



March 26, 2014.

Subject: Invitation to attend the Annual General Meeting of Shareholders 2014 (No. 10)

To: Shareholders

- Attachment:
1. Translation of the Annual General Meeting of Shareholders for 2013 (No. 9)
 2. Annual Report of the year 2013
 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. Map for the meeting venue
 8. Biographies of independent director to be appointed as proxy holders
 9. Proxy Form Types B and C
 10. Registration Form for the Annual General Meeting of Shareholders for 2014 (No. 10)

The Board of Directors of Ubis (Asia) Public Company Limited has resolved to hold the Annual General Meeting of Shareholders 2014 (No. 10) on Wednesday 30th April 2014 at 14.00 p.m. at Baccarat Room, The Tawana Bangkok Hotel, 80 Surawongse Road, Bangkok to consider the following agendas;

Agenda 1 To certify the Minute of the Annual General Meeting of Shareholders 2013 (No. 9)

The Company held the Annual General Meeting of Shareholders 2013 (No.9) on April 24, 2013.

The Board's Opinion: The Board of Directors agreed to propose to the shareholders meeting to certify the minute of the Annual General Meeting of Shareholders 2013 (No.9).

Agenda 2 To acknowledge the Company's performance for 2013

Highlights of the Company's performance

Items	2013	2012
Total Assets (Million Baht)	535.81	473.51
Total Liabilities (Million Baht)	180.94	164.43
Total Equities (Million Baht)	354.87	309.08
Total Revenue (Million Baht)	726.40	761.39
Net Income (Million Baht)	86.88	74.99
Earning per share (Baht/Share)	0.38	0.33

The Board's Opinion: The Board of Directors agreed to propose the Company's performance and the Annual Report of 2013 to shareholders meeting to acknowledge, as per attachment 2.

Agenda 3 To approve the Financial Statement for the year ended December 31, 2013.

The Company's Financial Statement for the year ended December 31, 2013 were reviewed and endorsed by the Company's Audit Committee, and also audited by the Company's Auditor.

The Board's Opinion The Board of Directors agreed to propose to shareholders meeting for approval the Financial Statement of the Company and Subsidiary for the year ended December 31, 2013. The details were attached herewith in the Annual Report, at "Financial Statement" section, as per attachment 2.

Agenda 4 To approve the appropriation of net profit to be legal reserve and dividend payment for 2013

According to the operation results of 2013, the Company realized net profit Baht 100,532,767.80 and earning per share was 0.44 baht. (Consolidated Comprehensive Income amounted to 86,877,653.83 or earning Baht 0.38 per share).

The details of 2011-2013 Dividend Payment Comparison

	2013	2012	2011
1. Net Profit – consolidated F/S (Million Baht)	86.88	74.99	65.74
Net Profit – separated F/S (Million Baht)	100.53	81.10	63.48
2. Number of shares (Million shares)	228	190	190
3. Dividend per share (Baht per share)	0.30*	0.41	0.23
- First half interim dividend	0.10	0.09	0.05
- Second half dividend;	0.20*	0.32	0.18
1) Stock Dividend Baht per share (portion 5:1)		0.20	
2) Cash Dividend	0.20	0.12	0.18
4. Total dividend (Million Baht)	68.40	77.90	43.70
5. Payout ration (%)	68.04	96.05	68.84

* The dividend is proposed under company's policy; however, the dividend remains uncertainty until approval by shareholders meeting.

The Board's Opinion: The Board of Directors agreed to propose to shareholders meeting for approval to allocate Baht 3,800,000.00 from net profit to be the legal reserve and for approval the dividend payment for 2013 at rate Baht 0.30 per share which the Company had paid interim dividend for the first half 2013 of Baht 0.10 per share and was paid on September 13, 2013. Therefore, the Company will pay the remaining dividend for the second half of year 2013 of Baht 0.20 per share. The Company will entitle shareholders whose names are in the record date for the right of Shareholders to receive the dividend on May 9, 2014, and the share register book closing date for collecting Shareholders names under Section 225 of the Securities and Exchange Act is scheduled on May 12, 2014,. The second half dividend will be payable on May 22, 2014.

