

(Translation)

**Minutes of the 2012 Annual General Meeting of Shareholders
of Thai Airways International Public Company Limited
on Wednesday, 25 April 2012
at Miracle Grand Ballroom, 4th Floor, Miracle Grand Convention Hotel, Vibhavadi
Rangsit Road, Laksi, Bangkok**

Shareholders Present:

1. The Ministry of Finance, holding 1,113,931,061 shares
(Represented by Mr. Niti Wittayatem, proxy)
2. Other 4,600 shareholders, holding 625,448,214 shares
Totaling 4,601 shareholders present, representing a total of 1,739,379,275 shares

The Meeting commenced at 13.30 hrs.

Mr. Ampon Kittiampon, Chairman of the Board of Directors, and Independent Director, presided over the Meeting as the Chairman. Directors and committee-members including management executives attended the Meeting as follows:

Board of Directors and Committees

1. Mr. Ampon Kittiampon, Chairman and Independent Director
2. Mr. Areepong Bhoocha-oom, Vice Chairman, Chairman of the Nomination, Remuneration and Human Resources Development Committee
3. Mr. Kanit Sangsubhan, Independent Director, Member of the Nomination, Remuneration and Human Resources Development Committee, and Chairman of the Executive Board
4. Mr. Apiporn Pasawat, Independent Director, Chairman of CSR Committee, Member of the Nomination, Remuneration and Human Resources Development Committee
5. Pol.Gen. Preophan Dhamapong, Director and Chairman of the Good Corporate Governance Committee
6. Mr. Silpachai Jarukasemratana, Director and Chairman of the Risk Management Committee
7. Mr. Dheerasak Suwannayos, Director, Member of the Risk Management Committee and Member of the Good Corporate Governance Committee
8. ACM. M.L. Suprija Kamalasila, Director, Member of the Risk Management Committee
9. Mr. Chutinant Bhirom Bhakdi Director, Member of the Audit Committee and Member of CSR Committee
10. Mr. Pradit Sintavanarong, Director
11. Mr. Voradej Harnprasert, Director
12. Mr. Piyasvasti Amranand, Director, Member of the Good Corporate Governance Committee, Member of the Nomination, Remuneration and Human Resources Development Committee, Member of the Risk Management Committee and Member of CSR Committee

Management Executives

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| 1. Mr. Piyasvasti Amranand | President |
| 2. Mr. Pandit Chanapai | Executive Vice President, Commercial |
| 3. Flt.Lt. Montree Jumrieng | Executive Vice President, Technical |
| 4. Mr. Chokchai Panyayong | Executive Vice President, Strategy and Business Development |
| 5. Sqn.Ldr. Asdavut Watanangura | Executive Vice President, Operation |
| 6. Mr. Teerapol Chotichanapibal | Executive Vice President, Product and Customer Service |

7. Mr. Danuj Bunnag	Executive Vice President Managing Director, Ground Services Business Unit
8. Mr. Niruj Maneepun	Executive Vice President, Corporate Secretariat, acting as the Company Secretary for the Meeting
9. Mr. Sathok Varasarin	Executive Vice President, Human Resources
10. Mrs. Wasukarn Visansawatdi	Executive Vice President, Finance and Accounting
11. Mrs. Suvakhon Nawongs	Vice President, Office of the Internal Audit
12. Mrs. Sunathee Isvarphornchai	Vice President, Corporate Communications
13. Mr. Prakobkiat Ninnad	Vice President, Petroleum and Corporate Insurance
14. Mrs. Chuda Dhanabhumi	Vice President, Personnel Development and Training
15. Mr. Raj Tanta-Nanta	Vice President, Corporate Finance
16. Mr. Pichait Riengvattanasuk	Vice President, Risk Management
17. Mr. Thongchai Singhakul	Vice President, Financial Accounting
18. Mrs. Binkham Rohitasthira	Vice President, In-Flight Services
19. Mr. Pichai Chunganuwad	Managing Director, Cargo and Mail Commercial
20. Mr. Chailerk Thipayachan	Vice President, Office of the President
21. Mr. Lek Klinvibul	Vice President, Ground Customer Services
22. Mrs. Charita Leelayudth	Vice President, Management Accounting and Budget
23. 2 nd Lt. Anussorn Naksrichum	Vice President, Ground Equipment Services
24. Flg.Off. Wuttichai Saguanmoo	Vice President, Heavy Maintenance
25. Mr. Woranate Laprabang	Vice President, Corporate Strategy and Planning
26. Lt. Athisak Padchuenjai	Vice President, Flight Operation
27. Mr. Dullayapong Sukhanusas	Vice President, Alliance and Loyalty Management
28. Flt.Lt. Kanok Thongpurk	Vice President, Human Resources Management
29. Mr. Chalongchai Hiranyalekha	Vice President, Market Planning and Revenue Management
30. Flg.Off. Suraphon Israngura Na Ayuthya	Managing Director, Catering
31. Mr. Bumpen Suppasri	Vice President, Legal and Compliance
32. Ms. Jirapan Siripraiwan	Vice President, Business Development Special Projects
33. Mr. Saroj Yuttatri	Vice President, Information Technology Services
34. Mrs. Duanpen Teekakul	Vice President, Corporate Strategy and Planning

The representatives of the Office of the Auditor General of Thailand (OAG), as the Company's auditor, who were in charge of observing the voting process:

1. Mr. Terdpong Pongsaksi
2. Ms. Patthamon Budhasima
3. Ms. Pathamika Pao-in
4. Ms. Tassanee Saengsawang
5. Mr. Boonchai Chumsaenghirun

The volunteer shareholders who were vote-counting committee members:

1. Mr. Bowornwich Wittayatikoranasak
2. Mr. Rachit Sithadejwong
3. Mr. Rachatawit Daojaeng

Mr. Ampon Kittiampon, Chairman, informed the Meeting that Article 34 of the Company's Articles of Associations, stipulates that "In the Shareholders' Meeting, there must be not less than 25 shareholders or their proxies attending the Meeting, or there must be not less than a half of all shareholders and their proxies to attend the Meeting, and there must be not less than total one-third of the wholly sold shares to constitute the quorum." As there was

a total 2,382 shareholders present at the Meeting, either in person or via proxy, representing a total of 1,734,022,324 shares equivalent to 79.44130% of the total shareholders, which duly constituted the quorum. The Company currently has 112,659 shareholders totaling 2,182,771,917 shares. Accordingly, the Chairman declared the Company's 2012 Annual General Meeting of Shareholders (AGM) in progress .

The Chairman introduced the Board of Directors (the Board) and requested the President to introduce the Management Executives (the Management) to the Meeting. Then, the Chairman informed the Meeting regarding the AGM regulations. The Meeting must be conducted in accordance with the specified agenda that had been sent to all shareholders. The Chairman asked Mr. Niruj Maneepun, Executive Vice President, Office of the Company Secretary, to inform the shareholders the voting procedure and the vote counting for various agenda in order that the correct practice be followed.

Mr.Niruj Maneepun, Executive Vice President, Office of the Company Secretary, acting as the secretary for the Meeting, informed the Meeting that in the 2012 AGM, for the purpose of promotion of good corporate governance regarding the protection of shareholders' rights and the equality of shareholders, the Company gave the opportunity in advance to the shareholders to propose the affairs to be considered as the agenda and to nominate appropriate qualified persons to be considered and elected as members of the Board in the 2012 AGM. In this connection, the details of criteria and method were disclosed via the Company website *i.e.* <http://www.thaiairways.com> as from 3 October 2011 until 31 December 2011 but no shareholder proposed any matter or names to the Company for consideration for the AGM. For the 2012 AGM, there were 9 agenda items, details of which have been provided in advance to all shareholders in the Meeting Invitation Notice.

Regulations of the Meeting:

Article 36 of the Company's Articles of Association stipulates that "The Chairman of a Meeting shall conduct the Meeting in accordance with the Company's Articles of Association relating to Meetings, and shall cause the Meeting to be conducted in accordance with the order of the agenda as stated in the Meeting Invitation Notice unless the Meeting resolves to change the order of the agenda by securing the votes of at least two-thirds (2/3) of the number of shareholders present at the Meeting."

Expression of opinions:

Any person wishing to express his/her opinion at the Meeting must raise his/her hand. When permission is granted by the Chairman, he/she must walk to a designated location and state his/her name, last name, as well as his/her status as a shareholder or a proxy, and then expressed his/her opinion with respect to the subject matter of the agenda. If there are many shareholders raising their hands the Chairman, or the person conducting the Meeting in place of the Chairman at that time, might permit a shareholder to inquire or to express his/her opinion first by taking into consideration the shareholder who had not yet spoken. Such expression of opinion must be regarding or relevant to the issue under discussion, and he/she must not use unnecessary repetitious wordings. The person expressing his/her opinion must not act in impolite manner and must not use impolite words. He/she must not slander others, must not be sarcastic, or behave in an aggressive manner during the Meeting. He/she should avoid saying anything that may be a criminal offence or violation of the civil rights of others. To appropriately control the running time of the Meeting, the Chairman may limit the number of inquiries of the shareholders who would express their opinions of each agendum as necessary.

Voting:

If any shareholder would like to vote against or to abstain from voting, the Chairman would ask such shareholder or the proxies to indicate their votes on a ballot.

Vote counting and announcement of voting results:Vote counting for Agenda 2, 4, 5 and 7

Only the votes of shareholders who voted against or who abstained from voting would be counted. The votes cast in opposition or abstentions would be deducted from the total votes of the shareholders in attendance at the Meeting. The remaining votes would be considered as affirmative votes for such agenda item. The resolution must be adopted with majority votes of the shareholders in attendance at the Meeting and having the right to vote.

Vote counting for Agenda 6 -To Consider the Board of Directors' Remuneration

Only the votes of shareholders who voted against or who abstained from voting would be counted. The votes cast in opposition or abstentions would be deducted from the total votes of the shareholders in attendance at the Meeting. The remaining votes would be considered as affirmative votes. The resolution must be adopted with affirmative votes of not less than two thirds of the total votes of the shareholders in attendance at the Meeting.

Vote counting for Agenda 8 - To Consider the Election of Directors

The votes of shareholders who voted for, against or who abstained from voting would be counted. The remaining votes would be considered as abstention votes. The resolution must be adopted with majority votes of the shareholders in attendance at the Meeting and having the right to vote.

Invalid votes:

Votes would be invalid:

- If the vote cast in the ballot did not correspond to an agenda item proposed for voting;
- If the ballot submitted to an officer for vote counting is left blank;
- If the ballot is so damaged that the voters' intention could not be determined;
- If the Company finds out that a proxy failed to vote according to the shareholders' intention;

Then, the Chairman would ask three (3) volunteer shareholders to join the vote-counting committee and asked the representatives of the OAG as the Company's auditor, to observe the voting process. Additionally, the three (3) volunteer shareholders would be asked to be the vote - counting committee on every agenda proposed for voting.

Mr. Monchai Rabruentaveesuk, shareholder and proxy, asked whether a representative of the Ministry of Finance, a major shareholder, would be attending the Meeting.

The Chairman replied that the representative of the Ministry of Finance was already present.

Mr. Monchai Rabruentaveesuk, shareholder and proxy, informed the Meeting that he would like to object the vote counting by disagree of method to count votes of the shareholders who had not yet cast their votes as the affirmative voters because major shareholders always gain majority votes. Accordingly, he had the opinion that the counting of

votes of the shareholders who had not yet given their ballots, or the shareholders who intended to cast the vote but could not do so in time, or did not wish to cast their votes, or the shareholders who left the Meeting before the Meeting was adjourned, should be the affirmative voters in order that the voting be in a democratic manner.

The Chairman explained that the Company had counted the votes according to the rules and regulations of the Company that were in accordance with the regulations of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). If the shareholders had no further inquiry in regard to the agent of the shareholders, he would further conduct the Meeting according to the agenda. If any shareholder wished to express the opinion about the regulations of the vote counting, such shareholder was permitted to do so.

Mr. Uthit Hemavattakit, shareholder, stated that regulations of SEC might be amended with the Meeting's resolution; when there was a shareholder proposal on voting, there must be a resolution on whether such proposal is accepted, and he asked the Chairman to conduct the Meeting correctly.

The Chairman repeated about the opinion of the shareholder (Mr. Monchai Rabruentaveesuk) who proposed not to count the vote of the shareholders who had not voted to be the affirmative voters. The Chairman said that he agreed with such shareholder's proposal and thanked them for their opinion.

Mr. Prasert Lertyaso, shareholder, stated that with regards to the Company's Secretary explanation about the announcement of nomination for Company's director via the Company's website, he had proposed in every meeting including the previous meeting, that the Notification should be made through all media, not only the website, but that the announcement should be made in various media (newspaper, radio or TV) and there should be notification in other countries because there are Thai people in various countries around the world. He had asked many shareholders and their proxies about this matter but no one knew about the Notification. He opined that the following-up via the website was quite inconvenient and he proposed to improve this matter. Additionally, if we read the minutes of the previous meeting, he was the person who proposed that there should be the official notification because the title "Director" of Company was the title of reciprocity. Some persons were about to retire, some sought for advantage. Moreover, when the Company suffered loss that was frequently attributed to the claim that the Company was a state enterprise. Accordingly, he believed that the undisclosed action was non transparent. Therefore, he proposed to correct the method of notification and he would also submit a letter about such matter.

The Chairman acknowledged the opinion and would improve the matter by increasing the channels of notification next year. However, the operation on this matter for this year must be in accordance with his above-mentioned explanation that was in compliance with the rules of the SEC and SET.

Mr. Peerapat Pongrojphao, proxy, said that the past Company's AGM had been prolonged and took a long period of time, accordingly, he asked the Chairman to conduct the Meeting according to the agenda and to control the Meeting's discussion so as not to be unreasonably prolonged.

The Chairman thanked him for his opinion and stated further that he would like to conduct the Meeting according to the agenda.

Agenda 1 Report from the Chairman

The Chairman informed the Meeting that he had talked to many shareholders and acknowledged that they felt uneasy this year. In the previous year, he attended the meeting happily because many shareholders proposed lots of good advice and he has also been given good advice from them this year. However, the shareholders might acknowledge that the Company has faced many problems and he would not make any excuses to the shareholders; he understood that the most important thing as the Chairman of a listed company was to promote the shareholders' reasonable opinion and also confirmed that he and the executives humbly implemented many shareholders' proposals. In addition, there were many shareholders inquiring about this year's dividend declaration abstention, the Chairman understood their concern while the Board and the Management would clearly explain on that matter. Then, the Chairman thanked all shareholders for attending the Meeting.

As there was no further shareholder's inquiry or additional opinion, the Chairman therefore proceeded to Agenda 2.

Agenda 2 To Consider Adopting the Minutes of the 2011 Annual General Meeting of Shareholders held on Wednesday, 27 April 2011

The Chairman stated to the Meeting that the Company had sent the Minutes of 2011 AGM which was held on Wednesday, 27 April 2011 together with the Meeting Invitation Notice on 4 April 2012, 21 days in advance of the Meeting, which was a greater period than required by the rule of SEC which stipulates that the Minutes and the Notice must be delivered to the shareholders 14 days prior to the Meeting date. However, there might be a mistake due to the post office's delivery; as a result, some shareholders had not yet received the documents. The Company had already provided the documents to the shareholders during registration. Then, the Chairman asked the Meeting to consider adopting the Minutes of the 2011 AGM held on Wednesday, 27 April 2011 and asked whether there was any shareholder who wished to object or to amend such Minutes.

Mrs. Chamsri Sukchoterat, shareholder, wished to amend the Minutes on page 54, regarding content stated by herself, and she had already printed the amendment to be made (according to the details appearing in the Attachment hereto).

