



UBIS (Asia) Public Company Limited

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Minutes of the Extraordinary General Meeting of Shareholders No.1/ 2564

UBIS (Asia) Public Company Limited ["UBIS (Asia)"]

3 December 2021 at 10.00–12.00 hrs.

in the form of the meeting via electronic media with E-Meeting system

Broadcast live from UBIS (Asia) Public Company Limited at No. 807/1, 6th Floor, Rama 3 Road,
Bangpongpan Sub-district, Yannawa District, Bangkok Metropolis 10120

Directors who attended the meeting

- | | |
|-------------------------------------|--|
| 1. General Terdsak Marom | Chairman of the Board, Independent Director and Audit Committee |
| 2. Mr. Somchai Wongsapsin | Independent Director /Chairman of Audit Committee / Chairman of Nomination and Remuneration Committee / Risk Management Committee |
| 3. Mr. Chalermpong Mahavanichwong | Independent Director / Audit Committee / Chairman of Risk Management Committee / Chairman of Corporate Governance Committee /Nomination and Remuneration Committee |
| 4. Mr. Piyakun Krittayanutakul | Director / Chairman of Executive Committee / Chairman of Sustainable Development Committee / Risk Management Committee / Corporate Governance Committee |
| 5. Mr. Pruitthipong Tarapiman | Director / Executive Committee / Managing Director |
| 6. Miss Kanchana Wongratanakulthorn | Director / Executive Committee / Corporate Governance Committee |
| 7. Mr. Naphadol Krittayanutakul | Director / Executive Committee / Corporate Governance Committee |
| 8. Mr. Pongsan Worawut | Director / Nomination and Remuneration Committee |

Executive (s) who attended the meeting

- | | |
|---------------------|--|
| 1. Mr. Atiwit Nanta | Acting Deputy Managing Director for Finance and Accounting |
|---------------------|--|

Legal advisors

- | | |
|---------------------------------|---|
| 1. Miss Araya Puttipongthorn | Legal Advisor, Araya and Partners Company Limited |
| 2. Mr. Withwin Khorboonsongserm | Legal Advisor, Araya and Partners Company Limited |

Head office No. 807/1, 6th Floor, Rama 3 Road, Bangpongpan Sub-district, Yannawa District, Bangkok 10120 Thailand

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The meeting started at 10.00 hrs.

General Terdsak Marom, Chairman of the Board, Independent Director and Member of Audit Committee acting as the chairman of the meeting (the “**chairman**”) made a speech to open the meeting and welcomed the shareholders attending the Extraordinary General Meeting of Shareholders No. 1/2564 today and assigned Miss Araya Puttipongthon to be the meeting moderator (the “**moderator**”) according to the agenda.

The moderator informed the meeting as follows. A total of 5,182 shareholders had the right to attend the meeting. The total number of shares sold was 135,581,220 shares. At this meeting, 3 shareholders attended the meeting in person, totaling the number of 345,800 shares. There were 22 proxies, totaling 135,235,420 shares. There were 25 attendees in total. The total number of shares with voting rights was 135,581,220 shares or 59.4654 percent of the total shares sold with voting rights under Section 103 of the Public Limited Companies Act 1992 (including amendments). Besides, UBIS (Asia)' s Articles of Association, Article 34, stipulates that the meeting of shareholders must have at least 25 shareholders and proxies of shareholders attending the meeting and holding shares in aggregate not less than one-third of the total shares sold of UBIS (Asia) in order to form a quorum. Therefore, the number of shareholders attending the meeting and the number of shares as mentioned were considered a quorum pursuant to UBIS (Asia)'s Articles of Association. [Later there were more attendees. A total of 31 shareholders attending the meeting in person and proxies, holding a total of 135,712,589 shares, representing 59.5230 percent of the total shares sold of UBIS (Asia).]

Before the meeting, UBIS (Asia) 's directors and executives attending this meeting were introduced as follows.

