

No. 2503/013EN

March 25, 2026

Subject Invitation to the Annual General Meeting of Shareholders of 2026

To Shareholders of Ubis (Asia) Public Company Limited

Enclosures

1. Copy of the Minutes of the Annual General Meeting of Shareholders of 2025
2. Annual Report for the year 2025 (Form 56-1 One Report) in the form of QR code
3. Profiles of Directors Who Retired by Rotation
4. Capital Increase Report Form (F53-4)
5. Information Memorandum regarding the Issuance and Offering of Newly Issued Ordinary Shares of the Company
6. Profiles of Independent Directors Nominated as Proxies
7. Proxy Forms A, B, and C
8. Company's Articles of Association related to the Shareholder's Meeting and Voting
9. Documents and Evidence for Identification of the Shareholder Entitled to Attend the Meeting and Instruction on Appointing a Proxy
10. Procedures on Using the Electronic Meeting System (Inventech Connect)
11. Terms of Attending the Meeting via Inventech Connect

The Board of Directors of Ubis (Asia) Public Company Limited (the “**Company**”) had scheduled the Annual General Meeting of Shareholders of 2026 (the “**AGM**”) **on Wednesday, April 22, 2026, at 10.00 a.m.** via electronic meeting (the “**E-Meeting**”), in accordance to the rules and regulations of electronic conferencing, which will be broadcasted live from the Company at Meeting Room 1 at No. 238, TRR Tower, 11th Floor, Naradhiwas Rajanagarindra Road, Chong Nonsi Sub-district, Yannawa District, Bangkok 10120. **The meeting will be held exclusively via electronic meeting (E-Meeting)** in consideration of the health and well-being of all shareholders. The Company is also committed to reducing PM 2.5 air pollution, which is a current environmental concern, by minimizing exposure to dust particles during travel and reducing additional emissions from vehicle use. Therefore, the AGM will be conducted electronically (E-Meeting) in accordance with the Royal Decree on Electronic Meetings B.E. 2563, the relevant regulations on electronic meetings, and other applicable laws and regulations.

The Company recommends that shareholders grant a proxy to an independent director who has no special interests in any of the meeting agendas to attend the meeting and vote on their behalf. The details of the independent directors who can act as proxies are provided in [Enclosure 6](#). In the case that you or your proxy wishes to attend the meeting, you or your proxy is requested to study the procedures and conditions for registration, and prepare evidences for identification, as well as to study the methods of voting and Procedures on Using the Electronic Meeting System (Inventech Connect), as detailed in [Enclosures 9 and 10](#).

In this case, the Company, hereby, requests the shareholders to send the Proxy Form back to the Company via registered mail to No. 238 TRR Tower, 15th Floor, Unit 4-6, Naradhiwas Rajanagarindra Road, Chong Nonsi Sub-district, Yannawa District, Bangkok 10120 or via e-mail: company_secretary@ubisasia.com within April 17, 2026 at 5.00 p.m. or attend the meeting on the date, time, place, and other methods as stipulated by the Company to consider various matters, according to the agendas with the Board of Directors' Opinion. To uphold the principles of good corporate governance, the Company has provided shareholders with the right to propose additional agenda items and nominate qualified candidates for director positions before the notice of the meeting is sent. The Company has published details on its website regarding the rights and procedures for such proposals from November 1, 2025, to January 31, 2026. It was found that no shareholders proposed additional agenda items or nominated any candidates for election as directors for the Annual General Meeting of Shareholders of 2026. Therefore, the Board of Directors has determined that the meeting will proceed with the consideration of matters as per as follows:

Agenda 1: To consider and certify the Minutes of the Annual General Meeting of Shareholders of 2025

Principle and Reason

The Company held the Annual General Meeting of Shareholders of 2025 on April 23, 2025 and has prepared the minutes of such meeting, including disclosing such information to the Stock Exchange of Thailand and Ministry of Commerce within the period stipulated by the relevant laws, and on the Company's website (www.ubisasia.com). The details of copy of the Minutes of the Annual General Meeting of Shareholders of 2025 are shown in Enclosure 1.

