



(Translation)

Bangkok Airways Public Company Limited

Criteria for Shareholders to Propose Agenda for Annual General Meeting Year 2017

Objective

Bangkok Airways Public Company Limited (the "Company") realizes the importance of shareholders and the practice of good corporate governance, with the objective for shareholder to receive the equitable treatment. The Company therefore gives the opportunity to shareholders to participate in proposing any issue which is important and appropriate to incorporate as the agenda of the Company's Annual General Meeting year 2017 (AGM), and to propose a knowledgeable, qualified and suitable candidate to be considered as the Company's director. The Board of Directors will then consider and prepare to incorporate such proposed issue as an agenda of the AGM 2017.

Criteria and Guidelines in Proposing AGM 2017 Agenda

1. **Qualification of Shareholders** wishing to propose an AGM agenda; details are as follows.
 - 1.1 Be the Company's shareholders, one shareholder or a group of shareholders.
 - 1.2 The shareholders holding company shares, **collectively not less than 10,500,000 shares or 0.5%** of the Company's issued and paid-up capital
 - 1.3 The shareholders holding company shares continuously as specified in 1.2 and after listing of Company with SET to the date the shareholder proposes the agenda or director nominee.
2. **Conditions in Proposing Annual General Meeting Agenda**
 - 2.1 The shareholders have to submit the proposing AGM agenda in hand writing and signed by the shareholder, by using the form available on the Company's website. If it is a group of shareholders who want to propose an agenda, every shareholder has to fill out and sign the form and send it together in one set.
 - 2.2 The shareholders proposing an AGM agenda have to identify their name, last name, address, contact number, and the number of shares held as at the proposed date; then complete all other required details.
3. **Process for proposing an agenda**
 - 3.1 General Agenda
Indicate the heading of the agenda together with details and reasons.
 - 3.2 Agenda for proposing a candidate to be considered for the position of the Company's Director
Indicate details of the candidate as required in the form (available on the Company's website) The candidate must have all required qualifications and does not have any forbidding qualifications as per rules and regulations stipulated by Public Company Act B.E. 2535, the Securities and Exchange Act B.E.2535 (update), Securities and Exchange Commission, Thailand, The Stock Exchange of Thailand and the Company's Articles of Association.
4. **Period of proposing agenda**

From December 20, 2016 - February 2, 2017 (45 days)



5. The documents required for proposing the AGM 2017 agenda

5.1 Shareholders have to submit the original AGM proposal form signed by shareholders and all required documents for consideration:

- Evidence of shareholding of each shareholder jointly proposing the agenda, such as certification letter of number of shares held by each shareholder which are issued by securities companies, or documents issued by the Thailand Security Depository Co., Ltd., or the Stock Exchange of Thailand or custodian showing number of shares held, or copy of share certificate, certified true copies by such shareholders.
- The following documents of each shareholders jointly proposing the agenda:
 - a) **Individuals:** Copy of valid identification card / passport (in case of non-residents), certified true copy.
 - b) **Juristic persons:** Copy of the Company's affidavit issued within one month by Department of Business Development, Ministry of Commerce or other related agencies, and copies of valid identification card or passport (in case of nonresidents) of authorized signatories, certified true copies by such authorized signatories.
- A consent letter from such candidate and relevant documents including evidence of education, training, work experience, and number of company's shareholding certificate.

5.2 The shareholders have to submit all the required documents specified in item 5.1 above by registered mail **within 2nd February 2017** to the following address:

Company Secretary
Bangkok Airways Public Company Limited
19th Floor, No. 99 Mu 14, Vibhavadi Rangsit Road,
Chom Phon, Chatuchak Bangkok 10900

6. Consideration of the incorporation of the proposed agenda as an AGM agenda

6.1 General Agenda: The company secretary will gather all the proposing agenda from the shareholders and forward the matter to the Board of Directors for consideration.

6.2 For agenda proposing a candidate for the position of Company's director, the nomination and remuneration committee will consider the qualification of the candidate before forwarding the matter to the Board of Directors.

The company will inform the resolution of the Board of Directors. If the Board of Directors approves the proposal, the company will include such proposal as an AGM 2017 agenda.

The decision of the Board of Directors on such matter is deemed final. The Company reserves the right to consider the proposals which are complete with comprehensive supporting documents, and are in accordance with the above criteria. The proposed issues must be beneficial to the Company and overall shareholders and in accordance with related rules and regulations.