- | | |
|------------------------------------|---|
| 1. General Terdsak Marom | Chairman of the Board, Independent Director and Audit Committee |
| 2. Mr. Piyakun Krittayanutakul | Chairman of Executive Committee and Director |
| 3. Mr. Pruiitthipong Tarapiman | Managing Director and Director |
| 4. Mr. Somchai Wongsapsin | Independent Director and Chairman of Audit Committee |
| 5. Mr. Chalermpong Mahavanichwong | Independent Director and Audit Committee |
| 6. Mr. Pongsan Worawut | Director |
| 7. Miss Kanchana Wongratanakulthon | Director |
| 8. Mr. Naphadol Krittayanutakul | Director |

Furthermore, UBIS (Asia) invited Miss Araya Puttipongthon, a legal advisor, Araya and Partners Co., Ltd., to act as the moderator. For checking the registration of shareholders and counting the votes, UBIS (Asia) assigned **Inventech Systems (Thailand) Co., Ltd.**, an independent agency, to verify the registration, collect and count the votes in the Extraordinary General Meeting of Shareholders No. 1/2564.





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Voting practices of the persons attending the meeting in person and of the proxies

1. In this Extraordinary General Meeting of Shareholders, for voting, one share was one vote. For conducting the meeting in each item on the agenda, the shareholders could vote approval, disapproval or abstain on each agenda item. For vote counting, only the shareholders who voted against and/or abstained were counted. Then such votes were deducted from the total number of votes attending the meeting. The remainder of the meeting shall be deemed as the votes in favor of that agenda item. For voting, the shareholders shall choose the agenda item to vote. Then the system would show the buttons for voting, namely 1. Approve (Green) 2. Disapprove (Red) 3. Abstain (Orange). To cancel the last voting, the shareholders could click on "Cancel the last voting" button. The shareholders could amend their votes until that agenda item would be closed for voting*. If choosing "Cancel the last voting" or "Abstain", UBIS (Asia) would consider that you agreed with that agenda item. Besides, voting could be changed until notification of closed voting.
2. For the proxy authorized by several shareholders, press to select "User Icon" and press the "Switch Account" button to access the accounts of other shareholders.
3. Any shareholder with a special interest in any item on the agenda would not have the right to vote on that item.
4. The shareholders had 1 minute to vote after notifying the opened voting of each agenda item. After closed sending of voting results on each agenda item, the results of that item would be announced to the meeting later.
5. For the shareholders authorizing other persons in writing to attend the meeting and in the form of voting according to the shareholders' purposes, UBIS (Asia) had already recorded the votes of approval, disapproval or abstention as intended by shareholders in the registration for voting according to the agenda. The moderator proposed to the meeting to consider various issues according to the agenda as follows.

Questioning in the meeting room

1. Before voting on each agenda item, UBIS (Asia) allowed the attendees to ask questions or express opinions on issues related to that agenda item as appropriate.
2. To ask questions or express opinions on any agenda item, the attendees could ask questions by pressing the button "Send Question". Select the agenda item to ask, type questions into. Then press at Send Question symbol or ask questions by voice by pressing the button "Record Voice" and ask questions by voice. After having asked questions, press the "Stop for Record" button and press the "Send Question" button.
3. If a lot of questions related to that agenda item were sent into the system, UBIS (Asia) would consider and select the questions as appropriate.

The moderator proposed to the meeting to consider various issues according to the agenda items as follows.

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Agenda Item 1

Considering and approving the minutes of the Annual General Meeting of Shareholders 2021 (No. 17)

The chairman assigned the moderator to explain the reasons and principles for this agenda item to the meeting for approving the minutes of the meeting. The moderator informed the meeting that UBIS (Asia) held the Annual General Meeting of Shareholders 2021 on 20 April 2021. UBIS (Asia) also prepared the minutes of that meeting and disclosed information to the Stock Exchange of Thailand and the Ministry of Commerce within the time specified by relevant law and published information on UBIS (Asia) website (www.ubisasia.com). Details of the minutes of the Annual General Meeting of Shareholders 2021 (No. 17) are shown in Attachment 1 already sent to all shareholders together with written invitation to this meeting.

