

- Translate from Thai -

AF-AGM 001/2022

4 March 2022

Subject: Invitation to the 2022 Annual General Meeting of Shareholders

To: The shareholders of AIRA Factoring Public Company Limited

Enclosures:

1. A copy of the minutes of the General Meeting of Shareholders No.1/2021
2. Form 56-1 One report 2021 in the form of QR Code
3. Preliminary information on the retiring directors proposed for reappointment
4. Definition and information of the independent directors to present as proxy
5. The Company's Articles of Association in relation to the shareholders' meeting
6. Documents and Evidence for proxy and registration
7. Procedures for registration of the electronic Annual General Meeting of Shareholders (e-AGM) and Manual of e-shareholder meeting in the form of QR Code
8. Procedures for sending any query in advance
9. Proxy Form B
10. Guidelines for commenting or submitting questions and voting at the shareholders' meeting

Notice is hereby given by the Board of Directors ("the Board") of AIRA Factoring Public Company Limited ("the Company") that the 2022 Annual General Meeting of Shareholders via electronic meeting ("e-AGM") shall be held on Thursday 21 April 2022 at 10.00 hrs. The items for discussion are as follows:

Agenda 1: To acknowledge the minutes of the Annual General Shareholders Meeting No.1/2021

Fact and Reason:

The General Meeting of Shareholders no.1/2021 was held on Wednesday 21 April 2021. A copy of the minutes of the Meeting has been submitted to the Stock Exchange of Thailand and the Ministry of Commerce within 14 days as stipulated by law and has also been published on the Company's website, with such details as set out in Annex 1. The Company shall give an opportunity for the shareholders to give opinions and make additional amendments to the minutes of the meeting within one month after disclosure the said Minutes on the Company's website. There is no requirement from the shareholder to amend the minute.

The Board's Opinion:

The minutes was correctly and completely taken. It is deemed advisable for the Meeting to acknowledge the minutes.

Resolution:

This agenda is only for the acknowledgement of the Shareholders; therefore, voting is not required.

Agenda 2: To acknowledge the Company's operating result for the year 2021

Fact and Reason:

To comply with the Public Company Limited Act B.E.2535 (1992) (as amended) and the Company's Articles of Association, the Board shall report the Company's performance of the previous year to the shareholders for acknowledgement at every Annual General Meeting of Shareholders. The Company has summarized the operating results for 2021 along with the significant changes that occurred during the year in Form 56-1 One report for 2021 in Attachment 2 hereto.

The Board's Opinion:

It is deemed appropriate to acknowledge the shareholders on the operation results and other reports year 2021.

Resolution:

This agenda is only for the acknowledgement of the Shareholders; therefore, voting is not required.

Agenda 3: To consider and approve the Financial Statements of the Company for the fiscal year ended December 31, 2021 and to acknowledge the report of the auditors

Fact and Reason:

According to Section 112 of the Public Limited Companies Act B.E. 2535 and Article 40 of the Articles of Association, the Company shall prepare a statement of financial position (balance sheet) and income statement for the fiscal year ended on 31 December 2021. The Audit Committee and the Board of Directors have considered and reviewed the Financial Statements for the fiscal year 2021 which audited by a certified auditor, EY Office Limited, as shown in the Financial Statements as Attachment 2 hereto. A summary of the Company's significant financial statements as at 2021 and 2020 as follows:

(Unit: Thousand Baht)

Details	2021	2020	Changing	
			Increased (Decreased)	%
Total assets	2,311,539	2,176,837	134,702	6%
Total liabilities	1,780,784	1,655,598	125,186	8%
Total shareholders' equity	530,755	521,239	9,516	2%
Total revenues	197,832	209,921	(12,089)	-6%
Profit for the year	49,516	42,713	6,803	16%
Total comprehensive income for the year	49,516	39,280	10,237	26%
Earnings per share (Baht / Share)	0.03	0.03	0.00	16%

The Board's Opinion:

The Board has recommended the Meeting to approve the Financial Statements for the fiscal year ended on 31 December 2021 which has considered and has agreed by the Audit Committee.

