

(Translation)

**BANGKOK POST PUBLIC COMPANY LIMITED**

Registration No: 0107536001583

Minutes of the 2021 Annual General Meeting of Shareholders

27 April 2021

The Meeting room, 8<sup>th</sup> 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. Russell Leighton Kekuewa  
Mr. Ek-Rit Boonpiti  
Mr. Thirakiati Chirathivat  
Dr. Ronnachit Mahattanapreut  
Mr. Charoon Intachan

Directors Absent

Mr. Suthikiati Chirathivat  
Mr. Chartsiri Sophonpanich  
Asst.Prof. Wutisak Lapcharoensap  
Dr. Siritaj Rojanapruk  
Mr. John Thompson

At 10.00 hours, there were 4 shareholders attending the Meeting in person and 25 shareholders attending by proxies, totaling 29 shareholders, representing 401,056,906 shares, equivalent to 80.2114 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.

Bangkok Post Public Company Limited ("the Company") places great importance on protecting the spread of the new coronavirus disease 2019. Therefore, convened the Meeting via Microsoft Teams, by following The Royal Decree on Electronic Media Conference B.E. 2563, dated 18 April 2020 and measures of World Health Organization on social distancing. The Board of Directors sat in the Board room, 1<sup>st</sup> floor, and the shareholders and related persons sat in the Meeting room, 8<sup>th</sup> floor, of the same venue or Bangkok Post Building. Both side were able to hear, respond, and express opinions throughout the Meeting, and the meeting attendees were able to vote. In addition, the Company has already recorded the Meeting in image and video formats.

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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. Then, he introduced himself and directors of the Company as follows;

Directors

Mr. Worachai Bhicharnchitr	Vice Chairman of the Board of Directors, Member of the Executive Committee, and Chairman of the Nomination and Remuneration Committee
Prof.Dr. Pornchai Chunhachinda	Independent Director and Chairman 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
Mr. Charoon Intachan	Independent Director and Member of the Nomination and Remuneration Committee

Executive Director

None

After that, he instructed Mr. Vasint Chotirawi, Chief Financial Officer and Company Secretary, to introduce management of the Company, the auditor and the legal adviser to the Meeting, including voting procedures, as follows;

Management

Mr. Chiratas Nivatpumin	SVP Special Commercial Projects
Mr. Soonruth Bunyamanee	Editor of Bangkok Post newspaper
Mr. Wut Nontarit	Editor of Post Today
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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During 4 November 2020 to 5 February 2021, the Company provided opportunities for the shareholders to propose additional agenda items for the 2021 Annual General Meeting of Shareholders and propose qualified candidates with no prohibited characteristics to be considered as directors of the Company, by submitting a letter to the Stock Exchange of Thailand and disseminating the procedures on the Company's website before distributing the Notice of the 2021 Annual General Meeting of Shareholders. It appeared that there were no shareholders proposing any additional agenda items or candidates to be considered as directors of the Company. Voting procedures was sent to the shareholders together with the Notice of the 2021 Annual General Meeting of Shareholders, 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 Extraordinary General Meeting of Shareholders No. 1/2021 held on 18 March 2021

Chairman informed that as the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 held on 18 March 2021 was sent to the shareholders together with the Notice of the 2021 Annual General

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Meeting of Shareholders. The Board of Directors agreed to propose to the Meeting to approve the said Minutes.

The Meeting approved the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 held on 18 March 2021 with the following votes: approved 401,057,906 votes or equivalent to 100 percent of shareholders attending the Meeting and entitling to vote.

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

Chairman informed that as the Company sent the 2020 Annual Report and the audited financial statements of the Company for the year-ended 31 December 2020, along with the Notice of the 2021 Annual General Meeting of Shareholders to the shareholders, the Board of Directors agreed to propose to the Meeting to acknowledge the 2020 Annual Report. Furthermore, the Board of Directors, after considering the recommendation of the Audit Committee, agreed to propose to the Meeting to approve the audited financial statements of the Company for the year-ended 31 December 2020.

