

Minutes of the Extraordinary General Meeting of Shareholders No. 1/2017 of
Nok Airlines Public Company Limited

Date, Time and Venue

The Meeting was held on Wednesday, September 20, 2017, 09:00 a.m., at the Jupiter Room, 3rd Floor, Miracle Grand Convention Hotel, No. 99, Vibhavadi-Rangsit Road, Laksi Sub District, Don Muang District, Bangkok 10210.

Commencement of the Meeting

Mr. Patee Sarasin, Vice Chairman of the Board of Directors, presided over the Meeting (“**Chairman**”), as the Chairman of the Board of Directors could not attend the Extraordinary General Meeting. The Chairman assigned Miss Benjaporn Puttinan to conduct the Extraordinary General Meeting of Shareholders No. 1/2017 (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	Baht	1,406,250,000
Paid-up Capital	Baht	1,135,999,882
Par Value per Share	Baht	1

The Conductor informed the Meeting that on the shares register book closing date on August 28, 2017, the Company has a paid-up capital of Baht 1,135,999,882 with a par value of Baht 1 per share, and 9,208 shareholders. Additionally, there were 67 shareholders attending the Meeting in person and 54 shareholders attending the Meeting by proxy, totalling 121 attendees, holding totally 745,519,419 shares equivalent to 65.6267 per cent of all the Company’s issued shares, constituting a quorum as specified by law and the Articles of Association of the Company.

Directors of the Company Attending

- 1) Mr. Patee Sarasin Director/ Vice Chairman of the Board of Directors and Corporate Governance Committee
- 2) Mrs. Nalinee Ngamsettamasa Director
- 3) Mrs. Usanee Sangsingkeo Director
- 4) Mr. Teerapol Chotichanapibal Director

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| 5) Mr. Pravej | Ongartsittigul | Director |
| 6) Mr. Visit | Tantisunthorn | Independent Director / Chairman of the Audit Committee and Corporate Governance Committee |
| 7) Mr. Apichart | Chirabandhu | Independent Director / Chairman of the Nomination and Remuneration Committee and Audit Committee |
| 8) Mrs. Suphajee | Suthumpun | Independent Director and Audit Committee |
| 9) Mrs. Chiraporn | Chemnasiri | Independent Director and Audit Committee |

Directors of the Company Absent

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| 1) Mr. Sommai | Phasee | Independent Director / Chairman of the Board of Directors |
| 2) Mr. Rathapol | Bhakdibhumi | Director |
| 3) Mr. Chotisak | Asapaviriya | Independent Director / Risk Management Committee and the Nomination and Remuneration Committee |

Senior Executives Attending

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|-----------------------------|---------------|--------------------------|
| 1) Mr. Piya | Yodmani | Chief Executive Officer |
| 2) Mr. Norahuch Ployyai | | Chief Operating Officer |
| 3) Mr. Yodchai | Sudhidhanakul | Chief Commercial Officer |
| 4) Mr. Brian Leslie Jeffery | | Chief Financial Officer |

Advisors Attending

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| 1) Mr. Lec | Sicoravit | Financial Advisor from Asia Plus Advisory Company Limited |
| 2) Mrs. Rachada | Klewpatinond | Financial Advisor from Asia Plus Advisory Company Limited |
| 3) Mr. Charin | Satchayan | Legal Counsel from Charin and Associates Company Limited |
| 4) Miss Benjaporn | Puttinan | Legal Counsel from Charin and Associates Company Limited |
| 5) Miss Tanaporn | Rattanapichetkul | Legal Counsel from Charin and Associates Company Limited |

Mr. Thongyos Panglad, representative from Thai Investors Association, and Mr. Hangchai Akkawasakul, representative from Thai Shareholder Association also observed this Extraordinary General Meeting of Shareholders of the Company.

Herewith, for the purpose of the vote counting to be transparent and accurate, the Conductor proposed to ask for the volunteers from the shareholders to monitor the vote counting at the vote counting unit. The volunteers were named as follows:

- 1) Mr. Thinnakrij Noppakoranat Proxy
- 2) Miss Phapakpin Sanguanoat Shareholder attending the Meeting in person

The Chairman assigned the Conductor to inform the Meeting about the voting criteria and procedure.

The Conductor informed the voting criteria and procedure and vote counting in each agenda as follows:

1. The number of votes a shareholder would have is equivalent to the number of shares he /she holds or is duly assigned by proxy in compliance with the law and the Company's Articles of Association.

2. On each item of agendas, 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 by the staff 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.

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. The Chairman would then announce the summary of votes and 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 going on a continuous basis.

4. For any comment or questions to be raised by a shareholder or his/her proxy on any item of agenda, he /she shall raise his/her hand and, when permitted by the Chairman, state whether he/she is a shareholder attending in person or a proxy and announce the name-surname prior to proceeding to make comments or 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 enclosed with the preceding meeting's minutes, 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 documents related to the decrease and increase of registered capital and the allocation of the newly-issued ordinary shares to the

existing shareholders. 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 1 **Matters to be informed by the Chairman for acknowledgement**

There were no matters for the Chairman to inform the Meeting of.

