

AIR ASIA Company Limited

2024 First Extraordinary Shareholders' Meeting

Date & Time : September 4, 2024 (Wednesday) at 10 am

Place : No.1050, Jichang Rd., Rende Dist., Tainan City

(Same Company Building 2nd Floor)

Convening Method : Entity Shareholders' Meeting

Present : The total outstanding eligible number of shares is 209,438,204 shares. Of those shares, 59.99% or 125,652,117 shares were represented at the meeting either in person or by a representative for the respective shareholders or electronically. The First Extraordinary Shareholders' Meeting was attended by 7 Directors including Chairman Lu, Tian-Lin, Independent Director Lin, Chang-Ching, Director Li, Yu-Ying.

In Attendance : None.

Chairman : Lu, Tian-Lin, Chairman of the Board of Director

Recorder : Huang, Chun-Shien

Meeting Commenced : Chairman of the Meeting announced that the shareholding of shareholders present has met the regulatory requirement so that the Meeting begins.

Chairman's Statement : (Omitted)

ONE. Election Matter

Reelection of Directors and Independent Directors.

(Proposed by the Board of Directors)

Explanation:

- (1) The expired date of the 9th Directors term of office falls on Aug. 24, 2024, and the Company proposes to conduct the reelection of the 10th Directors in the First Extraordinary Shareholders' Meeting scheduled to hold soon.
- (2) In line with the Sustainable Development Action Plan for Listed Companies (2023), promote gender diversity among Directors of listed companies, appoint at least one Director of different genders, and promote that half of the Independent Directors of listed companies should serve no more than three terms.
- (3) In accordance with the provisions in Article 14 of the Company's "Articles of Incorporation", a total of 11 Directors (including 4 Independent Directors) is required to be elected, and the Director election adopts the candidate nomination system for a term of three years (beginning from Sep. 4, 2024 to Sep. 3, 2027). The tenure of existing Directors terminates in the upcoming First Extraordinary Shareholders' Meeting. Please refer to Annex 1 and Annex 2 for the list of candidates for Directors and Independent Directors.
- (4) The election was held in accordance with the "Procedures for Election of Directors".
- (5) Please elect.

Election result:

The list of elected Directors is as follows:

Account number or ID number	Account name or name	Number of votes received
31	Taiwan Aerospace Corp. Representative: Li, Wei-Hsien	146,765,590
31	Taiwan Aerospace Corp. Representative: Li, Han-Ming	128,146,464
31	Taiwan Aerospace Corp. Representative: Chang, Pei-Jen	127,137,005
31	Taiwan Aerospace Corp. Representative: Lu, I-Hsuan	126,137,460
31	Taiwan Aerospace Corp. Representative: Kuang, Chien-Wei	125,166,360
141	Taiwan Sugar Corporation Representative: Wu, Chih-Wei	110,147,642
141	Taiwan Sugar Corporation Representative: Li, Yu-Ying	110,213,223

The list of elected Independent Directors is as follows:

Account number or ID number	Account name or name	Number of votes received
D1209*****	Lin, Chang-Ching	125,717,958
E1209*****	Wang, Hui-Ching	125,142,720
D1016*****	Wang, Shih-Kun	124,016,374
D1218*****	Chang, Ke-Hao	122,724,830

TWO. Other Matters for Discussion

To lift restrictions on competition behavior of newly-elected Directors and their representatives.

(Proposed by the Board of Directors)

Explanation:

- (1) The Article 209 of the Company Act regulates: "A Director who does anything for himself or on behalf of another person that is within the scope of the Company's business, shall explain to the Meeting of Shareholders the essential contents of such an act and secure its approval."
- (2) To be in line with the election of new Directors, the Company proposes the First Extraordinary Shareholders' Meeting for the consent to lift restrictions on the competition behavior of newly elected Directors and their representatives.
- (3) For details of relieved competition for newly-elected Directors and their representatives, please refer to Annex 3 (Please refer to page 9).
- (4) Please discuss.

Resolution:

Approval votes: 124,597,327; Disapproval votes: 197,190; Abstention votes/No votes: 857,600; The number of votes in favor accounted for 99.16% of the 125,652,117 voting rights of shareholders, and the case was passed as proposed.

THREE. Extempore motion

None

FOUR. Meeting Adjourned

The meeting ends at 10:31 am.

