



UNIVENTURES

Ref. UV No. 037/2019

August 7, 2019

Subject: Notification of Debentures' Terms and Conditions Amendment

Attention: President

The Stock Exchange of Thailand

- Ref:
1. The Company's letter to the Stock Exchange of Thailand No. UV.FN 2017.03 dated 15 May 2017
 2. The Company's letter to the Stock Exchange of Thailand No. UV.023/2018 dated 22 June 2018

Refer to Resolutions of the Extraordinary General Meeting of Shareholders No.1/2019 of Univentures Public Company Limited (the "Company" or the "Issuer") which approved the disposal of all 912,829,675 ordinary shares or 39.28% of the total issued shares in Golden Land Property Development Public Company Limited ("GOLD") by means of a voluntary tender offer for all of the securities of the business by Frasers Property (Thailand) Public Company Limited ("FPT"), at the offering price of 8.50 Baht per share, and approved the authorisation of Mr. Nararat Limnararat or Mr. Worawat Srisa-an or the person delegated by the Board of Directors, to undertake any and all acts relevant to and necessary for the disposal of the ordinary shares of GOLD by means of a voluntary tender offer for all of the securities by FPT. The resolution was approved by a vote of no less than three-quarters (3/4) of the total votes of the shareholders attending the meeting and eligible to vote, without counting the votes cast by interested shareholders. Due to the stated transaction, the Company as the Issuer of Debenture of Univentures Public Company Limited No.1/2017 due 2020 ("UV205A") and Debenture of Univentures Public Company Limited No.1/2018 due 2023 ("UV236A" together with UV205A refer as "Debentures") is not able to comply with the duty not to dispose substantial parts of asset used in business operation specified in Condition 6.4 of the term and conditions on the rights and duties of each Debenture ("Terms and Conditions").

The Company would like to inform that the occurrence of event stated above, shall constituted a potential event of default under the Debentures. The Company, as the Issuer, is obliged to notify this material information to the Office of the Securities and Exchange Commission and to the Stock Exchange of Thailand in pursuant requirements under section 57 of the Securities and Exchange Act B. E. 2535 and the notification of the Office of the Securities and Exchange Commission regarding disclosure of information of debt instrument issuers. However, the Debentureholders Meeting No.1/2019 for Debenture UV205A and Debenture UV 236A held on August 6, 2019 resolved to grant waiver of the sale transaction not amount to an Event of Default specified in Condition 6.4 together with Condition 11.1(b) of the Terms and Conditions and resolved to amend the Debentures' Terms and Conditions. The resolutions were approved by more than 75% of all votes of the Debentureholders attending the meeting and casting their votes per detail below:

1. The Debentureholders Meeting No.1/2019 for Debenture UV 205A and Debenture UV 236A resolved to waive the sale of GOLD shares held by the Company by means of a tender offer for the securities to FPT to not amount to an Event of Default specified in Condition 6.4 together with Condition 11.1(b) of the Terms and Conditions.

2. The Debentureholders Meeting No.1/2019 for Debenture UV 236A resolved to supplement the Debentureholders' right with the right to request the Issuer to redeem the Debentures before the Maturity Date on the relevant Interest Payment Date (except the last Interest Payment Date which corresponds to the Maturity Date, i.e. 22 March 2023) (Put Option) in Condition 10 of the Terms and Conditions.

3. The Debentureholders Meeting No.1/2019 for Debenture UV 205A and Debenture UV 236A resolved to amend the Interest Rate of the Debentures by increasing the Interest Rate by 0.25% per annum from the current Interest Rate specified in the Terms and Conditions. The amendment to the Interest Rate will be effective from (and including) the date that the Debentureholders Meeting No.1/2019 (August 6, 2019) grants the waiver and approves the amendment of the Terms and Conditions proposed by the Issuer, until (but excluding) the Maturity Date of Debenture UV205A, which is May 15, 2020, and for Debenture UV236A, which is June 22, 2023.

