



บริษัท ยูบิส (เอเชีย) จำกัด (มหาชน)  
UBIS (ASIA) PUBLIC COMPANY LIMITED

Form of Proxy, Form B

(Form Specifying Various Particulars for Authorization Containing Clear and Concise Details)

Stamp  
Duty  
20 Baht

Made 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 ..... shares in total which are entitled to cast..... votes as follows:

- Ordinary shares: ..... shares in total which are entitled to cast .....votes; and  
 Preferred shares: ..... shares in total which are entitled to cast .....votes,

(3) I/We wish to appoint

(1) .....Age .....Years, Residing/Located at No. ....  
.....Road, Tambol/Kwaeng ....., Amphur/Khet ....., Province  
....., Postal Code ....., or

(2) .....Age .....Years, Residing/Located at No. ....  
.....Road, Tambol/Kwaeng ....., Amphur/Khet ....., Province  
....., Postal Code ....., or

(3) .....Age .....Years, Residing/Located at No. ....  
.....Road, Tambol/Kwaeng ....., Amphur/Khet ....., Province  
....., Postal Code .....

any one of them as my/our proxy to attend and vote on my/our behalf at the **Annual General Meeting of Shareholders 2018 (No.14) to be held on 20 April 2018 at 9.00 p.m., at Crowne 1-3 Room, Level 21, Crowne Plaza Bangkok Lumpini Park Hotel, 952 Rama IV Road, Bangkok** to consider the following agendas;

(4) I/We authorize my/our proxy to cast the votes on my/our behalf at the above meeting in the following manners:

**Agenda 1 : To consider and certify the Minutes of the Annual General Meeting of Shareholders 2017 No.13**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.  
 (b) The proxy must cast the votes in accordance with the following instructions:  
 Approve  Disapprove  Abstain

**Agenda 2 : To consider and acknowledge the operational results of the Company for the year 2017**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.  
 (b) The proxy must cast the votes in accordance with the following instructions:  
 Approve  Disapprove  Abstain

**Agenda 3 : To consider and approve the Company's audited financial statements and comprehensive income statement for the fiscal year ended December 31, 2017**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.  
 (b) The proxy must cast the votes in accordance with the following instructions:  
 Approve  Disapprove  Abstain





บริษัท ยูบิส (เอเชีย) จำกัด (มหาชน)  
UBIS (ASIA) PUBLIC COMPANY LIMITED

**Agenda 4 : To consider and approve the omit of dividend payment and abstain from the allocation of the net profit of the Company as legal reserve for the performance in year 2017**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain

**Agenda 5 : To consider and approve the issuance and offering of the Warrants to Purchase newly issued shares of the Company**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain

**Agenda 6 : To consider and approve the decreasing of register capital**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain

**Agenda 7 : To consider and approve the amendment of clause 4 of the Memorandum of Association of the Company to be in compliance with the capital decreasing**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain

**Agenda 8 : To consider and approve the increasing of register capital**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain

**Agenda 9 : To consider and approve the amendment of clause 4 of the Memorandum of Association of the Company to be in compliance with the capital increasing**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain

**Agenda 10 : To consider and allocation of newly issued shares of the Company**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain

**Agenda 11 : To consider the election of directors to replace the directors who will be retired by rotation**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Appointment of the entire board
- Approve                       Disapprove                       Abstain





บริษัท ยูบิส (เอเชีย) จำกัด (มหาชน)  
UBIS (ASIA) PUBLIC COMPANY LIMITED

Appointment of any director(s)

Name of Director Mr.Chattaphum Khantiviriya

Approve  Disapprove  Abstain

Name of Director Mr.Sirisak Piyatassikul

Approve  Disapprove  Abstain

Name of Director Mrs.Thitiporn Sillaparamee

Approve  Disapprove  Abstain

**Agenda 12 : To consider and approve the remuneration of directors for the year 2018**

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve  Disapprove  Abstain

**Agenda 13 : To consider and approve the appointment of auditors and their remuneration for the year 2018**

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve  Disapprove  Abstain

**Agenda 14 : Other business ( if any )**

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve  Disapprove  Abstain

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed..... Grantor  
(.....)

