



No. 2111-030EN

November 18, 2021

**Subject** Invitation to attend the Extraordinary General Meeting of Shareholders No. 1/2021 (No. 18)

**To** Shareholders of Ubis (Asia) Public Company Limited

**Attachment**

- 1) Minutes of the 2021 Annual General Meeting of Shareholders (No. 17)
- 2) Summary of Key Features of Warrant to Purchase Newly Issued Ordinary Shares in Ubis (Asia) Public Company Limited (UBIS-W1)
- 3) Capital Increase Report Form (F53-4)
- 4) Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares to Existing Shareholders in proportion to their existing shareholding and the Issuance and Offering of Warrant to Purchase Newly Issued Ordinary Shares in Ubis (Asia) Public Company Limited No. 1
- 5) Profiles of Independent Directors nominated as proxies
- 6) Proxy Forms
- 7) The Article of Association of UBIS regarding shareholder meeting
- 8) Documents for the right to attend the shareholders' meeting via electronic media and proxy
- 9) Instructions for using the electronic conferencing system, Inventech Connect (Live Streaming)

The Board of Directors of Ubis (Asia) Public Company Limited ("**Company**") has scheduled the Extraordinary General Meeting of Shareholders No. 1/2021 on December 3, 2021 at 10.00 hrs. via electronic media by E-Meeting, which will be livestreamed from Ubis (Asia) Public Company Limited at No. 807/1 6<sup>th</sup> floor Praram 3 Road, Bangpongpan, Yannawa, Bangkok. In this regard, the Company invites the shareholders to send in proxy forms to the Company within December 2, 2021 at 16.30 hrs. or attend the meeting as per the date, time and method through electronic media with such E-Meeting system, to consider various agendas, including the Board of Directors' opinion as follows:

**Agenda 1 To acknowledge the Minutes of the 2021 Annual General Meeting of Shareholders (No. 17)**

**Principle and Reason**

The Company held the 2021 Annual General Meeting of Shareholders on April 20, 2021 and has prepared minutes of the meeting, as well as disclosed such information to the Stock Exchange of Thailand and the Ministry of Commerce within the timeframe prescribed by laws and also published such information to the Company's website ([www.ubisasia.com](http://www.ubisasia.com)), details of the Minutes of the 2021 Annual General Meeting of Shareholders (No. 17) are shown in Attachment 1.

**Board of Directors' Opinion**

The Board of Directors had considered and is of the opinion that such minutes has been recorded correctly and accurately, therefore deemed it appropriate to propose the Extraordinary General Meeting of Shareholders No. 1/2021 (No. 18) to consider and acknowledge the Minutes of the 2021 Annual General Meeting of Shareholders (No. 17) held on April 20, 2021 as per the minutes the Board of Directors proposed.

**Number of votes required for a resolution**

This agenda requires the majority vote of all shareholders who attended and voted.



**Agenda 2 To consider and approve the amendment of the Company's Articles of Association**

**Principle and Reason**

For flexibility in managing the Company's affairs, deemed it appropriate to propose the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the amendment of Article 28 (3) of the Company's Articles of Association ("AOA"), detailed as follows:

<b>Company's AOA</b>	
<b>Existing</b>	<b>Proposed Amendment</b>
<p><b>Article 28 (3)</b> The Board of Directors may appoint a number of directors as appropriate to the Executive Committee to perform the tasks assigned by the Board of Directors and have the Board of Directors appoint one of the Executive Directors as Chairman of the Executive Committee. The Executive Director shall be entitled to compensation and gratuity as specified by the Board of Directors' Meeting, without compromising the board of directors' right to receive compensation and other benefits as directors or employees of the Company.</p>	<p><b>Article 28 (3)</b> The Board of Directors may appoint a number of directors <u>or other persons as deemed</u> appropriate to the Executive Committee to perform the tasks assigned by the Board of Directors and have the Board of Directors appoint one of the Executive Directors as Chairman of the Executive Committee. The Executive Director shall be entitled to compensation and gratuity as specified by the Board of Directors' Meeting, without compromising the board of directors' right to receive compensation and other benefits as directors or employees of the Company.</p>

In addition, approved to propose the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the authorization of Chairman of the Executive Committee and/or Managing Director or any individual assigned by the Chairman of the Executive Committee or Managing Director to have the power to consider amendments, additions, or improvements, including having the power to proceed with any action necessary and actions related to such action as appropriate to comply with the laws, regulations, and interpretation of relevant government agencies, including the advice or order of the Registrar or officer for the success of the registration of amended regulations.

