

Code of Conduct

Univentures Group



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INTRODUCTION

Univentures Public Company Limited and its subsidiaries (“The Company”) recognize the importance of good corporate governance and strongly believe that it will benefit the Company’s long-term business operations and will help strengthen confidence among the Company’s shareholders, investors, and all concerned parties. The Company therefore has prepared this Code of Conduct for all its directors, executives, and employees to be informed and aware of the importance of its compliance, as well as to sign an acknowledgement that they strictly adopt and abide by the Code.

OBJECTIVES

1. For its directors, executives, and employees to have a clear understanding and clear comprehension of the Company’s expected professional business standards.
2. To apply as practice, guidelines prescribed by the Company for professional integrity and ethical conduct.
3. To increase work efficiency and effectiveness and to ensure the public's confidence in the Company.

DEFINITION AND MEANING

1. Integrity	means	The adherence to good and virtuous conducts that become the quality or state of being righteous, upright, and moral.
2. Ethics	means	The principles of right conduct which abide by moral code and professional integrity. A code of professional ethics is a set of behavior principles specified by professionals in a particular field that must be adopted by individuals in each profession. Such principles aim to encourage self-righteousness, promote professional ethics, as well as protect and honor their reputations and the status of their professional organizations.
3. The Company	means	Univentures Public Company Limited and its subsidiaries
4. Director	means	A director of Univentures Public Company Limited and its subsidiaries
5. UV Director	means	A director of Univentures Public Company Limited
6. Executive	means	An executive of Univentures Public Company Limited and its subsidiaries
7. UV Executive	means	According to the definition of the Office of the Securities and Exchange Commission (Notification of the Securities and Exchange Commission No. Sor. Jor. 14/40), executives are defined as those among the four highest levels of the Company's management after the Chief Executive Officer. These executives include all management in the top fourth level and the equivalent positions thereof, as well as executives in the Accounting & Finance Department from the level of Department Chiefs upward, or the equivalent positions thereof. They are: <ol style="list-style-type: none">1. UV President2. UV Executive Vice President3. UV Senior Vice President4. Vice President; Accounting5. Vice President; Finance and Budgeting
8. Employees	means	Employees of Univentures Public Company Limited and its subsidiaries, including full-time and temporary staff.

SECTION 1

ETHICS

The Parties concerned and involved with this Code of Conduct are:

1. Parties obliged to observe and comply with this Code of Conduct
 - 1.1 Directors
 - 1.2 Executives
 - 1.3 Employees
2. Stakeholders to whom the Company's directors, executives and employees have their duty to be responsible
 - 2.1 The Company
 - 2.2 Shareholders
 - 2.3 Employees
 - 2.4 Customers
 - 2.5 Trade partners, competitors, and creditors
 - 2.6 Regulators
 - 2.7 Society, Environment, and Education

It is the duty of the Company's directors, executives and employees to their stakeholders to strictly observe and act in full compliance with the Code of Conduct as prescribed by the Company. This Code shall govern the **concerned parties** who are obliged to comply with this Code and covers **the ethical obligations to the stakeholders** which are defined in the below table:

Concerned parties	Ethical Obligations to Stakeholders						
	The Company	Shareholders	Employees	Customers	Trade Partners Competitors, and Creditors	Regulators	Society, Environment, and Education
Directors	√	√	√	√	√	√	√
Executives	√	√	√	√	√	√	√
Employees	√	√	-	√	√	√	√

ETHICAL OBLIGATIONS TO STAKEHOLDERS

● Ethical Responsibilities to the Company

1. To perform duties with responsibility and to carry out such duties for the optimal benefits of the Company.
2. Not to undertake any transaction or action that may compete with or may lead to any competition of interest with the Company's business.
3. To perform duties with honesty.
4. To be responsible for using and safeguarding the Company's properties and assets. These properties and assets are to be used solely for the benefit of the Company and not for personal benefit, or for any other benefit, other than for the Company's valid business purposes.
5. To conduct business with knowledge and experiences for the utmost benefit of the Company.
6. To strictly comply with the Company's rules and regulations.
7. To refrain from directly or indirectly abusing their own authority or allowing anyone to abuse it for their own benefit or the benefit of any other.
8. To avoid accepting favor or hospitality, that is not a reasonable adjunct to a normal business relationship, from those whose business is linked or involved with the Company's.
9. To refrain from expressing opinions to outsiders on issues that may impact the Company's reputation and operations.
10. Not to use the Company's material information or data which has not been publicly disclosed, for personal benefit, directly and indirectly, and to safeguard the Company's confidentiality from being leaked or revealed to others, the act of which may cause damage to the Company, as well as not to give out confidential information or documents used in the Company's business to any outsiders. The adherence to the Company's confidentiality rules and disclosure policies, as prescribed in Section 2: Policy Guidelines of this Code, are strictly enforced.
11. To report or file a whistleblower claim on any suspected incidents or signs that may involve an unlawful, unethical, and fraudulent action or behavior of the Company's personnel and its stakeholders. These incidents also include inaccurate financial statements, as well as internal control failures. The Company's confidentiality rules and disclosure policies prescribed in Section 2: Policy Guidelines of this Code are to be adhered to.

● Ethical Responsibilities to Shareholders

1. To perform duties with honesty, in compliance with laws and the Company's regulations, and abide by this Code for all transactions and decision making actions to ensure that the business operations are conducted in an honest, clear, transparent and accountable manner.

2. To perform duties with committed professional capability and to be dedicated in applying knowledge and experience thereto.
3. To maintain the confidentiality of shareholders' information and data with utmost care and protect the confidentiality of this information as if they are one's own confidential personal data.
4. To disclose the Company's information to its shareholders accurately, adequately, timely, and equitably according to the rules prescribed by the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

- **Ethical Responsibilities to Employees**

1. To offer fair and appropriate remuneration and provide sufficient fringe benefits which are suitable with circumstances to employees.
2. To always maintain a safe and healthy work environment, as well as ensuring life security and safety of employees' personal property at the workplace.
3. To justly and honestly handle any staff transfer, rewarding, and punishment on the basis of their justified knowledge, skills, and suitability.
4. To pay attention to professional development and staff knowledge transfer by consistently providing equitable opportunities to all employees.
5. To regularly arrange training and seminars for staff to develop job knowledge and work skills.
6. To equitably and justly listen to opinions and suggestions from employees of all work levels, and provide a communication channel for staff to explain themselves or petition concerning any wrongdoing, incident, or circumstance that may impact their work or their decision. The Company's complaint handling prescribed in Section 2: Policy Guidelines of this Code must be adhered to.

- **Ethical Responsibilities to Customers**

1. To treat customers fairly with regards to the provision of Company's goods and services.
2. To disclose accurate and full information on the Company's goods and services.
3. To protect customers' secret and confidential information.
4. To provide a communication channel for customers to voice their complaints on the Company's goods and services. The Company's complaint handling prescribed in Section 2: Policy Guidelines of this Code must be adhered to.

