

# NOTICE OF THE 2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS

## BANGKOK POST PUBLIC COMPANY LIMITED

27 APRIL 2022, 11:00 HOURS

At the Meeting Room, 8<sup>th</sup> Floor, Bangkok Post Building

136 Sunthorn Kosa Road, Klongtoey,

Bangkok, 10110, Thailand

Registration starts at 9:30 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 6*.
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 8*.

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

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



## BANGKOK POST PUBLIC COMPANY LIMITED

Registration No: 0107536001583

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

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(Translation)

7 April 2022

**Subject** Invitation to attend the 2022 Annual General Meeting of Shareholders

**To** Shareholders  
Bangkok Post Public Company Limited

### **Attachment**

1. Copy of the Minutes of the 2021 Annual General Meeting of Shareholders
2. The 2021 Annual Report and the audited financial statements for the year-ended 31 December 2021
3. Details of the persons nominated as directors
4. Business Objectives of Bangkok Post Public Company Limited
5. Articles of Association of Bangkok Post Public Company Limited
6. Details of the independent directors proposed by the Company to act as proxies for the shareholders
7. Registration form (Required for the Meeting)
8. Proxy form
9. The Company's Articles of Association relating to the Annual General Meeting of Shareholders
10. Documents and evidences required for attending the meeting
11. Voting and Vote Counting Procedure and director election procedure
12. Map of Bangkok Post Public Company Limited

The Board of Directors of Bangkok Post Public Company Limited (“the Company”) resolved to call the 2022 Annual General Meeting of Shareholders on 27 April 2022 at 11:00 hours at the Meeting Room, 8<sup>th</sup> floor, Bangkok Post Building, 136 Sunthorn Kosa Road, Klongtoey, Bangkok, 10110, Thailand with the following agenda:

**Agenda 1** To approve the Minutes of the 2021 Annual General Meeting of Shareholders held on 27 April 2021.

**Objective and reason** The Company held the 2021 Annual General Meeting of Shareholders on 27 April 2021 and submitted the minutes of the Meeting to The Stock Exchange of Thailand and the Ministry of Commerce within the period prescribed by laws and disseminated it on the Company's website at [www.bangkokpost.co.th](http://www.bangkokpost.co.th)  
*(Attachment 1)*

**Board of Directors' opinion** The Board of Directors recommends shareholders to approve the Minutes of the 2021 Annual General Meeting of Shareholders held on 27 April 2021.

**Agenda 2** To acknowledge the Annual Report of the Company and approve the audited financial statements of the Company for the year-ended 31 December 2021

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

*(Attachment 2)*

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

**Agenda 3** To consider the omission of dividend payment

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

- The Company’s statutory reserve had already attained the amount of 10 percent of the registered capital. The Company will not make any further appropriation of profits as statutory reserve.
- The Company has a policy to pay dividend approximately 60 percent of its net profits every year. The fluctuation of payment will depend on capital spending commitment and liquidity position.
- The Company did not pay any interim dividend during the year 2021.

**Board of Directors’ opinion** The Board of Directors recommends shareholders to approve the omission of dividend payment for the year 2021 due to the Company had operating losses in year 2021.

(Baht)

	Consolidated Financial Statements	Separate Financial Statements
Loss for the year 2021	(107,421,737)	(107,251,502)

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

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

The Company invited the shareholders to nominate qualified candidates to be elected as director of the Company during 4 November 2021 - 4 February 2022 through the SET Community Portal (SCP) and the Company's website. However, none of the shareholders have nominated candidates deemed qualified to be directors to the Company.

At the 2022 Annual General Meeting of Shareholders, directors who shall retire by rotation are Mr. Chatsiri Sophonpanich, Mr. Charoon Intachan, Mr. Thirakiati Chirathivat and Mr. John Thompson. The Board of Directors has considered the advice of the Nomination and Remuneration Committee and proposes to re-elect Mr. Chatsiri Sophonpanich, Mr. Charoon Intachan, Mr. Thirakiati Chirathivat and Mr. John Thompson as directors of the Company for another term. (*Attachment 3*)

**Board of Directors' opinion** The Board of Directors with the advice of the Nomination and Remuneration Committee recommends shareholders to re-elect Mr. Chatsiri Sophonpanich, Mr. Charoon Intachan, Mr. Thirakiati Chirathivat and Mr. John Thompson as directors of the Company for another term, since they are knowledgeable and experienced which would benefit the Company's operation.

#### **Agenda 5 To fix directors' remuneration**

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

**Board of Directors' opinion** The Board of Directors considers the advice of the Nomination and Remuneration Committee and recommends shareholders to approve the directors' remuneration for the year 2022 in a total amount not exceeding 5,500,000 baht. The allocation of such amount to each director shall be considered by the Board of Directors as it deems appropriate.

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

Directors' remuneration for year 2021 was 5,293,639 baht from the total amount approved at 5,500,000 baht. The remaining 206,361 baht has not been allocated to any director.

#### **Agenda 6 To appoint independent auditor and fix the audit fee**

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

**Board of Directors' opinion** The Board of Directors considers the advice of the Audit Committee and recommends shareholders to select Dharmniti Auditing Company Limited to be the auditors of the Company for the year 2022 and appoint persons to be the auditors as follows; Miss Sulalit Ardsawang, C.P.A. Registration No. 7517 or Miss Nannaphat Wannasomboon, C.P.A. Registration No. 7793 or Mr.Peradate Pongsathainsak, C.P.A. Registration No. 4752 or Miss Wannisa Ngambuathong, C.P.A. Registration No. 6838.

Comparison of audit fees for the Company and subsidiaries for the year 2021 and 2022

(Baht)

	2021	2022
1. Audit Fee	1,460,000	Not exceeding 1,500,000
2. Non-Audit Fee	-	-

The audit fee for the Company and subsidiaries for the year 2022 will be in a total amount not exceeding 1,500,000 baht. In the event that those auditors are unable to perform their duties, Dharmniti Auditing Company Limited is authorised to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place. The auditors do not have any relationships and/or interest with the Company, subsidiaries, associate, management, majority shareholders, or their related persons. Auditors from the same office shall also be appointed auditors of the Company's subsidiaries.

**Agenda 7** To amend the Memorandum of Association (business objectives) of the Company by revising Clause 9 of business objectives, and adding the businesses on cryptocurrency, digital token and other relevant businesses.

**Objective and reason** Clause 9 of the Company's business objectives, have been established since the establishment of the Company which has been a long period of time. The Board of Directors has resolved to amend Clause 9 of the Company's business objectives by, in line 1, deleting the word "nightclub" and, in lines 3 and 4, deleting the words "operation of place for dancing, ramwong or rongngeng, operation of place for selling liquor, tea or other beverages" which are not relevant to business of the Company, as follows:

The Existing Clause 9 of business objectives of the Company is as follows:

- (9) To engage in the business of restaurant, nightclub, selling of foods and beverages of all kinds, grocery and department store, bakery and food procession, printing, exhibition of movies and presentation of theatrical and dancing entertainment, operation of place for dancing, ramwong or rongngeng, operation of place for selling liquor, tea or other beverages, operation of radio and television business, operation of amusement and entertainment rides and machines of every type, operation of hospitals and provision of medical and nursing services.