Resolution:

The resolution for this agenda requires the majority votes of the Shareholders who have attended the Meeting and cast their votes.

Agenda 4: To consider and approve the appropriation of net profit as statutory reserve

Fact and Reason:

According to Section 116 of the Public Limited Companies Act B.E. 2535 and Article 43 of the Articles of Association states that a statutory reserve is required of at least 5% of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10% of the registered capital, whereby this agenda shall be proposed to the Annual General Meeting of Shareholders for consideration and approval.

In 2021, the Company has a net profit of Baht 49.52 million Therefore, the Company had to allocate for the statutory reserve by laws at least 5% of net profits amounting Baht 2.5 million

The Board's Opinion:

The Board has recommended the Meeting to approve the allocation for the statutory reserve by laws of net profit amounting Baht 2.5 million.

Resolution:

The resolution for this agenda requires the majority votes of the Shareholders who have attended the Meeting and cast their votes.

Agenda 5: To consider and approve the omission of dividend payment of the year 2021

Fact and Reason:

Company has adopted a policy to pay dividend to shareholders of at least 50% of net profit after deduction of all provisions. Dividend payments will be subject to change, depending on cash flow and investment plan as well as other future requirements of the Company. Such dividend payments shall not exceed the retained earnings of the Company nor adversely affect the Company ongoing operations.

For the year ended on 31 December 2021, the Company has a net profit of Baht 49.52 million. During year 2021 the Company paid the interim dividend payment for 9 months operation results from net profit and retained earnings totaling of Baht 40.00 million which is in according to the dividend payment policy. Therefore, the Board has recommended the Meeting to approve the omitted dividend payment from the 2021 performance.

Details of dividend payment in 2021 compared with 2020 and 2019 as follows:

Details	2021 (Proposed)	2020	2019
Net Profit Attribute to owners of the company (Million Baht)	49.52	42.71	42.16
Total number of shares (Shares)	1,600	1,600	1,600
Total Dividend (Baht / Share)			
- Interim dividend payment (Baht per Share)	0.025	0.021	0.025
- Annual dividend payment (Baht per Share)	-	-	-
Total Dividend amount (Million Baht)	40.00	33.60	40.00
Dividend payout ratio (%)	80.77	78.67	97.90

The Board's Opinion:

The Board has recommended the Meeting for the omission of dividend payment of the year 2021 due to the Company paid the interim dividend payment for 9 months operation results and retain earning totaling of Baht 40.00 million in the rate of Baht 0.025 per share from or 80.77% of net profit since 8 December 2021, which is in according to the dividend payment policy.

Resolution:

The resolution for this agenda requires the majority votes of the Shareholders who have attended the Meeting and cast their votes.

Agenda 6: To consider and approve the election of directors in place of the retiring directors by rotation for the year 2022

Fact and Reason:

According to Section 71 of the Public Limited Company ACT B.E. 2535 and Article 18 of the Company's Articles of Association, one-third of the directors must retire from office at each shareholder's general meeting. The directors whom have previously retired may be re-elected to resume their office.

In 2022, there are 4 directors who retired by rotation as follows:

List of Director Names	Position
1.Mr. Poonsak Thiapairat	Independent Director / Audit Committee / Nomination and Remuneration Committee
2.Mrs. Naline Ngamsettam	Director / Authorized Director / Executive Committee / Nomination and Remuneration Committee /
3.Mrs. Nongluk Chantarasombat	Director / Authorized Director / Chairman of Credit Committee
4.Mr. Akrawit Sooksai	Director / Authorized Director / Executive Committee / Credit Committee / Chief Executive Officer

The preliminary information on the retiring directors proposed for reappointment is in attachment no 3 hereto.

For the 2022 AGM, the Company has announced the shareholders' opportunity to propose nominee for director during 1 October 2021 - 31 December 2021. However, there were no shareholders who had proposed a qualified nominee to be elected as the Company's director.

