

**- Translation -**

**Minutes of the 2016 Annual General Meeting of Shareholders  
of  
Nok Airlines Public Company Limited**

**Date, Time and Venue**

The Meeting was held on Thursday, April 7, 2016, 09:18 a.m., at the Jupiter Room, 3<sup>th</sup> floor, the Miracle Grand Convention Hotel, No. 99, Vibhavadi-Rangsit Road, Laksi Sub-District, Don Muang District, Bangkok Metropolis 10210.

**Commencement of the Meeting**

Mr. Somchainuk Engtrakul (the “**Chairman**”), Chairman of the Board of Directors, assigned Miss Nuanwan Bhuprasert to conduct the 2016 Annual General Meeting of Shareholders (the “**Conductor**”). The Conductor informed the meeting about the registered capital and shares of Nok Airlines Public Company Limited (the “**Company**”) as follows:

Registered Capital:	625,000,000	THB
Paid-up Capital:	625,000,000	THB
Par Value:	1	THB

The Conductor informed the meeting that as of the date for shares register book closing on March 15, 2016 the Company had a registered capital of 625,000,000 THB with a par value of 1 THB per share and the Company had 10,323 shareholders. There are 90 shareholders attending the meeting in person and 80 shareholders attending the meeting by proxy, making an aggregate total of 170 shareholders or held on 292,213,454 shares equivalent to 46.7542 percent in which constituting a meeting as specified by law and the Article of Association of the Company.

**Attending Directors**

- |    |                                    |   |
|----|------------------------------------|---|
| 1. | Mr. Somchainuk Engtrakul           | Chairman of the Board of Directors/<br>Independent Director   |
| 2. | Flight Lieutenant Montree Jumrieng | Director/Chairman of the Risk<br>Management Committee   |
| 3. | Mr. Narongchai Wongthanavimok      | Director/Member of the Risk<br>Management Committee/Member of the<br>Nomination and Remuneration<br>Committee                       |
| 4. | Mr. Charamporn Jotikasthira        | Director/Chairman of the Corporate<br>Governance Committee  |
| 5. | Mr. Chokchai Panyayong             | Director/Member of the Nomination and<br>Remuneration Committee   |
| 6. | Mr. Visit Tantisunthorn            | Independent Director/Member of the<br>Corporate Governance Committee/<br>Independent Director for proxy of<br>minority shareholders |

- |     |                          |   |
|-----|--------------------------|---|
| 7.  | Mr. Patee Sarasin        | Director/Member of the Corporate Governance Committee/Chief Executive Officer   |
| 8.  | Mr. Pimol Srivikorn      | Independent Director/Chairman of the Audit Committee  |
| 9.  | Mr. Apichart Chirabandhu | Independent Director/Chairman of Nomination and Remuneration Committee/Member of the Audit Committee/ Independent Director for proxy of minority shareholders |
| 10. | Mr. Padungdej Indralak   | Independent Director/Member of the Audit Committee/ Independent Director for proxy of minority shareholders   |
| 11. | Mr. Niphon Hakimi        | Director/Member of the Risk Management Committee  |

In this regard, the directors attending this meeting are more than 90 percent of the total number of directors.

#### **Attending Senior Executives**

- |    |                           |                                |
|----|---------------------------|--------------------------------|
| 1. | Mr. Piya Yodmani          | Deputy Chief Executive Officer |
| 2. | Mr. Sanjai Boonma         | Chief Operating Officer        |
| 3. | Mr. Yodchai Sudhidhanakul | Chief Commercial Officer       |
| 4. | Miss Nuanwan Bhuprasert   | Chief Financial Officer        |

#### **Advisors Present:**

- |    |                               |   |
|----|-------------------------------|---|
| 1. | Mr. Chatri Trakulmanenate     | Legal Counsel from The Capital Law Office Limited                   |
| 2. | Ms. Woramon Kengtanomsak      | Legal Counsel from The Capital Law Office Limited                   |
| 3. | Mr. Niti Jungnitnirunda       | Auditor from Deloitte Touche Tohmatsu Jaiyos Audit Company Limited. |
| 4. | Mr. Kobchai Chitchuesakulchon | Auditor from Deloitte Touche Tohmatsu Jaiyos, Audit Company Limited |

Mr. Adirek Pipatpathama, representative from the Thai Investors Association, also observed the Annual General Meeting of Shareholders of the Company.

Herewith, in order for the votes counting to be transparency and accurate, Miss Nuanwan Bhuprasert asked for the volunteers from the shareholders to monitor the vote counting at the votes counting unit. The volunteers

named as follows:

- |    |                               |  |
|----|-------------------------------|--|
| 1. | Ms. Isaraporn Voratavornviwat | Proxy for Siam Commercial Bank<br>Public Company Limited |
| 2. | Mr. Nakorn Siwawannawong      | Proxy  |

The Chairman assigned the Conductor to inform the meeting about the voting procedure.