The Chairman asked the shareholder to send a memorandum seeking such amendment to the Company Secretary because it was the amendment of the contents that the shareholder herself had stated at the Meeting and the shareholder must be responsible for the content, which she had debated in the Minutes. Then, the Chairman asked the Meeting to cast the votes for Agenda 2.

The Meeting resolved, with the majority votes of the shareholders who attended the Meeting and having the right to vote, to adopt the Minutes of the 2011 AGM held on 27 April 2011 as follows:

Affirmative Votes	1,738,063,720	Representing	99.99765%
Negative Votes	4,100	Representing	0.00023%
Abstention	36,800	Representing	0.00212%

Agenda 3 To Acknowledge the Report on the Company's Operating Results for the year 2011

The Chairman asked Mr. Piyasvasti Amranand, President, to report on this Agenda.

Mr. Piyasvasti Amranand, President, stated that the important issue to be reported to the Meeting was in regards to the Company's business. The events of the previous year were both good and bad, including the guideline being used by the Company for solving problems in order for the Company to become a leading airline and have strong financial status and further survive sustainable. The Ministry of Finance holds 51% shares of the Company, the Company has total 25,848 employees who mainly resided in Thailand and there are 6,281 outsourced personnel. In the previous year, the Company had transported 18.4 million passengers representing of 55,267 millions Revenue Passenger Kilometers (RPK) and the total volume of cargo transported was 689.6 million kilograms. In addition to the main business of Company, i.e. the aviation business, the Company was also a shareholder of other subsidiary companies. Considering only the revenue from the airline business, we can see that 80% of revenue was from the transportation of passengers, 15% of revenue was from cargo transport and parcel post and 5% of revenue was from other activities. The major affiliate companies whose shares are held by the Company are Thai-Amadeus Southeast Asia Co., Ltd. which renders the service of ticket sale and reservation system (55% of its shares were held by the Company), Nok Airline Co., Ltd. (Nok Air) (the Company had increased its holding from 39% to 49%). Wingspan Services Co., Ltd. was the new company of which partially recruit the outsourcing personnel service to the Company (the Company held 49% of its shares; the remaining shares were preferential shares). Thai Flight Training Co., Ltd., whose 49% of shares were held by the Company, with the remaining shares being the preferential shares, and in the case of Tour Eung Luang Co., Ltd., Wingspan Services Co., Ltd., held 49% of its shares, but the Company had the entire authority for management. In the previous year, the Company's total revenue was in the amount of 194,342 Million Baht, of which the revenue from maintenance services (which was an important business in addition to the airline business) in the amount of 755 Million Baht. In regard to the airline business, as of 31 December 2011, the Company's operating fleet comprises 89 aircrafts, and 6 aircrafts are leased to Nok Air ; totally the Company has nearly 100 aircrafts. The Company has the Route Network covering 72 destinations in 35 countries in all continents except South America. With regards to the core of Business Unit, the Company has 4 main businesses. Firstly, the business of service of warehouse and cargo transport (the transport of cargo of passenger aircrafts and the freighters aircraft). Secondly, the Company's catering business which revenue derived from feeding the Company's passenger flights and that of other airlines. Thirdly, ground services, comprising of Check-In Service and services activities in relation to aircraft handling in domestic airports. Lastly, the Business Unit of THAI Smile which was a new additional airline for passengers. The fleet of THAI Smile would commence to fly on 7 July 2012 on its first route, Bangkok-Macau, details to be further mentioned.

In the previous year, the Company faced problems due to many external factors, which led to the Company generating a loss. A huge factor was the price of fuel in world market increased approximately 40%. The previous year's aviation fuel average price was 125.6 USD per barrel which was the highest yearly average price in history, compared with the average aviation fuel price of the year 2008 price which was 121 USD per barrel. It was worrying that this year's aviation fuel price was still high and continuously fluctuating. The price was higher than that of the pervious year by approximately 8%. Moreover, as the aviation fuel was the main cost of Company i.e. it accounts for approximately 40% of the whole cost, accordingly, the increased fuel price greatly affected the Company, causing the cost of Company's aviation fuel to increase from 2010 by approximately 19,900 Million Baht.

Additionally, due to the fact that competition was quite high, the Company was unable to adjust the price of airfare proportional to the increased cost. The second factor greatly affecting the Company's operation was the earthquake and Tsunami incidents in Japan because Japan comprises a biggest part of the Company's foreign market, therefore, the natural disaster severely affected the Company, worse than the volcano eruption in Iceland in 2010. In addition, Thailand's flood situation in the last quarter of the year was the disaster that most affected the Company. Although the disaster did not affect central Bangkok, and passengers were still able to travel in and out Bangkok regularly, but many countries issued warnings advising their people not to travel to Thailand. Accordingly, during the last quarter of the year of which is the high season of travel in Thailand, the number of Company's passengers decreased considerably. During the last quarter of the previous year, the cabin factor (the ratio of passengers per number of seats) decreased to 65%, whereas normally the cabin factor of the last quarter of the year was approximately 75%. Moreover, RPK decreased over 10% compared with the same period of the previous year. Further, the Company was indirectly affected due to the payment of compensation to approximately 6,000 employees who were affected by the flood that led the Company to suffer loss. Additionally, at present, the landscape of the airline business has a big changed, there is high competition among the long-standing premium airlines, i.e. Singapore Airlines, Cathay Pacific Airways and among newly premium airlines, especially the airlines from the Middle-East, i.e. Emirates Airlines, Etihad Airways, Qatar Airways. Moreover, currently, the open sky for more flights, as a result, the Company had faced most troublesome route was on Europe-Asia and Asia-Australia. There was a direct competing effect from the Middle-Eastern airlines, as nearly 50% of Company's volume of passengers' transport was from the route of Europe-Asia and Asia-Australia. In addition to the fierce competition among airlines, the airline businesses in this region face further problems of the expansion of low-cost airlines. Many low-cost airlines have been established, for i.e. Thai Air Asia, Tiger Airways, Indigo Airlines including other low cost airlines that operate in many routes within this region. Such low cost airlines are the main cause of the lower airfare in Thailand and in the region, and it is the main cause whose rapidly reduced Company's market shares in Thailand and the region for the past 7 years. However, the Company has commenced a new strategy to grab the market share. At present, there are signs of change and guidelines whose enable the Company to regain market share. In addition, at the same time, the market for cargo transport also faced problems due to the world economic downturn, in line with the trend of cargo transport business worldwide. But another reason which caused Revenue Freight Ton-Kilometers (RFTK) to slightly decrease was the fact that the Company had returned one leased Freighter, that is, the Company previously took leased on 2 Freighters at a very high rate, after the Company returned one in the past year, and another one in February of this year, as a result, the Company's cost decreased quite a lot. Nonetheless, the Company had converted the Company's Boeing 747 (which was formerly used for the passengers) to be a Freighter and it commenced to fly since Songkran this year, it is expected that the operating results of the cargo transport business would be higher.

In the previous year, although RPK did not increase, the airfare slightly increased due to higher cost. As a consequence, the Company's revenue generally increased by 5.47%. However, the Company still faced problem regarding its expenses, the cost that increased a lot was clearly attributable to the aviation fuel price. The aviation fuel price in the world market increased by 40% but the cost of Company's aviation fuel cost increased only by 35% because the Company had hedged the fuel price, as a result, the Company had received money back in the approximate amount of 1,000 Million Baht. Generally, the Company's expenses had increased by 20%, which was the main reason why the Company suffered the loss in the previous year. Considering the operating loss, excluding the consideration of special item, it was apparently that the Company's loss was due to its operation in the approximate amount of 5,100 Million Baht. The special item to be included will be further explained in detail. In brief,

due to the change of corporate income tax rate from 30% to 23% and the loss from the exchange rate of liabilities in the approximate total amount of 5,000 Million Baht, would make the Company to suffer net loss in the approximate amount of 10,000 Million Baht. However, if we consider EBITDA (Earnings Before Interest, Tax and Depreciation), it is clear that it was in the approximate amount of 17,000 Million Baht. Such amount was quite low but it was not too bad, accordingly, if the special item was excluded, the loss from operating result was in the approximate amount of 4,300 Million Baht comprising of the loss from the passengers transport business in the amount of 3,540 Million Baht, from the cargo transport business in the amount of 2,177 Million Baht. However, there was the profit from the catering business in the amount of 471 Million Baht and the ground service business in the amount of 925 Million Baht. If we consider the cargo transport, it shows that approximately half of the loss was due to the lease of 2 Freighters at high cost. Nevertheless, in this year there was a change in the Company marketing strategy, as a result, the volume of passengers satisfactorily increased, there was the hedging of fuel price with good terms, and there was the termination of leased of 2 Freighters which would be further discussed in detail.

Although the Company's financial standing was not so good, the operation of the Company to meet other strategies have been smoothly implemented. In addition, in determining the strategies, the Company had fixed 3 major values: firstly, the Company must give importance to customers, secondly, there must be efficiency and competitiveness and lastly, there must be high flexibility, that is, the Company must be able to adjust itself rapidly because the aviation business was quite sensitive to the change in environment. Accordingly, the important matter was that the Company must be able to adjust itself rapidly with an aim that THAI would be a strong airline and sustainable as the pride of Thai people and Thailand, to be a top 3 leading airlines of Asia and to be top 5 of the world. The Company's operation was in line with its set goal and its core values resulted in the determination of 9 strategies as earlier informed to the shareholders i.e. the Company's formulation of strategy, improvement of quality of product and service, strategy on its fleet and personnel including its strategy on finance which would be further explained to the Meeting. In addition to the financial operation, the Company also succeeded beyond its expectation in implementing other strategies. Firstly, it was the standing point in regard to the Company's strategy as already informed to the Meeting that the Company was a premium airline and would continue to be a premium airline. The Company's goal was to be one of the top 3 airlines of Asia with high customer satisfaction, and to be one of world's top 5 airlines. However, the market of low cost airlines rapidly grew, many passengers used such airlines because of the cheap air-fare; they did not prioritize quality of service if the duration of flight time was short, i.e. around 1-2 hours. The Company did not operate the business of low cost airlines, accordingly, it had lost quite a lot of market share, therefore, the Company intended to regain such market share. Such event caused the Company to focus on attracting passengers from the low-end market. Firstly, the Company successfully increased its shareholding in Nok Air from 39% to be 49%. The current Chairman of Nok Air is Mr. Apiporn Pasawat, Company representative. In Nok Air, the Company has 5 out of 9 directors. The strategy of operation between the Company and Nok Air is in the similar direction. Further, Nok Air uses Don Mueang Airport as its operation base, enabling Nok Air to attract another group of customers. It is a selling point of Nok Air. Moreover, Nok Air has been quite successful in expanding its domestic aviation market to the small provinces where the Company does not serve i.e. Sakonakorn, Buriram, Nan, etc. Nok Air has no routes to foreign countries but the matter was under discussion with the Company because in foreign countries, there is the budget market that the Company wishes to get market share from other low cost carriers. Secondly, the business having been operated as business unit namely "THAI Smile", not a separate airline, but a sub-brand of Thai Airways, has launched as a new choice for passengers. THAI Smile's image is portrayed as that of a Light Premium Airline, it is not deemed as a low-cost airline because its service was in different

level, it focused on smartness and modernity, but its cost of operation is lower than that of the Company. The employees and crews of THAI Smile's Business Unit would be from Wingspan Services Co., Ltd. Therefore, the remuneration and work condition would be different from that of the Company. All crews would be women and their working period would not exceed 6 years. As a result, the Company would be able to control the cost of personnel to be at an appropriate level. With regard to THAI Smile Business Unit, it used only one aircraft type i.e. Airbus A320. This is different from the Company's fleets that have many types and engines; as a result the cost was too high. At present, the Company has ordered 11 Airbus A320 aircrafts. The first one would be delivered to Thailand in June and would start flying on 7 July 2012, its first route being Bangkok-Macau and the remaining aircrafts would be gradually delivered to Thailand totaling 4 aircrafts this year and the subsequent years until all 11 aircrafts have been delivered. The Company had purchased 5 aircrafts out of such 11 aircrafts and the Company had taken operating leases on 6 aircrafts whose lease term was for 12 years. Consequently, the Company's liabilities would be at the appropriate level.

The Company was confident that the business unit of THAI Smile will present itself as the preferable choice for the Company's customers. The passengers of THAI Smile would receive the same service with no extra charges, unlike other low-cost airlines. For example, the carry-on baggage weight limit would be 20 kg and there would be in flight catering service where the food would have a more simplicity look than the food served by the Company but maintain taste and look. As for the e-service improvement over the past year, the Company made improvements on many services such as being able to use the Internet and mobile phone in booking tickets. In the future, the services will include receiving boarding pass via mobile phone. It was quite clear that these services have gained great popularity with the customers, as the number of tickets and check-in through the Internet has increased rapidly during the past 3 years. These services also greatly reduced the Company's costs. As for the in flight service, the Company was making changes in many areas, for example in the products provided to passengers such as Travel Kits, blankets as well as changing various cabin equipment and frequently change the menu. First class passengers have mattresses and sheets which the Company has won prizes for in a contest in London. There has also been great develop in flight entertainment as compared to last year, especially for movies and music for aircraft which had AVOD (Audio Visual on Demand) will have approximately 100 movies, 150 short documentaries, 60 games and 500 albums of music albums to choose from. The number of aircraft with AVOD available will continue to increase from seat changes and in flight Entertainment (IFE) system, the screen on the entertainment system will be changed to new screens, and in the near future, the aircraft will be able to offer the internet service. The Company was currently waiting for approval from Office of the National Broadcasting and Telecommunications Commission (NBTC) regarding the new aircraft. For the catering issue, there were some changes to the menu. The Company has invited famous chefs to design the menu so that it will have greater diversity. As for the in flight products, there are some adjustments for the seats and the IFE system because there were several complaints that the passenger seats are out of date, that the passengers tend to slip off the seats when they lay down, and that there were no personal AVOD screen. Therefore, in the past year, the Company started changing the seats and the IFE systems in the old aircrafts, 20 of old fleets were in the Company's plan. In the past year, the Company has upgraded the economy class of Boeings types aircrafts by installing an in-seat personal monitor. However, the implementation was delayed by the flood. Nevertheless, all 20 aircrafts will be upgraded within the end of this year. Until now, the first 6 Boeing 747s had the economy class in-seat personal monitor installed and the passengers were satisfied. As for the Boeing 777s, the Company had already installed 1 of 8 aircrafts the economy class in-seat personal monitor. The remaining 7 and another 6 Boeing 747s will be retrofitted in all 3 classes: the seats for the first class will

