



Ref.No.1704/018EN

April 7, 2017

Subject Invitation to attend the Annual General Meeting of Shareholders 2017 (No.13)

To Shareholders of Ubis (Asia) Public Company Limited

Attachment

1. The draft of the Annual General Meeting of Shareholders for 2016 (No.12)
2. Annual Report of the year 2016 (CD-ROM)
3. Biographies of the Proposed Directors and Definition of Independent Director
4. Documents for the rights to attend
5. Biographies of Independent Director to be appointed as proxy holders
6. Power of Attorney Form Types B and C
7. The Articles of Association of UBIS regarding shareholder meeting
8. Registration Form for the Annual General Meeting of Shareholders for 2017 (No.13)
9. Map for the meeting venue

The Board of Directors of Ubis (Asia) Public Company Limited has resolved to hold the Annual General Meeting of Shareholders 2017 (No.13) on April 28, 2017 at 9.00 a.m. at Crowne 1-3 Room, Level 21, Crowne Plaza Bangkok Lumpini Park Hotel, 952 Rama IV Road, Bangkok to consider the following agendas;

Agenda 1 : To consider and certify the Minutes of the Annual General Meeting of Shareholders 2016 (No.12)

Objective and Reason

The Company held the Annual General Meeting of Shareholders 2016 (No.12) on April 11, 2016 and the minutes of the meeting has been recorded and submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the timeframe prescribed by laws. It was also disclosed in the Company's website (www.ubisasia.com), details of which are shown in attachment 1

Board of Director's Opinion

It is considered appropriate for the Annual General Meeting of Shareholders for 2017 (No.13) to certify the minutes of the Annual General Meeting of Shareholders 2016 (No.12) held on April 11, 2016 which the Board of Directors has deemed it properly recorded.

Resolution required

A majority vote of the total number of shareholders attending and voting



Agenda 2 : To consider and acknowledge the operational results of the Company for the Year 2016

Objective and Reason

The Company's operating performance of the Year 2016 can be found in the annual report which is attached together with this invitation as per details in attachment 2

Board of Director's Opinion

The Board of Directors considers appropriate to propose the operation of Year 2016 to the Annual General Meeting of Shareholders for 2017 (No.13) to acknowledge

Resolution required

As this agenda is for information to shareholders, therefore, a vote is not required

Agenda 3 : To consider and approve the Company's audited financial statements and comprehensive income statements for the fiscal year ended December 31, 2016

Objective and Reason

According to the Section 112 of the Public Limited Companies Act B.E. 2535 and Article 53 of the Company's Articles of Association, which stipulate that the Board of Directors shall prepare the Statement of Financial Position and Income Statement of the Year 2016 for the year ended December 31, 2016 of the Company, and propose to the Annual General Meeting of Shareholder 2017 to consider approving the Statement of Financial Position and Income Statement of the Year 2016 for the year ended December 31, 2016 as shown in the 2016 annual report, which have been considered by the Audit Committee and audited by the Certified Public Accountant. The detail from financial statement is shown as following:

('000)		('000)	
Statement of Financial Position	2016	Income Statement	2016
Assets	1,035,482	Revenue	848,820
Liabilities	543,124	Net Profit	113,408
Shareholder's Equity	492,358	Earnings per share	0.50

Audit Committee's Opinion

The Audit Committee concluded that the Financial Statement has been prepared appropriately under internal control sufficiently to ensure that it was determined in accordance with Thai Financial Reporting Standard and were adequately disclosed for the benefit of shareholders, investors, and users of such statements for the purposes of investment decision



Board of Director's Opinion

It is considered appropriate for the Annual General Meeting of Shareholders for 2017 (No.13) to approve the Statement of Financial Position and Income Statement of year 2016 for the year ended December 31, 2016 which have been considered by the Audit Committee and audited by the Certified Public Accountant

Resolution required

A majority vote of the total number of shareholders attending and voting

Agenda 4 : To consider and approve the non-payment of dividend and cash for the performance in Year 2016

Objective and Reason

As the section 116 of the Public Limited Company Act B.E.2535 and Article 49 of the Company's Articles of Association, the Company has allocated the profit to be legal reserve not less than 5% of net profit until the reserve is not less than 10% of registered capital. The Board of Directors considered and expressed that the Company would like to restrain the dividend payment due to the Company propose to maintain the cash position as working capital and the future investment, moreover, the current exchange rate is very volatile from the baht strengthened rapidly in a short time and will cause to the Company to receive a large amount of exchange losses. The Board of Directors has resolved to abstain from this dividend payment and will be re-considered in the next opportunity.