The Conductor informed the meeting about the voting procedure and votes counting in each agenda as follows:

1. The number of shares held by a shareholder would be equivalent to the number of votes she/he holds or is duly assigned by proxy in compliance with the law and the Company's Articles of Association.
2. On each item of agenda except for Agenda Item 6, ballot-holding shareholders would be asked by the Chairman to cast their votes only for disapproval or abstention as such ballots only would be collected and counted and then deducted from the number of all votes present at the Meeting such that the remainder would be treated as votes of approval for that agenda.

For Agenda Item 6, to select and appoint replacement directors for those retiring at the end of their term, the Company shall temporarily suspend the meeting attendance registration until this agenda is completed in order to be in line with the shareholders meeting guideline.

3. Once a vote is marked in the ballot, a shareholder would be asked, in a case of disapproval or abstention, to raise his/her ballot and give it to the staff to have the votes counted at the vote-counting spot. Chairman would then announce the summary of votes in the resolution for that item.

However, if more time is needed than usual to count the votes in some items of agenda, the Chairman might ask the Meeting to proceed to the next agenda to keep the Meeting flowing on a continuous basis.

4. For any comments or questions to be raised by a shareholder or his/her proxy on any item of agenda, she/he is to raise his/her hand and after the Chairman permits the said shareholder to make his/her comments or questions. Such shareholder shall inform his/her names before commenting or asking the questions.
5. Comments or questions are to be made to the point and in a concise manner to ensure efficiency and prevent a loss of time in the overall for the Meeting. The Company reserves its right to take action as it deems fit.

Documents used in today's Meeting consisted of the Invitation to the Meeting with enclosures of the preceding meeting's minutes as well as directors information received in the nomination towards selection of directors to replace those retiring at the end of their term, registration forms, Deed of Proxy, the Company's Articles of Association pertaining only to shareholders meeting(s), site-map of the meeting's venue and the 2015 Annual Report in CD-ROM format. All of these documents had already been sent to every shareholder in advance by mail and announced in the Company's website in another outlet as well.

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

The Chairman asked Mr. Patee Sarasin to inform the meeting about the details of flights' cancellation on February 14, 2016 and solutions of the Company to resolve on such issue.

Mr. Patee Sarasin informed the meeting that the aviation business in Thailand has freely been operated and the Company has been conducting the business under the free-competition basis with transparency.

The roots of circumstance on February 14, 2016 was originated from the attempt of the Company to adjust our procedure to comply with the standard of the European Aviation Safety Agency ("EASA") since the Company must be qualified for the business plan between the Company and European airlines. Thus, the Company was restructuring the internal organization to be in line with the said standard, in which leading the discontent of such resigned 14 pilots and also resulted in the flight cancellation which had dramatically affected a lot of passengers and operating results of the Company.

As the number of the Company's pilots decreased, the Company had sought for the solutions to resolve the situation as soon as possible. At present, the Company's situation trend to be better by March 2016, the cabin factor had increased average at 90 percent.

The Chairman additionally clarified that, due to the hazardous competition in airline businesses, pilots are in the shortage. From the said problem, it will originate the airlines to snatch the qualified pilots to join by offering higher salaries and more benefits. The Company recognized such problems and gave an attempt to find the solutions by covering both pilots and staffs. The said problem was not only occurred in Thailand but also occurred worldwide.

Currently, Nok Airlines is in the process of training the pilots to qualify as per requirements of related regulations. The Company predicted that at the end of this year will have at least 136 pilots as planned and it will be sufficient for the Company to operate smoothly. The Company believed that the passengers will appreciate this.

There are shareholders giving opinions as follows:

Mr. Hangchai Akawatsakul, the shareholder attending the meeting in person, encouraged the Company and told that he proud to be the shareholders of the Company.

The Chairman thanked the shareholders.

Mr. Thong-in Sang-ngam, the shareholder attending the meeting in person, suggested that the Annual General Meeting of Shareholders should not be held at 9.00 a.m. since the shareholders may not be convenient to travel and should provide snacks and beverage for the shareholders attending the meeting.

The Chairman accepted the said suggestion.

Mr. Adirek Pipatpathama, representative from the Thai Investor Association, suggested that the pilot shortage problem should be clarified in the Agenda Item 3 in order to keep flowing on a continuous basis.

The Chairman accepted the said suggestion.

No further comments or queries were made from the floor on this agenda. It was construed, therefore, by the Chairman that the meeting has duly acknowledged such issues.

Remarks: This item of agenda is for information only such that no voting took place.

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

The Chairman asked the Conductor to clarify details of this agenda item.

The Conductor informed that the Company has duly prepared the Minutes of the 2015 Annual General Meeting of Shareholders which was held on April 9, 2015 as detailed in Enclosure 1 which was sent to shareholders together with the Invitation to this Meeting by the Company.

The Chairman then gave shareholders and their proxies the opportunity to make their comments or raise questions on the matter.

Comments made by shareholders on this item of agenda were as follows:

Mr. Thanat Thachawaranun, a shareholder attending the meeting in person, questioned that when the Company planned to issue the debenture in the amount of not exceeding Baht 3,000 million with a term of not more than 5 years which was approved by the 2015 Annual General Meeting of Shareholders.