become the mini suite style but will not have high partition like in Boeing 777-300ER which were leased from Jet Airways. All of these refurbishments will be completed by the end of the year. For the Boeing 747s, for which there will be adjustments in all 3 classes, the first one is already underway at Don Mueang airport and is expected to be finished this June. The seats and IFE system adjustment will result in products with good quality and will make the passengers' complaints about the old aircraft seats and screens no longer an issue by the end of this year. Concurrently, the Company has new aircraft that will be discussed later. As for the cabin design of the new aircraft, it will use the concept of mixing the charms of Thai style and green concept. The Company hired a skilled advisor to design according to said concepts and will use the designs on the aircraft which will be delivered to the Company starting next year. Speaking of new aircraft, an important issue is that of the retiring of old aircraft, the process of which begun last year. As stated previously, many passengers complained that old aircrafts had IFE system problems and the seats were neither working right nor were uncomfortable and they felt other airlines were better. Moreover, old aircraft tended to break down often and required frequent maintenance that was quite expensive. Old aircrafts also needed 20-30 percent more fuel than new ones, and the fuel price was 40 percent of the operating cost. Therefore, using old aircrafts resulted heavily for the past year company's cost. The Company ordered 37 new aircraft for 2012-2017 and at the same time, will replace the old aircrafts that are aging of being over 20 years old. There will be delivery of 65 new aircraft from this year to 2017, but only 47 of the old aircrafts will be retired. Therefore, the Company's fleets will increase from 93 to 109 by 2017, first time expansion in the 6 year period . By these, the average age of the Company's fleet will be decreased subsequently . In 2010, the average age was 12 years and in 2011 was 11 years. It is estimated that the average age will be 8.4 years old in 2017 and the fleets will also increase. The important point is that the cost for fuel and maintenance will decrease. The fuel consumption will decrease 1.3 percent per year and the maintenance cost per unit will decrease 3.2 percent per year. The Company will be able to save 5,832 Million Baht in fuel cost and 3,460 Million Baht in maintenance. For example, the new Boeing 787 that will join the Company in 2 years will be 20 percent more efficient than the old ones in terms of fuel. As 40 percent of the Company's cost is from fuel, one Boeing 787 lowers cost by 8 percent. This year, if the Company manages to reach its goal of 6,000 Million Baht in profit, the profit margin will be 3 percent. Using new aircrafts will significantly effect the profit and operating cost of the Company because the decreased of 8 percent in cost is more than the Company's margin. Comparing this with Singapore Airlines which has a much lower fuel cost than the Company because the average age of their aircrafts is 6 years and Cathay Pacific Airways at 7 years while the Company's was 11 years, it could be said that if the Company's fuel use was as efficient as Singapore Airlines, 8,500 Million Baht could be saved in fuel cost per year. Therefore, replacing old aircrafts with new ones was a very important matter and it has proceeded rather smoothly in the past year. The Company and the management mainly leased the aircrafts on an operating lease, not buying as has been in the past practice, which helped keeping the Company's debt manageable. The fuel saving has also helped in reducing carbon dioxide emissions. Global airline industry is facing a problem in releasing of greenhouse gas. European Union (EU) has started collecting taxes on aircrafts which fly in/out of EU and release a higher than standard amount of greenhouse gas. As for the new aircrafts, the Company will acquire 3 new Airbus A380, the first one arriving in September. The Airbus A380 is the most up to date, comfortable and biggest plane in the Company. It has 507 seats and will be scheduled to fly Bangkok-Frankfurt. Moreover, in this year the Company will take delivery of Airbus A330 as well as 2 of the 12 Boeing 777s that has been previously ordered . The last 3 Airbus A380 will be delivered next year. It could be seen that raising money for the new aircrafts this year and next year was a very important concern because Airbus A380 and A330 are bought by the Company. Therefore, the Company will need to look for loans, which has not caused any problem in the past. It will be an

important task for the Management and the Board to proceed further on. Procurement of loans, this year, will be the most important since the Company was established.

From the issues that the Company has encountered, being the fuel price, the external factor fluctuations such as Tsunami and other natural disasters, the Management and the Board have discussed how to manage for a sustainable business. The fluctuating external factors are a constant part of the airline business; even if there will be no floods or political situations this year, other circumstances could still arise. Therefore, unusual situations can always occur in the airline business, be it with this Company or other airlines. The ways by which to make the airline business sustainable include efficiency, having costs that were low enough to compete with others and having marketing strategies that attract passengers and enable ticket sales at a reasonable price. Therefore, the first thing that has been adjusted in the past year is marketing strategy and the results were starting to show. Even though European economy was not doing very well, the Asian economy was still doing reasonably well, so the Company has decreased its productivity in Europe and increased the Asian counterpart, especially since Asia is where the Company can sell tickets at a much higher price per customer per kilometer than in Europe. Moreover, the Company decided to focus more on flying to secondary destinations, as airlines in the Middle East use the Middle East as the base and pull in passengers from the secondary destinations. For example, passengers from London to Bangkok needed to change planes in Dubai before heading from Dubai to Bangkok. For the Company's airlines, it would be more convenient because it is a direct flight with no stopping to change planes. However, for passengers who do not live in the main cities, such as people from Manchester, if they would like to come to Bangkok they would have to travel to a main city first before there would be a flight route to Bangkok. For example, they first had to go to London or Frankfurt. Therefore, flying routes to secondary destinations are important. The Company has proceeded with this strategy by offering the Bangkok-Brussels route at the end of last year and Copenhagen-Phuket route last year. As Phuket is an important center during the high season, many passengers from Europe would like to fly straight to Phuket. Offering such routes, therefore, is convenient for these passengers. Moreover, at the end of this year the Company will add Stockholm-Phuket instead of the Stockholm-Bangkok route and Bangkok-Sapporo instead of via Tokyo or Osaka. Offering routes to these secondary destinations is an important strategy, such as flying to Manchester instead of increasing the number of flights to Heathrows. The company will also be able to sell tickets for passengers whose would like to continue to other regions, which is a strong point the company has not yet made a full use of. Various happenings in Thailand have resulted in a decrease in the number of passengers, from 70 percent of the passengers going to Bangkok, therefore another marketing strategy that has already started is the selling of tickets to other destinations such as London-Bangkok, Bangkok-Ho Chi Minh or Chengdu. This is considered to be an important factor in decreasing the risks concerning the domestic factors.

The Company has proceeded with activities in the past year regarding Corporate Social Responsibility (CSR) and TG Travel Green (Travel with TG Green Environment). The business required a large amount of fuel and the company was the largest consumer of fuel in Thailand. Moreover, the airline business around the world all shared a part in emissions of greenhouse gases, so any activity that decreases the consumption of fuel will also decrease global warming and decrease Company cost at the same time. Therefore, the Company's CSR will start with TG Travel Green. This will include the measures set by the Company and measures that the passengers are encouraged to join in such as the carbon footprint or carbon offset. At the same time, the Company will not neglect creating activities to help improve the society, be it the activities currently carried out by the employees and other activities that will be later added such as Smile Station, "Iron Jampee" for mountainous children and aid for victims of the floods and other disasters.

Regarding the financial issue, even though the Company has incurred losses, it has had no effect on the liquidity since half of the loss of 10,000 Million Baht in the past year was not from payments. Therefore, the financial status as a whole was still quite strong and with no trouble regarding liquidity. The debt to equity ratio was about 2 to 1 that were different from the past where it was about 3 to 1. Moreover, the cash level per income was over the lower limit of 15 percent as it was at about 16.8 percent and there was no problem with the Company latter loan. In the past year, the Company released approximately 8000 Million Baht of bonds with the permission of shareholders. As for this year, the Company released bonds several times but there is still 3,000–4,000 Million Baht left. The bonds were the private placement kind and were for a period of 12 years that was the longest period offered ever since the Company had offered such bonds. There are very few Thai companies that released bonds for a period of 12 years therefore it will not be a problem with credit rating or liquidity.

The results of the strategic adjustments in various aspects, including marketing strategies, aircraft procurement, setting up the business unit of THAI Smile and work efficiency improvement had started yielding results. With regard to change of marketing strategies, the effect is not yet clear, as the flood was an obstacle in winning back passengers. However, even though the number of passengers did not rise considerably in January, the Company's cabin factor was 77 percent and an upward trend is expected. The most recent information indicates that the cabin factor was 79.2 percent for the first 22 days of April, which is the best April cabin factor in the past few years. In addition, from the beginning of the year until 22nd of April, the RPK increased by 5.9 percent when compared with the same period of last year, whereas the average cabin factor stood at 78.5 percent. Also, the advance booking rate was at a satisfactory level and the number of passengers were increasing for almost every route, especially to Europe and Northern Asia such as Japan.

Nonetheless, winning back passengers is not sufficient for the Company to survive as it requires other measures as well. Other measures that have been implemented so far include a cost saving measure, which was quite successful. In this regard, the Company would like to thank employees for their kind cooperation as well as sacrificing their own convenience in order to reduce personnel expenses for the Company's long-term business. This is because employees realized that if the Company made a loss continuously, which caused the Company not be able to operate its business in the long run, they would not have a job in the future. Effective cost management and keeping costs low was therefore very crucial. In this regard, expenses were controlled in both personnel-related and non personnel-related areas by dealing with expense items that were higher than the set criteria. A role model can be found from the case where DD or President who worked for 12 months would receive a salary of 11 months only without meeting allowances for participating in the Board's Meeting or committees of the Company or subsidiaries. This means meeting allowances for being a director in Nok Air Co., Ltd. would also be taken out from his monthly salary. Similarly, EVPs also sacrificed some of their salary by not claiming the transportation allowance for those without the existing budget that came with those positions. Furthermore, the method used for compensation calculation had been changed and helped save costs. The number of holidays was also cut down as the Company had many public holidays that followed the holidays allowed in the government sector and state enterprises.

However, holidays of the Company are fewer compared to those of other state enterprises. If the Company allowed employees to work on holidays, the Company needs to pay daily allowance approximately of 43 Million Baht Reducing holidays which are the normal working days of other companies and the days that passengers increase in number, for example operating on Royal Ploughing Ceremony Day, enabled the Company to save 43

Million Baht. Overtime management is expected to reduce overtime allowance by 17%. The Company estimates that the expenditures could be cut by 2,000 Million Baht in total. In addition, expenses of overseas stations were reduced as well. From the Company's approximate annual expenditures of 200,000 Million Baht, overseas stations incurred expenses of approximately 20,000 Million Baht a year including staff salaries, office expenses and handling agent expenses. Currently, the expenses can be lowered by around 500-600 Million Baht by reducing employees in redundant positions, freezing recruitment, resizing offices to be smaller, leasing partial office space, redesignating vehicles for General Managers (AA) to be more suitable, and negotiating with all handling agents. With regards to permanent staff, the Company altered the previous model of sending employees and General Managers (AA) from Bangkok to station in foreign countries, and where required, Accounting Managers (EA) and Station Managers (KK). These employees would receive allowance for residence and children's tuition fee, resulting in high costs and some of the expenses incurred were not necessary. Therefore, the Company decided to change this, with Brussels being the first location where no General Manager (AA) was sent to station there, but local staff was hired instead, which could moderately save costs moderately. Recently, no new General Manager (AA) was hired at Bangalore as a replacement for the AA that resigned because New Delhi's station was allocated to oversee this location as well. Moreover, if SAP, financial management software, can be implemented by the end of this year, the Company would be able to save the cost of Accounting Managers (EA) abroad by approximately 85 Million Baht. Thus, it could be seen that measures for cost reduction were taken at a certain level. However, the Company reiterates that we would not reduce expenses associated with safety or quality of services. Also, in terms of the Board who previously received free tickets for 30 seats in first class each for international route and other 30 seats for domestic route, numbers of seats were reduced to 10 each. The First class seats were changed to business-class seats recently; the Business class seats can be upgraded to First class seat at the time when empty seats are available when arriving at the gate. Consequently, it could be said that the Board, the Management and all employees have speeded up in implementing measures aimed at cost reductions in all aspects, without a special focus particularly on one issue. In this regard, cost reductions have not affected safety and quality of services surely and cutting expenses is a pivotal issue for the Company's recovery. Furthermore, keeping fuel at low cost is essential because fuel cost was 40% of Company's total costs. Although the Company made a profit from fuel hedging of approximately 1,000 Million Baht in 2011, but because of high volatility in fuel price and strong competition, the Company needs to monitor fuel cost to be stable. Since midyear, the Company changed hedging strategies; currently, the hedging was around 80% with various hedging instruments. These instruments could help ensure that the Company's fuel costs this year would be moderately lower than that of last year and it was estimated that the Company could gain profits from hedging in a range of 4,000-5,000 Million Baht. In the first quarter of 2012, the Company profited from hedging approximately 900 Million Baht. Therefore, it was believed that the Company could maintain stable financial status. In terms of performance target this year, the Company targeted profit before tax and gain from foreign exchange amounting to 6,000 Million Baht. Performance in the first three months was in line with the targets and satisfactory although the fuel price was higher than that of previous year rising from 125.6 USD per barrel to 132 USD per barrel approximately; nonetheless, the Company has maintained fuel cost and other expenses in good criteria to support the Company to earn profits as targeted.

Although the Company made losses in the last year, the Company was on track for recovery. As for passenger satisfaction, it could be seen that they were more satisfied with the services through satisfaction index evaluated by external organizations such as Skytrax that surveyed 18 Million passengers worldwide ranking the Company at No. 5, rising from No. 9 in 2010. The airlines, which ranked higher with passengers for their services were Qatar

Airways, Singapore Airlines, Asiana Airlines, and Cathay Pacific Airways. Thai Airways was chosen as the Best Airline Economy Class Onboard Catering and Best Economy Class Airline Seat, but entertainment was not competitive, compared with that of other airlines. Nevertheless, entertainment systems on the Company's aircrafts should be better than those of other airlines next year. The Company also received awards as International placed 2nd for Best Airline and 2nd for Best Asia-Pacific Airline from Business Traveler Magazine. Thus, it could be seen that the Company's overall picture was not entirely bad. Meanwhile, the Company was gearing up to the target to be world's top five and Asia's top three airlines, but in Asia region considering the ranking by Skytrax, the Company needed to overtake Cathay Pacific Airways.

The Chairman thanked the President and clarified the recommendations of shareholders (Mr. Monchai Rabruentaveesuk) about casting votes which the Company shall not count shareholders in attendance at the Meeting who did not cast the votes as approval votes because a voting method was already determined this year and the Chairman requested it be used. However, the Company recorded the shareholder's opinions (Mr. Monchai Rabruentaveesuk) and would make improvement according to the shareholder's recommendations (Mr. Monchai Rabruentaveesuk) for not counting votes of shareholders who registered in attendance at the Meeting, but abstain from voting to be considered as approval. Later, the Chairman reported that reduction in costs was a strategy; however, the key strategy to be implemented for the Company's recovery was creating strategies for competition regarding improvements in products, airline strategies, THAI Smile business units, and airline fleets which requires time and the Company needs to move forward about good corporate governance and transparency leading to the Company's unity and stability. The Chairman then made an inquiry if there was any question from other shareholders.

Mr. Thong-In Saeng-Ngam, shareholder, inquired about an issue the Chairman informed him in April last year that the Chairman would reply a letter submitted by Mr. Thong-In to Ministry of Finance for which he had received no answer. Therefore, he would like to make an objection and mentioned that the President reported about entire cost reductions including expenses related to domestic and overseas staff, but why there was no cost reduction on meeting allowance and bonus of Directors. Furthermore, cutting expenses only on the President's part was not right. In April 2010, which was the first time the Chairman presided over the Meeting, the Chairman mentioned that he would reduce expenses and increase income. Nevertheless, there was no reduction on the expenses of the 15 Directors. Instead, expenses for top executives were reduced that would cause impact later on. Mr. Thong-In saw news from a newspaper that pilots went on strike or delayed flights. Thus, he inquired the reason why the Company reduced pilots' salary. Then, he inquired about Tiger Airways that is a low-cost airline and mentioned that he raised these issues to Ministry of Finance and Ministry of Transport, but had received no reply. At this time, it was about THAI Smile business units that Thai Airways holds share only 49% and the management to be hold 51% shares. As a result, Thai Airways would not have management authority. He used to propose that Thai Airways should hold 100% shares because the Company has potential for finances and human resources. He, therefore, requested Thai Airways to consider this issue thoroughly. The shareholder mentioned that he learnt from the news that the Company purchased shares of Nok Air from Krung Thai Bank at a high price and the Company expected to gain profits, but actually made a loss of over 10,000 Million Baht, resulting in no dividend. In addition, the bad news was employees' salary did not increase and they possibly may not receive any bonus. Consequently, he called for reduction on Directors' expenses by half to pay employees and shareholders and added that the Company's share price was in the range of 25-26 Baht while Airports of Thailand Public Company Limited was at 61 Baht, which was

different from the past where the Company's share price was continuously higher than the price of Airports of Thailand Public Company Limited.

