

Invitation Letter
for
The Annual General Meeting of Shareholder 2015 (No.11)
April 9, 2015



March 9, 2015.

Subject: Invitation to attend the Annual General Meeting of Shareholders 2015 (No. 11)

To: Shareholders

- Attachment:
1. Translation of the Annual General Meeting of Shareholders for 2014 (No. 10)
 2. Annual Report of the year 2014
 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 2015 (No. 11)

The Board of Directors of Ubis (Asia) Public Company Limited has resolved to hold the Annual General Meeting of Shareholders 2015 (No. 11) on Thursday 9th April 2015 at 14.00 p.m. at Surawongse Vivatana 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 2014 (No. 10)

The Company held the Annual General Meeting of Shareholders 2014 (No.10) on April 30, 2014.

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 2014 (No.10).

Agenda 2 To acknowledge the Company's performance for 2014

Highlights of the Company's performance

Items	2014	2013
Total Assets (Million Baht)	663.83	535.81
Total Liabilities (Million Baht)	299.04	180.94
Total Equities (Million Baht)	364.79	354.87
Total Revenue (Million Baht)	856.11	726.40
Net Income (Million Baht)	82.44	86.88
Earning per share (Baht/Share)	0.36	0.38

The Board's Opinion; The Board of Directors agreed to propose the Company's performance and the Annual Report of 2014 to shareholders meeting to acknowledge, as per attachment 2.

Agenda 3 To approve the Financial Statement for the year ended December 31, 2014.

The Company's Financial Statement for the year ended December 31, 2014 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, 2014. The details were attached herewith in the Annual Report, at "Financial Statement" section, as per attachment 2.

Agenda 4 To approve dividend payment for 2014

According to the operation results of 2014, the Company realized net profit by Baht 49,929,279.45 and earning per share of 0.22 baht and the consolidated comprehensive income amounted to 82,436,440.57 Baht or earning Baht 0.36 per share.

The details of Dividend Payment Comparison 2013 and 2014

	2014	Tax Credit	2013
1. Net Profit – consolidated F/S (Million Baht)	82.44		87.08
Net Profit – separated F/S (Million Baht)	49.93		100.53
2. Number of shares (Million shares)	228		228
3. Dividend per share (Baht per share)	0.48*		0.30
- First half interim dividend	0.12		0.10
- Second half dividend;	0.36*		0.20
1) Pay from operation performance			
- Cash dividend	0.0990	20%	0.20
2) Pay from retained earning			
2.1 R/E from company	0.1551	20%	
2.2 R/E from subsidiary's dividend	0.1059	Tax exemption	
4. Total this dividend paid (Million Baht)	82.08		45.60
5. Payout ration (%)	218.18		68.04

* 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 the dividend payment for 2014 at rate Baht 0.48 per share which the Company had paid interim dividend on September 5, 2014 for the first half 2014 of Baht 0.12 per share , therefore ; the Company will pay the remaining dividend for the second half of year 2014 of Baht 0.36 per share. The second half dividend will be payable on April 23, 2015.

Agenda 5 To appoint auditor and approve the audit fee for 2015.

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

The Audit Committee proposed the opinion to the Board of Director that the team of PVA has performed the audit to the company for a long time with high audit standard and reasonable audit fee. 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 other auditors within the firm who have been approved from SEC to be the Company's Auditor for year 2015. The audit remuneration of 2015 was proposed by Baht 700,000.00 as the following details;

	2015	2014
Audit Fee for Ubis (Asia) Public Company Limited	700,000	740,000
Audit Fee for Ubis All Co., Ltd.	80,000	40,000
Audit Fee for Ubis Primatech Limited	220,000	60,000
Total of Audit Remuneration	1,000,000	840,000
% Change (from previous year)	19%	26%

The PV Audit Co., Ltd. and Auditors are neither related nor engaged in any conflict of interests with the Company, the Company's subsidiary, their executives, their major shareholders or relatives 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 other auditors within the firm who have been approved from SEC to be the Company's Auditor for year 2015 and approved the audit fee for 2015 by Baht 700,000. (Audit fee of Ubis Group is Baht 1,000,000)

Agenda 6 To approve the Directors' remuneration for 2015

	2015	2014
Directors' remuneration (Baht)	4,000,000	1,500,000

The Board's Opinion: The Board of Directors agreed to propose to shareholders meeting to approve the 2015 Directors' remuneration by the amount Baht 4,000,000.

