

NOTICE OF THE 2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS

BANGKOK POST PUBLIC COMPANY LIMITED

27 APRIL 2021 10:00 HOURS

At the Meeting Room, 8th Floor, Bangkok Post Building

136 Sunthorn Kosa Road, Klongtoey,

Bangkok, 10110, Thailand

Registration starts at 8:30 hours

Guidelines for attending the Meeting, regarding the outbreak of the New Coronavirus 2019 (COVID-19)

With our deep concern over the health of the Meeting attendees from the spread of the new Coronavirus 2019 (COVID-19), Bangkok Post Plc., therefore, kindly asks shareholders to remain informed with the following guidelines:

1. Shareholders who are in a high-risk situation, e.g. having recently returned from any high-risk countries in less than 14 days, or suffering any respiratory symptoms, are advised to proxy a representative or the Company's Independent director to attend the Meeting as detailed in *Attachment 4*.
2. The Company shall conduct health screening at the Meeting entrance. In case of any high-risk shareholders being identified, the Company shall kindly ask for their cooperation to avoid entering into the Meeting and proxy a representative or the Company's independent director to attend the Meeting by using a proxy form as detailed in *Attachment 6*.

Please be informed accordingly and kindly cooperate with the abovementioned guidelines, conscientiously.

**Shareholder or proxy holder is kindly requested to bring the proxy form
to facilitate the registration process.**

BANGKOK POST PUBLIC COMPANY LIMITED

Registration No: 0107536001583

Bangkok Post Building, 136 Sunthorn Kosa Road, Klongtoey, Bangkok 10110, Thailand

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7 April 2021

Subject Invitation to attend the 2021 Annual General Meeting of Shareholders

To Shareholders
Bangkok Post Public Company Limited

Attachment

1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021
2. The 2020 Annual Report and the audited financial statements for the year-ended 31 December 2020
3. Details of the persons nominated as directors
4. Details of the independent directors proposed by the Company to act as proxies for the shareholders
5. Registration form (Required for the Meeting)
6. Proxy form
7. Company's Articles of Association relating to the Annual General Meeting of Shareholders
8. Documents and evidences required for attending the meeting
9. Voting and Vote Counting Procedure and director election procedure
10. Map of Bangkok Post Public Company Limited

The Board of Directors of Bangkok Post Public Company Limited ("the Company") resolved to call the 2021 Annual General Meeting of Shareholders on 27 April 2021 at 10:00 hours at the Meeting Room, 8th floor, Bangkok Post Building, 136 Sunthorn Kosa Road, Klongtoey, Bangkok, 10110, Thailand with the following agenda:

Agenda 1 To approve the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 held on 18 March 2021

Objective and reason The Company held the Extraordinary General Meeting of Shareholders No. 1/2021 on 18 March 2021 and submitted the minutes of the Meeting to The Stock Exchange of Thailand and the Ministry of Commerce within the period prescribed by laws and disseminated it on the Company's website at www.bangkokpost.co.th (*Attachment 1*)

Board of Directors' opinion The Board of Directors recommends shareholders to approve the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 held on 18 March 2021.

Agenda 2 To acknowledge the Annual Report of the Company and approve the audited financial statements of the Company for the year-ended 31 December 2020

Objective and reason Article 21 of the Company's Articles of Association stipulates that a statement of accounts and balance sheet for each fiscal year of the Company shall be prepared by the Board of Directors and audited by the Company's auditor prior to presentation to the Annual General Meeting of Shareholders for approval.

(Attachment 2)

Board of Directors' opinion The Board of Directors recommends shareholders to acknowledge the Annual Report of the Company and approve the audited financial statements of the Company for the year-ended 31 December 2021.

Agenda 3 To consider the omission of dividend payment

Objective and reason Article 19 of the Company's Articles of Association stipulates that dividends shall not be paid other than out of profits. Dividends shall be distributed according to the number of shares, with each share receiving an equal amount. The Company shall allocate not less than 5 percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than 10 percent of registered capital.

- The Company's statutory reserve had already attained the amount of 10 percent of the registered capital. The Company will not make any further appropriation of profits as statutory reserve.
- The Company has a policy to pay dividend approximately 60 percent of its net profits every year. The fluctuation of payment will depend on capital spending commitment and liquidity position.
- The Company did not pay any interim dividend during the year 2020.

Board of Directors' opinion The Board of Directors recommends shareholders to approve the omission of dividend payment for the year 2020 due to the Company had operating losses in year 2020.

(Baht)

	Consolidated financial Statements	Separate financial statements
2020 Comprehensive income attributable to equity holders of the Company	(512,766,595)	(439,035,116)

Agenda 4 To consider candidates nominated as directors to replace the directors who shall retire by rotation and consider the authority of directors (if any)

Objective and reason Article 7 of the Company's Articles of Association stipulates that at every Annual General Meeting of Shareholders, one-third of the directors shall retire. If the number of directors is not a divide by three, the number of directors nearest to one-third must retire. The director who has held the position the longest shall be the first person to retire. The retired director shall be eligible for re-election.

The Company invited the shareholders to nominate qualified candidates to be elected as director of the Company during 4 November 2020 - 5 February 2021 through the SET Community Portal (SCP) and the Company's website. However, none of the shareholders have nominated candidates deemed qualified to be directors to the Company.

At the 2021 Annual General Meeting of Shareholders, directors who shall retire by rotation are Dr. Siritaj Rojanapruk, Asst. Prof. Wutisak Lapcharoensap, Dr. Ronnachit Mahattanapreut and Prof. Dr. Pornchai Chunchachinda. The Board of Directors has considered the advice of the Nomination and Remuneration Committee and proposes to re-elect Dr. Siritaj Rojanapruk, Asst. Prof. Wutisak Lapcharoensap, Dr. Ronnachit Mahattanapreut and Prof. Dr. Pornchai Chunchachinda as directors of the Company for another term. (Attachment 3)

Board of Directors' opinion The Board of Directors with the advice of the Nomination and Remuneration Committee recommends shareholders to re-elect Dr. Siritaj Rojanapruk, Asst. Prof. Wutisak Lapcharoensap, Dr. Ronnachit Mahattanapreut and Prof. Dr. Pornchai Chunchachinda as directors of the Company for another term, since they are knowledgeable and experienced which would benefit the Company's operation.

Agenda 5 To fix directors' remuneration

Objective and reason Article 10 of the Company's Articles of Association stipulates that the Company is prohibited from paying money or other assets to the directors except such remuneration pursuant to the Articles of Association being salary, allowance, meeting allowance, travel allowance, award and bonus.

Board of Directors' opinion The Board of Directors considers the advice of the Nomination and Remuneration Committee and recommends shareholders to approve the directors' remuneration for the year 2021 in a total amount not exceeding 5,500,000 baht. The allocation of such amount to each director shall be considered by the Board of Directors as it deems appropriate.

In the case the Chairman of the Board of Directors chairs another sub-committee, he will receive 50 percent of the remuneration for being a member of another sub-committee. Directors who are executives of the Company will not receive any remuneration as directors.

Directors' remuneration for year 2020 was 5,460,000 baht from the total amount approved at 5,500,000 baht. The remaining 40,000 baht has not been allocated to any director.

Agenda 6 To appoint independent auditor and fix the audit fee

Objective and reason Article 21 of the Company's Articles of Association stipulates that the Annual General Meeting of Shareholders shall appoint an auditor and determine the auditing fee of the Company every year. In appointing the auditor, the former auditor may be re-appointed. The auditor shall not be a director, staff member, employee or person holding any position or having any duty in the Company.

Board of Directors' opinion The Board of Directors considers the advice of the Audit Committee and recommends shareholders to select Dharmniti Auditing Company Limited to be the auditors of the Company for the year 2021 and appoint persons to be the auditors as follows; Miss Sulalit Ardsawang, C.P.A. Registration No. 7517 or Miss Nannaphat Wannasomboon, C.P.A. Registration No. 7793 or Mr.Peradate Pongsathainsak, C.P.A. Registration No. 7752.

