



บริษัท ยูบิส (เอเชีย) จำกัด (มหาชน)
UBIS (ASIA) PUBLIC COMPANY LIMITED

Invitation Letter

for

The 2012 Annual General Meeting of Shareholder (No.8)

on April 19, 2012.



March 15, 2012.

Subject: Invitation to attend the Annual General Meeting of Shareholders for 2012 (No. 8)
To: Shareholders
Attachment: 1. Brief Translation of the Annual General Meeting of Shareholders for 2011 (No. 7)
2. Annual Report of the year 2011
3. Biographies of the Proposed Directors
4. Definition of Independent Director of Ubis (Asia) Public Company Limited
5. The Articles of Association of UBIS regarding shareholder meeting
6. Documents for the rights to attend
7. Biographies of independent director to be appointed as proxy holders
8. Proxy Form. Types B and C
9. Map for the meeting venue
10. Registration Form for the Annual General Meeting of Shareholders for 2012 (No. 8)

The Board of Directors of Ubis (Asia) Public Company Limited has resolved to hold the Annual General Meeting of Shareholders for 2012 (No. 8) on Thursday, April 19, 2012 at 14.00 p.m. at Baccarat Room, The Tawana Bangkok Hotel, 80 Surawongse Road, Bangkok to consider the following agendas;

Agenda 1 To acknowledge the Minute of the 2011 Annual General Meeting of Shareholders (No. 7)

The Company held the Annual General Meeting of Shareholders for 2011 (No.7) on April 7, 2011. The minutes were submitted to the Stock Exchange of Thailand within 14 days and the Ministry of Commerce in compliance with Thai law. The minutes were also published on the Company's website for the shareholders able to review and no objections to the minutes. A copy of the minutes is enclosed in Attachment 1.

The Board's Opinion

The Minutes of the Annual General Meeting of Shareholders for 2011 (No.7) were completely and accurately recorded. Therefore, the Board of Directors should propose to the shareholders to acknowledge.

Agenda 2 To acknowledge the Company's performance for 2011

The Company's operating performance, which was presented in 2011 Annual Report, was attached together with this invitation letter as enclosed in attachment 2.

Highlights of the Company's performance

Items	2011	2010
Total Assets (Million Baht)	417.52	362.85
Total Liabilities (Million Baht)	140.27	86.81
Total Equities (Million Baht)	277.25	276.04
Total Revenue (Million Baht)	699.87	625.83
Net Income (Million Baht)	65.74	69.59
Earning per share (Baht/Share)	0.35	0.37

The Board's Opinion The Board of Directors should propose the report of the Company's performance for the year 2011 to Shareholders to acknowledge.

Agenda 3 To approve the Financial Statement for the year ended December 31, 2011.

The Company's Financial Statement for the year ended December 31, 2011 were reviewed and endorsed by the Company's Audit Committee, and also audited by the Company's Auditor. The details of financial report and auditor's opinion were attached herewith in the Company's 2011 Annual Report, at "Financial Statement" section, as per attachment 2.

The Board's Opinion The shareholders should approve the Financial Statement of the Company and Subsidiary for the year ended December 31, 2011.

Agenda 4 To approve dividend payment for 2011

The Company establishes a dividend policy by considering; (1) the Company has profits; (2) the Company has no suffer losses; (3) the Company has sufficient cash to pay dividend; and (4) provide statutory reserved on the investment plan, then the Company shall pay dividend at the rate of not less than 40% of the net profit and appropriate statutory reserve as require by laws. After the Board resolves to pay the annual dividend, the dividend policy requires Shareholders approval. For an interim dividend without shareholders approval but must then inform to shareholders at the next meeting.

According to the operation results of 2011, the Company realized net profit Baht 65,739,240.30 or Baht 0.35 per share.

The Board of Directors considered to pay an annual 2011 dividend of Baht 0.23 per share, 69.7% of net profit. Recent dividend payment may be compared as follows;

2009-2011 Dividend Payment Comparison

	2011	2010	2009
1. Net Profit (Million Baht)	65.74	69.59	70.08
2. Number of shares (Million shares)	190	190	190
3. Dividend per share (Baht per share)	0.23	0.31	0.44
- First half interim dividend	0.05	0.20	0.12
- Second half dividend	0.18	0.11	0.24
- Extra dividend	-		0.08
4. Total dividend (Million Baht)	43.70	58.90	83.60
5. Payout ration (%)	66.47	84.64	119.29

Dividend paid from profit subject to income tax rate.

Dividend Rate (Baht per share)	Income Tax Rate
0.18	25%

The dividend policy remains uncertainty until approval by shareholders.

The Board's Opinion

The shareholders should approve the dividend payment for 2011. The Company will pay 2011 dividend of Baht 0.23 per share. Previously, the Company had paid the first half 2011 interim dividend of Baht 0.05 per share. The interim dividend was paid on September 1, 2011. Therefore, the Company will pay dividend for the second half year 2011 by Baht 0.18 per share. The Company will entitle shareholders whose names are in the record date for the right of Shareholders to receive the dividend on April 26, 2012, and the share register book closing date for collecting Shareholders names under Section 225 of the Securities and Exchange Act is scheduled on April 27, 2012,. The second half dividend will be payable on May 8, 2012.

Agenda 5 To appoint auditor and approve the audit fee for 2012.

The Audit Committee recommended to the Board of Directors to propose the Shareholders Meeting to appoint Mr. Prawit Viwanthananut, C.P.A. No.4917 or Mr. Bunjong Pichayaprasat, C.P.A. No.7147 or Mr.Thirdthong Thepmongkorn, C.P.A. No.3787 or Mr. Udom Thanuratpong C.P.A. No.8501 or another auditor within the Firm of the ANS Audit Co., Ltd. as the Company's Auditor for the year 2012. The remuneration for the Auditor in the year 2012 should be Baht 576,000.00.

