



Invitation Letter for the 2024 Annual General Meeting of Shareholders

Asia Aviation Public Company Limited

by electronic means (E-Meeting)

Friday, April 19, 2024 at 14:00 hours

The electronic meeting system will be opened for access at 12:00 hours  
(2 hours before the meeting starts)

The Board of Directors, has resolved to approve a method of convening the 2024 Annual General Meeting of Shareholders through electronic meeting. The Shareholders who will attend the Meeting or assign the proxy, please follow " Procedure for attending the 2024 Annual General Meeting of Shareholders through Electronic Media (Attachment 6)".



**Lead**  
**the Sky**





(Translation)

AAV04/2024

March 28, 2024

**Subject:** Invitation to the 2024 Annual General Meeting of Shareholders

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

**Attachment:**

1. Copy of Minutes of the 2023 Annual General Meeting of Shareholders held on April 20, 2023
2. Annual Report (Form 56-1 One Report) and Balance Sheet (Statements of Financial Position) and Statements of Income for the year 2023, 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 2024 Annual General Meeting of Shareholders through Electronic Media
  - 6.1 The identification document and proxy
  - 6.2 Guidelines for attending of Electronic Meeting by Inventech Connect
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 2024 Annual General Meeting of Shareholders on Friday, April 19, 2024 at 14:00 hours by electronic means (E-AGM) only according to the criteria specified in relevant laws. 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 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 2023 Annual General Meeting of Shareholders held on April 20, 2023**

**Objective and Rationale:** the 2023 Annual General Meeting of Shareholders was held on April 20, 2023 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 2023 Annual General Meeting of Shareholders, held on April 20, 2023 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 2023**

Objective and Rationale: the Company has summarised the operating result and significant changes in 2023 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 2023 along with the significant changes that occurred during the year, as shown in the Company's Annual Report (Form 56-1 One Report) for 2023 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, 2023**

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, 2023 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, 2023 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 2023 are summarised as follows:

Details from The Company's Financial Statements (Partial)

Unit: Baht million

| Description                                         | Consolidated |           | Company  |          |
|-----------------------------------------------------|--------------|-----------|----------|----------|
|                                                     | 2023         | 2022      | 2023     | 2022     |
| Total Assets                                        | 67,793.9     | 64,685.5  | 17,016.4 | 17,013.4 |
| Total Liabilities                                   | 59,381.5     | 56,731.1  | 1.8      | 1.7      |
| Equity                                              | 8,412.3      | 7,954.4   | 17,014.6 | 17,011.7 |
| Total Revenue                                       | 42,950.1     | 18,290.8  | 25.8     | 26.3     |
| Net Profit (loss)                                   | 465.8        | (8,030.0) | 2.9      | (28.4)   |
| Basic Earnings (loss) Per Share<br>(Baht per Share) | 0.0379       | (0.6921)  | 0.0002   | (0.0025) |

The Company's Financial Statements is shown in the 2023 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 2023

**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 2023 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 2023 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 2023 due to the reported accumulated deficit.

**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 2024**

**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 2024 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. In addition, 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 2024. 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                 | 5 years (2019-2023)                                                                     |
| 2) Miss Manee Rattanabunnakit  | 5313                 | -                                                                                       |
| 3) 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 2024 are recommended at Baht 1.05 million, increasing from 2023 for Baht 50,000. Therewith EY office has been selected as the audit firm for the subsidiary for 2024 as well. The audit fees for 2024 and the audit fees by quarter of the subsidiary are Baht 4.45 million, increasing from 2023 for 150,000 Baht. 2024 Audit fee is higher due to more entries and auditing work according to the Company's business resumption after COVID-19. There are non-audit fee (if any) such as (BOI) in the amount of Baht 0.3 million, a fee for reviewing hedge documents in amount of Baht 25,000 per document and aircraft lease amendment in the amount of Baht 5,000 per contract.

**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 2024**

**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 2024, there are 4 Directors retired by rotation as follows:

| Name of Directors                   | Positions held                 |
|-------------------------------------|--------------------------------|
| 7.1) Mr. Vichate Tantiwanich        | Chairman/ Independent Director |
| 7.2) Mr. Yuthapong Ma               | Non - Executive Director       |
| 7.3) Mr. Phairat Pornpathananangoon | Executive Director             |
| 7.4) Mrs. Pattra Boosarawongse      | Non - Executive 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. Vichate Tantiwanich, Mr. Yuthapong Ma, Mr. Phairat Pornpathananangoon and Mrs. Pattra Boosarawongse be reappointed as the Company's Directors for another term of office. The criteria for selection, and nomination process, please refer to the 2023 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 November 1, 2023 - January 31, 2024 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. Vichate Tantiwanich, Mr. Yuthapong Ma, Mr. Phairat Pornpathananangoon and Mrs. Pattria Boosarawongse 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. 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 2024**

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 2024 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 2024 as stated.

Details of the scope of duties and responsibilities of the Board of Directors are as specified in the 2023 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 2024 Annual General Meeting of Shareholders, on March 11, 2024.

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.



The Board of Directors of the Company, has resolved to approve a method of convening the 2024 Annual General Meeting of Shareholders through electronic meeting (E-Meeting). The Shareholders who will attend the 2024 Annual General Meeting of Shareholders or assign the proxy, please follow "Procedure and Terms and Conditions for attending the 2024 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 2024 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 2024 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

*((Translation))*

AAV06/2023

**Minutes of the 2023 Annual General Meeting of Shareholders**

**Asia Aviation Public Company Limited**

**April 20, 2023 at 14.00 hrs.**

**by Electronic Means**

**Broadcast live from Thai AirAsia Head Office's Meeting Room, 222 Don Mueang International Airport,  
3<sup>rd</sup> Floor, Central Office Building, Vibhavadee Rangsit Road, Don Mueang, Bangkok**

**Clarification to shareholders prior to the Meeting**

The meeting today is in the form of electronics media, complying with the Emergency Decree on Electronic Meeting B.E. 2563 (2020) and the Notification of Ministry of Digital Economy and Society Re: Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563 (2020) whereas the Company arranges to have the expert service provider to organize the meeting via electronic media and has been certified by the relevant offices. In addition, the Company would like to inform the shareholders that during this meeting, the Company will proceed, keep, use and reveal personal information, including still pictures and audio visual of every participant of the meeting in order to record and provide the minutes of the meeting and the meeting management etc., while the meeting procedures will follow the guidelines in the documents sent to the shareholders in advance and include the following information:

1) For the participants of the meeting this time, the Company reserves the right for shareholders of the Company and the proxies to receive username and password by identifying through the request to join the electronics meeting in accordance with the process specified by the Company while the participants give consent to comply with the regulations of the meeting through electronics media and registering by push the button "Register" which will be regarded as the shareholders already registered to join the meeting and number of shares held by the shareholders will be counted as a quorum.

2) To vote at Shareholders' Meeting, one share represents one vote.

3) The Chairman is the proposer for shareholders to vote for each agenda. By voting for each agenda, shareholders or proxies who intend to cast the vote as disagreement or abstention, shall vote via the electronic meeting system (E-Voting) for vote count. For shareholders or proxies who agree, it is not necessary to cast the vote via the electronic meeting system (E-Voting).

4) For the vote count, the Company will deduct the disagreement, abstention and voided ballots from the total number of votes passed by shareholders who are present and have the rights to vote. The remaining votes shall be counted as agreement for that agenda.

Voting procedures via the electronic meeting system (E-Voting)

1) The shareholders shall select the agenda of which they would like to cast a vote, then push "vote" button. The system will show all 3 boxes such as "Agree", "Disagree" or "Abstain". For the shareholders or proxies holders for many shareholders, the system will show all the names of proxies whereas the votes shall be separated into User Account.

If the shareholders need to cancel the vote, please push the button "Cancel the vote".

For any shareholders do not cast the votes within the time specified, the Company will regard that the shareholder agrees on that agenda and the casting is changeable until the closing of casting is notified in such agenda.

2) For the proxies holders for many shareholders, please select the menu: User Account and push the button "Change Account" in order to access the other shareholders' accounts while the system will not delete the vote from the meeting base.

3) Shareholders have 1 minute to vote after the notification to vote of each agenda. In addition, when the voting is closed for each agenda, the vote result of that agenda will be announced in the Meeting.

4) In case that the shareholders would like to leave the meeting before the closing of the resolution of any agenda, the votes of the shareholders will not be counted as the participant in such agenda and voting the rest of the agenda immediately. However, leaving the meeting in any agenda will not waive the right of the shareholders or the proxies to return to participate in the meeting and cast the votes in following agenda in the system.

5) If the shareholders or proxies having questions in the meeting, the Company will give the chance to the participants to ask questions or express the opinion in the issues related to the agenda as appropriate by selecting the agenda needed to ask questions or express opinion, then push the button "Question". There are 2 channels for asking questions such as:

- asking through messages, type the question, then push the button "Sending question" whereas the Company will answer the question in the meeting related to such agenda, or

- asking via VDO conference by pushing the button "Asking via VDO conference", then push "Agree" to confirm reserving queue, after receiving the signal from the officer to give permission, open your camera and microphone while the participant of the meeting will notify name and surname and inform the status as shareholder or proxies from any shareholder before asking the question every time in order that the Company can record in the minutes of the meeting completely.

Thus, the Company reserves the right to remove pictures or sound of the shareholder asking the impolite question or express the opinion defaming the others or breaching any laws as well as abusing the right of other persons or disturbance the meeting or causing trouble to the other participants.

However, to keep the timing of the meeting, in each agenda, the Company would like to ask for permission to open the chance for asking question through audiovisual to the first 2 persons who push the button to reserve the queue and the one who asks the question through audiovisual will ask only one round to give the chance to other shareholders and proxies to ask questions in the next agenda. For the Shareholders and proxies who are not in the first 2 persons, please type the questions in Q&A and press send into the system instead and in case there are many questions related to such agenda, the Company will screen them as appropriate or keep your questions until the end of the meeting or the Company will provide summary of the questions with answers on the website of the Company as well as providing it as the enclosure of the minutes of the meeting.

#### Guidelines for counting the shareholders' votes

- Agenda 2, 4, 5, 6, 7.1, 7.2, 7.3, 7.4 are considered as normal agenda as stipulated in the Public Limited Companies Act B.E. 2535 (1992) Section 107 (1), which require the majority votes from the attending shareholders who cast the votes. In this case, the shareholders voting for abstention will not be included in the voting base.

- Agenda 8 Re: To consider and approve the remuneration of the Company's directors for 2023 is stipulated in the Public Limited Companies Act B.E. 2535 (1992), Section 90 Paragraph 2, which require the resolution of the Shareholders' Meeting consisting of not less than two-thirds of the total number of votes from the attending shareholders. It is not required whether those shareholders make the votes or have the voting rights or not. Therefore in this case, the voting base is counted from total votes of the attending shareholders.

The Company's staff introduces the following directors, company secretary, external auditor and legal consultants:

#### Board of Directors

- |                                      |                                                                                                      |
|--------------------------------------|------------------------------------------------------------------------------------------------------|
| 1) Mr. Vichate Tantiwanich           | Chairman of the Board, Chairman of Audit Committee, Independent Director and Chairman of the Meeting |
| 2) Mr. Nuttawut Phowborom            | Director                                                                                             |
| 3) Mr. Tassapon Bijleveld            | Director and Executive Chairman                                                                      |
| 4) Mr. Santisuk Klongchaiya          | Director and Chief Executive Officer                                                                 |
| 5) Mr. Phairat Pornpathananangoon    | Director and Chief Financial Officer                                                                 |
| 6) Mrs. Pattra Boosarawongse         | Director                                                                                             |
| 7) Mr. Veerayooth Bodharamik         | Audit Committee and Independent Director                                                             |
| 8) Mr. Sirot Setabandhu              | Director and Independent Director                                                                    |
| 9) Mr. Yuthapong Ma                  | Director (via Video Conference)                                                                      |
| 10) Dato' Mohamed Khadar Bin Merican | Director (via Video Conference)                                                                      |
| 11) Mr. Rozman Bin Omar              | Director (via Video Conference)                                                                      |
| 12) Mr. Dinesh Nambiar               | Audit Committee and Independent Director (via Video Conference)                                      |

There were 12 directors attending the meeting, equivalent to 100 percent of the total (12) directors.

#### Company Secretary

Ms. Nisres Distes

External Auditor

Ms. Kunlapee Piyawannasuth

External Auditor from EY Office Company Limited

Legal Consultant to answer shareholders' questions and to witness the vote count

Ms. Pratumporn Somboonpoonpol

Weerawong, Chinnavat and Partners Ltd.

The Company has set the record date to determine the names of shareholders who have right to attend the 2023 Annual General Meeting of Shareholders, on March 10, 2023.

Whereas the Company provided the opportunity to the Shareholders to propose the matters for which the Board of Directors to consider containing into the agenda in this Annual General Meeting of Shareholders including nomination of the candidates for election as the Company's director to replace those who resigns according the term since November 1, 2022 to January 31, 2023 by notifying such invitation via electronics channel of the Stock Exchange of Thailand. However, the Company would like to inform that no shareholders proposed agenda or nominated persons to be considered as director in accordance to the Company's Articles of Association.

In the Meeting there were 17 shareholders attending the Meeting and 347 proxies representing 8,923,458,936 shares, equivalent to 73.3578 percent of the total issued share capital, to form a quorum. This is in compliance with Section 103 of the Public Limited Companies Act and Article 33 of the Company's Articles of Associations, which state about the quorum that not less than 25 shareholders and proxies, or not less than half of the total shareholders holding not less than one third of the total shares sold must attend the Meeting to form a quorum. The Company allowed the on-going registration through the system until the Meeting is adjourned.

When the quorum was formed, Mr. Vichate Tantiwanich, Chairman of the Meeting opened the 2023 Annual General Meeting of Shareholders of Asia Aviation Plc. by following the Meeting agenda as informed in the invitation to attend the Meeting as disseminated on the website and delivered to the shareholders in advance.

**Start the Meeting****Agenda 1 Matter to be informed**

The Chairman of the Meeting stated to the Meeting that 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. Then Chairman of the Meeting assigned the Executive Chairman to inform the information to the Meeting.

Mr. Tassapon Bijleveld, Executive Chairman, provided the following information to the Meeting.

For this agenda, the matters to report to update the situation are: the numbers of tourists coming to Thailand last year were 11.2 million tourists, which was higher than the Tourism Authority of Thailand's (TAT) estimate of 10 million. While the tourism industry has been recovered during the second half of the year. The numbers of passengers carried by Thai AirAsia last year were 9.9 million passengers comparing to the numbers of passengers

during Pre COVID at 22.2 million passengers of which targeted at 10 million passengers, the numbers of aircraft during Pre COVID-19 were 63 aircraft. Currently there are 54 aircraft giving services due to the expired leasing agreement and some returned. It is regarded that the reducing numbers are not too high.

The Company takes pride in the standard of services; the AirAsia group has been awarded from Skytrax being the world's best low-cost airline for 13 years consecutively and Thai AirAsia Co., Ltd. aims to provide the services on timely basis whereby many sectors have to join hands in order to be on time until Thai AirAsia was awarded by Cirium of being the most punctual airline in Asia Pacific Region and was awarded by OAG as 1 out of 4 airlines of the most punctual airline in the world. Because of strong intention for sustainable business operation of Thai AirAsia Co., Ltd. or Asia Aviation Plc., the Company has chosen to be the sustainable shares and listed in the Thailand Sustainability Investment (THSI) in services group for 4 years consecutively.

There was neither further opinion nor question from the shareholders on this agenda. Then, Chairman of the Meeting informed that this was the matter for acknowledgement, which did not require any resolution, the Meeting should proceed to the following agenda.

**Agenda 2 To consider and certify Minutes of the 2023 Annual General Meeting of Shareholders held on April 21, 2022**

The Chairman of the Meeting stated to the Meeting that minutes of the 2022 Annual General Meeting of Shareholders held on April 21, 2022, were considered by the Board of Directors having been properly and fully prepared, submitted to the Stock Exchange of Thailand within 14 days as from the date of the Meeting, and publicised in the Company's website ([www.aavplc.com](http://www.aavplc.com)), as per Copy, sent to the shareholders together with Notice of Meeting, Attachment 1.

There was neither further opinion nor question from the shareholders on this agenda. Then, Chairman requested that the Meeting approve Minutes of the 2022 Annual General Meeting of Shareholders held on April 21, 2022, as presented; and informed that this agenda shall be approved with resolution of the majority votes of the shareholders, present and voting at the Meeting. The attendees who intend to vote as disagreement or abstention can press the voting button of the electronic system.

