

**NOTICE OF THE EXTRAORDINARY
GENERAL MEETING OF SHAREHOLDERS
NO. 1/2021**

BANGKOK POST PUBLIC COMPANY LIMITED

18 March 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.

24 February 2021

Subject Invitation to attend the Extraordinary General Meeting of Shareholders No. 1/2021

To Shareholders
Bangkok Post Public Company Limited

Attachment

1. Copy of the Minutes of the 2020 Annual General Meeting of Shareholders
2. Information Memorandum on Acquisition and Disposition of Assets and Connected Transactions (Schedule 1)
3. The Opinion of the Independent Financial Advisor on Acquisition and Disposition of Assets and the Connected Transaction
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 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 Extraordinary General Meeting of Shareholders No. 1/2021 on 18 March 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 2020 Annual General Meeting of Shareholders held on 22 April 2020

Objective and reason The Company held the 2020 Annual General Meeting of Shareholders on 22 April 2020 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 2020 Annual General Meeting of Shareholders held on 22 April 2020.

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

Objective and reason 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 bidders submitted their bids lower than the minimum bidding price approved by shareholders. Moreover, there was no bidder for some assets.

Board of Directors’ opinion The Board of Directors acknowledged the result of assets disposal according to the 2020 Annual General Meeting of Shareholders’ resolution on Agenda 7

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

Objective and reason 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). The bidding price and conditions were adjusted in concern with the current economic circumstance with a condition to leaseback office space in the Office Building (Klongtoey) totaling not over 9,000 sq. m. along with parking space for 180 cars at monthly rate of 400 Baht per sq.m. for a period of 3 years. 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 and 15 Business Advisory Limited, 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. The details are;

Type of Assets	Book Value (Million Baht)	Appraisal Value (Million Baht)		Average Appraised Price (M. Baht)	Minimum Bidding Price (M. Baht) ³
		KF ¹	15BA ²		
1. Printing and Distribution Center (Bangna)					
Land	261.20	261.20	261.20		
Buildings	96.41	83.70	-		
Machinery	11.27	92.60	66.00		
Total	368.88	437.50	327.00	382.25	344.03
2. Office building (Klong Toey)					
Land	859.20	859.20	859.00		
Buildings	305.14	242.20	-		
Total	1,164.34	1,101.40	859.00	980.20	882.18
Grand Total	1,533.22	1,538.90	1,186.00	1,362.45	1,226.21

Remark: ¹Appraisal value assessed by Knight Frank Chartered (Thailand) Co., Ltd on 4 and 5 August 2020

² Appraisal value assessed by 15 Business Advisory Co., Ltd on 31 October 2020

³ A minimum sales price assessed by the Company; referred to 90% of averaging the appraisal value determined by the appraisers

The advertisement for the auction was published in Bangkok Post newspaper during 24 – 30 December 2020 while an auction registration was between 4 – 12 January 2021. Submission date for the auction was 13 January 2021. Bid envelopes were open on 14 January 2021 while Romreun Land Company Limited, the connected person was only one bidder proposing a price of 1,226.21 million Baht. For that reason, the acquisition and disposal of the above assets is considered to be entering into a 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 (Attachment 2) to The Stock Exchange of Thailand (“SET”). 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 will send a notification to Shareholders meeting with Information Memorandum on Acquisition and Disposition, and the opinion of Independent Financial Advisor for acquisition and disposition of asset and connected transaction to shareholders at least 14 days prior to the meeting date (Attachment 3).

The meeting considered approval of a persons(s) assigned by the Board of Directors to have authority to perform any acts necessary or related to entering into the transaction until its completion, according to the purposal and resolution of the shareholders.

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.

Board of Directors’ opinion The Board of Directors considered to propose the agenda to the shareholders meeting to approve the entering into assets disposal transaction above.

However, the opinion of the Audit Committee is not different from that of the Board of Directors. The Board of Directors has appointed Silom Advisory Co., Ltd. certified by SEC as the Company’s Independent Financial Advisor to express its opinion on entering into the said assets which has already been done.

Remark: This agenda requires approval of not less than three-fourths of the total number of shareholders attending the meeting and having voting rights, excluding the votes of shareholders having an interest in the matter.

As at the date determining the shareholders entitled to attend the meeting and have voting rights (Record date) on 15 February 2021, there are 6 shareholders having interest in this matter, which are Mr. Suthikiati Chirathivat 24.22%, Mr. Thiradej Chirathivat 9.98%, Mr. Thirayuth Chirathivat 4.25%, Mr. Thirakiati Chirathivat 2.63%, Mr. Patsarakorn Chirathivat 4.94% and Mrs. Somkamol Vejajiva 4.97%.

