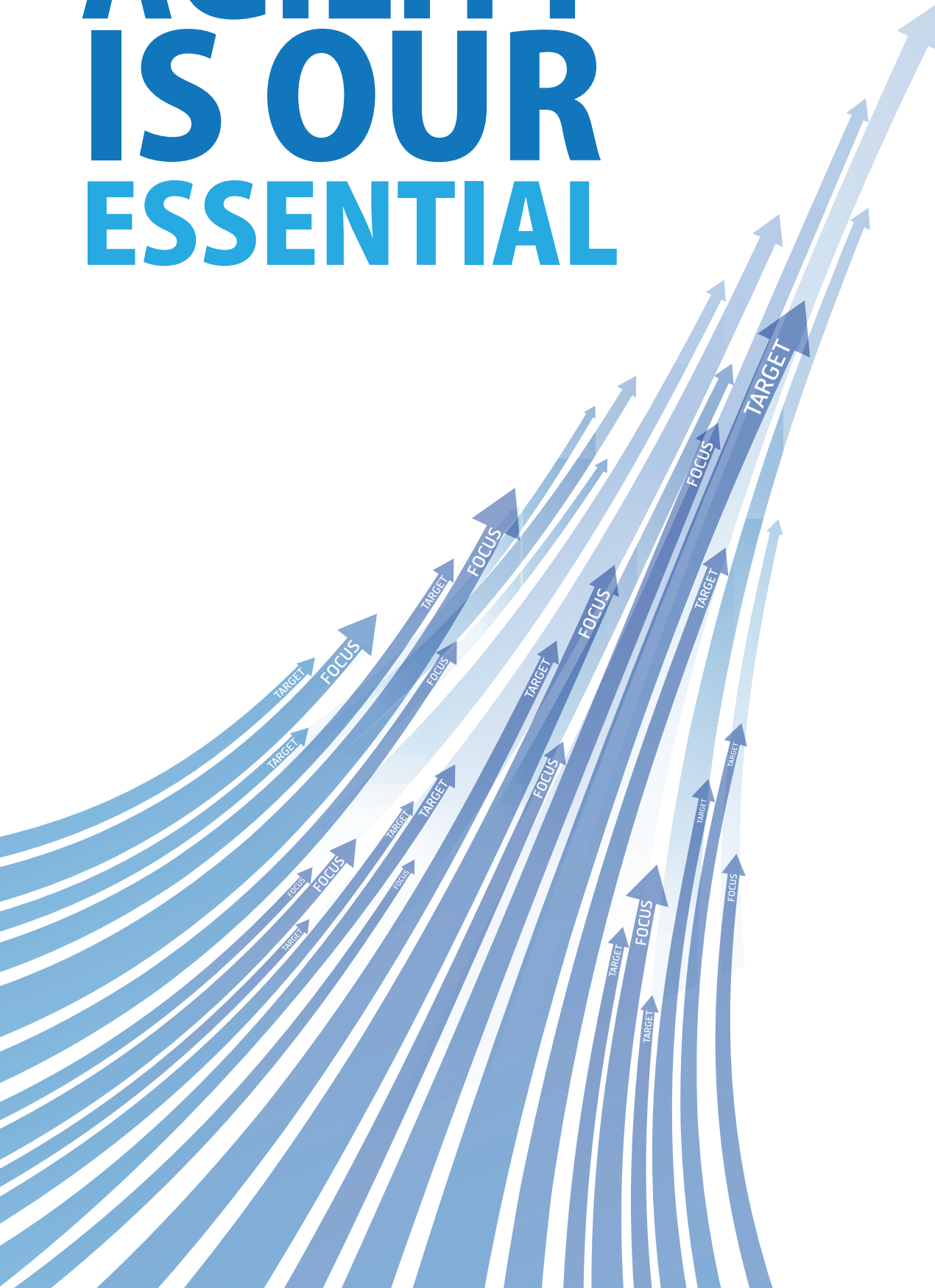


NOTICE OF
THE ANNUAL GENERAL MEETING
OF SHAREHOLDERS 2017



**AGILITY
IS OUR
ESSENTIAL**



20th March 2017

Subject : Notice of the Annual General Meeting of Shareholders year 2017

To : Shareholders

Enclosure :

1. Copy of Minutes of the Extraordinary General Meeting of Shareholders of 1/2016
2. Annual Report 2016
3. Information of the nominated persons to be elected as directors
4. Preliminary Details of Warrants to Purchase Newly-Issued Ordinary Shares No. 1 of Asiasoft Corporation Public Company Limited (AS-W1)
5. Capital Increase Report Form (F 53-4)
6. Background information and reasons of the agenda for shareholders' consideration
7. Articles of Association of the Company relating to the shareholders' meeting
8. Proxy Forms
9. Information of the Independent Director who represent to be a proxy in the Annual General Meeting of Shareholders year 2017
10. Map showing the location of the meeting venue

The Board of Directors of Asiasoft Corporation Public Company Limited (the "Company") resolved to hold the Annual General Meeting of Shareholders year 2017 on 25th April 2017 at 2.00 p.m., at Space Bar room, No. 9, UM Tower, Room 9/283-5, 28th Floor, Ramkhamhaeng Road, Suanluang Subdistrict, Suanluang District, Bangkok 10250 to consider the following agenda:

For this shareholders' meeting, there is no suggested agenda item proposed by minority shareholders as well as no suggested qualified candidate to be nominated as the Company's director.

Agenda No. 1 To adopt the Minutes of the Shareholders' Extraordinary General Meeting of 1/2016

Facts and Rationale : The Company has prepared the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2016 held on 11 November 2016 for the shareholders' meeting to adopt the said Minutes. The copy of the said Minutes is as appeared in Enclosure 1.

Board's Opinion : The Board is of the opinion that the Minutes of the Shareholders' Extraordinary General Meeting of 1/2016, held on 11 November 2016, was correctly and properly recorded and recommends that the shareholders' meeting should adopt such Minutes.

Agenda No. 2 To acknowledge the Company's operating results for the Year 2016

Facts and Rationale : The Company has prepared the report on the business operating results of the Company for the year 2016 and other important information appear in the Annual Report as appeared in Enclosure 2.

Board's Opinion : The Board recommends that the shareholders' meeting should acknowledge the Company's operating results for the Year 2016.

Agenda No. 3 To approve the Statements of Financial Position and the Profit and Loss Statements for the year 2016

Facts and Rationale : The Company has prepared the Statement of Financial Position and the Profit and Loss Statements for the fiscal year ended 31 December 2016, which were audited by the Audit Committee and the Company's auditors as an unqualified report. The Annual Report is as appeared in Enclosure 2.

Board's Opinion : The Board recommends that the shareholders' meeting should approve the Statements of Financial Position and the Profit and Loss Statements for the year 2016.

Agenda No. 4 To approve no annual dividend payment for the year 2016

Facts and Rationale : According to the operating results and financial status of the Company for the year 2016 between 1 January 2016 and 31 December 2016, the Company has a net loss.

As the Company has an appropriated legal reserve fund in full amount as required by law, it is not necessary for the Company to reserve such fund.

Board's Opinion : The Board recommends that the shareholders' meeting should approve no annual dividend payment for the year 2016.

Agenda No. 5 To elect directors to replace those who retired by rotation

Facts and Rationale : Article 15 of the Company's Articles of Association specifies that at every annual general meeting, one-third of the directors shall retire. If the number of directors is not a multiple of three, the number of directors closest to one-third shall retire. The directors retiring from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who has held office the longest shall retire. In this year, there are 3 directors who retire by rotation, namely: 1) Mr. Pramoth Sudjitporn 2) Mr. Lertchai Kanpai and 3) Mr. Thanwa Laohasiriwong. The Information of the nominated persons to be elected as directors is as appeared in Enclosure 3.

Board's Opinion : The Board recommends that the shareholders' meeting should elect 3 directors who retired by rotation, namely: 1) Mr. Pramoth Sudjitporn 2) Mr. Lertchai Kanpai and 3) Mr. Thanwa Laohasiriwong to be the Company's directors for another term.

Agenda No. 6 To approve the directors' remuneration

Facts and Rationale : The Board has considered and recommends that the remunerations for each Board of Directors' member and Audit Committee's member approved by the Annual General Shareholders' Meeting for the year 2016 were appropriated. It is thus proposed to the shareholders' meeting to approve the said remunerations at the current rate as follow:

Board of Directors would receive the monthly remuneration as follows:

The Chairman of Board of Directors	30,000 baht per month
Board of Directors' Member	20,000 baht per month

Audit Committee would receive the meeting allowance as follows:

The Chairman of Audit Committee	40,000 baht per time
Audit Committee's Member	30,000 baht per time

In this connection, any director being the Company's employee shall receive the directors' remuneration added on to his salary as employee with the effective since 1st May 2017.

Board's Opinion : The Board recommends that the shareholders' meeting should approve the Directors and Audit Committee's remunerations as proposed.

Agenda No. 7 To appoint the Auditors and determine the audit fee for the year 2017

Facts and Rationale : The Audit Committee has selected the auditors for the fiscal year 2017 and proposed to the Board in order to consider and propose to the shareholders' meeting to consider the appointment of the auditors and the determination of the audit fee for the fiscal year 2017, detailed as follows:

Ms. Nopanuch Apichatsatium CPA License No. 5266 and/or Mr. Notporn Punudom CPA License No. 3430 and/or Mr. Kajornkiat Aroonpairojku CPA License No. 3445, auditors from PricewaterhouseCoopers ABAS Ltd. for the year 2017 of which anyone of them is authorized to audit, review and express opinion for the Company's Financial Statements. In the event those auditors are unable to perform their duties, PricewaterhouseCoopers ABAS Ltd. is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place with the audit fee of the year 2017 in the amount of 2,680,000 baht. (Audit fee of the year 2016 is 2,160,000 baht)

In addition, if there are any tasks arising other than the audit tasks, shareholders' meeting should authorized the Board to determine the extraordinary expenses on case by case basis.

In this regard, the above proposed auditors shall have no conflict of interest or business relationship with the Company and/or Subsidiaries and/or Management and/or Major shareholders including their related persons, which would affect to the independence of their performing.

Board's Opinion : The Board recommends that shareholders' meeting should approve the Auditors and determine the audit fee for the year 2017 as proposed.

Agenda No. 8 To approve the elimination of accumulated loss by offsetting with the legal reserve fund and the shares premium

Facts and Rationale : According to the Company's consolidated and individual financial statements as of 31 December 2016, the Company had an accumulated loss of 1,122,011,111 baht and 1,173,650,546 baht, respectively. To offset the accumulated loss, Section 119 of the Public Company Act B.E. 2535 states that the company may transfer the legal reserve fund under Section 51 and shares premium under Section 116 of the Public Company Act B.E. 2535 or other reserve funds to compensate such loss. The compensation for such loss shall be deducted from other reserves prior to the deduction from the legal reserve fund under section 116 and the shares premium under section 51, respectively. The Board has considered and recommends that the shareholders' meeting should approve the elimination of accumulated loss by offsetting with the legal reserve fund in the amount of 31,600,000 baht and the shares premium in the amount of 796,833,756 baht.

Board's Opinion : The Board recommends that the shareholders' meeting should approve the elimination of accumulated loss by offsetting with the legal reserve fund and the shares premium as proposed.