Agenda 5 To appoint auditor and approve the audit fee for 2014.

Mr. Pravit Viwanthananut, the company auditor, was established new firm, PV Audit Co., Ltd. "PVA", and propose the scope of work and audit to company for consideration.

The Audit Committee proposed the opinion to the Board of Director that PVA is the CPA that audited the company and the PVA audit standard is good and practical, and the audit fee is reasonable. 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. Kraisit Silapamongkonkul C.P.A. No. 9429 or another approved auditor within the firm who be approved from the Company and from SEC to be the Company's Auditor for year 2014. The audit remuneration of 2014 proposed to fixed of Baht 840,000.00 as per the following details;

	2014	2013
Audit Fee for Ubis (Asia) Plc.	740,000	615,000
Audit Fee for Ubis All Co., Ltd.	40,000	30,000
Audit Fee for Ubis Primatec Limited	60,000	20,000
Total of Audit Remuneration	840,000	665,000
% Change (from previous year)	26.3%	9.7%

The PV 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.

The Board's Opinion: The Board of Director agreed to propose to 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. Kraisit Silapamongkonkul C.P.A. No. 9429 or another approved auditor within the firm who be approved from the Company and from SEC to be the Company's Auditor for year 2014 and approve the audit fee for 2014 of Baht 840,000.

Agenda 6 To approve the Directors' remuneration for 2014

The detail of directors' remuneration is following;

Position	2014	2013
The Chairman	900,000	900,000
Independent Director and President of Audit Committee	244,000	200,000
Independent Director and Audit Committee	152,000	125,000
Independent Director	100,000	100,000
Amount of Shareholder's Approval	1,500,000	1,500,000
The Actual Payment		496,000

Remarks; the remuneration is not provided for director who is an executive director.

The Board's Opinion: The Board of Directors agreed to propose to shareholders meeting to approve the 2014 Directors' remuneration by 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. Surachat Pongphattarine
- (2) Mr. Pongsatorn Dhangwatanotai
- (3) Mr. Pongsak Liangsiri Independent Director and

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 November 1, 2013 within the period start November 1, 2013 to January 31, 2014. The consequence is none of shareholders propose any candidates to the Company.

The Board's Opinion; The Board of Directors agreed to propose those directors retiring by rotation to be reappointment as directors. The Company had deliberated their qualifications, wisdoms, talents and experiences as valuable for the Company. The candidates are also qualified according to the Stock Exchange of Thailand, details per attachment 3.

Agenda 8 To approve amendment the Memorandum of Association of Company and the Article of Association for the portion shares held by foreigners.

The Board's Opinion; The Board of Directors agreed to propose to shareholders meeting to approve amendment the Memorandum of Association of Company and the Article of Association for the portion share held by foreigner by changing clause 8 from "Clause 8 The ratio of the shareholding by the non-Thai persons has not exceed 49 percent of the total issued shares of the Company" to "**Clause 8 The ratio of the shareholding by the non-Thai persons has not exceed 85 percent of the total issued shares of the Company**" for expanding the company business.

Agenda 9 Other Business (if any)

The record date for the right of shareholders to attend the Annual General Meeting of Shareholders 2014 (No. 10) is scheduled on March 27, 2014 and the share register book closing date for collecting shareholders names under Section 225 of the Securities and Exchange Act is scheduled on March 28, 2014.

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.ubiasia.com. For any questions concerning the proposed agenda, please forward your questions in advance to company secretary at akrawin@ubiasia.com or to facsimile number 0-2287-2018.

The Company has published 2013 Annual Report containing in CD, if you have a request for the Annual Report in paper, please contact our Company Secretary at akrawin@ubiasia.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 9 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 9 with documents as stated in attachment 6 to the Company in order before the meeting date to further precede your intention.

Yours faithfully,



(Mr. Sawong Dhangwatnotai)
Chairman

-Translation-**Minute of the 2013 Annual General Meeting of Shareholders (No. 9)
Ubis (Asia) Public Company Limited****Date and Venue**

The meeting was held on Wednesday, April 24, 2013 at Queen Sirikit National Convention Center, Boardroom 3, located at 60 New Rachadapisek Road, Klongtoey, Bangkok.

