

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

We, Asiasoft Corporation Public Company Limited (“**The Company**”) having principal office located at 9 UM Tower, 28 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 February 27, 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 Baht 409,877,016 to Baht 512,346,270 of the Company by issuance of the newly issued share not exceed 102,469,254 shares at the par value of Baht 1 per share, totaling Baht 102,469,254. 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 Baht 1 per share, totaling not exceeding Baht 102,469,254 to accommodate the exercise of Warrants to Purchase Newly-Issued Ordinary Shares No. 1, (the “**AS-W1 Warrants**”), and accommodate the rights adjustment pursuant to the Terms and Conditions, and Rights of the Issuers and Holders of the Warrants to Purchase Ordinary Shares. The details as follows:

2.1 Details of Allocation

Allocated to	Number of shares	Ratio (Existing : New)	Sales Price (Baht per unit)	Remarks

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1. 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	-0-	Please refer to Remarks 1
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Remarks:

1. 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 28th Floor, UM Tower 9 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

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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 received 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 percent 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 Summary of Key Features 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

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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.

Signature: Authorized Director

(Mr. Pramote Sudjitporn)

Director

Signature: Authorized Director

(Mr. Lertchai Kanpai)

Director