



PE008/2015

26 February 2015

Subject: Notification of the Resolutions of the Board of Directors' Meeting, Suspension of Dividend Payment, Issuance of Debenture, Amendment of the Objectives and Schedule for the 2015 Annual General Meeting of Shareholders

Attention: The President
Stock Exchange of Thailand

Enclosure: Draft Proposed Amendment to the Objectives

The Board of Directors of Nok Airlines Public Company Limited (the “**Company**”) passed resolutions at the Board of Directors' Meeting No. 2/2558 dated 26 February 2015 and approved the following significant matters:

1. To propose to the shareholders' meeting for approval of the financial statements and the income statements of the Company for the accounting year ending on 31 December 2014, which was reviewed by the Audit Committee and audited by the Company's Certified Public Accountant.
2. To propose to the shareholders' meeting for approval of not allocating the profits as per performance results of the Company for the accounting year ending on 31 December 2014 since it is fully reserved in accordance with the law and suspending the dividend payment for the Company's performance in 2014 as the Company suffered losses.
3. To propose to the shareholders' meeting for approval of the appointment of Deloitte Touche Tohmatsu Jaiyos Advisory Co., Ltd., as the Company's audit firm, since it is an audit firm with independence and expertise in auditing. Any of the following auditors shall be authorized to review and render their opinion concerning the financial statements of the Company.



- (1) Mr. Niti Jungnitnirundr, Certified Public Accountant No. 3809; and/or
- (2) Mr. Supamit Techamontrikul, Certified Public Accountant No. 3356; and/or
- (3) Mr. Permsak Wongpatcharapakorn, Certified Public Accountant No. 3427

In case the above auditors cannot perform his/her duties, Deloitte Touche Tohmatsu Jaiyos Advisory Co., Ltd. shall appoint other Certified Public Accountant of its own to perform such duties instead and shall approve the Company's auditing fee for the year 2015 in the amount not exceeding Baht 1,900,000, the subsidiaries' auditing fee for the year 2015 in the amount not exceeding Baht 600,000; hence, the total auditing fee for the year 2015 shall not exceed Baht 2,500,000.

Moreover, due to the fact that in 2014, the Board approved an extra payment to the auditors in the amount of Baht 600,000 for auditing fee of subsidiaries which were established in 2014, after the approval from the 2014 Annual General Meeting of the Shareholders. Therefore, it is proposed to the shareholders' meeting to ratify such extra auditing fee payment to the auditors.

4. To propose to the shareholders' meeting for approval of the appointment of persons nominated for the position of directors, replacing the directors who will retire by rotation. The directors who will retire by rotation at the 2015 Annual General Meeting of the Shareholders are the following:

- 1) Mr. Apiporn Pasawat Director
- 2) Mr. Montree Jumrieng Director
- 3) Mr. Suraphon Israngura Na Ayuthya Director/Nomination and Remuneration Committee member
- 4) Mr. Padungdej Indralak Independent Director/
Risk Management Committee member

The Nomination and Remuneration Committee had considered the qualifications of the 3 directors who will retire by rotation at the 2015 Annual General Meeting of the Shareholders and deemed that the 3 persons, i.e. 1) Mr. Montree Jumrieng



2) Mr. Suraphon Israngura Na Ayuthya and 3) Mr. Padungdej Indralak, are equipped with knowledge, experience and expertise which will be an advantage for the Company's operation. Therefore, the Company proposed to the shareholders' meeting to consider an appointment of these 3 directors to the position as the Company's directors for another term. In addition, the Board passed a resolution proposing to the shareholders' meeting to consider the appointment of Mr. Visit Tantisunthorn to assume the position as Independent Director in replacement of Mr. Apiporn Pasawat, a director who will retire by rotation.

Moreover, it is deemed appropriate to propose to the shareholders' meeting to consider the appointment of a new director, i.e. Mr. Charamporn Jotikasthira as the Company's director. Thus, the total number of the Company's director shall be 12.

5. To propose to the shareholders' meeting for approval of the determination of the directors' remuneration for the year 2015 by determining the remuneration for the directors and the subcommittees for the year 2015 in the amount not exceeding Baht 7,680,000 and since the Company suffered losses from performance in 2014, the Company therefore suspended the directors' bonus payment for the performance in 2014. The rate of monthly remuneration and attendance fee remains the same as in the year 2014 but the directors' remuneration in 2015 is higher than the year 2014 since the Company has additionally appointed Risk Management Committee. The details are as follows:

Monthly Remuneration

1. Board of Directors

Chairman of the Board of Directors	Baht 60,000 per month
Directors	Baht 40,000 per month



Attendance Fee apart from the monthly remuneration

2. Audit Committee

Chairman of the Audit Committee	Baht 30,000 per meeting
Audit Committee Members	Baht 20,000 per meeting

3. Nomination and Remuneration Committee

Chairman of the Nomination and Remuneration Committee	Baht 30,000 per meeting
Nomination and Remuneration Committee Members	Baht 20,000 per meeting

4. Risk Management Committee

Chairman of the Risk Management Committee	Baht 30,000 per meeting
Risk Management Committee Members	Baht 20,000 per meeting

Directors' Bonus for the 2014 performance

Since the Company suffered losses the Company therefore suspended the directors' bonus payment for the 2014 performance.