Directors attending the meeting as follow:

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

The Meeting started at 14.15 p.m.

Mr. Sawong Dhangwatnotai, Chairman of the Board of Directors presided as the Chairman of the Meeting.

The Chairman informed the meeting that there were 28 shareholders attending in person and 23 shareholders by proxy, total of 51 shareholders attending in meeting and altogether holding 149,517,376 shares equivalent to 78.69% of the total issued shares. Thus constituting a quorum of the meeting pursued to the Company's Articles of Association. The Chairman convened the meeting as following;

The Chairman introduced the 9 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 Chaleekul from Sean (2010) Co., Ltd. as witness and observer in the vote casting in this meeting.

The Chairman asked the Company Secretary to inform the meeting procedure and the rules for vote casting.

The Company Secretary informed to the meeting, according to the Article 37 of the Articles of Association, one share shall be counted as one vote to resolve each agenda, and any shareholders who had a conflict of interest in any agendas, the related shareholders would not be entitled to vote in that agendas, except for the voting to elect the Directors.

Regarding to the Articles of Association, Shareholders can raise hand with ballot voting when the Chairman asked for disapprove vote, and then abstain vote step by step for each agenda until finish. So shareholders, who would like to vote for disapproval or abstention, write your vote with signature in the ballot, and the Company Officers will collect all your ballots after finished the meeting.

Except only agenda of director election, Shareholders have to vote by the special ballot which can vote director one by one. The officers will collect all ballots from all shareholders.

For counting the votes, the vote of disapproval and abstention will be deducted from the total votes of shareholders attended, the rest votes will be deemed that cast their approval votes of each agenda. The proxy vote should be counted per the proxy form.

The result of the vote will be announced after each agenda finished. If the result can not be concluded timely, the result will be informed at the end of the next agenda.

For the general agenda, the resolution should apply the majority vote of shareholder who attend and vote, and if the agree and disagree vote are equal, Chairman of the meeting has a right to vote for approval the agenda.

For the agenda 5 and agenda 6 are the extra agenda that the resolution of shareholders meeting has to apply the 3/4 vote of shareholder who attend and has a right to vote.

The Secretary reported to the shareholders meeting that Company had provided an opportunity to Shareholders to propose agendas and names of qualified candidates to be nominated for selection as member of the Company's Board of Directors in advance during November 1, 2013 to January 31, 2014, however, there were no any Shareholders to propose agenda or nominate person.

The Chairman started the meeting as the following agendas;

Agenda 1: To certify the Minute of the 2012 Annual General Meeting of Shareholders (No 8)

The Chairman proposed the Minutes of the Annual General Meeting of Shareholders for 2012 (No.8), which was prepared and submitted to SET within 14 days after the meeting date and submit 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 Board of Directors deemed that the minutes of the Meeting had been accurately and completely recorded, and agreed to propose the meeting to certify..

The Meeting certified the Minutes of the 2012 Annual General Meeting of Shareholders (No.8) by a majority vote of the total number of votes cast by the Shareholders present at the Meeting and eligible to vote, as summarized below.

	Votes	%
Approve	149,517,276	100.00
Disapprove	0	0.00
Abstain	100	0.00

Agenda 2: To acknowledge the Company's performance of the year 2012

The Chairman informed the Company's performance and the significant changes in 2012 to the Meeting as follows.

The 2012 export value of canned food industries valued 119,476 million Baht increasing 24% from previous year.

The revenue structure of 2012 consisted of; domestic sales was Baht 375.8 million and increased 2%, oversea sales was Baht 373.5 million and increased 13%, and total revenue was Baht 749.3 million (increased 7%).

The Company's operation results by comparing with previous year, total sales was Baht 749 million, which increased 7%, gross profit was Baht 236 million (increased 16%), other incomes was Baht 12 million (decreased 27%), total of selling and admin expense was Baht 149 million (increased 16%). Profit before income tax was Baht 99.6 million (increased 7%), the.net profit was Baht 74.6 million (increased 13%) and earning per share of 2012 was Baht 0.39.