- **Ethical Responsibilities to Trade Partners, Competitors, and Creditors**

- Responsibilities to Trade Partners**

1. To have just and equal treatment for all trading partners on common ground for mutual benefits.
2. To strictly abide by prior agreed contracts or conditions and in the event that such contracts or conditions with any relevant trade partner cannot be complied with that

trade partner shall be promptly informed to mutually seek a possible means to resolve the matter.

Responsibilities to Trade Competitors

1. To conduct themselves using the rules of fair competition.
2. Not to seek out the rivals' trade secrets using wrongful or inappropriate methods.
Not to belittle a competitor with bad language

Responsibilities to Creditors

1. To treat all trade creditors justly and equally and on common grounds for mutual benefits.
2. To strictly abide by prior agreed contracts or conditions and in the event that such contracts or conditions with any relevant trade partner cannot be complied with that trade partner shall be promptly informed to mutually seek a possible means to resolve the matter.

• Ethical Responsibilities to Regulators

1. To strictly comply with laws and regulations prescribed by the regulators who are governing the Company's business.

• Ethical Responsibilities to Society, Environment, and Education

1. To foster self-awareness on social and environmental responsibilities to employees on all levels.
2. To promote efficient usage and conservation of energy.
3. To promote development of social quality with commitment to providing knowledge to the youth and public.

SECTION 2

POLICY GUIDELINES

For the Company's directors, executives, and employees to have a clear understanding and clear comprehension of expected professional requirements which are in compliance with laws, rules, and regulations as well as abiding with business ethics, the Company therefore prescribes the following policy guidelines for its directors, executives, and employees to adhere to so that they can perform their duties with transparency, righteousness, clarity and accountability.

- 1.1 Policy on Managing Conflict of Interest
- 1.2 Policy on Reporting of Related Party Transactions/ Security Holdings
- 1.3 Policy on Gifts, Assets, and Benefits
- 1.4 Policy on Information Security/Safeguarding of Internal Information
- 1.5 Policy on Disclosure of Information
- 1.6 Policy on Complaint Handling

The above mentioned policies shall involve the concerned parties who are obliged to comply as stated in the following table:

Concerned parties	Policy					
	Managing Conflicts of Interest	Reporting of Related Party Transactions / Security Holdings	Receipt of Gifts, Assets, and Benefits	Information Security/ Safeguarding of Internal Information	Disclosure of Information	Complaint Handling
Directors	√	-	-	√	√	√
UV Directors	√	√	-	√	√	√
Executives	√	-	√	√	√	√
UV Executives	√	√	√	√	√	√
Employees	√	-	√	√	-	√

Note:

UV Director	means	A director of Univentures Public Company Limited
Executive	means	An executive of Univentures Public Company Limited and its subsidiaries
UV Executive	means	According to the definition of the Office of the Securities and Exchange Commission (Notification of the Securities and Exchange Commission No. Sor. Jor. 14/40), executives are defined as those among the four highest levels of the Company's management after the Chief Executive Officer. These executives include all management in the top fourth level and the equivalent positions thereof, as well as executives in the Accounting & Finance Department from the level of Department Chiefs upward, or the equivalent positions thereof. (Details as stated in Attachment 1)
Employees	means	Employees of Univentures Public Company Limited and its subsidiaries, including full-time and temporary staff.

2.1 Policy on Managing Conflicts of Interest

- 1 To refrain from undertaking any self-related transactions, except in cases of unavoidable necessity that such transactions must be performed for the benefits of the Company, then such transactions may be undertaken only if they are transacted on the same grounds as if they are transacted with any other outsiders. In this regards, the directors, executives, and employees who become involved in a conflict of interest must abstain from participating in decision-making and shall promptly disclose any relevant information thereof in accordance with applicable laws and prescribed regulatory procedures.
- 2 Related party transactions must be audited or reviewed by the Audit Committee. In the event that any member of the Audit Committee become involved in a conflict of interest the affected member must not participate in any decision-making on those matters on which the affected member is involved in the conflict of interest.
- 3 Directors, executives, and employees shall not apply information obtained through their positions for personal benefits such as to be involved in business related to or in competition with the Company's.
- 4 To avoid working for or taking any position with any entity other than the Company, unless such work or position shall help improve his/her work with the Company and be beneficial to the Company.
- 5 All UV executives, UV employees and employee of the Company and its affiliates have duties to disclose any transactions that may cause any conflict of interest by completing the relevant prescribed attachment of this Code (Form 1) and promptly submit it to the Compliance Office and Internal Control Office.

Note: All UV directors and UV executives are obliged to disclose their interests and the interest of their related parties as well as their security holdings according to the policy guidelines as prescribed in this Code under the reporting of related party transactions (Section 89)/security holdings (Section 59) in the next section.

2.2 Policy on Reporting of Related Party Transactions (Section 89) / Security Holdings (Section 59)

1. All UV directors and UV executives are obliged to report their interests and the interests of their related parties according to the Notification of Univentures Public Company Limited No. 6/2009 Re: Rules and procedures regarding reporting of UV directors, executives, and related parties' interests, which was approved by the resolution of the Company's Board on 13 May 2009 under the procedure (Attachment 2) and in the form (Form 2) as prescribed by the Company in this Code and shall then forward these reports to the Company Secretary for further submission to the Chairman of the Board of Directors and the Chairman of the Audit Committee within 7

days from the date of their receipt as per the rule prescribed by the Securities and Exchange Act.

2. No UV director or UV executive shall purchase or sell any securities of the Company (UV securities) during a prohibited period of one month prior to the public disclosure of the Company's financial statements and shall require waiting for at least forty eight hours after such public disclosure of the information to be able to purchase or sell any such securities. Every three months, the Company shall inform its directors and executives of the prohibited period for any such security trading.
3. In the event that any UV director and UV executive undertakes any purchase or sale or transfer of any securities of the Company (UV securities), or be a recipient of any such transfer thereof, he/she shall submit the relevant reports of such trading or transfer to the Office of the Securities and Exchange Commission in the form as prescribed by Securities and Exchange Commission (Form 3) that appears in this Code within three business days of such trading or transfer.
4. All UV directors and UV executives are obliged to report the changes in their security holdings of UV securities to the UV Board of Directors in order to ensure the confidence of its shareholders and general investors that its directors and executives can manage the Company's business with honesty, clarity, transparency, and accountability.

