



March 28, 2023

- Subject** : Invitation to attend the Annual General Meeting No. 61
- To** : Shareholders of Asia Hotel Public Company Limited
- Enclosure** : 1. Copy of minutes of the Annual General Meeting No. 60
2. Company's Annual Report (One Report) for year 2022
3. Brief information of the nominated persons to be directors to replace retiring directors
4. Brief information of the nominated persons to be auditors for the year 2023
5. Regulation of Shareholder Meeting
6. Proxy form and information of Independent Directors.
7. Map of Asia Hotel Public Company Limited

Notice is hereby given that the Asia Hotel Public Company Limited unanimously resolved to call The Shareholders' Annual General Meeting no. 61 on **April 19, 2023** at 2.00 p.m. at the King Petch Room of Asia Hotel, 296 Phayathai Road, Rajathevi, Bangkok, to consider the matters according to the agendas as follows:

Agenda 1 To approve the Minutes of the Annual General Meeting of Shareholders No. 60 held on April 8, 2022

Fact and Reasons : The Annual General Meeting of Shareholders No.60 was held on April 8, 2022 and the Minutes of such Meeting were submitted to the Stock Exchange of Thailand within 14 days according to the requirement and a copy of the said minutes is attached as Enclosure No.1

Board of Directors' Opinion: The Board agrees that the Minutes of the Annual General Meeting Of Shareholders have correctly been stated and recommends the approval of the said Minutes.

Voting : To approve this matter, a resolution must be passed by a majority vote of the shareholders who attending the meeting

Agenda 2 To acknowledge the Company's Annual Report for the year 2022

Fact and Reasons : The operating results of the Company for the year 2022 appeared in the 2022 Annual Report (One Report). (Enclosure No. 2)

Board of Directors' Opinion: The shareholders' meeting should acknowledge the Company's Annual Report for year 2022.

Voting: This agenda is not required. This is a report to the shareholders.

Agenda 3 To approve the audited financial statements for the year ended December 31, 2022

Fact and Reasons : According to the Public Company Limited Act, the Audited Balance Sheet and Statements of Income at every year end of the Company shall be proposed to Shareholders for approval. The audited financial statements for the year ended December 31, 2022, including balance sheets, statements of income, and other related statements, were examined by the Auditor and reviewed by the Audit Committee as shown in "Financial Statements" section in Annual Report. (Enclosure No. 2) The performance summary as following:

Performance	Consolidated		Company	
	2022	2021	2022	2021
Income from hotel business	487.65	211.78	185.42	50.07
Rental and service income	436.65	388.07	-	-
Total Revenues	924.30	599.85	185.42	50.07
Gross Profit (Loss)	176.33	-3.76	53.56	-39.13
Other Income	45.18	48.37	30.39	28.06
Profit (Loss) from operating activities	34.60	-78.10	18.43	-42.70
Loss (Equity holders of the parent)	-111.45	-209.09	-36.05	-81.72
Loss per share : Baht	-0.35	-0.65	-0.11	-0.26
Summary Status				
Total Assets	10,456.55	10,500.94	4,274.84	4,289.61
Total Liabilities	4,364.52	4,430.37	1,1561.12	1,564.32
Shareholders' Equity	6,092.04	6,070.57	2,713.71	2,725.29

Board of Directors' Opinion: The shareholders' meeting should approve the audited financial statements for the year 2022.

Voting: To approve this matter, a resolution must be passed by a majority vote of the shareholders who attending the meeting

Agenda 4 To consider and approve omission of dividend payment from operating results of the year 2022

Fact and Reasons : Pursuant to the Public Companies Limited Act, B.E. 2535(1992) and the Company's Articles of Association No. 48-49, it is required that the Annual General Meeting of Shareholders shall consider and approve the allocation of profit and to set aside as a statutory reserve at least 5 percent of the Company's net earnings after deducting accumulated deficit brought forward (if any) until the reserve reaches at least 10 percent of its registered share capital and the company has a policy to pay the dividend to shareholders not less than 60% of the net profit after appropriating to legal reserve. According to the audited separate financial statements of ASIA for the year ended December 31, 2022, the net loss is Baht 36.05 million due to the impact of the COVID-19 pandemic in 2022. Therefore, the Company is unable to allocate dividends to shareholders according to the Company's dividend payment policy.

Board of Directors' Opinion: As the above result it, should be to consider and approve the omission of dividends and the allocation of legal reserves from the 2022 performance.

Voting: To approve this matter, a resolution must be passed by a majority vote of the shareholders who attending the meeting

Agenda 5 To consider and elect the directors in replacement of those who are retired by rotation

Fact and Reasons: According to the Public Limited Company Act, and Clause 18 of the Company's Articles of Association, one-third of the directors shall vacate the office upon the Annual General Meeting of shareholders. Currently, the Board of Directors consists of 13 members. There must be four members who have to be retired by rotation in the Annual General Meeting of Shareholders for the Year 2023. Three directors who hold the longest time in the office who was appointed in the year 2020, and one director, who was appointed in the year 2021, totaling 4 members in this annual general meeting are:

- 1) Mr. Piyawudh Senapoopitaksa Independent Director and Audit Committee Member
- 2) Dr. Chotima Puasiri Independent Director and Audit Committee Member
- 3) Mrs. Pornpun Tanariyakul Executive Director
- 4) Miss Kesarin Pupiphathirunkul Independent Director

The Nomination and Remuneration Committee reviewed the nominated persons to propose to shareholders for appointment as directors to replace the directors who retired by rotation. The Company then gave the shareholders the opportunity to propose names of potential candidates with appropriate qualifications through its website for election as the Company's directors during the period of 1 October 2022 to 31 December 2022. However, until the end of the specified period, there were no candidates proposed by the shareholders. The Nomination and Remuneration Committee (excluding the directors who retire by rotation, Mr. Piyawudh Senapoopitaksa and Mrs. Pornpun Tanariyakul) consider and

scrutinize the qualifications of all directors who have retired, they recommended these 4 members of directors to replace the members who ended their term.

The Nomination and Remuneration Committee recommended these 4 members of directors to replace the members who ended their term as follows:

- 1) Mr. Piyawudh Senapoopitaksa Independent Director and Audit Committee Member
- 2) Dr. Chotima Puasiri Independent Director and Audit Committee Member
- 3) Mrs. Pornpun Tanariyakul Executive Director
- 4) Miss Kesarin Pupiphathirunkul Independent Director

The brief information of the nominated persons to be directors are shown in Enclosure No. 3

Board of Directors' Opinion: Directors (excluding the directors who retire by rotation) agreed with the Nomination and Remuneration Committee that the 1st, 2nd and 4th directors are independently able to supervise and inspect the performance of duties as well, give useful advice to the business. The 3rd director are knowledgeable in hotel business management with years of experience. As a result, the directors propose the meeting to consider electing of 4 members to be directors for one more term. They are not having any prohibited attributes and can perform their roles legally.

Voting : To approve this matter, a resolution must be passed by a majority vote of the shareholders who attending the meeting

Agenda 6 Consideration for approval of the remuneration for the board of directors and the meeting allowance as proposed by the Board.

Fact and Reasons: Articles of Association no.34, the Annual General Meeting of shareholders will determine the Directors' remuneration and meeting allowances.

The Nomination and Remuneration Committee has proposed to consider the remuneration for directors is Directors' Bonus and meeting allowances for year 2023 due to the company's performance in 2022 has improved over the previous year and due to the current economic recovery. Therefore, it is proposed to pay the bonus to the Board in 2023 at the latest rate as before covid pandemic and proposed the board meeting allowance at the same rate as the previous year. To propose for approval to the shareholders' meeting as follows:

Remunerations	Year 2023 (to Propose)	Year 2022
Board of Directors		
1. Bonus of Board of Director		
- Chairman of Board of Director	224,000	none
- Vice Chairman	168,000	none
- Director	112,000	none
2. Meeting Allowance per meeting		
- Chairman of Board of Director	20,000 Baht	20,000 Baht
- Vice Chairman	15,000 Baht	15,000 Baht
- Director	10,000 Baht /person	10,000 Baht /person
Remuneration of Committee		
Remuneration of Audit Committee:		
-Chairman of Audit Committee	60,000	none
- Audit Committee member	40,000	none
Remuneration of Nomination and Remuneration Committee: their remuneration was meeting allowance		
-Chairman of Nomination and Remuneration committee	15,000 Baht /meeting	15,000 Baht/meeting
-Nomination and Remuneration Committee member	10,000 Baht /person/meeting	10,000 Baht / person/meeting

Board of Directors' Opinion: The Board of Directors waives the remuneration to help the Company to save its expenditures, later the situation is better, the board had received the remuneration since November 2022 onwards. As recommended by the Nomination and Remuneration Committee, The Board of Directors proposes the Annual General Meeting of shareholders to approve the Directors' remuneration and remuneration of the committee. There should be no other remuneration apart from the above specified.

Voting: To approve this matter, a resolution must be passed by not less than two-thirds of the total number of votes of shareholders who attend the meeting.

Agenda 7 To consider and appoint the auditor for the year ended 2023 and to fix auditing fee

Fact and Reasons: According to the Public Limited Company Act and Clause 43 of the Company's Articles of Association, the shareholders' meeting shall appoint the auditor and fix the audit fee. The selection of the auditors and the audit fee were scrutinized and endorsed by the Audit Committee and the Board of Directors respectively.

