



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

(Translation)

Registration No. 0107537001757  
 1D/SB/WF/WF-Q/ 01-1/598

24 April 2013

Subject : Resolutions of 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 2013 Annual General Shareholders' Meeting on 24 April 2013, at the 4<sup>th</sup> Floor, Miracle Grand Ballroom, Miracle Grand Convention Hotel, Vibhavadi Rangsit Road, Laksi, Bangkok Metropolis. At the opening of the Meeting, there were 2,453 shareholders attended the Meeting in person and by proxies, holding altogether 1,498,594,691 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 2012 Annual General Shareholders' Meeting held on Wednesday, 25 April 2012

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 2012 Annual General Shareholders' Meeting held on Wednesday, 25 April 2012. The votes are divided as follows:

Approved	1,678,666,420	Votes
Not Approved	1,413,570	Votes
Abstained	285,534	Votes

2. Acknowledgement of the report on the results of operations for the year 2012

Resolution: The Meeting acknowledged the report on the results of operations for the year 2012, as detailed in the 2012 Annual Report, which had been delivered to the shareholders together with the invitation notice of this Meeting.

3. Consideration and approval of Balance Sheets and Income Statements for the year 2012

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

- 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

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 2012, which the Office of the Auditor General, the Company's Auditor, has already audited and certified. The votes are divided as follows:

Approved	1,679,545,002	Votes
Not Approved	1,426,520	Votes
Abstained	305,268	Votes

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

Resolution: The Meeting resolved, by the majority votes of the shareholders who attended the Meeting and have the right to vote, 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 appeared on a record date for rights to receive the dividend dated Friday, 15 March 2013. The names were 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. The votes are divided as follows:

Approved	1,679,494,654	Votes
Not Approved	1,414,770	Votes
Abstained	369,966	Votes

5. Consideration of Directors' remunerations

Resolution: The Meeting resolved, by the votes of not less than two-third of all votes of the shareholders who attended the Meeting, to approve the rules for Directors' remunerations, meeting allowance and benefits in air ticket for the period from 1 May 2013 to 30 April 2014, and directors' bonus for the year 2013, details are as follows:

**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. The Chairman of the Board 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 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 only.
- 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.



**Benefits in air ticket for the directors :** The Meeting resolved that the Board of Directors shall receive 10 round trip business class tickets per year for international routes and 10 round trip business class tickets per year for domestic routes which are free of charge 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 their directorship. The number of the air tickets are equivalent to those approved by the 2012 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 is the same rate as that of the previous year and shall be used for annual bonus calculation for the following year.

The votes are divided as follows:

Approved	1,677,998,632	Votes
Not Approved	2,938,974	Votes
Abstained	343,184	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 the audit fees for 2013, as proposed by the Audit Committee, 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 votes are divided as follows:

Approved	1,679,481,806	Votes
Not Approved	1,764,722	Votes
Abstained	338,434	Votes

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

This Agenda was not considered by the Meeting because at the Company's Board Meeting No.4/2013 on 19 April 2013, at the Conference Room, 22<sup>nd</sup> Floor, Head Office Building, No. 89 Vibhavadi Rangsit Road, Khwaeng Jompol, Khet Chatuchak, Bangkok Metropolis, the Board of Directors passed the resolution to cancel this Agenda so as to revisit this matter for the clarity. The Meeting acknowledged such cancellation and there was no objection to such cancellation.

8. Consideration of election of Directors

Resolution: The Meeting resolved, by the majority votes of the shareholders who attended the Meeting, to approve the appointment of 5 directors of the Company, replacing the retired directors according to the Article 17 of the Article of Association of the Company, effective from 24 April 2013 onwards. The votes are divided as follows:

1. Mr. Chulasingh Vasantasingh

Approved	1,644,389,073	Votes
Not Approved	3,980,128	Votes
Abstained	691,406	Votes
Unused Votes	32,525,270	Votes

2. Mr. Weerawong Chittmittrapap

Approved	1,643,226,255	Votes
Not Approved	4,401,122	Votes
Abstained	699,206	Votes
Unused Votes	33,259,294	Votes

3. Mr. Kanit Sangsubhan

Approved	1,635,255,862	votes
Not Approved	12,741,577	votes
Abstained	700,806	votes
Unused Votes	32,887,632	votes

4. Pol. Gen. Wichean Potephosree

Approved	1,639,251,650	votes
Not Approved	9,083,859	votes
Abstained	695,545	votes
Unused Votes	32,554,823	votes

5. ACM. Prajin Juntong

Approved	1,638,545,851	votes
Not Approved	9,334,844	votes
Abstained	709,745	votes
Unused Votes	32,995,437	votes

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

1. Mr. Ampon Kittiampon Chairman
2. Mr. Areepong Bhoocha-oom Vice Chairman
3. Mr. Chutinant Bhirom Bhakdi Director
4. Mr. Dheerasak Suwannayos Director
5. Mr. Silpachai Jarukasemratana Director
6. ACM. Satitpong Sukvimol Director
7. Mr. Sutham Siritipsakorn Director
8. ACM. M.L. Suprija Kamalasana Director
9. Pol. Gen. Adul Saengsingkeo Director
10. Mr. Sorajak Kasemsuvan Director
11. Mr. Chulasingh Vasantasingh Director

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| 12. | Mr. Weerawong Chittmittrapap | Director |
| 13. | Mr. Kanit Sangsubhan         | Director |
| 14. | Pol.Gen.Wichean Potephosree  | Director |
| 15. | ACM. Prajin Juntong          | Director |

This matter is being reported for your information.

Sincerely yours,

Suvimol Bualerd  
Vice President, Corporate Secretariat

The Corporate Secretariat Office  
Tel. 0-2545-4392  
Fax. 0-2545-4390