Moreover, it approved to propose to the shareholders' meeting to consider granting the Nomination and Remuneration Committee the authority to allocate such amount of money to each director and other subcommittees within the budget approved by the shareholders' meeting.

6. To propose to the shareholders' meeting for approval of issuance and offer for sale of the Company's debenture within the budget in the amount not exceeding Baht 3,000 million , with the details as follows:



- Objectives for the use of money : For use in the Company's business operation and expansion of business
- Type : Every type and kind of debentures, which can be Subordinated Debenture or Non-Subordinated Amortizing Debenture or one-time repayment upon maturity; with or without security; with or without Debenture Holder's Representative or Derivative Debenture, depending on the appropriateness of market circumstance during issuance and offer for sale of such debenture.
- Amount : The total value of debenture shall not exceed Baht 3,000 million or in other currency at the similar rate on the date of issuance.
- Offer for sale : Offer for sale domestically to the public and/or limited offer for sale and/or offer for sale to institutional investors and/or high net worth investors in whole or in part which can be either offer for sale at one time or many times.
- Interest rate : Depending on the market circumstance during issuance and offer for sale of such debenture
- Age : Not exceeding 5 years for each
- Other conditions : Other limitations and conditions of debenture, e.g. type and kind of debenture issued each time; par value; offering price per unit; interest rate; appointment of underwriter, debenture



holder's representative/debenture registrar; method of issuance and offer for sale; method for allocation; **method for redemption**; details of offer for sale; and registration in any secondary market (if any) shall be under the authority of the Board of Directors

And grant the Chief Executive Officer and/or the Chief Financial Officer to **execute documents** concerning the issuance and offer for sale of each type/each kind of debenture each time, including the authority to carry out any necessary act concerning the issuance and offer for sale of such debenture for completion and in accordance with the law.

7. To propose to the shareholders' meeting for approval of amending the objectives of the Company and amending the Memorandum of Association Clause 3 re: Objectives of the Company to be in accordance with the current business operation and in accordance with the law by adding new 19 objectives, a total of 43 objectives, as appeared in the Enclosure.

By granting the Board of Directors and/or the Chief Executive Officer and/or person appointed by the Board of Directors or the Chief Executive Officer the power to amend, add and modify words in such objectives as necessary and appropriate to be in accordance with the Public Company Registrar's order for the registration of objectives with the Department of Business Development, Ministry of Commerce.

8. To schedule the date of the 2015 Annual General Meeting of Shareholders to be held on 9 April 2015, at 9.00 hrs., at the Grand Ball Room, 4th Floor, Miracle Grand Convention Hotel, No. 99 Vibhavadi – Rangsit Road, Lak Si District, Bangkok 10210, with the following agenda items to be considered at the Meeting:



Agenda Item 1 : Matters to be informed by the Chairman for acknowledgement

Agenda Item 2 : To consider and approve the Minutes of the 2014 Annual General Meeting of Shareholders

Facts and Rationale : The Company prepared the Minutes of the 2014 Annual General Meeting of Shareholders, which already took place on 9 April 2014 and distributed such copy on the Company's website (www.nokair.com) and delivered to the Stock Exchange of Thailand and Ministry of Commerce within the time as prescribed by the law.

Opinion of the Board of Directors: To propose to the shareholders' meeting for approval the Minutes of the 2014 Annual General Meeting of Shareholders.

Agenda Item 3 : To consider and acknowledge the operating results of the Company for the year 2014

Facts and Rationale: The Company prepared the operating results of the Company for the year 2014 to propose to the shareholders' meeting

Opinion of the Board of Directors: To propose to the shareholders' meeting for acknowledgement of the operating results of the Company for the year 2014.

