

- Translation -

AC 012/21

24 February 2021

Subject: Publication of the 2021 Annual General Meeting date, Agenda Items and Dividend payment

To: President  
The Stock Exchange of Thailand

AIRA Capital Public Company Limited (“the Company”) would like to inform the resolutions of Board of Director’s meeting no. 1/2021 held on 24 February 2021, the details are as follows:

1. The Company shall hold the 2021 Annual General Meeting of shareholders on 22 April, 2021 at 14.00 hrs., the Meeting will be conducted in form of electronic meeting (e-Meeting), at the Company Meeting room at 20<sup>th</sup> Floor, 319 Chamchuri Square Building, Phayathai Road, Phatumwan, Bangkok 10330
2. The Company will determine the name of the shareholders who are entitled to attend the 2021 AGM and have the right to receive dividend (Record Date) on 11 March 2021
3. The agenda items for the 2021 AGM are as follows:

**Agenda 1** To acknowledge the company’s operating results for the year 2020.

**Agenda 2** To consider and approve the Company’s Financial Statements for the year ended on 31 December 2020.

The Board of Directors’ Opinion: The Board of Director considered and agreed to proposed the Annual General Meeting of shareholders to consider and approve the Company’s Financial Statements for the year ended on 31 December 2020 which were audited and certified by the auditors and reviewed by the Audit Committee.

**Agenda 3** To consider and approve the allocation of net profit for the year 2020 as the legal reserve and the dividend payment for operational results for the year 2020.

The Board of Directors’ Opinion : The Board of Director considered and agreed to proposed the Annual General Meeting of shareholders to consider and approve the allocation of net profit for the year 2020 as the legal reserve and dividend payment for the operational results for the year 2020 , the details are as follows:

- 3.1) In 2020, the Company has a net profit of Baht 105,180,722. The Board of Directors proposed that to the shareholders to approve the allocation of profits for the operating result in the year 2020 as the legal reserve at 5 percent of its annual net profit in 2020 in amount of Baht 5,259,037.
- 3.2) To proposed the annual general meeting of shareholders to consider and approve dividend payment for the year 2020 operating result at Baht 0.013 per share, the dividend was paid on 14 May 2021, with the right to receive such dividend. There is still uncertainty. This is subject to the approval from the Annual General Meeting of Shareholders for the year 2021.

#### **Agenda 4 To consider the appointment of the auditors and fix the audit fees for the year 2021**

The Board of Directors' Opinion: The Board of Director considered and agreed with the Audit Committee to propose the Annual General Meeting of shareholders to consider and approve the appointment of EY Office Limited ("EY"), any one is an auditor of the Company for the year 2021 as namely:

- |                                    |                                     |
|------------------------------------|-------------------------------------|
| (1) Mrs. Poonnard Paocharoen       | C.P.A. Registration No. 5238 and/or |
| (2) Miss Vissuta Jariyathanakorn   | C.P.A. Registration No. 3853 and/or |
| (3) Miss Sumana Punpongsanon       | C.P.A. Registration No. 5872 and/or |
| (4) Miss Orawan Techawatanasirikul | C.P.A. Registration No. 4807 and/or |
| (5) Miss Kirdsiri Kanjanaprakasit  | C.P.A. Registration No. 6014        |

Any one of the five auditors is the auditor and expresses an opinion on the Company's financial statements in Thailand. In case the authorized auditor is unable to perform the work, EY must find other authorized auditors of EY to replace. And determines the audit fee of the Company for the year 2021 amounting to Baht 570,000 (excluding other service fees. (Non-audit fee)), which is same rate of the audit fee of the year 2020 as proposed by the audit committee. And the Board of Directors has approved.

#### **Agenda 5 To consider and elect new directors to replace those who are due to retired by rotation**

The Board of Directors' opinion: The Board of Director, except the directors who have the conflict of interest in this matter, considered and agreed with the Nomination and Remuneration Committee's recommendation to propose the 2021 Annual General Meeting of Shareholders the election 4 directors replacing the directors who are due to retired by rotation as follows:

- |                                 |                      |
|---------------------------------|----------------------|
| (1) Mr. Anant Sirisaengtaksin   | Director             |
| (2) Mrs. Naline Ngamsettam      | Director             |
| (3) Mrs. Krongkeaw Piamduaytham | Director             |
| (4) Mrs. Anchalee Pipatanasern  | Independent Director |

The Company had announced criteria and procedures for minority shareholders to submit additional agenda items and nominate directorial candidates for the 2021 AGM in compliance with the Good Corporate Governance: The Shareholders' Rights principle. Neither additional agenda item nor candidate was proposed for this year.

**Agenda 6 To consider and approve the directors' remuneration.**

The Board of Directors' opinion: The Board of Directors deems it appropriate to propose the shareholders' meeting to approve the meeting allowances for directors. Monthly remuneration for the year 2021 and to consider the remuneration of directors for the 2020 performance as proposed by the Nomination and Remuneration Committee. The guidelines are used to carefully scrutinize the remuneration of the directors. And compare with reference from the same industry and The Board of Directors has approved as follows:

**6.1) Meeting allowance for the Directors and Directors of sub-committee in 2021 at the same rate of the year 2020 as follows:**

Meeting Allowance	2020	2021 (Current Proposal)	Remark
	Baht per time	Baht per time	
<u>Board of Directors</u>			
Chairman	25,000	25,000	No changing
Directors	17,000	17,000	No changing
<u>Audit Committee</u>			
Chairman	18,000	18,000	No changing
Directors	10,000	10,000	No changing
<u>Sub Committee*</u>			
Chairman	15,000	15,000	No changing
Directors	8,000	8,000	No changing

- Remark: (1) The Chairman and directors of the Board of Directors or the sub-committee who are also the executives shall receive one-half of the attendance fees payable to the Chairman and directors who are external directors.
- (2) Sub Committee\*, including the Nomination and Remuneration Committee, the Risk Management Committee, the Corporate Governance Committee and the Investment Committee.

**6.2) Monthly remuneration for the Directors in Year 2021(Additional to the year 2020) , the details as following:**

Position	Year 2020	Year 2021
1. Chairman of the Board of Directors	-	10,000 Baht
2. Director	-	10,000 Baht

**6.3) Payment of the directors' bonus for the performance result of year 2020:**

It is deemed appropriate to propose to the shareholders' meeting for the consideration of the competent authority for the operating results of the year 2020 in the term not exceeding 1.6 million baht as proposed by the Nomination and Remuneration Committee. And the Board of Directors has approved.

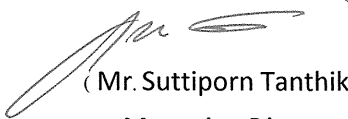
**6.4) Other Benefits:** -None-

**Agenda 7 To consider other matters (if any)**

The Company will disclose the details of the 2021 AGM, which conduct in form of electronic meeting (e-Meeting), and its agenda items online at the Company's website (<https://www.airacapital.co.th/>) prior to the meeting date. For inquiries, please contact the Investor Relations at 0 2080 2983 or fax at 0 2160 5395 or Email: [ir@aira.co.th](mailto:ir@aira.co.th)

Please be informed accordingly

Sincerely yours,



( Mr. Suttiporn Tanthikul )

Managing Director

AIRA Capital Public Company Limited

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