

## Qualifications of Independent Directors

The Independent Directors shall possess all the qualifications required by the Capital Market Supervisory Board and the Stock Exchange of Thailand, and can oversee the interest of all shareholders equally without any conflicts of interests. The qualifications are as follows:

1. Holding not exceeding 1% of the total shares with voting rights of Asia Aviation Plc., its parent company, its subsidiary company, its associated company, major shareholder or control person of Asia Aviation Plc. (inclusive of the shares held by any related person of such Independent Director);

2. Not being, nor having been, a director who participates in the Management, an employee, staff member or advisor who receives a regular salary, or a control person of Asia Aviation Plc., its parent company, subsidiary company, its associated company, its subsidiary at the same level, Major Shareholder or control person of Asia Aviation Plc., unless the holding of the aforementioned positions has been discontinued for at least two years. However, such prohibition shall not apply in the case where such Independent Director has been a government official or consultant of the government sector, which is a Major Shareholder, or control person of Asia Aviation Plc.;

3. Not being person who has a relationship by blood or registration under laws, as father, mother, spouse, sibling, and child, including spouse of child, of its Directors, its Managements, its Major Shareholder, its control person or the person who will be nominated to take up the position of Director or Management or control person of Asia Aviation Plc. or its subsidiary;

4. Not having, or not having had, any business relationship with Asia Aviation Plc., its parent company, its subsidiary company, its associated company, Major Shareholder or control person of Asia Aviation Plc. in a manner which may obstruct its independent judgment. Additionally, not being or not having been a substantial Shareholder or control person of a person who has a business relationship with Asia Aviation Plc. its parent company, its subsidiary company, its associated company, Major Shareholder or control person of Asia Aviation Plc., unless such business relationship has been discontinued for at least two years.

(the aforementioned business relationship and transaction size shall have the same definition as in the Notification of the Thai Capital Market Supervisory Board Re: Application for and Approval of Offer for Sale of Newly Issued Shares);

5. Not being, or not having been, an auditor of Asia Aviation Plc., its parent company, its subsidiary company, its associated company, Major Shareholder, control person of Asia Aviation Plc., Major Shareholder or control person or the partner of the audit company for which the auditor of Asia Aviation Plc., its parent company, its subsidiary company, its associated company, Major Shareholder or control person of Asia Aviation Plc. has worked therein, unless such holding of the aforementioned positions has been discontinued for at least two years;

6. Not being or not having been a professional service provider, including service provided as legal counsel or financial advisor which is retained for a fee exceeding Baht two million per annum from Asia Aviation Plc., its parent company, its subsidiary company, its associated company, Major Shareholder or control person of Asia Aviation Plc., and not being Major Shareholder or control person or the partner of such professional service provider, unless such business relationship has been discontinued for at least two years;

7. Not being a director nominated to be a representative of a director of Asia Aviation Plc., Major Shareholder or Shareholder who are related persons to the Major Shareholder;

8. Not undertaking any business which has the same nature as and is in competition with the business of Asia Aviation Plc. or its subsidiary company or not being a partner of the partnership or a director who participates in the Management, an employee, a staff member, or advisor who receives a regular salary or holds shares exceeding 1% of the total shares with voting right of other companies which undertakes business of the same nature as and is in competition with the business of Asia Aviation Plc. or its subsidiary company; and

9. Having no other qualifications causing any inability to express independent judgment in respect of Asia Aviation Plc.'s business operation.

## Profiles of Independent Director for Appointment of Proxy

### Mr. Vichate Tantiwanich

**Position:** Chairman, Chairman of the Audit Committee  
Nomination and Remuneration Committee and Independent Director

**Starting Date of Directorship:** February 22, 2018

**Age (years):** 58

**Address:** 222, Don Mueang International Airport, 3<sup>rd</sup> Fl., Central Office Bldg.,  
Room no. 3200, Vibhavadee Rangsit Road, Don Mueang, Bangkok



**Education/ Training:**

- MBA (Finance and Marketing), University of Hartford, Connecticut, U.S.A.
- B.A. in Economics (Monetary Economics and Public Finance), Chulalongkorn University
- Diploma, The National Defence Course (Class 56/2013), Thailand National Defence College
- Capital Market Academy Leadership Program (CMA 1/2005), Capital Market Academy, The Stock Exchange of Thailand (SET)
- Director Certification Program (DCP 2/2000), Thai Institute of Directors Association (IOD)
- Executive Education and Enrichment Institute (in partnership with SAID Business School, Oxford University)

