



Thai Airways International Public Company Limited  
89 Vibhavadi Rangsit Road, Bangkok 10900, Thailand  
Tel: 66 (0) 2545-1000, 66 (0) 2695 1000

Registration No. 0107537001757  
1D/SB/WF/WF-Q/ 403

14 March 2013

Subject : Invitation to the 2013 Annual General Shareholders' Meeting of Thai Airways International Public Company Limited

Attn : All Shareholders

- Attachments :
1. Conditions, Rules, Procedures to Attend the Meeting, to Appoint Proxy and to Vote and Articles of Association regarding the Shareholders' Meeting
  2. Copy of Minutes of the 2012 Annual General Shareholders' Meeting
  3. CD-ROM 2012 Annual Report
  4. CD-ROM 2012 Sustainable Development Report
  5. Brief Profiles of Person Nominated to be the Company's Directors
  6. Map to the Meeting's Venue
  7. Proxy Form A
  8. Proxy Form B (Form B is recommended)
  9. Proxy Form C
  - 10. Registration Form (must be brought to the Shareholders' Meeting)**
  11. Annual Report Requisition Form

Thai Airways International Public Company Limited (the "Company") would like to invite you to attend the 2013 Annual General Shareholders' Meeting on Wednesday, 24 April 2013 at 13:30 hours at the 4<sup>th</sup> Floor, Miracle Grand Ballroom, Miracle Grand Convention Hotel, Vibhavadi-Rangsit Road, Laksi, Bangkok Metropolis to consider the following matters:

Agenda 1            Report from the Chairman

Agenda 2            Consideration and approval of minutes of the 2012 Annual General Shareholders' Meeting

Background and rationale: The 2012 Annual General Shareholders' Meeting was held on Wednesday, 25 April 2012. A copy of the minutes thereof is attached hereto (Attachment 2).

The Board's opinion: The Board, upon the opinion of the directors who attended the 2012 Annual General Shareholders' Meeting, found that the minutes of the 2012 Annual General Shareholders' Meeting held on Wednesday, 25 April 2012 were duly recorded in full as appearing in the document attached hereto (Attachment 2). The Board, therefore, deems it appropriate to certify such minutes.

Agenda 3      Acknowledgement of the report on the results of operations for the year 2012

Background and rationale: Report on the results of operations of the Company during 2012 were recorded in the 2012 Annual Report (Attachment 3) and the 2012 Sustainable Development Report (Attachment 4) furnished to all shareholders together with this invitation.

The Board's opinion: Upon reviewing the matter, the Board found it appropriate for the Meeting to acknowledge the report on the results of operations for the year 2012. The details appear in the 2012 Annual Report of the Company (Attachment 3) and the 2012 Sustainable Development Report (Attachment 4).

Agenda 4      Consideration and approval of balance sheets and income statements for the year 2012

Background and rationale: The balance sheets and income statements for the year ended as at 31 December 2012 as appearing in the 2012 Financial Statements were approved by the Audit Committee and audited and certified by the Auditor.

The Board's opinion:

Upon reviewing the matter, the Board found it appropriate for the Meeting to approve the balance sheets and income statements for the year ended as at 31 December 2012 which were approved by the Audit Committee and audited and certified by the Office of the Auditor General of Thailand and the Company's Auditor. The balance sheets and income statements showed the financial standing and operating results of the Company in 2012 and can be summarized as follows.

The balance sheets and income statements of the Company and its subsidiaries:

Total Assets	Baht	304,096	million
Total Liabilities	Baht	234,278	million
Shareholders' Equity	Baht	69,818	million
Total Revenues	Baht	213,530	million
Profit (loss) before Income Tax Expenses	Baht	7,104	million
Net Profit (loss)	Baht	6,510	million
Profit (loss) per Share	Baht	2.85	per share

The details appear in page 139-188 of the 2012 Annual Report furnished to you together with this invitation.

Agenda 5      Consideration and approval of dividend payment from the Company's business operations for the year 2012

Background and rationale: The Company's dividend policy requires the Company to distribute the dividend of "not less than 25 percent of the consolidated net profit before gains or losses on foreign currency exchange, subject to the Company's future investment plan, necessity and other appropriateness."

For the business operation of 2012, the Company had a consolidated net profit before any gain or loss on foreign currency exchange from the consolidated financial statements of Baht 3,016 million.