Agenda No. 9 To approve the issuance and allotment of the Warrants to Purchase the Company's Ordinary Shares No. 1 (AS-W1)

Facts and Rationale : The Board's meeting No.1/2017 resolved to approve the issuance and allotment of Warrants to Purchase Newly-Issued Ordinary Shares No. 1 of Asiasoft Corporation Public Company Limited (AS-W1) ("AS-W1 Warrants") in the number of not exceeding 102,469,254 units to the Company's existing shareholders proportionately to their shareholding (at an offering price of 0.00 baht (zero baht)), at an offering ratio of 4 existing ordinary shares per 1 unit of warrants, whereby 1 unit of warrants can be exercised to purchase 1 ordinary share of the Company at an exercise price of 2 baht per share. The Preliminary Details of Warrants to Purchase Newly-Issued Ordinary Shares of Asiasoft Corporation Public Company Limited No. 1 (AS-W1) are as appeared in Enclosure 4. The Board also resolved to approve that the Executive Committee or a person authorized by the Executive Committee shall be authorized to determine the rules, conditions, and other details of the warrants including its allotment, 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 allotment of the 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.

Board's Opinion : The Board recommends that the shareholders' meeting should approve the issuance and allotment of the AS-W1 Warrant and the authorization as proposed.

Agenda No. 10 To approve the increase of the Company's registered capital

Facts and Rationale : In order to be reserved for the exercise of right under the AS-W1 Warrants, the Company has to increase the Company's registered capital in the amount of 102,469,254 baht by issuing increased capital ordinary shares in the number of 102,469,254 shares at a par value of 1 baht per share from the existing registered capital of 409,877,016 baht to 512,346,270 baht as appeared in Enclosure 5.

Board's Opinion : The Board recommends that the shareholders' meeting should approve the increase of the Company's registered capital.

Agenda No. 11 To approve the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital

Facts and Rationale : In order to be line with the increase of the Company's registered capital, the Board has considered and recommends that the shareholders should approve the amendment of Clause 4. of the Company's Memorandum of Association to be as follows:

"Clause 4. Registered Capital of	512,346,270 baht	(five hundred twelve million three hundred forty-six thousand two hundred and seventy baht)
divided into	512,346,270 shares	(five hundred twelve million three hundred forty-six thousand two hundred and seventy shares)
with a par value of	1 baht each	(one baht),

		categorized into :
ordinary shares in the number of	512,346,270 shares	(five hundred twelve million three hundred forty-six thousand two hundred and seventy shares)
preference share in the number of	- shares	(-)"

Board's Opinion : The Board recommends that the shareholders' meeting should approve the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital as proposed.

Agenda No. 12 To approve the allotment of the increased capital ordinary shares

Facts and Rationale : To be reserved for the exercise of right under the AS-W1 Warrants, the Company should allot the increased capital ordinary shares in the number of not exceeding 102,469,254 shares with a par value of 1 baht per share at the exercise price of 2 baht per share (subject to any adjustment pursuant to the adjustment events), and should authorize the Executive Committee or a person authorized by the Executive Committee to consider determining, amending and modifying the conditions and other details relating to the warrants, to execute the relevant documents and to undertake any act necessary for and relevant to the allotment of the increased capital ordinary shares including, but not limited to, the submission of the information and documents or evidence to the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Co., Ltd., the Ministry of Commerce or other relevant authorities, as well as the listing of the increased capital ordinary shares on the Stock Exchange of Thailand. The details of the increase of the Company's registered capital and the allotment of the increased capital ordinary shares are as appeared in Enclosure 5.

Board's Opinion : The Board recommends that the shareholders' meeting should approve the allotment of the increased capital ordinary shares as proposed.

Agenda No. 13 To consider other business (if any)

For consideration of the Shareholders, the Company has prepared the Background information and reasons of each of the above agenda, as appeared in Enclosure No. 6.

The Company shall determine the Record Date for attending the Annual General Meeting of Shareholders year 2017 on 16 March 2017 and set the Book Closing Date on which the shareholders are listed as specified in Section 225 of the Securities and Exchange Act on 17 March 2017.

You are invited to attend the meeting at the time, date and place mentioned above. Any shareholder wishes to attend the meeting by yourself, please show your identification card or identification card of government officer or driving license or passport (in case of foreigner) at the meeting venue.

Any shareholder wishes to appoint a proxy to attend the meeting and vote on your behalf at this meeting, please duly complete including affix THB 20 duty stamp to the attached proxy form (recommended the proxy form B.) and submit to the Chairman of the Meeting and/or the authorized person together with the below documents before the proxy attend the meeting.

- (1) In case the grantor is person: A copy of the grantor's identification card or identification card of government officer or driving license or passport (in case of foreigner) certified by the grantor.
- (2) In case the grantor is juristic person: 1) a copy of the grantor's certificate of incorporation issued within 30 days, and 2) a copy of the identification card or passport (in case of foreigner) of the authorized director(s) who sign(s) the proxy form, certified by the authorized person of such juristic person.

In case of any documents or evidence produced or executed outside of Thailand, such documents or evidences should be notarized by a notary public.

Any shareholder wishes to appoint the Independent Director of the Company as the proxy to attend the meeting and vote on your behalf at this meeting, please send the completed proxy form and verified documents to the below address at least 1 working day prior to the meeting date.

Company Secretary
Asiasoft Corporation Public Company Limited
No.9, UM Tower, Room 9/283-5, 28th Floor,
Ramkhamhaeng Road, Suanluang, Bangkok, 10250

The proxy has to show his/her identification card or identification card of government officer or driving license or passport (in case of foreigner) as verified documents.

Shareholder or the proxy shall register and submit requested documents for verification at the meeting venue since 12.30 p.m. onward.

Any shareholder who has limitation in reading Annual Report 2016 in CD-ROM format, please contact the Company Secretary or Investor Relations Office to receive the Annual Report 2016 in hard-copy.

Yours sincerely,



Mr. Pramoth Sudjitporn
Vice Chairman
As assigned by the Board of Directors

(Translation)

Asiasoft Corporation Public Company Limited
Minutes of the Extraordinary Annual General Meeting of Shareholders No.1/2016
Held on 11 November 2016 at 14.30 p.m.
At the Spacebar Room, No. 9, U.M. Tower, Room no. 9/283-5, 28th Floor, Ramkhamhaeng Road,
Suan Luang Subdistrict, Suan Luang District, Bangkok

Present Directors

1. Mr. Tan Tgow Lim	The Chairman of the Board
2. Mr. Pramoth Sudjitporn	Vice-President and Chairman of the Executive Board
3. Mr. Lertchai Kanpai	Director
4. Mr. Surasak Khaoroptham	Director
5. Mr. Chalermpong Jitkuntivong	Independent Director and Chairman of Audit Committee
6. Mrs. Monluedee Sookpantararat	Independent Director and Audit Committee
7. Mr. Thanwa Laohasiriwong	Independent Director and Audit Committee

Executive Directors

1. Mrs. Ratana Manomongkolkul	Deputy Managing Director and Company Secretary
2. Mr. Kittipong Prucksaroon	Deputy Managing Director
3. Ms. Siriratt Waisarayutt	Deputy Managing Director
4. Mr. Winai Vimukti	Deputy Managing Director
5. Ms. Yupin Chanmathikornkul	Director
6. Ms. Wansika Chuachatchai	Director

Independent Auditor of PricewaterhouseCoopers ABAS Ltd.

1. Ms. Nanmanat Manasakool	Senior Associate
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Legal Counsel of LS Horizon Limited

1. Mr. Kru Sukcharoen	Partner
2. Ms. Raya Pakakrong	Lawyer

Representative of Globlex Securities Co., Ltd.

1. Ms. Prathana Mekkiangkrai	Chief Operation Officer
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Preliminary Proceeding

Mrs. Ratana Manomongkolkul, the Company Secretary, stated to the meeting that the shareholders of the Company had attended the Meeting (in person and by proxy) to the number of 90 shareholders (Shareholders 53 persons with 178,849,192 shares and by proxy 37 persons with 30,087,859 shares, holding shares altogether a total of 208,937,051 shares at the rate of 67.97 percent of total issued shares of the Company in the amount of 307,407,762 shares.

Mr. Tan Tgow Lim was the Chairman of the Meeting. The Chairman stated that the shareholders of the Company had attended the Meeting and by proxy no less than 25 persons which were more than one-third of the total issued shares and that a quorum was thus constituted according to the Articles of Association. The Chairman declared the meeting open and assigned Mrs. Ratana Manomongkolkul, Company Secretary to manage the Meeting.

Mrs. Ratana Manomongkolkul declared the Meeting duly convened and introduced the following agenda :

Agenda 1 To consider and adopt the Minutes of the 2016

Mrs. Ratana Manomongkolkul stated to the Meeting that the shareholders of the Company had attended the Agenda 1 (in person and by proxy) to the number of 90 shareholder(s) (Shareholders 53 person(s) and by proxy 37 person(s)), holding shares altogether a total of 208,937,051 share(s) at the rate of 67.97 percent of total issued shares of the Company in the amount of 307,407,762 shares. Mrs. Ratana Manomongkolkul also announced the voting method that the voting in the Agenda 1 will use 1 share 1 vote system. If the shareholders cease to vote, disagree or disapprove, please write in the voting sheet and raise your hands. Then the staff would approach and had the vote recorded. If there is no hand raised, that means the shareholders agree or approve for the proposed matters.

Mrs. Ratana Manomongkolkul asked the Meeting to consider and adopt the Minutes of the 2016 held on 26 April 2016 as per the details of the minutes appeared attached to this invitation.

Mrs. Ratana Manomongkolkul provided for the shareholders to ask questions or give any suggestions. Before the voting, there are no any questions or suggestions.

Remark : There was a shareholder attended the meeting before the voting. Therefore, the shareholders of the Company had attended the Agenda 1 (in person and by proxy) to the number of 91 shareholder(s) (Shareholders 54 person(s) and by proxy 37 person(s)), holding shares altogether a total of 208,937,061 share(s) at the rate of 67.97 percent of total issued shares of the Company in the amount of 307,407,762 shares.

The Meeting considered and unanimously resolved as follows :

Resolved : THAT the minutes of the Annual General Shareholders' Meeting of the 2016 held on 26 April 2016 be adopted.

The vote was certified with a unanimous vote as follows :

- Approve	208,457,061	vote(s)	at the rate of 99.77%
- Disapprove	0	vote(s)	at the rate of 0%
- Abstention	480,000	vote(s)	at the rate of 0.23%
- Voided	0		

Remark : There was an observer from Thai Investors Association suggested that unless the voting result must be announced during the meeting, the voting result must be showed on the screen to the shareholders during the meeting. Thus

Mrs. Ratana Manomongkolkul declared the voting result of Agenda 1 once again during the consideration of Agenda 2.

Agenda 2 To consider and approve to increase registered capital of the Company for existing shareholders of the Company from 307,407,762 baht with paid-up capital of 307,407,762 baht to 409,877,016 baht by issuing not exceeding 102,469,254 new ordinary shares with par value of 1.00 baht per share to be used for the working capital of the Company and to allocate not exceeding 102,469,254 new ordinary shares to the existing shareholders of the Company in proportion of shareholding (Right Offering) at the ratio of 3 existing share to 1 new ordinary shares

Before voting, Mrs. Ratana Manomongkolkul informed the shareholders the information concerning Company's registered capital as well as the paid dividend of the Company in the past. Mr. Pramoth Sudjitporn, Vice-President and Chairman of the Executive Board, also added more information that at present, the main loss of the Company resulting from the impairment, both on the licensing game and the investment in the subsidiary companies. Therefore, in this year the Company has restructured the subsidiary companies both in Thailand and aboard to reduce the expenses and also increase the flexibility in doing businesses.

