

**Invitation Letter for the 2025 Annual General Meeting of Shareholders**

**Asia Aviation Public Company Limited**

**by electronic means (E-Meeting)**

**Wednesday, 30 April 2025 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 2025 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 2025 Annual General Meeting of Shareholders through Electronic Media (Attachment 6)”.



(Translation)

AAV04/2025

18 April 2025

**Subject:** Invitation to the 2025 Annual General Meeting of Shareholders

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

**Attachment:**

1. Copy of Minutes of the 2024 Annual General Meeting of Shareholders held on 19 April 2024
2. Annual Report (Form 56-1 One Report) and Balance Sheet (Statements of Financial Position) and Statements of Income for the year 2024, 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 2025 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 2025 Annual General Meeting of Shareholders on Wednesday, 30 April 2025 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 2024 Annual General Meeting of Shareholders held on 19 April 2024**

**Objective and Rationale:** the 2024 Annual General Meeting of Shareholders was held on 19 April 2024 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 2024 Annual General Meeting of Shareholders, held on 19 April 2024 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 2024**

Objective and Rationale: the Company has summarised the operating result and significant changes in 2024 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 2024 along with the significant changes that occurred during the year, as shown in the Company's Annual Report (Form 56-1 One Report) for 2024 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 31 December 2024**

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 (Statements of Financial Position) 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 31 December 2024 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 31 December 2024 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 2024 are summarised as follows:

Details from The Company's Financial Statements (Partial)

Unit: Baht million

| Description   | Consolidated |          | Company  |          |
|---|--------------|----------|----------|----------|
|   | 2024         | 2023     | 2024     | 2023     |
| Total Assets  | 75,373.3     | 67,793.9 | 17,012.1 | 17,016.4 |
| Total Liabilities                                   | 63,993.8     | 59,381.5 | 1.5      | 1.8      |
| Equity  | 11,379.5     | 8,412.3  | 17,010.5 | 17,014.6 |
| Total Revenue                                       | 50,793.8     | 42,950.1 | 25.5     | 25.8     |
| Net Profit (loss)                                   | 3,477.9      | 465.8    | (4.1)    | 2.9      |
| Basic Earnings (loss) Per Share<br>(Baht per Share) | 0.2707       | 0.0379   | (0.0003) | 0.0002   |

The Company's Financial Statements is shown in the 2024 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 2024

**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 2024 to a reserve fund since the Company still has accumulated deficit. In addition, the Board recommended

that the Shareholders approve the omission of dividend payment from the Company's 2024 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 2024 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 2025**

**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 BDO Audit Company Limited as the Company's external auditors for the year 2025 since BDO Audit Company Limited 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 BDO Audit Company Limited and fix the audit fees for 2025. Details are as follows:

| Name of Auditors             | CPA Registration No. | Number of years certified on the Company's financial statements during the past 7 years |
|------------------------------|----------------------|---|
| 1) Mr. Teerasak Chuasrisakul | 6624                 | -   |
| 2) Mr. Kraisaeng Thiranulak  | 5428                 | -   |
| 3) Mr. Narin Churamongkol    | 8593                 | -   |

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, BDO Audit Company Limited 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 2025 are recommended at Baht 0.90 million, decreasing from 2024 for Baht 150,000. Therewith BDO Audit Company Limited has been selected as the audit firm for the subsidiary for 2025 as well. The audit fees for 2025 and the audit fees by quarter of the subsidiary are Baht 3.75 million, decreasing from 2024 for Baht 700,000 and no non-audit fee.

**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 be retired by rotation in 2025**

**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 2025, there are 4 Directors retired by rotation as follows:

| Name of Directors              | Positions held       |
|--------------------------------|----------------------|
| 7.1) Mr. Santisuk Klongchaiya  | Executive Director   |
| 7.2) Mr. Dinesh Nambiar        | Independent Director |
| 7.3) Mr. Sirot Setabandhu      | Independent Director |
| 7.4) Mr. Veerayooth Bodharamik | Independent Director |

**Opinion of the Nomination and Remuneration Committee:** the Nomination and Remuneration Committee has considered the qualifications, knowledge, competency, experience, performance, and moral and ethical standards of each Director due to retire by rotation, and recommended that Mr. Santisuk Klongchaiya, Mr. Dinesh Nambiar, Mr. Sirot Setabandhu and Mr. Veerayooth Bodharamik be reappointed as the Company's Directors for another term of office. The criteria for selection, and nomination process, please refer to the 2024 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 1 November 2024 – 31 January 2025 in accordance with the principle of good corporate governance policy relating to the promoting of shareholders' right, the Company invited its shareholders to nominate qualified persons to be elected as the Company's Director in advance. However, there were no shareholders who had proposed a qualified nominee to be elected as the Company's Director.

Opinion of the Board of Directors: the Board has agreed with the Nomination and Remuneration Committee and recommended the Shareholders' Meeting approve the reappointment of Mr. Santisuk Klongchaiya, Mr. Dinesh Nambiar, Mr. Sirot Setabandhu and Mr. Veerayooth Bodharamik 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 amendments), along with 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 2025**

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 2025 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 2025 as stated.

Details of the scope of duties and responsibilities of the Board of Directors are as specified in the 2024 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 2025 Annual General Meeting of Shareholders, on 31 March 2025.

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 2025 Annual General Meeting of Shareholders through electronic meeting (E-Meeting). The Shareholders who will attend the 2025 Annual General Meeting of Shareholders or assign the proxy, please follow "Procedure and Terms and Conditions for attending the 2025 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 2025 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 2025 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)

AAV09/2024

**Minutes of the 2024 Annual General Meeting of Shareholders**

**Asia Aviation Public Company Limited**

**April 19, 2024 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 has engaged expert service providers that are certified by relevant offices to organize the meeting via electronic media. These service providers include Certified Meeting Control System (Cisco Webex) and Voting System (Inventech Connect), which have passed self-assessment of consistency by the Electronic Transactions Development Agency. 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, one shareholder is entitled to vote only one of agree, disagree or abstention, except for the shareholder being custodian is entitled to vote separately.

4) For the Agenda 7, regarding the appointment of the Company's Directors to replace those who will retire by rotation, the voting by individual person shall be applied in order to be in line with good governance.

5) 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 using same email and telephone numbers to identify themselves as proxies, the system will compile the proxies in the same user account except using different email and telephone numbers to identify themselves, the system will not combine the names of proxies but will separate the user account. If they need to use other accounts, please select the menu “User Account” and press 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 register 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) Before voting on each agenda, 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 VDO conference to the first 2 persons who push the button to reserve the queue and the one who asks the question through VDO conference 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.

6) In case the shareholders face the problems in using the meeting system or voting system, please study and comply with the instructions attached to the invitation letter or choose menu "Help" in the system by contacting the officer from Inventech Call Center by telephone numbers or LINE Official as appeared on the screen.

7) In case of the system failure during the meeting, the shareholders shall receive email in order to be back to the meeting via the standby system.

#### 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 2024 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. Veerayooth Bodharamik      | Audit Committee and Independent 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) Mr. Sirot Setabandhu           | Independent Director   |

- |                                     |  |
|-------------------------------------|--|
| 7) Mr. Yuthapong Ma                 | Director   |
| 8) Mr. Kulvat Janvatanavit          | (A new director replacing Mr.Nuttawut Phowborom, who announced his resignation on February 22, 2024) |
| 9) Dato' Mohamed Khadar Bin Merican | Director (via Video Conference)  |
| 10) Mr. Rozman Bin Omar             | Director (via Video Conference)  |
| 11) Mrs. Pattra Boosarawongse       | Director (via Video Conference)  |

Today, there is one director unable to attend the meeting is Mr. Dinesh Nambiar.

