



Criteria for shareholder(s) to propose agenda and director nominee for  
2019 Annual General Meeting of Shareholders in advance

1) Shareholder Qualification

Shareholder who wishes to propose the matter must possess the following qualification:

- 1.1 Being the shareholder of Asia Aviation Plc. (the Company) at the date of proposing.
- 1.2 Being a shareholder or shareholders who hold minimum shares in combine of at least five percent of the Company's total shares eligible to vote.
- 1.3 Holding those shares in 1.2 continuously for at least 1 year at the date of proposing.

2) Proposal Criteria

2.1 Proposing an agenda item

Shareholder(s) who possesses qualification according to Section 1 can propose meeting agenda to the Board of Directors by filling in Form (Proposal of the Agenda of the Shareholders' Meeting) as per attached herewith and then submit the form along with any other supporting document for the Board of Directors' consideration.

The Company shall not accept the following matters as the meeting agenda:

- 2.1.1 Any matter that conflicts the law, rules and regulations of any government agency, or any regulatory or does not comply with the Company's objective, the article of association, the shareholders resolution, and the good corporate governance of the Company.
- 2.1.2 Any matter that is not beneficial to the Company or is beneficial to a specific person or group.
- 2.1.3 Any matter that is within the scope of authority of the Board of Directors unless it has significant effect to the shareholder(s).
- 2.1.4 Any matter that the Company has already implemented.
- 2.1.5 Any matter that is beyond the control of the Company.
- 2.1.6 Any matter that the shareholder(s) has already proposed in the Shareholders' Meeting during the past 1 year and received supporting votes of less than ten percent of the total number of the voting rights, unless the fact pertaining in the resubmission has significantly changed from that of the previous the Shareholders' Meeting.
- 2.1.7 Any matter where the information the shareholder(s) provided is incomplete, ambiguous, or incorrect and those who are unable to contact.

## 2.2 Proposing a candidate to be nominated as a director

Shareholder(s) who possesses qualification according to Section 1 can nominate the list of qualified candidate(s) to be elected as the Company's director by filling Director Nomination Form and the resume of a proposed candidate as per attached herewith and then submit the forms along with any other supporting document for the Board of Directors' consideration.

### Qualifications and Prohibitions of the person being nominated as Director

2.2.1 Having the qualifications and none of any prohibited characteristics according to the Public Company Act, Securities and Exchange Act, other relevant acts, and Good Corporate Governance Policy of the Company.

2.2.2 Being knowledgeable, capable, honest, good integrity and carry out the business ethically.

2.2.3 Having sufficient time to devote his(her) knowledge and capabilities for the Company.

### **3) Period and Channel for submitting proposals**

3.1 Submission period: From 1<sup>st</sup> December 2018 - 31<sup>st</sup> January 2019

3.2 Channel: Registered mail to  
Company Secretary  
Asia Aviation Public Company Limited  
222, Don Mueang International Airport,  
3<sup>rd</sup> Floor, Central Office Bldg., Room no. 3200,  
Vibhavadee Rangsit Road, Don Mueang, Bangkok, 10210  
  
Or email to [aav\\_companysecretary@airasia.com](mailto:aav_companysecretary@airasia.com) (unofficial) and then submit the original document by registered mail within 31<sup>st</sup> January 2019

### **4) Documentation required**

#### 4.1 Proposing an agenda item

4.1.1 Proposal of the Agenda of the Shareholders' Meeting Form duly filled in and signed by the shareholder(s)

4.1.2 Shareholder's identification

##### Individual

- A signed copy of identification card/passport (in case of foreigner)

- A signed copy of share certificate or certificate of share held issued by securities companies or Thailand Securities Depository Co.,Ltd.

#### Juristic person

- A copy of the company's affidavit signed by authorized directors and affix with the company's seal (if any), and a signed copy of identification card/passport (in case of foreigner) of authorized directors must be enclosed.

- A copy of share certificate signed by authorized directors and affix with the company's seal (if any), or a copy of certificate of share held issued by securities companies or Thailand Securities Depository Co.,Ltd.

Note: If the shareholder(s) has his/her title, name and/or surname changed, a signed copy of evidence of those changes must be enclosed.

4.1.3 In case a group of shareholders proposes agenda, each shareholder must separately fill in and sign this form as evidence. Then the forms should be gathered into one set before submitting to the Company

4.1.4 In case the shareholder(s) wishes to propose more than one agenda, Form must be filled separately for each particular agenda.

#### 4.2 Proposing a candidate to be nominated as a director

4.2.1 Director Nomination Form duly filled in and signed by the shareholder(s).

4.2.2 The resume of a proposed candidate to be elected as a director together with the signature of consent from the candidate(s).

- A signed copy of identification card/passport (in case of foreigner) of the candidate(s) must be enclosed.

- In case the candidate(s) has his/her title, name and/or surname changed, a signed copy of evidence of those changes must be enclosed.

The Company may require additional documents or information from the shareholder(s) if it considers that such documents or information would be necessary or beneficial for consideration by the Board of Directors.

4.2.3 Shareholder's identification

#### Individual

- A signed copy of identification card/passport (in case of foreigner)

- A signed copy of share certificate or certificate of share held issued by securities companies or Thailand Securities Depository Co.,Ltd.

Juristic person

-A copy of the company's affidavit signed by authorized directors and affix with the company's seal (if any), and a signed copy of identification card/passport (in case of foreigner) of authorized directors must be enclosed

-A copy of share certificate signed by authorized director and affix with the company's seal (if any), or a copy of certificate of share held issued by securities companies or Thailand Securities Depository Co.,Ltd.

Note: If the shareholder(s) has his/her title, name and/or surname changed, a signed copy of evidence of those changes must be enclosed.