**Resolution**

The Meeting had a resolution to approve Minutes of the 2022 Annual General Meeting of Shareholders held on April 21, 2022 with the majority votes of the attending shareholders who cast the following votes:

|                                |               |       |                        |           |
|--------------------------------|---------------|-------|------------------------|-----------|
| Approved                       | 8,923,496,142 | votes | equivalent to          | 100.0000% |
| Disapproved                    | 0             | vote  | equivalent to          | 0.0000%   |
| Abstained                      | 1,000         | votes | not count as vote base | -         |
| Voided ballot                  | 0             | vote  | not count as vote base | -         |
| Total votes (366 shareholders) | 8,923,497,142 | votes |                        |           |

### Agenda 3 To acknowledge the Board of Directors' report on the Company's operating results for 2022

The Chairman of the Meeting stated to the Meeting that the Company summarised the past operating performance and significant changes in 2022, details as appeared in the Annual Report (Form 56-1 One Report). This year, it can be viewed by scanning the QR Code on the registration certificate that has been sent to the shareholders together with the invitation letter.

Mr. Santisuk Klongchaiya, Chief Executive Officer, was asked to inform the Meeting.

The last past year 2022 is the most significant year of aviation business because the pandemic of COVID-19 has subsided and many countries have opened their borders and airlines to fly to and fro. Thailand is the same. The government has opened the country since the beginning of the year and the most important issue was in July while Thailand announced the wholly renouncing of Thailand Pass. It means the official opening of the country fully. Later the international flights fly to the countries gradually opened the borders. Thai AirAsia airlines are ready as in the past 2 years during COVID-19 situation, Thai AirAsia proceeds in accordance with the policy on pause and play which are preparing readiness when the businesses come back the Company will recover fast. Thai AirAsia provides aircraft and personnel concerning flights administration, in order to be back in the business completely. It can be summarized that in the year 2022, Thai AirAsia Airlines has started opening the flights by bringing back the aircraft and increasing more flights gradually, especially in the last quarter, the best quarter since the COVID-19 situation onwards.

#### Key Operating Performance 2022

- The passenger carried in FY2022 was recorded at 9.9 million people or up by 240 percent from last year, mainly due to the recovery in passenger numbers from the relaxation of travel restrictions and the opening of the country after the COVID-19 situation subsided. As a result, the average fare increased to Baht 1,434 from Baht 1,090 in the previous year.

- Available seat kilometres (ASK) in 2022 was 10,308 million seats-km, increasing 243 percent from the previous year due to an increase in domestic and international flights after the government announced the easing of travel restriction and the destination countries began to gradually open the country. As a result, the average stage length increased to 864 km per flight.

- Due to the continuous recovery in travel demand, the load factor was at 84 percent, increasing from 68 percent in the previous year, while the aircraft utilisation ramped up to 9.6 hours per day. In 2022, we operated domestic flights to 23 destinations and international flights to 29 destinations, totalling 65,308 flights.

- On-time performance (OTP) increased to 92 percent, better than the company's target of 90 percent. This was the cooperation of all departments to provide the best service for our passengers. It emphasises that "punctuality" is an essential standard, as well as safety and hygiene that we have always adhered to.

- Moreover, six Airbus were retired during the year, bringing the company a total fleet of 54 aircraft by the end of 2022.

### Summary of Financial Results

- In FY2022, total revenues of Asia Aviation Plc. amounted to Baht 18,291 million, increasing by 306 percent from Baht 4,508 million in FY2021. Primarily, revenues from sales and services amounted to Baht 17,553 million, which increased by 358 percent compared to the same period last year. This resulted from increased passenger carried and an average fare increase of 32 percent following the reinstatement of more international flights and the imposition of fuel fluctuation fee for domestic flights at the end of the year. The ancillary income was Baht 3,319 million, increasing by 410 percent from last year, driven by the fees from checked baggage, seat selection, processing & service fees, and the resumption of international flights. Ancillary income accounted for 19 percent of revenues from sales and services.

- In FY2022, total expenses of Asia Aviation Plc. amounted to Baht 26,766 million, an increase of 64 percent compared to the same period last year at Baht 16,359 million, mainly due to higher fuel and maintenance costs following rising fuel prices and the reactivation of grounded aircraft back to service during the year. Additionally, there were other expenses of Baht 1,522 million, mainly from unrealised exchange losses.

- As a result, Asia Aviation Plc. had a net loss of Baht 8,214 million.

### Sustainability Achievements in 2022

- Asia Aviation Plc. has been selected into the Thailand Sustainability Investment (THSI) for the year 2022, which is the only airline company listing in THSI for the fourth consecutive year.

- Sustainability Achievements in 2022 are categorised according to the company's sustainability strategies: GOOD, GREEN, and GROWTH. It indicates the effectiveness of the business driving with sustainability and is a guideline to create business opportunities and respond to future challenges.

- On-Time Performance (OTP) is one of the flagships of sustainability. In 2022, the OTP stood at 92 percent, in which the Company set the target at 90 percent, reflecting the quality of integrated performance across all parties, emphasising the success of the world's most on-time airline awards from both Cirium and OAG.

- Despite the pandemic and a dwindling workforce, the Company managed to earn a Net Promoter Score (NPS) of 55 percent, above the target of 50 percent.

- In addition, Thai AirAsia has evaluated its additional carbon footprint scope 3, such as employee business trips in 2022 apart from scope 1 and 2 to measure the effectiveness of its operations in reducing greenhouse gas emissions, which licensees have verified to ensure that the greenhouse gas emissions disclosure is accurate and in line with international standards. It also pioneered climate-related financial disclosures by identifying risk and opportunity elements for the first time in accordance with climate-related financial disclosure rules.

- Thai AirAsia has established a programme to save fuel and reduce emissions through fuel efficiency programmes (Green Operation). Thai AirAsia saved a total of 2,237 tonnes of fuel in 2022, which is comparable to more than 7,000 tonnes of CO<sub>2</sub> emissions avoided. This equates to a cost reduction of approximately USD 1.8 million. Thai AirAsia has cooperated with the CAAT to participate in the CORSIA programme since 2019 or 4<sup>th</sup> consecutive year.



- Thai AirAsia's Waste Management aims to reduce landfill waste to zero by implementing the 5R: refuse, reduce, reuse, recycle, and repair, including continuing to participate in the Vibhavadi Zero Waste. Consequently, the company had a non hazardous waste recycling rate of 100 percent, better than 88 percent in the previous year. Meanwhile, we can reduce paper consumption by 3.4 million papers or approximately Baht 1 million due to optimising the capacity of paper documents and digitising paper documents.

- Finally, the company has achieved various social objectives, such as safety KPIs, which indicates no work-related fatalities and diseases. Moreover, the company also disclosed gender diversity and equality for the first time, which is the additional material sustainability issue that was assessed this year. Female employees comprised 36 percent of total employees. In terms of human resource administration, the average specialised training of 24 hours per person per year.

### Business Strategy

Thai AirAsia intends to resume all domestic routes that were in operation in 2019. On the international front, in addition to the ASEAN market, Thai AirAsia aims to capitalise on the potential influx of Chinese tourists to Thailand following the reopening of China's borders. Building on its historical performance, the Company aims to capture 10-15 percent of the Chinese tourists visiting Thailand, while also maintaining its presence in the South Asia market through its sizable fleet. In total, the company expects to carry not less than 20 million total passengers in 2023, compared to 22 million passengers carried in 2019.

#### *Our Network*

- Thai AirAsia is still holding 1/3 of market shares in the domestic or more than 35 percent of the domestic market and targets to hold the proportion of passengers significantly in every domestic route further.

- Thai AirAsia focuses on resuming flights on Chinese routes by the end of the year, aiming to fly 110 flights per week, compared to 140 flights per week in 2019, as well as increase flight frequency in ASEAN and South Asia.

- Thai AirAsia plans to maintain its fleet of 53 aircraft by focusing on bringing all grounded aircraft back into operation within the second half of the year.

- In addition, the Company plans to reallocate aircraft within the AirAsia group to fly or temporarily lease additional aircraft if the demand for travel is higher than expected.

#### *Revenue Growth*

- Thai AirAsia expects average fares to maintain a positive trend throughout the year as demand for travel remains higher than supply.

- Thai AirAsia has continued to work with the government to boost the tourism and services sector, which is the country's main economic driver.

- Thai AirAsia will focus on dynamic pricing strategies and prioritise routes to ensure optimal profitability.

*Operational Efficiency*

- Thai AirAsia has expanded its network and management system to promote savings and effective management (Lean Management) by aiming to reduce CASK ex-fuel continuously, close to 2019 at Baht 1.03 per seat - km.
- Thai AirAsia has enhanced its flight efficiency through green operations to support sustainable travel, cost savings, and reduce the impact on the environment.
- Thai AirAsia aims to return to net profit and prudent cash flow management.

*Chinese tourist situation*

- Finally, the interesting issue for everybody is the opening of China and what is the plan of Thai AirAsia while China is the country or essential destination of Thai AirAsia. The company carries not less than 10 percent to 15 percent of Chinese tourists coming into the country. This year China has opened the market or opened the country since the beginning of the year. When the positive sign appears in China, TAT has adjusted the target of foreign tourists coming to the country from the former target before China opened the country was 18-20 million tourists to 30 million tourists (Best Case) whereas it is expected that 7-8 million tourists would be Chinese tourists.

- Before COVID-19 pandemic in 2019, Thai AirAsia used to operate 140 flights per week on China routes. In 2023, the company plans to open all routes to China by gradually opening routes and increasing the frequency to 40 flights per week, 100 flights per week and 110 flights per week in the first quarter, second quarter, and second half of the year, respectively.

- In the first quarter, the number of Chinese arrivals was around 500,000 people, with Thai AirAsia carrying around 80,000 Chinese passengers. During March, when the company began flying more flights to China, the load factor reached 93 percent.

The matters mentioned above are the continuous good sign both in the performance and the numbers of tourist coming in which could be good result in business of Thai AirAsia.

The Shareholders and the proxies made inquiries as follows:

- **Mr. Piyapong Prasaththong** (the Shareholder attended in person):

The opening of China eases the measures of zero COVID-19 and the Government of China announced the opening of the country allowing the Chinese to travel abroad. I would like to ask how does Thai AirAsia benefit concerning the business operation?

- **Mr. Santisuk Klongchaiya** (Chief Executive Officer):

From the information appeared in the documents presented to the meeting, the major issue in our country is the opening of China. At the beginning of the first quarter until March this year, Chinese passengers or tourists coming into the country around 500,000 persons in which 80,000 persons were carried by Thai AirAsia and it is apparently that the company are ready to open the flights to China while China closed the country because of COVID-19, Thai AirAsia still have employees working incorporation with the employees in China to

get in touch with the Chinese government sector. Consequently, when China announced opening the country, the company was ready to open the routes immediately. In the first quarter, the company operated 40 flights to China per week, carrying around 80,000 passengers and within this year, the company expected to complete 140 flights per week equivalent to the numbers of flights to China, operated by the company before COVID-19. In the second half of the year, it is considered as the important period. China may spend 2-3 months from now to return to Thailand because of the infrastructure of which China still have problems of lacking labors at the airport like in many other countries in Europe or even in Thailand. When the country has opened followed by problems of labors in services section which is under resolving. The second part is concerning of the passports of Chinese people due to the last 2 years, millions of passports were expired, partly was not yet renewed and the renewal may take sometimes. Subsequently in the second half of this year, the tourists may travel to Thailand and it is believable that it will benefit to Thai AirAsia as it has the proportion in carrying Chinese passengers up to 15 percent of all the tourists coming to Thailand.

- **Mr. Thamrong Ananthawiphon** (the Shareholder attended in person):

How was the current airlines situation during January to March? And to which directions will the trends of the second and the third quarters move approximately?

- **Mr. Santisuk Klongchaiya** (Chief Executive Officer):

The overall situation of aviation business has shown good signs since the end of last year in the fourth quarter with more travelling whereas in the last half of the year, after Thailand has completely opened the country by renouncing Thailand Pass. The numbers of tourists coming to Thailand have increased more than 1 million persons per month. Thus, the numbers of tourists last year can be counted up to 11.2 million persons. Those tourists not only flew in to the country but also travelled in the country. Therefore, the overall aviation business is getting better. Thai AirAsia as the leader of market and the owner of the highest market shares, having capacity, efficiency in passenger management and being able to efficiently increase flights and get the good results to continue until the first quarter while in the fourth quarter last year, the company has load factor more than 90 percent where the trend or momentum or demand for travelling have been increasing until the first quarter of this year as well. Consequently, the load factor in the first quarter should be as good as in the fourth quarter last year including prices increasing because of demand and supply mechanic, the company can make the average fare rather well. In sum, the first quarter still continues doing well from the fourth quarter last year and it is believable that this trend will continue to be the same in the second, the third and the fourth quarter and it will be benefit to the Company performance.

- **Mr. Teerin Vanichseni** (the Shareholder attended in person):

Does Thai AirAsia have any risk management to carry tourists to other countries?

- **Mr. Santisuk Klongchaiya** (Chief Executive Officer):

Thai AirAsia realises this risk that it cannot depend on any country without diversifying its risk to other market. During the time when China closed the country, the flights could not fly to China. The thing that

Thai AirAsia can do is extending the flights to both ASEAN countries and neighboring countries, no matter in Indo China, Laos, Cambodia or Vietnam including Myanma as well. When Myanma opened the country, Thai AirAsia has the flights to Yangon, meanwhile in the south, Malaysia, Indonesia where Thai AirAsia has network to increase the flights to fly by those routes. One more market which Thai AirAsia realises is the market opening the countries before China, such as South Asia and the nearby countries. Thai AirAsia has opened the flights to every cities that Thai AirAsia used to fly in India before China opened the country including the other countries such as Thaka, Bangladesh, and soon Thai AirAsia will open the routes to Columbo, Sri Langka and Katmandu, Nepal which have been included in the plan as well. Thus, the extension the routing network does not cover only China. It is certain that when China has the tourist coming in, Thai AirAsia has to increase the numbers of flights whereas the company also has portfolio of other markets where Thai AirAsia are also flying. In sum, Thai AirAsia does not depend on China solely but also extends our flights in ASEAN and South Asian countries.

There was neither further opinion nor question from the shareholders on this agenda. Then, Chairman of the Meeting informed that this was the matter for acknowledgement, which did not require any resolution, the Meeting should proceed to the following agenda.

**Agenda 4 To consider and approve the Balance Sheet (Statements of Financial Position) and Statements of Income for the year ended December 31, 2022**

The Chairman stated to the Meeting that, according to Public Company Limited Act, B.E. 2535 (1992) (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. The Company's Financial Statements for the year ended December 31, 2022, which were audited and signed by Mrs. Kunlapee Piyawannasuth, Certified Public Account (Thailand) No. 6137 of EY Office Limited, and reviewed by the Audit Committee.

Mr. Phairat Pornpathananangoon, Chief Financial Officer, was asked to inform the Meeting.

Mr. Phairat Pornpathananangoon reported to the meeting that the information in support of the consideration to approve the financial statement of the year 2022 starting from the performance of Thai AirAsia as follows:

- For the year 2022, Thai AirAsia had total revenue of Baht 18,290 million, an increase of 306 percent from 2021, mainly due to the recovery of travel activities after the pandemic subsided, especially, after the government eases the registration of COVID-19 control and fully opened the border in past July. Consequently, Thai AirAsia carried 9.95 million passengers, increasing by 240 percent from the previous year. The number of stage flown increased more than 41,297 flights, comparing to the last year or representing 172 percent. Thus, the seat capacity in the domestic flights recovered by 63 percent comparing to the pre COVID-19 while the seat capacity in international flights excluding China recovered by 31 percent comparing to the pre COVID-19 from the flights to ASEAN and South Asia.

- For the year 2022, Thai AirAsia had total expenses of Baht 26,766 million, an increase of 64 percent from last year, in line with an increase in flight volume but it was the less increasing of income whereas the main expenses included fuel, wages of flight operation staff, maintenance of aircraft and depreciation of the rights of use for the aircraft. Thus, the higher fuel prices apart from the more consumption of fuel, the average jet kerosene price hiked 71 percent. As well as maintenance costs from bringing the grounded fleet back into service. The Company completed the redelivery of six aircraft in 2022 during the year. Consequently, there were averagely 29 aircraft in use from the whole fleet of 53 aircraft.