There were 11 directors attending the meeting, equivalent to 92 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 2024 Annual General Meeting of Shareholders, on March 11, 2024.

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, 2023 to January 31, 2024 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 16 shareholders attending the Meeting and 851 proxies representing 8,954,033,306 shares, equivalent to 69.6811 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 2024 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.

The most important issue in AirAsia is that in the passing March 2024, the Company has provided services for full 20 years and the Company has so many activities; from 2 aircraft until pre-COVID, the Company has 63 aircraft and has transported over 199 million passengers with approximately 1.3 million flights which can be deemed that it is a very rapid growth. The Company has a video presentation made to mark the 20th anniversary of AirAsia for shareholders to watch.

-Turn on the Video for the shareholders to watch-

It is the video which the Company summarised the journey through 20 years and the Company aims to make the 21st, 22nd, 23rd and the following years the best for the service users. For the figures which the Company wishes to inform the shareholders; pre-COVID situation in the year 2019, there are 39.8 million tourists coming into Thailand and drastically dropped until in 2023, when the passengers returned at the amount of 28 million. This year the government has set up rather high target whereas pre-COVID, Thai AirAsia carried 22.2 million passengers, decreasing during COVID-19 to only 9.9 million passengers. However last year the Company resumed almost the same amount as pre-COVID at 18.9 million passengers. It is noticeable in details that the passengers travelled in the country are only a bit different from pre-COVID period. The passengers in international flights are 7 million persons while pre-COVID, there are 9 million passengers and it is believable that in this year the passengers in domestic flights probably be the same as pre-COVID. The amount of aircraft the Company has pre-COVID at 63 aircraft and the Company returned some of them during COVID-19 while in 2023 the Company has 56 aircraft for services.

The important issue should be known is that in the last quarter of last year, the revenues is quite strong at 12.5 billion Baht and the net profit is at 466 million Baht. From the numerous news reports about the cooperation between various sectors since the end of last year and the beginning of this year, including the Free Visa to China, the unlocking of flight quotas between Thailand and India, and the government's responsiveness to tourism in the country. The Company has A321 and A320 totaling 56 aircraft, a domestic market share at the highest of 39% and has been ranked to be the most punctual airlines in country at 83%.

The Company takes pride on the awards. The first award is the world's best low-cost airline for the 14th consecutive year and the awards of which the Company is proudest and it is believable that it is the strongest point of the Company during the past years resulting in many passengers using our services due to punctuality. Thai

AirAsia is the most punctual airline in Thailand, ranking third among the Asia-Pacific airlines and seventh among global low-cost airlines. Additionally, AirAsia continues to hold the award for best cabin crew on a low-cost airline for the 7th consecutive year at the World Travel Awards. These are the major reports should be known to the shareholders. Thank you.

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 20, 2023**

The Chairman of the Meeting stated to the Meeting that minutes of the 2023 Annual General Meeting of Shareholders held on April 20, 2023, 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), 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 2023 Annual General Meeting of Shareholders held on April 20, 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 agree, disagreement or abstention can press the voting button of the electronic system.

**Resolution**

The Meeting had a resolution to approve Minutes of the 2023 Annual General Meeting of Shareholders held on April 20, 2023 with the majority votes of the attending shareholders who cast the following votes:

|                                |               |       |                        |          |
|--------------------------------|---------------|-------|------------------------|----------|
| Approved                       | 8,953,753,725 | votes | equivalent to          | 99.9999% |
| Disapproved                    | 31            | vote  | equivalent to          | 0.0000%  |
| Abstained                      | 352,060       | votes | not count as vote base | -        |
| Voided ballot                  | 0             | vote  | not count as vote base | -        |
| Total votes (875 shareholders) | 8,954,105,816 | votes |                        |          |

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

The Chairman of the Meeting stated to the Meeting that the Company summarised the past operating performance and significant changes in 2023, 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.

- In 2023, Thai AirAsia transported 18.9 million passengers, an increase of 90% from the previous year, driven by growth in both domestic and international tourists. Since the beginning of the year, China has been the last major country to open its borders to welcome tourists, so now we consider the pandemic over, and everything is returning to normal.
- The average airfare was 1,780 baht, up 20% from the pre-COVID average of 1,478 baht.
- Available Seat Kilometre (ASK) in 2023 was 22,945 million seat-km, 85% of what we had achieved in 2019, with the average flight distance increasing to 1,094 kilometres per flight as we had more flights to Japan and India, which have longer flight distances than the average of the previous year.
- The load factor for all Thai AirAsia flights averaged 90% last year, reflecting strong tourism demand, and the utilisation rate per aircraft was back to the levels we had achieved, at 12.7 operating hours per day per aircraft.
- We have also opened 33 domestic and 56 international routes, totalling 114,571 flights.
- The on-time performance (OTP) was 83%, which may have slipped slightly from what we had achieved before due to the consistently high number of passengers throughout the year, which caused some flight management delays, which we will improve this year.
- During the year, the company added 2 new aircraft, bringing the total to 56 aircraft by the end of last year.

#### Summary of Financial Results

- For the overall performance last year, which the CFO will report in more detail in the next agenda, in summary, Asia Aviation Public Company Limited had a total revenue of 42,950 million baht, an increase of 135% from the previous year, with revenue coming from revenues of sales and services of 81% and ancillary revenues of 19%.
- Regarding expenses, Asia Aviation Public Company Limited had total expenses of 40,165 million baht, an increase of 50% from the previous year, mainly due to higher fuel and maintenance expenses as the number of flights increased.
- This resulted in an operating profit of 2,785 million baht, a turnaround from a loss of (8,475) million baht the previous year. After deducting other financial income and costs, including unrealised foreign exchange gains of 672 million baht last year, Asia Aviation Public Company Limited reported a net profit for the year of 466 million baht, a significant improvement from a net loss of (8,214) million baht the previous year.

#### Sustainability Achievements in 2023

- Regarding sustainable business operations, we continue to operate under the same strategic plan, namely GOOD, GREEN, and GROWTH, which actually mean the same as ESG, which you often hear about.

*GOOD, which discusses corporate governance*

- We have continuously received excellent assessments from the Stock Exchange of Thailand since 2018.



- For passenger services, Thai AirAsia has a Net Promoter Score of 59%, which is very high, comparable to more than 80% of passengers who rate us as a group that will help recommend and tell friends to use Thai AirAsia's services.

- For punctuality, we continue to maintain this highlight and it is a key brand attribute that customers trust. We will continue this and improve further.

*GREEN, or environmental aspects*

- Everything is on target. We have reduced the amount of carbon dioxide emissions per unit, or carbon intensity, by 5 grams of carbon per seat-kilometer, supported by green operating procedures and increased operational efficiency.

- For water usage and recycling, we continue to do so, along with exploring the feasibility of using sustainable aviation fuel (SAF) and carbon credits, which in the short term will be exploring options along with other sectors without any costs that the company must bear, or if there are, they will be at a very small rate.

*GROWTH, which is about taking care of employees and society*

- We strictly control safety issues, which last year did not have any cases of death, no disputes with communities, while we promote diversity & inclusion or diversity and equality, as you can see from various metrics in the report.

- Finally, for society, we have the Journey D project, which tries to provide knowledge to communities to create jobs and income in the tourism sector. This year, we will continue this more intensely.

Business Strategy

- For 2024, Thai AirAsia Company Limited expects the tourism industry to continue to grow steadily, driven by the momentum of domestic tourism demand, which remains high and forecasts the number of foreign tourists by the Tourism Authority of Thailand (TAT) travelling to Thailand to reach 35 million people.

*Our Network*

- For the domestic market, Thai AirAsia Company Limited will continue to strongly dominate the market this year.