4.2.4 In case a group of shareholders proposes a candidate, each shareholder must separately fill in and sign this form as evidence. Then the forms should be gathered into one set before submitting to the Company.

4.2.5 In case the shareholder (s) wishes to propose more than one candidate, Form must be filled separately for each particular person.

## 5) Consideration Procedures

### 5.1 Proposing an agenda item

5.1.1 The Company Secretary will initially review the proposal and supporting documents before proposing to the Board of Directors. In case of where the information provided is incomplete or incorrect, the Company Secretary will notify the proposing shareholder(s). The shareholder(s) shall correct the proposal and resubmit it to reach the Company Secretary within 6<sup>th</sup> February 2019.

5.1.2 In case the shareholder(s) is not considered fully qualified according to the criteria no. 1.1-1.3 and 2.1, the Company Secretary will notify the shareholder(s) that proposal is excluded within 6<sup>th</sup> February 2019.

5.1.3 The Board of Directors will consider the appropriateness of the proposal. If the Board of Directors agrees that any issues are significant or beneficial to the Company or shareholder(s), the Board will incorporate those issues along with the Board opinion as AGM agenda. If the Board of Directors rejects any shareholders proposals, the Company will report such rejection and its rationales to the shareholder(s) within the next business day after the Board meeting and announce to all shareholder(s) formally at the Shareholders' Meeting.

### 5.2 Proposing a candidate to be nominated as a director

5.2.1 The Company Secretary will initially review the proposal and supporting documents before proposing to the Board. In case of where the information provided is incomplete or incorrect, the Company Secretary will notify the proposing shareholder(s). The shareholder(s) shall correct the proposal and resubmit it to reach the Company Secretary within 6<sup>th</sup> February 2019.

- 5.2.2 In case the shareholder(s) is not considered fully qualified according to the criteria no. 1.1-1.3 or the candidate is not qualified according to the criteria no. 2.2, the Company Secretary will notify the shareholder(s) that proposal is excluded within 6<sup>th</sup> February 2019.
- 5.2.3 The Nomination Committee will consider the candidate's qualification according to the Duties and Responsibilities of Nomination Committee to propose to the Board unless the Board or the Nomination Committee says otherwise.
- 5.2.4 The name of nominee approved by the Board along with the Board opinion will be included in the AGM agenda. For the proposal rejected by the Nomination Committee or the Board, the Company will report such rejection and its rationales to the shareholder(s) within the next business day after the Board meeting and announce to all shareholder(s) formally at the Shareholders' Meeting.



Proposal of the Agenda of the Shareholders' Meeting 2019 Form

I am.....

being the shareholder of Asia Aviation Public Company Limited,

Holding AAV of .....share(s)

Period of shareholding.....year(s)

Address.....

.....

Telephone..... Facsimile..... E-mail.....

I would like to propose the following agenda item;

.....

.....

Objective (Please enter the mark )  for information  for consideration  for approval

The supporting information which would be beneficial for consideration (such as fact or reason etc.) and please attach the supporting document (if any)

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I certify that all information in this form including the evidence of shares held and supporting documents are correct.

And, I consent to the disclosure of the attached information or evidence if the Company deems it necessary.

Signed.....Proposer

Date.....

*Note: The Company will not consider the proposed agenda if the information/evidence provided is incomplete, incorrect or the shareholder(s) cannot be contacted or are not fully qualified as indicated.*



**Director Nomination Form**

I am (Proposer).....

being the shareholder of Asia Aviation Public Company Limited,

Holding AAV of .....share(s)                      Period of shareholding.....year(s)

Address.....

Telephone..... Facsimile..... E-mail.....

I propose to nominate (Mr./Mrs./Miss).....

as a candidate to be elected as director of Asia Aviation Public Company Limited for the year 2019. Such person has made his/her consent and certified that information provided in "the resume of a proposed candidate to be elected as a director for the year 2019" and other supporting documents is true and correct.

And, I certify that all information I have provided in this form including the evidence of shares held and supporting documents is true and correct. I consent that the Company may disclose the attached information or evidence if the Company deems it necessary.

Signed.....Proposer

Date.....

Note: The Company will not consider the proposed candidate if the information/evidence provided is incomplete, incorrect or the shareholder(s) or candidate(s) cannot be contacted or are not fully qualified as indicated.

Resume of a proposed candidate to be elected as a director  
for the year 2019

2" x 2"  
Photograph  
(taken within  
3 months)

Name (Mr. / Mrs. / Miss).....

Address.....

.....

Nationality..... Date of birth.....

Telephone..... Facsimile..... E-mail.....

Education

Period	Education Level	Educational Institution	Major/Specialization

Working experiences in the past 5 years

From year	To year	Company	Type of business	Position

Training for director course of Thai Institute of directors (IOD) (Please enclose a certified true copy of certificates)

Year	Course

Holding AAV of.....share(s)



Please specify any direct and/or indirect interests in AAV and/or subsidiary company as counterparty (Please specify nature of transaction and characteristic of such interests, and transaction value)

.....  
.....

Please specify any shareholding or directorship of any related company of AAV (Please specify company's names, number of shares held, and percentage of total number of the voting rights)

.....  
.....

Please specify any shareholding or partnership, or directorship of any company that operates the same nature of business as AAV and/or subsidiary company and is in competition with the business of AAV and/or subsidiary company (Please specify partnership's name, company's name, number of shares held, percentage of total number of the voting rights and its nature of business)

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I hereby consent to this proposal to be nominated as director of Asia Aviation Public Company Limited for the year 2019, and declare that all the information I have provided in this form and the supporting documents is true and correct. I certify that my qualification meet all the Company's criteria and do not have any prohibition as stipulated by law.

Signed.....Candidate

Date.....