- Additionally, other expenses were at Baht 1,522 million, mostly from the decreasing of unrealised loss from the exchange rates resulting in net loss at Baht 8,186 million and loss per share at 90.36 Baht.

- Thai AirAsia's total assets slightly dropped by 3 percent due to a decrease in non-current assets of Baht 3,755 million from right-of-use and aircraft maintenance reserves. However, its deferred tax assets were increased from the loss in the operation.

- Thai AirAsia's liabilities slightly increased by 1 percent, mainly due to the increase in current liabilities from unearned income and accrued expenses following the recovery of the operation. While non-current liabilities decreased from liabilities under aircraft lease agreements and the decreasing of loan from the payment within the year.

- Thai AirAsia's total shareholders' equity deficit amounted to Baht 12,905 million, from the deficit of Baht 10,955 million in the previous year, mainly due to the operating loss for the year partially offset by the increasing of the capital during the year.

#### Separate financial statements of Asia Aviation

Asia Aviation as a Holding Company has the main business in the investment in Thai AirAsia in term of the performance, Asia Aviation has no business operation whereas its total revenue at Baht 26 million, net loss at Baht 28 million.

- Asia Aviation's total assets increased by Baht 2,918 million, mainly due to the increasing the capital in the type of right offering in order to invest in subsidiaries by increasing the capital in Thai AirAsia to the proportion of 100 percent.

- Asia Aviation had total liabilities decreased by Baht 53 million from other payables.

- Meanwhile, shareholders' equity increased by Baht 2,972 million compared to the end of last year, mainly due to the increasing of capital in January 2022 as mentioned above.

#### Consolidated Financial Statements of Asia Aviation

The Consolidated Financial Statement is mainly resulting from the operation in Thai AirAsia presenting together in the Consolidated Financial Statement.

- Asia Aviation had total revenue of Baht 18,291 million increasing from the year 2021 by 306 percent.

- Asia Aviation had a net loss for the year 2022 attributable to the Company's shareholders amounted to Baht 8,030 million, increasing from a net loss of Baht 6,647 million in the previous year, with a basic and

diluted loss per share of Baht 0.6921 in comparison to the period during the year while the holding of shares in Thai AirAsia was not in equal proportion when in the year 2021 Thai AirAsia held at 69 percent and in the year 2022 at 100 percent.

- Asia Aviation's total assets decreased 9 percent due to a decrease in current assets of Baht 2,437 million. This was mainly due to a decrease in cash and cash equivalents of Baht 4,562 million from the net repayment in debt. Simultaneously, non-current assets decreased by Baht 4,086 million, primarily from the decreasing of depreciation of right-of-use assets and aircraft maintenance reserves fund while deferred tax assets were increased from the loss in the operation.

- Asia Aviation's liabilities rose 4 percent, mainly due to higher unearned income and accrued expenses, offset by lower liabilities under lease agreements and interest-bearing debt.

- Asia Aviation Shareholders' equity amounted to Baht 7,954 million, a decrease of 53 percent from the end of last year, mainly due to the deficits from the operating loss for the period partially offset by the increasing of the capital in January last year.

The Shareholders and the proxies made inquiries as follows:

- **Mr. Thamrong Ananthawiphon** (the Shareholder attended in person):

How is Thai AirAsia strategic plan for managing the risk for the prices of fuel as the prices are higher continuously during the beginning of this month? Does the company have hedging plan? If not, why? And how to solve the problems if the prices tend to be higher continuously?

- **Mr. Phairat Pornpathananangoon** (Chief Financial Officer):

For fuel hedge, Thai AirAsia has already planned, in general, the internal policy will be not exceeding 50 percent to manage the risk at the balanced level. However, during the changing prices are considerably high in view of the company whereas the prices are not suitable for hedging at this time.

Anyway, the company is following up closely day by day. Moreover, in the past year the company started to collect fuel surcharge form both international flights and domestic flights which was the part the company could compensate the variance results incurred by the higher fuel prices. In addition, the part of ancillary income was the part for which the company compensated the increasing cost in this part as well.

- **Mr. Vichate Tantiwanich** (Chairman of the Board and Chairman of the Meeting)

Thanks to Khun Thamrong, fuel prices are the significant issue to operate airlines business. As I am an economist, whenever the prices fluctuate such as fuel prices, hedging cannot be up to 100 percent until the company is assured that the directions of the prices will point out to one or other way which is the normal practice. Thai AirAsia is also working in collaboration with the Headquarters of Malaysia.

- **Mr. Rungroj Thanakorndit** (the Shareholder attended in person):

1) How does Thai AirAsia plan to handle the fluctuation of energy cost and the main cost of the business? 2) Whether the Sales volume of Thai AirAsia X affects AAV or not? 3) How does Thai AirAsia handle the active competitors especially Lion Air? 4) When will the Company earns profit from the business operation?

- **Mr. Vichate Tantiwanich** (Chairman of the Board and Chairman of the Meeting)

The first question was answered and in reply to the second question, the Sales volume of Thai AirAsia X does not affect AAV and the third question, I would like to invite Chief Executive Officer to give information to the meeting.

- **Mr. Suntisuk Klongchaiya** (Chief Executive Officer):

Lion Air is the competitor in the same airport; Don Mueang Airport. There are 3 airlines operating at the Airport; namely, Thai AirAsia, Nok Air and Thai Lion Air which are regarded as the comparative competitor. Lion Air used to have approximately 20 aircraft in the fleet. During the past COVID-19, Lion Air sent 10 aircraft back to the parent company in Indonesia, thus it has around 10 aircraft resulting in very lower potentiality in competing because of the existing fleet. Meanwhile, it is heard that Lion Air will bring back the aircraft but it is expected that Lion Air will not bring back the same numbers of aircraft. The company also believes that the competing potentiality with capacity or numbers of aircraft or supply left in hand are still higher. From the estimation, Lion Air has 18 aircraft, Nok Air has 18 aircraft, while Thai AirAsia currently has 54 aircraft. Consequently, there are 3 times different. The company believes that the situation of demand and capacity Thai AirAsia has, is more advantage in the competition.

- **Mr. Vichate Tantiwanich** (Chairman of the Board and Chairman of the Meeting):

May I add the information because the question concerns the competitor analysis, I believe that there is higher demand of flights, regardless of which airlines having more airplanes, those can have full capacity if they can fly in full capacity. If any shareholders concern that Thai AirAsia Airlines will loss the market shares, I think that the answer from Khun Santisuk's information, this cannot happen that way.

- **Mr. Phairat Pornpathananangoon** (Chief Financial Officer):

May I answer the fourth question, in the fourth quarter, earning before interesting and tax (EBIT) is already positive at Baht 234 million, showing good sign that the Company starts to earn profit from the business operation and it is expected that the trends should be continuing in this year.

There was neither further opinion nor question from the shareholders on this agenda. Then, Chairman requested that the Meeting approve the Balance Sheet (Statements of Financial Position) and Statements of Income for the year ended December 31, 2022 as presented; and informed that this agenda shall be approved with resolution of the majority votes of the shareholders, present and voting at the Meeting. The attendees who intend to vote as disagreement or abstention can press the voting button of the electronic system.

#### Resolution

The Meeting had a resolution to approve the Balance Sheet (Statements of Financial Position) and Statements of Income for the year ended December 31, 2022 with the majority votes of the attending shareholders who cast the following votes:

|                                |               |       |                        |           |
|--------------------------------|---------------|-------|------------------------|-----------|
| Approved                       | 8,923,500,823 | votes | equivalent to          | 100.0000% |
| Disapproved                    | 0             | vote  | equivalent to          | 0.0000%   |
| Abstained                      | 0             | vote  | not count as vote base | -         |
| Voided ballot                  | 0             | vote  | not count as vote base | -         |
| Total votes (369 shareholders) | 8,923,500,823 | votes |                        |           |

**Agenda 5 To consider and approve the omission of the allocation of profit and the omission of dividend payment for the year 2022**

The Chairman stated to the Meeting that, according to the Public Company Limited Act, B.E. 2535 (1992), stipulates that the Company must appropriate part of its annual net profits to a reserve fund in an amount of not less than 5 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 10 percent of the registered capital. In addition, the annual dividend payment shall propose to the shareholders at the Annual General Shareholder's Meeting for approval.

Mr. Phairat Pornpathananangoon, Chief Financial Officer, was asked to inform the Meeting.

- 1) The Board recommended that the Shareholders approve the omission of the allocation of profit from the Company's operating result for year 2022 since the Company has statutory reserve in full amounted as applicable by law.
- 2) Dividend policy of the Company and of Thai AirAsia 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.

As aforementioned, the Board recommended that the Shareholders approve the omission of dividend payment from the Company's 2022 performance because the Company had its major income from the dividends received from Thai AirAsia which is a subsidiary and company conducting core business, by the Board of Thai AirAsia has resolved not to pay dividend for the year 2022 due to the fact that Thai AirAsia end its year 2022 performance with net loss.

There was neither further opinion nor question from the shareholders on this agenda. Then, Chairman requested that the Meeting approve the omission of the allocation of profit and the omission of dividend payment for the year-end 2022 as presented; and informed that this agenda shall be approved with resolution of the majority votes of the shareholders, present and voting at the Meeting. The attendees who intend to vote as disagreement or abstention can press the voting button of the electronic system.



## Resolution

The Meeting had a resolution to approve the omission of the allocation of profit and the omission of dividend payment for the year-end 2022 with the majority votes of the attending shareholders who cast the following votes:

|                                |               |       |                        |           |
|--------------------------------|---------------|-------|------------------------|-----------|
| Approved                       | 8,923,500,823 | votes | equivalent to          | 100.0000% |
| Disapproved                    | 0             | vote  | equivalent to          | 0.0000%   |
| Abstained                      | 0             | Vote  | not count as vote base | -         |
| Voided ballot                  | 0             | vote  | not count as vote base | -         |
| Total votes (369 shareholders) | 8,923,500,823 | votes |                        |           |

### Agenda 6 To consider and approve the appointment of the Company's external auditors and their remuneration for 2023

The Chairman of the Meeting informed the Meeting that to comply with the Public Company Act B.E. 2535 (1992), Section 120 that requires the Annual General Meeting of Shareholders to appoint an auditor and determine the audit fees of the Company every year. To appoint the auditor, the appointment of the same auditor can be made.

Mr. Phairat Pornpathananagoon, Chief Financial Officer, was asked to inform the Meeting.

Mr. Phairat Pornpathananagoon has reported to the Meeting that the Board of Directors and the Audit Committee have considered and selected the auditor from EY Office Limited to be the auditor of the Company for the year 2023. This is because the EY Office Limited is a leading account auditing company which is internationally accepted and has audit expertise, which includes making the audit of the AirAsia group to the same standard that will increase the cooperation efficiency. Anyhow, the audit company and the auditor proposed have no relationship or interest with the Company, executive or major shareholders or related to the mentioned persons.

Therefore, the Company should proposed to the Shareholders' Meeting to consider appointing auditors of the Company from EY Office Limited to be the Company's auditor for the year 2023 totaling 3 persons whose names are in the following name list:

- 1) Mrs. Kunlapee Piyawannasuth CPA Registration No. 6137
- 2) Miss Manee Rattanabunnakit CPA Registration No. 5313
- 3) Miss Kosum Cha-em CPA Registration No. 6011

The auditor, Mrs. Kunlapee Piyawannasuth has certified the financial statement of the Company for 4 years. For the other 2 auditors i.e. Miss Manee Rattanabunnakit and Miss Kosum Cha-em have never certified the financial of the Company. Anyhow, either the licensed auditors as mentioned above shall audit and give an opinion on the financial statement of the Company. In addition, in case the mentioned licensed auditors cannot perform their duties, the EY Office Limited shall provide other licensed auditors of the EY Office Limited to act as the auditor. This includes approval for the remuneration of the audit for the year 2023 and quarter review of the Company of baht 1.00 million, equal to the year 2022. The EY Office Limited has also been selected to be

the audit company for the subsidiaries for the year 2023. Anyhow, the remuneration of the audit for the year 2023 and quarter review of the subsidiary is baht 4.3 million, increasing from 2022 for baht 0.3 million. 2023 Auditing Fees is higher due to more entries and auditing work according to the business resumption of the subsidiary after COVID-19. In addition, there are non-audit fee (if any) such as (BOI) in the amount of baht 0.8 million, a fee for reviewing hedge documents in the amount of baht 25,000 per document and aircraft lease amendment in the amount of baht 5,000 per contract.

There was neither further opinion nor question from the shareholders on this agenda. Then, Chairman requested that the Meeting approve the appointment of the Company's external auditors and their remuneration for 2023 as presented; and informed that this agenda shall be approved with resolution of the majority votes of the shareholders, present and voting at the Meeting. The attendees who intend to vote as disagreement or abstention can press the voting button of the electronic system.

### Resolution

The Meeting had a resolution to approve the appointment of the Company's external auditors and their remuneration for 2023 with the majority votes of the attending shareholders who cast the following votes:

|                                |               |       |                        |           |
|--------------------------------|---------------|-------|------------------------|-----------|
| Approved                       | 8,923,500,823 | votes | equivalent to          | 100.0000% |
| Disapproved                    | 0             | vote  | equivalent to          | 0.0000%   |
| Abstained                      | 0             | vote  | not count as vote base | -         |
| Voided ballot                  | 0             | vote  | not count as vote base | -         |
| Total votes (369 shareholders) | 8,923,500,823 | votes |                        |           |

### Agenda 7 To consider and approve the appointment of the Company's Directors to replace those who will retire by rotation in 2023

The Chairman of the Meeting stated to the meeting that Mr. Nuttawut Phowborom, the Chairman of Nomination and Remuneration Committee is the director who retires by rotation this year. I, in the position of a member of Nomination and Remuneration Committee would like to give the information instead.

The Chairman reported to the Meeting that as stipulated in the Public Limited Companies Act B.E. 2535 (1992), 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.

During the period November 1, 2022 - January 31, 2023 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

In this the 2023 Annual General Meeting of Shareholders, there are 4 Directors retired by rotation as follows:

| Agenda | Name of Directors                | Positions held |
|--------|----------------------------------|----------------|
| 7.1    | Mr. Tassapon Bijleveld           | Director       |
| 7.2    | Mr. Nuttawut Phowborom           | Director       |
| 7.3    | Mr. Rozman Bin Omar              | Director       |
| 7.4    | Dato' Mohamed Khadar Bin Merican | Director       |

Whereas the Company Directors considered and unanimously resolved according to the opinion of the Nomination and Remuneration Committee that it should be presented to the Annual General Shareholders' Meeting to consider approving to re-appoint the retired directors at the end of the term in 2023 altogether 4 persons to resume their positions for another term. As the 4 Directors are knowledgeable, capable and experienced in many fields which can be benefit to the Company's operation and have the full qualifications according to the related laws and regulations. The profiles of each director in brief appeared according to the supporting documents of the Notice of the Meeting. (Attachment 3).

There was neither further opinion nor question from the shareholders on this agenda. Then, Chairman requested that the Meeting approve the appointment of the Company's directors to replace those who will retire by rotation in 2023 as presented; and informed that this agenda shall be approved with resolution of the majority votes of the shareholders, present and voting at the Meeting. The voting for this agenda shall vote for each director individually. The attendees who intend to vote as disagreement or abstention can press the voting button of the electronic system.