Board of Director's Opinion

It is considered appropriate for the Annual General Meeting of Shareholders for 2017 (No.13) to approve the non-payment of dividend and retained earnings from the performance 2016 as the proposed information

Resolution required

A majority vote of the total number of shareholders attending and voting

Agenda 5 : To consider the election of directors to replace the directors who will be retired by rotation

Objective and Reason

According to Section 71 of the Public Limited Companies Act B.E.2535 and Article 18 of the Company's Articles of Association, state that on each Annual General Meeting of Shareholders, one-third (nearest to one-third) of the directors must be retired by rotation, however, the retired directors may be re-elected

In the Annual General Meeting of Shareholder for 2017, the name lists of three directors who retired by rotation at the rate of one-third of the directors will be namely as follow;

Mr.Pongsak Liangsiri	Independent Director and the Audit Committee
Mr.Sutee Petchlohakul	Independent Director and the Audit Committee
Mr.Nawat Triyapongpattana	Director



In this term, the nominee do pass the nomination process by the Nomination Committee, therefore, the Nomination Committee propose the nomination policy and the seeking practice, through the qualification of nominee to the Board of Directors and propose the Board of Directors to consider the candidate for this shareholder meeting. The Board of Director have considered following the nomination policy, including the qualification of nominee

The Board of Directors considers the candidates qualified with competence, experience, good working records, vision, virtue, and good attitude to company and able to devote their time for company's benefit. Thus, it is appropriate for the Annual General Meeting of Shareholders for 2017 (No.13) to re-elect of 2 directors who retired by rotation for another term except Mr.Pongsak Liangsiri will be replaced by Mr.Anan Sirisaengtaksin

Board of Director's Opinion

The Board of Directors excluding Directors who might have conflict of interest considered to the Annual General Meeting of Shareholders for 2017 (No.13) to re-elect of 2 directors and elect the new director in order to replace Mr.Pongsak Liangsiri

Mr.Sutee Petchlohakul	Independent Director and the Audit Committee
Mr.Nawat Triyapongpattana	Director
Mr.Anan Sirisaengtaksin (instead of Mr.Pongsak Liangsiri)	Independent Director and the Audit Committee

Resolution required

A majority vote in accordance with Article 17 of the Company's Articles of Association

Agenda 6 : To consider and approve the remuneration of directors for the Year 2017

Objective and Reason

According to Section 90 of the Public Limited Companies Act B.E.2535 and Article 19 of the Company's Articles of Association, indicated that the remuneration payment for directors required approval from the shareholders. The Nomination and Remuneration Committee considers fixing the remuneration for 2017 not exceeding Baht 4,500,000 and proposed to the Board of Directors. The Board of Directors considers the structure of remuneration for directors and agrees with the Nomination and Remuneration Committee proposed which the structure of remuneration can support to directors operation and it's appropriate to Shareholders Meeting to approve the remuneration for 2016

	Position	Remuneration (Baht)
Chairman	Baht 800,000 per year	800,000 บาท
Chairman of Audit Committee	Baht 500,000 per year	500,000 บาท
Director and Audit Committee	Baht 350,000 per year	2,450,000 บาท
Director Attendance Fee	Baht 10,000/meeting, the total will not exceed than Baht 450,000	450,000 บาท
Audit Committee Attendance Fee	Baht 10,000/meeting, the total will not exceed than Baht 120,000	120,000 บาท
Nomination Committee Attendance Fee	Baht 10,000/meeting	30,000 บาท
Total of remuneration in year 2017		4,500,000 บาท



Board of Director's Opinion

It is considered appropriate for the Annual General Meeting of Shareholders for 2017 (No.13) to consider and approve the remuneration for 2017 not exceed than Baht 4,500,000 per details as proposed

Resolution required

An affirmative vote of not less than two-third of total number of shareholders attending

