



Ref.No.1903/011EN

March 12, 2019

Subject Invitation to attend the Annual General Meeting of Shareholders 2019 (No.15)

To Shareholders of Ubis (Asia) Public Company Limited

Attachment

1. The draft of the Annual General Meeting of Shareholders for 2018 (No.14)
2. Annual Report of the year 2018 (QR-Code)
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. Proxy Forms
7. Article of Association (Thai Version), Part of Shareholders Meeting and Voting.
8. Registration Form for the Annual General Meeting of Shareholders for 2019 (No.15)
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 2019 (No.15) on April 18, 2019 at 9.00 a.m. at Grand Howard Hotel, 8 Floor, 50 Charoen-Raj Road, Bangkoklo, Bangkokleam, Bangkok, Thailand 10120. to consider the following agendas;

Agenda 1 : To consider and certify the Minutes of the Annual General Meeting of Shareholders 2018 (No.14)

Objective and Reason

The Company held the Annual General Meeting of Shareholders 2018 (No.14) on April 20, 2017 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 2019 (No.15) to certify the minutes of the Annual General Meeting of Shareholders 2018 (No.14) held on April 20, 2018 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 2018

Objective and Reason

The Company's operating performance of the Year 2018 can be found in the annual report which is attached together with this invitation as per details of which are shown in attachment 2

Board of Director's Opinion

The Board of Directors considers appropriate to propose the operation of Year 2018 to the Annual General Meeting of Shareholders for 2019 (No.15) for acknowledgement

Resolution required

As this agenda is for information to shareholders, therefore, voting 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, 2018

Objective and Reason

According to the Section 112 of the Public Limited Companies Act B.E. 2535 and Article 5.3 of the Company's Articles of Association, the Board of Directors shall prepare the Financial Statement of the Year 2018 ended December 31, 2018 of the Company, and propose to the Annual General Meeting of Shareholder 2019 to consider approving the Statement of Financial Position as at December 31, 2018 and Statement of Comprehensive Income for the Year ended December 31, 2018 as shown in the 2018 annual report, which has been considered by the Audit Committee and audited by the Certified Public Accountant. The detail from financial statement is shown as following:

('000)	2018	('000)	2018
Statement of Financial Position		Income Statement	
Assets	702,664	Revenue	929,354
Liabilities	311,376	Net Profit	128,745
Shareholder's Equity	391,288	Earnings per share	0.56

Audit Committee's Opinion

The Audit Committee concluded that the Financial Statement has been prepared appropriately under sufficiently internal control to ensure that it was determined in accordance with Thai Financial Reporting Standard and 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 to propose to the Annual General Meeting of Shareholders for 2019 (No.15) to approve the Statement of Financial Position As at December 31, 2018 and Statement of Comprehensive Income for the Year ended December 31, 2018 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 for the dividend payment and refrain from the allocation of the net profit of the Company as legal reserve for the year 2018

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. Presently the Company reserve already equals to 10 percent of register capital of the Company.

The company has policy to pay dividend not less than 40% of net profit from the operation after deducting income tax and legal reserve under the condition that there is no requirement to use fund for investment or expansion business and there is sufficient cash flow to pay. However, the Board of Directors may propose a different decision depending on the Company's situation and necessities, such as the case of investment or the economy situation, or events which may affect cash flow of the Company.

Therefore, following its dividend policy as mentioned above, the Net profit of Separate financial statement for the year 2018 is 114,509,545 Baht (basic earning 0.50 Baht per share). The company considered to declare a dividend payment from retained earnings 0.20 Baht per share, (45,599,998.20Baht, 39.82% of Net profit of Separate financial statement) at the Record Date which shareholders have the right to receive dividend will be on April 26, 2019. The dividend payment will be paid on May 14, 2019.





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

Board of Director's Opinion

It is considered to propose to the Annual General Meeting of Shareholders for 2019 (No.15) to approve the dividend payment for the performance in Year 2018 as the given information and refrain for the allocation of the net profit of the Company as legal reserve for the year 2018

Resolution required

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

Agenda 5 : To consider and approve the appointment of the auditor and the determination of their remuneration for the year 2019

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 2019 (No.15) 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 2019

2019	2018
1.Mr.Paiboon Tankul Certified Public Accountant no.4298	1.Mr.Paiboon Tankul Certified Public Accountant no.4298
2.Mr.Pisit Tangtanakul Certified Public Accountant no.4095	2.Mr.Pisit Tangtanakul Certified Public Accountant no.4095
3.Mr.Chanchai Chaiprasit Certified Public Accountant no.3760	3.Mr.Chanchai Chaiprasit Certified Public Accountant no.3760

