

-English Translation-

AAV 07/2021

27 April 2021

Subject: Notification of resolutions of Board of Directors' Meeting on Restructuring Plan, Issuance and Offering of Newly-Issued Ordinary Shares to the Executive of Thai AirAsia and Scheduling of Extraordinary General Meeting of Shareholders No. 1/2021

Attention: President
Stock Exchange of Thailand

The Board of Directors of Asia Aviation Public Company Limited (the "Company") passed resolutions in Board of Directors' Meeting No. 2/2021, convened on 26 April 2021, with the following significant details summarized as follows:

1. Approved the Corporate and Capital Restructuring Plan of the Company and its subsidiary, Thai AirAsia Co., Ltd. ("Thai AirAsia"), (hereinafter referred to as "Restructuring Plan"), and proposed that the Company's shareholders' meeting consider and approve the Restructuring Plan, details of which are as follows.

Background Information

The situation arising from the COVID-19 pandemic has badly affected the aviation industry, especially several airlines, including the Company. Since the beginning of the past 2020, the Company has used its best efforts to plan in order for the Company's business operation to effectively continue during the COVID-19 pandemic, whether by decreasing of working hours of the employees or restructuring of number of employee for suitability including the decreasing of costs and expenses, however, such operations were still unable to prevent the Company escaping the effects of COVID-19 as the income from passenger fees has drastically decreased since the beginning of the year 2020, and the COVID-19 outbreak situation does not seem to be improving. The situation does not seem to be returning to the normal levels of before the-COVID19 outbreak in the year 2019, but rather the opposite, as presently there has been another COVID-19 outbreak which is more severe and serious than the previous outbreak. In addition, the Company has not yet received any support from financial institutions and has not yet received any support from soft loan measures from the government.

In this regard, in order for the Company to continue its operation steadily and effectively, the Company contacted an investor, at the beginning of this year, to seek financial support to increase the Company's liquidity in the short-term, medium-term and long-term to use for its business operation. However, in order for the Company to receive such financial support, the Company has to restructure the Company's business in order to make the business attractive for investment by the investor. The Restructuring Plan can be summarized under the following procedures:

1.1 Provision of Loan by New Investor

The new investor (who is not a connected person of the Company and Thai AirAsia) will provide a loan to Thai AirAsia, which is the main operating subsidiary of the Company, in a maximum amount up to THB 3,150 million, with no interest charged thereon. The provision of the loan will be in the form of a convertible loan agreement or convertible bonds (Zero Coupon issued at 100 percent nominal value), as the case may be. The investor shall be able to exercise the right to convert the loan agreement or bonds into ordinary shares of Thai AirAsia within the agreed period and at the agreed price. Initially, the convertible loan agreement or convertible bonds, as the case may be, are expected to have a term of approximately 3 years from the date the loan is received. The conversion period is expected to be after Thai AirAsia has received approval to offer shares in an Initial Public Offering (IPO) from the Office of the Securities and Exchange Commission (the "**Office of the SEC**") and received approval in principle from the Stock Exchange of Thailand to list its ordinary shares on the Stock Exchange of Thailand (hereinafter referred to as the "**Conversion Conditions**"). The conversion price is expected to be as follows: the principal amount of approximately THB 3,150 million which can be converted into ordinary shares of Thai AirAsia at the rate of THB 20.3925 per share (having par value at THB 0.5 per share) (Please see explanation on background of price determination, details of which are specified in Enclosure 1). Once the Conversion Conditions occur, the status of the new investor will change from a creditor into a shareholder of Thai AirAsia. However, if the Conversion Conditions does not occur, regardless of the reason, the new investor shall continue to be the creditor under the convertible loan agreement or convertible bonds, and receive the redemption price of the convertible loan agreement or convertible bonds (which is made up of the capital with interest of approximately 3 percent per annum from the date that the capital was loaned) at the maturity date of the convertible loan agreement or convertible bonds, as the case may be.

In this regard, the new investor is in the process of conducting due diligence on the business of Thai AirAsia. Such process is expected to be completed within the middle of May 2021. The new investor and Thai AirAsia are in the process of negotiating details of terms and conditions of the convertible loan agreement or convertible bonds and related agreements (including the negotiation on

the nomination of 2 persons to be directors of Thai AirAsia during the term of convertible loan agreement or convertible bonds, as the case may be). After the Restructuring Plan has been approved by the meeting of the Board of Directors of the Company and has been disclosed to the Stock Exchange of Thailand, Thai AirAsia will immediately proceed to consult the Restructuring Plan with the Office of the SEC and the Stock Exchange of Thailand.

