

(F 53-4)

Capital increase report form
UBIS (Asia) Public Company Limited
 Date 19 February 2016

We, UBIS (Asia) Advisory Public Company Limited, hereby report on the resolution of board of directors meeting no.2/2016, held on 19 February 2016 from 14.00 to 17.10 hours, relating to a capital increase/share allotment as follows:

1. **Capital increase:**

The board meeting passed a resolution approving the increase of the company's registered capital from THB 227,999,991 to THB 455,999,982 by issuing 227,999,991 ordinary/~~preferred~~ shares with a par value of THB 1.00 each, totaling THB 227,999,991. Details of capital increase are:-

Type of capital increase	Type of share	Number of shares (shares)	Par value (THB/share)	Total)THB(
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary	<u>Not exceeding</u> <u>227,999,991</u>	<u>1.00</u>	227,999,991
	Preferred	-	-	-
<input type="checkbox"/>)General Mandate(	Ordinary	.....	.....	.....
	Preferred	.....	.....	.....

- If Specifying the purpose of utilizing proceeds, all of the following items must be filled out, except item No.2.2

- If under General Mandate, only item No.2.2, No.3 and No.4 need to be filled out.

2. **Allotment of new shares:**

2.1 If specifying the purpose of utilizing proceeds

Allotted to	Number of shares (shares)	Ratio (old : new)	Sale price (THB/share)	Subscription and payment period	Note
Existing shareholders	75,999,997	3 : 1	3.00	Please see Remark	Please see Remark
General public	-	-	-	-	-
Other persons (specify)	-	-	-	-	-
To support Stock Dividend	Not exceeding 75,999,997	3 : 1	-	Please see Remark	Please see Remark
To support the conversion/ exercising rights of a given instrument (specify) (UBIS-W1)	Not exceeding 75,999,997	Exercise Ratio: 1 increasing share : 1 unit of warrant	THB 0 (at no cost)	Please see Remark	Please see Remark

Remark

The Board of Directors Meeting No. 2/2016 held on February 19, 2016 resolved to propose to the Annual General Meeting of Shareholders year 2016 (no.12) to be held on April 11, 2016, for consideration and approval the increase capital for (1) the allotment of increasing share not exceeding 75,999,9997 shares to the existing shareholder on a pro-rata basis (Right offering) at the ratio of 3 existing common share to 1 increasing share and (2) the allotment of increasing share not exceeding 75,999,9997 shares to the existing shareholder as stock dividend at the ratio of 3 existing common share to 1 increasing share (stock dividend) and (3) the allotment of increasing share not exceeding 75,999,9997 shares to support the issuance and allotment of Warrants UBIS-W1 in the amount of not exceeding 75,999,991 unit to be offered to the existing shareholder who subscribe the increasing capital on a pro-rata basis (Rights offering) without cost, at the ratio of 1 increasing share to 1 unit of warrant.

As the schedule of the date to determine the names of shareholders entitled to receive dividend, to receive increasing share and issuance and allotment of Warrants (UBIS-W1) (Record Date) on 8 March 2016, and the share register book closing date to collect the names of shareholders entitled to attend the 2016 Annual General Meeting of Shareholders pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto) on 9 March 2016 respectively.

2.1.1 The Company's plan in case there is a fraction of shares remaining

For calculation of allotment of Warrants UBIS-W1 to each shareholder, if there is any fraction from the allocation, the fraction shall be disregarded.

2.2 If under a general mandate

Allotted to	Type of shares	Number of shares (shares)	Percentage of paid-up capital	Note ——
Existing shareholders	Ordinary	.....	.....	.....
	Preferred	.....	.....	.....
To supporting the exercise of transferable subscription rights				
General public	Ordinary	.....	.....	.....
	Preferred	.....	.....	.....
Specific persons	Ordinary	.....	.....	.....
	Preferred	.....	.....	.....

Percentage of paid-up capital on the date that the Board of Directors resolves to increase capital under a general mandate.