Comparison of audit fees for the Company and subsidiaries for the year 2020 and 2021

(Baht)

	2020	2021
1. Audit Fee	Not exceeding 1,725,000	Not exceeding 1,450,000
2. Non-Audit Fee	-	-

The audit fee for the Company and subsidiaries for the year 2021 will be in a total amount not exceeding 1,450,000 baht. In the event that those auditors are unable to perform their duties, Dharmniti Auditing Company Limited is authorised to assign another of its auditors to perform the audit and express an opinion on the company's financial statements in their place. The auditors do not have any relationships and/or interest with the Company, subsidiaries, associate, management, majority shareholders, or their related persons. Auditors from the same office shall also be appointed auditors of the Company's subsidiaries.

Agenda 7 To consider other business (if any)

- None -

The Board of Directors advises shareholders that shareholders holding shares amounting to not less than one-third of the total number of shares sold may request the Meeting to consider matters other than those indicated in the Notice of the Meeting.

The Company invited the shareholders to nominate qualified candidates to be elected as director of the Company during 4 November 2020 to 5 February 2021 through SET Community Portal (SCP) and the Company's website. However, none of the shareholders have nominated candidates deemed qualified to be directors to the Company.

The Board of Directors determines that persons entitled to vote shall be shareholders whose names appear in the shareholders' register on 1 April 2021 and the amount of shares which each shareholder has the right to vote shall be in accordance with the shareholders' register at the same day.

Shareholders are kindly invited to attend the 2021 Annual General Meeting of Shareholders on 27 April 2021 at 10:00 hours at the Meeting Room, 8th floor, Bangkok Post Building, 136 Sunthorn Kosa Road, Klongtoey, Bangkok, 10110, Thailand. The meeting registration will start at 8:30 hours.

For convenience, if the shareholder is unable to attend the Meeting or not able to appoint a proxy, an independent director, comprising Prof Dr. Pornchai Chunhachinda, Independent director and Chairman of the Audit Committee or Mr. Charoon Intachan, Independent director and Member of the Nomination and Remuneration Committee may be nominated as their proxy to attend and vote at the Meeting by using a proxy form attached to this Notice.

Proxy type A. and B. are attached herewith. Custodians may download Proxy type C. (The form for foreign shareholders who appointed custodians in Thailand) from http://www.bangkokpost.co.th/corporate_info/investor-information.

In this regard, the Company kindly asks shareholders for cooperation to submit a proxy form and documents required to the Company in advance for the Company to receive within 26 April 2021. The Company will provide a stamp duty to affix on the proxy form for proxies registered to attend the Meeting.

Please kindly be informed accordingly.

Yours faithfully,

Vasint Chotirawi
(Mr. Vasint Chotirawi)
Chief Financial Officer
and Company Secretary

BANGKOK POST PUBLIC COMPANY LIMITED

Registration No: 0107536001583

Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021

18 March 2021

The Meeting room, 8th floor, 136 Bangkok Post Building
Sunthorn Kosa Road, Klongtoey, Bangkok 10110, Thailand

Directors Present

Mr. Worachai Bhicharnchitr Acted as Chairman of the Meeting
Prof.Dr. Pornchai Chunhachinda
Mr. John Thompson
Mr. Russell Leighton Kekuewa
Mr. Ek-Rit Boonpiti
Mr. Thirakiati Chirathivat
Dr. Ronnachit Mahattanapreut
Mr. Charoon Intachan

Directors Absent

Mr. Suthikiati Chirathivat
Mr. Chartsiri Sophonpanich
Ast.Prof. Wutisak Lapcharoensap
Dr. Siritaj Rojanapruk

At 10.00 hours, there were 22 shareholders attending the Meeting in person and 32 shareholders attending by proxies, totaling 54 shareholders, representing 424,169,911 shares, equivalent to 84.8339 percent of the Company's issued and fully paid-up ordinary shares of 500,000,000 shares, completed the quorum according to Article 3 of the Company's Articles of Association.

Mr. Worachai Bhicharnchitr, Vice Chairman of the Board of Directors, member of the Executive Committee, and Chairman of the Nomination and Remuneration Committee, informed that Mr. Suthikiati Chirathivat, Chairman of the Board of Directors and Chairman of the Executive Committee, sent his apology for being unable to attend and chair the Meeting as usual, and assigned him to act as Chairman of the Meeting ("Chairman"). After that, he introduced directors as follows;

Directors

Prof.Dr. Pornchai Chunhachinda Independent Director and Chairman of the Audit Committee
Mr. Charoon Intachan Independent Director and Member of the

	Nomination and Remuneration Committee
Mr. John Thompson	Independent Director and Member of the Audit Committee
Mr. Russell Leighton Kekuewa	Independent Director and Chairman of the Risk Management Committee
Mr. Ek-Rit Boonpiti	Director, Member of the Executive Committee and Member of the Risk Management Committee
Mr. Thirakiati Chirathivat	Director, Member of the Executive Committee and Member of the Risk Management Committee
Dr. Ronnachit Mahattanapreut	Director and Member of the Executive Committee

Executive Director

None

He instructed Mr. Vasint Chotirawi, Chief Financial Officer and Company Secretary, to introduce management of the Company, the auditor, the legal adviser, and the Independent Financial Advisor to the Meeting, including voting procedures, as follows

Management

Mr. Soonruth Bunyamanee	Editor of Bangkok Post newspaper
Mr. Wut Nontarit	Editor of Post Today
Mr. Chiratas Nivatpumin	SVP Special Commercial Projects
Ms. Patarika Juttijudata	Internal Audit Director

Auditor

Ms. Sulalit Ardsawang	Dharmniti Auditing Company Limited
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Legal advisor to supervise the registration, voting and vote counting process

Mr. Satit Sensupa	Vickery & Worachai Limited
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Independent Financial Advisor

Mr. Pitak Kittiakrastien	Silom Advisory Company Limited
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The Company was sent to shareholders the Notice of the Extraordinary General Meeting of Shareholders No. 1/2021 together with Voting procedures, as follows

Voting procedures

1. Shareholders who attend the Meeting in person or through proxies with Proxy Form Type A (General and simple format), the Company has provided voting cards for each agenda item upon registration prior to the Meeting.
2. Proxies with the Proxy Form Type B (Detailed and fixed format) and foreign shareholders who appointed custodians in Thailand as proxies with the Proxy Form Type C (The form for foreign shareholders who have

appointed a custodian in Thailand), the Company will record the vote as stated in the proxy forms in our computer at the time of registration. In case a shareholder did not stipulate a vote on a particular agenda item or the instructions from the shareholder are not clear, the Company has provided voting cards for those agenda items upon registration prior to the Meeting.

3. In voting for each agenda item, the Company will ask the Meeting for any votes of 'disapprove' or 'abstain', with those votes recorded in the computer system accordingly. If no vote is made to 'disapprove' or 'abstain', it is deemed that the Meeting unanimously approves the matter. If certain shareholders vote 'disapprove' or 'abstain' in the Meeting, the Company will ask the shareholders or proxy holders to complete the voting cards to record the vote. To calculate the number of 'approve' votes, the Company will deduct those votes of 'disapprove' and 'abstain' from the total number of shares attending the Meeting. The Company will process the vote counting and disclose the results of the votes in the Meeting.

Chairman proceeded with the agenda of the Meeting, as follows

Agenda 1 To approve the Minutes of the 2020 Annual General Meeting of Shareholders held on 22 April 2020

Chairman informed that as the Minutes of the 2020 Annual General Meeting of Shareholders held on 22 April 2020 was sent to the shareholders together with the Notice of the Extraordinary General Meeting of Shareholders No. 1/2021. The Board of Directors agreed to propose to the Meeting to approve the said Minutes.

