



(-Translation-)

March 4, 2016

**Re:** Invitation to the 2016 Annual General Meeting of Shareholders

**To:** Shareholders of Nok Airlines Public Company Limited (the “**Company**”)

- Enclosures:**
- 1 Copy of Minutes of the 2015 Annual General Meeting of Shareholders;
  2. Annual Report and Copy of the Statements of Financial Position and the Statements of Profit or Loss and Other Comprehensive Income for the fiscal year ended December 31, 2015 in CD-ROM format;
  - 3 Profiles of the nominated directors being proposed for re-election;
  4. Articles of Association relating to the meeting of shareholders;
  5. Guideline for the registration, the appointment of proxy, documents and evidences required for attendants to present on the date of the meeting;
  6. Procedure for attendance at the 2016 Annual General Meeting of Shareholders;
  7. Proxy Form A. (Standard Form)  
Proxy Form B. (Special Details Form)  
Proxy Form C. (For foreign investors who appoint a custodian in Thailand)  
or the shareholders can download Proxy from the Company’s website at [www.nokair.com/investor\\_relations](http://www.nokair.com/investor_relations)
  8. Profiles of the Independent Directors for the appointment of proxy by shareholders and Definition of the Independent Directors;
  9. Registration Form (please present this form at the meeting); and
  10. Map of the venue

The Meeting of the Board of Directors No.2/2016 held on February 25, 2016 resolved to convene the 2016 Annual General Meeting of Shareholders on Thursday April 7, 2016 at 09.00 a.m. (the registration will start at 07.00 a.m.), at the Jupiter Room, 3<sup>rd</sup> Floor, Miracle Grand Convention Hotel, No.99 Vibhavadi-Rangsit Road, Lak Si District, Bangkok to consider the following agenda items:



**Agenda 1 Matters to be informed by the Chairman for acknowledgement**

**Remark:** This agenda is for acknowledge and no casting of votes.

**Agenda 2 To consider and adopt the Minutes of the 2015 Annual General Meeting of Shareholders**

**Facts and Rationale:** The Company had prepared the Minutes of the 2015 Annual General Meeting of Shareholders held on April 9, 2015 and submitted a copy thereof to the Stock Exchange of Thailand (the “SET”) and to the Ministry of Commerce as prescribed by laws. Details are appeared in **Enclosure 1** which has been sent to the shareholders together with this invitation.

**Opinion of the Board of Directors:** The Board of Directors considers that the Minutes of the 2015 Annual General Meeting of Shareholders held on April 9, 2015 were correctly and completely recorded and deems appropriate to propose to the shareholders’ meeting to adopt the said minutes as detailed in the **Enclosure 1**.

**Remark:** Resolution in this agenda shall be adopted by the majority votes of the shareholders attending the meeting and casting their votes.

**Agenda 3 To consider and acknowledge the operating results of the Company for the year 2015**

**Facts and Rationale:** The Company has summarized the operating results and the significant changes that occurred during the year 2015 in the annual report for the year 2015, as detailed in **Enclosure 2** which has been sent to the shareholders together with this invitation.

**Opinion of the Board of Directors:** The Board of Directors deems appropriate to propose to the shareholders’ meeting to acknowledge the operating results and the significant changes that occurred during the year 2015 as detailed in **Enclosure 2**

**Remark:** This agenda is for acknowledge and no casting of votes.

**Agenda 4**

To consider and approve the statements of financial position and the statements of profit or loss and other comprehensive income of the Company for the fiscal year ended December 31, 2015

**Facts and Rationale:** The Company has already prepared the statements of financial position and the statements of profit or loss and other comprehensive income for the fiscal year ended December 31, 2015 which have been already audited by the auditor, reviewed by the Audit Committee and approved by the Board of Directors.

In addition, in order to be in accordance with the Public Limited Company Act B.E. 2535 (as amended) and the Articles of Association of the Company which prescribes that the Company have to prepare the statements of financial position and the statements of profit or loss and other comprehensive income at the end of each fiscal year for proposing to the Annual General Meeting of shareholders to consider and approve such financial statement, therefore, the Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the statements of financial position and the statements of profit or loss and other comprehensive income for the fiscal year ended December 31, 2015, as detailed in the section "Financial Statement" of **Enclosure 2** which has been sent to the shareholders together with this invitation.

