

(Translation)

13 November 2018

Subject: Notification of Resolutions of the Board of Director's Meeting No. 4/2018

To: The President - **The Stock Exchange of Thailand**

Enclosure: 1. Capital Increase Report Form

2. 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-WA)

As **Asiasoft Corporation Public Company Limited** (the “**Company**”) has convened the Board of Directors' Meeting No.4/2018 on 13 November 2018, the Company wishes to inform the material resolutions of the Board of Director's Meeting as follows:

1. It is approved to increase the registered share capital from Baht 512,346,270 with paid up capital of Baht 409,877,016 to Baht 532,840,120 by issuing not exceeding 20,493,850 Warrants to purchase ordinary shares of Asiasoft Corporation Public Company Limited with par value of Baht 1.00 per share, and to allocate not exceeding 20,493,850 Warrants to Board of directors, managements and employees of the Company and subsidiaries.

For flexibility in the allocation and offering of new Warrants to purchase ordinary shares of the Company, the Executive Committee of the Company or any person designated by the Executive Committee of the Company shall be authorized by the shareholder to have the authority to determine the rules, procedures and conditions relating to the issuance and offering of the Warrants including to list the shares on the Stock Exchange of Thailand and to make the registration with the relevant authorities and to take all actions necessary to the Warrants offering such as modification of the exercise period, determination of the conditions and details in connection with the offering of the Warrants as deemed appropriate and to do any other action which is necessary or appropriate for this allocation and offering of new Warrants, including the authority to correct wording or contents for minutes of shareholders' meeting or Memorandum of Association and/or the various actions necessary in compliance with the order of Registrar in relation to the registration of registered capital increase with the Department of Business Development, the Ministry of Commerce, as well as listing the increased shares in the Stock Exchange of Thailand and submission of information and documents to the Securities and Exchange Commission, the Stock Exchange of Thailand, the Ministry of

Commerce or other relevant authorities. The above matter will be referred the shareholders' meeting for approval.

2. the amendment to the Memorandum of Association of the Company, Clause 4 to be accordance with the increase of the registered capital be approved.

3. the Extraordinary General Meeting of the Shareholders No.1/2018 be convened on 21 December 2018 at 2.00 p.m. at the Space Bar located at No. 9, UM Tower, Room 9 / 283 - 5, 28th Floor Ramkhamhaeng Road, Suanluang Bangkok 10250 pursuant to the following agendas:

1st Agenda : To consider and approve the minutes of the Annual General Meeting of the Shareholders of Year 2018.

2nd Agenda : To consider and approve to increase the registered share capital from Baht 512,346,270 with paid up capital of Baht 409,877,016 to Baht 532,840,120 by issuing not exceeding 20,493,850 Warrants to purchase ordinary shares of Asiasoft Corporation Public Company Limited with par value of Baht 1.00 per share, and to allocate not exceeding 20,493,850 Warrants to Board of directors, managements and employees of the Company and subsidiaries.

3rd Agenda: To consider and approve an amendment the Memorandum of Association of the Company, Clause 4 to be accordance with the increase of the registered capital.

4th Agenda : To consider any other business (if any).

Specify the name list of shareholders who are eligible to attend the Extraordinary General Meeting No. 1/2018 on 3 December 2018.

Yours faithfully,

Asiasoft Public Company Limited

(Mr. Pramoth Sudjitporn)

CEO

(F 53-4)

Capital Increase Report Form**Asiasoft Corporation Public Company Limited****November 13, 2018**

We, Asiasoft Corporation Public Company Limited (“The Company”) having principal office located at 9 UM Tower, 28 Floor, Room 9/283-5, Ramkhamhaeng Road, Suanlaung, Bangkok, hereby report on the resolution of the Board of Directors’ Meeting No.4/2018, held on November 13, 2018, in respect of capital increase and share allotment as follows:

1. Capital Increase

Board of Directors have a resolution to approve the increasing of the registered share capital from Baht 512,346,270 with paid up capital of Baht 409,877,016 to Baht 532,840,120 by issuing not exceeding 20,493,850 Warrants to purchase ordinary shares of Asiasoft Corporation Public Company Limited with par value of Baht 1.00 per share. The details as follows:

| Type of Capital Increase | Type of Shares | Number of Shares | Par Value (Baht/share) | Total (Baht) |
|--|-----------------------|-------------------------|-------------------------------|---------------------|
| / Specifying the purpose of proceeds utilization | Ordinary | 20,493,850 | 1.00 | 20,493,850 |
| | Preferred | - | - | - |
| <input type="checkbox"/> General Mandate | Ordinary | - | - | - |
| | Preferred | - | - | - |