Mrs. Ratana Manomongkolkul stated to the Meeting that the shareholders of the Company had attended the Agenda 2 (in person and by proxy) to the number of 93 shareholder(s) (Shareholders 56 person(s) and by proxy 37 person(s)), holding shares altogether a total of 209,027,065 share(s) at the rate of 68.00 percent of total issued shares of the Company in the amount of 307,407,762 shares. Mrs. Ratana Manomongkolkul also announced the voting method that the voting in the Agenda 2 will use 1 share 1 vote system. If the shareholders cease to vote, disagree or disapprove, please write in the voting sheet and raise your hands. Then the staff would approach and had the vote recorded. If there is no hand raised, that means that the shareholders agree or approve for the proposed matters.

During the staff uploaded the voting result of Agenda 1 to the screen, Mr. Pramoth Sudjitporn provided the opportunity to the shareholders to ask questions or give any suggestions.

Khun Jinnapak Pornpiboon, a shareholder asked the Company about the causes and reasons of the financial loss, forecast turnover, trend of business profit, and the progress of the Company's restructuring. Mr. Pramoth Sudjitporn, Vice-President and Chairman of the Executive Board answered the questions that the main financial loss resulting from the impairments on game license fee and investment. Regarding restructuring, the Company has already done some parts e.g. 2 companies in Thailand are on liquidation process, one company in Malaysia on tax refund process before applying dissolution. Mr. Pramoth Sudjitporn also stated that the Company expected that after restructuring, the turnover of the Company will trend to go forward.

Khun Jinnapak Pornpiboon, a shareholder also asked about the purpose of increasing of registered capital. Mr. Pramoth Sudjitporn, Vice-President and Chairman of the Executive Board informed the shareholders that the Company does not have any special project to invest but only require for Company working capital.

Khun Kananut Yonhong, a shareholder asked about the criteria the Company use to make a decision concerning investment. He also gave the suggestion concerning dividend that in general, companies will pay dividend considering from Company profit and market rate, and will keep some profit for a future need. Thus the Company should not spend all of profits as the dividend return to shareholders. Mr. Pramoth Sudjitporn, Vice-President and Chairman of the Executive Board accepted the suggestion to consider. Mr. Pramoth Sudjitporn also answered the question regarding the criteria of investment that the Company has a working group to analyze, and evaluate the suitable cost and price, before obtain the approval from Board of Directors.

One of the shareholders asked about the criteria the Company use to select the games. Ms. Siriratt Waisarayutt, Deputy Managing Director explained that the Company considers the games from several criteria, such as, the well-known developers, past achievements, the success of the games aboard. Besides, the Company also has the group of Game Testers to evaluate the games.

For Agenda 2, Mrs. Ratana Manomongkolkul stated to the Meeting that the Board of Directors' Meeting No. 5/2559 held on 10 October 2016 resolved to approve the increase of the registered share capital from 307,407,762 baht with paid-up capital of 307,407,762 baht to 409,877,016 baht by issuing not exceeding 102,469,254 new ordinary shares with par value of 1.00 baht per share to be used for the working capital of the Company and to allocate not exceeding 102,469,254 new ordinary shares to the existing shareholders of the Company in proportion of shareholding at the ratio of 3 existing share to 1 new ordinary shares (the fraction share from calculation will be disregarded) at the offering price of 1 baht per share. The shareholders have the right to subscribe for the newly issued ordinary shares in excess of their entitlement per the ratio specified above (Oversubscription). The existing shareholders who subscribe for shares in excess of their entitlement will receive an allocation of such shares only when there are shares remaining after completed allocation to all of the existing shareholders who subscribe for shares under their entitlement. The rules on oversubscription of newly issued ordinary shares are as follows :

- In the event that the number of remaining newly issued ordinary shares is greater than the number of oversubscribed shares. The Company will allocate the newly issued ordinary shares to the existing shareholders who express their intention to oversubscribe for shares in excess of their entitlement and made the subscription payment for all newly issued ordinary shares as per the number of shares for which they have expressed their intention to oversubscribe (the fractions of shares shall be discarded).
- In the event that the number of remaining newly issued ordinary shares is less than the number of oversubscribed shares. (a) each shareholder who oversubscribes will receive an allocation in the proportion of his/her existing shareholding (the fractions of shares shall be discarded). The number of the newly issued ordinary shares to be allocated will not be more than the number of the newly issued ordinary shares subscribed for and for which subscription payment has been made by each shareholder. (b) in the event that there are the newly issued ordinary shares remaining after the allocation in (a), they shall be allocated to each subscriber who oversubscribes and has not received completed allocation as per the proportion of his/her existing shareholding (the fractions of shares shall be discarded). The number of the newly issued ordinary shares to be allocated will not be more than the number of the newly issued ordinary shares subscribed for and for which subscription payment has been made by each shareholder. The allocation of shares to the oversubscribers in accordance with the means in (b) shall be carried on until no share remains from the allocation.

The allocation of oversubscribed newly issued ordinary shares as per the details above in any case shall not enable any oversubscribing shareholders to hold the Company's shares in an increasing nature reaching or crossing the point where a tender offer must be made, as prescribed in the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re : Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers, or in violation of the foreign limit as specified in the Company's Articles of Association.

The existing shareholder names appear on the shareholders register book on 21 November 2016 and the gathering of the list of shareholders in accordance with Section 225 of the Stock Exchange and Securities Act B.E.2535 by closing the registration book on 22 November 2016 will be entitled to obtain the right to purchase the new Company's ordinary shares once the shareholders' meeting approves the increase of the registered capital of the Company. The subscription period for the purchase of the new ordinary shares is 8 - 15 December 2016.

For flexibility in the allocation and offering of new ordinary shares, the Chairman of the Board of Directors or the Managing Director and/or the person(s) who is authorized by the Chairman of the Board of Directors or the Managing Director shall be authorized by the shareholder to have the authority to determine the rules, procedures and conditions relating to the issuance and offering of the shares including to list the shares on the Stock Exchange of Thailand and to make the registration with the relevant authorities and to take all actions necessary to the share offering such as modification of the subscription period and share payment period, determination of the conditions and details in connection with the offering of the shares as

deemed appropriate and to do any other action which is necessary or appropriate for this allocation and offering of new ordinary shares, including the authority to correct wording or contents for minutes of shareholders' meeting or Memorandum of Association and/or the various actions necessary in compliance with the order of Registrar in relation to the registration of registered capital increase with the Department of Business Development, the Ministry of Commerce, as well as listing the increased shares in the Stock Exchange of Thailand and submission of information and documents to the Securities and Exchange Commission, the Stock Exchange of Thailand, the Ministry of Commerce or other relevant authorities by proposed the such matter to the shareholders meeting for its future consideration.

Mrs. Ratana Manomongkolkul provided for the shareholders to ask questions or give any suggestions. Before the voting, there are no any questions or suggestions.

The Meeting considered and unanimously resolved as follows :

Resolved : THAT approve the increase of the registered share capital from 307,407,762 baht with paid-up capital of 307,407,762 baht to 409,877,016 baht by issuing 102,469,254 new ordinary shares with par value of 1.00 baht per share to be used for the working capital of the Company and to allocate not exceeding 102,469,254 new ordinary shares to the existing shareholders of the Company in proportion of shareholding at the ratio of 3 existing share to 1 new ordinary shares (the fraction share from calculation will be disregarded) at the offering price of 1 baht per share. The shareholders have the right to subscribe for the newly issued ordinary shares in excess of their entitlement per the ratio specified above (Oversubscription). The Chairman of the Board of Directors or the Managing Director and/or the person(s) who is authorized by the Chairman of the Board of Directors or the Managing Director shall be authorized to do any actions by the Chairman's proposed.

The vote was certified with a unanimous vote as follows :

- Approve	208,547,065	vote(s)	at the rate of 99.77%
- Disapprove	0	vote(s)	at the rate of 0%
- Abstention	480,000	vote(s)	at the rate of 0.23%
- Voided	0		

Agenda 3 To consider and approve an amendment the Memorandum of Association of the Company, Clause 4 to be accordance with the increase of the registered capital

Mrs. Ratana Manomongkolkul stated to the meeting that subsequent to the approval of capital increased, in order to be in compliance with the law, the Meeting of Shareholders is required to consider and approve the amendment to Clause 4 of Memorandum of Association of the Company with respect to the registered capital to be in line with the increase of registered capital as follows :

“Clause 4 Registered Capital of	409,877,016 baht	(Four Hundred and Nine Million Eight Hundred Seventy Seven Thousand Sixteen baht)
Divided into	409,877,016 shares	(Four Hundred and Nine Million Eight Hundred Seventy Seven Thousand Sixteen shares)
With a par value of	1 baht	(One baht) each
	Categorized into :	
Ordinary shares	409,877,016 shares	(Four Hundred and Nine Million Eight Hundred Seventy Seven Thousand Sixteen shares)
Preference shares	- shares	(- shares)”

Mrs. Ratana Manomongkolkul provided for the shareholders to ask questions or give any suggestions. Before the voting, there are no any questions or suggestions.

The Meeting considered and unanimously resolved as follows :

Resolved : THAT approves an amendment the Memorandum of Association of the Company, Clause 4 to be accordance with the increase of the registered capital as proposed. The Chairman of the Board of Directors or the Managing Director and/or the person(s) who is authorized by the Chairman of the Board of Directors or the Managing Director shall be authorized to do any actions and/or signed in the relevant documents and to take all actions necessary to the amendment the Memorandum of Association of the Company with all the rights. The vote was certified with a unanimous vote as follows :

- Approve	208,547,065	vote(s)	at the rate of 99.77%
- Disapprove	0	vote(s)	at the rate of 0%
- Abstention	480,000	vote(s)	at the rate of 0.23%
- Voided	0		

Agenda 4 To consider any other business

Mrs. Ratana Manomongkolkul was provided for the shareholders to ask questions or give any suggestions for consideration.

As there was no question or suggestion, the Chairman thanked all of the shareholders for their time to attend the meeting. The meeting closed at 17.00 p.m.