There was one additional shareholders attending the Meeting, totaling 55 shareholders, representing 424,169,912 shares.

The Meeting approved the Minutes of the 2020 Annual General Meeting of Shareholders held on 22 April 2020 with the following votes: approved 424,169,912 votes or equivalent to 100 percent of shareholders attending the Meeting and entitling to vote.

Agenda 2 To report the result of assets disposal according to the 2020 Annual General Meeting of Shareholders' resolution on Agenda 7

Mr. Vasint Chotirawi informed that according to the 2020 Annual General Meeting of Shareholders of Bangkok Post Public Company Limited held on 22 April 2020, the meeting approved a disposition of the Company's assets; consisting of (1) Printing and Distribution Center (Bang Na) and (2) Office Building (Klongtoey), to general investors through a bidding process. The Company has carried out the bidding process as approved by shareholders. However, due to the economic circumstance affected by COVID-19, the auction was unsuccessful as there was no bidder officially.

The Board of Directors agreed to propose to the Meeting to acknowledge the result of assets disposal according to the 2020 Annual General Meeting of Shareholders' resolution on Agenda 7.

นายศักดิ์ชัย สกุลศรีมนตรี, shareholder, asked that the approval was since last year, why the sales of assets begins this year. Chairman answered that because there was no bidder officially last year, only call and e-mail. So, the sales of assets was unsuccessful.

There was one additional shareholders attending the Meeting, totaling 56 shareholders, representing 424,170,012 shares.

The Meeting acknowledged the result of assets disposal according to the 2020 Annual General Meeting of Shareholders' resolution on Agenda 7 with the following votes: approved 424,170,012 votes or equivalent to 100 percent of shareholders attending the Meeting and entitling to vote.

Agenda 3 To consider and approve the entering into assets disposal transaction between the Company and connected person

Chairman informed that according to the Board of Director's meeting of the Company No. 7/2020 on 2 December 2020, the meeting approved to arrange the bidding process again to dispose the Company's assets; consisting of (1) Printing and Distribution Center (Bang Na) (2) Office Building (Klongtoey) with the condition to leaseback office space in the Office Building (Klongtoey) from the winning bidder.

The Board of Directors agreed to propose to the Meeting to approve the entering into assets disposal transaction between the Company and connected person.

Mr. Vasint Chotirawi informed further that the auction was opened for both general public and connected persons of the Company. The Company has appointed 2 independent appraisers approved by The Securities and Exchange Commission ("SEC"); Knight Frank Chartered (Thailand) Co., Ltd ("Knight Frank") and 15 Business Advisory Limited ("15 BA"), to determine the current fair price of the assets. The Company specified a minimum bidding price of the auction; which equals to 90% of averaging the appraisal value determined by the two appraisers or equals to 1,226.21 million Baht. For that reason, the acquisition and disposal of the above assets is considered to the entering into connected transaction. The maximum transaction size is based on total value of consideration paid or received equal to 73.41 percent, which is considered as type 1 transaction according to the Notification on Asset Acquisition or Disposal. For that reason, the transaction requires approval from the Shareholders meeting with votes of not less than three-fourth of total number of the shareholders attending the meeting and having voting rights, excluding the votes of shareholders having an interest in the matter.

It is a duty of the Company to arrange the report of Information Memorandum on Acquisition and Disposition of Assets and Connected Transactions to the Stock Exchange of Thailand. The Board of Directors has appointed Silom Advisory Company Limited certified by SEC as the Company's Independent Financial Advisor to express opinion on entering into the said assets to shareholders. The Company already sent to Shareholders, the Notice of Shareholders Meeting and the report of Information Memorandum on Acquisition and Disposition of Assets and Connected Transactions

together with the opinion of Independent Financial Advisor for acquisition and disposition of asset and connected transaction.

However, agenda item 3 and agenda item 4 are related to each other and are mutual conditions. If any of the agenda items are not approved by the shareholders meeting, the other agenda approved by the shareholders meeting is also canceled. The meeting will not consider other agendas which are related and are mutual conditions of the agenda not approved by the shareholders meeting.

นายศิริวัฒน์ วรเวทวุฒิคุณ, shareholder, inquired whether 15 Business Advisory Co., Ltd. (“15 BA”) had any business relation with Romreun Land Co., Ltd. (“Romreun Land”) due to the fact that, unlike Knight Frank Chartered (Thailand) Co., Ltd, (“Knight Frank”) there was no value appraisal made to Bangkok Post building between the two companies. Expressing his gratitude to Romreun Land for the purchase, he mentioned the possibility of demolishing the building in the next three years. Dr. Ronnachit Mahattanapreut affirms no business relation between 15 BA and Romreun Land. Ms. Sirinart Phuchaiwatananon, Independent Financial Advisor, introduced herself and explained that both appraisers appraised value of assets using cost approach and income approach. Therefore, 15 BA opined that current usage of assets is not the highest and best use. The building is not built to generate income and has been designed and constructed for the Company’s print media business only.

นายแดน ชินสภักกุล, proxy holder, agreed with the demolition possibility due to the current condition of the building. However, as doing so might cost more than 60 million baht, that is a reason of not appraise the value of the building from 15 BA.

คุณศักดิ์ชัย สกุศลศรีมนตรี further inquired how the company would align the selling of the machinery, which could have a significant impact on the book value. Mr. Vasint Chotirawi informed that the company’s auditor currently used the appraisal value in the financial statement ended of year 2020, and would use the actual price upon sale completion. However, that might render 136 million baht loss for the first quarter of 2021.

There were three additional shareholders attending the Meeting, totaling 59 shareholders, representing 424,170,024 shares.

The Meeting with three-fourths of the total number of votes of the shareholders attending the meeting and entitling to vote, excluding the votes of shareholders having and interest in the matter holding 169,231,354 shares, approved the entering into assets disposal transaction between the Company and connected person with the following votes, approved 169,149,957 votes or equivalent to 99.9519 percent, disapproved 81,397 votes or equivalent to 0.0481 percent of shareholders attending the Meeting and entitling to vote.

Mr. Vasint Chotirawi informed the Meeting for the approved of a person(s) assigned by the Board of Directors to have authority to perform any acts necessary or related to entering into the asset disposal transaction until its completion such as contact officers, give words or sign documents according to the resolution of the shareholders.

Agenda 4 To consider and approve the leaseback of office building (Klongtoey) from connected person

Chairman informed that the Company will leaseback office space in Office Buildings (Klongtoey) not over 9,000 sq.m. in total along with parking space for 180 cars at the rate of 400 Baht per sq.m. per month for 3 years from Romreun Land, the connected person, which is the winning bidder.

The Board of Directors agreed to propose to the Meeting to approve the leaseback of office building (Klongtoey) from connected person.

คุณศักดิ์ชัย สกุลศรีมนตรี, shareholder, inquired how the rental payment would be made, monthly or yearly. Mr. Vasint Chotirawi informed that it would be paid monthly.

คุณปรามิทธิ์ ปิยสกุล, shareholder, inquired how the rental fee of 400 baht per square metre was estimated, and what were the comparative rentals of other buildings in the same area. The independent financial advisor responded that the estimate was based on rentals of other office buildings along Rama IV Road and other buildings in the close vicinity which indicated rents of 450-500 baht per square metre.

คุณแดน ชินสุภักกุล mentioned that three vacant floors of the building are available for rent. However, he said, finding tenants might be difficult as the premises is not particularly close to mass transit stations.

คุณสุพัตรา สีทวิชชัย, shareholder, inquired about the operation plan after selling the land and building. The chairman mentioned the plan to reduce the company's debts, liabilities and expenses as well as support future business directions, thereby improving the company's overall turnover once the commercial climate improves.