Signed..... Grantee  
(.....)

Signed..... Grantee  
(.....)

Signed..... Grantee  
(.....)

Remarks

1. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
2. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
3. In case there are more agendas to be discussed than those specified above, the grantor may make additional authorization in the Attachment to Proxy Form B.





บริษัท ยูบิส (เอเชีย) จำกัด (มหาชน)  
UBIS (ASIA) PUBLIC COMPANY LIMITED

Attachment to the Form of Proxy (Form B)

A proxy is granted by a shareholder of Ubis (Asia) Public Company Limited

For the **Annual General Meeting of Shareholders 2018 (No.134 to be held on 20 April 2018 at 9.00 p.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 no. .... Subject : .....

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.  
 (b) The proxy must cast the votes in accordance with the following instructions:  
 Approve                       Disapprove                       Abstain

Agenda no. .... Subject : .....

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.  
 (b) The proxy must cast the votes in accordance with the following instructions:  
 Approve                       Disapprove                       Abstain

Agenda no. .... Subject : .....

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.  
 (b) The proxy must cast the votes in accordance with the following instructions:  
 Approve                       Disapprove                       Abstain

Agenda no. .... Subject : .....

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.  
 (b) The proxy must cast the votes in accordance with the following instructions:  
 Approve                       Disapprove                       Abstain

Agenda no. .... Subject : .....

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.  
 (b) The proxy must cast the votes in accordance with the following instructions:  
 Appointment of the entire board  
 Approve                       Disapprove                       Abstain

Appointment of any director(s)

Name of Director .....

- Approve                       Disapprove                       Abstain

Name of Director .....

- Approve                       Disapprove                       Abstain

Name of Director .....

- Approve                       Disapprove                       Abstain

Name of Director .....

- Approve                       Disapprove                       Abstain

Name of Director .....

- Approve                       Disapprove                       Abstain





บริษัท ยูบิส (เอเชีย) จำกัด (มหาชน)  
UBIS (ASIA) PUBLIC COMPANY LIMITED

Stamp  
Duty  
20 Baht

**Form of Proxy, Form C**

(This form is used only if the shareholder is an offshore investor)

Made at .....

Date..... Month..... Year .....

(1) I/We .....nationality.....  
Address .....

In our capacity as the Custodian for .....

being a shareholder of **Ubis (Asia) Public Company Limited**

holding ..... shares in total which are entitled to cast..... votes as follows:

- Ordinary shares: ..... shares in total which are entitled to cast .....votes; and  
 Preferred shares: ..... shares in total which are entitled to cast .....votes,

(2) Hereby appoint

(1) .....age .....years, residing/located at  
No. ...., .....Road, Tambol/Kwaeng ....., Amphur/Khet .....,  
Province ....., Postal Code ....., or

(2) .....age .....years, residing/located at  
No. ...., .....Road, Tambol/Kwaeng ....., Amphur/Khet .....,  
Province ....., Postal Code ....., or

(3) .....age .....years, residing/located at  
No. ...., .....Road, Tambol/Kwaeng ....., Amphur/Khet .....,  
Province ....., Postal Code .....

any one of them as my/our proxy to attend and vote on my/our behalf at the **Annual General Meeting of Shareholders 2018 (No.14) to be held on 20 April 2018 at 9.00 p.m., at Crowne 1-3 Room, Level 21, Crowne Plaza Bangkok Lumpini Park Hotel, 952 Rama IV Road, Bangkok** to consider the following agendas;

(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



บริษัท ยูบิส (เอเชีย) จำกัด (มหาชน)  
UBIS (ASIA) PUBLIC COMPANY LIMITED

(4) I/We authorize my/our proxy to cast the votes on my/our behalf at the above meeting in the following manners:

**Agenda 1 : To consider and certify the Minutes of the Annual General Meeting of Shareholders 2017 No.13**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain

**Agenda 2 : To consider and acknowledge the operational results of the Company for the year 2017**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain

**Agenda 3 : To consider and approve the Company's audited financial statements and comprehensive income statement for the fiscal year ended December 31, 2017**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain

**Agenda 4 : To consider and approve the omit of dividend payment and abstain from the allocation of the net profit of the Company as legal reserve for the performance in year 2017**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain

**Agenda 5 : To consider and approve the issuance and offering of the Warrants to Purchase newly issued shares of the Company**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain

**Agenda 6 : To consider and approve the decreasing of register capital**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain

**Agenda 7 : To consider and approve the amendment of clause 4 of the Memorandum of Association of the Company to be in compliance with the capital decreasing**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain

**Agenda 8 : To consider and approve the increasing of register capital**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain





บริษัท ยูบิส (เอเชีย) จำกัด (มหาชน)  
UBIS (ASIA) PUBLIC COMPANY LIMITED

**Agenda 9 : To consider and approve the amendment of clause 4 of the Memorandum of Association of the Company to be in compliance with the capital increasing**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain

**Agenda 10 : To consider and allocation of newly issued shares of the Company**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain

**Agenda 11 : To consider the election of directors to replace the directors who will be retired by rotation**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Appointment of the entire board
- Approve                       Disapprove                       Abstain

- Appointment of any director(s)

Name of Director **Mr.Chattaphum Khantiviriya**

- Approve                       Disapprove                       Abstain

Name of Director **Mr.Sirisak Piyatassikul**

- Approve                       Disapprove                       Abstain

Name of Director **Mrs.Thitiporn Sillaparasmee**

- Approve                       Disapprove                       Abstain

**Agenda 12 : To consider and approve the remuneration of directors for the year 2018**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain

**Agenda 13 : To consider and approve the appointment of auditors and their remuneration for the year 2018**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain

**Agenda 14 : Other business ( if any )**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion





บริษัท ยูบิส (เอเซีย) จำกัด (มหาชน)  
UBIS (ASIA) PUBLIC COMPANY LIMITED

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects

Signed..... Grantor

(.....)

Signed..... Grantee

(.....)

Signed..... Grantee

(.....)

Signed..... Grantee

(.....)

**Remarks**

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 duty stamp 20 Baht







บริษัท ยูบิส (เอเชีย) จำกัด (มหาชน)  
UBIS (ASIA) PUBLIC COMPANY LIMITED

Attachment to the Form of Proxy Form C.

A proxy is granted by a shareholder of Ubis (Asia) Public Company Limited

For the Annual General Meeting of Shareholders 2018 (No.14) to be held on 20 April 2018 at 9.00 p.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 no. .... Subject : .....

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.  
 (b) The proxy must cast the votes in accordance with the following instructions:  
 Approve                       Disapprove                       Abstain

Agenda no. .... Subject : .....

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.  
 (b) The proxy must cast the votes in accordance with the following instructions:  
 Approve                       Disapprove                       Abstain

Agenda no. .... Subject : .....

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.  
 (b) The proxy must cast the votes in accordance with the following instructions:  
 Approve                       Disapprove                       Abstain

Agenda no. .... Subject : .....

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.  
 (b) The proxy must cast the votes in accordance with the following instructions:  
 Approve                       Disapprove                       Abstain

Agenda no. .... Subject : .....

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.  
 (b) The proxy must cast the votes in accordance with the following instructions:  
 Appointment of the entire board  
 Approve                       Disapprove                       Abstain

Appointment of any director(s)

Name of Director .....

- Approve                       Disapprove                       Abstain

Name of Director .....

- Approve                       Disapprove                       Abstain

Name of Director .....

- Approve                       Disapprove                       Abstain

Name of Director .....

- Approve                       Disapprove                       Abstain

Name of Director .....

- Approve                       Disapprove                       Abstain

