

## TRANSLATION

### **Annual General Meeting of Shareholders 2018 Bangkok Airways Public Company Limited**

---

#### **Date, Time and Place**

The 2018 Annual General Meeting of Shareholders of Bangkok Airways Public Company Limited (the “**Company**”) was held on 18 April 2018 at 14.00 hours, at Miracle Grand Convention Hotel, No. 99 Kamphaeng Phet 6 Road, Talad Bangkhen, Laksi, Bangkok.

#### **Preliminaries**

Khun Tresarun Sitakalin, The Company’s Secretary, (“Khun Tresarun”) invited Air Chief Marshal Kaset Rojananil, (“ACM Kaset”) Chairman of The meeting, to address his opening remarks for the Annual General Meeting of Shareholders in 2018.

ACM Kaset, Chairman of the meeting, introduced himself and extended a thankful word to the shareholders and relevant stakeholders who were present at the meeting. Afterwards, he authorized Khun Pradit Theekakul, Director and Executive Officer (Khun Pradit) to conduct the meeting on his behalf.

Khun Pradit informed the meeting that the Company has a registered and paid up capital of 2,100 million Baht, divided into 2,100 m common shares, par value at 1 Baht per share. Record Date has been established to determine shareholders who are eligible to attend Annual General Meeting (AGM) of shareholders 2018 on 9 March 2018

On the day of the meeting 200 shareholders were present in person, representing 789,100,664 shares, and 282 shareholders attended by proxy, representing 946,897,711 shares. Total number of participants to the meeting = 482, representing a total of 1,735,998,375 shares or equivalent to 82.666% of total issued shares which constituted a quorum pursuant to the law and the No. 29 of the Company’s Articles of Association – that no less than 25 shareholders and shareholders represented by proxy must be present in the meeting or not less than 50% of total shareholders holding no less than one third of total issued shares.

Khun Pradit then introduced Directors, Executive Officers and advisors present at the meeting.

**Directors present**

1	Air Chief Marshal Kaset	Rochananil	Chairman
2	Khun Prasert	Prasarttong-Osoth	Vice Chairman/ Chief Executive Officer
3	General Vichit	Yathip	Independent Director / Audit Committee / Chairman of Nomination and Remuneration Committee
4	Khun Sripop	Sarasas	Independent Director/ Chairman of the Audit Committee / Nomination and Remuneration Committee
5	Khun Somboon	Kitiyansub	Independent Director / Chairman of the Corporate Governance Committee / Nomination and Remuneration Committee
6	Khun Puttipong	Prasarttong-Osoth	Director/ Executive Officer/ President
7	Khun Saharatna	Benyakul	Independent Director/ Audit Committee/ Corporate Governance Committee
8	Khun Ariya	Prasarttong-Osoth	Director / Corporate Governance Committee
9	Khun Narumon	Noi – am	Director
10	Khun Anawat	Leelawatwatana	Director/Executive Officer
11	Khun Pradit	Theekakul	Director/Executive Officer

Khun Pradit Theekakul informed the meeting that one of the Directors, Pol. Lt. Gen. Visanu Prasarttong-Osoth, was unable to attend the meeting due to an urgent official assignment.

**Executive Officers present**

- |                  |             |  |
|------------------|-------------|--|
| 1. Khun Tresarun | Sitakalin   | Company Secretary                              |
| 2. Khun Weerawan | Boonsom     | Director – General Accounting                  |
| 3. Khun Kasama   | Thassanasri | Director – Network Planning and Route Research |

**Auditors from EY Office Limited**

- |                   |              |         |
|-------------------|--------------|---------|
| 1. Khun Rungnapa  | Lerssuwankul | Auditor |
| 2. Khun Panyaporn | Waitayangkul | Auditor |
| 3. Khun Issara    | Petchmeun    | Auditor |

**Legal Advisor from Veerawong, Shinawatana and Partners Company Limited**

- |                  |                 |               |
|------------------|-----------------|---------------|
| 1. Khun Weeranut | Tammavaranuklor | Legal Advisor |
|------------------|-----------------|---------------|

Khun Pradit added that for this AGM the Company provided an opportunity for shareholders to propose subjects to be included in the agenda and also propose candidates to be considered for appointment as Board of Directors during period from 22 December 2017 to 6 February 2018 but no shareholder proposed any agenda or candidates for appointment as directors.

Khun Pradit authorized Khun Tresarun informed the meeting about voting, vote counting procedures including procedures for posting inquiries and expressing opinion as follows:

**Voting**

1. Casting of vote. One share is equal to one vote. Each shareholder is entitled to voting right according to the number of shares held or given under proxy. Share holder can vote to approve, disapprove or abstain from voting for each agenda according

to the number of shares held or given under proxy by using ballot card given at Registration Desk.

2. To speed up the implementation of each agenda item, casting of votes for each agenda, the company will ask whether anyone disagrees or abstains and please tick the box to disapprove or abstain on the ballot card and raise their hands so an officer could collect their ballot cards. If the shareholder wants to amend the ballot card please cross out the unwanted part and affix the signature.

3. Votes are counted only for agendas under consideration and agenda to adopt minutes of the meeting.

4. Casting of votes for each agenda, except Agenda 4.3. Approval and re-election of Directors to replace Directors who completed terms of office, to be explained in due course. In the event that no shareholders disapproved or abstained from voting, it will be considered that shareholders agreed to or approved of the proposed agenda according to voting rights of shareholders. Shareholders who disapproved or abstained from voting are requested to put a mark in the ballot card.

5. According to the Company Article of Association No. 30 concerning voting procedures that normally the resolution is determined by majority votes of shareholders present and cast their votes, one share equals one vote. If the Approved and Disapproved votes are equal, Chairman of the meeting shall cast a deciding vote.

6. Shareholders who wish to leave early or not present in the meeting room when any agenda is being considered but wish to exercise their right to vote can do so by marking their ballot card and hand it over to Company staff at the door before leaving the meeting room.

To ensure transparency in counting the votes, the Company has appointed Khun Kulnisha Srimontien, Legal Advisor from Veerawong, Shinawatana and Partners Company Limited, to act as witness when votes are counted.

### **Posting Inquiries and Expressing Opinions**

1. Prior to voting for each agenda, the Chairman through person conducting the meeting shall provide an opportunity for participants of the meeting to make inquiries on issue relevant to that agenda. Shareholder or proxy of shareholder who wishes to post

inquiries or express opinion is requested to go to the front of the stage and use the microphone to speak.

2. When permitted by the Chairman through person conducting the meeting, the said shareholder should give his name and surname to the meeting, and proxy of shareholder should give name of shareholder who authorized him to act as proxy, before making any inquires or suggestions so that suggestions, queries and responses could be summarized and recorded in minutes of the meeting.

