

Ref. AF 014/2018

October 1, 2018

Subject: Rights of shareholders to propose agenda and nominate candidates for elected as directors prior to the 2019 AGM

Attention: President

The Stock Exchange of Thailand

- Enclosure: 1. Criteria for Shareholders to propose Agenda of the Annual General Shareholders' Meeting and Director Nominee
2. Proposed Agenda for the Annual General Shareholders' Meeting (Form A)
  3. Nominate Form for Candidate Appointment as a Director for the Annual General Shareholders' Meeting (Form B)
  4. Biography of Proposed Candidate for Director Election in the Annual General Shareholders' Meeting (Form C)

AIRA Factoring Public Company Limited ("the Company") is pleased to announce that, in order to keep and follow the good governance practices regarding the right of shareholders, the Company would like to invite the shareholders to propose agenda and nominate candidates for election of directors prior to the 2019 Annual General Shareholders' Meeting which scheduled to be arranged within April 2019. The procedures and conditions as stipulated by the Board of Directors are attached herewith and disclosed on the Company's website: [www.airafactoring.co.th](http://www.airafactoring.co.th) under the category of "Investor Relations" during October 1, 2018 to December 31, 2018.

Please be informed accordingly.

Sincerely yours,



(Mr. Akrawit Sooksai)

Director and Chief Executive Officer

Company Secretary / Investor Relations

Tel. 0 2657 6222 Ext. 241

**Criteria for Shareholders to propose Agenda of the Annual General  
Shareholders' Meeting and Director Nominee**

**Objective**

In order to comply with the principles of good corporate governance, Aira Factoring Public Company Limited ("the Company") deems it appropriate gives an opportunity to shareholders to propose an agenda of the Annual General Shareholders' Meeting and Director Nominee in advance prior to the Annual General Shareholders' Meeting, Criteria of which are as follows:

**1. The Qualifications of Shareholders**

The shareholders who wish to propose the agenda or director nominee must possess qualifications according to the criteria as follows;

- 1.1 Being the shareholder of the Company which can be either one shareholder or combined shareholders
- 1.2 Holding the minimum shares not less than 5% of total paid – up shares capital
- 1.3 Must have continuously held those shares at least 12 months until the date the shareholder proposes the agenda or director nominee.

**2. Period of time for proposing agenda and director nominee**

In order to provide the Company's Board of Directors with sufficient time for consideration, therefore, the shareholders must propose agenda and director nominee from October 1, 2018 until December 31, 2018

**3. Proposal Method of the Agenda**

The shareholder who possesses qualifications in accordance with Clause 1 can propose agenda of the Meeting or nominate candidates to be elected as Directors in advance by complete the Form as follows;

- Form of Proposed Agenda for the Annual General Shareholders' Meeting (Form A)
- Nominate Form for Candidate Appointment as a Director for the Annual General Shareholders' Meeting (Form B)
- Biography of Proposed Candidate for Director Election in the Annual General Shareholders' Meeting (Form C)

Please kindly attach the relevant documents fully and completely, submit to the Company within December 31, 2018 as the following address:

Corporate Secretary  
AIRA Factoring Public Company Limited  
319 Chamchuri Square Building, 20<sup>th</sup> Floor, Phayathai  
Road, Pathumwan, Bangkok 10330

#### 4. Proposal of the Agenda

##### 4.1 The proposal that will not be placed on the Agenda

- (1) The proposal that violates to the law, rules, regulations of government agencies or is not in compliance with the good corporate governance of the company or the shareholders' resolution
- (2) The proposal that is beneficial for specific person or group.
- (3) The proposal that is the power and authority of the board unless it causes the significant affect on the shareholders in general.
- (4) The proposal that the company has already operated.
- (5) The proposal that is beyond the control of the Company
- (6) The proposal that the information shareholders provided is incomplete or incorrect, those who are unable to contact.
- (7) The proposal that the shareholders are not fully qualified according to Clause 1

##### 4.2 Qualifications and Prohibited Characteristics of Directors

The candidates who have been nominated as a director must possess qualifications with no characteristics prohibited according to the criteria as follows;

- (1) Being a person who possess an unblemished record
- (2) Having correct qualifications and no prohibited characteristics of director according to the Public Company Act, Securities and Exchange Act and the Good Corporate Governance of the Company
- (3) Having knowledge and ability which will be beneficial to the Company
- (4) Being independent and ability to perform director's duties with care and loyally
- (5) Having vision and a broad business perspective and systematic decision making
- (6) Having good interpersonal, a sense of justice, apply effective communications skills and an amenable personality
- (7) Should not serve too many board positions

#### 5. Consideration Procedure

- (1) In case a group of shareholders and possess qualifications in accordance with Clause 1 wishes to propose agenda, each shareholder must complete Form A completely and affix their names as evidence then gather each of those Form A, the evidence of shares' held, and support documents (if any) together into one set

- (2) In case one or more than one shareholders who possess qualifications in accordance with Clause 1 propose more than one agenda, the shareholders must fill Form A completely (one Form A per one Agenda) and affix their names as evidence
- (3) In case a group of shareholders and possess qualifications in accordance with Clause 1 to nominate director, the first shareholder must fill Form B and Form C completely and affix their names as evidence. The rest of shareholders must fill only Form B completely and affix their name as evidence then gather each of those Form B and Form C, the evidence of shares' held, and support documents (if any) together into one set
- (4) In case one or more than one shareholders who possess qualifications in accordance with Clause 1 nominate more than one director, the first shareholder must fill Form B and Form C (one Form B and Form C per one Director) and affix their name as evidence completely, and attach the evidence of those director nominees

The Corporate Secretary will initially review the proposal for the board as follows:

- The proposal that has been approved by the board shall be included in the agenda of the AGM notice.
- The name of nominee has been approved by the board shall be included in the agenda of the AGM notice.