Agenda Item 4 : To consider and approve the financial statements and the income statements of the Company for the accounting year ending 31 December 2014 of the Company

Facts and Rationale: The financial statements and the income statements of the Company for the accounting year ending 31 December 2014 was audited and approved by the



Company's Certified Public Accountant and verified by the Audit Committee, having the significant matters as follows:

Items according to consolidated financial statements	Consolidated financial statements	Separate financial statements	
	For accounting period ending (million Baht)		
	31 December 2014	31 December 2014	31 December 2013
Total assets	6,569.0	5,937.1	6,271.6
Total debts	2,219.6	2,098.8	1,728.2
Shareholder's part	4,349.4	3,838.3	4,543.4
Total income	12,312.9	12,295.6	11,314.7
Profit (loss) before income tax	(666.2)	(410.8)	1,099.4
Net profit (loss)	(665.8)	(410.5)	1,066.1
Profit (Loss) Attributable to owners of the parent	(471.77)	(410.5)	1,066.1
Net profit (loss) per share	(0.75)	(0.66)	1.88

Opinion of the Board of Directors: To propose to the shareholders' meeting for approval of the financial statements and the income statements of the Company for the year ending 31 December 2014.

Agenda Item 5 : To consider and approve a suspension of allocation of the profits as per performance results of the Company for the



accounting year ending 31 December 2014 as a reserve according to the laws and to approve the suspension of the dividend payment as per performance results of the Company for the year 2014

Facts and Rationale : According to Section 115 and 116 of the Public Company Act B.E. 2535 (and amendments thereto) and the Company's Article of Association Clauses 44 and 45, the Company's dividend payment shall be paid from the profit and must be approved by the shareholders in the shareholders' meeting and the Company shall allocate one part of the annual net profit as a capital reserve in the amount not less than 5 percent of the annual net profit, deducted by the gross accumulated loss (if any) until such capital reserve contains the amount of not less than 10 percent of the registered capital.

- (1) For the performance results of the Company for the accounting year from 1 January 2014 to 31 December 2014, the Company suffered a net loss in the amount of Baht 410.5 million. Therefore, the Company had to suspend dividend payment for the accounting year ending 31 December 2014.
- (2) Since the Company had fully allocated profits as a reserve according to the laws, there will not be any proposal for approval of allocating profits as a reserve according to the laws at this meeting.

Opinion of the Board of Directors : To propose to the shareholders' meeting for approval of suspending profit allocation for the performance results of the Company for the



accounting year ending 31 December 2014 because the Company had fully allocated profits as a reserve according to the laws and suspending dividend payment for the accounting year ending 31 December 2014 since the Company suffered loss from the performance.

Agenda Item 6 : To consider and approve the appointment of the directors who will retire by rotation and the appointment of new directors.

Facts and Rationale: According to Section 71 of the Public Company Act B.E. 2535 (and amendments thereto) and the Company's Article of Association Clause 17 prescribed that in each Annual General Meeting, one third of the directors shall retire by rotation. If the number of directors cannot be divided by three, the number of directors retiring shall be closest to one third of all the directors. The retiring directors may assume the position as directors again. The directors who will retire by rotation at the 2015 Annual General Meeting of the Shareholders are the following:

- 1) Mr. Apiporn Pasawat Director
- 2) Mr. Montree Jumrieng Director
- 3) Mr. Suraphon Israngura Na Ayuthya Director/Nomination and Remuneration Committee member
- 4) Mr. Padungdej Indralak Independent Director/ Risk Management Committee member

The Nomination and Remuneration Committee had considered the qualifications of the 3 directors who will retire by rotation at the 2015 (Annual General Meeting of the



Shareholders and deemed that the 3 persons, i.e. 1) Mr. Montree Jumrieng 2) Mr. Suraphon Israngura Na Ayuthya and 3) Mr. Padungdej Indralak, are equipped with knowledge, experience and expertise which will be an advantage for the Company's operation. Therefore, the Company proposed to the shareholders' meeting to consider an appointment of these 3 directors to the position as the Company's directors for another term. In addition, the Board passed a resolution proposing to the shareholders' meeting to consider the appointment of Mr. Visit Tantisunthorn to assume the position as Independent Director in replacement of Mr. Apiporn Pasawat, a director who will retire by rotation.

Moreover, it is deemed appropriate to propose to the shareholders' meeting to consider the appointment of a new director, i.e. Mr. Charamporn Jotikasthira as the Company's director. Thus, the total number of the Company's director shall be 12.

Opinion of the Board of Directors: To propose to the shareholders' meeting for approval the appointment of the directors who will retire by rotation to be re-elected for another term. The director names are as follows:

- | | | |
|----|-----------------------------------|--|
| 1) | Mr. Montree Jumrieng | Director |
| 2) | Mr. Suraphon Israngura Na Ayuthya | Director/Nomination and Remuneration Committee member |
| 3) | Mr. Padungdej Indralak | Independent Director/ Risk Management Committee member |



and appoint Mr. Visit Tantisunthorn to replace Mr. Apiporn Pasawat and assume the position as Independent Director.