Audit Fee for 2011 and 2012

	2012	2011
Quarterly Fee - 3 Quarters	294,000	291,000
Audit Fee – year ended	282,000	275,000
Total of Audit Remuneration	576,000	566,000
% Change (from previous year)	1.77%	2.91%

ANS Audit Co., Ltd. and Auditors are neither related to nor engaged in any conflict of interests with the Company, the Company’s subsidiary, their executives, their major shareholders or relative of these persons.

Mr. Prawit Viwanthananut was the company auditor for 2 year since 2010.

The Board’s Opinion

The shareholders should appoint the ANS Audit Co., Ltd. as the Company’s auditor and approve the auditing fee for 2012 of Baht 576,000. The proposal is appropriately recommended by Audit Committee and has been endorsed by the Board of Directors.

Agenda 6: To approve the Directors’ remuneration for 2012

The Company requires shareholders approve the Board of Directors’ remuneration for 2012. The Committee applies the previous practice by considering competitiveness of remuneration in listed company in the same industry, performance, business size, director’s accountability and current economic situation. Therefore, the committee proposes the 2012 remuneration equal to 2011 remuneration by not exceeding Baht 1,500,000 as following;

Position	2012	2011
The Chairman	900,000	900,000
Independent Director and President of Audit Committee	220,000	200,000
Independent Director and Audit Committee	138,000	125,000
Independent Director	100,000	100,000
Amount of Shareholder’s Approval	1,500,000	1,500,000
The Actual Payment		692,500

Remarks; The remuneration is not provided for director who is executive director.

The Board’s Opinion

The shareholders should approve the 2012 Board of Directors’ remuneration for the amount not exceeding Baht 1,500,000, same as the previous year.

Agenda 7. To elect directors in replacement of those retiring by rotation.

This year, the name list of the three directors who retired by rotation are as follows;

- (1) Mr. Sawong Dhangwatnotai Director and Chairman
- (2) Mr. Somchai Lurngnateetape Director and Executive Director
- (3) Mr. Sakonthon Sivaroroskul Independent Director and Audit Committee

For nominating the directors, the Company made an announcement to invite all shareholders to propose the name of the qualified candidates for the position of directors via Company's website on October 26, 2011. The consequence is none of shareholders propose any candidates to the Company.

The Committee considered the candidates qualified with most appropriate and beneficial to the Company's operation in compliance with competence, experience and expertise. The Board of Directors who have conflict of interest did not vote in the meeting, and the rest Directors agreed to propose the 3 directors to be elected as directors as per attachment 3.

The Board's Opinion The Board of Directors propose 3 directors to Meeting to consider 3 candidates to be directors as following;

1 Propose (1) Mr. Sawong Dhangwatnotai, (2) Mr. Somchai Lurngnateetape to be reappointment as directors.

2 Propose (3) Mr. Visuth Jirathiyut to replace Mr. Sakonthon Sivaroroskul who declared off reappointment as director due to own business.

The Company had deliberated their qualifications, wisdoms, talents and experiences as valuable for the Company. The candidate in (3) is also qualified as independent director according to the Stock Exchange of Thailand and the Company's definition of Independent Director.

Agenda 8 Other Business (if any)

The Company has set the record date for the right of shareholders to attend the Annual General Meeting of Shareholders for 2012 (No. 8) on March 8, 2012 and the share register book closing date for collecting Shareholders names under Section 225 of the Securities and Exchange Act is scheduled on March 9, 2012.

In addition, the letter of convocation of the Annual General Meeting of Shareholders of Ubis (Asia) Public Company Limited and its Attachments are available at www.ubisasia.com. For any questions concerning the proposed agenda, please forward your questions in advance to company secretary at akrawin@ubisasia.com or to facsimile number 0-2287-2018.

The Company has published 2011 Annual Report containing in CD, if you have a request for the Annual Report in paper, please contact our Company Secretary at akrawin@ubisasia.com or to facsimile No. 0-2287-2018.

Please be invited to attend the meeting at the time and place as mentioned. The Company will allow shareholders to register from 12.30 p.m. Shareholders can either attend the Meeting themselves or appoint representatives who are of juristic age to attend and cast vote on their behalf. In order to register conveniently and quickly, Shareholders or the Proxies are requested to bring Registration Form as stated in the Attachment 10 and Proxy Form as stated in attachment 8 with supporting documents as stated in attachment 6 to show its right to attend the Meeting. In case the Shareholders appoint the Independent Director, they are requested to send the reply evidence(s) as stated in the Attachment 10 and 8 with documents as stated in attachment 6 to the Company in order before the meeting date to further precede your intention.

Yours faithfully,

A handwritten signature in blue ink, appearing to be 'Sawong Dhangwatnotai', written in a cursive style.

(Mr. Sawong Dhangwatnotai)
Chairman

**Minute of the 7th Annual General Meeting of Shareholder (2011)
Ubis (Asia) Public Company Limited**

Date and Venue

The meeting was held on Thursday, April 7, 2011 at Tawana Bangkok Hotel, Surawongse Vivatana Room, located at 80 Surawongse Road, Silom, Bangkok.

Directors attending the meeting as follow;

1. Mr. Sawang Dhangwatnotai	2. Mr. Phakdi Kanchanavalai
3. Mr. Sawong Dhangwatnotai	4. Mr. Somchai Lurngnateetape
5. Mr. Thaneth Thumrongluck	6. Mr. Sawang Dhangwattanotai
5. Mr. Surachat Pongphattarine	8. Mr. Pongsak Liangsiri

The Meeting started at 14.30 p.m.