3. Shareholders who have questions or suggestions that are irrelevant to current agenda are requested to ask questions or make suggestions during the agenda for other matters, scheduled toward the end of the meeting. Shareholders are requested to cooperate by asking questions briefly, without repeating similar issues so that other shareholders or proxy of shareholder can exercise their rights and the meeting can proceed as scheduled. To avoid disturbing other shareholders, participants are requested to refrain from using mobile phone or change alert mode of incoming calls from ring tone to vibration.

Khun Tresarun Sitakalin, The Company's Secretary, ("Khun Tresarun") invited Khun Pradit to conduct the meeting on his behalf.

Khun Pradit then provided an opportunity for shareholders to make further inquiry regarding voting and vote-counting procedures including procedures for posting inquiries and expressing opinions. As there was no further inquiry on the said subjects, the meeting proceeded according to following agendas.

### **Agenda 1**      **Matter presented by the Chairman for information**

ACM Kaset informed the meeting about two following agendas.

1. The Company is the first airline in Thailand that has passed the inspection and received a new certificate as an air transport carrier that operates to the standard of the International Civil Aviation Organization (ICAO) from the Civil Aviation Authority of Thailand (CAAT) on February 27th, 2017.

2. The Company received the World’s Best Regional Airline Award and Asia’s Best Regional Airline Award from Skytrax World Airline Award in 2017. These awards have already been bestowed upon The Company for three consecutive years.

**Agenda 2**      **Adopt minutes of Annual General Meeting (AGM) of Shareholders, on 18 April 2017**

Khun Pradit proposed to the meeting to consider and adopt minutes of AGM of Shareholders, held on 12 April 2017 details can be found in minutes of meeting sent to shareholders together with invitation to the meeting (Attachment 1).

Khun Pradit gave an opportunity for shareholders to ask questions or comment. As no shareholder asked further questions or made any comments, he requested the meeting to consider the approval of minutes of AGM of Shareholders 2017, held on 18 April 2017. For this agenda the resolution must be supported by majority votes of shareholders present at the meeting and cast their votes.

**Resolution**    The meeting considered and resolved to adopt minutes of AGM of Shareholders 2017, held on 12 April 2017 detailed as presented with the following votes:

<b>Resolution</b>	<b>Total votes 1 share = 1 vote</b>	<b>Percentage of total votes of shareholders present at the meeting and cast their votes</b>
Approved	1,736,058,212	99.9999
Disapproved	323	0.0000
Abstained	29,000	-
Voided	-	-

Note:

1. For this agenda, resolution must be supported by majority votes of shareholders present at the meeting and cast their votes.
2. For this agenda, total votes of shareholders present at the meeting and proxy of shareholders = 1,736,087,535

3. For this agenda, total votes of shareholders present and the meeting and cast their votes = 1,736,058,535

**Agenda 3**      **Matters proposed for information**

**Acknowledge the Board of Director's Annual Report 2017**

Khun Pradit requested Khun Puttipong Prasarttong-Osoth, President of the Company (Khun Puttipong) to report for this agenda. Khun Puttipong presented a summary of the Company Performance Report 2017 as follows:

- Overview aviation industry in 2017. Revenue Passenger Kilometer (RPK) of all regions worldwide increased by 7.6% while Available Seat Kilometer (ASK) increased by 6.3%.
- The overall tourist arrivals to Thailand have constantly grown since 2015. In that year, the number grew by 21% when compared to a year before, while the number of passengers of The Company saw an 8% growth for the same period. In 2016, the number of tourist arrivals increased by 9%, while the number of passengers of The Company grew by 10%. In 2017, the number of tourist arrivals increased by 9%, while the number of passengers of The Company grew by 5%. In 2018, the number of tourist arrivals is expected to increase by 6%, and the number of passengers of The Company is expected to increase by 7%.
- Comparing numbers in 2017 to 2016, The Company's total passengers increased by 5%; the Revenue Passenger Kilometres (RPK) increased by 9%; the total passenger revenue declined by 10%; the seat capacity increased by 6%; the Available Seat Kilometres (ASK) increased by 10%; The Company's total revenue increased by 7%; the Load Factor declined by 0.7%; and the yield declined by 9%.
- The Company's total net profit in 2017 decreased 54%.

**New routes:** The Company has launched new international routes from Bangkok to Phu Quoc four flights a week. Phu Quoc is one of Vietnam's emerging tourist island destination situated in the southern part of the country, in the Gulf of Thailand. The Company also penetrated into the Chinese market by launching seven-weekly flights from Samui to Guangzhou and three-weekly flights from Samui to Chongqing.

### **Increased frequencies**

The Company increased frequencies in several domestic and international routes:

- Bangkok – Danang from 4 to 7 weekly flights
- Chiang Mai – Mandalay from 4 to 7 weekly flights
- Chiang Mai – Mae Hongsorn from 10 to 14 weekly flights

**Cancelled** operate Bangkok - Dhaka

**Fleet Expansion:** At end of 2017 total number of aircraft in the Company's fleet is 38,

The fleet consists of the follow aircraft types.

- Airbus A319	-	14
- Airbus A320	-	9
- ATR72-600	-	9
- ATR72-500	-	6

The Company has delivery plans for four new ATR72-600 aircraft coming up between the last quarter of 2018 and the first quarter of 2019.

**Hubs:** Suvarnabhumi International Airport, Samui International Airport, Chiang Mai International Airport and Phuket International Airport

### **Cooperation from airline partners**

The Company has already had code-share agreement with altogether 23 airline partners. Three of which coming in during 2017 are as follows.

- Xiamen Airlines
- Hong Kong Airlines
- Vietnam Airlines

In 2018, The Company will have two additional code-share partners namely Israel Airlines and Oman Air. This will make a total of 25 airline partners altogether.

### **Airport Activities in 2017**

Samui International Airport: flights in and out average 41 flights per day.

Sukhothai Airport: flights in and out average 3 flights per day.

Trat Airport: flights in and out average 3 flights per day.

## **The Company's related projects**

**Samui Airport** – The Company has a plan to improve and expand the airport vicinity to better accommodate passengers. Currently, the landscape design has already been done and the project is pending approval from the related officials such as the Environmental Impact Evaluation Bureau.

**Sukhothai Airport** – The Company planned to build a hangar to service the aircraft that belong to The Company and those from the other airline operators. This project's structural design remains underway, while the construction phase is expected to begin in either the third or fourth quarter of 2018.

**Domestic and International Airport Projects** – They are pending approval from the relevant government officials.

## **Airport-related businesses**

### **1. In-flight Catering**

In 2017, Bangkok Air Catering had a 25% market share, serving a total of 24 airline clients, 10.2 million meals produced with 1% increase. On a daily basis, 28,038 meals were produced with 1% increase. The BAC's expansion at Phuket International Airport was completed in the third quarter of 2017.