2. Allocation of Newly Issued Shares**2.1 Details of Allocation**

| Allocated to | Number of shares | Ratio (Existing : New) | Sales Price (Baht per unit) | Remarks |
|---|--------------------------|-------------------------------|-------------------------------------|---------------------------|
| To accommodate the exercise of the AS-WA Warrants issued to the Board of directors, | not exceeding 20,493,850 | - | 0.00 (Exercise price at THB1.10) | Please refer to Remarks 1 |

| | | | | |
|---|--|--|--|--|
| managements and employees of the Company and/or subsidiaries. (AS-WA) | | | | |
|---|--|--|--|--|

Remarks:

1. 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 the AS-WA Warrants, for example, the issuance date of the AS-WA Warrants, the allocation of the AS-WA Warrants etc., 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-WA Warrants until completion, including, but not limited to, providing of information and filing evidence with the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Co., Ltd., the Ministry of Commerce or governmental or other competent authorities, including listing of the ordinary shares issued from the exercise of the AS-WA Warrants as listed securities on the Stock Exchange of Thailand.

2.2 Action to be taken by the Company when there are fractions of shares

Any fractions of ordinary shares issued from the exercise of the AS-WA Warrants shall be disregarded.

3. Schedule of the Extraordinary General Meeting of Shareholders to Approve the Capital Increase and the Allocation of Shares

The Extraordinary General Meeting of Shareholders No. 1/2018 is scheduled to be held on 21 December 2018 at 14.00 p.m, at 28th Floor, UM Tower 9 Ramkhamhaeng Road, Suanlaung, Bangkok. The date for determining the names of the shareholders entitled to attend the meeting (Record Date) is 3 December 2018.

4. Application for Permission from the Relevant Governmental Authorities and Related Conditions concerning the Capital Increase

4.1 The Company shall apply for the registration of its capital increase and amendment of paid-up capital from the Department of Business Development, the Ministry of Commerce.; and

4.2 The Company will obtain approvals from the Stock Exchange of Thailand to list the ordinary shares from the exercise of the rights under the AS-WA Warrants to be the listed securities on the Stock Exchange of Thailand.

5. Objectives of the capital increase and plans for utilizing the proceeds received from the capital increase

When the warrant holders exercise the AS-WA Warrants to purchase newly issued shares in the future, the Company will be able to use the proceeds therefrom as its revolving capital in the future.

6. Benefits which the Company will receive from the capital increase/share allotment

To motivate and compensate for the hard work done by the Board of directors, management, and employee. In addition, this will encourage warrant receivers and allow them to feel the sense of owning the company. As a result, the Company will be benefit from an increase of efficiency of the employees.

7. Other details necessary for shareholders to approve the capital increase/share allotment

Please refer to 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-WA), Enclosure 2, attached hereto.

8. Schedule of actions upon the Board of Directors passing the resolution of the capital increase/share allotment

| No. | Procedure | Date Month Year |
|-----|---|---|
| 1 | Board of Directors' Meeting No. 1/2017 | 13 November 2018 |
| 2 | The date for determining the names of the shareholders entitled to attend the Extraordinary General Meeting No. 1/2018 (Record Date) | 3 December 2018 |
| 3 | Extraordinary General Meeting No. 1/2018 | 21 December 2018 |
| 4 | Registration of the resolution of capital increase and amendment of the Company's Memorandum of Association with the Ministry of Commerce | Within 14 days from the date of the resolution of the shareholders' meeting |

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

Signature:

(Mr. Pramoth Sudjitporn)

Director

(Mr. Lertchai Kanpai)

Director

**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-WA)**

Objectives

The objectives of 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-WA) are as follows:

1. To be a motivation and reward for the Board of Directors, Management, and employees that involved in the company's success over the past years.
2. Opportunity for the employee to become a shareholder.
3. To be a compensation and reward to the board of directors, management, and employees for their commitment and dedication for working with the Company.
4. To retain the board of directors, management, and employees with outstanding performance to work with the Company in long run.

1.1 Key Features of the Warrants

Name of Securities: 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-WA)

Type of Warrants Name-registered and non-transferable certificates

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 Not exceeding 20,493,850 shares with a par value of Baht 1 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 according the criteria, condition, and procedure specified by the Company

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

Exercise Ratio 1 unit of Warrants per 1 ordinary share

Exercise Price Baht 1.10 per share

Allocation Date The allocation dates are as follows:

First Time – allocate not exceed 33% of all warrants approved by the shareholders within 1 year after got approval by the shareholders.