The Company's Financial Position as at December 31, 2012, total assets were Baht 465 million, total liabilities were Baht 164 million, and the equities were Baht 301 million. The debt to equity ratio was 0.55 in 2012, compared with 0.51 in 2011. The return on total assets was 16.9%, and the return on equity was 25.8%, which both ratios were nearby the previous year.

The chairman asked the meeting for any further questions.

A shareholder asked about the extension of oversea portion more 50% of total sale and China sale was more than 50% of oversea too. If the economy of China declined, are there any affect to company operation?

Chairman informed that in the regular of the food business was effected from the declined economy not much due to increasing of consumption in canned food and canned beverage compensated the consumption outside. For the China, the canned beverage has a potential to continuing growth due to the higher of income and it's easy to consume.

The Meeting had the resolution to acknowledge the performance of the Company for 2012.

Agenda 3: To approve the Financial Statement for the year ended December 31, 2012

The Chairman proposed the Meeting to approve the Company's Financial Statement for the year ended December 31, 2012 which was audited by the auditor of ANS Audit Co., Ltd. and was deemed by the Audit Committee.

The Meeting approved the Company's Financial Statement for the year ended December 31, 2012 by a majority vote of the total number of votes cast by the Shareholders present at the Meeting and eligible to vote, as summarized below.

	Votes	%
Approve	149,517,276	100.00
Disapprove	0	0.00
Abstain	100	0.00

Agenda 4: To approve dividend payment for 2012

The Chairman informed the Meeting that the Company has dividend policy to pay not less than 40% of net profit by which considering the Company's operation results, the Company's financial structure, the Company's financial position, and also the investment plan. The Company does not fix ratio of the dividend payment. The Company had considered to proposed dividend payment under the performance and financial position, together with cash flow..

The Board of Director Meeting No.2/2013 held on February 27, 2013 had the resolution to approve dividend payment at the rate of Baht 0.41 per share for 2012. Since the interim dividends had already paid at the rate of Baht 0.09 per share on September 7, 2012. So the rest dividend should be paid at the rate of Baht 0.32 per share of the total of 190 million shares, and equaled to Baht 60.8 million.

This dividend payment will paid into 2 parts as follows.

- 1) Pay dividend in rate 0.20 Baht amount to Baht 38,000,000.
The portion of stock dividend is 5 common shares for 1 dividend share, and the fraction share will be rejected.
Total of stock dividend is 38,000,000 shares at par value 1.00 Baht.
- 2) Paid cash dividend in rate 0.12 baht per share amount to Baht 22,800,000.

The record date for the right of Shareholders to receive the dividend was scheduled on May 9, 2013 and the share register book closing date for collecting Shareholders names under Section 225 of the Securities and Exchange Act was scheduled on May 10, 2013, and the dividend will be paid on May 20, 2013.

For this dividend payment, the tax deductible rate for personal of the 2012 dividend payment, is paid from the profit at the tax rate 23%.

And then there were no any questions from Shareholders. The Chairman proposed Shareholders to vote for approval 2012 dividend payment.

The Meeting approved dividend payment for 2012 at the rate of Baht 0.41 per share by deducted interim dividend of Baht 0.09 per share, this last dividend payment would be paid at the rate of Baht 0.32 per share which will pay by stock dividend in rate 0.20 Baht per share equivalent to 38,000,000 share at par value 1.00 baht and will pay in cash dividend in rate 0.12 Baht per share amounted to Baht 22,800,000. The record date for the right of Shareholders to receive the dividend was scheduled on May 9, 2013 and the share register book closing date for collecting Shareholders names under Section 225 of the Securities and Exchange Act was scheduled on May 10, 2013, and the dividend will be paid on May 20, 2013.

Shareholders vote by a majority vote of the total number of votes as summarized below.

