



Ref UV no. 055/2019

28 November 2019

Subject: Notification of Resolutions of the Board of Directors' Meeting No. 1/2019-20, Dividend Payment and Determination of the Date of the 2020 Annual General Meeting of Shareholders No. 41

To: President
The Stock Exchange of Thailand

Univentures Public Company Limited ("the Company") would like to notify the resolutions of the Board of Directors' Meeting No.1/2019-20 which was held on 27 November 2019 as follows:

1. Approved to propose the 2020 Annual General Meeting of Shareholders No. 41 to consider and approve the consolidated financial statements of the Company and its subsidiaries and the separate financial statement of the Company for the fiscal year ended 30 September 2019 which have been audited by the auditor and considered by the Audit Committee, and to acknowledge the Auditor Report.
2. Approved to propose the 2020 Annual General Meeting of Shareholders No. 41 to consider and approve the legal reserve allocation at amount of Baht 118.00 Million and dividend payment from profits of the operational results for the fiscal year ended 30 September 2019 (which include the profits arising from the disposal of Golden Land Property Development Public Company Limited ordinary shares by means of a voluntary tender offer by Frasers Property (Thailand) Public Company Limited) at Baht 1.00 per share, totaling Bath 1,911.93 Million, and approved to schedule the date to determine the shareholders' names who are entitled to receive dividend on Friday 31 January 2020 (Record Date) and the dividend payment date is scheduled on Friday 14 February 2020, and to authorize the Executive Committee and/or any person entrusted by the Executive Committee to be authorized within the extent permitted by applicable laws, to amend and/or determine the shareholders' names who are entitled to receive dividend and the dividend payment date.

The dividend payment remains uncertain and subject to the approval from the 2020 Annual General Meeting of Shareholders No. 41.

3. Approved to propose the 2020 Annual General Meeting of Shareholders No. 41 as recommended by the Remuneration and Nomination Committee to consider and approve the election of 3 following directors:

- | | | |
|------------------|-------------------|------------------------|
| (1) Ms. Potjanee | Thanavaranit | Independent Director |
| (2) Mr. Panote | Sirivadhanabhakdi | Director |
| (3) Mr. Worawat | Srisa-an | Director and President |

The Board of Directors, not included the directors who have interests in the transaction, has nominated the above 3 directors to be re-elected as the Company's directors and subcommittees for another term in the 2020 Annual General Meeting of Shareholders No. 41.

4. Approved to propose the 2020 Annual General Meeting of Shareholders No. 41 as recommended by the Remuneration and Nomination Committee to consider and approve the directors' remuneration for the fiscal year 2020 as follows:

Remuneration for	Chairman		Member	
	Meeting Allowance (Baht/meeting)	Monthly Remuneration (Baht/month)	Meeting Allowance (Baht/meeting)	Monthly Remuneration (Baht/month)
Board of Directors	25,000	20,000	20,000	10,000
Executive Committee*	-	25,000	-	20,000
Audit Committee	-	40,000	-	30,000
Remuneration and Nomination Committee	22,000	-	18,000	-
Corporate Governance Committee	22,000	-	18,000	-

Remark: * The Member of Executive Committee who is the executive of the Company shall not be entitled to the remuneration.

The total remuneration of the board of directors and the subcommittees including extra remuneration (if any) for the fiscal year 2020 shall not exceed Baht 10,000,000, equivalent to the amount of the directors' remuneration for the fiscal year 2019 which is not exceeding Baht 10,000,000. The Remuneration and Nomination Committee is authorized to consider and allocate the extra remuneration appropriating by considering the operational results of the Company.

5. Approved to propose the 2020 Annual General Meeting of Shareholders No. 41 as considered by the Audit Committee to consider and approve the appointment of auditors from KPMG Poomchai Audit Limited to be the auditor of the Company by having one of the following auditors to be the Company's auditor and to express his/her opinion on the financial statements of the Company for the fiscal year 2020:

- (1) Ms. Nittaya Chetchotiros CPA Registration No. 4439; or
- (2) Mrs. Wilai Buranakittsophon CPA Registration No. 3920; or
- (3) Mr. Ekkasit Chuthamsatid CPA Registration No. 4195.

In this regard, the audit fee for the fiscal year 2020 will be totaling Baht 800,000, decreased from the audit fee for the fiscal year 2019 which is amounting to Baht 1,000,000.