Mr. Vasint Chotirawi, Chief Financial Officer and Company Secretary, clarified the audited financial statements of the Company for the year-ended 31 December 2020 that consolidated net loss attributable to equity holders of the Company for the year-ended 31 December 2020 was (364.9) million baht compared to consolidated net loss attributable to equity holders of the Company at (308.8) million baht the same period last year, increased (56.1) million baht or (10.1) percent. Mainly due to the situation of Covid-19 pandemic causing sales and services income from tourism industry, air-plane and hotel, decreased (43) per cent.

Consolidated cost of sales and services decreased (267.2) million baht or (35.7) percent due to the reduction of newspaper and magazines' production cost to suit the changing sales.

Consolidated selling expenses decreased (55.6) million baht or (40.4) percent, as a result of controlling distribution cost of newspaper and magazines to be consistent with sales and services income.

Consolidated administrative expenses decreased (73.5) million baht or (37.1) percent due to an ongoing cost control measures.

The Meeting acknowledged the Annual Report of the Company and approved the audited financial statements for the year-ended 31 December 2020 with the following votes: approved 401,057,906 votes or equivalent to 100 percent of the shareholders attending the Meeting and entitling to vote.

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Agenda 3 To consider the omission of dividend payment

Chairman clarified that the Company's statutory reserve is already higher than the required ten percent of registered capital and the Company did not pay any interim dividend during year 2020. The Board of Directors agreed to propose to the Meeting to approve the omission of dividend payment for year 2020 since 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)

The Meeting approved the omission of dividend payment for year 2020 with the following votes: approved 401,057,906 votes or equivalent to 100 percent of the shareholders attending the Meeting and entitling to vote.

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)

Chairman, as the Chairman of the Nomination and Remuneration Committee, informed that there are 4 directors who shall retire by rotation in year 2021, consisting of Dr. Siritaj Rojanapruk, Asst.Prof. Wutisak Lapcharoensap, Dr. Ronnachit Mahattanapreut and Prof.Dr. Pornchai Chunchachinda.

The Board of Directors considered the recommendation of the Nomination and Remuneration Committee and agreed to propose to the Meeting to re-elect Dr. Siritaj Rojanapruk, Asst.Prof. Wutisak Lapcharoensap, Dr. Ronnachit Mahattanapreut and Prof.Dr. Pornchai Chunchachinda to be directors of the Company for another term. The Company has already attached information of directors regarding years of directorship and meeting attendance of the previous year in the 2020 Annual Report. The directors and their recent dates of election, as follows

1. Dr. Siritaj Rojanapruk (24 April 2018)
2. Asst.Prof. Wutisak Lapcharoensap (24 April 2018)
3. Dr. Ronnachit Mahattanapreut (24 April 2018)
4. Prof.Dr. Pornchai Chunchachinda (24 April 2018)
5. Mr. Chartsiri Sophonpanich (24 April 2019)
6. Mr. Charoon Intachan (24 April 2019)
7. Mr. Thirakiati Chirathivat (24 April 2019)

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| 8.  | Mr. John Thompson            | (24 April 2019) |
| 9.  | Mr. Suthikiati Chirathivat   | (22 April 2020) |
| 10. | Mr. Ek-Rit Boonpiti          | (22 April 2020) |
| 11. | Mr. Russell Leighton Kekuewa | (22 April 2020) |
| 12. | Mr. Worachai Bhicharnchitr   | (22 April 2020) |

The Company sent voting procedures to shareholders together with the Notice of the 2021 Annual General Meeting of Shareholders. The Company provided the shareholders opportunities to elect either the whole Board or individual directors. 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. The Company will collect all the vote cards for record.