This agenda is for acknowledgement and no casting of votes.

Agenda 2 **To consider and adopt the Minutes of the 2017 Annual General Meeting of Shareholders**

The Chairman informed the Meeting that the Company had prepared the Minutes of the 2017 Annual General Meeting of Shareholders held on 19 April 2017, the details of which as appearing in Enclosure 1 which has been sent to the shareholders together with the Invitation to this Meeting.

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

Comments were made by the shareholders as follows:

Mr. Vicha Chokepongpan, a shareholder attending the Meeting in person, welcomed Mrs. Usanee Sangsingkeo.

Mr. Thong-in Saeng-ngarm, a shareholder attending the Meeting in person, suggested that the minutes of 2017 Annual General Meeting of Shareholders be revised to inserting the name of the person preparing the minutes.

The Chairman accepted the suggestion.

No further comments or queries were raised by the shareholders for this agenda.

Resolution The Meeting considered and adopted the minutes of the 2017 Annual General Meeting of Shareholders held on April 19, 2017, with the following voting results:

Shareholders' Voting	Number of Votes	Percentage of shareholders/ proxies attending the Meeting and casting their votes
Approved	745,902,036	100.0000
Disapproved	0	0.0000

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Abstained	0	-
Voided ballots	0	-
Total of 145 shareholders	745,902,036	-

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

Agenda 3 To consider and approve the reduction of the registered capital of the Company by the amount of Baht 114,000,118 from the existing registered capital of Baht 1,406,250,000 to Baht 1,292,249,882, by cancelling 114,000,118 shares authorized but unissued, at a par value of Baht 1 per share and to consider and approve the amendment to Clause 4 of Memorandum of Association of the Company to be in line with the reduction of the Company's registered capital

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

The Conductor informed the Meeting that following the increase in the Company's registered capital by issuing and offering newly-issued ordinary shares to existing shareholders in proportion to their respective shareholdings (Rights Offering), together with issuing and offering the warrants to purchase the ordinary shares of the Company No.1 (NOK-W1) ("Warrants") as approved by the 2017 General Meeting of Shareholders, there are 114,000,118 remaining unissued shares of the Company still outstanding after the existing shareholders subscribed for newly-issued ordinary shares in proportion to their respective shareholdings (Rights Offering) whereby there are 156,250,000 remaining unissued shares of the Company still outstanding for the accommodation of the exercise of Warrants as approved by the 2017 Annual General Meeting of Shareholders. (In this regard, following the issuance of Warrants together with the previous issued and offering of newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering), the Company has excess shares of 28,500,048 to accommodate the exercise of Warrants out of total number of 156,250,000 shares.

Consequently, to comply with Section 136 of the Public Limited Companies Act B.E. 2535 (1992) (as amended), the Company shall reduce its registered capital by the amount of Baht 114,000,118 from the existing registered capital of Baht 1,406,250,000 to Baht 1,292,249,882 by cancelling such 114,000,118 shares authorized but unissued, remaining from the subscription by existing shareholders for newly-issued ordinary shares in proportion to their respective shareholdings (Rights Offering) as approved by the 2017 Annual General Meeting of Shareholders, at a par value of Baht 1 per share.

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Moreover, in order to be in line with the reduction of the Company's registered capital, the Company is required to amend Clause 4. of the Memorandum of Association of the Company as follows:

"Clause 4.	Registered capital	Baht 1,292,249,882	(One thousand two hundred ninety-two million two hundred forty-nine thousand eight hundred and eighty-two Baht)
	Divided into	1,292,249,882 shares	(One thousand two hundred ninety-two million two hundred forty-nine thousand eight hundred and eighty-two shares)
	Par value per share	Baht 1	(One Baht)
	Divided into:		
	Ordinary shares	1,292,249,882 shares	(One thousand two hundred ninety-two million two hundred forty-nine thousand eight hundred and eighty-two shares)
	Preference shares	-0- shares	(-)"

It was proposed that the authorized directors of the Company according to the Company's Affidavit or any person entrusted by the authorized directors of the Company according to the Company's Affidavit shall have the authority to proceed with any actions relating to the Company's capital reduction registration and the registration of the amendment to Clause 4. of the Memorandum of Association of the Company to any authorities as per details in the Invitation to the Meeting in all respects.

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

Comments and queries were made by the shareholders as follows:

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Mr. Thong-in Saeng-ngarm, a shareholder attending the Meeting in person, questioned why there were 114,000,118 newly-issued shares left after the previous offering at Baht 2.40 by the Company and would like to know who did not subscribe to such newly-issued shares.

The Chairman informed the Meeting that as subscribing to newly-issued shares was the right of each shareholder, it could not be clearly specified as to why there were the newly-issued shares left in such amount.

After the Chairman gave the Meeting the opportunity to raise queries and there were no further queries from the shareholders, the Chairman therefore asked the Meeting to give its consideration and approval for the reduction of the registered capital of the Company by the amount of Baht 114,000,118 from the existing registered capital of Baht 1,406,250,000 to Baht 1,292,249,882, by cancelling 114,000,118 shares authorized but unissued, at a par value of Baht 1 per share and to consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company in order to be in line with the reduction of the Company's registered capital and the authorization, the details of which are as aforementioned.