Moreover, to propose to the shareholders' meeting for approval the appointment of a new director, i.e. Mr. Charamporn Jotikasthira as the Company's director. Thus, the total number of the Company's director shall be 12.

Agenda Item 7 : To consider and approve the determination of the directors' remuneration for the year 2015

Facts and Rationale: According to Section 90 of the Public Company Act B.E. 2535 (and amendments thereto) and the Company's Article of Association Clause 22 prescribed that the determination of the directors' remuneration must be approved by the shareholders' meeting, in which the Nomination and Remuneration Committee has considered the directors' remuneration and subcommittee has carefully examine the appropriateness by comparing with other SET-listed companies that has Market Capitalization of the same level as the Company, by determining that the remuneration shall not exceed Baht 7,680,000 and since the Company suffered losses from performance in 2014, the Company therefore suspended the directors' bonus payment for the performance in 2014. The rate of monthly remuneration and attendance fee remains the same as in the year 2014 but the directors' remuneration in 2015 is higher than the year 2014 since the Company has additionally appointed Risk Management Committee. The details are as follows:



Monthly Remuneration

1. Board of Directors

Chairman of the Board of Directors Baht 60,000 per month

Directors Baht 40,000 per month

Attendance Fee apart from the monthly remuneration

2. Audit Committee

Chairman of the Audit Committee Baht 30,000 per meeting

Audit Committee Members Baht 20,000 per meeting

3. Nomination and Remuneration Committee

Chairman of the Nomination and Remuneration Committee Baht 30,000 per meeting

Nomination and Remuneration Committee Members Baht 20,000 per meeting

4. Risk Management Committee

Chairman of the Risk Management Committee Baht 30,000 per meeting

Risk Management Committee Members Baht 20,000 per meeting



Directors' Bonus for the 2014 performance

Since the Company suffered losses from performance, the Company therefore suspended the directors' bonus payment for the 2014 performance.

Agenda Item 8 : To consider and approve the appointment of the auditor and fixing the audit fee for the year 2015

Facts and Rationale: According to Section 120 of the Public Company Act B.E. 2535 (and amendments thereto) prescribed that the shareholders' meeting shall approve the appointment of auditor and determine the Company's audit fee of each year. The Audit Committee had chosen the auditor for the year 2015 and propose to the shareholders' meeting for approval of the appointment of Deloitte Touche Tohmatsu Jaiyos Advisory Co., Ltd., as the Company's audit firm, since it is an audit firm with independence and expertise in auditing. Any of the following auditors shall be authorized to review and render their opinion concerning the financial statements of the Company.

- (1) Mr. Niti Jungnitnirundr,
Certified Public Accountant No. 3809; and/or
- (2) Mr. Supamit Techamontrikul,
Certified Public Accountant No. 3356; and/or
- (3) Mr. Permsak Wongpatcharapakorn,
Certified Public Accountant No. 3427

In case the above auditors cannot perform his/her duties, Deloitte Touche Tohmatsu Jaiyos Advisory Co., Ltd. shall appoint other Certified Public Accountant of its own to perform such duties instead. The proposed auditors do not



have any relation or interest with the Company, the Executive, major shareholders or related to such person in any way, and thus are independent for reviewing and rendering their opinion concerning the financial statements of the Company.

The Audit Committee proposed and considered that the shareholders' meeting approve the Company's auditing fee for the year 2015 in the amount not exceeding Baht 1,900,000, the subsidiaries' auditing fee for the year 2015 in the amount not exceeding Baht 600,000; hence, the total auditing fee for the year 2015 shall not exceed Baht 2,500,000, which has increased from the past accounting period of Baht 300,000 or 13.64 percent increase.

Moreover, due to the fact that in 2014, the Board approved an extra payment to the auditors in the amount of Baht 600,000 for auditing fee of subsidiaries which were established in 2014, after the approval from the 2014 Annual General Meeting of the Shareholders. Therefore, it is proposed to the shareholders' meeting to ratify such auditing fee payment to the auditors.

Opinion of the Board of Directors: To propose to the shareholders' meeting for approval of the appointment of the auditor for the Company's audit for the year 2015 and the determination of the Company's audit fee for the year 2015 in the amount not exceeding Baht 1,900,000, the subsidiaries' auditing fee for the year 2015 in the amount not exceeding Baht 600,000; hence, the total auditing fee for the year 2015 shall not exceed Baht 2,500,000. And to propose to the shareholders for a ratification of such extra auditing fee payment to the auditors.