Second Time – allocate not exceed 33% of all warrants approved by the shareholders within 2 years after got approval by the shareholders.

Third Time – allocate the rest of all warrants approved by the shareholders within 3 years after got approval by the shareholders.

Period for the Notification of the Intention to Exercise the Rights The Warrant Holders who wish to exercise their rights to purchase the ordinary shares of the Company shall notify their intention within the period of 5 Business Days prior to each Exercise Date. In the event that any Exercise Date does not fall on a Business Day of the Company, the Exercise Date will be the Business Day preceding such date, with the exception of the Last Exercise Date for which the Warrant Holders shall notify their intention to exercise the Warrants within the period of no less than 15 Business Days prior to the Last Exercise Date.

Maturity Date of Warrants 3 years from the allotment

Secondary Market of the Warrants The Company shall apply for a listing of the ordinary shares from the exercise of rights under the Warrants issued and allotted at this time on the SET.

Dilution Effects **1. Control Dilution**

In the event that all of 20,493,850 units of the Warrants are fully exercised and all of the Warrant Holders who exercise the Warrants are not the shareholders of the Company, the shareholding of the existing shareholders of the Company will be diluted by 4.76%*.

*Calculated based on the number of shares reserved to accommodate the exercise of Warrants (20,493,850 shares) divided by (1) the total issued shares of the Company, as of 13 November 2018 (409,877,016 shares) and (2) the number of shares reserved to accommodate the exercise of Warrants (20,493,850 shares)

$$\begin{aligned} \text{Control} & \qquad \qquad \qquad \text{Dilution} & & = \\ & \frac{\text{Number of shares reserved to accommodate the exercise of the Warrants}}{\text{Total issued share of the Company} +} \\ & \text{Number of shares reserved to accommodate the exercise of the Warrants} \\ & = 4.76\% \end{aligned}$$

2. Price Dilution

$$\begin{aligned} \text{Price} & \qquad \qquad \qquad \text{Dilution} & & = \\ & \frac{\text{Market price before offering for sale} - \text{Market after offering for sale}}{\text{Marketing price before offering for sale}} \end{aligned}$$

$$\text{Price Dilution} = (P_o - P_n) / P_o$$

P_o = Baht 1.15 per share, which is the weighted average price of the company's ordinary share traded during the period of 15 consecutive Business Days (22 October – 12 November 2018).

Q_o = Number of the existing ordinary shares which is equivalent to 409,877,016 shares as at 13 November 2018, which is the date on which the Board of Directors' Meeting resolved to approve the issuance and offering for sale of the Warrants.

Q_w = Number of new ordinary shares increase after the exercise of all Warrants, equivalent to 20,493,850 shares.

$$P_n = (P_o Q_o) + (\text{exercise price of AS-W1} \times Q_w) / (Q_o + Q_w)$$

$$\begin{aligned} & = \frac{(1.15 \times 409,877,016) + (1.10 \times 20,493,850)}{(409,877,016 + 20,493,850)} \end{aligned}$$

$$= \text{Baht 1.00 per share}$$

$$\text{Price Dilution} = 1.15 - 1.00 / 1.15 = 13 \%$$

Irrevocability of the notice of intention to exercise the Warrants The intention to exercise the Warrants may not be revoked when a notice of intention to exercise the Warrants is served.

1.2 Warrants Exercising Procedures and Conditions

1.2.1 Exercise Date

The exercise date shall be specified by the board of directors after get approval from shareholders.

The Warrants remaining from the exercise or the Warrants which have not been exercised during the exercise period may be carried forward to the following exercise period throughout the term of the Warrants. Nevertheless, if the term of the Warrants has expired, any Warrants remaining from the exercise will be cancelled and cease to be in effect. The Last Exercise Date will be the date 3 years after the issuance date. In the event that any Exercise Date does not fall on a Business Day of the Company, the Exercise Date will be the last Business Day preceding such date.