Resolution The Meeting considered and approved the reduction of the registered capital of the Company by the amount of Baht 114,000,118 from the existing registered capital of Baht 1,406,250,000 to Baht 1,292,249,882, by cancelling 114,000,118 shares authorized but unissued, at a par value of Baht 1 per share and approved the amendment to Clause 4. of the Memorandum of Association of the Company in order to be in line with the reduction of the Company's registered capital and the authorization, the details of which are as aforementioned, with the following voting results:

Shareholders' Voting	Number of Votes	Percentage of shareholders/ proxies attending the Meeting and having the right to vote
Approved	769,013,095	99.9986
Disapproved	10,721	0.0013
Abstained	0	0
Voided ballots	0	0
Total of 155 shareholders	769,023,816	100.0000

Remark Resolution in this agenda shall be approved by at least three-fourths of the total votes of the shareholders attending the Meeting and having the right to vote.

Prior to consideration of Agenda 4, the Chairman informed the Meeting that Agenda 4 and 5 to be proposed for approval in the Meeting were related and conditional upon each other. Therefore, if any of Agenda 4 and 5 was disapproved by this Meeting, the other Agenda that had earlier been approved shall be deemed to be cancelled and no other Agenda shall be further proposed for consideration at this meeting. For the purpose of the shareholders' understanding of the preliminary information and to inform the overview of this capital increase prior to further consideration of such agendas, the Chairman assigned Mr. Piya Yodmani, Chief Executive Office, to explain the preliminary information and inform the overview of this capital increase.

Mr. Piya Yodmani informed the Meeting that following the increase in the Company's registered capital by issuing and offering of newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering), together with issuing and offering the Warrants, as approved by the 2017 Annual General Meeting of Shareholders, the Company gained the funds from such capital increase in the amount of Baht 1,227,129,845.45, and the Company had used the funds to plan to strengthen the Company's operation and financial position.

However, the Company still has necessities to additional funds for the purpose of its business operation e.g. working capital, fleet adjustment, support to the expansion of additional routes to People's Republic of China . The Company, therefore, anticipated the need of additional funds in the amount approximately Baht 1,700,000 to strengthen the Company's operation and financial position.

In addition, upon this issuance and offering of newly-issued ordinary shares to existing shareholders in proportion to their respective shareholdings (Rights Offering), the Company shall make the adjustment of the exercise price and exercise ratio of the Warrants in accordance with the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrant to Purchase the Ordinary Shares No. 1 of Nok Airlines Public Company Limited (NOK-W1) dated 31 May 2017 (as amended). The Company therefore is required to increase the registered capital and issues new ordinary shares in order to accommodate the said exercise of the Warrants, the exercise price and ratio of which are adjusted.

Mr. Piya Yodmani assigned Mrs. Rachada Klewpatinond, financial advisor from Asia Plus Advisory Company Limited, to inform the Meeting of the details of features of the capital increase, which can be summarized as follows:

Allocation of Newly-Issued Shares

Newly-issued ordinary shares to be offered to the existing shareholders (Rights Offering)

Allocation method	Allocated to the existing shareholders proportionate to their respective shareholdings, and the shareholders can oversubscribe from their rights, proportionate to their shareholding.
Subscription ratio	1 existing ordinary share to 1 newly-issued ordinary share
Number of shares offered	1,135,999,882 shares
Offering price	Baht 1.50 per share

Newly-issued ordinary shares to accommodate the adjustment of NOK-W1

Allocation method	To accommodate the adjustment NOK-W1
Number of shares issued	71,000,118 shares
Adjustment reason	The Company offers the ordinary shares to the existing shareholders proportionate to their respective shareholdings at the price discounted greater than 10% from the market price.
Enforcement date for adjustment	The first day the XR sign is posted
Total newly-issued ordinary shares	1,207,000,000 shares

Relevant Timeframe

Newly-issued ordinary shares

20 September 2017	Extraordinary General Meeting of Shareholders
28 September 2017 (Record Date)	Determination of shareholders' entitlement to subscribe to the shares
16 – 20 October 2017	Subscription period for the newly-issued ordinary shares
6 November 2017	Listing the newly-issued ordinary shares on the Stock Exchange of Thailand ^{/1}

^{/1} Period for the listing may vary, depending on consideration of the Stock Exchange of Thailand

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

Queries and comments were made by the shareholders as follows:

Mr. Vicha Chokepongpan, a shareholding attending the Meeting in person, questioned that what is the exercise ratio of the Warrants and what is the last day to exercise the Warrants.

Mrs. Rachada Klewpatinond, financial advisor, explained that previously, the exercise ratio of the Warrants was 1 unit of the Warrant to 1 share with the exercise price at Baht 5 per share. However, upon the adjustment of Warrant exercise, the exercise ratio shall be re-calculated after XR sign has been posted, whereby as of now the calculation thereof cannot be proceeded as the market price as at such day has not been known. Moreover, as the price of the shares offered this time is quite lower than the market price, therefore, the adjustment of Warrant exercise should enable the shareholders who holds 1 Warrant to be entitled to subscribe to more than 1 share with the exercise price lower than Baht 5.