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

Objective and reason 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 Company Limited which is the winning bidder.

Total usable area of Office Buildings (Klongtoey) is 35,483 sq.m. which comprises the office building area 9,000 sq.m., service area 3,075 sq.m., publishing area 11,696 sq.m., and parking area 11,712 sq. m. Current usable space of Office Buildings (Klongtoey) exceeds the Company's needs, therefore the Board of Directors has considered the Company to reduce office space to a minimum.

The transaction is deemed as a connected transaction relating to a lease of property for a period not over 3 years according to the Notification on Connected Transaction with transaction value of 129.60 million Baht which is over 20 million Baht (as the Company has negative net tangible assets, the transaction size cannot be calculated proportionally with net tangible assets). The transaction is a large connected transaction which requires approval from the meeting of shareholders with votes of not less than three-fourth of the total number of the shareholders attending the meeting and having voting rights, excluding the votes of shareholders having an interest in the matter. The Company will send a notification of the meeting to shareholders altogether with the Independent Financial Advisor's opinion at least 14 days prior to the meeting date. It is a duty of the Company to arrange the report of Information Memorandum on Acquisition and Disposition of Assets and Connected Transactions (Attachment 2) to SET. 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 will send a notification to Shareholders meeting with Information Memorandum on Acquisition and Disposition, and the opinion of Independent Financial Advisor on acquisition and disposition of asset and connected transaction to shareholders (Attachment 3).

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.

Board of Directors' opinion The Board of Directors considered to propose the agenda to the shareholders meeting to approve the leaseback of office building (Klongtoey) from the connected person

Remark: This agenda requires approval of not less than three-fourths of the total number of shareholders attending the meeting and having voting rights, excluding the votes of shareholders having an interest in the matter.

As at the date determining the shareholders entitled to attend the meeting and have voting rights (Record date) on 15 February 2021, there are 6 shareholders having interest in this matter which are Mr. Suthikiati Chirathivat 24.22%, Mr. Thiradej Chirathivat 9.98%, Mr. Thirayuth Chirathivat 4.25%, Mr. Thirakiati Chirathivat 2.63%, Mr. Patsarakorn Chirathivat 4.94% and Mrs. Somkamol Vejjajiva 4.97%.

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

Objective and reason 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. 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 SET.

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, the Company will send a notification for the meeting to shareholders altogether with the Independent Financial Advisor's opinion at least 14 days prior to the meeting date. It is a duty of the Company to arrange the report of Information Memorandum on Acquisition and Disposition of Assets and Connected Transactions (Attachment 2) to SET. 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 will send a notification to Shareholders meeting with Information Memorandum on Acquisition and Disposition, and the opinion of Independent Financial Advisor on acquisition and disposition of asset and connected transaction to shareholders (Attachment 3).

Board of Directors' opinion The Board of Directors considered to propose the agenda to the meeting of Shareholders to approve a connected transaction in the case of requesting financial assistance. This matter is to benefit to shareholders and it is the same as processing a transaction with outsiders.

Remark: This agenda requires approval of not less than three-fourths of the total number of shareholders attending the meeting and having voting rights, excluding the votes of shareholders having an interest in the matter.

As at the date determining the shareholders entitled to attend the meeting and have voting rights (Record date) on 15 February 2021, a shareholder having an interest in this agenda is Mr. Suthikiati Chirathivat, a major shareholder holding 24.22 percent of the Company's total paid-up shares.

Agenda 6: 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 Board of Directors determines that persons entitled to vote shall be shareholders whose names appear in the shareholders' register on 15 February 2021 and the amount of shares which each shareholder has the right to vote for shall be in accordance with the shareholders' register at the same day.

Shareholders are kindly invited to attend the Extraordinary General Meeting of Shareholders No. 1/2021 on 18 March 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 their cooperation to submit a proxy form and documents required to the Company in advance for the Company to receive within 17 March 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

Attachment 1 : Copy of the Minutes of the 2020 Annual General Meeting Of Shareholders

BANGKOK POST PUBLIC COMPANY LIMITED

Registration No: 0107536001583

Minutes of the 2020 Annual General Meeting of Shareholders

22 April 2020

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
Asst.Prof. Wutisak Lapcharoensap
Dr. Siritaj Rojanapruk

At 10.00 hours, there were 8 shareholders attending the Meeting in person and 26 shareholders attending by proxies, totaling 34 shareholders, representing 421,604,029 shares, equivalent to 84.3208 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, 1st floor, and the shareholders and related persons sat in the Meeting room, 8th 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.