Board of Directors' Opinion

The Board of Directors has considered and is of the opinion that such minutes of meeting has been completely and correctly recorded and deemed it appropriate to propose the AGM to consider and certify the Minutes of the Annual General Meeting of Shareholders of 2025 on April 23, 2025 as proposed by the Board of Directors.

Resolution

This agenda item shall be approved with a majority vote of all shareholders who attended the meeting and voted.

Agenda 2: To consider and acknowledge the operational results for the year 2025, ended December 31, 2025

Principle and Reason

The report the operational results for the year 2025 of the Company, ended December 31, 2025, is detailed in the Company's Annual Report for the year 2025 (Form 56-1 One Report) in the form of QR-Code, in the section 1, item 4, subject MANAGEMENT DISCUSSION & ANALYSIS (MD&A) , page 90, which has been sent to the shareholders together with this invitation, as set out in Enclosure 2.

Board of Directors' Opinion

The Board of Directors has considered and deemed it appropriate to propose the AGM to consider and acknowledge the operational results for the year 2025, ended December 31, 2025.

Resolution

This agenda item is for acknowledgement; the meeting's resolution is not required.

Agenda 3: To consider and approve the financial statements of the Company for the year 2025, ended December 31, 2025

Principle and Reason

In accordance with Section 112 of the Public Company Limited Act B.E. 2535 (and its amendments) (the “**Public Company Limited Act**”) and Article 53 of the Company's Articles of Association, the Board of Directors is required to prepare a balance sheet and a statement of comprehensive income to be proposed to the shareholders' meeting at the Annual General Meeting. The Company, therefore, deems it appropriate to propose the AGM to consider and approve the statement of financial position and statement of comprehensive income for the year ended December 31, 2025, which have been reviewed by the Audit Committee and audited by a certified auditor. Such financial statements are presented in the Company's Annual Report for the year 2025 (Form 56-1 One Report) in the form of QR-Code, in the section 3, subject FINANCIAL POSITION AND PERFORMANCE , page 184, which has been sent to the shareholders together with this invitation, as set out in [Enclosure 2](#). The summary of key information is as follows:

(Thousand Baht)	2025	(Thousand Baht)	2025
Financial Position	2025	Operational Results	2025
Assets	1,238,297	Income	815,827
Liabilities	573,396	Net Profit	10,220
Equity	664,901	Earnings Per Share (Baht)	0.04

Audit Committee's Opinion

The Audit Committee is of the opinion that the procedures to prepare the financial and accounting statements of the Company have sufficient internal control. It is certain that the report of the financial position and operational result of the Company is correct and in accordance with the accounting standards as stipulated by law, including disclosing sufficient information in the financial statements, which is beneficial to the shareholders, investors, or any person who uses the financial statements for investing.

Board of Directors' Opinion

The Board of Directors has considered and deemed it appropriate to propose the AGM to consider and approve the statement of financial position and statement of comprehensive income for the accounting period

ending on December 31, 2025, which has been reviewed by the Audit Committee and audited by a certified auditor, as proposed above.

Resolution

This agenda item shall be approved with a majority vote of all shareholders who attended the meeting and voted.

Agenda 4: To consider and approve the omission of dividend payment and the omission of allocation of net profit as a legal reserve for the operational results for the year ended December 31, 2025

Principle and Reason

In accordance with Section 116 of the Public Company Limited Act and Article 49 of the Company's Articles of Association, the Company is required to allocate a portion of its annual net profit as a legal reserve of not less than 5% of the annual net profit, less accumulated losses brought forward (if any), until the reserve reaches not less than 10% of the registered capital.

In this regard, the Company's dividend payment policy states that, under normal circumstances where the Company does not require funds for additional investments or business expansion and has sufficient cash flow, the Company has a policy to pay dividends at a rate of not less than 40% of net profit after corporate income tax and legal reserve allocation. However, the Board of Directors may determine dividend payments that differ from such policy as appropriate and in accordance with the Company's necessity. Additionally, based on the operating results in the Company's separate financial statements as of December 31, 2025, the Company incurred a loss for the year. Therefore, it is deemed appropriate to propose to the AGM to consider and approve the omission of dividend payment and the omission of allocation of net profit as a legal reserve for the operational results for the year ended December 31, 2025.

