

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, 2020 until December 31, 2020.

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, 2020 as the following address:

The Company Secretary
AIRA Factoring Public Company Limited
319 Chamchuri Square Building, 17th 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 shareholder 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.