

March 18, 2016

Subject: Invitation to Annual General Meeting of Shareholders for the year 2016

To: The Shareholders
UAC Global Public Company Limited

- Enclosures:
1. Copy of Minutes of the 2015 Annual General Meeting of Shareholders (Agenda 1)
 2. Annual Report for the year 2015 in CD-ROM (Agenda 2)
 3. Profile of the proposed directors to replace those who will retire by rotation and Definition of Independent Director (Agenda 6)
 4. Capital Increase Form (F53-4) (Agenda 10)
 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 2016 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 2016 Annual General Meeting of Shareholders on Thursday, April 21, 2016 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 2015 Annual General Meeting of Shareholders

Background and Rationale

The Company had conducted the 2015 Annual General Meeting of Shareholders on April 21, 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 2016 Annual General Meeting of Shareholders to adopt the Minutes of 2015 Annual General Meeting of Shareholders held on April 9, 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 2015

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Background and Rationale

The Company's operational result and major event for the fiscal year 2015 has been summarized as the enclosure No. 2 of this invitation to the 2016 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 2015.

Resolution: - To acknowledge, no voting -

Agenda 3 To consider and approve the financial statements for year ended December 31, 2015

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, 2015 which has been audited by certified

auditor, monitored by Audit Committee and approved by the Board of Directors. Details are shown in the 2015 Annual Report (Enclosure 2) which summarized as follows:

Consolidated Financial Statement	2015	2014
Total Assets (million Baht)	2,735.14	1,780.05
Total Liabilities (million Baht)	1,623.73	810.30
Total Shareholders' Equity	1,111.41	969.75
Total Income from Sales and Service (million Baht)	1,465.17	1,011.58
Net Profit (million Baht)	94.00	51.04
No. of Paid-up Shares	631,874,101	554,222,076
Earnings per share (Baht)*	0.15	0.09

Remarks:*Calculated from weighted average paid-up shares as shown in 2015 Financial Statement

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, 2015 which has been audited by the Company's 2015 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 331,708,701 to Baht 333,802,650.50 divided in to ordinary share 667,605,301 shares with the par value of Baht 0.50 by deleting the shares remaining from allotment for UAC-W1 of 78,742,101 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 333,802,650.50 (Three hundred thirty three million eight hundred two thousand six hundred and fifty baht fifty stang)

Divided into 667,605,301 shares (Six hundred sixty seven million six hundred five thousand three hundred and one shares)

Par Value is Baht 0.50 per share

Which is classified into:

Ordinary share 667,605,301 shares (Six hundred sixty seven million six hundred five thousand three hundred and one 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 331,708,701 to Baht 333,802,650.50 divided in to ordinary share 667,605,301 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 2015 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 2015, the Company's net profit amounted to Baht 86,754,105.74, deduct legal reserves Baht 4,337,705.29. The Board of Directors resolved to propose the shareholder meeting to consider and approve the annual dividend payment at the rate of Baht 0.10 per share, totaling of Baht 66,760,530.10. The dividend will be paid from profit from

operation and retained earnings with 23% corporate income tax and dividend which is exempted to be calculated as taxable income, at the rate of Baht 0.009 and 0.091 respectively. Whereby, shareholders paying personal income tax shall be entitled to a tax credit for the received dividend in accordance with Section 47 bis of the Revenue Code of Thailand as follows:

- The dividend of Baht 0.009 per share, paid from the net profit with 23% corporate income tax, can be credited at 23/77;
- The dividend of Baht 0.091 per share, paid from dividend which is exempted to be calculated as taxable income, cannot be credited.

The comparison of dividend payment between 2015 and 2014 are as follows:

The separate financial statement	2015	2014
Total Income from Sales and Service (Baht)	1,293,051,234.66	1,091,222,041.80
Net Profit (Baht)	86,754,105.74	81,444,864.27
Net Profit after deduct tax and legal reserve (Baht)	82,416,400.45	77,372,621.06
Retained Earnings - Unappropriated	175,920,720.69	131,994,977.38
No. of Paid-up Shares (Shares)	667,605,301	554,222,076
Dividend per share (Baht)	0.10	0.06945
Total Dividend Payment (Baht)	66,760,530.10	38,490,657.14
Portion of Dividend Payment and Net Profit after deduct tax and legal reserve (%)	81.00	49.75

The dividend payment will be indeterminate until the Shareholder's Meeting approves as proposed.