Miss Nuanwan Bhuprasert answered that at the moment the current market situation was not favorable for the issuance of debenture.

No further comments or queries were made.

**Resolution:** After due consideration, the Meeting resolved to adopt Minutes of the 2015 Annual General Meeting of Shareholders which was held on April 9, 2015 on the following votes:

Result	Number of Votes	Percentage of shareholders attending the Meeting and casting their votes
Approval	297,284,073	99.9996
Disapproval	1,000	0.0003
Abstention	-	-
Invalidated	-	-
<b>Total of 227 shareholders</b>	<b>297,285,073</b>	<b>-</b>

Remarks: Resolution on this item of agenda shall be adopted by majority votes from shareholders attending the Meeting and casting their votes.

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

The Conductor was assigned by the Chairman to give a summary on the Company's performance under this agenda to the Meeting.

The Conductor informed the meeting that the Company has presented the operating result of the Company for year 2015 in the **Enclosure 2** which was sent to the shareholders together with the invitation of this meeting in order for the shareholders to be able to acknowledge in advance. In this regards, the Company also prepares the presentation on the summary of the operation result of year 2015 for presenting in this meeting.

After presenting the video presentation, the shareholders and their proxies were given an opportunity by the Chairman to make their comments or raise queries on the subject.

There are shareholders giving opinions as follows:

Mr. Sutee Yudee, a shareholder attending the meeting in person, questioned about the reason why the profit of the Company before being subtracted by fixed cost equaled to Baht 3,530 Million, but the comprehensive income recorded losses of Baht 422 million. What was the major cost that was deducted?

Miss Nuanwan Bhuprasert answered that the fixed cost which is appeared in the financial statement of the Company is the cost from the aircraft lease of 20 jet and 8 turboprop aircrafts.

Mr. Adirek Pipatpathama, representative from the Thai Investors Association, raised the following questions:

1. Why can some competitor make more profit than the Company? Please clarify the difference of the nature of business.
2. Does the Company have any intention to join the program of Anti-Corruption Organization of Thailand (ACT)?
3. At the end of the year 2016, if the Company has only 130 pilots from 160 existing pilots with an addition of 4 aircrafts, will such amount of pilots be sufficient for existing routes or the Company would decrease the number of total routes, and what are the Company's solution?

The Chairman answered the first question that the difference between the Company and other low-cost airlines are as follows:

First of all, the difference between the Company and other low cost airlines is connecting flights between the domestic routes and international routes. Currently, Nok Airline bases in Don Mueng International Airport, while most international flights based in Suvarnabhumi International Airport. This causes the difficulty in the transportation between such 2 airports. Even though, the Company currently has Nokcoot Airlines to serve connecting flights between the domestic routes and international routes at Don Mueng International Airport but NokScoot Airlines has not fully operated yet. Therefore, there remain problems

in connecting flights.

Second, the aircraft maintenance cost has increased compared to the past. However, the Company is currently finding the solutions to solve this problem in order to decrease the maintenance cost.

Thirdly, the resignation of pilots affected overall cost of the Company around Baht 100 to 200 million and expected such issue to recover by the end of the year.

Miss Nuanwan Bhuprasert clarifies about the second question that the Company already has updated the anti-corruption policy and such policy has publicly posted on the Company's website. Currently, the Company has not joined the program yet.

Mr. Sermit Liewchareon, a shareholder attending the meeting in person, asked that the Company has loss from the business operating and Nok Air's share price is lower than the pricing of Initial Public Offering (IPO), what is the plan of the Company to solve this problem?

The Chairman answered that due to the liberalization of airlines business, there will be pricing competition and the said problems were not only occurred in Thailand but also worldwide. The Company is in the process of expanding more routes to make the confidence to the shareholders.

Mr. Thong-in Sang-ngam, the shareholder attending the meeting in person, expressed that the liberalization of airlines business is the problem of the nation and it also makes the Company to have loss as explained by the Chairman earlier. He encouraged the Board of Directors and the Executive Committee to resolve the crisis as soon as possible.

The Chairman thanked to the shareholder.

Mr. Piya Yodmani answered the third question that the Company realized that this region requires a large number of pilots. Therefore, the Company has thoroughly trained pilots in the number that equaled to the requirement of the Company. When there is a lack of pilot, the Company has a solution as follows:

- The Company has targeted to hire addition 136 captains and 120 Co-pilots for jet airplanes by the end of the year 2016;
- The Company already has sufficient pilots for Q400 turboprop aircrafts.
- The Company is currently training pilots for ATR turboprop aircrafts.

The Company expects to have approximately 371 captains and Co-pilots in total by the end of 2016.

Moreover, for the long-term solutions, the Company has coordinated with other airlines in order to develop the qualified pilots in parallel with the growth of airline business in the future.

A shareholder attending the meeting in person, questioned as follows:

1. Is there any special offers in the pilot employment agreement in order to avoid pilot shortage problem?

2. How long does the Company take to resolve this issue?

Mr. Piya Yodmani answered the question as follows:

Firstly, the Company has amended the pilot employment agreement by increasing the fine from the breach of agreement if pilot resigns before the end of the contract. Moreover, the Company has communicated with pilots to ensure that the Company has good intention with them and to enclose the relationship.

