

**Conditions, Rules, Procedures to Attend the Meeting, to Appoint Proxy and to Vote,
Articles of Association Regarding the Shareholders' Meeting**

Conditions, Rules, Procedures to Attend the Meeting, to Appoint Proxy and to Vote

1. **In case the shareholder is present in the meeting in person**
 - **Individual shareholder who is Thai national** shall present citizen identification card or civil servant identification card and the Registration Form (Attachment 8);
 - **Individual shareholder who is foreign national** shall present identification card, passport or document used in lieu of passport and the Registration Form; at the registration desk.
 - In case of change of first name or surname, evidence verifying such change shall be presented.
2. **In case the shareholder is present in the meeting by proxy**
 - Any shareholder present by proxy shall appoint only one proxy to attend the meeting and vote in accordance with a form of proxy instrument attached hereto.
 - The shareholder present by proxy may express his/her intention to approve, not approve, or abstain the vote on each agenda. Any such vote shall be determined in the proxy instrument. The proxy shall vote in accordance with the intention of such shareholder.
 - The proxy shall deposit the proxy instrument with the Chairman and/or a person designated by the Chairman before the Meeting commences. The proxy instrument shall be duly completed and signed. Each amendment to or deletion of important contents must be affixed with signature of the shareholder. The proxy instrument shall be affixed with Baht 20 stamp duty. The Company will provide stamp duty at the document checkpoint in front of the Meeting room.

Documents required for appointment of proxy

- If **individual shareholder is Thai national**: the Registration Form and his/her certified true and correct photocopy of citizen identification card, civil servant identification card.
- If **individual shareholder is foreign national**: the Registration Form and his/her identification card, passport or documents used in lieu of passport.
- If the shareholder is a juristic person:
 - **Thai juristic person**: the Registration Form, copy of Certification Document issued by Ministry of Commerce or competent authority not exceeding 1 year, certified true and correct by the authorized director(s) of such justice person, certified true and correct copy of citizen identification card or civil servant identification card of the authorized director(s) who sign certified true copy.
 - **Foreign juristic person**: the Registration Form, the authorized signatory of such juristic person shall affix his/her signature together with the company's seal affixed on the proxy instrument in the presence of notary public or official with similar authority under the law of relevant country. Upon the execution thereof, the proxy instrument shall be furnished to competent officer of Royal Thai Embassy or the Royal Thai Consulate, or officer authorized to act on behalf of such competent officer, or person qualified to give full attestation under the law of relevant country to certify the notary public.
- If fingerprint is affixed in lieu of signature, fingerprint of left thumb shall be affixed together with the phrase "fingerprint of left thumb of _____" Two witnesses shall sign and certify genuine fingerprint of such shareholder. Fingerprint shall be affixed before the witnesses. Certified true and correct copy of citizen identification card or civil servant identification card of the witnesses shall also be attached.
- Any shareholder may be present at the 2010 Annual General Shareholders' Meeting by proxy or **appoint an independent director** of the Company to vote on his/her behalf, namely:
 - Mr. Banyong Pongpanich, age 55 years, residing at 19/42 Polo Park Condominium, Wireless Road, Lumpini, Pathumwan, Bangkok 10330

- Mr. Surachai Tansitpong, age 61 years, residing at 158/107 Phayathai Road, Thung Phayathai, Rachathavee, Bangkok 10400
- Mr. Amornsuk Noparumpa, age 64 years, residing at 193 Soi Prideepanomyong 14 (Meesuwan 3), Sukhumvit 71, Phakanong Nua, Wattana, Bangkok 10110
- ACM Satitpong Sukvimol, age 60 years, residing at 17/76 Soi Ramintra 45, Ramintra Road, Ta Rang, Bangkhen, Bangkok 10230
- Mr. Pichai Chunhavajira, age 61 years, residing at 250/99 Moo Ban Summakorn, Project 3, Ramkhumhaeng Road, Sapansoong, Bangkok 10240

The aforementioned independent directors have conflict of interest in the Agenda to consider the payment of Directors' remunerations but do not have conflict of interest in the other agenda of the meeting.

- A shareholder desirous to appoint a proxy must make only one proxy form and if the shareholder decides to appoint the Company's independent director as his/her proxy shall send a proxy instrument, by using Proxy Form B, being prepared and executed in accordance with the rules mentioned above to the **Compliance Department** together with relevant documents. [The proxy instrument shall be **received by the Company within Friday, 23 April 2010**.
- The **proxy desirous to attend the Meeting** shall present his/her citizen identification card/civil servant identification card/ passport (in case of foreign person) together with the Registration Form for registration.

3. In case a shareholder deceases : A state administrator shall be present in the Meeting in person or by proxy. Court's order appointing state administrator certified by the competent officer and issued not exceeding 6 months before the date of the Meeting shall be presented.

4. In case a shareholder is a minor : Parents or lawful guardian of the shareholder shall be present in the Meeting in person or by proxy. Copy of Household Registration of the shareholder shall also be presented.