The Board considered that such minutes of the meeting recorded information correctly and completely. Therefore, it was appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2564 (No. 18) to approve the Minutes of the Annual General Meeting of Shareholders 2021 (No. 17) on 20 April 2021 according to the minutes of the meeting presented by the Board of Directors.

Resolution

The meeting resolved to approve the Minutes of the Annual General Meeting of Shareholders 2021 (No. 17) as proposed in all respects with a majority vote of the total votes of the shareholders who attended the meeting and cast their votes as follows.

Approved	135,711,220	votes	or equal to	100.0000	percent
Disapproved	0	vote	or equal to	0.0000	percent
Abstained	369	votes	or equal to	-	percent

Agenda Item 2

Considering and approving the amendments to UBIS (Asia)'s Articles of Association

The chairman assigned the moderator to explain the reasons and principles for this agenda item to the meeting for approval. The moderator said to the meeting that, for UBIS (Asia)'s flexible administration of affairs, so it was appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2564 to approve the amendments to Article 28(3) of UBIS (Asia)'s Articles of Association as detailed below.





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Articles of Association	
Original Text	Text Proposed for Amendments
<p>Article 28 (3) The Board of Directors may appoint a number of directors as appropriate to be the Executive Committee for performing duties as assigned by the Board of UBIS (Asia). The Committee shall appoint one executive director to be the Executive Chairman. The executive directors are entitled to receive remuneration and rewards as determined by the Board's meeting without prejudice to the rights of executive directors to remuneration and other benefits as directors or employees of UBIS (Asia).</p>	<p>Article 28 (3) The Board of Directors may appoint a number of directors <u>or other persons</u> as deemed appropriate to be the Executive Committee to perform duties as assigned by the Board of UBIS (Asia). The Committee shall appoint one executive director to be the Executive Chairman. The executive directors are entitled to receive remuneration and rewards as determined by the Board's meeting without prejudice to the rights of executive directors to remuneration and other benefits as directors or employees of UBIS (Asia).</p>

In addition, a proposal must be presented to the Extraordinary General Meeting of Shareholders No. 1/2564 to approve the authorization given to the Executive Chairman and/or the managing director or the person assigned by the Executive Chairman or the managing director to have the power to amend, add, revise the words, including the power to take any action as necessary and in connection with such action as deemed appropriate and so as to comply with legislation, regulations and interpretation of relevant government agencies and in accordance with the instructions or orders of the registrars or officials for completing the registration of amendments to the regulations.

The Board considered appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2564 to approve the amendments to the Articles of Association of UBIS (Asia) and the authorization as detailed above

Resolution

The meeting resolved to approve the amendments to UBIS (Asia)'s Articles of Association as proposed in all respects with a vote of not less than three-fourths of the total votes of the shareholders who attended the meeting and had voting rights as follows.

Approved	135,711,220	votes	or equal to	99.9997	percent
Disapproved	0	vote	or equal to	0.0000	percent
Abstained	369	votes	or equal to	0.0003	percent





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Agenda Item 3

Considering and approving the reduction of UBIS (Asia)'s registered capital by cutting off the unissued ordinary shares as well as approving the amendments to the Memorandum of Association of UBIS (Asia) Clause 4 to be in line with the reduction of UBIS (Asia)'s registered capital

The chairman assigned the moderator to explain the reasons and principles for this agenda item to the meeting for approval. The moderator informed the meeting that, so as to comply with the Public Limited Companies Act 1992 (including amendments), UBIS (Asia) must reduce its registered capital by cutting off the unissued registered shares before increasing its capital to another amount. Therefore, UBIS (Asia) has needed to reduce its registered capital by 9 baht from the original registered capital of 228,000,000 baht to a new registered capital of 227,999,991 baht by cutting off 9 unissued ordinary shares (shares remaining after allocation of newly issued ordinary shares for payment of stock dividends according to the resolution of the Annual General Meeting of Shareholders 2013 on 24 April 2013) with a par value of 1 baht per share, totaling 9-baht registered capital reduction.