The Chairman thanked the shareholder and then invited the next shareholder to make inquiries and suggestions.

Mr. Monchai Rabruentaveesuk, shareholder and proxy, thanked the President for the last year overall operations presentation, and stated that he was pleased to be informed of the total revenue which was 194,000 Million Baht approximately. He noticed that the total revenue had never reached 200,000 Million Baht due to the interventions of the government. Some profitable routes were shared with foreign airlines as well; the Company's benefits were exploited. However, even though the Company was faced with the failure of joint venture with the low cost Thai Tiger Airway, the joint efforts of the Management has given rise to the establishment of THAI Smile aviation unit. As a shareholder, he was very pleased and appreciated that the Management thought beyond the operation of the premium airline through joining with Nok Air. However, his concern was that by using Airbus A320, it might create a burden for THAI Smile but he believed it was the correct choice of the Management. In regards to cost cutting, he agreed with the idea as long as it did not affect the safety and quality of the airline. Regarding his suggestions made last year about the route to Vientiane and Penang, he saw improvement had been made in the section of THAI Smile. Moreover, he also raised his opinion regarding the possibility of further cost cutting. The first possible cut was regarding IT, his observation was that the Company already had a back-up computer unit, which could be moved to Suvarnabhumi Airport, which was spacious and could be technically fit. This airport would not face with storm surge or Tsunami and the back up unit would be 40 to 50 kilometers from the main unit, it was different from the current system, which was only 10 to 20 kilometers from the main unit. In sum, he did not think it was necessary in setting up a new back up unit at CP All building, at Chaeng Wattana, which would increase operating cost. However, the Company should be more careful in further extension of the back up unit. The second point was relevant to his opinion raised last year regarding the reduction of the aircraft maintenance cost. In buying engines for the aircrafts and buying new aircrafts for THAI Smile, main consideration must be placed on reduction of fuel consumption and carbon dioxide emission. Competition of capacity of engines should be considered because the cost of engine maintenance abroad was very high. The maintenance cost of Rolls Royce engines was about 4,000 to 5,000 Million Baht per year. He believed there would not be additional maintenance centers opened in Thailand in addition to the Rolls Royce maintenance centers in Singapore and Hong Kong. So, very careful consideration was needed regarding if there would be a purchase of many new aircrafts. The careful consideration would help the Company to have big savings on maintenance cost. Regarding the expenses incurred by the Board, he would not intervene. He was fairly satisfied with the operation and performance of the Company. He requested that the level of satisfaction and good governance should be maintained in order that possible exploitations would be prevented and the interest of the shareholders and Thai people would be maintained.

The Chairman invited the next shareholder for inquiries and opinions.

Mr. Uthit Hemavattakit, shareholder, mentioned about the meals served in flights, about which he once complained that the food served was raw. He also inquired regarding the Company's policies to lease aircrafts or to purchase new aircrafts. However, he did not agree with the idea in upgrading new aircrafts to compete with low cost airlines, which was considered unrealistic and it was a wasteful action. He suggested that the aircrafts in good condition should be utilized without further upgrading. Regarding the cost cutting presented by the President, he requested that the Board should confirm that they would not receive meeting

allowance and should confirm whether their salary or the salary of the President alone would decrease. Next, the shareholder asked the representative of the Ministry of Finance to present himself because his/her presence would result in legal effect governing the principal and agent, removal and omission of statutory duty of the state agencies' officers.

The Chairman clarified on the remuneration provided to the board members. He stated that since he had held the position of Director, he had reduced the remuneration and benefits provided to the Board in particular, the issue of the lifetime benefit of the Board being able to buy tickets at only 25% of the price. As well, other benefits provided to the Board, as reported by the President, has also been reduced and would be reduced continuously. Last year, even though the Company earned profit, the ticket benefits were minimized; the 15 free tickets earlier provided were reduced to 10. Regarding the point raised by shareholder Mr. Thong-in Saeng-Ngam, he reported that it was already addressed. At present, the Chairman stated that he only held the position of a board member for two State Enterprises, namely Thai Airways and PTT Exploration and Production Public Company, and he also performed the role of the Secretariat of the Cabinet. The rest of the concerns would be clarified by the President. Next, the Chairman invited the next shareholders to raise their opinions.

Mr. Niruj Jongpratheep, shareholder, asked the President about the fuel price, which was up to 40% of the cost. He stated that the fuel price was a major concern of other airline companies such as Bangkok Airways, and Thai Air Asia. These companies should have been affected from the hike of the fuel price and the heavy flood but why they still earned profit and were able to pay bonus to their employees, while the Company suffered the loss.

The Chairman requested that this inquiry be recorded and would be clarified point by point, by the President. In the case where statistic comparison was required, there would be presentation of statistic comparison, which would be submitted to all shareholders. The Chairman invited the next shareholder for further questions and opinions.

Mr. Peerapat Pongrojphao, proxy, stated that he would like the Meeting to be conducted in a positive atmosphere and to reasonably proceed without dispute or in a sarcastic manner. He continued by referring to the report stating the Company's loss due to several problems. He stated that he personally believed in these reasons, but was concerned about how to ensure that the Company could make profit and have dividend available for shareholders. Further, he thanked the President and the Management in making efforts to reduce the salary and other remunerations.

The Chairman advised the shareholders that the consultants and the Chairman himself had not used a Company car for three years and tried hard in cutting expenses of the Board but it was not easy. The Board who were recruited was qualified experts and were key in developing the strategic direction of the Company as reported by the President. In regards to the THAI Smile, the unit was operated as a business unit so the Company had control over the entire operation. The Chairman invited the next shareholder for questions and opinions.

Mr. Putthiwat Wittayapreechakul, proxy, stated that he disagreed with the other shareholders concerning the reduction of remuneration provided to the Board and employees. He observed that the figures presented were conflicting. For example, the earthquake occurred had resulted in reduction of the number of passengers by 7% while the Company's income increased by 5% due to the rise of the ticket price. He stated that the actual factor was the fuel price, he also commented that the Company did not take hedging action properly which had resulted in the loss last year. However, it was fortunate that the Company launched the hedging action this year and it started to earn some profit. He also stated that the fuel price last

year fluctuated due to high speculation so he did not agree with the reduction of benefit and remunerations provided to the Board. He believed that the employees should be paid in accordance to their contribution. The cut and reduction of benefits and remunerations would inappropriately reduce effectiveness. In return, it had clearly caused problems, security risks and quality of the services last year. He suggested that he would be very pleased if the Company wanted to increase the effectiveness of employee performance. He foresaw that by increasing the effectiveness, income would increase and the cost would be reduced at the same time. However, he raised the issue of the staff's effectiveness again. He stated that currently the Company has 25,000 employees and 6,000 outsourced members compared to the time when the Company had only 80 aircrafts; it hired only 10,000 to 20,000 employees. The other competitive companies, each had approximately 10,000 staff even though it had similar number of aircrafts as Thai Airways. It was clear that staff effectiveness was low because the Company still employed 30,000 employees even though it had a large number of working units outsourced. But the Company kept hiring more employees and outsourcing people to join the already outsourced working units. The staff's effectiveness against the Company's income was clearly low in comparison to other airline businesses. If the Company was able to increase the effectiveness and manage employees to work at their full capacities, it was not necessary that the benefits and remunerations of the Board be reduced. If the Board worked hard and generated good performance, they deserved the benefits and remunerations.

The Chairman thanked the shareholder and recorded his opinions. The Chairman invited the next shareholder to express opinions.

Mr. Mana Aroon-sri, shareholder, thanked the Board for not declaring any dividend for the shareholders this year. He mentioned that he was aware of the cooperation between Japan Airlines and Thai Airways when he flew with Japan Airlines earlier this year. He would like to raise the question about the pros and cons that came out of this cooperation. He further thanked the Board in addressing his concerns raised last year. For example, his concern about having the meeting in a high building last year, which was very difficult for the elderly, was addressed, and escalator was provided this year. But he had a further question why the meeting was not organized in the Thai Airways meeting room. He also pointed out that, whenever the dividend available was very small, it should be replaced by the other forms of benefit or service such as reducing the ticket price. He also proposed that there should be risk reduction plan because each year each board member was provided with 10 free tickets. He stated that he proposed last year that the shareholders who attended meetings should be provided with transportation fee. A big company like Thai Airways, which earned profit approximately more than ten billions Baht last year was in a position to afford this to its shareholders. He raised an example of some small co-ops who organized annual meetings and were able to provide transportation fee to its shareholders at 2,000 Baht. He also had another concern about the reason why the shareholders were not appointed to perform board member roles. His opinion was that if there were no shareholders sitting as board members, there might be no aspiration in managing the Company profitably. He proposed that the Company's regulations should be amended to allow small shareholders to form themselves in one big group, then to propose a group representative to work as a board member. The selection could be done either by appointment or drawing lots. He personally believed that small shareholders would not hold information but would share information to the majority of the shareholders. Moreover, he requested that the Board distance themselves from any political agenda, which would allow them to fully perform in the interest of the Company.

The Chairman clarified to the shareholder, Mr. Mana Aroon-sri that it was not necessary that the Company's regulations be changed to allow shareholders to sit on the Board. The fact was that any shareholder was in a position to propose any shareholders to join the

Board through the channels provided. The Chairman would assign the Secretary to make a clear announcement of this matter on the website next year. Regarding the code sharing between Japan Airline and Thai Airways, further clarification would be made by the Executive Vice President, Commercial. At this point, the Chairman invited the next shareholder to express the opinion.

Mr. Kriengkrai Wongmaleewattana, shareholder referred to the presentation made by the President which indicated that each board member was provided with 30 free first class tickets yearly. But due to the loss of approximately 10,000 Million Baht last year, the free first class tickets earlier provided to the Board was adjusted to economy tickets. He pointed out that in the case of loss, the rate of meeting allowance provided to the Board should be reduced, as well as the number of free tickets being reduced from 30 to 10. He stated that he was aware that the top management were in high positions and they should be a good role model to the staff, especially in economical practices. He also proposed that the Board could propose to have their meeting allowance and monthly income reduced by half. By only requesting that the staff to cut costs while the Board itself doesn't was inappropriate. He personally appreciated the Chairman who acted as a board member to only two State Enterprises. He said that there were some civil servants working for Office of the Attorney General while acting as a board member for another three State Enterprises. But they claimed that they held a position in a non-State Enterprise and by claiming as such, they were able to hold a position of board member in altogether four State Enterprises. Personally, the shareholder did not believe that these civil servants would have adequate time to perform well in all State Enterprises that they served.

The Chairman warned that the shareholders should not mention any third party who was an outsider and was not in the position to make clarification. The Chairman himself was not able to clarify on behalf of the outsider either. However, the Chairman gently accepted the opinion regarding taking the position of the Board raised by the shareholder. He further explained that the issue of holding the post of board member was the decision of the Cabinet, which allowed civil servants to act as a board member for a maximum of three State Enterprises. He further said that the Office of the Attorney General is an independent entity. However, he confirmed that all board members of Thai Airways worked for three State Enterprises only. Moreover, the Chairman further gave clarification to the shareholder Mr. Kriengkrai Wongmaleewattana regarding the provision of 30 free first class tickets yearly to each board member earlier. He stated that in his first year of employment, he managed to reduce 30 free tickets to 15. In his second year the free ticket provided to the Board was reduced to 10 even though the Company earned 15,000 Million Baht that year. The reduction of the benefits had been done continuously and it created impact on those who earlier received greater benefits. This year, it was decided that the free first class tickets were downgraded to business class. In addition to this, the lifetime benefit of buying tickets at 25% of the full price was removed. This was a big cut of hidden benefit embedded in the operation cost. At present, it was considered that the benefits provided to the Board were reasonable due to the fact that all board members were chosen by the shareholders. All of them were qualified experts in different fields ready to support the operation of the Company.

Mr. Pornchai Tharanatham, shareholder, mentioned about the annual report of the year 2011, page 62, 76, 98, and 124 presented the revenue and expenditure which would influence the consideration of the next two agendas. Last year, the Company's revenue increased by 194,000 Million Baht while the expenditure increased by 202,000 Million Baht. There was a big difference between the two figures, which made the Company unable to pay dividend to its shareholders. He personally did not have any concern about the revenue because the Company had increased its income continuously, even though it was faced with natural disasters like the Tsunami and the flood. However, the revenue of this year was higher than that of the previous

year by 10,000 Million Baht while the expenditure in the same year, in the part of the fuel price increased by 20,000 Million Baht, from 56,000 Million Baht to 70,000 Million Baht. About the fuel price, price risk was a major factor concerning the survival of aviation industry; the Company should have more careful forecasts on this issue. Referring to the past 15 board meetings and the Annual Report of the year 2011, on page 61 and 62, it is clearly seen that the Board were informed about the fluctuation of the fuel price and the actions taken through strengthening the fuel management effectiveness and rearranging the fuel surcharge appropriately. In addition, line 4 of page 62 of the Report stipulated that the Company was able to compensate the fluctuated fuel price by 91.77% of the increased fuel price. His first question was about why the fuel cost increased by 20,000 Million Baht. He inquired whether hedging was in place to ensure the compensation or not and whether it was able to compensate such fluctuated fuel price or not (as a result, the expenses on this part did not increase so much, didn't it?). The second question referring to page 76 of the Annual Report concerning risk management, the Risk Management Committee consisted of 5 members who were 4 committee members and 1 secretary. The committee had 2 meetings last year; the meeting minutes submitted to the Board clearly showed that the fuel cost had increased by 20,000 Million Baht, which was a key factor of loss. However the Risk Management Committee only had two meetings, which could show that the Risk Management was not prioritized, and it might be a key cause bringing the Company to the loss in the part of the fuel price. Again, on page 98 of the same Report showed that the Risk Management was a responsibility of the Risk Management Committee and in the first paragraph it stipulated that the Risk Management report would be done on quarterly basis. However, there were only 2 Risk management reports available last year, which could indicate that the issue of fuel price risk was not the priority. Moreover, on page 124 of the Report showed a significant change in expenditure. The Report indicated that the price of fuel consumed was 76,389 Million Baht, which increased by 19,870 Million Baht or by 35.2%. The main reason thereof was the increased fuel price, which was higher by 38.7% and the increased rate of fuel consumption by 2.5% due to the expansion of production capacity. However, the devaluation of US dollar had resulted in lower fuel price in Thai Baht while the Company, in this year, obtained compensation from fuel price risk management at 1,103 Million Baht higher by 505 Million or 84.4% compared to the year 2011. On the contrary, page 62, first paragraph, of the same Report, stipulated that the Company was able to compensate the fuel price by 91.77% of the increased fuel price. He, then, would like to have clarification on two issues. The first one was about the Risk Management Committee, his concern was whether the committee had performed its roles continuously and had delivered clear strategy in managing risks or not. In case the committee did not perform well enough, he had the opinion that the committee was remiss and this issue would be linked to the Board later. His second question was how much compensation was received from risk management.

The Chairman responded that the Company highly recognized the role of the Risk Management Committee in 2011. The Risk Management issue was reported to the Management. Also, the Risk Management work improved. The work of the Risk Management was reported to Executive Board and the Management on regular basis. However, this issue would be further clarified by the President who was an expert on hedging. The Chairman invited the next shareholder to express the opinions.