Furthermore, the audit committee has an opinion according to the performance of auditing duties and financial statements of the company as well as related work. It is accurate, transparent, and complete, to propose ANS Audit Co., Ltd., who was auditor 8 years ago, to be new auditor of the company. The audit company has offered the audit fee for 1,400,000- baht for the year 2023

Board of Directors' Opinion: The Board of Directors proposes to Annual General Meeting of Shareholders to appoint new auditors from ANS Audit Co., Ltd., as following

Name of Auditors	CPA No.	Number of years as signed in F/S
1. Mr. Sathien Vongsnan	3495	4
2. Miss Panita Chotesaengmaneekul	9575	-

The brief information of the nominated persons to be auditors are shown in Enclosure No. 4

By fix the audit fee for the year 2023 comprising of 3 quarterly interim financial statement and statutory financial statement with the audit fee Baht 1,400,000.- (audit fee for the year 2022 of Baht 1,380,000.-). If there is any work other than the annual auditing, the Board of Directors should be authorized to set service fee case by case.

In addition, the same group auditors, ANS Audit Co., Ltd., has been appointed to be the auditor of the 6 subsidiary companies : Asia Pattaya Hotel Co., Ltd., Asia Airport Hotel Co., Ltd., Zeer Property Public Co., Ltd., Zeer Asset Co., Ltd., Zeer Oversea LLC and Spa Hotel Co., Ltd. which the Board of Directors will ensure that the financial statements can be prepared in a timely manner, with the total audit fee for ASIA Groups Baht 5,521,000.- which details as follows:

<u>Name</u>	<u>Audit Fee for Year</u>	<u>Audit Fee for Year</u>	<u>Increase/(Decrease)</u>
	<u>2023</u>	<u>2022</u>	
	<u>ANS Audit Co., Ltd</u>	<u>ANS Audit Co., Ltd</u>	
ASIA Hotel Public Co., Ltd.	1,400,000.00	1,380,000.00	20,000.00
<u>Subsidiaries</u>			
1. Asia Pattaya Hotel Co., Ltd.	850,000.00	850,000.00	0.00
2. Asia Airport Hotel Co., Ltd.	990,000.00	990,000.00	0.00
3. Zeer Property Public Co., Ltd.	1,554,000.00	1,480,000.00	74,000.00
4. Zeer Asset Co., Ltd.	82,000.00	82,000.00	0.00
5. Zeer Oversea LLC	330,000.00	330,000.00	0.00
6. SPA Hotel Co., Ltd.	<u>315,000.00</u>	<u>315,000.00</u>	<u>0.00</u>
Total Audit Fee	<u>5,521,000.00</u>	<u>5,427,000.00</u>	<u>94,000.00</u>

ANS Audit Co., Ltd is an independent firm. There is no relationship and/or stakeholders between the auditor and the company/subsidiary/management/major shareholder or related persons of such person and is not a shareholder of the Company and subsidiaries and renders no other services.

Voting : To approve this matter, a resolution must be passed by a majority vote of the shareholders who attending the meeting

Agenda 8 To consider and approve the issuance and offering of debentures in the amount not exceeding 3,200 million baht

Fact and Reasons: In the past, the company and its subsidiaries managed the business mainly by raising capital through financial institutions. Although it can be managed conveniently and steadily, it is trusted by financial institutions. As a result, the fundraising process can continue, and the interest rate is relatively low. However, what happens from the use of this source of capital is that the company does not have enough cash flow each year to expand the business or take care of the existing business since the company has to pay interest and principal at the same time.

The Board of Directors has examined and considered all relevant factors, risks, impacts, and opportunities. It is considered appropriate for the company to issue and offer debt securities to raise capital from the capital market, with a limit not exceeding 3,200 million baht. This does not close the channel for the use of financial institutions, but it gives the company more options to find financing for its business. The details can be summarized as follows:

Objectives:	For general business use and/or loan repayment and/or investment and/or working capital of the Company and subsidiaries or for other purposes as the Board of Directors deems appropriate.
Type of Debenture	All type of debentures including, but not limited to: with or without name registered debentures, with or without collateral, with or without debentures holders representative and subordinated or non-subordinated debentures depending on the suitability of the conditions market and other factors. At the time of each issuance and offering of debentures.
Amount	Not exceeding 3,200 million baht at the time of offering (Revolving Basis)
Currency	Thai Baht or equivalent foreign currency
Interest Rate	Depending on market conditions at the time of each bond issuance and offering.
Maturity Period	Depending on market conditions at the time of each bond issuance and offering. Except in the case of issuance of perpetual debentures. Debentures issued by the Company must not exceed 20 years from the date of issuance of the relevant debentures. In case of issuance of redemption debentures upon dissolution of the Company. The maturity and maturity date of the debentures shall be in accordance with the relevant rules of the Capital Market Supervisory Board and/or the Securities and Exchange Commission (SEC) and/or any other relevant government agency.
Early Redemption of Debentures	Debenture holders and/or the Company may or may not have the right to redeem the debentures before maturity, depending on the terms and conditions of the debentures at each issuance.
Allocation Method	The offering of the debentures can be at one time or several times, whether offered domestically and/or internationally and may be offered to general public and/or specific investors and/or high- net- worth individual and/or institutional investors and/or any other investors.
Authority to determine other details	<p>Authorize the Board of Directors and/or Executive Directors to assign persons designated to have authority in matters relating to and/or continuing with the issuance of debentures, including (but not limited to) the following:</p> <p>(1) Determine conditions and details necessary and related to the issuance and offering of the debentures, including (but not limited to) such as name, type, collateral (if any), currency, amount, maturity, par value, offer price per unit, interest rate, right of redemption, method of offering, issuance and offering period, repayment methods, allocation methods, and terms and conditions, etc., as the circumstances will permit and for a period of time as deemed appropriate. The issuance and offering of the debentures can be in various forms at one time or several times.</p> <p>(2) Proceed with any action necessary and appropriate for the issuance of such debentures and has the authority to appoint representatives of debentures holders and/or registrars of the debentures and/or distributor and/or underwriters and/or financial advisors and/or other advisors and/or any other persons involved in the issuance and offering of the debentures and/or credit rating agencies and/or property appraisers, etc., as well as to register debentures with Thai Bond Market Association or any other secondary markets as well as to have the authority to apply for permission to disclose information and proceed with other actions with relevant authorities.</p>

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| | <p>(3) Contact, provide information, negotiate, enter into, sign, certify and amend documents and contracts relating to the issuance and offering of the debentures, including (but not limited to) application, prospectus, registration statements and documents evidence to be filed with the Securities and Exchange Commission, Thai Bond Market Association and/or any other entity involved in the issuance and offering of such debentures, as well as liaise and file the aforementioned documents with the Securities and Exchange Commission, Thai Bond Market Association or any other agency or person concerned.</p> <p>(4) Proceed with any other action necessary and appropriate for the issuance of the Company's debentures to be achieved and in accordance with its objectives.</p> |
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Board of Directors' Opinion: The Board of Directors proposes to Annual General Meeting of Shareholders to approve the issuance and offering of debentures in the amount not exceeding 3,200 million baht, including details of the issuance and offering of debentures to support the Company's funding needs from alternative funding sources and strengthen the Company's financial position and future investments.

Voting: To approve this matter, a resolution must be passed by not less than three-fourths of the total number of votes of shareholders who attend the meeting.

Agenda 9 To consider other matters (if any)

All shareholders are cordially invited to attend the meeting on the date, time and place as earlier indicated. If you wish to appoint a person or independent director to attend and vote at the meeting on your behalf, please complete and duly execute only one Proxy Form, Form B attached in Attachment in order to identify the right to attend the Annual General Shareholders Meeting.

According to the Company invitation regarding the minority shareholders' proposed items to be considered as agenda of the shareholder's meeting, qualified persons to be appointed as the Company's director, and submission of the questions in advance with regard to the 2022 Annual General Meeting of shareholders from October 1, 2022, until December 31, 2022. The Company would like to inform you that the proposal period is ended and there is no shareholder to propose additional agenda, name of qualified candidates to be appointed as director and submission of the questions in advance regarding the 2023 Annual General Meeting of shareholders.

The Company has already sent Annual Report for year 2022 (QR Code), in case the shareholder wish to obtain Annual Report for year 2022 (Document), please make your request at Asia Hotel Tel. No. 022170808 ext. 5512 or email: sudarat@asiahotel.co.th

Yours faithfully,
Asia Hotel Public Company Limited



(Mr. Surapong Techaruvichit)
Managing Director

The Minutes of the Shareholders' Annual General Meeting (AGM) No. 60th
of
Asia Hotel Public Company Limited (PCL)

The meeting was held on 8 April 2022 at King Petch Room, Asia Hotel, situated at No. 296 Phayathai Road, Petchaburi Road sub-district, Rajathevee district, Bangkok metropolis, it had shareholders and proxies attended altogether 67 persons accounted for 234,431,737 shares or 73.26 percent (on the date of closing the share registry on 14 March 2022. The Company had a total of 938 shareholders holding a total of 320,000,000 shares) and achieved the quorum according to its regulation. In this meeting it also had the 11 Board members (11/13 members or 84.62%) and the participating attendee altogether 20 persons as follows:

1. Mr. Piyawudh Senapoopitaksa	Chairman, Independent Director and Audit Committee Member
2. Mr. Surapol Techaruvichit	Executive Director, Chief Executive Office and Subsidiaries Director
3. Mr. Surapong Techaruvichit	Managing Director
4. Mrs. Pornpun Tanariyakul	Executive Director, Deputy Managing Director
5. Mrs. Suvimol Techaruvichit	Director
6. Mr. Polpat Techaruvichit	Director
7. Miss Patcha Techaruvichit	Director
8. Mr. Suwat Dusitrojawanongse	Independent Director and Audit Committee Chairman
9. Dr. Chotima Puasiri	Independent Director and Audit Committee Member
10. Mrs. Ruchukorn Siriyodhin	Independent Director
11. Gen. Chanchai Yossundara	Independent Director
12. Mr. Thana Vongsangnak	Internal Auditor of Subsidiary (Zeer Property PCL)
13. Miss Somsri Tangtatpongsothorn	Finance and Accounting Manager
14. Mr. Sathien Vongsnan	Auditor, ANS Audit Co., Ltd
15. Miss Hongyok Vimolchart	Representative of ANS Audit Co., Ltd.
16. Miss Sarisa Issarapukdi	Representative of ANS Audit Co., Ltd.
17. Miss Pornpinan Sanchartjetkul	Representative of ANS Audit Co., Ltd.
18. Mr. Kritsadang Nutjarus	Legal Advisor
19. Miss Sudaratana Wisnuwatanakit	Company Secretary
20. Mr. Patcharapol Techaruvichit	Asst. Business Development Manager

In this regard, Mr. Piyawudh Senapoopitaksa, Chairman the meeting opened at 2:00 p.m. after that the Chairman assigned Mr. Surapol Techaruvichit, Chief Executive Officer (CEO) introduced all the directors who attended the meeting, and the directors from its subsidiaries, the auditor, and Mr. Kritsadang Nutjarus, legal advisor who was witness clear and transparent for voting in the meeting, after that the Chairman assigned Mr. Surapol Techaruvichit, CEO to conduct the meeting all agendas.

After that Mr. Surapol Techaruvichit, assign Miss Sudaratana Wisnuwatanakit, Company Secretary, explained the method of voting by counting the votes in each item for the meeting to acknowledge as follows:

1. Each shareholder has the right to vote equals to the number of his held shares by counting one share is equal to one vote.

2. For Authorization of shareholders, the counting depends on the letter of proxy whether to agree, disagree or abstention. If the letter of proxy is determined to be no vote, an authority will be up to the proxy who has been given the right for all respects.

3. As for the counting of the votes to be convenient and quick, in each vote if no one disagreed with the Board of Directors' proposal or suspension of voting, it is considered that resolution is unanimous. However, if there is disagreement or suspension on any voting on an item, the shareholders can comment in the ballots, which given to the attendees at the time of registration, and please submit the ballots to the officials to tally the votes and deduct them from the votes of the entire attendees.

4. Counting the votes according to the item designated in the annual general meeting (AGM) for 2022 was classified into two types are:

4.1 The item that has to pass the resolution by the majority vote of the attending and voting shareholders are items 1, 3, 5, and 7. The company shall calculate the voting base of the shareholders who have agreed, disagreed and invalid ballots only, excluding the abstention.

4.2 The item that has to pass the meeting resolution by a minimum vote of two-thirds (2/3) of the total attending and eligible votes such as the item No. 6. The company shall calculate the voting base of the shareholders who have agreed, disagreed, invalid ballots and the abstention.

5. If shareholder has already joined the meeting and wish to leave, please send the ballot which signed and voted to the company's officer.

6. If any shareholders wish to inquire or comment please notify your name and surname to the Chair first for correct recording.

However, in the items 2, it is an agenda for acknowledgement so no voting, and especially in the item 5 is for election of the rotated directors, to comply with the good governance principle shall elect the directors individually. When no shareholders objected to the voting method or proposed otherwise the Chairman agreed to the voting of each item as mentioned above. Then he started the consideration according to the agenda as follows:

Agenda 1 To approve the Minutes of the Annual General Meeting of Shareholders No. 59 held on April 8, 2021

Fact and Reasons : The Annual General Meeting of Shareholders No.59 was held on April 8, 2021 and the Minutes of such Meeting were submitted to the Stock Exchange of Thailand within 14 days according to the requirement and a copy of the said minutes is attached as Enclosure No.1

Board of Directors' Opinion: The Board agrees that the Minutes of the Annual General Meeting Of Shareholders have correctly been stated and recommends the approval of the said Minutes.

Voting : To approve this matter, a resolution must be passed by a majority vote of the shareholders who attending the meeting

The chairman presents the minutes of the 59th AGM held on 8 April 2021 and being sent to the shareholders for consideration in advance with the invitation on the meeting appointment for approval.

None of shareholders request for any adjustment or revisions.

In this agenda, more shareholders and proxies joined the meeting which is 73 people, 234,812,477 votes.

The meeting considered and resolved to approve the 59th AGM as proposed by the Board.

By the following votes:

	Votes	Percentage
Approval	234,812,477	100.0000
Disapproval	0	0.0000
Invalid ballots	0	0.0000
Total	234,812,477	100.0000
Abstinent	0	-

Agenda 2 To acknowledge the Company's Annual Report for the year 2021

Fact and Reasons : The operating results of the Company for the year 2021 appeared in the 2021 Annual Report. (Enclosure No. 2)

Board of Directors' Opinion: The shareholders' meeting should approve the Company's Annual Report for year 2021.

Voting: This agenda is not required. This is a report to the shareholders.

Chairman assigned Mr. Surapol Techaruvichit, whom is Asia Hotel Public Company Limited's Chief Executive Officer, reporting the company's hotel business in 2021 to the meeting, which are:

1. Asia Hotel, Ratchatevi, Bangkok: In 2021, the company had been affected from COVID-19 pandemic. During January – March 2021, the hotel had normal operating. However, in April 2021, COVID-19 mutated to Delta and severely exploded. Government had executed defensive measures to control COVID-19 resulted in decreasing number of meeting and seminar events from April 2021 to June 2021. Together with, there was no travelling allowance between August – November 2021. The hotel had operated as Hospitel cooperated with Kasemrad Hospital to stimulated the hotel income (room rate included in 3 meals cost 900 Baht/day). To operated as Hospitel, the hotel had well-arranged its location to be safe for both patients and employees. Since the early December, the hotel had operated as normal business again. Moreover in 2021, the hotel had developed front area as Glass House restaurant with a small corner of bakery; which provide customer convenience services and gaining more income for the hotel. For the 3rd floor development, where was the Great Wall restaurant, currently the location services breakfast and serve the meeting and seminar customers for launch as The Buffet restaurant.

Recently, Asia Hotel Bangkok employs approximately 300 employees from 500-600 employees before COVID-19 epidemic. The declined in number of employees resulted from no customer both domestic and international tourists, together with the temporary halting business, leading to employees being reduced working hour and reducing in salary. Some employees had resigned and returned to their regional home. Presently, the hotel has operated as its normal business. However, there has been difficult in shorting of employees and the company is accelerated to resolve this problem.

In term of the company financial context, the company was supported from financial institute by decreased loan interests from 6 percent to 4 percent. Moreover, financial institute has also extended principal payment term for the company resulted in disentangle from financial difficulty. The company also has reserved money as a promissory note 50 million Baht, which was approved from financial institute. The company has concerned regarding to loan distribution for preventing company issue in the future.

The company together has supported its suppliers by negotiating payment term and protecting suppliers from financial issues.

2. Asia Pattaya Hotel: Overall perspective in 2021, in January – May 2021 had operated as State Quarantine, which service quarantines customers 14 days from foreign country. The State Quarantine had the Supreme Command Headquarters assumed all costs. Later on, during May – September 2021, the hotel was operated as Hospitel cooperating with Bangkok Hospital Pattaya. After September, the hotel had serviced as Organizational Quarantine for Thai people, who worked in Europe and returned to Thailand. The condition in returning country, they required to quarantine at Asia Pattaya Hotel. The Organizational Quarantine was chartered the hotel. Later on, COVID-19 (Omicron) was dispersed and Asia Pattaya Hotel had operated its business as Hospitel cooperated with Banglamung Hospital and Watyansangwararam Hospital, since February 2022, the hotel has been operated as its normal business.

Moreover, Asia Pattaya Hotel has a project to renovate hotel building and to utilize hotel golf course. This project has been collaborated between design team and financial department. The project expected to start in the next 2-3 year. Before the project happening, the hotel will renovate its guest room on 6th - 7th floor, lobby area, restaurant and office at 1st floor.

3. Asia Airport Hotel Rangsit: During August – October 2021, the hotel was rented as Bubble & Seal undering Lotus distribution center. Bubble & Seal scheme had required their employees to stay safe from COVID-19 by staying within Asia Airport Hotel. This resulted in hotel serving 100% occupancy during Bubble & Seal and gain revenue from rented 450 guest room. After October 2021, the hotel has operated as normal business and mostly derive income from seminar. Asia Airport Hotel has several sizes of meeting rooms to serve seminar customer market. In case, government allows to arrange seminar, the hotel revenue will be sufficient for operating business.

4. Asia Cha-am Hotel: Comparing with other hotel in Asia Hotel Group, Asia Cha-am Hotel has well-managed operating costs. The hotel has a well-treat its employees together with customers. Also, the hotel has been interesting from domestic tourists especially in the weekend.

5. Darley Hotel Chiangmai: This hotel has about 100 guest room services. Air conditions in the hotel are Split Type leading to controllable electricity cost. Later on, there was contributing more 60 guest room services. The hotel has provided activities such as Surf skate Challenge and this activity has been interesting among our customers. There are Laansook Plaza, where comprises 2-3 stars of Michelin restaurant rented and recently starting services.