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 Dhangwatanotai
- (2) Mr. Chattaphum Khantiviriya
- (3) Mr. Visuth Jirathiyut 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 27, 2014 within the period start November 1, 2014 to January 31, 2015. The consequence is none of shareholders proposed any candidates to the Company.

The Board's Opinion: The Board of Directors agreed to propose those directors retiring by rotation to be reappointed as directors. The Company has 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 Other Business (if any)

The record date for the right of shareholders to attend the Annual General Meeting of Shareholders 2015 (No. 11) and the right of shareholders to receive the dividend are scheduled on March 13, 2015 and the share register book closing date for collecting shareholders names under Section 225 of the Securities and Exchange Act is

scheduled on March 16, 2015. The dividend will be paid on April 23, 2015 after approval from the resolution of Annual General Meeting of Shareholders 2015.

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 2014 Annual Report in CD, if you have a request for the Annual Report in paper, please contact our Company Secretary 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 13.00 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 before the meeting date to further proceed per your intention.

Yours faithfully,



(Mr. Sawong Dhangwatnotai)
Chairman

-Translation-**Minute of the 2014 Annual General Meeting of Shareholders (No. 10)
Ubis (Asia) Public Company Limited****Date and Venue**

The meeting was held on Wednesday, April 30, 2014 at Baccarat Room, The Tawana Bangkok Hotel, 80 Surawongse Road, 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 |

The Meeting started at 14.20 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 47 shareholders attending in person and 32 shareholders by proxy, total of 79 shareholders attending in meeting and altogether holding 178,564,151 shares equivalent to 78.32% 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 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 cannot 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, 2014 to January 31, 2015, however, there were no any Shareholders to propose agenda or nominate person.

The Chairman introduced the 8 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 started the meeting as the following agendas;

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

The Chairman proposed the Minutes of the Annual General Meeting of Shareholders for 2013 (No.9), 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.

There was an additional shareholder holding 100 shares attending during this agenda.

The Meeting certified the Minutes of the Annual General Meeting of Shareholders 2013 (No.9) by a majority vote of the total number of votes cast by the Shareholders presence in the Meeting and eligible to vote, as summarized below.

	Votes	%
Approve	178,564,011	99.9999
Disapprove	0	0.00
Abstain	240	0.0001

Agenda 2: To acknowledge the Company's performance of the year 2013

The Chairman informed the Company's performance and the significant changes in 2013 to the Meeting as follows.

The 2013 export value of canned food industries valued 113,346 million Baht decreased 5% from previous year.

The revenue structure of 2013 consisted of domestic sales of Baht 351 million and decreased 7%, oversea sales of Baht 360 million and decreased 3%, and total revenue of Baht 711 million (decreased 5%).

The Company's operation results by comparing with previous year, total sales was Baht 711 million (decreased 5%), gross profit was Baht 249 million (increased 6%), total of selling and admin expense was Baht 153 million (increased 2.7%). Income tax was Baht 24.6 million (increased 2%), the net profit was Baht 86.9 million (increased 16%).

The Company's Financial Position as at December 31, 2013, total assets were Baht 536 million, total liabilities were Baht 181 million, and the equities were Baht 355 million. The debt to equity ratio was 0.51 in 2013. The return on total assets was 17.2%, and the return on equity was 26.2%.

The Meeting had the resolution to acknowledge the performance of the Company for 2013.

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

The Chairman proposed the Meeting to approve the Company's Financial Statement for the year ended December 31, 2013 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, 2013 by a majority vote of the total number of votes cast by the Shareholders presence at the Meeting and eligible to vote, as summarized below.

	Votes	%
Approve	178,564,011	99.9999
Disapprove	240	0.0001
Abstain	0	0.00

Agenda 4: To approve dividend payment for 2013

The Board of Director Meeting No.1/2014 held on February 26, 2014 had the resolution to propose allocation of net profit 2013 by Baht 3,800,000 as legal reserve and the total balance of the legal reserve of Baht 28,000,000 equal to

10% of the registered capital and approve dividend payment at the rate of Baht 0.30 per share for 2013. Since the interim dividends had already been paid at the rate of Baht 0.10 per share on September 13, 2013, the rest of dividend should be paid at the rate of Baht 0.20 per share of the total of 227,999,991 shares, and equal to Baht 45.6 million.

The record date for the right of Shareholders to receive the dividend was scheduled on May 9, 2014 and the share register book closing date for collecting Shareholders names under Section 225 of the Securities and Exchange Act was scheduled on May 12, 2014, and the dividend will be paid on May 22, 2014.

For this dividend payment, the tax deductible rate for personal is paid from the profit at the tax rate 20%.