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. After that, he instructed Mr. Charoenchai Kittisuwan, Chief Financial Officer and Company Secretary, to introduce directors and management of the Company, the auditor, the legal adviser, and the Independent Financial Advisor to the Meeting, including voting procedures, 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. 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
Mr. Charoon Intachan	Independent Director and Member of the Nomination and Remuneration Committee

Executive Director

None

Management

Mr. Patsarakorn Chirathivat	Director of Post International Media Company Limited
Mr. Charoenchai Kittisuwan	Chief Financial Officer and Company Secretary
Ms. Sirima Limviriyalers	SEVP Sales and Marketing
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
Mr. Wittanu Chumsuwan	EVP Human Resources
M.L. Poryot Kalyanavongs	Chief Operations Officer of Mushroom Group Company Limited

Auditor

Ms. Sulalit Ardsawang	Dharmniti Auditing Company Limited
Mrs. Saifon Inkaew	EY Office Limited

Legal advisor to supervise the registration, voting and vote counting process

Mr. Satit Sensupa

Vickery & Worachai Limited

Independent Financial Advisor

Mr. Annop Saengvanich

OptAsia Capital Company Limited

During 4 November 2019 to 5 February 2020, the Company provided opportunities for the shareholders to propose additional agenda items for the 2020 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 2020 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 2020 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 2019 Annual General Meeting of Shareholders held on 24 April 2019

Chairman informed that as the Minutes of the 2019 Annual General Meeting of Shareholders held on 24 April 2019 was sent to the shareholders together with the Notice of the 2020 Annual General 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 2020 Annual General Meeting of Shareholders held on 24 April 2019 with the following votes: approved 421,604,208 votes, disapproved - votes, abstained - votes and voided ballot - votes, or equivalent to 100 percent of shareholders attending the Meeting and entitling to vote.

There were 3 additional shareholders attending the Meeting, totaling 37 shareholders, representing 421,604,208 shares.

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 2019

Chairman informed that as the Company sent the 2019 Annual Report and the audited financial statements of the Company for the year-ended 31 December 2019, along with the Notice of the 2020 Annual General Meeting of Shareholders to the shareholders, the Board of Directors agreed to propose to the Meeting to acknowledge the 2019 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 2019.

Mr. Charoenchai Kittisuwan, Chief Financial Officer and Company Secretary, clarified the audited financial statements of the Company for the year-ended 31 December 2019 that consolidated net loss attributable to equity holders of the Company for the year-ended 31 December 2019 was (308.8) million baht compared to consolidated net loss attributable to equity holders of the Company at (167.7) million baht the same period last year, increased (141.1) million baht or (84.1) percent. Mainly due to operating structural adjustment, cessation of Post Today and M2F newspaper production, and termination of newspaper printing at the Company's Printing and Distribution Center, which the Company has recorded severance, impairment of machines, equipment and spareparts, impairment of intangible assets, impairment of goodwill, and provision for long-term employee benefits at 247.9 million baht in total. However, if not including the said items, consolidated net loss attributable to equity holders of the Company for the year-ended 31 December 2019 will be (60.9) million baht, decreased (106.8) million baht or (63.7) percent.

Consolidated sales and service income decreased (419.8) million baht or (34.4) percent mainly due to economic slowdown, which results in a decline in advertising expenditure in print and advertising, and from cessation of Post Today and M2F newspaper production.

Consolidated cost of sales and services decreased (242.9) million baht or (24.5) percent due to the reduction of newspaper and magazines' production cost to suit the changing sales.

Consolidated selling expenses decreased (7.7) million baht or (5.3) percent, as a result of controlling distribution cost of newspaper and magazines to be consistent with sales and services income.

Consolidated administrative expenses decreased (15.4) million baht or (7.2) percent due to an ongoing cost control measures.

Chairman further informed that in fact the Company's overall operating performance has decreased losses from year 2018 but due to the Company is in a transition period and the auditor considered to set impairment in line with the accounting standards, it caused higher operating losses. However, the Company has been trying to establish a new standard or norm before the spread of the new coronavirus disease 2019, such as terminating the print edition of Post Today and go fully online, terminating publication of M2F newspaper, terminating newspaper printing at Printing and Distribution Center of the Company and hire outsource to produce newspaper in order to save costs and expenses, and reduced unnecessary employees, which the Company paid them severance according to law.

There was 1 additional shareholder attending the Meeting, totaling 38 shareholders, representing 421,605,208 shares.

