

**-Translation-****Minute of the Annual General Meeting of Shareholders (No. 10) for 2015  
Ubis (Asia) Public Company Limited****Date and Venue**

The meeting was held on Thursday, April 9, 2015 at Surawongwiwat 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. Chattaphum	Khantiviriya	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 14.40 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 39 shareholders attending in person and 33 shareholders by proxy, total of 72 shareholders attending in meeting and altogether holding 188,519,790 shares equivalent to 82.68% 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 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 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.

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 started the meeting as the following agendas;

**Agenda 1: To certify the Minute of the Annual General Meeting of Shareholders 2014 (No. 10)**

The Chairman proposed the Minutes of the Annual General Meeting of Shareholders for 2014 (No.10), 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 Annual General Meeting of Shareholders 2014 (No.10) 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	188,518,590	99.9994
Disapprove	1,200	0.0006
Abstain	0	0.00

**Agenda 2: To acknowledge the Company's performance for 2014**

The Chairman informed the Company's performance and the significant changes in 2014 to the Meeting as follows.

The 2014 export value of canned food industries decreased 2% from previous year.

The revenue structure of 2014 was the amount of Baht 848 million and increased 19%, margin increased 20%, expenses increased 34% and net profit decreased 4%

The Company's Financial Position as at December 31, 2014, total assets were Baht 663.8 million, total liabilities were Baht 299 million, and the shareholder's equities were Baht 364.8 million. The debt to equity ratio was increase from 0.51 in 2013 to 0.82 in 2014. The return on total assets was 13.92%, and the return on equity was 23.4%.

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, 2014**

The Chairman proposed the Meeting to approve the Company's Financial Statement for the year ended December 31, 2014 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, 2014 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	188,519,790	100.00
Disapprove	0	0.00
Abstain	0	0.00

**Agenda 4: To approve dividend payment for 2014**

The Company has dividend policy to pay dividend at not less than 40% of net profit after corporate income tax and will not affect the normal operation of the Company and the Company's Subsidiary significantly

The Board of Directors Meeting resolved to proposed the Shareholder Meeting to consider and approve dividend payment for 2014 at the rate of Baht 0.48 per share by deducting interim dividend of Baht 0.12 per share, this last dividend payment would be paid at the rate of Baht 0.36 per share. The dividend will be paid on April 23, 2015.

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

	Votes	%
Approve	188,519,790	100.00
Disapprove	0	0.00
Abstain	0	0.00

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

The Board of Director had considered and proposed PV Audit Co., Ltd. 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. 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 2015

The Chairman proposed the audit fee for year 2015 at Baht 1,000,000, (previous year Bahr 840,000). The audit fee included the fee of Ubis Primatech Co.,Ltd. Of Baht 220,000 and Ubis All Co.,Ltd. of Baht 80,000.

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 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 PV Audit Co., Ltd who have been approved from SEC to be the Company's Auditor for year 2015 and approved the audit fee of 2015 amounted to 700,000 Baht (including subsidiaries' audit fee Baht 300,000) 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	188,445,590	99.9606
Disapprove	74,200	0.0394
Abstain	0	0.00

#### **Agenda 6: To approve the Directors' remuneration for 2015**

The Board of Directors informed that the AGM 2014 approved the remunerations not over Baht 1,500,000 and the actual payment was 548,000 Baht.

The Board of Directors proposed to the Meeting to approve the remuneration for the 2015 not over Baht 4,000,000 which increase due to the directors who were the executive directors were retired and did not receive salary, the company should increase the remuneration for those directors.

The Meeting approved the remuneration of the Board of Directors for 2015 not exceeding to 4,000,000 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	188,417,590	99.9458
Disapprove	1,200	0.0006
Abstain	101,000	0.0536

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

The Chairman informed that due to this agenda is my term to retired, so the Chairman of the Meeting would be Mr. Thaneth Thamrongluck, Vice Chairman of the Board of Director to proceed.

Mr. Thaneth had introduced himself and inform that 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. Sawong     | Dhangwatnotai | Director             |
| 2. Mr. Chattaphum | Khantiviriya  | Director             |
| 3. Mr. Visuth     | Jirathiyut    | Independent Director |

In this agenda, there is a additional shareholder attending and the amount of share is 1,200 shares.

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. Sawong Dhangwatnotai

	Votes	%
Approve	188,520,890	100.00
Disapprove	0	0.00
Abstain	100	0.00

(2) Mr. Chattaphum Khantiviriya

	Votes	%
Approve	188,406,690	99.9394
Disapprove	1,200	0.0006
Abstain	113,100	0.0600

(3) Mr. Visuth Jirathiyut

	Votes	%
Approve	188,510,090	99.9942
Disapprove	0	0.0000
Abstain	10,900	0.0058

Mr. Thaneth invited Mr. Sawong to process the meeting as the Chairman of the Meeting for the next agenda.

**Agenda 8: 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 15.45 p.m.

**Sawong Dhangwatnotai**

( Mr. Sawong Dhangwatnotai )  
Chairman of the Meeting

**Akrawin Boonmongkolras**

( Mr. Akrawin Boonmongkolras )  
Company Secretary