คุณศักดิ์ชัย สกุลศรีมนตรี, shareholder, inquired about the operational status of the subsidiaries of the company. Mr. Vasint Chotirawi responded that subsidiaries: Post International Co., Ltd. and Mushroom Group Co., Ltd. are active.

คุณศักดิ์ชัย สกุลศรีมนตรี inquired about the appraisal date of Knight Frank. Mr. Pitak Kittiakrastian said it was made in August 2020.

The Meeting with three-fourths of the total number of votes of the shareholders attending the meeting and entitling to vote, excluding the votes of shareholders having an interest in the matter holding 169,231,354 shares, approved the entering into assets disposal transaction between the Company and connected person with the following votes, approved 169,149,996 votes or equivalent to 99.9519 percent, disapproved 81,358 votes or equivalent to 0.0481 percent of shareholders attending the Meeting and entitling to vote.

Agenda 5 To consider and approve a connected transaction in the case of requesting financial assistance

Chairman informed that the Company finds it is necessary to receive additional financial assistance from the connected person, Mr. Suthikiati Chirathivat from not exceeding 250 million Baht to not exceeding 400 million Baht.

The Board of Directors agreed to propose to the Meeting to approve a connected transaction in the case of requesting financial assistance.

Mr. Vasint Chotirawi informed further that this is a call loan without collateral with a fixed interest based on minimum loan rate (MLR) of Bangkok Bank Public Company Limited. The Company will sign a loan contract for each borrowing. The latest loan contract specified an interest rate of 4.50 percent per annum based on minimum loan rate (MLR) - 1.375% of Bangkok Bank Public Company Limited as of 1 December 2020.

Calculation of transaction size was done in accordance with the Notification on Connected Transaction, using the information from the reviewed financial statements for the period ended 30 September 2020 and the highest possible amount of financial assistance which is 400 million Baht. The maximum transaction size is not over 18,000,000 Baht; calculated from $400,000,000 \times 4.50\%$ with presumable loan period of one year.

The transaction is deemed as a connected transaction of a listed company according to the Notification on Connected Transaction with the transaction size not over 20 million Baht. The meeting of Board of Directors of the Company No. 5/2020 on 14 October 2020 has approved the transaction and the information relating to the transaction has been disclosed to The Stock Exchange of Thailand.

However, to comply with the code of conduct and suggestions of the Audit Committee, the Board of Directors agreed to propose the agenda to the shareholders meeting to consider reasonableness and appropriateness of the consideration value and conditions of the transaction. The transaction requires shareholders' approval with votes of not less than three-fourth of total number of the shareholders attending the meeting and having voting rights excluding the votes of shareholders having an interest in the matter. In this regard, it is a duty of the Company to arrange the report of Information Memorandum on Acquisition and Disposition of Assets and Connected Transactions to the Stock Exchange of Thailand. The Board of Directors has appointed Silom Advisory Company Limited certified by SEC as the Company's Independent Financial Advisor to express opinion on entering into the said assets to shareholders. The Company already sent to Shareholders at least 14 days prior to the meeting date the Notice of Shareholders Meeting and the report of Information Memorandum on Acquisition and Disposition of Assets and Connected Transactions together with the opinion of Independent Financial Advisor for acquisition and disposition of asset and connected transaction.

The Meeting with three-fourths of the total number of votes of the shareholders attending the meeting and entitling to vote, excluding the votes of shareholders having and interest in the matter holding 303,073,874 shares, approved a connected transaction in the case of requesting financial assistance with the following votes, approved 302,018,516 votes or equivalent to 99.6518 percent, disapproved 1,055,358 votes or equivalent to 0.3482 percent of shareholders attending the Meeting and entitling to vote.

Agenda 6 To consider other business (if any)

Chairman stated that the Board of Directors agreed to inform the shareholders that the shareholder who has the total number of shares not less than one-third of the total shares sold can propose the Meeting to consider other matters aside from that specified in the Notice of the Extraordinary General Meeting of Shareholders No. 1/2021, as well as to enquire or advise the Board of Directors and management.

Shareholders did not have any queries or advice for the Board of Directors and management

In the name of the Board of Directors and Mr. Suthikiati Chirathivat, Chairman of the Board of Directors and Chairman of the Executive Committee, Chairman thanked the shareholders for attending the Meeting.

The Meeting adjourned at 12:30 hours.

(Mr. Worachai Bhicharnchitr)
Vice Chairman of the Board of Directors
As Chairman of the Meeting

(Mr. Vasint Chotirawi)
Chief Financial Officer and Company Secretary

Details of the persons nominated as directors

Name-Surname	DR. SIRITAJ ROJANAPRUK
National / Age	Thai / 75
Position in Post	Director
Year of Directorship	7 years
Shareholding	None
Relationship	None

Education:

- Honorary Doctorate Degree of Arts in Business Administration, Sripatum University, 2016
- Honorary Doctorate Degree in Information Technology Management, King Mongkut's University of Technology North Bangkok, 2006
- Honorary Doctorate Degree in Business Administration, Chiang Rai Rajabhat University, 2005
- Accounting, Assumption Commercial College, 1964

Training:

Thai Institute of Directors:

- Director Accreditation Program (DAP), 2008

Position in other listed companies:

- Since 2007: Chairman, Eternal Energy Plc.

Position in non-listed companies:

- Since 2018: Chairman XET Ltd.
- Since 2010: Chairman, SSUT Co., Ltd.
- Since 2009: Chairman, PPTC Co., Ltd.
- Since 2007: Chairman, Hi-Tech Network Co., Ltd.
- Since 2004: Chairman, I-Tower Co., Ltd.
- Since 1995: Director, Excel Link Co., Ltd.
- Since 1992: Chairman, Prida Pramote Co., Ltd.
- Since 1991: CEO, Com-Link Co., Ltd.

Position in other companies which materially compete directly or have any related business with the company (possible conflict of interest): None

Meeting attendance in 2020:

- The Board of Directors' Meetings: 3/7

Details of the persons nominated as directors

Name-Surname	ASST. PROF. WUTISAK LAPCHAROENSAP
National/Age	Thai / 72
Position	Independent Director, Member of the Audit Committee, and Member of the Nomination and Remuneration Committee
Year of Directorship	7 years
Shareholding	None
Relationship	None

Education:

- Master of Arts (Political Science), University of Chicago, USA, 1979
- Bachelor's Degree in Political Science, Honours, Chulalongkorn University, 1971

Training:

Thai Institute of Directors:

- Director Accreditation Program (DAP 80/2009)
- Director Certification Program (DCP 126/2009)

Position in other listed companies:

- Since 2015 Chairman, Chayo Group Plc.

Position in non-listed companies:

- Since 2019: Chairman of the University Affairs Promotion Committee, University Councillor and Acting President of Ramkhamhaeng University
- 2011-2019: President, Ramkhamhaeng University

Position in other companies which materially compete directly or have any related business with the company (possible conflict of interest): None

Career:

- 2014-2019: Member of the National Legislative Assembly
- 2012-2014: National Education Council, Ministry of Education
- 2012-2014: Honorary Committee of the Police Commission
- 2011-2014: Committee of the Consumer Protection Board, Ministry of the Prime Minister's Office
- 2010-2011: Board of Dhanarak Asset Development Co., Ltd., Ministry of Finance
- 2009-2014: Independent Director, Chairman of Corporate Governance Committee and Member of Nomination Committee, Airports of Thailand Plc.
- 2009-2011: Chairman of the Executive Committee of Bangkok Market Office, Bangkok Metropolitan Administration (BMA)
- 2008-2009: Chairman of the Board of Thai Post Co., Ltd.