1.2 Process of Listing Thai AirAsia as the listed company on the Stock Exchange of Thailand in Place of the Company

From discussion with the investor on many occasions, the Company has discovered that the investor intends to invest in Thai AirAsia rather than invest through holding shares in the Company, as Thai AirAsia is the operating company and has received various licenses to directly operate its airline business. Furthermore, as shareholders of Thai AirAsia, the investor will receive dividends directly from Thai AirAsia, not by payment of dividends through the Company (which is a holding company), meaning that the payment of dividends to the shareholders will be much quicker and more efficient, as well as not having to pass through the process of recording such payments in the Company's accounts and will not reduce due to the Company's expenses.

Therefore, for the optimal benefit of the business operation, the Company is of the opinion that listing Thai AirAsia as the listed company on the Stock Exchange of Thailand in place of the Company will increase the opportunities for Thai AirAsia to raise funds by itself rather than being dependent on the Company for fundraising. In addition, the Ministry of Transport has issued a Ministry Regulation Stipulating Other Juristic Persons Being Shareholder in Private Limited Company or Public Company Limited Requesting for Aircraft Registration B.E. 2563 (2020), and the Civil Aviation Committee has issued the Notification of Civil Aviation Board Re: Other Juristic Persons Under Clause 13 paragraph one (7) of Regulation Civil Aviation Board No. 97 B.E. 2563 (2020), dated 29 September 2020, to stipulates the type of juristic persons that are able to be considered as part of the ratio of shareholding of Thai shareholders of not less than 51 percent. This will result in the Company having more flexibility in organizing the shareholding structure to enable Thai AirAsia to have the qualifications required by air navigation laws, and the qualifications required for listing as the listed company on the Stock Exchange of Thailand.

1.3 Liquidation of the Company and distribution of Thai AirAsia shares

In addition, for the shareholders of the Company to directly become shareholders of Thai AirAsia, the Company is of the opinion that the Company's shareholders' meeting should pass a resolution to dissolve and liquidate the Company so that the Company can allocate the assets of the

Company, namely Thai AirAsia shares currently held by the Company, in a total number of 23,955,553 shares (having par value currently of THB 10 per share)¹, equivalent to 55 percent of the paid-up capital of Thai AirAsia at present, to the shareholders of the Company (whose names appear in the share register book of the Company at the date to determine the list of shareholders (Record Date), which will be later determined) in proportion to their shareholdings. The allocation of the shares which are held by the Company in Thai AirAsia to the shareholders of the Company is a distribution of the assets, namely Thai AirAsia shares, to the shareholders of the Company, which is one of the processes of liquidating the Company for its dissolution. The shareholders will incur an income tax burden from the difference between the capital on the share of the Company and the market price of the shares of Thai AirAsia that the shareholders receive at such time (if there is any change on this matter, the Company will immediately notify the shareholders of the Company) as a distribution of the assets, namely Thai AirAsia shares, to the shareholders is not considered a sale of securities on the Stock Exchange of Thailand, for which the shareholders would generally receive a tax exemption on the capital gains therefrom.

In this regard, the Company will proceed to list the shares of Thai AirAsia on the Stock Exchange of Thailand in place of the shares of the Company, as the dissolution of the Company is considered to be the cause of its delisting from the Stock Exchange of Thailand. The Company will further consult with the Office of the SEC and the Stock Exchange of Thailand on the steps and period of the relevant procedures. The Company will ensure that the shareholders of the Company will be affected by the relevant issues such as period of the time, as little as possible under the scope and requirement of the relevant laws.

However, for clarity, the Board of Directors of the Company has still not approved to dissolve and liquidate the Company or propose that the shareholders' meeting of the Company approve the dissolution and liquidation of the Company in this meeting of the Board of Directors' or the upcoming shareholders' meeting. The Company will proceed to convene another meeting of the Board of Directors' and the shareholders' meeting to approve the dissolution of the Company once the plan to offer shares in an Initial Public Offering (IPO) of Thai AirAsia is possible after consultation with the Office of the SEC and the Stock Exchange of Thailand is complete and Thai AirAsia has received approval to carry out an IPO from the Office of the SEC and/or received approval in principle from the Stock Exchange of Thailand to list its ordinary shares on the Stock Exchange of Thailand. The Company will immediately notify the shareholders of the Company if there is any material progress on this matter.

¹ Or equivalent to 479,111,060 shares in accordance with par value which will be changed to THB 0.5 per share.

In this regard, the plan to offer shares in an Initial Public Offering (IPO) and the listing of Thai AirAsia as the listed company on the Stock Exchange of Thailand will be further clarified in item 1.6 below.