The Meeting acknowledged the Annual Report of the Company and approved the audited financial statements for the year-ended 31 December 2019 with the following votes: approved 421,605,208 votes, disapproved - votes, abstained - votes and voided ballot - votes or equivalent to 100 percent of the shareholders attending the Meeting and entitling to vote.

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 2019. The Board of Directors agreed to propose to the Meeting to approve the omission of dividend payment for year 2019 since the Company had operating losses in year 2019.

Baht

	Consolidated financial statements	Separate financial statements
2019 Comprehensive income Attributable to equity holders of the Company	(55,094,804)	(125,622,996)

The Meeting approved the omission of dividend payment for year 2019 with the following votes: approved 421,605,208 votes, disapproved - votes, abstained - votes and voided ballot - 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 2020, consisting of Mr. Suthikiati Chirathivat, Mr. Ek-Rit Boonpiti, Mr. Russell Leighton Kekuewa and Mr. Worachai Bhicharnchitr.

The Board of Directors considered the recommendation of the Nomination and Remuneration Committee and agreed to propose to the Meeting to re-elect Mr. Suthikiati Chirathivat, Mr. Ek-Rit Boonpiti, Mr. Russell Leighton Kekuewa and

Mr. Worachai Bhicharnchitr 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 2019 Annual Report. The directors and their recent dates of election, as follows

1. Mr. Suthikiati Chirathivat (27 April 2017)
2. Mr. Ek-Rit Boonpiti (27 April 2017)
3. Mr. Russell Leighton Kekuewa (27 April 2017)
4. Mr. Worachai Bhicharnchitr (24 April 2018)
5. Dr. Siritaj Rojanapruk (24 April 2018)
6. Asst.Prof. Wutisak Lapcharoensap (24 April 2018)
7. Dr. Ronnachit Mahattanapreut (24 April 2018)
8. Prof.Dr. Pornchai Chunhachinda (24 April 2018)
9. Mr. Chartsiri Sophonpanich (24 April 2019)
10. Mr. Charoon Intachan (24 April 2019)
11. Mr. Thirakiati Chirathivat (24 April 2019)
12. Mr. John Thompson (24 April 2019)

The Company sent voting procedures to shareholders together with the Notice of the 2020 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. Mr. Suthikiati Chirathivat
Approved 420,631,208 votes, disapproved 974,000 votes, abstained - votes and void ballot - votes, or equivalent to 100 percent of the shareholders attending the Meeting and entitling to vote.
2. Mr. Ek-Rit Boonpiti
Approved 421,605,208 votes, disapproved - votes, abstained - votes and void ballot - votes, or equivalent to 100 percent of the shareholders attending the Meeting and entitling to vote.
3. Mr. Russell Leighton Kekuewa
Approved 421,605,208 votes, disapproved - votes, abstained - votes and void ballot - votes, or equivalent to 100 percent of the shareholders attending the Meeting and entitling to vote.
4. Mr. Worachai Bhicharnchitr
Approved 420,631,208 votes, disapproved 974,000 votes, abstained - votes and void ballot - votes,

or equivalent to 100 percent of the shareholders attending the Meeting and entitling to vote.

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 2020 in a total amount not exceeding 5,500,000 baht, decreases from year 2019 around 21 percent from 7,000,000 baht as approved by the 2019 Annual General Meeting of Shareholders, due to the Board of Directors is aware of the Company's status and operating losses incurred. 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 2020 Annual General Meeting of Shareholders.

The Meeting approved the remuneration of the Board of Directors for the year 2020 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: 421,605,208 votes, disapproved: - votes, abstained: - votes and voided ballot: - 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 Chunchachinda, 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 2020 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 1,725,000 baht, decreased 1,675,000 baht from 3,400,000 baht in year 2019.

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 2020 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 1,725,000 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, with the following votes: approved 421,605,208 votes, disapproved - votes, abstained - votes and voided ballot - votes, or equivalent to 100 percent of the shareholders attending the Meeting and entitling to vote.

Chairman stated that in the name of the Board of Directors and shareholders, thanked Mrs. Saifon Inkaew and EY Office Limited for auditing the accounts of the Company's and subsidiaries during the past several years, and congratulate to Dharmniti Auditing Company Limited, which having Ms. Sulalit Ardsawang as a representative attending the Meeting, for being assigned as the auditors of the Company and subsidiaries for the year 2020.