Mr. Basant Kumar Dugar, shareholder, discussed the 2011 Annual Report (English version). He said that page 124 of the Report indicated that the Company had operating profit margin loss. But why did the Company sell tickets at operating profit margin loss by 1.46% while other traders would not do that. Based on his understanding, the sensitivity analysis would reveal that the fuel was a key factor in hiking up the spending. Therefore, he would like to propose that there must not be any operating loss in purchasing fuel even though in some regions, the net profit margin could be either loss or profit but the operating profit percentage

should not be loss. He also stated that marketing is a key factor in persuading customers and its shareholders and would, as well, increase the profit of the Company. For example, the ratio of the load factor availability of the Company was at 67%, the Company might offer to its shareholders to buy ticket at half price. In addition, he was not pleased that the Board did not receive bonus because he was aware that the Board devoted their time and put lots of efforts in managing the Company for its prosperity. He would like the Board to receive bonus in the following years and wished that the Company could make profit in the future. He also inquired about the profit of the Company in the first quarter.

The Chairman thanked Mr. Basant Kumar Dugar for his concern on the Company's bookkeeping due to the fact that it did not segregate the profit only from the operating profit earned from the operation and exchange rate. The Accounting Department would further address this point. Regarding the bonus, this year the Company encountered problems and risks so there was no bonus provided to the Board. Regarding the turnover of the first quarter as inquired, he said that the Company was regulated by SET and could only disclose that the Company earned profit in the first quarter as earlier reported by the President who specified that the cabin factor increased. Moreover, the process of risk management in managing increasing fuel price has improved, and as a result, there has been less negative impact on the Company. The Chairman invited the next shareholder for questions and opinions.

Sqn.Ldr. Thanit Promsatit, shareholder, raised the issue of safety insurance for pilots which came into effect on 4 February 2011. He stated that the safety insurance contract was signed by Mr. Piyasvati Amranand, the President. A condition of the insurance was that all of the pilots must be fully prepared for flying the aircrafts. However, the Company carelessly let some unprepared pilot to fly, which conflicted with the international rules. The shareholder submitted a complaint letter to the President on 10 January. In return, he did not receive full explanation the reason of breaking the international aviation rules. The shareholder accused the Company of violating the flight operation manual. However, no corrective action was taken until now. He further stated that using unprepared pilots highly related to passengers' safety and might be a cause for criticism by other airlines. Furthermore, he submitted a letter to the Department of Civil Aviation checking if there was any investigation in regards to this matter. However, no response was received so far. The shareholder suggested that corrective action was necessary in fixing this problem. Additionally, the bullying of juniors and pilots was another concern. He considered that the President was afraid of the employees who fought for righteousness. In case where accident occurred, investigation would be taken which would cause problem to the Company as a consequence. He had strong evidence in regards to this matter and requested the Company to take investigation action. He also requested the Company respond to his concern about appointing the Company's pilots to work for the Department of Civil Aviation as staff members and as executives. Further, he wanted his concern about bullying pilots addressed. He stated that whenever he could bring the case to the international community, he would fight to death for it. Moreover, he stated that the Company tended to charge him without legal ground because the Company did not want the information spreading. In the past, at the time the Company recruited foreign pilots, the shareholder fought until the foreign pilots were dismissed. He stated that all he did was for the interest of the Company. However, the Company continued its misconduct and concealed the issue of unprepared pilots, which highly impacted the safety of passengers. Regarding this matter, he already submitted the complaint to the Management.

The Chairman responded by confirming that the safety measures of the Company was available and would give further clarification in regards to this the matter. He also stated that the Management acknowledged and recorded the points raised by the shareholder (Sqn.Ldr. Thanit Poomsathit). He once again warned that the shareholders should be careful in any

discussion that would put the Company's reputation at risk because all the shareholders would be affected as well. He invited the next shareholder to raise opinions.

Mr. Prasert Lertyaso, shareholder, stated that he would speak as one of the family's members of the Company in order to protect the interest of the Company. He would submit a letter issued on 25 April in the name of the association of the shareholders requesting all the Board to resign for expressing their responsibility. The letter to be submitted comprised 11 issues covering the question about the capacity of the committee, irresponsibility of the Board who put the blame on the flood and the Tsunami, no remedial action taken in regards to the fuel and loan problems even though the problems were raised several times. The shareholder requested that his points must be recorded. On top of the 11 issues raised, he also inquired about the reason of the appointment of the Director-General of the National Police Bureau as a Company's board member. In the past round, Police General Patcharawat Wongsuwan did not take this position while Pol.Gen. Preophan Dhamapong had taken this position this round. What were the reasons of the appointment even though it was so close to the retirement time of the current Police Chief?

The Chairman once again warned that the shareholders should not mention others and must take the responsibility for such mentioning. He clarified that Pol.Gen. Preophan Dhamapong was appointed as a board member through the voting of the board members. Today there would be voting by the shareholders again, however, the appointment was in good order as specified by the Company.

Mr. Pichai Chainamsathit, shareholder, mentioned about the last board's meeting which was held at the Thai Army Club. He stated that he informed Mr. Piyasvati Amranand that he was disabled and had two children who were 15years old and 16years old respectively, and both of them were still in school. He was unemployed and took sole responsibility in shouldering his two children financially. He stated that he had asked Mr. Piyasvati for assistance in finding a job for him at the Company. Later on, he received a response from Mr. Piyasvati stating that he could not respond to this request due to the fact the Company was a State Enterprise which operated under certain rules and regulations. However, Mr. Piyasvati told him that he informed Capt. Charaspong Burutratanapan to coordinate with the companies hired by Thai Airways in finding him a job. But it had been one year already that he did not hear anything from Capt. Charaspong Burutratanapan, he would like to request for Mr. Piyasvati's support in following up on this matter.

The Chairman stated that he would assign an officer to discuss this matter with a shareholder Mr. Pichai Chainamsathit. He then invited the next shareholder to raise opinions.

Mr. Mokepisute Ratarun, proxy, stated that he observed that a number of shareholders discussed the same issues and mentioned the third parties. He would like to request the Chairman to conclude and let the President address points raised by the shareholders so that the meeting could proceed. He also requested that the repetitive issues raised should be removed.

The Chairman thanked him and stated that it was necessary that the Company listen to the opinions of the shareholders. He, then, invited the next shareholder for questions and expression of opinions.

Mr. Supoj Kosiyajinda, shareholder, stated that he once complained about the good governance of the Company. He received a response from the Legal and Compliance Department indicating that there was enough grounds regarding violation of the Company's regulations. However, once the case was sent to the Personnel Department, the response clearly

indicated that violation of the Company's regulations had not taken place. He further submitted his complaint to the Chairman of the Good Corporate Governance Committee and received the same response earlier received from the Personnel Department. He did not feel confident in the good governance of the Company. Later on, he also heard that this case was closed by an order and he would like to further inquire about the rationale in closing this case. As well, he would like to check if the Good Corporate Governance Committee was considered essential, if not, it should be dissolved to prevent upcoming complaints.

The Chairman responded to the shareholder by stating that good corporate governance was a key reason in inviting Pol.Gen. Preophan Dhamapong to act as a board member. It had been clearly seen that Pol.Gen. Preophan Dhamapong was an expert on this area, because of his experience in solving drug problems as well as his background in good governance work. The Chairman requested for the shareholders' patience in considering the performance of the Chairman of the Good Corporate Governance Committee. Then, the Chairman responded to an inquiry raised by Mr. Pornchai Tharanatham, shareholder, concerning risk management. He stated that the Risk Management Committee had meetings on a regular basis as the shareholders were earlier informed. The committee put lots of efforts to bring the practical burdens to the Management (institutionalization), so this issue was directly reported to the President. Then, the President would report to the Board. However, due to the fact that there was a change of Chairman of the Risk Management Committee, as a result, the numbers of meetings were minimized. But the meeting had taken place from September to November. The Board recorded the total numbers of meeting as 15, but the actual number was 17. The two extra meetings were held to discuss the strategy of risk management. Regarding the meetings, they were economically organized at the Company's meeting room, which was different from previous meetings organized at hotel with luxurious food. In regards to the fuel price risk, the previous two experiences enabled the Company to better identify how to solve the problem. Next, the Chairman read the question raised by Mr. Chiewcharn Chomnart about the employees' income tax, which was paid on top of the salary by the Company. He referred to the Sustainable Development Report of 2011, page 93 presenting a table of economic detail. The table showed that 15% of the revenue, equivalent to 30,000 Million Baht, was paid to employees while only 4% of the revenue, which was equal to 8,000 Million Baht, was paid to the shareholders. He further inquired that if it was possible for the Management to reduce the mentioned cost as well as the cost of the income tax paid to employees, and adjusting other controllable remunerations fees. The action should be done in a way that the employees would not be greatly affected. Identification of how to prevent employees from striking was essential because a strike could put the Company's revenues at risk. Then the Chairman stated that the Company was able to manage the fuel problem at a certain level. In regards to Mr. Basant Kumar Dugar's inquiry about the profit of the first quarter, he insisted that the question could not be answered because it was still in the process of clarification at the Stock Exchange of Thailand. However, primarily, it could be stated that the performance of the Company had improved. Then the Chairman invited the President to respond to the inquiries raised by the shareholders.

The President responded to the first inquiry raised by Mr. Thong-in Saeng-Ngam, and many other shareholders in regards to the reduction of the meeting allowance. He said that he would like to double check if the request proposed was good for all the Board or for himself only. However, he had different opinions from the other board members considering that the Board were not permanent employees of the Company while he had permanent employee status receiving regular salary. So, he proposed to have his salary decreased and the meeting allowance removed. He stated that the principle proposed was commonly used in leading companies registered under SET, but not yet applied in any State Enterprises. But he expected that the Company would be the first State Enterprise to utilize this principle. He also shared

that Kasikorn Thai Bank, where he worked before, also applied this principle. The bank considered that the employees already received salary and it was not a common practice that they also received meeting allowance when acting as a board member. Moreover, he stated that the management of the Company voluntarily had their remuneration reduced without the board's instructions. Regarding the other concerns, he requested that Sqn.Ldr. Asdavut Watanangura proceed with the responses on the pilots' strike and asked Mr. Pandit Chanapai to answer on code sharing with Japan Airlines.

Subsequently, the President answered a question asked by Mr. Thong-In Saeng-Ngam regarding failure in setting up Thai Tiger Airways which resulted in a loss in market share. This was because Tiger Airways has dumped the market and stolen the Company's market share on the Bangkok–Singapore route by increasing the number of flights from Singapore to Bangkok and from Singapore to Krabi. Failure to be a partner of this joint venture caused more losses. Nonetheless, the reason that the Company was unable to set up Thai Tiger Airways was because the issue was under the consideration of the Ministry of Transport, but Tiger Airways could not wait for the result. However, the President confirmed that setting up a low cost airline, either with Nok Air or other airlines, was essential for the Company's long-term survival. In this connection, the section of THAI Smile was a part of and owned by the Company. This section was not considered a low cost airline but was an airline with a swift and smart look and able to snatch the low-end market. Regarding the contention that the Company bought shares of Nok Air at a high price, the Company thought that it was a reasonable price as Mr. Patee Sarasin, a Nok Air executive, negotiated with many shareholders of Nok Air Co., Ltd. and this was also the same price the Company paid Krung Thai Bank.

In terms of cost reduction, if the Company did not improve its work efficiency as well as reduce costs the Company would not be able to survive in the long run due to high business fluctuations. And with full effort in cost cutting, the Company has recovered in the first quarter of this year. Having said that, the President reassured the shareholders, that the Company did not reduce the employees' benefits unreasonably, only those that were necessary. Furthermore, the Committee resolved last Friday to allocate 430 Million Baht for the employees' pay rise for this year as well as another 100 Million Baht as bonus. Overall, it can be seen that employees receive reasonable compensation. For an issue on the computer backup system, the meeting assigned Mr. Chokchai Panyayong to take the shareholder's advice and proceed accordingly.

With regard to the aircraft procurement, it was advised that the Company always adhered to transparent procurement, either by purchasing or leasing. In the year of 2010, the Company acquired 15 aircraft by purchasing 7 Airbus A330s and by means of operating lease of 8 Boeing 777-300ERs. In the previous year, the Company acquired 37 aircrafts: 15 from purchasing and 22 from operating lease. The information regarding the aircraft acquisition was immediately informed to SET and shareholders were able to access such information via the SET website. Therefore, the details were not explained in the Meeting. An issue followed this on aircraft refurbishment, which was explained that aircraft which were aging, such as Airbus A300-600, were usually sold to the market. Currently, the Company had altogether 18 Boeing 747 aircrafts: 12 of them could be refurbished and 6 of them were considerably old. Thus, two of them were used as a cargo aircraft; the first one already started operation since the Songkran festival and the second one would start operating in May. The other four would be sold. It can be seen that in these five years, 47 aircrafts, which were aging and not worth refurbishing have been discharged, according to the table presented to the shareholders.

With regard to the Company's losses while others were reporting profits, it was explained that the aviation businesses worldwide were all affected by higher fuel price.

However, the financial standing of each airline was different depending upon factors involved in each airline. Some airlines reported more losses than the Company's, for instance, Indian Airlines encountered many problems, while some had to apply for business rehabilitation. If considering only those airlines operating in Thailand, the first difference was the yield for domestic trips, which was considerably better than international ones such as Europe or Australia. Second, the flood crisis resulted in higher number of domestic trips as people could not travel by car. In this connection, the measure of performance is operating efficiency. For example, the average age of the fleet of Singapore Airlines was 6 years while that of Cathay Pacific Airways was 7. This showed that their aircraft efficiency in terms of use of fuel was much better than the Company's. If the Company's fleet was more efficient and had been newer, it is believed that the Company would not have made a loss as in the previous year. In addition, Singapore Airlines and Cathay Pacific Airways did not encounter the flood crisis like the Company. Furthermore, another problem regarding the Company's fleet was having a variety of aircraft and aircraft engines as a result of past procurements, causing the costs to be higher than it was supposed to be. Four Airbus A340-500 aircrafts, for instance, were expensive and consumed a lot of fuel while carrying only approximately 200 passengers each. A lesson learnt included a flight to Los Angeles using Airbus A340-500, which caused the Company a loss of 1,200 Million Baht. As a consequence, this was the reason why the Airbus A340-500 would not be used for the Bangkok-Los Angeles route since 1 May onwards, and would be replaced by a Boeing 777 aircraft and stop at Incheon to pick up passengers and refuel. This helped solve the issue on loss making.

After increases in fuel price together with the flood crisis, the Company had implemented many adjustments in its marketing strategies and, importantly, risk management in fuel price. It is believed that since last year the Company had made a good risk management agreement that was better able to control the cost of fuel than the previous year. In the previous year, the Company had made a profit from fuel hedging of 1,100 Million Baht as well as increased airfare, which is the fuel surcharge, resulting in a gain of 91% back to the Company. However, high competition as well as the flood crisis required the Company to offer a lot of promotions. Despite the increased fuel surcharge, promotions caused airfare to be cheaper, which made the yield lower than it was supposed to be, and cannot be drastically increased as the Company may lose passengers leading to a lower cabin factor. Furthermore, air fares could not be increased either due to higher costs, including personnel costs, as the Company's employee to passenger ratio and employee to aircraft ratio is considerably high. Therefore, it is necessary to urgently improve work efficiency.

With regards to the pilots, he asked Sqn.Ldr. Asdavut Watanangura to further explain this matter, he would take action against the shareholders for the accusation affecting his credit, image and Company's reputation and he explained that he was not afraid of any person as claimed by the shareholder. Then, the President discussed the Risk Management Committee, that the Committee had unofficially discussed the fuel issue in many instances and the Management has been closely following up every week, the Committee did not refrain from taking action but the fuel price during the beginning of the previous year increased rapidly. Moreover, the Company would sell the ticket three months in advance at the ratio of 70% of the tickets, therefore, the ticket price could not reflect the fuel cost on the date of flying. Therefore, during the time of high fluctuation of fuel price, the Company would be unable to timely adjust the ticket price. When the fuel price was more stable, the situation would be back to normal, however, the Company faced the problem of the floods in the previous year, and therefore, during the first quarter of this year, he expected that the operating result would improve, as it should be. In regard to the complaint about the good corporate governance, there were many complaints and he did not know the status of each complaint.

