

(Translation)

March 23, 2015

Subject: Invitation to Annual General Meeting of Shareholders for the year 2015

To: The Shareholders
UAC Global Public Company Limited

- Enclosures:
1. Copy of Minutes of the No.1/2015 Extraordinary General Meeting of Shareholders (Agenda 1)
 2. Annual Report for the year 2014 in CD-ROM (Agenda 2)
 3. Capital Increase Form (F53-4) (Agenda 6)
 4. Profile of the proposed directors to replace those who will retire by rotation and Definition of Independent Director (Agenda 8)
 5. Articles of Association of the Company relating to the Shareholders' Meeting
 6. How to proxy, registration and evidence for attendance
 7. Registration form to attend the 2015 Annual General Meeting of Shareholders
 8. Proxy Form A and B (Form B is recommended)
 9. Map of the meeting location

The Board of Directors resolved to convene the 2015 Annual General Meeting of Shareholders on Thursday, April 9, 2015 at 14.00 hours at Meeting Room, Floor 25th, TP&T Tower, No. 1 Soi Vibhavadirangsit 19, Vibhavadirangsit Road, Chatuchak Sub-District, Chatuchak District, Bangkok, 10900 to consider the following agendas:

Agenda 1 To consider and approve the Minutes of No. 1/2015 Extraordinary General Meeting of Shareholders

Background and Rationale

The Company had conducted the No. 1/2015 Extraordinary General Meeting of Shareholders on March 12, 2015 whereas the Minutes of the Meeting was submitted to relevant entities within the specific period and has been posted on the Company's website (www.uac.co.th).

Board's Opinion

The Minutes are accurately taken and should propose to the 2015 Annual General Meeting of Shareholders to adopt the Minutes of No. 1/2015 Extraordinary General Meeting of Shareholders held on March 12, 2015.

Resolution: This agenda will be approved with the majority voting of the shareholders who present and vote at the meeting.

Agenda 2 To acknowledge the Company's operational result for the fiscal year 2014

Background and Rationale

The Company's operational result and major event for the fiscal year 2014 has been summarized as the enclosure No. 2 of this invitation to the 2015 Annual General Meeting of Shareholders. It's also been posted on the Company's website (www.uac.co.th).

The Board's Opinion

The Shareholders should acknowledge the Company's operational result for the fiscal year 2014.

Resolution: - To acknowledge, no voting -

Agenda 3 To consider and approve the financial statements for year ended December 31, 2014

Background and Rationale

In compliance with the Public Limited Company ACT B.E.2535, the Company has to prepare the Financial Statement for year ended December 31, 2014 which has been audited by certified auditor, monitored by Audit Committee and approved by the Board of Directors. Details are shown in the 2014 Annual Report (Enclosure 2) which summarized as follows:

Items	2014	2013
Total Assets (million Baht)	1,780.05	1,634.58
Total Liabilities (million Baht)	810.30	667.80
Total Shareholders' Equity	969.75	966.78
Total Income from Sales and Service (million Baht)	1,011.58	990.15
Net Profit (million Baht)	51.04	130.86
No. of Paid-up Shares	554,222,076	554,191,159
Earnings per share (Baht)*	0.10	0.24

Remarks:*Calculated from weighted average paid-up shares

The Board's Opinion

The Board of Directors approved to propose the shareholder meeting to consider and approve the financial statements for year ended December 31, 2014 which has been audited by the Company's 2014 Auditors, Miss Somjintana Pholhirunrat, Certified Public Accountant no. 5599, from D I A International Auditing Co., Ltd. and monitored by Audit Committee.

Resolution: This agenda will be approved with the majority voting of the shareholders who present and vote at the meeting.

Agenda 4 To consider and approve the Company's registered capital decrease and amendment of the Company's Memorandum of Association No. 4 in accordance with the capital decrease.