The key summaries of the statements of financial position and the statements of profit or loss and other comprehensive income statement of the Company and Subsidiaries are appeared as follows:

List in the Financial Statement	Consolidated Financial Statements		Separate Financial Statements	
	For the fiscal year ended at (Million Baht)			
	December 31, 2015	December 31, 2014	December 31, 2015	December 31, 2014
<b>Financial Statement</b>				
Total Assets	7,110.2	6,569.0	6,643.4	5,937.1
Total Liabilities	4,168.2	2,219.6	3,226.9	2,098.8
Shareholders Equity	3,047.2	3,771.1	3,416.5	3,838.3
Profits (Losses) Unappropriation Retained Earnings	(676.8)	47.1	(313.5)	108.3
<b>Comprehensive Income Statements</b>				
Total income	14,296.2	12,174.5	13,386.7	12,157.1
Loss before corporate income tax	(1,658.3)	(666.2)	(417.7)	(410.8)
Loss attributable to owner of the parent	(726.1)	(471.7)	(423.9)	(410.5)
Comprehensive loss of owner of the parent company	(723.9)	(460.1)	(421.7)	(398.9)
Net losses per share	(1.16)	(0.75)	(0.68)	(0.66)



**Opinion of the Board of Directors:** The Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the statements of financial position and the statements of profit or loss and other comprehensive income of the Company and Subsidiaries for the fiscal year ended December 31, 2015 which have been already audited by the auditor, reviewed by the Audit Committee and approved by the Board of Directors. Details are appeared in Enclosure 2.

**Remark:** Resolution in this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their votes.

## Agenda 5

**To consider and approve the suspension of the allocation of the profit from the operation of the Company for the fiscal year ended December 31, 2015 to be a reserve fund as prescribed by law because the Company has the legal reserve at least 10 percent of the register capital and the suspension of the dividend payment**

**Facts and Rationale:** According to Section 116 of the Public Limited Company Act B.E. 2535 (as amended) and Article 44 and 45 of the Articles of Association of the Company which specifies that the Company must allocate its annual net in the amount of not less than five per cent of the total net profit of the year deducting by the accumulated losses amount until this reserve fund attains an amount of not less than 10 percent of the registered capital, unless the Article of Association of the Company or any law requires a larger reserve.

In this regard, since the Company has already allocated profits from the operation of the Company as the reserve fund at the amount of not less than 10 percent of the registered capital of the Company in which equal to Baht 62.5 million Baht which is already in accordance with law and the Article of Association of the Company. Therefore, the Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the suspension of the allocation of profit as the reserve fund as prescribed by law.

In addition, as the Company has a policy to distribute the dividend to the shareholders at the rate of not less than 25 percent of the net profit of the separate financial statement of the Company after deducted the corporate income tax and after deducted statutory reserve each year. In each dividend payment, the Company will consider for dividend payment from various factors to maximize shareholders' interest which will include, its performance and financial status as well as an investment plan in each period as deemed appropriate by the Board of Directors. The dividend payment meanwhile must not materially affect the Company's normal operation.



However, according to the statements of financial position and the statements of profit or loss and other comprehensive income of the Company for the fiscal year ended December 31, 2015, the Company has loss of Baht 423.9 million. As a result, the Company is unable to distribute the dividend to the shareholders of the Company since the Section 115 of the Public Limited Company Act B.E. 2535 (as amended) prescribes that the payment of dividend from any sources other than profit is prohibited. In the case that the Company has accumulated loss, the Company is prohibited from dividend payment. Therefore, the Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the suspension of the dividend payment from the operational results of the Company for the fiscal year ended December 31, 2015.

The comparison of the dividend payment rate of the Company is detailed as follows:

Details of the dividend payment	Year 2016 (proposed)	Year 2015
1. Net profit (Loss)	(423.9) Million Baht	(410.5) Million Baht
2. Total Issued shares of the Company	625 Million Shares	625 Million Shares
3. Dividend per share (Baht)	Suspended	Suspended
4. Total dividend	Suspended	Suspended
5. Dividend payment ratio	Suspended	Suspended

**Opinion of the Board of Directors:** The Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the suspension of the allocation of profit from the operation of the Company for the fiscal year ended December 31, 2015 as the reserve fund as prescribed by law since the Company has fully allocated profit as the reserve fund as prescribed by law and to approve the suspension of the dividend payment for the result of the operation in the fiscal year ended December 31, 2015 since the Company has loss of Baht 423.9 million as detailed above.