6. Ratchapruek Lanna Boutique: The hotel has included in 30 guest room services. In this year, the hotel had equipped elevator and air-conditioning in the restaurant area for enhancing complementary services to our customers.

In the part of rental area services business, Zeer Property Public Company Limited and its subsidiaries company by “Zeer Rangsit Shopping Center”, had been affected from COVID-19 pandemic since 2019 – 2020. In 2021, comparing revenue from the previous year, the revenue declined 20 percent, which is an acceptable effect. Moreover, the company has controlled its expenses as such electricity bill and employees’ salary by applying energy-saving equipment to control air-conditioning system and reducing the number of employees. Also, the company management has provided supporting equipment for employees such as wheelbarrow and cleaning equipment cart. This leading to saving manpower and time including in to work faster.

In 2021, Zeer Rangsit Shopping Center had cooperated with PatRangsit Hospital to apply our hotel as the vaccination center of Pathum thani Province, located on 2nd floor of the shopping center. Also, in every month the shopping center has supported community in Pathum thani Province regarding to OTOP event. This is to support merchants. The event has good feedbacks together with Thai local products in the event. The shopping center has increased more customers from this event, which is advantage for the center. The shopping center has zoning for Hobby and Handy (toys and gamings), which is currently gained popularity.

AA Apartment has 140 rooms service, which was previously declined in tenants. However, presently has tenants moving back for rent and has 20 rooms in vacancy. The situation has been expected to be better soon.

For Glendale Plaza at United State situation, the company remains collectable rent from tenants in the center even during COVID-19 epidemic. To comparing rent between 2021 and the previous year, 2019-2020, only year 2020 had dropped collectable rent. However, in 2022, the company can collect rent as its full amount.

To report Quality Inn Long Beach – Signal Hill in the US, Mr. Surapol Techaruvichit assigned Mr. Patcharapol Techaruvichit, who is responsible for this hotel management, reporting to the meeting. This hotel is a 3-stars rating hotel located in the convenience location for tourists. The hotel locates from LAX airport for 34 kilometers by travelling 44 minutes, away from Thai Town 48 kilometers by travelling 50 minutes and far from Disney Land 37 kilometers by travelling 30 minutes. Mr. Patcharapol also indicated customers’ satisfaction, which has good feedback, both guest services and food services. In 2021, the hotel has a better performance comparing with year

2019 and 2020 resulting from the higher occupancy rate and price, for example comparing between Quarter 4th of year 2019, 2020 and 2021 occupancy rate are 57%, 63%, 70% respectively and room price are \$92, \$87, \$115 respectively. Nowadays, the government announced COVID-19 relief measures so there are more people travelling leading to increasing in the hotel revenue. However, in the US has a growth living expenses cost, the company management team will control the possible happening cost as such currently the hotel has no salary adjustment.

Mr. Surapol Techaruvichit questioned to shareholders in the meeting regarding inquiry of the company performance. There was no question, and the meeting acknowledged the company's performance in 2021.

Agenda 3 To approve the audited financial statements for the year ended December 31, 2021

Fact and Reasons : According to the Public Company Limited Act, the Audited Balance Sheet and Statements of Income at every year end of the Company shall be proposed to Shareholders for approval. The audited financial statements for the year ended December 31, 2021, including balance sheets, statements of income, and other related statements, were examined by the Auditor and reviewed by the Audit Committee as shown in "Financial Statements" section in Annual Report. (Enclosure No. 2) The performance summary as following:

Board of Directors' Opinion: The shareholders' meeting should approve the audited financial statements for the year 2021.

Voting : To approve this matter, a resolution must be passed by a majority vote of the shareholders who attending the meeting

The Chairman assigned Ms. Somsri Tangtatpongsathorn, Manager of Accounting and Finance, to present to the meeting for consideration on the financial statement for the year ended 31 December 2021 of Asia Hotel PCL. Also the consolidated financial statement as submitted to the shareholders for the operation results and financial status of the Company for 2021 compared with the year 2020 as follows:

Performance	Consolidated		Company	
	2021	2020	2021	2020
Income from hotel business	211.78	364.72	50.07	131.20
Rental and service income	388.07	445.82	-	-
Total Revenues	599.85	810.54	50.07	131.20
Gross Profit	-3.76	108.36	-39.13	8.26
Other	48.37	83.59	28.06	48.16
Earning before Interest and tax (EBIT)	-78.10	15.08	-42.70	-2.86
Net Profit (Loss) (Equity holders of the parent)	-209.09	-120.70	-81.72	-40.20
Earning per share	-0.65	-0.38	-0.26	-0.13
Summary Status				
Total Assets	10,500.93	9,569.28	4,289.61	3,166.70
Total Liabilities	4,430.36	4,228.89	1,564.32	1,284.44
Shareholders' Equity	6,070.57	5,340.39	2,725.29	1,882.26

Summary of the operations of the Company and its subsidiaries in 2021 from the consolidated financial statement as follows:

The total incomes from the main businesses (both the hotel and the shopping center) in 2021 was 599.85 million baht, this year the consolidated incomes were decreased by 210.69 million baht, consist of the hotel business revenue was 211.78 million baht that was decreased from previous year 152.94 million baht or 41.93% lower which consist of the domestic room revenue was 137.42 million baht, the oversea room revenue was 74.36 million baht and the rental and service business revenue was 388.07 million baht that was decreased from previous year 57.75 million baht or 13% lower, which consist of the domestic rental revenue was 351.39 million baht and the oversea rental revenue was 36.68 million baht.

The Company and its subsidiaries had gross loss amounted 3.76 million baht, other income totaling 48.37 million baht, with loss before interest and income tax was 78.10 million baht and financial cost of 120.37 million baht, operating result in 2021 with a net loss was 210.62 million baht, loss per share was 0.65 baht, loss (equity holders of the parent) was 209.09 million baht.

The financial status of the Company and its subsidiaries from the balance sheet on 31 December 2021 compared with that on 31 December 2020:

On Assets, the Company had the total assets at the end of 2021 was 10,500.93 million baht compared to 2020 was 9,569.28 million baht, the total assets increased by 931.65 million baht. Current Asset was 287.75 million baht which was increased from last year by 3.75 million baht due to the cash and cash equivalents was increased by 6.14 million baht and the trade and other current receivable was decreased by 1.8 million baht. The total non-current asset was 10,213.19 million baht which was increased from last year by 927.93 million baht due to the property, plant and equipment was increased by 954.88 million baht due to the appraisal of land and equipment according to accounting standards, the right-of-use assets was decreased by 18.63 million baht.

On Liabilities, the Company had the total liabilities at the end of 2021 was 4,430.37 million baht compared with 2020, the total liabilities were increased by 201.49 million baht, consist of total current liabilities was 715.16 million baht which was increased by 119.02 million baht from last year due to the current portion of long-term loan from financial institutions was increased by 159.38 million baht. The total non-current liabilities were 3,715.20 million baht which was increased by 82.47 million baht from last year due to deferred tax liabilities was increased by 221.26 million baht and the employee benefit was increased by 6.13 million baht.

On the shareholders' equity, as of 31 December 2021 was 6,070.57 million baht compared with 2020 which the shareholders' equity was increased by 730.18 million baht from last year.

A report on the operation results for the year 2021 compared with that on 31 December 2020:

Asia Hotel PCL, Asia Hotel, Rajathevee Bangkok, had the revenue of 50.07 million baht which was decreased by 81.13 million baht or 61.84% lower, the loss margin 39.13 million baht, and other income was 28.06 million baht which was decreased by 20.10 million baht from last year. Loss before interest and tax was 42.70 million baht. The operating result of the year 2021 was the net loss of 81.72 million baht, net loss per share was 0.26 baht. There was the average occupancy rate for year 2021 was 11.25%, and average room rate for 2021 equaled to 1,002 baht.

The financial status of the Company from the balance sheet on 31 December 2021 compared with that on 31 December 2020

On Assets, the Company had the total assets at the end of 2021 was 4,289.61 million baht, the total assets increased by 1,122.91 million baht. Current Asset was 25.80 million baht which was decreased from last year by 2.83 million baht due to the trade and other current receivable was decreased by 2.8 million baht. The total non-current asset was 4,263.81 million baht which was increased from last year by 1,125.74 million baht due to the property, plant and equipment was increased by 1,135.82 million baht from an increased in the appraisal of Property, plant and equipment.

On Liabilities, the Company had the total liabilities at the end of 2021 was 1,564.32 million baht compared with 2020, the total liabilities were increased by 261.87 million baht, consist of total current liabilities was 455.61 million baht which was increased by 51.22 million baht from last year due to bank overdraft was increased by 50 million baht and the current portion of long-term loan from financial institutions was increased by 16 million baht. The total non-current liabilities were 1,108.7 million baht which was increased by 228.65 million baht from last year due to deferred tax liabilities was increased by 228.91 million baht.

On the shareholders' equity, as of 31 December 2021 was 2,725.29 million baht compared with 2020 which the shareholders' equity was increased by 843.03 million baht from last year.

After the manager of the accounting and finance reported the operation results and the financial statement on the Company and its consolidated statement. The Chairman inquired the shareholders for additional questions.

After that no shareholders inquired anymore. The Chairman proposed the shareholders to approve the financial statement as reported above.