- 2005-2011: Dean, Faculty of Political Science, Ramkhamhaeng University
- 2004-2009: Ramkhamhaeng University Council
- 2003-2012: Chairman of the Master of Arts Program in Political Science (Political Management Curriculum),
Ramkhamhaeng University
- 1998-2012: Chairman of the Executive Program of Master of Arts in Political Science, Ramkhamhaeng University

Meeting attendance in 2020:

- The Board of Directors' Meetings: 4/7
- The Audit Committee's Meetings: 4/7
- The Nomination and Remuneration Committee's Meetings: 0/1
- Shareholders' Meeting: 0/1

Details of the persons nominated as directors

Name-Surname	DR. RONNACHIT MAHATTANAPREUT
National/Age	Thai / 65
Position	Director and Member of the Executive Committee
Year of Directorship	3 years
Shareholding	None
Relationship	None

Education:

- Doctor of Management (Business Administration), Suan Dusit Rajabhat University, 2008
- Master in Business Administration, Thammasat University, 1985
- Bachelor in Accounting, Thammasat University, 1976

Training:

- Corporate Governance for Capital Market Intermediaries (CGI) 6/2015
- TLCA Executive Development Program (EDP) 5/2010
- Audit Committee Program (ACP) 30/2010
- Director Certification Program (DCP) 20/2002

Position in other listed companies:

- Since 1999: Chief Financial Officer (CFO), Central Plaza Hotel Plc.
- 1994-1999: Corporate Finance Director, Prasit Patana Plc.
- 1989-1994: Area Group Controller, Central Plaza Hotel Plc.

Position in non-listed companies:

- Since 2018: Director, Flash News Co., Ltd.
- 2013-2020: Director and Member of the Audit Committee, Asia Wealth Holding Co., Ltd.
- 2013-2020: Independent Director and Member of the Audit Committee, Asia Wealth Securities Co., Ltd.
- 2013-2020: Director and Member of the
Audit Committee, Asia Wealth Asset Management Co., Ltd.

Position in other companies which materially compete directly or have any related business with the company (possible conflict of interest): None

Meeting attendance in 2020:

- The Board of Directors' Meetings: 7/7
- The Executive Committee's Meetings: 7/7
- Shareholders' Meeting: 1/1

Details of the persons nominated as directors

Name-Surname	PROF. DR. PORNCHAI CHUNHACHINDA
National/Age	Thai / 58
Position	Independent Director and Chairman of the Audit Committee
Year of Directorship	3 years
Shareholding	None
Relationship	None

Education:

- PhD (Finance), Florida International University, 1995
- MS (Finance), Florida International University, 1991
- MBA, Thammasat University, 1988
- BS (Accounting, Honour), Chulalongkorn University, 1985

Training:

- Role of the Chairman Program (RCP) (IOD) 27/2012
- Role of Nomination and Compensation Committee (NCC) (IOD) 12/2011
- Capital Market Academy Program (CMA) 11/2010
- Audit Committee Program (ACP) (IOD) 4/2005
- Director Certification Program (DCP) (IOD) 36/2003

Position in other listed companies:

- Since 2018: Chairman, J.S.P. Property Public Company Limited
- Since 2018: Independent Director/Chairman of the Audit Committee, Copperwired Public Company Limited

Position in non-listed companies:

- Since 2018: Chairman and Audit Committee, Premier Tank Corporation Public Company Limited
- Since 2017: Financial Institution Policy Committee, Bank of Thailand
- Since 2015: Associate Fellow (Business Administration), The Royal Society
- Since 2014: Subcommittee on Takeover, Securities and Exchange Commission

Position in other companies which materially compete directly or have any related business with the company (possible conflict of interest): None

Royal orders and decorations:

- Knight Grand Cordon (Special Class) of the Most Noble Order of the Crown of Thailand, 2012

Meeting attendance in 2020:

- The Board of Directors' Meetings: 7/7
- The Audit Committee's Meetings: 7/7

- Shareholders' Meeting: 1/1

**Attachment 4 : Details of Independent directors proposed by the Company
to act as proxies for the shareholders**

Details of independent directors

Name-Surname	PROF. DR. PORNCHEI CHUNHACHINDA
National/Age	Thai / 58
Position	Independent Director and Chairman of the Audit Committee
Year of Directorship	3 years
Shareholding	None
Relationship	None

Education:

- PhD (Finance), Florida International University, 1995
- MS (Finance), Florida International University, 1991
- MBA, Thammasat University, 1988
- BS (Accounting, Honour), Chulalongkorn University, 1985

Training:

- Role of the Chairman Program (RCP) (IOD) 27/2012
- Role of Nomination and Compensation Committee (NCC) (IOD) 12/2011
- Capital Market Academy Program (CMA) 11/2010
- Audit Committee Program (ACP) (IOD) 4/2005
- Director Certification Program (DCP) (IOD) 36/2003

Position in other listed companies:

- Since 2018: Chairman, J.S.P. Property Public Company Limited
- Since 2018: Independent Director/Chairman of the Audit Committee, Copperwired Public Company Limited

Position in non-listed companies:

- Since 2018: Chairman and Audit Committee, Premier Tank Corporation Public Company Limited
- Since 2017: Financial Institution Policy Committee, Bank of Thailand
- Since 2015: Associate Fellow (Business Administration), The Royal Society
- Since 2014: Subcommittee on Takeover, Securities and Exchange Commission

Position in other companies which materially compete directly or have any related business with the company (possible conflict of interest): None

Royal orders and decorations:

- Knight Grand Cordon (Special Class) of the Most Noble Order of the Crown of Thailand, 2012

Meeting attendance in 2020:

- The Board of Directors' Meetings: 7/7
- The Audit Committee's Meetings: 7/7
- Shareholders' Meeting: 1/1

Details of independent directors

Name-Surname	MR. CHAROON INTACHAN
National/Age	Thai/76
Position in Post	Independent Director and Member of the Nomination and Remuneration Committee
Year of Directorship	7 years
Shareholding	None
Relationship	None

Education:

- PhD (Public Administration), Eastern Asia University
- PhD (Public Administration), Western University
- MA (Political Science), Ramkhamhaeng University
- Barrister-at-law, The Thai Bar Association
- Bachelor of Laws, Thammasat University

Training:

Thai Institute of Directors:

- Director Certification Program (DCP 176/2013)
- Training Course of Capital Market Academy (DMA 13)
- Top Executive Program in Commerce and Trade (TEPCoT 4)

Position in other listed companies:

- Since 2018: Independent Director, Absolute Clean Energy Co., Ltd.

Position in non-listed companies:

- Since 2015: Council of State

Position in other companies which materially compete directly or have any related business with the company (possible conflict of interest): None

Career:

- 2014-September 2015: Constitution Drafting Committee, The Secretariat of the House of Representatives
- 2013-May 2014: President of the Constitutional Court
- 28 May 2008: Justice of the Constitutional Court
- 3 March 2006: Justice of the Supreme Administration Court
- 1 October 2003: Justice of the Supreme Court

Meeting attendance in 2020:

- The Board of Directors' Meetings: 7/7
- The Nomination and Remuneration Committee's Meetings: 1/1
- Shareholders' Meeting: 1/1

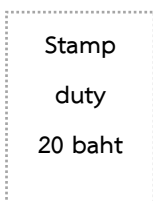
* Qualification of an Independent Director

The Company does not specify qualifications of independent director more than that specified by the Office of the Securities and Exchange Commission of Thailand, as follows:

1. Holding not more than one per cent of the total voting shares of the Company, a subsidiary, an affiliate, a major shareholder, or a controlling person, including shares held by related persons.
2. Neither taking nor having taken part in management, or being an employee, staff member, advisor receiving a regular salary, or controlling person of the Company, a subsidiary, an affiliate, other associate company, a major shareholder, or a controlling person in the past two years unless the foregoing relationship has ended not less than two years.
3. Not being a close relative by birth or by legal registration as a parent, a spouse, a brother or sister, a son or daughter, of management, a major shareholder, a controlling person, or a person nominated as management or a controlling person of the Company and a subsidiary.
4. Neither being nor having been involve in a business relationship with the Company, a subsidiary, an affiliate, a major shareholder, or a controlling person in such a way that will obstruct his independent judgment including not being a shareholder holding 10 per cent or more or a controlling person of the person who has a business relationship with the Company, a subsidiary, an affiliate, a major shareholder, or a controlling person unless the foregoing relationship has ended not less than two years. A business relationship includes a normal cause of business transaction, a rent or lease of property, a transaction related to assets, service, providing or receiving financial support such as borrowing, lending, guarantee, or assignment resulting in the Company or other party being in debt obligation of more than three per cent of net tangible assets of the Company or twenty million baht, whichever is lower. The Calculation of debt obligation shall be in accordance with the calculation of value of related party transaction specified by the Capital Market Supervisory Board's Announcement of Related Party Transaction including debt obligation one year prior to the date that business relationship starts.
5. Neither being nor having been an external auditor of the Company, a subsidiary, an affiliate, a major shareholder, or a controlling person of the Company and not being a shareholder holding 10 per cent or more or a partner in an audit office of an external auditor of the Company, a subsidiary, an affiliate, a major shareholder, or a controlling person in the past two years.
6. Neither being nor having been a provider of professional service such as legal or financial services and receiving a professional fee of more than two million baht per year from the Company, a subsidiary, an affiliate, a major shareholder, or a controlling person and not being a shareholder holding 10 per cent or more or a partner such a provider of professional service in the past two years.
7. Not being a director representing another director of the Company, a major shareholder, or a shareholder related to a major shareholder.
8. Not being in a business substantially the same and compete with the Company, or a subsidiary, or not being a principal partner in a business partnership or being a director involving in management, employee, staff member, advisor receiving a regular salary, or holds of shares with voting right more than one per cent of total number of voting right of other company that engages in a business substantially the same and compete with the Company and a subsidiary.
9. Be able to express an independent opinion with respect to the operation of the Company.

After an appointment, an independent director may be assigned by the Board of Directors to make collective decision with respect to the operation of the Company, a subsidiary, an affiliate, other associate company, a major shareholder, or a controlling person of the Company.

It is the responsibility of the Nomination and Remuneration Committee to make recommendations to the Board of Directors in relation to the appropriate number and qualification of independent directors, the process by which they are selected and nomination of independent directors to the Board of Directors.



Proxy Form Type A (General and simple format)
As per the Announcement of the Business Development Department on
Proxy Form (No.5) B.E. 2550

Issued at _____

Date _____ Month _____ Year _____

(1) I/We, _____ Nationality _____

Residing at _____

(2) Being a Shareholder of Bangkok Post Public Company Limited,

holding the shares in the total amount of _____ shares and the total number of votes _____ votes

Ordinary shares _____ shares and the total number of votes _____ votes

Preferred shares _____ shares and the total number of votes _____ votes

(3) Hereby appoint:

(1) _____ age _____ years

Residing at _____ Road _____ Sub-district _____

District _____ Province _____ Postal code _____

(2) _____ age _____ years

Residing at _____ Road _____ Sub-district _____

District _____ Province _____ Postal code _____

Only one proxy to act as my/our proxy to attend and vote in the 2021 Annual General Meeting of Shareholders on 27th April 2021 at 10:00 hours at the Meeting Room, 8th Floor, Bangkok Post Building, 136 Sunthorn Kosa Road, Klongtoey, Bangkok 10110. Thailand or in case of postponement to such date, time, and place.

Any action undertaken by the proxy in the Meeting shall be deemed to be undertaken by me/us in all aspects.

Signature _____ Shareholder
()

Signature _____ Proxy
()

Signature _____ Proxy
()

Remark:

A shareholder appointing a proxy must authorise only one proxy to attend the Meeting and vote. The vote of a shareholder may not be divided and given to more than one proxy.



Proxy Form Type B (Detailed and fixed format)
As per the Announcement of the Business Development Department on
Proxy Form (No.5) B.E. 2550

Issued at _____

Date _____ Month _____ Year _____

(1) I/We, _____ Nationality _____

Residing at _____

(2) Being a Shareholder of Bangkok Post Public Company Limited,

holding the shares in the total amount of _____ shares and the total number of votes _____ votes

Ordinary shares _____ shares and the total number of votes _____ votes

Preferred shares _____ shares and the total number of votes _____ votes

(3) Hereby appoint:

(1) _____ age _____ years

Residing at _____ Road _____ Sub-district _____

District _____ Province _____ Postal code _____

(2) _____ age _____ years

Residing at _____ Road _____ Sub-district _____

District _____ Province _____ Postal code _____

Only one proxy to act as my/our proxy to attend and vote in the 2021 Annual General Meeting of Shareholders on 27th April 2021 at 10:00 hours at the Meeting Room, 8th Floor, Bangkok Post Building, 136 Sunthorn Kosa Road, Klongtoey, Bangkok 10110. Thailand or in case of postponement to such date, time, and place.

**Shareholders or Proxy should bring this proxy to the meeting
to expedite the registration process at the meeting**

(4) I/we appoint my/our proxy to vote in the meeting as follows:

Agenda item 1: To approve the minutes of the extraordinary general meeting of shareholders no. 1/2021 held on 18 March 2021

- (a) The proxy has the right to consider and vote as the proxy deems appropriate in all aspects.
- (b) The proxy must vote as per my instruction as follows:
- Approve Disapprove Abstain

Agenda item 2: To acknowledge the annual report of the company and approve the audited financial statements of the company for the year-ended 31 December 2020

- (a) The proxy has the right to consider and vote as the proxy deems appropriate in all aspects.
- (b) The proxy must vote as per my instruction as follows:
- Approve Disapprove Abstain

Agenda item 3: To consider the omission of dividend payment

- (a) The proxy has the right to consider and vote as the proxy deems appropriate in all aspects.
- (b) The proxy must vote as per my instruction as follows:
- Approve Disapprove Abstain

Agenda item 4: To consider candidates nominated as directors to replace the directors who shall retire by rotation and consider the authority of directors (if any)

- (a) The proxy has the right to consider and vote as the proxy deems appropriate in all aspects.
- (b) The proxy must vote as per my instruction as follows:
- The election of individual Director
1. Dr. Siritaj Rojanapruk
- Approve Disapprove Abstain
2. Asst. Prof. Wutisak Lapcharoensap
- Approve Disapprove Abstain
3. Dr. Ronnachit Mahattanapreut
- Approve Disapprove Abstain

4. Prof. Dr. Pornchai Chunhachinda

Approve

Disapprove

Abstain

Agenda item 5: To fix directors remuneration

(a) The proxy has the right to consider and vote as the proxy deems appropriate in all aspects.

(b) The proxy must vote as per my instruction as follows:

Approve

Disapprove

Abstain

Agenda item 6: To appoint independent auditor and fix the audit fee

(a) The proxy has the right to consider and vote as the proxy deems appropriate in all aspects.

(b) The proxy must vote as per my instruction as follows:

Approve

Disapprove

Abstain

Agenda item 7: To consider other business (if any)

(a) The proxy has the right to consider and vote as the proxy deems appropriate in all aspects.

(b) The proxy must vote as per my instruction as follows:

Approve

Disapprove

Abstain

- (5) If the vote of the proxy in any agenda item is not in accordance with my/our instruction specified in this proxy form, it deems that the vote is not correct and does not constitute my/our vote as a shareholder.
- (6) In case I/we do not vote in any agenda item or my/ our instruction is not clear or the Meeting considers and vote in other matters not mentioned above including amendment or disclosure of addition information, the proxy has the right to consider and vote as the proxy deems appropriate in all aspects.

Any action undertaken by the proxy in the Meeting, except for the vote that is not in accordance with my/our instruction specified in this proxy form, shall be deemed to be undertaken by me/us in all aspects.