Board of Directors' Opinion

The Board of Directors has considered and deemed it appropriate to propose to the AGM to consider and approve the omission of dividend payment and the omission of allocation of net profit as a legal reserve for the operating results for the year ended December 31, 2025, as detailed above.

Resolution

This agenda item shall be approved with a majority vote of all shareholders who attended the meeting and voted.

Agenda 5: To consider and approve the election of directors to replace the directors who retired by rotation for the year 2026

Principle and Reason

In accordance with Section 71 of the Public Company Limited Act and Article 18 of the Company's Articles of Association, at every annual general meeting, one-third of the directors must retire from office; If the number of directors who will retire from office cannot be divided exactly by one-third, the number of directors closest to one-third shall retire from office. However, the directors retiring by rotation may be re-elected. Currently, the Company has a total of 7 directors, of whom 2 directors are due to retire by rotation at the AGM. The Company, therefore, deems it appropriate to propose the AGM to consider and approve the election of directors to replace the directors who retired by rotation, with a total of 2 persons, to be re-appointed as the Company's directors for another term, namely:

No.	List of Directors retired by rotation	Position
1.	Dr. Somchai Wongsabsin	Independent Director
2.	Dr. Kitikorn Dowpiset	Independent Director

The Board of Directors, excluding the interested directors, (with the approval of the Nomination and Remuneration Committee) has considered the background, qualifications, experience, expertise, and suitability of the nominated persons, as well as the structure and diversity of the Board of Directors (Board Diversity Policy), including the performance of the independent directors retiring by rotation, and is of the opinion that the nominated persons have undergone a thorough and prudent screening and consideration process by the Board of Directors and they possess all required qualifications, and are suitable for the Company's business operations. They possess the knowledge, capability, expertise, experience, vision, and credibility, and have no prohibited characteristics as prescribed by law. In addition, the persons nominated as independent directors possess the qualifications of independent directors in accordance with the relevant laws regarding independent directors' requirements. The Company, therefore, deems it appropriate to propose to the AGM to consider and approve the re-election of the independent directors who have retired by rotation to resume their positions as the Company's directors for another term.

In addition, to promote the rights and equitable treatment of shareholders, the Company announced through the Company's website and disclosed via the electronic media of the Stock Exchange of Thailand, to give opportunities to shareholders to participate in nominating persons with knowledge, abilities and appropriate qualifications to be considered for election as the Company's director in advance. The Company accepted such nominations from shareholders during the period from November 1, 2025, to January 31, 2026. It appears that no shareholder has proposed a person to be nominated as the director of the Company.

Board of Directors' Opinion

The Board of Directors, not including the directors with conflicts of interest, (with the approval of the Nomination and Remuneration Committee), has considered and is of the opinion that the persons nominated as

independent directors are qualified in accordance with the law regarding independent directors' requirements. The Board therefore deems it appropriate to propose the AGM to consider and elect directors to replace the directors who retired by rotation for the year 2026, namely: (1) Dr. Somchai Wongsabsin, and (2) Dr. Kitikorn Dowpiset, to be re-elected as independent directors for another term, as proposed above.

In addition, the Profiles of Directors Who Retire by Rotation, as named above, are detailed in [Enclosures 3.1 and 3.2](#)

Resolution

This agenda item shall be approved with a majority vote of all shareholders who attended the meeting and voted.

Agenda 6: To consider and approve the remuneration of Board of Directors and Sub-Committee of the Company for the year 2026

Principle and Reason

In accordance with Section 90 of the Public Company Limited Act and Article 19 of the Company's Articles of Association, the directors are entitled to receive remuneration from the Company in the form of meeting allowances, bonuses, gratuities, rewards, or other forms of benefits as provided in the Articles of Association or as specified by the shareholders' meeting, regardless of whether such remuneration is fixed in amount, prescribed as rules that will be used for consideration from time to time, or determined to remain in effect until amended. The directors also be entitled to receive allowances and other welfare in accordance with the Company regulations. The determination of such remuneration shall be subject to the approval of the shareholders' meeting.