Furthermore, a proposal must be presented to the Extraordinary General Meeting of Shareholders No. 1/2564 for approving the amendments to UBIS (Asia) 's Memorandum of Association Clause 4 to be in line with the reduction of UBIS (Asia)'s registered capital as follows.

“Clause 4. Registered capital amounting to	227,999,991 baht (two hundred twenty-seven million nine hundred ninety-nine thousand nine hundred ninety-one baht)
Divided into	227,999,991 shares (two hundred twenty-seven million nine hundred ninety-nine thousand nine hundred ninety-one shares)
Value per share	1.00 baht (one baht)
Divided into Ordinary shares	227,999,991 shares (two hundred twenty-seven million nine hundred ninety-nine thousand nine hundred ninety-one shares)
Preference shares	- shares (- shares)”





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The Board considered appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2564 to approve the reduction of UBIS (Asia)'s registered capital by cutting off the unissued ordinary shares and approve the amendments to UBIS (Asia)'s Memorandum of Association Clause 4. to be consistent with the reduction of UBIS (Asia)'s registered capital as detailed above.

Resolution

The meeting resolved to approve the reduction of UBIS (Asia)'s registered capital by cutting off the unissued ordinary shares and approve the amendments to UBIS (Asia)'s Memorandum of Association Clause 4. to be consistent with the reduction of UBIS (Asia)'s registered capital as proposed in all respects with a vote of not less than three-fourths of the total votes of the shareholders who attended the meeting and had voting rights as follows.

Approved	135,712,020 votes	or equal to	99.9997 percent
Disapproved	0 vote	or equal to	0.0000 percent
Abstained	369 votes	or equal to	0.0003 percent

Agenda Item 4

Considering and approving the issuing and offering of warrants for ordinary shares of UBIS (Asia) to its existing shareholders in proportion to shareholding

The chairman assigned the moderator to explain the reasons and principles for this agenda item to the meeting for approval. The moderator informed the meeting that, so as to prepare and increase the financial strength of UBIS (Asia) for its financial flexibility in implementing future projects and being its reserve working capital, so UBIS (Asia) has intended to issue and allocate the warrants for newly issued ordinary shares of UBIS (Asia) Public Company Limited No. 1 (“UBIS-W1 warrants”) to its existing shareholders in proportion to shareholding (Right Offering) not exceeding 113,999,995 units free of charge (zero baht) at the allocation ratio of 2 existing ordinary shares to 1 unit of UBIS-W1 warrant. Any fraction of shares must be disregarded. The UBIS-W1 warrant has an exercise ratio of 1 unit of UBIS-W1 warrant to 1 newly-issued ordinary share. Such warrants are valid for 2 years from the date of issuing UBIS-W1 warrants and have an exercise price of 7 baht per share (except adjustments). Details of which appear in the summary of warrants for newly issued ordinary shares of UBIS (Asia) Public Company Limited No. 1 (UBIS-W1) Attachment 2 already sent to all shareholders together with written invitation to this meeting.

In this regard, the Board of Directors' meeting resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2564 to approve the authorization given to the Board and/or the Executive Committee and/or Executive Chairman and/or managing director or the person assigned





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by the Board or the Executive Committee or Executive Chairman or the managing director to have the power to take action necessary and related to the issuing and allocation of UBIS-W1 warrants, including but not limited to the following matters.