There was an additional shareholder holding 20 shares attending during this agenda.

The Meeting approved to allocate net profit 2013 by Baht 3,800,000 as legal reserve and approved dividend payment for 2013 at the rate of Baht 0.30 per share by deducting interim dividend of Baht 0.10 per share, this last dividend payment would be paid at the rate of Baht 0.20 per share. The record date for the right of Shareholders to receive the dividend was scheduled on May 9, 2014 and the share register book closing date for collecting Shareholders names under Section 225 of the Securities and Exchange Act was scheduled on May 12, 2014, and the dividend will be paid on May 22, 2014.

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

	Votes	%
Approve	178,564,031	100.00
Disapprove	240	0.00
Abstain	0	0.00

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

The Audit Committee proposed the opinion to the Board of Director that PVA that the team of PVA has performed the audit to the company for a long time with high audit standard and reasonable audit fee. The Audit Committee recommended to the Board of Directors to propose the Shareholders Meeting to appoint Mr. Prawit Viwanthanant, 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 other auditors within the firm who have been approved from SEC to be the Company's Auditor for year 2014. The audit remuneration of 2014 proposed to be Baht 840,000.00 as per the following details;

The Board of Director had considered and proposed PV Audit Co., Ltd. to the Annual General Meeting of Shareholder to appoint;

Mr. Prawit Viwanthanant	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

or a other auditors within the firm who have been approved from SEC to be the Company's Auditor for year 2014

The Chairman proposed the audit fee for year 2014 at Baht 840,000, increased 26% from previous year. The audit fee included the fee of 2 subsidiary companies Baht 100,000.

In this regard, PV 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.

The Meeting approved to appoint Mr. Prawit Viwanthanant 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 other auditors within PV Audit Co., Ltd who have been approved from SEC to be the Company's Auditor for year 2014 and approved the audit fee of 2014 amounted to 840,000 Baht (including subsidiaries) by a majority vote of the total number of votes cast by the Shareholders presence at the Meeting and eligible to vote by summarized below.

	Votes	%
Approve	178,564,031	99.9999
Disapprove	240	0.0001
Abstain	0	0.00

Agenda 6: To approve the Directors' remunerations for 2014

The Board of Directors informed that the AGM 2013 approved the remunerations not over Baht 1,500,000 and the actual payment was 496,000 Baht.

The Board of Directors proposed to the Meeting to approve the remuneration for the 2014 not over Baht 1,500,000 which was same amount as previous year, and the directors who were the executive directors should not receive the remuneration.

The Meeting approved the remuneration of the Board of Directors for 2014 not exceeding to 1,500,000 Baht by a majority vote of the total number of votes cast by the Shareholders presence at the Meeting and eligible to vote by summarized below.

	Votes	%
Approve	178,564,031	99.9999
Disapprove	240	0.0001
Abstain	0	0.00

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

According to 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 who were retiring by rotation as following;

1. Mr. Surachat Pongphattarine Director
2. Mr. Pongsatorn Dhangwattanotai Director
3. Mr. Pongsak Liangsiri Independent Director and Audit Committee

The Meeting approved to reappoint those three retired directors for another term by a majority vote of the total number of votes cast by the Shareholders presence at the Meeting and eligible to vote by summarized below.

(1) Mr. Surachat Pongphattarine

	Votes	%
Approve	178,564,031	99.9999
Disapprove	240	0.0001
Abstain	0	0.00

(2) Mr. Pongsatorn Dhangwatnotai

	Votes	%
Approve	178,564,031	99.9999
Disapprove	240	0.0001
Abstain	0	0.00

(3) Mr. Pongsak Liangsiri

	Votes	%
Approve	178,564,031	99.9999
Disapprove	240	0.0001
Abstain	0	0.00

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 of Directors proposed to shareholders meeting to approve the amendment of the Memorandum of Association of Company and the Article of Association for the portion shares held by foreigner by changing clause 8 from “Clause 8 Shares held by the non-Thai persons cannot exceed 49 percent of the total issued shares of the Company” to be “**Clause 8 Shares held by the non-Thai persons cannot exceed 85 percent of the total issued shares of the Company**”.

A shareholder asked that the portion of foreign shareholders was increased to 85%. Did the company already have any investment plan with foreign company?

Chairman informed that in 2013 the overseas sales contributed more than 50% of total sales. The business expansion for overseas was very challenging, so the Company should be ready for any new potential partners in future.

The Meeting disapproved the amendment of the Memorandum of Association of Company and the Article of Association for the portion of shares held by foreigners for the changing of clause 8 by a majority vote of the total number of votes cast by the Shareholders presence at the Meeting and eligible to vote by summarized below.

