

**Summary of Key Features of Warrants to Purchase Newly-Issued Ordinary Shares No. 1 of  
Asiasoft Corporation Public Company Limited.  
Issued and allocated to the existing shareholders proportionated to  
their respective shareholding  
(AS-W1)**

<b>Name</b>	Warrants to Purchase Newly-Issued Ordinary Shares of <b>Asiasoft Corporation Public Company Limited</b> No.1 , the (AS-W1) (AS-W1 Warrants)
<b>Type of Warrants</b>	In named certificate and transferable
<b>Number of Warrants Issued</b>	Not exceeding 102,469,254 units
<b>Price per unit</b>	Baht 0 (zero Baht)
<b>Allocation Methods</b>	The Company will allocate the AS-W1 Warrants in an amount not exceeding 102,469,254 units to the existing shareholders whose names are recorded on 16 March 2017 which is the date to record the names of the shareholders who are entitled to be allocated the warrants (Record Date), and 17 March 2017 is scheduled as the date to close the share register to list the names of the shareholders in compliance with Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto).
<b>Allocation ratio</b>	4 existing ordinary shares to 1 unit of the AS-W1 Warrants. In calculating the number of the AS-W1 Warrants to be allocated to each shareholder, any fractions derived from the calculation based on the allocation ratio as set out shall be rounded down. In this regard, after the calculation of the allocation of the warrants to the shareholders, any fraction thereof (if any) will be cancelled in order that the warrants will be proportionately allocated to the shareholders.
<b>Exercise ratio</b>	One unit of the AS-W1 Warrants is entitled to purchase one newly issued ordinary share (unless the exercise ratio is otherwise adjusted pursuant to the conditions for the adjustment of the rights). Any fractions derived from the calculation based on the ratio as set out shall be rounded down (if any).
<b>Exercise price</b>	Baht 2.00 per share (unless the exercise ratio is otherwise adjusted pursuant to the conditions for the adjustment of the rights)
<b>Record Date</b>	The allocation of the AS-W1 Warrants, allocated to the existing shareholders whose names are recorded in the share register on the date 16 March 2017, which is the date to record the name of the shareholders who are entitled to be allocated the warrants (Record Date). In this regard, the issuance and allocation of the AS-W1 Warrants must be approved by the shareholders' meeting.

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<b>Terms of the AS-W1 Warrants</b>	Three years from the issuance date of the AS-W1 Warrants
<b>Issuance date</b>	To be advised by the management or the assigned person by management
<b>Exercise period</b>	The warrant holders shall be entitled to exercise their rights 2 times per year on every 25th of June and December throughout the term of the AS-W1 Warrants. The first exercise will be on 25 <sup>th</sup> December 2017. The AS-W1 Warrants remaining from the exercise or the AS-W1 Warrants which have not been exercised during the exercise period may be carried forward to the following exercise period throughout the term of the warrants. Nevertheless, if the term of the warrants has expired, any warrants remaining from the exercise will be cancelled and cease to be in effect. The last exercise date will be the date three years after the issuance date. In the event that any exercise date does not fall on a business day of the Company, the exercise date will be the business day preceding such date.
<b>Period for giving a Notices of intention to exercise the AS-W1 Warrants</b>	The warrant holders who wish to exercise their rights to purchase the ordinary shares of the Company shall notify their intention within the period of five business days prior to each exercise date. In the event that any exercise date does not fall on a business day of the Company, the exercise date will be the business day preceding such date, with the exception of the last exercise date for which the warrant holders shall notify their intention to exercise the AS-W1 Warrants within the period of no less than <b>15 days</b> prior to the last exercise date.
<b>Number of ordinary shares reserved to accommodate the exercise of the AS-W1 Warrants</b>	<p>Not exceeding 102,469,254 shares (at the par value of Baht 1 per share), representing 25.00 %* of the total 409,877,016 paid-up shares as at 27 February 2017, which the date on which the Board of Directors' Meeting resolves to approve the issuance and allocation of the AS-W1 Warrants. In this regard, the number of ordinary shares reserved to accommodate the exercise of the AS-W1 Warrants shall not exceed 50 percent of the total number of issued shares in compliance with the rules prescribed by the relevant notifications of the Capital Market Supervisory Board.</p> <p><b>*Calculation method for the ratio of the issuable shares:</b></p> $\frac{\text{Number of shares reserved to accommodate the exercise of AS-W1 Warrants this time}}{\text{Total issued share of the company}}$ $25\% = \frac{102,469,254}{409,877,016}$
<b>Warrants Registrar</b>	Thailand Securities Depository Company Limited or the person duly appointed to act as the registrar of AS-W1 Warrants.