**Board of Directors' Opinion**

The Board of Directors considered and is of the opinion to propose the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the amendment of the Company's Articles of Association and the power of attorney, as proposed above.

**Number of votes required for a resolution**

This agenda requires not less than ¼ of all votes of the shareholders who attended and has the right to vote.

**Agenda 3 To consider and approve the reduction of the Company's registered capital by cancelling unsold shares and consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to reflect the reduction of the Company's registered capital**

**Principle and Reason**

To comply with the Public Company Act B.E. 2535 (and as amended), the Company has to reduce its registered capital by cancelling unsold registered shares before increasing its capital. Therefore, the Company has to reduce its registered capital by Baht 9 from the registered capital of Baht 228,000,000 to the new registered capital of Baht 227,999,991 by cancelling the unsold 9 shares (which are remaining shares from the capital increase to accommodate the dividend payment according to the resolution of the Annual General Meeting of Shareholders 2013 held on April 24, 2013) at the par value of Baht 1 per share totaling to a reduction of registered capital by Baht 9.

In addition, propose the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to reflect the reduction of the Company's registered capital, as follows:

"Article 4	Registered Capital	Baht 227,999,991 (Baht two hundred twenty-seven million nine hundred ninety-nine thousand nine hundred ninety-one)
	Equivalent to:	227,999,991 shares (two hundred twenty-seven million nine hundred ninety-nine thousand nine hundred ninety-one shares)
	Share value:	Baht 1.00 (Baht one)
	Consisting of:	
	Ordinary share:	227,999,991 shares (two hundred twenty-seven million nine hundred ninety-nine thousand nine hundred ninety-one shares)
	Preferred share:	- shares (- shares)"

**Board of Directors' Opinion**

The Board of Directors considered and is of the opinion to propose the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the reduction of the Company's registered capital by cancelling unsold shares and consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to reflect the reduction of the Company's registered capital, as proposed above.

**Number of votes required for a resolution**

This agenda requires not less than ¾ of all votes of the shareholders who attended and has the right to vote.

**Agenda 4 To consider and approve the issuance and offering of warrants to purchase ordinary shares of the Company to existing shareholders in proportion to their shareholdings**

**Principle and Reason**

To prepare and strengthen the Company's financial position, to increase the Company's financial flexibility on future projects, and to reserve as working capital, the Company wishes to issue and allocate the Warrant to Purchase Newly Issued Ordinary Shares in Ubis (Asia) Public Company Limited No. 1 ("Warrant UBIS-W1") to existing shareholders in proportion to their existing shareholdings (Right Offering) not exceeding 113,999,995 units free-of-charge (Baht zero) at the allocation ratio of 2 existing ordinary shares to 1 warrant unit of UBIS-W1, fractional



shares are disregarded. UBIS-W1 has the exercise ratio of 1 UBIS-W1 warrant unit to 1 newly issued ordinary share. Such warrant has the term of 2 years since the issuance date of UBIS-W1 and an exercise price of Baht 7 per share (unless the case of adjustment of rights). The details of the warrant, UBIS-W1, are shown in the Summary of Key Features of Warrant to Purchase Newly Issued Ordinary Shares in Ubis (Asia) Public Company Limited (UBIS-W1) (Attachment 2).

In addition, the Board of Directors' Meeting approved to propose the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the authorization of the Board of Directors and/or Executive Committee and/or Chairman of the Executive Committee and/or Managing Director or individuals assigned by the Board of Directors or Executive Committee or Chairman of the Executive Committee or Managing Director to have the power to proceed with necessary actions in relation with the issuance and allocation of the warrant, UBIS-W1. This includes but is not limited to the following:

- (1) To determine, amend, add and change the regulations, terms, conditions and other details that are necessary and reasonable in relation with the issuance and allocation of the warrant, UBIS-W1, in all respects as deemed appropriate and under the jurisdiction prescribed by law, such as, allocation and issuance date of UBIS-W1, etc.
- (2) Sign the various authorization applications and evidence necessary and relevant to the issuance of UBIS-W1, including contacting and filing a license request, waiver request, disclosure sales report, and other documents to the Securities and Exchange Commission, Stock Exchange of Thailand, such documents and evidence to government agencies or agencies related to the issuance of UBIS-W1 and the listing of the UBIS-W1 on the Stock Exchange of Thailand / Market for Alternative Investment (MAI); and
- (3) Has the power to take any necessary and reasonable action in relation with this issuance and allocation of the warrant, UBIS-W1;

In regards to the date to determine the list of shareholders who are entitled to the allocation of the warrant, UBIS-W1 (Record Date), the Board of Directors will schedule such date subsequently.