**Remark:** Resolution in this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their vote.

**Agenda 6**

To consider and approve the election of the Directors to replace those who completed the term

**Facts and Rationale:** The Section 71 of the Public Limited Company Act B.E. 2535 (as amended) and Clause 17 of the Articles of Association of the Company prescribes that, in each Annual General Meeting of shareholders, one third of the total number of the directors must retire by rotation. In the case that the number of directors cannot divide into 3 proportions, a number of directors closest to one-third shall retire. Directors retiring by rotation may be re-elected.

In this regard, there are 4 directors who will retire by rotation at the 2016 Annual General Meeting, namely:

1. Mr. Chokchai Panyayong                      Director/Chairman of Risk Management Committee/  
Nomination and Remuneration Committee
2. Mr. Pimol Srivikorn                              Independent Directors/  
Chairman of the Audit Committee
3. Mr. Patee Sarasin                                Director/Chief Executive Officer
4. Mr. Somsak Chotrattanasiri                  Director

In this regard, the Nomination and Remuneration Committee has considered the qualification of the directors who will retire by rotation in the 2016 Annual General Meeting of shareholders and has an opinion that such 3 directors, namely, Mr. Chokchai Panyayong Mr. Pimol Srivikorn and Mr. Patee Sarasin are knowledgeable, experienced and skilful which will benefit to the Company's operations. Thus, it deems appropriate to propose to re-appoint such 3 directors as a director of the Company for another term. However, Mr. Somsak Chotrattanasiri informs the Company that he will not take a position of directors for another term. As a result, the Nomination and Remuneration Committee has considered to nominate Mr. Theeraphol Chotichanapibul to be the new director and authorized director of the Company in replacement of Mr. Somsak Chotrattanasiri as he is knowledgeable, experienced and skilful which will benefit to the Company's operations.

In addition, the Nomination and Remuneration Committee has consider their qualifications in compliance with the regulations and procedures for nomination and deems that such 4 nominated persons have full qualification and do not have any prohibited characteristics under the Public Limited Company Act B.E. 2535 (as amended), the Securities and Exchange Act B.E. 2535 (as amended) and other relevant regulations. Moreover, for the person who will take a position of Independent Director also possesses the qualifications of the Independent Director as prescribed in the definition of the Independent Directors of the Company, which is equal to the definition prescribed in the regulation of the Office of the Securities and Exchange Commission (the "SEC") and the SET, as appeared in **Enclosure 8** which has been sent to the shareholders together with this invitation. Moreover, such person also qualifies to be appointed as the Independent Directors as specified in the regulation of the SEC and the SET, and is suitable to be director of the Company for another term.



Therefore, the Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the election of the following persons to be the Directors of the Company:

Name of directors who shall be retired by rotation	Position	Number of Board of Directors' meeting attendance in year 2015	Number of Subcommittee meeting attendance in year 2015	Term of directorship of the Company
Mr. Chokchai Panyayong	- Director - Chairman of Risk Management Committee - Nomination and Remuneration Committee	12/14	3/3 4/4	3 years
Mr. Pimol Srivikorn	- Independent Directors - Chairman of the Audit Committee	7/14	2/4	3 years
Mr. Patee Sarasin	- Director - Risk Management Committee	13/14	0/2	3 years
Mr. Theeraphol Chotichanapibal	- Director	None as he is proposed to be appointed as the new director of the Company at this time	None as he is proposed to be appointed as the new director of the Company at this time	None as he is proposed to be appointed as the new director of the Company at this time

In this regard, information of the persons who will be nominated as the director is appeared in **Enclosure 3** which has been sent to the shareholders together with this invitation.

Moreover, in order to be in line with the appointment of new directors to replace the directors who will retire by rotation, the Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the amendment of the authorized signatories of the Company as follows:



**Exiting:**

“Mr. Patee Sarasin, Mr. Niphon Hakimi, Mr. Somsak Chotrattanasiri, Mr. Montree Jumrieng, Mr. Chokchai Panyayong, Mr. Charamporn Jotikasthira and Mr. Narongchai Wongthnavimok, two out of these seven directors jointly sign and affix the Company’s seal.”