	Votes	%
Approve	124,553,021	69.7525
Disapprove	53,996,850	30.2394
Abstain	14,400	0.0081

Agenda 9: Others Business (if any)

There were no other items be proposed 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 16.15 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. Sawong Dhangwatnotai
Nationality Thai
Age 64 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	11 years
Meeting attendance	6 / 6
Possession of Ubis shares	52,099,950 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	Parent of Mr. Pongsatorn Dhangwatnotai Director and Executive Management

Biographies of the Proposed Director.

Name	Mr. Chattaphum Khantiviriya	
Nationality	Thai	
Age	54 years	
Education	Master of Business Administration, Kasetsart University Bachelor of Accountancy Chulalongkorn University	
Training	Director Certification Program Class 100, IOD Role OF the Compensation Committee Program Class 6, IOD Audit Committee Program Class 8, IOD	
Position in company	February 27, 2015	Director, Ubis (Asia) PLC.
	2014 – Present	Independent Director and Audit Committee Communication and System PLC.
	2014 – Present	Director, Prime Time Solution Co.,Ltd.
	2014 – Present	Director, Prime Time Entertainment Co.,Ltd.
	2013 – Present	Director, DNA 2002 PLC.
	2013 – Present	Director, Mister Bun Co.,Ltd.
	2012 – Present	Director, Nippon Pack (Thailand) PLC.
	2012 – Present	Director, Nippon Pack Trading Co.,Ltd.
	2012 – Present	Director, Thai Flexible Pack Co.,Ltd.
	2012 – Present	Managing Director, Gingnoon Co.,Ltd.
Proposed Position		Director
Year of directorship		2 months 13 days
Meeting attendance		- / 6
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



Biographies of the Proposed Director.

Name Mr. Visuth Jirathiyut
 Nationality Thai
 Age 63 years
 Education Master of Business Administration,
 National Institute of Development Administration
 Bachelor of Engineering,
 Chulalongkorn University



Current Position Chairman, Siam Steel Syndicate Plc.
 Executive Director, Bangkok Steel Wire Co.,Ltd.
 Director, Asia Pacific Potash Corporation 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.

Proposed Position	Director
Year of directorship	3 years
Meeting attendance	5 / 6
Meeting attendance of 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
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 on April 9, 2015 start 13.00 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. Phakdi Kanchanavalai
 Nationality Thai
 Age 77 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 company	none
Position in other non-listed company	CPA, Kanchanakij 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

Biographies of independent director to be appointed as proxy holders

Name Mr. Pongsak Liangsiri
 Nationality Thai
 Age 64 years
 Address 24/20 Ngamwongwan Road,
 Kwaeng Lat Yao, Khet Chatuchak,
 Bangkok, 10900.
 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



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 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 shareshares 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. Pongsak Liangsiri, Independent Director.....Age ...64... years,.... residing at ... 24/20.....
Road..Ngamwongwan.....Thambol/Kwaeng ..Latyao..... Amphur/Khet Chatujak.....

Province..Bangkok..... Postal Code..10900..... or

(3) Mr. Phakdi Kanchanavalai, Independent DirectorAge..77... 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 2015 (No.11) on Thursday 9th April 2015 at 14.00 p.m. at Surawongse Vivatana 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 Annual General Meeting of Shareholders 2014 (No.10)

(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 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 3 To approve the Financial Statement for the year ended December 31, 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 4 To approve dividend payment 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 5 To appoint auditor and approve the audit fee for 2015

(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 2015
- (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. Chattaphum Khantiviriya**
- 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. Pongsak Liangsiri 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 2015 (No.11) on Thursday 9th April 2015 at 14.00 p.m. at Surawongse Vivatana 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 2015 (No.11) on Thursday 9th April 2015 at 14.00 p.m. at Surawongse Vivatana 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 Annual General Meeting of Shareholders 2014 (No.10)

(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 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.....votes Disapprove.....votes Abstain.....votes

Agenda 3 To approve the Financial Statement for the year ended December 31, 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.....votes Disapprove.....votes Abstain.....votes

Agenda 4 To approve dividend payment 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.....votes Disapprove.....votes Abstain.....votes

Agenda 5 To appoint auditor and approve the audit fee for 2015

(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 2015

(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. Sawong Dhangwatnotai**

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

(2) Name of Director **Mr. Chattaphum Khnativiriya**

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 2015 (No.11) on Thursday 9th April 2015 at 14.00 p.m. at Surawongse Vivatana 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