Then, the President asked Sqn.Ldr. Asdavut Watanangura, Mr. Pandit Chanapai and Mr. Sathok Varasarin to reply the shareholders' inquiries.

Sqn.Ldr. Asdavut Watanangura, Executive Vice President, Operations, explained about the pilots' taking leave and he confirmed that the Company's pilots had never organized a strike but in regard to the flight delays during Songkran Festival, it was due to the increase of many flights during the Festival, therefore, it was required to use all aircrafts to fly like other airlines. Accordingly, the aircraft rotation was also delayed. Additionally, it could be noted that the cause for more than 70% of delays was due to the delay at the ground. Moreover, sometimes, change of the aircraft type was needed. A pilot is able to fly only one type of aircraft, so, sometimes it was required to call other pilots to fly instead for the highest security, thus, the delay occurred. He confirmed that the pilots did not organize the strike during such period of time. Regarding the number of pilots, which decreased from 4 to 3, and from 3 to 2, it was the improvement of efficiency by means of compliance with the Regulations of the Department of Civil Aviation. Such Regulations had fixed the Duty Time Regulations in order for airlines in Thailand not to use pilots or crews beyond necessity or if they were too tired which may lower the standard of security. The Company has strictly complied with the Regulations by changing FOM (Flight Operations Manual) which was used since the Company's establishment to be the rules of the Department of Civil Aviation i.e. OM-A (Operations Manual Part), and the topic "Duty Time Regulations, Clause 15.2 of Company was strict and had much more details than Regulations fixed by the Department of Civil Aviation. Therefore, he confirmed that the Company's standard of security met the requisite standard and had been continuously strict and in compliance with the international aviation regulations followed by the foreign airlines.

The Chairman thanked him and asked Mr. Pandit Chanapai to reply the shareholders' inquiries.

Mr. Pandit Chanapai, Executive Vice President, Commercial, explained regarding the cooperation between the Company and Japan Airline that the Company had 4 destinations in Japan and there were passengers who transited in those 4 destinations. Therefore, the Company needed assistance from Japan's national airline. Currently, the Company and Japan Airlines have had the aviation alliance or Code Sharing for over 10 years. Such cooperation was advantageous because the Company had passengers who made their transit from the Company's destinations. At present, the destinations which the Company had the cooperation with Japan Airlines include Fukuoka, Osaka and Nagoya. However, Japan Airlines had recently joined Oneworld, while the Company was an alliance of Star Alliance group. As a consequence, there must be clear agreement that the cooperation between the Company and Japan Airlines would decrease. However, the Company may increase the cooperation with All Nippon Airways, which was a member of Star Alliance.

The Chairman thanked Mr. Pandit Chanapai and stated that the good governance complaint of Mr. Supoj Kosiyajinda must be submitted to be considered by the Good Corporate Governance Committee, he confirmed that the complainant must be fairly treated.

Mr. Uthit Hemavattakit, shareholder, asked the President to explain regarding the improvement of old aircraft, he stated that he also objected to this matter as from the time there was a person proposed to select the names on the AGM date. There would not be the election of directors, shareholders having the conflict of interest or being the agents of such persons and he also proposed to amend the regulation today (25 April 2012) that 1 out of 3 directors must be elected by shareholders not by the proxies in order that such directors would be the agent for protecting the benefit of shareholders.

The Chairman explained that the issues regarding the improvement of old aircraft was in line with the explanation of the President. With regard to the request for amendment of regulations, the Meeting was unable to consider and amend it today. In terms of public company, if the regulations must be amended, the matter must be proposed to the Meeting in form of agenda as formerly explained. Therefore, the shareholder must submit the matter to the Chairman for considering the matter in details and the matter must be submitted to the shareholders for considering it before such matter would be set as an agenda.

Mr. Uthit Hemavattakit, shareholder, inquired about the name of the representative of Ministry of Finance.

The Chairman Stated that disclosure of name or person was a personal right which he could not violate

Mr. Uthit Hemavattakit, shareholder, stated that such matter resulted in the legal effect in regard to the compliance with the Act supporting the Constitution on the Corruption Counter and Prevention B.E.2542.

The Chairman stated that the name of the representative of the Ministry of Finance was a personal right but the name of such representative would be recorded in the Minutes. The Secretary of the Meeting would notify the name to the shareholder later. With regard to the issue of aircraft development, comparisons would be made between the numbers for loss due to the old aircraft flying and the development of aircraft to be notified to the shareholders. The Chairman added that if the old aircraft are used for flying, the Company might suffer the loss in the amount up to 40,000 Million Baht.

Mr. Uthit Hemavattakit, shareholder, stated that had not yet received the explanation on procurement of new aircraft by means of purchase and lease, whether the purchase or lease of aircraft was more beneficial to the Company. But he acknowledged from the report that it was for the benefit of politicians.

The Chairman said that he had replied to the shareholder's inquiry that the long-term lease would be more beneficial to the Company, especially while the Company's standing was not yet strong because the lease would cause the Company to have more financial liquidity although the lease would cause the Company to receive lesser yield in the long term. However, after calculating the risk and form of change of aircraft to new generation planes, the long-term lease of plane would be more appropriate than the purchase as explained by the President.

The Meeting acknowledged the report of the operations of 2011 as detailed in the 2011 Annual Report, which had been delivered to the shareholders along with the Meeting Invitation Notice.

Agenda 4 To Review and Approve the Balance Sheets and the Company's Profit and Loss Statements of 2011

The Chairman asked the President to report this matter to the Meeting.

The President addressed to the Meeting in brief that as of 31st December 2011, the Company's total revenue for 2011 was 194,342 Million Baht, increasing from last year by approximately 10,000 Million Baht due to a slight increase in the number of passengers and an

increase in the profit per unit due to the adjustment of fuel compensation fee. However, due to the competition with other operators, the Company was unable to fully raise the fee according to the fuel price. The Company's total expense was in the amount of 199,831 Million Baht, increasing from that of the previous year by approximately 23,000 Million Baht. Firstly, this was due to the cost of fuel price, which increased by 38.7% equivalent to 19,870 Million Baht. Secondly, it was due to the increase of production in regards to the passengers and equipment, which resulted in the increase of expenses. As the expenses increased more than the revenue, therefore, the Company suffered the loss. However, the Company's loss was also due to other causes, firstly, the Company had a loss from the exchange rate of 2,428 Million Baht, while in 2010, the Company made profit from such transactions in the amount of 9,106 Million Baht. Secondly, it was the effect from the new accounting standard applied by the Company. At present, only few companies in Thailand apply such accounting standard. According to such new accounting standard, the rate of corporate income tax decreased from 30% to be 23% in 2012, and at the rate of 20% in 2013, which affects the measurement of assets value, liabilities and the deferred income tax of the Company. In 2011, the Company recorded the deferred income tax resulting from the change of tax rate to be the expenses of tax in the amount of 2,407 Million Baht. Therefore, if the loss of foreign exchange rate is in the amount of 2,428 Million Baht plus the new accounting standard which caused the corporate income tax decreased in the amount of 2,407 Million Baht, although such expense was just a number for accounting without any actual payment by the Company but it caused the Company's net loss to increase in the amount of 10,197 Million Baht compared with that of 2010 where the net profit was in the amount of 14,744 Million Baht. The Company's earnings before interest, tax, depreciation and rent or EBITDAR totaled 22,637 Million Baht, lower than that of the last year by 9,761 Million Baht. The Company had total assets in the amount of 274,445 Million Baht, the cash and cash equivalent decreased from that of 2010 in the amount of 22,113 Million Baht or representing 7.5%. The Company's liabilities were in the amount of 211,010 Million Baht, decreasing from that of 2010 in the amount of 9,166 Million Baht, representing 4.2%. The main cause for this was due to the unpaid expenses and decrease of the long-term debt. The shareholders' equity was in the amount of 63,435 Million Baht, decreasing from that of 2010 in the amount of 12,947 Million Baht due to the net loss in 2011 and the dividend payment in 2010.

The Chairman asked whether any shareholder wished to inquire or not. Then the Chairman stated that the Board accepted that the Company's operating result was loss and ready to adjust the strategy of risk management in the future, competition with other airlines, the increase of service quality and the improvement of employees' potential which would make the service and management to have greater efficiency. As no shareholder raised any queries, the Chairman asked the shareholders to cast the votes.

The Meeting resolved with the majority votes of the shareholders who attended the Meeting and had the voting right, to approve the balance sheets and income statements for 2011, which were audited and certified by the OAG and the auditor, as follows:

Affirmative Votes	1,739,252,850	Representing	99.99451%
Negative Votes	28,125	Representing	0.00162%
Abstention	67,300	Representing	0.00387%

Agenda 5 To Consider and Disapprove the Dividend Payment from Company Operating Result of 2011

The Chairman said that he, on behalf of the Board would like to ask shareholders to accept his apologies for being unable to manage the Company to gain profit and to pay the

dividend to shareholders this year. The Chairman well recognized the duty of management and also stated that, as the Chairman, if he did not properly perform the duties and was unable to manage the Company to have a good operating result, he would be ready to be responsible for his management result. Then, the Chairman asked the President to explain this matter to the Meeting.

The President explained this matter to the Meeting that the Company had the dividend payment policy of not less than 25% of the net profit before profit or loss of foreign exchange rate from the consolidated financial statements. However, this depended on the investment plan, necessity and other appropriateness in the future. For the accounting year 2011, the Company suffered a loss, accordingly, the Board proposed to the shareholders to consider and disapprove the dividend payment.

The Chairman asked whether any shareholder wished to inquire about the disapproval of dividend payment.

Mr. Monchai Rabruentaveesuk, shareholder and proxy, asked how was the Company's operating result during the first quarter of 2012, and how much is the approximate profit and loss.

The Chairman explained in brief as he used to explain to the mass media about the past Board's Meeting result that the Company's Cabin Factor improving and there was the mechanism to hedge the risk from the effect of the fuel price which increased in the first quarter, as a result, the Company could control the effect of the fuel price increase. The Company's performance in certain aspects of its operation was positive, thus, the Board decided to support the morale of employees. The Chairman understood that the shareholders expected to receive appropriate yield from their investment, and when the shareholders had not received the yield as expected, the Board must explain the reason why they could not provide such returns on their investment. Moreover, the Chairman asked for more time to cause the Company's operating result to be satisfactory. If he could not do so, he must consider the matter himself. He stated that he was sorry and would like to seek apology of the shareholders again because the investment of shareholders would not receive any dividend this year due to the loss. Then, he asked the shareholders to cast the votes.

The Meeting resolved with the majority votes of the shareholders who attended the Meeting and had the voting right, to disapprove the dividend payment for the operating result of the year 2011, as follows:

Affirmative Votes	1,739,035,825	Representing	99.98027%
Negative Votes	259,714	Representing	0.01493%
Abstention	83,536	Representing	0.00480%

Agenda 6 To Consider the Board of Director's Remuneration

The Chairman stated to the Meeting that the Company had continuously decreased the Directors' rights and benefits and there was no increase of Meeting's allowance, but there were more Board's Meetings, especially the meeting on strategies lasting from 9.00-21.00 hrs. with only 1-hour lunch, held at Company's conference room as the venue of the Meeting for saving the expenses. Then, the Chairman asked Mr. Areepong Bhoocha-oom, Chairman of the Nomination, Remuneration and Human Resources Development Committee, to explain this matter to the Meeting.

Mr. Areepong Bhoocha-oom, Chairman of the Nomination, Remuneration and Human Resources Development Committee, explained this matter to the Meeting that, as the Nomination, Remuneration and Human Resources Development Committee resolved and approved in the Meeting No. 2/2555 on 16 March 2012 fixing the Director's Remuneration, Meeting Allowance and Right and Benefits regarding the ticket for the time during 1 May 2012 to 30 April 2013 and the Bonus for the Director of 2012 and proposed the AGM to consider and approve according to the details as follows:

Firstly, with regard to the Board's remuneration and meeting allowance, the proposed rate of monthly remuneration was in the amount of 50,000 Baht and the meeting allowance in the amount of 30,000 Baht for each meeting. Should there be more than one meeting per month, each member would receive a meeting allowance of 30,000 Baht per month only, and the Chairman and the Vice Chairman would respectively receive 25% and 12.5% more than that of the other members. All remuneration and meeting allowances were subject to income tax to be paid by each member. In such case, when a member was appointed by the Board or its Chairman to be committee, sub-committee and member of working groups of the Company, such member would receive an additional meeting allowance in the amount of 10,000 Baht per meeting. Should there be more than one meeting per month the meeting allowance would remain in the amount of 10,000 Baht only for that month. Audit Committee would receive meeting allowance at the same rate as that of the Board; the allowance would also be paid for the month during which no meeting was held. Such rates were the same as the rates of the previous year approved by the 2011 AGM. With regard to the details of the sub-committees and the scope of authorities, they had already been stipulated in the Annual Report of the year, pages 71-77.

Secondly, benefits in air ticket for the directors, the Board shall receive 10 roundtrip tickets per year for international routes and 10 roundtrip tickets of the business class free of charge per year for domestic routes which decreased from that of the former years when the directors had been granted the right and benefit at the highest class (First Class). In such case, there must be the non-booked seats and such rights and benefits can be used as appropriate. This benefit shall be granted only during their term as a Board member. The number of air tickets shall equal to the number approved by the 2011 AGM.

Lastly, with regard to annual bonus, the Board would receive annual bonus by calculating from the percentage of 0.2% of the Company's consolidated net profit before any gains or loss on foreign currency exchange, with the limit of total amount to be not over 30 Million Baht. This rate shall be adopted for the calculation of bonus in following years. Such rate was the same as that of the previous year that was approved by the 2011 AGM.

The Chairman inquired the shareholders whether there were any doubts or questions.

Mr. Uthit Hemavattakit, shareholder, expressed his opinion that the Board's remuneration should decrease from 50,000 Baht per meeting to be 30,000 Baht per meeting, and meeting allowance should decrease from 30,000 Baht to 10,000 Baht per meeting, and there should not be any additional remuneration for the director who was appointed a member of committee, sub-committee and working group of the Company because it was a repeated remuneration. In addition, there should not be payment of remuneration for the accounting company because it had already received the yearly remuneration. Moreover, he had doubt in regard to the efficiency and transparency of the accounting company due to the corruption amounting in 6,000 Million Baht abroad.

The Chairman explained to the shareholders that the Board's remuneration was very little compared with the remuneration of other companies' remuneration, for instance, PTT Exploration and Production Public Company Limited (PTTEP). At the same time, he understood that the profit of two companies was different from each other. In regard to the persons who were nominated to be directors, he himself invited them to hold the office. Although the Company suffered the loss this year, but, if the Company still suffered a lot of loss next year, he might show his responsibility and he thought that the qualified directors had the same thoughts. Accordingly, he would like to record the shareholders' opinions in the Minutes and he would ask the Chairman of the Nomination, Remuneration and Human Resources Development Committee for further consideration.

Mr. Prasert Lertyaso, shareholder, stated that the consideration on the Agenda 6 was in connection with the consideration on Agenda 1 onwards. He had the opinion that the Board managed the Company without paying attention to the problems that occurred, for instance, the case that the shareholder mentioned about the corruption of ticket fare in London amounted to 6,000 Million Baht, therefore, if it was the defect of the Board, such defect was not due to a natural disaster. He formerly proposed that the Board discuss the fuel price as an important problem with PTT that was also a state-enterprise but the Board did not take action according to his suggestion. According to Agenda 5, the shareholders must cast the votes for disapproving the dividend payment but the shareholders were proposed to approve the bonus payment for the directors on this Agenda 6. The shareholders did not need the dividend but they felt embarrassed that many private companies, for instance, commercial banks, could pay dividend to their shareholders, but the Company is the national airline without dividend payment. If the Company had good operating result, good reputation, the shareholders would be proud of the Company. At present, the shareholders are unhappy therefore the Board should show the responsibility. Just a while ago, he proposed the Board to resign from Company, the Chairman stated that he would take the responsibility if he could not manage the Company to have better operating result. As a result, he asked the Board to consider for receiving only 50% of the annual bonus and the remaining 50% should be paid as the dividend to the shareholders instead.