- For the international market, we will focus on markets with demand, and importantly for this year, the return of Chinese tourists. We will open new flight routes to Shanghai and Beijing in China, Visakhapatnam in India, and Kaohsiung in Taiwan, as well as new routes to Japan, such as Okinawa, and Fifth Freedom flights, where we will carry passengers from Thailand to Taiwan and pick up passengers from Taiwan to Japan, which will be new sources of growth.

- In terms of the aircraft, Thai AirAsia Company Limited plans to increase the fleet from 56 to 60 aircraft this year, with the first aircraft expected to join the fleet in late Q2, and we will try to bring as many grounded aircraft back into service to generate revenue and profit. In the medium term, 3-5 years, we are studying the introduction of new narrowbody models that can fly further, such as the A321XLR, which will make our flight network cover farther areas, such as possibly going as far as Australia or the Middle East.

### *Revenue Growth*

- In terms of revenue growth, the company anticipates a sales and service revenue growth of 20-23% in 2024 compared to 2023. This growth is attributed to the expansion of our fleet, which will allow us to carry 20-21 million passengers this year. We also expect the fare rate to remain stable this year, similar to the current rate. If we were to compare it to the fare rate for the whole of the previous year, we would see growth.

- Thai AirAsia Company Limited will also continue to work with the government to stimulate the tourism and service sector, which is the main economic driver of the country.

### *Operational Efficiency*

- This year, we still have new initiatives from every department that will focus on cost control to try to offset various increased costs, including aircraft maintenance costs and airport-related expenses, and measure results systematically.

- We will also continue to push for being a sustainable airline, developing flight efficiency, and using newer aircraft models to achieve better results.

- Finally, Thai AirAsia Company Limited will focus on returning to profitability on core operations this year, from the overall business outlook that is expected to be brighter than last year, and the readiness of Thai AirAsia itself, which will allow us to manage cash flow more flexibly and efficiently.

### *Domestic Market*

- For the domestic market, Thai AirAsia continues to strongly dominate the market, as seen from the overall picture of the country, where in February of this year, we held a passenger share of about 39%, showing clear leadership in every region, with a diverse inter-regional route network taking advantage of four aviation hubs.

- The key strategy for the domestic market this year, we will maintain the price level, as I have informed everyone that we have more aircraft than the second competitor almost three times, and from the high tourist demand, we think that price competition is unlikely to occur during this period, or even next year from the limitation on increasing the number of aircraft, combined with various marketing campaigns, highlighting various points such as punctuality, food and beverages on board, etc.

### *International Market*

- For the international market, the target number of tourists by the TAT this year, aiming for 35 million people, 8 million of whom are Chinese.

- Our key markets are China, India, and ASEAN, which are still markets with high potential.

- China, although the overall economy may grow slower, the main picture is still in recovery.

- India, a market that will have GDP growth up to more than 6%, has a lot of infrastructure investment, and the population that has increased the most in the world.

- While ASEAN, the 5 main countries (Thailand, Singapore, Malaysia, Indonesia, and Philippines) are expected to grow more than 4%, which is a figure considered higher than the average in other regions.

- For each group, we assess the proportion of Chinese, Indian, and ASEAN passengers who entered/exited Thailand last year. How many passengers has Thai AirAsia carried compared to other low-cost and full-service airlines?

- For Chinese, we are within the range of 15-20%;

- India, about 30%;

- and ASEAN, about 15%.

- We pull statistics to see what the situation is like for China flights, which are an important market for us, by the number of passengers in the first quarter of this year, where in February and March that passed, we carried passengers on the Thailand-China route at about 145,000 people per month, accounting for about 50-55% of the period we used to carry before COVID, the load factor is still at a high level over 90%, especially in March when there was an announcement of free visas for Thais, making the load factor as high as 98%.

- The numbers for March. After the announcement of visa-free Thai-China both ways, the proportion of Thai tourists on China flights increased to 22% from only 5-10% in the pre-COVID period.

- Therefore, in summary, we expect this year to be another year for Thai AirAsia to return to strong growth. Everything returns to normal, as we will take good care of stakeholders, shareholders, passengers, communities, and, most importantly, employees. If there is any progress, investors can follow various news from the Investor Relations website. Thank you.

The Shareholders and the proxies made inquiries as follows:

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

How do you expect the performance of the Company to be in this year and the next?

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

As aforementioned, this year the Company aims to achieve the result of performance on positive side. The revenue growth will be in the frame of around 20% to 25%. The numbers of passengers carried by the Company are around 20 - 21 million passengers. The average cost of airfares will be the same level as last year. As guideline, the estimated figures of performance in this year will be close to these.

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

Whereas Thailand and China waive the Tourist Visa, how do Thai AirAsia get the benefit? and whether the Company expects to increase the flights or not?

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

After the announcement for free Visa from both sides, starting from March 1, 2024. The load factor has increased from 90% to 98% or almost fully loaded in every flight with the proportion of Thai passengers increasing from 5% in each flight to over 20%. It is seen that the travelling to and from both are

getting better after the free Visa. Certainly, Thai AirAsia plan to increase the flights to China, while Thai AirAsia used to fly 140 flights per week, at present there are over 90 flights per week. In the future until year end, the Company expects to resume the same rates as around 140 flights per week like at the time before COVID-19 where Thai AirAsia have operated in many cities for example, Shanghai, from Bangkok directly to Shanghai and in this coming July Thai AirAsia will increase the first flight from Bangkok to Beijing and many cities in China will be coming soon.

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

May I add that the overall business of our Company has many components, if we take a closer look at the performances shown, we will see that the capacity to serve the passengers, from which the numbers of load factor the Company has at over 90%, it can be regarded as full capacity. What the Company is doing now is to increase the capacity. If the capacity increases, the airlines can serve more passengers because of the trend of the passengers coming in now is more than the airlines can even serve at this moment. Please rest assured of this point.

- **Ms. Rattana Tansakul** (the Shareholder attended in person):

Does the Company have a chance to pay dividend?

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

Looking at the figures, in a moment later, Chief Finance Officer will explain about the figures, it will be seen that AAV itself even in the Shareholders' equity is still positive because AAV holds 100% shares in Thai AirAsia but the number of the Shareholders' equity in Thai AirAsia is still negative. Mr. Phairat will explain it to you. Thank you.

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, 2023**

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, 2023, 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 2023 starting from the performance of Thai AirAsia as follows:

- Thai AirAsia had a total revenue in 2023 of 42,949 million baht, an increase of 135% from 2022, from increased passengers carried, increased flights, and higher fare levels as the CEO mentioned.

- The total expenses amounted to 42,486 million baht, an increase of 60% from the previous year, following the increased number of flights, with fuel costs accounting for the highest proportion at 37% of the cost of sales and services, and aircraft maintenance costs and employee expenses accounting for 15% and 10% of the cost of sales and services, respectively. The remainder is airport-related expenses, aircraft depreciation, selling and administrative expenses, and other financial costs. Last year, the Company had unrealised foreign exchange gains of 672 million baht. In summary, Thai AirAsia reported a net profit of 463 million baht, a profit per share of 4.86 baht/share, a significant improvement from a net loss of 8,186 million baht the previous year.

- In terms of financial position, Thai AirAsia's total assets amounted to 47,026 million baht, an increase of 7% from the previous year, mainly from cash and amounts due from related parties that increased due to the increased ticket sales.

- Total liabilities increased by 5% from the previous year due to accrued expenses and unearned income, which is in line with increased sales. Including bonds, which increased from last year.

- A shareholders' deficit of 12,428 million baht, slightly improved from a deficit of 12,905 million baht the previous year, from the Company has net profit over 400 million baht this year.