1.4 Partial Conversion of Thai AirAsia's Debts to Reduce Thai AirAsia's Liabilities

If the plan to list Thai AirAsia as the listed company on the Stock Exchange of Thailand is successful, the major creditor of Thai AirAsia, i.e. AirAsia Investment Limited, currently holding 19,600,000 shares (having par value at present of THB 10 per share) or equivalent to 392,000,000 shares (par value will be changed to THB 0.5 per share)², representing 45 percent of the total paid up capital of Thai AirAsia at present, must convert all debts which is the loans to be used for repayment of debt consisting of aircraft lease debts, aircraft maintenance debts fuel debts and trademark debts, owned by Thai AirAsia, amounting not exceeding THB 3,900 million³, into equity. Such process can be carried out in various methods, whether by the novation of trade debts to debts under convertible loan agreement or convertible bonds, as the case may be, or the issuance of new shares for repayment of debts to the major creditor under conversion of debt to equity scheme in accordance with requirements under the Public Limited Companies Act B.E. 2535, as amended (the "PLC Act") and relevant ministerial regulation or other suitable methods under the scope and requirement of the relevant laws. Thai AirAsia is in the process of negotiating the most suitable method to be agreed to by the major creditor. The conversion price is expected to be as follows: the principal amount of approximately THB 3,900 million which can be converted into ordinary shares of Thai AirAsia at the rate of THB 20.3925 per share (having par value at THB 0.5 per share) (Please see explanation on background of price determination, details of which are specified in Enclosure 1).

In addition, the major creditor will grant Thai AirAsia additional funds in the amount of THB 513.21 million in order to maintain its shareholding and increase the liquidity of Thai AirAsia, which are considered as the sustainable restructuring of the capital structure and debt structure of Thai AirAsia in order for Thai AirAsia to return to operating its business efficiently and sustainably.

In this regard, the plan to convert debts to equity and the granting of additional funds of the major creditor of Thai AirAsia will be further clarified in item 1.6 below.

1.5 Change of Par Value of Thai AirAsia's Shares

² Please see footnote 1

³ It is an estimate figure from the financial report by management as of 31 March 2021. Such debts are debts from business operation which has already been disclosed in the financial report of the Company.

For the listing of Thai AirAsia as the listed company on the Stock Exchange of Thailand in accordance with the Restructuring Plan, Thai AirAsia will change par value of its shares from the existing par value of THB 10 to THB 0.50. This is to enhance the liquidity and distribution of the Company's shares to investors as well as making shares of Thai AirAsia to be more attractive among the investors.

1.6 Plan to List Thai AirAsia as the Listed Company on the Stock Exchange of Thailand

In listing Thai AirAsia as the listed company on the Stock Exchange of Thailand, Thai AirAsia will be required to submit for an approval to carry out an initial public offering (IPO) from the Office of the SEC. Initially, the Company finds that Thai AirAsia is qualified in accordance with the criteria for approval of the Office of the SEC. However, the approval of the initial public offering is dependent on the discretion of the Office of the SEC. The Company will immediately proceed to consult with the Office of the SEC, the Stock Exchange of Thailand and other relevant regulatory agencies.

In this regard, the process and the timeline to request for an approval for IPO of Thai AirAsia shares and the listing of Thai AirAsia as the listed company in the Stock Exchange of Thailand can be initially summarized as follows:

(1) After the shareholders' meeting of the Company approves the plan to restructure the business, Thai AirAsia will immediately proceed to consult with the Office of the SEC, the Stock Exchange of Thailand and other relevant regulatory agencies in respect of the Restructuring Plan and prepare the application, the offering statement, and the draft prospectus to submit for an approval for an IPO from the Office of the SEC.

It is expected that this procedure will take approximately 6 months until the date an approval is received from the Office of the SEC, however, this is dependent on the due diligence of the financial advisor and the consideration of the Office of the SEC and the Stock Exchange of Thailand.

(2) The allocation of all newly-issued shares of Thai AirAsia and the distribution of assets, namely Thai AirAsia share, in Thai AirAsia to the shareholders of the Company during the period of IPO or close to the period of IPO is expected to be as follows.

(a) The allocation of assets of the Company, namely Thai AirAsia shares presently held by the Company, to the shareholders of the Company in proportion to their shareholding (which is a process of liquidation to dissolve the Company as mentioned above), amounting 479,111,060 shares, having par value of THB 0.50, equivalent to 55 percent of the paid up capital of Thai AirAsia at

present, at the ratio of 1 Company's share to 0.098785 of Thai AirAsia's share, which is the process of liquidation for dissolution of the Company⁴.

(b) The issuance of newly-issued shares of Thai AirAsia to the new investor under the convertible loan agreement or convertible bonds, as the case may be, according to the Conversion Conditions, that is when the Conversion Conditions occurs, the Company will allocate the shares at the amount of not exceeding 154,468,555 shares (representing 11.4 percent of the total paid up shares of Thai AirAsia (after capital increase)⁵) to the new investor.

(c) The conversion of debts owned by major creditor of Thai AirAsia to equity which may be in the following methods.