The Board's Opinion

The Board of Directors approved to propose the shareholder meeting to consider and approve the legal reserve of Baht 4,337,705.29. As a result, the Company's legal reserve will be Baht 28,897,077.03 or 7.74% of registered capital before dividend payment, and approve the 2015 annual dividend payment at the rate of Baht 0.10 per share, totaling of Baht 66,760,530.10. The dividend will be paid from profit from operation and retained earnings with 23% corporate income tax and dividend which is exempted to be calculated as taxable income, at the rate of Baht 0.009 and 0.091 respectively.

The record date for the names of shareholders who have rights to receive the dividends scheduled to be on May 3, 2016 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 May 4, 2016. The dividend payment shall be made on May 19, 2016.

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 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:

1. Assoc.Prof.Dr. Paiboon Sareewiwatthana Director
2. Miss Nilrat Jarumanopas Director
3. Miss Jeerapan Jinda Independent Director

On the website, the Company invited all shareholders to propose qualified candidates for a directorship and items for the 2016 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 3)

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

Agenda 7 To consider and approve the remuneration of directors for the year 2016

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 2016 Directors' remuneration are as follows:

(1) Monthly remuneration:

Remuneration	2016	2015	
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 2.0 Million	Per year
Bonus to Non-executive Directors	Not exceed Baht 3.9 Million	Not exceed 1.5% of the Company's Net Profit	Per year

(2) Others: Health, Life and Accident Insurance with the premium not exceed 30,000 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 2016 for the amount not exceed of Baht 2,000,000, Bonus for Non-Executive Directors will not exceed of Baht 3,900,000 and Insurance premium not exceed 30,000 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 8 To consider and appoint the Company's auditor and fixing the remuneration of auditing fee for the year 2016

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 2016. 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 2 fiscal year) or
2. Mrs. Villairat Rojnakaran, 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 2016 compared with year 2015 are shown below:

Details of Audit Remuneration	2016	2015
Audit fee for Company	1,380,000	1,320,000

Audit fee for Subsidiary	1,100,000	1,071,000
Total Remuneration	2,480,000	2,391,000

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 2016 not exceed Baht 2,480,000.

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 Company's registered capital increase under General Mandate from Baht 333,820,650.50 to Baht 433,942,650.50 and amendment of the Company's Memorandum of Association No. 4 in accordance with the capital increase

Background and Rationale

The Board of Directors resolved to propose the shareholder meeting to consider and approve the Company's registered capital increase under General Mandate by issuing new ordinary shares of 220,280,000 shares at the par value of Baht 0.50. The Board of Directors is authorized to consider and determine related condition for share offering. The newly issued shares will not exceed 30% of total paid-up capital as the date of the Company's BOD resolve to approve capital increase which equal to 200.28 million shares. If newly issued shared will be allotted to public offering or private placement, the total of this allotment will not exceed 20% of total paid-up capital as the date of the Company's BOD resolve to approve capital increase which equal to 133.52 million shares. If newly issued shared will be allotted to private placement, the total of this allotment will not exceed 10% of total paid-up capital as the date of the Company's BOD resolve to approve capital increase which equal to 66.76 million shares. The allotment will be completed either by the date of next Annual General Meeting of shareholders or the date required by laws to hold the next Annual General Meeting of shareholders which one comes first.

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 433,942,650.50 (Four hundred thirty three million nine hundred forty two thousand six hundred fifty baht and fifty satang)
Divided into 867,885,301 shares (Eight hundred sixty seven million eight hundred eighty five thousand three hundred and one shares)

Par Value is Baht 0.50 per share

Which is classified into:

Ordinary share 867,885,301 shares (Eight hundred sixty seven million eight hundred eighty five thousand three hundred and one 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 under General Mandate by issuing new ordinary shares not exceed 200,280,000 shares at the par value of Baht 0.50 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 10 To consider and approve the allotment of the Company's registered capital increase under General Mandate of 200,280,000 shares at the par value of Baht 0.50

