

Document for the 2019 Annual General Meeting of Shareholders

Asia Aviation Public Company Limited



Wednesday, April 24, 2019, at 14.00 hours

(Registration Time 11.00 hours)

**Don Muang Ballroom, Lobby level, Amari Don Muang Airport Bangkok,
333 Chertwudthakas Road, Bangkok, 10210**

**For your convenience in the registration,
please present the barcoded registration form
at the Meeting reception**



Dear Shareholders,

The 2019 Annual General Meeting of Shareholders of Asia Aviation Public Company Limited (AAV) will be held on Wednesday, April 24, 2019, 14:00 hours, at Don Muang Ballroom, lobby level, Amari Don Muang Airport Bangkok, 333 ChertWudthakas Road, Bangkok.

This year, to comply with the guidelines of regulating agencies regarding AGM souvenirs, AAV will not distribute AGM souvenirs. However, snack and beverage will be provided to shareholders and proxy-holder who attend the meeting.

Please be informed accordingly.



(Translation)

AAV07/2019

April 2, 2019

Subject: Invitation to the 2019 Annual General Meeting of Shareholders
To: All Shareholders of Asia Aviation Public Company Limited

Attachment:

1. Copy of Minutes of the 2018 Annual General Meeting of Shareholders held on April 24, 2018
2. Annual Report and Balance Sheet (Statements of Financial Position) and Statements of Income for the year 2018, which can be accessed via the QR Code
3. Profiles of the retiring director proposed for re-appointment
4. Information on proposed Amendment to Article 24 and Article 31 of the Company's Articles Association
5. Documents required to identify shareholders or their proxies who are eligible to attend the Meeting and vote
6. Articles of Association of the Company in relation to the Shareholders' Meeting
7. Procedures for attending the Annual General Meeting of Shareholders
8. Qualifications and Profiles of Independent Director for Appointment of Proxy
9. Proxy Form B (which particulars of delegations are clearly determined)
For Proxy Form A (General) and Proxy Form C (for foreign investors in which custodians in Thailand have been appointed), shareholders can download the forms from the Company's website at www.aavplc.com
10. Map of the Meeting venue

The Board of Directors of Asia Aviation Public Company Limited (the Company) resolved to hold the 2019 Annual General Meeting of Shareholders on Wednesday, April 24, 2019 at 14:00 hours (registration starts at 11:00 hours) at Don Muang Ballroom, lobby level, Amari Don Muang Airport Bangkok, 333 ChertWudthakas Road, Bangkok, 10210, to consider the following agenda items:

Agenda Item 1 Matter to be informed by Chairman

Objective and Rationale: This agenda is set for the Board of Directors to report situation or progress (if any) of the Company to the Shareholders' Meeting. There will be neither proposal for the Meeting to consider and approve, nor be any voting on the item.

Agenda Item 2 To consider and certify Minutes of the 2018 Annual General Meeting of Shareholders held on April 24, 2018

Objective and Rationale: the 2018 Annual General Meeting of Shareholders was held on April 24, 2018 and the Minutes were prepared and filed with the Stock Exchange of Thailand within 14 days of the Meeting. The details were publicly disclosed on the Company's Website (www.aavplc.com).

Opinion of the Board of Directors: the Board has recommended that Minutes of the 2018 Annual General Meeting of Shareholders, held on April 24, 2018 which was accurately recorded should be proposed to the Shareholders' Meeting for adoption. The details are as specified in *Attachment 1*.

Voting: The resolution for this agenda shall be passed by the majority votes of the Shareholders who attend the Meeting and cast their votes.

Agenda Item 3 To acknowledge the Board of Directors' report on the Company's operating results for 2018 and Annual Report

Objective and Rationale: the Company has summarised the operating result and significant changes in 2018 as specified in the Annual Report attached herewith.

Opinion of the Board of Directors: the Board has recommended the Shareholders' Meeting acknowledge the report on the Company's operating results for 2018 along with the significant changes that occurred during the year, as shown in the Company's Annual Report for 2018 which can be accessed via the QR Code provided in the enclosed invitation letter.