Background and Rationale

The Board of Directors resolved to propose the shareholder meeting to consider and approve the decrease of the Company's registered capital from Baht 331,748,331 to Baht 331,708,701 divided in to ordinary share 663,417,402 shares with the par value of Baht 0.50 by deleting the shares remaining from allotment for UAC-W1 of 79,260 shares and amendment of the Company's memorandum of Association no. 4 in accordance with the capital decrease as follow:

"Clause 4 The Company's registered capital is Baht 331,708,701 (Three hundred thirty one million seven hundred eight thousand seven hundred and one baht)

Divided into 663,417,402 shares (Six hundred sixty three million four hundred seventeen thousand four hundred and two shares)

Par Value is Baht 0.50 per share

Which is classified into:

Ordinary share 663,417,402 shares (Six hundred sixty three million four hundred seventeen thousand four hundred and two shares)

Preferred share - shares".

Board of Directors' Opinion

The Board of Directors approved to propose the shareholder meeting to consider and approve the Company's registered capital decrease from Baht 331,748,331 to Baht 331,708,701 divided in to ordinary share 663,417,402 shares with the par value of Baht 0.50 and amendment of the Company's memorandum of Association no. 4 in accordance with the capital decrease.

Resolution: This agenda will be approved with the voting not less than three-fourth of shareholders who present and vote at the meeting.

Agenda 5 To consider and approve the appropriation of profit for the year 2014 and annual dividend payment

Background and Rationale

The Company's dividend policy has been fixed at the minimum of 40% of net profit of the separate financial statement after deduct corporate income tax and statutory reserves required by law. In the fiscal year 2014, the Company's net profit amounted to Baht 81,444,864.27, deduct legal reserves Baht 4,072,243.21 and net profit after deduct corporate income tax and legal reserves is Baht 77,372,621.06. The Board of Directors resolved to propose the shareholder meeting to consider and approve the annual dividend payment at the rate of Baht 0.06945 per share, totaling of Baht 38,490,723.18, equals to 49.75% of net profit after deduct corporate income tax and legal reserves. The annual dividend payment will be paid in the ratio of 8 existing shares per 1 stock dividend or Baht 0.06250 per share and cash dividend payment in the rate of Baht 0.00695 per share. In case that any shareholder holds the indivisible share remaining after such allocation, the dividend shall be paid in cash in the amount of Baht 0.06250 per share. The comparison of dividend payment between 2014 and 2013 are as follows:

The separate financial statement	2014	2013
Total Income from Sales and Service (Baht)	1,091,222,041.80	924,836,867.32
Net Profit (Baht)	81,444,864.27	62,407,949.40
Net Profit after deduct tax and legal reserve (Baht)	77,372,621.06	59,287,551.93
Retained Earnings - Unappropriated	131,994,977.38	143,296,288.48
No. of Paid-up Shares (Shares)	554,222,076	554,204,839
Dividend per share (Baht)	0.06945	0.16
Total Dividend Payment (Baht)	38,490,723.18	88,62,774.24
Portion of Dividend Payment and Net Profit after deduct tax and legal reserve (%)	49.75	149.56

The dividend payment will be indeterminate until the Shareholder's Meeting approves as proposed. The UAC-W1 holders who exercise on March 31, 2015 will not have right for stock dividend.

The Board's Opinion

The Board of Directors approved to propose the shareholder meeting to consider and approve the legal reserve of Baht 4,072,243.21. As a result, the Company's legal reserve will be Baht 24,559,371.74 or 7.40% of registered capital before stock dividend payment, and approve the 2014 annual dividend payment at the rate of Baht 0.06945 per share, totaling of Baht 38,490,723.18, equals to 49.75% of net profit after deduct corporate income tax and legal reserves. The annual dividend payment will be paid in the ratio of 8 existing shares per 1 stock dividend or Baht 0.06250 per share and cash dividend payment in the rate of Baht 0.00695 per share. In case that any shareholder holds the indivisible share remaining after such allocation, the dividend shall be paid in cash in the amount of Baht 0.06250 per share.

The record date for the names of shareholders who have rights to receive the dividends scheduled to be on April 3, 2015 and the register book closing date for collecting shareholders' name under the Section 225 of the Securities and Exchange Act B.E. 2535 for the right to subscribe for shares scheduled to be on April 7, 2015. The dividend payment shall be made on April 30, 2015.

Resolution: This agenda will be approved with the majority voting of the shareholders who present and vote at the meeting.