5. In case a shareholder is an incompetent or quasi-incompetent : A guardian or custodian of the shareholder shall be present in the Meeting in person or by proxy. Court's order appointing guardian or custodian certified by the competent officer and issued not exceeding 6 months before the date of Meeting shall be presented.

6. Registration of Attendance : The Company shall allow the registration of attendance at least 2 hours prior to the commencement of the Meeting or from 11:30 hours.

7. How to Vote

1. In casting votes, one share shall have one vote. Resolutions of the Shareholders' Meeting shall consist of the votes as follows:
 - For regular matters, majority votes of shareholders attending the Meeting and entitled to vote shall be deemed final. In case of equality of votes, the Chairman of the Meeting shall be entitled to a casting vote.
 - For matters required otherwise by laws and/or Articles of Association of the Company, such requirements shall be complied. Chairman of the Meeting shall inform the shareholders present in the Meeting before any such agenda shall be voted.
2. If vote by proxy, the proxy shall cast the vote in accordance with intention of the shareholder specified in the proxy instrument only.
3. A shareholder having special interest in any matter cannot vote on such matter. Chairman of the Meeting may request such shareholder to leave the Meeting room during such time.

Articles of Association Regarding the Shareholders' Meeting

1. Calling of Shareholders' Meeting and Quorum

Article 32. The Board of Directors shall convene an annual general meeting of shareholders within 4 months from the last day of the accounting period of company.

The shareholders' meeting other than specified above shall be called the extraordinary meeting. The Board of Directors may summon an extraordinary meeting whenever it deems appropriate, or

when shareholders holding shares in the aggregate to not less than one-fifth of the total number of shares sold, or when not less than 25 shareholders holding shares in the aggregate not less than one-tenth of the total number of shares sold, subscribe their names in a letter requesting the Board of Directors to call an extraordinary meeting, provided that they clearly give the reasons and purposes for such request in the said letter. In the case of shareholders' request, the Board of Directors shall call the Shareholders' meeting within 1 month from the date of receipt of the letter from the shareholders.

Article 33. In summoning the shareholders' meeting, the Board of Directors shall prepare an invitation notice of the meeting specifying the place, date, time, agenda, and the matters to be submitted to the meeting together with appropriate details stating clearly whether the matters will be for acknowledgment, for approval, or for consideration, including the opinions of the Board of Directors on the said matters, and shall send the same to the shareholders for information by registered post or by personal delivery to the shareholder or his or her representative not less than 7 days prior to the meeting. The notice of the meeting shall also be published in a newspaper for 3 consecutive days not less than 3 days prior to the meeting.

The shareholders' meeting shall be held in the locality in which the Head Office is situated or one in which a branch office is situated, or in province near the locality where the Head Office or the branch office is situated, or in another province as the Board of Directors deems appropriate.

Article 34. At a shareholders' meeting, there shall be not less than 25 shareholders and proxies (if any) present or not less than one-half of the total number of shareholders and proxies holding in the aggregate not less than one-third of the total number of shares sold present to constitute a quorum.

If after one hour from the time fixed for any shareholders' meeting, the number of shareholders present is insufficient to form a quorum as specified, and the shareholders' meeting was convened at the request of shareholders, it shall be cancelled, but if the shareholders' meeting was not convened at the request of shareholders, the Board of Directors shall call another meeting and in such case the notice calling the meeting shall be sent to shareholders not less than 7 days before the date of the meeting. In the latter meeting, it is not necessary to constitute a quorum.

Article 35. The Chairman of the Board of Directors shall preside over the shareholders' meetings. If the Chairman of the Board of Directors is absent or is unable to perform the duties, and there is a Vice Chairman, he shall preside over the meeting. If there is no Vice Chairman, or there is, but the Vice Chairman is unable to perform his duties, the meeting shall elect one of the shareholders present at the meeting to preside over the meeting.

Article 36. The Chairman of a Shareholders' meeting has the duties to ensure that the meeting is carried out in accordance with the company's Articles of Association on the meetings. In this regard, the chairman shall conduct the meeting in compliance with the order of business given in the notice of the meeting, except the Meeting resolves to change the order of business upon an affirmative vote of not less than two-thirds of the number of shareholders present at the meeting.

When the Meeting has completed the business under paragraph one, the shareholders representing in the aggregate not less than one-third of the total number of shares sold may ask the meeting to transact other business that has not been given in the notice of the meeting.

In the event the Meeting has not completed the business under paragraph one, or has not completed the business proposed by shareholders under paragraph two, as the case may be and it is necessary to adjourn the meeting, the meeting shall fix the place, day, and time for the next meeting and the Board of Directors shall send notice of that meeting specifying the place, day, time and the agenda to the shareholders not less than 7 days prior to the meeting and shall publish the notice of the meeting in a newspaper for 3 consecutive days not less than 3 days prior to the meeting.

2. Voting Rights

Article 37. For the shareholders' meeting, a shareholder may appoint a proxy to attend the meeting and vote on his or her behalf. The instrument appointing a proxy shall be dated and signed by the shareholder appointing the proxy and shall be in the form prescribed by the Registrar.