#### **Board of Directors' Opinion**

The Board of Directors considered and is of the opinion to propose the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the issuance and offering of warrants to purchase ordinary shares of the Company to existing shareholders in proportion to their shareholdings and the power of attorney, as proposed above.

#### **Number of votes required for a resolution**

This agenda requires the majority vote of all shareholders who attended and voted.

In addition, due to the fact that Agenda 4, 5, and Agenda 7 are related and conditional agendas to one another, if either agenda does not get approved by the Extraordinary General Meeting of Shareholders No. 1/2021, there will be no consideration of the other related and conditional agendas and it will be deemed that the related and condition agendas that had been approved will be cancelled, except agenda 5 which is a related and conditional agenda to agenda 6, will not be cancelled if agenda 6 gets approved by the Extraordinary General Meeting of Shareholders No. 1/2021.

### **Agenda 5 To consider and approve the increase of the Company's registered capital and consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to reflect the increase of the Company's registered capital**

#### **Principle and Reason**

The Company wishes to increase its registered capital by Baht 170,999,992 by issuing 170,999,992 newly issued ordinary shares at the par value of Baht 1 per share from the existing registered capital of Baht 227,999,991 to the new registered capital of Baht 398,999,983, details are as follows:

สำนักงานใหญ่ : เลขที่ 807/1 ชั้น 6 ถนนพหลโยธิน แขวงบางโพธิ์เขตบางพลัด กรุงเทพมหานคร 10120 โทร : +66-(0)2683 0008, แฟกซ์ : +66-(0)2294 2013  
Head office : 807/1 6<sup>th</sup> Floor, Rama 3 Road, Bangpooang, Yaninawa, Bangkok 10120 THAILAND Tel : +66-(0)2683 0008, Fax : +66-(0)2294 2013  
www.ubisasia.com Tax ID. 0107547000826





- 1) The increase of registered capital of Baht 56,999,997 by issuing not exceeding 56,999,997 newly issued ordinary shares at the par value of Baht 1 per share to existing shareholders in proportion to their existing shareholding (Right Offering) at the allocation ratio of 4 existing ordinary shares to 1 newly issued ordinary share, fractional shares will be disregarded, at the offering price of Baht 4 per share.
- 2) The increase of registered capital of Baht 113,999,995 by issuing not exceeding 113,999,995 newly issued ordinary shares at the par value of Baht 1 per share to accommodate the issuance and offering of the warrant, UBIS-W1, not exceeding 113,999,995 units to existing shareholders in proportion to their existing shareholdings (Right Offering) free-of-charge (Baht zero) at the allocation ratio of 2 existing ordinary shares to 1 warrant unit of UBIS-W1, fractional shares are disregarded. UBIS-W1 has the exercise ratio of 1 UBIS-W1 warrant unit to 1 newly issued ordinary share. Such warrant has the term of 2 years since the issuance date of UBIS-W1 and an exercise price of Baht 7 per share (unless the case of adjustment of rights).

However, the details of the increase of the Company's registered capital are shown in the Capital Increase Report Form (F 53-4) Attachment 3

In addition, approved to propose the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to reflect the increase of the Company's registered capital, as follows:

"Article 4	Registered Capital	Baht 398,999,983 (Baht three hundred ninety-eight million nine hundred ninety-nine thousand nine hundred eighty-three)
	Equivalent to:	398,999,983 shares (three hundred ninety-eight million nine hundred ninety-nine thousand nine hundred eighty-three shares)
	Share value:	Baht 1.00 (Baht one)
	Consisting of:	
	Ordinary share:	398,999,983 shares (three hundred ninety-eight million nine hundred ninety-nine thousand nine hundred eighty-three shares)
	Preferred share:	- shares (- shares)"

#### **Board of Directors' Opinion**

The Board of Directors considered and is of the opinion to propose the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the increase of the Company's registered capital and consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to reflect the increase of the Company's registered capital, as proposed above.

#### **Number of votes required for a resolution**

This agenda requires not less than ¾ of all votes of the shareholders who attended and has the right to vote.