FIVE. Summary Record

No shareholders asked questions.

Annexes

Annex 1.

List of Director Candidates

Candidate name	Number of shares held	Education	Experience	Current Position
Taiwan Aerospace Corp. Representative: Li, Wei-Hsien	104,029,402	Ph.D., Graduate School of Mechanical Engineering, Ecole Centrale de Nantes, France	President of National United University	
Taiwan Aerospace Corp. Representative: Li, Han-Ming	104,029,402	Ph.D., Department of Computer Science and Information Engineering, National Taiwan University	Advisor, National Security Council	Distinguished Professor, Department of Computer Science and Information Engineering, National Taiwan University of Science and Technology
Taiwan Aerospace Corp. Representative: Chang, Pei-Jen	104,029,402	Ph.D., Theoretical & Applied Mechanics, Cornell University, USA	Vice President, Industrial Technology Research Institute	Professor, Institute of Applied Mechanics, National Taiwan University
Taiwan Aerospace Corp. Representative: Lu, I-Hsuan	104,029,402	Master of Arts (International Economic Management), University of Birmingham, UK	• Vice President, Taiwan Aerospace Corp. • Senior Specialist, Hsinchu Science Park Bureau	• Acting General Manager, Taiwan Aerospace Corp. • Director of APEX Aviation Inc. • Director of Link Wave Aerospace Technologies Inc.

Candidate name	Number of shares held	Education	Experience	Current Position
Taiwan Aerospace Corp. Representative: Kuang, Chien-Wei	104,029,402	Mechanical Engineering, Air Force Mechanical School	Manager Ground Service, Sung Shan of Air Asia Co., Ltd.	President of Union of Air Asia Co., Ltd.
Taiwan Sugar Corporation Representative: Wu, Chih-Wei	19,898,469	Master, Institute of Environmental Engineering, National Chiao Tung University	Counselor of Ministry of Economic Affairs	• Deputy Director-General of Energy Administration, Ministry of Economic Affairs • Director of Air Asia Co., Ltd.
Taiwan Sugar Corporation Representative: Li, Yu-Ying	19,898,469	Master, Department of Information Management, National Yunlin University of Science and Technology	• Deputy Director of Department of Human Resource, Taiwan Sugar Corporation • Human Development Manager, Department of Human Resource, Taiwan Sugar Corporation	• Director of Department of Human Resource, Taiwan Sugar Corporation • Director of Air Asia Co., Ltd.

List of Independent Director Candidates

Candidate name	Number of shares held	Education	Experience	Current Position
Lin, Chang-Ching	-	Ph.D. in Economics, University of Michigan, Ann Arbor, USA	Associate Professor, Department of Economics, National Cheng-Kung University	• Professor, Department of Economics, National Cheng-Kung University • Independent Director of Mega Financial Holding Co., Ltd. • Independent Director of Air Asia Co., Ltd.
Wang, Hui-Ching	-	Master, Institute of Industrial Engineering, National Tsing Hua University	• Executive Assistant to GM of Jetwell Computer Co., Ltd. • Associate of PricewaterhouseCoopers Business Consulting Services Taiwan Ltd. • Executive of Public, Communication, Distribution, IBM Taiwan Corp.	
Wang, Shih-Kun	-	Master, Institute of Industrial Management, National Cheng Kung University	• Partnership CPA of Li Yang Accounting Firm • Manager, Accountant of Deloitte & Touche Tohmatsu Ltd.	• Director, CPA of Li Yi Accounting Firm • Independent Director of Tong Ming Enterprise Co., Ltd.

Candidate name	Number of shares held	Education	Experience	Current Position
Chang, Ke-Hao	-	• Master of EMBA, National Cheng Kung University • Master of Law, Fu Jen Catholic University	• Independent Director of Sun Ba Power Corp. • Partner of Chen, Tsai & Partners Attorneys-At-Law	• Co-Located of Welead Attorneys-At-Law • Independent Director of Solytech Enterprise Corp.

Annex 3.

**Details of relieved competition for newly-elected
Directors and their representatives**

Title	Name	Currently concurrently holding positions in other companies
Director	Taiwan Aerospace Corp. Representative: Lu, I-Hsuan	Director of APEX Aviation Inc.

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