Mr. Hangchai Akkawasakul, representative from Thai Investors Association, questioned as follows:

1. What is the ground for setting the price of newly-issued share at Baht 1.50, and as the Company will increase its capital again according to the news, thus, it is questioned whether the price of newly-issued shares in the next capital increase will be lower than Baht 1?
2. If Thai Airways International Public Company Limited ("**Thai Airways**") waives its right to subscribe to the newly-issued shares in this capital increase, the Company will become a public limited company which is not under Thai Airways, the shares of which are currently held by the Ministry of Finance. How will this event be beneficial to the Company?
3. If there are new shareholders, how will the Board of Directors and the executives of the Company be driven and changed?
4. According to the news, as for the Baht 1.50 newly-issued shares, will there be new shareholders prepared to subscribe to all of the newly-issued shares left from the subscription?

The Chairman assigned Mr. Piya Yodmani to answer the above questions.

Mr. Piya Yodmani explained to the Meeting that the Company's management wishes to improve and change in order for the Company to gain more turnover and will try to utilize the funds to be received from this capital increase to our best, so that there will not have to be another capital increase later which will be bothersome to the shareholders.

Mrs. Rachada Klewpatinond, financial advisor, added that, in respect of the price of newly-issued shares, the price of newly-issued shares determined at Baht 1.50 has already been considered that it is likely to attract the shareholders to support the subscription to the newly-issued shares, whereby the Company has considered that as it is the offering of shares to the existing shareholders, there will be no dilution effect to the shareholders, and the Company can offer the newly-issued shares at any price.

Mr. Vicha Chokepongpan, a shareholder attending the Meeting in person, informed that he intended to oversubscribe to the newly-issued shares and knew that Siam Commercial Bank Public Company Limited would subscribe to the newly-issued shares as well and opined that having Khun Usanee Sangsingkeo involved in the Company will enhance the Company and expressed his gratitude on the increasing flights of the Company and his confidence that the Company will go well.

Mr. Chid Praisal, the proxy, questioned as follows:

1. If the shareholders do not approve this capital increase, what are the results and the backup plan of the Company?
2. Why are the funds which the Company received from the previous capital increase insufficient?

The Chairman assigned Mr. Piya Yodmani to answer the above questions.

Mr. Piya Yodmani explained to the Meeting that in the previous Annual General Meeting of Shareholders, the Company was determined to increase its capital in order to gain additional funds in the total amount of Baht 2,200 million, however, due to the fact that the Company did not receive such full amount of funds as expected, the operation plans made were delayed. Therefore, if the shareholders do not approve this capital increase, the operation plans will be further delayed which will not satisfy the shareholders who wish to see the improvement of the Company.

Mr. Siriwat Worawetwutthikun, the shareholder attending the Meeting in person, questioned that according to the latest statements of financial position of the Company as at 30 June 2017, what the debt to equity ratio of the Company is, and upon the completion of the capital increase, what the debt to equity ratio will be.

The Chairman assigned Mr. Brian Leslie Jeffery to answer the above questions.

Mr. Brian Leslie Jeffery explained that as at 30 June 2017, the Company has debt to equity ratio of -40.13 according to the consolidated financial statements and 3.16 according to the separate financial statements.

Mrs. Nalinee Ngamsetthamas additionally explained to the Meeting that the debt to equity ratio in statements of financial position of the Company, the Company has no other debt. However, the Company leased aircraft by operating leases, over which the Company has placed the guarantee amount to the relevant financial institutions, and the Company has sublease certain aircraft.

Mr. Siriwat Worawetwutthikun, the shareholder attending the Meeting in person, additionally questioned and commented as follows:

1. In the next meeting, if there will be a capital increase or capital decrease, the Company should display the debt to equity ratio on the presentation screen for the shareholders to see, as a capital increase is generally for reducing the debt to equity ratio.
2. Pursuant to the Company's explanation that currently, the Company has no other debt, it is questioned as to why the Company wishes to increase its capital when the Company still has capability to secure loans. This is questioned due to the fact that the capital increase will affect the earnings per shares of the Company in respect of the price to earnings ratio or P/E ratio (despite the fact that the capital increase incurs no cost as there is no interest, which will be beneficial to the Company).
3. As at 30 June 2017, what is the Company's total accumulated loss? This is questioned because such amount should be explained to the shareholders for their consideration in order to support their consideration and approval.

Miss Phakinee Promtade explained to the Meeting that according to the statements of financial position as at 30 June 2017, the second quarter, which the Company has published on the Stock Exchange of Thailand's website, in respect of consolidated financial statements, the Company has capital deficiency around Baht 152 Million, and according to the separate financial statements, the Company has deficit around Baht 3,800 Million and has the total shareholders' equity around Baht 1,092 Million.

