

## Information Memorandum regarding the Issuance and Offering of Newly Issued Ordinary Shares of Ubis (Asia) Public Company Limited

The Board of Directors' Meeting of Ubis (Asia) Public Company Limited (the **"Company"**) No. 4/2026, held on 24 February 2026, resolved to propose to the Annual General Meeting of Shareholders for the year 2026 to consider and approve the increase of the Company's registered capital by 285,000,238.00 Baht, from the existing registered capital of 285,000,238.00 Baht to 570,000,476.00 Baht, by issuing not exceeding 285,000,238 newly issued ordinary shares with a par value of 1.00 Baht per share. The details of the offering of the newly issued ordinary shares of the Company are as follows:

### 1. Details of the Offering of Newly Issued Shares

Allocation of 285,000,238 newly issued ordinary shares of the Company, with a par value of 1.00 Baht per share, either in one offering or in separate offerings, to the existing shareholders in proportion to their shareholding (Rights Offering), at the allocation ratio of 1 existing ordinary share to 1 newly issued ordinary shares (any fractional shares resulting from the calculation shall be disregarded), at the offering price of 1.00 Baht per share.

### 2. Objectives of Capital Increase and Plans for Utilizing Proceeds obtained from the Capital Increase

The Company expects to receive approximately 285 million Baht from the offering of newly issued ordinary shares to existing shareholders in proportion to their shareholdings (Rights Offering). The proceeds will be used as working capital for the Company's business operations and/or as a source of funds to support the Company's and its subsidiaries' future business expansion plans. The Company expects to utilize the proceeds within an approximate period of three years from the date of receipt of the capital increase proceeds. Such utilization is expected to strengthen the financial position and enhance the long-term financial flexibility of the Company and its subsidiaries. The details are summarized as follows:

Objectives	Estimated Amount (Million Baht)	Estimated Period for Utilization of Proceeds
1. To be used as working capital for the Company and its subsidiaries	150.00-180.00	Within three years from the date of receipt of the capital increase proceeds
2. To support the expansion of investments in the main business and related businesses of the Company and its subsidiaries, including related expenses.	105.00-135.00	

<p><b>Total (Approximate)</b></p>	<p><b>The utilization of funds for each of the objectives stated above may be adjusted as deemed appropriate; however, the aggregate amount shall not exceed 285 million Baht.</b></p>
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Note: The above plan for the use of proceeds from the capital increase represents a preliminary estimate of the allocation of funds expected to be received from the offering of newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Rights Offering). However, the number of newly issued ordinary shares subscribed for may be lower than anticipated, which may result in the Company receiving proceeds in an amount lower than that contemplated under the proposed use of proceeds plan. In such event, the Company's plan for the use of proceeds shall remain subject to the purposes and the ratios set out above.

### 3. Dilution Effect and the Value Shareholders Receive Compared to the Impact of the Issuance and Offering of Newly Issued Ordinary Shares to the existing shareholders in proportion to their shareholding (Rights Offering)

#### 3.1. Control Dilution

- (1) In the event that all existing shareholders fully subscribe for the newly issued ordinary shares in proportion to their respective shareholdings, there will be no impact on the shareholding structure, and existing shareholders will not be subject to any dilution of their shareholding interests. In the event that none of the existing shareholders exercise their rights to subscribe for the newly issued ordinary shares, the Company will proceed with a decrease of its registered capital by canceling the unsubscribed newly issued ordinary shares, resulting in no change to the number of paid-up shares and no impact on the shareholding structure.
- (2) If, after the issuance and offering of newly issued ordinary shares in proportion to shareholdings, any shareholder elects not to exercise his/her subscription rights at all, while other shareholders exercise their subscription rights and/or subscribe for additional shares in excess of their entitlement (oversubscription) in full, such circumstances will result in an impact on the voting rights of the Company's shareholders (control dilution). The details of the calculation are as follows:

$$\begin{aligned}
 \text{Control} &= \text{Number of Shares Offered under the Rights Offering} \\
 \text{Dilution} &= \frac{\text{Number of Issued Shares} + \text{Number of Shares Offered under the Rights Offering}}{285,000,238} \\
 &= \frac{285,000,238 + 285,000,238}{285,000,238 + 285,000,238} \\
 &= 50.00 \%
 \end{aligned}$$

### 3.2. Price Dilution

The issuance and offering of newly issued ordinary shares to existing shareholders in proportion to their shareholdings will not result in price dilution, as the subscription price for the newly issued ordinary shares is 1.00 Baht per share, which is higher than the market price prior to the offering of 0.89 Baht per share.

In this regard, the market price prior to the offering refers to the weighted average price of the Company's ordinary shares traded on the Market for Alternative Investment (mai) over the period of 15 consecutive business days prior to the date of the Board of Directors' meeting that resolved to propose the relevant agenda item to the Annual General Meeting of Shareholders for the year 2026 (from 4 February 2026 to 23 February 2026).