Voting: no resolution is needed for this agenda as it is only for the acknowledgement.

Agenda Item 4 To consider and approve the Balance Sheet (Statements of Financial Position) and Statements of Income for the year ended December 31, 2018

Objective and Rationale: to comply with the Public Limited Companies Act B.E. 2535 (including amendments), Section 112, the Company shall prepare the Balance Sheet and the Statement of Income at the end of each fiscal year, which have been audited by an external auditor, and propose to the Annual Shareholders' Meeting for approval.

Opinion of the Audit Committee: the Audit Committee has considered and examined the Company's Financial Statements for the year ended December 31, 2018 which were audited and signed by Mr. Termphong Opanaphan, Certified Public Account (Thailand) No. 4501 of EY Office Limited. The auditor has an opinion that the Consolidated and the Company Financial Statement are complete and accurate according to Thai Financial Reporting Standards.

Opinion of the Board of Directors: the Board of Directors agrees to propose the Balance Sheet (Statements of Financial Position) and Statements of Income for the year ended December 31, 2018 audited and signed by Mr. Termphong Opanaphan, Certified Public Account (Thailand) No. 4501 of EY Office Limited, considered and examined by the Audit Committee, to the Shareholders' Meeting for consideration and approval. The Company's financial position and operating result in 2018 are summarised as follows:

Details from The Company's Financial Statements (Partial)

Unit: Baht million

Description	Consolidated		Company	
	2018	2017	2018	2017
Total Assets	61,747	62,774	3,158	3,200
Total Liabilities	33,124	31,321	2	58
Equity	28,623	31,453	3,156	3,142
Total Revenue	40,200	37,282	1,671	758
Net Profit	70	1,477	1,638	733
Earnings Per Share (Baht per Share)	0.0144	0.3046	0.3378	0.1510

The Company's Financial Statements is shown in the 2018 Annual Report (page 175), which can be accessed via the QR Code provided in the enclosed invitation letter.

Voting: the resolution for this agenda shall be passed by the majority votes of the Shareholders who attend the Meeting and cast their votes.

Agenda Item 5 To acknowledge the interim dividend payment and approve the omission of the allocation of profit and the omission of dividend payment for the year-end 2018

Objective and Rationale: the Public Limited Companies Act B.E. 2535, Section 115 and the Articles of Association, Article 44, stipulates that the Board of Directors may, from time to time, pay interim dividends to shareholders when it is apparent that the Company has such reasonable profits as to justify such payment, and, when dividends have been paid, the Board of Directors shall report it to the Shareholders at the next Meeting.

The Public Limited Companies Act B.E. 2535, Section 116 and the Articles of Association, Article 45, stipulates that the Company must appropriate part of its annual net profits to a reserve fund in an amount of not less than five percent of the annual net profits with the deduction therefrom the amount representing the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than ten percent of the registered capital.

According to the Public Limited Companies Act BE 2535, Section 115 and the Articles of Association, Article 44, stipulated that the dividend payment must be approved by the Shareholders' Meeting. Dividend policy of the Company and of Thai AirAsia Co., Ltd. which is a subsidiary and company conducting core business will take into account the operating results, liquidity, cash flows and financial position including conditions and limitations in the payment of dividends, as defined in the loan agreements, bond or related contracts that must be executed according to future business plan and the need for capital investment as well as other factors the Board of Directors sees appropriate.

Opinion of the Board of Directors: by resolution of the Board of Directors' Meeting No. 4/2018 on May 11, 2018, it approved the first interim dividend payment in cash from operations for the period from January 1 to May 14, 2018 and retain earning at 0.20 Baht per share, totaling Baht 970 million to the Shareholders who are entitled to receive the dividend on May 28, 2018. The dividend payment was paid to shareholders on June 8, 2018. In addition, by resolution of the Board of Directors' Meeting No. 6/2018 on September 12, 2018, it approved the second interim dividend payment in cash from retain earning at 0.135 Baht per share, totaling Baht 654.75 million to the Shareholders who are entitled to receive the dividend on September 26, 2018. The dividend payment was paid to shareholders on October 9, 2018. The Board, therefore, recommended that the Shareholders to acknowledge such interim dividend payments.