Mr. Sawaeng Dhangwatnotai The Chairman of the Board of Directors acted a Chairman of the Meeting introduced the directors who attended the meeting and introduced the auditor, Mr. Prawit Viwanthananut from ANS Audit Co., Ltd. To comply with corporate governance, the Company had invited a legal advisor; Mrs. Warissa Aunkaew from WTE Law Consultant & Accounting Ltd., Part., as witness and observer in counting the vote in this meeting.

The Chairman informed Shareholders that there were 70 Shareholders attending in persons and by proxy, representing 145,616,676 shares or 76.64% of the 190,000,000 registered shares thus forming a quorum in accordance with the Articles of Association. The Chairman convened the meeting as following;

Agenda 1: To certify the Minutes of the 6th Annual General Meeting of Shareholders (2010)

The Chairman informed the Meeting that the Company had prepared the Minutes of the 6th Annual General Meeting of Shareholders (2010), held on April 28, 2010 within 14 days after the meeting date and deliver to Ministry of Commerce within the time set by law. A copy of the minutes had been sent to the Shareholders together with the invitation letter. The Chairman asked the Meeting to certify the Minutes of the 6th Annual General Meeting of Shareholders (year 2010).

The Meeting certified the Minutes of the 6th Annual General Meeting of Shareholders (year 2010) by a majority vote of the total number of votes cast by the Shareholders presenting in the Meeting and eligible to vote, as summarized below.

Approve	145,616,676	Votes,	Percentage of voting rights	100.00%
Disapprove	<u>0</u>	Vote,	Percentage of voting rights	0.00%
Abstain	<u>0</u>	Vote,	Percentage of voting rights	0.00%

Agenda 2: To acknowledge the Company's performance of the year 2010

The Chairman invited Mr. Sawong Dhangwatnotai, the President of the Board of Executive Directors, to inform the Company's performance and the significant changes in 2010 to the Meeting.

In 2010, the total sales was Baht 611 million, which was an increase of 9% over 2009), the gross profit was Baht 207 million (an increase of 2%). The other incomes were Baht 15 million (a decrease of 14%), total of selling and admin expense was Baht 125 million (an increase of 10%). The profit before income tax was Baht 97 million (a decrease of 4%). The net profit was Baht 70 million and the earning per share of 2010 was Baht 0.37 (same as 2009).

For the revenue structure of 2010, domestic sales was Baht 350 million (an increase of 1%), overseas sales was Baht 261 million (an increase of 22%), and other incomes were Baht 15 million (a decrease of 14%). The total revenue of 2010 was Baht 626 million (an increase of 9%).

The Company's Financial Position as at December 31, 2010, total assets were Baht 363 million, total liabilities were Baht 87 million, and the equities were Baht 276 million. The debt to equity ratio was 0.31 in 2010, compared with 0.32 in 2009. The return on total assets in 2010 was 18%, and the return on equity was 24%, the both ratios nearby the previous year.

The Meeting had the resolution to acknowledge the performance of the Company for 2010.

Agenda 3: To approve the Balance Sheet, Profit and Loss Statement for the year ended on December 31, 2010

The Chairman proposed to the Meeting to approve the Balance Sheet, Profit and Loss Statement and Cash flow Statement for the year ended on December 31, 2010 which were audited by the auditor of ANS Audit Co., Ltd. and were reviewed by the Audit Committee.

The Meeting approved the Balance Sheet, Profit and Loss Statement for the year ended on December 31, 2010 by a majority vote of the total number of votes cast by the Shareholders presenting at the Meeting and eligible to vote, as summarized below.

Approve	145,632,776	Votes,	Percentage of voting rights	100.00%
Disapprove	<u>0</u>	Vote,	Percentage of voting rights	0.00%
Abstain	<u>0</u>	Vote,	Percentage of voting rights	0.00%

Agenda 4: To approve the appropriation of net profit to be legal reserve and approve dividend payment

The Chairman informed the Meeting that regarding to the Section of 116 of the Limited Public Company Act B.E. 2535, the Company has to allocate the net profit of year for the legal reserves not less than 5% of net profit deducted by deficit, if any, until the reserve balance not less than 10% of registered capital.

The Meeting approved the appropriation of the net profit Baht 3,138,287.78 to be legal reserves and approved the 2010 dividend payment at the rate of Baht 0.31 per share by deducted interim dividend of Baht 0.20 per share, this 2010 last dividend payment would be paid at the rate of Baht 0.11 per share by a majority vote of the total number of votes cast by the Shareholders presenting at the Meeting and eligible to vote, as summarized below.

Approve	145,632,776	Votes,	Percentage of voting rights	100.00%
Disapprove	<u>0</u>	Vote,	Percentage of voting rights	0.00%
Abstain	<u>0</u>	Vote,	Percentage of voting rights	0.00%

Agenda 5: To elect directors in replacement of those who are retiring by rotation.

The Chairman informed Shareholders that regarding the Limited Public Company Act and the Article 18 of the Company's Article of Association, one-third (nearest to one-third) of the directors shall be retired by rotation at every Annual General Shareholders Meeting, there were three directors whose retiring by rotation as following;

- | | | |
|-----------------|----------------|--|
| 1. Mr. Sawaeng | Dhangwatnotai | Director and Chairman |
| 2. Mr. Surachat | Pongphattarine | Director and Executive Director |
| 3. Mr. Pongsak | Liangsiri | Independent Director and Audit Committee |

The Meeting approved to appoint three directors by majority votes of the total number of Shareholders attending the Meeting and entitled to vote (by the voting results above), and the persons who had been elected directors were Mr. Surachat Pongphattarine, Mr. Pongsak Liangsiri and a new appointed director, Mr. Pongsatorn Dhangwatnotai as summarized below.

