

(F 53-4)

## Capital Increase Report Form

**Ubis (Asia) Public Company Limited**Date 12 March 2018

We, UBIS (ASIA) PUBLIC COMPANY LIMITED (the "Company"), hereby report on the resolution of the Board of Directors meeting no.3/2018, held on 12 March 2018 from 07.30-08.30 hrs, regarding to the capital increase and the allotment of the capital increase as follows;

**1. Capital Increase**

The Board of Directors Meeting resolved for the increase of the registered capital from the existing amount of 227,999,991 baht to 341,999,986 baht by issuing 113,999,986 ordinary shares, with a par value of 1.00 baht per share, totaling 113,999,995 baht whereby it is the type of capital increase as follows;

Type of Capital Increase	Type of Share	Number of Shares	Par Value (Baht/Share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary share	Not exceeding 113,999,995	1.00	113,999,995 .....
	Preferred share	.....	.....	.....
<input type="checkbox"/> General Mandate	Ordinary share	.....	.....	.....
	Preferred share	.....	.....	.....

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, item no. 2.2, 3, and 4 need to be filled out

**2. Allotment of new shares;**

2.1 If specifying the purpose of utilizing proceeds

Allotted to	Number of share	Ratio (Old : New)	Selling Price (Baht per Share)	Subscription and payment period	Remark
Existing Shareholders	..... .....	..... .....	..... .....	..... .....	..... .....
General Public	..... .....	..... .....	..... .....	..... .....	..... .....
Private Placement (specify).....	..... .....	..... .....	..... .....	..... .....	..... .....
For accommodating the exercise rights of Warrants under (UBIS-W1)	Not exceeding 113,999,995	Ratio : 2 existing ordinary share per 1 unit of warrant	0.00 baht (zero baht)	The Company will proceed to complete the allotment of these warrants under this event within 1 year after the issuance and offering of the warrant	Details as remark

**Remark :** The Board of Directors Meeting No. 3/2018 held on March 12, 2018 resolved to adjust the allotment of the newly issued ordinary shares to the existing shareholder not exceeding 113,999,995 shares with the ratio of 2 existing ordinary share per 1 unit of the warrant at the exercise price 2.00 baht per share and propose to the Annual General Meeting of Shareholders for the year 2018 to consider and further approve by still maintain the date of the Annual General Meeting of Shareholders for the Year 2018 (No.14) as the previous informing but changing the new record date to be March 26, 2018 instead

2.1.1 Actions to be taken by the Company when there are fractions of shares;

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 General Mandate

Allotted to	Type of Share	Number of Share	Percentage of Paid-Up Capital <sup>1/</sup>	Remarks
Existing shareholders	Ordinary share	.....	.....	.....
	Preferred share	.....	.....	.....
To supporting the conversion / Exercise of transferable Subscription rights		.....	.....	.....
General Public	Ordinary share	.....	.....	.....
	Preferred share	.....	.....	.....
Private Placement	Ordinary share	.....	.....	.....
	Preferred share	.....	.....	.....

<sup>1/</sup>Percentage of paid-up capital computed at the date of the Board of Directors has passed a resolution approving the capital increase under a General Mandate

### 3. Schedule for Annual General Shareholders Meeting for approval of the Capital increase and the allotment of the Capital increase shares

The Annual General Meeting of Shareholders for the year 2018 (No.14) is scheduled to be held on April 20, 2018 at 9.00-12.00 hrs., at Crowne 1-3 Room, 21st floor, Crowne Plaza Bangkok Lumpini Park Hotel, 952 Rama IV Road, Bangkok 10500

- Fixing the date of closing the share register for suspending the share transfer in order to determine the names of shareholders who have the right to attend the Annual General Meeting of Shareholders from ..... until the completion of the Annual General Meeting of Shareholders
- Fixing the names of shareholders who have the right to attend the Annual General Meeting of Shareholders on March 26, 2018

**4. Approval of the capital increase and the allotment of capital increase shares from the government agencies concerned and conditions of approval (if any)**

4.1 The Company will register the increase of the registered capital with the Department of Business Development, Ministry of Commerce

4.2 The Company will submit the warrant UBIS-W1 to the Market Alternative Investment (mai) for listing the said exercised the ordinary shares to be the listed securities and further trade

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

To maintain the debt to equity ratio in the appropriate range and using the capital for the expansion of our business hereafter the most beneficially to the company and shareholders

**6. Benefits received by the Company from capital increase/allotment of the capital increase shares**

6.1 The Company has the appropriate debt to equity ratio, to reinforce the capital structure and the financial status of the company to having the good corporate image in the view of financial institutions

6.2 To increase of the reserve fund to support the expansion of our business in the future

6.3 To increase the circulating fund and the monetary reserve for business operation of the Company

6.4 To decrease the interest disbursement in the debt burden

6.5 To support the business sustainably expansion

6.6 To raise the Company's financial leverage and reduce the risk of financial

**7. Benefits received by the Company from capital increase/allotment of capital increase shares**

7.1 The warrants will be listed on the Stock Exchange of Thailand and could be traded by the warrant holders

7.2 To increase shareholder's equity and total assets which the value in the market capitalization of existing shares will be increased in the future

7.3 To having more trading flexibility for all shareholders

**8. Other details necessary for the shareholders in support of their decision in approval of capital increase/allotment of capital increase shares**

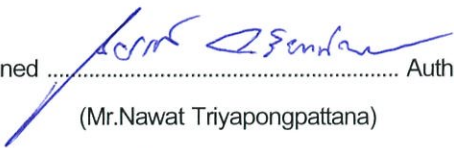
-None-



**9. Schedule of action where the Board of Directors of the company 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. 2/2018	March 9, 2018
2	Board of Directors Meeting No. 3/2018 (To adjusted the allotment)	March 12, 2018
2	Record date determining the shareholders who are eligible to attend the Annual General Meeting of Shareholders for the year 2018	March 26, 2018
3	The Annual General Meeting of Shareholders 2018	April 20, 2018
4	The completion of registration of the increase capital at the Department of Business Development, Ministry of Commerce	Within 14 days from the date of the Annual General Meeting for shareholders
5	Record date determining the shareholders who are eligible to receive the warrants to purchase the Company's ordinary shares (UBIS-W1)	April 27, 2018
6	The date of issuance of the warrants to purchase the Company's newly issued ordinary shares (UBIS-W1)	May 30, 2018

The Company certifies that the information contained in this Capital Increase Report Form is accurate and complete in all respects.

Signed  Authorized Director  
 (Mr.Nawat Triyapongpattana)  
 Managing Director

Signed  Authorized Director  
 (Ms.Sopha Nachanhom)  
 Deputy Managing Director  
 Accounting and Financial, IT