3. Schedule for a shareholders' meeting to approve the capital increase/allotment

The Annual General Meeting of shareholders 2016 is scheduled to be held on April 11, 2016 at (time) 14.00 at the Grand Howard room 5th floor, Grand Howard Hotel, 50 Charoenraj Road, Bangkok, Bangkoklaem, Bangkok 10120

- The share register will be closed to share transfers in order to determine the right to attend this meeting from ____ until the meeting has been duly convened.

Or

- The share register will be recorded for share transfer in order to determine the right to attend this meeting on 8 March 2016. Also, (one business day after the recording date) 9 March 2016 will be the book- closing date on which the shareholder list as specified in section 225 of the Security Act shall be complied.

4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)

4.1 The Company shall register the increase of registered capital and paid-up capital with the Department of Business Development, Ministry of Commerce.

4.2 The Company shall conduct the related filings to the Stock Exchange Market for registering Warrants UBIS-W1 to be allotted to the existing shareholders and the ordinary shares to be reserved for exercising of Warrants UBIS-W1 as listed securities for the purpose of trade in the Stock Market

5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

5.1 To utilize the fund from capital increase at the amount of baht 277,999,991 for working capital of the Company and invest in company's business.

5.2 To maintain the existing working capital by the allotment of stock dividend

6. Benefits which the Company will receive from the capital increase/share allotment:

6.1 To enhance the Company's financial liquidity and working capital.

6.2 To have sufficient capital for supporting investment in the future.

7. Benefits which shareholders will receive from the capital increase/share allotment:

7.1 Dividend policy

The Company has a policy to pay dividend to the shareholders at the rate of not less than 40% of net profit after deduction of corporate income tax and legal reserve. The Company's Board of Directors is authorized to consider the dividend policy from time to time by considering any factors which will allow the shareholders to receive most benefits

7.2 Subscribers of new shares issued for this capital increase will be entitled to receive dividends from the Company's business operations starting from

- (a) The existing shareholder who subscribes new shares issued for this capital increase will be entitled to receive dividends from the Company's business operations starting from when the subscribers are registered as the shareholders of the Company.
- (b) The Subscribers of warrants shall be shareholders of the Company when the Company has registered its paid-up capital with the Department of Business Development and shall be entitled to receive dividends when the Company considers paying dividend to shareholders afterwards.

7.3 Others

-None-

8. Other details necessary for shareholders to approve the capital increase/share allotment:

-None-

9. Schedule of action if the board of directors passes a resolution approving the capital increase or allotment of new shares:

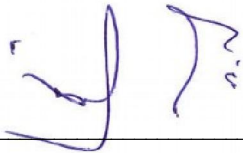
No.	Procedures of the capital increase	Date/Month/Year
1	Board of Directors Meeting No. 2/2016 to approve the increase capital, the allotment of new ordinary share, the issuance and allotment of warrant and related matters	February 19, 2016
2	Record date determining the shareholders who are eligible to attend the Annual General Meeting of Shareholders for the year 2016	March 8, 2016
3	Date of closing the Company's share register book to gather the list of shareholders who are eligible to attend the Annual General Meeting of Shareholders for the year 2016	March 9, 2016
4	The Annual General Meeting of Shareholders 2016	April 11, 2016
5	The completion of registration of the increase capital at the Department of Business Development, Ministry of Commerce	April 18 - 20, 2016
6	Record date to determine the shareholders' right to receive the right of subscribe the increase capital (Right Offering), stock dividend and Warrants UBIS-W1	April 25, 2016
7	Date of closing the Company's share register book to gather the list of shareholders who are eligible to receive the right of subscribe the increase capital (Right Offering), stock dividend and Warrants UBIS-W1	April 26, 2016


8	The allotment date of stock dividend and the completion of registration of the increase capital at the Department of Business Development, Ministry of Commerce	May 10, 2016
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The Company hereby certifies that the information contained in this report form is true and complete in all respects.

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Directors
Sign on b
With the C



Signed  Authorized director
(__Mr. Chattaphum Khantiviriya__)
Position _____ Director _____

Signed  Authorized director
(__Miss Sopha Nachanhom__)
Position _____ Director _____