Secondly, The Company is resolving the pilot issue and expects that the situation will recover soon. The Company has additionally hired 35 pilots and engaged in the Boeing-manufacture company to train the pilots to meet the required standard.

Ms. Wanida Thanyawut, a shareholder attending the meeting in person, suggested as follows:

1. The Company should clarify the expense in the Video Presentation as presented in this agenda in order for the shareholders to understand about the loss of the Company.
2. The Company should reduce unnecessary expenses, e.g. the expense for the production of the Angel TV program.
3. The Company should conducted the sales promotion, e.g. the discount for the elder or accompanied-persons who taking care of the elder.
4. The Company should have the policy to maintain the ticket price or the price should be fixed at a specific rate in order to make passenger more confidence.

The Chairman replied the shareholders as follows:

Firstly, this agenda is to present the operation result in the year 2015. Therefore, the details of the expense of the Company shall not be included in the agenda since it will be presented to the shareholders in the agenda for approval of the financial statement.

Secondly, at present, the Company does not produce the Angel TV program anymore. However, the program also supports the image of the cabin crew of the Company.

Thirdly, for the sales promotion proposed by shareholder, the Company shall consider such propose.

Mr. Wichai Jirachareonkitkul, a shareholder attending the meeting in person, suggested that the Company should consider the suggestion received from the shareholders' meeting, and find out the solutions to resolve the operating results and problem on the pilots. Also, should consult with the government sector as well.

The Chairman accepted the suggestion and will resolve the problems accordingly.

No further comments or queries were made on this agenda. Therefore, the Chairman informed the meeting that it shall be deemed that the Meeting acknowledged the Company's 2015 Performance Report.



Remarks: This item of agenda is for acknowledgement only, such that no voting took place.

**Agenda Item 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**

The Conductor was assigned by the Chairman to clarify details of this agenda to the meeting.

The Conductor explained to the Meeting that the Company has already prepared 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 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 fiscal year ended December 31, 2015 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 of the Company for the fiscal year ended December 31, 2015 which has been sent to the shareholders together with this invitation.

Summary of the financial statements and the income statements of the Company and subsidiaries are as follows:

List in the Financial Statement	Consolidated Financial Statement		Separate Financial Statement	
	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	(676.8)	47.1	(313.5)	108.3

List in the Financial Statement	Consolidated Financial Statement		Separate Financial Statement	
	For the fiscal year ended at (Million Baht)			
	December 31, 2015	December 31, 2014	December 31, 2015	December 31, 2014
Earnings				
<b>Comprehensive Income Statements</b>				
Total income	14,296.2	12,174.5	13,386.7	12,157.1
Losses before corporate income tax	(1,658.3)	(666.2)	(417.7)	(410.8)
Net losses of parent company	(726.1)	(471.7)	(423.9)	(410.5)
Net comprehensive losses of parent company	(723.9)	(460.1)	(421.7)	(398.9)
Net losses per share	(1.16)	(0.75)	(0.68)	(0.66)

#### Consolidated Financial Statements

- Total Company Assets were Baht 7,110 million which were increased from the last year by Baht 541 million from the prepayment on the aircrafts and engine maintenance in which it is being claimed from the lessor.
- Total Company Liabilities were Baht 4,168 million which were increased from the last year by Baht 1,949 million from the debtors and accrued expenses from aircraft maintenance and engine rental.
- Total owners of the parents was Baht 3,047 million and Non-controlling interests was Baht 105 million.
- Retained earnings unappropriated were losses of Baht 676 million.

#### Comprehensive Income Statements

The Company had total comprehensive losses of Baht 1,662 million divided into Baht 724 million as the Company's portion and Baht 938 million as non-controlling interests. The Company's portion of loss divided

into Baht 422 million from the operation of the NOK Airline and Baht 302 million from the realized losses from Nok Scoot Airlines Co., Ltd. which started the operation in the second quarter of 2015.

As mentioned above, these reports were being submitted to the Meeting for its approval of the statements of financial position and the statements of profit or loss and other comprehensive income at the fiscal year ended December 31, 2015.

The Chairman then gave shareholders and their proxies the opportunity to make their comments or raise queries on the said matters.

Questions and comments were made by shareholders, as follows:

Mr. Thanat Thatwaranan, a shareholder attending the meeting in person, questioned as follows:

1. Since the jet fuel price has been decreased, why the CASK (Cost per Available Seat Kilometer) was still higher than RASK (Revenue per Available Seat Kilometer) and why did the Cabin factor increase but the Company got loss from business operation?
2. Why did the Company's market share decrease from the previous year?
3. From the consolidated financial statement, NOK Scoot had revenue of Baht 2,000 million but why NOK Scoot loss for Baht 1,200 million? What is the business plan and does Nok Airlines need to increase capital in NokScoot?