.....
Mr. Tan Tgow Lim
Chairman of the Meeting

Certified true and correct

.....
(Mr. Pramoth Sudjitporn)
Director

.....
(Mr. Lertchai Kanpai)
Director

Annual Report 2016

Information of nominated persons to be elected as directors

Name	Mr. Pramoth Sudjitporn
Current Position in the Company	Vice Chairman
Type of Director Proposed to Elect	Director
Rule and Procedure of Recruitment	Previous Company's director and reconsider by the Board of Directors Meeting
Age	42
Educational Background	- Bachelor of Business Administration, Bangkok University
Training Course from Thai Institute of Directors (IOD)	- Director Accreditation Program (DAP 50/2006)
Work Experience	- Vice Chairman, Chairman of the Executive Committee : Asiasoft Corporation Public Company Limited - Director : A Capital Company Limited, Playpark Company Limited (Formerly Funbox Company Limited), Miryn Innovation Company Limited
Director/Executive in Other Business (Registered Company)	None
Director/Executive in Other Business (Not Registered Company)	3 companies : Director of A Capital Company Limited, Playpark Company Limited (Formerly Funbox Company Limited), and Miryn Innovation Company Limited
Director/Executive in Other Business which may has Conflict of Interest with Company's Interest	None
Shares in the Company (At 17 March 2017)	197,397,907 shares
Years of Being Director	9 years 11 months
Numbers of Attending the Board of Director's Meeting	5/5
Participation of Company's Management	Yes
Company's Professional Services	None
Company's Business Relationship	None

Information of nominated persons to be elected as directors

Name	Mr. Lertchai Kanpai
Current Position in the Company	Director
Type of Director Proposed to Elect	Director
Rule and Procedure of Recruitment	Previous Company's director and reconsider by the Board of Directors Meeting
Age	56
Educational Background	- Bachelor of Laws, Ramkhamhaeng University
Training Course from Thai Institute of Directors (IOD)	- Director Accreditation Program (DAP 51/2006)
Work Experience	- Director and Managing Director : Asiasoft Corporation Public Company Limited - Director : Asiasoft International Company Limited, and Playpark Company Limited (Formerly Funbox Company Limited)
Director/Executive in Other Business (Registered Company)	None
Director/Executive in Other Business (Not Registered Company)	2 companies : Director of Asiasoft International Company Limited, and Playpark Company Limited (Formerly Funbox Company Limited)
Director/Executive in Other Business which may has Conflict of Interest with Company's Interest	None
Shares in the Company (At 17 March 2017)	15,509,500 shares
Years of Being Director	9 years 11 months
Numbers of Attending the Board of Director's Meeting	5/5
Participation of Company's Management	Yes
Company's Professional Services	None
Company's Business Relationship	None

Information of nominated persons to be elected as directors

Name	Mr. Thanwa Laohasiriwong
Current Position in the Company	Director, Independent Director and Audit Committee Member
Type of Director Proposed to Elect	Director, Independent Director and Audit Committee Member
Rule and Procedure of Recruitment	Previous Company's director and reconsider by the Board of Directors Meeting
Age	51
Educational Background	- Bachelor Degree, Computer Engineering, King Mongkut Institute of Technology - Ladkrabang.
Training Course from Thai Institute of Directors (IOD)	- Director Certification Program (DCP 43/2004)
Work Experience	<p><u>Present</u></p> <ul style="list-style-type: none"> - Independent Director and Audit Committee Member, Asiasoft Corporation Public Company Limited - Chairman, Humanica Company Limited - Chairman of Audit Committee, Thai Plastic Bags Industries Company Limited - Director, TOT Public Company Limited - Independent and Audit Committee Member, Krung Thai Bank (Public) Company Limited <p><u>Former</u></p> <ul style="list-style-type: none"> - Chairman and Chairman of Audit Committee ASN Broker Public Company Limited - Independent Director and Member of Audit Committee, Easy Buy Public Company Limited - Director (Expert), Finance and Asset Committee, King Mongkut's Institute of Technology Ladkrabang. - Independent Director and Member of Audit Committee, Communication & System Solution Public Company Limited - Director, Prime Renewable Energy Company Limited - Director, F.A.S.T Solutions Company Limited - Managing Director, IBM Thailand Company Limited - Director, IBM Solution Delivery Company Limited
Director/Executive in Other Business (Registered Company)	2 companies : Independent and Audit Committee Member of Krung Thai Bank (Public) Company Limited; and Director of TOT Public Company Limited
Director/Executive in Other Business (Not Registered Company)	None
Director/Executive in Other Business which may has Conflict of Interest with Company's Interest	None
Shares in the Company (At 17 March 2017)	None

Years of Being Director	6 years 2 months
Numbers of Attending the Board of Director's Meeting	5/5
Numbers of Attending the Audit Committee Meeting	6/6
Participation of Company's Management	None
Company's Professional Services	None
Company's Business Relationship	None

(Translation)

**Preliminary Details of Warrants to Purchase Newly-Issued Ordinary Shares No. 1 of
Asiasoft Corporation Public Company Limited**

Issued and allocated to the existing shareholders proportionate to their respective shareholding (AS-W1)

Name	Warrants to Purchase Newly-Issued Ordinary Shares of Asiasoft Corporation Public Company Limited No. 1, the (AS-W1) (“AS-W1 Warrants”)
Type of Warrants	Name-registered and transferable certificate
Purpose of the Warrant Issuance	When the warrant holders exercise the AS-W1 Warrants to purchase newly issued shares in the future, the Company will be able to use the proceeds therefrom as its revolving capital.
Number of Warrants Issued	Not exceeding 102,469,254 units
Price per Unit	0 baht (zero baht)
Allocation Methods	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 book 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).
Allocation Ratio	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.
Exercise Ratio	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).
Exercise Price	2.00 baht per share (unless the exercise ratio is otherwise adjusted pursuant to the conditions for the adjustment of the rights)
Record Date	The allocation of the AS-W1 Warrants, allocated to the existing shareholders whose names are recorded in the share register book 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.

Terms of the AS-W1 Warrants	Three years from the issuance date of the AS-W1 Warrants
Issuance Date	To be advised by the Executive Committee and/or the assigned person by the Executive Committee.
Exercise Period	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 25th 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.
Period for Giving a Notices of Intention to Exercise the AS-W1 Warrants	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 15 days prior to the last exercise date.
Number of Ordinary Shares Reserved to Accommodate the Exercise of the AS-W1 Warrants	<p>Not exceeding 102,469,254 shares (at the par value of 1 baht per share), representing 25.00%* of the total 409,877,016 paid-up shares as at 27 February 2017, which is the date on which the Board of Directors' Meeting resolved 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% 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 style="text-align: center;">*Calculation method for the ratio of the issuable shares:</p> $\frac{\text{Number of shares reserved to accommodate the exercise of AS-W1 Warrants this time}}{\text{Total issued share of the Company}}$ $25.00\% = \frac{102,469,254}{409,877,016}$
Warrants Registrar	Thailand Securities Depository Company Limited or the person duly appointed to act as the registrar of AS-W1 Warrants.
Secondary Market for Warrants	The Company will list AS-W1 Warrants on the Stock Exchange of Thailand.
Secondary Market for the Ordinary Shares Issued upon Exercise of Warrants	The Stock Exchange of Thailand

Dilution Effect

1. Control Dilution

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%*.

*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)

Control Dilution

$$= \frac{\text{Number of shares reserved to accommodate the exercise of AS-W1 Warrants}}{\text{(The total issued shares of the Company + Number of shares reserved to accommodate the exercise of AS-W1 Warrants)}}$$

$$20.00\% = \frac{102,469,254}{(409,877,016 + 102,469,254)}$$

2. Price Dilution

$$\text{Price Dilution} = \frac{\text{(Market price before offering for sale - Market price after offering for sale)}}{\text{Market price before offering for sale}}$$

$$\text{Price Dilution} = (P_o - P_n) / P_o$$

P_o = 2.62 baht 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).

Q_o = 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.

Q_w = Number of new ordinary shares increase after the exercise of all AS-W1 Warrants, equivalent to 102,469,254 shares.

$$\begin{aligned} P_n &= (P_o Q_o) + (\text{Exercise price of AS-W1} \times Q_w) / (Q_o + Q_w) \\ &= (2.62 \times 409,877,016) + (2.00 \times 102,469,254) / (409,877,016 + 102,469,254) \\ &= 2.50 \text{ baht per share} \end{aligned}$$

$$\text{Price Dilution} = 2.62 - 2.50 / 2.62 = 4.58\%$$

	<p>3. Earnings Per Share Dilution</p> <p>If Warrant holders exercise all their rights totaling 102,469,254 units, the EPS dilution shall be decreasing 40%, based on net loss of the year 2016 with the amount of 307,407,762 shares prior to the capital increase at year end as shown in following formula:</p> $\text{EPS Dilution} = \frac{(\text{Loss per share before offering} - \text{Loss per share after offering})}{\text{Loss per share before offering}}$ <p> EPS Dilution = (EPS_o - EPS_n) / EPS_o EPS_o = Net Loss / Q_o = (216,680,325) / 307,407,762 = (0.70) EPS_n = Net Loss / (Q_o + Q_w) = (216,680,325) / (409,877,016 + 102,469,254) = (0.42) EPS Dilution = (0.70) – (0.42) / (0.70) = 40.00% </p>
<p>Irrevocability of the Notice of Intention to Exercise the Warrants</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>Conditions for the Adjustment of Rights</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"> (a) the change in the par value of the Company’s shares as a result of a combination or a splitting of shares; (b) the Company’s offer for sale of newly issued shares at a price below market price; (c) the Company’s offer for sale of convertible debentures or warrants at a price below market price; (d) the Company’s payment of dividend to shareholders, either wholly or partially, in the form of newly issued shares; (e) the Company’s payment of dividend in an amount exceeding the figure specified in the terms and conditions of warrants; and (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. <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>
<p>Effects on the Shareholders</p>	<ol style="list-style-type: none"> 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; 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.

Other Conditions	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.
Opinion of the Board of Directors	The Board of Directors have considered and given the opinion that the capital increase for accommodating the AS-W1 Warrants is appropriate. The issuance and offering shall not affect earnings or voting rights of shareholders in case all of shareholders have exercised all their rights. Further, the Company shall earn approximately 204,938,508 baht from all exercised warrants which shall be used for its revolving capital in the future. In this regard, the Company shall comply with the relevant criteria of the Stock Exchange of Thailand and the Securities and Exchange Commission.
Warranty of Directors	The Board of Directors certifies that the Board of Directors has performed its duty with honesty and has carefully preserved the benefit of the Company in relation to the increase of capital. However, in case that the performance of duty causes damage to the Company, the shareholders are entitled to file a lawsuit to claim for damages from such director on behalf of the Company as specified in section 85 of the Securities and Exchange Act B.E. 2535. Moreover, in case that such performance of duty causes a director or his/her related person to obtain undue benefit, the shareholders shall be entitled to file a lawsuit to claim for such benefit from such director on behalf of the Company as specified in section 89/18 of the Securities and Exchange Act B.E. 2535. The Company hereby certifies that the information contained in this report is accurate and complete in all respects.