Signature _____ Shareholder
()

Signature _____ Proxy
()

Signature _____ Proxy
()

Remark:

1. A shareholder appointing a proxy must authorise only one proxy to attend the Meeting and vote.
The vote of a shareholder may not be divided and given to more than one proxy.
2. The election of directors may be for the whole Board or individual director.
3. In case there are more agenda items for consideration in the Meeting than the above mentioned agenda items, the Shareholder appointing proxy may use the attached Annex to the Proxy Form Type B.

Annex to the Proxy Form Type B

Grant of proxy as a shareholder of Bangkok Post Public Company Limited

For the 2021 Annual General Meeting of Shareholders on 27th April 2021 at 10:00 hours at the Meeting Room, 8th Floor, Bangkok Post Building, 136 Sunthorn Kosa Road, Klongtoey, Bangkok 10110. Thailand or in case of postponement to such date, time, and place.

Agenda item _____ Subject _____

(a) The proxy has the right to consider and vote as the proxy deems appropriate in all aspects.

(b) The proxy must vote as per my instruction as follows:

Approve

Disapprove

Abstain

Agenda item _____ Subject _____

(a) The proxy has the right to consider and vote as the proxy deems appropriate in all aspects.

(b) The proxy must vote as per my instruction as follows:

Approve

Disapprove

Abstain

Agenda item _____ Subject _____

(a) The proxy has the right to consider and vote as the proxy deems appropriate in all aspects.

(b) The proxy must vote as per my instruction as follows:

Approve

Disapprove

Abstain

Agenda item _____ Subject _____

(a) The proxy has the right to consider and vote as the proxy deems appropriate in all aspects.

(b) The proxy must vote as per my instruction as follows:

Approve

Disapprove

Abstain

Agenda item _____ Subject _____

(a) The proxy has the right to consider and vote as the proxy deems appropriate in all aspects.

(b) The proxy must vote as per my instruction as follows:

Approve

Disapprove

Abstain

Agenda _____ To elect directors (continued)

Name of director _____

Approve Disapprove Abstain

Name of director _____

Approve Disapprove Abstain

Name of director _____

Approve Disapprove Abstain

Name of director _____

Approve Disapprove Abstain

Name of director _____

Approve Disapprove Abstain

Name of director _____

Approve Disapprove Abstain

Name of director _____

Approve Disapprove Abstain

Name of director _____

Approve Disapprove Abstain

Name of director _____

Approve Disapprove Abstain

Name of director _____

Approve Disapprove Abstain

Name of director _____

Approve Disapprove Abstain

**Attachment 7 : Company's Articles of Association relating to
the Annual General Meeting of Shareholders**

Articles of Association of Bangkok Post Public Company Limited

Article 1: Annual Ordinary General Meeting

(A) Holding of Annual Ordinary General Meeting

An Annual Ordinary General Meeting of the Shareholder of the Company shall be held each year not later than on 30th day of April. An Annual Ordinary General Meeting of the Company shall be held at such time, day and place, within Thailand, as may be fixed by the Board of Directors and such meeting shall transact the following business:

1. Receiving the report of the Board of Directors and considering the statement of accounts and balance sheet of the Company for the fiscal year ended on the preceding 31st December, with auditor's report thereon.
2. Considering the payment of dividend.
3. Electing directors in place of those retiring by rotation.
4. Appointing an auditor for the current fiscal year and fixing his or her remuneration.
5. Any other business which may be properly brought before an Annual Ordinary General Meeting.

(B) Notice of Annual Ordinary General Meeting

Written Notice of an Annual Ordinary General Meeting shall be sent by registered mail to all shareholders and to the Registrar at least seven (7) days prior to the date thereof, and shall also be published for at least three (3) consecutive days in a local newspaper at least three (3) days prior to the date thereof. The notice shall specify the place, time and date, agenda, and matters to be proposed for consideration of the meeting, together with details as to which matters are for the information, for authorisation, or for deliberation of the meeting. The opinion of the Board of Directors as to such matters shall be attached to the notice. The Board of Directors shall also send to all shareholders with such notice a copy of audited statement of accounts and balance sheet for the preceding fiscal year, a copy of the Board of Directors annual report, and other documents as required by law or deemed appropriate by the Board of Directors.

Article 3 Quorum

A meeting of the shareholders of the Company may not transact any business unless at least twenty five (25), or at least one-half (1/2), of the shareholders and proxies (if any) holding in aggregate at least one-third (1/3) of the issued shares of the Company are present at the meeting. If within one (1) hour of the time appointed for the meeting a quorum prescribed by this Article is not present then the meeting shall be dissolved. Except in the event of a shareholders meeting called by requisition pursuant to the Article 2 (A), another meeting shall be summoned and notice of such meeting shall be sent by mail to all shareholders at least seven (7) days prior to such meeting, at which a quorum shall not be required.

Article 4 Proxies

Any shareholder may be represented and vote by proxy at any General Meeting. The Proxy appointment must be made in writing, signed by the shareholder, and submitted to the Chairman of the Board of Directors or the Chairman of the meeting at the place of the General Meeting prior to attendance by the proxy. The instrument appointing the proxy shall be in the format prescribed by the Registrar and shall contain at least the following:

- (a) Number of shares held by the shareholder appointing the proxy;
- (b) Name of the proxy; and
- (c) Specific meeting at which the proxy has been assigned to attend and to vote.

The proxy shall have the number of votes equal to the aggregate number of votes to which the shareholders appointing the proxy are entitled, unless the proxy shall make a statement in the General Meeting before voting that he or she shall only vote on behalf of certain shareholders whose names and number of shares held are disclosed by the proxy.

Article 5 Voting

At any General Meeting, every shareholder shall have one (1) vote for each share in respect of which he, she or it the registered holder. Adoption of any resolution, except where otherwise required by law, or approval of any other matter at a General Meeting (including election of directors) shall require the affirmative votes of a majority of the total number of shares held by shareholders attending or represented at the meeting and entitled to vote thereat. In the event of a tie vote, the Chairman of the meeting shall have a casting vote. Voting shall be conducted in an open manner, unless not fewer than five (5) shareholders shall have requested to vote by secret ballot and the meeting has so resolved, in which event the voting shall be so prescribed by the Chairman of the meeting. A shareholder who has a vested interest in any matter shall not be entitled to vote thereon, except that said shareholder may vote in connection with the election of directors.

Documents or evidence showing identity of the shareholder or proxy entitled to attend the meeting

1. Natural Person

1.1 Thai nationality

- (A) Identification card of the shareholder (personal I.D. or identification card of government officer or identification card of state enterprise officer); or
- (B) In case of proxy,
 - The proxy of a natural person shareholder (Thai or non-Thai nationality) shall submit the following documents before attending the Meeting.
 - The proxy form (as attached to the Notice of the Meeting) which is completely filled, affixed with crossed out 20 baht stamp duty and certified signatures of the shareholder and the proxy.
 - A copy of the shareholder's identification card and certified true copy.
 - A copy of the proxy's identification card or passport (in case of a foreigner) and certified true copy.
 - If the shareholder has his/her title, name or surname changed, a copy of evidence of those changes must be enclosed.

1.2 Non-Thai nationality

- (A) Passport of the shareholder; or
- (B) In case of proxy,
 - The proxy of a natural person shareholder (Thai or non-Thai nationality) shall submit the following documents before attending the Meeting.
 - The proxy form (as attached to the Notice of the Meeting) which is completely filled, affixed with crossed out 20 baht stamp duty and certified signatures of the shareholder and the proxy.
 - A copy of the shareholder's identification card or passport and certified true copy.
 - A copy of the proxy's identification card or passport (in case of a foreigner) and certified true copy.
 - If the shareholder has his/her title, name or surname changed, a copy of evidence of those changes must be enclosed.