Agenda 6 To consider and approve the Company's registered capital increase by specifying the propose of utilization for stock dividend and right adjustment of UAC-W1 and amendment of the Company's Memorandum of Association No. 4 in accordance with the capital increase

Background and Rationale

If the shareholder meeting approves the annual dividend payment in agenda 5, the Company has to increase newly issued shares, to support the stock dividend and right adjustment of UAC-W1 to obtain the benefit and return of holders of UAC-W1 that shall not be less than previous benefits, from Baht 331,708,701 to Baht 373,173,701, divided into the ordinary shares for 746,347,402 shares at the par value of Baht 0.50 by issuing the new ordinary share not exceed 82,930,000 shares at the par value of Baht 0.50. Details are as follow;

- Capital increase by issuing new ordinary share for stock dividend of 69,280,000 shares.
- Capital increase by issuing new ordinary share for right adjustment of UAC-W1 of 13,650,000 shares

and amend the Company's Memorandum of Association no. 4 in accordance with the capital increase as follows:

“Clause 4 The Company’s registered capital is Baht 373,173,701 (Three hundred seventy three million one hundred seventy three thousand seven hundred and one baht)

Divided into 746,347,402 shares (Seven hundred forty six million three hundred forty seven thousand four hundred and two shares)

Par Value is Baht 0.50 per share

Which is classified into:

Ordinary share 746,347,402 shares (Seven hundred forty six million three hundred forty seven thousand four hundred and two shares)

Preferred share - shares”.

The Board’s Opinion

The Board of Directors approved to propose the shareholder meeting to consider and approve the Company's registered capital increase by specifying the propose of utilization for stock dividend and right adjustment of UAC-W1, not exceed 82,930,000 shares and amendment of the Company's Memorandum of Association No. 4 in accordance with the capital increase.

Resolution: This agenda will be approved with the voting not less than three-fourth of shareholders who present and vote at the meeting.

Agenda 7 To consider and approve the allotment of the Company's registered capital increase by specifying the propose of utilization for stock dividend and right adjustment of UAC-W1

Background and Rationale

The Board of Directors resolved to propose the shareholder meeting to consider and approve the capital increase through allotment of 82,930,000 share at the par value of Baht 0.50 per details are as follow;

7.1 Allotment of 69,280,000 shares at the par value of Baht 0.50 to existing shareholders for stock dividend.

7.2 Allotment of 13,650,000 shares at the par value of Baht 0.50 for right adjustment of UAC-W1

The Board’s Opinion

The Board of Directors approved to propose the shareholder meeting to consider and approve the allotment of newly issued shares not exceed 82,930,000 shares at par value of Baht 0.50 for stock dividend and right adjustment of UAC-W1.

Resolution: This agenda will be approved with the majority voting of the shareholders who present and vote at the meeting.

Agenda 8 To consider and approve the election of directors to replace who those retiring by rotation

Background and Rationale

the Public Limited Company Acts and Company’s Articles of Association stipulated that in the Annual General Meeting of Shareholders, a minimum of one-third (1/3) of the Directors must retire from directorship. If the number of director is not three part, the nearest to one-third must be retired. One-third of Directors due for retirement for this year is as follows:

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|---|----------------------|
| 1. Mr. Kittti Jivacate | Director |
| 2. Mr. Chatchaphol Prasopchoke | Director |
| 3. Assoc.Prof.Dr. Aekkachai Nittayakasetwat | Independent Director |

On the website, the Company invited all shareholders to propose qualified candidates for a directorship and items for the 2015 Annual General Meeting agenda. Despite the invitation, neither candidates nor agenda items were proposed. The Nomination & Remuneration Committee undertook nomination procedures for candidates most appropriate and beneficial to the Company, in aspect of qualifications, wisdom, talents, experience and expertise, and proposed to re-elect 3 retiring directors by rotation to serve another term.

The Board's Opinion

The Board of Directors (excluded the directors who have conflict of interests in this agenda) approved to propose the shareholder meeting to consider and approve to re-elect 3 retiring directors by rotation to serve another term because those persons are knowledgeable with high experiences that will be benefit the Company and shareholders. (the profiles of those three persons had been shown in Enclosure 4)

Resolution: This agenda will be approved with the majority voting of the shareholders who present and vote at the meeting.