However, during the year 2011, the Company has faced several uncontrollable struggles from external factors such as dramatically rise in fuel price by 38.7%, intensified competition in the aviation industry, natural disasters and above all the Japanese tsunami and devastating flood in Thailand. These causes have adversely affected the Company's operations which resulted in a net loss. Therefore, the shareholders' meeting has approved to abstain from the dividend payment from the Company's business operations for the year 2011.

The Board's opinion: Upon reviewing the matter, the Board found it appropriate for the Meeting to approve the dividend payment from the Company's business operations for the year 2012 to the shareholders of the Company representing 2,182,771,917 shares, Baht 0.50 per share amounting to Baht 1,091,385,958.50 or 36.2% of the consolidated net profit before any gain or loss on foreign currency exchange for the shareholders whose names appear on a record date for rights to receive the dividend dated Friday, 15 March 2013. The names shall be compiled in accordance with Section 225 of the Securities and Exchange Act B.E.2535 (1992) by closing the share registration book on Monday, 18 March 2013. The dividend payment date will be on 10 May 2013.

However, the right to receive dividend is still uncertain because it is subject to shareholders' approval.

Agenda 6      Consideration of Directors' remunerations

Background and rationale: The Nomination, Remuneration and Human Resources Development Committee has considered the rules for Directors' remuneration, meeting allowance and benefits in air tickets which will take effect from 1 May 2013 to 30 April 2014 and directors' bonus for the year 2013 and proposed to use the same rate as the year 2012 approved by the 2012 shareholders' meeting except for the Audit Committee's remuneration as per the amendment in accordance with the Ministerial Rule of the Ministry of Finance regarding Audit Committee and Internal Audit Department of State Enterprises B.E.2555 (2012) as follow:

***Remuneration and meeting allowance:***

- Each member of the Board of Directors will receive monthly remuneration of Baht 50,000 and meeting allowance of Baht 30,000 per each meeting attendance. Should there be more than 1 meeting per month, each Board member will receive meeting allowance of Baht 30,000 only. The Chairman of the Board of Directors will receive meeting allowance of 25% more than that of the other Board members and the Vice Chairman will receive meeting allowance of 12.5% more than that of the other Board members. All remuneration and meeting allowance are subject to income tax to be paid by Board members. The remunerations and meeting allowances are equivalent to those approved by the 2012 shareholders' meeting.
- In such case when a Board member is appointed by the Board of Directors or its Chairman to be a committee, sub-committee and member of working groups of the Company, such Board member will receive additional meeting allowance of Baht 10,000 per meeting. Should there be more than 1 meeting per month, such Board member will receive meeting allowance of Baht 10,000 only. The meeting allowances are equivalent to those approved by the 2012 shareholders' meeting.
- Audit Committee will receive meeting allowance on a monthly basis at the same rate as that of the Board of Directors. The Chairman of the Audit Committee will receive meeting allowance of 25% more than that of the other members. The allowance will also be paid for the month during which no meeting is held. This shall be in accordance with the Ministerial Rule of the Ministry of Finance regarding Audit Committee and Internal Audit Department of State Enterprises B.E.2555 (2012) as published in the Royal Gazette and effective from 8 September 2012 onwards.

However, the allowance approved by 2012 shareholders' meeting was that the Audit Committee and its chairman shall receive meeting allowance at the same rate as that of Board of Directors. The allowance shall also be paid for the month during which no meeting is held.

Details of sub-committees and the scope of powers and responsibilities are elaborated on page 68-77.

***Benefits in air ticket for the Board members:*** Board members will receive benefits of 10 round trip air tickets per year for international routes and 10 round trip air tickets per year for domestic routes which are free of charge. The tickets shall be in business class but can be upgraded to the highest class subject to its availability. The air tickets can be used as appropriate. These benefits will be granted only for the period the Board members are serving in their directorship. The amounts of the air tickets are equivalent to those approved by the 2012 shareholders' meeting.

**Bonus:** The Board of Directors will receive annual bonus at the rate of 0.2% of the consolidated net profit before any gain or loss on foreign currency exchange from the financial statements but not exceeding Baht 30 million. This rate is the same rate as that of the previous year and shall be used for annual bonus calculation for the following year.

The Board's opinion: Upon reviewing the matter, the Board found it appropriate for the Meeting to approve the Directors' remunerations as proposed by the Nomination, Remuneration and Human Resources Development Committee pursuant to the above details.

Voting: Section 90 of the Public Limited Company Act B.E. 2535 (1992) ("Public Limited Company Act") prescribes that the payment of remuneration for the directors shall be in accordance with the resolutions of the Shareholders' Meeting passed by a vote of not less than two-third of the total number of votes of the shareholders present at the meeting and entitled to vote.