#### Resolution

The Meeting had a resolution to approve the appointment of the Company's directors to replace those who will retire by rotation in 2023 as the directors for another term with the majority votes of the attending shareholders who cast the following votes:

|                                |                                                         |       |                          |          |
|--------------------------------|---------------------------------------------------------|-------|--------------------------|----------|
| Agenda 7.1                     | Mr. Tassapon Bijleveld to be re-appointed as a Director |       |                          |          |
| Approved                       | 8,923,500,821                                           | votes | equivalent to            | 99.9999% |
| Disapproved                    | 2                                                       | votes | equivalent to            | 0.0000%  |
| Abstained                      | 0                                                       | vote  | not count as voting base | -        |
| Voided Ballot                  | 0                                                       | vote  | not count as voting base | -        |
| Total votes (369 shareholders) | 8,923,500,823                                           | vote  |                          |          |
| Agenda 7.2                     | Mr. Nuttawut Phowborom to be re-appointed as a Director |       |                          |          |
| Approved                       | 8,923,497,421                                           | votes | equivalent to            | 99.9999% |
| Disapproved                    | 2                                                       | votes | equivalent to            | 0.0000%  |
| Abstained                      | 3,400                                                   | votes | not count as voting base | -        |
| Voided Ballot                  | 0                                                       | vote  | not count as voting base | -        |
| Total votes (369 shareholders) | 8,923,500,823                                           | votes |                          |          |

|                                |                                                                   |       |                          |           |
|--------------------------------|-------------------------------------------------------------------|-------|--------------------------|-----------|
| Agenda 7.3                     | Mr. Rozman Bin Omar to be re-appointed as a Director              |       |                          |           |
| Approved                       | 8,923,497,423                                                     | votes | equivalent to            | 100.0000% |
| Disapproved                    | 0                                                                 | vote  | equivalent to            | 0.0000%   |
| Abstained                      | 3,400                                                             | votes | not count as voting base | -         |
| Voided Ballot                  | 0                                                                 | vote  | not count as voting base | -         |
| Total votes (369 shareholders) | 8,923,500,823                                                     | votes |                          |           |
| Agenda 7.4                     | Dato' Mohamed Khadar Bin Merican to be re-appointed as a Director |       |                          |           |
| Approved                       | 8,923,497,423                                                     | votes | equivalent to            | 100.0000% |
| Disapproved                    | 0                                                                 | vote  | equivalent to            | 0.0000%   |
| Abstained                      | 3,400                                                             | votes | not count as voting base | -         |
| Voided Ballot                  | 0                                                                 | vote  | not count as voting base | -         |
| Total votes (369 shareholders) | 8,923,500,823                                                     | votes |                          |           |

#### **Agenda 8 To consider and approve the remuneration of the Company's Board of Directors for 2023**

The Chairman of the Meeting asked Mr. Nuttawut Phowborom, Chairman of the Nomination and Remuneration Committee, to provide information to the shareholders.

Mr. Nuttawut Phowborom, Chairman of the Nomination and Remuneration Committee reported to the Meeting that the Board of Directors considered and resolved in accordance with the opinion of the Nomination and Remuneration Committee. The remuneration for Directors in 2023 by considering the suitability of the remuneration 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 Company proposed the rates equal to the year 2022 with the following details.

##### Monetary Remuneration:

1) Each director shall receive the monthly remuneration of 80,000 baht and 80,000 baht allowance for each meeting attendance. Should there be more than 1 meeting in any month, each director shall receive only 80,000 baht allowance in the month. The Chairman of the Board of Directors shall receive the monthly remuneration of 100,000 baht and 100,000 baht allowance for each meeting attendance. Should there be more than 1 meeting in any month, the Chairman shall receive only 100,000 baht allowance in the month.

2) The monthly remuneration for the Audit Committee (in addition to the remuneration as the directors) shall be 80,000 baht. The Chairman of the Audit Committee shall receive the monthly remuneration of 100,000 baht.

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 40,000 baht per meeting attendance. Should there be more than 1 meeting in any month, each director shall receive only 40,000 baht allowance in the month.

4) The Board of Directors shall receive the bonus for 0.5 percent 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 times 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.

There was neither further opinion nor question from the shareholders on this agenda. Then, Chairman requested that the Meeting approve the remuneration of the Company's Board of Directors for 2023 as presented; and informed that this agenda shall be approved with resolution of not less than 2/3 of all the votes from the attending shareholders. The attendees who intend to vote as disagreement or abstention can press the voting button of the electronic system.

**Resolution**

The Meeting had a resolution to approve the remuneration of the Company's Board of Directors for 2023 with not less than 2/3 of all the votes from the attending shareholders as follows:

|                                |               |       |                          |          |
|--------------------------------|---------------|-------|--------------------------|----------|
| Approved                       | 8,923,144,363 | votes | equivalent to            | 99.9960% |
| Disapproved                    | 352,060       | votes | equivalent to            | 0.0039%  |
| Abstained                      | 4,400         | votes | equivalent to            | 0.0000%  |
| Voided ballo                   | 0             | vote  | not count as voting base | -        |
| Total votes (369 shareholders) | 8,923,500,823 | votes |                          |          |

**Agenda 9 Other matters (If any)**

The Chairman of the Meeting informed the Meeting that this Agenda is set up for the shareholders to ask questions and/or share opinions to the Board (If any) and/or the Board to explain, reply to the questions of the shareholders. No presentation of other matters to be approved by the Meeting and no resolution will be made in this Agenda.

The Shareholders and the proxies made inquiries as follows:

- **Mr. Prasit Suesatayasilp** (the Shareholder attended in person):

1) How the company expects the growth of the company revenue, divided into domestic routes and international routes?

2) In the current world economic situation, the interest rates tend to be high and the economic situations in the major countries such as: The United States of American, EU, China are uncertain as well as the fuel prices are still stable at the present level. The company aims at any preparation or any strategic in order to lead the company to cross over the obstacles for the growth in this year.

3) The numbers of tourists since the beginning of the year until present, how many tourists does the company expect and how about the buying power per one tourist coming in? In accordance with the previous information, it seems to be approximately 50,000 Baht per person but presently according to the official announcement, it seems to reduce.

- **Mr. Santisuk Klongchaiya** (Chief Executive Officer):

The first question could be the growth of the passengers in domestic flights and international flights, I would like to inform you that I considered from the number of flights within the first quarter of this year, Thai AirAsia can open the domestic routes by 100 percent, anticipating 20 million passengers carried by Thai AirAsia in the whole year or approximately 70 percent, 13 million passengers in domestic flights, the rest of 7 million passengers in international flights. Consequently, numbers of international passenger is closely to 100 percent within this year.

The second question, the world economic situation is uncontrollable factor. What the company can do is the internal management, control healthy cash flow, and effectiveness of income generating, however, concerning the sources of fund, the company has a policy or clear measures. Anyway, the main factors are the internal management emphasising on generating income and maintaining liquidity or good cash flow status.

The Third question, the forecast of numbers of tourists which the Company will mainly refer to the information from Tourism Authority of Thailand (TAT) because it is directly concerned office and contacting with many overseas offices, which working on this issue where its information is correct and in details.

As mentioned above, this year (TAT) anticipated incoming tourists to Thailand in the best case at 30 million persons. While I think that it should be 25-30 million persons. The significant of variance is how soon the Chinese tourists will come in and how many persons from 30 million persons which is the best case. It is understood that the numbers of Chinese tourists could be around 7 - 8 million persons. Due to this variable, the numbers of incoming tourists to Thailand will be varied by the main factor tourists from China. For the part of their expenses in the county should be the authority of TAT. The Airlines does not have the information on the other expenses. The Company only knows that the fare will be at the higher rates comparing to Pre COVID-19 situation on the basis of demand and supply.

- **Mr. Rungroj Thanakorndisth** (the Shareholder attended in person):

How long will Thai AirAsia X use Suvannabhumi Airport as the habitual base?

- **Mr. Santisuk Klongchaiya** (Chief Executive Officer):

Since Thai AirAsia X and Thai AirAsia or AAV are not related, therefore I do not know the internal information of Thai AirAsia X and I apologise for not being able to answer the question.

- **Mr. Vichate Tantiwanich** (Chairman of the Board and Chairman of the Meeting):

The shareholders may find that Thai AirAsia and Thai AirAsia X used the same names as Thai AirAsia, but they are not legitimately related to each other.

- **Mr. Prasit Suesatayasilp** (the Shareholder attended in person):

How does the Company see that the competition of airlines business in this year and next year? There is some news about newly opened airlines. I would like the Company to share the risk factors or the factors which the Company has to follow up closely for the first 3 tiers in this year.

- **Mr. Tassapon Bijleveld** (Executive Chairman):

According to Mr. Santisuk presentation on the performance, it can be seen that actually the competition reduced from the pre COVID-19 and each airlines has its own corner to stand. Thus, the prices competition is scarcely seen or only a few because those were severely hurt during COVID-19. Consequently, the post COVID-19 situation, presently the airlines, giving services are trying to maintain cash flow. I believe that every airline has performed and taken action nicely. For the news about 3-4 newly opened airlines, I can tell that it does not affect the business administration of AirAsia or Thai AirAsia. The reason is one of those airlines has long haul international flights which does not compete in the country. The only domestic airline as appeared in the news is P70 airlines, having approximately 3-4 aircraft. It takes time to grow and it emphasises on charter flight to China which is the large market. If there is one more competitor or one more business partner, may not hurt Thai AirAsia. Other small airlines like Seaplane, having 12 seats flying close to the seashore, does not affect the competition. However, the Company is not negligent and watchful all the times. Thank you.

- **Mr. Vichate Tantiwanich** (Chairman of the Board and Chairman of the Meeting):

Thanks to Mr. Prasit. As mentioned by Mr. Tassapon, the competition is good and the important issue is to look at the business, the market shares will be considered. I understand that Mr. Prasit may concern that Thai AirAsia may lost its market shares. I would like to emphasise that the readiness to serve the aviation business depends on the readiness of the numbers of aircraft, expenses management and good services. If you follow the meeting today thoroughly, you will find that Thai AirAsia has full of those qualifications. Therefore, the company is assured that the competition this time is a good one and the company should hold the position as the leader of low cost airlines further.

- **Mr. Prasit Suesatayasilp** (the Shareholder attended in person):

Thai AirAsia, having an opportunity to provide services in Suvannabhumi Airport, how does the Airlines achieve in the operation effectively? Please have the executives explain the visual and the incidents incurred.

- **Mr. Santisuk Klongchaiya** (Chief Executive Officer):

First of all, I would like to inform you that the main hub of Thai AirAsia in Bangkok is still at Don Mueang Airport where many aircraft here. For Suvannabhumi Airport, it happened during COVID-19. At that time market of long haul flights or international market, no matter Europe, America, started to have more flights via Suvannabhumi Airport. The company sees the opportunities to bring 3-4 aircraft there to serve the demand of the tourists from long routes and transit to domestic flights. Therefore, the strategy of Thai AirAsia to lodge at Suvannabhumi Airport is the interlining or the transit of tourists from long flights. Meanwhile, the company still

keeps this strategy and increases the international flights to the nearby countries. The latest route is the flight from Suvannabhumi Airport to Kuala Lumpur because of rather high demand and Thai AirAsia has many flights at Don Mueang Airport. Thus, the company shares some flights to Suvannabhumi Airport. As Don Mueang Airport is in town where the passengers can travel more conveniently with shorter distance. Whereas the operation in Don Mueang Airport is easier because of less flights comparing to Suvannabhumi Airport. The services operation for the passengers, Don Mueang Airport with smaller in physical proportion may not large or not as large as Suvannabhumi Airport in which is easier and more efficient to operate comparing to Suvannabhumi Airport with larger apace, more flights and more passengers. There may be some problems in the first period because of substantial increasing of tourists and the personnel working in passenger service may not be sufficient resulting in the decreasing of efficiency at Suvannabhumi Airport but overall, Thai AirAsia has good management as well as effectiveness in both airports.

- **Mr. Pisutthisak Dulyapaphat** (the Shareholder attended in person):

In which period do you expect the sale tends to be back to the pre COVID-19 situation?

- **Mr. Santisuk Klongchaiya** (Chief Executive Officer):

The target of the year 2023, Thai AirAsia will carry total 20 million passengers while the numbers of passengers carried by Thai AirAsia Airlines during pre COVID-19 was 22 million passengers. Presently, it is close at around 90 percent, so if there is upside, it should be almost 100 percent of the numbers of passengers carried by Thai AirAsia during pre COVID-19. In terms of sales are close as well, Thai AirAsia used to sell at approximately over 40 billion bath, this year it should be the same based from numbers of passengers, numbers of load factor and average fare or the prices sold. At present, the revenue should be close to pre COVID-19.

- **Mr. Thamrong Ananthawiphon** (the Shareholder attended in person):

By the current situation, do you still expect to increase 5 more aircraft? Since each airlines plans to increase aircraft, will there be price war next year?

- **Mr. Santisuk Klongchaiya** (Chief Executive Officer):

Thai AirAsia is still confident that the company can increase the aircraft as targeted. Meanwhile, we have 53 aircraft, actually 54 aircraft which is 1 aircraft in the process of return. Currently, we have not use all aircraft, now only 47 aircraft and the rest is 8 aircraft to be brought back. In case of bringing in extra 5 more aircraft which there should be more demand of traveling especially in the 3rd and the 4th quarters. The company plans to bring in 5 more aircraft depending on the plans on network or destination or route which will be opened. Previously, the company has 63 aircraft. Every aircraft already has network or clear route. Suppose the company does not use all of 53 aircraft and brings in 5 more aircraft, 58 aircraft in total. It is still not equal the numbers what we have been able to operated, which is 63 aircraft. Therefore, all the routes that we operate have been renewed and planed whereas the incoming aircraft will fly on the routes already flown and it is unnecessary to



open new routes. Only the routes the company already has is sufficient and suitable for the incoming aircraft. However, some of you may concern about the slot or capacity of the airport. Please do not forget that the competitor airlines, no matter Lion Air or Nok Air decreased their fleets and to bring them back is not as easy as to take them out. Accordingly, the Company still believes that in this year or next year, Don Mueang Airport still have slot and capacity sufficiently to serve the numbers of aircraft that we planned to bring back.

- **Mr. Vichate Tantiwanich** (Chairman of the Board and Chairman of the Meeting):

To bring in more aircraft is the things to prepare for leading airlines. If you are shareholders for not less than 3 years and keep following up, you will see that Thai AirAsia used the important strategic, Pause and Play during COVID-19, the company emphasises that if we have to fly tomorrow, how ready we are. That means we set up the strategic plan in overview. The Company realises and is ready all the times. I would like to assure the shareholders that the directors, the management and every employee are really fully ready. Thus, the company has a chance to earn more profit and Thai AirAsia should have the readiness in the top ranks among the low cost airlines.

- **Mr. Thamrong Ananthawiphon** (the Shareholder attended in person):

Is the profit from carrying passengers to China really high? and why?

- **Mr. Santisuk Klongchaiya** (Chief Executive Officer):

In terms of profit, I cannot tell the figures but I would like to inform you that meanwhile Thai AirAsia is operating almost 100 flights per week to China. Every flight carries load factor over 90 percent and the prices are almost 100 percent better than during pre COVID-19 due to demand and supply. Back to the previous question, the high demand of travelling, noticeable from the load factor. The fares or the average fares are higher than before with 100 percent up. The Company predicted that this situation will be stable for long, due to the development or response to the supply is still limited as the reasons I had explained before, both China and Thailand itself. Accordingly, it is believable that this situation will be stable through the year 2023. However, the profit per flight cannot be mentioned now. Anyway, I can tell you roughly that the load factor is high and the fare is high should result in good performance especially the flights to China.

There was neither further opinion nor question from the shareholders on this agenda, then Chairman of the Meeting further announced to the meeting that today the 2023 Annual General Meeting of Shareholders is a very good meeting. I would like to thank every shareholder who concern and support the Company all the times. Thanks to every director who participate in thinking and planning the strategies and promote the business according to each person's role. Thanks to every staff who joins hands to cross the obstacles. On behalf of the Shareholders, I would like to thank to every staff. Now it is the suitable time to close the 2023 Annual General Meeting of Shareholders. Thank you.

To summary, there are 22 shareholders who attended the Meeting, which is equal to 2,319,210,800 shares, and 347 proxies, which is equal to 6,604,290,023 shares. In total, there are 369 attendees, total shares held are 8,923,500,823 shares represent 73.3581 percent of the shares sold of the Company. Whereas the Company will provide the Minutes of the Annual General Shareholders' Meeting to record important details in summary related the Agenda and send it to the Stock Exchange of Thailand and the Ministry of Commerce within the time as specified by law and publicise it on the website of the Company.