(1) Mr. Sawaeng Dhangwatnotai					
Approve	44,018,176	Votes,	Percentage of voting rights		30.23%
Disapprove	101,472,000	Vote,	Percentage of voting rights		69.68%
Abstain	143,100	Vote,	Percentage of voting rights		0.09%
(2) Mr. Surachat Pongphattarine					
Approve	145,490,176	Votes,	Percentage of voting rights		99.91%
Disapprove	0	Vote,	Percentage of voting rights		0.00%
Abstain	143,100	Vote,	Percentage of voting rights		0.09%
(3) Mr. Pongsak Liangsiri					
Approve	145,445,876	Votes,	Percentage of voting rights		99.87%
Disapprove	0	Vote,	Percentage of voting rights		0.00%
Abstain	187,400	Vote,	Percentage of voting rights		0.13%
(4) Mr. Pongsatorn Dhangwatnotai					
Approve	101,517,300	Votes,	Percentage of voting rights		69.71%
Disapprove	11,500	Vote,	Percentage of voting rights		0.01%
Abstain	44,104,476	Vote,	Percentage of voting rights		30.28%

Agenda 6: To consider the remunerations of the Board of Directors for the year 2011

The Chairman informed the Meeting, according to the guidelines of good corporate governance, the Board of Directors should report the remuneration of the Board of Directors and the Board of Subcommittee every year. In 2010, the 6th Annual General Meeting of Shareholders (2010) had fixed the remuneration not over Baht 1,500,000 which the remuneration was paid Baht 1,350,000; the details were shown in the invitation letter of shareholders.

Therefore in this agenda of the Annual General Shareholders Meeting, the Board of Directors proposed to the Meeting to approve the remuneration for the 2011 by fixing not over Baht 1,500,000 which same amount of previous year, and the directors who were the executive directors would not get remuneration.

The Meeting approved the remuneration of the Board of Directors for the 2011 by a majority vote of the total number of votes cast by the Shareholders present at the Meeting and eligible to vote by summarized below.

Approve	145,633,276	Votes,	Percentage of voting rights		100.00%
Disapprove	0	Vote,	Percentage of voting rights		0.00%
Abstain	0	Vote,	Percentage of voting rights		0.00%

Agenda 7: To appoint auditors and approve the auditor's remuneration for the 2011

The Chairman informed the Meeting that according to Section 120 of the Limited Public Company Act B.E. 2535, the Annual General Meeting of Shareholders has to appoint an auditor and determine the audit fee, and auditor of preceding year can be re-appointed. In case of the service term of auditor having service for 5 fiscal years continuously, such auditors could be re-appointed after passing at least 2 fiscal years.

The Board of Directors agreed with Audit Committee to propose ANS Audit Co., Ltd. being the Company's auditor and deem it appropriate for the Annual General Meeting of Shareholders in appointment of Mr. Prawit Viwanthananut, C.P.A. No.4917 or Mr. Bunjong Pichayaprasat, C.P.A. No.7147 or Mr.Thirdthong Thepmongkorn, C.P.A. No.3787 or another Auditors within the Firm of the ANS Audit Co., Ltd as the Company's Auditor. In this regard, ANS Audit Co., Ltd. had neither relationship nor conflict of interests with the Company / Subsidiary / Executives / Major Shareholders or persons who concerned with those.

The Chairman proposed to the Meeting to approve the remuneration for the Auditor in the year 2011 for the amount of Baht 566,000, rising from previous year 2.9%. The audit fee was only audit service and there were no any other services same as the year 2010 (the audit fee for the year 2010 was Baht 550,000).

The Meeting approved to appoint Auditors and the audit remuneration for the 2011 by a majority vote of the total number of votes cast by the Shareholders present at the Meeting and eligible to vote by summarized below.

Approve	145,633,276	Votes,	Percentage of voting rights	100.00%
Disapprove	<u>0</u>	Vote,	Percentage of voting rights	0.00%
Abstain	<u>0</u>	Vote,	Percentage of voting rights	0.00%

Agenda 8: Others Business (if any)

There being no any items to propose in the Meeting, Mr. Sawong thanked all Shareholders for dedicating their time to attend the Meeting and for their approval of the proposals submitted by the Board of Directors.

The Meeting was adjourned at 17.00 p.m.

ลงชื่อ Sawong Dhangwatnotai
(Mr. Sawong Dhangwatnotai)
Chairman of the Meeting

ลงชื่อ Akrawin Boonmongkolras
(Mr. Akrawin Boonmongkolras)
Company Secretary

Biographies of the Proposed Director.

Name	Mr. Sawong Dhangwatnotai
Nationality	Thai
Age	61 years
Education	Master of Business Administration, George Washington University, U.S.A. Bachelor of Engineering, Chulalongkorn University.
Training	Certificate Director Accreditation Program (DAP) Thai Institute of Directors



Proposed Position	Director
Year of directorship	8 years
Meeting attendance	5/5
Possession of Ubis shares	43,416,625 shares or 22.85% of total issued shares

Position in other listed companies	None
Position in company that may cause conflict of interest	None
There are interested transaction in company and its affiliates	None
Relationship with management	Brother of Mr. Sawang Dhangwatnotai Director and Executive Director

Biographies of the Proposed Director.

Name	Mr. Somchai Lurngnateetape	
Nationality	Thai	
Age	59 years	
Education	Bachelor of Engineering, Chulalongkorn University	
Training	Certificate Director Accreditation Program (DAP) Thai Institute of Directors Certificate Mini M.B.A. Thammasat University	
Proposed Position	Director	
Year of directorship	8 years	
Meeting attendance	5/5	
Possession of Ubis shares	17,998,125 or 9.47% of total issued shares	
Position in other listed companies		None
Position in company that may cause conflict of interest		None
There are interested transaction in company and its affiliates		None
Relationship with management		None



Biographies of the Proposed Director.