1.2.2 Period for the Notification of the Intention to Exercise the Rights

The Warrant Holders who wish to exercise their rights to purchase the Company's ordinary shares shall be entitled to declare their intention to purchase the Company's ordinary shares on any Business Day of the Company within 5 Business Days prior to each Exercise Date during 8.30 hrs. until 15.30 hrs. (hereinafter referred to as the "Period for the Notification of the Intention to Exercise the Rights"). In the event that any Exercise Date does not fall on a Business Day of the Company, the Exercise Date will be the Business Day preceding such date, with the exception of the last Period for the Notification of the Intention to Exercise the Rights for which the Warrant Holders shall notify their intention to exercise their rights within the period of no less than 15 days prior to the Last Exercise Date. (hereinafter referred to as the "Last Period for the Notification of the Intention to Exercise the Rights").

The Company shall announce the Warrant Holders of information with respect to the Warrants exercising procedures and conditions, the Exercise Ratio, the Exercise Price, the Exercise Period and the Period for the Notification of the Intention to Exercise the Rights through e-mail at least 5 Business Days prior to each Period for the Notification of the Intention to Exercise the Rights. For the Last Exercise Date, the Company shall also deliver such details to the Warrant Holders whose names appear in the Warrant Holder register book on the last closing date of the Warrant Holder register book by e-mail.

1.2.3 Warrants Exercising Procedures and Place to Exercise the Rights

(1) Place to Exercise the Rights

Company Secretary

Asiasoft Corporation Public Company Limited

No. 9, 28th Floor, Room 9/283-5 U.M. Tower, Ramkhamhaeng Road

Suanluang Sub-district, Suanluang District, Bangkok 10250

Tel 0-2769-8888

Fax 0-2717-4251

(2) The Warrant Holder or the Warrant Substitute holder can obtain a form of the Notification of the Intention to Exercise the Rights at the Company during the Period for the Notification of the Intention to Exercise the Rights as specified in Clause 1.2.2 above or download from the Company's website (<http://www.asiasoft.co.th>) and declare the intention to exercise the rights to purchase the Company's ordinary shares to the address as specified in Clause 1.2.3 (1) above.

The Warrant Holders or the Warrant Substitute holders who wish to exercise their rights to purchase the Company's ordinary shares shall comply with the conditions of the intention to exercise the rights and any rules and law applicable to the exercise of rights to purchase the ordinary shares, take necessary actions and submit the following documents to the Company at the address as specified in Clause 1.2.3 (1) above:

(2.1) The form of the Notification of the Intention to Exercise the Rights which is correctly and completely filled in and duly signed by the Warrant Holder. In this regard, the Warrant Holder or the Warrant Substitute holder can obtain a form of the Notification of the Intention to Exercise the Rights at the Place to Exercise the Rights within the Period for the Notification of the Intention to Exercise the Rights or the Last Period for the Notification of the Intention to Exercise the Rights or download from the Company's website (<http://www.asiasoft.co.th>).

(2.2) Supporting Documents required for the Exercise of the Warrants.

(a) Thai Individual:

A certified true and correct copy of a valid identification card.

(b) Non-Thai Individual:

A certified true and correct copy of a valid alien card or passport.

(2.3) Payment for the Exercise Price in the amount specified in the form of Notification of the Intention to Exercise the Rights shall be made in a specified period but no later than the Exercise Date by one of the following payment methods:

(a) By money transfer payable to "Asiasoft Corporation Public Company Limited" Account No. 028-411004-1, Saving Account, The Siam Commercial Bank Public Company Limited, Klongton Branch, and attached a copy of the deposit slip to the Company.

(b) By cheque, draft, cashier's cheque or bank order which can be called for collectible in Bangkok within each Exercise Date, and is crossed and made payable to "Asiasoft Corporation Public Company Limited". The exercise of rights to purchase the ordinary shares shall be completed only when the Company has successfully collected the payment of such Exercise Price. If the payment

cannot be collected in whatsoever case that is not due to the fault of the Company, the Company will consider that the Warrant Holder intends to cancel his/her respective intention to exercise such rights to purchase the ordinary shares and the Company agrees to accept the cancellation of the exercise of rights. Nevertheless, the Warrant Holder shall remain eligible to exercise the rights under the Warrants on the subsequent Exercise Date, except in the case of the cancellation of the last exercise in which the Company shall consider that Warrant Holder shall no longer be entitled to purchase the ordinary shares under the Warrants. The Company shall not be responsible for any interest and/or damages in whatsoever case.

Remark: The Warrant Holder who wishes to exercise the rights to purchase the ordinary shares shall be responsible for all tax and stamp duty (if any) pursuant to the Revenue Code, any applicable regulations or any law governing the exercise of rights to purchase ordinary shares under the Warrants (if any).

