liable to indebtedness payable to the other party in amount of 3 percent or more of the net tangible assets of the company or Baht 20 million or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transaction under the Notification of the Capital Market Supervisory Board concerning regulations in respect of an entering into connected transaction mutatis mutandis. The combination of such indebtedness shall include indebtedness taking place during the course of 1 year prior to the date on which such a business relationship with the person commences;

5. Neither being nor having been an auditor of the company, its parent company, subsidiary company , associated company , major shareholder or controlling person and not being a substantial shareholder, controlling person or partner of an audit firm which employs auditors of the company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing relationship has ended for more than 2 years;

6. Neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the company, its parent company, subsidiary company, associated company, major shareholder or controlling person or controlling person, and not being a substantial shareholder, controlling person or partner of the professional adviser, unless the foregoing relationship has ended for more than 2 years;

7 Not being a director who has been appointed as a representative of the company’s director, major shareholder or shareholders who are related to the company’s major shareholder;

8. Not undertaking any business the nature of which is the same as that of the company or subsidiary company and which, in any material respect, is competitive with business of the company or subsidiary company or not being a substantial partner in the partnership, a director who is involved in the company management, an employee, a staff member, an adviser who receives a regular salary or a shareholder holding more than 1 percent of shares with voting rights of a company undertaking any business the nature of which is the same as that of the company or subsidiary company and which, in any material respect, is competitive with business of the company or subsidiary company;

9. Not having any characteristics which make him incapable of expressing independent opinions with regard to the company’s business affairs.

After having been appointed as independent director with qualifications complying with the criteria under (1) to (9) the independent director may be assigned by the board of directors to take part in the business decision of the company, its parent company, subsidiary, affiliate, same-level subsidiary or juristic person who may have conflicts of interest on the condition that such decision must be a collective one.

The previous directorial records as an independent director to be brought up for consideration shall comply with the above criteria, except under exemption by the Office of the Securities and Exchange Commission, in accordance with the Notification of the Capital Market Supervisory Board.