**Number of Shares and Percentage of Asia Aviation PLC (%)<sup>(1)</sup>:** - None -

**Relationship with other Management<sup>(2)</sup>:** - None -

**5 years past and present work experience:**

Period	Position	Company
2018 – present	Chairman/ Chairman of the Audit Committee/ Nomination and Remuneration Committee	Asia Aviation Plc.
2018 – present	Chairman / Chairman of the Audit Committee/ Nomination and Remuneration Committee/ Chairman of Corporate Governance and Sustainability Committee	Thai AirAsia Co., Ltd.
2018 – present	Independent Director	Buriram Sugar Plc.
2018 – present	Chairman/ Independent Director	The Signature Brand Co., Ltd.
2018 – present	Chairman/ Chairman of the Audit Committee	Thai Enger Holding Plc.
2018 – present	Director	The Chiangmai Juvenile and Family Court Foundation
2017 – present	Advisor to the Board	PMG Corporation Co., Ltd.
2017 – present	Independent Director/ Member of Audit Committee	Wind Energy Holding Co., Ltd.
2017 – present	Independent Director	KPN Academy Co., Ltd.
2017 – present	Chairman/ Chairman of the Audit Committee	GMO-Z com Security (Thailand) Ltd.

<sup>(1)</sup> Including the shareholding from spouse and minor child

<sup>(2)</sup> Family relationship means relation by blood, wedding and registered by laws

Period	Position	Company
2017 – present	Independent Director/ Chairman of the Audit Committee	JWD Info Logistics Plc.
2017 – present	Chairman	Sharp Wrapbiz Co., Ltd.
2016 – present	Chairman	Sell Idea Co., Ltd.
2016 – present	Chairman	Firm Co., Ltd.
2015 – present	Chairman	HBD Connect Co., Ltd.
2012 – present	Independent Director	Phatra Leasing Plc.
2012 – present	Chairman of the Executive Committee	CAC Co., Ltd.
2010 – present	Advisor to Directors of Capital Market Academy	Stock Exchange of Thailand
2006 - present	Managing Director	Vertical Link Co., Ltd.
2018	Honorary Director	the National Innovation Agency
2017 – 2018	Independent Director/ Chairman of Marketing and Public Relations Committee	Industrial Estate Authority of Thailand
2015 – 2017	Advisor	Minister of Commerce
2015 – 2017	Independent Director	Export – Import Bank of Thailand
2013 – 2017	Appellate Sub-committee	Securities and Exchange Commission of Thailand
2012 – 2017	Director	Thai Financial Planners Association
2012 – 2017	Senior Vice President	Thai Beverage Plc.
2014 – 2015	Independent Director/ Member of Audit Committee	Dhanarak Asset Development Co., Ltd.
2013 – 2015	IOD Advisory Committee on Research and Governance	Thai Institute of Directors Association
2012 – 2015	Independent Director/ Member of Audit Committee	M Pictures Entertainment Plc.

**Director/ Management Position in other companies:**

- Listed Company
  - Buriram Sugar Plc.
  - JWD InfoLogistics Plc.
  - Thai Enger Holding Plc.
  - Phatra Leasing Plc.
- Non-listed company
  - Thai AirAsia Co., Ltd.
  - The Chiangmai Juvenile and Family Court Foundation
  - Wind Energy Holding Co., Ltd.
  - GMO-Z com Security (Thailand) Ltd.
  - Sell Idea Co., Ltd.
  - HBD Connect Co., Ltd.
  - Stock Exchange of Thailand
  - The Signature Brand Co., Ltd.
  - PMG Corporation Co., Ltd.
  - KPN Academy Co., Ltd.
  - Sharp Wrapbiz Co., Ltd.
  - Firm Co., Ltd.
  - CAC Co., Ltd.
  - Vertical Link Co., Ltd.

- Other company that compete with/ relate to the company - None -

**Attend of the Meeting in 2018:**

- The Board of Directors Meeting - 3/7 times
- The Audit Committee Meeting - 3/4 times
- The Nomination and Remuneration Committee Meeting - 0/1 times
- 2018 Annual General Meeting of Shareholder - 1/1 times

*\* The effective date of director appointment was February 22, 2018.*

**Illegal Record in past 10 years:** - None -

**Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years:**

- Being a director that take part in managing day-to-day operation, employee, or advisor who receive a regular salary or fee - No -
- Being a professional service provider (i.e., auditor, lawyer) - No -
- Having the significant business relations that may affect the ability to perform independently - None -

**Conflict of Interest in the Agenda** - None -

**Mr. Nuttawut Phowborom**

**Position:** Director, Audit Committee, Chairman of Nomination and Remuneration Committee and Independent Director

**Starting Date of Directorship:** December 13, 2011

**Age (years):** 55

**Address:** 222, Don Mueang International Airport, 3<sup>rd</sup> Fl., Central Office Bldg., Room no. 3200, Vibhavadee Rangsit Road, Don Mueang, Bangkok