The proposed amendments to Clause 9 of business objectives of the Company is as follows:

- (9) To engage in the business of restaurant, selling of foods and beverages of all kinds, grocery and department store, bakery and food procession, printing, exhibition of movies and presentation of theatrical and dancing entertainment, operation of radio and television business, operation of amusement and entertainment rides and machines of every type, operation of hospitals and provision of medical and nursing services.

To comply with new strategies and business expansion of the Company, the Company will add business objectives about cryptocurrency, digital token and other digital assets including other businesses by adding 8 business objectives of Clause 35-42. So, the business objectives will have the total clauses of 42 from 34. The additional business objectives from Clause 35-42 are as follows;

- (35) To carry on the business of planning, designing, sourcing location, construction of buildings, booths, kiosks or any other structures whether temporarily or permanently or inside or outside of the buildings, and management of any places for work display, meeting, training, exhibition, seminar, negotiation, or for any activities and purposes, including ornamentation and installation of any equipment in such buildings.
- (36) To provide services in electronic communication, internet, as well as news, advertisements, song, music, entertainment.
- (37) To collect, compile, prepare, publish and disseminate of statistics of agricultural information, industry, commerce, finance, marketing, including analysing and evaluating the results of business operations.
- (38) To provide service, rent, provide facilities for the electronic information exchange, computer, internet, to provide service as an information business consultant regarding data communication, to send, seek or to show news in a computer system and communication tools, including future technologies.
- (39) To create and provide services on web pages, homepages, information or various media including collecting all kinds of the information to publish on the internet by receiving rights or permission from government agencies or state enterprises or by the provisions of relevant laws, which include providing services for advertising space on the internet, both domestically and internationally, including future technologies.
- (40) To provide online information service as well as maintain and operate a database for collecting and processing various information.
- (41) To issue, buy, sell, exchange cryptocurrencies, digital tokens and other digital assets when authorised by the relevant authorities.
- (42) To carry on the business as trading centre, broker for buying and selling cryptocurrencies, digital tokens and other digital assets when authorised by the relevant authorities.

By amending Article 3 of the Company's Memorandum of Association to comply with the amendment of business objectives, as follows:

"Article 3 The Company has 42 business objectives."

With respect to the registration of the amendment of said Memorandum of Association with the Department of Business Development, Ministry of Commerce, the authorised directors of the Company and/or their attorney(s)-in-

fact shall have the authority to amend the contents in the Company's business objectives as might be instructed by the Registrar. Attachment 4

**Board of Directors' opinion:** The Board of Directors recommends shareholders to approve the amendment of business objectives by amending Clause 9 and adding Clause 35-42 and to approve the authorised directors of the Company and/or their attorney(s)-in-fact to have the authority to amend the contents in the Company's business objectives as might be instructed by the Registrar. The amendment of the Memorandum of Association requires approval of the vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

**Agenda 8** To amend the Articles of Association of the Company by adding provisions on holding meeting of shareholders and meeting of the Board of Directors through electronic means into Articles 1, 2 and 11, and revising the provisions of Article 17.

**Objective and reason** To comply with current situation, the Company's Articles of Association should contain provisions on meeting through electronic means for meeting of shareholders and meeting of the Board of Directors by adding such provisions into Articles 1, 2 and 11, and revising the provisions of Article 17 on the applicable laws in case of Transfers of Shares, as follows;

The Existing Article 1, 2, 11 and 17 of the Articles of Association are as follows:

**Article 1 Annual Ordinary General Meetings**

**(A) Holding of Annual Ordinary General Meeting**

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

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

**Article 2 Extraordinary General Meetings**

**(A) Holding of Extraordinary General Meeting**

An Extraordinary General Meeting of the Shareholders 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.



Shareholders holding shares amounting to not less than ten percent (10%) of the total number of shares sold may submit their names in a request directing the Board of Directors to call an extraordinary general meeting at any time, but the matters and reasons for calling such meeting shall be clearly stated in such request. The Board of Directors shall call a shareholders' meeting to be held within forty-five (45) days of the date of receipt of such request from the said shareholders.

In the event that the Board of Directors does not hold a shareholders' meeting within the period prescribed in the second paragraph, the shareholders who made the request or any other shareholders with the required aggregate number of shareholding may call a shareholders' meeting within forty-five (45) days of the end of the aforementioned period. This meeting shall be deemed as a shareholders' meeting summoned by the Board of Directors. The Company shall bear any necessary costs for holding such meeting and shall appropriately facilitate the meeting.

In case the quorum of any shareholders' meeting summoned by the shareholders as prescribed in paragraph three of this Articles is not formed in accordance with the Articles of Association of the Company, all the shareholders who called the meeting as prescribed in paragraph three of this Article shall jointly reimburse the Company the necessary costs incurred for holding such meeting.

#### **Article 11 Holding of Meetings of the Board Directors**

Meetings of the Board of Directors shall be held at least once every three (3) months within Thailand, to be called by the Chairman of the Board of Directors. In the event that two (2) or more directors request that a meeting of the Board of Directors be held, the Chairman of the Board of Directors shall determine the date of such meeting within fourteen (14) days from the date of receiving such request.

#### **Article 17 Transfers of Shares**

The shares of the Company are freely transferable, unless they shall comply with the provisions relating to the law governing publishing, the Announcement of the National Executive Council No. 281, Land Code, Constitution of the Kingdom of Thailand and other laws resulting to the rights and abilities of the Company in carrying out the business or holding the properties. Any transfer of shares shall be complete when the transferor has endorsed the relevant share certificate and specified the name of the transferee and affixed his, her or its signature, and has delivered same to the transferee who affixes his, her or its signature. Such transfer may be valid against the Company only when the Company has received the application to have such transfer entered in the Register of Shareholders by it and may be valid against a third party only when the Company has entered such transfer in its Register of Shareholders. In this event if the Company is of the opinion that the transfer is deemed valid it must be entered in the Company's Register of Shareholders within fourteen (14) days from the date of receipt of the request to do so by the transferee. If the transfer is deemed invalid or incomplete, the transferee shall be so notified within seven (7) days from the date of receipt of such request.

The proposed amendments to Article 1, 2, 11 and 17 of the Articles of Association are as follows:

## **Article 1 Annual Ordinary General Meetings**

### **(A) Holding of Annual Ordinary General Meeting**

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

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

The Annual Ordinary General Meeting of the Shareholders can be conducted via electronic means in compliance with relevant laws.

## **Article 2 Extraordinary General Meetings**

### **(A) Holding of Extraordinary General Meeting**

An Extraordinary General Meeting of the Shareholders 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.

Shareholders holding shares amounting to not less than ten percent (10%) of the total number of shares sold may submit their names in a request directing the Board of Directors to call an extraordinary general meeting at any time, but the matters and reasons for calling such meeting shall be clearly stated in such request. The Board of Directors shall call a shareholders' meeting to be held within forty-five (45) days of the date of receipt of such request from the said shareholders.

In the event that the Board of Directors does not hold a shareholders' meeting within the period prescribed in the second paragraph, the shareholders who made the request or any other shareholders with the required aggregate number of shareholding may call a shareholders' meeting within forty-five (45) days of the end of the aforementioned period. This meeting shall be deemed as a shareholders' meeting summoned by the Board of Directors. The Company shall bear any necessary costs for holding such meeting and shall appropriately facilitate the meeting.

In case the quorum of any shareholders' meeting summoned by the shareholders as prescribed in paragraph three of this Articles is not formed in accordance with the Articles of Association of the Company, all the shareholders who called the meeting as prescribed in paragraph three of this Article shall jointly reimburse the Company the necessary costs incurred for holding such meeting.