- (1) Determining, amending, adding and changing the rules, terms, conditions and other details necessary and reasonable in connection with the issuing and allocation of UBIS-W1 warrants in all respects as deemed appropriate and under the scope of power prescribed by law such as allocation and date of issuing UBIS-W1 warrants, etc.
- (2) Signing permit application documents and evidence necessary and relevant to the issuing of UBIS-W1 warrants, including contacting and filing permit applications, deadline extension applications, disclosures, sales reports and documents to the Securities and Exchange Commission, Thailand, Stock Exchange of Thailand, such documents and evidence to government agencies or agencies related to the issuing of UBIS-W1 warrants and listing UBIS-W1 warrants on the Stock Exchange of Thailand / Market for Alternative Investment (MAI) and
- (3) Having the authority to take any necessary and reasonable action related to this issuing and allocation of UBIS-W1 warrants

The Board of Directors will later fix the date of listing the shareholders entitled to allocation of UBIS-W1 warrants (Record Date).

The Board considered appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2564 to approve the issuing and offering of warrants for ordinary shares of UBIS (Asia) to its existing shareholders in proportion to shareholding and the authorization as detailed above.

Resolution

The meeting resolved to approve the issuing and offering of warrants for ordinary shares of UBIS (Asia) to its existing shareholders in proportion to shareholding and the authorization as proposed in all respects with a majority vote of the total votes of the shareholders who attended the meeting and voted as follows.

Approved	135,712,020 votes	or equal to	99.9997 percent
Disapproved	369 votes	or equal to	0.0003 percent
Abstained	0 votes	or equal to	- percent





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Agenda Item 5

Considering and approving UBIS (Asia)'s registered capital increase and approving the amendments to UBIS (Asia)'s Memorandum of Association Clause 4 to be in line with UBIS (Asia)'s registered capital increase

The chairman assigned the moderator to explain the reasons and principles for this agenda item to the meeting for approval. The moderator informed the meeting about UBIS (Asia)'s intention to increase its registered capital in the amount of 170,999,992 baht by issuing 170,999,992 new ordinary shares with a par value of 1 baht per share from the original registered capital of 227,999,991 baht to a new registered capital of 398,999,983 baht as detailed below.

- 1) Increasing the registered capital in the amount of 56,999,997 baht by issuing and offering newly issued ordinary shares of not more than 56,999,997 shares with a par value of 1 baht per share to the existing shareholders in proportion to shareholding (Rights Offering) at the allocation ratio of 4 existing ordinary shares to 1 newly issued ordinary share. Any fraction of shares shall be disregarded. The offering price is 4 baht per share.
- 2) Increasing the registered capital in the amount of 113,999,995 baht by issuing new ordinary shares not exceeding 113,999,995 shares with a par value of 1 baht per share for the issuing and allocation of UBIS-W1 warrants in the amount not exceeding 113,999,995 units to the existing shareholders of UBIS (Asia) in proportion to shareholding (Right Offering) free of charge (zero baht) at the allocation ratio of 2 existing ordinary shares to 1 unit of UBIS- W1 warrant. Any fraction of shares shall be disregarded. UBIS-W1 warrant has an exercise ratio of 1 unit of UBIS-W1 warrant to 1 newly issued ordinary share. These warrants are valid for 2 years from the date of issuing UBIS-W1 warrants and have an exercise price of 7 baht per share (except adjustments).

Details of UBIS (Asia)'s registered capital increase appear in the capital increase report form (F 53-4) Attachment 3 already sent to all shareholders together with written invitation to this meeting.

Moreover, a proposal must be presented to the Extraordinary General Meeting of Shareholders No. 1/2564 to approve the amendments to UBIS (Asia)'s Memorandum of Association Clause 4 to be consistent with UBIS (Asia)'s registered capital increase as follows.

“Clause 4. Registered capital amounting to 398,999,983 baht (three hundred ninety- eight million nine hundred ninety-nine thousand nine hundred and eighty-three baht)





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Divided into	398,999,983 shares (three hundred ninety-eight million nine hundred ninety-nine thousand nine hundred and eighty-three shares)
Value per share	1.00 baht (one baht)
Divided into Ordinary shares	398,999,983 shares (three hundred ninety-eight million nine hundred ninety-nine thousand nine hundred and eighty-three shares)
Preference shares	- shares (- shares)"

The Board considered appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2564 for approving UBIS (Asia)'s registered capital increase and approving the amendments to UBIS (Asia) 's Memorandum of Association Clause 4 to be in line with UBIS (Asia)'s registered capital increase as detailed above.