In addition, due to the fact that Agenda 4, 5, and Agenda 7 are related and conditional agendas to one another, if either agenda does not get approved by the Extraordinary General Meeting of Shareholders No. 1/2021, there will be no consideration of the other related and conditional agendas and it will be deemed that the related and condition agendas that had been approved will be cancelled, except agenda 5 which is a related and conditional agenda to agenda 6, will not be cancelled if agenda 6 gets approved by the Extraordinary General Meeting of Shareholders No. 1/2021.



**Agenda 6 To consider and approve the allocation of the Company's newly issued ordinary shares to accommodate the issuance and offering of newly issued ordinary shares to existing shareholders in proportion to their shareholdings (Rights Offering)**

**Principle and Reason**

As the Company wishes to increase its registered capital, as detailed in agenda 5, to comply with the law, deemed it appropriate to propose the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the issuance and allocation of not exceeding 56,999,997 newly-issued ordinary shares at the par value of Baht 1 per share to offer to existing shareholders in proportion to their existing shareholdings (Rights Offering) at the allocation ratio of 4 existing ordinary shares to 1 newly issued ordinary share, fractional shares are disregarded, at the offering price of Baht 4 per share.

In this issuance and offering of newly issued ordinary shares to existing shareholders of the Company, will be an offering of ordinary shares in proportion to the shareholding. If there are fractional shares as a result from the calculation, such fractions shall be disregarded. and the existing shareholders have the right to oversubscribe for newly issued ordinary shares.

However, in the event that there are newly issued ordinary shares remaining from the allocation to existing shareholders in the first round, the Company will allocate the remaining newly issued ordinary shares to the existing shareholders who wish to oversubscribe for the newly issued ordinary shares in excess of their own proportion of shareholding, at the offering price of 4 baht per share (same price). In the allocation of such newly issued ordinary shares, the Company will allocate the remaining shares until there are no more newly issued ordinary shares left from the allocation or until no shareholder wishes to subscribe for such newly issued ordinary shares or is unable to allocate because it is a fractional share, the details are as follows:

- (a) In the case that the remaining newly issued ordinary shares after the allocation to the existing shareholders (according to the shareholding ratio) in the first round is more than or equal to the number of newly issued ordinary shares that the existing shareholders oversubscribe, the Company will allocate such remaining shares to all existing shareholders who have oversubscribed and fully paid for the shares according to the amount of intention shown in oversubscription.
- (b) In the case that the remaining newly issued ordinary shares after the allocation to the existing shareholders (according to the shareholding ratio) in the first round is less than the number of newly issued ordinary shares that the existing shareholders oversubscribe, the Company will allocate the remaining newly issued ordinary shares as follows:
  - (b.1) Allocate the remaining newly issued ordinary shares in proportion to the existing shareholding of each shareholder who oversubscribes, by multiplying the existing shareholding proportion of each oversubscribed shareholder by the number of remaining newly issued ordinary shares. This is equal to the number of shares that each oversubscribed shareholder is entitled to be allocated (fractional shares resulting from the calculation will be disregarded). However, 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 the event that there are still newly issued ordinary shares left after the allocation in accordance with (b.1) above, the Company will allocate it to each shareholder who has oversubscribed that have not been fully allocated, according to the amount oversubscribed in accordance with the method in (b.1) above until there are no remaining shares to be allocated. However, 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.





In addition, the allocation of newly issued ordinary shares to the aforementioned shareholders under any circumstances must not cause shareholders who oversubscribed to hold the Company's shares in a manner that is within the scope of making a tender offer for all of the Company's securities (Tender Offer) according to the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, conditions, and procedures for the acquisition of securities for business takeover or in violation of foreign shareholding restrictions as specified in the Company's Articles of Association.

In this regard, the Board of Directors' Meeting approved to propose the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the authorization of the Board of Directors and/or Chief Executive Officer and/or Managing Director and/or attorneys authorized by the Board of Directors or Chief Executive Officer or Managing Director to have the power to act on behalf of the Company or individuals assigned by the Board of Directors or Executive Committee or Authorized Directors of the Company to have the power to proceed with necessary actions in relation with the capital increase and the allocation of the Company's newly issued ordinary shares. This includes but is not limited to the following:

- (a) Determine the conditions and details related to the allocation of the newly issued ordinary shares; This includes but is not limited to the offering period, subscription, payment of shares, as well as specifying conditions and other details related to the allocation of the newly issued ordinary shares.
- (b) Sign the authorization applications, notices, as well as any instruments or documents related to the capital increase and the allocation of the Company's newly issued ordinary shares. This includes notarizing any relevant documents, contacting, and/or receiving documents from officials or representatives of any related agency, as well as the listing of the Company's newly issued ordinary shares as listed securities on the Stock Exchange of Thailand.
- (c) Take any other actions necessary, related to, and/or in continuation with the capital increase and the allocation of the Company's newly issued ordinary shares by complying with applicable laws and/or regulations.