2.3 Policy on Gifts, Assets, and Benefits

- 1 The Company does not encourage its suppliers, sales agents, contractors, or any parties who are involved with the Company's business to offer gifts, assets, and other benefits to its employees that might influence their decision-making or work actions, or might result in any uneven handed treatment or create any appearance of impropriety, except for any offering of gifts or presents often given on conventional occasions.
- 2 For the offering of gifts, assets, and benefits to any other person, the Company shall apply its discretion to make sure any such gifts, assets, and benefits will not be too costly or lavish or considered inappropriate according to any traditional practices.
- 3 No UV director or UV executive shall accept any cash, gift, present, assets, and benefits that are inappropriate, except for those reasonably offered on conventional or traditional occasions. In the event that the acceptance of such cash, gift, present, assets, and benefits cannot be avoided or refused, any employee who receives any cash, gift, present, assets, and benefits that exceed the value of Baht 3,000 shall report to his/her line supervisor by completing the prescribed form that appears in this Code (Form 4) and forward it to the Compliance Office for further submission to the relevant authority for consideration and action.

2.4 Policy on Information Security/Safeguarding of Internal Information

1. Directors, executives, and employees are obliged to strictly safeguard the Company's confidential information, especially any internal information that has not been disclosed to the public or information that may impact the Company's operations or may affect its share prices.
2. Directors, executives, and employees will not take advantage of any business opportunities or make use of confidential information obtained from their positions with the Company for personal gain and shall not use internal information for personal benefit or breach the Company's confidentiality by providing internal information to anyone for the purpose of buying the Company's shares.
3. The Company's personnel, who have access to the Company's confidential and trade secret information such as business plans, technologies, innovations, maps, data or formulas belonging to the Company, shall not disclose such confidential and trade secret information to anyone outside of the Company even though he/she no longer holds his/her position as director, executive, or employee of the Company. The Directors, executives, and employees who have signed acknowledgement that they strictly adopt and abide by the Code will be obliged not to disclose confidential information or documents or trade secrets that they have access thereto due to their work duties with the Company during the period of two years after the termination of their work with the Company.
4. In order to prevent inappropriate use of the Company's internal information, since such misappropriation shall represent a breach of responsibilities to the Company and its shareholders, the Company therefore prescribes classification levels to its confidential information. Material information that has not been disclosed to the public or information that may impact the Company's operations or may affect its share prices shall only be accessed by relevant directors and executives.

2.5 Policy on Disclosure of Information

1. It is the Company's policy to avoid providing particular information that has not been disclosed to the public to reporters, analysts or any other persons. Thus, any disclosure of such information shall require prior approval from the Chief Executive Officer or the President. The Chief Executive Officer or the President shall either be the one who releases such information or assigns the Investor Relation Office or any relevant parties to release such information. As for information related to its investment partners, the release of such information shall require approval from such partners in accordance with the prescribed conditions of relevant investment contracts that govern such

partnership and in accordance with relevant conditions prescribed by the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

2. In an event that shareholders or investors make any inquiries to the Company, the Investor Relation Office, the Compliance Department, Internal Audit Department, the Company Secretary, or any other business units assigned by the Chief Executive Officer or the President, shall be the party responsible for providing answers to such inquiries. The provided information must be publicly disclosed and disseminated according to conditions prescribed by the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand. If the provided information is particular information that has not been disclosed publicly, the disclosure thereof shall always require prior approval from the Chief Executive Officer or the President.

2.6 Policy on Complaint Handling

The Objectives of Complaint Lodgment and Handling Processes

1. To provide a communication channel for various stakeholders of the Company, including its employees, to report any suspected incidents or signs that may involve an unlawful, unethical, and fraudulent action or behavior of the Company's personnel, or to file a whistleblower claim or a complaint on any misconduct that may breach the principles of good governance and business integrity to the Audit Committee.
2. To establish proper and fair practice guidelines for complaint resolutions with clear and precise procedures.
3. To utilize the complaint information to improve the Company's work quality and set up prevention methods to avoid future problems.

Complaint Handling Procedures

1. Venue for filing complaints

Complaints can be directly filed to the Company for the attention of the Audit Committee by various means such as:

1.1 By Telephone

- A complainant can directly file his/her complaint to the Compliance Department, Internal Audit Department by calling the Telephone Number 02 643 7100 Extension 7195 - 7 (during business hours).
- When a complainant makes a call to the Telephone Number 02 643 7100, the receptionist will make a preliminary enquiry and transfer the line to

the Compliance Department, Internal Audit Department for further inquiry and action.

1.2 Filing by Mail or Filing in Person

- A suggestion box is available and visibly placed on the reception desk in the main lobby of Univentures Public Company Limited for complainants to conveniently file their complaints.
- Complaint filing can be made via the Company's website: www.univentures.co.th.
- Complaints can be filed in person at the Compliance Department, Internal Audit Department.
- Complaint filing can be made by mail to:
Compliance Department, Internal Audit Department
Univentures Public Company Limited
22nd Floor, Park Ventures Ecoplex, 57 Wireless Road
Lumpini, Patumwan,
Bangkok 10330

Note: Complainants can review the complaint handling procedure or download the complaint form at the Company's website: www.univentures.co.th. (Form 5: Complaint Form as appears in this Code).

2. Complaint Handling

- 2.1 The Compliance Department, Internal Audit Department shall make enquiries into the complaint matters by requesting relevant information from complainants. If the complainants do not wish to disclose their identity, the Company shall review and investigate the matters and evidence that has been gathered. It is in the Company's discretion to review the matter of complaints and consider whether such complaints are reasonable and valid. If so, the Company shall then process the complaints according to its prescribed complaint handling procedures.
- 2.2 In the event that the complainants are willing to reveal their identity, the Compliance Department, Internal Audit Department shall record their name, address, telephone number to confirm and verify the identity of the complainants prior to completing the complaint form. If the complainants are willing to reveal their identity, complaint handling can be processed quicker as it is easier for the Company to be able to verify provided information and evidence.
- 2.3 The Compliance Department, Internal Audit Department shall make initial investigation with the business unit or work process relating to the complaint. If

the Company views that the complaint is valid and to be pursued, it shall consider resolving the situation within 30 days from the complaint filing date and shall contact the concerned complainant to notify him/her of the investigation progress and findings within 7 days of completing the complaint investigation.

- 2.4 In the event of unforeseen circumstances whereby the Company may require more than 30 days to complete its complaint investigation, it shall keep the concerned complainant updated about progress in writing every 15 working days.
- 2.5 The Company shall compile all complaint matters and report them in the Audit Committee's meeting every quarter.
- 2.6 If any complaint is proved to be valid, and the principles of good governance and business integrity were violated or the Company's business operations were impacted, all of which may severely affect the Company's image and reputation, the Company shall immediately report the case to the Audit Committee.