1) The allocation of the major creditor under the convertible loan agreement or convertible bonds, as the case may be, in accordance with the conversion conditions; and/or

2) The issuance of newly-issuance shares for repayment of major creditor under debt to equity scheme in accordance with requirements under the PLC Act.

The shares for the above allocation are amounting of not exceeding 191,246,782 shares, (representing 14.1 percent of the total paid up shares of Thai AirAsia (after capital increase)⁶), at the debt conversion price of THB 20.3925 per share which is the same price as the price for other transactions in the Restructuring Plan (Please see explanation on background of price determination, details of which are specified in Enclosure 1).

In this regard, at present, the method on conversion of debts owned by major creditor of Thai AirAsia is still under negotiation with the major creditor and may have to further consult with the Office of the SEC, including it may have to seek for waiver under relevant criteria for approval so that Thai AirAsia can further operate.

⁴ If the shareholder does not notify the Company that it wishes to receive the returned shares, the Company will proceed to place such shares in custody according to the relevant laws. Further, if the amount of shares in Thai AirAsia changes due to the par value of the share in Thai AirAsia, there will be amendment of the amount of ordinary shares in Thai AirAsia that has been distributed to the shareholders of the Company in accordance with the par value that has been changed.

⁵ On the assumption that all of the newly-issued shares, amounting 480,918,287 shares, have been allocated at IPO. This does not the shares that are issued for the allocation to the Executive as the Executive can exercise its right to purchase shares within 3 years from the date that the shares of Thai AirAsia listed on the Stock Exchange of Thailand.

⁶ Please see footnote 5

(d) The initial public offering of the newly-issued shares of Thai AirAsia, at an amount not exceeding 135,202,950 shares, having par value of THB 0.5 (representing 10.0 percent of the total paid up shares of Thai AirAsia (after capital increase)⁷, at the price of newly-issued shares at THB 20.3925 per share (Please see explanation on background of price determination, details of which are specified in Enclosure 1), under the scope and requirement of relevant laws, as follows.

1) Allocation of shares, amounting of not exceeding 68,354,472 shares (representing 5.1 percent of the total paid up shares of Thai AirAsia (after capital increase)⁸), to the existing shareholders of the Company (Pre-Emption Offering) on pro rata to their shareholdings and who are the shareholders whose names appear in the share register book of the Company at the date to determine the list of shareholders (Record Date), as the Board of Directors or the person authorized by the Board of Directors would later determine;

2) Allocation of shares, amounting of not exceeding 25,166,487 shares (representing 1.9 percent of the total paid up shares of Thai AirAsia (after capital increase)⁹), to AirAsia Investment Limited;

3) Allocation of shares, amounting of not exceeding 41,681,991 shares and remaining shares after the allocation (if any) in item 1.6 (d) 1) – 2) above will be allocated and offered to individuals depending on discretion of the underwriter.

1.7 Approvals Required

The possibility of the Restructuring Plan mentioned above will depend on various material factors, for instance, the successfulness of the proceeding of the Restructuring Plan, the obtaining of approval from the shareholders' meeting of the Company for dissolution of the Company, the obtaining of the approval from the Office of the SEC, to approve the initial public offering, the obtaining of the approval from the Stock Exchange of Thailand to list Thai AirAsia as listed securities on the Stock Exchange of Thailand and the obtaining of the approval from other regulatory authorities including the obtaining of waivers from relevant requirements for approval from relevant regulatory authorities, including but not limited to the following.

⁷ Please see footnote 5

⁸ Please see footnote 5

⁹ Please see footnote 5

(1) The consultation and the request for waiver from the Office of the SEC in respect of the issuance of newly-issued shares to the major creditor under the debts to equity scheme so that the restriction on the maximum shares that can be allocated to the person having relationship shall not be applied to the debts to equity scheme;

(2) The consultation with Thai NVDR Company Limited in respect of the distribution of the Company's shares to the shareholders under the requirements of Thai NVDR Company Limited once the Company has passed the resolution to dissolve and liquidate;

(3) The consultation with the Stock Exchange of Thailand in respect of the timeline and the process for delisting of the Company's securities from the Stock Exchange of Thailand; and

(4) The consultation with the Stock Exchange of Thailand in respect of the guidelines on the determination of the share transfer restriction of the investor who is not possess the qualification in accordance with the laws on air navigation in order to ensure that the shareholding proportion of the shareholders of Thai AirAsia shall not be against the laws on air navigation and the consultation on the possible method in practice with the Stock Exchange of Thailand, in its status as a share registrar.