The Extraordinary General Meeting of the Shareholders can be conducted via electronic means in compliance with relevant laws.

#### **Article 11 Holding of Meetings of the Board Directors**

Meetings of the Board of Directors shall be held at least once every three (3) months within Thailand, to be called by the Chairman of the Board of Directors. In the event that two (2) or more directors request that a meeting of the Board of Directors be held, the Chairman of the Board of Directors shall determine the date of such meeting within fourteen (14) days from the date of receiving such request.

The meetings of the Board of Directors can be conducted via electronic means in compliance with relevant laws.

#### **Article 17 Transfers of Shares**

The shares of the Company are freely transferable, unless they shall comply with the relevant laws. Any transfer of shares shall be complete when the transferor has endorsed the relevant share certificate and specified the name of the transferee and affixed his, her or its signature, and has delivered same to the transferee who affixes his, her or its signature. Such transfer may be valid against the Company only when the Company has received the application to have such transfer entered in the Register of Shareholders by it and may be valid against a third party only when the Company has entered such transfer in its Register of Shareholders. In this event if the Company is of the opinion that the transfer is deemed valid it must be entered in the Company's Register of Shareholders within fourteen (14) days from the date of receipt of the request to do so by the transferee. If the transfer is deemed invalid or incomplete, the transferee shall be so notified within seven (7) days from the date of receipt of such request.

With respect to the registration of the amendment of said Articles of Association with the Department of Business Development, Ministry of Commerce, the authorised directors of the Company and/or their attorney(s)-in-fact shall have the authority to amend the contents in the Company's Articles of Association as might be instructed by the Registrar. [Attachment 5](#)

**Board of Directors' opinion** The Board of Directors recommends shareholders to approve the amendment of the Articles of Association of the Company by adding provisions on holding meeting of shareholders and meeting of the Board of Directors through electronic means into Articles 1, 2 and 11, and revising the provisions of Article 17 and to approve the authorised directors of the Company and/or their attorney(s)-in-fact to have the authority to amend the contents in the Company's Articles of Association as might be instructed by the Registrar. The amendment of the Articles of Association requires approval of the vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

#### **Agenda 9**

**To consider other business (if any)**

- None -

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

The Company invited the shareholders to nominate qualified candidates to be elected as director of the Company during 4 November 2021 to 4 February 2022 through SET Community Portal (SCP) and the Company's website. However, none of the shareholders have nominated candidates deemed qualified to be directors to the Company.

The Board of Directors determines that persons entitled to vote shall be shareholders whose names appear in the shareholders' register on 10 March 2022 and the amount of shares which each shareholder has the right to vote shall be in accordance with the shareholders' register at the same day.

Shareholders are kindly invited to attend the 2022 Annual General Meeting of Shareholders on 27 April 2022 at 11:00 hours at the Meeting Room, 8<sup>th</sup> floor, Bangkok Post Building, 136 Sunthorn Kosa Road, Klongtoey, Bangkok, 10110, Thailand. The meeting registration will start at 9:30 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](http://www.bangkokpost.co.th/corporate_info/investor-information).

In this regard, the Company kindly asks shareholders for cooperation to submit a proxy form and documents required to the Company in advance for the Company to receive within 26 April 2022. The Company will provide a stamp duty to affix on the proxy form for proxies registered to attend the Meeting.

Please kindly be informed accordingly.

Yours faithfully,

*Vasint Chotirawi*

(Mr. Vasint Chotirawi)

Chief Financial Officer and Company Secretary

**BANGKOK POST PUBLIC COMPANY LIMITED**

Registration No: 0107536001583

Minutes of the 2021 Annual General Meeting of Shareholders

27 April 2021

The Meeting room, 8<sup>th</sup> floor, Bangkok Post Building

136 Sunthorn Kosa Road, Klongtoey, Bangkok 10110

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, totalling 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 sides 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. 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 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.

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 Chunhachinda.

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 Chunhachinda 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 Chunhachinda   | (24 April 2018) |
| 5. Mr. Chartsiri Sophonpanich        | (24 April 2019) |
| 6. Mr. Charoon Intachan              | (24 April 2019) |
| 7. Mr. Thirakiati Chirathivat        | (24 April 2019) |
| 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 re-elected 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.

#### 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 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 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 authorised to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place.

The auditors 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 authorised 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 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 สุขวาณิชวิชัย, 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

## Attachment 3: Details of the persons nominated as directors

### Details of the persons nominated as directors

<b>Name-Surname</b>	MR. CHARTSIRI SOPHONPANICH
<b>National / Age</b>	Thai / 62
<b>Position in Post</b>	Director
<b>Year of Directorship</b>	30 years
<b>Shareholding</b>	None
<b>Relationship</b>	None

#### Education:

- Honorary Doctorate Degree in Business Administration, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Master's Degree in Management, Sloan School of Management, Massachusetts Institute of Technology, USA
- Master's Degree in Chemical Engineering, Massachusetts Institute of Technology, USA
- Bachelor's Degree in Chemical Engineering, Worcester Polytechnic Institute, USA

#### Training:

Thai Institute of Directors:

- Director Leadership Certification Program (DLCP), 2021
- Ethical Leadership Program (ELP), Class 1/2015
- Director Accreditation Program (DAP), Class TG/2004
- The Role of the Chairman Program (RCP), Class 2/2001
- Director Certification Program (DCP), Class 3/2000

#### Position in other listed companies:

- Since 1994: President, Bangkok Bank Public Company Limited
- Since 1992: Director, Bangkok Bank Public Company Limited

#### Position in non-listed companies:

- Since 2020: Member, Committee for Administration of Economic Situation Affected by the COVID-19 Pandemic
- Since 2020: President Commissioner, PT Bank Permata Tbk
- Since 2017: Member, National Strategy Committee
- Since 2010: Director, TRG Management LP
- Since 2010: Director, TRG Allocation LLC
- Since 2009: Chairman, Bangkok Bank (China) Co., Ltd.
- Since 2009: Member of the Board of Trustees, Bangkok University
- 2013-2021: Governing Board, National Science and Technology Development Agency
- 2014-2019: Executive Board of Directors, Electronic Transactions Development Agency (Public Organization)

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

#### Career:

- 2010-2014: Chairman, Thai Bankers' Association

- 2004-2016: Member of the Board of Trustees, Singapore Management University
- 2003-2009: Director, The Electronic Transactions Commission

**Meeting Attendance in 2021:**

- The Board of Directors' Meetings: 6/7
- Shareholders' Meeting: 0/2

## Details of the persons nominated as directors

<b>Name-Surname</b>	MR. CHAROON INTACHAN
<b>National/Age</b>	Thai / 77
<b>Position</b>	Independent Director, Member of the Nomination and Remuneration Committee
<b>Year of Directorship</b>	8 years
<b>Shareholding</b>	None
<b>Relationship</b>	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 2021:

- The Board of Directors' Meetings: 5/7
- The Nomination and Remuneration Committee's Meetings: 1/2
- Shareholders' Meeting: 2/2

## Details of the persons nominated as directors

<b>Name-Surname</b>	MR. THIRAKIATI CHIRATHIVAT
<b>National/Age</b>	Thai / 53
<b>Position</b>	Director, Member of the Executive Committee and Member of the Risk Management Committee
<b>Year of Directorship</b>	6 years
<b>Shareholding</b>	13,139,755 shares (2.63%)
<b>Relationship</b>	Son of Mr. Suthikiati Chirathivat