Whistleblower Protection

It is the Company's policy to be fair to its employees or any outsiders who report any suspected incidents or signs that may involve an unlawful act in compliance with applicable rules and regulations, and any unethical conduct, as well as misrepresentation of financial statements, or deficiency of internal control systems. The Company therefore fosters protection measures for whistleblowers. A whistleblower can choose not to reveal his/her identity, and all whistleblower claims and information will be kept confidential. The Company appoints its executive in the Compliance Department, Internal Audit Department and the Company Secretary to be directly in charge of the matter. The Company shall not disclose the identity of the complainants, whistleblowers, or witnesses, unless otherwise necessary for the sake of facilitating relevant authorized investigation. The whistleblower's claim and information shall only be known by the Audit Committee, the Chief Executive Officer, the President, the Company Secretary, and the Compliance Department, Internal Audit Department. For the claim against the Company's top executives, the information thereof shall only be known by the Audit Committee, the Company Secretary, and the Compliance Department, Internal Audit Department in order to avoid any chance of an unfair treatment to the employees, staff or persons who filed the complaint or whistleblower claims to the Company.

In addition, the Company also prohibits any unfair treatment of employees, staff or any person hired to work for the Company with regards to transfer and promotion, nature of work, the workplace, suspension, threat, disturbance, termination of work or any act which may be considered unfair treatment under Section 89/2 of the Securities and Exchange Act, B.E. 2535.

Punitive Disciplinary Measures

The Company's Code of Conduct is to be strictly adhered to. Anyone who violates or does not comply with this Code shall be considered as acting against the Company's policy and business integrity. Violation of this Code may possibly be a cause of damages and losses to the Company's business opportunities, and any employee who acts in violation thereof shall receive severe punitive discipline and be punished according to the Company's work regulations governing disciplinary measures, and may additionally be in violation of the Securities and Exchange Act, B.E. 2535.

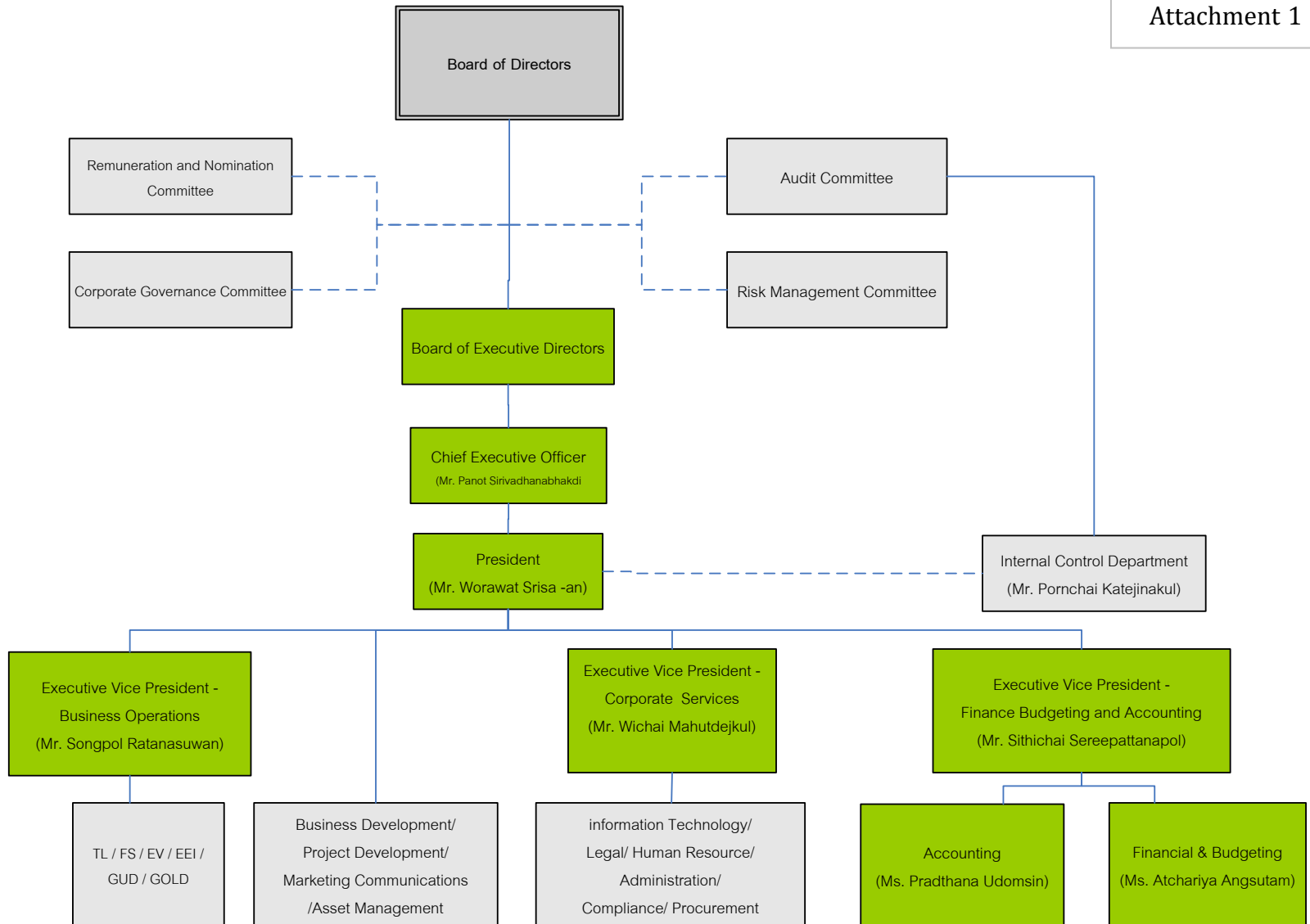
Approved at the Meeting of the Audit Committee No. 2/2010, held on 6 May 2010.

Univentures
Univentures Public Company Limited

SECTION 3

UV Management

Attachment 1





The Notification of Univentures Public Company Limited No. 6/2009 Re: Rules and procedures regarding reporting of directors, executives, and related parties' interests

Section 89/14 of the Securities and Exchange Act, B.E. 2535 (As Amended) stipulates that "a director and an executive shall file with the company a report on his interests or a related person's interests in relation to the management of the company or the subsidiary", and the notification of the Capital Market Supervisory Board No. Tor Jor 2/2551 requires that a company's board of director must prescribe its rules and procedures regarding reporting of such interest to ensure that the company has prescribed information on connected transactions that may cause conflicts of interest and siphoning or transfer of business interests out of the company and its subsidiaries.