The proxy instrument shall be delivered to the Chairman of the Board of Directors or the person determined by the Chairman at the meeting prior to the proxy entering the meeting.

Article 38. In casting votes, one share shall have one vote and resolutions of the shareholders' meeting shall require:

(1) In normal cases, a majority of votes of the shareholders present at the meeting and entitled to vote. In case of a tie vote, the Chairman of the Meeting shall have an additional vote as a casting vote;

(2) In the following cases, not less than three-fourths of the total number of votes of the shareholders present at the meeting and entitled to vote:

- (a) The sale or transfer of the whole or a substantial part of the business of the Company to another person;
- (b) The purchase or acceptance of the transfer of a business of another company or a private company by the Company;
- (c) The making, amendment, or termination of a contract relating to the leasing out of the whole or a substantial part of the business of the Company;
- (d) Assignment to another person to manage the businesses of the Company;
- (e) Merger of the business with other persons with an objective towards profit and loss sharing;
- (f) Amendment of the Memorandum of Association or the Articles of Association;
- (g) Increase or reduction of the Company's capital or the issuance of debentures; or
- (h) Amalgamation or dissolution of the Company.

3. Appointment of Director

Article 16. The appointment of directors shall be made by a majority vote in a shareholders' meeting in accordance with the following rules and procedures:

- (1) One shareholder shall have one vote for each share;
- (2) Each shareholder shall exercise all the vote he or she has under (1) to elect one or several person(s) to be directors but cannot divide the votes for any person to any extent;
- (3) Persons receiving the most votes, in descending order, are to be elected. If there is a tie in the last to be elected and this would exceed the said number of directors, lots shall be drawn to meet the required number.

Article 17. At every annual general meeting, one-third of directors shall retire from office. If their number is not a multiple of three, then the number nearest to one-third shall retire from the office.

The directors to retire from office in the first and second years 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.

Article 21. The Shareholders' meeting may pass a resolution removing any director from office before the end of term, by a vote of not less than three-fourths of the shareholders present at the meeting and entitled to vote, provided that the shares held by them are not, in the aggregate, less than one-half of the number of the shares held by the shareholders present at the meeting and entitled to vote.

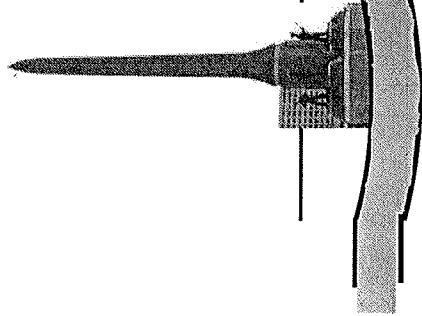
The 2010 Annual General Shareholders' Meeting of Thai Airways International Public Company Limited on Wednesday, 28 April 2010 at 13.30 hours at the Army Club, 3rd Floor, Makawan Rangsan Room, Vibhavadi Rangsit Road, Bangkok Metropolis Telephone No. 0-2616-0055 Press 0

Attachment 5

W



Map to the Meeting's Venue : The Army Club

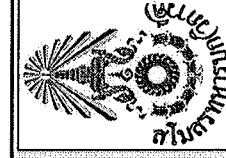
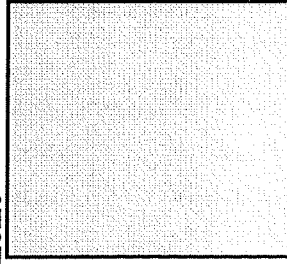


BTS Sanam Pao



Pahol Yothin Road

Victory Monument



The Army Club

Veterans General Hospital PTT Army Sport Club



Tollway

Vibhavadee – rangsit Road

Sutthisan cross - road

The Government Public
Relation Department

Affix
20 Baht
duty stamp

Proxy Form A

Made at

Date..... Month..... Year.....

(1) I/We..... Nationality.....
residing at.....Road.....Tumbon/Kwaeng.....
Amphoe/Khet..... Province..... Postal Code.....

(2) I/We am/are a shareholder of Thai Airways International Public Company Limited, holding the shares in the total amount ofshares and the total number of votes for which I/we am/are entitled to cast is.....votes as described below:

- ordinary shares in the amount of.....shares and the number of votes for which I/we am/are entitled to cast is votes; and
- preferred shares in the amount of.....shares and the number of votes for which I/we am/are entitled to cast is votes.

(3) I/We hereby appoint (May grant proxy to any one THAI Independent Director of which details as in Attachment 4)

(1).....Age..... Years,
residing at.....Road.....Tumbon/Kwaeng.....
Amphoe/Khet.....Province.....Postal Code.....; or

(2).....Age..... Years,
residing at.....Road.....Tumbon/Kwaeng.....
Amphoe/Khet.....Province.....Postal Code.....; or

(3).....Age..... Years,
residing at.....Road.....Tumbon/Kwaeng.....
Amphoe/Khet.....Province.....Postal Code.....; or

as my/our Proxy to attend and vote on my/our behalf at the 2010 Annual General Shareholders' Meeting to be held on Wednesday, 28 April 2010 at 13.30 hours At the Army Club, 3rd Floor, Makawan Rangsan Room, Vibhavadi Rangsit Road, Bangkok Metropolis or on such other date and at such other place as may be adjourned or changed.