### 3.3. Earnings per Share Dilution (EPS Dilution)

- (1) Following the issuance and offering of newly issued ordinary shares to existing shareholders in proportion to their shareholdings, the impact on earnings per share (EPS dilution) will depend on the extent to which each existing shareholder exercises his/her rights to subscribe for the newly issued ordinary shares. In the event that none of the existing shareholders exercise their subscription rights, the Company will proceed with a reduction of its registered capital by canceling the unsubscribed newly issued ordinary shares, resulting in no impact on earnings per share (EPS dilution).
- (2) If, following the issuance and offering of newly issued ordinary shares in proportion to shareholdings, all existing shareholders fully exercise their subscription rights, there will be an impact on earnings per share (EPS dilution), the details of which are calculated as follows:

$$\begin{aligned}
 \text{EPS Dilution} &= \frac{\text{EPS Before Offering} - \text{EPS After Offering}}{\text{EPS Before Offering}} \\
 &= \frac{0.04 - 0.02}{0.04} \\
 &= 50.00 \%
 \end{aligned}$$

Where:

EPS Before Offering = Net Profit / Number of Issued Shares  
= 10,218,928 /285,000,238 = 0.04 Baht per share

EPS After Offering = Net Profit /(Number of Issued Shares + Number of Offering Shares)  
= 10,218,928/(285,000,238+285,000,238) = 0.02 Baht per share

Remark: Net profit for the past 12 months from January 1, 2025 to December 31, 2025

#### 4. Opinion of the Board of Directors on the Capital Increase

##### 4.1. Reason and Necessity of the Capital Increase

The Board of Directors is of the view that the proposed capital increase is reasonable and necessary, as it will enhance the financial liquidity of the Company and its subsidiaries to a level sufficient for their business operations and to support working capital requirements arising from the group's business activities. In addition, the capital increase will contribute to improving the Company's financial structure by creating a more appropriate balance between shareholders' equity and short-term liabilities, thereby strengthening financial stability, reducing liquidity risk, and increasing overall financial management flexibility of the Company.

Furthermore, the Board of Directors considers that the capital increase is necessary to support the future business expansion plans of the Company and its subsidiaries. This will enable the Company to establish a stable and sustainable revenue base in both the short term and the long term, and to generate returns for the Company and its shareholders on an ongoing basis. The capital increase may also be viewed as a favorable opportunity to enhance confidence among stakeholders and financial institutions.

##### 4.2. Feasibility of the Plan for the Use of Proceeds from the Capital Increase

The Board of Directors expects that the proceeds received from the capital increase can be utilized in accordance with the objectives and the plan for the use of proceeds as detailed in Item 2 above.

##### 4.3. Reasonableness of the Capital Increase, the Use of Proceeds Plan, and Sufficiency of Funding Sources

The Board of Directors is of the opinion that the capital increase and the plan for the use of proceeds are reasonable. The capital increase will enhance the Company's liquidity without imposing future financial costs on the Company. In addition, existing shareholders are provided with the opportunity to maintain their shareholding proportion in the Company. Accordingly, any existing shareholder who exercises the subscription rights in this offering will not be subject to any dilution of voting rights (Control Dilution).

Moreover, the Company has determined the offering price of the newly issued ordinary shares to existing shareholders in proportion to their shareholdings (Rights Offering) at the par value of 1.00 Baht per share, which is higher than the market price. If the Company successfully receives proceeds from this capital increase, the Company will have sufficient funding sources to achieve the objectives of the capital increase and the use of proceeds plan as described above.

#### 4.4. Expected Impact on the Company's Business Operations, Financial Position, and Operating Results

The Board of Directors is of the view that if the Company receives proceeds from the capital increase in an amount lower than anticipated, the plan for the use of proceeds may be adjusted from that described above, which may result in insufficient working capital. In such case, the Company may need to seek additional funding sources by other means as deemed appropriate by the Board of Directors. This may expose the Company to financial costs arising from such funding, including debt obligations and interest expenses incurred from borrowings from financial institutions.

However, if the capital increase is successfully completed, the Company will be able to utilize the proceeds in accordance with the objectives of the capital increase and the use of proceeds plan as specified in Item 2 above. This will strengthen the Company's capital structure and financial ratios, and generate value-added benefits for the Company's shareholders. Accordingly, the Board of Directors considers that the capital increase is beneficial to the Company and will not adversely affect the Company's business operations, financial position, or operating results.

#### 5. The Board of Directors' Certification Regarding the Capital Increase

The Board of Directors hereby certifies that it has performed its duties with honesty and due care in the best interest of the Company in relation to this capital increase. In the event that any director fails to perform such duties with honesty and due care, thereby causing damage to the Company, shareholders may file a claim for compensation against the responsible director on behalf of the Company pursuant to Section 85 of the Public Limited Companies Act B.E. 2535 (as amended). Furthermore, if such conduct resulting in benefits accruing to the directors or related persons without authorization, the shareholders may sue the directors to hold them liable for returning such benefits to the Company on behalf of the Company in accordance with Section 89/18 of the Securities and Exchange Act B.E. 2535 (as amended).

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

Please be informed accordingly.

Sincerely yours,

(Mr. Piyakun Kritayanutkul)  
Authorized Person to Disclose Information