The Board of Directors has considered and established a policy on a fair and reasonable remuneration for directors in accordance with good corporate governance principles by assigning the Nomination and Remuneration Committee to determine the appropriate remuneration that reflects the Company's long-term goals, performance, the assigned duties and responsibilities of such director. In determining such remuneration, comparisons are made with other listed companies in the same industry and of a similar size, and reference is made to the information of the Director's Remuneration Survey of the Thai Institute of Directors and the Stock Exchange of Thailand, to ensure that the remuneration is appropriate and sufficient to motivate and retain qualified directors. Directors who are assigned to be members of subcommittees will receive additional remuneration in accordance with their increased responsibilities. Executive directors will receive remuneration for their work in their capacity as employees of the Company.

In this regard, the Board of Directors' meeting has considered the remuneration structure for the Company's directors, as proposed by the Nomination and Remuneration Committee, and is of the opinion that the remuneration structure for the Company's directors will help support and promote the performance of the Board of Directors. The Company, therefore, deems it appropriate to propose the AGM to consider and

approve the remuneration of Board of Directors and Sub-Committee of the Company for the year 2026 (with the approval of the Nomination and Remuneration Committee) in an amount not exceeding 3,000,000 Baht. The details of the remuneration are as follows:

(1) Monetary compensation

Regular Compensation And Meeting Allowance	2026 (Propose Year)		2025 (Past Year)		Changing	
	Regular Compensation (Baht/Month)	Meeting Allowance (Baht/Time)	Regular Compensation (Baht/Month)	Meeting Allowance (Baht/Time)	Regular Compensation (Baht/Month)	Meeting Allowance (Baht/Time)
the Board of Directors						
- Chairman of Director	20,000	15,000	20,000	15,000	-	-
- Director	15,000	13,000	15,000	13,000	-	-
Audit Committee						
- Chairman of Audit Committee	15,000	15,000	15,000	15,000	-	-
- Member of Audit Committee	15,000	13,000	15,000	13,000	-	-

Note:

Executive directors shall not receive remuneration or meeting allowances in their capacity as directors of the Company or as members of any subcommittees.

Directors who serve on more than one committee shall be entitled to receive monthly remuneration from only one position, regardless of the number of committees on which they serve.

(2) Non-monetary compensation

Other Compensation Or Other Benefits	2026 (Propose Year)	2025 (Past Year)	Changing
	(Baht/Year)	(Baht/Year)	
	None	None	-

Board of Directors' Opinion

The Board of Directors has considered (with the approval of the Nomination and Remuneration Committee) and deemed it appropriate to propose the AGM to consider and approve the remuneration of Board of Directors and Sub-Committee of the Company for the year 2026 in an amount not exceeding 3,000,000 Baht, as proposed above.

Resolution

This agenda item shall be approved with not less than two-third of all shareholders who attended the meeting.

Agenda 7: To consider and approve the appointment of the auditors and the determination of the auditor fees for the year 2026

Principle and Reason

In accordance with Section 120 of the Public Company Limited Act and Article 56 of the Company's Articles of Association, the Annual General Meeting of Shareholders is required to appoint the auditor and determine the audit fees of the Company on an annual basis. In appointing the auditor, the same auditor may be re-appointed, upon the consideration and recommendation of the Audit Committee and the consideration of the Board of Directors. The Company, therefore, deems it appropriate to propose the AGM to consider and approve the appointment of the auditors of the Company and its subsidiaries, the determination of the audit fees of the Company, and the acknowledgment of the audit fees of its subsidiaries for the year 2026 (with the approval of the Audit Committee), as follows:

- (1) The appointment of the auditor for the year 2026 from KPMG Phoomchai Audit Company Limited as the auditors of the Company and its subsidiaries, whose names are as follows:

Names	Certified Public Accountant No.	Number of years audited for the Company
1) Mr. Yoottapong Soontalinka	10604	6 Years
2) Ms. Sujitra Masena	8645	Never
3) Ms. Sawitree Ongksirimemongkol	10449	Never

Any one of the above auditors shall be the Company's auditor to express his/ her opinion on the financial statements of the Company and its subsidiaries for the year 2026.