Any action taken by the Proxy at the meeting shall be deemed as being done by me/us in all respects.

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

Signature.....The Proxy
(.....)

Signature.....The Proxy
(.....)

Signature.....The Proxy
(.....)

Note: A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the vote on its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.

Proxy Form B

Affix
20 Baht
duty stamp

Made at

Date..... Month.....Year.....

(1) I/We.....Nationality.....
residing at.....Road.....Tumbon/Kwaeng.....
Amphoe/Khet.....Province.....Postal Code.....

(2) I/We am/are a shareholder of Thai Airways International Company Limited, holding the shares in the total amount of.....shares and the total number of votes for which I/we am/are entitled to cast is.....votes as described below:

- ordinary shares in the amount of shares and the number of votes for which I/we am/are entitled to cast is.....votes; and
- preferred shares in the amount of shares and the number of votes for which I/we am/are entitled to cast is.....votes.

(3) I/We hereby appoint (May grant proxy to any one THAI Independent Director of which details as in Attachment 4)

(1).....Age.....Years,
residing at.....Road.....Tumbon/Kwaeng.....
Amphoe/Khet.....Province.....Postal Code.....; or

(2).....Age.....Years,
residing at.....Road.....Tumbon/Kwaeng.....
Amphoe/Khet.....Province.....Postal Code.....; or

(3).....Age.....Years,
residing at.....Road.....Tumbon/Kwaeng.....
Amphoe/Khet.....Province.....Postal Code.....; or

as my/our Proxy to attend and vote on my/our behalf at the 2010 Annual General Shareholders' Meeting to be held on Wednesday, 28 April 2010 at 13.30 hours At the Army Club, 3rd Floor, Makawan Rangsan Room, Vibhavadi Rangsit Road, Bangkok Metropolis or on such other date and at such other place as may be adjourned or changed.

(4) I/We hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

(1) **Agenda 1 Report from the Chairman**

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

Approve

Not approve

Abstain

Agenda 2 Consideration and approval of minutes of the 2009 Annual General Shareholders' Meeting

- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
- Approve Not approve Abstain

Agenda 3 Acknowledgement of the report on the results of operations for the year 2009

- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
- Approve Not approve Abstain

Agenda 4 Consideration and approval of Balance Sheets and income statements for the year 2009

- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
- Approve Not approve Abstain

Agenda 5 Consideration and approval of dividend payment from the Company's business operations for the year 2009

- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
- Approve Not approve Abstain

Agenda 6 Consideration of Directors' remunerations

- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
- Approve Not approve Abstain

Agenda 7 Consideration and appointment of an auditor and determination of audit fee

- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
- Approve Not approve Abstain

Agenda 8 Consideration and approval to cancel outstanding debenture issuance and offering and approval of the issuance and offering of the debentures in the amount not exceeding Baht 40,000 million or equivalent within 5 years

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

Approve Not approve Abstain

Agenda 9 Consideration of capital increase

Agenda 9.1 To consider and approve the decrease in the registered capital of the Company from Baht 17,000,000,000 to Baht 16,989,009,500 by canceling the 1,099,050 unoffered registered shares at a par value of Baht 10

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

Approve Not approve Abstain

Agenda 9.2 To consider and approve the amendment to clause 4 of the Memorandum of Association of the Company re: Registered Capital to correspond with such decrease in registered capital

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

Approve Not approve Abstain

Agenda 9.3 To consider and approve the increase in the registered capital of the Company from Baht 16,989,009,500 to Baht 26,989,009,500 by issuing 1,000,000,000 new ordinary shares at a par value of Baht 10

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

Approve Not approve Abstain

Agenda 9.4 To consider and approve the amendment to clause 4 of the Memorandum of Association of the Company re: Registered Capital to correspond with such increase in registered capital

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

Approve Not approve Abstain

Agenda 9.5 To consider and approve the allocation of no more than 1,000,000,000 newly issued ordinary shares for public offering

- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
- Approve Not approve Abstain

Agenda 9.6 To consider and approve the authorization of the Board of Directors or any person(s) delegated by the Board of Directors to allocate and offer the newly issued ordinary shares for sale to the Ministry of Finance in order that the Ministry of Finance holds approximately 51.03 percent of total sold shares of the Company post offering

- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
- Approve Not approve Abstain

Agenda 9.7 To consider and approve the authorization of the Board of Directors or any person(s) delegated by the Board of Directors to allocate and offer the newly issued ordinary shares of the Company for sale

- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
- Approve Not approve Abstain

(2) **Agenda 10 Consideration of election of Directors**

- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:

Election of all members of the Board of Directors

Approve Not approve Abstain

Election of each member of the Board of Directors

(1) **Mr.Chulasingh Vasantasingh**

Approve Not approve Abstain

(2) **Mr.Weerawong Chittmittrapap**

Approve Not approve Abstain

(3) **Mr.Kanit Sangsubhan**

Approve Not approve Abstain

- (4) **Mr. Apiporn Pasawat**
 Approve Not approve Abstain
- (5) **Mr. Pravich Ratanapian**
 Approve Not approve Abstain

Agenda 11 Other business (if any)

- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 Approve Not approve Abstain

(5) Any votes by the Proxy in any agenda not rendered in accordance with my/our intention specified herein shall not be deemed as my/our votes as a shareholder.