(Translation)

Capital Increase Report Form
Asiasoft Corporation Public Company Limited
27 February 2017

We, Asiasoft Corporation Public Company Limited (“The Company”) having principal office located at 9, UM Tower, 28th Floor, Room 9/283-5, Ramkhamhaeng Road, Suanlaung, Bangkok, hereby report on the resolution of the Board of Directors’ Meeting No.1/2017, held on 27 February 2017, in respect of capital increase and share allotment as follows:

1. Capital Increase

In order to provide a reward to the shareholders, Board of Directors have a resolution to approve the increasing of the registered capital of the Company, from the existing registered capital of 409,877,016 baht to 512,346,270 baht of the Company by issuance of the newly issued share not exceed 102,469,254 shares at the par value of 1 baht per share, totaling 102,469,254 baht for the supporting the Warrants to Purchase Newly-Issued Ordinary Shares No. 1, (the “AS-W1 Warrants”). The terms of Warrants shall be 3 years from the issuance date of the AS-W1 Warrants, The warrant holders shall exercise the right on every 6 months, on every 25 June and 25 December, commencing on 25 December 2017. The details as follows:

Type of Capital Increase	Type of Shares	Number of Shares	Par Value (Baht/Share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of proceeds utilization	ordinary	not exceeding 102,469,254	1	not exceeding 102,469,254
<input type="checkbox"/> General mandate	-	-	-	-

2. Allocation of Newly Issued Shares

The Board of Directors’ Meeting resolved to approve the allocation of the not exceeding 102,469,254 ordinary shares, at the par value of 1 baht per share, totaling not exceeding 102,469,254 baht to accommodate the exercise of the AS-W1 Warrants, The details as follows:

2.1 Details of Allocation

Allocated to	Number of Shares	Ratio (Existing:New)	Sales Price (Baht per Unit)	Remark
To accommodate the exercise of the AS-W1 Warrants issued to the existing shareholders of the Company proportionate to their respective shareholding	not exceeding 102,469,254	4:1 (4 Issued Ordinary Shares per 1 AS-W1 Warrant)	Offering price 0 baht; Exercise Price 2 baht	Please refer to Remark

Remark:

The Executive Committee of the Company or any person designated by the Executive Committee of the Company is authorized to determine, amend and revise the conditions and other details in connection with the issuance and allocation of the AS-W1 Warrants, for example, the issuance date of the AS-W1 Warrants, the allocation of the AS-W1 Warrants etc., and to have a power to revise any conditions and other details in relation to the adjustment or change of exercise ratio and exercise price pursuant to the terms and conditions of warrants, as well as to execute the relevant documents and to take any action as deemed necessary and appropriate in connection with the issuance and allocation of the AS-W1

Warrants until completion, including, but not limited to, providing of information and filing evidence with the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Co., Ltd., the Ministry of Commerce or governmental or other competent authorities, including listing of the AS-W1 Warrants and ordinary shares issued from the exercise of the AS-W1 Warrants as listed securities on the Stock Exchange of Thailand.

2.2 Action to be taken by the Company when there are fractions of shares

Any fractions of ordinary shares issued from the exercise of the AS-W1 Warrants of each shareholder should be rounded down.

3. Schedule of the General Meeting of Shareholders to Approve the Capital Increase and the Allocation of Shares

The 2017 Annual General Meeting of Shareholders is scheduled to be held on 25 April 2017 at 14.00 p.m, at 9, UM Tower, Room no. 9/283-5, 28th Floor, Ramkhamhaeng Road, Suanlaung, Bangkok. The date for determining the names of the shareholders entitled to attend the meeting and the date for determining the names of shareholders entitled to be allocated the AS-W1 Warrants (Record Date) is 16 March 2017, and the date for gathering the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 by closing the share register book is 17 March 2017.

4. Application for Permission from the Relevant Governmental Authorities and Related Conditions concerning the Capital Increase

4.1 The Company shall apply for the registration of its capital increase and amendment of paid-up capital from the Department of Business Development, the Ministry of Commerce; and

4.2 The Company will obtain approvals from the Stock Exchange of Thailand to list the AS-W1 Warrants issued and allocated to the existing shareholders proportionate to their respective shareholding and the ordinary shares from the exercise of the rights under the AS-W1 Warrants to be the listed securities on the Stock Exchange of Thailand.

5. Objectives of the capital increase and plans for utilizing the proceeds received from the capital increase

When the warrant holders exercise the AS-W1 Warrants to purchase newly issued shares in the future, the Company will be able to use the proceeds therefrom as its revolving capital in the future.

6. Benefits which the Company will receive from the capital increase/share allotment

The Company will use the proceeds derived from the exercise of the AS-W1 Warrants as its revolving capital in its business operations which will increase the liquidity of the Company and will benefit the Company's operation and business in the future.

7. Benefits which the shareholders will receive from the capital increase/share allotment

7.1 Dividend policy

The Company has a policy of paying a dividend at the rate of not less than 30% of the net profits of the separated financial statements of the Company after corporate income tax and legal reserves and other conditions provided and approved by Board of Directors.

7.2 Shareholder's rights

The shareholders of the Company who receive the newly issued shares from the exercise of their AS-W1 Warrants will be entitled to a dividend payment from the Company's performance upon the Company's declaration of dividend payment as the existing shareholders of the Company in accordance with the abovementioned dividend policy as well as other rights of the shareholders such as right to participate in the shareholders' meeting and right to vote in the shareholders' meeting.

7.3 Others

-N/A-

8. Other details necessary for shareholders to approve the capital increase/share allotment

Please refer to the Preliminary Details of the AS-W1 Warrants attached hereto.

9. Schedule of actions upon the Board of Directors passing the resolution of the capital increase/share allotment

No.	Procedure	Date/Month/Year
1	Board of Directors' Meeting No. 1/2017	27 February 2017
2	The date for determining the names of the shareholders entitled to attend the 2017 Annual General Meeting and the date for determining the names of shareholders entitled to be allocated the AS-W1 Warrants of Shareholders (Record Date)	16 March 2017
3	The date for gathering the names of the shareholders under Section 225 of the Securities and Exchange Act B.E. 2535	17 March 2017
4	The 2017 Annual General Meeting of Shareholders	25 April 2017
5	Registration of the resolution of capital increase and amendment of the Company's Memorandum of Association with the Ministry of Commerce	Within 14 days from the date of the resolution of the shareholders' meeting

The Company hereby certifies that the information contained in this report is true and complete in all respects.

.....
(Mr. Pramoth Sudjitporn)
Director

.....
(Mr. Lertchai Kanpai)
Director

**Background Information and Reasons of the Agenda
for Shareholders' Consideration**

Agenda No. 1 To adopt the Minutes of the Shareholders' Extraordinary General Meeting of 1/2016

Background Information and Reasons

The Company has prepared the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2016 held on 11 November 2016 for the shareholders' meeting to adopt the said Minutes. The copy of the said Minutes is as appeared in Enclosure 1.

Board's Opinion

The Board is of the opinion that the Minutes of the Shareholders' Extraordinary General Meeting of 1/2016, held on 11 November 2016, was correctly and properly recorded and recommends that the shareholders' meeting should adopt such Minutes.

Resolution

This Agenda must be approved by a majority vote of the shareholders who attend and vote at the Meeting.

Agenda No. 2 To acknowledge the Company's operating results for the year 2016

Background Information and Reasons

The Company has prepared the report on the business operating results of the Company for the year 2016 and other important information appear in the Annual Report as appeared in Enclosure 2.

Board's Opinion

The Board recommends that the shareholders' meeting should acknowledge the Company's operating results for the Year 2016.

Resolution

This Agenda is for acknowledgment and thus requires no resolution.

Agenda No. 3 To approve the Statements of Financial Position and the Profit and Loss Statements for the year 2016

Background Information and Reasons

The Company has prepared the Statement of Financial Position and the Profit and Loss Statements for the fiscal year ended 31 December 2016, which were audited by the Audit Committee and the Company's auditors as an unqualified report. The Annual Report is as appeared in Enclosure 2.

Board's Opinion

The Board recommends that the shareholders' meeting should approve the Statements of Financial Position and the Profit and Loss Statements for the year 2016.

Resolution

This Agenda must be approved by a majority vote of the shareholders who attend and vote at the Meeting.

Agenda No. 4 To approve no annual dividend payment for the year 2016

Background Information and Reasons

Pursuant to the law, the Company is required to appropriate at least 5% of its annual net profit less accumulated loss (if any) as reserve fund until reserve fund reaches not less than 10% of the registered capital.

According to the resolution of the Board of Directors of Asiasoft Corporation Public Company Limited No.1/2017 held on 27th February 2017 regarding the dividend payment policy, it was specified that “In general, if Asiasoft Group has no funding requirement for additional investment or business expansion and has sufficient cash flow, Asiasoft Group has a policy to pay dividend to shareholders of the Company and its subsidiaries of at least 30% of net profit of each company (according to each company’s financial statements) after deducting corporate income tax, legal reserves and other necessary reserves. The first dividend payment shall be paid as an interim dividend and the second dividend payment shall be paid as an annual dividend. Nevertheless, this dividend payment rate may be changed depending on the necessity and appropriateness, given that this change must provide the highest benefit to the shareholders. A resolution of the Company’s Board of Directors regarding the dividend payment must be proposed to the shareholders’ meeting for approval, except for an interim dividend payment, which the Board of Directors may approve and then report to the next shareholders’ meeting.”

The comparison among the dividend payment for the previous year is as follows:

Details of dividend payment	Year 2015 (Past Year)		Year 2016 (Proposed)	
1. Net Profit (Baht)	(661,435,927)		(213,188,626)	
2. Number of Shares (Shares)	307,407,762	307,407,762	409,877,016	409,877,016
3. Dividend Payment Per Share (Baht/Share)	0 (year dividend)	0 (interim dividend)	0 (year dividend - waiting for approval)	0 (interim dividend - waiting for approval)
	0		0	
4. Total Dividend Payment (Baht)	0	0	0	0

Board’s Opinion

The Board recommends that the shareholders’ meeting should approve no annual dividend payment for the year 2016.

Resolution

This Agenda must be approved by a majority vote of the shareholders who attend and vote at the Meeting.

Agenda No. 5 To elect directors to replace those who retired by rotation

Background Information and Reasons

Article 15 of the Company’s Articles of Association specifies that at every annual general meeting, one-third of the directors shall retire. If the number of directors is not a multiple of three, the number of directors closest to one-third shall retire. The directors retiring from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who has held office the longest shall retire. In this year, there are 3 directors who retire by rotation, namely:

- | | |
|-----------------------------|-------------------------------------|
| 1. Mr. Pramoth Sudjitporn | Director |
| 2. Mr. Lertchai Kanpai | Director |
| 3. Mr. Thanwa Laohasiriwong | Director and Audit Committee Member |

The information of the nominated persons to be elected as directors is as appeared in Enclosure 3.

Independent Director

means a director who is not involving in Executives, company staff, Executive Director or authorized signatory director, and be independent from major shareholders, Executives and related parties. In addition, Independent Directors are able to consider equitable treatment to shareholders. The qualifications of the Independent Directors are as follows:

1. Holding shares not exceeding one percent of the total number of shares with voting rights of the Company, its parent companies, subsidiary companies, associated companies, major shareholders or controlling persons of the Company, including shares held by related persons of such independent director;
2. Neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the Company, its parent companies, subsidiary companies, associated companies, same-level subsidiary companies, major shareholders or controlling persons of the Company, unless the foregoing status has ended for not less than two years. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder, or controlling person of the Company;
3. Not being a person related by blood or legal registration as father, mother, spouse, sibling and child, including spouse of child, of other directors, executives, major shareholders, controlling persons, or persons to be nominated as director, executive or controlling person of the Company or its subsidiary companies;
4. Neither having nor used to have a business relationship with the Company, its parent companies, subsidiary companies, associated companies, major shareholders, or controlling persons of the Company, in the manner which may interfere with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent companies, subsidiary companies, associated companies, major shareholders or controlling persons of the Company, unless the foregoing relationship has ended for not less than two years.