#### Separate financial statements of Asia Aviation

Asia Aviation is a holding company that does not operate any business other than holding shares. Consequently, the profit and loss statement did not have any movement. It will be about general company management.

- As for the financial position statement, total assets remaining at 17,016 million baht, mainly from investments in Thai AirAsia.

- Total liabilities stood at 1 million baht, from accrued expenses (annual report preparation and audit fees).

- While the shareholders' equity remained at 17,015 million baht.

#### Consolidated Financial Statements of Asia Aviation

The Consolidated Financial Statement of the 2 companies.

- Asia Aviation had total revenue of 42,950 million baht, an increase of 135% from the previous year, for the same reasons as described in the profit and loss statement of Thai AirAsia.

- The Company's profit per share was 0.0379 baht.

- As for the consolidated financial position, Asia Aviation's total assets increased by 5%, mainly from current assets that increased, such as cash, which increased, and amounts due from related parties that increased according to the improved business situation. Meanwhile, non-current assets decreased slightly from the end of the previous year, from the depreciation of the right-of-use assets.

- Asia Aviation's Liabilities increased slightly by 5% from the previous year, mainly from accrued expenses, debentures, and unearned income that increased.

- The shareholders' equity stood at 8,412 million baht, an increase of 6% from the end of the previous year, from the net profit generated during the period.

The Shareholders and the proxies made inquiries as follows:

- **Mr. Sutorn Settamangkorn** (the Shareholder attended in person):

With conflicts increasing in many regions, which may result in higher fuel and other costs, how does AirAsia plan to cope with this situation in the future.

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

For the matter of continually increasing of fuel cost because of the present possible warfare situation, the Company constantly monitors fuel prices. The Company tracks fuel prices daily since they fluctuate frequently. To manage these changes, the Company employs hedging or risk management strategies in advance, though it has not reached 100% hedging coverage. The Company is continually assessing the optimal quantity and price levels at which to hedge. Currently, fuel prices have not significantly increased compared to last week. But today, jet fuel has decreased to around \$105 per barrel from last week's prices. Another strategy the Company uses to manage fuel costs is incorporating fuel surcharges into international flight fares, which fluctuate with global fuel prices. Additionally, the Company generates ancillary revenue from services other than fares, such as baggage fees. These fees indirectly relate to fuel costs since the weight of baggage impacts fuel consumption. This ancillary revenue helps mitigate the burden of higher fuel prices.

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, 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 agree, 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, 2023 with the majority votes of the attending shareholders who cast the following votes:

|                                |               |       |                        |          |
|--------------------------------|---------------|-------|------------------------|----------|
| Approved                       | 8,954,129,885 | votes | equivalent to          | 99.9999% |
| Disapproved                    | 31            | votes | equivalent to          | 0.0000%  |
| Abstained                      | 100,000       | votes | not count as vote base | -        |
| Voided ballot                  | 0             | vote  | not count as vote base | -        |
| Total votes (877 shareholders) | 8,954,229,916 | votes |                        |          |

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

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 2023 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 2023 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 2023 due to the reported accumulated deficit.

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 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 agree, 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 2023 with the majority votes of the attending shareholders who cast the following votes:

|                                |               |       |                        |          |
|--------------------------------|---------------|-------|------------------------|----------|
| Approved                       | 8,954,083,916 | votes | equivalent to          | 99.9994% |
| Disapproved                    | 46,000        | votes | equivalent to          | 0.0005%  |
| Abstained                      | 100,000       | Votes | not count as vote base | -        |
| Voided ballot                  | 0             | vote  | not count as vote base | -        |
| Total votes (877 shareholders) | 8,954,229,916 | votes |                        |          |

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

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 2024. 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 2024 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 5 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 2024 and quarter review of the Company of baht 1.05 million, increasing from 2023 for baht 50,000. The EY Office Limited has also been selected to be the audit company for the subsidiary for the year 2024. Anyhow, the remuneration of the audit for the year 2024 and quarter review of the subsidiary is baht 4.45 million, increasing from 2023 for baht 150,000. 2024 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 0.3 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 2024 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 agree, 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 2024 with the majority votes of the attending shareholders who cast the following votes:

|                                |               |       |                        |          |
|--------------------------------|---------------|-------|------------------------|----------|
| Approved                       | 8,954,184,885 | votes | equivalent to          | 99.9999% |
| Disapproved                    | 31            | votes | equivalent to          | 0.0000%  |
| Abstained                      | 45,000        | votes | not count as vote base | -        |
| Voided ballot                  | 0             | vote  | not count as vote base | -        |
| Total votes (877 shareholders) | 8,954,229,916 | votes |                        |          |

### Agenda 7 To consider and approve the appointment of the Company's Directors to replace those who will retire by rotation in 2024

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

Mr. Veerayooth Bodharamik, Chairman of the Nomination and Remuneration Committee reported to the Meeting that 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.

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

In this the 2024 Annual General Meeting of Shareholders, there are 4 Directors retired by rotation as follows:

| Agenda | Name of Directors              | Positions held                               |
|--------|--------------------------------|--|
| 7.1    | Mr. Vichate Tantiwanich        | Chairman of the Board / Independent Director |
| 7.2    | Mr. Yuthapong Ma               | Non - Executive Director                     |
| 7.3    | Mr. Phairat Pornpathananangoon | Executive Director                           |
| 7.4    | Mr. Pattra Boosarawongse       | Non - Executive 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 2024 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 2024 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 agree, 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 2024 as the directors for another term with the majority votes of the attending shareholders who cast the following votes:

|                                |   |       |                          |          |
|--------------------------------|---|-------|--------------------------|----------|
| Agenda 7.1                     | Mr. Vichate Tantiwanich to be re-appointed as Chairman of the Board/ Independent Director |       |                          |          |
| Approved                       | 8,954,112,858   | votes | equivalent to            | 99.9998% |
| Disapproved                    | 17,058  | votes | equivalent to            | 0.0001%  |
| Abstained                      | 100,000   | votes | not count as voting base | -        |
| Voided Ballot                  | 0   | vote  | not count as voting base | -        |
| Total votes (877 shareholders) | 8,945,229,916   | votes |                          |          |

|                                |   |       |                          |          |
|--------------------------------|---|-------|--------------------------|----------|
| Agenda 7.2                     | Mr. Yuthapong Ma to be re-appointed as a Non - Executive Director |       |                          |          |
| Approved                       | 8,953,378,416   | votes | equivalent to            | 99.9916% |
| Disapproved                    | 751,497   | votes | equivalent to            | 0.0083%  |
| Abstained                      | 100,003   | votes | not count as voting base | -        |
| Voided Ballot                  | 0   | vote  | not count as voting base | -        |
| Total votes (877 shareholders) | 8,954,229,916   | votes |                          |          |

|                                |  |       |                          |          |
|--------------------------------|--|-------|--------------------------|----------|
| Agenda 7.3                     | Mr. Phairat Pornpathananangoon to be re-appointed as an Executive Director |       |                          |          |
| Approved                       | 8,953,395,505  | votes | equivalent to            | 99.9917% |
| Disapproved                    | 734,408  | votes | equivalent to            | 0.0082%  |
| Abstained                      | 100,003  | votes | not count as voting base | -        |
| Voided Ballot                  | 0  | vote  | not count as voting base | -        |
| Total votes (877 shareholders) | 8,954,229,916  | votes |                          |          |

|                                |   |       |                          |          |
|--------------------------------|---|-------|--------------------------|----------|
| Agenda 7.4                     | Mr. Pattra Boosarawongse to be re-appointed as a Non - Executive Director |       |                          |          |
| Approved                       | 8,953,378,416   | votes | equivalent to            | 99.9916% |
| Disapproved                    | 751,497   | votes | equivalent to            | 0.0083%  |
| Abstained                      | 100,003   | votes | not count as voting base | -        |
| Voided Ballot                  | 0   | vote  | not count as voting base | -        |
| Total votes (877 shareholders) | 8,954,229,916   | votes |                          |          |

**Agenda 8 To consider and approve the remuneration of the Company's Board of Directors for 2024**

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

Mr. Veerayooth Bodharamik, 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 2024 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 2023 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 2024 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 agree, 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 2024 with not less than 2/3 of all the votes from the attending shareholders as follows:

|                                |               |       |                          |          |
|--------------------------------|---------------|-------|--------------------------|----------|
| Approved                       | 8,954,032,857 | votes | equivalent to            | 99.9977% |
| Disapproved                    | 117,058       | votes | equivalent to            | 0.0013%  |
| Abstained                      | 80,001        | votes | equivalent to            | 0.0008%  |
| Voided ballo                   | 0             | vote  | not count as voting base | -        |
| Total votes (877 shareholders) | 8,954,229,916 | 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. Puwanan Chumthong** (the Shareholder attended in person):

For the reduction of the Excise Tax for domestic flights, how much does it help costs reduction?