Background and Rationale

The Board of Directors resolved to propose the shareholder meeting to consider and approve

the capital increase through allotment of 200,280,000 share at the par value of Baht 0.50 per details had been shown in Capital Increase Form (Enclosure 4) and summarized as follows;

Allotted to	Type of share	% of Paid-up Capital	Number of share
Right Offering	Ordinary	Not exceed 20	133,520,000
Public Offering	Ordinary	-	-
Private Placement	Ordinary	Not exceed 10	66,760,000
Total		Not exceed 30	200,280,000

The Board of Directors is authorized to consider and determine related condition for share offering and sign all required and related documents.

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 200,280,000 shares at par value of Baht 0.50 for General Mandate as defined above.

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

Agenda 11 To consider and approve the issuance and offering for Sale of Debt Instrument in the Form of Debentures in the amount of up to Baht 1,000,000,000

Background and Rationale

The Board of Directors resolved to propose the shareholder meeting to consider and approve the issuance and offering for Sale of Debt Instrument in the Form of Debentures in the amount of up to Baht 1,000,000,000. details as follows;

Use of Proceed	:	1) to repay existing bank debt, to expand business and to serve as working capital 2) to make available alternative investment product for investors
Type	:	Debentures in named certificate form or issued to bearer, subordinated or unsubordinated, secured or unsecured and with or without debenture holder representative, collectively referred to as "Debt Instruments"
Amount	:	Not Exceeding THB 1,000,000,000.00 or in the equivalent amount of other currencies, which may be offered once or several times and/or on a revolving basis or in any other manner, so long as the total outstanding amount of the Debt Instruments does not exceed THB 1,000,000,000.00
Tenor	:	Up to 10 years from the date of issuance of the Debt Instruments, respectively.
Currency	:	THB 1,000,000,000.00 or in the equivalent amount of other currencies
Coupon / Discount Rate	:	Subject to market conditions at the time of issuance and offering
Call / Put Option	:	The Debt Instruments may or may not be embedded with Call and/or Put option in respect of early redemption
Placement	:	Debt Instruments may be offered for sale in Thailand and/or abroad, to the public and/or Institutional investors and/or high net worth investors and/or specific investors or public offering and/or any other persons according to the Notification of the Securities and Exchange Commission ("SEC Notification") and/or Notification of the Office of the securities and Exchange Commission ("SEC Office Notification") and/or Notification of the Capital Market Supervisory Board and/or any enforced regulation at the moment of issuance of Debt Instruments, which may be offered once or several times and/or on a revolving basis or in any other manner
Others	:	Subject to market conditions at the time of issuance and sales

Provided that the Board of Directors or Executive Committee or the person designated by the Board of Directors or Executive Committee shall have a power to consider and determine criteria, conditions and other details relating to the issuance and offering for sale of Debt Instruments which have not yet been determined as necessary and appropriate according to the laws, such as, name and characteristics, type of offering, amount of Debt Instruments to be issued and offered for sale each time, type of Debt Instruments, guarantee, collateral, offering price per unit, term, maturity, early redemption right, other rights and duties according to the Debt Instruments to be issued at such time, interest rate, principal and interest payment method, allocation method and details of offering, etc. Also it includes the listing of Debt Instruments on the Bond Exchange, the Stock Exchange of Thailand, securities dealing center or any other secondary markets including organizations. Authorized persons also have the power to apply for approval from, make disclosure to, and proceed any and all relevant acts with the relevant regulatory agencies, appoint advisors, or relevant persons with respect to the issuance and offering of Debt Instruments as well as contact, negotiate, enter into, execute and amend relevant documents and contracts, and take any action relating to the issuance and offering of Debt Instruments as necessary and appropriate.

The Board's Opinion

The Board of Directors approved to propose the shareholder meeting to consider and approve the issuance and offering for Sale of Debt Instrument in the Form of Debentures in the amount of up to Baht 1,000,000,000 as proposed above.

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

Agenda 12 Other matters (if any)

The Board of Directors has set record date for shareholders who has right to attend the 2016 Annual General Meeting of Shareholders on March 14, 2016, 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 15, 2016.

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 2016 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