Miss Nuanwan Bhuprasert answered the first question that the total revenue of the Company is lower than the expense because the Company mainly provides a domestic routes, or equivalent to 90 percent of total revenue of the Company. Additionally, the average air fare had decreased approximately 5 percent, comparing to the previous year due to the pricing-competition. Moreover, the Company had the expense from engine maintenance which also increased the expense. As such, there is the difference between cost and revenue.

The Company's cabin factor is higher than the previous year because of the change of the strategy to reduce air fare. This has slight effects on the overall operating result.

Mr. Patee Sarasin answered the second question to the meeting that, at present, there are 3 competitors of the Company. The competitors have grown up rapidly. For example, one competitor has 17 additional aircrafts in 2 years which is the growth rate of the Company in 8 years. This decreased the Company's market share.

The Chairman answered the third question that the growth prospect of NOK Scoot is positive. In the past, NOK Scoot had problems on ICAO's evaluation in Thailand. At present, NOK Scoot does not have a plan to increase capital.

Mr. Wichai Jirachoenkitkul, a shareholder attending the meeting in person, questioned if "estimation" in the current liabilities and non-current liabilities as shown in page 4 of financial statement are correct.

Miss Nuanwan Bhuprasert answered that the Company has recorded in accordance with accounting practices generally accepted in Thailand. The said amount was required to book in a form of reserved number. In this regards, after the completion of the aircraft maintenance, the Company shall adjust the number to represent the actual number in the financial statement.

Mr. Sakchai Sakulsrimontee, a shareholder attending the meeting in person, questioned and suggested as follows:

1. Why did the bank deposit significantly increase from Baht 110 million to Bath 800 million?
2. What is the temporary investments and why did the deposit have to separate from certificates of deposit?
3. Regarding the statement of cash flow, what was the dividend of previous year paid from?
4. Why did inventory increase from the previous year?

Miss Nuanwan Bhuprasert clarified the meeting as follows:

Firstly, in the past year, the Company paid deposit for reserve aircrafts from Boeing. After that, the Company proceeds the fund finding by sale and lease-back, thus the Company has received the deposit from such transaction.

Secondly, cash and cash equivalents are divided according with Thai financial reporting standard . The temporary investment is a certificate of deposit which has consideration with low-risk.

Thirdly, there was no dividend payment in the past year because the Company had loss. The dividend payment shown in the statement of cash flow was dividend of 2013 and payment made in 2014.

Fourth, the inventories are the souvenirs stocked for selling in flights. Thus, the revenue from selling the souvenirs shall be recorded as other revenue.

The Chairman accepted such suggestion and shall proceed accordingly.

Mr. Semit Liewcharoen, a shareholder attending the meeting in person, questioned that why did one of the Company's executive decrease their proportion of holding Nok Air's shares.

The Chairman clarified that selling shares of the executive was not related to the operation of the Company.

No further questions after the Chairman has given the Meeting the opportunity to ask further questions, the Chairman therefore asked the Meeting to give its consideration 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.

**Resolution:** After due consideration, the Meeting resolved to 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 on the following votes:

Result	Number of Votes	Percentage of shareholders attending the Meeting and casting their votes
Approval	296,690,595	99.8996
Disapproval	298,000	0.1003
Abstention	571,900	-
Invalidated	-	-
<b>Total of 268 shareholders</b>	297,560,495	-

Remarks: Resolution on this item of agenda shall be adopted by majority votes from shareholders attending the Meeting and casting their votes.

**Agenda Item 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 registered capital and the suspension of the dividend payment

The Conductor was assigned by the Chairman to clarify details of this agenda to the meeting.

The Conductor clarified that 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 percent 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 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' interests 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 an accumulated 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 Chairman gave the shareholders and their proxies an opportunity to express their opinions or raise questions.

Questions and comments were made by shareholders, as follows:

Mr. Sakchai Sakulsrimontee, a shareholder attending the meeting in person, questioned whether the Company can adjust accumulated deficit or not, in order to make the Company have more profit and pay for dividends.

The legal advisor clarified to the meeting that the Company may adjust the accumulated deficit by proceeding the process specified by law.

Mr. Thanat Thatwaranun, a shareholder attending the meeting in person, question about the growth prospect of the Company.

The Chairman clarified that the Company cannot answer on this question.

Ms. Nunnapat Tangmanyutitham, a proxy, asked the meeting to encourage the Company to solve the problem.

With no further questions from the floor after the Chairman has given the Meeting the opportunity to ask further questions, the Chairman therefore asked the Meeting to give its consideration 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.

**Resolution:** After due consideration, the Meeting resolved to 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 registered capital and the suspension of the dividend payment with the following votes:

Result	Number of Votes	Percentage of shareholders attending the Meeting and casting their votes
Approval	297,521,095	100
Disapproval	-	-
Abstention	41,100	-
Invalidated	-	-
<b>Total of 270 shareholders</b>	297,562,195	-

Remarks: Resolution on this item of agenda shall be adopted by majority votes from shareholders attending the Meeting and casting their votes.

**Agenda Item 6: To consider and approve the election of directors to replace those who completed the term**

Before considering this agenda, the Chairman asked the meeting whether the meeting required the directors who have interest in this agenda to temporarily leave the meeting room during the consideration of this agenda or not.