The Board's Opinion:

The Board of Directors, who have not a conflict of interest in this agenda, has considered by carefully with the Nomination and Remuneration Committee and resolved to propose the Meeting to approve the re-elected of 4 directors for another term. The Board has agreed that mention directors have the full qualifications required by the Public Limited Companies Act B.E. 2535 and relevant regulations of the Capital Market Supervisory Board.

In this regard, there are 1 of 4 directors who retired by rotation as an independent director which has a term of office for more than 9 years. The Board of Directors has considered that the independent director even if his tenure exceeds nine years, it does not deprive him of his independence, still be able to give opinions and perform duties independently follow the guidelines related correctly including knowledge, expertise which is the most beneficial to the company and is also a person who has full qualifications according to the requirements qualifications of independent directors of the company and the requirements of the Capital Market Supervisory. The Board of Directors agreed to propose to the shareholders' meeting for approval.

Resolution:

The resolution for this agenda requires the majority votes of the Shareholders who have attended the Meeting and cast their votes.

Agenda 7: To consider and approve the determination of the remuneration of the directors and Directors of sub-committees the year 2022 and Directors' Bonus

Fact and Reason:

According to Section 90 of the Public Limited Company Act B.E. 2535 and the Article 23 of the Company's Articles of Association, requires that the directors are entitled to remuneration with approval by the shareholders.

Criteria for determining the remuneration of directors and sub-committees: The Nomination and Remuneration Committee considers the remuneration based on good corporate governance principles together with various factors such as roles, duties and responsibilities, performance of the Board of Directors, business operation result, business size, economic including comparative information reference from other companies in the industry with the same or similar size and same nature of business. as well as the results of the director's remuneration survey of the Thai Institute of Directors Association (IOD).

Directors' remuneration is divided into 2 types as follows:

- Remuneration in monetary terms - meeting fee and directors' bonuses
- Compensation for other benefits - None

In this regard, The Nomination and Remuneration Committee has considered that the remuneration is appropriate and sufficient to motivate and maintain quality directors therefore proposed to the Board of Directors for consideration.

The details of the scope of duties and responsibilities of the Board of Directors and various sub-committees appear in Enclosure No. 1 under the heading of Corporate Governance Structure.

The Board's Opinion:

The Board of Directors have recommended this issue to be proposed to the Meeting for the approval of the Directors' remuneration for 2022 in the form of meeting fee and bonus to the Board of Directors and sub-committee as follows:

- The Directors' meeting fee

Details		2022 (Proposed)	2021	Note
1.	The Directors' remuneration			
	The Board of Directors			
	- Chairman of the Board of Directors	25,000	25,000	The remuneration of Executive Director shall be reduced by half.
	- Member of the Board of Directors	15,000	15,000	
	The Audit Committee			
	- Chairman of the Audit Committee	25,000	25,000	-
	- Member of the Audit Committee	15,000	15,000	
	The Nomination and Remuneration Committee			
	- Chairman of the Nomination and Remuneration Committee	15,000	15,000	The remuneration of Executive Director shall be reduced by half.
	- Member of the Nomination and Remuneration Committee	10,000	10,000	
	The Executive Committee			
	- Chairman of the Executive Committee	15,000	15,000	Executive Director shall be not received remuneration.
	- Member of the Executive Committee	10,000	10,000	
	The Credit Committee			
	- Chairman of the Credit Committee	15,000	15,000	Executive Director shall be not received remuneration.
	- Member of the Credit Committee	10,000	10,000	
2.	Other benefits	None	None	

- **The Directors' bonus**

The Board has agreed to propose the Meeting to consider the directors' bonus for the operating result 2021 in the amount of not more than Baht 1.238 million, the Nomination and Remuneration Committee and the Board of Directors have considered the remuneration in accordance with the operating results of the year 2021, details are as follows:

The directors' bonus for the operating result 2021 (Proposed)	The directors' bonus for the operating result 2020	Note
Baht 1.238 million	Baht 0.76 million	The proposed director's bonus has increased by 0.48 million baht from the previous year or accounted for 63%

Calculating the remuneration paid to the directors calculated according to the proportion of each director's tenure

Resolution:

The resolution for this agenda requires the vote of not less than two-thirds of the Shareholders who have attended the Meeting.