**Amending to:**

“Mr. Patee Sarasin, Mr. Niphon Hakimi, Mr. Montree Jumrieng, Mr. Chokchai Panyayong, Mr. Charamporn Jotikasthira, Mr. Narongchai Wongthnavimok and Mr. Theeraphol Chotichanapibal, two out of these seven directors jointly sign and affix the Company’s seal.”

**Opinion of the Board of Directors:** The Board of Directors deems appropriate to propose to the shareholders’ meeting to consider and elect the following person to be the Directors of the Company:

- |                                   |   |
|-----------------------------------|---|
| 1. Mr. Chokchai Panyayong         | Position Director   |
| 2. Mr. Pimol Srivikorn            | Position Independent director/<br>Chairman of Audit Committee |
| 3. Mr. Theeraphol Chotichanapibal | Position Director   |
| 4. Mr. Patee Sarasin              | Position Director   |

And amend the authorized signatories of the Company to:

“Mr. Patee Sarasin, Mr. Niphon Hakimi, Mr. Montree Jumrieng, Mr. Chokchai Panyayong, Mr. Charamporn Jotikasthira, Mr. Narongchai Wongthnavimok and Mr. Theeraphol Chotichanapibal, two out of these seven directors jointly sign and affix the Company’s seal.”

**Remark:** Resolution in this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their vote. (in consideration of appointing directors to replace those who retire by rotation, the Company shall propose to consider and approve on person-by-person basis.)

## Agenda 7

### To consider and approve the remuneration of the Directors and Subcommittee of the Company for year 2016

**Facts and Rationale:** According to Section 90 of the Public Limited Company B.E. 2535 (as amended) and Article 22 of the Articles of Association of the Company, the directors of the Company are eligible to receive the remuneration from the Company in a form of reward, meeting allowance, per diem, bonus or and in other forms as decided by the shareholders’ meeting. In addition, such distribution of remuneration shall be specified in a fixed amount or in principle or prescribe the remuneration criteria applicable from time to time or applicable until the shareholders’ meeting resolves to change. Moreover, the directors shall be entitled to receive any other welfare according to the Company’s Articles of Association.

In this regard, the Nomination and Remuneration Committee has considered the propriety of the remuneration of the Board of Directors and the Subcommittee of the Company by thoroughly considering on various factors, i.e.; the operation result of the Company, size of the Company’s business and duties and responsibilities of the Board of Directors and Subcommittee of the company, by comparing with the remuneration rate of the businesses that are in the same industry as the Company and have the similar size as the Company. After due





consideration, the Board of Directors deems appropriate to propose to the shareholders' meeting to consider and determine the remuneration of the Board of Directors and the Sub-Committee of the Company for year 2016 in the same amount as the remuneration of the Board of Directors and the Subcommittee of the Company for year 2015 which is not exceeding baht 7,680,000. Details are as follows:

**Remuneration of directors of the Company**

Position	Monthly Remuneration
Chairman of the Board of Directors	Baht 60,000 per person/month
Director	Baht 40,000 per person/month

**Meeting Allowance of the Audit Committee directors (apart from the remuneration of the Board of Directors)**

Position	Meeting Allowance of the Audit Committee/attendance
Chairman of the Audit Committee	Baht 30,000 per person/attendance
Audit Committee	Baht 20,000 per person/attendance

**Meeting Allowance of the Nomination and Remuneration Committee (apart from the remuneration of the Board of Directors)**

Position	Meeting Allowance of the Nomination and Remuneration Committee/attendance
Chairman of the Nomination and Remuneration Committee	Baht 30,000 per person/attendance
Member of the Nomination and Remuneration Committee	Baht 20,000 per person/attendance

**Meeting Allowance of the Risk Management Committee (apart from the remuneration of the Board of Directors)**

Position	Meeting Allowance of the Risk Management Committee/attendance
Chairman of the Risk Management Committee	Baht 30,000 per person/attendance
Member of the Risk Management Committee	Baht 20,000 per person/attendance

**Meeting Allowance of the Corporate Governance Committee (apart from the remuneration of the Board of Directors)**

Position	Meeting Allowance of the Corporate Governance Committee
Chairman of the Corporate Governance Committee	Baht 30,000 per person/attendance
Member of the Corporate Governance Committee	Baht 20,000 per person/attendance

**Directors' Bonus for the 2015 performance**

In addition, since the Company has loss from the operation of the year 2015, the Company shall suspend the directors' bonus payment from the operation of the year 2015.