For the proposal disapproved by the Board, the company will instantly inform the shareholder after the board meeting with the reason.

**Proposed Agenda for the Annual General Shareholders' Meeting (Form A)**

**1. General Information**

Name (Mr., Mrs., Ms., Company, Others / Surname):.....

Current Address / Contact Address :

No:.....Village/Building:.....Moo:.....Trok/Soi:.....

Road:.....Subdistrict:.....District:.....

Province:.....Postal Code:.....Tel:.....

Fax:.....E-mail:.....

**2. Number of Shareholding in AF.....shares as of.....**

**3. Proposed Agenda:.....**

Objective:      For Consideration                      For Acknowledgement

Details:.....

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With attachments                      Without attachments

**4. Supplementary Documents to be enclosed with this form**

4.1 The evidence of shareholding, i.e. the certificate or shares held issued by securities companies or any other certificates from Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand or custodian, Securities Paper and certified true copies by such shareholders.

Shareholding evidence enclosed      No shareholding evidence enclosed

4.2 The evidence of Identification, i.e. if the shareholder is a natural person shall submit a copy of valid National ID Card / passport (in case of foreigner) with a certified true copy of such shareholders and if the shareholder is a juristic person shall submit a copy of the Affidavit of that juristic person and a copy of valid National ID Card or passport (in case of a foreigner) of authorized person(s) with a certified true copy of the authorized person(s)

Identification evidence enclosed      No Identification evidence enclosed

**5. Guarantee**

I hereby certify that all information and documentary evidence attached hereto are correct, complete and true in all respects and hereby give my permission to the Company to disclose such information and documentary evidence to the public.

Signature.....Shareholder

(.....)

Date.....

**Nominate Form for Candidate Appointment as a Director for the Annual General Shareholders' Meeting (Form B)**

**1. General Information**

Name (Mr., Mrs., Ms., Company, Others / Surname):.....

Current Address / Contact Address :

No:.....Village/Building:.....Moo:.....Trok/Soi:.....

Road:.....Subdistrict:.....District:.....

Province:.....Postal Code:.....Tel:.....

Fax:.....E-mail:.....

**2. Number of Shareholding in AF.....shares as of.....**

**3. I would like to nominate (Mr./ Mrs./ Ms.).....**

to enter the consideration election as a director of AIRA Factoring Public Company Limited by such person has consented and I hereby represent and warrant that all information in “the curriculum vitae of the director nominee (Form C)” and other supporting documents provided and attached hereto are true and complete

**4. Documents and evidence must be enclosed with the shareholders for nomination**

The evidence of shareholding. i.e. the certificate of shares held issued by securities companies or any other certificates from Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand or custodian, Securities Paper and certified true copies by such shareholders.

Shareholding evidence enclosed  No Shareholding evidence enclosed

The evidence of Identification, i.e. if the shareholder is a natural person shall submit a copy of valid National ID Card / passport (in case of foreigner) with a certified true copy of such shareholders and if the shareholder is a juristic person shall submit a copy of the Affidavit of that juristic person and a copy of valid National ID Card or passport (in case of foreigner) of authorized person(s) with a certified true copy of the authorized person(s)

Identification evidence enclosed  No Identification evidence enclosed

**5. Guarantee**

I hereby pledge that all information and documentary evidence attached hereto are correct, complete and true in all respects and hereby give my permission to the Company to disclose such information and documentary evidence to the public.

Signature.....Shareholder

(.....)

Date.....

**Biography of Proposed Candidate for Director Election in  
 The Annual General Shareholders' Meeting (Form C)**

**1. General information of proposed candidate**

- (1) Name-Surname (in Thai):.....  
 Maiden Name-Surname (if any):.....  
 Name-Surname (in English):.....  
 Maiden Name-Surname (if any):.....  
 Date of Birth..... Age..... Year
- (2) Nationality.....
- (3) Marital Status             Single     Married     Divorced     Other  
 Spouse's Name..... Maiden Name-Surname.....
- (4) Numbers of Shareholding in AF:..... shares as of.....
- (5) Spouse's Common shares:..... shares as of.....
- (6) Minor Children:  
 Name of Children..... Age..... Years    holds common shares in AF..... share(s)  
 Name of Children..... Age..... Years    holds common shares in AF..... share(s)  
 Name of Children..... Age..... Years    holds common shares in AF..... share(s)

**2. Current Address / Contact Address**

No:.....Village/Building:.....Moo:.....Trok/Soi:.....  
 Road:.....Subdistrict:.....District:.....  
 Province:.....Postal Code:.....Tel:.....  
 Fax:.....E-mail:.....

**3. Current Position:**.....

Work Place:.....

**4. Education:**

Institution	Degree and Major Subject	Year of Graduation
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....

**5. Training / Seminar courses relevant to director position**

Course	Organizer	Year of Attendance
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....

**6. Work Experiences: Past 5 years – Present**

Period	Position	Company/Organization
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....

I (Mr., Mrs., Ms. / Surname).....give consent and information for the nomination as a candidate for director election of the Company and certify that the information provided above and the supporting documents submitted herewith are true and complete in all respects and hereby give my permission to the Company to disclose such information and documentary evidence to the public.

Signature.....Candidate's signature

(.....)

Date .....

**Required documents certified by nominated candidates**

- Copy of an Identification Card / Passport (certified as a true copy)
- Copy of house registration (certified as a true copy)
- Copy of education certificate (certified as a true copy)
- Photo (1 or 2 inches)
- Other supplementary documents (if any).....