Enclosed; - The Agenda proposing form
 - Consent Form



(Translation)

Agenda Proposal Form for Annual General Meeting for year 2017

Date _____

1. General Information

First - Last Name (Mr., Mrs., Miss) / Company _____

Juristic person please specify contact person _____

Address:

No. _____ Building _____ Moo _____

Soi _____ Road _____ Sub-district _____

District _____ City _____ Postal Code _____

Country _____ Telephone _____ Fax _____

Email _____

2. Number of shares held _____ shares

3. Proposed agenda:

3.1 General agenda For acknowledgement For consideration

Agenda name _____

Detail of agenda _____

3.2 Agenda proposing a candidate to be considered for the position of Company's director

(please provide the biography of candidate) requires documents as follows:

1. First / last name
2. Passport size photo
3. Copy of valid identification card certified true and correct
4. Present position / Company
5. Evidence of education
6. 5 years work experience (position/ department/ company)
7. Number of company shares held
(Including the related this is spouse and minor children)
8. A consent letter from such candidate (available from the website)
9. To propose a candidate to be considered for the position of Company's Independent director, the candidate has to qualified as the definition of the Company's Independent Director (as the attachment)



4. Required documents for proposing agenda AGM 2017

4.1. Evidence of shareholding by each shareholder jointly proposing the agenda, such as certification letter of number of shares held by such shareholder issued by securities companies or documents issued by the Thailand Security Depository Co., Ltd., the Stock Exchange of Thailand or custodian showing number of shares held, or copy of share certificate, certified true copies by such shareholders

4.2. The following documents of each shareholder jointly proposing the agenda

- Individuals: Copy of valid identification card / passport (in case of non-residents), certified true copy
- Juristic persons: Copy of the Company's affidavit issued in less than one month by Department of Business Development, Ministry of Commerce or other related agencies, and copies of valid identification card or passport (in case of non-residents) of authorized signatories, certified true copies by such authorized signatories.

4.3. The documents specified in item 3.2 above (in case of proposing a candidate to be considered for the position of Company's director).

4.4 Relevant documents (if any)

I hereby certify that the above information and relevant documents enclosed with this form are correct and complete and are true. I hereby give my permission to the Company to disclose such information and supporting documents.

Shareholder's Signature

()

Shareholder's Signature

()



Attachment

Definition of the Company's Independent Director

The Company has defined the qualification of "Independent Director" which is follow the criteria set by the Capital Market Supervisory Board as follows:

1. Holding not more than 1.0 % of the Company's shares with voting rights, or that of any subsidiary company, associated company, major shareholder or controlling person of the Company, which shall be inclusive of the shares held by any related person of such independent directors;
2. Neither being nor having been an executive director, an employee, a staff member, an adviser who receives a regular salary, or a controlling person of the Company, subsidiary company, associated company, subsidiary company at the same level, major shareholder or controlling person of the Company, unless the foregoing status has ended for more than 2 years;
3. Not being a person related by blood or registration under law, such as father, mother, spouse, sibling, or child, including the spouse of a child, of any executive, major shareholder, controlling person or person to be nominated as an executive or a controlling person of the Company or subsidiary company;
4. Neither holding nor having held a business relationship with the Company, subsidiary company, associated company, major shareholder or controlling person in the manner which may interfere with his independent judgment, and neither being nor having been a substantial shareholder or a controlling person of any person having business relationship with the Company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing relationship has ended for more than 2 years.
5. Neither being nor having been an auditor of the Company, subsidiary company, associated company, major shareholder or controlling person and not being a substantial shareholder, controlling person or partner of an audit firm which employs auditors of the Company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing relationship has ended for more than 2 years;
6. Neither being nor having been any professional adviser including legal adviser or financial adviser who receives an annual service fee exceeding Baht 2 million from the Company, subsidiary company, associated company, major shareholder or controlling person, and not being a substantial shareholder, controlling person or partner of the professional adviser, unless the foregoing relationship has ended for more than 2 years;
7. Not being a director who has been appointed as a representative of the Company's director, major shareholder, or shareholder related to major shareholder;
8. Not undertaking any business the nature of which is the same as that of the Company or subsidiary company and which, in any material respect, is competitive with business of the Company or subsidiary company or not being a substantial partner in the partnership, a director who is involved in the management, an employee, a staff member, an adviser who receives a regular salary or a shareholder holding more than 1 percent of shares with voting rights of a company undertaking any business the nature of which is the same as that of the Company or subsidiary company and which, in any material respect, is competitive with business of the Company or subsidiary company;
9. Not having any characteristics that prohibit the expression of independent opinion towards the Company's business undertakings.



Consent Form

Date _____

I, Mr./Mrs./Miss _____ which is a candidate proposed to be considered for the position of Company's director by _____ ("the Shareholders"), hereby consent to the Shareholders' proposal, and hereby agree to accept the position of Company's director, if elected in the Annual General Meeting.

I hereby certify that my qualifications and details as specified by the Shareholders, including all supporting documents enclosed with this form are correct, complete and true. I also hereby certify that I possess the required qualifications and do not possess the prohibiting qualifications in accordance with Securities and Exchange Act, rules and regulations for companies with securities listed on the Stock Exchange of Thailand, Public Company Act and the Company's articles of association.

() Proposed Candidate's Signature

****This form is for the agenda to propose a candidate to be considered for the position of Company's director only****