The term business relationship under the first paragraph shall include any normal business transaction, rental or lease of immovable properties, transactions relating to assets or services or granting or receipt of financial assistance through receiving or granting loans, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or his counterparty being subject to indebtedness payable to the other party in the amount of at least three percent or more of the net tangible assets of the Company or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions *mutatis mutandis*. The consideration of such indebtedness shall include the indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences;

5. Neither being nor used to be an auditor of the Company, its parent companies, subsidiary companies, associated companies, major shareholders or controlling persons of the Company, and not being a significant shareholder, controlling person, or partner of an auditing firm which employs auditors of the Company, its parent companies, subsidiary companies, associated companies, major shareholders or controlling persons of the Company, unless the foregoing relationship has ended for not less than two years;
6. Neither being nor used to be a provider of any professional services, including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, its parent companies, subsidiary companies, associated companies, major shareholders or controlling persons of the Company, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended for not less than two years;
7. Not being a director appointed as a representative of directors of the Company, major shareholders, or shareholders who are related to the major shareholders;

8. Not undertaking any business in the same nature and in competition to the business of the Company or its subsidiary companies, or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one percent of the total number of shares with voting rights of other companies which undertake business in the same nature and in competition to the business of the Company or its subsidiary companies;
9. Not having any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.

After being appointed as independent directors with the qualifications stated in Item 1. to Item 9., the independent directors may be assigned by the Board of Directors to take part in the business decision of the Company, its parent companies, subsidiary companies, associated companies, same-level subsidiary companies, major shareholders, or controlling persons of the Company, whereby such decision shall be in the form of collective decision.

In the case where the person appointed by the Company as an independent director has or used to have a business relationship or provide professional services exceeding the value specified under Item 4. or Item 6., the Company may be granted an exemption from such prohibition only if the Company has provided the opinion of the Company's Board of Directors indicating that, by taking into account the provision in Section 89/7 of the Securities and Exchange Act B.E. 2535 (1992) (as amended B.E. 2551 (2008)), the appointment of such person does not affect the performance of duties and expression of independent opinions. The following information shall be disclosed in the notice calling the shareholders' meeting under the agenda for the appointment of independent directors:

- a. The business relationship or professional service which makes such person's qualifications not in compliance with the prescribed rules;
- b. The reason and necessity for maintaining or appointing such person as an independent director;
- c. The opinion of the Company's Board of Directors for proposing the appointment of such person as an independent director.

For the purpose of Item 5. and Item 6., the term "partner" shall mean a person assigned by an auditing firm or a provider of professional services to sign on the audit report or the professional service report (as the case may be) on behalf of such juristic person.

Board's Opinion

The Company's director appointment procedure does not proceed through the nominating committee because the Company does not yet appoint the nominating committee.

However, the Board, after considering the potential person by taking into account the education, experience and expertise as well as the qualification as required by the Public Company Act B.E.2535 and other related laws, recommends that the shareholders' meeting should elect 3 directors who retired by rotation, namely: 1) Mr. Pramoth Sudjitporn 2) Mr. Lertchai Kanpai and 3) Mr. Thanwa Laohasiriwong having the suitable qualifications to be the Company's directors for another term.

Resolution

This Agenda must be approved by a majority vote of the shareholders who attend and vote at the Meeting, in accordance with the following rules and procedures.

1. One shareholder shall have one vote for each share;
2. Each shareholder shall exercise the votes he has under 1. to appoint director(s) on an individual basis;
3. Persons receiving the most votes are those who are elected to be directors, in descending order, to the number of directors who are to be elected. If there is a tie in the last to be elected and this exceeds the said number of directors, the presiding chairman shall have an additional casting vote.

Agenda No. 6 To approve the directors' remuneration

Background Information and Reasons

According to the law, directors have the rights to receive remuneration from the Company in accordance with the resolution of the shareholders' meeting. The Annual General Meeting of Shareholders year 2016 approved the directors' remuneration based on each position, detailed as follows:

Board of Directors received the monthly remuneration as follows:

The Chairman of Board of Directors	30,000 baht per month
Board of Directors Member	20,000 baht per month

Audit Committee received the meeting allowance as follows:

The Chairman of Audit Committee	40,000 baht per time
Audit Committee Member	30,000 baht per time

In this connection, any director being the Company's employee shall receive the directors' remuneration added on to his salary as employee.

This remuneration was not considered by Company Remuneration Committee because the Company does not yet set up Remuneration Committee. However, the Board of Directors Meeting has discretion on this matter by comparing the director's remuneration with other company's director remuneration in the same business and together with business growth.

The Board has considered and recommends that the remunerations for each Board of Directors' member and Audit Committee's member approved by the Annual General Shareholders' Meeting for the year 2016 were appropriated. It is thus proposed to the shareholders' meeting to approve the said remunerations at the current rate with the effective since 1st May 2017.

Board's Opinion

The Board recommends that the shareholders' meeting should approve the Directors and Audit Committee's remunerations as proposed.

Resolution

This Agenda must be approved by not less than two-thirds of all votes of the shareholders who attend at the Meeting.

Agenda No. 7 To appoint Auditors and determine the audit fee for the year 2017

Background Information and Reasons

The Audit Committee has selected the auditors for the fiscal year 2017 and proposed to the Board in order to consider and propose to the shareholders' meeting to consider the appointment of the auditors and the determination of the audit fee for the fiscal year 2017, detailed as follows:

Ms. Nopanuch Apichatsatun CPA License No. 5266 and/or Mr. Notporn Punudom CPA License No. 3430 and/or Mr. Kajornkiat Aroonpairojkun CPA License No. 3445, auditors from PricewaterhouseCoopers ABAS Ltd. for the year 2017 of which anyone of them is authorized to audit, review and express opinion for the Company's Financial Statements. In the event those auditors are unable to perform their duties, PricewaterhouseCoopers ABAS Ltd. is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place with the audit fee of the year 2017 in the amount of 2,680,000 baht. (Audit fee of the year 2016 is 2,160,000 baht)

In addition, if there are any tasks arising other than the audit tasks, shareholders' meeting should authorized the Board to determine the extraordinary expenses on case by case basis.

In this regard, the above proposed auditors shall have no conflict of interest or business relationship with the Company and/or Subsidiaries and/or Management and/or Major shareholders including their related persons, which would affect to the independence of their performing.

Board's Opinion

The Board recommends that shareholders' meeting should approve the Auditors and determine the audit fee for the year 2017 as proposed.

Resolution

This Agenda must be approved by a majority vote of the shareholders who attend and vote at the Meeting.

Agenda No. 8 To approve the elimination of accumulated loss by offsetting with the legal reserve fund and the shares premium

Background Information and Reasons

According to the Company's consolidated and individual financial statements as of 31 December 2016, the Company had an accumulated loss of 1,122,011,111 baht and 1,173,650,546 baht, respectively. To offset the accumulated loss, Section 119 of the Public Company Act B.E. 2535 states that the company may transfer the legal reserve fund under Section 51 and shares premium under Section 116 of the Public Company Act B.E. 2535 or other reserve funds to compensate such loss. The compensation for such loss shall be deducted from other reserves prior to the deduction from the legal reserve fund under section 116 and the shares premium under section 51, respectively. The Board has considered and recommends that the shareholders' meeting should approve the elimination of accumulated loss by offsetting with the legal reserve fund in the amount of 31,600,000 baht and the shares premium in the amount of 796,833,756 baht.

Board's Opinion

The Board recommends that the shareholders' meeting should approve the elimination of accumulated loss by offsetting with the legal reserve fund and the shares premium as proposed.

Resolution

This Agenda must be approved by a majority vote of the shareholders who attend and vote at the Meeting

Agenda No. 9 To approve the issuance and allotment of the Warrants to Purchase the Company's Ordinary Shares No. 1 (AS-W1)

Background Information and Reasons

The Board's meeting No.1/2017 resolved to approve the issuance and allotment of Warrants to Purchase Newly-Issued Ordinary Shares No. 1 of Asiasoft Corporation Public Company Limited (AS-W1) ("AS-W1 Warrants") in the number of not exceeding 102,469,254 units to the Company's existing shareholders proportionately to their shareholding (at an offering price of 0.00 baht (zero baht)), at an offering ratio of 4 existing ordinary shares per 1 unit of warrants, whereby 1 unit of warrants can be exercised to purchase 1 ordinary share of the Company at an exercise price of 2 baht per share. The Preliminary Details of Warrants to Purchase Newly-Issued Ordinary Shares of Asiasoft Corporation Public Company Limited No. 1 (AS-W1) are as appeared in Enclosure 4. The Board also resolved to approve that the Executive Committee or a person authorized by the Executive Committee shall be authorized to determine the rules, conditions, and other details of the warrants including its allotment, 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 allotment of the 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.

Board's Opinion

The Board recommends that the shareholders' meeting should approve the issuance and allotment of the AS-W1 Warrant and the authorization as proposed.

Resolution

This Agenda must be approved by not less than three-fourths of all votes of the shareholders who attend and have the rights to vote at the Meeting.

Agenda No. 10 To approve the increase of the Company's registered capital

Background Information and Reasons

In order to be reserved for the exercise of right under the AS-W1 Warrants, the Company has to increase the Company's registered capital in the amount of 102,469,254 baht by issuing increased capital ordinary shares in the number of 102,469,254 shares at a par value of 1 baht per share from the existing registered capital of 409,877,016 baht to 512,346,270 baht as appeared in Enclosure 5.

Board's Opinion

The Board recommends that the shareholders' meeting should approve the increase of the Company's registered capital.

Resolution

This Agenda must be approved by not less than three-fourths of all votes of the shareholders who attend and have the rights to vote at the Meeting.

Agenda No. 11 To approve the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital

Background Information and Reasons

In order to be in line with the increase of the Company's registered capital, the Board has considered and recommends that the shareholders should approve the amendment of Clause 4. of the Company's Memorandum of Association to be as follows:

“Clause 4.	Registered Capital of	512,346,270 baht	(five hundred twelve million three hundred forty-six thousand two hundred and seventy baht)
	divided into	512,346,270 shares	(five hundred twelve million three hundred forty-six thousand two hundred and seventy shares)
	with a par value of	1 baht each	(one baht),
		categorized into:	
	ordinary shares	512,346,270 shares	(five hundred twelve million three hundred forty-six thousand two hundred and seventy shares)
	in the number of		
	preference share	- shares	(-)”
	in the number of		

Board's Opinion

The Board recommends that the shareholders' meeting should approve the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital as proposed.

Resolution

This Agenda must be approved by not less than three-fourths of all votes of the shareholders who attend and have the rights to vote at the Meeting.

Agenda No. 12 To approve the allotment of the increased capital ordinary shares

Background Information and Reasons

To be reserved for the exercise of right under the AS-W1 Warrants, the Company should allot the increased capital ordinary shares in the number of not exceeding 102,469,254 shares with a par value of 1 baht per share at the exercise price of 2 baht per share (subject to any adjustment pursuant to the adjustment events), and should authorize the Executive Committee or a person authorized by the Executive Committee to consider determining, amending and modifying the conditions and other details relating to the warrants, to execute the relevant documents and to undertake any act necessary for and relevant to the allotment of the increased capital ordinary shares including, but not limited to, the submission of the information and documents or evidence to the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Co., Ltd., the Ministry of Commerce or other relevant authorities, as well as the listing of the increased capital ordinary shares on the Stock Exchange of Thailand. The details of the increase of the Company's registered capital and the allotment of the increased capital ordinary shares are as appeared in Enclosure 5.

Board's Opinion

The Board recommends that the shareholders' meeting should approve the allotment of the increased capital ordinary shares as proposed

Resolution

This Agenda must be approved by a majority vote of the shareholders who attend and vote at the Meeting.