#### Agenda 7

#### Consideration for the appointment of an auditor and determination of audit fee

Background and rationale: The Company is a state enterprise which has the Office of the Auditor General of Thailand (OAG) as the Company's auditor in accordance with the Organic Act on State Audit B.E. 2542 (1999). The OAG has no relationship, nor vested interest in the Company, or its subsidiaries, or its executives or majority shareholders or any related person to the aforementioned. The OAG is also the auditor for Thai Amadeus South East Asia Co., Ltd., a subsidiary of the Company which is also a state enterprise. However, the OAG does not serve as the auditor for other subsidiaries and associated companies because they are not state enterprises.

The OAG was the auditor of the Company in 2012. The audit fee paid to the auditor for the fiscal year was Baht 2,000,000. The fee for reviewing the Company's financial statements in each quarter, for 3 quarters, was Baht 300,000 per quarter. The audit fee and the fee for reviewing the Company's financial statements are the same rate as in 2005. The OAG has notified the annual audit fee for 2013 consisting of the annual audit fee of Baht 2,500,000 and the fee for reviewing the Company's financial statements in each quarter, for 3 quarters, of Baht 350,000 per quarter.

The Audit Committee, during the meeting no.2/2013 held on 27 February 2013, has considered the proposal made by the OAG and approved this matter to be proposed to the shareholders' meeting as follows:

1. To appoint the Office of the Auditor General of Thailand to be the Company's auditor for 2013.
2. To approve the audit fee for 2013 and the fee for reviewing the Company's financial statements in each quarter. The annual audit fee will be Baht 2,500,000. The fee for reviewing the Company's

financial statements in each quarter, for 3 quarters, will be Baht 350,000 per quarter.

The Board's opinion: Upon reviewing the matter, the Board found it appropriate for the Meeting to approve the appointment of the auditor and approve the audit fee for 2013 as proposed by the Audit Committee according to the above details.

Agenda 8

Consideration and approval of the amendment to Article 23 of the Articles of Association of the Company

Background and rationale: In entering into any juristic acts by the Company with third parties which are important juristic acts e.g. purchasing of the aircrafts which requires the Company to enter into a transaction with a bank in a foreign country, there is a requirement regarding the authorization that the grantor must be a director who can sign to bind the Company (according to the list appeared in the company certificate). Thus, for each time of purchasing of the aircrafts, it is required to propose to the directors to sign for the authorization to other person. Moreover, at present there are many cases where the Company is acting as a plaintiff and a defendant, e.g. criminal, civil, labor, including many other cases, occurring in Bangkok, other provinces and foreign countries, in which there is a requirement to prepare a power of attorney for the Chairman of the Board of Directors to jointly sign with other directors or three directors jointly sign to authorize the President to have an authority to proceed the case. This authorization procedure is not flexible resulting from the fact that each director is not on duty at the head office, and some directors have other missions in foreign countries or other provinces during the time of the authorization. To acquire all signatories of all directors is time-consuming procedure which causes delay in preparing documentation for such juristic acts.

In addition, leading state enterprises which are public limited companies status e.g. MCOT Public Company Limited, PTT Public Company Limited and Airports of Thailand Public Company Limited have specified in the Articles of Association that the President who is the highest executive of the organization has an authority to sign to bind the Company.

Therefore, in order to minimize the burden of the Chairman of the Board of Directors and other directors of the Company resulting from the fact that at present there are many documents regarding an authorized signatory on which the Chairman of the Board of Directors and other directors are required to sign, it is deemed appropriate to amend Clause 23 of the Article of Association of the Company to assign the President to be an authorized person to sign with the affixation of the Company's common seal so as to act on behalf of the Company. The Article 23 which presently specifies that "The Board of Directors shall designate the names of directors who have the authority to sign and bind the Company with the affixation of the Company's common seal. Such authorized directors shall be either the Chairman of the Board of Directors and one other director jointly sign their names together with the affixation of the Company's common seal, or three directors jointly sign their names together with the affixation of the Company's common seal." shall be amended to read as follows;

“The Board of Directors shall designate the names of directors who have the authority to sign and bind the Company with the affixation of the Company’s common seal. Such authorized directors shall be the Chairman of the Board of Directors and one other director jointly sign their names together with the affixation of the Company’s common seal, or three directors jointly sign their names together with the affixation of the Company’s common seal, **or the President signs his name together with the affixation of the Company’s common seal**”

The Board’s opinion: Upon reviewing the matter, the Board found it appropriate for the Meeting to approve the amendment to Article 23 of the Articles of Association of the Company.