(6) If I/we do not specify or clearly specify my / our intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the Proxy shall be authorized to consider the matters and vote on my/our behalf as the Proxy deems appropriate.

Any action taken by the Proxy at the meeting shall, unless the Proxy cast the votes not in compliance with my/our intention specified herein, be deemed as being done by me/us in all respects

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

Signature.....The Proxy
 (.....)

Signature.....The Proxy
 (.....)

Signature.....The Proxy
 (.....)

- Note:**
1. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.
 2. Either all or each of the members of the Board of Directors may be appointed in the agenda of appointment and election of the directors.
 3. If the matters to be considered are more than those specified above, the proxy grantor may apply the Annex to Proxy Form B as attached.

Annex to Proxy Form B

Granting of power to a proxy as a shareholder of Thai Airways International Public Company Limited.

The 2010 Annual General Shareholders' Meeting held on Wednesday, 28 April 2010 at 13.30 hours at the Army Club, 3rd Floor, Makawan Rangsan Room, Vibhavadi Rangsit Road, Bangkok Metropolis or on such other date and at such other place as may be adjourned or changed.

- Agenda**
- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 Approve Not approve Abstain
- Agenda**
- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 Approve Not approve Abstain
- Agenda**
- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 Approve Not approve Abstain
- Agenda**
- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 Approve Not approve Abstain
- Agenda**
- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 Approve Not approve Abstain
- Agenda** **Consideration of election of Directors**
- Name.....
 Approve Not approve Abstain
- Name.....
 Approve Not approve Abstain
- Name.....
 Approve Not approve Abstain
- Name.....
 Approve Not approve Abstain
- Name.....
 Approve Not approve Abstain

Affix
20 Baht
duty stamp

Proxy Form C

(specifically for a foreign shareholder for which a custodian in Thailand is appointed)

Made at

Date..... Month..... Year.....

(1) I/We.....
residing at.....Road.....Tumbon/Kwaeng.....
Amphoe/Khet.....Province.....Postal Code.....
as a custodian of which is a shareholder of Thai Airways International
Public Company Limited, holding the shares in the total amount of..... shares and the total
number of votes for which I/we am/are entitled to cast is.....votes as described below:

- ordinary shares in the amount of shares and the number of votes for which I/we am/are
entitled to cast isvotes; and
- preferred shares in the amount of.....shares and the number of votes for which I/we am/are
entitled to cast isvotes.

(2) Appointment of other person as my/our proxy: I/We hereby appoint (May grant proxy to any one THAI
Independent Director of which details as in Attachment 4)

(1).....Age.....Years,
residing at.....Road.....Tumbon/Kwaeng.....
Amphoe/Khet.....Province.....Postal Code.....; or

(2).....Age.....Years,
residing at.....Road.....Tumbon/Kwaeng.....
Amphoe/Khet.....Province.....Postal Code.....; or

(3).....Age.....Years,
residing at.....Road.....Tumbon/Kwaeng.....
Amphoe/Khet.....Province.....Postal Code.....;

as my/our Proxy to attend and vote on my/our behalf at the 2010 Annual General Shareholders' Meeting to be held on
Wednesday, 28 April 2010 at 13.30 hours At the Army Club, 3rd Floor, Makawan Rangsan Room, Vibhavadi Rangsit Road,
Bangkok Metropolis or on such other date and at such other place as may be adjourned or changed.

(3) I/We hereby authorize the Proxy to attend and vote on my/our behalf in this meeting as follows:

to vote based on the total number of shares held by me/us to which I/we am/are entitled

to split the votes as follows:

ordinary shares in the amount ofshares with the number of votes
for which I/we am/are entitled to cast isvotes

preferred shares in the amount of shares with the number of votes
for which I/we am/are entitled to cast isvotes

(4) I/We hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

Agenda 1 Report from the Chairman

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

Approve.....vote(s) Not approve.....vote(s) Abstain.....vote(s)

Agenda 2 Consideration and approval of minutes of the 2009 Annual General Shareholders' Meeting

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

Approve.....vote(s) Not approve.....vote(s) Abstain.....vote(s)

Agenda 3 Acknowledgement of the report on the results of operations for the year 2009

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

Approve.....vote(s) Not approve.....vote(s) Abstain.....vote(s)

Agenda 4 Consideration and approval of Balance Sheets and Income Statements for the year 2009

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

Approve.....vote(s) Not approve.....vote(s) Abstain.....vote(s)

Agenda 5 Consideration and approval of dividend payment from the Company's business operations for the year 2009

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

Approve.....vote(s) Not approve.....vote(s) Abstain.....vote(s)

Agenda 6 Consideration of Directors' remunerations

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

Approve.....vote(s) Not approve.....vote(s) Abstain.....vote(s)