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

The result of saving, if the Company gets the benefit from the reduction of Excise Tax which can be used in case of aircraft refueling for domestic flights only. Comparing to the total fuel prices will be around 7% - 8% which is considerably high. However, in a while ago, the Executive Director informed that the government has not approved of the reduction yet. In reply to your question, if the Company gets the benefit from the reduction, it will be around 7% - 8% per year.

- **Mr. Phakkhawet Kongsri** (Proxy of Thai Investor Association)

The Thai Investors Association has a policy to present to the listed company in the Stock Exchange of Thailand to hold an Annual General Meeting of Shareholders/ Extraordinary General Meeting of Shareholders in the form of on-site meeting and online simultaneously or so called Hybrid in order to meet, communicate and questions and answers among the shareholders, executives and the board of directors conveniently which are in line with the circular letter of the Securities and Exchange Commission, Thailand (SEC), No. Kor.Lor.Tor. NorRor. (Wor) 2/2567, on the request to co-operate in organising the Annual General Meeting of Shareholder, dated January 10, 2024, consequently please consider arranging the Hybrid meeting pursuant to the Policy of the Thai Investors Association mentioned above.

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

Thanks for the suggestions. As already informed that it was the time after COVID-19 which the Company used to hold physical meeting. During COVID-19, usually the Company held on-line meeting, meanwhile the Company is still holding on-line meeting. The Company accepts the suggestions of the Thai Investors Association and will consider on the suitability for the next year meeting.

- **Mr. Nattawut Wadwongtham** (the Shareholder attended in person):

From the performance, it can be seen that the Operating Profit is quite good but it is deducted by the high interest. May I ask how to lighten the burden of interest and whether the Company expect to see the NPM at two digits or not?

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

Looking at the Financial Statement, it is seen that the interest is quite high. These rates are according to the accepted accounting standards No.16 which concerns the leasing of aircraft while the present standard concerning the leasing of aircraft is recognised as depreciation and the related interests, consequently it seems like the interest is high. However, the interest incurred from the loan is only a part of it. The Company is looking for the source of fund which will be able to reduce in this matter.

- **Ms. Rattana Tansakul** (the Shareholder attended in person):

I would like to have all the questions from the shareholders on the screen in order that everyone can see them.

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

Thank you very much. Next time the Company will try to show all the questions on the screen.

- **Mr. Puwanan Chumthong** (the Shareholder attended in person):

Does the Company have the plan to increase the long flights for cross continents within the year 2024 and in the form of joint venture or operate by the Company itself?

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

Meanwhile, Thai AirAsia or FD is flying in Asian Region but actually thinking about region, Thai AirAsia has operated in the Southeast Asian Region, Japan and Korea. However, for crossing continent to other continents whether Australia or Europe, these may be the operation of Thai AirAsia X where there will be cross continental flights within this year. Please wait and see the news for the 3 - 4 months. Thank you.

There was neither further opinion nor question from the shareholders on this agenda, then Chairman of the Meeting further announced to the meeting that he would like to thank, on behalf of the Board of Directors, staffs, and every officer of the Company, to the shareholders who kindly come to join the meeting and thanks for being our Company shareholders. Your questions and suggestions received will be brought into consideration and implementation as suitable and for the utmost benefit of the Shareholders. For today I would like to ask for permission to announce the 2024 Annual General Meetin of Shareholders adjourned and thank you on behalf of every director. Thank you.

To summary, there are 25 shareholders who attended the Meeting, which is equal to 2,299,025,555 shares, and 852 proxies, which is equal to 6,655,204,361 shares. In total, there are 877 attendees, total shares held are 8,954,229,916 shares represent 69.6827 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 16.00 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. Santisuk Klongchaiya

Type of Director proposed for election: Executive Director

Present Position: Director/ Chief Executive Officer  
(The director who is authorised to sign on behalf of the Company)



The date of appointment as Director: 13 December 2011 (13 years)

Age (years): 59

Shareholding Percentage of Asia Aviation PLC (%)<sup>(1)</sup>: 0.0392

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

#### Education/ Training:

- Master Degree of Science Thammasart University, Master in Marketing Program
- Bachelor Degree of Business Administration Major in Marketing, Assumption University (ABAC)
- Directors Certification Program (DCP 143/2011), Thai Institute of Directors Association (IOD)
- Financial Statement For Directors Class 11/2011, Thai Institute of Directors Association (IOD)
- The Capital Market Academy (CMA 28/2019), The Stock Exchange of Thailand

#### 5 years past and present work experience

- Holding a position as Directorship/ Executive:

|  |                |  |                        |
|--|----------------|--|------------------------|
| Position in<br>Company and<br>Subsidiary | 2018 - present | Chief Executive Officer  | Asia Aviation Plc.     |
|  | 2011 - present | Director   | Asia Aviation Plc.     |
|  | 2024 - present | Chairman of Nomination and<br>Remuneration Committee                             | Thai AirAsia Co., Ltd. |
|  | 2023 - present | Safety Committee   | Thai AirAsia Co., Ltd. |
|  | 2020 - present | Chairman of Risk Management  | Thai AirAsia Co., Ltd. |
|  | 2018 - present | Chief Executive Officer/<br>Corporate Governance and<br>Sustainability Committee | Thai AirAsia Co., Ltd. |
|  | 2017 - present | Director   | Thai AirAsia Co., Ltd. |
|  | 2012 - 2020    | Risk Management 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 (None) | - | - | - |
| Position in Non-Listed Companies (None)   | - | - | - |

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

**Attendance at the Meeting in 2024:**

- The Board of Directors Meeting - 4/5 times
- The 2024 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 it appropriate that Mr. Santisuk Klongchaiya, who has knowledge, abilities, and extensive experience in various fields, especially the experience of being a senior executive within the organisation, making him equipped with deep expertise in the aviation business for more than 10 years. In addition, he has skills in management, marketing, and strategy and has always helped to support the business operations of the Company and its subsidiary. Therefore, it is deemed appropriate to propose to the Shareholders to re-elect Mr. Santisuk Klongchaiya as a director of the Company for another term.