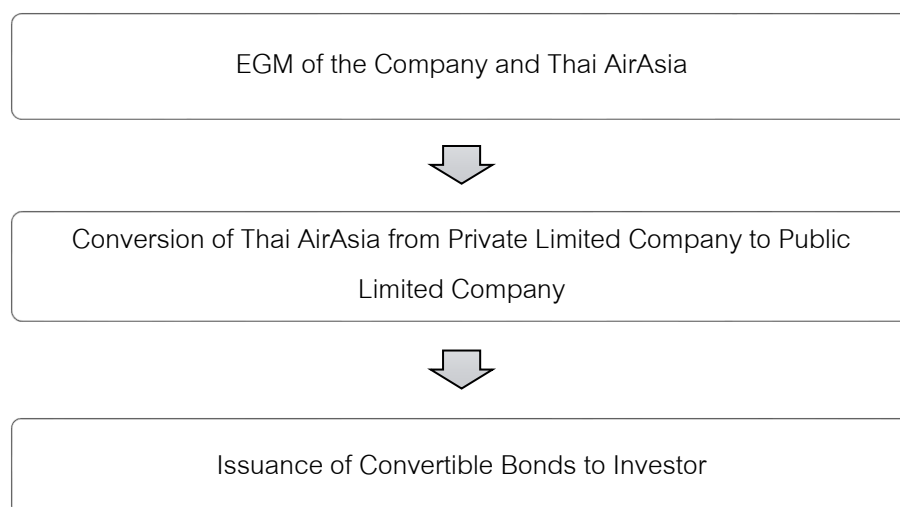
In this regard, the process to proceed in accordance with the abovementioned Restructuring Plan of the Company, is not categorized as a disposal of the Company's assets in accordance with the Notification of the Capital Market Supervisory Board No.Tor Chor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (including the amendments) (the "**Notifications on Acquisition or Disposal of Assets**") as the Company did not waive its rights in purchasing the newly-issued shares of Thai AirAsia, nor did it dispose of the shares in Thai AirAsia that are held by the Company. Therefore, the Company does not have the duty to calculate the transaction size and prepare the information memorandum under the Notifications on Acquisition or Disposal of Assets.

In addition, the shares of the Company will be delisted from the Stock Exchange of Thailand if the Company obtain approval from the shareholders' meeting for the dissolution and liquidation of the Company. Under the Regulation of the Stock Exchange of Thailand Re: Delisting of Securities B.E. 2542 (1999), the Company will not have the duty to appoint a financial advisor to advise on financial matter for the preparation of plan to rectify the cause for delisting and to propose an opinion to the shareholders on the delisting of the Company's securities as it is not a case of voluntary delisting by the Company.

To complete the plan to restructure the business, the Board of Directors' meeting resolved to appoint Executive Chairman and/or Chief Executive Officer of the Company and/or the persons authorized by Executive Chairman and/or Chief Executive Officer of the Company to proceed with any actions relating to the plan to restructure the business on behalf of the Company and Thai AirAsia, including the power to proceed with any issues with regards or related with, until completion. This shall include the power to amend, improve or change details approved from the shareholders' meeting, if there is comment or suggestion from relevant regulatory authorities or related person and the Executive Chairman and/or Chief Executive Officer view that such amendment, improvement or change of details would benefit to the Company and Thai AirAsia and for the completion of the Restructuring Plan. This is to allow for the Company to proceed in expedite manner, without having to request for another shareholders' resolution.

If the details in respect of the plan on the allocation of shares of Thai AirAsia change from the approved details as mentioned above, the Company will further notify the shareholders of the Company in the invitation to meeting or the information memorandum of the Company.

The initial procedure of the Restructuring Plan can be summarized as follows:



The Company expects that the process outlining in the flow chart above will be complete within June 2021 and expects that the preparation for obtaining for approval to carry out initial public offering (IPO) of Thai AirAsia will take around 7.5 months to complete depending on factors and conditions as mentioned above.

2. Approved and proposed that the Company's shareholders' meeting consider and approve the issuance and offering of the newly-issued shares of Thai AirAsia to the executive of Thai AirAsia, namely Mr. Tassapon Bijleveld (the "Executive"), details of which are as follows.

The Executive has previous outstanding management work results and is a person who is difficult to replace in the aviation industry. Furthermore, with the past management work results of the Executive makes the Group of Investors interested in investing in Thai AirAsia. Therefore, the Company finds that it should create motivation for the Executive to continue working effectively and create growth for Thai AirAsia, the positive impact Thai AirAsia will also result in positive impacts for shareholders in Thai AirAsia as well.

However, as the shareholders of the Company have be affected by the dilution effect due to the capital increase in Thai AirAsia, the Company thus proposes for the Company's shareholders' meeting to consider the allocation of the newly-issued shares in Thai AirAsia to be sold to the Executive of Thai AirAsia at an amount not exceeding 45,000,000 shares, at the par value of THB 0.50, representing to not exceeding 3.3 percent of the total paid up shares of Thai AirAsia (after capital increase)¹⁰, at the price of THB 20.3925 per share (Please see explanation on background of price determination, details of which are specified in Enclosure 1). The period of offering is 3 years from the date that Thai AirAsia is listed in the Stock Exchange Thailand.