**Comparison of the remuneration of the Directors and the Subcommittee of the Company for the year 2016 and the year 2015**

Remuneration of the directors and the subcommittee of the Company for year 2016 equals to the remuneration of the directors and subcommittee of the Company for year 2015. Details are appeared as follows:

Remuneration	2016 (proposed)	2015
<b>Monthly Remuneration of the Directors</b>		
- Chairman of the Board of Directors	Baht 60,000 per person/month	Baht 60,000 per person/month
- Director	Baht 40,000 per person/month	Baht 40,000 per person/month
<b>Meeting Allowance of the Audit Committee</b>		
- Chairman of the Audit Committee	Baht 30,000 per person/attendance	Baht 30,000 per person/attendance
- Member of the Audit Committee	Baht 20,000 per person/attendance	Baht 20,000 per person/attendance
<b>Meeting Allowance of the Nomination and Remuneration Committee</b>		
- Chairman of the Nomination and Remuneration Committee	Baht 30,000 per person/attendance	Baht 30,000 per person/attendance
- Member of the Nomination and Remuneration Committee	Baht 20,000 per person/attendance	Baht 20,000 per person/attendance
<b>Meeting Allowance of the Risk Management Committee</b>		
- Chairman of the Risk Management Committee	Baht 30,000 per person/attendance	Baht 30,000 per person/attendance
- Member of the Risk Management Committee	Baht 20,000 per person/attendance	Baht 20,000 per person/attendance
<b>Meeting Allowance of the Corporate Governance Committee</b>		
- Chairman of the Corporate Governance Committee	Baht 30,000 per person/attendance	Baht 30,000 per person/attendance
- Member of the Corporate Governance Committee	Baht 20,000 per person/attendance	Baht 20,000 per person/attendance

Moreover, the Board of Directors deems appropriate to propose to the shareholders' meeting to authorize the Nomination and Remuneration Committee to allocate such amount of money to each director and subcommittees within the budget approved by the shareholders' meeting.



**Opinion of the Board of Directors:** The Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the remuneration of the directors and subcommittee of the Company for the year 2016 by determining the remuneration of the Board of Directors and subcommittee for year 2016 in the amount of not exceeding Baht 7,680,000. Moreover, as the Company has loss from the operation of the year 2015, the Company shall suspend the directors' bonus payment from the operation of the year 2015. The salary and meeting allowance of directors for year 2016 still remains the same as per the year 2015. In addition, the Board of Directors deems appropriate to authorize the Nomination and Remuneration Committee to allocate such amount of money to each director and subcommittees within the budget approved by the shareholders' meeting.

**Remark:** Resolution in this agenda shall be approved by at least two-third of the total votes of the shareholders attending the meeting.

#### Agenda 8

**To consider and approve the appointment of the auditors and the determination of the audit fee for year 2016**

**Facts and Rationale:** According to Section 120 of the Public Limited Company B.E. 2535 (as amended) prescribes that the Annual General Meeting of shareholders must appoint the auditors and determine the audit fee of the Company every fiscal year. In this regard, the Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the appointment of auditors from Deloitte Touche Tohmatsu Jaiyos Advisory Ltd. to be auditors of the Company for the fiscal year ending December 31, 2016 in which any of the following auditors are being authorized to review and give opinion on the Company's financial statement, namely:

1. Mr. Niti Jungnitnirundr; Certified Public Accountant (Thailand) No. 3809 (The auditor who has signed the financial statement of the Company for 2 years, since 2014); and/or
2. Miss Wimolporn Boonyusthian; Certified Public Accountant (Thailand) No. 4067 (The auditor will be appointed to sign the financial statement of the Company since 2016);
3. Mrs.Nisakorn Songmanee; Certified Public Accountant (Thailand) No. 5035 (The auditor will be appointed to sign the financial statement of the Company since 2016); and/or
4. Mr. Kiatniyom Kuntisook; Certified Public Accountant (Thailand) No. 4800 (The auditor will be appointed to sign the financial statement of the Company since 2016)

Referring to the selection of auditors for the year 2016 as mentioned above, the Audit Committee of the Company has selected the auditors that have proposed the audit fee and the working scope to the Company. In this regard, the Audit Committee has considered the qualification and the experience and has an opinion that Deloitte Touche Tohmatsu Jaiyos Advisory Ltd. is independent, skillful in auditing and the audit fee is propriety. Such 4 auditors do not have any relation or any interest in the Company, subsidiaries of the Company, directors, executives, major shareholders or his/her related persons.