**Education/ Training:**

- Master of Business Administration General Management, City University, U.S.A.
- Bachelor Degree of Economics, The University of the Thai Chamber of Commerce
- Director Accreditation Program (DAP 28/2004), Thai Institute of Directors Association (IOD)
- Audit Committee Program (ACP 4/2005), Thai Institute of Directors Association (IOD)
- Role of the Compensation Committee (RCC 6/2008), Thai Institute of Directors Association (IOD)

**Number of Shares and Percentage of Asia Aviation PLC (%)<sup>(1)</sup>:** - None -

**Relationship with other Management<sup>(2)</sup>:** - None -

**5 years past and present work experience:**

Period	Position	Company
2011 – present	Director/ Audit Committee/ Chairman of Nomination and Remuneration Committee	Asia Aviation Plc.
2011 – present	Director/ Audit Committee/ Chairman of Nomination and Remuneration Committee	Thai AirAsia Co., Ltd.
2018 - present	Director	Bake Cheese Tart (Thailand) Co., Ltd.
2018 - present	Director	First Korat Wind Co., Ltd.
2018 - present	Director	Siamkoi Avenue Co., Ltd.
2018 - present	Director	Wow Factor Co., Ltd.
2017 - present	Director	Food Capitals Plc.
2016 - present	Director	Watabak Wind Co.,Ltd.
2015 - present	Director	KPN Energy Holding Co.,Ltd.
2015 - present	Director	KPN Healthcare Plc.
2015 - present	President	Wind Energy Holding Co., Ltd
2014 - present	Director	Innovative Learning and Design (Thailand) Co.,
2014 - present	Director/ Vice Chairman	KPN Chinese Academy Co., Ltd.
2014 - present	Director/ Vice Chairman	KPN Music Academy Co., Ltd.
2013 - present	Audit Committee/ Independent Director	Finansa Plc.
2013 - present	Director/ Vice Chairman	KPN Academy Co., Ltd.
2013 - present	Director/ Vice Chairman	KPN Tutoring Co., Ltd.
2010 - present	Executive Director	Eastern Cuisine (Thailand) Co., Ltd.

<sup>(1)</sup> Including the shareholding from spouse and minor child

<sup>(2)</sup> Family relationship means relation by blood, wedding and registered by laws

Period	Position	Company
2010 - present	Executive Director	KPN Music Co., Ltd.
2007 - present	Director	K.N. and Associates Co., Ltd.
2006 - present	Director	KPN Music & Entertainment Co., Ltd.
2002 - present	Chairman	Siam Koi Co., Ltd.
present	Director	Dudu Nong Co., Ltd.
present	Director/ Vice Chairman	Penta Systems Co., Ltd.
present	Director	KPN Innovation Co., Ltd.
present	Director	K.E.C.International Co., Ltd.
present	Director	Sport Society Co., Ltd.
present	Director/ Vice Chairman	Siam Wilson Learning Co., Ltd.
2017 – 2018	Director	KPN-KEPPEL ALLIANCE (SK19) Co., Ltd.
2017 - 2018	Director	KPN-KEPPEL ALLIANCE (SK28) Co., Ltd.
2016 - 2018	Director/ Group Chief Executive Officer	KPN Group Corporation Co., Ltd.
2016 - 2018	Director/ Chief Executive Officer	KPN Land Co.,Ltd
2015 - 2018	Director	KPN Holding Co., Ltd
2009 - 2018	Director	KPN Award Co., Ltd.
1996 - 2018	Chief Financial Officer	KPN Group Corporation Co., Ltd.
2014 - 2017	Director/ Vice Chairman	KPN Tutoring Academy Co., Ltd.
2013 - 2017	Executive Director	INT Aviation Co., Ltd.
2013 - 2017	Executive Director	KPN Golf Academy Co., Ltd.
2010 - 2017	Audit Committee/ Independent Director	Matching Maximize Solution Plc.
2008 - 2016	Director	KPN Music Room Co., Ltd.
2008 - 2016	Director	KPN Music Siam Square Co., Ltd.
2014 - 2015	Chief Executive Officer	KPN Group Corporation Co., Ltd.
2008 - 2014	Director	KPN Music Chiangmai Co., Ltd.
2006 - 2014	Director	Computer and Consultant Services Co., Ltd.
2006 - 2014	Director	MB Business Trading Corp.,Ltd.
2006 - 2014	Director	PS Business Trading Corp.,Ltd.
2006 - 2014	Director	Siam Khonkaen Co., Ltd.