	Votes	%
Approve	149,517,376	100.00
Disapprove	0	0.00
Abstain	0	0.00

Agenda 5: To approve registered capital and amendment Memorandum of Associatio of Company clause 4 regarding to capital registration

According to stock dividend payment, the Chairman informed that the Company has to process capital registration to support its stock dividend total 38,000,000 shares. The BOD proposed to the meeting to approve increasing capital from 190,000,000 Baht to be Baht 228,000,000 by issuing new common share 38,000,000 shares at par value 1.00 Baht per share. And propose to amend the Memorandum of Association of Company in clause 4 as following;

Clause 4	Registered capital	228,000,000	Baht	(Two hundred and twenty eight million Baht)
	Divide by	228,000,000	Shares	(Two hundred and twenty eight million shares)
	Par value	1	Baht	(One Baht)
			<u>Issuing by</u>	
	Common share	228,000,000	Shares	(Two hundred and twenty eight million shares)
	Preferred share	-	Shares	(.....-.....)

The Meeting approved increasing registered capital and amendment the Memorandum of Association of Company in clause 4 by a majority vote of the total number of votes cast by the Shareholders present at the Meeting and eligible to vote, as summarized below.

	Votes	%
Approve	149,517,276	100.00
Disapprove	0	0.00
Abstain	100	0.00

Agenda 6: To approve allocation of the increased common share

The Chairman proposed to allocate the increased common shares total 38,000,000 shares for the stock dividend, according to approval the dividend payment as per the agenda 4.

The Meeting approved to allocate the increased common share total of 38,000,000 shares by a majority vote of the total number of votes cast by the Shareholders present at the Meeting and eligible to vote, as summarized below.

	Votes	%
Approve	149,517,376	100.00
Disapprove	0	0.00
Abstain	0	0.00

Agenda 7: To appoint auditor and approve the audit fee for the 2013

According to comply the Limited Public Company Act and the regulation of Stock Exchange Commission, the Annual General Meeting of Shareholders has to appoint an auditor and determine the audit fee annually, and auditor of preceding year can be re-appointed. In the case of term of audit service is continue for 5 fiscal years, such auditor could be re-appointed after at least 2 fiscal years passed.

The Audit Committee had considered and proposed ANS Audit Co., Ltd. to be the Company's auditor for the 2013 because ANS had good audit standard and practice, the audit fee was reasonable. The Auditor had joined the audit committee meeting and reported the audit results to audit committee quarterly.

The Board of Directors agreed with the Audit Committee advice, and proposed to the Annual General Meeting of Shareholder 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 auditors within the ANS Audit Co., Ltd who be approved from the Company and from SEC or another audit firm which be approved by SEC to be the Company's Auditor for year 2013	

The Chairman proposed the audit remuneration for year 2013 amounted to Baht 615,000, increased 6.7% from

previous year. The scope of audit was covered only audit service and there was no any other services same as 2012 (the audit fee of year 2012 was Baht 576,000).

In this regard, ANS Audit Co., Ltd. and the above proposed auditors had neither relationship nor conflict of interests with the Company / Subsidiary / Executives / Major Shareholders or persons who concerned with those.

A shareholder asked for the increasing of audit fee 6.7%

Mr. Prawit, company auditor, informed that the audit fee came from calculation of working hour and service fee per hour and Ubis was established 2 new subsidiaries in 2012 and the operation will be started in 2013.

The Meeting approved 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 auditors within the ANS Audit Co., Ltd who be approved from the Company and from SEC or another audit firm which be approved by SEC to be the Company's Auditor for year 2013 and approved the audit fee of 2013 amounted to 615,000 Baht 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.

	Votes	%
Approve	149,517,276	100.00
Disapprove	0	0.00
Abstain	100	0.00

Agenda 8: To approve the Directors' remunerations for 2013

According to comply with the guidelines of good corporate governance; the Board of Directors proposed the remuneration of the board of director and the board of sub-committee which the Annual General Meeting of Shareholders 2012 had fixed the total remuneration not over Baht 1,500,000, and the 2012 remuneration fee was paid to Baht 496,000.

Therefore in this Annual General Meeting of Shareholders, the Board of Directors proposed to the Meeting to approve the remuneration for the 2013 by fixing not over Baht 1,500,000 which same amount as previous year, and the directors who were the executive directors would not receive remuneration.