Furthermore, the Board recommended that the Shareholders approve the omission of the allocation of profit from the Company's operating result for year 2018 since the Company has statutory reserve in full amounted as applicable by law.

In addition, the Board recommended that the Shareholders approve the omission of dividend payment from the Company's 2018 year-end performance because the Company had its major income from the dividends received from Thai AirAsia Co., Ltd. which is a subsidiary and company conducting core business, by the Board of Thai AirAsia Co., Ltd., has resolved not to pay final dividend for 2018 due to the fact that Thai AirAsia Co., Ltd. had paid two interim dividends to its shareholders by the resolutions of the Board on May 11, 2018 at the rate of Baht 41.00 per share, amounting to Baht 1,785.78 million and on September 12, 2018 at the rate of Baht 27.40 per share, amounting to Baht 1,193.42 million. Therefore, Thai AirAsia Co., Ltd. needs to secure cash reserves for the procurement of new aircraft for fleet expansion to accommodate future growth.

Voting: the resolution for this agenda shall be passed by the majority votes of the Shareholders who attend the Meeting and cast their votes.

Agenda Item 6 To consider and approve the appointment of the Company's external auditors and their remuneration for 2019

Objective and Rationale: the Public Limited Companies Act B.E. 2535, Section 120, stipulates that at an annual ordinary meeting of shareholders of each year, there shall be an appointment of an auditor and the determination of an audit fee of the Company. In appointing an auditor, the former auditor may be re-appointed. In addition, Notification of the Capital Market Supervisory Board No. TorChor. 44/2556 (including amendments) also stipulates that the listed companies must rotate the auditor if the existing auditor has performed the review or audit and express the opinion on the financial statements of the Company for seven years regardless of consecutiveness. However, the Company can re-appoint the auditor who resigned by rotation after a period of at least five consecutive fiscal years from the date of termination of the duties.

Opinion of the Audit Committee: the Audit Committee has considered and selected auditors from EY Office Company Limited as the Company's external auditors for the year 2019 since EY Office is a global leader in professional services and to standardise the audit within AirAsiaGroup that will be increasing the effectiveness of coordination. Nevertheless, the audit firm and the auditors proposed do not have any relation or any conflict of interest with the Company, the Management, or the Major Shareholders, or anyone related to the aforementioned persons.

Opinion of the Board of Directors: the Board of Directors agrees with the proposal from the Audit Committee and proposes to the Shareholders' Meeting to consider and approve the appointment of the Company's external auditors from EY Office and fix the audit fees for 2019. Details are as follows:

Name of Auditors	CPA Registration No.	Number of years certified on the Company's financial statements during the past 7 years
1. Mr. Termphong Opanaphan	4501	1 year (2018)
2. Miss Manee Rattanabunnakit	5313	-
3. Miss Kosum Cha-em	6011	-
4. Mrs. Kunlapee Piyawannasuth	6137	-

Any of the above auditors can conduct the audit and express an opinion on the Company's financial statements. Should any of the aforementioned auditors cannot perform his or her duty, EY office is authorised to delegate another one of its certified public accountant to conduct the audit.

In addition, it is agreed upon that the audit fee and the quarterly review fees of the Company in 2019 are recommended at Baht 1.0 million, the same amount as last year. In addition, EY office has been selected as the audit firm for the subsidiary for 2019 as well. The audit fees for 2019 and the audit fees by quarter of the subsidiary are Baht 4.40 million, the same amount as last year. In addition, there are one time charge due to change accounting program and new TFRS in the amount of Baht 1.4 million and BOI in the amount of Baht 0.8 million.

Voting: the resolution for this agenda shall be passed by the majority votes of the Shareholders who attend the Meeting and cast their votes.