In this agenda, more shareholders and proxies joined the meeting which is 81 people, 234,822,095 votes

The meeting considered and resolved to approve the financial statement for the year ended on 31 December 2021 of Asia Hotel PCL and the consolidated statement as proposed by the Board of Directors

By the following votes:

	Votes	Percentage
Approval	234,822,095	100.0000
Disapproval	0	0.0000
Invalid ballots	0	0.0000
Total	234,822,095	100.0000
Abstinent	0	0.0000

Agenda 4 To consider and approve omission of dividend payment from operating results of the year 2021

Fact and Reasons : Pursuant to the Public Companies Limited Act, B.E. 2535(1992) and the Company's Articles of Association No. 48-49, it is required that the Annual General Meeting of Shareholders shall

consider and approve the allocation of profit and to set aside as a statutory reserve at least 5 percent of the Company's net earnings after deducting accumulated deficit brought forward (if any) until the reserve reaches at least 10 percent of its registered share capital and the company has a policy to pay the dividend to shareholders not less than 60% of the net profit after appropriating to legal reserve. According to the audited separate financial statements of ASIA for the year ended December 31, 2021, the net loss is Baht 81.72 million due to the impact of the COVID-19 pandemic in 2021. Therefore, the Company is unable to allocate dividends to shareholders according to the Company's dividend payment policy.

Board of Directors' Opinion: As the above result it, should be to consider and approve the omission of dividends and the allocation of legal reserves from the 2021 performance.

Voting: To approve this matter, a resolution must be passed by a majority vote of the shareholders who attending the meeting

The Chairman inquired the meeting if any shareholder would like to question anymore on this agenda.

The shareholders acknowledged and no more inquiry.

The meeting considered and resolved to approve the omission of dividends and the allocation of legal reserves from the 2021 performance that proposed by the Board.

By the following votes:

	Votes	Percentage
Approval	234,822,095	100.0000
Disapproval	0	0.0000
Invalid ballots	0	0.0000
Total	234,822,095	100.0000
Abstinent	0	0.0000

Agenda 5 To consider and elect the directors in replacement of those who are retired by rotation

Fact and Reasons: According to the Public Limited Company Act, and Clause 18 of the Company's Articles of Association, one-third of the directors shall vacate the office upon the Annual General Meeting of shareholders. Currently, the Board of Directors consists of 13 members. There must be four members who have to be retired by rotation in the Annual General Meeting of Shareholders for the Year 2022. Three directors who hold the longest time in the office who was appointed in the year 2019, and one director by drawn a label, who was appointed in the year 2020, totaling 4 members in this annual general meeting are:

- 1) Mr. Suwat Dusitrojjanawongse Independent Director and Audit Committee Member
- 2) Mrs. Ruchukorn Siriyodhin Independent Director
- 3) Mr. Surapong Techaruvichit Executive Director
- 4) Mrs. Suvimol Techaruvichit Director

The Nomination and Remuneration Committee reviewed the nominated persons to propose to shareholders for appointment as directors to replace the directors who retired by rotation. The Company then gave the shareholders the opportunity to propose names of potential candidates with appropriate qualifications through its website for election as the Company's directors during the period of 1 October 2021 to 31 December 2021. However, until the end of the specified period, there were no candidates proposed by the shareholders. The Nomination and Remuneration Committee (excluding the directors who retire by rotation, Mr. Suwat Dusitrojjanawongse) consider and scrutinize the qualifications of all directors who have retired, they recommended these 4 members of directors to replace the members who ended their term.

The Nomination and Remuneration Committee recommended these 4 members of directors to replace the members who ended their term as follows:

- 1) Mr. Suwat Dusitrojjanawongse Independent Director and Audit Committee Member
- 2) Mrs. Ruchukorn Siriyodhin Independent Director
- 3) Mr. Surapong Techaruvichit Executive Director
- 4) Mrs. Suvimol Techaruvichit Director

The brief information of the nominated persons to be directors are shown in Enclosure No. 3

Board of Directors' Opinion: Directors (excluding the directors who retire by rotation) agreed with the Nomination and Remuneration Committee that the 1st and 2nd directors are independently able to supervise and inspect the performance of duties as well, give useful advice to the business. The 3rd and 4th directors are knowledgeable in hotel business management with years of experience. As a result, the directors propose the meeting to consider electing of 4 members to be directors for one more term. They are not having any prohibited attributes and can perform their roles legally.

Voting : To approve this matter, a resolution must be passed by a majority vote of the shareholders who attending the meeting

In this agenda, 4 directors with completed term were leaving the conference for a while. The chairman of the meeting was announcing the vote of directors individually in accordance with the principle of good governance by which every shareholder participate in voting individually. The list of directors is as follows:

- 1) Mr. Suwat Dusitrojjanawongse as Independent Director/Audit Committee Chairman
Nomination and Remuneration Member

By the following votes:

	Votes	Percentage
Approval	233,971,095	99.9996
Disapproval	1,000	0.0004
Invalid ballots	0	0.0000
Total	233,972,095	100.0000
Abstinent	850,000	-

- 2) Mrs. Ruchukorn Siriyodhin as Independent Director

By the following votes:

	Votes	Percentage
Approval	234,822,095	100.0000
Disapproval	0	0.0000
Invalid ballots	0	0.0000
Total	234,822,095	100.0000
Abstinent	0	-

- 3) Mr. Surapong Techaruvichit as Executive Director

By the following votes:

	Votes	Percentage
Approval	232,555,435	100.0000
Disapproval	0	0.0000
Invalid ballots	0	0.0000
Total	232,555,435	100.0000
Abstinent	2,266,660	-

- 4) Mrs. Suvimol Techaruvichit as Director

By the following votes:

	Votes	Percentage
Approval	229,202,135	100.0000
Disapproval	0	0.0000
Invalid ballots	0	0.0000
Total	229,202,135	100.0000
Abstinent	5,619,960	-

The meeting considered and resolved to reinstate the 4 rotated directors, Mr. Suwat Dusitrojjanawongse, Mrs. Ruchukorn Siriyodhin, Mr. Surapong Techaruvichit and Mrs. Suvimol Techaruvichit as the Company's directors with the above votes.

After that, the meeting host invited three directors to come back in the meeting room to consider the next agendas and Mr. Surapol Techaruvichit was assigned to conduct the meeting agenda.

Agenda 6 To consideration for approval of the non-payment of bonus for the Board of Directors and approval the meeting allowance as proposed by the Board

Fact and Reasons: Articles of Association no.34, the Annual General Meeting of shareholders will determine the Directors' remuneration and meeting allowances.

The Nomination and Remuneration Committee has proposed to consider the remuneration for directors is Directors' Bonus and meeting allowances for year 2022 due to the company being severely affected by the spread of the Covid-19 virus and the current economic slowdown. Therefore, it is proposed to stop paying the bonus to the Board in 2022 and approve the board meeting allowance at the same rate as the previous year. To propose for approval to the shareholders' meeting as follows:

Remunerations	Year 2022 (to Propose)	Year 2021
Board of Directors		
1. Bonus of Board of Director	none	none
2. Meeting Allowance per meeting		
- Chairman of Board of Director	20,000 Baht	20,000 Baht
- Vice Chairman	15,000 Baht	15,000 Baht
- Director	10,000 Baht /person	10,000 Baht /person
Remuneration of Committee		
Remuneration of Audit Committee: No payment of the annual remuneration to the audit committee in 2022		
-Chairman of Audit Committee	none	none
- Audit Committee member	none	none
Remuneration of Nomination and Remuneration Committee: their remuneration was meeting allowance		
-Chairman of Nomination and Remuneration committee	15,000 Baht /meeting	15,000 Baht/meeting
-Nomination and Remuneration Committee member	10,000 Baht /person/meeting	10,000 Baht / person/meeting

Board of Directors' Opinion: As recommended by the Nomination and Remuneration Committee, The Board of Directors proposes the Annual General Meeting of shareholders to approve the Directors' remuneration and remuneration of the committee as recommended by the committee. There should be no other remuneration apart from the above specified.

Voting: To approve this matter, a resolution must be passed by not less than two-thirds of the total number of votes of shareholders who attend the meeting.

The Chairman asked the meeting if any shareholder disapproves or abstains from voting. No shareholder disagreed or abstained.

The meeting considered and resolved to approve the payment of the remuneration for 2022 to the Board and the meeting allowances to each board meeting in 2022.

By the following votes:

	Votes	Percentage
Approval	234,822,095	100.0000
Disapproval	0	0.0000
Invalid ballots	0	0.0000
Abstinent	0	0.0000
Total	234,822,095	100.0000

Agenda 8 To consider and appoint the auditor for the year ended 2022 and to fix auditing fee

Fact and Reasons: According to the Public Limited Company Act and Clause 43 of the Company's Articles of Association, the shareholders' meeting shall appoint the auditor and fix the audit fee. The selection of the auditors and the audit fee were scrutinized and endorsed by the Audit Committee and the Board of Directors respectively.

Furthermore, the audit committee has an opinion according to the comparison and negotiation to propose ANS Audit Co., Ltd., who was auditor 7 years ago, to be new auditor of the company. The audit company has offered the audit fee for 1,380,000- baht for the year 2022.

Board of Directors' Opinion: The Board of Directors proposes to Annual General Meeting of Shareholders to appoint new auditors from ANS Audit Co., Ltd., as following

Name of Auditors	CPA No.	Number of year as signed in F/S
1. Mr. Sathien Vongsnan	3495	3
2. Miss Patcharee Siriwongsin	9037	-
3. Miss Panita Chotesaengmaneeikul	9575	-

The brief information of the nominated persons to be auditors are shown in Enclosure No. 4

By fix the audit fee for the year 2022 comprising of 3 quarterly interim financial statement and statutory financial statement with the audit fee Baht 1,380,000.- which the same as last year (audit fee for the year 2021 of Baht 1,380,000.-). If there is any work other than the annual auditing, the Board of Directors should be authorized to set service fee case by case.