Mr. Siriwat Worawetwutthikun, the shareholder attending the Meeting in person, stated that he wishes to see a private entity which profitably operates its business become the major shareholder of the Company and questioned whether the Company is certain that this capital increase in the approximate amount of Baht 1,200 Million will be sufficient as the Company has deficit loss in the approximate amount of Baht 3,000 Million and why the financial advisor explained that the price of newly-issued shares is the reasonable price when the Company still suffers from the great amount of loss. Moreover, he opined that the capital increase with such offering price of newly-issued shares is to pave the way for speculation and to attract the minor shareholders to oversubscribe. Therefore, he disagreed with this capital increase and believed that this capital increase will not help the Company recover.

Mr. Thong-in Saeng-ngarm, the shareholder attending the Meeting in person, asked for explanation of the issue as to why there were 114,000,118 newly-issued shares offered at Baht 2.40 left and additionally questioned as follows:

1. According to the news, this capital increase will result in foreigners holding the shares of the Company, by buying up the shares of the Company and driving up the Company's share price, therefore, he would like to ask the Company's Board of Directors to examine such matter, because holding of shares of the Company by foreigners will affect the Company.
2. Will Thai Airways, the major shareholder of the Company, subscribe to the newly-issued shares?

The Chairman explained to the Meeting that as this capital increase of the Company is by issuance and offering of newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering) which means that there will be only the existing shareholders entitled to subscribe such shares. Therefore, no foreigners are allowed to subscribe the shares as questioned by the shareholder.

Mr. Hangchai Akkawasakul, representative from Thai Shareholder Association, commented that the Company cannot know whether the Company's shares will be held by foreigners in the future and additionally questioned what is the ground for the determination of the price of newly-issued shares as explained by the Company, why the price is determined to be low and is it to favor any shareholder?

Mr. Lec Sicoravit, financial advisor, additionally explained on the determination of the newly-issued shares to be Baht 1.50 that, in the previous capital increase, the Company determined the price of newly-issued shares to be Baht 2.40 on the ground that there is a discount at 68 per cent from the market price. In this capital increase, during the meeting of the executive team of the Company to determine the price of the newly-issued shares, the market price of shares of the Company was approximately Baht 4.70, hence, the price of Baht 1.50 is the discounted price like the previous capital increase. The Company has determined such price with no intention other than the wish to facilitate the shareholders with the discount to the price at 68 per cent, equivalent to the previous discount.

Mr. Duang Sarakij, a shareholder attending the Meeting in person, questioned as follows:

1. Compared to the previous offering price of the newly-issued shares which was Baht 2.40; as well as to the price of the shares when the Company issued and offered its shares by initial public offering (IPO), it is shown that the price of the newly-issued shares offered in

this capital increase is greatly lowered, resulting in the shareholders suffering from loss. Therefore, it is questioned what is the cause of such reduction.

2. By determining the price of the newly-issued shares to be Baht 1.50, will the Company be able to receive sufficient funds? This is due to the fact that the shareholder wished that there will be no further capital increase by the Company.
3. If any of the shareholders do not subscribe to these newly-issued shares, there will be high dilution effect. Therefore, can determining the price of newly-issued shares to be Baht 1.50 be considered as forcing sale in the market?
4. Should the exercise price of the Warrants be announced after the result of the capital increase, as the announcement after the shares displaying XR sign may cause too high dilution effect in the case where the newly-issued shares are not fully subscribed by the shareholders?

The Chairman assigned the financial advisor to answer the above questions.

Mrs. Rachada Klewpatinond, financial advisor, explained that when the adjustment will be in effect is pursuant to the prescribed Terms and Conditions. According to such conditions, there must be dilution effect first, which is the date when the Company's shares posting XR sign, and the adjustment of Warrant exercise will then be in effect and can be calculated.

Ms. Suporn Patumsuwanwadee, the shareholder attending the Meeting in person, questioned that how the Company will utilize the funds from the capital increase, why it is required only Baht 1,200 million when the Company has deficit from loss in the approximate amount of Baht 3,000 million.

The Chairman assigned Mr. Piya Yodmani to answer the above questions.

Mr. Piya Yodmani explained to the Meeting that the funds to be received from this capital increase will be utilized on the adjustment of fleet, both in-bound and out-bound, in order to be the most efficient in terms of operation and to be in accordance with the changing market target of the Company, that is, the Company will increase the number of international flights with longer distance. Moreover, the funds to be received will be spent on improvement of other operations. In order to reduce the costs, the Company may first need to proceed with the investment so that it will be the most efficient and result in the competitive management cost.

Mr. Krishtecho Siripassorn, the shareholder attending the Meeting in person, additionally asked as follows:

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1. It is understood that the Company is currently applying for the Air Operator Certification from the Civil Aviation Authority of Thailand in order to comply with the standards of the International Civil Aviation Organization (ICAO). Therefore, it is questioned on how the Company will be able to expand its fleet overseas according to its utilization plan.
2. According to the statements of financial position of the Company in the second quarter, it appears that the main cause of the loss is the increasing fuel price per passenger. Therefore, it is requested for the Company's management to explain the risk prevention methods for such increasing fuel price which affects the costs of the Company.
3. As from having attended the previous shareholders' meeting of the Company, the Company explained that the Aircraft Utilization Rate is about 8 hours, whereby the Company would try to increase the number of hours and it was expected to be 10 hours by around June. Therefore, it is questioned what the Aircraft Utilization Rate currently is.
4. As from having attended the previous shareholders' meeting of the Company, the Company explained that the pilot problems were mostly caused by the employment of foreign pilots and expected that such problems would be solved by around June. Therefore, it is questioned about the latest update of such problem.