Agenda Item 9: To consider and approve the issuance and offer for sale of the Company's debenture

Facts and Rationale: Since the Company needed investment money for use in the Company's business operation and business expansion; therefore, the Company needed an approval from the shareholders' meeting for the issuance and offer for sale of the Company's debenture according to Section 145 of the Public Company Act B.E. 2535 (and amendments thereto) and the Company's Article of Association Clause Item 35 (2) (g).

Opinion of the Board of Directors : To propose to the shareholders' meeting for approval of the issuance and offer for sale of debenture in the amount not exceeding Baht 3,000 million or in other currency of the same amount on the date of issuance, for use in the Company's business operation and business expansion.

Agenda Item 10 : To consider an amendment to the Company's objectives and amendment to the Memorandum of Association Item 3 Re: Objectives of the Company.

Facts and Rationale: In order to comply with the Company's current business operation; therefore, the Company has to amend the Objectives of the Company and amend the Memorandum of Association Item 3 re: Objectives of the Company, by adding new 19 Objectives, a total of 43 Objectives.

Opinion of the Board of Directors: To propose to the shareholders' meeting for approval of the amendment to the



Company's objectives and amendment to the Memorandum of Association Item 3 Re: Objectives of the Company to comply with the law. After such amendment to the Objectives of the Company by adding new 19 Objectives, a total will be **43** Objectives.

Agenda Item 11 : Other matters (if any)

9. To approve that 16 March 2015 is the date of determining the names of the shareholders who will be entitled to attend the 2015 Annual General Meeting of Shareholders (Record Date) and 17 March 2015 is the date to collect the names of the shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (and amendments thereto) by closing the share register book.

Please be informed accordingly.

Sincerely yours,

(Nuanwan Phuprasert)
Chief Financial Officer
Authorized Signatory



Enclosure

Draft Proposed Amendment to the Objectives

25. To engage in the businesses of cargo, parcel and passenger transportation, transfer services via land, waterway, and air, both domestic and international, including the businesses of rendering the goods clearance services at port according to the customs formalities and freight arrangement for all categories of goods.
26. To engage in the service businesses on legal matters, accounting, engineering, architecture including advertising.
27. To render services on counselling and giving advice relating to management in commercial aviation, commerce, industry, tourism, and investment which does not relate to securities trade, including manufacturing, distributing, marketing, and technique relating to such matters.
28. To engage in the service businesses to repair, maintain, inspect, lubricate, provide anti-rust treatment for all kind of vehicles, including services of installing, inspecting, and repairing all kind of accident prevention equipment.
29. To engage in businesses of bidding for sale of goods and serve for hire of work in accordance with all objectives to persons, groups of persons, juristic persons, government entities, and government authorities.
30. To enter into agreements and contracts with government entities, government authorities, state enterprises, or any other entities in accordance with the Company's objectives and to apply for rights, licenses, privileges, and concessions from government entities, government authorities, state enterprises, or any other entities that the Company deems appropriate and to exercise rights and comply with any and all agreements, contracts, rights, licenses, privileges, and concessions including to assign or grant of rights pursuant to such agreements, contracts, rights, licenses, privileges, and concessions to other persons or companies.
31. To engage in the all ground service businesses for aircraft, passengers, baggage, and on-going activities, both within and outside the Kingdom of Thailand, as well as being an agent to provide such services.
32. To engage in the service businesses to prepare goods, materials, or equipment for using by passengers on aircraft and to keep aircraft clearness and ready for flight.
33. To engage in the businesses of rendering all types of cleaning services.
34. To engage in the businesses of rendering all types of security services.
35. To engage in the businesses of rendering ramp services, to provide aircraft movement equipment, to provide power supply equipment for aircraft.
36. To engage in the businesses of rendering utilities services to aircraft, to provide power supply, drinking water and water in aircraft.
37. To engage in the businesses of rendering aircraft's waste disposal services.



38. To engage in the businesses of rendering marshalling signals services or any signals to aircraft for stand entries, cooperating for the rendering aircraft's filling of gasoline services and aircraft's taking-off and landing.
39. To engage in the businesses of rendering cleaning services inside aircraft, rendering driving service for freight equipment including rendering services for ground passengers.
40. To engage in the businesses of rendering 400 hertz electrical system and air conditioning system for fixed type of aircraft.
41. To engage in the businesses of rendering catering and beverage services on aircraft and ground.
42. To engage in the businesses of rendering duty free shop(s) throughout Kingdom (except for seeking benefit from natural resources and internal trade of local agricultural products).
43. To engage in the businesses of rendering duty free product's pick up point services at international airport located throughout Kingdom.