



Thai Airways International Public Company Limited
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(Translation)

Registration No. 0107537001757
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21 February 2014

Subject : Suspension of dividend payment and the date set for the 2014 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 of Directors Meeting No. 2/2014 on 21 February 2014, 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 2014 Annual General Shareholders' Meeting with details as follows ;

1. Suspension of dividend payment in respect of the Company's business operations for the year 2013

2. Setting of the Board of Directors' remunerations for the period from 1 May 2014 to 30 April 2015 which comprises remunerations, meeting allowances, benefits in air tickets and bonus for the year 2014, 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 where 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.

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 2013.

2.3 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.

3. Appointment of an auditor and setting the audit fee for 2014 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 2014.

3.2 The fees for audit of the Company's financial statements of 2014 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, totalling to Baht 3,550,000.

4. 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 29 April 2014 onwards. Retiring members are as follows:

1. Mr. Ampon Kittiampon
2. Mr. Chutinant Bhirom Bhakdi
3. Mr. Dheerasak Suwannayos
4. Mr. Sutham Siritipsakorn
5. Mr. Sorajak Kasemsuvan (resigned on 2 January 2014)

5. 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 29 April 2014 onwards.

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| 1. Mr. Ampon Kittiampon | to continue one more term |
| 2. Mr. Chutinant Bhirom Bhakdi | to continue one more term |
| 3. Mr. Dheerasak Suwannayos | to continue one more term |
| 4. Mr. Rungson Sriworasat | to replace Mr. Sorajak Kasemsuvan |
| 5. AM Siwakiat Jayema | to replace Mr. Chutinant
Bhirom Bhakdi |

The Board of Directors Meeting No.1/2014 has passed a resolution approving the Company to issue and offer debt instruments in the types of debentures and/or hybrid debt capital debentures (debt instruments) in order to repay debentures which are to be due and/or possibly repay the Company's loan having higher financial cost and/or invest in assets and/or use as working capital, in the total amount not exceeding Baht 40,000 million within 5 years from the date the approval(s) being granted by the General Shareholders' Meeting in the years 2014 until 2019. In this regard, the Company can issue and offer the debentures in both domestic and international markets. The debentures can be issued in Baht currency and/or other currencies in the equivalent amount by applying the exchange rate during the time of each issuance and offering of debentures in order that the Company shall obtain the best benefit and have flexibility in procuring funds as necessary and appropriate in the event that the capital market is viable. In addition, the outstanding amount approved by the General Shareholders' Meeting on 28 April 2010 shall be canceled with effect from the date the 2014 Annual General Shareholders' Meeting shall pass a resolution to approve the new amount (the current amount is Baht 6,300 million).

Therefore, the Board of Directors has passed a resolution to hold the 2014 Annual General Shareholders' Meeting, of which details are as follows:

- The date set for the 2014 Annual General Shareholders' Meeting is Tuesday, 29 April 2014 at 13.30 hrs., at Air Force Convention Hall, Paholyothin Road, Saimai District, Bangkok Metropolis.

- The names of shareholders who are entitled to attend the 2014 Annual General Shareholders' Meeting shall be determined on Monday, 10 March 2014 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 Tuesday, 11 March 2014.

- The agendas of the 2014 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 2013 Annual General Shareholders' Meeting |
| Agenda 3 | To acknowledge the report on the results of operations for the year 2013 |
| Agenda 4 | To consider and approve the Balance Sheets and the Company's Profit and Loss Statements for the year 2013 |

- Agenda 5 To consider and approve the suspension of dividend payment in respect of the Company's business operations for the year 2013
- 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 the cancellation of the outstanding amount for the previous debentures issuance and offering and to approve the issuance and offering of debentures in the amount of not exceeding Baht 40,000 million within 5 years
- Agenda 9 To consider the election of Directors
- Agenda 10 Other Business (if any)

In addition, in order to promote good corporate governance practice regarding the equitable treatment of shareholders, the Company had provided an opportunity for the shareholders to propose matters to be included as agenda of the meeting, as well as to propose qualified candidates to be elected as the Company's director at the 2014 Annual General Shareholders' Meeting in advance from 27 September 2013 to 31 December 2013 in the Company's website and daily newspaper, Kaohoon, issued on 7, 8 and 9 October 2013. Nevertheless, no proposal of agenda or proposal of a candidate to be elected as a director had been proposed by the shareholders.

This matter is being reported for your information.

Yours sincerely,

Suvimol Bualerd

(Mrs. Suvimol Bualerd)
Vice President, Corporate Secretariat