



AAV10/2018

February 21, 2018

Subject: Schedule for the 2018 Annual General Meeting of Shareholders and Withholding Dividends Payment

Attention: President of the Stock Exchange of Thailand

Asia Aviation Public Company Limited (“the Company”) held the Board of Directors Meeting No. 2/2018 on February 21, 2018. The meeting resolved to hold the 2018 Annual General Meeting of Shareholders and set agenda items as follows:

1. To set the record date to determine the names of shareholders who have right to attend the 2018 Annual General Meeting of Shareholders, on March 9, 2018.

2. To hold the 2018 Annual General Meeting of Shareholders on Tuesday, April 24, 2018, 14.00 hrs. at Don Muang Ballroom, lobby level, Amari Don Muang Airport Bangkok, 333 Chert Wudthakas Road, Bangkok 10210.

3. To set agenda items for the 2018 Annual General Meeting of Shareholders as follows:

Agenda Item 1 Matter to be informed by Chairman

Agenda Item 2 To consider and certify the Minutes of the Annual General Meeting of Shareholders for 2017 held on April 25, 2017

The Board's Opinion: The Board has recommended the Minutes of the Annual General Meeting of Shareholders for 2017, held on April 25, 2017 be certified because they were accurately recorded.

Agenda Item 3 To acknowledge the Board of Directors' report on the Company's operating results for 2017 and Annual Report

The Board's Opinion: The Board has recommended the Meeting of Shareholders acknowledge the report on the Company's operating results for 2017 along with the significant changes that occurred during the year, as shown in the Company's Annual Report for 2017.

Agenda Item 4 To consider and approve the Balance Sheet (Statements of financial position) and Statements of Income for the year ended December 31, 2017

The Board's Opinion: The Board has recommended the Company's audited financial statements for the year ended December 31, 2017, which have been reviewed by the Company's audit committee and audited by Mr. Paiboon Tunkoon, certified Public Account (Thailand) No. 4298 of Pricewaterhouse Coopers ABAS Ltd., be presented to the Meeting of the Shareholders for approval.

Agenda Item 5 To acknowledge the interim dividend payment and approve the omitting of net profit as legal reserves and the withholding of dividend payment for the year-end 2017

The Board's Opinion: The Board has recommended the Meeting of Shareholders acknowledge the interim dividend of 0.15 baht per share paid from the Company's performance during the period January 1 to November 10, 2017. The said interim dividend was paid to the shareholders on December 7, 2017. In addition, the Board has recommended the Meeting of Shareholders approve the omitting of 2017 net profit as legal reserves. Since year 2016 The company has reserve the appropriation of profit in amount of 21.99 million baht, total legal reserve at the amount of 48.50 million baht equals to 10 percent of the Company's registered capital which is full amounted as applicable by law.

In addition, the Board has recommended the Meeting of Shareholders approve the withholding of dividend payment for the year-end 2017 (November 11-December 31, 2017) since the cash reservation for fleet expansion purpose of Thai AirAsia Ltd., a subsidiary company who operates the core business, is needed.

Agenda Item 6 To consider and approve the appointment of the Company's external auditors and their remuneration for 2018

The Board's Opinion: The Board has recommended the Meeting of Shareholders approve the appointment of auditors from EY Office Company Limited as the Company's external auditor for the year 2018 since EY Office is a global leader in professional services and to standardize the audit within AirAsiaGroup that will be increasing the effectiveness of coordination. Details are as follows:

- 6.1 Mr. Termphong Opanaphan CPA (Thailand) No. 4501
- 6.2 Miss Manee Rattanabunnakit CPA (Thailand) No. 5313
- 6.3 Miss Kosum Cha-em CPA (Thailand) No. 6011

Any of the above auditors can conduct the audit and express an opinion on the Company's financial. In the event that none of these auditors is available, EY Office Company Limited is authorized to delegate another one of its certified public accountants to conduct the audit. The audit fee and the quarterly review fee for the Company in 2018 are in amount of Baht 1.0 million and the audit fee and the quarterly review fee for subsidiaries, in amount of Baht 4.40 million. Therewith the appointment of the Company's external auditors and their remuneration for the year 2018 has been approved by the Company's Audit Committee.

Agenda Item 7 To consider and approve the appointment of the Company's directors to replace those who will be retired by rotation in 2018

The Board's Opinion: The Board has made a resolution concurring with the proposal made by the Nomination and Remuneration Committee to recommend the Meeting of Shareholders approve the reappointment of three directors listed below who are due to retire by rotation in 2018:

- 7.1 Mr. Arak Chonlatanon Chairman of the Board  
/ Chairman of the Audit Committee  
/ Independent Director
- 7.2 Mr. Preechaya Rasametanin Director
- 7.3 Mr. Phairat Pornpathananangoon Director

Aforementioned, the directors have the adequate skills, capabilities and the relevant business experiences that shall be beneficial for the operation of the Company and also be qualified under the Public Limited Company Act B.E. 2535 and the Notification of the Securities and Exchange Commission as well as they are not being prohibited as stated in the Securities and Exchange Act B.E. 2535 including other related laws and regulations.

Agenda Item 8 To consider and approve the remuneration of the Company's Board of Directors for 2018

The Board's Opinion: The Board has made a resolution concurring with the proposal made by the Nomination and Remuneration Committee to recommend the Meeting of Shareholders approve the remuneration of the Company's Board of Directors for 2018 with details as follow:

The monetary remuneration

- 8.1 Each member of the Board of Directors shall receive monthly remuneration of Baht 80,000 and meeting allowance of Baht 80,000 for each meeting attendance. Should there be more than 1 meeting per month, each Board member will receive meeting allowance of no more than Baht 80,000 per month, with the Chairman of the Board receiving monthly remuneration of Baht 100,000 and meeting allowance of Baht 100,000 for each meeting attendance. Should there be more than 1 meeting per month, the Chairman will receive meeting allowance of no more than Baht 100,000 per month.
- 8.2 Each member of the Audit Committee shall receive monthly remuneration of Baht 80,000. This amount excludes remuneration as the Board of Directors. For the Chairman of Audit Committee shall receive monthly remuneration of Baht 100,000.
- 8.3 Upon being appointed by the Board or the Chairman of the Board to a Committee, a Sub-Committee or a Working Group, the Director shall receive an additional Baht 40,000 per meeting attendance. Should there be more than 1 meeting per month, meeting allowance will remain at Baht 40,000 for the month.
- 8.4 Each member of the Board of Directors shall receive bonus calculated by 0.5% of dividend payment and the allocation policy is as the consideration of the Board of Director.

Other remuneration

Benefits in air ticket

Each member of the Board of Directors including spouse and legitimate child shall receive 1 round trip tickets per month totaling 12 round trip tickets per year for all routes and free of charge. This benefit shall be granted only when the board members are in office.

Nonetheless, Executive directors shall not receive any remuneration as members of the Board or Sub-committee.

Agenda Item 9 Other matters

Please be informed accordingly.

Yours sincerely,

*(Mr. Santhat Sanguandikul)*

Chief Financial Officer

Authorized to sign on behalf of the Company