Gourmet Primo Co., Ltd. is a company that supplies food products to BAC or other relevant businesses such as restaurants, and hotels. This company has started to operate since the last quarter of 2017.

BAC planned to further expand its operation base at Chiang Mai Airport with 360 Million Baht budget. This expansion phase is expected to complete by the end of 2018.

### **2. Ground Service & Cargo Businesses**

The Ground Service business is run by BFS Ground or Bangkok Flight Services, a joint-ventured company between Bangkok Airways PCL and Worldwide Flight Services Co., Ltd. In 2017, this company has a 56% market share, serving a total of 74 airline clients with a total of 68,356 flights with 8% increase.

The Cargo business is run by WFSPG Cargo. In 2017, this company has a 49% market share, serving a total of 67 airline clients. Total weights carried were 402,297 tonnes, an increase of 6%.

**Main report of the company in the consolidated financial statement for the year 2017, compared with 2016**

- Total assets decreased 3.9%
- Total liabilities increased 4.4%
- Total shareholders decreased 11.3%

Statement of comprehensive income

- Total revenues increased 6.5 %,
- Total expenses increased 14.1%
- Total profit before tax deduction decreased 30.03 %

Profit and Loss Statement

- Tax expense from income tax payment decreased 49.8 %
- Net profit in 2017 decreased 53.9 %
- Earning per share decreased 54.8%

Cash Flow statement

- Total Cash Flows from operating activities decreased 78.2%
- Cash Flows from investment activities increased 498.4 %,
- Cash Flows from financing activities increased 32.7 %,

The Company would like to present a report on utilization of proceeds from IPO on 31 December 2017 is as follows:

<b>Description</b>	<b>Project Fund to be utilized (million Baht)</b>	<b>Fund utilized up to Dec 31, 2017 (million Baht)</b>	<b>Remaining Balance (million Baht)</b>
1. For fleet expansion and/or replacement of existing aircraft	6,000	4,645	1,355
2. Purchase of engines, spare parts and equipment for the fleet	1,500	1,423	77
3. Construction and improvement of aircraft and equipment maintenance hangars	1,600	-	1,600
4. Improvements at Samui Airport	1,200	398	802
5. Construction and improvement of airport	2,000	-	2,000
6. Working capital	298	298	0
<b>Total</b>	<b>12,598</b>	<b>6,764</b>	<b>5,834</b>

### **Corporate Social Responsibility Activities**

1. The Carbon Footprint Project – The Company has been certified by Thailand Greenhouse Gas Management Organization for its hangar operations at Don Muang International Airport, Sukhthai Airport, and Trat Airport.
2. The Education-Related Projects – The Company is determined to support needy school kids through projects such as Bangkok Airways Youth Art Camp, and English Club with Bangkok Airways.
3. The Waste Segregation Project – The Company aims to create awareness in proper waste dumping.
4. The Samui Water Conservation Project

### **Awards**

- The company won the World’s Best Regional Airline and the Best Regional Airline in Asia from SKYTRAX World Airline Award 2017.
- The company won the Boutique Airline Award for the Best Full-Service

Carrier in Asia Pacific from the Air Transport Award 2017 by the Transport News Magazine, a leading magazine in transport and logistics industry from the UK. The award winners were considered by a judging committee, a satisfaction survey of the Transport News' website members, and experts in the transport industry. This year's Air Transport Award was organized in an honor of companies or individuals that have shown an outstanding business performance.

- The company won the Annual Best Travel Brand in 2017 by Smart Travel Asia. This achievement includes winning in three award categories namely Top Ten Airline Overall – Worldwide, Top Five Best in Cabin Service – Worldwide, and Top Ten Airport – Worldwide. Smart Travel Asia is an Asia's leading website and online magazine about tourism. The annual survey for the tourism and service category was conducted from opinions of multi-million tourists from around the world.

- The company won the Best Regional Airline in 2017 by the 28th TTG Travel Awards, an annual award bestowed in an honor of individuals and corporates in the tourism industry that demonstrated outstanding business performance in various categories throughout the Asia Pacific Region.

### **Year Plan in 2018**

- The Company plans to expand flight routes to the CLMV countries and China i.e. Chiang Mai – Hanoi, Phuket – Yangon, Samui – Xi'an, Samui – Changsha.
- The Company will add more flight frequency on popular routes i.e. Bangkok – Chiang Mai, Bangkok – Samui, and Bangkok – Phuket.
- The Company aims to add on 4 – 5 more airline partners through code-share agreement.
- The Company will increase its fleet with delivery of two additional ATR72-600 aircraft and two additional AIRBUS A319 aircraft within 2018.
- The Company plans to convert all ATR aircraft in the fleet to the latest model series by 2019.

- Marketing-wise, The Company plans to create package using Bangkok as a selling point to connect traffic towards the neighbouring countries as well as attracting traffic from the neighbouring countries into Thailand.
- The Company will promote the secondary cities as destination for tourists.
- The Company will push sales campaign on the Boutique Series as well as organizing marathon events in five potential cities of The Company's flight routes.
- The Company will create musical events during the off season in order to generate traffic.
- The Company will continue to build the brand towards the world class level through airline partner by signing contract with the Borussia Dortmund Football Club to promote Thailand as a destination for German tourists.
- The Company plans to develop two new airports.
- The Company plans to expand two new in-flight catering facilities.
- The Company has acquired More Than Free, a Duty Free business, with a plan to make points of sale available at airports and on flights.

Khun Pradit gave an opportunity for shareholders to ask questions and comment which can be summarized as follows:

**Question** Khun Veerawat Jirasapanan, Shareholder

- 1) Due to The Company's high cost, the profit margin was subsequently shrunk. With activities in the year plan such as the delivery of four aircraft or the hangar construction project in Sukhothai being carried out, I'd like to know in which year the cost per revenue or per unit will begin to reduce?
- 2) How does The Company plan to invest or generate incomes from the IPO fund raised?
- 3) With a business loss, did the dividend come from profits of selling the BDMS shares or from elsewhere?

**Answer** Khun Anawat Leelawatwatana, Executive Director ("Mr. Anawat") explained that The Company earned approximately 12,000 Million Baht from the IPO which still remains because The Company must be careful with the spending. The Company's

Board of Directors takes into account the benefits of The Company; therefore, any decisions will only be made when the best deals in the market are offered.

About the delivery of the four aircraft; two of them are on operating lease, while the other two are on financial lease or in another word, on a bank's partial loan with an amount being paid up front and 12 years of paying instalment. The return from the IPO fund is deposited in a bank with 1 – 2% interest.