### Education:

- Master of Science in Hotel Management, Johnson and Wales University, USA
- Bachelor of Business Administration, Assumption University, Thailand
- Politics and Governance in Democratic Systems for Executives Program 15, King Prajadhipok's Institute, 2011
- Institute of Security Psychology Program 99, National Defence Studies Institute, 2006

### Training:

Thai Institute of Directors:

- Director Accreditation Program (DAP 129/2016)

### Position in other listed companies:

- Since 2021: Executive Vice President – Global Procurement, Central Plaza Hotel Public Company Limited
- 2002-2021: Vice President Procurement, Central Plaza Hotel Public Company Limited
- 1998-2002: Group Marketing Manager, Central Plaza Hotel Public Company Limited
- 1996-1998: Sales Executive, Central Plaza Hotel Public Company Limited

### Position in non-listed companies:

- Since 2016: Director, Post International Media Co., Ltd.
- Since 2016: Director, Mushroom Group Co., Ltd.
- Since 2016: Director, Post Holding Co., Ltd.
- Since 2016: Director, Post New Media Co., Ltd.
- Since 2016: Director, Post TV Co., Ltd.
- Since 2016: Director, Post-IM Plus Co., Ltd.

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

### Meeting attendance in 2021:

- The Board of Directors' Meetings: 7/7
- The Executive Committee's Meetings: 8/8
- The Risk Management Committee's Meetings: 4/4
- Shareholders' Meeting: 2/2



## Details of the persons nominated as directors

<b>Name-Surname</b>	MR. JOHN THOMPSON
<b>National/Age</b>	Thai / 57
<b>Position</b>	Independent Director and Member of the Audit Committee
<b>Year of Directorship</b>	17 years
<b>Shareholding</b>	None
<b>Relationship</b>	None

### Education:

- Bachelor (Honours), London University, England
- Fellow Chartered Accountant (FCA), The Institute of Chartered Accountants in England & Wales (ICAEW)

### Training:

Thai Institute of Directors:

- Director Accreditation Program (DAP 57/2006)

### Position in other listed companies:

- Since 2017: Independent Director and Chairman of Hana Microelectronics Public Company Limited

### Position in non-listed companies:

- Since 2007: Executive Director, NTAsset (Thailand) Co., Ltd.

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

### Career:

- 2005-2007: Managing Director, TMB Macquarie Securities

### Meeting attendance in 2021:

- The Board of Directors' Meetings: 6/7
- The Audit Committee's Meetings: 4/4
- Shareholders' Meeting: 1/2

## Attachment 4: Business Objectives of Bangkok Post Public Company Limited

(Translation)

### Business Objectives of Bangkok Post Public Company Limited

- (1) To create, publish, print, circulate, distribute, manage and own or otherwise deal with newspapers, magazines, books and publications and printed matter of all kinds in any language and generally to conduct the publishing and printing business and to engage in the business of gathering and disseminating news and information and to be commercial photographers and to engage in the advertising business.
- (2) To promote, establish and invest in any industrial or agricultural activities, including various industries which are entitled to promotional privileges under the Industrial Promotion Act; the cultivation of perennials, annuals and any other kinds of plants; fishery, forestry, survey, excavation, undertake and make use of all kinds of minerals, ores, and other natural resources both in the land and in the water.
- (3) To manufacture, import, export, purchase, sell, hire purchase, let on hire purchase educational equipment and materials, books, magazines and newspapers, advertising materials, printed matter of all kinds, engines, computers, computer technology, software of computer, labour saving equipment, vehicles, electricity generator, electrical appliances, office equipment and supplies, furniture, rugs and carpets, ships, boats, vessels and motor launches, building materials and equipment, electronic equipment, communications equipment, telecommunication equipment, including spare parts and supplies therefor.
- (4) To purchase, establish and carry on business as general merchants, manufacturers, importers, exporters, commission agents, del credere agents, removers, packers, storers, store-keepers and factors in foreign and local produce manufactured goods, materials and general merchandise and to import, buy, prepare, manufacture, render marketable, sell, barter, exchange, pledge, make advances on and otherwise deal in or turn to account produce, goods, materials and merchandise generally either in their prepared manufactured or raw state and to undertake, carry on and execute all kinds of commercial trading and other manufacturing operations and all business whether wholesale or retail, and to purchase patent rights, rights of analogous character, brevets di invention, concessions, licences and the like conferring any exclusive or non-exclusive or limited right to use any invention which may seem capable of being used for any of the purposes of this Company, secret processes, trademarks, copyrights or any concession of any nature from any government or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
- (5) To render managerial and consultancy services and to advise natural and juristic persons within and without the Kingdom of Thailand concerning newspapers, books, magazines, publications of all kinds, news and information gathering and dissemination, printing advertising, and commercial photography.
- (6) To carry on the business of construction contractors for works and projects of all kinds including industrial, residential and commercial buildings, roads, bridges, dams, pipelines, power transmission lines, canals, utilities, ports, harbours, airports, military bases and installations, power plants, railroads, and electrical, solar and nuclear energy facilities and installations, chemical and petrochemical plants and facilities, food processing operations, and public works, and constructions for use in connection with the electric utility industry, petroleum, oil, natural gas and mining exploration and industry.
- (7) To engage in the business of a broker, agent, factor and commission agent, for trade and business of all kinds, except insurance business, the solicitation for membership for associations and the business of a securities broker.
- (8) To provide maintenance and repair services of all kinds, including repair and maintenance, in connection with machinery, equipment and engines of every type, and industrial, commercial and residential facilities, tools and appliances, aircraft, motor vehicles, ships and vessels.
- (9) To engage in the business of restaurant, nightclub, selling of foods and beverages of all kinds, grocery and department store, bakery and food procession, printing, exhibition of movies and presentation of theatrical and dancing entertainment, operation of place for dancing, ramwong or rongngeng, operation of place for selling liquor, tea or other beverages, operation of radio

and television business, operation of amusement and entertainment rides and machines of every type, operation of hospitals and provision of medical and nursing services.