The Meeting closed at 16.10 hrs

*(Signature)*

(Mr. Vichate Tantiwanich)

Chairman of the Meeting

*(Signature)*

(Ms. Nisres Distes)

Company Secretary

## Profiles of the retiring director proposed for re-appointment

### Mr. Vichate Tantiwanich

Type of Director proposed for election: Independent Director

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

The date of appointment as Director: February 22, 2018 (6 years)

Age (years): 63

Shareholding Percentage of Asia Aviation PLC (%)<sup>(1)</sup>: - None -

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

#### Education/ Training:

- Master of Business Administration (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
- Top Executive Program in Commerce and Trade (TEPCOT 3)
- Leadership Program, Nida - Wharton School, University of Pennsylvania (2003)
- Leadership for Change 1 Right Livelihood Foundation

#### 5 years past and present work experience

- Position of Directorship/ Executive in other Company:

|                                    |                |                                                                                                                                                                       |                        |
|------------------------------------|----------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|
| Position in Company and Subsidiary | 2018 - present | Chairman/ Chairman of the Audit Committee/ Independent Director/ Nomination and Remuneration Committee                                                                | Asia Aviation Plc.     |
|                                    | 2018 - present | Chairman/ Chairman of the Audit Committee/ Independent Director/ Nomination and Remuneration Committee/ Chairman of Corporate Governance and Sustainability Committee | Thai AirAsia 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

|                                                  |                |                                                                                                                                                             |                                                                     |
|--------------------------------------------------|----------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| Position in Other Listed Companies (3 Companies) | 2023 - present | Executive Chairman/ Director                                                                                                                                | ARIP Plc.                                                           |
|                                                  | 2022 - present | Independent Director/ Audit Committee/ Chairman of the Nomination and Remuneration Committee                                                                | Master Style Co., Ltd.                                              |
|                                                  | 2017 - present | Chairman of the Audit Committee/ Lead of the Independent Director/ Nomination and Remuneration Committee/ Corporate Governance and Sustainability Committee | SCG JWD Logistics Plc.                                              |
|                                                  | 2017 - 2023    | Chairman/ Chairman of the Audit Committee                                                                                                                   | Thai Enger Holding Plc.                                             |
|                                                  | 2012 - 2023    | Independent Director                                                                                                                                        | Phatra Leasing Plc.                                                 |
|                                                  | 2018 - 2020    | Audit Committee/ Independent Director                                                                                                                       | Buriram Sugar Plc.                                                  |
| Position in Non Listed Companies (16 Companies)  | 2023 - present | Chairman of the Board                                                                                                                                       | Kiff Capital Co., Ltd.                                              |
|                                                  | 2022 - present | Chairman of the Board                                                                                                                                       | Green Aranya Co., Ltd.<br>(Formerly known as Carbon Coin Co., Ltd.) |
|                                                  | 2022 - present | Chairman of the Board                                                                                                                                       | Cybertron Co., Ltd.                                                 |
|                                                  | 2022 - present | Chairman of the Audit Committee/ Independent Director                                                                                                       | Bangkok Genomics Innovation Plc.                                    |
|                                                  | 2021 - present | Chairman of the Board                                                                                                                                       | ACIS Professional Center Co.,                                       |
|                                                  | 2020 - present | Chairman of the Board                                                                                                                                       | PMG Corporation Co., Ltd.                                           |
|                                                  | 2020 - present | Director                                                                                                                                                    | Thai Fight Asset Co., Ltd.                                          |
|                                                  | 2004 - present | Director                                                                                                                                                    | Nodus Tollens Co., Ltd.                                             |
|                                                  | present        | Chairman of the Board                                                                                                                                       | Sell Idea Co.,Ltd.                                                  |
|                                                  | present        | Chairman of the Board                                                                                                                                       | Sharp Wrapbiz Co., Ltd.                                             |
|                                                  | present        | Chairman of the Board                                                                                                                                       | Super Brains City Co., Ltd.                                         |
|                                                  | present        | Chairman of the Board                                                                                                                                       | Mind2Market Co.,Ltd.                                                |
|                                                  | present        | Chairman of the Board                                                                                                                                       | Firm Co., Ltd.                                                      |
|                                                  | present        | Chairman of the Board                                                                                                                                       | Vertical Link Co., Ltd.                                             |
|                                                  | present        | Chairman of the Board                                                                                                                                       | HBD Connect Co., Ltd                                                |
|                                                  | present        | Director                                                                                                                                                    | The Fifth Element International Co., Ltd.                           |

|  |             |                                                        |                                               |
|--|-------------|--------------------------------------------------------|-----------------------------------------------|
|  | 2018 - 2023 | Director                                               | Inentec Energy International Co., Ltd.        |
|  | 2017 - 2023 | Independent Director/ Audit Committee                  | JWD Info Logistics Plc.                       |
|  | 2022        | Chairman of the Board                                  | BRR Innovation Renewable Technology Co., Ltd. |
|  | 2022        | Director                                               | Great Value Solutions Co., Ltd.               |
|  | 2018 - 2021 | Chairman of the Board/ Chairman of the Audit Committee | GMO-Z.com Cryptonomics (Thailand) Co., Ltd.   |
|  | 2017 - 2020 | Independent Director/ Member of Audit Committee        | Wind Energy Holding Co., Ltd.                 |
|  | 2017 - 2020 | Independent Director                                   | KPN Academy Co., Ltd.                         |
|  | 2018 - 2020 | Chairman of the Board                                  | The Signature Brand Co., Ltd.                 |
|  | 2018 - 2019 | Chairman of the Executive Committee                    | C.A.I Co., Ltd. (C asean)                     |
|  | 2017 - 2019 | Chairman/ Chairman of the Audit Committee              | GMO-Z com Security (Thailand) Ltd.            |
|  | 2012 - 2019 | Chairman of the Executive Committee                    | CAC Co., Ltd.                                 |

- Advisor and position in other organisation

|                                    |                |                                                                                                            |                                                             |
|------------------------------------|----------------|------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
| Position in Other Listed Companies | 2023 - present | Advisory Chairman                                                                                          | Thai Enger Holding Plc.                                     |
|                                    | 2020 - present | Advisor to Director                                                                                        | Buriram Sugar Plc.                                          |
| Position in Non Listed Companies   | 2022 - 2023    | Advisor                                                                                                    | BRR Innovation Renewable Technology Co., Ltd.               |
|                                    | 2017 - 2021    | Advisor to the Board                                                                                       | PMG Corporation Co., Ltd.                                   |
| Other organisation                 | 2023 - present | President of the Institute                                                                                 | Smart and Livable Cities Institute for Collaboration (SLIC) |
|                                    | 2021 - present | Advisor                                                                                                    | Thailand Future Foundation                                  |
|                                    | 2021 - present | Director                                                                                                   | Agriculture and Cooperatives Executive Program (ACE)        |
|                                    | 2021 - present | Subcommittee on Screening of State Enterprise Problems                                                     | State Enterprise Policy Office (SEPO)                       |
|                                    | 2020 - present | Chairman of Selection Board in Central Region of Thailand/ Expert Committee in Finance and Fund Management | Technology and Innovation-Based Enterprise Development Fund |

|  |                |                                                |                                                                                         |
|--|----------------|------------------------------------------------|-----------------------------------------------------------------------------------------|
|  | 2019 - present | Expert Committee in finance                    | National Cybersecurity Committee (NCSC), Ministry of Digital Economy and Society (MDES) |
|  | 2012 - present | Advisor to Directors of Capital Market Academy | Stock Exchange of Thailand                                                              |
|  | 2018 - 2021    | Advisor to Directors of Biotech Industry Club  | The Federation of Thai Industries (F.T.I)                                               |
|  | 2018 - 2019    | Director                                       | The Chiangmai Juvenile and Family Court Foundation                                      |

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

Attend of the Meeting in 2023:

- The Board of Directors Meeting - 4/4 times
- The Audit Committee Meeting - 4/4 times
- The Nomination and Remuneration Committee Meeting - 2/2 times
- The 2023 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 -

Definition of Independent Directors:

The qualifications of the Independent Directors shall be as required by The Securities and Exchange Commission and the Stock Exchange of Thailand.

Criteria for Nominating Directors:

The Board of Directors has considered the recommendation of the Nomination and Remuneration Committee and deemed appropriate that Mr. Vichate Tantiwanich is integrity and qualified as an Independent Director as required by law as well as possess the ability, extensive knowledge and experiences in economics, capital market, strategy and management which will support the Company's operations and be the representative of the Shareholders in giving independent opinions. Therefore, it is deemed appropriate to propose to the Shareholders to re-elect Mr. Vichate Tantiwanich as Independent Director of the Company for another term.

## Mr. Yuthapong Ma

Type of Director proposed for election: Non-Executive Director

Present Position: Director

The date of appointment as Director: November 26, 2021 (2 years)

Age (years): 57

Shareholding Percentage of Asia Aviation PLC (%)<sup>(1)</sup>: - None -

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



### Education/ Training:

- Master of Business Administration, Columbia Business School, U.S.A.
- Bachelor of Arts in Philosophy-Economics, Columbia College, U.S.A.

### 5 years past and present work experience

#### - Position of Directorship/ Executive in other Company:

|                                                  |                |                                                       |                                                                               |
|--------------------------------------------------|----------------|-------------------------------------------------------|-------------------------------------------------------------------------------|
| Position in Company and Subsidiary               | 2021 - present | Director                                              | Asia Aviation Plc.                                                            |
|                                                  | 2021 - present | Director                                              | Thai AirAsia Co., Ltd.                                                        |
| Position in Other Listed Companies (2 companies) | 2018 - present | Director                                              | Do Day Dream Plc.                                                             |
|                                                  | 2020 - present | Director                                              | Safe Fertility Group Plc. (Formerly known as Safe Fertility Center Co., Ltd.) |
|                                                  | 2020 - 2023    | Director                                              | JKN Global Media Plc.                                                         |
| Position in Non Listed Companies (8 companies)   | 2023 - present | Director                                              | Arak Group Holdings Co., Ltd.                                                 |
|                                                  | 2023 - present | Director                                              | Arak Ventures Co., Ltd.                                                       |
|                                                  | 2023 - present | Director                                              | APEX Medical Center Co., Ltd.                                                 |
|                                                  | 2022 - present | Director                                              | Arak Animal Healthcare Co., Ltd.                                              |
|                                                  | 2022 - present | Director                                              | The Monk Studios Co., Ltd.                                                    |
|                                                  | 2022 - present | Director                                              | Remco Co., Ltd.                                                               |
|                                                  | 1993 - present | Director                                              | Morgan Stanley (Thailand) Limited                                             |
| present                                          | Director       | Food Moments Plc. (Formerly known as TFMJV Co., Ltd.) |                                                                               |

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

#### Attend of the Meeting in 2023:

- The Board of Directors Meeting - 3/4 times
- The 2023 Annual General Meeting of Shareholders - 1/1 times

<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 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 -

**Criteria for Nominating Directors:**

The Board of Directors has considered the recommendation of the Nomination and Remuneration Committee and deemed appropriate that Mr. Yuthapong Ma is qualified, knowledgeable, capable, experienced and specialised in business management, strategy, finance and investment, which will help support business operation of the Company and its subsidiary. Therefore, it is deemed appropriate to propose to the Shareholders to re-elect Mr. Yuthapong Ma as Director of the Company for another term.



## Mr. Phairat Pornpathananangoon

Type of Director proposed for election: Executive Director

Present Position: Director

(The Director who is authorised to sign on behalf of the Company)

The date of appointment as Director: December 27, 2017 (6 years)

Age (years): 49

Shareholding Percentage of Asia Aviation Plc. (%)<sup>(1)</sup>: 0.0018

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

### Education/ Training:

- Master of Business Administration, San Diego State University, U.S.A.
- Bachelor of Accounting (BBA) International Program, Thammasat University
- Directors Certification Program (DCP 254/2018), Thai Institute of Directors Association (IOD)
- Strategic CFO in Capital Markets Program (Class 7/2018) Thailand Securities Institute (TSI), The Stock Exchange of Thailand
- Participated in Continuing Professional Development (CPD) course in 2023 (40 hours)
- CFO Refresher 3/2022

### 5 years past and present work experience

- Position of Directorship/ Executive in other Company:

|                                              |                |                                     |                         |
|----------------------------------------------|----------------|-------------------------------------|-------------------------|
| Position in Company and subsidiary           | 2020 - present | Chief Financial Officer             | Asia Aviation Plc.      |
|                                              | 2017 - present | Director                            | Asia Aviation Plc.      |
|                                              | 2020 - present | Chief Financial Officer             | Thai AirAsia Co.,Ltd.   |
|                                              | 2017 - present | Director/ Risk Management Committee | Thai AirAsia Co.,Ltd.   |
| Position in Other Listed Companies (None)    | -              | -                                   | -                       |
| Position in Non Listed Companies (1 Company) | 2022 - present | Director                            | Tune Insurance Plc.     |
|                                              | 2014 - 2022    | Director                            | Thai AirAsia X Co.,Ltd. |
|                                              | 2014 - 2020    | Chief Financial Officer             | Thai AirAsia X Co.,Ltd. |

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

<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



**Attend of the Meeting in 2023:**

- The Board of Directors Meeting - 4/4 times
- The 2023 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 -

**Criteria for Nominating Directors:**

The Board of Directors has considered the recommendation of the Nomination and Remuneration Committee and deemed appropriate that Mr. Phairat Pornpathananangoon who has knowledge, abilities and experiences in accounting and finance and grown up inside the organisation, making him equipped with good experiences in airlines business together with the skills in the capital management, financial risk management and strategic plan to support the business operation of the Company and the subsidiary to achieve the goals set forth. Therefore, it is deemed appropriate to propose to the Shareholders to re-elect Mr. Phairat Pornpathananangoon as Director of the Company for another term.

## Mrs. Pattra Boosarawongse

Type of Director proposed for election: Non-Executive Director

Present Position: Director

(The Director who is authorised to sign on behalf of the Company)

The date of appointment as Director: May 13, 2022 (1 year)

Age (years): 55

Shareholding Percentage of Asia Aviation Plc. (%)<sup>(1)</sup>: 0.0029

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

Education/ Training:

- Master Degree of Finance & Accounting, Chulalongkorn University
- Bachelor degree of Commercial and Accountancy, Thammasat University
- Director Certification Program (DCP 177/2013) Thai Institute of Directors Association (IOD)

5 years past and present work experience

- Position of Directorship/ Executive in other Company:

|                                                 |                |          |                                                                                                     |
|-------------------------------------------------|----------------|----------|-----------------------------------------------------------------------------------------------------|
| Position in Company and subsidiary              | 2022 - present | Director | Asia Aviation Plc.                                                                                  |
|                                                 | 2022 - present | Director | Thai AirAsia Co., Ltd.                                                                              |
| Position in Other Listed Companies (None)       | -              | -        | -                                                                                                   |
| Position in Non Listed Companies (16 Companies) | 2023 - present | Director | ADE Asset One Sdn. Bhd.                                                                             |
|                                                 | 2023 - present | Director | ADE Asset Two Sdn. Bhd.                                                                             |
|                                                 | 2023 - present | Director | PT Asia Digital Engineering Indonesia                                                               |
|                                                 | 2023 - present | Director | Fleet Consolidate Pte. Ltd.                                                                         |
|                                                 | 2023 - present | Director | ADE Philippines Inc.                                                                                |
|                                                 | 2021 - present | Director | AirAsia Super App (Thailand) Co., Ltd.<br>(Formerly known as Velox Technology (Thailand) Co., Ltd.) |
|                                                 | 2020 - present | Director | AA Com Travel Philippines Inc.                                                                      |
|                                                 | 2020 - present | Director | AirAsia com Travel (Thailand) Co., Ltd.                                                             |
|                                                 | 2019 - present | Director | Teleport (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



|  |                |                               |                                                                                                        |
|--|----------------|-------------------------------|--------------------------------------------------------------------------------------------------------|
|  | 2019 - present | Director                      | Teleport Commerce (Thailand) Co., Ltd.<br>(Formerly known as Teleport Holding<br>(Thailand) Co., Ltd.) |
|  | 2019 - present | Director                      | Philippines AirAsia, Inc.                                                                              |
|  | 2019 - present | Director                      | AirAsia, Inc, Philippines                                                                              |
|  | 2018 - present | Director                      | AirAsia SEA Limited (Formerly known<br>as AirAsia Group (IHQ) Ltd.)                                    |
|  | 2017 - present | Director                      | Thai AirAsia X Co., Ltd.                                                                               |
|  | 2017 - present | Director                      | AirAsia SEA Sdn. Bhd. (Formerly known<br>as AirAsia Global Shared Services)                            |
|  | 2016 - present | Group Chief Financial Officer | Capital A Berhad (Formerly known as<br>AirAsia Group Berhad)                                           |
|  | 2019 - 2022    | Director                      | AirAsia Com Travel Sdn. Bhd                                                                            |
|  | 2019 - 2021    | Director                      | AirAsia Super App Sdn. Bhd.                                                                            |
|  | 2017 - 2021    | Director                      | Thai AirAsia Co., Ltd.                                                                                 |
|  | 2018 - 2019    | Director                      | Ground Team Red Holdings Sdn. Bhd.                                                                     |
|  | 2018 - 2019    | Director                      | SATS Ground Services Singapore Pte.<br>Ltd.                                                            |

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

Attend of the Meeting in 2023:

- The Board of Directors Meeting - 4/4 times
- The 2023 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 -

**Criteria for Nominating Directors:**

The Board of Directors has considered the recommendation of the Nomination and Remuneration Committee and deemed appropriate that Mrs. Pattra Boosarawongse is qualified, knowledgeable, competence and expertise in accounting and finance, having experience in the aviation business from holding a position as a Senior Management within the AirAsia group for more than 8 years. This has made her well-equipped with knowledge and understanding of business operations of the Company and its subsidiary, including being able to give advice and recommendation on effective management policies and ready to support the Company's operations all along. In addition, she also helped to promote the role of women directors and support gender diversity to increase in the structure of the Board of Directors. Therefore, it is deemed appropriate to propose to the Shareholders to re-elect Mrs. Pattra Boosarawongse as Director of the Company for another term.