Agenda 9 To consider and approve the remuneration of directors for the year 2015

Background and Rationale

The Public Company Limited Acts and the Company's Articles of Association stipulated that Director's remuneration to be approved by the Annual General Meeting of Shareholders taken into consideration of similar business group, economic growth, the Company's profit, and Board of Directors' responsibility. The details of 2015 Directors' remuneration are as follows:

(1) Monthly remuneration:

Remuneration	2015	2014	
Chairman	25,000	25,000	Baht/person/month
Director	10,000	10,000	Baht/person/month
Chairman of the Audit Committee	15,000	15,000	Baht/person/month
Audit Committee	10,000	10,000	Baht/person/month
Executive Committee	5,000	5,000	Baht/person/month
Total Remuneration	Not exceed Baht 2.0 Million	Not exceed Baht 1.8 Million	Per year

(2) Bonus for Non-executive Directors: Refer to the resolution of the 2014 Annual General Meeting of Shareholders, Bonus for Non-Executive Directors will not be exceeding 1.5% of the Company's Net Profit which will be effective after the approval from the 2014 Annual General Meeting of Shareholder or until the Shareholder meeting has decided to change the resolution.

(3) Others: Health, Life and Accident Insurance with the premium not exceed 20,000 baht/person/year.

The Board's Opinion

The Board of Directors approved to propose the shareholder meeting to consider and approve the Directors' monthly remuneration for the year 2015 for the amount not exceed of Baht 2,000,000, Bonus for Non-Executive Directors will not be exceeding 1.5% of the Company's Net Profit and Insurance premium not exceed 20,000 baht/person/year.

Resolution: This agenda will be approved with the voting not less than two-third of shareholders who present and vote at the meeting.

Agenda 10 To consider and appoint the Company's auditor and fixing the remuneration of auditing fee for the year 2015

Background and Rationale

The Audit Committee and Board of Directors approved to appoint the auditors of D I A International Auditing Co., Ltd. to be the auditor of the Company and subsidiary for fiscal year

2015. D I A International Auditing Co., Ltd. has no relationship and conflict of interest with the Company and subsidiary. The proposed auditors' name list are as follows:

1. Ms. Somjintana Pholhiranratr, Certified Public Accountant no. 5599 (Certified for 1 fiscal year) or
2. Mrs. Villairat Rojnakarin, Certified Public Accountant no. 3104 (Never certified) or
3. Ms. Supaporn Mungjit, Certified Public Accountant no. 8125 (Never certified)

The remuneration of Company's Auditor for fiscal year 2015 compared with year 2014 are shown below:

Details of Audit Remuneration	2015	2014
Audit fee for Company	1,320,000	920,000
Audit fee for Subsidiary	1,080,000	185,000
Total Remuneration	2,400,000	1,170,000

Remarks: Excluding other services such as BOI inspection, translation, transportation, printing, communication and others.

The Board's Opinion

The Board of Directors approved to propose the shareholder meeting to consider and approve to appoint the Company's auditor and fixing the audit remuneration for the year 2015 not exceed Baht 2,400,000.

Resolution: This agenda will be approved with the majority voting of the shareholders who present and vote at the meeting.

Agenda 11 Other matters (if any)

The Board of Directors has set record date for shareholders who has right to attend the 2015 Annual General Meeting of Shareholders on March 16, 2015, share registration book closing date to summarize the shareholders' name list in accordance with section 225 of Securities and Exchange Act to be on March 17, 2015.

The Company has posted the Meeting Invitation letter with meeting document on Company's website (www.uac.co.th). Should any shareholder want to ask question or elaborate an issue may send prior question to sajjaporn@uac.co.th or by fax at (66 2) 936 1700

All shareholders are invited to attend the meeting designated by the Company. Registration to attend the meeting will start at 13:00 hour. For those who wish to attend in eligible person or by proxy to other or Independent Director whose name appear in the Enclosure 8 (Proxy Form). To timely registration process, it's recommend to fill up the form provided in Enclosure 7 (Registration form to attend the 2015 Annual General Meeting of Shareholders) and Enclosure 8 (proxy form), present to the registrar officers prior to the meeting.

Sincerely yours,

- Signature -

Mr. Paiboon Sareewiwatthana

Chairman