Agenda 7 Consideration and appointment of an auditor and determination of audit fee

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

Approve.....vote(s) Not approve.....vote(s) Abstain.....vote(s)

Agenda 8 Consideration and approval to cancel outstanding debenture issuance and offering and approval of the issuance and offering of the debentures in the amount not exceeding Baht 40,000 million or equivalent within 5 years

- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 Approve.....vote(s) Not approve.....vote(s) Abstain.....vote(s)

Agenda 9 Consideration of capital increase

Agenda 9.1 To consider and approve the decrease in the registered capital of the Company from Baht 17,000,000,000 to Baht 16,989,009,500 by canceling the 1,099,050 unoffered registered shares at a par value of Baht 10

- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 Approve.....vote(s) Not approve.....vote(s) Abstain.....vote(s)

Agenda 9.2 To consider and approve the amendment to clause 4 of the Memorandum of Association of the Company re: Registered Capital to correspond with such decrease in registered capital

- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 Approve.....vote(s) Not approve.....vote(s) Abstain.....vote(s)

Agenda 9.3 To consider and approve the increase in the registered capital of the Company from Baht 16,989,009,500 to Baht 26,989,009,500 by issuing 1,000,000,000 new ordinary shares at a par value of Baht 10

- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 Approve.....vote(s) Not approve.....vote(s) Abstain.....vote(s)

Agenda 9.4 To consider and approve the amendment to clause 4 of the Memorandum of Association of the Company re: Registered Capital to correspond with such increase in registered capital

- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 Approve.....vote(s) Not approve.....vote(s) Abstain.....vote(s)

Agenda 9.5 To consider and approve the allocation of no more than 1,000,000,000 newly issued ordinary shares for public offering

- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 Approve.....vote(s) Not approve.....vote(s) Abstain.....vote(s)

Agenda 9.6 To consider and approve the authorization of the Board of Directors or any person(s) delegated by the Board of Directors to allocate and offer the newly issued ordinary shares for sale to the Ministry of Finance in order that the Ministry of Finance holds approximately 51.03 percent of total sold shares of the Company post offering

- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 Approve.....vote(s) Not approve.....vote(s) Abstain.....vote(s)

Agenda 9.7 To consider and approve the authorization of the Board of Directors or any person(s) delegated by the Board of Directors to allocate and offer the newly issued ordinary shares of the Company for sale

- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 Approve.....vote(s) Not approve.....vote(s) Abstain.....vote(s)

(2) **Agenda 10 Consideration of election of Directors**

- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:

- Election of all members of the Board of Directors
 Approve.....vote(s) Not approve.....vote(s) Abstain.....vote(s)
- Election of each member of the Board of Directors

(1) **Mr.Chulasingh Vasantasingh**
 Approve.....vote(s) Not approve.....vote(s) Abstain.....vote(s)

(2) **Mr.Weerawong Chittmittrapap**
 Approve.....vote(s) Not approve.....vote(s) Abstain.....vote(s)

(3) **Mr.Kanit Sangsubhan**
 Approve.....vote(s) Not approve.....vote(s) Abstain.....vote(s)

(4) **Mr.Apiporn Pasawat**
 Approve.....vote(s) Not approve.....vote(s) Abstain.....vote(s)

(5) **Mr.Pravich Ratanapian**
 Approve.....vote(s) Not approve.....vote(s) Abstain.....vote(s)

Agenda 11 Other business (if any)

- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 Approve.....vote(s) Not approve.....vote(s) Abstain.....vote(s)

(5) Any votes by the Proxy in any agenda not rendered in accordance with my/our intention specified herein shall not be deemed as my/our votes as a shareholder.

(6) If I/we do not specify or clearly specify my/our intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the Proxy shall be authorized to consider the matters and vote on my/our behalf as the Proxy deems appropriate.

Any action taken by the Proxy at the meeting shall, unless the Proxy cast the votes not in compliance with my/our intention specified herein, be deemed as being done by me/us in all respects

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

Signature.....The Proxy
(.....)

Signature.....The Proxy
(.....)

Signature.....The Proxy
(.....)

- Note:*
1. *This Proxy Form C is applicable only to a shareholder whose name appears in the shareholder registration book as a foreign investor and a custodian in Thailand is appointed therefore.*
 2. *Evidence of documents required to be attached to the proxy form are:*
 - (1) *a Power of Attorney executed by the shareholder authorizing the custodian to execute the proxy form on behalf of such shareholder; and*
 - (2) *a letter confirming that the person executing the proxy form has obtained a license for being a custodian.*
 3. *A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.*
 4. *Either all or each of the members of the Board of Directors may be appointed in the agenda of appointment and election of the directors.*
 5. *If the matters to be considered are more than those specified above, the proxy grantor may apply the Annex to Proxy Form C as attached.*

Annex to Proxy Form C

Granting of power to a proxy as a shareholder of Thai Airways International Public Company Limited.