## Articles of Association of the Company in relation to the Shareholders' Meeting

### 1. To summon for the Shareholders Meeting

Article 31 The Board of Directors shall arrange for an annual general meeting of shareholders to be held within four (4) months of the last day of the accounting year of the Company.

Shareholders' meeting other than the meeting mentioned in the first paragraph shall be called extraordinary general meetings. The board of directors may call such an extraordinary general meeting at any time it deems appropriate.

One or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may submit their request for the board of directors to call an extraordinary general meeting at any time, but the subject and reasons for calling such a meeting must be clearly stated in the request in which case the board of directors shall call a shareholders' meeting to be held within forty-five (45) days of the date of receipt of such a request from shareholders.

If the board of directors does not arrange for the meeting of shareholders within forty-five (45) days of the date of receipt of such a request from shareholders, the shareholders who subscribe their names or other shareholders holding shares amounting to the required amount may call the meeting themselves within forty-five (45) days as from the date on which the period of forty-five (45) days that the board of directors shall convene the meeting ends.

In this case, the meeting is deemed a shareholders meeting called by the board of directors and the Company shall be responsible for the necessary expenses incurred from convening the meeting and shall reasonably facilitate the meeting.

In the case where the number of shareholders present at the meeting convened by the shareholders under the fourth paragraph is not sufficient to constitute a quorum as required in Article 33, the shareholders under the fourth paragraph shall be jointly responsible to the Company for the expenses incurred from the convening of such meeting.

The shareholders' meeting convened under the first and second paragraph may be conducted by means of electronic, provided that such meeting shall be convened in accordance with the method prescribed under applicable law and regulations at the time, or the relevant law and regulations applied mutatis mutandis. Such meetings of the shareholders conducted by means of electronic bear the same effects as any meeting which the shareholders attend the meeting at the same venue in accordance with the methods prescribed under the law and these Articles of Association.

Article 32 In calling a shareholders' meeting, the board of directors shall prepare a notice thereof specifying the place, date and time, agendas of the meeting and the matters to be proposed to the meeting together with proper details by clearly indicating whether they are proposed for acknowledgement, approval or consideration, as the case maybe, including opinions of the board of directors thereon. The notice of such meeting shall be sent to the shareholders and the registrar not less than seven (7) days prior to the date of the meeting, and be published

in a newspaper for not less than three (3) consecutive days not less than three (3) days prior to the date of the meeting. If the shareholders' meeting is conducted by means of electronic, a notice of the meeting and attachment can be sent electronically, provided that such notice and attachment shall be sent within the period and the notice of the meeting shall be published in the newspaper for the period prescribed in this paragraph. The Company shall keep the copy of the notice and attachment as evidence. Such documents can be kept as electronic data.

The shareholders' meeting may be held in the province in which the head office of the Company is located or in any other place as specified by the board of directors.

Article 34 Regardless of whether the shareholders' meeting is conducted in physical or by means of electronic, the chairman of the board of directors shall preside as chairman of the meeting. In the event that the chairman of the board is not present at the meeting or cannot perform his or her duty, the vice-chairman shall act as the presiding chairman. If there is no vice-chairman, or the vice-chairman not present at the meeting or cannot perform his or her duty, the meeting shall elect a shareholder present at the meeting to be the chairman of the meeting.

Article 36 The Company shall call the annual general shareholders' meeting to consider the following agenda:

- (1) Consider the Board of Directors' report on the Company's businesses over the past year;
- (2) Consider to approve Balance Sheet and Statement of Income over the past year;
- (3) Consider to approve the appropriation of profits;
- (4) Consider to elect the directors succeeding the directors retired by rotation;
- (5) Consider to determine the directors' remuneration;
- (6) Consider to appoint the auditor and determine auditing fee; and
- (7) Other businesses

## 2. The Quorum

Article 33 At a shareholders meeting, regardless of whether the shareholders' meeting is conducted in physical or by means of electronic, at least twenty-five (25) shareholders and proxies (if any), or not less than one-half of the total number of shareholders, holding an aggregate number of shares not less than one-third (1/3) of the total shares sold, must attend the meeting to constitute a quorum.

At any shareholders' meeting, in case where one (1) hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting has not constituted a quorum under the first paragraph, if the meeting is called by a request of shareholders, such meeting shall be cancelled. If the meeting is not called by the request of shareholders, another meeting shall be called and the notice of the meeting shall be sent to the shareholders not less than seven (7) days prior to the date of the meeting. At this subsequent meeting, no quorum is required.

**3. Accounting, Finance and Auditing**

Article 39 The Board of Directors must prepare Balance Sheet and Statement of Income as at the end of the Company's accounting period and propose to the annual general shareholders' meeting for approval. And the Board of Directors must have an auditor to complete the examination of its Balance Sheet and Statement of Income before proposing to the shareholders' meeting.

Article 41 The auditor must not be the Company's director, employee, worker, or must not hold any position in the Company.

**4. Reserves**

Article 45 The Company must appropriate certain amount of its annual net profits as Reserves by not less than five (5) percent of the annual net profit after deducting the accumulated loss brought forward (if any) until the reserves amount is not less than ten (10) percent of the registered capital.

**5. Rule and procedure to elect the Board of Directors**

Article 16 The Meeting of Shareholders shall elect the Board of Directors in accordance with the rules and procedures as follows:

(1) Every shareholder shall have one vote for each share of which he is the holder;

(2) Each shareholder may exercise all the votes he has under the (1) above to elect one or several director(s). In the event of electing several directors, he may not allot his votes to each unequally.

(3) The persons receiving the highest votes in their respective order of the votes shall be elected as directors at the number equal to the number of directors required at that time. In the event of an equality of votes among the persons elected in order of respective high numbers of votes, which number exceeds the required number of directors of the Company at that time, the Chairman of the Meeting shall be entitled to a second or casting vote.

Article 17 At every annual general shareholders' meeting, one-third (1/3) of the directors shall retire by rotation. If the number of directors is not a multiple of three, then the number of directors closest to one-third (1/3) shall retire.

The retiring directors may be re-elected

Directors, who must retire in the first and second years after the Company has been registered, will participate in the draw to find out who will retire. In subsequent years, the director who has held office longest shall retire first.

**6. Directors' Remuneration**

Article 22 The Director is entitled to remuneration from the Company in the forms of rewards, meeting allowance, gratuities, bonus or other types of benefits as the shareholders' meeting will consider and have a resolution with not less than two-thirds (2/3) of the votes from all attending shareholders at the meeting. Remuneration may be fixed by certain amounts or set by certain



criteria from time to time or effective until the shareholders' meeting will have a resolution to change otherwise. In addition, the Company's directors are entitled to receive other allowances and benefits in compliance with the Company's regulations.

The statements in the first paragraph will not affect the rights of that directors appointed from the Company's employees or workers in receiving remuneration or benefits as the Company's employees or workers.

## 7. Voting

Article 35 Regardless of whether the shareholders' meeting is conducted in physical or by means of electronic, in vote casting at the shareholders' meeting, each share shall be counted as one vote. Any shareholder having special interests in any matter shall not be entitled to vote on such matter, except for voting on the election of directors. A resolution of the shareholders' meeting shall require:

- (1) In a general case, a majority vote of the shareholders attending the meeting and casting their votes. In case of a tie vote, the chairman of the meeting shall have an additional vote as a casting vote.
- (2) A vote of not less than three-fourth (3/4) of the total votes of the shareholders attending the meeting and entitled to vote, in the following cases:
  - a) Sale or transfer of the entire or partial material business of the Company to other person;
  - b) Purchase or acceptance of transfer of the business of other private or public limited companies by the Company;
  - c) Execution, amendment or termination of contracts in respect of the granting of a hire of the entire or partial material business of the Company; empowerment of other person to manage business of the Company; or merger of business with other person for the purpose of profit and loss sharing;
  - d) Amendment to the Memorandum of Association or Articles of Association;
  - e) Increase or decrease of the registered capital of the Company;
  - f) Dissolution of the Company;
  - g) Issuance of debentures of the Company;
  - h) Merger of business with other company.

## Voting Procedures and Vote Counting

### 1. General agenda

1.1 A vote in each agenda shall be one share one vote. Shareholders or proxy shall only vote for: agree, disagree or abstain while splitting of votes is not allowed, except in the case of custodian.

#### 1.2 Proxy:

- Proxy shall cast a vote only as specified in the Proxy; non-compliance shall not constitute a valid vote by shareholders.
- In the event no instruction has been specified, or instruction is not clear on the Proxy on each agenda, or the Meeting considers or votes on any issue other than those specified on the Proxy, or there would be any amendment to or change in facts, then proxy shall have discretion to consider and vote as appropriate.

### 2. Director agenda

According to Article 16 of the Company's Articles of Association, the Meeting of Shareholders shall elect directors in accordance with the rules and procedures as follows:

2.1 Shareholder or proxy shall have one vote for each share of which he is the holder;

2.2 Shareholder or proxy may exercise all the votes he has under 2.1 above to elect one or several director(s).

In the event of electing several directors, he may not allot his votes to each unequally.

2.3 The persons receiving the highest votes in their respective order of the votes shall be elected as directors at the number equal to the number of directors required at that time. In the event of an equality of votes among the persons elected in order of respective high numbers of votes, which number exceeds the required number of directors of the Company at that time, the Chairman of the Meeting shall be entitled to a second or casting vote.

### **Procedures on Casting Votes and Votes Counting**

Chairman of the Meeting or officer shall explain casting vote: one share per one vote under the following procedures:

1. Chairman shall ask the Meeting to cast vote on each agenda as to agreement, disagreement or abstention. A vote shall be cast by shareholder or proxy on one opinion only (except in case of custodian by which Proxy allows).

2. To vote in each agenda, only shareholders who disagree or abstain from voting through electronic meeting system application shall cast their votes. Shareholders who agree with the agenda are not required to votes through AGM e-Voting system.

3. To count the votes, disapproved, abstained and invalid votes will be deducted from the total votes of the shareholders who attend the Meeting and are entitled to vote. The remainder counted as agreement on such agenda.

4. Results shall be announced for each agenda.

Procedure and Terms and Conditions

for attending the 2024 Annual General Meeting of Shareholders through Electronic Media

To attend the 2024 Annual General Meeting of Shareholders of Asia Aviation Public Company Limited through Electronic Media, please thoroughly study and fully observe the Procedure and the terms and conditions stated below.

**1. Filing of request for meeting registration and attendance via Inventech Connect**

1.1 Shareholders/proxies intending to attend the meeting are required to file a request to attend the meeting via Inventech Connect. In doing so, all required personal data and relevant documents as indicated in Attachment 6.1 of the notice of the general meeting of shareholders of the Company must be duly and completely provided in support of the identity verification of shareholders/proxies.

The Company reserves the right to accept requests for meeting attendance via Inventech Connect from shareholders who are, as of the record date announced by the Company, eligible to attend the 2024 Annual General Meeting of Shareholders.

1.2 In filing the request stated in 1.1 above, shareholders/proxies hereby affirm that all information provided is complete and correct, and acknowledge that the Company reserves the right to proceed with relevant verification. Should findings from such verification give grounds for doubts about the validity of relevant information or documents, the Company may at its discretion proceed with any actions, which include but are not limited to the rejection of their requests and the suspension of their meeting attendance rights, to ensure compliance of the meeting with applicable laws and the Company's rules and regulations.

1.3 Shareholders may file a meeting attendance request from April 5, 2024 until the Meeting is adjourned. However, the officers will inspect the e-Request only on business days during 8.30 hrs. - 17.30 hrs.

**2. Meeting attendance and voting via Inventech Connect**

2.1 After the meeting attendance request filed each shareholder/proxy has been approved, a username and a password will be sent to the e-mail address specified by the shareholder/proxy during the request filing stated in 1.1 above. Kindly note that such username and password are considered personal data of shareholders/proxies. Therefore, shareholders/proxies shall be accountable for the confidentiality of such information and shall not disclose the username and password provided by the Company to any other parties.

2.2 The rights to attend and vote at the meeting are personal rights of shareholders/proxies. As each username can log into Inventech Connect only from one device at a time, shareholder/proxies shall keep the username and password only for their own and sole use without allowing other parties to use their username and password. The Company shall not be responsible for any damage arising from or in consequence of non-compliance of shareholders/proxies with these terms and conditions.

- 2.3 With regard to voting via Inventech Connect, shareholders/proxies may opt for advance voting on all agenda items or for live voting. However, shareholders/proxies must remain logged in throughout the session of such agenda item(s) and are required to cast their votes on each agenda item prior to its close of voting. Shareholders/proxies who leave the meeting (log-out) prior to the close of voting of any agenda item will not be counted toward the quorum for such agenda item and their votes will be annulled for such agenda item. Nonetheless, log-out during any agenda items does not bar the rights of shareholders/proxies to re-login or vote on remaining agenda items.
- 2.4 To make inquiries or express opinions, shareholders/proxies may press “Question” button on the screen, followed by their questions and/or opinions. The questions and/or opinions raised by shareholders/proxies must be related to items on the meeting agenda. Suggestions and questions that are irrelevant to any items on the meeting agenda may be presented during the open session at the end of the meeting. The Company reserves the right to provide answers and clarifications in response to matters that are relevant to the items on the meeting agenda only.
- 2.5 In the event that audiovisual communication is used as a means for shareholders/proxies to raise their questions and/or opinions, shareholders/proxies give consent that the Company may create, use and distribute video and audio records of shareholders/proxies for the benefit of the electronic meeting and relevant documentation. For the effectiveness of the meeting facilitation and time management, each shareholder/proxy should finish their questions and/or opinions concisely and the Company reserves the right to limit the number of shareholders/proxies presenting their questions and/or opinions to the meeting via the audiovisual communication as deemed appropriate. In addition, the Company reserves the right to terminate any inquiries and/or opinions that are considered violation of laws or rights of others.

### **3. Personal data**

- 3.1 The Company will collect, use and process personal data of shareholders and proxies in support of rights and identity verification, meeting attendance, voting, and meeting minutes preparation. The Company will also collect, use, distribute and create video and audio records of shareholders and proxies for the benefit of the meeting. Shareholders and proxies who have provided personal data of third parties shall be accountable for notifying such third parties the details about the collection, use and disclosure of personal data and rights according to the Privacy Policy Notice.
- 3.2 Personal data will be retained by the Company according to the data retention period prescribed by laws but no longer than 10 years. Such personal data will be erased/destroyed upon the end of the data retention period.

**4. Other terms and conditions**

- 4.1 Contents, including video and audio records, of this meeting are intellectual property of the Company as the sole owner. Recording, extraction, copying, use, and distribution of contents, including video and/or audio records, of the meeting by any means are strictly prohibited, and the Company reserves the right to take legal actions against any breaches of such prohibitions.
- 4.2 In the event that shareholders/proxies use any systems related to the meeting via Inventech Connect in any manners which violate the terms and conditions stated herein or any other stipulations of the Company for this meeting and therefore potentially cause damages or losses to the Company in any manners whatsoever, such shareholders/proxies shall be liable for fully compensating the Company for all costs and expenses arising from litigation initiated by any third parties and litigation initiated by the Company against them or violators.
- 4.3 The Company reserves the rights to deny access to this meeting by shareholders/proxies who do not agree to comply with the terms and conditions stated herein and to terminate access to this meeting by shareholders/proxies who do not follow the terms and conditions stated herein or the decisions of the chairman of the meeting.
- 4.4 Shareholders/proxies acknowledge that the audio and video quality of the meeting will vary with the internet network, data transmission and connectivity, and devices of shareholders/proxies. Shareholders/proxies agree that if they cannot attend the meeting due to any reasons that are beyond the Company's control, they will not make any claims nor take any actions to impose responsibilities on the Company.