The Chairman requested the Meeting to vote for approval the directors' remuneration for 2012.

The Meeting approved the remuneration of the Board of Directors for 2013 not exceeding to 1,500,000 Baht 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.

	Votes	%
Approve	149,517,376	100.00
Disapprove	0	0.00
Abstain	0	0.00

Agenda 9: To elect directors in replacement of those retiring by rotation.

Before the meeting The retired directors, Mr. Thaneth, Mr. Sawang and Mr. Phakdi requested to out the meeting room for the meeting considered independently.

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

1. Mr. Thaneth Thumrongluck Director and Voce Chairman
2. Mr. Sawang Dhangwattanotai Director
3. Mr. Phakdi Kanchanavalai Independent Director and Chairman of Audit Committee

The Company had provided an opportunity to Shareholders to propose names of qualified candidates to be nominated for selection as member of the Company's Board of Directors in advance, there were no any Shareholders to propose nominate person.

The Board of Directors agreed to propose three retired directors to be re-elected for another term.

There were no any questions from Shareholders. The Chairman proposed to shareholders meeting to vote for director nomination by individual. The company officers will collect all ballots from all shareholders.

The Meeting approved to appoint those three retired directors for another term 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.

(1) Mr.Thaneth Thumrongluck		
	Votes	%
Approve	149,517,376	100.00
Disapprove	0	0.00
Abstain	0	0.00

(2) Mr. Sawang Dhanwattanotai		
	Votes	%
Approve	149,517,376	100.00
Disapprove	0	0.00
Abstain	0	0.00

(3) Mr. Phakdi Kanchanavalai		
	Votes	%
Approve	149,517,376	100.00
Disapprove	0	0.00
Abstain	0	0.00

Agenda 10: Others Business (if any)

There being no any items to propose in the Meeting, the Chairman thanked all shareholders for dedicating their time to attend the Meeting and for their approval of the proposals tendered by the Board of Directors.

The Meeting was adjourned at 15.20 p.m

Sawong Dhangwatnotai

(_____)
Mr. Sawong Dhangwatnotai
Chairman of the Meeting

Akrawin Boonmongkolras

(_____)
Mr. Akrawin Boonmongkolras
Company Secretary

Biographies of the Proposed Director.

Name	Mr. Surachat Pongphattarine
Nationality	Thai
Age	67 years
Education	Diploma of Business Administration, Montgomery College, U.S.A
Training	Certificate Director Accreditation Program Thai Institute of Directors
Current Position	Executive Director Ubis (Asia) Public Company Limited Executive Vice President – Office of Executive Director Ubis (Asia) Public Company Limited Independent Director CSP Steel Center Public Company Limited.



Proposed Position	Director
Year of directorship	10 years
Meeting attendance	6/6
Possession of Ubis shares	7,342,800 shares or 3.22% of total issued shares

Position in other listed companies	Independent Director CSP Steel Center Public Company Limited
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. Pongsatorn Dhangwatnotai
Nationality	Thai
Age	35 years
Education	Master of Business Administration, National University, U.S.A. Bachelor of Science, Srinakarintrwirote University
Training	Certificate Director Accreditation Program Thai Institute of Directors
Position in company	Director Ubis (Asia) Public Company Limited Executive Vice President - Marketing Ubis (Asia) Public Company Limited



Proposed Position	Director
Year of directorship	3 years
Meeting attendance	6/6
Possession of Ubis shares	12,202,500 or 5.35% 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	son of Mr. Sawong Dhangwatnotai Chairman and CEO

Biographies of the Proposed Director.

Name	Mr. Pongsak Liangsiri
Nationality	Thai
Age	63 years
Education	Master of Information Technology, City College of New York, U.S.A. Bachelor of Information Technology, City College of New York, U.S.A.
Training	Certificate Director Accreditation Program Thai Institute of Directors
Position in company	Independent Director Ubis (Asia) Public Company Limited
Experienced	Managing Director, Power Prospect Co., Ltd.