- (10) To engage in the tourist and travel business, to own or operate hotels, to engage in photographic activities of all kinds, and to conduct for profit sporting and recreational activities on land and water.
- (11) To provide educational and vocational training and instruction in subjects and skills of all kinds, including journalism, printing, engraving, photography, engineering, electrical, mechanical, drafting, architectural, food processing, and construction trades.
- (12) To purchase, take on hire-purchase, take on rent, let on lease, mortgage, pledge and take on pledge movable property and to engage in the business of leasing movable property and the business in providing maintenance and repairs for the leased property including supplying spare parts, supplies and accessories therefor.
- (13) To take on rent and let on lease immovable property and to hold and grant rights of habitation (arsai), superficies and usufruct in respect of immovable property and to own and mortgage immovable property, to the extent permitted by law.
- (14) To contact and deal with any government ministry or department, province, district, municipality, officers or officials in order to acquire rights, permits or concessions or privileges necessary for or incidental to carrying out of business within the Company's objectives.
- (15) To participate in other limited companies or partnerships as shareholder or partner with limited liability, regardless of whether such a limited company or limited partnership has the same objects as the Company, and to participate in a joint venture with juristic persons natural persons in any business to the extent permitted by law, regardless of whether such business is within the objects of the Company.
- (16) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of Thailand or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names.
- (17) To maintain branches in Thailand and abroad in any part of the world for all, or any, of the purposes stated herein.
- (18) To acquire loans and to render loans or credit under the terms deemed fit by the Company, with or without security, and to take mortgages on movable and immovable property as security (but with respect to immovable property to take mortgages only as security for sale of goods or liabilities of the Company's employees) which are not business of banking, finance and securities and credit fancier.
- (19) To acquire, in such manner as the Company shall think fit, Thai and foreign currency as additional funds for the operation of the business of the Company.
- (20) To render guarantees for the performance of obligations or for liabilities or performance of contracts of persons, natural or juristic or bodies of persons, with or without security, and to guarantee aliens who enter or leave the Kingdom of Thailand under the Immigration Act and the Revenue Code and to render guarantees under the laws on customs.
- (21) To issue shares at a price higher than the par value.
- (22) To offer shares for sale to the public.
- (23) To render guarantees or security for purposes of posting bail bonds with the police or other authorities for the release from custody of directors, officers or employees of the Company.
- (24) To buy, sell, transfer, encash, promissory notes, bills of exchange, bonds, certificates of deposit or other negotiable instruments.
- (25) To engage in the business of and to render services as an organiser, lecturer, narrator, holding press release, press conference, meeting, seminar, exhibition, expo, tradition fair, festival, fashion show and other shows, and events including sport, entertainment, advertisement, arranging public relations on radio, television, cable TV, video, video material, closed circuit television, telephone, mobile phone, pager, online media and internet network system, including, all other channels and media.
- (26) To engage in the business of and render services as manager, consultant, adviser and planner on radio, television, telephone, mobile phone, pager, telecommunication radio, online and internet media including all other kinds of media, business, administration, marketing and various academic, arrangement for public relations on all channels and media, and translation in all languages.
- (27) To carry on the business of management, production, and engage in the business of radio, television and render services of production of radio and television programs, film production, and other kinds of visual and audio broadcasting, online media, multimedia, digital and electronic media, presentation, telephone, mobile phone, communication equipment, advertising media

and all types of media, website design, home page, application, renting audio equipment and electrical equipment, editing equipment, and other equipment for movie and drama production, tape and video recording, recording studio, music room and production of music.

- (28) To carry on business of producing, providing production, purchasing, selling, trading, renting, taking on rent, hire-purchasing or other juristic acts to acquire program content of radio, television, cable TV, movie, video, video material, closed circuit television, and other kinds of visual and audio broadcasting, trading advertising and public relations media, arranging advertisement on radio, television, cable TV, movie, video, electronic media and all kinds of media.
- (29) To carry on the business of visual and audio broadcasting, through radio television, sound on the line, cable TV, and other networks in both visual data and audio data, to broadcast contents and programs through said networks, buying and renting airtime, channels and arranging to obtain licences for such businesses from relevant agencies.
- (30) To carry on the business of telecommunication, sending, transmission or reception of images, sounds, codes, signs, signals, letters, figures or any other activities that convey meanings through any one or several of line system, wireless system, wave frequency system, optic system, electromagnetic system, or other systems including providing radio and television broadcasting, sound on the line, radio and television on the line, image data, sound data and other relative services whether on ground, air, space, under the ground, water, sea and ocean, telecommunication satellite, and providing telecommunication satellite orbit after receiving permission from the Ministry of Transport or other relevant government agencies.
- (31) To render services on installation, repair, maintenance, distribute, and to import and export all kinds of licenced telecommunication equipment including radio, television, telephone, facsimile and all kinds of communication equipment.
- (32) To assign, transfer, purchase, acquire, produce, record, distribute, and communication to public the copyright work and intellectual property right to seek benefit by reproduction, alteration and publication to the public, renting or giving benefit from copyright to another person including permission to use copyright work and intellectual property right both domestic and international, and take legal action against the infringement of copyright and intellectual property right and claiming damages thereon.
- (33) To carry on services of management, being executorships and trusteeship in fiduciary duty of the properties and interests to artist, singer, actor (actress), musician and other persons including conducting concert, stage show, other shows and all kinds of entertainment.
- (34) To carry on the business of tendering and bidding for sales of goods, and hire-of-work, in accordance with the objectives to individuals, corporate bodies, juristic persons, government authorities and organisations.

## Attachment 5: Articles of Association of Bangkok Post Public Company Limited

(Translation)

Articles of Association of Bangkok Post Public Company Limited

(Amendment)

### PART I

#### MEETINGS OF SHAREHOLDERS

##### **Article 1 Annual Ordinary General Meetings**

###### **(A) Holding of Annual Ordinary General Meeting**

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

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

###### **(B) Notice of Annual Ordinary General Meeting**

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

##### **Article 2 Extraordinary General Meetings**

###### **(A) Holding of Extraordinary General Meeting**

An Extraordinary General Meeting of the Shareholders 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.

Shareholders holding shares amounting to not less than ten percent (10%) of the total number of shares sold may submit their names in a request directing the Board of Directors to call an extraordinary general meeting at any time, but the matters and reasons for calling such meeting shall be clearly stated in such request. The Board of Directors shall call a shareholders' meeting to be held within forty-five (45) days of the date of receipt of such request from the said shareholders.

In the event that the Board of Directors does not hold a shareholders' meeting within the period prescribed in the second paragraph, the shareholders who made the request or any other shareholders with the required aggregate number of shareholding may call a shareholders' meeting within forty-five (45) days of the end of the aforementioned period. This meeting shall be deemed as a

shareholders' meeting summoned by the Board of Directors. The Company shall bear any necessary costs for holding such meeting and shall appropriately facilitate the meeting.

In case the quorum of any shareholders' meeting summoned by the shareholders as prescribed in paragraph three of this Articles is not formed in accordance with the Articles of Association of the Company, all the shareholders who called the meeting as prescribed in paragraph three of this Article shall jointly reimburse the Company the necessary costs incurred for holding such meeting.

**(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 authorisation, or for deliberation 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 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 shareholders 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 is 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.

**PART II**  
**BOARD OF DIRECTORS**

**Article 6 Number and Election of Directors**

The Board of Directors shall consist of not less than five (5) persons. At least one-half (1/2) of the directors must be residents of Thailand. The Board of Directors shall elect one (1) director as the Chairman of the Board of Directors. If deemed appropriate by the

Board of Directors, one (1) or more directors may be elected as Vice-Chairmen, to have duties pursuant to these Articles of Association in the matters designated to them by the Chairman.

The directors shall be elected at the shareholder meeting in accordance with the following rules and procedures:

- (1) Each shareholder shall have one (1) vote for each share in respect of which he, she or it is the registered holder.
- (2) A shareholder or proxy may vote only for as many persons as vacancies on the Board of Directors are to be filled. A shareholder or proxy may not cast more than one (1) vote for any person in respect of each share that the shareholder holds or proxy represents and may not allot his or her votes to any person in any number.
- (3) After the vote, the candidates shall be ranked in order descending 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, which would otherwise cause the number of directors to be exceeded, the remaining appointments shall be made by drawing lots.

#### **Article 7 Term of Office**

At the Annual Ordinary General Meeting in every year one-third (1/3) of the directors or, if their number is not a multiple of three (3), than the number closest to one-third (1/3) must retire from office. The directors who have been longest in office shall retire. A retiring director is eligible for re-election.

