

Background information and reasons of the agenda for shareholders' consideration

Agenda No. 1 To adopt the Minutes of the Annual General Meeting of Shareholders Year 2021

Background Information and Reasons

The Company has prepared the Minutes of the **Annual General Meeting of Shareholders Year 2021** held on April 23rd, 2021 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 **Annual General Meeting of Shareholders Year 2021** held on April 23rd, 2021, 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 2021

Background Information and Reasons

The Company has prepared the report on the business operating results of the Company for the year 2021 and other important information appear in the Annual Report in a form of QR code 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 2021.

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 2021

Background Information and Reasons

The Company has prepared the Statement of Financial Position and the Profit and Loss Statements for the fiscal year ended December 31st, 2021, which were audited by the Audit Committee and the Company's auditors as an unqualified report. The Annual Report is as appeared in a form of QR code 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 2021.

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 the net profit appropriation and dividend payment for the year 2021

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.

The Company has a policy to pay dividend to shareholders at least 50 percent of net profit of each company (according to each company's financial statements) after deducting corporate income tax, legal reserves and other necessary reserves on a half basis. The 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 Shareholder Meeting for approval, except for an interim dividend payment, which the Board of Directors may approve and then report to the next Shareholder Meeting.

The resolution of the Board of Directors of Asiasoft Corporation Public Company Limited No.1/2022 held on February 25th, 2022 approved to pay dividend because the company has net profit for the year 2021 in the amount of 420,258,446 baht and setting aside at 19,468,663 baht for legal reserve, and for dividend payment to the shareholders at 0.7 baht per share, totaling 306,822,869.90 baht, representing 76.5 percent of the net profit of each company. (According to the company financial statements) after deducted corporate income tax, legal reserves and other necessary reserves are in line with the Company's dividend policy. Dividends are withholding tax at the rate stipulated by law, in which the Board of Directors had already approved the interim dividend payment to the shareholders on September 10, 2021 at 0.4 baht per share for a total of 169,900,889.60 baht, therefore, there will be additional dividend remaining for the shareholders at 0.30 baht per share, totaling 136,921,980.30 baht. The specified the name list of shareholders who are eligible to receive dividends (Record Date) on March 14th, 2022 and the dividend payment to shareholders on May 9th, 2022. A resolution of the Company's Board of Directors regarding the dividend payment must be proposed to the shareholders' meeting for approval.

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

Details of dividend payment	Year 2020		Year 2021 (Proposed)	
1. Net Profit /loss (Baht) – Separate Financial Statements	135,012,457		420,258,446	
2. Number of Shares (Shares)	414,485,404	414,485,404	456,406,601	424,752,224
3. Dividend Payment Per Share (Baht/Share)	0.30 (year dividend)	0 (interim dividend)	0.30 (year dividend - waiting for approval)	0.40 (interim dividend)
	0.30		0.70	
4. Total Dividend Payment (Baht)	124,345,621.20	0	136,921,980.30	169,900,889.60
	124,345,621.20		306,822,869.90	

Board's Opinion

The Board recommends that the shareholders' meeting should approve dividend payment for the year 2021 due to the Company has appropriate retained earnings.

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 2 directors who retire by rotation, namely:

- 1) Mr. Kittipong Prucksa-aroon Director, and Managing Director and;
- 2) Pol.Col. Yanaphon Youngyuen Independent Director and Audit Committee

The Company provides opportunities for the shareholders the rights to propose qualified candidate to be nominated as the Company's director by announcing the criteria of such proposal during 1 December 2021 to 31 January 2022 through SET news release and the Company's website. There was no proposal of directorship to the Company.

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

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, excluding the Director considered having conflict of interest in this matter, had considered by educational background, competencies and business experience. They must also be qualified under the Public Limited Companies Act, B.E. 2535, Notification of the SEC and other relevant laws, including the Company's Articles of Association and good corporate governance principle. The Board recommends that the shareholders' meeting should elect 2 directors who retired by rotation, namely: 1) Mr. Kittipong Prucksa-aroon and 2) Pol.Col. Yanaphon Youngyuen to be the Company's directors for another term. Pol.Col. Yanaphon Youngyuen is qualified in accordance with the Company's definition of Independent Director, and able to raise opinion independently according to the related rules, regulations and good corporate governance principle.

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 Article 16 of the Articles of Association of the Company, a director shall have a right to receive remuneration from the Company in the form of rewards, meeting allowances, gratuity, bonus, or otherwise as permitted hereby or approved by the shareholders' meeting, which may be determined in specific amounts or regulated by the standards and prescribed from time to time or coming into effect until amendments are made. In other cases, a director shall receive other allowances and fringe benefits according to the Company's regulations.

