



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

Ref: 1D/SB/WF/WF-Q/072

12 March 2015

Subject : Invitation to the 2015 Annual General Shareholders' Meeting of Thai Airways International Public Company Limited

Attn : All Shareholders

Attachments :

1. Conditions, Rules, and Procedures for Attending the Meeting, Appointing Proxy and Voting, and Articles of Association regarding the Shareholders' Meeting
2. Copy of the Minutes of the 2014 Annual General Shareholders' Meeting
3. CD-ROM of 2014 Annual Report
4. CD-ROM of 2014 Sustainable Development Report
5. Brief Profiles of Person Nominated to be the Company's Directors
6. Map of the Meeting's Venue
7. Proxy Form A
8. Proxy Form B (recommended)
9. Proxy Form C
10. Registration Form (must be presented at registration area on the meeting date)
11. Report Request Form

Thai Airways International Public Company Limited (the "Company") would like to invite you to attend the 2015 Annual General Shareholders' Meeting (the "Meeting") which will be held on Friday, 24 April 2015 at 1.30 pm at Chaiyaphruek Room Air Force Convention Hall (Thongyai Building), Paholyothin Road, Bangkok to consider the following matters:

Agenda 1 Report of the Chairman

Agenda 2 To consider and approve the Minutes of the 2014 Annual General Shareholders' Meeting

Background and Rationale: The 2014 Annual General Shareholders' Meeting was held on Tuesday 29 April 2014, a copy of the minutes is attached hereto (Attachment 2).

The Board's Opinion: The Board of Directors has reviewed the opinion of the Directors who attended the 2014 Annual General Shareholders' Meeting, and considered that the Minutes of the 2014 Annual General Shareholders' Meeting held on Tuesday 29 April 2014 was duly and fully recorded. The Board, therefore, deems it appropriate to certify the 2014 Annual General Shareholders' Meeting Minutes.

Agenda 3 To acknowledge the 2014 performance report

Background and Rationale: Performance report of the Company during 2014 was contained in the 2014 Annual Report (Attachment 3) and the 2014 Sustainable Development Report (Attachment 4) being enclosed with this invitation.

The Board's Opinion: The Board has considered it appropriate for the Meeting to acknowledge the performance report for the year 2014, the details of which are shown in the 2014 Annual Report of the Company (Attachment 3) and the 2014 Sustainable Development Report (Attachment 4).

Agenda 4 To consider and approve balance sheets and income statements for the year 2014

Background and Rationale: The balance sheets and income statements for the year ending as at 31 December 2014 as included in the 2014 Financial Statements of the Company were approved by the Audit Committee, and audited and certified by the Office of the Auditor General of Thailand, the Company's Auditor.

The Board's Opinion: The Board has considered it appropriate for the Meeting to approve the balance sheets and income statements for the year 2014 ending as at 31 December 2014 which has been approved by the Audit Committee, and audited and certified by the Office of the Auditor General of Thailand, the Company's Auditor. The balance sheets and income statements provide information in relation to the financial standing and performance results of the Company in 2014 which can be summarized as follows:

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

Total Assets	Baht	307,267	million
Total Liabilities	Baht	265,971	million
Shareholders' Equity	Baht	41,296	million
Total Revenues	Baht	203,889	million
Profit (loss) before Income Tax Expenses	Baht	(16,737)	million
Net Profit (loss)	Baht	(15,612)	million
Profit (loss) per Share	Baht	(7.15)	per share

The above detail is in the 2014 Annual Report, Section Essential Financial Information: Financial Statements enclosed with this invitation.

Agenda 5 To consider and approve the suspension of dividend payment in respect of the Company's business operations for the year 2014

Background and Rationale: Given the Company has made no profit in the year 2014 and in accordance with the Company's dividend policy providing that the Company shall distribute the dividend of "not less than 25 per cent of the consolidated net profit before gains or losses on foreign currency exchange and shall subject to the future investment plan, necessity and appropriateness of the Company in the future."

The Board's Opinion: The Board has considered it appropriate for the Meeting to approve the suspension of dividend payment for the year 2014

Agenda 6 To consider the Directors' Remunerations

Background and Rationale: The Nomination and Remuneration Committee has reconsidered the criteria for Directors' remunerations and meeting allowance which will take effect from 1 May 2015 to 30 April 2016, and proposed to use the same rate as the year 2014, the detail of which is as follows:

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 which will be paid by Board members. The remunerations and meeting allowances are equivalent to those approved by the 2014 Shareholders' meeting.

- In case where a Board member is appointed by the Board of Directors or its Chairman to be a committee, sub-committee and a 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 2014 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 meeting allowance will also be paid for the month during which no meeting is held. The meeting allowances are equivalent to those approved by the 2014 Shareholders' meeting.

Details of sub-committees and the scope of authority and responsibilities are elaborated in Corporate Governance Section: Sub-committee of the Annual Report.

Privilege of air ticket for the Board members:

The Board of Directors has resolved not to propose privilege of air tickets for Board members for the year 2015.

Bonus:

The Board of Directors has resolved not to propose bonus for Board members for the year 2015.

The Board's Opinion: The Board has considered it appropriate for the Meeting to approve the Directors' remunerations as proposed by the Nomination and Remuneration Committee as clarified above.