In regards to the date to determine the shareholders who are entitled to subscribe and receive the warrant allocation (Record Date), including the subscription date and payment date of newly issued shares, the Board of Directors will subsequently schedule such date.

However, the details of the increase of the Company's registered capital, including the allocation of the Company's newly issued ordinary shares are shown in the Capital Increase Report Form (F 53-4) ([Attachment 3](#)) and Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares to Existing Shareholders in proportion to their existing shareholding and the Issuance and Offering of Warrant to Purchase Newly Issued Ordinary Shares in Ubis (Asia) Public Company Limited No. 1 ([Attachment 4](#))

#### **Board of Directors' Opinion**

The Board of Directors considered and is of the opinion to propose the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the allocation of the Company's newly issued ordinary shares to accommodate the issuance and offering of newly issued ordinary shares to existing shareholders in proportion to their shareholdings (Rights Offering) and the power of attorney, as proposed above.

#### **Number of votes required for a resolution**

This agenda requires the majority vote of all shareholders who attended and voted.

In addition, due to the fact that Agenda 4, 5, and Agenda 7 are related and conditional agendas to one another, if either agenda does not get approved by the Extraordinary General Meeting of Shareholders No. 1/2021, there will be no consideration of the other related and conditional agendas and it will be deemed that the related and condition agendas that had been approved will be cancelled, except agenda 5 which is a related and conditional agenda to agenda 6, will not be cancelled if agenda 6 gets approved by the Extraordinary General Meeting of Shareholders No. 1/2021.



**Agenda 7 To consider and approve the allocation of the Company's newly issued ordinary shares to accommodate the exercise of warrants to purchase ordinary shares of Ubis (Asia) Public Company Limited No. 1**

**Principle and Reason**

As the Company wishes to issue and allocate the warrant, UBIS-W1, and the increase the Company's registered capital as stated in agendas 4 and 5, to comply with the law, the Company is of the opinion to propose the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the issuance and allocation of, not exceeding, 113,999,995 newly issued ordinary shares at a par value of Baht 1 per share to accommodate the exercise of the right in regards to the warrant, UBIS-W1, not exceeding, 113,999,995 units issued and allocated to existing shareholders in proportion to their existing shareholdings (Right Offering) free-of-charge (Baht zero) at the allocation ratio of 2 existing ordinary shares to 1 warrant unit of UBIS-W1, fractional shares are disregarded. UBIS-W1 has the exercise ratio of 1 UBIS-W1 warrant unit to 1 newly issued ordinary share. Such warrant has the term of 2 years since the issuance date of UBIS-W1 and an exercise price of Baht 7 per share (unless the case of adjustment of rights). The details of the warrant, UBIS-W1, are shown in the Summary of Key Features of Warrant to Purchase Newly Issued Ordinary Shares in Ubis (Asia) Public Company Limited (UBIS-W1) ([Attachment 2](#)).

In this regard, the Board of Directors' Meeting approved to propose the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the authorization of the Board of Directors and/or Chief Executive Officer and/or Managing Director and/or attorneys authorized by the Board of Directors or Chief Executive Officer or Managing Director to have the power to act on behalf of the Company or individuals assigned by the Board of Directors or Executive Committee or Authorized Directors of the Company to have the power to proceed with necessary actions in relation with the capital increase and the allocation of the Company's newly issued ordinary shares. This includes but is not limited to the following:

- (a) Determine the conditions and details related to the allocation of the newly issued ordinary shares; This includes but is not limited to the offering period, subscription, payment of shares, as well as specifying conditions and other details related to the allocation of the newly issued ordinary shares.
- (b) Sign the authorization applications, notices, as well as any instruments or documents related to the capital increase and the allocation of the Company's newly issued ordinary shares. This includes notarizing any relevant documents, contacting, and/or receiving documents from officials or representatives of any related agency, as well as the listing of the Company's newly issued ordinary shares as listed securities on the Stock Exchange of Thailand.
- (c) Take any other actions necessary, related to, and/or in continuation with the capital increase and the allocation of the Company's newly issued ordinary shares by complying with applicable laws and/or regulations.