(3) The number of the Warrants or Warrant Substitute to be exercised to purchase the ordinary shares shall be in full number only. The Exercise Ratio is 1 unit of the Warrants or Warrant Substitute per 1 ordinary share unless the Exercise Ratio is adjusted pursuant to the conditions of the rights adjustment.

(4) The number of the ordinary shares to be issued upon the exercise of rights under the Warrants shall be calculated by dividing the amount of money payable by Warrant Holders or Warrant Substitute holders for the exercise of rights under the Warrants as described above by the Exercise Price at the Exercise Date. The Company shall issue the ordinary shares in a full number not exceeding the number of the units of the Warrants or Warrant Substitute multiplied by the Exercise Ratio. If there is an adjustment of the Exercise Price and/or the Exercise Ratio causing any fraction of shares after the calculation, such fraction shall be rounded down and the Company shall refund the money remained from such exercise without any interest to the respective Warrant Holder or Warrant Substitute holder within 14 days from each Exercise Date pursuant to methods and conditions specified by the Company.

Nevertheless, in any case, if the money transfer by the Company for the refund of the money remained from the exercise of rights or the money received but the Warrants are not exercised or the Warrants cannot be exercised has been duly transferred to the bank account specified in the form of the Notification of the Intention to Exercise the Rights or the Warrant Holder register book, it shall be deemed that the Warrant Holder or the Warrant Substitute holder is duly refunded and the Warrant Holder or the Warrant Substitute holder shall have no right to claim for any interest and/or damages.

If there shall be any changes in the Exercise Ratio pursuant to the criteria for the adjustment of the Exercise Price and the Exercise Ratio specified in the conditions of the rights adjustment causing any

fraction of shares from the exercise of rights under the Warrants or the Warrant Substitute, such fraction of shares shall be discarded.

(5) The calculation of the adjustment of the Exercise Price and Exercise Ratio shall not cause an increase of a new Exercise Price and/or a decrease in a new Exercise Ratio, except in the case of a combination of shares. The Company will use the new Exercise Price after adjustment (3 decimal digits) multiplied by the number of shares (number of shares calculated from the new exercise ratio multiplied by the number of Warrants which the Warrant Holder declares the intention to exercise the rights, and if causing any fraction of shares, such fraction of shares shall be discarded). If the change in such Exercise Price causes the new Exercise Price to be below the par value of the ordinary shares of the Company, the par value will be the new Exercise Price.

(6) If the Company receives the incomplete or incorrect warrant certificate or the Warrant Substitute, or does not receive a full payment as specified in the form of the Notification of the Intention to Exercise the Rights, or if the Company finds any incomplete or incorrect information filled in by the Warrant Holder or the Warrant Substitute holder in the form of the Notification of the Intention to Exercise the Rights or the stamp duties affixed thereto are incomplete according to any applicable regulations or law, the Warrant Holder or the Warrant Substitute holder shall rectify and correct such error in order to fulfill the conditions prior to each Exercise Date. Otherwise, the Company shall deem that such notification is nullified without the exercise. The Company shall return the warrant certificate or the Warrant Substitute and refund the money received without any interest in whatsoever case to such Warrant Holder or Warrant Substitute holder within 14 days from the Exercise Date.

In case of the Warrant Holder or the Warrant Substitute holder fails to make a full payment or makes payment in excess of the exercise of rights, the Company shall have the right to take one of the following actions as the Company may consider appropriate:

(6.1) The Company may deem that the number of the ordinary shares to be subscribed is equal to the number of ordinary shares to be received according to his/her entitlement or corresponding to the money actually received by the Company for the exercise of rights at the Exercise Price and Exercise Ratio at such relevant time (whichever is lower); or

(6.2) The Company may require the Warrant Holder or the Warrant Substitute holder to make additional payment in full according to his/her intention to exercise the rights within the Period for the Notification of the Intention to Exercise the Rights. If the Company does not receive the payment in full according to the exercise of rights within the Period for the Notification of the Intention to Exercise the Rights, the Company may deem that the intention to exercise the rights in such exercise is nullified without the exercise of rights.

In case of item (6.1), the Company shall deliver the warrant certificate or the Warrant Substitute, and refund the money remained from the exercise (if any) which the Company deems that the Warrants and the Warrant Substitute are partially exercised to the respective Warrant Holder or the Warrant Substitute holder within 14 days from the Exercise Date without interest in whatsoever case. However, the Warrants or the Warrant Substitutes that are not exercised shall remain valid until the Last Exercise Date; or

In case of item (6.2), the Company shall refund the money received, and return the warrant certificate or the Warrant Substitute which the Company deems not being exercised within 14 days from the Exercise Date without interest in whatsoever case. However, the Warrants or the Warrant Substitute which are not exercised shall remain valid until the Last Exercise Date.