Agenda 7 To consider and approve the entering into assets disposal transaction between the Company and investors and approve person(s) assigned by the Board of Directors to have the authority to perform any acts necessary or related and beneficial to the Company and the shareholders

Mr. Charoenchai Kittisuwan, Chief Financial Officer and Company Secretary, informed that the Meeting of the Board of Directors No. 5/2019 on 13 December 2019 passed a resolution to approve the Company to enter into the disposition of assets of 1. Printing plant and Distribution Center (Bangna) and 2. Office building (Klong Toey) due to the Company having negative cash flow from having losses from operations for several consecutive years. Causes are from changes in media consumption behavior, from print to online, and overall economic slowdown that resulted in a decline in advertising spending in print. Moreover, the Company stopped printing operation at Printing Plant and Distribution Center (Bangna) on 31 August 2019 and hiring outsource company to be responsible for that part since 1 September 2019 onwards. Details of assets 1. and 2., as follows:

Based on appraised value prepared by an appraisal company, Knight Frank Chartered (Thailand) Company Limited, which has been approved by the Securities and Exchange Commission of Thailand according to Notification of the Office of the Securities and Exchange Commission No. SorChor. 24/2555, the assets valuation as at 21 November 2019 is taken as an appraisal for public purposes.

1. Printing plant and Distribution Center (Bangna) located at 999 Moo 9 separate from Thepparat Road (highway number 34) at kilometre 19+700 (inbound) head south around 70 metre in Ban Chalong, Bang Pli, Samutprakan, consisting of:

Land and building with land area of 19 rai 1 ngan, and 40 square metre, consisting of building construction such as Printing plant, Warehouse, Distribution office, Chemical store, and Small power plant of about 13 year-old and other constructions such as concrete road, barbed and concrete pole with fence, and reinforced concrete bridge. The maximum value of consideration is 368.50 million baht.

Machines and equipment 6 machinery and equipment for newspaper production totaling 23 sets per machine with lifespan of about 2-12 years. The maximum value of consideration is 93.00 to 141.00 million baht. In addition, market value for the existing use is 141.00 million baht but if the machine is relocated to new production plant, market value in exchange is 93.00 million baht.

2. Office building (Klong Toey) located at 136 Na Ranong Road Klong, Kwang Klong Toey, Khet Klong Toey, Bangkok, consisting of:

Land and building with land area of 7 rai 64.0 square wah and total usable area of 35,483 square metre, consisting of building construction such as office building, service building, press building, and parking building and other construction such as security guard house, concrete road, and barbed and concrete pole with fence. The maximum value of consideration is 1,175.00 million baht.

Afterward, the Meeting of the Board of Directors No. 1/2020 on 25 February 2020 passed a resolution to approve the appropriate price range of value of assets disposal according to opinion of the Independent Financial Advisor in a total of 1,636.50 – 1,684.50 million baht and set criteria for negotiation with the expected buyer that the agreed price shall not be less than 90 percent, depending on negotiation and benefits the Company will receive, which the price range of not less than 90 percent will be in a total of 1,472.85 - 1,516.05 million baht. Therefore, the Company agreed to propose the Meeting to consider approve the price of assets disposal transaction in a total amount not lower than 1,472.85 million baht.

คุณรัตน์ฐาภัทร ศรีพิสิฐ, a proxy of Thai Investors Association, asked whether the Company is currently in negotiation with the expected buyer of both assets.

Mr. Charoenchai Kittisuwan, Chief Financial Officer and Company Secretary, replied the Company has negotiated with the expected buyers but has not entered into any agreements. After the Board of Directors passed a resolution to approve the Company to enter into the disposition of both assets, the Company hired the independent appraiser, Knight Frank Chartered (Thailand) Company Limited, and the Independent Financial Advisor, OptAsia Capital Company Limited, to appraise and provide opinions on appropriateness of the price range.

Mr. Sithichoke Boonvanich, shareholder, asked whether the Company will hire outsource company to produce newspaper and all other publications after selling the machine. Moreover, he asked how will the Company manage the remaining employees at the Printing and Distribution Center (Bangna) and will they be transferred to other job responsibility, such as online section.

Mr. Charoenchai Kittisuwan, Chief Financial Officer and Company Secretary, replied the Company has a high-performance printing machine that used to print Bangkok Post newspaper around 70,000 copies per day, Post Today newspaper around 40,000 copies per day, and M2F newspaper. However, after cessation of Post Today newspaper and M2F newspaper on March 2020, number of print decreased, which does not match fixed cost of the Company. The Board of Directors considered that if the Company has to use a high-performance printing machine for printing in small numbers, hiring outsource company that the Company can control printing cost would be a better option. However, having a printing machine is good for the Company in different circumstances and conditions, like in the past, the Company had lots of work and high printing numbers, but it caused the Company to have maintenance and personnel costs. When the printing machine is no longer used, the Company wishes to sell and has already negotiated with expected buyer. However, there are a limited number of interested buyers since the printing machine has a specific use, or for a broadsheet newspaper. In addition, the Company has always hired outsource company to

produce magazines and at Printing and Distribution Center (Bangna) has only the newspaper production. Therefore, the Company has considered appropriate employees to move back to Klong Toey's office and the rest were asked to leave, for which they received severance according to law.