Agenda Item 7 To consider and approve the appointment of the Company's directors to replace those who will retire by rotation in 2019

Objective and Rationale: as stipulated in the Public Limited Companies Act B.E. 2535, Section 71 and Article 17 of the Company's Articles of Associations, one-third of the Company's directors must retire by rotation at each Annual General Meeting of Shareholders. The retiring directors are eligible for re-election. At the Annual General Meeting for 2019, there are 3 directors retired by rotation as follows:

Name of Directors	Positions held
7.1 Mr. Santisuk Klongchaiya	Director
7.2 Gp.Capt.Tanapat Ngamplang	Director
7.3 M.L. Bovornovadep Devakula	Director

Opinion of the Nomination and Remuneration Committee: the Nomination and Remuneration Committee has considered the qualifications, knowledge, competency, experience, performance, and moral and ethical standards of each director due to retire by rotation, and recommended that Mr. Santisuk Klongchaiya, Gp.Capt.Tanapat Ngamplang and M.L. Bovornovadep Devakula be reappointed as the Company's directors for another term of office.

During the period December 1, 2018 - January 31, 2019 in accordance with the principle of good corporate governance policy relating to the promoting of shareholders' right, the Company invited its shareholders to nominate qualified persons to be elected as the Company's director in advance. However, there were no shareholders who had proposed a qualified nominee to be elected as the Company's director.

Opinion of the Board of Directors: the Board has agreed with the Nomination and Remuneration Committee and recommended the Shareholders' Meeting approve the reappointment of Mr. Santisuk Klongchaiya, Gp.Capt.Tanapat Ngamplang and M.L. Bovornovadep Devakula for another term of office. The directors nominated for reappointment have the knowledge and expertise, and experiences that are beneficial for the business operation of the Company, and also are qualified as required by the Public Limited Company Act B.E. 2535 and 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. Nonetheless, Profiles of the directors are enclosed herewith in Attachment 3.

Voting: the resolution for this agenda shall be passed by the majority votes of the Shareholders who attend the Meeting and cast their votes.

Agenda Item 8 To consider and approve the remuneration of the Company's Board of Directors for 2019

Objective and Rationale: as stipulated in the Public Limited Companies Act B.E. 2535, Section 90 and Article 22 of the Company's Articles of Associations, the Company's directors are entitled to receive the remuneration from the Company. The remuneration includes reward, bonus, meeting allowance, pension, or other remuneration paid in other forms as considered by the Shareholders' Meeting.

Opinion of the Nomination and Remuneration Committee: the Nomination and Remuneration Committee has considered the remuneration of the directors to be in line with the performance of the Company, responsibilities and performance of each director. Such remuneration must be at an appropriate level comparable to the market and listed companies with similar size as well as being enough to attract and retain quality directors with the Company. The committee recommended that the remuneration of the Company's Board of Directors for 2019 remain unchanged as follows:

The monetary remuneration

- 8.1 Each director shall receive the monthly remuneration of Baht 80,000 and Baht 80,000 allowance for each meeting attendance. If there is more than one meeting, each director shall receive only Baht 80,000 allowance in the month. The Chairman of the Board of Directors shall receive the monthly remuneration of Baht 100,000 and Baht 100,000 allowance for each meeting attendance. If there is more than one meeting, the Chairman shall receive only Baht 100,000 allowance in the month.
- 8.2 The monthly remuneration for the Audit Committee (in addition to the remuneration as the directors) shall be Baht 80,000. The Chairman of the Audit Committee shall receive the monthly remuneration of Baht 100,000.

- 8.3 Upon being appointed by the Board of Directors or the Chairman of the Board to a Committee, a Sub-Committee or a Working Group, the said director shall receive an additional remuneration as the meeting allowance for Baht 40,000 per meeting attendance. If there is more than one meeting, each director shall receive only Baht 40,000 allowance in the month.
- 8.4 The Board of Directors shall receive the bonus for 0.5% of the dividend and the allocation shall be as specified by the Board of Directors.

Other remuneration - Ticket Benefits

Each director (and his family members, meaning spouse and legitimate children) is entitled to one free round-trip ticket for any destination per month, in total twelve tickets in one year. The directors are entitled to the said benefit only while they are serving their office terms as the directors of the Company.

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

Opinion of the Board of Directors: the Board of Directors has agreed with the Nomination and Remuneration and recommended the Shareholders' Meeting approve the remuneration of the Company's Board of Directors for 2019 as stated.