The Company's Board of Directors unanimously resolved the approval of the rules and procedures regarding the report of interests of directors, executives and related persons at the Meeting of the Board of Directors No. 3/2009, held on 13 May 2009. These rules and procedures are as follows:

Details /Methods	
Interests (definition of "Interests" applied in this Notification)	Means the interests gain or loss, directly or indirectly, from entering into any agreement or transaction of publicly listed companies or subsidiaries.
Concerned parties who are required to file a report	Directors, executives, and related persons <ol style="list-style-type: none"> 1. All directors 2. Executives who are among the four highest levels of the Company's management after the Executive Chairman. 3. The management in the top fourth level and the equivalent positions thereof. 4. Executives in the Accounting & Finance Department from the level of the Department Chief upward, or the equivalent positions thereof.
Timing of Reporting	<ol style="list-style-type: none"> 1. The report of interests was initially required by the Company even before the relevant law was effectively enforced. (1 July 2009) 2. Reporting shall be filed within 15 business days after the concerned parties have taken their positions. - 3. Concerned parties must file a report to the Company within 15 business days after undertaking any transaction that may be deemed as having such defined interests.

② *[Handwritten signature]*

Details /Methods

Information required to be filed in the report

Information prescribed in the reporting form on interests of directors, executives and related persons (Attached), the details of which are as follows:

Part 1: General information of the filer and his/her related persons.

- Name – Family Name
- Former Name – Family Name (if any)
- Position
- Status

Part 2: General information of the related persons of the filer.

2.1 General information of individuals who are related persons as prescribed according to Section 89 of the Securities and Exchange Act who are:

- Spouse
- Minor child or minor adopted child

2.2 General information of close relatives meaning:

- Father Mother
- Spouse
- Siblings
- Children and their spouses

2.3 Juristic entities prescribed as related parties to the filer are the juristic entities that spouse, or minor children and minor adopted children of the filer have a controlling interest therein by :

- Having an interest of 50% or more of voting shares, or
- Having the power of control at shareholders' meetings, or
- Having the power of control for any appointment or removal of half of the total number of board members, or more.

Note: Report only on juristic entities having or anticipated to have any connected transaction with the Company or its subsidiaries.

Details /Methods

	<p>Part 3: Information on directorship or management position in other juristic entities which are parties related to the filer.</p> <p>3.1 Directorship or management position in other juristic entities of the filer.</p> <p>3.2 Directorship or management in other juristic entities of individuals and close relatives who are persons related to the filer.</p> <p>Note: Report only on juristic entities having or anticipated to have any connected transaction with the Company or its subsidiaries.</p> <p>Part 4: Information on shareholding in other juristic entities, including shareholding of persons related to the filer.</p> <p>Calculate from the worksheet applied for calculation of shares held in each of the other juristic entities that appears at the end of the report form for “Report of Interests of Directors, Executives and Related Persons”.</p> <p>Note: Report only on juristic entities having or anticipated to have any connected transaction with the Company or its subsidiaries.</p>
Reporting Procedures	<p>Upon the completion of the report of interests by directors, executives and related parties as prescribed by the Company, the Company Secretary shall :</p> <ol style="list-style-type: none">1. Send a copy of the report of interests to the Chairman of the Audit Committee within 7 days after the receipt thereof.2. Protect such reports.

This action shall become effective from the date of 1 July, 2009

Notified as of 29 May 2009.



Ms. Ornrudee Na Ranong
Executive Chairman
Univentures Public Company Limited

SECTION 4

Form

Form 1:
For the UV Group executives, and employees of UV & UV Group, to file their information

Conflict of Interest Disclosure Form

For UV Group executives and employees of UV & UV Group to abide by as the principles of business conduct adopted according to professional integrity and ethics, all the mentioned UV & UV Group personnel must promptly disclose any transaction that may give rise to a conflict of interest according to the following policy guidelines prescribed by the Company.

I, whose name is(name & family name)....., hold the position of (Title/Department)....., would like to report the following transactions that may give rise to conflicts of interest against Univentures Public Company Limited and its group.

1. Transactions that may give rise to conflicts of interest against Univentures Public Company Limited

On.....I was involved in the following actions/transactions that could contribute to a conflict (or conflicts) of interest against Univentures Public Company Limited.

.....
.....
.....

2. Transactions that may give rise to conflicts of interest against companies in the Univentures Group

On.....I was involved in the following actions/transactions that could contribute to a conflict (or conflicts) of interest against companies in the Univentures Group.

.....
.....
.....

Filer	Compliance Department, Internal Audit Department	Company Secretary
Date.....	Date.....	Date.....



UNIVENTURES PUBLIC COMPANY LIMITED
REPORT OF INTERESTS OF DIRECTORS, EXECUTIVES AND RELATED PERSONS

Form 2:
 For UV Directors and UV Executives

Report Date
 Date/Month/Year

		/			/				
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Initial Report

Report of Information Change

▶ Part 1 : General Information of the Filer

Name – Family Name

Former Name – Family Name (If Any)

Position

Status Single Married Others.....

▶ Part 1 : General Information of the Persons Related to the Filer

2.1 : General Information of Individuals Who Are Related Persons

Name – Family Name of Spouse <input type="text"/> No. of Children <input type="text"/> Person <input type="text"/> No. of Adopted Children (If Any) <input type="text"/> Person <input type="text"/>	3. Name – Family Name of Child <input type="text"/> Birthday (DD/MM/YYYY) <input type="text"/> / <input type="text"/> / <input type="text"/>
1. Name – Family Name of Child/ Adopted Child <input type="text"/> Birthday (DD/MM/YYYY) <input type="text"/> / <input type="text"/> / <input type="text"/>	4. Name – Family Name of Child/ Adopted Child <input type="text"/> Birthday (DD/MM/YYYY) <input type="text"/> / <input type="text"/> / <input type="text"/>
2. Name – Family Name of Child/ Adopted Child <input type="text"/> Birthday (DD/MM/YYYY) <input type="text"/> / <input type="text"/> / <input type="text"/>	5. Name – Family Name of Child/ Adopted Child <input type="text"/> Birthday (DD/MM/YYYY) <input type="text"/> / <input type="text"/> / <input type="text"/>



