



Thai Airways International Public Company Limited
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Registration No. 0107537001757
No. Kor.Bor.01-1/344

(Translation)

28 February 2013

Subject : Dividend payment and the date set for the 2013 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 Board Meeting No. 2/2013 on 28 February 2013, at the Conference Room, 22nd Floor, Head Office Building, No. 89 Vibhavadi Rangsit Road, Khwaeng Jompol, Khet Chatuchak, Bangkok Metropolis. At the Board Meeting, the Board of Directors has passed the resolutions, which will be proposed to the shareholders for approval during the 2013 Annual General Shareholders' Meeting with details as follows:

1. Dividend payment for the year 2012 to the Company's shareholders for 2,182,771,917 shares at the rate of Baht 0.50 per share, amounting to Baht 1,091,385,958.50 or 36.2% of the consolidated net profit before gain or loss on foreign currency exchange from the consolidated financial statements.

2. Setting of the Board of Directors' remunerations for the period from 1 May 2013 to 30 April 2014 which comprise remunerations, meeting allowances, benefits in air tickets and bonus for the year 2013, with details as follows:

2.1 Board of Directors' remunerations and meeting allowances

- Each Board member will receive monthly remuneration of Baht 50,000 per month and meeting allowance of Baht 30,000 per each meeting attendance. Should there be more than 1 meeting per month, a 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 remunerations and meeting allowances 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 a member of 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 such committee, sub-committee and working groups have more than 1 meeting per month, such Board member will receive meeting allowance of Baht 10,000 only.

- Audit Committee will receive meeting allowance on a monthly basis at the same rate as that of the Board members. 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. 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.

2.2 Benefits in air tickets for 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 Shareholders meetings in 2011 and 2012.

2.3 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 consolidated financial statements but not exceeding Baht 30 million. This rate is the same rate as that of the year 2012 and shall be used for annual bonus calculation for the following year.

3. Appointment of an auditor and approval of audit fee for 2013 as proposed by the Audit Committee as follows:

3.1 Appointment of the Office of the Auditor General of Thailand to be the Company's auditor for the year 2013.

3.2 The fees for audit of the Company's financial statements of 2013 and verification of quarterly financial statements are: Baht 2,500,000 for the annual audit fee and Baht 350,000 per quarter for verification of the Company's quarterly financial statements which are 3 quarters in total.

4. Amendment to Article 23 of the Articles of Association of the Company 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."

It 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"

5. Acknowledgement of the retirement of one-third of the Board members from the Company according to the Article 17 of the Articles of Association of the Company, effective from 24 April 2013 onwards. Retiring members are as follows:

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

6. Appointment of 5 new members of the Board of Directors of the Company in order to replace the retiring members as proposed by the Nomination, Remuneration and Human Resources Development Committee, effective from 24 April 2013 onwards.

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

The Board of Directors has passed a resolution to hold the 2013 Annual General Shareholders' Meeting, of which details are as follows:

- The date set for the 2013 Annual General Shareholders' Meeting is Wednesday, 24 April 2013 at 13.30 hrs., at the 4th Floor, Miracle Grand Ballroom, Miracle Grand Convention Hotel, Vibhavadi Rangsit Road, Laksi, Bangkok Metropolis.

- The names of shareholders who are entitled to attend the 2013 Annual General Shareholders' Meeting and to receive the dividend shall be determined on Friday, 15 March 2013 and 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.

- The agendas of the 2013 Annual General Shareholders' Meeting are specified as follows:

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| Agenda 1 | Report from the Chairman |
| Agenda 2 | To consider and approve the minutes of the 2012 Annual General Shareholders' Meeting |
| Agenda 3 | To acknowledge the report on the results of operations for the year 2012 |

- Agenda 4 To consider and approve the Balance Sheets and the Company's Profit and Loss Statements for the year 2012
- Agenda 5 To consider dividend payment from the Company's business operations for the year 2012
- Agenda 6 To consider the Directors' remunerations
- Agenda 7 To consider the appointment of an auditor and determination of the audit fee
- Agenda 8 To consider and approve the amendment to Article 23 of the Articles of Association of the Company
- Agenda 9 To consider the election of Directors
- Agenda 10 Other Business (if any)

In addition, in order to promote the good corporate governance practice regarding the equitable treatment of shareholders, the Company had provided an opportunity for the shareholders to propose a matter to be included as an agenda of the meeting, as well as to propose a qualified candidate to be elected as the Company's director at the 2013 Annual General Shareholders' Meeting in advance from 28 September 2012 to 31 December 2012. Nevertheless, no proposal of agenda or proposal of a candidate to be elected as a director has been proposed by the shareholders.

This matter is being reported for your information.

(Ms.Suvimol Bualerd)
Vice President, Corporate Secretariat

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