Resolution

The meeting resolved to approve UBIS (Asia) ' s registered capital increase and approve the amendments to UBIS (Asia)'s Memorandum of Association Clause 4 to be consistent with UBIS (Asia)'s registered capital increase as proposed in all respects with a vote of not less than three-fourths of the total votes of the shareholders who attended the meeting and had voting rights as follows.

Approved	135,712,020 votes	or equal to	99.9997 percent
Disapproved	269 votes	or equal to	0.0002 percent
Abstained	100 votes	or equal to	0.0001 percent

Agenda Item 6

Considering and approving the allocation of UBIS (Asia) 's newly issued ordinary shares for the issuing and offering of newly issued ordinary shares to the existing shareholders in proportion to shareholding (Rights Offering)

The chairman assigned the moderator to explain the reasons and principles for this agenda item to the meeting for approval. The moderator informed the meeting about UBIS (Asia) 's intention to increase its registered capital as detailed in Agenda Item 5. So as to comply with legislation, therefore, it was appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2564 to approve





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the issuing and allocation of UBIS (Asia)'s newly issued ordinary shares of not more than 56,999,997 shares with a par value of 1 baht per share for offering to the existing shareholders in proportion to shareholding (Rights Offering) at the allocation ratio of 4 existing ordinary shares to 1 newly issued ordinary share. Any fraction of shares shall be disregarded. The offering price is 4 baht per share.

This issuing and offering of newly issued ordinary shares to the existing shareholders of UBIS (Asia) will be the offering of ordinary shares in proportion to shareholding. Any fraction of shares from calculation shall be disregarded. Besides, the existing shareholders have the right to oversubscribe for newly issued ordinary shares.

In case of newly issued ordinary shares remaining after allocation to the existing shareholders in the first round, UBIS (Asia) will allocate the remaining newly issued ordinary shares to the existing shareholders who intend to subscribe for newly issued ordinary shares in excess of their shareholding proportion at the offering price of 4 baht per share (same price). For such allocation of newly issued ordinary shares, UBIS (Asia) will allocate the remaining shares until no more newly issued ordinary shares are left after the allocation or until there is no shareholder intending to subscribe for newly issued ordinary shares or being unable to allocate because of being any fraction of shares. The details are as follows.

- (A) If the remaining number of newly issued ordinary shares after allocation to the existing shareholders (in proportion to shareholding) in the first round is higher than or equal to the number of newly issued ordinary shares for which the existing shareholders have oversubscribed, UBIS (Asia) will allocate such remaining shares to all existing shareholders who have oversubscribed and fully paid for shares according to the amount intended to oversubscribe for.
- (B) If the remaining number of newly issued ordinary shares after allocation to the existing shareholders (in proportion to shareholding) in the first round is less than the number of newly issued ordinary shares for which the existing shareholders have oversubscribed, UBIS (Asia) will allocate such remaining newly issued ordinary shares as follows.
 - (B.1) Allocation of such remaining newly issued ordinary shares in proportion to the existing shareholding of each shareholder who has oversubscribed for by multiplying the existing shareholding proportion of each shareholder who has oversubscribed for by the remaining number of newly issued ordinary shares. This will be equal to the number of shares that each shareholder having oversubscribed is entitled to be





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allocated. (Any fraction of shares from calculation shall be disregarded.) .
The number of newly issued ordinary shares to be allocated will not exceed the number of newly issued ordinary shares that each shareholder has subscribed and paid for in full.