In addition, the same group auditors, ANS Audit Co., Ltd., has been appointed to be the auditor of the 6 subsidiary companies : Asia Pattaya Hotel Co., Ltd., Asia Airport Hotel Co., Ltd., Zeer Property Public Co., Ltd., Zeer Asset Co., Ltd., Zeer Oversea LLC and Spa Hotel Co., Ltd. with the total audit fee for ASIA Groups Baht 5,427,000.- which details as follows:

<u>Name</u>	<u>Audit Fee for Year</u>	<u>Audit Fee for Year</u>	<u>Increase/(Decrease)</u>
	<u>2022</u>	<u>2021</u>	
	<u>ANS Audit Co., Ltd</u>	<u>ANS Audit Co., Ltd</u>	
ASIA Hotel Public Co., Ltd.	1,380,000.00	1,380,000.00	0.00
<u>Subsidiaries</u>			
1. Asia Pattaya Hotel Co., Ltd.	850,000.00	850,000.00	0.00
2. Asia Airport Hotel Co., Ltd.	990,000.00	990,000.00	0.00
3. Zeer Property Public Co., Ltd.	1,480,000.00	1,480,000.00	0.00
4. Zeer Asset Co., Ltd.	82,000.00	82,000.00	0.00
5. Zeer Oversea LLC	330,000.00	300,000.00	30,000.00
6. SPA Hotel Co., Ltd.	<u>315,000.00</u>	<u>315,000.00</u>	<u>0.00</u>
Total Audit Fee	<u>5,427,000.00</u>	<u>5,397,000.00</u>	<u>30,000.00</u>

ANS Audit Co., Ltd is an independent firm and is not a shareholder of the Company and subsidiaries, and renders no other services.

Voting : To approve this matter, a resolution must be passed by a majority vote of the shareholders who attending the meeting
After that the Chairman inquired if any shareholder would disagree or abstain from voting on this item. No shareholder disagreed or abstained.

The meeting considered and resolved to approved the auditors who are Mr. Sathien Vongsnan, CPA No. 3495 or Miss Patcharee Siriwongsin CPA No. 9037 or Miss Panita Chotesaengmaneekul CPA No. 9575 from ANS Audit Co., Ltd. as the auditors of the Company for 2022 with the audit fees in the amount of 1,380,000 baht.

By the following votes:

	Votes	Percentage
Approval	234,822,095	100.0000
Disapproval	0	0.0000
Invalid ballots	0	0.0000
Total	234,822,095	100.0000
Abstinent	0	0.0000

Agenda 9 Consideration for other business (if any)


Mr. Surapol Techaruvichit, CEO questioned shareholders in the meeting that who has any questions regarding the company's performance, no shareholders proposed anything to the meeting for consideration, the Chairman thanked the attendees and adjourned the meeting at 15.30 hours.

Signed *Piyawudh Senapoopitaksa* Chairman of the Meeting
(Mr.Piyawudh Senapoopitaksa)

Miss Sudaratana Wisnuwatanakit
Secretary of the meeting

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Brief information supporting the election of the new directors who vacate the office in Agenda 5

1.Name	Mr. Piyawudh Senapoopitaksa	
Propose to Director	Chairman/Independent Director/ Audit Committee Member Nomination & Remuneration Committee Member	
Present Position	Chairman/Independent Director/ Audit Committee member Nomination & Remuneration Committee member	
Age	94 years	
Educational Background	Certificate of Life Insurance,	
Training Course from IOD	Certificate of Attendance DAP no.6/2003 and FSD no. 04/2009 from IOD	
Number of Shares Held	266,660 Shares or 0.08%	
Family Relationship	-none-	
Experience for the past 5 years	2018 – Present Chairman of Board of Directors Asia Hotel Public Company Limited. 2010 – Present Nomination & Remuneration Committee Member Asia Hotel Public Company Limited. 1999 – Present Audit Committee Member, Asia Hotel Plc. Co., Ltd. 1968 – Present Director, Asia Hotel Public Company Limited.	
Term of directorship	54 years, since the year 1968	
Criminal record in past 10 years	-none-	
Disqualifications	-none- (Has not committed and offence against property or entered into a transaction which may have caused a conflict of interest with Company over the last year)	
Current position in other organization		
Listed Company	-none-	
Non-Listed Company	1988 – Present Director , A.B.K. Enterprise Co., Ltd. 2014 – Present Advisor to Managing Director, Asia Pattaya Hotel Co., Ltd. 2014 – Present Advisor to Managing Director, Asia Airport Hotel Co., Ltd.	
Other organization that may cause Any conflict of interest to ASIA	-none-	
Participate in the meeting for year 2022		
1/1	time for Annual General Meeting no.60 (2022)	
10/10	times for Board Meeting	
4/4	times for Audit Committee Meeting	
22	time for Nomination and Remuneration Meeting	

2. Name/ Position**Dr. Chotima Puasiri****Propose to Director**

Independent Director /Audit Committee Member

Present Position

Independent Director /Audit Committee Member

Age

44 years

Educational BackgroundPhd. Business Administration, Ramkhamhaeng University
Master of Commerce, Marketing UNSW, Sydney, Australia
Master of Art, Management, Nottingham University, U.K.**Training Course from IOD**Certificate of Attendance DAP no. 78/2009 from IOD and FSD no.16/2012
ACP no.41/2012 from IOD**Number of Shares Held**

60 Shares or 0.00%

Family Relationship

-none-

Experience for the past 5 yearsMay 2012 – Present Audit Committee member Asia Hotel Plc Co., Ltd.
May 2011 – Present Independent Director, Asia Hotel Public Co., Ltd.
Aug 2008 – Present Director, Asia Hotel Public Co., Ltd.**Term of directorship**

15 years since the year 2008

Criminal record in past 10 years

-none-

Disqualifications-none-
(Has not committed and offence against property or entered into a transaction which may have caused a conflict of interest with Company over the last year)**Current position in other organization**

Listed Company	2008 – Present	Manager, Office Admin Department, Nam Seng Insurance Public Company Limited
Non-Listed Company	2009 – Present	Director, N.S.B. Co., Ltd.

Other organization that may cause
Any conflict of interest to ASIA


-none-


Participate in the meeting for year 2022

1/1 times for Annual General Meeting no.60 (2022)

9/10 times for Board Meeting

3/4 times for Audit Committee Meeting

3. Name/ Position	Mrs. Pornpun Tanariyakul Authorized Director	
Propose to Director	Executive Director	
Present Position	Executive Director	
AGE	62 years	
Educational Background	MBA from Chulalongkorn University, Bachelor Degree in Accounting, Chulalongkorn University	
Training Course from IOD	Certificate of Attendance DAP no. 6/2003 from IOD	
Number of Shares Held	35,727,750 Shares or 11.16% (own share=34,723,750 shares and spouse=1,004,000 shares)	
Family Relationship	Daughter of Mrs. Suvimol Techarvichit, younger sister of Mr. Surapol Techaruvichit , Mr.Surapong Techaruvichit and elder sister of Mrs. Oyetip Hayrabut	
Experience for the past 5 years	2014 – Present Deputy Managing Director, Asia Hotel PLC., Asia Pattaya Hotel Co., Ltd. and Asia Airport Hotel Co., Ltd. 2000 – Present Executive Director, Asia Hotel Public Co., Ltd. 1992 – Present Executive Director, Asia Airport Hotel Co., Ltd. 1988 – Present Executive Director, Asia Pattaya Hotel Co., Ltd.	
Term of directorship	22 years, since the year 2000	
Criminal record in past 10 years	-none-	
Disqualifications	-none- (Has not committed and offence against property or entered into a transaction which may have caused a conflict of interest with Company over the last year)	
Current position in other organization	Listed Company 2014 – Present Director, Namseng Insurance Public Co., Ltd. Non-Listed Company 2003 – Present Managing Director, Pamatoy Co., Ltd. 1988 – Present Director, A.B.K. Enterprise Co., Ltd.	
Other organization that may cause Any conflict of interest to ASIA	-none-	
Participate in the meeting for year 2022	1/1 time for Annual General Meeting no.60 (2022) 9/10 times for Board Meeting 1/1 time for Nomination and Remuneration Meeting	

4. Name/ Position	Miss Kesarin Pupiphathirunkul	
Propose to Director	Independent Director	
Present Position	Independent Director	
AGE	50 years	
Training Course from IOD	- None -	
Educational Background	- MBA (Finance), University of Wisconsin at Whitewater, USA. - Bachelor Degree in Faculty of Economics, Chulalongkorn University	
Number of Shares Held	- none -	
Family Relationship	- none -	
Experience for the past 5 years	Sep 2022 – Present - Independent Director, Asia Hotel Public Co., Ltd. 2010 – Present - Assistant Managing Director, Classco Product Co., Ltd 2004 – 2010 - Head of Investment Research Division, Kasikorn Research Center Co., Ltd 1988 – 2004 - Trade Analyst, Bureau of Trade Negotiation, Ministry of Commerce 1997 – 1998 - Credit Analyst, Sakura Bank, Bangkok Branch	
Term of directorship	6 months since September 13, 2022	
Criminal record in past 10 years	-none-	
Disqualifications	-none- (Has not committed and offence against property or entered into a transaction which may have caused a conflict of interest with Company over the last year)	
Current position in other organization		
Listed Company	-none-	
Non-Listed Company	- Assistant Managing Director, Classco Product Co., Ltd	
Other organization that may cause Any conflict of interest to ASIA	-none-	
Participate in the meeting for year 2022		
0	time for Annual General Meeting no.60 (2022)	
2/3	times for Board Meeting	

Brief information of the nominated persons to be Auditor for the year 2023

1. Name **Mr. Sathien Vongsnan**
CPA License no. 3495
Present Position Audit Senior Partner, ANS Audit Co. Ltd.



Qualifications

- Certified Public Accountant of Thailand
- Member of the Federation of Accounting Professions of Thailand (FAP)
- BBA (Accountancy) from Thammasat University
- MBA (International Program) from Bangkok University
- Lecturer and guest speaker
- SEC Authorized Auditor

Experience

- Senior Audit Partner of Audit Co., Ltd. since 2001
- The Deputy Financial Controller for Christiani & Neilsen (Thai) PCL
- Accounting Manager at Ericsson Thai Networks Co., Ltd.
- Senior Auditor at SGV Na Thalang Co., Ltd.