In 2017, the business turnover of The Company saw 846 Million Baht profit according to the consolidated financial statements. On the separated financial statement, The Company had 802 Million Baht profit. Part of the profit came from selling the BDMS shares.

**Question** Khun Rojana Jirawattana, Shareholder

- 1) Which routes that the Load Factors are low? What will The Company do to cope with it?
- 2) From the hiking oil price, a fuel hedging has been done by The Company to reduce risk. My question is how did The Company been affected with this situation?
- 3) How was The Company affected from the increased excise tax?
- 4) How does the lawsuit against Samui Airport case affect the business or the investment expansion?

**Answer** Khun Pradit explained that the lawsuit against Samui Airport didn't affect the business at all.

Khun Puttipong explained that the increased excise tax has affected the business for about 600 Million Baht. But due to the advance tickets sold, The Company has been unable to adjust the fare in relation to the higher tax. From the competition that's always been tough, it takes time for The Company to cope with it. However, we anticipate that the business management and the turnover will improve in 2018.

Regarding the fuel hedging policy of The Company, we're able to transact at least 50% and not over one year. Currently, The Company has averagely completed 60 – 70% transaction by advance buying until the third quarter of this year.

For the poor performing route on the Load Factor, Bangkok – Dhaka; The Company has already cancelled the operation on this route due to receding traffic popularity. Also, due to The Company's expansion of new routes, it's been difficult to maintain the Load Factor at a high level. However, The Company expects that the Load Factor on the newly introduced routes will gradually improve towards the future.

For the significant maintenance cost that affected the business was from the aircraft engine maintenance. There have been numerous engines that were called in for maintenance during 2017 – 2018 and the cost was apparently hefty. However, for the sake of passenger safety, which is The Company's priority; the maintenance was still required to carry on. The engine maintenance cost only incurs periodically. Once the maintenance is through, the aircraft can normally be at service for about 7 – 8 years.

**Question** Khun Luksana Nakprasert, Shareholder, complimented on the presentation at this years meeting with a suggestion on the font colour that couldn't be seen very clearly. She also had the following questions.

- 1) In 2017, how much was the bonus pay for the employees?
- 2) Requested details on expenses, if the hiking oil price is key variation that affects the cost.
- 3) Regarding the partial loan from a bank for the two additional aircraft delivery, what's the interest rate that The Company has to pay back? And whether will it affect the revenue?

**Answer** Khun Anawat explained that in the early 2017, the Excise Department announced the new levy on aircraft fuel for domestic flights which increased from 1% to 23%. Following the new tariff, there was another announcement on the calculation method from the cost or the volume of fuel to a calculation in Baht per litre at 4.7 Satang per litre excluding the VAT or the local tax. In all, The Company have thus been facing higher cost by approximately 5 Baht per litre. With the highly competitive situation, The Company couldn't adjust the fare to keep up with the cost. For the bonus pay in 2017, The Company paid the employees a one-month bonus.

**Question** Khun Anan Panthapaibul, Shareholder

- 1) The aircraft engines that have been sent to maintenance were only the engines from 2017 - 2018? Will there still be this maintenance cost for the following years?
- 2) With all airlines facing the same Excise tax and the hiking fuel cost issues, what strategy does The Company have to tackle these issues differently?
- 3) Regarding the IPO fund that remains, does The Company have any spending plans? For examples, on paying off the loan or buying the shares back?

**Answer** Khun Anawat explained that different airlines do have different strategy to tackle the issue of hiking fuel cost, because each airline has different group of clientele. However, a data study showed that the fuel cost that The Company spent on when compared to what other airlines spent wasn't any higher. As a matter of fact, the key destinations that have been playing a popular role to attract tourists and generating substantial revenue for The Company, have had the trend shifted, for instance the routes out of Samui Airport. This has caused quite a substantial impact to The Company.

Regarding the IPO fund, The Company has plans to spend on further developing the airports and expanding the business through fleet expansion. This also includes building new hangars for sustaining profits in a long run.

Khun Puttipong added on the engine maintenance part that once the engines have gone through such major maintenance, they will be able to serve the business up to 200,000 flight hours or averagely 7 – 8 years. There might also be some maintenance along the line but that will only be some general engine minor fitting.

**Question** Khun Hungchai Akkawassakul, Shareholder attending on behalf of Thai Shareholder Club under the Thai Shareholder Association.

- 1) The Company should promote the ability of employees to reconcile their employees.
- 2) Will the airport expansion plan impede the aircraft operation as in taking off and landing?

- 3) Will the untouched remaining fund rather causes a negative return in the sense of low interest rate or not worth any future investment or business expansion?
- 4) Regarding the fluctuating exchange rate, what does The Company do to evaluate the situation?

**Answer** Khun Pradit explained about the airport expansion plan that it wouldn't obstruct any take-off and landing of aircraft. The operation can still be done as usual.

Khun Puttipong further explained that the expansion plan will only be the passenger area, not the runway. So, this will not affect the aircraft operation as concerned.

The Company always closely monitors the currency exchange rate. That's because not only does the currency issue affect the revenue, but it also affects The Company's expense as well.

Khun Pradit gave an opportunity for shareholders to ask questions or comment. As no shareholder asked further questions or made any comments, he requested permission to close the agenda. As this agenda is a report for information and no voting is required, he concluded that the meeting has acknowledged the report on payment of interim dividend

#### **Agenda 4 Proposed for consideration and approval**

##### **Agenda 4.1. Approval of Financial Statements, consisting of Statement of Financial Position and Statement of Comprehensive Income ended on 31 December 2017**

Khun Pradit invited Khun Anawat Leelawatwatana to present a report for this agenda.

Khun Anawat proposed to the meeting to consider and approve Financial Statement consisting of Statement of financial position and Statement of Comprehensive income ended on 31 December 2017. He explained that Consolidated financial Statement and Separate Financial Statements had been audited by accredited

auditors who are of the opinion that they are correct in accordance with generally accepted accounting standard and expressed opinion unconditionally.

### Summary of Financial Statements for the year 2017

Description	Consolidated Financial Statements (Million Baht)	Separate financial statements (Million Baht)
Total Assets	57,941.59	53,690.46
Total liabilities	29,556.00	27,123.79
Total Shareholders' Equity	28,385.59	26,566.67
Total income	28,493.35	26,065.94
Total Expenses	26,151.24	23,151.18
Net profit	846.36	802.72
Earnings per share (Baht)	0.38	0.38

### Management Discussion and Analysis of Financial Statement and Performance

Statement of financial position according to consolidated financial statement, ended on 31 December 2017, shows that the Company has total assets of 57,942 m Baht, decreased 2,347 m Baht from 2016 or decreased 3.9%; total liabilities 29,556 m Baht, increased 1,256 m Baht or 4.4%; total Shareholder's equity 28,386 m Baht, decreased 3,603 m Baht from previous year or decreased 11.3%.