Voting: Section 90 of the Public Limited Company Act B.E. 2535 (1992) ("Public Limited Company Act") provides 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 To consider the appointment of an auditor and to determine the audit fees

Background and Rationale: The Company is a state enterprise which has the Office of the Auditor General of Thailand (the “OAG”) as the Company’s auditor in accordance with the Organic Act on State Audit B.E. 2542 (1999). The OAG has neither relationship nor vested interest in the Company or its subsidiaries, or with the Company’s 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., Thai Smile Airways Co., Ltd., subsidiaries of the Company which are, also, state enterprises. However, the OAG does not serve as the auditor for other subsidiaries and associated companies of the Company because they are not state enterprises.

The OAG was the auditor of the Company in 2014. The annual audit fee paid to the auditor was Baht 2,500,000. The fee for reviewing the Company’s financial statements of 3 quarters was Baht 350,000 per each quarter. The term of service is now completed and it is accordingly appropriate to appoint an auditor and determine the audit fee for 2015. The OAG has proposed the annual audit fee of Baht 2,500,000 and the fee for reviewing the Company’s financial statements for 3 quarters of Baht 350,000 per each quarter which is equivalent to the previous year.

The Audit Committee, during the meeting no.1/2015 held on 20 February 2015, has considered the proposal made by the OAG and approved this matter to be proposed to the Meeting as follows:

1. To appoint the Office of the Auditor General of Thailand to be the Company’s auditor for 2015.
2. To approve the annual audit fee for 2015 and the fee for reviewing the Company’s financial statements of each quarter. The annual audit fee will be Baht 2,500,000 and the fee for reviewing the Company’s financial statements of 3 quarters will be Baht 350,000 per each quarter. The total audit fee is Baht 3,550,000.

The Board’s Opinion: The Board has considered it appropriate for the Meeting to approve the appointment of the auditor and approve the audit fee for 2015 as proposed by the Audit Committee as mentioned above.

Agenda 8 To consider the election of Directors

Background and Rationale: Article 17 of the Company’s Articles of Association provides 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. Areepong Bhoocha-oom
2. AM Pakdee Saeng-xuto
3. Mr. Pongpanu Svetarundra
4. ACM M.L. Suprija Kamalasila
5. Mr. Charamporn Jotikasthira

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 during 22 September 2014 - 31 December 2014 and advertised in Prachachat Business newspaper, issued on 9 October 2014; however, there was no nomination. Therefore, the Nomination and Remuneration Committee, during the meeting held on 23 February 2015 (in absence of those who have conflicts of interest), has selected qualified persons according to Rules of the Office of the Prime Minister on Determination of Policy and Supervision on State Enterprise B.E.2557 (2014) and the Company's Directors Selection Criteria approved by the Directors at the meeting no.4/2010 and the Committee resolved to propose to the Board of Directors and the Meeting to appoint 5 directors whose names are as follows:

- | | |
|--------------------------------|-------------------------------------|
| 1. Mr. Areepong Bhoocha-oom | to continue one more term |
| 2. AM Pakdee Saeng-xuto | to continue one more term |
| 3. ACM M.L. Suprija Kamalasila | to continue one more term |
| 4. Mr. Charamporn Jotikasthira | to continue one more term |
| 5. Mr. Damri Tunshevavong | to replace Mr. Pongpanu Svetarundra |

(Profiles of persons nominated to be the Company's directors enclosed with this invitation as per Attachment 5)

The Board's Opinion: Upon review of the proposal of the Nomination and Remuneration Committee, the Board has considered it appropriate for the Meeting to appoint directors to replace those 5 retiring directors as proposed by the Nomination and Remuneration Committee as clarified above.

Agenda 9 Other business (if any)

The Company would like to invite all shareholders to attend the Meeting on Friday 24 April 2015 at 1.30 pm at Chaiyaphruek Room Air Force Convention Hall (Thongyai Building).

For your convenience, the Company recommends that:

1. To facilitate for the shareholders, shareholders are able to register their attendance from 9.30 am.
2. The shareholders who cannot attend the Meeting can appoint a proxy to attend the Meeting and vote on his/her behalf at the meeting by:
 - 2.1 In case of appointing a third party to be a proxy, completing a proxy form by signing and affixing **stamp duty of Baht 20** and presenting such proxy at the Meeting; or

2.2 In case of appointing an Independent Director to be a proxy, completing a proxy form by signing and affixing **stamp duty of Baht 20** and sending such completed form to the Securities Compliance Department Office within **Monday, 20 April 2015**

Please see additional details in Conditions, Rules, Procedures to Attend the Meeting, to Appoint Proxy and to Vote (Attachment 1).

3. The Company has attached herewith a Proxy Form A (Attachment 7) which is a general form, Proxy Form B (Attachment 8) which is a more specific form and Proxy Form C (Attachment 9) which is used by a custodian in Thailand who represents a shareholder who is a foreign investor. Shareholders can use each form as appropriate.

4. The Company has announced the list of shareholders having right to attend the Meeting on Monday, 9 March 2015 and prepared a list of securities holders in accordance with Section 225 of the Securities and Exchange Act B.E.2535 (1992) by closing of shareholders registration on Tuesday, 10 March 2015.

5. Shareholders who would like to receive a hard copy of 2014 Annual Report or 2014 Sustainable Development Report must fill in the attached Report Request Form (Attachment 11).

6. Meal boxes will be given only to the shareholders or shareholders' proxies who are presented at the Meeting during the specified time.

Sincerely yours,

Mrs. Suvimol Bualerd
Vice President, Corporate Secretariat Department

Registration Form (Attachment 10) must be completed with signature before presenting at registration area.



Annual Report

For your convenience, shareholders can view Company's information on a smart phone or tablet as follows :

1. view **Annual Report** from QR Code presented on this document
2. view **THAI's information** from QR Code presented on the Registration Form