**Mr. Dinesh Nambiar**

Type of Director proposed for election: Independent Director

Present Position: Director/ Audit Committee/  
Independent Director

The date of appointment as Director: 26 November 2021 (3 years)

Age (years): 72

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

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

**Education/ Training:**

- B.Sc. (Hons) Building Economics/ Quantity Surveying, University of Aston Birmingham, England
- Fellow of the Royal Institute of Chartered Surveyors (FRICS)
- Member PMI, Project Management Institute (USA)
- Executive Management Programmes, Oxfords Said Business School, Oxford, UK
- Executive Management Programmes, INSEAD, Fontainebleau, France

**5 years past and present work experience**

- Holding a position as Directorship/ Executive:

|  |                |   |   |
|--|----------------|---|---|
| Position in Company and Subsidiary             | 2021 - present | Director/ Audit Committee/<br>Independent Committee | Asia Aviation Plc.                                    |
|  | 2021 - present | Director/ Audit Committee/<br>Independent Committee | Thai AirAsia Co., Ltd.                                |
| Position in Other Listed Companies (None)      | -              | -   | -   |
| Position in Non-Listed Companies (3 Companies) | 2018 - present | Chairman  | Lendlease Malaysia                                    |
|  | present        | Director  | IRGA Sdn.Bhd.   |
|  | present        | Chairman  | TRX LQ JVCo   |
|  | 2018 - 2022    | Chairman  | Malaysia Australia Business Council                   |
|  | 1999 - 2018    | Founding Managing Director                          | Lendlease Malaysia<br>(Former known as WTW Lendlease) |
|  | 1984 - 2018    | Founding Managing Director                          | WTW Consultan Sdn. Bhd.                               |

<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 Company that may cause conflict of interest: - None -

Attendance at the Meeting in 2024:

- The Board of Directors Meeting - 5/5 times
- Audit Committee Meeting - 4/4 times
- The 2024 Annual General Meeting of Shareholders - 0/1 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 it appropriate that Mr. Dinesh Nambiar has the qualifications to be Independent Director as specified by law as well as being an expert, knowledgeable, capable, experienced in business administration for more than 20 years who is experts and can gives good advices in business operation very well and also specialises in various fields such as accounting and finance, administration, business administration, marketing management and marketing communication, economy, engineering, governance and sustainable development etc. and also be representative of shareholders to give essential opinions independently. Therefore, it is deemed appropriate to propose to the Shareholders to re-elect Mr. Dinesh Nambiar as Independent Director of the Company for another term.

**Mr. Sirot Setabandhu**

Type of Director proposed for election: Independent Director

Present Position: Director/ Independent Director/

Nomination and Remuneration Committee

The date of appointment as Director: 26 November 2021 (3 years)

Age (years): 53

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

Relationship with other Directors and 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

- Holding a position as Directorship/ Executive:

|  |                 |  |                                 |
|--|-----------------|--|---------------------------------|
| Position in Company and subsidiary               | 2021 - present  | Director   | Asia Aviation Plc.              |
|  | 2024 - present  | Nomination and Remuneration Committee  | Asia Aviation Plc.              |
|  | 2021 - present  | Director   | Thai AirAsia Co., Ltd.          |
| Position in Other Listed Companies (2 Companies) | 2024 - present  | Director   | The ONE Enterprise Plc.         |
|  | 2023 - present  | Director/ Executive Director   | Power Solution Technology Plc.  |
| Position in Non-Listed Companies (9 Companies)   | 2024 - present  | Director/ Chairman of Audit Committee/ Nomination and Remuneration Committee | APEX Medical Center Co., Ltd.   |
|  | 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. |
|  | 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. |
| 2021 - 2024                                      | Executive Board | ETRAN (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



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

**Attendance at the Meeting in 2024:**

- The Board of Directors Meeting - 5/5 times
- Nomination and Remuneration Committee Meeting - 1/1 times
- The 2024 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 it appropriate that Mr. Sirot Setabandhu has the qualifications to be Independent Director as specified by law as well as being an expert, knowledgeable, capable and experiences in various fields such as accounting and finance, economy, business administration, governance and sustainable development and experts in engineering. With such qualifications will support the operating of Company's business very well and also be representative of shareholders to give essential opinions independently. Therefore, it is deemed appropriate to propose to the Shareholders to re-elect Mr. Sirot Setabandhu as Independent Director of the Company for another term.

**Mr. Veerayooth Bodharamik**

Type of Director proposed for election: Independent Director

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

The date of appointment as Director: 22 February 2018 (7 years)

Age (years): 55

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

Relationship with other Directors and 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
- Advanced training course for Justice Administrators "Attorney General Training Course" (15/2024), Office of the attorney general

**5 years past and present work experience**

- Holding a position as Directorship/ Executive:

|  |                |   |   |
|--|----------------|---|---|
| Position in Company and subsidiary               | 2018 - present | Director/ Audit Committee/ Independent Director   | Asia Aviation Plc.                                      |
|  | 2024 - present | Chairman of Nomination and Remuneration Committee | Asia Aviation Plc.                                      |
|  | 2021 - present | Director/ Audit Committee/ Independent Committee  | 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

|  |                |   |   |
|--|----------------|---|---|
|  | 2019 - 2023    | Senior Vice President office of President   | Triple T Broadband Plc.                                       |
|  | 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.  |
|  | 2017 - 2019    | Vice President Corporate Relation   | Mono Next Plc. (formerly known as Mono Technology Plc.)       |
|  | 2011 - 2019    | Vice President Office of CEO  | Jasmine International Plc.                                    |
| <b>Position in Non-Listed Companies<br/>(18 Companies)</b> | 2024 - present | Director  | Sport Comrader Team Co., Ltd.                                 |
|  | 2024 - present | Director  | JAS TV Co., Ltd.  |
|  | 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  | Acumen Co., Ltd.  |
|  | 2023 - present | Director  | Aces (Thailand) Co., Ltd.                                     |

|  |                |                                |   |
|--|----------------|--------------------------------|---|
|  | 2023 - present | Director                       | Aces Regional Service Co., Ltd.                   |
|  | 2015 - present | Director                       | V.B. Corporation Co., Ltd.                        |
|  | 2023 - 2024    | Director                       | Three BB TV Co., Ltd.                             |
|  | 2020 - 2024    | Director                       | Alternate Journey Co., Ltd.                       |
|  | 2019 - 2022    | Managing Director              | Grow Green Consultant Co., Ltd.                   |
|  | 2019 - 2021    | Chairman of Board of Directors | Thailand Professional Basketball League Co., Ltd. |

- Holding advisory roles and positions in other organisations:

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

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

Attendance at the Meeting in 2024:

- The Board of Directors Meeting - 4/5 times
- Audit Committee Meeting - 4/4 times
- Nomination and Remuneration Committee Meeting - 2/2 times
- The 2024 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 it appropriate that Mr. Veerayooth Bodharamik has the qualifications to be Independent Director as specified by law. He has knowledge, abilities, experiences and skill in managements, law and strategy to support the business operation of the Company 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. Veerayooth Bodharamik as Independent 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, no 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. Dividend and reserve fund**

Article 44. Dividends shall not be paid from any source other than profits. If the company has accumulated losses, dividend payments are prohibited.

Dividends shall be distributed equally per share, except in cases where the company issues preferred shares and specifies a different dividend entitlement from ordinary shares. In such cases, dividends shall be allocated as specified. Dividend payments must be approved by the shareholders' meeting.

The Board of Directors may, from time to time, declare interim dividends to shareholders if it deems that the company has sufficient profits to do so. Once interim dividends have been paid, the Board shall report such payments to the shareholders' meeting for acknowledgement at the next meeting.

Dividends shall be paid within one (1) month from the date of the resolution of the shareholders' meeting or the Board of Directors' meeting, as the case may be. A written notice of the dividend payment shall be sent to shareholders, and a public notice shall be published in a newspaper for at least three (3) consecutive days.

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/she is the holder.

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

2.2 Shareholder or proxy may exercise all the votes he/she has under 2.1 above to elect one or several director(s). In the event of electing several directors, he/she may not allot his/her 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. The Chairman shall ask the Meeting to cast votes through the AGM e-Voting system on each agenda item as for agreement, disagreement, or abstention. A vote shall be cast by a shareholder or proxy with only one opinion (except in the case of a custodian, where the Proxy allows otherwise).