Statement of income according to consolidated financial statement shows the Company has a total income of 28,493 m Baht, increased 1,727 m Baht or 6.5%; total expenses 26,151 m Baht, increased 3,230 m Baht or 14.1%. This year the Company generated a profit, before finance expense and income tax, of 3,158 m Baht, decreased 30%. Total expense on income tax including one item on adjustment of tax for juristic person (refer to different methods to calculate tax used BOI and Revenue Dept) = 472 m Baht. As a result the Company generated net profit of 846 m Baht, when compared to profit generated in previous year the difference is 991 m Baht or decreased 53.9%. Earning per share equals to 0.38 Baht.

Cash Flow statement. In 2017, the Company Cash Flow statements are divided according to type of activities as follows

Cash Flows from operation activities	762 m Baht, decreased 78.2%
Cash Flows from investment activities	2,690 m Baht, Increased 498.4%
Cash Flows from financing activities	2,959 m Baht, Increased 32.7%

Statement of financial position according to Separate financial statement, ended on 31 December 2017, shows total assets of 53,690 m Baht, decreased 5%; total liabilities 27,123 m Baht, increased 1.6 %; total Shareholder's equity 26,566 m Baht, decreased 10.8%.

Statement of income according to Separate financial statement 2017, the Company has a total income of 26,066 m Baht, or increased 5.8 %; total expenses 23,151 m Baht, increased 13.2%. This year the Company generated a profit, before finance expense and income tax, of 2,914 m Baht decreased 30.6 %;. Total expense on income tax including one item on adjustment of tax for juristic person (refer to different methods to calculate tax used BOI and Revenue Dept) = 304 m Baht. As a result the Company generated net profit of 802 m Baht , Earning per share equals to 0.38 Baht.

Cash Flow statement. In 2017, the Company Cash Flow statements are divided according to type of activities as follows

Cash Flows from operation activities	138 m Baht
Cash Flows from investment activities	4,141 m Baht
Cash Flows from financing activities	3,599 m Baht

Khun Pradit provided an opportunity for shareholders to ask questions or comment. As no shareholder has any other questions or comments, he requested the meeting to consider and approve Financial statements, consisting of Statement of financial position and Statement of comprehensive income ended on 31 December 2017. This agenda needs to be supported by majority votes of shareholders present at the meeting and cast their votes.

**Resolution:** The meeting considered and resolved to approve Financial Statement consisting of Statement of financial position and Statement of comprehensive income ended on 31 December 2017 with the following votes:

<b>Resolution</b>	<b>Total votes 1 share = 1 vote</b>	<b>Percentage of total votes of shareholders present at the meeting and cast their votes</b>
Approved	1,735,135,213	99.9510
Disapproved	850,323	0.0489
Abstained	359,900	-
Voided	0	-

- Note: 1) For this agenda, resolution must to be supported by majority votes of shareholders present at the meeting and cast their votes.
- 2) For this agenda, total votes of shareholders present at the meeting and proxy of shareholders = 1,736,345,436
- 3) For this agenda, total votes of shareholders present at the meeting and cast their votes = 1,735,985,536

#### **Agenda 4.2. Approval to allocate profit and payment of dividend**

Khun Pradit informed the meeting that the Company has established a policy on payment of dividend at minimum of 50% of net profit from separate financial statements after deducting income tax expenses and other reserves as required by the law and stipulated in the Company Article of Association. This rate may vary depending on expansion of the business, the need by the Company to use capital fund annually, or depending on other needs and necessities that the Board considered as appropriate. Payment of dividend must be approved at AGM of shareholders.

In 2017 the Company generated net profit as shown in Separate Financial Statements at 802,716,835 Baht, the Board considered as appropriate to propose at AGM of Shareholders for approval to allocate profit from 2017 operation result as follows:

- Approve payment of additional dividend for 2017 for total operation period in 2017, at 0.30 Baht per share, a total of 630,000,000. The dividend is paid to shareholders eligible to receive dividend and whose names are recorded on the list of

shareholders on Record Date 9 March 2018. The dividend is scheduled to be paid on 27 April 2018.

The Company has already allocated 10 % of the total registered capital of 210,000,000 Baht as a reserved fund in accordance with the law. Therefore, The Company is no longer required to allocate any more fund as indicated in the law.

Khun Pradit added that total dividend paid equals 78% of net profit in Separate Financial statement, after deduction of income tax of juristic person and deduction of all types of legal reserves. This rate is much higher than the rate prescribed in the Company's Policy for Payment of dividend. The Policy prescribed payment of dividend at rate not less than 50% which many vary depended on various factors for example business expansion, requirement of capital investment, other needs or suitability. The Board is required to consider rate of payment of dividend from operation result of each year as appropriate.

Khun Pradit provided an opportunity for shareholders to ask questions or comment. As no shareholder has any other questions or comments, he requested the meeting to consider and approve allocation of profit and payment of dividend. Resolution for this agenda must be supported by majority votes of shareholders present at the meeting and cast their votes.

**Resolution:** The meeting considered and resolved to approve allocation of profit and payment of divided according to the following votes:

<b>Resolution</b>	<b>Total votes 1 share = 1 vote</b>	<b>Percentage of total votes of shareholders present at the meeting and cast their votes</b>
Approved	1,736,263,813	99.9987
Disapproved	22,523	0.0012
Abstained	59,100	-
Voided	0	-

Note:

- 1) For this agenda, resolution must be supported by majority votes of shareholders present at the meeting and cast their votes.

- 2) For this agenda, total votes of shareholder present at the meeting and proxy of shareholders = 1,736,345,436
- 3) For this agenda, total votes of shareholders present at the meeting and cast their votes = 1,736,286,336

### **Agenda 4.3. Election of directors to replace those who retired by rotation**

Khun Pradit informed that Gen.Vichit Yathip, The Chairman of the Nomination and Remuneration Committee is the director who has to retire by rotation.

Khun Pradit invited Khun Sripop Sarasas, Independent Director/ Chairman of the Audit Committee /Nomination and Remuneration Committee (Khun Sripop) present a report for this agenda.

Khun Sripop informed the meeting that according to Public Company Limited Act B.E. 2535 (1992) (and amended version) and stipulated in the Company Article of Association, at each AGM, one third of directors shall retire by rotation. Directors retired by rotation in the first and second year after registration of the Company shall be elected by drawing lots. In subsequent years director who has held office longest shall retire. Directors retired by rotation in this case may be re-elected.