## The Identification Document and Proxy

The Shareholders and proxy holders, who would like to attend the 2024 Annual General Meeting of Shareholders of Asia Aviation Public Company Limited through Electronic Media (E-Meeting), please attach the identification document and proxy form as follow;

- In case of an individual shareholder attending E-Meeting
  - 1) Valid copy of “Identification document<sup>\*</sup>” of the Shareholders duly certified by the Shareholder and in case of name-surname change thereto; please attach registration document as well.
- In case of a shareholder represented by proxy attending E-Meeting
  - 1) Valid copy of “Identification document<sup>\*</sup>” of the Shareholders duly certified by the Shareholder and in case of name-surname change thereto; please attach registration document as well;
  - 2) Valid copy of “Identification document<sup>\*</sup>” of the proxy holders duly certified by the proxy holder;
  - 3) Any Proxy Form duly filled in and signed by shareholder and proxy holder.
- In case of a representative of juristic Shareholder attending E-Meeting
  - 1) Copy of a company affidavit issued less than 6 months and duly certified by authorised director(s) containing particulars that director(s) attending the Meeting is(are) duly authorised;
  - 2) Valid copy of “Identification document<sup>\*</sup>” of authorised director(s) duly certified by authorised director(s).
- In case the juristic shareholder attending E-Meeting by a proxy
  - 1) Copy of a company affidavit issued less than 6 months and duly certified by authorised director(s) containing particulars that director(s) affixing signature(s) on the Proxy Form is(are) duly authorised;
  - 2) Valid copy of “Identification document<sup>\*</sup>” of authorised director(s) duly certified by authorised director(s);
  - 3) Valid copy of “Identification document<sup>\*</sup>” of the proxy holders duly certified by the proxy holder;
  - 4) Any Proxy Form duly filled in and signed by authorised director(s) of shareholder and proxy holder.
- In case Custodian appointed as depositary by foreign investors
  - 1) Documents as under juristic entity above shall be prepared;
  - 2) In the event custodian has been authorised to sign on proxy, the following documents shall be produced:
    - A power of attorney appointing such custodian to sign on proxy;
    - A confirmation letter that signatory has been licensed to engage in custodian business.If an original document is not made in English, please attach the English translation duly certified by director(s) of such juristic entity.

---

<sup>\*</sup> “Identification document” valid document containing the photo of such person issued by the Government Agency, such as Identification Card, Driver Licence or Passport.

## Proxy Form

The Department of Business Development, the Ministry of Commerce issued a notification re: Prescription of a Proxy Form (No. 5) B.E. 2550; the Company has therefore prepared a proxy form for shareholders who cannot attend the Meeting. A proxy may be any independent director.

- 1) The Company attaches to the Notice a Proxy Form B. which prescribes certain particulars.
- 2) In the event shareholders wish to apply a Proxy Form A. being a simple proxy form, or Proxy Form C. for foreign investors appointing custodians as depository, both Forms can be downloaded from the Company Website [www.aavplc.com](http://www.aavplc.com)


Shareholders may apply either Form A or B while foreign investors appointing custodians as depository in Thailand can select Form A, B or C.


## Guidelines for Electronic Meeting by Inventech Connect

### to attend the 2024 Annual General Meeting of Shareholders of Asia Aviation Public Company Limited

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows :

#### Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://pro.inventech.co.th/AAV153695R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 step
  - Step 1 Fill in the information shown on the registration page and attach additional document (Attachment 6.1) and agree to the Requirements for Meeting Attendance via the Inventech Connect.
  - Step 2 Fill in the information for verify
  - Step 3 Verify via OTP
  - Step 4 Successful transaction, the system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

**\*\* Merge user accounts, please using the same email and phone number \*\***

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 5 April 2024 at 8:30 a.m. and shall be closed on 19 April 2024 Until the end of the meeting.

3. The electronic conference system will be available on 19 April 2024 at 12:00 p.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

#### Appointment of Proxy to the Company's Independent Directors

For Shareholders who authorise one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company within April 18, 2024 at 5.00 p.m.

Company Secretary

Asia Aviation Public Company Limited

222 Don Mueang International Airport, Central Office Building,  
3<sup>rd</sup> Floor, Room 3200, Vibhavadee Rangsit Road,  
Sanambin, Don Mueang, Bangkok 10210

#### If you have any problems with the software, please contact Inventech Call Center



02-931-9134



@inventechconnect

The system available during 5 – 19 April 2024 at 08.30 a.m. – 05.30 p.m.

**(Specifically excludes holidays and public holidays)**



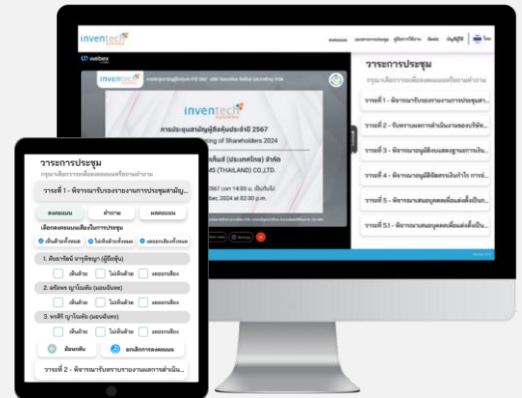
Report a problem

@inventechconnect



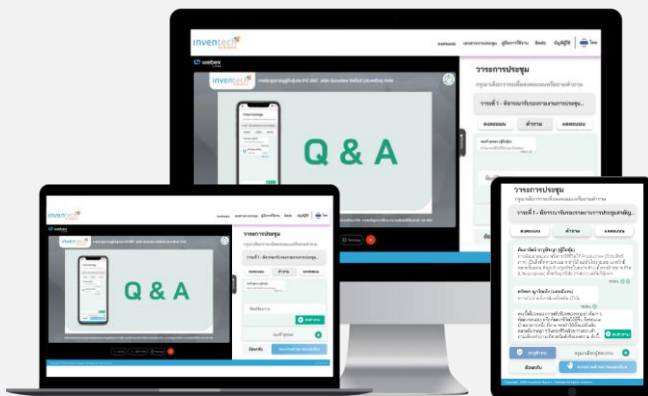
## Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Join Meeting” button
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result). Shareholders can conduct a review of the votes on an agenda basis until the voting results for that agenda are closed.

## Step to ask questions via Inventech Connect



- Select which agenda
  - Click on “Question” button
- 1 Ask a question
    - Type the question then click “Send”
  - 2 Ask the question via video
    - Click on “Conference”
    - Click on “OK” for confirm your queue
    - Please wait for the queue for you then you can open the microphone and camera

## How to use Inventech Connect



User Manual e-Request



User Manual e-Voting

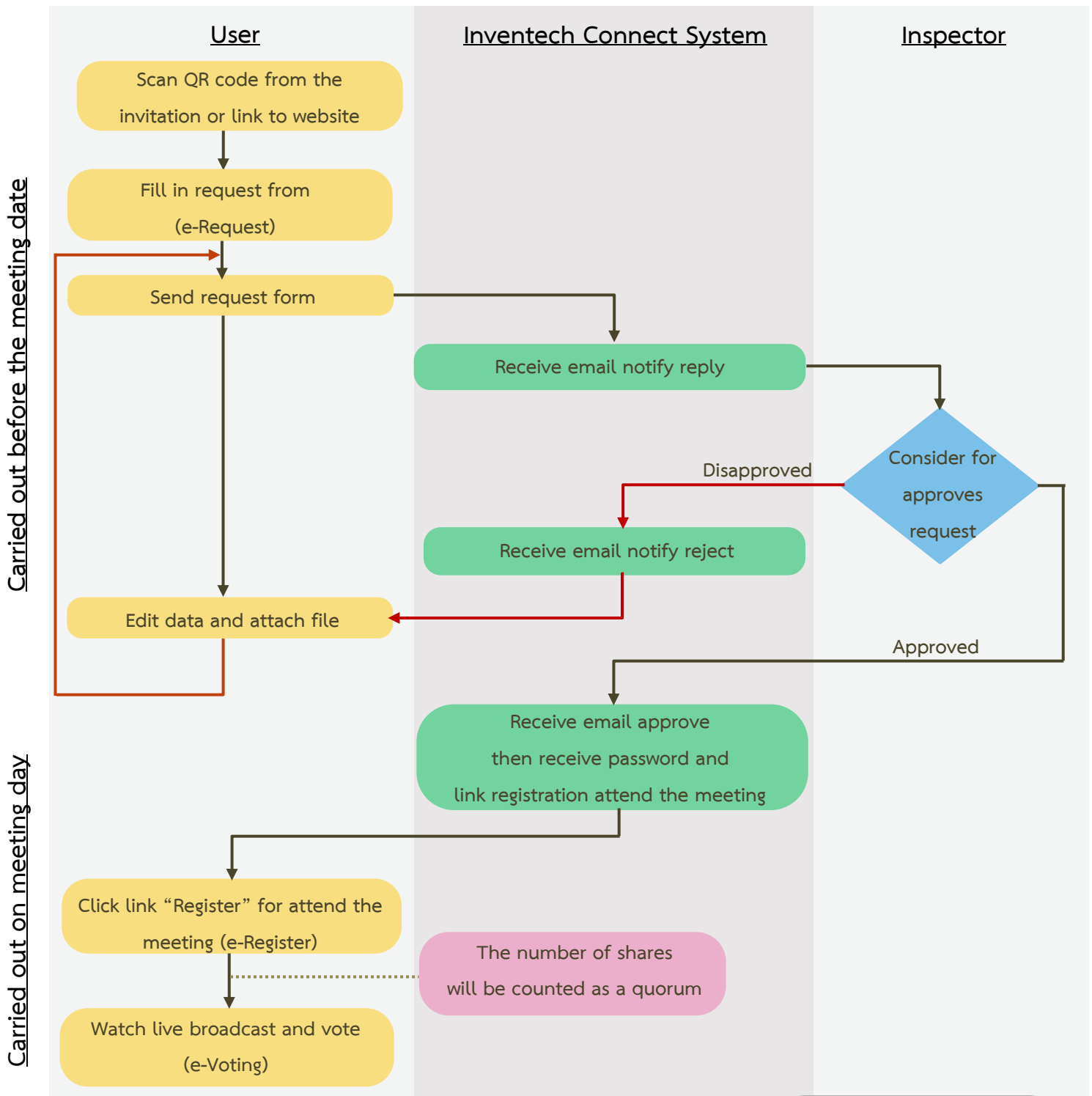


Video of using Inventech Connect

\* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
  - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
  - High Quality Video: Must be have internet speed at 1.0 Mbps.
  - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
  - Smartphone/Tablet that use IOS or android OS.
  - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge **\*\* The system does not supported internet explorer.**

Guidelines for attending of Electronic Meeting



Condition of use

In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

In case Exit the meeting

Attendees can click on "Register for exit the quorum", the systems will be number of your shares out from the meeting base.

## Proxy to the Independent Director and Submission of Question in advance

### In case the Shareholders appointing the Company's Independent Directors to attend and vote at the Meeting

Should you be unavailable to participate in the 2024 Annual General Meeting of Shareholders of Asia Aviation Plc. through Electronic Media yourself, you may appoint the Company's Independent Directors to attend and vote at the Meeting by using proxy form B. (*Attachment 9*), which provides more definite details of the authorisation, by downloading via the Company's website or attached to the invitation of the Meeting.

The qualifications and information of the Company's Independent Directors who represent to be a proxy in the Meeting appeared in the *Attachment 8*.

The Shareholders can submit a request via e-Request system to appoint the Company's Independent Directors to attend and vote at the Meeting as specified procedures in the *Attachment 6.2* or send the proxy together with supporting documents for the appointment of proxy detailed in the *Attachment 6.1* to the Company within 17.00 hours of April 18, 2024 via:

Company Secretary Office,  
Asia Aviation Plc.,  
222, Don Mueang International Airport,  
3<sup>rd</sup> Floor, Central Office Building, Room no. 3200,  
Vibhavadee Rangsit Road, Don Mueang, Bangkok, 10210

### Submission of Question in advance

The Company would like to invite shareholders to submit questions in advance pursuant to the 2024 Annual General Meeting of Shareholders, by sending your questions, name, surname, your phone number and Email to [taa\\_investorrelations@airasia.com](mailto:taa_investorrelations@airasia.com) or post to;

Company Secretary Office,  
Asia Aviation Plc.,  
222, Don Mueang International Airport,  
3<sup>rd</sup> Floor, Central Office Building, Room no. 3200,  
Vibhavadee Rangsit Road, Don Mueang, Bangkok, 10210

From today until April 17, 2024 due to the Company can compile and explain to you in further.

## 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. Veerayooth Bodharamik

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

The date of appointment as Director: February 22, 2018 (5 years)

Age (years): 54

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



Shareholding 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 Accreditation Program (DAP 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
- Joint Government-Private Sector Administration of Society's Peace and Order Course: 10

5 years past and present work experience

#### - Position of Directorship/ Executive in other Company:

|                                                  |                |                                                   |                                                         |
|--------------------------------------------------|----------------|---------------------------------------------------|---------------------------------------------------------|
| Position in Company and Subsidiary               | 2024 - present | Chairman of Nomination and Remuneration Committee | Asia Aviation Plc.                                      |
|                                                  | 2018 - present | Director/ Audit Committee/ Independent Director   | Asia Aviation Plc.                                      |
|                                                  | 2021 - present | Director/ Audit Committee/ Independent Director   | Thai AirAsia Co., Ltd.                                  |
|                                                  | 2018 - 2024    | Nomination and Remuneration Committee             | Asia Aviation Plc.                                      |
| Position in Other Listed Companies (3 Companies) | 2024 - present | Chairman of the Board of Directors                | Jasmine Technology Solution Plc.                        |
|                                                  | 2023 - present | Director                                          | Jasmine International Plc.                              |
|                                                  | 2021 - present | Director                                          | Jasmine Technology Solution Plc.                        |
|                                                  | 2019 - present | Senior Vice President – Head of Corporate         | Mono Next Plc. (formerly known as Mono Technology 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

|                                                 |                                           |                                                                                                                                   |                                                               |
|-------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------|
|                                                 | 2018 - 2022                               | Vice Chairman of the Board of Directors/ Chairman of Audit Committee/ Nomination and Remuneration Committee/ Independent Director | Wow Factor Plc. (formerly known as Electronics Industry Plc.) |
|                                                 | 2009 - 2022                               | Vice President Government Affairs and Community Management Division                                                               | Areeya Property Plc.                                          |
|                                                 | 2011 - 2019                               | Vice President Office of CEO                                                                                                      | Jasmine International Plc.                                    |
| Position in Non Listed Companies (18 Companies) | 2024 - present                            | Senior Vice President office of President/ Director                                                                               | Premium Assets Co., Ltd.                                      |
|                                                 | 2024 - present                            | Director                                                                                                                          | Cloud Computing Solutions Co., Ltd.                           |
|                                                 | 2024 - present                            | Director                                                                                                                          | KSC Commercial Internet Co., Ltd.                             |
|                                                 | 2024 - present                            | Director                                                                                                                          | Internet Knowledge Service Center Co., Ltd.                   |
|                                                 | 2023 - present                            | Director                                                                                                                          | Mobile Communication Services Co., Ltd.                       |
|                                                 | 2023 - present                            | Director                                                                                                                          | Thai Long Distance Telecommunications Co., Ltd                |
|                                                 | 2023 - present                            | Director                                                                                                                          | Palit Palangngan Co., Ltd.                                    |
|                                                 | 2023 - present                            | Director                                                                                                                          | Smart Highway Co., Ltd.                                       |
|                                                 | 2023 - present                            | Director                                                                                                                          | Jasmine Internet Co., Ltd.                                    |
|                                                 | 2023 - present                            | Director                                                                                                                          | Jas Green Co., Ltd.                                           |
|                                                 | 2023 - present                            | Director                                                                                                                          | Jasmine Submarine Telecommunications Co., Ltd.                |
|                                                 | 2023 - present                            | Director                                                                                                                          | Jasmine International Overseas Co., Ltd.                      |
|                                                 | 2023 - present                            | Director                                                                                                                          | Three BB TV Co., Ltd.                                         |
|                                                 | 2023 - present                            | Director                                                                                                                          | Acumen Co., Ltd.                                              |
|                                                 | 2023 - present                            | Director                                                                                                                          | Aces (Thailand) Co., Ltd.                                     |
|                                                 | 2023 - present                            | Director                                                                                                                          | Aces Regional Service Co., Ltd.                               |
|                                                 | 2020 - present                            | Director                                                                                                                          | Alternate Journey Co., Ltd.                                   |
|                                                 | 2015 - present                            | Director                                                                                                                          | V.B.Corporation Co.,Ltd.                                      |
| 2019 - 2023                                     | Senior Vice President office of President | Triple T Broadband Plc.                                                                                                           |                                                               |

|  |             |                                   |                                                   |
|--|-------------|-----------------------------------|---------------------------------------------------|
|  | 2019 - 2022 | Managing Director                 | Grow Green Consultant Co., Ltd.                   |
|  | 2019 - 2021 | Chairman of Board of Directors    | Thailand Professional Basketball League Co., Ltd. |
|  | 2017 - 2019 | Vice President Corporate Relation | Mono Technology Plc.                              |