คุณสิริพร โคตรระวีระ, a proxy of Vacharaphol Company Limited, asked the management if there are any other investment plans, either for expanding the existing business or new business aside from using that money for accommodating the Company's cash flow.

Mr. Charoenchai Kittisuwan, Chief Financial Officer and Company Secretary, replied at present is the age of online media; therefore all organization must invest in digital tools and personnel. Print media used to be popular in the past but consumption behavior has changed and a group of new generation consumer, especially working people, shift to use online media. However, the Company still has loyal consumers who are subscribers of the Company's newspaper for over 10 years. As the Company and subsidiaries already have a quality news team, therefore needs to invest in news distribution channels.

Mr. Dan Chinsupakul, proxy, said it would be difficult at present to proceed with the disposition of assets the Company proposes to the shareholders to consider in a total amount not lower than 1,472.85 million baht, and because the Company's printing machine is a world-class one. When looking at the Company's consolidated financial statements, total liabilities is around 1,300 million baht, which part of it is a 161 million baht loan from the Chairman of the Board of Directors and that there will be an additional of 89 million baht. He asked Mr. Charoenchai Kittisuwan, Chief Financial Officer, regarding the estimated the Company has to use for operation, saying that part of that additional loan should already be used that as it has entered the fourth month of the year. He suggested selling the assets in a hurry without having to freeze the price at 1,472.85 million baht. The Board of Directors should consider if the sale of assets in combination or separately puts the Company in a difficult situation, and if assets cannot be sold after 45 days advertising period the Board of Directors should be the one making decision instead of calling the Extraordinary General Meeting of Shareholders because it takes time.

Mr. Charoenchai Kittisuwan, Chief Financial Officer and Company Secretary, thanked Mr. Dan Chinsupakul for his questions and suggestions. Then, he clarified the Company's financial status that year 2019 was a year of reducing employee and fixed costs. When making 2020 estimates, it is estimated that the Company will operate smoothly if having revenue 40 – 50 million baht per month, which main sources of revenue are from print advertising, online advertising, and subscription. The Company did not receive effect of the new corona virus 2019 in January-February 2020 but since March 2020 the Company's estimates have changed. When the expected revenue is postponed, the back office must postpone the payment accordingly, and this discrepancy affects the Company's cash flow. Like in year 2019 that the Company had to ask Mr. Suthikiati Chirathivat for financial assistance totaling 161 million baht and an additional of 89 million baht while proceeding with the disposition of assets, which it will be in a total amount not exceeding 250 million baht. He said on that day it was predicted that the amount would be enough but now there is concern that the Company will not have enough cash flow for operation. However, the Company has contacted the financial institutions to extend the repayment term of principal, and some replied they will take it in consideration but denied about reducing interest. Government measures announced only help SMEs with low revenue and funds,

which the Company does not fall into the criteria. The proposed price range was approved by the Board of Directors at the time when the new corona virus 2019 has not yet occurred, therefore, whether the Company is able to sell the assets or not, will propose to the shareholders again for consideration.

The Meeting considered approve the entering into assets disposal transaction between the Company and investors and approve persons(s) assigned by the Board of Directors to have the authority to perform any acts necessary or related and beneficial to the Company and the shareholders, with the following votes: approved 421,605,208 votes, disapproved - votes, abstained - votes and voided ballot – votes, or equivalent to 100 percent of the shareholders attending the Meeting and entitling to vote.

Chairman thanked the shareholders for considering approved and that the Company will proceed further.

Agenda 8 To consider and approve the entering into connected transaction

Mr. Charoenchai Kittisuwan, Chief Financial Officer and Company Secretary, informed that in year 2019 the Company has necessarily requested financial assistance from Mr. Suthikiati Chirathivat, Chairman of the Board of Directors and Chairman of the Executive Committee, and the major shareholder of the Company holding 121,096,150 shares. As at 31 December 2019, the Company and subsidiary have requested for financial assistance totaling 161 million baht and will request for additional financial assistance of 89 million baht while proceeding with the disposition of assets. The total amount will not exceed 250 million baht, which the Board of Directors considered the recommendation of the Audit Committee and agreed to propose to the Meeting to acknowledge and consider approve.