In the case that the aforementioned auditors are unable to perform their duties, Deloitte Touche Tohmatsu Jaiyos Advisory Ltd. shall be authorized to appoint any of its auditors to be the auditor of the Company.

In addition, the Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the audit fee of the Company for the fiscal year ending December 31, 2016 in the amount of not exceeding Baht 2,550,000 which increase from the previous year due to the increase of workload.

In this regard, the comparison of the auditor fee of the Company for the year 2016 and 2015 are detailed as follows:

Auditor Fee	2016 (proposed)	2015
Auditor Fee of the Company	In the amount not exceeding Baht 2,550,000	In the amount not exceeding Baht 1,900,000

**Opinion of the Board of Directors:** The Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the appointment of the auditors from Deloitte Touche Tohmatsu Jaiyos Advisory Ltd. to be the auditors of the Company for the fiscal year ended December 31, 2016 and approve the audit fee of the Company in the amount of not exceeding Baht 2,250,000 as detailed above.

**Remark:** Resolution in this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their vote.

#### Agenda 9 Other matters (if any)

In addition, the Company had published the letter convening the shareholders' meeting attached with the enclosures on the Company's website at [http://www.nokair.com/investor\\_relations](http://www.nokair.com/investor_relations). The Company, therefore, hereby invites all shareholders to attend the 2016 Annual General Meeting of Shareholders, on Thursday April 7, 2016, at 9:00 a.m., at the Jupiter Room, 3<sup>rd</sup> Floor, Miracle Grand Convention Hotel, No.99 Vibhavadi-Rangsit Road, Lak Si District, Bangkok 10210. The map of the meeting venue is set out in **Enclosure 10**.

In the event that shareholders are unable to attend the meeting, and they would like to appoint a proxy, the shareholders shall use either Proxy Form A or Proxy Form B. In the event that foreign shareholders would like to appoint a custodian, these shareholders shall use Proxy Form C, as set out in **Enclosure 7**.

To protect the rights and benefits of shareholders who are unable to attend the meeting and who would like to appoint the Independent Director of the Company as their proxy to attend the meeting and cast votes on their behalf, the shareholder can grant a proxy by using Proxy



Form B as appeared in the Enclosure 7, stating the name of the independent directors as listed and detailed in Enclosure 8, then submit the form attached with support documentation, as detailed in Enclosure 5, to the Investor Relations Department, Nok Airlines Public Company Limited, at 17<sup>th</sup> Floor, Limited, Rajanakarn Building, No. 3 South Sathon Road, Yannawa Subdistrict, Sathon District, Bangkok Metropolis 10120, Telephone No. 02 627 2748 or 02 627 2678. Furthermore, in order for the Company to facilitate the verification of the documents, please submit all documentation to the Company by April 3, 2016.

It is recommended that the shareholders study the guidelines for registration, for appointing a proxy, and the documents and evidence required to be presented on the meeting date as set out in Enclosure 5, as well as the details on procedures for attendance at the 2016 Annual General Meeting of Shareholders as set out in Enclosure 6. The Company will conduct the meeting in accordance with the Articles of Association of the Company, Chapter 6, the Meeting of Shareholders, as set out in Enclosure 4.

In order to facilitate and the rapidity of the registration of attendees at the 2016 Annual General Meeting of Shareholders, the Company will allow the shareholder and proxies to register their names from 07:00 a.m. on the date of the meeting, at the Jupiter Room, 3<sup>rd</sup> Floor, Miracle Grand Convention Hotel, No.99 Vibhavadi-Rangsit Road, Lak Si District, Bangkok. Furthermore, since the Company will use the barcode system in the registration and counting of votes at this meeting, the shareholders and proxies are required to present the registration form as set out in Enclosure 9 on the date of the meeting along with other documentation as detailed in Enclosure 5.

In addition, the Company has set the date for determining the names of shareholders who shall have the right to attend the 2016 Annual General Meeting of Shareholders on March 14, 2016 (the Record Date), and for gathering the names of shareholders under section 225 of the Securities and Exchange Act B.E. 2535 by closing the share register book and suspending share transfers on March 15, 2016.

Please be informed accordingly.

Sincerely yours,

(Mr. Somchainuk Engtrakul)

Chairman of the Board

Nok Airlines Public Company Limited