- Advisor and position in other organisation

|                    |             |         |                                         |
|--------------------|-------------|---------|-----------------------------------------|
| Other organisation | 2022 - 2023 | Advisor | Office of the National Security Council |
|--------------------|-------------|---------|-----------------------------------------|

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

Attend of the Meeting in 2023:

- The Board of Directors Meeting - 4/4 times
- Audit Committee Meeting - 4/4 times
- Nomination and Remuneration Committee Meeting - 2/2 times
- The 2023 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 consider and approve the remuneration of the Company's Board of Directors for 2024

Conflict of Special Interest in this meeting: - None -



**Mr. Sirot Setabandhu**

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

The date of appointment as Director: November 26, 2021 (2 years)

Age (years): 52

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



Shareholding Percentage of Asia Aviation PLC (%)<sup>(1)</sup>: - None -

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

**Education/ Training:**

- Master of MBA George Washington University, Washington D.C., U.S.A.
- Bachelor of Engineering, King Mongkut's Institute of Technology Ladkrabang
- Directors Accreditation Program (DAP 27/2004), Thai Institute of Directors Association (IOD)

**5 years past and present work experience**

- Position of Directorship/ Executive in other Company:

|                                                |                |                                       |                                 |
|------------------------------------------------|----------------|---------------------------------------|---------------------------------|
| Position in Company and Subsidiary             | 2024 - present | Nomination and Remuneration Committee | Asia Aviation Plc.              |
|                                                | 2021 - present | Director/ Independent Director        | Asia Aviation Plc.              |
|                                                | 2024 - present | Chairman of Safety Committee          | Thai AirAsia Co., Ltd.          |
|                                                | 2021 - present | Director/ Independent Director        | Thai AirAsia Co., Ltd.          |
| Position in Other Listed Companies (1 Company) | 2023 - present | Director/ Executive Director          | Power Solution Technology Plc.  |
| Position in Non Listed Companies (9 Companies) | 2023 - present | Director                              | Biggas Technology Co., Ltd.     |
|                                                | 2023 - present | Director                              | Beyond Ventures Co., Ltd.       |
|                                                | 2023 - present | Director                              | A List Venture Co., Ltd.        |
|                                                | 2023 - present | Director                              | Thai Pipeline Network Co., Ltd. |
|                                                | 2021 - present | Executive Board                       | ETRAN (THAILAND) Co., Ltd.      |
|                                                | 2013 - present | Managing Partner                      | EXFORMAT FILM Co., Ltd.         |
|                                                | 2011 - present | Managing Partner                      | EXFORMAT Co., Ltd.              |
|                                                | 2004 - present | Director                              | KEV International Co., Ltd.     |
|                                                | 2003 - present | Director                              | Vichitranant Property 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

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

Attend of the Meeting in 2023:

- The Board of Directors Meeting - 4/4 times
- The 2023 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 consider and approve the remuneration of the Company's Board of Directors for 2024

Conflict of Special Interest in this meeting: - None -

**หนังสือมอบฉันทะ แบบ ข**  
Proxy Form B

(เปิดอากรแสตมป์ 20 บาท)  
(Duty Stamp 20 Baht)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder's Registration No.

เขียนที่ \_\_\_\_\_  
Written at  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I/We \_\_\_\_\_ Nationality  
อยู่บ้านเลขที่ \_\_\_\_\_  
Address

(2) เป็นผู้ถือหุ้นของ บริษัท เอเชีย เอวิเอชั่น จำกัด (มหาชน) (“บริษัท”)  
being a shareholder of Asia Aviation Public Company Limited (“The Company”)  
โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
holding the total amount of \_\_\_\_\_ shares and are entitled to vote equal to \_\_\_\_\_ votes as follows:  
 หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share \_\_\_\_\_ shares and are entitled to vote equal to \_\_\_\_\_ votes  
 หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preference share \_\_\_\_\_ shares and are entitled to vote equal to \_\_\_\_\_ votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทได้ โดยมีรายละเอียดตามหนังสือเชิญประชุมผู้ถือหุ้นฉบับเต็มซึ่งสามารถดาวน์โหลดได้จากเว็บไซต์ของบริษัท)

Hereby appoint (The Shareholder may appoint the Independent Director of the Company of which details as in full version of Invitation to Shareholders that can be downloaded from the Company's website)

1. ชื่อ (Name) นายวีรยุทธ โพธารามิก (Mr. Veerayooth Bodharamik) อายุ (age) 54 ปี (years) อยู่บ้านเลขที่ (residing at) \_\_\_\_\_  
222 ท่าอากาศยานดอนเมืองอาคารส่วนกลางชั้น 3 ห้อง 3200 ถนนวิภาวดีรังสิต แขวงสนามบิน เขตดอนเมือง กรุงเทพมหานคร \_\_\_\_\_  
(222, Don Mueang International Airport, 3<sup>rd</sup> Fl., Room no. 3200, Vibhavadee Rangsit Road, Don Mueang, Bangkok) หรือ (or)

2. ชื่อ (Name) นายศิริโรตม์ เสตะพันธู์ (Mr. Sirot Setabandhu) อายุ (age) 52 ปี (years) อยู่บ้านเลขที่ (residing at) \_\_\_\_\_  
222 ท่าอากาศยานดอนเมืองอาคารส่วนกลางชั้น 3 ห้อง 3200 ถนนวิภาวดีรังสิต แขวงสนามบิน เขตดอนเมือง กรุงเทพมหานคร \_\_\_\_\_  
(222, Don Mueang International Airport, 3<sup>rd</sup> Fl., Room no. 3200, Vibhavadee Rangsit Road, Don Mueang, Bangkok)

3. ชื่อ (Name) \_\_\_\_\_ อายุ (age) \_\_\_\_\_ ปี (years) อยู่บ้านเลขที่ (residing at) \_\_\_\_\_

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันศุกร์ที่ 19 เมษายน 2567 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ โดยถ่ายทอดสด ณ ห้องประชุมสำนักงานใหญ่ บริษัท ไทยแอร์เอเชีย จำกัด เลขที่ 222 ท่าอากาศยานดอนเมือง อาคารส่วนกลางชั้น 3 ถนนวิภาวดีรังสิต แขวงสนามบิน เขตดอนเมือง กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our Proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders on Friday, April 19, 2024, 14.00 hours by electronic means which would broadcast live from Thai AirAsia Head Office's Meeting Room, 222 Don Mueang International Airport, 3<sup>rd</sup> Floor, Central Office Building, Vibhavadee Rangsit Road, Don Mueang, Bangkok or on such other date and at such other place as may be adjourned or changed.

บริษัทจะไม่มีกรลงทะเบียนในวันประชุมสามัญผู้ถือหุ้นโดยผู้ถือหุ้นต้องแจ้งยืนยันการมอบฉันทะเพื่อเข้าร่วมประชุมล่วงหน้า  
ทั้งนี้ สามารถศึกษารายละเอียดขั้นตอนการใช้งานระบบและการลงทะเบียนเพื่อเข้าร่วมประชุมได้ที่ [www.aavplc.com](http://www.aavplc.com)

Onsite registration will not available on the Meeting day, and granting proxy are required to submit in advance.

Please study the procedure and registration guideline via [www.aavplc.com](http://www.aavplc.com)

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
I/We authorise the Proxy to vote on my/our behalf at the Meeting as follows:

**วาระที่ 1**                      **เรื่องที่ประธานแจ้งให้ที่ประชุมทราบ**  
**Agenda 1**                      **Matter to be informed by Chairman**

เนื่องจากวาระนี้เป็นวาระแจ้งเพื่อทราบ จึงไม่มีการออกเสียงลงคะแนน  
As this item is for information to shareholders, there will be no voting.

**วาระที่ 2**                      **พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ซึ่งประชุมเมื่อวันที่ 20 เมษายน 2566**  
**Agenda 2**                      **To consider and certify Minutes of the 2023 Annual General Meeting of Shareholders held on April 20, 2023**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy shall vote in accordance with my/our intention as follows:  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

**วาระที่ 3**                      **พิจารณารับทราบรายงานของคณะกรรมการบริษัทสำหรับผลการดำเนินงานประจำปี 2566**  
**Agenda 3**                      **To acknowledge the Board of Directors' report on the Company's operating results for 2023**

เนื่องจากวาระนี้เป็นวาระแจ้งเพื่อทราบ จึงไม่มีการออกเสียงลงคะแนน  
As this item is for information to shareholders, there will be no voting.

**วาระที่ 4**                      **พิจารณานุมัติงบดุล (งบแสดงฐานะการเงิน) และบัญชีกำไรขาดทุนประจำปี 2566**  
**Agenda 4**                      **To consider and approve the Balance Sheet (Statements of Financial Position) and Statements of Income for the year ended December 31, 2023**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy shall vote in accordance with my/our intention as follows:  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

**วาระที่ 5**                      **พิจารณานุมัติการงดจัดสรรกำไรและจ่ายเงินปันผลประจำปี 2566**  
**Agenda 5**                      **To consider and approve the omission of the allocation of profit and the omission of dividend payment for the year 2023**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy shall vote in accordance with my/our intention as follows:  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

**วาระที่ 6**                      **พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2567**  
**Agenda 6**                      **To consider and approve the appointment of the Company's external auditors and their remuneration for 2024**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy shall vote in accordance with my/our intention as follows:  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

## วาระที่ 7

## Agenda 7

**พิจารณาอนุมัติแต่งตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระประจำปี 2567**

**To consider and approve the appointment of the Company's Directors to replace those who will be retired by rotation in 2024**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy shall vote in accordance with my/our intention as follows:
- การแต่งตั้งกรรมการทั้งชุด  
To elect Directors as a whole
- เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain
- การแต่งตั้งกรรมการเป็นรายบุคคล  
To elect each Director individually
- 1) ชื่อกรรมการ (Name) นายวิชฐ์ ตันติวานิช (Mr. Vichate Tantiwanich)  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain
- 2) ชื่อกรรมการ (Name) นายยุทธพงศ์ มา (Mr. Yuthapong Ma)  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain
- 3) ชื่อกรรมการ (Name) นายไพรัชล์ พรพัฒน์นางกูร (Mr. Phairat Pornpathananagoon)  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain
- 4) ชื่อกรรมการ (Name) นางภัทรา บุศราวังศ์ (Mrs. Pattra Boosarawongse)  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

## วาระที่ 8

## Agenda 8

**พิจารณาอนุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2567**

**To consider and approve the remuneration of the Company's Board of Directors for 2024**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy shall vote in accordance with my/our intention as follows:
- เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

## วาระที่ 9

## Agenda 9

**พิจารณาเรื่องอื่นๆ (ถ้ามี)**

**Other matters (if any)**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy shall vote in accordance with my/our intention as follows:
- เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

(5) คำแถลงหรือเอกสารหลักฐานอื่นๆ (ถ้ามี) ของผู้รับมอบฉันทะ \_\_\_\_\_

Other statements or evidences (if any) of the Proxy

(6) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็น การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

- (7) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/We do not specify the authorisation or the authorisation is unclear, or if the Meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorised to consider and vote the matter on my/our behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me/us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

ลงชื่อ/Signature \_\_\_\_\_ ผู้มอบฉันทะ/Proxy Grantor  
( )

ลงชื่อ/Signature \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy Holder  
( )

ลงชื่อ/Signature \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy Holder  
( )

ลงชื่อ/Signature \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy Holder  
( )

#### หมายเหตุ/ Remark

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
The Shareholder appointing the Proxy must authorise only one Proxy to attend and vote at the Meeting and shall not allocate the number of shares to several proxies to vote separately.
2. ผู้ถือหุ้นจะมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) โดยไม่สามารถจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ได้ เว้นแต่กรณีผู้รับมอบฉันทะตามแบบ ค.  
The Shareholder may grant the power to the Proxy for all of the shares specified in Clause (2) and may not grant only a portion of the shares less than those specified in Clause (2) to the Proxy except the Proxy as form C.
3. กรณีหากมีข้อกำหนดหรือข้อบังคับใดกำหนดให้ผู้รับมอบฉันทะต้องแถลงหรือแสดงเอกสารหลักฐานอื่นใด เช่น กรณีผู้รับมอบฉันทะเป็นผู้มีส่วนได้เสียในกิจการเรื่องใดที่ได้เข้าร่วมประชุมและออกเสียงลงคะแนน ก็สามารถแถลงหรือแสดงเอกสารหลักฐานโดยระบุไว้ในข้อ (5)  
If there is any rule or regulation requiring the Proxy to make any statement or provide any evidence, such as the case that the Proxy has interest in any matter which he/she attends and votes at the Meeting, he/she may mark the statement or provide evidence by specifying in Clause (5).
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
In the agenda relating the election of Directors, it is applicable to elect either Directors as a whole or elect each Director individually.
5. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ  
In case there are agendas other than those specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form B as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ขAttachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เอเชีย เอวิเอชัน จำกัด (มหาชน)

Granting of power to a proxy as a shareholder of Asia Aviation Public Company Limited in respect of

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ในวันศุกร์ที่ 19 เมษายน 2567 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ โดยถ่ายทอดสด ณ ห้องประชุม สำนักงานใหญ่ บริษัท ไทยแอร์เอเชีย จำกัด เลขที่ 222 ท่าอากาศยานดอนเมือง อาคารส่วนกลาง ชั้น 3 ถนนวิภาวดีรังสิต แขวงสนามบิน เขตดอนเมือง กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The 2024 Annual General Meeting of Shareholders on Friday, April 19, 2024, 14.00 hours by electronic means which would broadcast live from Thai AirAsia Head Office's Meeting Room, 222 Don Mueang International Airport, 3<sup>rd</sup> Floor, Central Office Building, Vibhavadee Rangsit Road, Don Mueang, Bangkok or on such other date and at such other place as may be adjourned or changed.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
 Agenda \_\_\_\_\_ Subject: \_\_\_\_\_

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 The Proxy shall vote in accordance with my/our intention as follows:  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
 Agenda \_\_\_\_\_ Subject: \_\_\_\_\_

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 The Proxy shall vote in accordance with my/our intention as follows:  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
 Agenda \_\_\_\_\_ Subject: \_\_\_\_\_

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 The Proxy shall vote in accordance with my/our intention as follows:  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
 Agenda \_\_\_\_\_ Subject: \_\_\_\_\_

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 The Proxy shall vote in accordance with my/our intention as follows:  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

วาระที่ \_\_\_\_\_  
Agenda \_\_\_\_\_

เรื่อง \_\_\_\_\_ เลือกตั้งกรรมการ \_\_\_\_\_  
Subject: Election of Directors \_\_\_\_\_

- 1) ชื่อกรรมการ (Name) \_\_\_\_\_  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain
- 2) ชื่อกรรมการ (Name) \_\_\_\_\_  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain
- 3) ชื่อกรรมการ (Name) \_\_\_\_\_  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain
- 4) ชื่อกรรมการ (Name) \_\_\_\_\_  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain
- 5) ชื่อกรรมการ (Name) \_\_\_\_\_  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

วาระที่ \_\_\_\_\_  
Agenda \_\_\_\_\_

เรื่อง \_\_\_\_\_  
Subject: \_\_\_\_\_

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy shall vote in accordance with my/our intention as follows:  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ  
I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

ลงชื่อ/Signature \_\_\_\_\_ ผู้มอบฉันทะ/Proxy Grantor  
( )

ลงชื่อ/Signature \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy Holder  
( )

ลงชื่อ/Signature \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy Holder  
( )

ลงชื่อ/Signature \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy Holder  
( )





## Asia Aviation Public Company Limited (AAV)

222 Don Mueang International Airport, 3<sup>rd</sup> Floor, Central Office Building, Room No. 3200  
Vibhavadee Rangsit Rd., Don Mueang Bangkok 10210

Telephone: 02-562-5700

Fax: 02-562-5705

[www.aavplc.com](http://www.aavplc.com)