In the event that the auditors above are unable to perform their duties, KPMG Phoomchai Audit Company Limited shall procure another certified auditor from the same office to replace such auditor.

In this regard, KPMG Phoomchai Audit Company Limited and the auditors whose names are proposed above do not provide any other services to the Company, and have no relationship and/or interest between the auditors and the Company/ its subsidiaries/ its executives/ its major shareholders, or those related to such persons in a manner that may affect their independence. The auditors have sufficient independence in auditing and expressing opinions on the financial statements of the Company and its subsidiaries, where the subsidiaries use the same audit firm as the Company.

- (2) The determination of the audit fees of the Company for the year 2026 at the amount of 2,550,000 Baht, and the acknowledgment of the audit fees for its 3 subsidiaries at the amount of 310,000 Baht. The total amount of audit fees of the Company and its subsidiary shall not exceed 2,860,000 Baht (Audit fees), the details of which are as follows:

Audit Fees	2025	2026
Ubis (Asia) Public Company Limited		
- Review the interim financial information		
31 March	150,000	170,000
30 June	150,000	170,000
30 September	150,000	170,000
- Audit of statutory financial statements for the year ending 31 December	1,850,000	2,040,000
Total	2,300,000	2,550,000
Ubis Primatech Company Limited		
- Audit of statutory financial statements for the year ending 31 December	190,000	190,000
Total	190,000	190,000
Vita International Trading (Guangzhou) Company Limited		
- Review Quarterly Financial Report	60,000	60,000
Total	60,000	60,000
Kame Chemical Can Company Limited		
- Review Quarterly Financial Report	-	60,000
Total	-	60,000
Non-audit fee	None	None
<u>Overall Total</u>	<u>2,550,000</u>	<u>2,860,000</u>

Board of Directors' Opinion

The Board of Directors has considered (with the approval of the Audit Committee) and deemed it appropriate to propose the AGM to consider and approve the appointment of auditors from KPMG Phoomchai Audit Company Limited, by appointing one of the following auditors to audit and express an opinion on the financial statements of the Company and its subsidiaries for the year 2026:

1. Mr. Yootapong Soontalinka Certified Public Accountant No. 10604 or
2. Ms. Sujitra Masena Certified Public Accountant No. 8645 or
3. Ms. Sawitree Ongksirimemongkol Certified Public Accountant No. 10449

Including the approval of the audit fees of the Company, and the acknowledgment of the audit fees of its subsidiaries for the year 2026 (according to the approval of the Nomination and Remuneration Committee), in a total amount not exceeding 2,860,000 Baht, as proposed above. Furthermore, the directors will ensure timely preparation of financial statements.

Resolution

This agenda item shall be approved with a majority vote of all shareholders who attended the meeting and voted.

Agenda 8: To consider and approve the decrease of the Company’s registered capital, by canceling unissued ordinary shares, and the amendment to Clause 4 of the Company’s Memorandum of Association to reflect the capital decrease of the Company

Principle and Reason

The Company wishes to increase its registered capital to support the issuance and offering of ordinary shares to the existing shareholders in proportion to their shareholding (Rights Offering) as detailed in Agenda Item No. 9 and 10; however, the Company must comply with the provisions of the Public Limited Company, which stipulates that a company may increase its registered capital by issuing new shares only when all previously issued shares have been fully subscribed and paid up or, in the case where shares have not been fully subscribed, the remaining shares must be reserved for the convertible debentures or the warrants to purchase shares. Currently, the Company has 113,99,745 unissued ordinary shares with a par value of 1.00 Baht per share, which are the remaining ordinary shares from the allocation to accommodate the exercise of the expired Warrants to purchase the ordinary shares of the Company No. 1 (UBIS-W1). Therefore, the Company intends to decrease its registered capital by 113,999,745.00 Baht, from the existing registered capital of 398,999,983.00 Baht to 285,000,238.00 Baht, by canceling 113,999,745 unissued ordinary shares with a par value of 1.00 Baht per share, and to amend Clause 4 of the Company’s Memorandum of Association to reflect the capital decrease of the Company, with the details as follows:

“Article 4.	Registered capital of	285,000,238.00 Baht	(Two Hundred Eighty-Five Million Two Hundred Thirty-Eight Baht)
	Divided into	285,000,238 shares	(Two Hundred Eighty-Five Million Two Hundred Thirty-Eight Shares)
	Value of each share	1.00 Baht	(One Baht)
	Divided into		
	Ordinary shares	285,000,238 shares	(Two Hundred Eighty-Five Million Two Hundred Thirty-Eight Shares)
	Preferred shares	- shares	(- shares)”

Board of Directors’ Opinion

The Board of Directors has considered and deemed it appropriate to propose the AGM to consider and approve the decrease of the Company’s registered capital by 113,999,745.00 Baht, from the existing registered capital of 398,999,983.00 Baht to 285,000,238.00 Baht, by canceling 113,999,745 unissued ordinary shares with a par value of 1.00 Baht per share, which remained from the allocation reserved for the expired Warrants to purchase the ordinary shares of the Company No. 1 (UBIS-W1), and the amendment to Clause 4 of the Company’s Memorandum of Association to reflect the capital decrease of the Company, as well as the authorization to the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer, and/or any person authorized by the Board of Directors and/or the Executive Committee to have the authority to sign any applications or documents related to the registration of amendments to the Company’s Memorandum of Association, to amend or adjust such applications or the text of such documents related to the registration of amendments to the Company’s Memorandum of Association, and to submit the application for registration of amendments to the Department of Business Development, Ministry of Commerce. This authority also includes undertaking any actions in connection with these matters, as deemed appropriate, as well as ensuring compliance with applicable laws, regulations, rules, and interpretations of relevant government authorities, including any recommendations or directives from the Registrar or other officials, as proposed above.

Resolution

This agenda item shall be approved by a vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the Meeting and entitled to vote.

Agenda 9: To consider and approve the increase of the Company’s registered capital, and the amendment to Clause 4 of the Company’s Memorandum of Association to reflect the capital increase of the Company

Principle and Reason

The Company intends to raise additional funds by issuing and offering newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Rights Offering). Accordingly, the Company intends to increase its 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 capital increase are set out in the Capital Increase Report Form (F53-4) (**Enclosure 4**). The Company also intends to amend Clause 4 of the Company’s Memorandum of Association to reflect the capital increase of the Company, with the details as follows:

“Article 4.	Registered capital of	570,000,476.00 Baht	(Five Hundred Seventy Million Four Hundred Seventy-Six Baht)
	Divided into	570,000,476.00 shares	(Five Hundred Seventy Million Four Hundred Seventy-Six Shares)
	Value of each share	1.00 Baht	(One Baht)
	Divided into		

Ordinary shares	570,000,476.00 shares	(Five Hundred Seventy Million Four Hundred Seventy-Six Shares)
Preferred shares	- shares	(- shares)”

Board of Directors’ Opinion

The Board of Directors has considered and deemed it appropriate to propose the AGM 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, and the amendment to Clause 4 of the Company’s Memorandum of Association to reflect the capital increase of the Company, as well as the authorization to the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer, and/or any person authorized by the Board of Directors and/or the Executive Committee to have the authority to sign any applications or documents related to the registration of amendments to the Company’s Memorandum of Association, to amend or adjust such applications or the text of such documents related to the registration of amendments to the Company’s Memorandum of Association, and to submit the application for registration of amendments to the Department of Business Development, Ministry of Commerce. This authority also includes undertaking any actions in connection with these matters, as deemed appropriate, as well as ensuring compliance with applicable laws, regulations, rules, and interpretations of relevant government authorities, including any recommendations or directives from the Registrar or other officials, as proposed above.

Resolution

This agenda item shall be approved by a vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the Meeting and entitled to vote.

Agenda 10: To consider and approve the allocation of the newly issued ordinary shares of the Company

Principle and Reason

The Company intends to raise funds by allocating 285,000,238 newly issued ordinary shares of the Company, with a par value of 1.00 Baht per share, whether in a single offering or in several tranches, to be offered 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). The offering price shall be 1.00 Baht per share. Further details are set out in the Information Memorandum regarding the Issuance and Offering of Newly Issued Ordinary Shares of the Company ([Enclosure 5](#)).