The meeting proposed that the directors who have interest in this agenda may attend the meeting in this agenda for the continuous of the meeting.

The Conductor was assigned by the Chairman to clarify details of this agenda to the meeting.

The Conductor clarified that to ensure that the number of shares and number of votes casted correspond with each other on the consideration of this agenda item, the Company would suspend its acceptance of registration for the purpose of attending the Meeting on a temporary basis up until the conduct of this agenda item is completed.

Then, the Conductor clarified that 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	Position	Director/Chairman of Risk Management Committee/Member of Nomination and Remuneration Committee
2. Mr. Pimol Srivikorn	Position	Independent director/Chairman of Audit Committee
3. Mr. Patee Sarasin	Position	Director/Member of Risk Management Committee/Member of Corporate Governance Committee and Chief Executive Officer
4. Mr. Somsak Chotrattanasiri	Position	Director/Member of Corporate Governance Committee

In this regard, Mr. Somsak Chotrattanasiri had informed the Company that he decided not to take a position of directors for another term. As a result, the Nomination and Remuneration Committee had 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.

The Company's Nomination and Remuneration Committee has considered and proposed the person to assume the position as director in replacement of a director who will retire by rotation pursuant to the following criteria and selection methods:

1. Their qualifications shall be in line with those stipulated by the Public Limited Companies Act, the Securities and Stock Exchange Act, rules and regulations set by the Securities and Exchange Commission and the Stock Exchange of Thailand and the Company's principle concerning good governance including other relevant rules and requirements.
2. Such person shall have the knowledge, ability and experience in a number of various professions which would be beneficial as well as value-addition to the Company.
3. Their qualifications would be conducive towards and promoting such activities to monitor the Company's operations for corporate value enhancement such as being of integrity, ethical, independent, with the courage to express opinion, have creative ideas, carry out their duties with prudence and honesty, sacrificing their time, with appropriate age and physical and mental health, well-prepared in advance for meetings and are acceptable to the society and so forth.

After due consideration of the opinion given by the Nomination and Remuneration Committee, the Company's Board of Directors considered it appropriate to nominate 4 persons as listed in the **Enclosure 3** as the Company's directors to replace those retiring by rotation, namely:

- |                                   |  |
|-----------------------------------|--|
| 1. Mr. Chokchai Panyayong         | It was proposed that he resumed his position as the Company's director for another term.   |
| 2. Mr. Pimol Srivikorn            | It was proposed that he resumed his position as the Company's director for another term.   |
| 3. Mr. Patee Sarasin              | It was proposed that he resumed his position as the Company's director for another term.   |
| 4. Mr. Theeraphol Chotichanapibal | It was proposed that he shall be appointed as director to replace Mr. Somsak Chotrattanasiri who informed the Company that he will not take a position of director for another term. |

In addition, the Nomination and Remuneration Committee has considered 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.

In addition, the Conductor additionally informed the meeting that in order to be in line with the appointment of directors to replace the directors who complete their term the Board of Directors deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the amendment of the authorized signatories of the Company as follows:

**Existing:**

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

In addition, the Board passed a resolution proposing to the 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.

The Chairman gave the shareholders and their proxies an opportunity to express their opinions or raise queries on the said matters. However, no shareholders asked question. Then, the Chairman proposed to the meeting to consider and approve the appointment of directors who will retire by rotation and the appointment of a new director as well as the amendment of the authorized signatories of the Company.

**Resolution:** After due consideration, the Meeting resolved to approve the election of directors to replace those who completed the term and approve the appointment of a new director and the amendment of the authorized signatories of the Company with the following votes:

**6.1 Mr. Chokchai Panyayong**

<b>Result</b>	<b>Number of Votes</b>	<b>Percentage of shareholders attending the Meeting and casting their votes</b>
Approval	297,473,095	99.9873
Disapproval	37,500	0.0126
Abstention	52,000	-
Invalidated	-	-
<b>Total of 271 shareholders</b>	297,563,195	-

## 6.2

**Mr. Pimol Srivikorn**

<b>Result</b>	<b>Number of Votes</b>	<b>Percentage of shareholders attending the Meeting and casting their votes</b>
Approval	293,236,595	98.5695
Disapproval	4,255,600	1.4304
Abstention	71,000	-
Invalidated	-	-
<b>Total of 271 shareholders</b>	297,563,195	-

## 6.3

**Mr. Patee Sarasin**

<b>Result</b>	<b>Number of Votes</b>	<b>Percentage of shareholders attending the Meeting and casting their votes</b>
Approval	297,385,584	99.9574
Disapproval	126,611	0.0425
Abstention	51,000	-
Invalidated	-	-
<b>Total of 271 shareholders</b>	297,563,195	-

## 6.4

**Mr. Theeraphol Chotichanapibal**

<b>Result</b>	<b>Number of Votes</b>	<b>Percentage of shareholders attending the Meeting and casting their votes</b>
Approval	297,428,395	100
Disapproval	-	-
Abstention	134,800	-
Invalidated	-	-
<b>Total of 271 shareholders</b>	297,563,195	-

## 6.5 The amendment of the authorized signatories of the Company

Result	Number of Votes	Percentage of shareholders attending the Meeting and casting their votes
Approval	297,543,195	100
Disapproval	-	-
Abstention	20,000	-
Invalidated	-	-
<b>Total of 271 shareholders</b>	297,563,195	-

Remarks: Resolution on this item of agenda shall be adopted by majority votes from shareholders attending the Meeting and casting their votes.