Years signed in the Company's financial statements - 4 - years

2. Name/ Position **Miss Panita Chotesaengmaneekul**

CPA License no. 9575
Present Position Audit Partner, ANS Audit Co. Ltd.



Qualifications

- Certified Public Accountant of Thailand
- SEC Authorized Auditor
- Member of the Federation of Accounting Professions of Thailand (FAP)
- M.Sc. in IT in Business (MIS), Chulalongkorn University
- BBA in accounting from Ramkhamhaeng University

Experience

- Jointed ANS Co., Ltd. Since September 2004.
- Audit Partner of ANS Audit. Co. Ltd. Since 2017
- She serves the audit service to various local and multinational clients including the publicly interest entities.

Years signed in the Company's financial statements -0- year

Regulation of Shareholder Meeting

35. The Board of Directors shall call a shareholder meeting which is an annual ordinary general meeting of shareholders within four months of the last day of the fiscal year of the company.
36. All other than meetings shall be called extraordinary general meetings (EGM). The board of directors shall call an EGM whenever it deems appropriate or one or more shareholders holding shares amounting to not less than ten percent of the total number of shares sold may, by subscribing their names, makes a written request to the Board of Directors to call an extraordinary general meeting at time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five days as from the date of receipt of such request from the shareholders.

In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph one, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five days as from the completion of such period. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation

In case the quorum of the shareholders' meeting called by the shareholders as prescribed under paragraph two is not formed according to Article 38, the shareholders as prescribed under paragraph two shall be collectively responsible to the company for expenses arising from such meeting.

37. In calling a shareholder meeting, the board of directors shall prepare a written notice calling the meeting that states the place, date, time agenda of the meeting and the matters to be proposed to the meeting with reasonable details by indicating on clearly whether it is the matter proposed for information, for approval or for consideration including the opinions of the board of directors in the said matters, then the said notice shall be delivered to the shareholders not less than seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper at least three days prior to the date of the meeting.
38. In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty-five persons or not less than one-third of the total number of shareholders whichever case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold, unless otherwise stipulated by the relevant Act.

At any shareholder meeting, if one hour has passed since the time specified for the meeting is still inadequate for a quorum as defined in the first paragraph, and of such shareholder meeting was called as a result of request by the shareholders, such meeting shall be cancelled. If such meeting was not called as result of a request by the shareholders the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven days prior to the date of the meeting, In the subsequent meeting a quorum is not required

39. In the shareholders' meeting, the shareholders may authorize other people who reach the legal age to attend the meeting and vote on their behalf. The proxy statement must be dated and signed by the shareholder who grants it and shall comply with the statement set by the registrar.

This proxy statement shall be submitted to the chairman of the board or his assignee at the meeting venue before the proxy attends the meeting.

In voting, it shall consider the proxy has the votes equal to the combined votes the principal has except the proxy shall state to the meeting before voting that they shall vote on behalf of some principal by stating the name of the principal and the number of shares the proxy holds.

40. In voting, one share shall be counted as one vote and a resolution of the shareholder meeting shall require as follows.
- (1) In an ordinary event, the majority votes of the shareholders who attend the meeting is final. In case of a tie vote, the chairman of the meeting shall have a casting vote.
 - (2) In the following events, a vote of not less than three quarters of the total number of votes of shareholders who attend the meeting and have the right to vote:
 - (a) The sale or transfer of the whole or important parts of the business of the company of others person.
 - (b) The purchase or acceptance of transfer of the business of other companies of private company.
 - (c) The making, amending or termination of contracts with respect to the granting of a lease of the whole or important parts of the business of the company.
 - (d) The assignment the management of the business of the company to any other persons.
 - (e) The amalgamation of the business with other persons with the purpose of profit and loss sharing.
 - (f) The amendment of the article association or regulation
 - (g) The increased or decreased capital of company or debenture
 - (h) Merge or Quittance

41. Voting should be done openly unless during or before announcing the resolution there are not less than 5 shareholders request for a secret voting and procedures to be set by the Chairman.

42. Any shareholders who get special benefits from any resolution will not be allowed to vote. If necessary the Chairman will ask that particular shareholder to temporarily leave the meeting.
43. The following transactions for an annual general meeting shall comprise:
- (1) To consider reports of the board of directors which proposed to the meeting declaring the annual operating of the company.
 - (2) To consider and to approve the balance sheet.
 - (3) To consider the statement of profit and profit appropriation
 - (4) To elect the director (s) in replacement of the vacancy upon the expiry of his or her term
 - (5) To appoint the auditor of the company, and
 - (6) Others (if any)

Independent Directors for the Proxy form of AGM no. 61

Enclosure no.6 page 1

Name/ Position	AGE	Position	The stakeholder in this meeting	Responsibility	Address
1. Mr. Suwat Dusitrojanawongse	78 years	Independent Director and Audit Committee Chairman	Mr. Suwat Dusitrojanawongse will not gain benefit from all agenda proceed to this shareholder meeting	Be in office as audit committee member since year 1999 and independent director since 2008 with well recognition.	296 Phyathai Rd. Rajathevi Bangkok 10400
2. Mrs. Ruchukorn Siriyodhin	65 years	Independent Director and Audit Committee member	Mrs. Ruchukorn Siriyodhin will not gain benefit from all agenda proceed to this shareholder meeting	Be in office as audit committee member since year 1999 and independent director since 1994 with well recognition.	296 Phyathai Rd. Rajathevi Bangkok 10400
3. Mr. Piyawudh Senapoopitaksa	94 years	Independent Director and Audit Committee member	Mr.Piyawudh Senapoopitaksa may gain benefit from 5 th agenda proceed to this shareholder meeting	Be in office as audit committee member since year 1999 and independent director since 1994 with well recognition.	296 Phyathai Rd. Rajathevi Bangkok 10400
4. Dr. Chotima Puasiri	44 years	Independent Director and Audit Committee member	Dr. Chotima Puasiri may gain benefit from 5 th agenda proceed to this shareholder meeting	Be in office as audit committee member since May 2012 and as independent director since 2011 with well recognition.	296 Phyathai Rd. Rajathevi Bangkok 10400

Information of Qualifications of Independent Directors

Qualifications of Independent Directors are as follows:

- Hold shares of not more than 1.00% of the voting shares of the company, holding company, subsidiary company, associated company, major shareholder or person control over the company, including shares held by related persons of such independent director as equal as the SEC's regulator.
- Must not be nor have ever been a director with participation in management, a hired worker, an employee, an advisor with fixed salary, or a person control over the company, subsidiaries company, associated company, the same level of subsidiaries, major shareholders or a person control over the company unless having been relieved from such title for not less than 2 years before the date of appointment.
- Must not be a person related by blood or by legal registration as father, mother, spouse, sibling, and offspring including spouse of offspring of an executive or major shareholder, controlling person or person who will be nominated as executive or controlling person of the Company and subsidiary companies.
- Must not have nor ever had any business relationship with the company, holding company, subsidiaries company, associated company, major shareholder or person control over the company, to the extent that may obstruct the using of his/her independent discretion, and is not nor ever have been a shareholder or controlling person with business relationship with the company, holding company, subsidiaries company, associated company, major shareholder or controlling person unless having been relieved from such title for not less than 2 years before the date of appointment.
- Must not have nor ever been an auditor of the company, holding company, subsidiaries company, associated company, major shareholder or person control over the company and is not major shareholder, controlling person or a managing partner of the audit firm where the auditors of the company, holding company, subsidiaries company, associated company, major shareholder are working for unless having been relieved from such title for not less than 2 years before the date of appointment.
- Must not have nor ever been a provider of any professional service, including legal consultant of financial consultant, with the remuneration in excess of Baht 2 million per annum from the company, holding company, subsidiaries company, associated company, major shareholder or person control over the company and is not major shareholder, controlling person or a managing partner of such professional service provider, unless having been relieved from such title for not less than 2 years before the date of appointment.
- Must not be a director appointed as the representative of the Company director, major shareholder or any shareholder who are connected persons of the major shareholder.
- Must not operate the similar business that will compete with the business of the company or its subsidiaries or not holding shares or be a committee member, employee, staff, consultant with salary or holding more than 1% of other company's or its subsidiaries' shares with the similar business and competition.
- Must not possess any other characteristics that will prevent the independent expression of opinions in respect of the operations of the company.
- Independent Directors may be assigned by Board of Directors to make a collective decision regarding the business operation of the Company, major company, subsidiary companies, affiliated companies and sub-companies at the same level or juristic persons that may have conflicts.
- Disclose information of being independent director of other group of companies including remuneration obtained from the group in the form 56-1 and annual report (remuneration from each individual company is not required)

Schedule for Attendance at the meeting

Registration: 12.30 a.m. To 2.00 p.m.

