

5 February 2014

Subject : Report on the investment in shares of Level Up!, Inc.
To : President
The Stock Exchange of Thailand
Copy to : Secretary-General
The Office of the Securities and Exchange Commission

Asiasoft Corporation Public Company Limited (“The Company”) would like to report the information relating to the investment in **Level Up!, Inc.** and **Level Up!, Inc.** will become a Subsidiary of the Company in the proportion of 70% of **Level Up!, Inc.’s** issued and outstanding capital stock. The Company would like to report the information as following details:-

1. Transaction period:

Within February - March 2014.

2. The parties involved and their relationship with the Company:

Seller has no relationship with the Company.

3. The general characteristic of the transaction:

The Company will invest 70% in **Level Up!, Inc.** of the issued and outstanding capital stock of **Level Up!, Inc.** by purchasing from existing shareholder, total amount USD 2,940,000 and the payment made in cash. Seller is not connected person.

4. The details of acquired assets:

Name of company	:	Level Up!, Inc.
Registered Office	:	11/F Pacific Star Building, Makati Avenue, Makati City, Philippines
Type of business	:	Publisher of online games in Philippines.
Type of acquired assets	:	9,097,159 Class A-common shares (par value of PHP 10.00 per share) and 2,000,000 Class B-common shares (par value of PHP 0.01 per share). Both classes of shares have the same rights even though each class has a different par value. (Level

Up!, Inc. has a total of 15,853,085 Class A and Class B common shares).

Shareholding structure of **Level Up!, Inc.** after the acquisition comprising of:

1. Asiasoft Corporation Public Company Limited holds 70% of the issued and outstanding capital stock.
2. The Philippines's Company holds 30% of the issued and outstanding capital stock.

5. Financial highlight of Level Up!, Inc.:

Audited Financial Statement for year ended December 31, 2012

Total Revenue	302,937,221 PHP or equivalent to 224,476,481 Baht
Net Profit (Loss)	(13,458,386) PHP or equivalent to (9,972,665) Baht
Total Assets	346,070,953 PHP or equivalent to 256,438,577 Baht
Total Liabilities	225,457,804 PHP or equivalent to 167,064,233 Baht
Shareholders' equity	120,613,149 PHP or equivalent to 89,374,344 Baht
Paid-up Capital	91,020,000 PHP or equivalent to 67,445,820 Baht
Book value per share	10.87 PHP or equivalent to 8.05 Baht

6. The basis used to determine the value of the consideration

This purchase price based on price agree upon between the Company and the Seller which the Company considering on fair value of asset and business based on price to sales value at 0.63 times which is the trading price to sales for stocks in "PSEi" in Philippines is 2.67 times.

7. The benefits of the transaction to the Company

The Company considered that **Level Up!, Inc.** has the potential to carry on the publishing of online games in Philippines, and having good expertise in the business. The Company believes that investment in **Level Up!, Inc.** will support the online gaming service that is core business of the Company in the future and an additional oversea income source to the Group of the Company.

8. Source of fund: Working capital of the Company.

The transaction is not regarded as a connected transaction and a transaction size is not considered as a major acquisition of assets according to the regulations of the Capital Market Supervisory Board and the Stock Exchange of Thailand, but this report is in accordance with the disclosure of investment in a joint venture company with a proportion of 10% or more of its paid up capital and in acquires or disposes of an investment in another company which results in that other company becoming, or ceasing to be, a subsidiary of the Company.

Please be informed accordingly.

Yours faithfully,

(Mr. Chatchawan Triamvicharnkul)
Deputy Managing Director