#### **Article 8 Vacancies**

Any vacancy occurring in the Board of Directors otherwise than by completion of a vacating director's term of office shall be filled by resolution of the Board of Directors, unless the remaining period of the vacating director's term of office is less than two (2) months. The resolution of the Board of Directors to such effect shall be adopted by the affirmative votes of at least three-fourths (3/4) of the remaining directors. However, in the event that the number of vacancies in the Board of Directors is such that the number of remaining directors does not constitute a quorum, the remaining directors may act on behalf of the Board of Directors only to summon a General Meeting solely for the purpose of electing replacement directors. The said General Meeting must be held within one (1) month from the date on which the number of vacancies resulted in the number of remaining directors being less than a quorum. In all cases under this Articles, any person appointed or elected as a replacement director shall retain his or her office during such time only as the vacating director was entitled to retain same.

#### **Article 9 General Powers, Delegation of Powers and Authorised Director Signatory**

The business of the Company shall be managed by the Board of Directors in accordance with these Articles of Association and resolutions adopted by General Meetings. The Board of Directors may delegate one (1) or more directors or any other persons to carry out any task on behalf of the Board of Directors, unless prohibited by these Articles of Association, and all such delegations shall be in writing signed by the authorised director signatory of the Company.

The authorised directors of the Company are "Two directors affix signatures jointly, except to certify true copies of documents of the Company or relating to the Company, to defend all criminal complaints charged against the Company at all stages including to appoint lawyer, to carry on criminal proceedings at all levels of inquiry official, public prosecutor and the court, to file and send pleadings and documents, and to acknowledge allegation, to give statement to the inquiry official, public prosecutor and testimony to the court, any one director may sign his/her name singly"

The Board of Director has authority to appoint or change the authorised directors of the Company.

#### **Article 10 Remuneration of Directors**

The company is prohibited from paying money or other assets to the directors except as remuneration pursuant to the Articles of Association, such remuneration pursuant to the Articles of Association being salary, allowance, meeting allowance, travel allowance, award and bonus. Other remuneration shall be paid by the Company in accordance with resolutions adopted at General meetings by the affirmative votes of at least two-thirds (2/3) of all the votes of the shareholders attending or represented at such General Meetings.

## PATR III

### PROCEEDINGS OF THE BOARD OF DIRECTORS

#### **Article 11 Holding of Meetings of the Board Directors**

Meetings of the Board of Directors shall be held at least once every three (3) months within Thailand, to be called by the Chairman of the Board of Directors. In the event that two (2) or more directors request that a meeting of the Board of Directors be held, the Chairman of the Board of Directors shall determine the date of such meeting within fourteen (14) days from the date of receiving such request.

#### **Article 12 Notice of Meetings**

At least seven (7) days prior to the date of holding any meeting of the Board of Directors, notice of the time, place and purpose of such meeting shall be sent by registered mail to each director by the Chairman of the boards of Directors or other person designated by him or her. However, in case of emergency or for the purpose of protecting the rights or benefits of the Company, a meeting of the Board of Directors may be held with notice of the meeting by other means and the meeting date may be prescribed sooner than the aforementioned period.

#### **Article 13 Quorum**

At all meetings of Board of Directors at least one-half (1/2) of all the directors must be present in person to constitute a quorum. In the event that the Chairman of the Board of Directors is not present or is unable to perform his or her duties, the Vice-Chairman (if any) shall chair the meeting. In the absence of a Vice-Chairman or if the Vice-chairman is not present or is unable to perform his or her duties, the directors attending the meeting shall elect a director among themselves to chair the meeting.

#### **Article 14 Voting**

At all meeting of the Board of Directors each director present shall have one (1) vote, except that any director who has a vested interest in any matter may not vote thereon. All resolutions, actions, appointments and decisions of the Board of Directors shall require the affirmative votes of a majority of the votes cast. In case of a tie vote, the chairman of the meeting shall have a second and casting vote.

## PART IV SHARES

#### **Articles 15 Ordinary Shares**

The Company's share consists of ordinary shares issued in the names of the respective shareholder.

#### **Article 16 Issue and Replacement of Share Certificates**

A share certificate or share certificates shall be issued and delivered to each shareholder for the shares held by him, her or it. In the event of the Company issuing new shares, issuance and delivery of share certificate shall be accomplished within two (2) months of the date on which the share subscription monies have been received by the Company in full and the registration of increase of capital has been made. In the event of transfer of shares pursuant to Article 17 of these Articles of Association where the transferee wishes to have a new share certificate issued, he, she or it must apply by a signed writing to the Company witnessed by at least one (1) person and provide the old share certificate or other evidence of the share transfer to the Company. If the transfer is determined to be valid the transfer must be entered in the Company's Register of Shareholders within seven (7) days from the date of receipt of the application, and a new share certificate must be issued to the transferee within one (1) month from such date. In the event of loss, mutilation or destruction of a share certificate, a new share certificate must be issued to the shareholder within fourteen (14) days from the date of receipt of the request, and the relevant shareholder shall pay to the Company the maximum fee therefor as stipulated by law from time to time. The lost, mutilated or destroyed share certificate shall be cancelled upon issuance of the replacement share certificate.

Share certificate shall contain the signature of at least one director, signed or printed, but the Directors may authorise the share registrar referred to in the law governing securities and exchange, to sign or print his or her signature on their behalf. If The Stock Exchange of Thailand is authorised to provide services as the Share Registrar for the company, then the procedures concerning the registration of shareholders must comply with those specified by the Share Registrar.



## **Article 17 Transfers of Shares**

The shares of the Company are freely transferable, unless they shall comply with the provisions relating to the law governing publishing, the Announcement of the National Executive Council No. 281, Land Code, Constitution of the Kingdom of Thailand and other laws resulting to the rights and abilities of the Company in carrying out the business or holding the properties. Any transfer of shares shall be complete when the transferor has endorsed the relevant share certificate and specified the name of the transferee and affixed his, her or its signature, and has delivered same to the transferee who affixes his, her or its signature. Such transfer may be valid against the Company only when the Company has received the application to have such transfer entered in the Register of Shareholders by it and may be valid against a third party only when the Company has entered such transfer in its Register of Shareholders. In this event if the Company is of the opinion that the transfer is deemed valid it must be entered in the Company's Register of Shareholders within fourteen (14) days from the date of receipt of the request to do so by the transferee. If the transfer is deemed invalid or incomplete, the transferee shall be so notified within seven (7) days from the date of receipt of such request.

## **PART V GENERAL PROVISIONS**

### **Article 18 Debentures and Other Securities**

The Company may issue debentures pursuant to the securities and exchange law and may issue warrants and other securities to the extent permitted by law.

### **Article 19 Dividends and Reserve**

Dividends shall not be paid other than out of profits. If the Company still has an accumulated loss, no dividends shall be distributed. Dividends shall be distributed according to the number of shares, with each share receiving an equal amount. Payment of dividends shall be approved by the shareholder meeting.

The Board of Directors may pay interim dividends to the shareholders from time to time if the Board believes that the profits of the Company justify such payment. After the dividends have been paid, such dividend payment shall be reported to the shareholders at the next shareholder meeting.

Payment of dividends shall be made within one month of the date of the resolution of the shareholder meeting or of the meeting of the Board of Directors, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper.

The Company shall allocate not less than five percent (5%) of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten percent (10%) of the registered capital.

### **Article 20 Fiscal Year**

The fiscal year of the Company shall end on 31 December of every year.