UNIVENTURES PUBLIC COMPANY LIMITED REPORT OF INTERESTS OF DIRECTORS, EXECUTIVES AND RELATED PERSONS

2.2 : General Information of Close Relatives

1. Name – Family Name of Father	<input style="width: 100%;" type="text"/>	Age	<input style="width: 20px;" type="text"/> <input style="width: 20px;" type="text"/> Year	Occupation	<input style="width: 100%;" type="text"/>	<input type="checkbox"/> Alive	<input type="checkbox"/> Death	
2. Name – Family Name of Mother	<input style="width: 100%;" type="text"/>	Age	<input style="width: 20px;" type="text"/> <input style="width: 20px;" type="text"/> Year	Occupation	<input style="width: 100%;" type="text"/>	<input type="checkbox"/> Alive	<input type="checkbox"/> Death	
3. No. of Siblings	<input style="width: 20px;" type="text"/> Person							
3.1 Name – Family Name of Sibling	<input style="width: 100%;" type="text"/>	Age	<input style="width: 20px;" type="text"/> <input style="width: 20px;" type="text"/> Year	Occupation	<input style="width: 100%;" type="text"/>	<input type="checkbox"/> Single	<input type="checkbox"/> Married	<input type="checkbox"/> Death
3.2 Name – Family Name of Sibling	<input style="width: 100%;" type="text"/>	Age	<input style="width: 20px;" type="text"/> <input style="width: 20px;" type="text"/> Year	Occupation	<input style="width: 100%;" type="text"/>	<input type="checkbox"/> Single	<input type="checkbox"/> Married	<input type="checkbox"/> Death
3.3 Name – Family Name of Sibling	<input style="width: 100%;" type="text"/>	Age	<input style="width: 20px;" type="text"/> <input style="width: 20px;" type="text"/> Year	Occupation	<input style="width: 100%;" type="text"/>	<input type="checkbox"/> Single	<input type="checkbox"/> Married	<input type="checkbox"/> Death
3.4 Name – Family Name of Sibling	<input style="width: 100%;" type="text"/>	Age	<input style="width: 20px;" type="text"/> <input style="width: 20px;" type="text"/> Year	Occupation	<input style="width: 100%;" type="text"/>	<input type="checkbox"/> Single	<input type="checkbox"/> Married	<input type="checkbox"/> Death
3.5 Name – Family Name of Sibling	<input style="width: 100%;" type="text"/>	Age	<input style="width: 20px;" type="text"/> <input style="width: 20px;" type="text"/> Year	Occupation	<input style="width: 100%;" type="text"/>	<input type="checkbox"/> Single	<input type="checkbox"/> Married	<input type="checkbox"/> Death
4. Information of Spouses of Children/Older Siblings /Younger Siblings								
4.1 Name – Family Name of Spouse	<input style="width: 100%;" type="text"/>	Age	<input style="width: 20px;" type="text"/> <input style="width: 20px;" type="text"/> Year	Occupation	<input style="width: 100%;" type="text"/>	<input type="checkbox"/> Spouse of Child	<input type="checkbox"/> Spouse of Older Sibling /Younger Sibling	<input type="checkbox"/> Death
4.2 Name – Family Name of Spouse	<input style="width: 100%;" type="text"/>	Age	<input style="width: 20px;" type="text"/> <input style="width: 20px;" type="text"/> Year	Occupation	<input style="width: 100%;" type="text"/>	<input type="checkbox"/> Spouse of Child	<input type="checkbox"/> Spouse of Older Sibling /Younger Sibling	<input type="checkbox"/> Death
4.3 Name – Family Name of Spouse	<input style="width: 100%;" type="text"/>	Age	<input style="width: 20px;" type="text"/> <input style="width: 20px;" type="text"/> Year	Occupation	<input style="width: 100%;" type="text"/>	<input type="checkbox"/> Spouse of Child	<input type="checkbox"/> Spouse of Older Sibling /Younger Sibling	<input type="checkbox"/> Death
4.4 Name – Family Name of Spouse	<input style="width: 100%;" type="text"/>	Age	<input style="width: 20px;" type="text"/> <input style="width: 20px;" type="text"/> Year	Occupation	<input style="width: 100%;" type="text"/>	<input type="checkbox"/> Spouse of Child	<input type="checkbox"/> Spouse of Older Sibling /Younger Sibling	<input type="checkbox"/> Death
4.5 Name – Family Name of Spouse	<input style="width: 100%;" type="text"/>	Age	<input style="width: 20px;" type="text"/> <input style="width: 20px;" type="text"/> Year	Occupation	<input style="width: 100%;" type="text"/>	<input type="checkbox"/> Spouse of Child	<input type="checkbox"/> Spouse of Older Sibling /Younger Sibling	<input type="checkbox"/> Death



UNIVENTURES PUBLIC COMPANY LIMITED

REPORT OF INTERESTS OF DIRECTORS, EXECUTIVES AND RELATED PERSONS

2.3: General Information of Juristic Entities Related to the Filer Sec.89/14
(Only Juristic Entities Having or Anticipated to Have Any Connected Transaction with the Company or Its Subsidiaries)

Name of the Controlling Interest	<input style="width: 95%; height: 20px;" type="text"/>	Relationship with the Controlling Interest	<input type="checkbox"/> Filer <input type="checkbox"/> Spouse <input type="checkbox"/> Minor Child <input type="checkbox"/> Minor Adopted Child <input type="checkbox"/> Father <input type="checkbox"/> Mother <input type="checkbox"/> Older Sibling <input type="checkbox"/> Younger Sibling <input type="checkbox"/> Legal Age Child <input type="checkbox"/> Spouse of Child <input type="checkbox"/> Spouse of Older Sibling <input type="checkbox"/> Spouse of Younger Sibling
Name of the Juristic Entities ¹	<input style="width: 95%; height: 20px;" type="text"/>	Legal Entity	<input type="checkbox"/> Limited Partnership <input type="checkbox"/> Company Limited <input type="checkbox"/> Public Company <input type="checkbox"/> Publicly Listed Company <input type="checkbox"/> Other
Address/Telephone	<input style="width: 95%; height: 20px;" type="text"/>	Type of Business ²	<input style="width: 95%; height: 20px;" type="text"/>
Name of the Controlling Interest	<input style="width: 95%; height: 20px;" type="text"/>	Relationship with the Controlling Interest	<input type="checkbox"/> Filer <input type="checkbox"/> Spouse <input type="checkbox"/> Minor Child <input type="checkbox"/> Minor Adopted Child <input type="checkbox"/> Father <input type="checkbox"/> Mother <input type="checkbox"/> Older Sibling <input type="checkbox"/> Younger Sibling <input type="checkbox"/> Legal Age Child <input type="checkbox"/> Spouse of Child <input type="checkbox"/> Spouse of Older Sibling <input type="checkbox"/> Spouse of Younger Sibling
Name of the Juristic Entities ¹	<input style="width: 95%; height: 20px;" type="text"/>	Legal Entity	<input type="checkbox"/> Limited Partnership <input type="checkbox"/> Company Limited <input type="checkbox"/> Public Company <input type="checkbox"/> Publicly Listed Company <input type="checkbox"/> Other
Address/Telephone	<input style="width: 95%; height: 20px;" type="text"/>	Type of Business ²	<input style="width: 95%; height: 20px;" type="text"/>

Note: ¹ Means the juristic entities that spouse/ minor children / minor adopted children of the filer have controlling interest by

1. Having an interest of 50% or more of voting shares, or
2. Having the power of control at shareholders' meetings, or
3. Having the power of control for any appointment or removal half of the total number of board members, or more.

[Only juristic entities having or anticipated to have any connected transaction with the Company or its subsidiaries. (If no, please state "None")]

² Means types of business such as agriculture, food industry, consumer goods, financial business, industrial goods, real estate and construction, service business, technology, etc.



