

21st March 2022

Subject: Notice of the Annual General Meeting of Shareholders year 2022

To: Shareholders

Enclosure:

1. Copy of Minutes of the Annual General Meeting of Shareholders year 2021
2. Annual Report 2021
3. Information of the nominated persons to be elected as directors and Definition of Independent Director
4. Background information and reasons of the agenda for shareholders' consideration
5. Articles of Association of the Company relating to the shareholders' meeting
6. Information of the Independent Director who represent to be a proxy in the Annual General Meeting of Shareholders year 2022
7. Proxy Forms
8. 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)
9. Verification and Procedure for Attending the 2022 Annual General Meeting of Shareholders via Electronic Means (E-AGM)
10. User Manual e-Shareholder Meeting System
11. Privacy Notice for Annual General Meeting 2022

The Board of Directors of Asiasoft Corporation Public Company Limited (the "Company") resolved to hold the Annual General Meeting of Shareholders year 2022 on 22nd April 2022 at 2.00 p.m., by arrange the shareholders' meeting via electronic means (E-AGM) under the Emergency Decree on Electronic Meeting B.E. 2563 (2020) and related regulations.

In order to enhance the good corporate governance regarding the rights and equitable treatment of shareholders, the Company provides opportunities for the shareholders the rights to propose matter to be included as an agenda ahead of the meeting and qualified candidate to be nominated as the Company's director by announcing the criteria of such proposal on the Company's website during 1 December 2021 to 31 January 2022.

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. Therefore, the Board of Directors sets forth the following agenda items for consideration and approval

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

Facts and Rationale: 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 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.

Agenda No. 2 To acknowledge the Company's operating results for the Year 2021

Facts and Rationale: 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 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.

Agenda No. 3 To approve the Statements of Financial Position and the Profit and Loss Statements for the year 2021

Facts and Rationale: 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 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.

Agenda No. 4 To approve the net profit appropriation and dividend payment for the year 2021

Facts and Rationale: 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.

Board's Opinion: The Board recommends that the shareholders' meeting should approve annual dividend payment for the year 2021.

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 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.

Agenda No. 6 To approve the directors' remuneration

Facts and Rationale: 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	35,000	33,000
• Director	25,000	22,000
Meeting Allowance	Year 2022 (proposal)	Year 2021
Audit Committee	Baht / Person / Attendance	Baht / Person / Attendance
• Chairman of the Audit Committee	50,000	44,000
• Audit Committee	35,000	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 2022 as proposed.

Agenda No. 7 To appoint the Auditors and determine the audit fee for the year 2022

Facts and Rationale: 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.

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.

Facts and Rationale: The Annual General Meeting of shareholders 2020, on 23 April, 2020 approved to issuance 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) in the amount of 20,493,850 shares with a par value of 0.50 baht per share as directors is as appeared in Enclosure 8.

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.

Agenda No. 9 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. 4. Any shareholder who has limitation in reading Annual Report 2021 in QR Code format, please contact the Company Secretary or Investor Relations Office to receive the Annual Report 2021 in hard-copy.

The Company shall determine the Record Date for attending the Annual General Meeting of Shareholders year 2022 on March 14th, 2022. The Company is aware and concerned about the health and safety of all attendees in the ongoing COVID-19 pandemic situation. Therefore, the Company has determined to arrange the AGM via E-AGM by DAP e-Shareholder Meeting. The Company will proceed the meeting pursuant to Articles of Association of the Company relating to the shareholders' meeting as per the details set out in Enclosure 5.

In addition, the Company has published the invitation to shareholder's meeting with enclosures on the Company's website at <https://investor.asiasoft.net/th/meeting/shareholders-meeting> since March 21, 2022. The Company would like to request for the cooperation from the shareholders and/or proxies to study the verification and procedure for attending the 2022 annual general meeting of shareholders via electronic means (E-AGM), as set out in Enclosure 9, and User

manual e-Shareholder Meeting System as set out in Enclosure 10.

Individual shareholders who would like to use the identification cards to verify themselves can register for verification for attending the 2022 Annual General Meeting of Shareholders during April 8, 2022 at 8.00 a.m. to April 22, 2022 at 12.00 p.m. at:

URL:

<https://portal.eservice.set.or.th/Account/Login?refer=9iktQrNPMOfOzW0DE66ye8tBXugZ%2fDYgnlJq00qhQXCfAAL2oyLqyQ%3d%3d>

Individual shareholders who would like to use other documents to verify themselves, such as passports, or juristic person shareholders or shareholders who would like to appoint proxies to attend the meeting, please courier verification documents together with the proxy forms (in case there is appointment of proxy) as the details set out in verification and procedure for attending the 2022 annual general meeting of shareholders via electronic means (E-AGM), as set out in Enclosure 9 to the Department of Company Secretary, Asiasoft Corporation Public Company Limited, No. 51 Major Tower Rama 9 – Ramkhamhaeng, 18th Floor, Room 3-8 Rama 9 Road, Hua Mak, Bangkok, Bangkok Thailand 10240 or E-mail: weena@playpark.com within April 20, 2022.

For the organization of the Annual General Shareholder’s Meeting via electronic means, the Company will collect, use and disclose the personal data information of the shareholders in order to perform the duties as required by law and for the benefit of providing the services to the shareholders in the Annual General Shareholder’s Meeting, according with Privacy Notice for Annual General Meeting 2022 as set out in Enclosure 11

Yours sincerely,

Mr. Pramoth Sudjitporn
Chairman

Enclosure 1