Name Mr. Visuth Jirathiyut
 Nationality Thai
 Age 60 years
 Education Master of Business Administration,
 National Institute of Development Administration
 Bachelor of Engineering,
 Chulalongkorn University



Current Position Chairman, Siam Steel Syndicate Plc.
 Managing Director, Asia Pacific Potash Corporation Ltd.
 Director, Bangkok Steel Wire Co.,Ltd.
 Director, Lao Metal Industry Co.,Ltd.

Activities Adviser, Iron and Steel Industry Club, Federation of Thai Industries.
 Vice Chairman , Human Capacity Building Institute, Federation of Thai Industries.
 Director, Tax Committee, Federation of Thai Industries.
 Director, Academic Council , Rajmagala University of Technology Krungthep.
 Director , Human Resource Management Curriculum Committee,
 Sripratum University.

Proposed Position	Independent Director
Possession of Ubis shares	None
Position in other listed companies	None
Position in company that may cause conflict of interest	None
There are interested transaction in company and its affiliates	None
Relationship with management	None

Definition of “Independence Director” of Ubis (Asia) Public Company Limited

1. Hold shares in their own name, or in the name of a related person, representing no more than 1% of the total voting share of UBIS, subsidiary company, associated company, or any juristic person that might be in conflict with UBIS.
2. Not participate in management and not be employee, a contract employee, or an advisor receiving a regular salary including legal consultant, auditor, other type of advisor, or an authority in charge at UBIS, subsidiary company, associated company, or any juristic person that might be in conflict with UBIS. (Present and former period of at least 2 years before be appointed)
3. Have no business relationship such as client, trade partner, creditor, debtor, and have no interest or stake, directly or indirectly, in either the finance or management of UBIS, subsidiary company, associated company, or any juristic person might be in conflict and could distort the independent judgment. (Present and former period of at least 2 years before be appointed)
4. Not be relative in lineage or legal relationship in type of father-mother, couple, brotherhood, and child including couple of child, which relate with management, major shareholder, an authority in charge, or person who be proposed to be management or an authority in charge of UBIS or its subsidiary.
5. Not be the director who is appointed to be the representative of the company’s board of directors, major shareholder, or shareholder who is the related person of major shareholder.
6. Have no any type that affect to the independent judgment could not be expressed.
7. The qualified independent director as item 1-6, may be appointed from the company board of directors making decision for business operation of UBIS, subsidiary company, associated company or juristic person that might be in conflict, by doing in type of collective decision.

The Article of Association of UBIS regarding shareholder meeting

Shareholder Meeting

Article 31 The board of directors shall arrange the annual ordinary shareholder meeting within four months after the end of its fiscal year.

Other shareholder meeting than the annual ordinary shareholder meeting shall be called extraordinary meeting. Summoning extraordinary meeting of shareholders may be done by the board of directors who may summon an extraordinary meeting at any time or shareholders whose shares make an aggregate not less than 1/5 of all the share already sold or not fewer than 25 shareholders whose shares make an aggregate not less than 1/10 of all the shares already sold subscribing their names making a written request together with clear reason may request the board of directors to summon an extraordinary meeting at any time. The board of directors must cause the extraordinary meeting to be held within one month from the date of receipt of the written request from the shareholders.

Article 32 In summon a shareholder meeting, the board of directors shall make a letter of convocation setting forth the place, the day, the time, the agenda of the meeting and the subject-matter to propose to the meeting together with reasonable details by clearly stating whether it is a matter proposed for acknowledgment or for approval or for consideration together with the opinion of the board of directors regarding the said matter, and deliver the above letter of convocation to shareholders not less than seven days prior to the meeting day, and advertise the above letter of convocation in a newspaper for three successive days not less than three days prior to the meeting day.

The board of directors or director who is assigned setting forth the place, the day, the time, shall arrange the suitable place for meeting in the area of the company or the branch office.

Article 34 As a shareholder meeting there must be present not fewer than 25 shareholders and proxies of shareholders (if any) or a number not less than one half of the number of all the shareholders and representing not less than 1/3 of the number of all the shares already sold in order to form a quorum.

As a share meeting at any time, when the one hour has elapse behind the appropriate time and the number of shareholders who are present at the meeting still fails to procure a quorum as prescription. If a shareholder meeting is convoked because of shareholder requesting, it shall be extinguished. But if a shareholder meeting is not convoked because of shareholder requesting, the shareholder meeting shall be re-convoked and deliver the letter of convocation to shareholders not less than seven days prior to the meeting day. At this later meeting such a quorum as prescription is not compulsory.

Article 35 The Chairman is the chairman at the shareholder meeting. In case of the Chairman is not in the meeting or can not act in duty, the Vice Chairman shall be the chairman at the meeting. If there is no Vice Chairman or Vice Chairman can not act the duty, the meeting shall vote a shareholder in the meeting to be chairman at the meeting.

Article 36 The chairman at the shareholder meeting has the duty to control the meeting I accordance with law and the article of association of the company governing shareholder meeting and must conduct the meeting in accordance with the agenda sequence prescribed in the letter of convocation, unless the shareholder meeting passes a resolution for a change of the agenda with votes not less than two third of the number of the shareholders or proxies of the shareholders (if any) who present at the meeting.

Article 37 In the voting at the meeting shall be done one share as one vote and a shareholder who may has the conflict of interest in any matter that will be voted at the meeting, the shareholder shall not vote that matter except voting the agenda of election director.

Article 38 A resolution of the shareholder meeting shall consist of the following votes:

(a) In a usual case, the majority of votes of the shareholders or proxies of the shareholders (if any) who are present at the meeting and voting shall be taken. In the case where votes are equal, the chairman at the meeting shall vote one more vote as the casting vote.