### **Article 21 Accounting and Auditing**

The Board of Directors shall cause books and accounts of the Company to be prepared, maintained and audited as required by law. A statement of accounts and balance sheet for each fiscal year of the Company shall also be prepared by the Board of Directors and audited by the Company auditor prior to presentation to the Annual Ordinary General Meeting of shareholders for approval. The statement of accounts, balance sheet, and auditor's report thereon shall be prepared in the Thai language with English language translation.

The annual general meeting shall appoint an auditor and determine the auditing fee of the Company every year. In appointing the auditor, the former auditor may be re-appointed. The auditor shall not be a director, staff member, employee or person holding any position or having any duty in the Company.

The auditor has the power to examine during the office hours of the Company the accounts, documents and any other evidence relating to the revenues and expenditures including the assets and liabilities of the Company. In this regard, the auditor shall also have the power to question the directors, staff members, employees, persons holding any position or having any duty in the Company, and agents of the Company, including directing them to clarify any matter or to deliver documents or evidence in connection with the operation of the business of Company.

**Article 22 By-Laws**

These Articles of Association shall be called the by-laws of “Bangkok Post Public Company Limited”. “Company” as used in these Articles means Bangkok Post Public Company Limited.

**Article 23 Amendment of By-Laws or Memorandum of Association**

Any addition or amendment to these by-laws or the provisions in the Memorandum of Association of the Company shall be effected only by a resolution adopted at a General Meeting by the affirmative votes of not less than three-fourths (3/4) of all the votes cast by the shareholders attending or represented at such General Meeting and entitled to vote thereat.

**Article 24 Non-conflicting Provisions of The Public Limited Company Act To be Company By-Laws**

Unless otherwise prescribed therein, the provisions of The Public Limited Company Act B.E. 2535 (A.D. 1992) now in existence or as may be amended hereafter are hereby adopted as the Articles of Association and by-laws of the Company.

**Article 25 Connected Transactions**

In case that the Company or the subsidiary decides to enter into the connected transactions, or the acquisition and disposition of assets of the Company or the subsidiary in accordance with the definitions provided by the notification of The Stock Exchange of Thailand enforced on the connected transactions or the acquisition and disposition of assets of a listed company, as the case may be, the Company shall comply with the rules and procedures set forth in the notification on said matter.

**Attachment 6: Details of Independent directors proposed by the Company  
to act as proxies for the shareholders**

**Details of Independent Directors**

<b>Name-Surname</b>	PROF. DR. PORNCHAI CHUNHACHINDA
<b>National/Age</b>	Thai / 59
<b>Position</b>	Independent Director and Chairman of the Audit Committee
<b>Year of Directorship</b>	4 years
<b>Shareholding</b>	None
<b>Relationship</b>	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:**

- Director Leadership Certificate Program (DLCP) (IOD) 2/2021
- 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 and Audit Committee, Premier Tank Corporation Public Company Limited
- Since 2018: Independent Director/Chairman of the Audit Committee, Copperwired Public Company Limited

**Position in non-listed companies:**

- Since 2017: Financial Institution Policy Committee, Bank of Thailand
- Since 2015: Associate Fellow (Business Administration), The Royal Society
- Since 2020: Chairman and Audit Committee, Movefast Company Limited

**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 Exalted Order of the White Elephant, 2021

**Meeting attendance in 2021:**

- The Board of Directors' Meetings: 7/7
- The Audit Committee's Meetings: 4/4
- Shareholders' Meeting: 2/2

## Details of independent Directors

<b>Name-Surname</b>	MR. CHAROON INTACHAN
<b>National/Age</b>	Thai / 77
<b>Position</b>	Independent Director, Member of the Nomination and Remuneration Committee
<b>Year of Directorship</b>	8 years
<b>Shareholding</b>	None
<b>Relationship</b>	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 2021:

- The Board of Directors' Meetings: 5/7
- The Nomination and Remuneration Committee's Meetings: 1/2
- Shareholders' Meeting: 2/2

### **\*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 8: 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 2022 Annual General Meeting of Shareholders on 27<sup>th</sup> April 2022 at 11:00 hours at the Meeting Room, 8<sup>th</sup> Floor, Bangkok Post Building, 136 Sunthorn Kosa Road, Klongtoey, Bangkok 10110. Thailand or in case of postponement to such date, time, and place.

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

Signature \_\_\_\_\_ Shareholder

( \_\_\_\_\_ )

Signature \_\_\_\_\_ Proxy

( \_\_\_\_\_ )

Signature \_\_\_\_\_ Proxy

( \_\_\_\_\_ )

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







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

Issued at \_\_\_\_\_

Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1) I/We, \_\_\_\_\_ Nationality \_\_\_\_\_

Residing at \_\_\_\_\_

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

holding the shares in the total amount of \_\_\_\_\_ shares and the total number of votes \_\_\_\_\_ votes

Ordinary shares \_\_\_\_\_ shares and the total number of votes \_\_\_\_\_ votes

Preferred shares \_\_\_\_\_ shares and the total number of votes \_\_\_\_\_ votes

(3) Hereby appoint:

(1) \_\_\_\_\_ age \_\_\_\_\_ years

Residing at \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postal code \_\_\_\_\_

(2) \_\_\_\_\_ age \_\_\_\_\_ years

Residing at \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postal code \_\_\_\_\_

Only one proxy to act as my/our proxy to attend and vote in the 2022 Annual General Meeting of Shareholders on 27<sup>th</sup> April 2022 at 11:00 hours at the Meeting Room, 8<sup>th</sup> Floor, Bangkok Post Building, 136 Sunthorn Kosa Road, Klongtoey, Bangkok 10110. Thailand or in case of postponement to such date, time, and place.

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

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

**Agenda item 1: To approve the minutes of the 2021 annual general meeting of shareholders held on 27 April 2021**

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

**Agenda item 2: To acknowledge the annual report of the Company and approve the audited financial statements of the Company for the year-ended 31 December 2021**

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

**Agenda item 3: To consider the omission of dividend payment**

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

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

- (a) The proxy has the right to consider and vote as the proxy deems appropriate in all aspects.
- (b) The proxy must vote as per my instruction as follows:
- The election of individual Director
1. Mr. Chartsiri Sophonpanich
- Approve                       Disapprove                       Abstain
2. Mr. Charoon Intachan
- Approve                       Disapprove                       Abstain
3. Mr. Thirakiati Chirathivat
- Approve                       Disapprove                       Abstain

4. Mr. John Thompson

Approve

Disapprove

Abstain

**Agenda item 5: To fix directors remuneration**

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

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

Approve

Disapprove

Abstain

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

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

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

Approve

Disapprove

Abstain

**Agenda item 7: To amend the Memorandum of Association (business objective) of the Company by revising Clause 9 of business objectives, and adding the businesses on cryptocurrency, digital token and other relevant businesses.**

(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 8: To amend the Articles of Association of the Company by adding provisions on holding meeting of shareholders and meeting of the Board of Directors through electronic means into Articles 1, 2 and 11, and revising the provisions of Article 17.**

(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 9: To consider other business (if any)**

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

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

Approve

Disapprove

Abstain

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

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

Signature \_\_\_\_\_ Shareholder  
( )

Signature \_\_\_\_\_ Proxy  
( )

Signature \_\_\_\_\_ Proxy  
( )

**Remark:**

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

## Annex to the Proxy Form Type B

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

For the 2022 Annual General Meeting of Shareholders on 27<sup>th</sup> April 2022 at 11:00 hours at the Meeting Room, 8<sup>th</sup> Floor, Bangkok Post Building, 136 Sunthorn Kosa Road, Klongtoey, Bangkok 10110. Thailand or in case of postponement to such date, time, and place.