The 2010 Annual General Shareholders' Meeting to be held on Wednesday, 28 April 2010 at 13.30 hours at the Army Club, 3rd Floor, Makawan Rangsan Room, Vibhavadi Rangsit Road, Bangkok Metropolis or on such other date and at such other place as may be adjourned or changed.

- Agenda**
- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 Approve.....vote(s) Not approve.....vote(s) Abstain.....vote(s)
- Agenda**
- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 Approve.....vote(s) Not approve.....vote(s) Abstain.....vote(s)
- Agenda**
- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 Approve.....vote(s) Not approve.....vote(s) Abstain.....vote(s)
- Agenda**
- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 Approve.....vote(s) Not approve.....vote(s) Abstain.....vote(s)
- Agenda**
- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 Approve.....vote(s) Not approve.....vote(s) Abstain.....vote(s)
- Agenda**
- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 Approve.....vote(s) Not approve.....vote(s) Abstain.....vote(s)
- Agenda** **Consideration of election of Directors**
- Name.....
- Approve.....vote(s) Not approve.....vote(s) Abstain.....vote(s)
- Name.....
- Approve.....vote(s) Not approve.....vote(s) Abstain.....vote(s)
- Name.....
- Approve.....vote(s) Not approve.....vote(s) Abstain.....vote(s)
- Name.....
- Approve.....vote(s) Not approve.....vote(s) Abstain.....vote(s)
- Name.....
- Approve.....vote(s) Not approve.....vote(s) Abstain.....vote(s)



เลขทะเบียนผู้ถือหุ้น
 Shareholder's Registration No.

ข้าพเจ้า
 I/We
 อยู่บ้านเลขที่
 Address

สัญชาติ
 Nationality

เป็นผู้ถือหุ้นของ บริษัท การบินไทย จำกัด (มหาชน)
 being a shareholder of Thai Airways International Public Company Limited

| | |
|---|----------------|
| โดยถือหุ้นจำนวนทั้งสิ้นรวม holding the total amount of | หุ้น shares |
| หุ้นสามัญ ordinary share | หุ้น shares |
| หุ้นบุริมสิทธิ preferential share | หุ้น shares |

แบบฟอร์มลงทะเบียน
Registration Form

การประชุมใหญ่สามัญผู้ถือหุ้นประจำปี 2553
 2010 Annual General Shareholders' Meeting

บริษัท การบินไทย จำกัด (มหาชน)
 Thai Airways International Public Company Limited

วันพุธที่ 28 เมษายน 2553 เวลา 13.30 น.
 Wednesday, 28 April 2010 at 13.30 hours.

ณ ห้องมัจฉาวันรังสรรค์ ชั้น 3 สโมสรทหารบก ถนนวิภาวดีรังสิต กรุงเทพมหานคร
 At the Army Club, 3rd Floor, Makawan Rangsan Room, Vibhavadi Rangsit Road, Bangkok Metropolis

ข้าพเจ้า เป็นผู้ถือหุ้น หรือผู้รับมอบฉันทะของผู้ถือหุ้น
 I/We shareholder or proxy holder of

บริษัท การบินไทย จำกัด (มหาชน) หมายเลขบัตรประจำตัวประชาชน
 Thai Airways International Public Company Limited of which the identification number
 ได้มาเข้าร่วมการประชุมดังกล่าวข้างต้น
 attend the above mentioned meeting

ลงชื่อ ผู้เข้าประชุม
 Sign Meeting Attendant
 (.....)

เพื่อความสะดวกในการลงทะเบียน ผู้ถือหุ้นหรือผู้รับมอบฉันทะ ที่จะมาประชุม โปรดนำเอกสารฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย
 For your convenience, shareholders or proxy holders wishing to attend the meeting, kindly present this document to our staff at the meeting for registration.

Annual Report Requisition Form

To: Compliance Department

My name is _____. I would like to receive a hard copy of 2009 Annual Report. Please send to the following address:

House no. _____ Moo _____ Soi _____

Moo Ban _____ Road _____

Kwang _____ District _____

Province _____ Postal Code _____

Please send your information as above by mail, fax, or phone to Compliance Department, Thai Airways International Public Company Limited at 89 Vibhavadi Rangsit Road, Jompol, Jatujak, Bangkok 10900, phone 0-2545-4383-5, fax 0-2545-4390.

Thai Airways Public Company Limited

Information on Connected Transaction

Thai Airways Public Company Limited (the “Company”) held a Board of Directors’ Meeting No. 5/2553 on Friday 12 March, 2010 at Conference Room, 22nd Floor, Head Office Building, 89 Vibhavadee Rangsit Road, Chompol Sub-District, Chatuchak District, Bangkok. The Board of Directors’ Meeting passed resolutions including a resolution to approve the increase in registered capital of the Company, the allocation of newly issued ordinary shares and the entering into connected transaction of allocating and offering newly issued ordinary shares to the Ministry of Finance, which is its major shareholder. Details are as follows:

1. Date, Month, Year of Transaction

The Company will enter into a connected transaction of allocating and offering newly issued ordinary shares for sale to the Ministry of Finance upon approval from the Shareholders’ Meeting in relation to the increase in registered capital and other relevant matters, including an approval to authorise the Board of Directors or any person(s) delegated by the Board of Directors to allocate and offer newly issued ordinary shares for sale to the Ministry of Finance. In addition, the Company shall seek approval to offer newly issued ordinary shares for sale to the public and a waiver from the Office of the Securities and Exchange Commission to allocate and offer newly issued ordinary shares for sale to the Ministry of Finance as a major shareholder.