Board of Directors’ Opinion

The Board of Directors has considered and deemed it appropriate to propose the AGM to consider and approve the allocation of 285,000,238 newly issued ordinary shares of the Company, with a par value of 1.00

Baht per share, whether in a single offering or in several tranches, to be offered 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). The offering price shall be 1.00 Baht per share.

In the issuance and offering of the newly issued ordinary shares to the Company's existing shareholders, the shares will be offered in proportion to the number of shares held by each shareholder, and the existing shareholders shall have the right to subscribe for additional newly issued ordinary shares in excess of their rights (Oversubscription), provided that the existing shareholders who subscribe in excess of their rights shall be allocated such excess shares only if there are remaining shares after the allocation to all existing shareholders who have subscribed in full according to their rights.

In the event that there remain newly issued ordinary shares after the allocation to the existing shareholders of the Company in proportion to their shareholding in the first round, the Company shall allocate such remaining newly issued ordinary shares to the existing shareholders who wish to subscribe in excess of their rights, in proportion to their existing shareholding, at the same price as the shares allocated according to their rights (Oversubscription), with the details as follows:

- (1) In the case where the number of shares remaining after the allocation to the existing shareholders of the Company in proportion to their shareholding (Rights Offering) in the first round is greater than or equal to the number of shares subscribed for by the existing shareholders in excess of their rights, the Company shall allocate such remaining shares to all subscribers who subscribe in excess of their rights and have fully paid for such subscription, in the amount that they have expressed their intention to subscribe in excess of their rights.
- (2) In the case where the number of shares remaining after the allocation to the existing shareholders of the Company in proportion to their shareholding (Rights Offering) in the first round is less than the number of shares subscribed for by the existing shareholders in excess of their rights, the Company shall allocate such remaining shares to the oversubscribing shareholders according to the following procedures:
 - (a) Allocate the shares in proportion to the existing shareholding of each oversubscribing shareholder by multiplying the existing shareholding ratio of each oversubscribing shareholder by the number of remaining shares, which will result in the number of shares that each oversubscribing shareholder is entitled to receive. Any fractional shares shall be discarded. In any case, the number of shares allocated shall not exceed the number of shares each shareholder has subscribed for and paid in full.
 - (b) In the event that there are still remaining shares after the allocation under item (2)(a), allocate such remaining shares to each oversubscribing shareholder who has not yet received the full allocation in proportion to such shareholder's existing shareholding by

multiplying the existing shareholding ratio of each such oversubscribing shareholder by the number of remaining shares, which will result in the number of shares that each oversubscribing shareholder is entitled to receive. Any fractional shares shall be discarded. The number of shares allocated shall not exceed the number of shares each shareholder has subscribed for and paid in full. The allocation under this method shall continue until there are no remaining shares.

In the event that any shareholder expresses an intention to subscribe for newly issued ordinary shares in excess of their entitlement (Oversubscription) and such subscription results in such shareholder, including persons acting in concert (Concert Party) or persons under Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (as amended), or persons under Section 258 of such persons acting in concert (Concert Party), holding shares of the Company in an amount that reaches or crosses the threshold requiring a tender offer, such shareholder shall have the duty to make a tender offer in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 regarding Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers (as amended) (the “**Notification TorJor. 12/2554**”) (unless such shareholder is exempted from making a tender offer for all securities of the Company as prescribed under Notification TorJor. 12/2554)

In the event that there remain newly issued ordinary shares after the allocation to the existing shareholders in proportion to their shareholding (Rights Offering) and the allocation to the shareholders who subscribe in excess of their rights (Oversubscription), the Company shall be required to reduce its registered capital by cancelling the remaining unsold newly issued ordinary shares. The Company must seek approval for such matter at the shareholders meeting.

However, the Company will determine the date to determine the list of shareholders entitled to subscribe for the newly issued ordinary shares in proportion to their shareholdings (Record Date), as well as the subscription and payment dates for such newly issued ordinary shares, at a later date, and will notify the same in due course.