- (B.2) In case of newly issued ordinary shares remaining after allocation under (B.1) above, UBIS (Asia) will allocate that to each shareholder who has oversubscribed for and has not yet been allocated fully according to the number of oversubscriptions under the method in (B.1) above until no shares remain for allocation. The number of newly issued ordinary shares to be allocated will not exceed the number of newly issued ordinary shares that each shareholder has subscribed and paid for shares in full.

Besides, the allocation of newly issued ordinary shares to the above existing shareholders in any case must not cause the shareholders who have oversubscribes for to hold UBIS (Asia)'s shares in a manner subject to Tender Offer of UBIS (Asia) according to the announcement of the Capital Market Supervisory Board No. 12/2554 on the Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers or in a manner that violates foreigner shareholding restrictions as specified in UBIS (Asia)'s Articles of Association.

In this regard, the Board 's meeting resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2564 for approving the authorization given to UBIS (Asia)' s Board and/or Chief Executive Officer and/or managing director and/or the proxy of the Board or Chief Executive Officer or managing director to have the power to act on behalf of UBIS (Asia) or the person assigned by the Board or the Executive Committee or the director authorized to act on behalf of UBIS (Asia) to have the power to take action necessary and related to the capital increase and allocation of UBIS (Asia) 's newly issued ordinary shares, including but not limited to the following matters.

- (A) Establishing the conditions and details related to the allocation of newly issued ordinary shares, including but not limited to the period of offering, subscription, payment of shares as well as specifying the conditions and other details related to the allocation of newly issued ordinary shares
- (B) Signing the permit application forms, notices as well as any instruments or documents related to the capital increase and allocation of UBIS (Asia) 's newly issued ordinary shares, including certifying relevant documents, contacting and/ or receiving documents from officials or representatives of any relevant agencies as well as listing UBIS (Asia)'s newly issued ordinary





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shares as listed securities on the Stock Exchange of Thailand/ / Market for Alternative Investment (MAI)

- (C) Taking any other action necessary, related to and/or continuing from the capital increase and allocation of newly issued ordinary shares of UBIS (Asia) by complying with the relevant laws and/or regulations

The Board of Directors will later fix the date of listing the shareholders entitled to subscribe for newly issued ordinary shares (Record Date), including the date of subscribing and paying for newly issued ordinary shares.

Details of UBIS (Asia)'s registered capital increase, including the allocation of UBIS (Asia)'s newly issued ordinary shares appear in the capital increase report form (F 53-4) Attachment 3 already sent to all shareholders together with written invitation to this meeting as well as information on the issuing and offering of newly issued ordinary shares to the existing shareholders in proportion to shareholding and the issuing and allocation of warrants for newly issued ordinary shares of UBIS (Asia) Public Company Limited No. 1, Attachment 4 already sent to all shareholders together with written invitation to this meeting.

The Board considered appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2564 to approve the allocation of UBIS (Asia)'s newly issued ordinary shares for the issuing and offering of newly issued ordinary shares to the existing shareholders in proportion to shareholding (Rights Offering) and the authorization as detailed above.

Resolution

The meeting resolved to approve the allocation of newly issued ordinary shares of UBIS (Asia) for the issuing and offering of newly issued ordinary shares to the existing shareholders in proportion to shareholding (Rights Offering) and the authorization as proposed in all respects with a majority vote of the total votes of the shareholders who attended the meeting and voted as follows.

Approved	135,712,220 votes	or equal to 99.9997	percent
Disapproved	369 votes	or equal to 0.0003	percent
Abstained	0 votes	or equal to -	percent





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Agenda Item 7

Considering and approving the allocation of UBIS (Asia) 's newly issued ordinary shares for the exercise of warrants for newly issued ordinary shares of UBIS (Asia) Public Company Limited No. 1