In this regard, the issuance and offering of the newly-issued ordinary shares to the Executive will be proceeded if the Restructuring Plan has been approved by the shareholders' meeting of the Company and the plan is successful, including the fact that regulatory authorities have approved the Restructuring Plan as mentioned above.

In addition, the Company will proceed to issue and allocate the newly-issued ordinary shares to the Executive in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 32/2551 Re: Offer for Sale of Newly-issued Securities to Directors or Employees (including any amendment thereto) which stipulates that the Company has to have a resolution of the shareholders' meeting approving such matter which shall be passed by votes of no less than three-fourths of the total number of votes of the shareholders attending the meeting and being entitled to vote, and there shall not be shareholders holding shares in an aggregate number that represents more than 5 percent of the total number of votes of the shareholders attending the meeting and voting to oppose the offering of the newly-issued ordinary shares of Thai AirAsia. In considering and approving such matter, Mr. Tassapon Bijleveld, who is the major shareholder of the Company, will be considered to have a special interest. Therefore, in this agenda item, Mr. Tassapon Bijleveld shall not have the right cast his vote.

¹⁰ The proportion is based on the proportion after the completion of the capital increase and allocation of the newly-issued shares of Thai AirAsia to individuals and investors as mentioned in the agenda above.

Moreover, the offering and allocation of the newly-issued shares to the Executive also falls within the category of a related person transaction. However, as the project to issue and offer securities to directors and executives has to comply with the abovementioned Notification of Capital Market Supervisory Board, it is therefore exempted under the notification on related transactions. Therefore, the Company does not have the duty to comply with the notification on related persons transactions.

Further, the Board of Directors' meeting resolved to appoint the Chief Executive Officer of the Company and/or the persons authorized by the Chief Executive Officer of the Company to proceed with any actions relating to the issuance and offering of newly-issued ordinary shares to executive of Thai AirAsia, on behalf of the Company and Thai AirAsia, including the power to proceed with any issues with regards or related with, until completion. This shall include the power to amend, improve or change details approved from this meeting, to the extent that such amendment, improvement or change of details would not be the material amendment to the resolutions of the meeting. This is to allow for the Company to proceed in a flexible and expedite manner, without having to request for another shareholders' resolution.

In this regard, the preliminary details of the issuance and offering of the newly-issued ordinary shares to the Executive of Thai AirAsia is specified in the Enclosure 2.

3. Approved the scheduling of Extraordinary General Meeting of Shareholders No. 1/2021 dated 4 June 2021, at 13.00 hrs., which shall be held by electronic means in accordance with the Emergency Decree on Meetings held via Electronic Means B.E. 2563 (2020) and other relevant laws and regulations, with the following agenda items:

Agenda Item 1 To consider and certify Minutes of the 2021 Annual General Meeting of Shareholders held on 22 April 2021

Agenda Item 2 To consider and approve the Restructuring Plan

Agenda Item 3 To consider and approve the issuance and offering of the newly-issued shares to the Executives of Thai AirAsia Co., Ltd.

Agenda Item 4 Other matters (if any)

The agenda item to consider and approve the issuance and offer of newly-issued ordinary shares to the Executives of Thai AirAsia is also linked to the agenda item relating to the considering and approval of the Restructuring Plan. Therefore, since both agenda items are conditional upon each other, if either one of them is not approved, it shall be considered that the agenda that has already been approved is cancelled and no other agenda items shall be considered.

Furthermore, to increase efficiency, it is deemed appropriate that the Chairman of the Board of Directors or the Chief Executive Officer shall be authorized to schedule a new date, time and place for a new shareholders meeting including to cancel the meeting, under the criteria stipulated under the relevant laws.

4. Stipulated the names of shareholders entitled to attend Extraordinary Shareholders' meeting No. 1/2021 on 11 May 2021 (the Record Date).

In this regard, the Company will send the Notice of Extraordinary General Meeting of Shareholders' No. 1/2021 and the supporting documents, including procedure and guideline for attending the Extraordinary General Meeting of Shareholders' No. 1/2021 through electronic meeting, to all shareholders and publish them on the Company's website at www.aavplc.com and on the website of the SET at www.set.or.th.

Please be informed accordingly.