In addition, the Company has requested for additional financial assistance on 31 March 2020, as detailed in the Company's financial statements as at 31 March 2020.

Transaction size is determined by the principle of 250 million baht times interest rate of 5.25 percent per annum, using hypothesis of loan from the date signing the first contract on 27 May 2019 to 31 December 2020, based on MLR (minimum loan rate) of Bangkok Bank Public Company Limited as at 27 May 2019 minus 1.00 percent. It is a call loan without collateral. The maximum amount of interest expense will be 21.0 million baht, which is lower than that of the Company pays to the financial institutions, due to the courtesy of Mr. Suthikiati Chirathivat. However, if there is any change in the interest rate, the maximum amount of interest expense will decrease as the interest rate decreases.

According to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551, regarding rules on connected transactions provided as transactions relating to assets and services, and the Notification of The Board of Governors of The Stock Exchange of Thailand regarding disclosure of information and other acts of listed companies relating to connected transactions B.E. 2546 (2003), it is considered as a large-size connected transaction since it is greater than 20 million baht, therefore the Company prepared and disclosed Information Memorandum on Disposition of Assets and Connected Transactions to the Stock Exchange of Thailand and seek approval from the shareholders' meeting, which requires approval of not less than three-fourths of the total number of shareholders attending the meeting and having voting rights, excluding the votes of shareholders having an interest in the matter.

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 or Mr. Suthikiati Chirathivat, a major shareholder holding 121,096,150 shares, approved the entering into connected transaction with the following votes, approved: 299,535,058 votes, disapproved: 974,000 votes, abstained: - votes and voided ballot: - votes or equivalent to 100 percent of the shareholders attending the Meeting and entitling to vote.

Chairman thanked the shareholders for considering approved and kindness of Mr. Suthikiati Chirathivat for providing the Company financial assistance without asking for collateral and low interest rate than that of the financial institutions, in the difficult state of the Company during this transition.

Agenda 9 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 2020 the Annual General Meeting of Shareholders, 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 11:30 hours.

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

(Mr. Charoenchai Kittisuwan)
Chief Financial Officer and Company Secretary

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. PORNCHAI CHUNHACHINDA
Position in Post	Independent Director and Chairman of the Audit Committee
Year of Directorship	3 years
National/Age	Thai / 58 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 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

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.

Attachment 6 : Proxy form

Stamp
duty
20 baht

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 Extraordinary General Meeting of Shareholders No. 1/2021 on 18th March 2021 at 10:00 hours at the Meeting Room, 8th Floor, Bangkok Post Building, 136 Sunthorn Kosa Road, Klong Toey, 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 authorize 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 Extraordinary General Meeting of Shareholders No. 1/2021 on 18th March 2021 at 10:00 hours at the Meeting Room, 8th Floor, Bangkok Post Building, 136 Sunthorn Kosa Road, Klong Toey, 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 2020 annual general meeting of shareholders held on 22 April 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 2: To report the result of assets disposal according to the 2020 annual general meeting of shareholders' resolution on Agenda 7

- (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 and approve the entering into assets disposal transaction between the Company and connected person

- (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 and approve the leaseback of office building (Klongtoey) from connected person

- (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 5: To consider and approve a connected transaction in the cases of requesting financial assistance

- (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 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 authorize 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. 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 Extraordinary General Meeting of Shareholders No. 1/2021 on 18th March 2021 at 10:00 hours at the Meeting Room, 8th Floor, - Bangkok Post Building, 136 Sunthorn Kosa Road, Klong Toey, 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

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

Articles of Association of Bangkok Post Public Company Limited

Part 1 Meeting of Shareholders

Article 2: Extraordinary General Meeting

(A) Holding of Extraordinary General Meeting

An Extraordinary General Meeting of the Shareholder of the Company may be called at any time by the Board of Directors whenever it is deemed appropriate, and shall be held within Thailand, in the province in which the head office of the Company is located or a nearby province. An Extraordinary General Meeting must be called by the Board of Directors upon requisition in writing from shareholders holding in aggregate at least one-fifth (1/5) of all the issued shares of the company, or from at least twenty five (25) shareholders holding in aggregate at least one-tenth (1/10) of all the issued shares of the Company, provided that the reason for such requisition must be clearly stated in writing. The Board of Directors must call the Extraordinary General Meeting within one (1) month from the date of receiving such requisition.