UNIVENTURES PUBLIC COMPANY LIMITED

REPORT OF INTERESTS OF DIRECTORS, EXECUTIVES AND RELATED PERSONS

► Part 3 : Information on Directorship or Management Position⁴ in Other Juristic Entities⁵ of the Filer and Individuals Who Are Parties Related to the Filer

3.1 Directorship or Management Position⁴ in Other Juristic Entities⁵ of the Filer (Only Juristic Entities Having or Anticipated to Have Any Connected Transaction with UV or Its Subsidiaries)

Name of the Juristic Entity ⁵	<input type="text"/>	Position ⁴	<input type="text"/>	Position Taking Date ⁶	<input type="text"/>
Address/Telephone	<input type="text"/>	Legal Entity	<input type="checkbox"/> Limited Partnership <input type="checkbox"/> Company Limited <input type="checkbox"/> Public Company <input type="checkbox"/> Other <input type="checkbox"/> Publicly Listed Company Type of Business ²		
			<input type="text"/>		
Name of the Juristic Entity ⁵	<input type="text"/>	Position ⁴	<input type="text"/>	Position Taking Date ⁶	<input type="text"/>
Address/Telephone	<input type="text"/>	Legal Entity	<input type="checkbox"/> Limited Partnership <input type="checkbox"/> Company Limited <input type="checkbox"/> Public Company <input type="checkbox"/> Other <input type="checkbox"/> Publicly Listed Company Type of Business ²		
			<input type="text"/>		
Name of the Juristic Entity ⁵	<input type="text"/>	Position ⁴	<input type="text"/>	Position Taking Date ⁶	<input type="text"/>
Address/Telephone	<input type="text"/>	Legal Entity	<input type="checkbox"/> Limited Partnership <input type="checkbox"/> Company Limited <input type="checkbox"/> Public Company <input type="checkbox"/> Other <input type="checkbox"/> Publicly Listed Company Type of Business ²		
			<input type="text"/>		
Name of the Juristic Entity ⁵	<input type="text"/>	Position ⁴	<input type="text"/>	Position Taking Date ⁶	<input type="text"/>
Address/Telephone	<input type="text"/>	Legal Entity	<input type="checkbox"/> Limited Partnership <input type="checkbox"/> Company Limited <input type="checkbox"/> Public Company <input type="checkbox"/> Other <input type="checkbox"/> Publicly Listed Company Type of Business ²		
			<input type="text"/>		

- Note: ² Means types of business such as agriculture, food industry, consumer goods, financial business, industrial goods, real estate and construction, service business, technology, etc.
- ⁴ Means directors, General Manager, or executives who are among the four highest levels of the Company's management after the General Manager, as well as all the management in the top fourth level and the equivalent positions thereof, and executives in the Accounting & Finance Department from the level of the Department Chief upward, or the equivalent positions thereof.
- ⁵ Means juristic entities having or anticipated to have any connected transaction with the Company or its subsidiaries (If no, please state "None").
- ⁶ Means if the date of position taking cannot be stated, approximate number of years or the year of taking up position can be applied.



UNIVENTURES PUBLIC COMPANY LIMITED

REPORT OF INTERESTS OF DIRECTORS, EXECUTIVES AND RELATED PERSONS

3.2 Directorship or Management Position⁴ in Other Juristic Entities⁵ of Individuals and Close Relatives Who Are Parties Related to the Filer (Only Juristic Entities Having or Anticipated to Have Any Connected Transaction with UV or Its Subsidiaries)

Name of the Related Party	<input style="width: 95%;" type="text"/>	Relationship	<input type="checkbox"/> Spouse <input type="checkbox"/> Minor Child <input type="checkbox"/> Minor Adopted Child <input type="checkbox"/> Father <input type="checkbox"/> Mother <input type="checkbox"/> Older Sibling <input type="checkbox"/> Younger Sibling <input type="checkbox"/> Spouse of Child <input type="checkbox"/> Spouse of Older Sibling <input type="checkbox"/> Spouse of Younger Sibling <input type="checkbox"/> Minor Child
Name of the Juristic Entity ⁵ in which the Directorship/ Management Position ⁴ is held	<input style="width: 95%;" type="text"/>	Position ⁴	<input style="width: 95%;" type="text"/>
Address/Telephone	<input style="width: 95%;" type="text"/>	Legal Entity	<input type="checkbox"/> Limited Partnership <input type="checkbox"/> Company Limited <input type="checkbox"/> Public Company <input type="checkbox"/> Publicly Listed Company <input type="checkbox"/> Other
		Type of Business ²	<input style="width: 95%;" type="text"/>

Name of the Related Party	<input style="width: 95%;" type="text"/>	Relationship	<input type="checkbox"/> Spouse <input type="checkbox"/> Minor Child <input type="checkbox"/> Minor Adopted Child <input type="checkbox"/> Father <input type="checkbox"/> Mother <input type="checkbox"/> Older Sibling <input type="checkbox"/> Younger Sibling <input type="checkbox"/> Spouse of Child <input type="checkbox"/> Spouse of Older Sibling <input type="checkbox"/> Spouse of Younger Sibling <input type="checkbox"/> Minor Child
Name of the Juristic Entity ⁵ in which the Directorship/ Management Position ⁴ is held	<input style="width: 95%;" type="text"/>	Position ⁴	<input style="width: 95%;" type="text"/>
Address/Telephone	<input style="width: 95%;" type="text"/>	Legal Entity	<input type="checkbox"/> Limited Partnership <input type="checkbox"/> Company Limited <input type="checkbox"/> Public Company <input type="checkbox"/> Publicly Listed Company <input type="checkbox"/> Other
		Type of Business ²	<input style="width: 95%;" type="text"/>

Note: ² Means types of business such as agriculture, food industry, consumer goods, financial business, industrial goods, real estate and construction, service business, technology, etc.

⁴ Means directors, General Manager, or executives who are among the four highest levels of the Company's management after the General Manager, as well as all the management in the top fourth level and the equivalent positions thereof, and executives in the Accounting & Finance Department from the level of the Department Chief upward, or the equivalent positions thereof.

⁵ Means juristic entities having or anticipated to have any connected transaction with the Company or its subsidiaries (If no, please state "None").

⁶ Means if the date of position taking cannot be stated, approximate number of years or the year of taking up position can be applied.