In the case that the auditor whose names appear above cannot carry out on their duties, Pricewaterhouse Coopers ABAS Ltd is authorized to appoint another auditor of Pricewaterhouse Coopers ABAS Ltd to perform 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 and the Company's subsidiaries, major shareholders or related people. 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 and the Company's subsidiary for the fiscal year 2019, 3,825,000.- Baht the details are as the following;

UBIS			
Ubis (Asia) Public Company Limited	2018	2019	
- Review the interim financial information			
31 March	365,000	365,000	
30 June	365,000	365,000	
30 September	365,000	365,000	
- Audit of statutory financial statement 31 December	2,400,000	2,400,000	
Sub total	3,495,000	3,495,000	
Ubis Primatech Company Limited	2018	2019	
- Audit of statutory financial statement 31 December	130,000	130,000	
Sub total	130,000	130,000	
Vita	2018	2019	
- Review Quarterly Financial Report	200,000	200,000	
Sub total	200,000	200,000	
Grand Total	3,825,000	3,825,000	





Board of Director's Opinion

It is considered appropriate to propose to the Annual General Meeting of Shareholders for 2019 (No.15) 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 2019

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 2019 are fixed by not exceeding than 3,825,000 Baht 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 6 : To consider and approve the election of directors to replace those rotation retiring directors in Year 2019

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 2019, the name lists of three directors who retired by rotation are as follow;

Mr. Phakdi Kanchanavalai	Chairman of the Audit Committee / Vice Chairman / Independent Director
Mr. Sawang Dhangwattanotai	Director
Miss Sopha Nachanhom	Director

The Nomination Committee performed the nomination process and proposed the Board of Directors to consider the nes 3 candidates in this shareholder meeting.

The Board of Directors considered to propose the 3 new candidates who replacing the retired directors by rotation namely Ms.Kanchana Worattanakun as a new Independent Committee, Mr.Panom Ratanarat, and Mr.Kittisak Phanunan in the Annual General Meeting of Shareholders for 2019 (No.15) for approval. Details of which are shown in attachment 3.1, 3.2, 3.3 and 3.4

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 2019 (No.15) considered to propose to the Annual General Meeting of Shareholders for 2019 (No.15) to approve the 3 candidates to replace the retired directors by rotation, namely;

1. Ms.Kanchana Worattanakun as a new Independent Committee
2. Mr.Panom Ratanarat
3. Mr.Kittisak Phanunan

Resolution required

A majority vote in accordance with Article 17 of the Company's Articles of Association. Details of which are shown in attachment 7.

Agenda 7 : To consider and approve the remuneration of directors for the Year 2019

Objective and Reason



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

According to Section 90 of the Public Limited Companies Act B.E.2535 and Article 19 of the Company's Articles of Association it is indicated that the remuneration payment for directors must obtain approval from the shareholders. The Nomination and Remuneration Committee considered fixing the remuneration for 2019 not exceeding 4,700,000 Baht and proposed to the Board of Directors. The Board of Directors considered the structure of remuneration for directors and agreed with the Nomination and Remuneration Committee that this remuneration can support directors operation and it is appropriate to propose to the Shareholders Meeting to approve the remuneration for 2019

	Old Rate 2018	New Rate 2019	No. of Director	No. of Meeting	Actual to be paid 2018	Estimate will be paid 2019
Remuneration						
Chairman of Board of Directors	780,000	780,000	1	1	780,000	780,000
Chairman of Audit Committee	480,000	480,000	1	1	480,000	480,000
Directors	360,000	360,000	7	1	2,520,000	2,520,000
Meeting Allowance						
Directors	12,500	10,000	9	6	450,000	540,000
Audit Committee	10,000	10,000	3	4	120,000	120,000
Nomination and Remuneration Committee	10,000	10,000	3	1	30,000	30,000
Risk Management Committee	10,000	10,000	4	2	40,000	80,000
Total (THB)					4,420,000	4,550,000

Board of Director's Opinion

It is considered appropriate to propose to the Annual General Meeting of Shareholders for 2019 (No.15) to approve the remuneration for 2019 not exceeding than 4,700,000 Baht per details as proposed

Resolution required

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

Agenda 8 : Other Business (If any)

In addition, notice of the Annual General Meeting of Shareholders for 2019 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 via e-mail address : 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 your behalf. In order to register conveniently and quickly, Shareholders or the Proxy attending the Meeting on behalf of the Shareholders are requested to bring all evidence(s) as stated in attachment 4, 5 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, 5 and 8 and a proxy to the Company in order to precede your further intention

Yours sincerely,

(Mr. Phakdi Kanchanavalai)

Vice Chairman

On behalf of the Board of Directors

Ubis (Asia) Public Company Limited

