

(Translation)

No. 13513

29 November 2016

Subject: Date and Agenda for the 2016 Annual General Meeting of Shareholders, and Dividend Payment

To: President,

The Stock Exchange of Thailand

Airports of Thailand Public Company Limited (AOT) (“The Company”) held the Board of Directors Meeting No. 14/2016 on Tuesday, November 29, 2016 at AOT’s Board of Directors Meeting Room, 7<sup>th</sup> Floor, AOT’s Head Office Building. AOT’s Board of Directors has resolved to approve the significant matters as follows:

1. The change of the par value of the Company’s shares from 10 baht per share to 1 baht per share. Such par value change will not affect the registered capital of the Company. The details of the change of the Company’s shares par value are as follows:-

Particulars	<b>Prior to</b> the Change of Par Value	<b>After</b> the Change of Par Value
1. Registered Capital	14,285,700,000.00 baht	14,285,700,000.00 baht
2. Paid-up Capital	14,285,700,000.00 baht	14,285,700,000.00 baht
3. Par Value	10 baht per share	1 baht per share
4. Number of Shares	1,428,570,000 shares	14,285,700,000 shares

In addition, in order to be in line with the above-mentioned change of the par value of the Company’s shares, the Meeting, then, considered and approved the amendment to Clause 4 of the Company’s Memorandum of Association, RE: Registered Capital, to be as follows:

“Clause 4. Registered Capital in the amount of 14,285,700,000.00 baht (Fourteen thousand, two hundred eighty-five million, seven hundred thousand baht)  
Divided into 14,285,700,000 shares (Fourteen thousand, two hundred eighty-five million, seven hundred thousand shares)  
Value per Shares 1 baht (One baht)  
Divided into  
Ordinary Share 14,285,700,000 shares (Fourteen thousand, two hundred eighty-five million, seven hundred thousand shares)  
Preference Share - shares (-)”

and that the aforementioned matter be further proposed to the Shareholders’ Meeting for further consideration and approval.

2. To schedule the 2016 Annual General Meeting of Shareholders and set its agenda items as follows:

2.1 The record date to determine the names of shareholders who have right to attend the 2016 Annual General Meeting of Shareholders and receive dividend payment, will be on December 13, 2016 and the closing date of the Company's share register book to collect the names of shareholders, according to Section 225 of the Securities and Exchange Act B.E. 2535, will be on December 14, 2016.

2.2 The 2016 Annual General Meeting of Shareholders will be held on Friday, January 27, 2017 at 14.00 hrs at Novotel Suvarnabhumi Airport Hotel, No. 999 Moo 1, Nongprue, Bang Phli, Samutprakarn.

2.3 The agenda items of the 2016 Annual General Meeting of Shareholders are as follows:

Agenda Item 1 Matters to be informed to the shareholders

Agenda Item 2 To acknowledge the operating results of 2016

The Board of Directors' Opinion: The Board of Directors found it appropriate for the Meeting to acknowledge the Company's operating results of 2016.

Agenda Item 3 To approve the Financial Statements for the fiscal year 2016 ended September 30, 2016

The Board of Directors' Opinion: The Board of Directors found it appropriate to approve the Financial Statements for the fiscal year 2016 ended September 30, 2016 which were reviewed by the Audit Committee and audited by the Office of the Auditor General of Thailand, the Company's auditor, respectively.

Agenda Item 4 To approve the appropriation of dividend payment according to the operating results in the accounting period 2016

The Board of Directors' Opinion: The Board of Directors found it appropriate to approve the appropriation of dividend payment for 2016 at the rate of Baht 6.83 per share with the total amount of Baht 9,757,133,100 or equivalent to 49.98 % of the net profit of the Company's Financial Statements in the accounting period 2016.

The dividend will be payable to shareholders who are entitled to receive it on December 13, 2016 and shareholders whose names appear on the closing date of the Company's share register book, according to Section 225 of the Securities and Exchange Act B.E. 2535, on December 14, 2016. The dividend payment will be made on February 9, 2017. The receipt of such dividend shall be within 10 years. However, the right to receive dividend still remains unclear since there must be an approval from the Shareholder's meeting in the first place.

Agenda Item 5 To elect new directors in replacement of those who retire by rotation

1. Article 36 of AOT's Articles of Association prescribes that AOT shall have a committee comprising not less than 5 persons but not over 15 persons who are elected by the Shareholders' meeting to manage its business.

