



(Translation)

AAV08/2022

March 30, 2022

**Subject:** Invitation to the 2022 Annual General Meeting of Shareholders

**To:** All Shareholders of Asia Aviation Public Company Limited

**Attachment:**

1. Copy of Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 held on November 26, 2021
2. Annual Report (Form 56-1 One Report) and Balance Sheet (Statements of Financial Position) and Statements of Income for the year 2021, which can be accessed via the QR Code
3. Profiles of the retiring director proposed for re-appointment
4. Articles of Association of the Company in relation to the Shareholders' Meeting
5. Voting procedures and vote counting
6. Procedure and Terms and Conditions for attending the 2022 Annual General Meeting of Shareholders through Electronic Media
  - 6.1 The identification document and proxy
  - 6.2 Guidelines and Manual for the Electronic Meeting System (Webex) and Inventech Connect System
7. Proxy to the Independent Director and submission of question in advance
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](http://www.aavplc.com)

The Board of Directors of Asia Aviation Public Company Limited (the Company) resolved to hold the 2022 Annual General Meeting of Shareholders on Thursday, April 21, 2022 at 14:00 hours by electronic means (E-AGM) only according to the Emergency Decree on Electronic Meeting B.E. 2563 and other related laws and regulations. Onsite registration service will not available on the Meeting date and the Meeting would broadcast live from Thai AirAsia Head Office's meeting room, 222 Don Mueang International Airport, 3rd Fl., Central Office Bldg., Vibhavadee Rangsit Road, Don Mueang, 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 Extraordinary General Meeting of Shareholders No. 1/2021 held on November 26, 2021**

**Objective and Rationale:** the Extraordinary General Meeting of Shareholders No. 1/2021 was held on November 26, 2021 and the Minutes was 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](http://www.aavplc.com).

Opinion of the Board of Directors: the Board has recommended that Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021, held on November 26, 2021 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 2021**

Objective and Rationale: the Company has summarised the operating result and significant changes in 2021 as specified in the Annual Report (Form 56-1 One Report).

Opinion of the Board of Directors: the Board has recommended the Shareholders' Meeting acknowledge the report on the Company's operating results for 2021 along with the significant changes that occurred during the year, as shown in the Company's Annual Report (Form 56-1 One Report) for 2021 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, 2021**

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, 2021 which were audited and signed by Mrs. Kunlapee Piyawannasuth, Certified Public Account (Thailand) No. 6137 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, 2021 audited and signed by Mrs. Kunlapee Piyawannasuth, Certified Public Account (Thailand) No. 6137 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 2021 are summarised as follows:

Details from The Company's Financial Statements (Partial)

Unit: Baht million

Description	Consolidated		Company	
	2021	2020	2021	2020
Total Assets	71,208	67,978	14,095	3,170
Total Liabilities	54,379	50,618	55	3
Equity	16,829	17,360	14,040	3,167
Total Revenue	4,508	16,237	26	26
Net Profit	(6,647)	(4,764)	(127)	6
Basic Earnings (Loss) Per Share (Baht per Share)	(1.2985)	(0.9823)	(0.0249)	0.0012

The Company's Financial Statements is shown in the 2021 Annual Report (Form 56-1 One Report), under the title "Financial Statements" 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 consider and approve the omission of the allocation of profit and the omission of dividend payment for the year 2021**

**Objective and Rationale:** 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:** the Board recommended that the Shareholders approve the omission of the allocation of profit from the Company's operating result for year 2021 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 2021 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 dividend for the year 2021 due to the fact that Thai AirAsia Co., Ltd. end its year 2021 performance with net loss.

**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 2022**

**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 reappointed. 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 reappoint 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 Limited as the Company's external auditors for the year 2022 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 2022. 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) Mrs. Kunlapee Piyawannasuth	6137	3 years (2019-2021)
2) Mr. Termphong Opanaphan	4501	1 year (2018)
3) Miss Manee Rattanabunnakit	5313	-
4) Miss Kosum Cha-em	6011	-

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 2022 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 2022 as well. The audit fees for 2022 and the audit fees by quarter of the subsidiary are Baht 4.00 million, the same amount as last year. In addition, there is non-audit fee (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 2022**

**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 2022, there are 4 Directors retired by rotation as follows:

Name of Directors	Positions held
7.1) Mr. Santisuk Klongchaiya	Executive Director
7.2) Mr. Veerayooth Bodharamik	Independent Director
7.3) Mr. Sirot Setabandhu	Independent Director
7.4) Mr. Dinesh Nambiar	Independent 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, Mr. Veerayooth Bodharamik, Mr. Sirot Setabandhu and Mr. Dinesh Nambiar be reappointed as the Company's Directors for another term of office. The criteria for selection, and nomination process, please refer to the 2021 Annual Report (Form 56-1 One Report), under the title "Corporate Governance Policy" which can be accessed via the QR Code provided in the enclosed invitation letter.

During the period December 1, 2021 - February 1, 2022 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, Mr. Veerayooth Bodharamik, Mr. Sirot Setabandhu and Mr. Dinesh Nambiar 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. Further, for an Independent Director, the Board has considered that the Independent Directors could provide opinions freely and in accordance with relevant regulations in addition to their ability, experience and skills could promote and be well support to the Company. 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 2022**

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 with the resolution of not less than two-thirds (2/3) of the votes from all attending shareholders at the 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 2022 remain unchanged as follows:

**The monetary remuneration**

- 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.
- 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.
- 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.
- 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 2022 as stated.

Details of the scope of duties and responsibilities of the Board of Directors are as specified in the 2021 Annual Report (Form 56-1 One Report), under the title "Governance 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 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.

The Company has set the record date to determine the names of shareholders who have right to attend the 2022 Annual General Meeting of Shareholders, on March 11, 2022.

In accordance with the principle of good corporate governance policy, the Company invited its shareholders to propose agenda and nominate qualified persons to be elected as the Company's Director in advance. However, there were no shareholders who had proposed an agenda or qualified nominee to be elected as the Company's Director.

Regarding to the Coronavirus Disease 2019 (COVID-19) situation, the Company is deeply concerned for the safety and well-being of the Shareholders and all stakeholders, who will be participating in the Meeting, Therefore, the Board of Directors of the Company, has resolved to approve a method of convening the 2022 Annual General Meeting of Shareholders through electronic meeting (E-Meeting). The Shareholders who will attend the 2022 Annual General Meeting of Shareholders or assign the proxy, please follow "Procedure and Terms and Conditions for attending the 2022 Annual General Meeting of Shareholders through Electronic Media (Attachment 6)".

In addition, the Shareholders may appoint the Company's Independent Directors to attend and vote at the Meeting, please find the details of "Proxy to the Independent Director" and "Qualifications and Profiles of Independent Director for Appointment of Proxy" which are set out in Attachment 7 and Attachment 8.

The registration and vote counting at the 2022 Annual General Meeting of Shareholders shall be made through the electronic means. The Company shall also invite a representative from a law firm to examine the voting process and the Meeting to be transparent and in accordance with the law and the Articles of Association of the Company, including the good governance principle.

To provide the Shareholders' convenience in accessing the above information, the entire set of documents related to the Invitation of the 2022 Annual General Meeting of Shareholders, together with the proxy forms and all related documents are available on the Company's website: [www.aavplc.com](http://www.aavplc.com), both in Thai and English.

Yours sincerely,

*(Signature)*

(Mr. Vichate Tantiwanich)

Chairman of the Board

Asia Aviation Public Company Limited