UNIVENTURES PUBLIC COMPANY LIMITED

REPORT OF INTERESTS OF DIRECTORS, EXECUTIVES AND RELATED PERSONS

▶ **Part 4 : Information on Shareholding in Other Juristic Entities⁵ of the Filer (Including Shareholding of Persons Related to the Filer)**
(Only Juristic Entities Having or Anticipated to Have Any Connected Transaction With UV or Its Subsidiaries)

1. Name of the Juristic Entity ^{1,3}	<input style="width: 95%;" type="text"/>	Address/ Telephone	<input style="width: 95%;" type="text"/>	Type of Business ²	<input style="width: 95%;" type="text"/>	% of Shareholding ⁷ > 10 %	<input style="width: 95%;" type="text"/>	%
2. Name of the Juristic Entity ^{1,3}	<input style="width: 95%;" type="text"/>	Address/ Telephone	<input style="width: 95%;" type="text"/>	Type of Business ²	<input style="width: 95%;" type="text"/>	% of Shareholding ⁷ > 10 %	<input style="width: 95%;" type="text"/>	%
3. Name of the Juristic Entity ^{1,3}	<input style="width: 95%;" type="text"/>	Address/ Telephone	<input style="width: 95%;" type="text"/>	Type of Business ²	<input style="width: 95%;" type="text"/>	% of Shareholding ⁷ > 10 %	<input style="width: 95%;" type="text"/>	%
4. Name of the Juristic Entity ^{1,3}	<input style="width: 95%;" type="text"/>	Address/ Telephone	<input style="width: 95%;" type="text"/>	Type of Business ²	<input style="width: 95%;" type="text"/>	% of Shareholding ⁷ > 10 %	<input style="width: 95%;" type="text"/>	%
5. Name of the Juristic Entity ^{1,3}	<input style="width: 95%;" type="text"/>	Address/ Telephone	<input style="width: 95%;" type="text"/>	Type of Business ²	<input style="width: 95%;" type="text"/>	% of Shareholding ⁷ > 10 %	<input style="width: 95%;" type="text"/>	%
6. Name of the Juristic Entity ^{1,3}	<input style="width: 95%;" type="text"/>	Address/ Telephone	<input style="width: 95%;" type="text"/>	Type of Business ²	<input style="width: 95%;" type="text"/>	% of Shareholding ⁷ > 10 %	<input style="width: 95%;" type="text"/>	%
7. Name of the Juristic Entity ^{1,3}	<input style="width: 95%;" type="text"/>	Address/ Telephone	<input style="width: 95%;" type="text"/>	Type of Business ²	<input style="width: 95%;" type="text"/>	% of Shareholding ⁷ > 10 %	<input style="width: 95%;" type="text"/>	%

Note: ¹ Means juristic entities having or anticipated to have any connected transaction with the Company or its subsidiaries. (If no, please state “None”)

² Means types of business such as agriculture, food industry, consumer goods, financial business, industrial goods, real estate and construction, service business, technology, etc.

³ Names legal entity of business such as limited partnership, company limited, public company, publicly listed company etc.

⁷ Means the amount taken from the shareholding ratio worksheet (on the next page). Applied only for the case of over 10% in shareholding since such ratio is deemed as being a major shareholder of such juristic entities.



UNIVENTURES PUBLIC COMPANY LIMITED
REPORT OF INTERESTS OF DIRECTORS, EXECUTIVES AND RELATED PERSONS

▶ Part 5 : Signature

Certified by the Filer

Signature.....Filer
(.....)
Date/...../.....

Acknowledge By

Signature Company Secretary
(.....)
Date/...../.....



UNIVENTURES PUBLIC COMPANY LIMITED
REPORT OF INTERESTS OF DIRECTORS, EXECUTIVES AND RELATED PERSONS

Worksheet for Calculation of Shares Held in Each of the Other Juristic Entities (Attachment for Part 4)

Name of Juristic Entity

Shareholders	% of Shareholding
(1) Filer	
(2) Spouse	
(3) Minor Children/ Minor Adopted Children	
(4) General partnership that the filer and his/her spouse, or their minor children are the partners thereof	
(5) Limited partnership that the filer and his/her spouse, or their minor children are the partners with unlimited or limited liability thereof , with the total combined shareholding over 30%	
(6) Company limited or public company that the filer and his/her spouse, or their minor children, or the partnership under (4) or (5) hold the total combined shares over 30%	
(7) Publicly listed company that the filer and his/her spouse, or their minor children, or the partnership under (4) or (5) hold the total combined shares over 30%	
(8) Juristic entity that the filer maintains management authority as the juristic representative	
Total shareholding in each juristic entity of the filer and his/her related persons (%)	

Report of changes in securities holdings in ... (Company)
 Prepared by ...(Name).....Position.....
 Reporting date

Name of securities holder ¹	Types of securities	Transaction date	No. of securities held before acquisition/disposition	Acquisition/disposition ²		No. of securities held after acquisition/disposition	Method of acquisition ³ /disposition ⁴	Transaction made through (specify broker's name)	Purchaser/Transferee (specify name and relationship) ⁵
				Amount	Average price				
Reporter/filer	Common share								
	Preferred share								
	Warrant								
	Transferable subscription right								
	Convertible debenture								
Spouse Name	Common share								
	Preferred share								
	Warrant								

* Form 59-2 is for changes in securities holdings as a result of acquisition or disposition. This form must be submitted within three business days after the date of purchase, sale, transfer or accept transfer the securities.

Name of securities holder ¹	Types of securities	Transaction date	No. of securities held before acquisition/disposition	Acquisition/disposition ²		No. of securities held after acquisition/disposition	Method of acquisition ³ /disposition ⁴	Transaction made through (specify broker's name)	Purchaser/Transferee (specify name and relationship) ⁵
				Amount	Average price				
	Transferable subscription right								
	Convertible debenture								
Minor child / Name	Common share								
	Preferred share								
	Warrant								
	Transferable subscription right								
	Convertible debenture								

I hereby certify that the above report is complete and true in all respects.

Signature of reporter/filer

Position

The person appointed as contact person (if any)..... Telephone..... Company

Report on Receipt of Gifts, Assets, and Benefits

For executives and employees to abide by as the principles of business conduct adopted according to professional integrity and ethics, they are required to report the acceptance of any cash, gift, present, assets, and benefits that exceed the value of Baht 3,000 according to the following Company's policy.

I, whose name is(name & family name)....., hold the position of , would like to report the acceptance of following cash, gift, present, assets, and benefits.

Date	Received Item	Amount	Approximate Value	From Individual/Company
Total				

I have already reported my receipt of cash, gift, present, assets, and benefits as set forth above in adherence to honesty, transparency, clarity, and accountability in the manner as prescribed by the Company.

I am hereby submitting this information for your perusal.

Filer	Supervisor	Compliance Department, Internal Audit Department
Date.....	Date	Date.....

Opinion of the Chief Executive Officer

- Allow the employee to accept
- Keep as a present for New Year Prize Draw Party
- Other

Signature

Date

Opinion of the Executive Chairman

- Allow the employee to accept
- Keep as a present for New Year Prize Draw Party
- Other

Signature.....

Date