Article 39 of AOT's Articles of Association prescribes that at every Annual General Meeting, one-third (1/3) of the directors shall retire by rotation. Retiring directors may also be re-elected.

2. In the 2016 Annual General Meeting of Shareholders, the 5 directors who retire by rotation are:

- (1) Mr. Prasong Poontaneat
- (2) Mr. Manit Nitiprateep
- (3) Mr. Sarawut Benjakul
- (4) Mr. Manas Jamveha
- (5) Police Lieutenant General Manu Mekmok

The Board of Directors' Opinion: The Board of Directors found it appropriate to propose the names of director nominees as screened by the Nomination Committee to the Minister of Transport and the State Enterprise Policy Committee for consideration according to Office of the Prime Minister's Regulation for the Policy and Governance of State Enterprises B.E.2557. Upon approval of the aforementioned parties, the director nominees shall be proposed to the 2016 Annual General Meeting of Shareholders for appointment in replacement of those who retire by rotation;

- (1) Mr. Prasong Poontaneat
- (2) Mr. Manit Nitiprateep
- (3) Mr. Sarawut Benjakul
- (4) Mr. Manas Jamveha
- (5) Police Lieutenant General Manu Mekmok

Agenda Item 6 To approve the directors' remuneration

The Board of Directors' Opinion: The Board of Directors found it appropriate to approve the remuneration of the directors and subcommittees for 2017 which has already been approved by the Remuneration Committee as follows:

1. Remuneration of AOT's directors

1.1 Each member shall receive monthly remuneration of Baht 35,000. If not holding the position for the full period, the remuneration shall be calculated in accordance with the positioning timeframe.

1.2 Each member shall receive meeting allowance of Baht 20,000 per attended meeting. Only director who is present at a meeting shall be paid. The meeting allowance of not exceeding 1 time shall be given per month.

2. Remuneration of the subcommittees

2.1 AOT's Executive Committee

- Each member shall receive meeting allowance of Baht 10,000 per attended meeting. Only director who is present at a meeting shall be paid. The meeting allowance of not exceeding 1 time shall be given per month.

2.2 Audit Committee

2.2.1 Each member shall receive monthly remuneration of Baht 20,000.

The monthly remuneration shall also be paid for the month during which no meeting is held. If not holding the position for the full period, the remuneration shall be calculated in accordance with the positioning timeframe.

2.2.2 Each member shall receive meeting allowance of Baht 5,000 per attended meeting. Only director who is present at a meeting shall be paid. The meeting allowance of not exceeding 1 time shall be given per month.

2.3 Any Board member who is appointed to be a member of a committee, subcommittee or working group, shall receive meeting allowance of Baht 15,000 per attended meeting and total remuneration of not exceeding Baht 30,000 per month, excluding the remuneration of the Audit Committee and the Executive Committee. Only director who is present at a meeting shall be paid.

3. Chairman and Vice Chairman of each committee shall additionally receive 25% and 12.5%, respectively.

4. Remuneration and meeting allowance of the Board of Directors for fiscal year 2017 shall be in the amount of not exceeding Baht 18,000,000.

5. Bonus of the Board of Directors for the year 2016 of not more than 0.50% of paid dividends. Each member shall receive the bonus of not exceeding Baht 1,500,000 calculated by positioning timeframe held in fiscal year 2016. Chairman and Vice Chairman shall receive a bonus at a higher rate than that paid to other directors by 25% and 12.5% respectively. Moreover, the President who is one member of the Board of Directors is not entitled to receive bonus of the Board of Directors.

Agenda Item 7 To appoint an auditor and determine the auditor's remuneration

The Board of Directors' Opinion: The Board of Directors found it appropriate for the Meeting to appoint the Office of the Auditor General of Thailand (OAG) as the Company's auditor for the year 2016 and fix the audit fee of Baht 4,150,000 which has already been approved by the Audit Committee (excluding overtime payments and traveling expenses of the OAG staff).

Agenda Item 8 To approve the change of par value of the Company's share and the amendment to Clause 4 of the Memorandum of Association of the Company regarding the registered capital to be in line with such change of par value

The Board of Directors' Opinion: The Board of Directors found it appropriate for the Meeting to approve the change of par value of the Company's share from 10 baht per share to 1 baht per share and to approve the amendment to Clause 4 of the Memorandum of Association of the Company regarding the registered capital to be in line with such change of par value.

Agenda Item 9 Other matters (If any)

Please be informed accordingly.

Yours sincerely,



SHANALAI CHAYAKUL

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Authorized person

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