(b) In the following case, the votes of not less than 3/4 of the number of all the votes of shareholders and the proxies of shareholders who are present at the meeting and have the right to vote shall be taken:

- (1) The sale or transfer of the whole or some important parts of the business of the company to another;
- (2) The purchase or receipt of the business of another company or private company transfer to belong to the company;
- (3) The making of correction or rescission of a contract about the lease or hire purchase of the whole or some of important business of the company;
The assignment of another person to assume the management of the company;
The merger of business with another person or another juristic person with the objective of sharing profits / losses;
- (4) The correction, change or amendment of the memorandum of association or the articles of association of the company;
- (5) The increase of decrease of the capital;
- (6) The issuance of debentures;
- (7) The merger of the company;
- (8) The winding up of the company;

Documents for the rights to attend

The Shareholders must present the following documents prior to attending the meeting (as the case may be)

1. The shareholder is an ordinary person

1.1 Attendance in person A valid official ID card wherein the photograph is shown; e.g. personal ID card, driver license, or passport.

1.2 Attendance by proxy

- (a) A completed proxy form, per attachment 8, must be signed by the proxy grantor and the proxy, and
- (b) A copy of the proxy grantor's ID card as referred to 1.1 be certified by the proxy grantor, and
- (c) An original of the proxy's ID card as referred to 1.1

2. The shareholder is a juristic person

2.1 Attendance by the authorized representative of the shareholder

- (a) An original of the authorized representative's ID card as referred to 1.1, and
- (b) An copy of the Affidavit or Certificate of Incorporation of shareholder showing the name of such authorized representative as a person having authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of Incorporation must be certified by such authorized representative together with affixing its common seal (if any).

2.2 Attendance by proxy

- (a) A completed proxy form, per attachment 8, must be signed by the proxy grantor and the proxy, and
- (b) An copy of the Affidavit or Certificate of Incorporation of shareholder showing the name of the person who signs in the proxy form as the proxy grantor is an authorized representative of the shareholder having authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of Incorporation must be certified correct by such authorized representative together with affixing its common seal (if any), and
- (c) An original of the proxy's ID card as referred to 1.1

3. The foreign shareholder or the juristic person incorporated under the foreign law

The above item 1 and 2 shall be applied mutatis mutandis to a foreign shareholder or a juristic person incorporated under the foreign law as the case may be under the following conditions;

- (a) Affidavit or Certificate of Incorporation of such juristic person may be issued by either the governmental authority of the country in which such juristic person situated or by an officer of such juristic person, must contain the name, the head office address, and the name(s) of the person(s) having authority to sign on behalf of the juristic person together with any restrictions or conditions of the power of such person(s), and
- (b) English translation is required to attach for any original documents other than English and such translation must be certified by the authorized representative of juristic person together with affixing its common seal (if any)

Shareholders or the Proxies can register and submit documents to verify at the meeting venue starting April 19, 2012 from 12.30 p.m. till the meeting is adjourned

Shareholders can download the proxy form from the Company's web site www.ubiasia.com

Biographies of independent director to be appointed as proxy holders

Name Mr. Phakdi Kanchanavalai
 Nationality Thai
 Age 74 years
 Education Bachelor of Accounting,
 Thammasat University
 Training Certificate Director Accreditation Program (DAP)
 Thai Institute of Directors



Meeting attendance in Board of Directors 5/5
 Meeting attendance in Audit Committee 4/4
 Possession of Ubis shares None

Position in other listed companies None
 Position in other non-listed companies Certify Public Accountant,
 Kanchankit Office
 Position in company that may cause conflict of interest None
 There are interested transaction in company and its affiliates None
 There are transaction interest in the meeting None
 Relationship with management None

Form of Proxy, Form B.

(Form Specifying Various Particulars for Authorization Containing Clear and Concise Details)

Written at.....

Date.....Month.....Year.....

(1) I/We.....Nationality.....
Residing/Located at No..... Road....., Tambol/Kwaeng.....,
Amphur/Khet....., Province....., Postal Code.....

(2) being a shareholder of Ubis (Asia) Public Company Limited
holding the total amount of.....shares and are entitled to vote equal to.....vote as follows;

- Ordinary share.....shares and are entitled to vote equal to.....votes
- Preference share.....shares and are entitled to vote equal to.....votes

(3) Hereby appoint

- (1).....Age.....years, residing at.....
Road.....Thambol/Kwaeng.....Amphur/Khet.....
Province..... Postal Code..... or
- (2).....Age.....years, residing at.....
Road.....Thambol/Kwaeng.....Amphur/Khet.....
Province..... Postal Code..... or
- (3) Mr. Phakdi Kanchanavalai, independent directorAge 74 years.....residing at 1416....
Road.....SuthisarnThambol/Kwaeng.....Dindaeng..... Amphur/Khet...Dindaeng....
Province.....Bangkok.....Postal Code.....10400.....

Only one of them as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for 2012 (No.8) on Thursday, April 19, 2012, at 14.00 p.m. at Baccarat Room, The Tawana Bangkok Hotel located at 80 Surawongse Road, Bangkok 10500 or on such other date and at such other place as may be adjourned or changed.

(4) I/We authorize the Proxy to vote on my/our behalf at the Meeting as follows;

Agenda 1 To acknowledge the Minute of the Annual General Meeting of Shareholders for 2011 (No.7)

- (a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows;
 - Approve Disapprove Abstain

Agenda 2 To acknowledge the Company's performance for 2011

- (a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows;
 - Approve Disapprove Abstain

Agenda 3 To approve the Financial Statement for the year ended December 31, 2011.