The chairman assigned the moderator to explain the reasons and principles for this agenda item to the meeting for approval. The moderator informed the meeting about UBIS (Asia)'s intention to issue UBIS-W1 warrants and increase its registered capital as detailed in Agenda Items 4 and 5. So as to comply with legislation, therefore, it was appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2564 to approve the issuing and allocation of UBIS (Asia)'s newly issued ordinary shares of not more than 113,999,995 shares with a par value of 1 baht per share for the exercise of UBIS-W1 warrants issued and allocated to the existing shareholders of UBIS (Asia) in proportion to shareholding (Right Offering) in the amount of not more than 113,999,995 units free of charge (zero baht) at the allocation ratio of 2 existing ordinary shares to 1 unit of UBIS-W1 warrant. Any fraction of shares shall be disregarded. UBIS-W1 warrant has the exercise ratio of 1 unit of UBIS-W1 warrant to 1 newly issued ordinary share. UBIS-W1 warrants are valid for 2 years from the date of issuing UBIS-W1 warrants and have an exercise price of 7 baht per unit (except adjustments). Details of UBIS-W1 warrants are shown in the summary of warrants for newly issued ordinary shares of UBIS (Asia) Public Company Limited No. 1 (UBIS-W1) Attachment 2 already sent to all shareholders together with written invitation to this meeting.

In this regard, the Board of Directors' meeting resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2564 for approving the authorization given to UBIS (Asia)' s Board and/or Chief Executive Officer and/or managing director and/or the proxy of the Board or Chief Executive Officer or managing director to have the power to act on behalf of UBIS (Asia) or the person assigned by the Board or the Executive Committee or director authorized to act on behalf of UBIS (Asia) to have the power to take action necessary and related to the capital increase and allocation of UBIS (Asia) 's newly issued ordinary shares, including but not limited to the following matters.

- (A) Establishing the conditions and details related to the allocation of newly issued ordinary shares, including but not limited to the period of offering, subscribing for, payment of shares as well as specifying the conditions and other details related to the allocation of newly issued ordinary shares
- (B) Signing the permit application forms, notices as well as any instruments or documents related to the capital increase and allocation of UBIS (Asia) 's newly issued ordinary shares, including certifying relevant documents, contacting and/ or receiving documents from officials or





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representatives of any relevant agencies as well as listing UBIS (Asia)'s newly issued ordinary shares as listed securities on the Stock Exchange of Thailand/ Market for Alternative Investment (MAI)

- (C) Taking any other action necessary, related to and/or continuing from the capital increase and allocation of newly issued ordinary shares of UBIS (Asia) by complying with the relevant laws and/or regulations

Details of UBIS (Asia)'s registered capital increase, including the allocation of UBIS (Asia)'s newly issued ordinary shares appear in the capital increase report form (F 53-4) Attachment 3 already sent to all shareholders together with written invitation to this meeting as well as information on the issuing and offering of newly issued ordinary shares to the existing shareholders in proportion to shareholding and the issuing and allocation of warrants for newly issued ordinary shares of UBIS (Asia) Public Company Limited No. 1, Attachment 4 already sent to all shareholders together with written invitation to this meeting.

The Board considered appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2564 to approve the allocation of UBIS (Asia)'s newly issued ordinary shares for the exercise of warrants for newly issued ordinary shares of UBIS (Asia) Public Company Limited No.1 and the authorization as detailed above.

Resolution

The meeting resolved to approve the allocation of newly issued ordinary shares of UBIS (Asia) for the exercise of warrants for newly issued ordinary shares of UBIS (Asia) Public Company Limited No.1 and the authorization as proposed in all respects with a majority vote of the total votes of the shareholders who attended the meeting and voted as follows.

Approved	135,712,020 votes	or equal to	99.9998	percent
Disapproved	269 votes	or equal to	0.0002	percent
Abstained	300 votes	or equal to	-	percent

Agenda Item 8

Examining other matters (if any)

(None)





UBIS (Asia) Public Company Limited

When no one proposed other matters to the meeting for consideration, the chairman therefore delivered a speech to close the meeting at 10.50 hrs.

General.....-Signature-.....

(Terdsak Marom)

Chairman of the Meeting