Details of the scope of duties and responsibilities of the Board of Directors are as specified in the 2018 Annual Report, under the "Management Structure", which can be accessed via the QR Code provided in the enclosed invitation letter.

Voting: the resolution for this agenda shall be passed by the votes of not less than two-thirds of the Shareholders who attend the Meeting.

Agenda Item 9 To consider and approve amendment to Article 24 and Article 31 of the Company's Articles of Association in accordance with Electronic Conferencing and the convening of Shareholders' Meetings by the Shareholders

Objective and Rationale: the Announcement of the National Council for Peace and Order No. 74/2557 Re: Electronic Conferencing was issued to legitimate the Board of Directors' Meeting by means of teleconference, and Section 100 of the Public Limited Company Act B.E. 2535 as amended by the Order of the Head of the National Council for Peace and Order No. 21/2560 Re: Amendments of Laws to Facilitate the Ease of Doing Business, which provides the amendment regarding the convening of Shareholders' Meetings by the Shareholders, in the case where the Board of Directors fails to arrange for the Meeting as requested by the Shareholders.

As aforementioned, to underlie the ability to hold Electronic Conferencing and to comply with Section 100 of the amended Public Company Limited Act B.E. 2535, the Company proposes to amend Article 24 and Article 31 of the Company's Articles of Association by revoking the previous provision and use the new provision as shown in Attachment 4 and assigns a person whom assigned by the authorised Directors of the Company to have the power to register the amendment of the Company's Articles of Association including to amend and/or add in the provision to comply with the Order of the Registrar as necessary and appropriate without any impact on the provisions of the amendment of the Company's Articles of Association.

Opinion of the Board of Directors: the Board has recommended the Meeting of Shareholders approve amendment to Article 24 and Article 31 of the Company's Articles of Association in accordance with Electronic Conferencing and the convening of Shareholders' Meetings by the Shareholders to comply with the Announcement of the National Council for Peace and Order No. 74/2557 Re: Electronic Conferencing and Section 100 of the Public Limited Company Act B.E. 2535 as amended by the Order of the Head of the National Council for Peace and Order No. 21/2560 Re: Amendments of Laws to Facilitate the Ease of Doing Business, which provides the amendment regarding the convening of Shareholders' Meetings by the Shareholders. The details of the proposal to amend Article 24 and Article 31 of the Company's Articles of Association shown in Attachment 4.

Voting: the resolution for this agenda shall be passed by the votes of not less than three-fourths of the total number of votes of the Shareholders who attend the Meeting and are entitled to vote.

Agenda Item 10 Other matters (If any)

Objective and Rationale: this agenda is set to provide the opportunity for the Shareholders to ask and/or give comments to the Board of Directors (if any) and/or for the Board of Directors to clarify and answer questions from the Shareholders without proposing any further issues for approval. No resolution is needed for this agenda.

Nonetheless, the Company has set the record date to determine the names of shareholders who have right to attend the 2019 Annual General Meeting of Shareholders, on March 19, 2019.

The Company has published the invitation for the Meeting and the attachments on the Company's website: www.aavplc.com

All shareholders are hereby invited to attend the Meeting on the date, and at the time and place mentioned above. Registration starts at 11:00 hours. Should there be any shareholder unable to attend the Meeting, such shareholder may appoint another person as the Proxy. In order to facilitate the registration, shareholders and proxies shall kindly show required documents as Attachment 5 and 9 for the rights to attend the Meeting. In case the Shareholder appoints one of the Independent Directors to attend the Meeting as the proxy, shareholders are requested to kindly submit documents according to Attachment 5 and 9 to the Company within April 22, 2019 at the address below:

Asia Aviation Public Company Limited
Company Secretary Office,
222, Don Mueang International Airport, 3rd Fl., Central Office Bldg., Room no. 3200,
Vibhavadee Rangsit Road, Don Mueang, Bangkok, 10210

Yours sincerely,

(Signature)

(Mr. Vichate Tantiwanich)
Chairman of the Board
Asia Aviation Public Company Limited