

(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, Tumbol Suan Luang, Amphor Suan Luang, Bangkok**

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**Present Directors**

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|----------------------------------|--|
| 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**

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|--------------------------------|--|
| 1. Mrs. Ratana Manomongkolkul  | Deputy Managing Director and Company Secretary |
| 2. Mr. Kittipong Prucksa-aroon | 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 Pricewaterhouse Coopers ABAS Ltd.**

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

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

**Representative of Globlex Securities Co., Ltd.**

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|------------------------------|-------------------------|
| 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 Baht 307,407,762 with paid up capital of Baht 307,407,762 to Baht 409,877,016 by issuing not exceeding 102,469,254 new ordinary shares with par value of Baht 1.00 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 abroad 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 Baht 307,407,762 with paid up capital of Baht 307,407,762 to Baht 409,877,016 by issuing not exceeding 102,469,254 new ordinary shares with par value of Baht 1.00 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 Baht 1/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 Baht 307,407,762 with paid up capital of Baht 307,407,762 to Baht 409,877,016 by issuing 102,469,254 new ordinary shares with par value of Baht 1.00 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 Baht 1/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 Baht 409,877,016		(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 Baht	1	(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.

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

Certified true and correct

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(Mr.Pramoth Sudjitporn)      (Mr. Lertchai Kanpai)  
Director                              Director