Agenda No. 13 To consider other business (if any)

This Agenda is for any shareholder who has any queries and/or for the Board of Directors to explain any queries (if any). Hence, no business will be proposed to the Meeting to consider and approve, and there will be no vote in this Agenda.

**Articles of Association of the Company
Relating to the Shareholders' Meeting**

Shareholder Meetings

Article 27

The Board of Directors shall arrange for an annual ordinary general meeting of shareholders within period of 4 months following the end of Company's fiscal year.

Except for the above-stated meeting of shareholder, other meetings of shareholders shall be recognized as extraordinary general meeting of shareholders. The Board of Directors may call extraordinary general meetings as it deems necessary or when shareholders holding shares totaling not less than one-fifth the Company's paid-up shares or not less than 25 shareholders holding shares totaling not less than one-tenth of the Company's paid-up shares unify to make a request in writing requesting the Board of Director to summon an extraordinary meeting at any period, but the reason for calling a meeting must be clearly stated in such written request. In such case, the Board of Director shall arrange for the meeting of shareholders to be held within one month from the date of receipt of such request from the shareholders.

Article 28

In summoning a shareholders' meeting, the Board of Directors shall issue meeting notice specifying the venue, date, time agenda of the meeting and the subject matter to be submitted to the meeting with related information with clear objective for each agenda whether for acknowledgement, approval or consideration plus the Board's opinion. Such notice shall be sent to shareholders and registrar at least 7 days prior to the meeting and promulgated in daily newspaper for three consecutive days at least 3 days prior to the meeting.

The shareholders' meeting may be held at the location where the Company's head office is situated or other province in territory as specified by the Board of Director.

Article 29

At the meeting of shareholders, the shareholder may appoint any other person who is present and voting on his behalf. The proxy form must be dated and signed by the principal and according to the form as prescribed by the Registrar.

The proxy form must be submitted to the board chairman or other person designated by the board chairman at the meeting place before the proxy attending the meeting.

Article 30

The shareholder meeting must be attended by shareholder and by proxies (if any) not less than twenty-five persons and have an aggregate number of shares not less than one-third of all paid-up shares or attended the meeting by shareholder and by proxies not less than a half of total number of shareholders and have an aggregate number of shares not less than one-third of all paid-up shares to constitute a quorum.

If one hour has elapsed after the appointed time of the meeting but the shareholders attending the meeting do not constitute a quorum, the meeting shall be called off in case the meeting was summoned upon the requisition of the shareholders. If the meeting was not summoned by the shareholders not less than 7 days before the date fixed for the meeting, the meeting shall proceed even if it does not constitute a quorum.

The chairman of the Board of Directors shall be the chairman of the shareholder meetings. In case the chairman of the Board of Directors does not present at the meeting or unable to perform his duty, and if there is a vice-chairman, the vice-chairman present at the meeting shall be the chairman of the meeting. In case there is not a vice-chairman or the vice-chairman is unable to perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Article 31

In casting votes, one share shall be entitled to one vote. A resolution of the shareholder meeting shall be supported by the following votes:

- (1) In an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a cast vote.
- (2) In the following events, a vote of not less than three-fourth of the total number of votes of shareholders who attend the meeting and have the right to vote:
 - (A) The sale or transfer of the entire or important parts of the business of the Company to other persons.
 - (B) The purchase or acceptance of transfer of the business of other companies or private companies by the Company.
 - (C) The making, amending or terminating of contracts with respect to the granting of a lease of the entire or important parts of the business of the Company, the assignment of the management of the business of the Company to any other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing.
 - (D) Amendment of the memorandum of association or articles of association.
 - (E) Increase or reduction of the capital of the Company or issuance of debentures of the Company.
 - (F) Amalgamation or liquidation of the Company.

Article 32

Transactions to be conducted at the annual general meeting shall at least consist of the following:

- (1) Considering the Board of Directors' report proposed to the meeting for the result of the Company's operation during the preceding year.
- (2) Considering and approving the balance sheets, and profit and loss statement of the preceding fiscal year.
- (3) Considering the appropriation of profits, distribution of dividend and the appropriation of reserve fund.
- (4) Considering the election of new directors in place of those who must retire on the expiration of their terms and fixing his/her remuneration of directors.
- (5) Considering the appointment of auditor and fixing his/her remuneration of auditing.
- (6) Other business.

Proxy Forms

The Company facilitates shareholder who wishes to appoint a proxy to attend and vote at the meeting on your behalf for the Annual General Meeting of Shareholders year 2017 by attached the 3 proxy forms as hereunder;

1. Proxy Form A.
General form
2. Proxy Form B.
Proxy form containing specific details
3. Proxy Form C.
For foreign shareholders who have custodians in Thailand only

Please execute **only one** proxy form from the above three forms.

หนังสือมอบฉันทะ แบบ ก.
PROXY (Form A.)
(แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)
(General Form)

อากรแสตมป์
20 บาท
Affix 20 Bath
Duty Stamp

ท้ายประกาศกรมพัฒนาธุรกิจการค้าเรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

เขียนที่.....
Written at

วันที่.....เดือน.....พ.ศ.....
Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....
I/We Nationality

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
Reside at Road Subdistrict

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท เอเชียซอฟท์ คอร์ปอเรชั่น จำกัด (มหาชน)
Being a shareholder of Asiasoft Corporation Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
Holding altogether shares, and can cast votes equalling votes, as follows:

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Ordinary shares shares, which can cast votes equalling votes

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Preferred shares shares, which can cast votes equalling votes

(3) ขอมอบฉันทะให้
Hereby appoint

(1)อายุ.....ปี อยู่บ้านเลขที่.....
age years, resides at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Subdistrict District

จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code or

(2)อายุ.....ปี อยู่บ้านเลขที่.....
age years, resides at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Subdistrict District

จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code or



(3)อายุ.....ปี อยูบ้านเลขที่.....
age years, resides at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Subdistrict District

จังหวัด.....รหัสไปรษณีย์.....
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญ
ผู้ถือหุ้นประจำปี 2560 ในวันที่ 25 เมษายน 2560 เวลา 14.00 น. ณ 9 อาคารยู.เอ็ม. ทาวเวอร์ ห้องเลขที่ 9/283-5 ชั้น 28 ถนน
รามคำแหง แขวงสวนหลวง เขตสวนหลวง กรุงเทพมหานคร 10250 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders Year 2017 on
25 April 2017, at 2.00 p.m. At 9, UM Tower, No. 9/283-5, 28th Floor, Ramkhamhaeng Road, Suanluang, Bangkok, 10250 or on such other date and
at such other place as may be adjourned or changed.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy in the said meeting shall be deemed as having been carried out by myself/ourselves.

ลงชื่อ/Signed ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ

ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถ
แบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting, and may not split the number of
shares to several proxies for splitting votes.



หนังสือมอบฉันทะ แบบ ข.

PROXY (Form B.)

(แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

(Proxy Form containing specific details)

ท้ายประกาศกรมพัฒนาธุรกิจการค้าเรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

อากรแสตมป์
20 บาท
Affix 20 Bath
Duty Stamp

เขียนที่.....
Written at

วันที่.....เดือน.....พ.ศ.....
Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....
I/We Nationality

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
Reside at Road Subdistrict

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
District Province Postal Code

เป็นผู้ถือหุ้นของบริษัท เอเชียซอฟท์ คอร์ปอเรชั่น จำกัด (มหาชน)
Being a shareholder of Asiasoft Corporation Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
holding altogether shares, and can cast votes equalling votes, as follows:

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Ordinary shares shares, which can cast votes equalling votes

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Preferred shares shares, which can cast votes equalling votes

(2) ขอมอบฉันทะให้
Hereby appoint

(1)อายุ.....ปี อยู่บ้านเลขที่.....
age years, resides at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Subdistrict District

จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code or

(2)อายุ.....ปี อยู่บ้านเลขที่.....
age years, resides at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Subdistrict District

จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code or



(3)อายุ.....ปี อยู่บ้านเลขที่.....
age years, resides at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Subdistrict District

จังหวัด.....รหัสไปรษณีย์.....
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2560 ในวันที่ 25 เมษายน 2560 เวลา 14.00 น. ณ 9 อาคารยู.เอ็ม. ทาวเวอร์ ห้องเลขที่ 9/283-5 ชั้น 28 ถนนรามคำแหง แขวงสวนหลวง เขตสวนหลวง กรุงเทพมหานคร 10250 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders Year 2017 on 25 April 2017, at 2.00 p.m. At 9, UM Tower, No. 9/283-5, 28th Floor, Ramkhamhaeng Road, Suanluang, Bangkok, 10250 or on such other date and at such other place as may be adjourned or changed.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/we hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

- วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2559
Agenda No. 1 Re : To adopt the minutes of the Extraordinary General Meeting of Shareholders of 1/2016
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 2 เรื่อง รับทราบรายงานผลการดำเนินงานของบริษัท ประจำปี 2559
Agenda No. 2 Re : To acknowledge the Company's operating results for the year 2016
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 3 เรื่อง พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จ สำหรับรอบระยะเวลาบัญชี ประจำปี 2559
Agenda No. 3 Re : To approve the Statements of Financial Position and the Statements of Comprehensive Income for the year 2016
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain



- วาระที่ 4 เรื่อง พิจารณานุมัติงดการจ่ายเงินปันผลประจำปี 2559
Agenda No. 4 Re : To approve no annual dividend payment for the year 2016
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 5 เรื่อง พิจารณาเลือกตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ
Agenda No. 5 Re : To elect directors to replace those who retired by rotation
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 6 เรื่อง พิจารณานุมัติค่าตอบแทนกรรมการ
Agenda No. 6 Re : To approve the directors' remuneration
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 7 เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชี ประจำปี 2560
Agenda No. 7 Re : To appoint the Auditors and determine the audit fee for the year 2017
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 8 เรื่อง พิจารณานุมัติการล้างขาดทุนสะสมด้วยเงินสำรองตามกฎหมายและส่วนเกินมูลค่าหุ้น
Agenda No. 8 Re : To approve the elimination of accumulated loss by offsetting with the legal reserve fund and the shares premium
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain



- วาระที่ 9 เรื่อง พิจารณานุมัติการออกและจัดสรรใบสำคัญแสดงสิทธิในการซื้อหุ้นแก่ผู้ถือหุ้นเดิมของบริษัท ตามลำดับส่วนการถือหุ้น

Agenda No. 9 Re : To approve the issuance and allotment of the Warrants to Purchase the Company's Ordinary Shares No. 1 (AS-W1)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- วาระที่ 10 เรื่อง พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท

Agenda No. 10 Re : To approve the increase of the Company's registered capital

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- วาระที่ 11 เรื่อง พิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท

Agenda No. 11 Re : To approve the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- วาระที่ 12 เรื่อง พิจารณานุมัติการจัดสรรหุ้นเพิ่มทุนจดทะเบียนของบริษัท

Agenda No. 12 Re : To approve the allotment of the increased capital ordinary shares

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain



วาระที่ 13 เรื่อง พิจารณาเรื่องอื่น ๆ (ถ้ามี)
Agenda No. 13 Re : To consider other business (if any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows:

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

(4) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.

(5) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case, I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy in the said meeting except in case that the proxy does not vote as I specifies in the proxy form shall be deemed as having been carried out by myself/ourselves.