Proposed Position	Independent Director
Year of directorship	10 years
Meeting attendance in Board of Directors	6/6
Meeting attendance in Audit Committee	4/4
Possession of Ubis shares	none

Position in other listed companies	none
Position in other company	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 30, 2014 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

The map of the meeting venue



Biographies of independent director to be appointed as proxy holders

Name	Mr. Visuth Jirathiyut
Nationality	Thai
Age	62 years
Address	2218/82 Chan Road, Chongnonsee, Yannawa, Bangkok, 10120.
Education	Master of Business Administration, National Institute of Development Administration Bachelor of Engineering, Chulalongkorn University
Training	Certificate Director Accreditation Program Thai Institute of Directors
Meeting attendance in Board of Directors	5/6
Meeting attendance in Audit Committee	3/4
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
There are transaction interest in the meeting	none
Relationship with management	none



Biographies of independent director to be appointed as proxy holders

Name Mr. Phakdi Kachanavalai
 Nationality Thai
 Age 76 years
 Address 1416 Suthisarnvinitchai Road,
 Kwaeng Dindaeng, Khet Dindaeng,
 Bangkok, 10400.
 Education Bachelor of Accounting,
 Thammasat University
 Training Certificate Director Accreditation Program
 Thai Institute of Directors



Meeting attendance in Board of Directors	5/9
Meeting attendance in Audit Committee	3/4
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
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.....votes 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) Mr. Visuth Jirathiyut, Independent Director.....Age 62 years, residing at 2218/82.....
Road...Chan.....Thambol/Kwaeng Chongnonsee.....Amphur/Khet Yannawa.....
Province..Bangkok.....Postal Code..10120..... or

(3) Mr. Phakdi Kanchanavalai, Independent DirectorAge 76 years.....residing at 1416.....
Road...Suthisarnvinitchai.....Thambol/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 2014 (No.10) on Wednesday 30th April 2014 at 14.00 p.m. at Baccarat Room, The Tawana Bangkok Hotel, 80 Surawongse Road, Bangkok 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 certify the Minute of the 2013 Annual General Meeting of Shareholders (No.9)

- (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 2013

- (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, 2013.

- (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 the appropriation of net profit to be legal reserve and dividend payment for 2013

(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 2014

(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 2014

(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. Surachat Pongphattarine**

Approve Disapprove Abstain

Name of Director **Mr. Pongsatorn Dhangwatnotai**

Approve Disapprove Abstain

Name of Director **Mr. Pongsak Liangsiri**

Approve Disapprove Abstain

Agenda 8 To approve amendment the Memorandum of Association of Company and the Article of Association for the portion shares held by foreigners

(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 9 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 deemed 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. Visuth Jirathiyut or 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.

Attachment to the Form of Proxy (Form B)

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

The Annual General Meeting of Shareholders 2014 (No.10) on Wednesday 30th April 2014 at 14.00 p.m. at Baccarat Room, The Tawana Bangkok Hotel, 80 Surawongse Road, Bangkok 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 2014 (No.10) on Wednesday 30th April 2014 at 14.00 p.m. at Baccarat Room, The Tawana Bangkok Hotel, 80 Surawongse Road, Bangkok 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 certify the Minute of the 2013 Annual General Meeting of Shareholders (No.9)
 (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 2013
 (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, 2013

- (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 the appropriation of net profit to be legal reserve and dividend payment for 2013

- (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 2014

- (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 2014

- (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.....votes Disapprove.....votes Abstain.....votes
 - Appointment of any director(s)
 - (1) Name of Director **Mr. Surachat pongphattarine**
 - Approve.....votes Disapprove.....votes Abstain.....votes
 - (2) Name of Director **Mr. Pongsatorn Dhangwatnotai**
 - Approve.....votes Disapprove.....votes Abstain.....votes
 - (3) Name of Director **Mr. Pongsak Liangsiri**
 - Approve.....votes Disapprove.....votes Abstain.....votes

Agenda 8 To approve amendment the Memorandum of Association of Company and the Article of Association for the portion shares held by foreigners

- (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 9 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 2014 (No.10) on Wednesday 30th April 2014 at 14.00 p.m. at Baccarat Room, The Tawana Bangkok Hotel, 80 Surawongse Road, Bangkok 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