### **Agenda Item 7: To consider and approve the remuneration of the Directors and Subcommittee of the Company for the year 2016**

Mr. Apichart Chirabandhu, Chairman of the Nomination and Remuneration Committee, was assigned by the Chairman to clarify the detail of this agenda item to the Meeting.

Mr. Apichart Chirabandhu explained that, 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 same businesses fields 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 Subcommittee 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 2016 which is not exceeding Baht 7,680,000. Details are as follows:

**Remuneration of directors of the Company**

<b>Position</b>	<b>Monthly Remuneration</b>
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 Remuneration of the Board of Directors)**

<b>Position</b>	<b>Meeting Allowance of the Audit Committee/attendance</b>
Chairman of the Audit Committee	Baht 30,000 per person/attendance
Member of 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)**

<b>Position</b>	<b>Meeting Allowance of the Nomination and Remuneration Committee/attendance</b>
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)**

<b>Position</b>	<b>Meeting Allowance of the Risk Management Committee/attendance</b>
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)**

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

And propose the meeting to consider and authorize the Nomination and Remuneration Committee to allocate such amount of money to each director and Subcommittee within the budget approved by the meeting.

**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.

The Chairman gave shareholders and their proxies an opportunity to express their opinions and raise their queries on the aforesaid matters. No shareholders asked question. The Chairman proposed to the meeting to consider and approve the remuneration of the Board of Directors and the Subcommittee of the Company for year 2016 in the amount of not exceeding baht 7,680,000 and the suspension of the bonus payment for the operation result of year 2015.

**Resolution:** After due consideration, the Meeting resolved to approve the remuneration of the Directors and Subcommittee of the Company for the year 2016 in the amount of not exceeding baht 7,680,000 and authorized the Nomination and Remuneration Committee to allocate such amount of money to each director and Subcommittee within the budget approved by the meeting and suspend of the bonus payment for the operation result of year 2015 with the following votes:

<b>Result</b>	<b>Number of Votes</b>	<b>Percentage of shareholders attending the Meeting and casting their votes</b>
Approval	297,411,695	99.9490
Disapproval	51,500	0.0173
Abstention	100,000	0.0336
Invalidated	-	-
<b>Total of 271 shareholders</b>	297,563,195	-

**Remarks:** Resolution on this item of agenda shall be adopted by votes of not less than two-thirds of all votes of shareholders attending the Meeting.

**Agenda Item 8: To consider and approve the appointment of the auditors and the determination of the audit fees for the year 2016**

Mr. Pimol Srivikorn, Chairman of the Audit Committee and Independent Director, was assigned by the Chairman to clarify this agenda item to the Meeting in detail.

Mr. Pimol Srivikorn explained that 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.

After due consideration, the Board of Directors deemed 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

(never act as auditor of the Company); and/or

3. Mrs. Nisakorn Songmanee; Certified Public Accountant (Thailand) No. 5035

(never act as auditor of the Company); and/or

4. Dr. Kiatniyom Kuntisook; Certified Public Accountant (Thailand) No. 4800

(never act as auditor of the Company)

Referring to the selection of auditors for the year 2016 as mentioned above, the Audit Committee of the Company has selected the auditors from the auditors who sent proposal on the audit fee and the working scope of work to the Company. In this regard, the Audit Committee has considered on the qualification and the experience of each auditor and has an opinion that Deloitte Touche Tohmatsu Jaiyos Advisory Ltd. is independent and 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.

The Chairman then gave shareholders and their proxies the opportunity to make their comments or raise queries on the said matters.

Questions and comments were made by shareholders, as follows:

Mr. Hangchai Akrasakulchai, a shareholder attending the meeting in person, questioned and suggested that why has the auditing fee been increased and suggested that the Company should hire the local firm to act as the auditors of the Company in the next year.

Mr. Niti Jungnitnirundr clarified that since the auditing fee was counted from the working-hours basis and our auditors had to review financial statements in 3 quarters and to audit the fiscal year-end financial statement.

In addition, the working load in 2016 is estimated to increase from the previous year and there is an adjustment on the auditing standard and auditing report which causes the Company and our auditing firm to work together in order to ensure that the shareholders of the Company will obtain the best benefits.

Mr. Thong-in Sang-ngam, a shareholder attending the meeting in person, requested that since the Company is now facing with the loss crisis, thus the auditor should not increase the auditing fee at this moment.

Mr. Niti Jungnitnirundr clarified that due to the adjustment on the auditing standard, thus the work-load and working-hour of auditors will be increased. Auditing fees of each company shall not be related to business operating of the Company. As such, the auditing fee is appropriately fixed. However, the auditor acknowledged and will consider accordingly.