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<b>Secondary Market for Warrants</b>	The Company will list AS-W1 Warrants on the Stock Exchange of Thailand.
<b>Secondary Market for the Ordinary Shares Issued upon Exercise of Warrants</b>	The Stock Exchange of Thailand
<b>Dilution Effect</b>	<p>1. Control Dilution</p> <p>In the event that all of 102,469,254 units of AS-W1 Warrants are fully exercised and all of the Warrant holders who exercise the AS-W1 Warrants are not the shareholders of the Company, the shareholding of the existing shareholders of the Company will be diluted by 20.00%*.</p> <p>*Calculated based on the number of shares reserved to accommodate the exercise of AS-W1 Warrants (102,469,254 shares) divided by (1) the total issued shares of the Company, as of 27 February 2017 (409,877,016 shares) and (2) the number of shares reserved to accommodate the exercise of AS-W1 Warrants (102,469,254 shares)</p> <p>Control Dilution</p> $= \frac{\text{Number of shares reserved to accommodate the exercise of AS-W1 Warrants}}{\text{The total issued shares of the Company} + \text{Number of shares reserved to accommodate the exercise of AS-W1 Warrants}}$ <p>20.00 percent = <math>\frac{102,469,254}{409,877,016 + 102,469,254}</math></p> <p>2. Price Dilution</p> $= \frac{\text{Market price before offering for sale} - \text{Market after offering for sale}}{\text{Marketing price before offering for sale}}$ <p>Price Dilution = <math>(Po - Pn)/Po</math></p> <p>Po = Baht 2.62 per share, which is the weighted average price of the company's ordinary share traded during the period of 15 consecutive business days (3 – 24 February 2017).</p> <p>Qo = Number of the existing ordinary shares which is equivalent to 409,877,016 shares as at 27 February 2017, which is the date on which the Board of Directors' Meeting resolved to approve the issuance and offering for sale of the AS-W1 Warrants.</p> <p>Qw = Number of new ordinary shares increase after the exercise of all</p>

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	<p>AS-W1 Warrants, equivalent to 102,469,254 shares.</p> $P_n = (P_o Q_o) + (\text{Exercise price of AS-W1} \times Q_w) / (Q_o + Q_w)$ $= (2.62 \times 409,877,016) + (2.00 \times 102,469,254) / (409,877,016 + 102,469,254)$ $= \text{Baht } 2.50 \text{ per share}$ <p>Price Dilution = <math>2.62 - 2.50 / 2.62 = 4.58\%</math></p>
<p><b>Irrevocability of the notice of intention to exercise the Warrants</b></p>	<p>The intention to exercise the AS-W1 Warrants may not be revoked when a notice of intention to exercise the AS-W1 Warrants is served</p>
<p><b>Conditions for the adjustment of rights</b></p>	<p>The Company will adjust the exercise price and/or the exercise ratio pursuant to the conditions for the adjustment of rights upon the occurrence of any of the events stipulated in the terms and conditions of the AS-W1 Warrants as prescribed in Clause 11(4)(b) of the Notification of the Capital Market Supervisory Board No. TorChor. 34/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Share Warrants and Newly Issued Underlying Shares such as:</p> <ul style="list-style-type: none"> <li>(a) the change in the par value of the company's shares as a result of a combination or a splitting of shares;</li> <li>(b) the company's offer for sale of newly issued shares at a price below market price;</li> <li>(c) the company's offer for sale of convertible debentures or warrants at a price below market price;</li> <li>(d) the company's payment of dividend to shareholders, either wholly or partially, in the form of newly issued shares;</li> <li>(e) the company's payment of dividend in an amount exceeding the figure specified in the terms and conditions of warrants; and</li> <li>(f) any other events of similar nature to the events in (a) to (e) rendering that any benefits the warrant holders are entitled to, upon the exercise of the AS-W1 Warrants, will be prejudiced.</li> </ul> <p>In this regard, the Executive Committee or a person delegated by the Executive Committee shall be authorized to determine the other conditions and details in connection with the adjustment or change of the exercise ratio and exercise price. below market price.</p>

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<b>Effects on the shareholders</b>	<ol style="list-style-type: none"><li>1. The ordinary shares issued from this exercise of the AS-W1 Warrants will have the same rights and conditions as those which have been issued by the Company, in all respects;</li><li>2. In the case where warrants holder exercise the right to purchase the ordinary shares of the Company under AS-W1 Warrants they will obtain benefits in connection with acquired funds invested in projects of the Company in the future which it deemed appropriate and is in line with the objective of this issuance and allocation of AS-W1 Warrants.</li></ol>
<b>Other conditions</b>	<p>The Executive Committee or a person authorized by the Executive Committee shall be authorized to amend the date to record the names of the shareholders who are entitled to purchase the AS-W1 Warrants proportionate to their respective shareholding (Record Date) and the date to list the names of the shareholders in compliance with Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto), as deemed appropriate by taking into account the benefits of and impact upon the Company; and to determine the rules, conditions, and other details of the ASW1 Warrants, and to enter into negotiation and agreements, and execute the relevant documents and agreements, as well as to undertake any act necessary for and relevant to the issuance and allocation of the AS-W1 Warrants, including to list the warrants and the ordinary shares issued as a result of the exercise of warrants on the Stock Exchange of Thailand, and to apply for permission from the relevant government agencies.</p>