Agenda 8 : To consider and approve the appointment of the auditors and the determination of the audit fee for the year 2022

Fact and Reason:

According to Section 120 of the Public Limited Company Act B.E. 2535 and the Articles of Association of the Company No. 37 (5), the Annual General Meeting of Shareholders appoints the auditors and fixes the auditing fee annually.

The Board's Opinion:

The Audit Committee and the Board of Directors have considered quality, services, independence in operation, number of auditors and sufficient to provide services including the appropriate of auditor remuneration. The both of those Boards agreed to appoint auditors from EY Office Limited who had the qualifications as prescribed by the Securities and Exchange Commission to be the Company's auditor year 2022, named as follows:

Name of Auditors	CPA Registration No.	Auditing years for the Company during the past 7 years
Mrs. Poonnard Paocharoen	5238	1 Year : 2021 and / or
Miss. Vissuta Jariyathanakorn	3853	1 Year : 2021 and / or
Miss. Sumana Punpongsanon	5872	1 Year : 2021 and / or
Miss. Orawan Techawatanasirikul	4807	1 Year : 2021 and / or
Miss. Kirdsiri Kanjanaprakasit	6014	1 Year : 2021

Any of the above auditors can conduct the audit and express an opinion on the Company's financial statements. In the event that none of these auditors are available, EY Office Limited is authorized to delegate another one of its certified public accountants to conduct the audit. For 2022, the proposed auditing fee is as follows:

(Unit: Baht)

Audit Fee	2022 (Proposed)	2021	Changing	
			Increase (Decrease)	%
Audit fee	1,060,000	1,010,000	50,000	4.95%
Others fee	None	None	-	-
Total	1,060,000	1,010,000	-	-

In addition, EY Office Limited and the proposed auditors are independent and have no conflict of interest with the Company, the management, the major shareholders or any related persons.

Resolution:

The resolution for this agenda requires the majority votes of the Shareholders who have attended the Meeting and cast their votes.

Agenda 9: Other matters (if any)

The Board of Directors has determined the Record date to identify shareholders that are eligible to attend the meeting would be on 8 March 2022.

The Board of Directors would like to invite all shareholders to attend the 2022 Annual General Meeting of Shareholders via electronic meeting (e-AGM) on Thursday, 21 April 2022 at 10.00 hrs. The pre-registration will be opened on Friday, 1 April 2022 at 10.00 hrs. onward. The details are as shown in Attachment 7.

Any shareholder who wishes to appoint a proxy to attend the Meeting and vote on his or her behalf must complete only one proxy, please use the Proxy Form B as shown in Attachment 9 together with the documents or evidence for attending the Meeting as shown in Attachment 6 or download the proxy form from the Company's website: www.airafactoring.co.th.

Any shareholder who is unable to attend the shareholders' meeting can authorize one of the Company's independent directors; Mr. Sorasit Soontornkes or Mrs. Yajai Pattanasukwasun to attend and vote on his or her behalf. Details of Independent Directors can be found in Attachment 4. The Company requests the shareholders' proxy be mailed to the Company's address as below within 15 April 2022:

Company Secretary, AIRA Factoring Public Company Limited,
 319 Chamchuri Square, 17th Floor, Phayathai Road,
 Pathumwan Sub-District, Pathumwan District, Bangkok 10330

Hence, you are invited to attend the Electronic Annual General Meeting (e-AGM) of AIRA Factoring Public Company Limited as the date, time, and place mentioned previously.

Sincerely yours,

AIRA Factoring Public Company Limited



(Mr. Akrawit Sooksai)

Director and Chief Executive Officer