Mr. Piya Yodmani explained to the Meeting that in applying for the Air Operator Certification, despite the fact that Thailand's assessment result by the International Civil Aviation Organization (ICAO) in respect of safety is below the standards (Red Flag), such standards are not enforced to every destination country the flights are made, whereby in some countries, e.g. People's Republic of China, the Company is still be able to fly into there, which is the main route with great expansion. As for the fuel price, it is not clearly known as to why the fuel price is increased as the price per unit is still the same.

At present, the Company is trying to increase flying hours or the Aircraft Utilization Rate. However, it has to be accepted that the flying hours have not yet been increased to the proper extent, as the Company still has a large number of aircraft, and some of them will need repair and maintenance. As for pilot issues, most of the contracts under which the Company has engaged the foreign pilots have already expired, whereby some are still effective as the Company has necessity to employ to hire foreign pilots in order for them to fly propeller aircraft. Therefore, the great amount of expenses for the pilots will be lower this year and the Company has sufficient pilots.

Mr. Siriwat Worawetwutthikun, a shareholder attending the Meeting in person, suggested as follows:

1. The shareholder disagreed with the financial advisor explaining that the price of newly-issued shares is determined with the discount from the market price and opined that it gives the opportunity to the insiders of the Company to sell out their shares and affect the minor shareholders. Therefore, in the future, the shareholders viewed that the Company should consider determining the price of share based on the fundamentals of the Company.
2. It is suggested that the Company should be open for those investors with funds and efficiency to be involved in managing the Company so that the management will be commercially profitable.
3. The Company should display clear information in order to support consideration of the shareholders in consideration and approval for the capital increase.

Mr. Thara Chonprani, the shareholders attending the Meeting in person, questioned and suggested as follows:

1. In the decrease of registered capital in order for the capital increase, why don't the Company remove the shares, left in the approximate amount of 28 million shares, issued by the Company to accommodate the exercise of Warrants, like the shares, left from the offering to the existing shareholders proportionate to their respective shareholdings (Rights Offering) in the approximate amount of 114 million shares, and pursuant to the law, are the shares issued to accommodate the exercise of Warrants and the shares issued to accommodate the adjustment of the exercise of Warrants the same case?
2. Are there any change in policy of the Company to solve the loss of the Company, since it is believed that if the Company continues to suffer from loss, there must be continuing capital increase? It is opined that the Company should determine the price of newly-issued shares to be high and clearly explain the adjustment plan of the operation of the Company.

The Chairman assigned Mr. Charin Satchayan, legal counsel, to answer the above questions.

Mr. Charin Satchayan, legal counsel, explained to the Meeting that in the previous capital increase of the Company, the shares issued and offered by the Company shall be divided into 2 groups, namely, the shares issued to accommodate the allocation to the existing shareholders proportionate to their respective shareholdings (Rights Offering) and the shares issued to accommodate the exercise of Warrants. For this capital increase, if there are any shares left after the previous offer, pursuant to the law, only the left shares

issued to accommodate the allocation to the existing shareholders proportionate to their respective shareholdings (Rights Offering) must be removed, with no necessity to remove the shares issued to accommodate the exercise of Warrants. Moreover, as in this capital increase, the Company has determined the price of the newly-issued shares to be quite low, additional shares must be issued to accommodate the adjustment of the exercise price and the exercise ratio of the Warrants so that the shareholder holding the Warrants will not be affected. In this regard, there are 2 ways to issue shares to accommodate the adjustment of Warrant exercise, namely, to add up the excessive shares to accommodate the exercise of Warrants in previous capital increase in the approximate amount of 28 million shares with the newly-issued shares of the Company this time in the approximate amount of 71 million shares or to remove all of the shares issued to accommodate the exercise of Warrants in previous capital increase and issue all of the newly-issued shares to accommodate the adjustment of Warrant exercise.

Mr. Thong-in Saeng-ngarm, the shareholder attending the Meeting in person, suggested that the Company should not expand its routes overseas and should improve domestic routes.

Afterwards, the Chairman then moved to the resolution of Agenda 4 and 5.

Agenda 4 To consider and approve the increase in the registered capital of the Company by the amount of Baht 1,207,000,000 from the registered capital of Baht 1,292,249,882 to Baht 2,499,249,882 by issuing 1,207,000,000 newly-issued ordinary shares at the par value of Baht 1 per share and to consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital

The Chairman assigned the Conductor to explain this agenda to the Meeting.

