



Thai Airways International Public Company Limited
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(Translation)

Registration No. 0107537001757
No. Gor Bor 09/090

25 April 2012

Subject : Resolutions of the 2012 Annual General Shareholders' Meeting of Thai Airways International Public Company Limited

To : President,
The Stock Exchange of Thailand

Thai Airways International Public Company Limited ("the Company") held the 2012 Annual General Shareholders' Meeting on 25 April 2012, at the the 4th Floor, Miracle Grand Ballroom, Miracle Grand Convention Hotel, Vibhavadi-Rangsit Road, Laksi, Bangkok Metropolis. At the opening of the meeting, there were 3,400 shareholders attended the Meeting in person and by proxies, holding altogether 1,734,022,324 shares, which exceeded one-third of the Company's total outstanding shares. A quorum was thus constituted in accordance with the Articles of Association of the Company. Details of the resolutions are as follows:

1. Consideration and approval of minutes of the 2011 Annual General Shareholders' Meeting held on Wednesday, 27 April 2011

Resolution : The Meeting resolved, by the majority votes of the shareholders who attended the Meeting and have the right to vote, to approve the Minutes of the 2011 Annual General Shareholders' Meeting held on Wednesday, 27 April 2011. The votes are divided as follows:

Approved	1,738,063,720	Votes
Not Approved	4,100	Votes
Abstained	36,800	Votes

2. Acknowledgement of the report on the results of operations for the year 2011

Resolution : The Meeting acknowledged the report on the results of operations for the year 2011, as detailed in the 2011 Annual Report, which had been delivered to the shareholders together with the notice of this Meeting.

3. Consideration and approval of Balance Sheets and Income Statements for the year 2011

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

- Total Assets	Baht 274,445	million
- Total Liabilities	Baht 211,010	million
- Shareholders' Equity	Baht 63,435	million
- Total Revenues	Baht 194,342	million
- Profit (loss) before Income Tax Expenses	Baht (7,917)	million
- Net Profit (loss)	Baht (10,197)	million
- Profit (loss) per Share	Baht (4.67)	per share

Resolution : The Meeting resolved, by the majority votes of the shareholders who attended the Meeting and have the right to vote, to approve the Balance Sheets and the Income Statements for the year 2011, which the Office of the Auditor General, Company's Auditor, has already audited and certified. The votes are divided as follows:

Approved	1,739,252,850	Votes
Not Approved	28,125	Votes
Abstained	67,300	Votes

4. Consideration and approval to abstain from dividend payment from the Company's business operations for the year 2011

Resolution : The Meeting resolved, by the majority votes of the shareholders who attended the Meeting and have the right to vote, to approve to abstain from dividend payment from the business operations of the Company for the year 2011 as follows:

Approved	1,739,035,825	Votes
Not Approved	259,714	Votes
Abstained	83,536	Votes

5. Consideration of the payment of directors' remunerations

Resolution : The Meeting resolved, by the votes of not less than two-thirds of all votes of the shareholders who attended the Meeting, to approve to fix the rules for Directors' remuneration, meeting allowance and benefits in air ticket, which will take effect from 1 May 2012 to 30 April 2013, and directors' bonus for the year 2012, detail as follow:

Remuneration and monthly allowance :

- Each member of the Board of Directors receives monthly remuneration of Baht 50,000 and meeting allowance of Baht 30,000 for each attended meeting. Should there be more than 1 meeting per month, each Board member will receive meeting allowance of no more than Baht 30,000 per month, with the Chairman of the Board receiving 25% more than the other Board members and Vice Chairman receiving 12.5% more than the other Board members. All remuneration and meeting allowance are subject to income tax to be paid by Board members.

- In such case when a Board member is appointed by the Board of Directors or its Chairman to be 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, meeting allowance will remain at Baht 10,000 for the month.

- Audit Committee will receive meeting allowance at the same rate as that of Board of Directors. The allowance will also be paid for the month during which no meeting is held.

Benefits in air ticket for the directors : The Board of Directors shall receive 10 round trip tickets per year for international and 10 round trip tickets per year for domestic travel, free of charge, which will be used as appropriate. The tickets shall be in business class except in such case that seats in the highest class are available. This benefit shall be granted only when the board members are

in office. The number of tickets are the same as approved by 2011 Annual General Shareholders' Meeting.

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

The votes are divided as follows:

Approved	1,735,266,107	Votes
Not Approved	3,982,010	Votes
Abstained	130,958	Votes

6. Consideration and appointment of an auditor and determination of audit fee

Resolution : The Meeting resolved, by the majority votes of the shareholders who attended the Meeting and have the right to vote, to approve the appointment of the auditor and to fix the audit fees for 2012, as proposed by the Audit Committee, as follow:

1. To appoint the Office of the Auditor General of Thailand to be the Company's auditor for 2012.
2. To approve audit fee and fee for reviewing the Company's financial statements in each quarter, which are the same rate as previous year. The annual audit fee will be Baht 2,000,000. The audit fee and fee for reviewing the Company's financial statements in each quarter, for 3 quarters, will be Baht 300,000 per quarter.

The votes are divided as follows:

Approved	1,739,177,968	Votes
Not Approved	84,736	Votes
Abstained	116,571	Votes

7. Consideration of election of Directors

Resolution : The Meeting resolved, by the majority votes of the shareholders who attended the Meeting and have the right to vote, to approve the appointment of 5 members of the Board of Directors of the Company, replacing the retirement, according to the Article 17 of the Article of Association of the Company, effective from 25 April, 2012 onwards. The votes are as follows:

1. Mr. Areepong Bhoocha-oom

Approved	1,691,611,199	Votes
Not Approved	9,354,456	Votes
Abstained	562,292	Votes
Unused Votes	37,851,328	Votes

2. Pol. Gen. Preophan Dhamapong

Approved	1,687,292,725	Votes
Not Approved	8,896,947	Votes
Abstained	521,408	Votes
Unused Votes	42,668,195	Votes

3. ACM Satitpong Sukvimol

Approved	1,354,753,503	votes
Not Approved	346,461,945	votes
Abstained	547,463	votes
Unused Votes	37,616,364	votes

4. ACM M.L. Suprija Kamalasana

Approved	1,692,618,677	votes
Not Approved	8,741,984	votes
Abstained	550,694	votes
Unused Votes	37,467,920	votes

5. Mr. Silpachai Jarukasemratana

Approved	1,698,892,695	votes
Not Approved	2,315,816	votes
Abstained	688,494	votes
Unused Votes	37,482,270	votes

Therefore, the Board of Directors consists of 15 members as follow:

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

This matter is being reported for your information.

Niruj Maneepun

Executive Vice President, Corporate Secretariat