

## 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. Nuttawut Phowborom**

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

**The date of appointment as Director:** December 13, 2011

**Age (years):** 56

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

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

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

**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)

**Working Experience and Directorship / Executive in other Company:**

<b>Position in Company and Subsidiary</b>	2011 - present	Director/ Audit Committee/ Chairman of Nomination and Remuneration	Asia Aviation Plc.
	2011 - present	Director/ Audit Committee/ Chairman of Nomination and Remuneration	Thai AirAsia Co., Ltd.
<b>Position in Other Listed Companies (3 Companies)</b>	2019 - present	Chairman	Wow Factor Plc. (formerly known as Electronic Industry Plc.)
	2017 - present	Director	Prime Road Power Plc. (formerly known as Food Capitals Plc.)
	2013 - present	Audit Committee/ Independent Director	Finansa Plc.
	2010 - 2017	Audit Committee/ Independent Director	Matching Maximize Solution Plc.
<b>Position in Non Listed Companies (21 Companies)</b>	2019 - present	Director	Domino Asia Pacific Co.,Ltd
	2018 - present	Director	Siamkoi Avenue Co., Ltd.
	2018 - present	Director	Wow Effect, Co., Ltd. (formerly known as Wow Factor 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

2015 - present	Director	KPN Energy Holding Co.,Ltd.
2015 - present	Director	Navavej International Plc. (formerly known as KPN Healthcare Plc.)
2014 - present	Director	Innovative Learning and Design (Thailand) Co., Ltd.
2014 - present	Director/ Vice Chairman	KPN Chinese Academy Co., Ltd.
2014 - present	Director/ Vice Chairman	KPN Music Academy Co., Ltd.
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.
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.
2018 - 2020	Director	First Korat Wind Co., Ltd.
2016 - 2020	Director	Watabak Wind Co.,Ltd.
2015 - 2020	President	Wind Energy Holding Co., Ltd
2018 - 2019	Director	Bake Cheese Tart (Thailand) Co., Ltd.
2017 - 2018	Director	KPN-KEPPEL ALLIANCE (SK19) Co.,
2017 - 2018	Director	KPN-KEPPEL ALLIANCE (SK28) Co.,
2016 - 2018	Director/ Group Chief Executive Officer	KPN Group Corporation 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.
2013 - 2017	Executive Director	INT Aviation Co., Ltd.
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.

Position in Other company that compete with/ relate to Company that may cause conflict of interest: - None -

Attend of the Meeting in 2020:

- The Board of Directors Meeting - 7/7 times
- Audit Committee Meeting - 4/4 times
- Nomination and Remuneration Committee Meeting - 2/2 times
- The 2020 Annual General Meeting of Shareholders - 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 who takes part in managing day-to-day operation, an employee, or an advisor who receives a regular salary or fee - None -
- Being a professional service provider (i.e., auditor, lawyer) - None -
- Having the significant business relations that may affect the ability to perform independently - None -

Conflict of Interest in this meeting:

- Agenda 8 To approve the remuneration of the Company's Board of Directors for year 2021

Conflict of Special Interest in this meeting: - None -

**Mr. Veerayooth Bodharamik**

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

**The date of appointment as Director:** February 22, 2018

**Age (years):** 51

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

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

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

**Education/ Training:**

- Bachelor's Degree in Faculty of Law, Chulalongkorn University
- Director Certification Program (DCP 264/2018), Thai Institute of Directors Association (IOD)
- Diploma, The National Defence Course (Class 62/2019), Thailand National Defence College
- Development of Senior Management Training Project, Royal Thai Police in the fiscal year 2020

**Working Experience and Directorship / Executive in other Company:**

<b>Position in Company and subsidiary</b>	2018 - present	Director/ Audit Committee/ Nomination and Remuneration Committee	Asia Aviation Plc.
<b>Position in Other Listed Companies (4 Companies)</b>	2019 - present	Senior Vice President - Head of Corporate	Mono Next Public Company Limited (formerly known as Mono Technology Plc.)
	2019 - present	Senior Vice President Office Of President	Triple T Broadband Plc.
	2018 - present	Vice Chairman of the Board of Directors/ Chairman of Audit Committee/ Nomination and Remuneration Committee/ Independent Director	Wow Factor Public Company (formerly known as Electronics Industry Plc.)
	2009 - present	Vice President Government Affairs and Community Management Division	Areeya Property Plc.
	2017 - 2019	Vice President Corporate Relation	Mono Technology Plc.
	2011 - 2019	Vice President Office of CEO	Jasmine International Plc.

<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

Position in Non Listed Companies (3 Companies)	2019 - present	Managing Director	Grow Green Consultant Co., Ltd.
	2019 - present	Chairman of Board of Directors	Thailand Professional Basketball League Co.,Ltd
	2015 - present	Managing Director	V.B.Corporation Co., Ltd.
	2011 - 2017	Team Manager BBCU	Big Bang Chula United Football Club

Position in Other company that compete with/ relate to Company that may cause conflict of interest: - None -

Attend of the Meeting in 2020:

- The Board of Directors Meeting - 7/7 times
- The Audit Committee Meeting - 4/4 times
- The Nomination and Remuneration Committee Meeting - 2/2 times
- The 2020 Annual General Meeting of Shareholders - 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 who takes part in managing day-to-day operation, an employee, or an advisor who receives a regular salary or fee - None -
- Being a professional service provider (i.e., auditor, lawyer) - None -
- Having the significant business relations that may affect the ability to perform independently - None -

Conflict of Interest in this meeting:

- Agenda 8 To approve the remuneration of the Company's Board of Directors for year 2021

Conflict of Special Interest in this meeting: - None -