The Conductor explained to the Meeting that with the details explained earlier, the Company is required to increase its registered capital by the amount of Baht 1,207,000,000 from the registered capital of Baht 1,292,249,882 to Baht 2,499,249,882 by issuing 1,207,000,000 newly-issued ordinary shares at the par value of Baht 1 per share to accommodate the allocation of the newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering) in the amount of not exceeding 1,135,999,882 shares; and to accommodate the exercise of Warrants, the exercise price and ratio of which are adjusted due to this offering of newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering), in the amount of not exceeding 71,000,118 newly-issued ordinary shares. Additional details as per details in the Invitation to this Meeting together with Enclosure 9 and Enclosure 10.

-Translation-

Moreover, in order to be in line with the increase of the Company's registered capital, the Company is required to amend Clause 4. of the Memorandum of Association of the Company as follows:

“Clause 4.	Registered capital	Baht 2,499,249,882	(Two thousand four hundred ninety-nine million two hundred forty-nine thousand eight hundred and eighty-two Baht)
	Divided into	2,499,249,882 shares	(Two thousand four hundred ninety-nine million two hundred forty-nine thousand eight hundred and eighty-two shares)
	Par value per share	Baht 1	(One Baht)
	Divided into:		
	Ordinary shares	2,499,249,882 shares	(Two thousand four hundred ninety-nine million two hundred forty-nine thousand eight hundred and eighty-two shares)
	Preference shares	-0- shares	(-)”

It was proposed that the authorized directors of the Company according to the Company's Affidavit or any person entrusted by the authorized directors of the Company according to the Company's Affidavit shall have the authority to proceed with any actions relating to the Company's capital increase registration and the registration of the amendment to Clause 4. of the Memorandum of Association of the Company to any authorities as per details in the Invitation to the Meeting in all respects.

After the Chairman gave the Meeting the opportunity to raise queries and there were no further queries from the shareholders, the Chairman therefore proposed the Meeting to give its consideration and approval for the increase in the registered capital of the Company by the amount of Baht 1,207,000,000 from the registered capital of Baht 1,292,249,882 to Baht 2,499,249,882 by issuing 1,207,000,000 newly-issued

ordinary shares at the par value of Baht 1 per share and to consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital and the authorization, the details of which are as aforementioned.

Resolution The Meeting considered and approved the increase in the registered capital of the Company by the amount of Baht 1,207,000,000 from the registered capital of Baht 1,292,249,882 to Baht 2,499,249,882 by issuing 1,207,000,000 newly-issued ordinary shares at the par value of Baht 1 per share and approve the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital and the authorization, the details of which are as aforementioned, with the following voting results:

Shareholders' Voting	Number of Votes	Percentage of shareholders/ proxies attending the Meeting and having the right to vote
Approved	771,081,654	99.5932
Disapproved	3,024,621	0.3906
Abstained	124,700	0.0161
Voided ballots	0	0.0000
Total of 235 shareholders	774,230,975	100.0000

Remark Resolution in this agenda shall be approved by at least three-fourths of the total votes of the shareholders attending the Meeting and having the right to vote.

Agenda 5 To consider and approve the allocation of not exceeding 1,207,000,000 newly-issued ordinary shares from the capital increase, with the par value of Baht 1 each, to the existing shareholders proportionate to their respective shareholdings (Rights Offering) and to accommodate the exercise of warrants to purchase ordinary shares of the Company No. 1 (NOK-W1), the exercise price and ratio of which are adjusted

The Chairman assigned the Conductor to explain this agenda to the Meeting.

The Conductor explained to the Meeting that according to the increase of registered capital in Agenda 4 and the details preliminarily explained by the financial advisor, it is proposed to the Meeting to consider and approve the allocation of not exceeding 1,207,000,000 newly-issued ordinary shares at the par value of Baht 1 per share with the details as follows:

(1) The allocation of the newly-issued ordinary shares from the capital increase of not exceeding 1,135,999,882 shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering). In this regard, the Company determined the allocation ratio at 1 existing ordinary share to 1 newly-issued ordinary share (the total numbers of shares for the allocation of the Rights Offering are 1,135,999,882 shares) with the offering price at Baht 1.50 per share, and the subscription period of such offering of newly-issued ordinary shares is 16-20 October 2017 (a total of 5 business days). In this regard, the Company has determined the date for determination of shareholders' entitled to subscribe for the newly-issued ordinary shares proportionate to their respective shareholdings (Record Date) to be on 28 September 2017 and the date for compiling list of shareholders according to section 225 of the Securities and Exchange Act B.E.2535 (as amended) by way of book closing to be on 29 September 2017, as per details in the Invitation to this Meeting in every respect.

(2) The allocation of the newly-issued ordinary shares from the capital increase of not exceeding 71,000,118 shares at the par value of Baht 1 to accommodate the exercise of the Warrants, the exercise price and ratio of which are adjusted due to this offering of newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering).

In this regard, details in the invitation to the shareholders meeting to approve the issuance and offering of securities pursuant to the Notification of the Capital Market Supervisory Board No. Tor.Jor. 73/2558 are as per details in the Invitation to this Meeting together with [Enclosure 9](#) and [Enclosure 10](#).