Agenda item \_\_\_\_\_ Subject \_\_\_\_\_

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

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

Approve

Disapprove

Abstain

Agenda item \_\_\_\_\_ Subject \_\_\_\_\_

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

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

Approve

Disapprove

Abstain

Agenda item \_\_\_\_\_ Subject \_\_\_\_\_

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

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

Approve

Disapprove

Abstain

Agenda item \_\_\_\_\_ Subject \_\_\_\_\_

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

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

Approve

Disapprove

Abstain

Agenda item \_\_\_\_\_ Subject \_\_\_\_\_

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

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

Approve

Disapprove

Abstain

Agenda \_\_\_\_\_ To elect directors (continued)

Name of director \_\_\_\_\_

Approve                       Disapprove                       Abstain

Name of director \_\_\_\_\_

Approve                       Disapprove                       Abstain

Name of director \_\_\_\_\_

Approve                       Disapprove                       Abstain

Name of director \_\_\_\_\_

Approve                       Disapprove                       Abstain

Name of director \_\_\_\_\_

Approve                       Disapprove                       Abstain

Name of director \_\_\_\_\_

Approve                       Disapprove                       Abstain

Name of director \_\_\_\_\_

Approve                       Disapprove                       Abstain

Name of director \_\_\_\_\_

Approve                       Disapprove                       Abstain

Name of director \_\_\_\_\_

Approve                       Disapprove                       Abstain

Name of director \_\_\_\_\_

Approve                       Disapprove                       Abstain

**Attachment 9: The Company's Articles of Association relating to  
the Annual General Meeting of Shareholders**

**Articles of Association of Bangkok Post Public Company Limited**

**Part 1 Meeting of Shareholders**

**Article 1: Annual Ordinary General Meeting**

**(A) Holding of Annual Ordinary General Meeting**

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

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

**(B) Notice of Annual Ordinary General Meeting**

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

**Article 3 Quorum**

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

**Article 4 Proxies**

Any shareholder may be represented and vote by proxy at any General Meeting. The Proxy appointment must be made in writing, signed by the shareholder, and submitted to the Chairman of the Board of Directors or the Chairman

of the meeting at the place of the General Meeting prior to attendance by the proxy. The instrument appointing the proxy shall be in the format prescribed by the Registrar and shall contain at least the following:

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

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

#### **Article 5 Voting**

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



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

1. Natural Person

1.1 Thai nationality

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

1.2 Non-Thai nationality

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

2. Juristic Person

2.1 Juristic person registered in Thailand

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

## 2.2 Juristic person registered outside of Thailand

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

## 3. Custodian

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

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

A shareholder or a proxy may register and submit the required documents or evidences for inspection at the meeting venue **from 09:30 hours of 27 April 2022.**

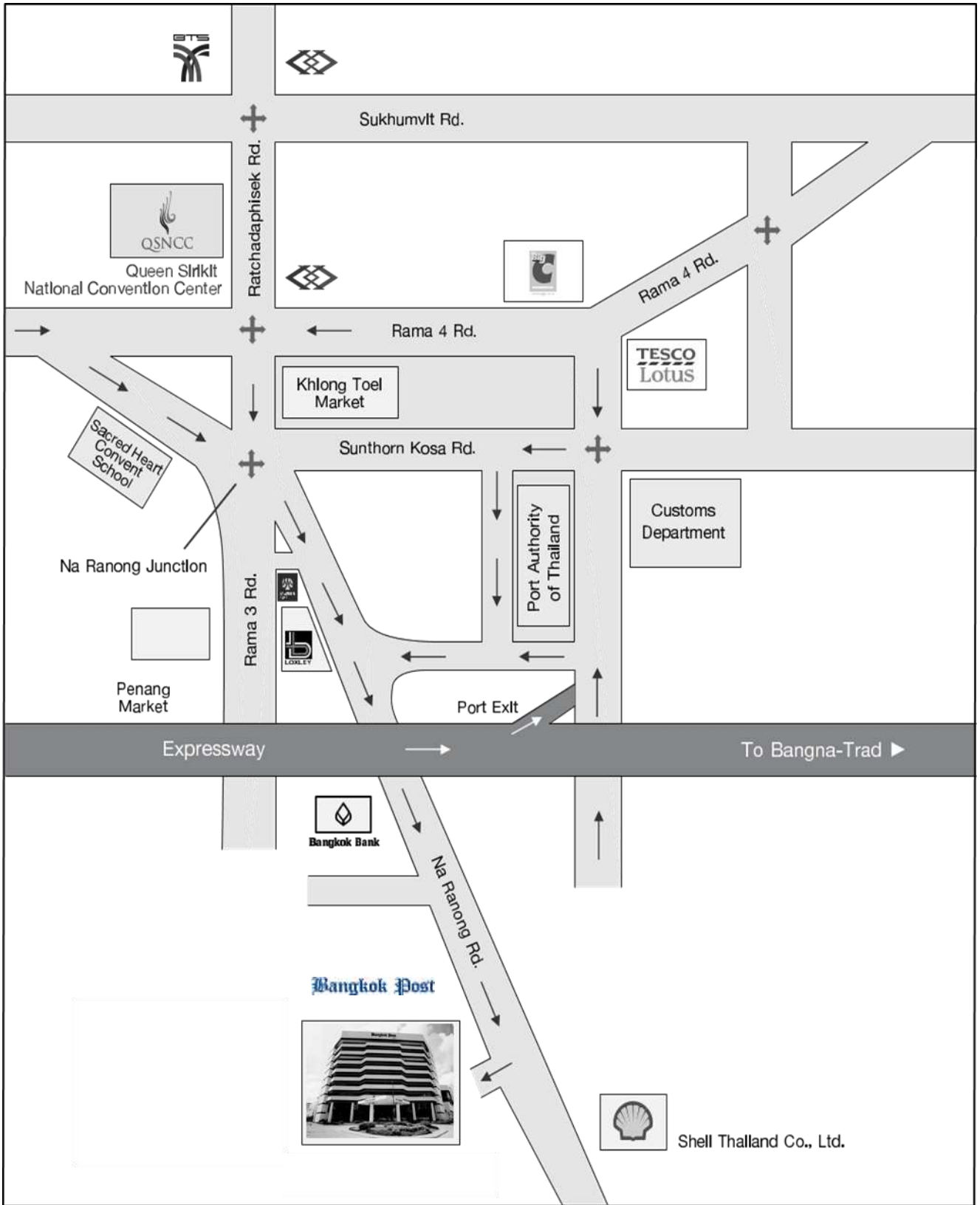
### Voting and vote counting procedure

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 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.

Attachment 12: Map of Bangkok Post Public Company Limited



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[www.bangkokpost.co.th](http://www.bangkokpost.co.th) | [www.bangkokpost.com](http://www.bangkokpost.com) | [www.posttoday.com](http://www.posttoday.com) | [www.ellethailand.com](http://www.ellethailand.com) | [www.forbesthailand.com](http://www.forbesthailand.com) | [www.ryounoi100lan.com](http://www.ryounoi100lan.com)