Participants are required to present the following documents for registration prior to attending the meeting (depending on the case)

In case of “ In attendance ”

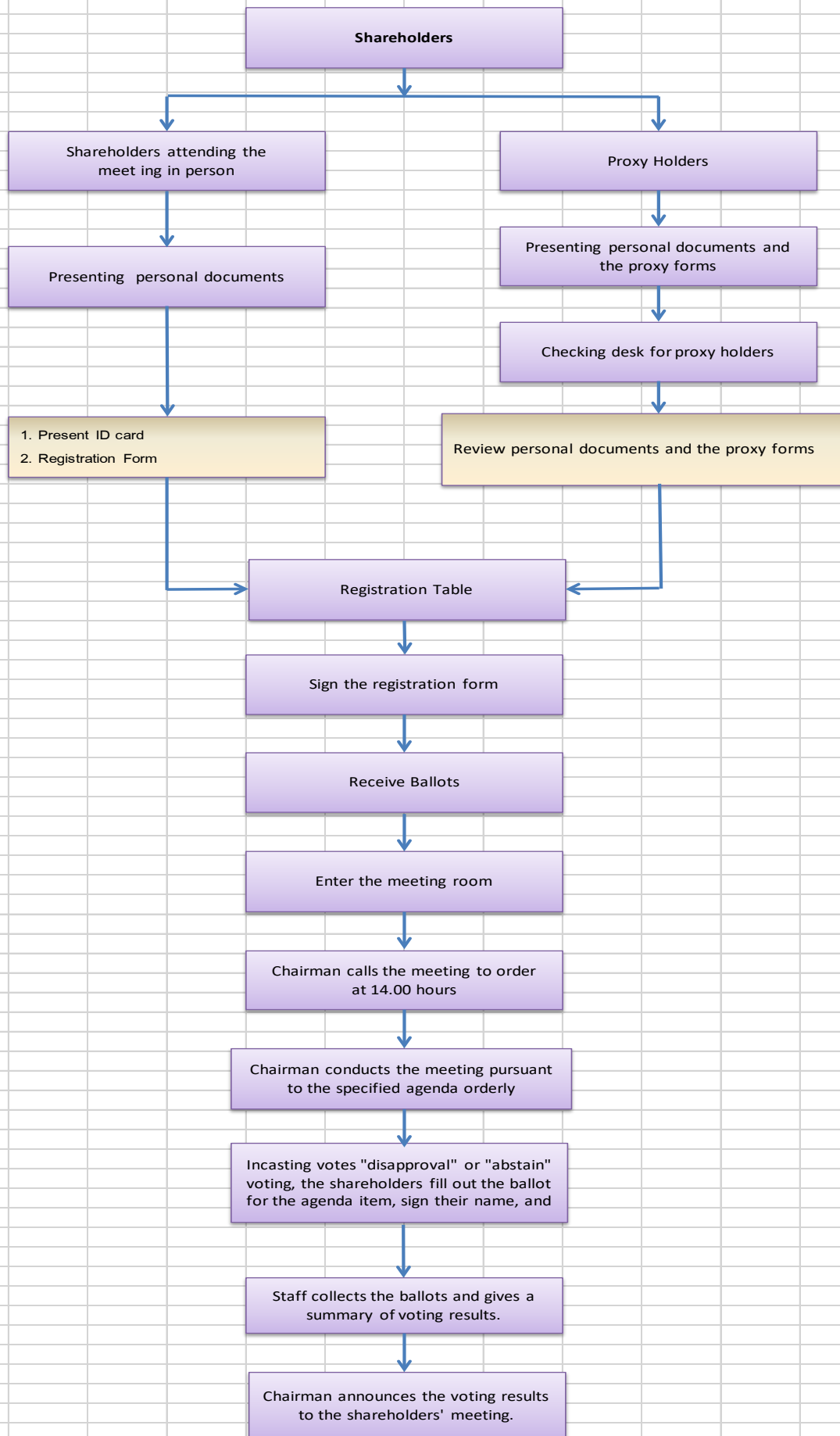
For individual shareholders: Please present the identification card issued by the state agency, which bears the photograph of the participant. Also, a photocopy of such identification document certified a true copy by the shareholder or proxy holder (in case the participant is a proxy holder).

For Shareholder who is the juristic person: A photocopy of the Certificate of Incorporation of the juristic person, which is certified a true copy by the juristic person’s representative. Also, a photocopy of the identification document of the juristic person’s representative and the proxy who sign on the photocopy of the Certificate of Incorporation which is certified a true copy. As well, the identification document issued by the state agency, which bears the photograph of the proxy holder who is authorized to attend the meeting, must be presented at the meeting.

In case of “Proxy”

1. The proxy form shall be made in writing and signed by both grantor and grantee and shall be presented with the certified copies of ID card of both grantor and grantee.
2. Please deliver the proxy form with stamp duty as described in (1) to the company (either by mail or by hand) to Khun Sudarat Wisnuwatanakit at 3rd floor, the office of managing director, Asia Hotel, 296 Phayathai Rd., Bangkok 10400, not later than 9.00 a.m. of the business day before the meeting day.

REMARK: Proxy Form for using in Shareholder Meeting. Shareholders may use one of 3 forms: Proxy A, B or C. Proxy Form B is attached here to. The others are available at www.asiahotel.co.th under the title “Investor Relations”



Please send the ballots in all agendas to the staff after the finished meeting

Proxy Form (Form B)

Written at

Date Month Year

(1) I/We Nationality Residing at No.

(2) As a shareholder of Asia Hotel Public Company Limited holding the aggregate of shares
and vote at the meeting is votes.

Common shares shares. Vote at the meeting isVotes.

Preferred shares shares. Vote at the meeting isVotes.

(3) (A) Hereby appoint Age years Residing at No. (B) Hereby appoint Age years Residing at No.

(C) Hereby appoint **Mr. Suwat Dusitrojjanawongse** Independent Director/Audit Committee Chairman Age **78** years
296 Phyathai Road, Rajathevee, Bangkok 10400.

Anyone of the above as my/our proxy in my/our stead to attend and vote at the 61th Annual General Meeting of Shareholders to be held on **19 April 2023**
at **2.00 p.m.** at the Kingpetch Room, Asia Hotel, 296 Phyathai Road, Rajathevee, Bangkok, or the adjournment of such meeting on such date, time and place.

(4) I/we hereby authorize the proxy to votes on my/our behalf at this Meeting, as follows:

Agenda 1 Certify the minutes of the AGM No. 60 Approvevote. Disapprove.....vote. Abstain.....vote.**Agenda 3 Consider and approve the audited Financial Statements for the year ended December 31, 2022** Approvevote. Disapprove.....vote. Abstain.....vote.**Agenda 4 Consider and approve omission of dividend payment from operating results of the year 2022** Approvevote. Disapprove.....vote. Abstain.....vote.**Agenda 5 Appoint directors to succeed those completing their terms** Approve to Appoint All Board of Directors.....votes. Approve to Appoint some Directors as follows:**1. Mr. Piyawudh Senapoopitaksa** Approvevote. Disapprove.....vote. Abstain.....vote.**2. Dr. Chotima Puousiri** Approvevote. Disapprove.....vote. Abstain.....vote.**3. Mrs. Pornpun Tanariyakul** Approvevote. Disapprove.....vote. Abstain.....vote.**4. Miss Kesarin Pupiphathirunkul** Approvevote. Disapprove.....vote. Abstain.....vote.**Agenda 6 Consider and approve of the remuneration for the Board of Directors.** Approvevote. Disapprove.....vote. Abstain.....vote.**Agenda 7 Consider and appoint the auditor for the year ended 2023 and fix auditing fee.** Approvevote. Disapprove.....vote. Abstain.....vote.**Agenda 8 Consider and approve the issuance and offering of debentures in the amount not exceeding Baht 3,200 million.** Approvevote. Disapprove.....vote. Abstain.....vote.**Agenda 9 Consider other issues (if any)** Approvevote. Disapprove.....vote. Abstain.....vote.

Continue page 2

(5) Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting.

(6) In case I/we have not declared a voting intention in any agenda or my/our determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agendum specified above, including the case that there is any amendment, modification or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

Any business carried on by the proxy holder in the said meeting, except the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

Signature.....Grantor
(.....)

Signature.....Grantee
(.....)

Signature.....Grantee
(.....)

Signature.....Grantee
(.....)

Remarks

1. A shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
2. In agenda regarding the election of directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
3. In case that there any further agenda apart from specified above brought into consideration in the meeting, the proxy holder may use the Annex attached to Proxy Form B.

Annex to the Form of Proxy

Grant of Proxy as shareholder of Asia Hotel Public Company Limited

At the 61th AGM of Shareholders to be held on 19 April 2023 at 2.00 p.m. at the Kingpetch Room, Asia Hotel, 296 Phyathai Road, Rajathevee, Bangkok, or the adjournment of such meeting on such other date, time and place.

AgendaSubject

Approvevote. Disapprove.....vote. Abstain.....vote.

AgendaSubject

Approvevote. Disapprove.....vote. Abstain.....vote.

AgendaSubject

Approvevote. Disapprove.....vote. Abstain.....vote.



โรงแรมเอเชีย กรุงเทพฯ 296 ถนนพญาไท ราชเทวี กรุงเทพฯ เชื่อมต่อรถไฟฟ้าราชเทวี โทร. 02-217-0808