2. General Explanation Regarding Nature of Transaction

The Company may allocate and offer newly issued ordinary shares for sale to the Ministry of Finance at the same price as the public offering price in order that the Ministry of Finance holds approximately 51.03 percent of the total sold shares of the Company post offering, which is also the shareholding of the Ministry of Finance prior to the offering.

3. Contractual Parties, Relationship with Connected Person, Characteristics and Scope of Interest of Connected Person

3.1 Contractual Parties

Issuer: Thai Airways Public Company Limited
 Connected Person: Ministry of Finance

3.2 Relationship with Connected Person, Characteristics and Scope of Interest of Connected Person

The Ministry of Finance is a major shareholder of the Company, which, pursuant to the Notification of the Capital Market Supervisory Board No. TorChor 21/2551 Re: Criteria for Connected Transaction and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure and Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) (as amended) (collectively “**Connected Transaction Notifications**”).

According to the share register book of the Company as of 2 April 2009, the Ministry of Finance holds 866,997,841 ordinary shares of the Company or approximately 51.03 percent of the total sold shares of the Company.

4. General Explanation Regarding Nature, Type and Size of Transaction

The allocation and offer of newly issued ordinary shares for sale to the Ministry of Finance is a connected transaction entered into between the Company and connected person pursuant to the Connected Transaction Notifications in the type of transaction relating to assets or services having the size of more than THB20 million and more than 3 percent of the net tangible asset (NTA) of the Company. Total value of the transaction is calculated from the most recent closing market price before

the date of the Board of Directors' Meeting or THB24.60 per share and the estimate maximum securities to be offered to the Ministry of Finance in proportion to the shareholding ratio of approximately 51.03 percent of the total sold shares of the Company or 510.3 million shares from 1,000 million shares, amounting to the total transaction value of THB12,553.4 million whereas the NTA of the Company according to the NTA account in the financial statements of the Company as ended 31 December 2009 is THB52,294.5 million. Therefore, the size of the transaction is 24 percent, which is greater than 3 percent of NTA of the Company.

Such connected transaction is required to be disclosed to the Stock Exchange of Thailand and is subject to an approval from the Board of Directors and the Shareholders' Meeting of the Company pursuant to the Connected Transaction Notifications. However, pursuant to the Notification of the Capital Market Supervisory Board No. TorChor 8/2552 Re: Criteria for Connected Transaction (No. 2), where the connected transaction is entered into with a government agency, in this case, the Ministry of Finance, the Company will be exempted from seeking approval from the Shareholders' Meeting to enter into the connected transaction if such transaction is already approved by the Board of Directors. In this connection, the Board of Directors' Meeting No. 5/2553 approved such connected transaction.

5. Conditions which may affect shareholders' rights such as restriction on dividend payment

- None -

6. Directors having interest and/or directors being connected person did not attend the meeting and did not have right to vote in the meeting

Director having interest is Mr Sathit Limpongpan and Mr. Areepong Bhoocha-Oom did not attend the meeting and did not vote in the Board of Directors' Meeting when approving the connected transaction.

7. Opinion of the Board of Directors about the Connected Transaction

The Board of Directors (not including directors having interest) and the Audit Committee have considered the entering into connected transaction of allocating and offering newly issued ordinary shares for sale to the Ministry of Finance. The allocation and offer of such shares is aimed at making the Ministry of Finance hold shares in the Company in the ratio of approximately 51.03 percent of the total sold shares of the Company post offering, which will be also shareholding of the Ministry of Finance prior to offering. The maintenance of shareholding ratio of the Ministry of Finance is necessary and significant for the satisfaction of contractual obligations of the Company under several financial agreements whereby the Company shall procure that the Ministry of Finance maintain its shareholding ratio at more than 51 percent. Otherwise, the Company will be deemed to be in default of performing its obligations under such financial agreements, which will result in damage caused to the Company. In addition, the completion of allocation and offer of shares for sale to the Ministry of Finance will ensure stronger capital base of the Company and the increased financial liquidity of the Company and will provide sufficient capital to support both current and future business of the Company. This will be a crucial factor contributing to increased profitability, competitiveness and growth, which will finally lead to added value for the shareholders of the Company.

The Ministry of Finance is a government agency. Its role and duties are for the public interest. Therefore, the allocation and offer of shares for sale to the Ministry of Finance is not a misappropriation of benefits from the Company to the Ministry of Finance.

Therefore, the Board of Directors of the Company (not including directors having interest) and the Audit Committee is of the opinion that the allocation and offer for sale of newly issued ordinary shares to the Ministry of Finance is a reasonable transaction for the best benefit of the Company.

8. Dissenting Opinion of Audit Committee and/or Board of Directors of the Company

- None -