**Director/ Management Position in other companies:**

- Listed Company
  - Finansa Plc.
  - Food Capitals Plc.
- Non-listed company
  - Thai AirAsia Co., Ltd.
  - Bake Cheese Tart (Thailand) Co., Ltd.
  - Siamkoi Avenue Co., Ltd.
  - First Korat Wind Co., Ltd.
  - Wow Factor Co., Ltd.
  - Watabak Wind Co.,Ltd.
  - KPN Energy Holding Co.,Ltd.
  - Wind Energy Holding Co., Ltd

- KPN Healthcare Plc.
- KPN Chinese Academy Co., Ltd.
- KPN Tutoring Co., Ltd.
- KPN Music Co., Ltd.
- K.N. and Associates Co., Ltd.
- Siam Koi Co., Ltd.
- Penta Systems Co., Ltd.
- K.E.C.International Co., Ltd.
- Dudu Nong Co., Ltd.
- KPN Music Academy Co., Ltd.
- Innovative Learning and Design (Thailand) Co., Ltd.
- KPN Academy Co., Ltd.
- Eastern Cuisine (Thailand) Co., Ltd.
- KPN Music & Entertainment Co., Ltd.
- Sport Society Co., Ltd.
- KPN Innovation Co., Ltd.
- Siam Wilson Learning Co., Ltd.

- Other company that compete with/ relate to the company - None -

**Attend of the Meeting in 2018:**

- The Board of Directors Meeting - 6/7 times
- The Audit Committee Meeting - 3/4 times
- The Nomination and Remuneration Committee Meeting - 1/1 times
- 2018 Annual General Meeting of Shareholder - 1/1 times

- Illegal Record in past 10 years:** - None -

Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years:

- Being a director that take part in managing day-to-day operation, employee, or advisor who receive a regular salary or fee - No -
- Being a professional service provider (i.e., auditor, lawyer) - No -
- Having the significant business relations that may affect the ability to perform independently - None -

- Conflict of Interest in the Agenda** - None -



**Mr. Veerayooth Bodharamik**

**Position:** Audit Committee/ Nomination and Remuneration Committee/  
Independent Director

**Starting Date of Directorship:** February 22, 2018

**Age (years):** 49

**Address:** 222, Don Mueang International Airport, 3<sup>rd</sup> Fl., Central Office Bldg.,  
Room no. 3200, Vibhavadee Rangsit Road, Don Mueang, Bangkok

**Education/ Training:**

- Bachelor's Degree in Faculty of Law, Chulalongkorn University
- Director Certification Program (DCP 264/2018), Thai Institute of Directors Association

**Number of Shares and Percentage of Asia Aviation PLC (%)<sup>(1)</sup>:** - None -

**Relationship with other Management<sup>(2)</sup>:** - None -

**5 years past and present work experience:**

Period	Position	Company
2018 – present	Director/ Audit Committee/ Nomination and Remuneration Committee	Asia Aviation Plc.
2018 – present	Director/ Audit Committee	Electronics Industry Plc.
2017 – present	Vice President Corporate Relation	Mono Technology Plc.
2015 – present	Managing Director	V.B.Corporation Co.,Ltd.
2011 – present	Vice President Office of CEO	Jasmine International Plc.
2009 – present	Vice President Government Affairs and Community Management Division	Areeya Property Plc.
2011 – 2017	Team Manager BBCU	Big Bang Chula United Football Club

**Director/Management Position in other companies:**

- Listed Company
  - Electronics Industry Plc.
  - Jasmine International Plc.
  - Mono Technology Plc.
  - Areeya Property Plc.
- Non-listed company
  - V.B.Corporation Co.,Ltd.
- Other company that compete with/ relate to the company - None -

**Attend of the Meeting in 2018:**

- The Board of Directors Meeting - 4/7 times
- The Audit Committee Meeting - 3/4 times
- The Nomination and Remuneration Committee Meeting - 0/1 times
- 2018 Annual General Meeting of Shareholder - 1/1 times

\* The effective date of director appointment was February 22, 2018.

<sup>(1)</sup> Including the shareholding from spouse and minor child

<sup>(2)</sup> Family relationship means relation by blood, wedding and registered by laws

Illegal Record in past 10 years: - None -

Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years:

- Being a director that take part in managing day-to-day operation, employee, or advisor who receive a regular salary or fee - No -
- Being a professional service provider (i.e., auditor, lawyer) - No -
- Having the significant business relations that may affect the ability to perform independently - None -

Conflict of Interest in the Agenda - None -