Yours faithfully,

(Mr. Santisuk Klongchaiya)

Chief Executive Officer

Authorized Signatory

Remark

The Company has prepared this disclosure to inform important resolutions of the Board of Directors' meeting to prepare for the shareholders' meeting of the Company so that the shareholders of the Company will have sufficient information for their reference in making decisions in the shareholders' meeting. This information memorandum is not an offering of securities or the invitation to purchase the securities of the Company or Thai AirAsia and in any country. Also, the information in respect of the Restructuring Plan (including the conversion price of the convertible loan agreement or convertible bonds and the plan to offer the ordinary shares of Thai AirAsia) outlining in this disclosure is still uncertain given that relevant regulatory authorities must approve the Restructuring Plan (whether by the Office of the SEC and the Stock Exchange of Thailand). Therefore, the Company requests the investors to exercise their discretion and cautiousness to make a decision to invest in the securities of the Company by relying on this disclosure and to seek advice from the experts before making investment decisions.

This English version is a mere translation. If there are any discrepancies between Thai and English version, the Thai version shall prevail.

Explanation on Background of Price Determination

The exercise price for convertible securities (convertible loan or convertible bond), the price of debt-to-equity conversion, and the offering price of newly issued shares of TAA at THB 20.3925 per share have been determined from weighted average price of the Company for 180 consecutive business days prior to the date on which the Board of Directors, on April 26, 2021, resolved to approve the corporate restructuring plan of the Company and propose the corporate restructuring plan of the Company to the shareholders' meeting of the Company for consideration and approval (that is, the period from July 22, 2020 to April 23, 2021), which is equivalent to approximately THB 2.34 per share. Thus, market capitalization of the Company will be THB 11,349.00 million^{/1}. Based on such market capitalization of the Company, TAA's market capitalization will be THB 20,634.55 million^{/2}, or equivalent to THB 23.69 per share^{/2}. Therefore, the exercise price for convertible securities (convertible loan or convertible bond), the price of debt-to-equity conversion, and the offering price of newly issued shares of TAA at THB 20.3925 represents a discount of approximately 14% from the weighted average price of the Company at THB 2.34 per share.

Remarks:/1 market capitalization of the Company is calculated as follows:

Weighted average price of the Company (THB/share) (A)	2.34
No of shares of the Company (million shares) (B)	4,850
Market capitalization of the Company (THB million) (C) = (A) x (B)	11,349.00

/2 market capitalization of TAA and its price are calculated as follows:

Market capitalization of the Company (THB million) (A)	11,349.00
% holding by the Company in TAA (B)	55.00%
Market capitalization of TAA (THB million) (C) = (A) / (B)	20,634.55
No of shares of TAA (at par value of THB 0.5 per share) (million shares) (D)	871.11
Price of TAA share (THB/share) (E) = (C) / (D)	23.69

**Preliminary details of the issuance and offering of
the newly-issued ordinary shares of Thai AirAsia Co., Ltd to the Executive**

1. Objectives and necessities

The issuance and offering of newly-issued ordinary shares of Thai AirAsia Co., Ltd. (“**Thai AirAsia**”) to an executive of Thai AirAsia, namely Mr. Tassapon Bijleveld (the “**Executive**”), are part of the corporate restructuring plan of the Group Company, with the objectives and necessities as follows:

- 1.1 To create motivation and reward for the performance of the Executive for his efficient work and building growth of Thai AirAsia;
- 1.2 To retain employee who is knowledgeable, whose performance is outstanding and who is difficult to be replaced so that he continues working for Thai AirAsia in the long term; and
- 1.3 To attract groups of investors to invest in Thai AirAsia as Thai AirAsia has employee who deliver outstanding work and is difficult to be replaced in the aviation sector.

2. Details of the newly-issued shares and the person(s) receiving the share allocation

- Type of security** : Newly-issued ordinary shares of Thai AirAsia (after the conversion from private limited company to public company limited)
- Number of newly-issued shares to be issued and offered** : A total of not exceeding 45,000,000 shares, at the par value of THB 0.5 per share, representing not exceeding 3.3 percent of the total number of paid up shares of Thai AirAsia (after capital increase)¹.
- Offering price per share** : THB 20.3925 per share
- Offering period** : Thai AirAsia will offer newly-issued shares on continuous basis as follows.

- (1) Thai AirAsia will offer the newly-issued shares to the person entitled to allocation for the first time within 1 year after the date the shareholders’ meeting resolved to approve Thai AirAsia to offer the newly-issued shares to the person entitled to allocation.

¹ The proportion is based on the proportion after the completion of the capital increase and allocation of the newly-issued shares of Thai AirAsia to individuals and investors as mentioned in the information memorandum.

- (2) Thai AirAsia will offer all of the newly-issued shares to the person entitled to allocation within 3 years after the ordinary shares of Thai AirAsia is listed on the Stock Exchange of Thailand (the “SET”).

The Executive shall be entitled to exercise the right 2 times per annum, that is, within the last week of March and September of every year. The Executive must exercise the right for the first time within 1 year after the date the shareholders’ meeting resolved to approve Thai AirAsia to offer the newly-issued shares to the Executive, in which the Executive shall be able to exercise the right up to 50 percent of the total shares issued and offered to the Executive. In the second and third year, the Executive shall be able to exercise the right up to 75 percent and 100 percent of the total shares offered to the Executive respectively.