- (a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
 (b) The Proxy shall vote in accordance with my/our intention as follows;
 Approve Disapprove Abstain

Agenda 4 To approve dividend payment for 2011

- (a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
 (b) The Proxy shall vote in accordance with my/our intention as follows;
 Approve Disapprove Abstain

Agenda 5 To appoint auditor and approve the audit fee for 2012

- (a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
 (b) The Proxy shall vote in accordance with my/our intention as follows;
 Approve Disapprove Abstain

Agenda 6 To approve the Directors' Remuneration for 2012

- (a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
 (b) The Proxy shall vote in accordance with my/our intention as follows;
 Approve Disapprove Abstain

Agenda 7 To elect directors in replacement of those retiring by rotation

- (a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
 (b) The Proxy shall vote in accordance with my/our intention as follows;
 Appointment of the entire board
 Approve Disapprove Abstain
 Appointment of any director(s)
Name of Director **Mr. Sawong Dhangwatnotai**
 Approve Disapprove Abstain
Name of Director **Mr. Somchai Lurngnateetape**
 Approve Disapprove Abstain
Name of Director **Mr. Visuth Jirathiyut**
 Approve Disapprove Abstain

Agenda 8 Other business (if any)

- (a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
 (b) The Proxy shall vote in accordance with my/our intention as follows;
 Approve Disapprove Abstain

(5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the shareholder.

(6) In case I/We do not specify the authorization of the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, shall be authorized to consider and vote the matter on my/our behalf as the Proxy deem appropriate.

For any act performed by the Proxy at the meeting, it shall be deem as such as had been done by me/us in all respect for vote of the Proxy which is not in accordance with this Form of Proxy.

Signature.....Proxy Grantor
(.....)

Signature.....Proxy Holder
(.....)

Signature.....Proxy Holder
(.....)

Signature.....Proxy Holder
(.....)

Remarks

1. The Shareholder may appoint Mr. Phakdi Kanchanavalai who is the independent director of the Company to attend and vote at the meeting.
2. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
3. In the agenda relating the election of Directors, it is applicable to elect either director as a whole or elect each director individually
4. In case there are agendas other than those specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form B as enclosed.
5. Shareholders and / or proxy show the proxy statement and identification card to the officer for attendance.
6. Please duly stamp 20 Baht.

Granting of power to a proxy as a shareholder of Ubis (Asia) Public Company Limited in respect of

The Annual General Meeting of Shareholders for 2012 (No.8) on Thursday, April 19, 2012, at 14.00 p.m. at Baccarat Room, the Tawana Bangkok Hotel located at 80 Surawongse Road, Bangkok 10500 or on such other date and at such other place as may be adjourned or changed.

Agenda..... Subject.....

(a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(b) The Proxy shall vote in accordance with my/our intention as follows;

Approve Disapprove Abstain

Agenda..... Subject.....

(a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(b) The Proxy shall vote in accordance with my/our intention as follows;

Approve Disapprove Abstain

Agenda..... Subject.....

(a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(b) The Proxy shall vote in accordance with my/our intention as follows;

Approve Disapprove Abstain

Agenda..... Subject.....

(a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(b) The Proxy shall vote in accordance with my/our intention as follows;

Approve Disapprove Abstain

Agenda..... Subject:..Election of Directors.....

(1) Name of.....

Approve Disapprove Abstain

(2) Name of.....

Approve Disapprove Abstain

(3) Name of.....

Approve Disapprove Abstain

(4) Name of.....

Approve Disapprove Abstain

(5) Name of.....

Approve Disapprove Abstain

Form of Proxy, Form C.

(This form is used only if the shareholder is an offshore investor)

Written at.....

Date.....Month.....Year.....

(1) We.....Nationality.....

Address.....

.....
In our capacity as the Custodian for.....

being a shareholder of Ubis (Asia) Public Company Limited

holding the total amount ofshares and are entitled to vote equal to.....vote as follows;

Ordinary share.....shares and are entitled to vote equal to.....votes

Preference share.....shares and are entitled to vote equal to.....votes

(2) Hereby appoint

(1).....Age.....years, residing at.....

Road.....Thambol/Kwaeng.....Amphur/Khet.....

Province..... Postal Code..... or

(2).....Age.....years, residing at.....

Road.....Thambol/Kwaeng.....Amphur/Khet.....

Province..... Postal Code..... or

(3).....Age.....years, residing at.....

Road.....Thambol/Kwaeng.....Amphur/Khet.....

Province..... Postal Code..... or

Only one of them as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for 2012 (No.8) on Thursday, April 19, 2012, at 14.00 p.m. at Baccarat Room, The Tawana Bangkok Hotel located at 80 Surawongse Road, Bangkok 10500 or on such other date and at such other place as may be adjourned or changed.

(3) I/We would like to grant proxy holder to attend and vote in the meeting as follows;

Grant proxy the total amount of shares holding and entitled to vote.

Grant partial shares of

Ordinary share.....shares and are entitled to vote equal to.....votes

Preference share.....shares and are entitled to vote equal to.....votes

Total.....votes.

(4) I/We authorize the Proxy to vote on my/our behalf at the Meeting as follows;

Agenda 1 To acknowledge the Minute of the Annual General Meeting of Shareholders for 2011 (No.7)

(a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(b) The Proxy shall vote in accordance with my/our intention as follows;

Approve.....votes Disapprove.....votes Abstain.....votes

Agenda 2 To acknowledge the Company's performance for 2011

- (a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows;
- Approve.....votes Disapprove.....votes Abstain.....votes

Agenda 3 To approve the Financial Statement for the year ended December 31, 2011.