Voting: Section 31 of the Public Limited Company Act B.E. 2535 (1992) (“Public Limited Company Act”) and Article 38 (2) (Chor) prescribe that the amendment to Article 23 of the Articles of Association of the Company shall be in accordance with the resolution of the Shareholders’ Meeting passed by a vote of not less than three-fourth of the total number of votes of the shareholders present at the meeting and entitled to vote.

#### Agenda 9

#### Consideration of election of Directors

Background and rationale: Article 17 of the Company’s Articles of Association prescribes that

“At every Annual General Meeting, one-third of the directors shall retire from office. If their number is not a multiple of three, then the number nearest to one-third shall retire from office.

The directors to retire from office in the first year and second year following the registration of the Company shall be drawn by lots. In every subsequent year, the directors who have been in office longest shall retire. A retiring director is eligible for re-election.”

This year the directors retiring by rotation are:

1. Mr. Chulasingh Vasantasingh
2. Mr. Weerawong Chittmittrapap
3. Mr. Kanit Sangsubhan
4. Mr. Apiporn Pasawat
5. Pol. Gen. Wichean Potephosree

The Company has given the shareholders an opportunity to nominate qualified persons to be elected as Board of Directors according to the Criteria as posted on the Company’s website since 28 September 2012 to 31 December 2012. However, there was no nomination. Therefore, the Nomination, Remuneration and Human Resources Development Committee, during the meeting held on 27 February 2013 (excluding those who have conflict of interest), has selected qualified persons

according to the criteria of Thai Airways International Public Company Limited's directors selection process approved by the directors at the meeting no.4/2010 and resolved to propose to the Board of Directors and the 2013 Annual General Shareholders' Meeting to appoint 5 directors whose names are as follows:

- |                                 |                                |
|---------------------------------|--------------------------------|
| 1. Mr. Chulasingh Vasantasingh  | to continue one more term      |
| 2. Mr. Weerawong Chittmitrapap  | to continue one more term      |
| 3. Mr. Kanit Sangsubhan         | to continue one more term      |
| 4. Pol. Gen. Wichan Potephosree | to continue one more term      |
| 5. ACM Prajin Juntong           | to replace Mr. Apiporn Pasawat |

(Profiles of persons nominated to be the Company's directors appear in Attachment 5)

The Board's opinion: Upon reviewing the suggestion of the Nomination, Remuneration and Human Resources Development Committee, the Board found it appropriate for the Meeting to appoint directors to replace the 5 retiring directors as proposed by the Nomination, Remuneration and Human Resources Development Committee according to the above details.

Agenda 10    Other business (if any)

Kindly attend the meeting at the date, time and place mentioned above. The shareholders are able to register their attendance as from 11:30 hours. Any shareholders who cannot attend the Meeting and wish to appoint a proxy to attend the Meeting and vote on his/her behalf at the meeting is kindly requested to complete and sign a proxy form with the affixation of **stamp duty of Baht 20** and a proxy shall submit the completed form at the Meeting. Any shareholders who wish to appoint an Independent Director to be a proxy to attend the Meeting and vote on his/her behalf at the meeting is kindly requested to complete and sign a proxy form with the affixation of **stamp duty of Baht 20** and send the completed form to the Securities Compliance Department Office within **Friday, 19 April 2013** as detailed in Conditions, Rules, Procedures to Attend the Meeting, to Appoint Proxy and to Vote (Attachment 1). The Company has attached herewith a Proxy Form A which a general form, Proxy Form B which is a more specific form and Proxy Form C which is used by a custodian in Thailand who represents a shareholder who is a foreign investor. Shareholders can use each form as appropriate.



The Company has fixed the shareholders list for the right to attend the Annual General Shareholders' Meeting on Friday, 15 March 2013 and the shareholders list shall be compiled according to Section 225 of the Securities and Exchange Act B.E.2535 (1992) by closing of shareholders registration on Monday, 18 March 2013.

These matters are reported for your information.

Sincerely yours,



Mrs.Suvimol Bualerd  
Vice President  
Corporate Secretariat

Remark: In case a shareholder would like to receive a hard copy of 2012 Annual Report, please fill in the attached Annual Report Requisition Form (Attachment 11).

The Corporate Secretariat Office  
Tel. 0-2545-4391, 0-2545-4393, 0-2545-4383, 0-2545-4389 Fax 0-2545-4390