The Chairman explained that, in 2011, the Company suffered the loss, therefore, there was no annual bonus paid to the directors. The proposal for the Meeting to resolve on this Agenda was the matter of remuneration for the directors for 2012. If the Company had no profit in 2012, there would be no annual bonus to be paid to directors and he would also consider on performing duty as the Chairman of the Board as well.

Mr. Prasert Lertyaso, shareholder, stated that he did not need the dividend but he had an opinion that the directors should take responsibility by receiving the meeting allowance only 50% and the remaining 50% amount should be paid as dividend because the Board had mismanaged a lot, not including the case of THAI Smile, the Company already suffered the loss over 10,000 Million Baht. He had the evidence that it was the fault of this Board and such evidence was from the Company itself. Moreover, when any Company's employee submitted a complaint about the corruption in organization, the employee was dismissed. At present, there were 6 dismissed employees who had been investigated according to the disciplinary measure 4 times because if there was no guilt found, Mr. Piyasvati Amranand instructed to investigate again; this was the attempt to dismiss the employee. Currently, such employees are submitting the complaint to the Office of the National Anti-Corruption. Additionally, the Chairman and Mr. Piyasvati Amranand had different opinion on the remuneration and the tax of Captain and copilot, that might be due to the fact that the Chairman had 3 titles and Mr. Piyasvasti Amranand's performance had been unsatisfactory since he worked for PTT, therefore, he thought that the President should resign.

Mr. Kriengkrai Wongmaleewattana, shareholder, asked why the President dismissed 6 employees who proposed to investigate the corruption and why the Company's labor union did not protect such employees for protecting the organization. In addition, whether the dismissal of employee had already been investigated, or was it that the employees having not fulfilled the President's need, therefore, they must be dismissed. If the employees must be dismissed due to such reason, it was not just, and he asked the President to explain on this matter.

The Chairman stated to the Meeting that, this matter was under control of the good corporate governance of the Company and he asked the President to explain on this matter.

The President explained that THAI Airways is a large organization with approximately 25,000 employees who are both good and not good. Previously, the Company has had problems where there were bad people who helped conceal the evil, as a result, no guilt was found in most of disciplinary investigation. His duty was to indicate the good deed and the bad deed, there were a lot of employees' guilt. In some cases, the guilty employees were not dismissed but their status of employment had been terminated due to the lack of state-enterprise employees' qualifications, for instance, the employees who committed the sexual harassment against the employee of National Housing Authority, the employee was punished with the imprisonment by the final judgment, as a result, such employee's status terminated automatically. In April, he dismissed over 10 employees because they had committed many offences. The Fact Finding Committee, Disciplinary Investigation Committee, strictly inspected his action and there was careful consideration, thus, he could not dismiss any employee as he pleased. If we compared with general private companies, it was very hard for the Company to dismiss any employee; this was the reason why governing the employees was very difficult. In the case where any employee had violated the regulations and discipline by making false accusations, which defamed the Company, there are clear rules to control such actions but he did not want to mention this matter in detail because there were many cases and it would take a long period of time. If the Company failed to strictly enforce action against any employee who violated the regulations and discipline, the Company would not be able to administer the organization.

The Chairman thanked the shareholders with respect that he had the duty to conduct the Meeting to be in accordance with its agenda, but the debate at present did not relate to the consideration of this agenda.

Mr. Prasert Lertyaso, shareholder, stated that, for the time being, the Agenda 6 followed Agenda 5 which had been considered, he believed that the dividend could not be paid because of this Board' mismanagement. When there was any employee who wished the Company to take action against corruption for protecting the organization, the Board would dismiss such employee. He would like to ask Pol.Gen. Preophan Dhamapong, Chairman of the Good Corporate Governance Committee in regard to the matter proposed to suspend the employee's dismissal, but Mr. Piyasvati Amranand did not permit such suspension and why he dismissed the employee.

The Chairman explained that he received the letter from Chairman of the Good Corporate Governance Committee in regard to the matter and he had taken action according to the procedure. The Company had the rule to control and supervise this matter having Pol.Gen. Preophan Dhamapong to act as the Chairman of the Good Corporate Governance Committee, which was the system of balance of power between the management and the policy-maker, therefore, he would like to take action on this matter according to the procedure.

Mr. Prasert Lertyaso, shareholder, stated that, Mr. Piyasvati Amranand was using the case where the employee committed the offence of sexual harassment to change the issue on the employees' dismissal because of the action of Company's interest protection. He had the opinion that Mr. Piyasvati Amranand should resign from his position.

The President stated that any accusation in public must be done with care. In the 2011 AGM, ex-employee made a false statement, then, he was put through legal proceeding and finally, he must seek apology from him in court. Therefore, he would like any person to realize that he had the right to take legal proceeding against any person for the lie accusation.

The Chairman stated to ask the Meeting to discuss only the issue of the Board's remuneration.

Mrs. Chamsri Sukchotirat, shareholder, said that although this agenda was about the payment of remuneration for directors, there was someone referring to Thai Airways State Enterprise Labor Union (The Union), therefore, she would like to explain to the shareholders for the fairness of the Union. She thought that it was good that the shareholders were interested in the corruption and considered that corruption was an important matter. If there was an employee protecting the Company's interest in regard to corruption, the shareholders should support such employee. However, the shareholders might obtain the information from one source and use such information to debate in the Meeting that might damage other persons. The Union confirmed that it would protect everyone who protected the Company's interest. The Union had always tried to request for the good corporate governance and the non-discrimination. The thing that affected the organization most was favoritism not corruption, because the corrupted person must have been supported first. She thought that the Union was defamation because the shareholders understood that the Union did not protect such employee. She reiterated that the Union would protect every employee who acted in good faith for the Company's best interest. However, if such person had any other hidden agenda and intended to damage the organization, she would neither protect such person but also support the Management to punish such person strictly in order that such person would not be the role model for other persons.

Mr. Prasert Lertyaso, shareholder, stated that the statement of the Chairman of the Union regarding the shareholders obtaining information from only one source to debate, was untrue because he had clear evidence.

The Chairman said that this was the AGM, he would like to stop the answering back and forth, or else, this Meeting would be the debate between the shareholder and the Chairman of the Union. Then he asked the shareholders to cast the votes.

The Meeting resolved, with the votes of not less than two-thirds of the total votes of the shareholders who attended the Meeting, to approve the regulations on the Board's remuneration, proposed by the Nomination, Remuneration and Human Resources Development Committee as follows:

The Board of Directors remuneration and meeting allowance:

- To approve the remuneration of each member of the Board to receive monthly remuneration in the amount of 50,000 Baht and the meeting allowance in the amount of 30,000 Baht for each meeting. Should there be more than one meeting per month, each Board member would receive a meeting allowance of not more

than 30,000 Baht per month, and the Chairman and the Vice Chairman would respectively receive 25% and 12.5% more than that of the other members. All remuneration and meeting allowances were subject to income tax to be paid by the individual.

- In the case where a member was appointed by the Board or a Chairman to serve on a committee, sub-committee or member of working groups of the Company, such member would receive additional meeting allowance in the amount of 10,000 Baht per meeting. Should there be more than one meeting per month; a meeting allowance would remain in the amount of 10,000 Baht for each month.
- Audit Committee would receive meeting allowance at the same rate as that of the Board where such allowance would also be paid for the month in which no meeting was held.

In this regard, the approved rate remained the same as that from the 2011 AGM.

Benefit in air ticket for the directors: The Board shall receive 10 roundtrip tickets per year for international routes and 10 roundtrip tickets per year for domestic routes, for business class tickets, and when there is availability in seats, the directors would be granted the right and benefit at the highest class (First Class). In such case, such rights and benefits can be used as appropriate. This benefit shall be granted only during their term as a Board member.

Bonus: The Board shall receive annual bonus by calculating from the percentage of 0.2% of the Company's consolidated net profit before any gain or loss on foreign currency exchange, with the limit of total amount to be not exceeding 30 Million Baht. This rate shall be adopted for the calculation of bonus in following years.

The Meeting cast the votes as follows:

Affirmative Votes	1,735,266,107	Representing	99.76354%
Negative Votes	3,982,010	Representing	0.22893%
Abstention	130,958	Representing	0.00753%

Agenda 7 To Consider Appointing Auditor and To Determine the Audit Fee

The Chairman asked Mr. Chutinant Bhirom Bhakdi, Member of Audit Committee, to explain this matter to the Meeting.

Mr. Chutinant Bhirom Bhakdi, Member of Audit Committee, explained this matter to the Meeting that the Company was a state-enterprise having the OAG as the Company's auditor for the past period of time in accordance with Act on the National Anti-corruption B.E.25420.. The OAG had no relationship and interest with the Company, the Subsidiary companies, management, major shareholders or the relevant person of such persons. The OAG was also the auditor of Thai-Amadeus Southeast Asia Co., Ltd. which was a subsidiary company of Company, a state-enterprise, but it was not the auditor of other subsidiary companies and the associated company of the Company because such companies were not state-enterprises. In 2011, the OAG was the Company's auditor receiving annual audit fee for auditing the Company's financial statements in the amount of 2,000,000 Baht and the

quarterly audit fee of Company's financial statements in the amount of 300,000 Baht per quarter, totaling three quarters. Presently, the OAG had conducted this task until its term expired. Therefore, it was necessary to consider an appointment of auditor and determination of audit fee for 2012. The OAG had submitted its proposed annual audit fees for 2012, comprising of the annual audit fee of Company's financial statements in the amount of 2,000,000 Baht and the quarterly audit fee of Company's financial statements in the amount of 300,000 Baht per quarter, totaling three quarters.

The Chairman informed the Meeting that the afore-mentioned fee was equivalent to that of the previous year and asked the shareholders to cast the votes.

The Meeting resolved, with the majority votes of the total votes of the shareholders who attended the Meeting and had the voting right, to approve the appointment of auditor and to approve the audit fee for 2012 as proposed by the Audit Committee, as follows:

1. To appoint the OAG to be the Company's auditor for 2012;
2. To approve the audit fee of the Company's financial statements for 2012 and the audit fee for the audit of the Company's financial statements in each quarter which was at the same rate as that of the previous year being 2,000,000 Baht and the audit fee of Company's financial statements in each quarter, totaling 3 quarters, in the amount of 300,000 Baht per quarter.

The Meeting cast the votes as follows:

Affirmative Votes	1,739,177,968	Representing	99.98843%
Negative Votes	84,736	Representing	0.00487%
Abstention	116,571	Representing	0.00670%

Agenda 8 To Consider the Election of Directors

The Chairman asked the directors with an interest in this matter to leave the conference room and stated to the Meeting that, due to the fact that the Chairman of the Nomination, Remuneration and Human Resources Development Committee was the director with the interest in this agenda, therefore, the Chairman would explain to the Meeting regarding this agenda instead of the Chairman of the Nomination, Remuneration and Human Resources Development Committee. However, in the Board's Meeting, the Chairman of the Nomination, Remuneration and Human Resources Development Committee also abstained to vote in nominating himself for the shareholders' consideration on election of director, and it was recorded in the Minutes of the Board's Meeting. In this AGM, there were one-thirds of directors retiring by rotation under the Company's Articles of Association, Article 17 as follows:

1. Mr. Areepong Bhoocha-oom
2. Pol.Gen. Preophan Dhamapong
3. ACM. Satitpong Sukvimol
4. ACM. M.L. Suprija Kamalasana
5. Mr. Silpachai Jarukasemratana

In this connection, The Nomination, Remuneration and Human Resource Development Committee, excluding the directors with the interest, resolved to propose the Board and the AGM to elect 5 directors retiring by rotation to be re-elected as follows:

1. Mr. Areepong Bhoocha-oom, currently the Permanent-Secretary of Ministry of Finance, he has knowledge and capability in regard to the strategy on finance and public finance having given good advice to the Company continuously;

2. Pol.Gen. Preophan Dhamapong, he has knowledge and capability in regards to strategy and was a suitable candidate to take care of the Company's strategy especially the Company's good corporate governance;

3. ACM. Satitpong Sukvimol, a Private Secretary of H.R.H. the Crown Prince, he has advised and transferred various means for making the Company to be the symbol and identity of Thailand and public treasury;

4. ACM. M.L. Suprija Kamalaksana, he has served as an airman of the Royal Thai Armed Forces Headquarters, he was an expert in aviation, therefore, he was an appropriate person to take care of the technical management and other affairs in regard to the aviation policy; and

5. Mr. Silpachai Jarukasemratana, currently the acting Permanent-Secretary of Ministry of Transport, he has knowledge and capability beneficial to the Company's business regarding the transport service.

The Chairman asked the Meeting to cast the votes and asked the Secretary to the Meeting to explain the method of casting the votes for the election of directors.

The Secretary to the Meeting explained that, in voting, he would like to ask the shareholder wishing to cast the affirmative vote, negative vote and abstention, to cast the vote in the ballot given by the Company. The affirmative votes, negative votes and abstention of voting would be counted, the remaining votes would be deemed as the votes of the shareholders who did not exercise their rights.

The Meeting resolved, with majority votes of the shareholders who attended the Meeting and had the right to vote, to approve the election of 5 Directors to replace the Company's directors who retired by rotation in accordance with the Company's Article of Association, Article 17, to be effective as from 25 April 2012 onwards, as follows:

1. Mr. Areepong Bhoocha-oom			
Affirmative Votes	1,691,611,199	Representing	97.25373%
Negative Votes	9,354,456	Representing	0.53780%
Abstention	562,292	Representing	0.03233%
Non-exercised Right Votes	37,851,328	Representing	2.17614%
2. Pol.Gen. Preophan Dhamapong			
Affirmative Votes	1,687,292,725	Representing	97.00545%
Negative Votes	8,896,947	Representing	0.51150%
Abstention	521,408	Representing	0.02998%
Non-exercised Right Votes	42,668,195	Representing	2.45307%
3. ACM. Satitpong Sukvimol			
Affirmative Votes	1,354,753,503	Representing	77.88718%
Negative Votes	346,461,945	Representing	19.91871%

Abstention	547,463	Representing	0.03147%
Non-exercised Right Votes	37,616,364	Representing	2.16263%
4. ACM. M.L. Suprija Kamalasila			
Affirmative Votes	1,692,618,677	Representing	97.31165%
Negative Votes	8,741,984	Representing	0.50259%
Abstention	550,694	Representing	0.03166%
Non-exercised Right Votes	37,467,920	Representing	2.15410%
5. Mr. Silpachai Jarukasemratana			
Affirmative Votes	1,698,892,695	Representing	97.67235%
Negative Votes	2,315,816	Representing	0.13314%
Abstention	688,494	Representing	0.03958%
Non-exercised Right Votes	37,482,270	Representing	2.15492%

Therefore, Company's Board of Directors would be as follows:

1. Mr. Ampon Kittiampon	Director
2. Mr. Chulasingh Vasantasingh	Director
3. Mr. Areepong Bhoocha-oom	Director
4. Mr. Kanit Sangsubhan	Director
5. Mr. Pradit Sintavanarong	Director
6. Pol.Gen. Preophan Dhamapong	Director
7. Mr. Weerawong Chittmittrapap	Director
8. ACM. Satitpong Sukvimol	Director
9. ACM. M.L. Suprija Kamalasila	Director
10. Mr. Apiporn Pasawat	Director
11. Mr. Dheerasak Suwannayos	Director
12. Mr. Voradej Harnprasert	Director
13. Mr. Chutinant Bhirom Bhakdi	Director
14. Mr. Silpachai Jarukasemratana	Director
15. Mr. Piyasvasti Amranand	Director

Agenda 9 Other Business

The Chairman asked the Meeting whether there would be other shareholder's inquiry or proposal.