Agenda 7 : To consider and approve the appointment of the auditor and the determination of their remuneration for the Year 2017

Objective and Reason

According to Section 120 of the Public Limited Companies Act B.E.2535 which stated that the shareholder meeting shall appoint auditor and the audit fee must be fixed every year. The Board of Directors, bases on the Audit Committee's opinion, propose to the Annual General Meeting of Shareholders for 2017 (No.13) to appoint the following auditors from PricewaterhouseCoopers ABAS Ltd. as the Company's Auditor of the Company and Company's subsidiary, by the auditor in accordance with any one of the following is auditor and express an opinion on the financial statements and the consolidated financial statements in 2017

1. Mr.Paiboon Tankul, Certified Public Accountant no.4298 and/or
2. Mr.Pisit Tangtanakul, Certified Public Accountant no.4095 and/or
3. Mr.Chanchai Chaiprasit, Certified Public Accountant no.3760

In the case that the auditor whose names appear above cannot carry out their duty, Pricewaterhouse Coopers ABAS Ltd is authorized have to appoint another auditor of Pricewaterhouse Coopers ABAS Ltd to perform on the work

Pricewaterhouse Coopers ABAS Ltd and the three auditors as above mentioned are completely independent from the Company and there is no relation, interest with the Company, the Company's subsidiaries, major shareholders or related people

In additional, having considered the duty to review and audit the financial statements of the Company and of the Company's subsidiaries, the Audit Committee propose to fix the audit fee of the Company for the fiscal year 2017, Baht 3,495,000 and the audit fee of the Company's subsidiaries at Baht 130,000. The total audit fee of the Company and the Company's subsidiaries are fixed at the amount of Baht 3,625,000, details as the following;

	Remuneration (Baht)
Ubis (Asia) Public Company Limited	
Review for the 3 month periods ending 31 March, 30 June and 30 September	1,095,000 Baht
Year-end audit for the year ending 31 December 2017	2,400,000 Baht
Total audit fee of Ubis (Asia) Public Company Limited	3,495,000 Baht
Ubis Primattech Company Limited	
Year-end audit for the year ending 31 December 2017	130,000 Baht
Total audit fee of Ubis (Asia) Public Company Limited	130,000 Baht
Total of audit fee in year 2017	3,625,000 Baht





Board of Director's Opinion

It is considered appropriate for the Annual General Meeting of Shareholders for 2017 (No.13) to appoint the following auditors from PricewaterhouseCoopers ABAS Ltd. by the auditor in accordance with any one of the following is auditor and express an opinion on the financial statements and the consolidated financial statements in 2016

1. Mr.Paiboon Tankul, Certified Public Accountant no.4298 and/or
2. Mr.Pisit Tangtanakul, Certified Public Accountant no.4095 and/or
3. Mr.Chanchai Chaiprasit, Certified Public Accountant no.3760

The audit fees of the Company and the Company's subsidiaries for the year 2017 are fixed by not exceeding than Baht 3,625,000 as the Audit Committee proposed

In the case of the auditor whose names appear above could not carry out their duty, PricewaterhouseCoopers ABAS Ltd is authorized to appoint another auditor of PricewaterhouseCoopers ABAS Ltd to perform on working

Resolution required

A majority vote of the total number of shareholders attending and voting

Agenda 8 : Other Business (If any)

In addition, notice of the Annual General Meeting of Shareholders for 2017 and attachments are available at the Company's website (www.ubisasia.com). For any questions concerning the proposed agenda, please forward your questions in advance to our company secretary sirichai@ubisasia.com or company_secretary@ubisasia.com or send through facsimile number 02-294 2013

Please be invited to attend the meeting at the time and place as mentioned. The Company will allow shareholders to register from 8.30 a.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 Proxy attending the Meeting on behalf of the Shareholders are requested to bring evidence(s) as stated in attachment 4, 6 and 8 and show it for the right to attend the Meeting. In case the Shareholders appoint the Independent Director of the Company, the Shareholders are requested to send the evidence(s) as stated in the attachment 4, 6 and 8 and a proxy to the Company in order to precede your further intention

Yours sincerely,

(Mr.Chattaphum Khantiviriya)

Chairman

On behalf of the Board of Directors

Ubis (Asia) Public Company Limited