2. Juristic Person

2.1 Juristic person registered in Thailand

- (A) The proxy form (as attached to the Notice of the Meeting) which is completely filled, affixed with crossed out 20 baht stamp duty and certified signatures of the shareholder and the proxy.
- (B) A copy of Corporate affidavit, issued within 1 year by Department of Business Development, Ministry of Commerce; and
- (C) A copy of identification card or passport (in case of a foreigner) of the authorised director(s) who sign(s) the proxy form including a copy of identification card or passport (in case of a foreigner) of the proxy.

2.2 Juristic person registered outside of Thailand

- (A) The proxy form (as attached to the Notice of the Meeting) which is completely filled, affixed with crossed out 20 baht stamp duty and certified signatures of the shareholder and the proxy.
- (B) Corporate affidavit; and
- (C) A copy of identification card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form including a copy of identification card or passport (in case of a foreigner) of the proxy.

3. Custodian

- (A) Power of Attorney from shareholder authorising a custodian to sign the Proxy Form on behalf of shareholder.
- (B) Power of Attorney from Custodian authorising authorized director(s) or authorized person(s) to grant proxy.
- (C) Letter certifying that the signer in the Proxy Form has a license to operate business as a custodian.
- (D) All Evidences of shareholder and custodian according to items 2

All copy of documents must be certified true copy. In case of any documents or evidences produced or executed outside of Thailand, such documents or evidence should be notarised by a notary public. In case the original documents are not in English, the English translation must be certified by the shareholder or authorised representative of juristic person.

A shareholder or a proxy may register and submit the required documents or evidences for inspection at the meeting venue **from 08:30 hours of 27 April 2021.**

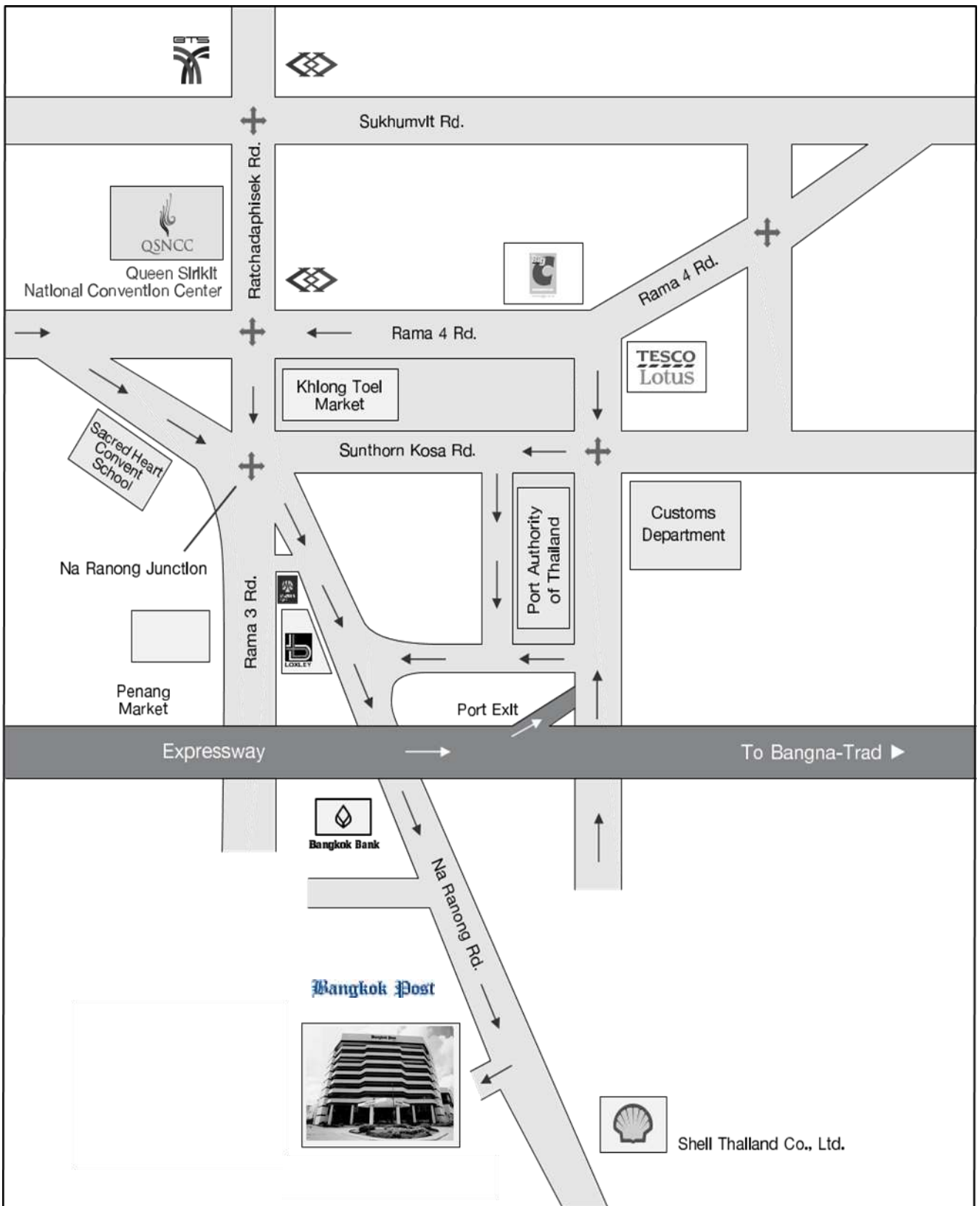
Voting and vote counting procedure

1. For shareholders who come to the Meeting in person and proxies with the Proxy Form Type A. (General and simple format), the Company will provide them with vote cards for each agenda item at the registration prior to the Meeting.
2. For proxies with the Proxy Form Type B. (Detailed and fixed format) and for foreign shareholders who appointed custodian in Thailand as proxies with the Proxy Form Type C. (The form for foreign shareholders who appointed custodian in Thailand), the Company shall record fixed votes as stated in the proxy forms in our computer at the time of registration. In case that shareholders did not vote in any agenda item or the instruction was not clear, the Company will provide them with vote cards for such agenda items only at the registration prior to the Meeting.
3. In voting for each agenda item, the Company will ask the Meeting for any “disapprove” or “abstain”. If both the records in our computer and the voting during the Meeting show no “disapprove” or “abstain”, it is deemed that the Meeting unanimously approves the matter. If certain shareholders vote “disapprove” or “abstain” in the Meeting, the Company will ask these groups of shareholders to complete the vote cards for record. To calculate number of “approve” votes, the Company will deduct “disapprove” and “abstain” votes from the total number of shares attending the Meeting. The Company will process the vote counting and disclose the results of the votes in the Meeting.

Director election procedure

For the election of directors, shareholders and proxies may elect the whole Board or individual director. Each shareholder shall have one vote for each share for which the shareholder is the registered holder. A shareholder or proxy may vote only for as many persons as there are vacancies on the Board of Directors to be filled. A shareholder or proxy may not cast more than one vote for any person in respect of each share that the shareholder holds or that their proxy represents, and may not allot any portion of their votes to other persons. After the vote, the candidates shall be ranked in descending order from the highest number of votes received to the lowest, and shall be appointed as directors in that order until all of the director positions are filled. Where the votes cast for candidates in descending order are tied in such a way as the number of directors is exceeded, the remaining appointments shall be made by drawing lots.

Attachment 10 : Map of Bangkok Post Public Company Limited



Bangkok Post Building, 136 Sunthorn Kosa Road, Klong Toey, Bangkok 10110, Thailand

Tel: +66 (0) 2616 4000 Fax: +66 (0) 2616 4597

www.bangkokpost.co.th | www.bangkokpost.com | www.posttoday.com | www.postbookonline.com | www.ellethailand.com | www.forbesthailand.com |

www.ryounoi100lan.com