6. Approved to propose the 2020 Annual General Meeting of Shareholders No. 41 to consider and approve the decrease of the Company's registered capital in total amount of Baht 2,132,844,078 from the current registered capital of Baht 4,044,770,615 to Baht 1,911,926,537 by eliminating 2,132,844,078 unissued ordinary shares with a par value of Baht 1.00 per share, which were issued to accommodate the newly issued ordinary shares that the Company issued and offered to the Company's existing shareholders according to their rights (Rights Offering) and to specific persons (Private Placement) in the case where there are remaining shares after the allocation to the Company's existing shareholders, according to the resolutions of the Extraordinary General Meeting of Shareholders No. 1/2012 held on 17 October 2012.
7. Approved to propose the 2020 Annual General Meeting of Shareholders No. 41 to consider and approve the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital as to the following, including the authorization of any person entrusted by the Board of Directors or the Executive Committee or the authorized director(s) to be authorized for the registration of the amendment of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce and to be authorized to amend and/or add the terms to be in accordance with the Registrar's order.

"Clause 4.,	Registered capital	1,911,926,537	Baht	(One thousand nine hundred and eleven million, nine hundred and twenty-six thousand, five hundred and thirty-seven Baht)
	Divided into	1,911,926,537	shares	(One thousand nine hundred and eleven million, nine hundred and twenty-six thousand, five hundred and thirty-seven shares)
	At a par value of	1	Baht	(One Baht)
	Divided into:			
	Ordinary Shares	1,911,926,537	shares	(One thousand nine hundred and eleven million, nine hundred and twenty-six thousand, five hundred and thirty-seven shares)
	Preferred Shares	-	shares	(-)"

8. Approved to schedule Thursday 12 December 2019 as the date to determine the shareholders' names who are entitled to attend the 2020 Annual General Meeting of Shareholders No. 41 (Record Date). In addition, the Board of Directors has authorized the Executive Committee and/or any person entrusted by the Executive Committee to be authorized within the extent permitted by applicable laws, to change the date to determine the shareholders' names who are entitled to attend the 2020 Annual General Meeting of Shareholders No. 41 (Record Date).
9. Approved to determine the 2020 Annual General Meeting of Shareholders No.41 to be convened on Friday 17 January 2020 at 14.00 hrs. at Grand Ballroom, 3rd Floor, The Okura Prestige Bangkok Hotel, Bangkok, 57 Wireless Road, Lumpini, Patumwan, Bangkok 10330, in order to consider the following agenda items:
 - Agenda 1 To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2019 which was held on Friday 19 July 2019
 - Agenda 2 To acknowledge the Company's performance of fiscal year ended 30 September 2019 and strategic plan
 - Agenda 3 To consider and approve the audited financial statements for the fiscal year ended 30 September 2019
 - Agenda 4 To consider and approve the allocation of profits as legal reserve and dividend payment from the profits of the operational results for the fiscal year ended 30 September 2019
 - Agenda 5 To consider and approve the election of the directors in replacement of the directors whose term will expire by rotation
 - Agenda 6 To consider and approve the directors' remuneration for the fiscal year 2020
 - Agenda 7 To consider and approve the appointment of auditors and the determination of the audit fee for the fiscal year 2020
 - Agenda 8 To consider and approve the decrease of the Company's registered capital by eliminating unissued ordinary shares
 - Agenda 9 To consider and approve the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital
 - Agenda 10 To consider other matters (if any)

In addition, the Board of Directors has authorized the Executive Committee and/or any person entrusted by the Executive Committee to be authorized within the extent permitted by applicable laws, to amend and/or determine the date, time, place and agenda for the 2020 Annual General Meeting of Shareholders No. 41 as deemed appropriate.

As the Company has given the opportunity to the shareholders to propose matters that are considered important and should be included in the agenda of the 2020 Annual General Meeting of Shareholders and nominate a person with knowledge, ability and suitable qualifications in order to be considered to be the Company's director in advance, during 1 July 2019 until 30 September 2019, according to Corporate Governance Code of the listed company. However, when the proposed period is matured, neither the agenda for the 2020 Annual General Meeting of Shareholders nor the names of the nominated person from the shareholders are proposed to the Company.

In addition, the Company gives the shareholders the opportunity to submit questions related to the agenda of the 2020 Annual General Meeting of Shareholders or other important the Company' s information in advance prior to the meeting date via e-mail to: uv-comsec@univentures.co.th or by post to the Company Secretary of Univentures Public Company Limited, at 22nd Floor, Park Ventures Ecoplex, 57 Wireless Road, Lumpini, Patumwan, Bangkok 10330, or by facsimile to 02-255-9418, whereby the Board of Directors and the Management of the Company will provide information for the clarifications on the meeting date.

Please be advised accordingly.

Yours sincerely,



Mr. Pornchai Katejinakul
Company Secretary