2. 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.

3. Results shall be announced for each agenda.

Procedure and Terms and Conditions

for attending the 2025 Annual General Meeting of Shareholders through Electronic Media

To attend the 2025 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 2025 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 21 April 2025 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 2025 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 the shareholder(s) or the authorized representative(s) of such juristic entity.

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<sup>\*</sup> “Identification document” valid document containing the photo of such person issued by the Government Agency, such as Identification Card, Driver License 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 are unable to attend the meeting in person, allowing them to appoint another person to attend the meeting on their behalf or to authorise the Company's independent director to vote on their behalf, as follows:

- 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 depositary, 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 depositary in Thailand can select Form A, B or C.

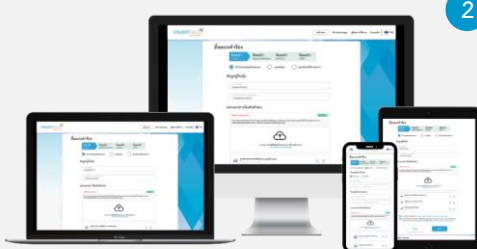
## Guidelines for Electronic Meeting by Inventech Connect

### to attend the 2025 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 via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://app.inventech.co.th/AAV984977R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



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

- 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

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 21 April 2025 at 8:30 a.m. and shall be closed on 30 April 2025 until the end of the meeting.

3. The electronic conference system will be available on 30 April 2025 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 29 April 2025 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

 02-460-9224

 @inventechconnect

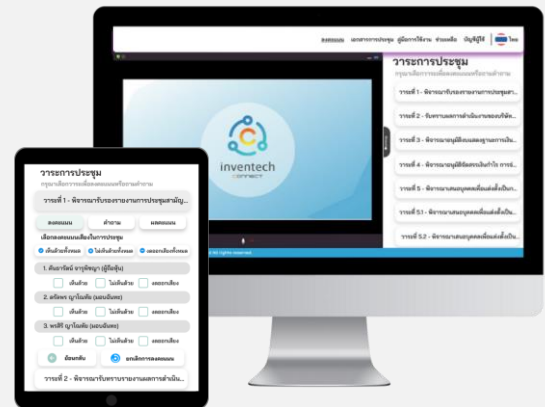
 The system available during 21 – 30 April 2025 at 08.30 a.m. – 05.30 p.m.  
**(Specifically excludes holidays and public holidays)**



Report a problem  
@inventechconnect

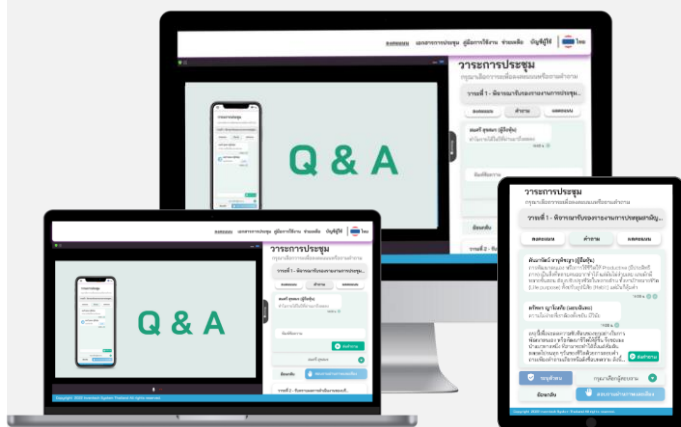
## Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 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 “Accept” 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



If you wish to cancel your most recent vote, please click the 'Cancel Vote' button (which means your latest vote will be treated as not voting, or your vote will be counted according to the resolution determined by the meeting). You may revise your vote at any time until the system closes voting for that particular agenda item.

## Step to ask questions via Inventech Connect



- Select the agenda item
  - 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 meeting facilitator to arrange the queue for questions before you can turn on your microphone and camera.

## How to use Inventech Connect

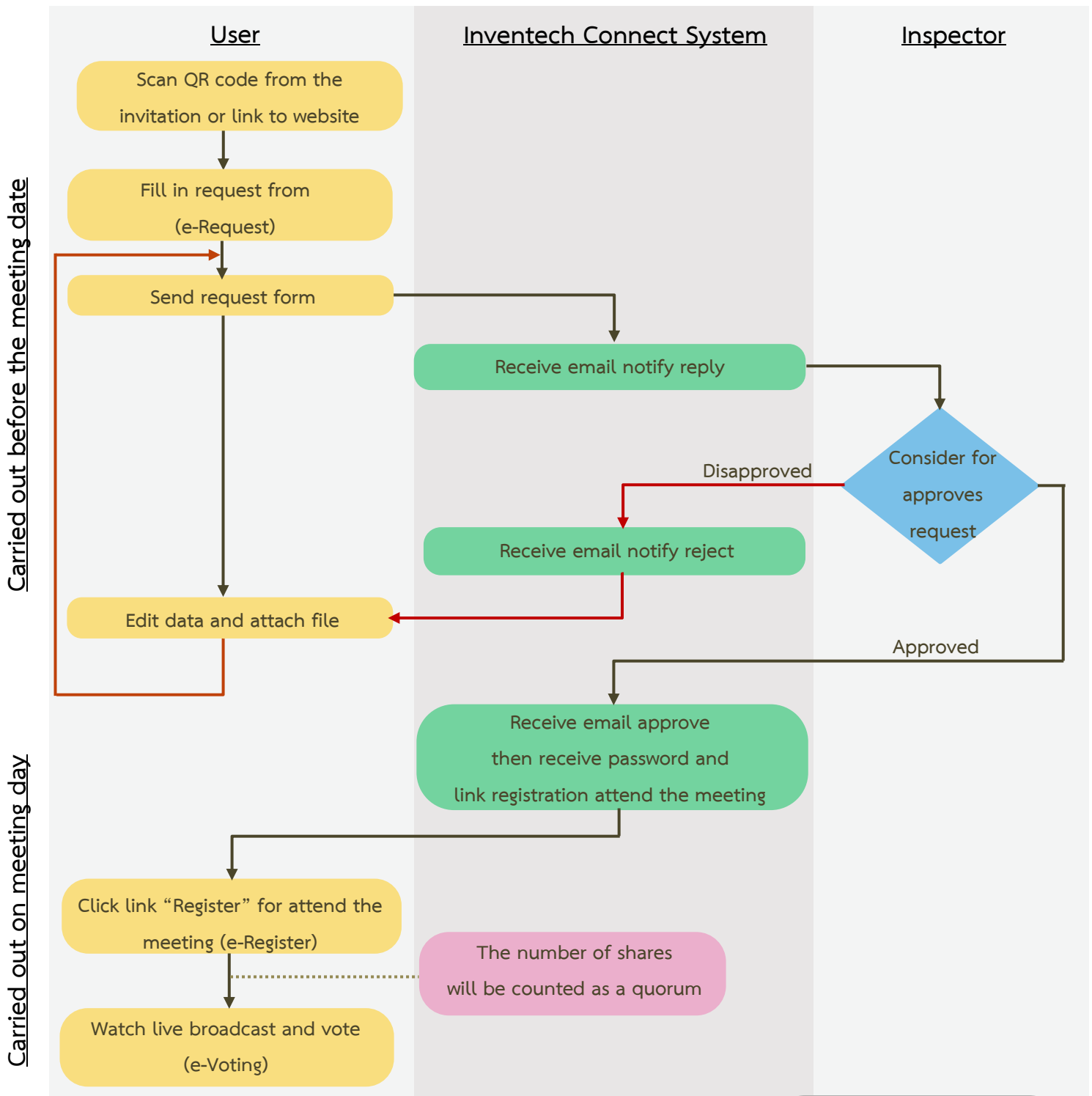


User Manual and Video of using Inventech Connect

\* 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 to leave 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 2025 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 29 April 2025 (date of receipt of the documents) 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 2025 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 28 April 2025 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. Vichate Tantiwanich