In the AGM 2018, directors who retired by rotation by drawing lots were:

- |                 |                   |          |
|-----------------|-------------------|----------|
| 1. Khun Prasert | Prasarttong-Osoth | Director |
| 2. Gen. Vichit  | Yathip            | Director |
| 3. Khun Narumon | Noi – am          | Director |
| 4. Khun Somboon | Kitiyansub        | Director |

In the selection process, the Board with endorsement from Nomination and Remuneration Committee (excluding those whose names had been nominated), jointly consider qualifications of nominees in various areas taking into account suitable qualifications, experience, expertise in many professions, leadership skill, farsightedness, high morality, excellent work record, ability to express opinion freely and past performance as Board Director.

Shareholders were given an opportunity to propose persons with suitable qualifications and without any prohibitions to be nominated as director in compliance with the criteria disclosed in the Company website on 22 December 2017 to 6 February 2018. However no one proposed any nominee.

The Board considered the case and agreed that the four directors possess suitable knowledge, skills and experience that would benefit operation of the Company. Therefore it is appropriate to propose to the AGM to re-elect all directors retired by rotation for a further term of office.

- |                 |                   |                                       |
|-----------------|-------------------|---------------------------------------|
| 1. Khun Prasert | Prasarttong-Osoth | Vice Chairman/Chief Executive Officer |
| 2. Gen. Vichit  | Yathip            | Independent Director                  |
| 3. Khun Narumon | Noi – am          | Director                              |
| 4. Khun Somboon | Kitiyansub        | Independent Director                  |

Information concerning nominees to be re-elected as directors for further term can be found in Attachment 3. Both Gen.Vichit and Khun Somboon was nominated to be an independent director and qualified as an independent director in accordance with the rules of the Securities and Exchange Commission And the Stock Exchange of Thailand. And re-elected directors will be eligible to receive remuneration at the rate approved in Agenda 4.4. The approval of the rate of remuneration will be proposed at this meeting.

Khun Pradit gave an opportunity for shareholders to ask questions or comment. As no shareholder asked further questions or made any comments, he asked the meeting to consider and approve re-election of directors for a further term of office.

For this agenda shareholders are requested to elect each director individually by voting either to Approve, Disapprove or Abstain from voting.

Officers will collect balloting cards from shareholders who disapproved and who abstained from voting first. Then the remaining ballot cards will be collected from other shareholders who approved the proposal.

Resolution for this agenda must be supported by majority votes of shareholders present at the meeting and cast their votes.

**First nominee. Khun Prasert Prasarttong-Osoth**

**Resolution.** The meeting resolved to approve re-election of Khun Prasert Prasarttong-Osoth as director for further term of office with the following votes.

<b>Resolution</b>	<b>Total votes 1 share = 1 vote</b>	<b>Percentage of total votes of shareholders present at the meeting and cast their votes</b>
Approved	1,734,407,995	99.8912
Disapproved	1,888,641	0.1087
Abstained	48,800	-
Voided	-	-

**Second nominee. Gen. Vichit Yathip**

**Resolution.** The meeting resolved to approve re-election of Gen. Vichit Yathip as director for further term of office with the following votes.

<b>Resolution</b>	<b>Total votes 1 share = 1 vote</b>	<b>Percentage of total votes of shareholders present at the meeting and cast their votes</b>
Approved	1,732,685,188	99.7920
Disapproved	3,611,448	0.2079
Abstained	48,800	-
Voided	-	-

**Third nominee. Khun Narumon Noi – am**

**Resolution.** The meeting considered and resolved to re-elect . Khun Narumon Noi – am as director for further term of office with the following votes.

<b>Resolution</b>	<b>Total votes 1 share = 1 vote</b>	<b>Percentage of total votes of shareholders present at the meeting and cast their votes</b>
Approved	1,732,682,388	99.7920
Disapproved	3,611,448	0.2079
Abstained	51,600	-
Voided	-	-

**Fourth nominee. Khun Somboon Kitiyansub**

**Resolution.** The meeting considered and resolved to re-elect Khun Somboon

Kitiyansub as director for further term of office with the following votes.

<b>Resolution</b>	<b>Total votes 1 share = 1 vote</b>	<b>Percentage of total votes of shareholders present at the meeting and cast their votes</b>
Approved	1,736,221,536	99.9959
Disapproved	70,100	0.0040
Abstained	53,800	-
Voided	-	-

**Agenda 4.4 Determination of remuneration and bonus for Board of Directors**

Khun Pradit invited Khun Sripop present a report for this agenda.

Khun Sripop informed the meeting that the Board with endorsement from Nomination and Remuneration Committee carefully considered various reasons to determine remuneration for directors such as market conditions, growth of the Company earnings and profit, total number of directors at present and deemed as appropriate to propose to the meeting to consider and approve the same rate of remuneration and bonus for directors as previous year details as follows:

- **Remuneration for Board of Directors**

Meeting allowance for directors

- Chairman 120,000 Baht per meeting
- Director 60,000 Baht per meeting

- **Bonus for directors**

Bonus for directors is calculated at the rate not exceeding 0.15 % of total income from Separate Financial Statement. in 2017 total 25 m baht.

- **Remuneration for sub committee**

<b>Executive Committee</b>	
- Chairman	120,000 Baht per month

-	Director (per person)	60,000 Baht per month
<b>Audit Committee</b>		
-	Chairman	60,000 Baht per meeting
-	Director (per person)	40,000 Baht per meeting
<b>Nomination and Remuneration Committee</b>		
-	Chairman	45,000 Baht per meeting
-	Director (per person)	30,000 Baht per meeting
<b>Corporate Governance Committee</b>		
-	Chairman	45,000 Baht per meeting
-	Director (per person)	30,000 Baht per meeting

Khun Pradit provided an opportunity for shareholders to ask questions and comment which can be summarized as follows:

**Question** Mr. Panya Kraitus, Shareholder, suggested that The Company should consider reducing the remunerations of the Executive Directors in response to the dwindling profits. He was in objection against offering the same remunerations for the Executive Directors as in 2017 due to the profit decline. He also suggested more promotion fares on each flight that seats are still empty.

Khun Pradit thanked shareholder for his recommendations which will be taken into consideration.

As no shareholder asked further questions or made any comments, he asked the meeting to consider and approve determination of remuneration and bonus for Board of Directors.

Resolution for this agenda must be supported by no less than two-thirds of the total votes of shareholders who attended the meeting.