The Meeting reelected four directors who retire by rotation as directors of the Company for another term, as follows

1. Dr. Siritaj Rojanapruk  
Approved 399,984,306 or equivalent to 99.7323 percent, disapproved 99,600 votes or equivalent to 0.0248 percent, abstained 974,000 votes or equivalent to 0.2429 percent of the shareholders attending the Meeting and entitling to vote.
2. Asst.Prof. Wutisak Lapcharoensap  
Approved 400,083,906 or equivalent to 99.7571 percent, abstained 974,000 votes or equivalent to 0.2429 percent of the shareholders attending the Meeting and entitling to vote.
3. Dr. Ronnachit Mahattanapreut  
Approved 400,083,906 or equivalent to 99.7571 percent, abstained 974,000 votes or equivalent to 0.2429 percent of the shareholders attending the Meeting and entitling to vote.
4. Prof.Dr. Pornchai Chunchachinda  
Approved 401,057,906 or equivalent to 100percent of the shareholders attending the Meeting and entitling to vote.

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Agenda 5 To fix directors' remuneration

Chairman, as the Chairman of the Nomination and Remuneration Committee, informed that the Board of Directors considered the recommendation of the Nomination and Remuneration Committee and agreed to propose to the Meeting to approve the remuneration of the Board of Directors for 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. The Company has attached procedure for remuneration allocation in the Notice of the 2021 Annual General Meeting of Shareholders.

The Meeting approved the remuneration of the Board of Directors 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 with the following votes, approved: 401,057,906 votes or equivalent to 100 percent of the shareholders attending the Meeting and entitling to vote.

Agenda 6 To appoint independent auditor and fix the audit fee

Prof. Dr. Pornchai Chunhachinda, Chairman of the Audit Committee, informed that the Board of Directors considered the recommendation of the Audit Committee and agreed to propose to the Meeting to select Dharmniti Auditing Company Limited to be the auditors of the Company for the year 2021 and appoint persons to be the auditors; Ms. Sulalit Ardsawang, C.P.A. Registration No. 7517 or Ms. Nannaphat Wannasomboon, C.P.A. Registration No. 7793 or Mr. Peradate Pongsathainsak, C.P.A. Registration No. 4752. The audit fees for the Company and subsidiaries will be in a total amount not exceeding 1,450,000 baht.

In the event those auditors are unable to perform their duties, Dharmniti Auditing Company Limited is authorized 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 have no relationships and/or interest, with the Company, subsidiaries, associate, management, majority shareholders, and their related persons. The Company will let the subsidiaries appoint an auditor from the same office as the auditor of the subsidiaries.

The Meeting selected Dharmniti Auditing Company Limited to be the auditors of the Company for the year 2021 and appointed persons to be the auditors; Ms. Sulalit Ardsawang, C.P.A. Registration No. 7517 or Ms. Nannaphat Wannasomboon, C.P.A. Registration No. 7793 or Mr. Peradate Pongsathainsak, C.P.A. Registration No. 4752. The audit fees for the Company and subsidiaries will be in a total amount not exceeding 1,450,000 baht. In the event those auditors are unable to perform their duties, Dharmniti Auditing Company Limited is authorized to assign another of its auditors to perform the audit and express an opinion

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on the Company's financial statements in their place, with the following votes: approved 401,057,906 votes or equivalent to 100 percent of the shareholders attending the Meeting and entitling to vote.

Agenda 7 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 2021 the Annual General Meeting of Shareholders, as well as to enquire or advise the Board of Directors and management.

Mr. Sithichoke Boonvanich, shareholder, asked whether the Company will increase the Company's capital to enhance liquidity. The chairman listened and clarified that we had been working on the Company performance's improvement for many years by reducing many costs. It is expected to improve, but due to the spread of the Coronavirus - 2019, the company's performance has deteriorated further, including global businesses. However, the Board of Directors is currently considering appointing a financial advisor to complete the company's rehabilitation plan and capital increase can be one of several approaches.

คุณสากล สุขวานิชวิชัย, a proxy holder, said he would like to see the company's shares go up and ask about the rehabilitation plan. The chairman said it was expected to rise, but it was a matter of the future, depending on the company's own performance and globally. Dr. Ronnachit Mahattanapreut, he added that the board has resolved to appoint the financial advisor. The rehabilitation plan is expected to begin as early as today.

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 11:00 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