Details of the amendment of the Terms and Conditions of Debenture UV 205A and Debenture UV 236A as follow:

Terms and Conditions Amendment of UV205A

Debenture Type	Unsubordinated and Unsecured Debentures without a Debentureholders' Representative
Issue Name	DEBENTURES OF UNIVENTURES PUBLIC COMPANY LIMITED NO. 1/2017 DUE 2020
Issuing Amount	2 million units, Face Value 1,000 Baht/Unit, Total Amount 2,000 million Baht
Initial Par	1,000 Baht /Unit
Term	3 Years
Interest Rate	<ul style="list-style-type: none"> ○ With respect to each Interest Period commencing (and including) the Issue Date to (but not including) August 6, 2019, Interest Rate 3.40% per annum; and ○ With respect to each Interest Period commencing (and including) August 6, 2019 to (but not including) the Maturity Date, Interest Rate 3.65% per annum.
Issue Date	May 15, 2017
Maturity Date	May 15, 2020
Redemption	Redeem with a single payment at maturity date
Coupon Payment	Interest is payable semi-annually on 15 May and 15 November of each year throughout the term of the Debentures.

Terms and Conditions Amendment of UV236A

Debenture Type	Unsubordinated and Unsecured Debentures with a Debentureholders' Representative
Issue Name	DEBENTURES OF UNIVENTURES PUBLIC COMPANY LIMITED NO. 1/2018 DUE 2023
Issuing Amount	1 million units, Face Value 1,000 Baht/Unit, Total Amount 1,000 million Baht
Initial Par	1,000 Baht /Unit
Term	5 Years
Interest Rate	<ul style="list-style-type: none"> ○ With respect to each Interest Period commencing (and including) the Issue Date to (but not including) August 6, 2019, Interest Rate 3.60% per annum; and ○ With respect to each Interest Period commencing (and including) 6 August 2019 to (but not including) the Maturity Date, Interest Rate 3.85% per annum.
Issue Date	June 22, 2018
Maturity Date	June 22, 2023
Redemption	Redeem with a single payment at maturity date



Coupon Payment	Interest is payable semi-annually on 22 June and 22 December of each year throughout the term of the Debentures.
Condition 10-Redemption and Repurchase of Debentures (Amended condition 10.1, and condition 10.3, no amendment on other conditions except re-arrangement)	<p>Condition 10-Redemption and Repurchase of Debentures</p> <p>10.1 The Issuer will redeem the Debentures on the Maturity Date (except the Debentures that the Debentureholders have exercised the right to request the Issuer to redeem the Debentures on the relevant Interest Payment Date, but excluding the last Interest Payment Date) with repayment of all outstanding principal at the par value of the Debentures together with the last interest payment of the Debentures.</p> <p>....</p> <p>10.3 Each Debentureholder has the right to request the Issuer to redeem the Debentures before the Maturity Date provided that such redemption must be applied to all Debentures held by such Debentureholder on the relevant Interest Payment Date (except the last Interest Payment Date which corresponds to the Maturity Date) under the following conditions:</p> <p>(a) A Debentureholder who wishes to exercise the right to request the Issuer to redeem the Debentures before the Maturity Date on the relevant Interest Payment Date in accordance with Condition 10.3 must notify the Issuer and the Registrar in writing at least 30 (thirty) days prior to the relevant Interest Payment Date. Once the Debentureholder has exercised the aforementioned right, it cannot cancel, amend or supplement such right.</p> <p>(b) The Issuer will repay all outstanding principal at the par value of the Debentures that such Debentureholder has exercised its right to request the Issuer to redeem the Debentures before the Maturity Date on the relevant Interest Payment Date together with any interest accrued under the Debentures in accordance with Condition 9 on the relevant Interest Payment Date.</p> <p>(c) After the expiry of the period which the Debentureholders have the right to request the Issuer to redeem the Debentures on the relevant Interest Payment Date, the Debentureholders shall no longer have such right specified in this Condition 10.3.</p> <p>....</p>

Please be informed accordingly,

Yours sincerely,



(Mr. Bundit Muangsornkeaw)
 Executive Vice President
 Financial, Budgeting and Accounting