Nevertheless, in any case, if money transfer by the Company for the refund of the money remained from the exercise of rights or the money received but the Warrants are not exercised or the Warrants cannot be exercised has been duly transferred to bank account specified in the form of the Notification of the Intention to Exercise the Rights or the Warrant Holder register book, it shall be deemed that the Warrant Holder or the Warrant Substitute holder is duly refunded and the Warrant Holder or the Warrant Substitute holder shall have no right to claim for any interest and/or damages.

(7) After the Warrant Holder or the Warrant Substitute holder, who wishes to exercise the rights to purchase the ordinary shares, completes and fulfills all conditions on the Notification of the Intention to Exercise the Rights to purchase the ordinary shares, i.e. submitting the warrant certificate or the Warrant Substitute, the form of the Notification of the Intention to Exercise the Rights to purchase the ordinary shares and making full and correct payment for the subscription of ordinary shares, the Warrant Holder or the Warrant Substitute holder shall not be able to revoke or cancel the exercise of the Warrants, unless a prior written consent from the Company is obtained.

(8) When the Last Exercise Date has lapsed but the Warrant Holder or the Warrant Substitute holder has not yet fulfilled all conditions as specified herein, it shall be deemed that such Warrants or Warrant Substitute are nullified without being exercised. The Warrant Holder or the Warrant Substitute holder is thus unable to exercise his/her rights under the Warrants after the Last Exercise Date has lapsed.

(9) In the event that the Warrant Holder or the Warrant Substitute holder delivers the warrant certificates or the Warrant Substitutes representing the number of Warrants or Warrant Substitutes more than those he/she wishes to exercise, the Company will deliver a new warrant certificate or Warrant Substitute representing the remaining units of the Warrants or the Warrant Substitute to such Warrant Holder or the Warrant Substitute holder within 14 days from the relevant Exercise Date.

(10) After the end of each Exercise Date, the Company will register the amendment to its paid-up capital with the Ministry of Commerce in the amount corresponding to the number of the new ordinary shares issued pursuant to each exercise of the Warrants within 14 days from each respective Exercise Date and the Company receives the full payment for the ordinary shares according to the exercise of rights. The Company shall arrange to register the Warrant Holder, who exercises the Warrants, as a shareholder of the Company in the share register book according to the number of the shares received from such exercise.

The Company shall submit an application for the listing of the new ordinary shares issued in corresponding to the exercise of the Warrants on the SET within 30 days from each respective Exercise Date.

(11) In the case that the ordinary shares reserved for the exercise of rights under the Warrants are not sufficient to accommodate the exercise of rights under Warrants, the Company shall pay compensation for the damages arising out of the Warrant Holder's or the Warrant Substitute holder's inability to exercise the rights under the Warrants as specified in Clause 2. However, the Company will not compensate for any damages to the Warrant Holder or the Warrant Substitute holder who is not able to exercise his/her rights because of a restriction of shareholding ratio as specified in the Company's Articles of Association irrespectively of the sufficient number of ordinary shares.

(12) The Executive Committee or a person delegated by the Executive Committee shall be authorized to determine the other conditions and details in connection with the adjustment or change of the Exercise Ratio and Exercise Price according to the proper calculation method upon an occurrence of any events as described in the relevant notifications of the Capital Market Supervisory Board. If the shareholders' resolution is required, the Executive Committee shall propose the matter to the shareholders' meeting in accordance with relevant rules accordingly.

2. Exercise Condition

The Warrant holder must retain their status as board of directors, management, and employees of the Company and subsidiary on the exercise date.

3. Criteria and Conditions for the allocation of the warrant (AS-WA)

Persons who are eligible to receive the allocation of the AS-WA warrant must maintain its status in Company or subsidiary as of the date that the Company has offered and issued the Warrant. Board of executive or a person authorized by the board of executive will set up the condition for board of directors, management, and employees of the Company and subsidiary who will receive the warrants, and the number of warrants to be allocated to each person will be based on the position and working period.

4. List of directors eligible for the warrant (AS-WA) and the amount allocation

The Company are on the process of allocation, and will do further announcement.

Issuer

Asiasoft Corporation Public Company Limited

Signature:

(Mr. Pramoth Sudjitporn)

Director

(Mr. Lertchai Kanpai)

Director