Person entitled to allocation : Mr. Tassapon Bijleveld, who is an executive of Thai AirAsia (At present, he is also a director and Executive Chairman of the Company.).

Secondary market for the newly-issued ordinary shares : Thai AirAsia will list the newly-issued ordinary shares on the SET.

3. Effects on the shareholders of the issuance of the newly-issued ordinary shares

3.1 Control dilution and earnings per share dilution effects

Thai AirAsia will allocate 45,000,000 shares (representing to not exceeding 3.3 percent of the total paid up shares of Thai AirAsia (after capital increase)²) to the Executive.

Therefore, the control dilution effect and the earnings per share dilution effect will decrease at the rate of 3.2 percent of the existing earnings or right to vote, by calculating with the amount of total paid up shares of the Thai AirAsia, amounting 1,397,029,487 shares (paid up capital after Thai AirAsia carry out an IPO and offer ordinary shares to the Executive at full amount), in case there is allocation of ordinary shares to the Executive, at full amount of 45,000,000 shares.

² Please see footnote 1

In this regard, the issuance and offering of newly-issued ordinary shares to the Executive will be proceeded once the corporate restructuring plan has been approved by the shareholders' meeting of the Company and the plan is successful, including the fact that the relevant regulatory authorities have approved this corporate restructuring plan. Furthermore, the control dilution and earning per share dilution effects as mentioned above are the initial effects according to the corporate restructuring plan. If there is change to the corporate restructuring plan and the IPO plan of Thai AirAsia, it might affect the control dilution and earning per share dilution effects as mentioned above. In such case, the Company will further notify the shareholders of the Company.

3.2 Share price dilution effect

As the shares in Thai AirAsia have not yet been listed on the Stock Exchange of Thailand, there is no market price for the Thai AirAsia shares. Therefore, the effect of price dilution on Thai AirAsia's shares cannot be calculated.

3.3 Criteria, conditions and methods of offering

Thai AirAsia will offer the newly-issued shares to the Executive after its ordinary shares are as listed securities on the Stock Exchange of Thailand.

3.4 Shareholders' rights to oppose the offering of securities

For the issuance and offering newly-issued ordinary shares to the Executive as mentioned above, the Company will proceed in accordance with Notification of the Capital Market Supervisory Board No. TorChor. 32/2551 Re: Offer for Sale of Newly-Issued Securities to Directors or Employees (including any amendment thereto), which stipulates a requirement to receive approval from the shareholders' meeting of the Company with a vote of not less than three-fourths of the total number of votes cast by the shareholders attending the meeting and entitled to vote, and there shall not be shareholders holding shares in an aggregate amount of more than 5 percent of the total number of votes of the shareholders attending the meeting and voting to oppose the offering of the newly-issued ordinary shares of Thai AirAsia to the Executive. In considering and approving such matter, Mr. Tassapon Bijleveld, who is the major shareholder of the Company will be considered to have a special interest. Therefore, in this agenda item, Mr. Tassapon Bijleveld shall not have the right cast his vote.

3.5 Independent directors available for the appointment of proxy to attend the meeting and exercise rights on behalf of the shareholders

Mr. Vichate Tantiwanich

Mr. Nuttawut Phowborom

Mr. Veerayooth Bodharamik

3.6 Monetary benefits that the Executive will receive from the offering of securities by calculating from difference between offering price and market price

Benefits that the Executive will receive will depend on the market price of Thai AirAsia's shares at that time.

4. Opinion of the Board of Directors and the Remuneration Committee on the reasonableness, necessity and benefit that the Company and Thai AirAsia will receive from the allocation of securities to the Executive

The Remuneration Committee and the Board of Directors (excluding directors who have interest), in the meeting no. 2/2021, being held on 26 April 2021, considered and viewed that the issuance and offering of newly-issued ordinary shares of Thai AirAsia to the Executive would be benefit to the restructuring of business structure of the Company and Thai AirAsia. This is because the Executive is a person whose performance is outstanding and who would be difficult to find other person in aviation industry to replace. Also, the past performance of the Executive also attracts the groups of investors to invest in Thai AirAsia. The creation of the motivation for the Executive shall encourage him to work efficiently and to build growth to Thai AirAsia, which will be benefit to shareholders of Thai AirAsia.

5. The participation and the absence from the Board of Directors' meetings of Thai AirAsia of the Executive during the past year

Year	Number of Attendances / Number of Meetings
2020	5/5
2021	2/2

6. The amount and type of considerations in the latest year that the Executive receive from Thai AirAsia in his position as a director

Mr. Tassapon Bijleveld, who is also an executive of Thai AirAsia, is not entitled to receive any consideration in his position as a director.