- (a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows;
- Approve.....votes Disapprove.....votes Abstain.....votes

Agenda 4 To approve dividend payment for 2011

- (a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows;
- Approve.....votes Disapprove.....votes Abstain.....votes

Agenda 5 To appoint auditor and approve the audit fee for 2012

- (a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows;
- Approve.....votes Disapprove.....votes Abstain.....votes

Agenda 6 To approve the Directors' Remuneration for 2012

- (a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows;
- Approve.....votes Disapprove.....votes Abstain.....votes

Agenda 7 To elect directors in replacement of those retiring by rotation

- (a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows;
- Appointment of the entire board.
- Approve.....votes Disapprove.....votes Abstain.....votes
- Appointment of any director(s)
- (1) Name of Director **Mr. Sawong Dhangwatnotai**
- Approve.....votes Disapprove.....votes Abstain.....votes
- (2) Name of Director **Mr. Somchai Lurngnateetape**
- Approve.....votes Disapprove.....votes Abstain.....votes
- (3) Name of Director **Mr. Visuth Jirathiyut**
- Approve.....votes Disapprove.....votes Abstain.....votes

Agenda 8 . Other business (if any)

- (a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows;
- Approve.....votes Disapprove.....votes Abstain.....votes

- (5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the shareholder.
- (6) In case I/We do not specify the authorization of the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, shall be authorized to consider and vote the matter on my/our behalf as the Proxy deem appropriate.

For any act performed by the Proxy at the meeting, it shall be deem as such as had been done by me/us in all respect for vote of the Proxy which is not in accordance with this Form of Proxy.

Signature.....Proxy Grantor
 (.....)

Signature.....Proxy Holder
 (.....)

Signature.....Proxy Holder
 (.....)

Signature.....Proxy Holder
 (.....)

Remark

- 1.This Form C. is used only if the shareholder whose name is in the Shareholders’ register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.
- 2.The necessary evidence to be enclosed with this proxy form is;
 - (1) The power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder’s behalf.
 - (2) A certification that the authorized signatory of the proxy form is licensed to operate the custodian business.
- 3.The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
- 4 In the agenda relating the election of Directors, it is applicable to elect either director as a whole or elect each director individually
- 5.In case there are agendas other than those specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form C as enclosed.
- 6.Please duly stamp 20 Baht.

Attachment to the Form of Proxy (Form C.)

Granting of power to a proxy as a shareholder of Ubis (Asia) Public Company Limited in respect of

The Annual General Meeting of Shareholders for 2012 (No.8) on Thursday, April 19, 2012, at 14.00 p.m. at Baccarat Room, the Tawana Bangkok Hotel located at 80 Surawongse Road, Bangkok 10500 or on such other date and at such other place as may be adjourned or changed.

Agenda..... Subject.....

- (a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows;
 - Approve.....votes Disapprove.....votes Abstain.....votes

Agenda..... Subject.....

- (a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows;
 - Approve.....votes Disapprove.....votes Abstain.....votes

Agenda..... Subject.....

- (a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows;
 - Approve.....votes Disapprove.....votes Abstain.....votes

Agenda..... Subject.....

- (a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows;
 - Approve.....votes Disapprove.....votes Abstain.....votes

Agenda..... Subject:..Election of Directors.....

- (1) Name of.....
 - Approve.....votes Disapprove.....votes Abstain.....votes
- (2) Name of.....
 - Approve.....votes Disapprove.....votes Abstain.....votes
- (3) Name of.....
 - Approve.....votes Disapprove.....votes Abstain.....votes
- (4) Name of.....
 - Approve.....votes Disapprove.....votes Abstain.....votes
- (5) Name of.....
 - Approve.....votes Disapprove.....votes Abstain.....votes

The map of the meeting venue





แบบฟอร์มลงทะเบียนเข้าร่วมการประชุมสามัญผู้ถือหุ้นประจำปี 2555 (ครั้งที่ 8)
บริษัท ยูบิส (เอเชีย) จำกัด (มหาชน)
Registration Form for the Annual General Meeting of Shareholders for 2012 (No. 8)
Ubis (Asia) Public Company Limited

ข้าพเจ้า
I/We
อยู่บ้านเลขที่
Address

สัญชาติ
Nationality
เลขทะเบียนผู้ถือหุ้น
Shareholder's Registration No.

เป็นผู้ถือหุ้นของ บริษัท ยูบิส (เอเชีย) จำกัด (มหาชน) ("บริษัทฯ")
being a shareholder of **Ubis (Asia) Public Company Limited** ("The Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม holding the total amount of	หุ้น shares
หุ้นสามัญ ordinary share	หุ้น shares
หุ้นบริวารสิทธิ preferred share	หุ้น shares

หมายเหตุ: กรณีส่งหนังสือมอบฉันทะทางไปรษณีย์ กรุณาแนบบแบบฟอร์มลงทะเบียนเข้าร่วมการประชุมฉบับนี้ และหนังสือมอบฉันทะทั้งฉบับ รวมทั้งหลักฐานแสดงตนของผู้มอบฉันทะ (ตามที่บริษัทฯ กำหนดดังแสดงรายละเอียดไว้แล้วในสิ่งที่ส่งมาด้วย 6 ของหนังสือเชิญประชุมในครั้งนี้)

Remarks: If you choose to send the Proxy Form to the Company by post, please submit this barcode Registration Form and the entire set of Proxy Form together with the evidence of your identity. (Details of the evidences required by the Company are stated in Attachment 6 to the invitation to the Meeting.)

เพื่อความสะดวกและรวดเร็วในการลงทะเบียน ผู้ถือหุ้นที่เข้าประชุมด้วยตนเอง หรือ ผู้รับมอบฉันทะ โปรดนำแบบฟอร์มลงทะเบียนเข้าร่วมการประชุมฉบับนี้มาแสดงต่อเจ้าหน้าที่ลงทะเบียนในวันประชุมด้วย
For your convenience, the shareholder who will attend the meeting in person or the proxy holder is required to present this barcode Registration Form to the Registration Desk.