In this regard, the Board proposed the AGM to consider and approve the authorization to the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer, and/or any person authorized by the Board of Directors and/or the Executive Committee to have the authority to undertake any actions related to the issuance, offering, allocation and subscription of the said newly issued ordinary shares, including but not limited to the following:

- (1) To determine or amend the details of the allocation of the newly issued ordinary shares to be offered to the existing shareholders in proportion to their shareholding (Rights Offering);
- (2) To determine or amend the methods of allocation of the newly issued ordinary shares, such as allocating all shares in one offering or in several offerings, the offering ratio, the date to determine the list of shareholders entitled to subscribe for the newly issued ordinary shares in proportion to their shareholdings (Record Date), the subscription and payment dates and times, the offering

period, the offering price, the method of payment, and other details relating to the allocation and offering;

- (3) To enter into negotiations, make agreements, and sign all documents and contracts related thereto, as well as to carry out all matters relating to such allocation of newly issued ordinary shares;
- (4) To sign application forms, requests for waivers, notifications, or any documents related to the allocation of the newly issued ordinary shares, including contacting, providing information, submitting, or certifying documents to government agencies or other relevant authorities, as well as listing the Company's newly issued ordinary shares on the Market for Alternative Investment (mai); and
- (5) To undertake any actions necessary and related to the allocation of the newly issued ordinary shares in all respects, in order to offer them to the existing shareholders of the Company in proportion to their shareholding (Rights Offering), in compliance with the applicable laws and regulations.

Resolution

This agenda item shall be approved with a majority vote of all shareholders who attended the meeting and voted.

Agenda 11: Consider other matters (if any)

The Company had scheduled the date to determine the list of shareholders entitled to attend the AGM (Record Date) on March 19, 2026 and published the invitation to the AGM, together with the enclosures on the Company's website (www.ubisasia.com). If any shareholders have questions that need clarification, related to the agendas proposed, such questions can be sent in advance to the Company Secretary via email, company_secretary@ubisasia.com or fax no. 02-294-2013.

In this regard, shareholders can attend the AGM via electronic media by themselves by following the Procedures on Using the Electronic Meeting System (Inventech Connect) as detailed in Enclosure 10.

If shareholders are unable to attend the meeting in person, they are requested to appoint a proxy to attend and vote on their behalf. Shareholders may choose one of the three proxy forms attached in Enclosure 7, as follows:

- (1) Proxy Form A (a simple non-complicated form)
- (2) Proxy Form B (Form Specifying Various Particulars for Authorization Containing Clear and Concise Details)

- (3) Proxy Form C (This form is used only if the shareholder is an offshore investor and appointed a custodian in Thailand)

Shareholders appointing a proxy must attach the required supporting documents as specified in Enclosure 9

Shareholders may use only one of the specified proxy forms or opt for electronic proxy appointment (E-Proxy) through the Investor Portal of the Thailand Securities Depository (TSD) at <https://ivp.tsd.co.th/>, as an alternative to mailing physical documents.

For shareholders' convenience, the Company also provides access to Proxy Forms A, B, and C in document format via its website. Shareholders can complete and sign the proxy form, attach the required supporting documents, affix a stamp duty, and return the documents in advance by April 17, 2026, during business hours (9.00 a.m. – 5.00 p.m.) to the following address:

Ubis (Asia) Public Company Limited (Company Secretary)

No. 238, TRR Tower, 15th Floor, Unit 4-6, Naradhiwas Rajanagarindra Road,

Chong Nonsi Sub-district, Yannawa District, Bangkok 10120

or via email: company_secretary@ubisasia.com

If there are any more inquiries, shareholders can ask the Company's staff, Telephone No. 02-683-0008, during business hours from 9.00 a.m. to 5.00 p.m.

Therefore, you are cordially invited to attend the meeting in accordance with the date, time, venue, and other methods as stipulated by the Company.

Sincerely yours,

Gen.....

(Terdsak Marrome)

Chairman of the Board of Directors

by the approval of the Board of Directors

Ubis (Asia) Public Company Limited