The Board has considered the directors' remuneration with the consideration of various factors and the good corporate governance principle on the following matters: the Company's performance of the year 2021, the economic situation relating to the current business, the Board of Directors' obligations and responsibilities and comparable to rates of other companies in the same grade or operating in the same line of business. The Board recommends to proposal the Shareholders' Meeting to consider and approve the remunerations for each Board of Directors' member and Audit Committee's member as follow:

1) Monetary

Monthly Remuneration	Year 2022 (proposal)	Year 2021
Board of Director	Baht / Person	Baht / Person
• Chairman • Director	35,000 25,000	33,000 22,000
Meeting Allowance	Year 2022 (proposal)	Year 2021
Audit Committee	Baht / Person / Attendance	Baht / Person / Attendance
• Chairman of the Audit Committee • Audit Committee	50,000 35,000	44,000 33,000

2) Other Remuneration : None

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 May 1st, 2022.

Board's Opinion

The Board recommends that the shareholders' meeting should approve the Directors and Audit Committee's remunerations year 2021 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 the Auditors and determine the audit fee for the year 2022

Background Information and Reasons

In compliance with the Public Limited Company Act B.E. 2535 which specify that the Shareholders' Meeting shall appoint the auditor and fix the auditor's remuneration annually. In appointing the auditor, the former auditor may be re-appointed. According to the Notification of the Capital Market Supervisory Board No. Tor Chor.75/2561 regarding rules, conditions and procedures for disclosure of information about the financial position and results of operations of the issuing Company, requiring the issuing the Company shall arrange for rotation of the auditor. In the event of any act and auditors express an opinion on the financial statements of the Company for the past seven fiscal years, whether consecutive or not. The Company will appoint such auditor as the Company's auditor after the period at least five consecutive fiscal years.

The Audit Committee had considered that the performance of auditors from Mazars Limited are appropriate due to its reputable auditing quality and standard and good business knowledge of the Company, leading to rapid, flexible and efficient auditing performance. The Audit Committee has selected the auditors for the fiscal year 2022 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 2022, detailed as follows:

- 1) Names of Auditors and the Company : To appoint any of the Mazars Limited's auditors to be the Company's auditor for the Year 2022 as namely:

Mr. Sompop Pholprasarn CPA License No. 6941 and/or
Ms. Wannawat Hemachayart CPA License No. 7049 and/or

In this regard, the auditors according to the proposed list have served as the Company's auditors for a period of 4 years. Anyone of Auditor 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, Mazars Limited 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.

- 2) Annual Remuneration Fee for the year 2022: the annual fee of Baht 3,150,000. (Audit fee of the year 2021 is 3,100,000 baht)
- 3) Relation with the Company: Auditors proposed to audit the Company has no relationship nor conflict of interest with the Company, its subsidiaries, executives, major shareholders or their related persons of such. The said auditor is accordingly independent to audit and comment the Company's financial statements.
- 4) Services to Other Companies: Mazars will audit and certify the financial statements of the year 2022 of the Company's subsidiaries, joint ventures and its affiliates totaling of 4 companies.

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.

Board's Opinion

The Board recommends that shareholders' meeting should approve the Auditors and determine the audit fee for the year 2022 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 allocation of warrants to purchase the ordinary shares of Asiasoft Corporation Public Company Limited issued to board of directors, management, and employees of the Company and subsidiary No. 1 (AS-WB) to Board and employees who receive the warrants exceed 5% of the issued warrants.

Background Information and Reasons

Whereas, the Meeting that as the Annual General Meeting of shareholders 2020, on 23 April, 2020 approved to increase the register capital Baht 10,246,925 by issuing Warrants to Purchase the Ordinary Shares of Asiasoft Corporation Public Company Limited Issued to Board of Directors, Management, and Employees of the Company and Subsidiary No. 1 (AS-WB), from the registered capital Baht 256,173,135 with paid up capital of Baht 204,938,508 to be the registered capital Baht 266,420,060 with paid up capital of Baht 204,938,508 by issuing warrants 20,493,850 shares with par value of Baht 0.50 per share, and consider to allocate 20,493,850 warrants to Board of directors, managements and employees of the Company and subsidiaries the preliminary details as follows:

Name of Securities: AS-WB

Number of Warrants Issued and Offered for Sale: not exceeding 20,493,850 Units

Number of Ordinary Shares Reserved for the Exercise of Rights under the Warrants: 20,493,850 shares with a par value of Baht 0.50 per share (representing 5 percent of the total issued shares of the Company)

Offering Method: Offered to board of directors, management, and employees of the Company and subsidiary

Offering Price: 0 Baht per unit (zero Baht)

Term of Warrants: 3 years from the Issuance Date

Issuance Date: shall be specified by the board of directors after get approval from shareholders and all proceedings of reduction of capital have been finished

Exercise Price: Baht 0.86 (not less than 90% of the average price 15 days before shareholders meeting)

Criteria and Conditions for the allocation of the Warrants

- being the Board of directors on the date the Company issues the Warrants
- being the Managements and Employees of the Company and/or its subsidiaries, holding the position from manager or the equivalent and having been working with the Company and/or its subsidiaries for a period of no less than one year from the date of the Shareholders Meeting approving the issuance and offering the Warrants
- in the case of Employees at a level lower than managerial level, or the equivalent, The Executive Committee of the Company will individually select the Employees who are eligible to receive the Warrants.

The Company also seek for the shareholders to approve that 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 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-WB Warrants until completion. The designation and authorization shall not conflict with the Notification of the Capital Market Supervisory Board No. Tor. Jor. 32/2551 Re: Offering Newlyissued Shares to the Directors or Employees dated 15 December 2008.

The details of issuing Warrants as appeared in Preliminary Details of the Warrants to Purchase the Ordinary Shares of Asiasoft Corporation Public Company Limited Issued to Board of Directors, Management, and Employees of the Company and Subsidiary No. 1 (AS-WB), Enclosure 8.

After the Annual General Meeting of shareholders 2020 approved to increase the register capital and issued warrant AS-WB. The Company has registered for the capital increase by issuing warrants AS-WB and proceeded to allocated warrants AS-WB to the Management, and Employees of the Company and Subsidiary with a summary of the exercise details until September 23, 2021 as follows:

Number of exercised warrants (units)	Number of unexercised warrants (units)	Number of shares derived from exercised warrants (shares)	Number of remaining shares reserved (shares)
11,774,913	8,718,937	11,774,913	8,718,937

The number of exercised warrants 11,774,913 units, totaling of 11,774,913 shares. The Company has already completed registration paid up capital with the Department of Business Development, Ministry of Commerce.

According to Section 13 of the Notification of the Capital Market Supervisory Board No.Tor Jor.32/2551 Re: Offer for Sale of Newly-issued Securities to Directors or Employees, specify that, in the case of the allocation to the a director, regardless of the number of securities, or to an employee which results in more than five percent of the proportion of the total securities offered for sale prior to the allocation of the convertible securities, the company shall hold a shareholders' meeting to obtain a resolution approving the allocation of the convertible securities to the directors or employees to whom they will be allocated.

The Board recommends to proposal the Shareholders' Meeting to consider and approve the allocation of warrants to purchase the ordinary shares of Asiasoft Corporation Public Company Limited issued to board of directors, management, and employees of the Company and subsidiary No. 1 (AS-WB) to Board and employees who receive the warrants exceed 5% of the issued warrants as details;

Name	Position	Total number of warrants allocated (units)	Percentage% of the total number of warrants issued
Mr. Pramoth Sudjitporn	Chairman	1,101,735	5.38%
Mr. Ung Chek Wai Gerry	Chief Financial Officer	1,101,734	5.38%
Mr. Quach Dong Quang	Chief Executive Officer of Online Game Group (Playpark)	1,101,734	5.38%

Board's Opinion

The Board recommends that the shareholders' meeting should approve the allocation of warrants to purchase the ordinary shares of Asiasoft Corporation Public Company Limited issued to board of directors, management, and employees of the Company and subsidiary No. 1 (AS-WB) exceed 5% of the issued warrants to Mr. Pramoth Sudjitporn, Mr. Ung Chek Wai Gerry and Mr. Quach Dong Quang.

Resolution

This Agenda must be approved by not less than third-fourth of all votes of the shareholders who attend 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 approve the allocation of warrants to purchase the ordinary shares of Asiasoft Corporation Public Company Limited issued to board of directors, management, and employees of the Company and subsidiary No. 1 (AS-WB) exceed 5% of the issued warrants to name list above on an individual basis;
3. No more than 10% of the total number votes held by shareholders who are presented at the meeting and entitled to vote, object the issue and offer for sale of warrants aforesaid.

Agenda No. 9 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.