However, the details of the increase of the Company's registered capital, including the allocation of the Company's newly issued ordinary shares are shown in the Capital Increase Report Form (F 53-4) ([Attachment 3](#)) and Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares to Existing Shareholders in proportion to their existing shareholding and the Issuance and Offering of Warrant to Purchase Newly Issued Ordinary Shares in Ubis (Asia) Public Company Limited No. 1 ([Attachment 4](#))

**Board of Directors' Opinion**

The Board of Directors considered and is of the opinion to propose the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the allocation of the Company's newly issued ordinary shares to accommodate the exercise of warrants to purchase ordinary shares of Ubis (Asia) Public Company Limited No. 1 and the power of attorney, as proposed above.

**Number of votes required for a resolution**

This agenda requires the majority vote of all shareholders who attended and voted.

In addition, due to the fact that Agenda 4, 5, and Agenda 7 are related and conditional agendas to one another, if either agenda does not get approved by the Extraordinary General Meeting of Shareholders No. 1/2021, there will be no consideration of the other related and conditional agendas and it will be deemed that the related and condition agendas that had been approved will be cancelled, except agenda 5 which is a related and conditional agenda to agenda 6, will not be cancelled if agenda 6 gets approved by the Extraordinary General Meeting of Shareholders No. 1/2021.



**Agenda 8 Other matters (if any)**

**Reports to the Shareholders' Meeting**

In this regard, is of the opinion to report to the Extraordinary General Meeting of Shareholders No. 1/2021 (No. 18) to acknowledge the Company's interim dividend payment as cash from the operation period of January 1, 2021 to June 30, 2021 and the Company's retained earning according to the separate financial statements of the Company ended on June 30, 2021, at the rate of THB 0.2 per share, a total of THB 45,599,998.20 by determining the list of shareholders who are entitled to receive the dividends (Record Date) on November 3, 2021 and determine the dividend payment date on November 18, 2021.

In addition, the Company has set the date to determine the names of shareholders who have the right to attend the Extraordinary General Meeting of Shareholders No. 1/2021 (Record Date) on November 3, 2021 and the Company has published the Notice of the Extraordinary General Meeting of Shareholders. Shares No. 1/2021 with supporting documents posted on the Company's website ([www.ubisasia.com](http://www.ubisasia.com)). If any shareholders have questions that require the Company to clarify the issues of the agendas proposed, questions can be sent in advance to the Company Secretary via email [company\\_secretary@ubisasia.com](mailto:company_secretary@ubisasia.com) or fax no. 02-294-2013 within 30 November, 2021 business hours from 9:00 a.m. to 5:00 p.m.

In this regard, shareholders can attend the Extraordinary General Meeting of Shareholders No. 1/2021 via electronic media by themselves or by appointing another person as a proxy (who is not an independent director), by following the Instructions for using the electronic conferencing system, Inventech Connect (Live Streaming) as detailed in Attachment 9.

If a shareholder appoints another person as a proxy to attend the meeting via electronic media and vote on their behalf, please fill out the information and sign the proxy form with details as stated in Attachment 6, which should be attached with supporting evidence as stated in Attachment 8, and follow the instructions for using the electronic conferencing system, Inventech Connect (Live Streaming), as detailed in Attachment 9.

If a shareholder appoints an independent director to attend the meeting via electronic media and vote on their behalf Independent director details in Attachment 5, please fill out the information and sign the proxy form with details as stated in Attachment 6, attached with supporting evidence as stated in Attachment 8, and return such documents in advance within business days and business hours from 9:00 a.m. to 5:00 p.m. on 2 December, 2021, deliver to

Ubis (Asia) Public Company Limited  
No. 807/1, 6th Floor, Rama 3 Road,  
Bangpongpan, Yannawa, Bangkok.10120  
Telephone number 02-683-0008

If any shareholder wishes to ask for more information, they can ask the Company's staff, telephone no. 02683-0008, during business hours from 9:00 a.m. to 5:00 p.m. Shareholders can read the additional details of the instructions for attending the shareholders' meeting via electronic media (E-Meeting) and the appointment of proxies as stated in Attachment 9.

Yours Sincerely,

Gen.



Terdsak Marrome

Chairman of the Board of Directors

As resolved in the Board of Directors' Meeting

Ubis (Asia) Public Company Limited