Mr. Sakchai Sakulsrimontree, a shareholder attending the meeting in person, questioned that since the aircrafts was booked as the Company's assets, what is the auditing process on such asset? In case the aircrafts was damaged, what is a valuation method?

Miss Nuanwan Bhuprasert clarified to the meeting that the Company has operated by leasing aircrafts, thus the aircrafts were not booked as the assets of the Company. Referring to the auditing method, the auditors will response on such question.

Mr. Niti Jungnitnirundr clarified to the meeting that according to the lease agreement of the aircrafts of the Company, the aircrafts was not considered as the assets of the Company. The ownership is still at the lessor. However, the auditing manners shall be done by considering on the conditions of the aircrafts lease agreement in order to be correctly booked in the financial statement of the Company. Other assets shall be audited by random basis. In case, there are any damage assets, such assets will be amortized as per auditing standard.

The Chairman gave shareholders and their proxies an opportunity to express their opinions and raise their queries on the aforesaid matters. No shareholders asked question. The Chairman proposed to the meeting to consider and approve the appointment of the Auditor and determination of the Audit Fees for the year 2016.

**Resolution:** After due consideration, the Meeting resolved to approve the appointment of Deloitte Touche Tohmatsu Jaiyos Advisory Company Limited as the auditor office of the Company, whereby **(1)** Mr. Niti Jungnitnirundr; Certified Public Accountant (Thailand)

No. 3809; and/or (2) Miss Wimolporn Boonyusthian; Certified Public Accountant (Thailand) No. 4067; and/or (3) Mrs.Nisakorn Songmanee; Certified Public Accountant (Thailand) No. 5035; and/or (4) Dr. Kiatniyom Kuntisook; Certified Public Accountant (Thailand) No. 4800 is/are to be the auditor(s) of the Company. Any of the aforementioned auditors is approved to audit and render their opinions on the Company's Financial Statements. Furthermore, the Meeting resolved to 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, with the following votes:

<b>Result</b>	<b>Number of Votes</b>	<b>Percentage of shareholders attending the Meeting and casting their votes</b>
Approval	297,362,558	99.9322
Disapproval	201,637	0.0677
Abstention	1,000	-
Invalidated	-	-
<b>Total of 272 shareholders</b>	<b>297,565,195</b>	<b>-</b>

Remarks: Resolution on this item of agenda shall be adopted by majority votes from shareholders attending the Meeting and casting their votes.

**Agenda Item 9: Other matters (if any)**

The Chairman gave shareholders an opportunity to express their opinion and raise queries on a variety of issues.

Mr. Thong-in Sang-ngam, a shareholder attending the meeting in person, question about the background of the problem between the executives of the Company and Pilots.

Mr. Patee Sarasin clarified to the meeting as follows:

The Company gave first priority to the safety of the passengers. Therefore, the Company is required to develop the aviation system to be up-to-date, without bringing a personal issue into work. The occurred problems are caused from the personal behavior. In the consideration of such problem, please fairly consider. Such incident largely affected the passengers and ground staff nationwide. The Company shall proceed under the resolving process by the internal meeting of the Company and the development of the operation of the Company.

For Angel TV program, the Company obtained more benefits on image of the Company and to be widely known. In this regard, the production cost of the Angel TV show is not a large amount.

At present, the Company has emphasized in the Corporate Social Responsibility activities.



For selling his own shares, it was personal issue and it should not affect the shareholders' confidence. In addition, he aimed to develop Thai airline business to be widely acceptable.

Mr. Supapong Assavinijit, a shareholder attending the meeting in person, asked shareholders to encourage the Company.

Mr. Hangchai Ukarasakulchai, a shareholder attending the meeting in person, questioned whether the performance of Mr. Patee Sarasin is for upgrading the standard of NOK Airline?

Mr. Patee Sarasin clarified that everything he has done is not only for the standard of the whole organization to meet the international standard, e.g. the hiring of instructors from Boeing to increase the qualification of Pilots. Moreover, Thai Airway Public Company Limited has audited the Company and the Company passed the evaluation.

Mr. Adirek Pipatpatama, representation for the Thai Investors Association, suggested that at present, the competitors have changed the business model from leasing aircrafts to purchasing a large number of aircrafts in which the cost is lower than in the longer term. Therefore, the Board of Director should also consider this model.

Ms. Pornthip Wanghiranchot, a shareholder attending the meeting in person, suggested that when the Company cancels or postpone the flights, the Company should inform the passenger as soon as possible.

The Chairman gave the shareholders and proxies to express opinions and raise additional queries. There were no further queries from the floor or other matters submitted. The Chairman thanked shareholders for having sacrificed their time to attend the Meeting and offer their beneficial comments before declaring the 2016 Annual General Meeting of Shareholders duly adjourned.

The Meeting adjourned at 12.00 hrs.

- *Mr. Somchainuk Engtrakul* -

.....  
(Mr. Somchainuk Engtrakul)

Chairman of the Board of Directors

- *Ms. Sunun Witthawatpongton* -

.....  
(Miss. Sunun Witthawatpongton)

The Company Secretary