ลงชื่อ/Signed ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)



หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.

2. วาระการเลือกตั้งกรรมการ สามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
For Agenda appointing directors, the whole nominated candidates or individual nominee can be appointed.

3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้รับมอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there is any further agenda apart from specified above brought into consideration in the Meeting, the proxy holder may use the Allonge of Proxy Form B. as attached.



ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Allonge of Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท
The appointment of proxy by the shareholder of

เอเชียซอฟท์ คอร์ปอเรชั่น จำกัด (มหาชน)
Asiasoft Corporation Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2560 ในวันที่ 25 เมษายน 2560 เวลา 14.00 น. ณ 9 อาคาร ยู.เอ็ม. ทาวเวอร์
ห้องเลขที่ 9/283-5 ชั้น 28 ถนนรามคำแหง แขวงสวนหลวง เขตสวนหลวง กรุงเทพมหานคร 10250 หรือที่จะพึงเลื่อนไป
ในวัน เวลา และสถานที่อื่นด้วย

At the Annual General Meeting of Shareholders Year 2017 on 25th April 2017, at 2.00 p.m. at 9, UM Tower, Ramkhamhaeng Road,
Suanluang, Bangkok 10250 or on such other date and at such other place as may be adjourned or changed.

วาระที่.....เรื่อง.....

Agenda No. Re :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่.....เรื่อง.....

Agenda No. Re :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่.....เรื่อง.....

Agenda No. Re :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|



- วาระที่ 5 เรื่อง เลือกตั้งกรรมการ (ต่อ)
Agenda No. Re : To elect directors

ชื่อกรรมการ: นายปราโมทย์ สุดจิตพร
Director's name: Mr. Pramoth Sudjitporn

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ: นายเลิศชาย กันภัย
Director's name: Mr. Lertchai Kanpai

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ: นายธันวา เลหาศิริวงศ์
Director's name: Mr. Thanwa Laohasiriwong

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ:
Director's name:

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อแบบหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ
I/We hereby certify that the content contained in the allonge of proxy form is completely correct and true in all respects.

ลงลายมือชื่อ/Signed ผู้มอบฉันทะ/Grantor
(.....)
วันที่/Date/...../.....

ลงลายมือชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)
วันที่/Date/...../.....



หนังสือมอบฉันทะ แบบ ค.

PROXY (Form C.)

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian)

ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

(For foreign shareholders who have custodian in Thailand only)

ท้ายประกาศกรมพัฒนาธุรกิจการค้าเรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

อากรแสตมป์
20 บาท
Affix 20 Bath
Duty Stamp

เขียนที่.....
Written at

วันที่.....เดือน.....พ.ศ.....
Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....
I/We Nationality

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
Reside at Road Subdistrict

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
District Province Postal Code

เป็นผู้ถือหุ้นของบริษัท เอเชียซอฟท์ คอร์ปอเรชั่น จำกัด (มหาชน)
Being a shareholder of Asiasoft Corporation Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
holding altogether shares, and can cast votes equalling votes, as follows:

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Ordinary shares shares, which can cast votes equalling votes

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Preferred shares shares, which can cast votes equalling votes

(2) ขอมอบฉันทะให้
Hereby appoint

(1)อายุ.....ปี อยู่บ้านเลขที่.....
age years, resides at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Subdistrict District

จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code or

(2)อายุ.....ปี อยู่บ้านเลขที่.....
age years, resides at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Subdistrict District

จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code or



(3)อายุ.....ปี อยูบ้านเลขที่.....
age years, resides at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Subdistrict District

จังหวัด.....รหัสไปรษณีย์.....
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญ
ผู้ถือหุ้นประจำปี 2560 ในวันที่ 25 เมษายน 2560 เวลา 14.00 น. ณ 9 อาคารยู.เอ็ม. ทาวเวอร์ ห้องเลขที่ 9/283-5 ชั้น 28 ถนน
รามคำแหง แขวงสวนหลวง เขตสวนหลวง กรุงเทพมหานคร 10250 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders Year 2017 on
25 April 2017, at 2.00 p.m. At 9, UM Tower, No. 9/283-5, 28th Floor, Ramkhamhaeng Road, Suanluang, Bangkok, 10250 or on such other date and
at such other place as may be adjourned or changed.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี ดังนี้
I/we hereby authorize the proxy to attend and vote on my/our behalf at this meeting as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้
Authorize the proxy the total amount of shareholding and having the right to vote

มอบฉันทะบางส่วน คือ
Authorize the proxy partial shares of

หุ้นสามัญ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง
Ordinary shares shares, and having the right to vote votes

หุ้นบุริมสิทธิ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง
Preferred shares shares, and having the right to vote votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/we hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2559
Agenda No. 1 Re : To adopt the minutes of the Extraordinary General Meeting of Shareholders of 1/2016

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 2 เรื่อง รับทราบรายงานผลการดำเนินงานของบริษัท ประจำปี 2559
Agenda No. 2 Re : To acknowledge the Company's operating results for the year 2016

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain



- วาระที่ 3 เรื่อง พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จ สำหรับรอบระยะเวลาบัญชีประจำปี 2559

Agenda No. 3 Re : To approve the Statements of Financial Position and the Statements of Comprehensive Income for the year 2016

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

- วาระที่ 4 เรื่อง พิจารณานุมัติงดการจ่ายเงินปันผลประจำปี 2559

Agenda No. 4 Re : To approve no annual dividend payment for the year 2016

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

- วาระที่ 5 เรื่อง พิจารณาเลือกตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ

Agenda No. 5 Re : To elect directors to replace those who retired by rotation

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

- วาระที่ 6 เรื่อง พิจารณานุมัติค่าตอบแทนกรรมการ

Agenda No. 6 Re : To approve the directors' remuneration

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

- วาระที่ 7 เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชี ประจำปี 2560

Agenda No. 7 Re : To appoint the Auditors and determine the audit fee for the year 2017

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|



- วาระที่ 8 เรื่อง พิจารณานุมัติการล้างขาดทุนสะสมด้วยเงินสำรองตามกฎหมายและส่วนเกินมูลค่าหุ้น
Agenda No. 8 Re : To approve the elimination of accumulated loss by offsetting with the legal reserve fund and the shares premium

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- วาระที่ 9 เรื่อง พิจารณานุมัติการออกและจัดสรรใบสำคัญแสดงสิทธิในการซื้อหุ้นแก่ผู้ถือหุ้นเดิมของบริษัท
ตามลำดับส่วนการถือหุ้น
Agenda No. 9 Re : To approve the issuance and allotment of the Warrants to Purchase the Company's Ordinary Shares No. 1 (AS-W1)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- วาระที่ 10 เรื่อง พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท
Agenda No. 10 Re : To approve the increase of the Company's registered capital

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- วาระที่ 11 เรื่อง พิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท
Agenda No. 11 Re : To approve the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain



- วาระที่ 12 เรื่อง พิจารณานุมัติการจัดสรรหุ้นเพิ่มทุนจดทะเบียนของบริษัท
Agenda No. 12 Re : To approve the allotment of the increased capital ordinary shares

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- วาระที่ 13 เรื่อง พิจารณาเรื่องอื่น ๆ (ถ้ามี)
Agenda No. 13 Re : To consider other business (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
In case, I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy in the said meeting except in case that the proxy does not vote as I specifies in the proxy form shall be deemed as having been carried out by myself/ourselves.

ลงชื่อ/Signed ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)



ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้ คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

Only foreign shareholders whose name appears in the registration book who have custodian in Thailand can use the Proxy Form C.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

- (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)

Evidences to be enclosed with the proxy form are :

- (1) Power of Attorney from shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder.
- (2) Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.

3. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.

4. วาระการเลือกตั้งกรรมการ สามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
For Agenda appointing directors, the whole nominated candidates or individual nominee can be appointed.

5. ในกรณีที่มามีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้รับมอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

In case there is any further agenda apart from specified above brought into consideration in the Meeting, the proxy holder may use the Allonge of Proxy Form C. as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Allonge of Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท

เอเชียซอฟท์ คอร์ปอเรชั่น จำกัด (มหาชน)

The appointment of proxy by the shareholder of

Asiasoft Corporation Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2560 ในวันที่ 25 เมษายน 2560 เวลา 14.00 น. ณ 9 อาคาร ยู.เอ็ม. ทาวเวอร์
ห้องเลขที่ 9/283-5 ชั้น 28 ถนนรามคำแหง แขวงสวนหลวง เขตสวนหลวง กรุงเทพมหานคร 10250 หรือที่จะพึงเลื่อนไป
ในวัน เวลา และสถานที่อื่นด้วย

At the Annual General Meeting of Shareholders Year 2017 on 25th April 2017, at 2.00 p.m. at 9 UM Tower, Ramkhamhaeng Road,
Suanluang, Bangkok 10250 or on such other date and at such other place as may be adjourned or changed.

วาระที่.....เรื่อง.....

Agenda No. Re :

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows:

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

วาระที่.....เรื่อง.....

Agenda No. Re :

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows:

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

วาระที่.....เรื่อง.....

Agenda No. Re :

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows:

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain



วาระที่ 5 เรื่อง เลือกตั้งกรรมการ (ต่อ)

Agenda No. 5 Re : To elect directors

ชื่อกรรมการ: นายปราโมทย์ สุดจิตพร

Director's name: Mr. Pramoth Sudjitporn

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ: นายเลิศชาย กันภัย

Director's name: Mr. Lertchai Kanpai

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ: นายธันวา เลหาศิริวงศ์

Director's name: Mr. Thanwa Laohasiriwong

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ:

Director's name:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อแบบหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We hereby certify that the content contained in the allonge of proxy form is completely correct and true in all respects.

ลงลายมือชื่อ/Signed ผู้มอบฉันทะ/Grantor

(.....)

วันที่/Date...../...../.....

ลงลายมือชื่อ/Signed ผู้รับมอบฉันทะ/Proxy

(.....)

วันที่/Date...../...../.....



**Information of Independent Director Nominated Persons to be Proxy
in Annual General Meeting of Shareholders Year 2017**

Name	Mr. Chalermphong Jitkuntivong
Current Position in the Company	Chairman of the Audit Committee
Age	56
Address	9, UM Tower, Room no.9/283-5, 28 th floor, Ramkhamhaeng Road, Suanluang Subdistrict, Suanluang District, Bangkok, 10250
Educational Background	<ul style="list-style-type: none"> - Master of Law, Cornell University, USA - Barrister-at-law, Thai Bar Association - Bachelor of Law (honors), Chulalongkorn University - Graduate Diploma in Business law, Thammasat University
Training Course from Thai Institute of Directors (IOD)	<ul style="list-style-type: none"> - Director Accreditation Program (DAP 53/2006) - Understanding the Fundamental of Financial Statements (UFS 9/2007)
Work Experience	<ul style="list-style-type: none"> - 2006 - present : Director, Independent Director and Chairman of the Audit Committee of Asiasoft Corporation Public Company Limited - 1987 - present : Associate Domnern Somgiat & Boonma Law Office Limited
Shares in the Company (As of 17 March 2017)	407,600 shares or 0.099% of paid-up capital
Interest in Proposed Agenda in Annual General Meeting 2017	None

Asiasoft Corporation Public Company Limited Map

Asiasoft Corporation Public Company Limited.

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