**Resolution:** The meeting consider and resolved to approve determination of bonus and remuneration for the Board according to the following details:

<b>Resolution</b>	<b>Total votes 1 share = 1 vote</b>	<b>Percentage of total votes of shareholders present at the meeting</b>
Approved	1,732,651,465	99.7872

Disapproved	3,658,971	0.2107
Abstained	35,000	0.0020
Voided	-	-

**Notes:**

1. Resolution for this agenda must be supported by no less than two-third of total votes by shareholders present at the meeting
2. In this agenda total votes of shareholders present at the meeting and proxy of shareholders = 1,736,345,436

**Agenda 4.5 Appointment of auditors and determination of Audit fee for 2018**

Khun Pradit requested Khun Sripop to present a report of this agenda.

Khun Sripop explained that Audit Committee considered the appointment of auditors and determination of audit fee for 2018 then proposed to Board of Directors to consider and proposed the appointment of following candidates at AGM of shareholders:

- \* Khun Sophon Permsiriwanlop Certified Public Accountant No. 3182 or
- \* Khun Roongnapa Lertsuwankul Certified Public Accountant No. 3516 or
- \* Khun Pimjai Manitkajohnkit Certified Public Accountant No. 4521 or
- \* Khun Rossaporn Dejarkom Certified Public Accountant No. 5659 or
- \* Khun Summana Patpongsanon Certified Public Accountant No 5872

From EY Office Limited as auditors for 2018. One of the appointed auditors shall be responsible for conducting an audit of the Company's financial statements with comments as appropriate. If such certified auditor is unable to perform his/her assigned duties, then EY must arrange for another certified auditor to replace him/her. EY auditors are independent, possess satisfactory standard of performance, are fully qualified in compliance with the Company Article of Association, SEC and SET rules regulations and consistently demonstrated satisfactory performance. Moreover they have no relationship or interest with the Company, its subsidiary, management, major

shareholders or persons related to them whatsoever and requested approval to the proposal to determine remuneration for auditors in 2018 at 5,100,000 Baht.

Khun Pradit gave an opportunity for shareholders to ask questions or comment. As no shareholder asked further questions or made any comments, he asked the meeting to consider and approve appointment of auditors and determination of Audit fee for 2018

Resolution for this agenda must be supported by majority votes of shareholders present at the meeting and cast their votes.

**Resolution** The meeting considered and resolved to approve appointment of auditors and determination of Audit fee for 2018

<b>Resolution</b>	<b>Total votes 1 share = 1 vote</b>	<b>Percentage of total votes of shareholders present at the meeting and cast their votes</b>
Approved	1,732,043,165	99.7540
Disapproved	4,271,071	0.2459
Abstained	31,200	-
Voided	-	-

**Note:**

1. For this agenda, resolution must to be supported by majority votes of shareholders present at the meeting and cast their votes.
2. For this agenda, total votes of shareholders present at the meeting and proxy of shareholders = 1,736,345,436
3. For this agenda, total votes of shareholders present at the meeting and cast their votes = 1,735,314,236

**Agenda 4.6 To approve amendments to the Articles of Association of the Company**

Khun Pradit informed the meeting that there was an amendment of the Act of Public Limited Company, BE 2535 (inclusive of any additional amendments) Section 100 by the order of the National Council for Peace and Order item 21/2560: Amendment

of the law to facilitate the business operation which has been published in the Government Gazette, effective since April 4th, 2017. This amendment has caused The Company's current regulation number 26, which abided by the previous law, to become against the currently amended Act. Therefore, The Company is obliged to abide by the new law amendment by also amending The Company's regulation number 26 in the second paragraph and adding on the third and fourth paragraphs to be in line with the newly amended law. For this reason, The Company would like to seek approval from the Annual General Meeting of Shareholders in 2018 to consider amending the Articles of Association of the Company as the followings.

From "Number 26. The Board of Directors shall convene an annual general meeting of shareholders within the period of four months from the end of each accounting period.

General meetings of shareholders other than that as specified in the first paragraph shall be called extraordinary general meetings. The Board of Directors may call extraordinary general meetings whenever they think appropriate, or the shareholders holding shares in aggregate no less than one-fifth of the total number of issued shares, or shareholders in a number of no less than 25 persons holding shares in aggregate no less than one-tenth of the total number of issued shares, may, at any time, subscribe their names and clearly state the purpose in a letter requesting the Board of Directors to call an extraordinary general meeting. In this case, the Board of Directors shall call the shareholders meeting within the period of one month from the date of receipt of such letter from the shareholders.

Request to amend the second paragraph to "General meetings of shareholders other than that as specified in the first paragraph shall be called extraordinary general meetings. The Board of Directors may call extraordinary general meetings whenever they think appropriate, or any one or more shareholders holding shares in aggregate no less than 10 percent of the total number of issued shares, may, at any time, subscribe their names and clearly state the business and purpose in a letter requesting the Board of Directors to call an extraordinary general meeting. In this case, the Board of Directors

shall call the shareholders meeting within the period of 45 days from the date of receipt of such letter from the shareholders.”

Request to add on the third paragraph as “In case the Board of Directors fails to call for the meeting within such period under the second paragraph, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within 45 days as from the date of expiration of the period under the second paragraph. In such case, the meeting is deemed to be a shareholders meeting called by the Board of Directors and the Company shall be responsible for the necessary expenses as may be incurred in the course of convening such meeting and the Company shall provide reasonable facilitation.”

Request to add on the fourth paragraph as “In the case where, at the meeting called by the shareholders under the third paragraph, the number of the shareholders present does not constitute a quorum as prescribed by Article 29, the shareholders under the third paragraph shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting. ”

Khun Pradit gave an opportunity for shareholders to ask questions or comment. As no shareholder asked further questions or made any comments, he asked the meeting to consider and approve the amendments to the Articles of Association of the Company.

This agenda must be supported by no less than third-fourths of the total votes of shareholders who attended the meeting and entitled to vote.

**Resolution:** The meeting considered and approved the amendments to the Articles of Association of the Company

<b>Resolution</b>	<b>Total votes 1 share = 1 vote</b>	<b>Percentage of votes of shareholders who attended the meeting and entitled to votes</b>
Approved	1,736,229,813	99.9933
Disapproved	28,323	0.0016
Abstained	87,300	0.0050
Voided	0	-

**Notes:**

1. Resolution for this agenda must be supported by no less than third-fourths of the total votes of shareholders who attended the meeting and entitled to vote
2. In this agenda total votes of shareholders present at the meeting and proxy of shareholders = 1,736,345,436

**Agenda 5. Consideration of other matters**

No shareholder proposed any other matters to the meeting.

Khun Pradit then gave an opportunity for shareholders to ask questions and comment which can be summarized as follows:

**Question** Ms. Laksana Nakprasert, Shareholder, gave an opinion about the employees' bonus pay that she's in favour of it. However, The Company should reconsider paying bonus for the Directors. Regarding the air ticket benefits for the Board of Directors on page 124 of the Annual Report, she'd like to propose that the benefits should also be extended to the shareholders to help fill up the seats and revenue especially on the routes that are not performing well. Afterwards, she complimented on the presentation of the 2017 Annual Report, on the other hand, the presentation shown during the meeting still lack of clarity on some parts that are of significant matters. For this reason, she also suggested that The Company prepare necessary documents that require further details to be attached to the presentation next time. She continued with her questions as follows.