Mr. Pornchai Tharanatham, shareholder, expressed his opinion about the number of members of the Board that, the Articles of Association of the Company stipulates that the number of directors of Company must be of not less than 5 directors but must not exceed 15 directors, therefore, he thought there no need to fully appoint 15 directors, thus, he proposed the Meeting to appoint only 12 directors.

The Chairman stated that the shareholders could exercise the right whether to elect either director or not and asked the Secretary to the Meeting to record the shareholders' opinion and explain that if the shareholders wish to decrease the number of directors, they may do so by proposing the matter to the Nomination, Remuneration and Human Resources Development Committee to consider and to propose it to the Board, then, the Board would consider the proposal and further propose it to the AGM for decreasing the number of

directors and to amend the Company's Articles of Association in regard to the number of directors.

Mr. Pornchai Tharanatham, shareholder, stated that the reason which he proposed to decrease the number of directors was because the Board explained that the recruitment of Company's directors was based on the consideration of qualification and the appropriateness according to the recruitment process. The nominated persons must be the persons who were qualified, expert in various field, having transparent working background and great vision, being moral persons and ethical, able to express the opinion independently, having performed directors' duties well and having appropriate qualifications as appearing on page 5 of the agenda. However, he had the opinion that, after considering the previous years operating result, the Board was unable to work according to the target, the Company suffered a great loss and the shareholders had not received the dividend. Therefore, the number of 15 members of the Board could not help improve the Company's operating result; he proposed to decrease the number of the members of the Board for reducing the Company's incurred expenses.

The Chairman thanked him and accepted his proposal for further consideration.

Mr. Apinant Tantiwatthana, shareholder, expressed his opinion regarding payments for the Board that since the Board was elected from the shareholders to take care of their interests, the payments should be calculated from the dividends, not from the Company's primary profit.

Miss Suporn Patumsuwanwadee, shareholder, congratulated the chairman who maintained his position as the Company's Board chairman after the change of government. She spoke of how the Chairman had said that he would resign from his position if the Company did not achieve profit and expressed how she would like the President to maintain his position. She would like to propose that the Board should show responsibility by decreasing the payment for the Board meeting's allowance by 50 percent. The president should also explain the case of the co-pilot who was on sick leave during Songkran festival because he wanted to make a demand that the Company pay taxes for him and whether this case was true or not. If it was true, she did not think the Company should pay the taxes because the pilots already received high salary and benefits.

The Chairman clarified the Songkran case that, as Sqn.Ldr. Asdavut Watanangura, Executive Vice President, Operations, had already explained, there were an unusually large number of passengers both international and domestic, especially domestic flights such as flights to Phuket and Chiang Mai. Therefore, the Company planned to increase the flight numbers to accommodate the demands. There were aircraft changing, which affected other flights and caused an event called "sling" because there was a switch between Boeing 777 and Airbus A330-600 aircraft type which were of about the same size (250 seats) and so to keep the flights on schedule as much as possible it was necessary to call in pilots who could fly Boeing 777. As pilots could only fly one type of aircraft, pilots for Boeing 777 could not fly the Airbus and that caused some problems. The Chairman himself was at Suvarnabhumi Airport on that day to check on the work of immigration officers who did their work very well. To solve the urgent problem at that time, the Company had to cancel the flight to Muscat so the 4 flights to Tokyo and a flight to Korea could take off. At the end, the Company managed to solve the situation and kept the flights on schedule. At times, be it the communication and the inter-Company understandings, the relationship would be almost family-oriented as Ms. Chamsri had already stated. However, the Company worked professionally when the issues concerned were safety, flying and maintenance. He was once a Board member in PTT Company for 6 years and was a skilled Board member in Bank of Thailand, which was never a state enterprise, for 8 years, as a Board member in a financial institute with high level of good

governance and transparency. The core of the Company, of the Board members, and of every executives and employees was the passengers. He had discussed with the director of the Board that the service improvement should not be limited to services in First class and business class, because the passengers who were the Company's main income were passengers from economy class. He had met shareholders in economy class many times and had received advice on how to improve the services, making the cabin factor increase and gaining the much increased profit for the Company. As for fuel price hedging, the Company had hired young generation employee to find the information necessary to take into consideration regarding the risk for the Company's fuel price. Then he asked the youngest employee responsible for the risk of the fuel price to introduce himself to the shareholders.

Mr. Rat Raksamruaj, the Manager of Fuel Price Risk Management, introduced himself to the people in the meeting.

The Chairman said that hiring young people of the next generation was to enable the Company to work at its greatest potential and this method was a new evolution in the Company to decrease the risk from external factors. Many times in the past, the Company suffered the loss because of external factors such as fuel price rising, earthquakes, fogs, or floods. Therefore, the Company had to institute reforms for sustainable development.

Mr. Mana Aroonsri, shareholder, expressed his opinion that the Chairman of the Good Corporate Governance Committee had an important job suppressing drugs, so he was worried that the Chairman would not be able to take on the additional responsibility of taking care of the Company, so he would like to suggest the Chairman to resign from his position and asked the Committee to answer the shareholders' questions who asked the entire Committee to resign.

The Chairman answered the shareholders that he himself had invited the 5 Board members to join the Company's Board and everyone had agreed to help out. The reason for the invitation had been explained that each member was competent and knew what should and should not be done. He himself could not answer on behalf of others.

Mr. Uthit Hemavattakit, shareholder, said that according to the Act on the National Anti-corruption figure the meaning for government officials include directors, committee members, subcommittees and government employees. Section 165 of the Criminal Law stipulates that government officials have the duty to comply with the law or any official issues and orders for preventing the compliance with law or to obstruct the compliance with the law shall be punished with imprisonment. Further, Section 184 of the Criminal Law stipulates that any person who aided a criminal in escaping their punishment or lessen the degree of punishment would also commit an offence.

Section 157 was in regard to the negligence of duty that he had filed a case against the negligence of the Company's employees about how he had asked for the ticket refund information which the Company had sold at a cheap price. He had understood that it had to be done according to the International Air Transport Association (IATA)'s regulations.

The Chairman said that according to the rules of the meeting, discussion about the lawsuit was not allowed. He had also asked the President not to talk about the lawsuit.

Mr. Uthit Hemavattakit, shareholder, said that IATA had regulations concerning refund of the ticket by paying extra. However, the Company's employees were not aware of such regulations. In the end, he was able to pay the extra money to change his ticket without

losing the chance to use the cheap ticket. At the moment, that employee was in the middle of being investigated by the Office of the Corruption Commission.

The Chairman said that since the matter had been taken in by the legal proceeding then it should be left to the proceeding to have the matter taken care of.

Mr. Uthit Hemavattakit, shareholder, said that on the 12th of November 2011, the Company's flight delayed by 7 hours. When he asked for the reason for the delay, he was told by a Chinese employee that the aircraft ran out of fuel and was waiting for a refueling. The President did not explain the matter, which was another reason why the President should resign apart from mismanagement, because he believed there was a fuel corruption in the Company, which led to the aircraft having insufficient fuel. He would like they're to be a record of the conversation between the flight control tower and the pilot as to why the aircraft could not take off. The flight was delayed for over 7 hours and the Company's employees did not follow the rules in appropriately taking care of passengers in the case of a flight delay. He had to solve the urgent problem by himself. Therefore, he would like to support the shareholders' suggestions that the whole Board should resign.

The President asked what flight it was that delayed for 7 hours.

Mr. Uthit Hemavattakit, shareholder, answered that it was the Bangkok-Guangzhou flight where he was asked to leave because the Company's employees used the same method that the President was using in this very meeting, which was protecting the ones who committed crimes. He had already sent in a letter to the Company since the 13 May 2011.

Mr. Pirapat Pongrojphao, proxy, said that the shareholder should show respect to the meeting and the Chairman while in the meeting.

The Chairman said that any accusations needed to be put on paper and the shareholder would be responsible for the words of accusations in the letter.

Mr. Popol Joothabanjerd, shareholder, expressed his opinion that he had attended the shareholder meeting for over 10 years. The meeting had come to its 9th item but there were very few shareholders left in the meeting. He thought the shareholders should feel responsible and stay to the end of the meeting even if they had little affect on the vote and resolutions since the largest shareholder was the Ministry of Finance but he thought it was the shareholders' responsibility to stay. He also would like the chairman to confirm that the representative from the Ministry of Finance was still present in the meeting.

The Chairman confirmed that the representative from the Ministry of Finance was still present at the meeting.

Mr. Popol Joothabanjerd, shareholder, said that the aim of every company was profit for the shareholders. He would like every Board member and the Management in all levels to realize their duties to the organization. He never knew that the Board had a meeting that offered explanations as it did today. He would like to add a suggestion that the Company was a global company. In Japan, large companies that were also global companies had Board members who were 70-80 years old. He had no worry regarding the payment and dividend as long as every Board member and executives knew their duties. He would like to add a suggestion to the Board that the Board, apart from joining the meeting, should ask if they got to present the Company's strategy and got to brainstorm, not only lower the cost. It was something to be happy about that the President could lower the cost, the number of pilots and

the expenses. For short-haul distance, he decreased the staying over nights from 2-3 nights to only 1 night, which may displease some people because it affected their personal gain by receiving less over time pay. He would like to offer his opinion that the rewards would find their way in if everyone had the right concept, especially if the Board had set up a good strategy. He would like to ask that unit which was the Company's cash cow, which was a unit that 40-50 airlines still engaged the services of, and that the Company should pay proper attention to it, not just focusing on new investment. He agreed with the new investment, but to dump money to it may worsen the Company's business profits. On the other hand, the Company should develop their inner working unit that was the Company's cash cow as a unit which brought income to the Company. Was it possible for the Company to adjust the organization frame to be a subsidiary? If the Board, the Management or CEO had this concept, then he thought the dividend would not be something to worry about. Most importantly, every shareholder should realize the importance of this matter and each lends a hand for the survival of the country. If nobody offered help, then Thailand would be left behind as neighboring countries advanced on.

The Chairman said that he thanked the shareholders for their opinions and suggestions and replied to the shareholder's inquiry that he used to work with the President at the Office of the National Economic and Social Development Board. He was appointed a Secretary to the Office of the National Economic and Social Development Board (Office of NESDB) for the second time totaling 6 years. Another person who had been appointed the Secretary of the Office of NESDB twice was Dr. Sanoh Unakul. The Chairman was taught to take action and to manage organization with strategy and planning. He confirmed that, if the shareholders looked back at the Company's history, the Company had prepared the In-House Strategy, there was the establishment of working unit of strategy and business development (DY), the Company had not considered only the aviation business. The business unit that had earned the most revenue for the Company (cash cow) and the Company is trying to grow is not THAI Smile only. In the previous year, Catering and the ground service business unit (D1) that renders check-in service and the unit taking care of airside are the working units making the profit most for the Company. While the Company faced problem, such working units resolved the crisis, or else, the Company may suffer the loss amounting to 14,000 Million Baht. However, the Company would not consider only aircraft but consider personnel, employees' heart and passengers' hearts, which made the Company and the revenue and would repay the shareholders who had invested in the Company.

Miss Suporn Pathumwannadee, shareholder, expressed her opinion that the Company did not need to hold the AGM on business days, the Company may hold the Meeting during weekend and she would like to the atmosphere of the Meeting to be more friendly because she felt that the atmosphere of the Meeting today was too serious.

The Chairman replied the shareholder's inquiry (Mr. Uthit Hemavattakit) that, regarding THAI Smile, the Company invested 100% but in regard to Tiger Air, it has already terminated.

The President replied to the shareholder's inquiry in regard to THAI Tiger Air that no damage was incurred because there was no establishment of company.

Mr. Sitthichoke Boonyawanich, shareholder, expressed his opinion that, in the lawsuit regarding the Company's employee's corruption, after judicial proceeding has completed and the final judgment is issued and proved that such person is actually guilty, he would like to ask the Company report to mass media or public, it should not be the groundless accusation

without evidence. For the case where the Company is actually at fault, the Company must admit such fault and improve or the Board must also express the responsibility for such fault.

The Chairman thanked for the suggestions and accepted such matter to be considered according to the scope of law.

Mr. Sitthichoke Boonyawanich, shareholder, asked about the recruitment of Company's cabin crew that had been voted via the Facebook channel, is this incident true or not, and about the 2 aircraft parked during Don Mueang Airport's flood, the media reported that it was due to the fact that Thai Airways did not have the airworthiness license. Therefore, he would like to know whether the airworthiness license must be fixed with the aircraft at all times or it can be changed according to the plane.

The Chairman replied the shareholder about the recruitment of crew that there was no such method of recruitment and in regard to the license, the Company had explained the matter to the mass media, accordingly, he asked the officer to explain the shareholder personally.

Mr. Peerapat Pongrojphao, proxy, stated that the Meeting had been debated for a long time, he thus propose to adjourn the Meeting.

There was no other matter to be considered or acknowledged, therefore, the Chairman declared that the Meeting was adjourned.

The Meeting was adjourned at 17.40 hrs.

(signature)

(Mr. Bumpen Suppasri)

Vice President, Legal and Compliance Department

Minute Keeper

(signature)

(Mr. Niruj Maneepun)

Executive Vice President, Corporate Secretariat,
acting as the Company Secretary to the Meeting

(signature)

(Mr. Piyasvasti Amranand)

Director and the President

(signature)

Mr. Ampon Kittiampon

Chairman of the Board of Directors

Chairman of the Meeting

Requested Amendment**Minutes of the 2011 Annual General Meeting of Shareholders
of Thai Airways International Public Company Limited
on Wednesday, 27 April 2011, Agenda 9 – Other Business, page 54-55**

Mrs. Chamsri Sukchotirat, shareholder, said that she was currently the President of Thai Airways International Labour Union and referred to the page 7, item 9 of attachment to the previous minutes, stating that its Management supported the Union to close Don Mueang airport in November 2009. She had asked the Company to clarify who was the management at that time who was involved in the event. In such case, the Union was unable to do so, and after the information verification process, it was found that the one who instructed to close the airport was Mr. Serirat Prasutanond, the authorized person of AOT. Furthermore, she expressed her opinion that issues of people with various political thoughts or actions committed should not be discussed in the Meeting since the objective of the AGM Meeting was for the benefit of the shareholders, not for any specific person. In addition, regarding the closure of the airport, she and the Union Boards were examined and it was found that she was not guilty and did not spend working time for other businesses as the Union had over 15,000 members under her responsibility. In case where there was a complaint filed against the Labor Relations Commission, she sent a letter to the Labor Relations Commission stating it was a false accusation and asked the Commission to proceed as deemed appropriate.

The shareholder's document also recorded that a director of the THAI Labor Union sexually harassed a female employee during working hours. Therefore, Mrs. Chamsri would like the Company to clarify who was the person and when it occurred to ensure it was clear who was involved in the event; otherwise, it would be misunderstood that it was supported by the existing President of the Union. This was because prior to her holding this position, there was a case where the former member of the Union Committee (during the time of former President of the Union) had trespassed on a female employee's room of other working unit at night. With regards to a theft, it occurred while ACM Narongsak Sangapong was the Acting President. However, the employee was already penalized by having salary deduction by 25 percent for 6 months and the Company had filed the lawsuit to court. The case was currently in the Appeal Court, which is the norm for those committing offence in the organization. Besides, there were many other cases proceeding and the Union is looking forward to the answers.