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

**The date of appointment as Director:** 22 February 2018 (7 years)

**Age (years):** 64

**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 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

- Holding a position as Directorship/ Executive:

|                               |                |  |                        |
|-------------------------------|----------------|--|------------------------|
| <b>Position in</b>            | 2018 - present | Chairman/ Chairman of the Audit Committee/ Independent Committee/ Nomination and Remuneration Committee  | Asia Aviation Plc.     |
| <b>Company and Subsidiary</b> | 2018 - present | Chairman/ Chairman of the Audit Committee/ 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<br>(4 Companies) | 2023 - present        | Executive Chairman/ Director   | ARIP Plc.  |
|   | 2022 - present        | Independent Director/ Audit Committee/<br>Chairman of the Nomination and<br>Remuneration Committee   | Master Style Co., Ltd.                           |
|   | 2022 - present        | Chairman of the Audit Committee/<br>Independent Director   | Bangkok Genomics Innovation<br>Plc.              |
|   | 2014 - present        | Chairman of the Audit Committee/ Lead of<br>the Independent Director/ Nomination and<br>Remuneration Committee/ Corporate<br>Governance and Sustainability Committee | SCG JWD Logistics Plc.                           |
|   | 2017 - 2023           | Chairman/ Chairman of the Audit<br>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<br>(15 Companies)  | 2024 - present        | Director   | Integrated Family Wealth<br>Management Co., Ltd. |
|   | 2023 - present        | Chairman of the Board  | Kiff Capital Co., Ltd.                           |
|   | 2022 - present        | Chairman of the Board  | Cybertron Co., Ltd.                              |
|   | 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<br>Co., Ltd.     |
| 2022 - 2025   | Chairman of the Board | Green Aranya Co., Ltd.<br>(Formerly known as Carbon Coin<br>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.                                 |

- Holding advisory roles and positions in other organisations:

|                                    |                |   |  |
|------------------------------------|----------------|---|--|
| 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                 | 2024 - present | Vice President 2/ Chairman of Member Benefits and Road Safety Committee | The Royal Automobile Association of Thailand                 |
|                                    | 2023 - present | President of the Institute  | Smart and Liveable Cities Institute for Collaboration (SLIC) |
|                                    | 2021 - present | President of the Association  | Association of Family Business Entrepreneurs (AFBE)          |
|                                    | 2021 - present | Director  | Agriculture and Cooperatives Executive Program (ACE)         |
|                                    | 2021 - present | Subcommittee on Screening of State Enterprise Problems                  | State Enterprise Policy Office (SEPO)                        |

|  |                |   |   |
|--|----------------|---|---|
|  | 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  |
|  | 2021 - 2024    | Advisor   | Thailand Future Foundation  |
|  | 2020 - 2024    | Chairman of Selection Board in Central Region of Thailand/<br>Expert Committee in Finance and Fund Management | Technology and Innovation-Based Enterprise Development Fund                             |
|  | 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 Company that may cause conflict of interest: - None -

**Attendance at the Meeting in 2024:**

- The Board of Directors Meeting - 5/5 times
- The Audit Committee Meeting - 4/4 times
- The Nomination and Remuneration Committee Meeting - 2/2 times
- The 2024 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 2025

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) นายวิฑูรย์ ตันติวานิช (Mr. Vichate Tantiwanich) อายุ (age) 64 ปี (years) อยู่บ้านเลขที่ (residing at) \_\_\_\_\_  
222 ท่าอากาศยานดอนเมือง อาคารส่วนกลาง ชั้น 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) \_\_\_\_\_ อายุ (age) \_\_\_\_\_ ปี (years) อยู่บ้านเลขที่ (residing at) \_\_\_\_\_

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

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 ในวันพุธที่ 30 เมษายน 2568 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ โดยถ่ายทอดสด ณ ห้องประชุมสำนักงานใหญ่ บริษัท ไทยแอร์เอเชีย จำกัด เลขที่ 222 ท่าอากาศยานดอนเมือง อาคารส่วนกลาง ชั้น 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 2025 Annual General Meeting of Shareholders on Wednesday, 30 April 2025, 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.

บริษัทจะไม่มีการลงทะเบียนหน้างานในวันประชุมสามัญผู้ถือหุ้นโดยผู้ถือหุ้นต้องแจ้งยืนยันการมอบฉันทะเพื่อเข้าร่วมประชุมล่วงหน้า  
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 2567 ซึ่งประชุมเมื่อวันที่ 19 เมษายน 2567**  
**Agenda 2**                      **To consider and certify Minutes of the 2024 Annual General Meeting of Shareholders held on 19 April 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 3**                      **พิจารณารับทราบรายงานของคณะกรรมการบริษัทสำหรับผลการดำเนินงานประจำปี 2567**  
**Agenda 3**                      **To acknowledge the Board of Directors' report on the Company's operating results for 2024**

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

**วาระที่ 4**                      **พิจารณานุมัติงบดุล (งบแสดงฐานะการเงิน) และบัญชีกำไรขาดทุนประจำปี 2567**  
**Agenda 4**                      **To consider and approve the Balance Sheet (Statements of Financial Position) and Statements of Income for the year ended 31 December 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 5**                      **พิจารณานุมัติการงดจัดสรรกำไรและงดจ่ายเงินปันผลประจำปี 2567**  
**Agenda 5**                      **To consider and approve the omission of the allocation of profit and the omission of dividend payment for the year 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 6**                      **พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2568**  
**Agenda 6**                      **To consider and approve the appointment of the Company's external auditors and their remuneration for 2025**

- (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 2568

To consider and approve the appointment of the Company's Directors to replace those who will be retired by rotation in 2025

- (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:
- การแต่งตั้งกรรมการทั้งหมด  
To elect Directors as a whole
- เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain
- การแต่งตั้งกรรมการเป็นรายบุคคล  
To elect each Director individually
- 1) ชื่อกรรมการ (Name) นายสันติสุข คล่องใช้ยา (Mr. Santisuk Klongchaiya)  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain
- 2) ชื่อกรรมการ (Name) นายดิเนช นัมบิอาร์ (Mr. Dinesh Nambiar)  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain
- 3) ชื่อกรรมการ (Name) นายศิริโรตม์ เสตะพันธู (Mr. Sirot Setabandhu)  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain
- 4) ชื่อกรรมการ (Name) นายวีรยุทธ โพธารามิก (Mr. Veerayooth Bodharamik)  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

## วาระที่ 8

## Agenda 8

## พิจารณาอนุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2568

To consider and approve the remuneration of the Company's Board of Directors for 2025

- (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) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 to 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 ขRegular Continued Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เอเชีย เอวิเอชั่น จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 ในวันที่พุธที่ 30 เมษายน 2568 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ โดยถ่ายทอดสด ณ ห้องประชุม สำนักงานใหญ่ บริษัท ไทยแอร์เอเชีย จำกัด เลขที่ 222 ท่าอากาศยานดอนเมือง อาคารส่วนกลางชั้น 3 ถนนวิภาวดีรังสิต แขวงสนามบิน เขตดอนเมือง กรุงเทพมหานคร หรือที่แจ้งจะไปในวัน เวลา และสถานที่อื่นด้วย

The 2025 Annual General Meeting of Shareholders on Wednesday, 30 April 2025, 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 Regular Continued 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

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