- 1) Was the high expense in 2018 because of excessive spending on business management?

**Answer** Mr. Puttipong replied that he would review on the business management cost again and would do our best if the cost can be managed from our internal factor point of view. Admittedly, there were also some expenses incurring beyond our expectation. Anyhow, The Company plans on increasing airfares on some routes in order to extend our profit margins through the ticket sales.

Regarding the air ticket benefits for the shareholders, the bonus pay for the Directors, and the clarity issue on the meeting's presentation; The Company will take the comments for improvement on the next occasion.

**Question** Khun Veerawat Jirasapanan, Shareholder

- 1) About the delivery plan of the four aircraft and the hangar construction project in Sukhothai, I'd like to know in which year we can expect the cost per revenue or unit cost to reduce.
- 2) Please explain more about the plan for the duty free business. Does The Company plan to include other businesses such as a currency exchange unit or any tourism-related service to open up for opportunity of positive turnover in the future?
- 3) How many more years of the 20-year-period concession that The Company got left? When will be the next due date and for how many more instalments are to be made? What is the plan for it?
- 4) With the fund raised during the IPO, can The Company utilize it on any profit making projects at time being as opposed to holding it for the airport development plan that remains indefinite?

**Answer** Khun Anawat replied that the consequence from the hiking fuel price has directly caused The Company a burden of approximately 1,200 Million baht. Within that amount, the Excise tax was accounted for 600 Million Baht, and another expense portion went to the aircraft maintenance cost which has increased to 1,000 – 1,400 Million Baht. The Company anticipated that this cost would be incurring in the first half of 2018 and will be relatively reduced in the second half of the year. The Company expects 2018 to be under normalcy. All other expenses remain similar to those of the previous year. However, The Company's shortcoming isn't only about the burgeoning expenses, but they also constitutes from a decline in revenue from the ticket sales being unable to meet the target as planned.

For the IPO fund which has been agreed upon between The Company and the shareholders or investors that The Company must only spend them on the set objectives.

With the suggestions from the shareholders to make use of the fund to invest in other matters apart from the initial objectives, I'd like to take this proposition to consider on the next occasion.

About the Duty Free business, The Company acquired the business in early April 2018 in the light of supplying The Company with another source of revenue in the future.

Khun Puttipong explained about the 20-year-period concession that it was granted for the period of 2006 – 2026, which is until eight more years from now. The Company has always kept up with the news from the government about the prolongation of contract or placement of new bidding. Also, The Company has closely monitored the direction of Suvarnabhumi Airport's management as well. The Company will carry on with the best of capability under this current concession. If there're any changes or updates, we will keep the shareholders informed on the next occasion.

**Question** Khun Gonthong, Shareholder

- 1) How long is the contract between The Company and the Borussia Dortmund Football Club? How much PR budget was spent on this project?

**Answer** Khun Puttipong replied that the collaboration between The Company and the Borussia Dortmund Football Club is in form of marketing co-promotion approach. The Company realizes that the Borussia Dortmund has a strong client and fan base. For this reason, The Company aims to bring in this target group into Thailand. The cost of this project is approximately 10 Million baht on a two-year contract.

**Question** Khun Panya Kraitus, Shareholder, suggested that The Company should consider running a marketing campaign on the routes that there are still available seats by joining hands with more strategic partners such as the previous passenger lounge access campaign with AIS, a mobile network operator; improving frontline service as to better manage the flow of passengers at the check-in counters especially when the line grows big; adding on and improving ticket point of sales in different provinces to be more convenient; improving contents of Fah Thai, the in-flight magazine, to be more

interesting; activating more campaigns with PPTV, Bangkok Hospital, or the tour companies to increase sales volume. About the Duty Free business, he suggested that The Company run a market survey in order to find out which products are of tourists' interest.

**Answer** Khun Puttipong replied in response to the suggestion that The Company has already done several campaigns with strategic partners to both boosting brand image and sales volume. However, The Company will take this suggestion for our business improvement. For the Duty Free business, The Company has looked into the track record and found that the previous company has always made profits all along. So, I'm confident that this unit has potentials to supplement The Company with more revenue. For the cooperation with tour companies, The Company has started off since the end of 2017 with a proper year plan for 2018 to be carried out.

At any rate, he had his thankful words to the shareholders who shared their views on both problems and solutions. Every comment will be taken into consideration to better develop the business in the future.

Khun Prasert added on that in 2017, The Company's profit margin unfortunately faced a drop because tickets were sold in advance, while the excise tax got increased afterwards. Therefore, The Company couldn't adjust the airfare accordingly and that couldn't be refunded either. For the collaboration with other businesses, The Company cannot do so due to the rule of the Stock Exchange of Thailand. Anyhow, there were other business activities that The Company has been involved in but the details of all that cannot be shared at this meeting. The Company expects to solve all the problems and improve the business for a better turnover from 2017.

There were no more questions or opinions from the shareholders. Therefore, Mr. Pradit informed the meeting that it's not required by law that The Company must have an agenda to approve the minutes. Therefore, in the next general meetings, this part will be skipped. However, The Company will publish the minutes on The Company's website and will inform the Stock Exchange of Thailand through an information system within 14 days after the meeting. The Company will also allow the shareholders to file

in their suggestions or any questions regarding the minutes to The Company. Afterwards, Mr. Pradit invited ACM Kaset to address on the meeting adjournment.

ACM Kaset Rojananil said that the turnover from Bangkok Airways' business management cannot be compared to those of low-cost carriers due to a certain operation standard which is comparable to Full-service carriers. The Company has a certain line of command in considering any work plans. This involves three-level flowchart from the President being responsible for proposing any projects with proper and complete details for the Executive Directors to consider. After a thorough consideration, the Executive Directors will propose it to the Board of Directors, most of whom aren't The Company's executives. Therefore, there will not be any vested interest on any proposed plans. ACM Kaset added on that the Board of Directors would like to confirm that every suggestion from the shareholders in this meeting will be taken to improve the business every way possible.

**The meeting was adjourned at 17.00 hours.**

(signed) Air Chief Marshal -Kaset Rochanani- Chairman  
(Kaset Rochanani)

Certified correctness by

(signed) -Tresarun Sitakalin- Company Secretary  
(Ms. Tresarun Sitakalin)

(signed) -Danusorn Choocherdwattanasak - Recorder of the minutes  
(Mr. Danusorn Choocherdwattanasak)