(B) Notice of Extraordinary General Meeting

Written Notice of an Extraordinary 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 authorization, or for deliberation of the meeting. The opinion of the Board of Directors as to such matters shall be attached to the notice..

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.

Attachment 8 : Documents or evidences required for attending the meeting

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 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.

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 authorizing a custodian to sign the Proxy Form on behalf of shareholder.
- (B) Power of Attorney from Custodian authorizing 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 notarized by a notary public. In case the original documents are not in English, the English translation must be certified by the shareholder or authorized 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 18 March 2021.**

Attachment 9 : Voting and Vote Counting Procedure

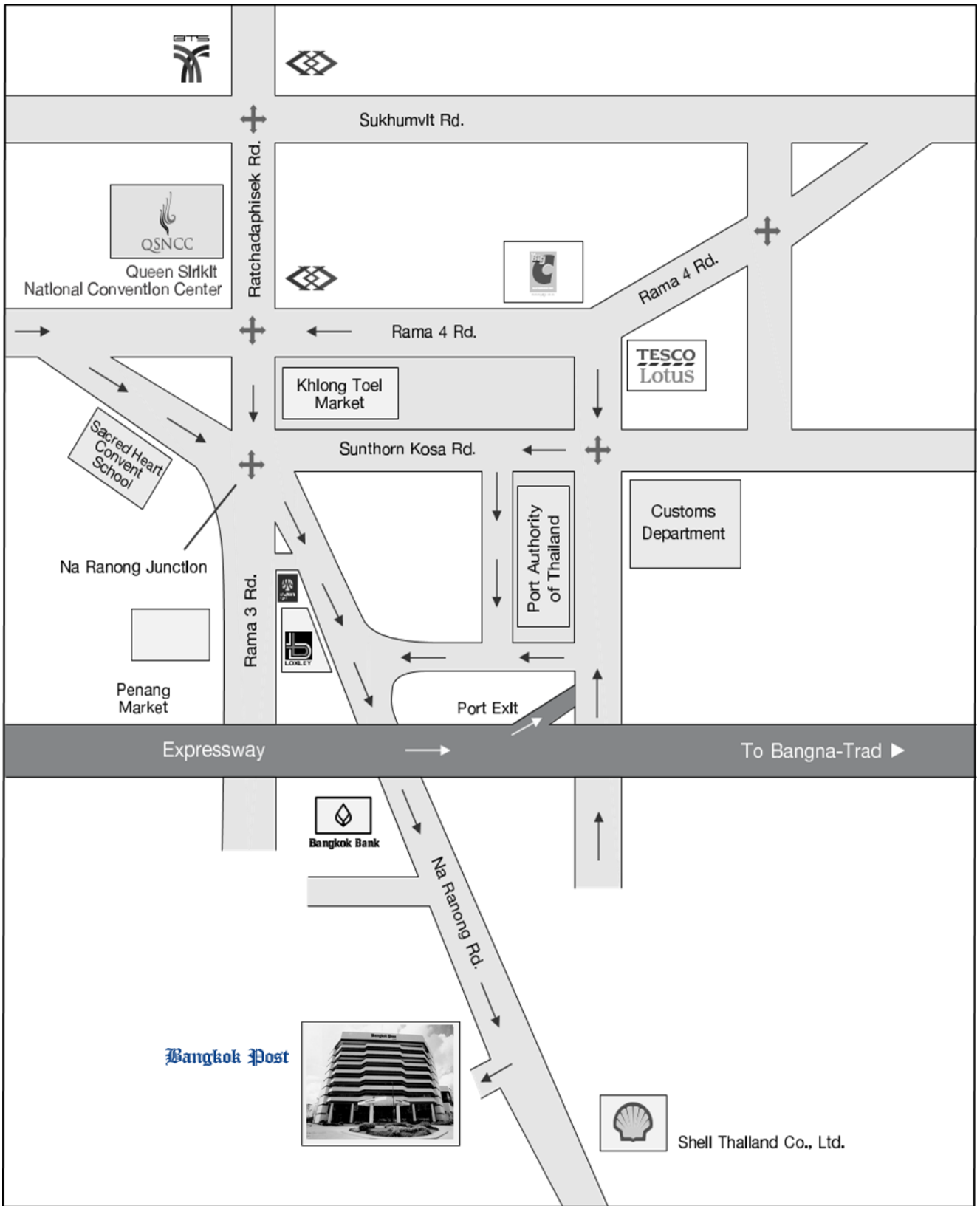
Voting and vote counting procedure

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 PUBLIC COMPANY LIMITED

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