Furthermore, it was proposed to the Meeting to consider and approve to authorize the Board of Directors, the authorized directors of the Company according to the Company's Affidavit or any person entrusted by the Board of Directors or the authorized directors of the Company according to the Company's Affidavit to contact, negotiate, amend, agree, execute, and deliver all relevant documents, instruments, and/or agreements with the counterparties and/or any related persons relating to the allotment of such newly-issued ordinary shares, as per details in the Invitation to this Meeting in every respect.

After the Chairman gave the Meeting the opportunity to raise queries and there were no further queries from the shareholders, the Chairman therefore asked the Meeting to give its consideration and approval for the allocation of not exceeding 1,207,000,000 newly-issued ordinary shares from the capital increase, with the par value of Baht 1 each, to the existing shareholders proportionate to their respective shareholdings (Rights Offering) and to accommodate the exercise of Warrants, the exercise price and ratio of which are adjusted and the authorization, the details of which are as aforementioned.

Resolution The Meeting considered and approved the allocation of not exceeding 1,207,000,000 newly-issued ordinary shares from the capital increase, with the par value of Baht 1 each, to the existing shareholders proportionate to their respective shareholdings (Rights Offering) and to accommodate the exercise of Warrants, the exercise price and ratio of which are adjusted and the authorization, the details of which are as aforementioned, with the following voting results:

Shareholders' Voting	Number of Votes	Percentage of shareholders/ proxies attending the Meeting and casting their votes
Approved	771,082,264	99.6100
Disapproved	3,018,621	0.3899
Abstained	130,500	-
Voided ballots	0	-
Total of 240 shareholders	774,231,385	-

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

Agenda 6 Other matters (if any)

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

Mr. Thara Cholpranee, the shareholder attending the Meeting in person, questioned that how the Company will utilize the funds received from this capital increase in order to increase the Company's turnover and asked the Company to explain the details thereof.

The Chairman assigned Mr. Piya Yodmani to answer the above questions.

Mr. Piya Yodmani explained to the Meeting that, for this year, the Company will have more domestic routes. However, since Thai passengers like to travel during the day, in order to make the most benefits and to lower the cost, the Company will increase the flights during the night, aiming at the passengers from People's Republic of China, the aviation of which is not limited by the International Civil Aviation Organization (ICAO) and the Company is trying to early terminate the lease contracts of many old aircraft to

fulfil the utilization rate. The new aircraft of the Company will have better the utilization rate or flying hours as well. Moreover, the Company will improve the sales of the products by offering more choices to the customers in order to generate more income other than the income gained from flying. It is expected that the aforementioned operation plan will cause the Company's turnover to increase.

A shareholder questioned that why there are no warrants to purchase the ordinary shares of the Company offered in this capital increase and whether the Company will receive sufficient amount of funds from this capital increase.

The Chairman assigned the financial advisor to answer the above questions:

Mr. Lec Sicoravitt, the financial advisor, explained that the determination of the number of newly-issued shares is in accordance with the operation plan of the Company which needs to use the additional funds in the approximate amount of Baht 1,700 million. Therefore, there is no offer of any warrants together with the offer of newly-issued shares in this time and the offering price of shares is quite cheap as well.

Mr. Kraiwal Katawanich, a shareholder attending the Meeting in person, suggested that the Company create credibility of the Company, especially towards passengers of the Company's airline, whereby the Company should improve the services, e.g. providing information in relation to travelling, sequence of entrance to aircraft, and etc.

The Chairman accepted the suggestions and asked the shareholder to kindly question or suggest in relation to the operation of the Company with the executive team of the Company after the Meeting.

The shareholder questioned as follows:

1. As the Company explained that there will be expansion of routes to People's Republic of China , and according to the annual report of the Company, it is specified that the charter flights to People's Republic of China will increase approximately 20-30 per cent. Therefore, it is questioned whether these flights are the normal flights.
2. As the explanation of the statements of financial position of the Company in the second quarter specifies that the fuel cost of the Company increased due to the higher price of fuel and the collection of tax fuel by the Excise Department. However, according to the Management discussion and analysis of other company, it is specified that the fuel tax is collected from passengers, not the airline companies.

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Ms. Suporn Patumsuwanwadee, the shareholder attending the Meeting in person, suggested that the welfare and remuneration of the directors be reduced and wished the Company to additionally explain about the financial plan of the Company.

The Chairman explained to the Meeting that such questions are in relation to the operation of the Company and asked the shareholder to kindly question or suggest such matter with the executive team of the Company after the Meeting.

Mr. Hangchai Akkawasakul, representative from Thai Shareholder Association, opined that after the completion of capital increase, the Company's nationality may be changed due to the fact that there might be foreign shareholders in the Stock Exchange of Thailand purchasing the Company's shares.

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 before declaring the Extraordinary General Meeting of Shareholders No. 1/2017 duly adjourned.

The Meeting adjourned at 11.10 hrs.

Sign _____ -Patee Sarasin-

(Mr. Patee Sarasin)
Chairman of the Meeting

Sign _____ -Sunun Witthawatpongton-

(Miss Sunun Witthawatpongton)
Minutes Recorder and Company Secretary