

**NOTICE OF THE
2020 ANNUAL GENERAL MEETING
OF SHAREHOLDERS**

BANGKOK POST PUBLIC COMPANY LIMITED

22 APRIL 2020 10:00 HOURS

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

136 Sunthorn Kosa Road, Klongtoey,

Bangkok, 10110, Thailand

Registration starts at 8:30 hours

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

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

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

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27 March 2020

Subject Invitation to attend the 2020 Annual General Meeting of Shareholders

To Shareholders
Bangkok Post Public Company Limited

Attachment

1. Copy of the Minutes of the 2019 Annual General Meeting of Shareholders
2. The 2019 Annual Report and the audited financial statements for the year-ended 31 December 2019
3. Details of the persons nominated as directors
4. Details of the independent directors proposed by the Company to act as proxies for the shareholders
5. Information Memorandum on Disposition of Assets and Connected Transaction
6. The Opinion of the Independent Financial Advisor on the Disposition of Assets and the Connected Transaction
7. Registration form (Required for the Meeting)
8. Proxy form
9. 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 2020 Annual General Meeting of Shareholders on 22 April 2020 at 10:00 hours at the Meeting Room, 8th floor, Bangkok Post Building, 136 Sunthorn Kosa Road, Klongtoey, Bangkok, 10110, Thailand with the following agenda:

Agenda 1 To approve the Minutes of the 2019 Annual General Meeting of Shareholders held on 24 April 2019

Objective and reason The Company held the 2019 Annual General Meeting of Shareholders on 24 April 2019 and submitted the minutes of the Meeting to The Stock Exchange of Thailand and the Ministry of Commerce within the period prescribed by laws and disseminated it on the Company's website at www.bangkokpost.co.th ([Attachment 1](#))

Board of Directors' opinion The Board of Directors recommends shareholders to approve the Minutes of the 2019 Annual General Meeting of Shareholders held on 24 April 2019.

Agenda 2 To acknowledge the Annual Report of the Company and approve the audited financial statements of the Company for the year-ended 31 December 2019

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 2019.

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 2019.

Board of Directors' opinion The Board of Directors recommends shareholders to approve the omission of dividend payment for the year 2019 due to the Company had operating losses in year 2019.

(Baht)

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

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 2019 - 5 February 2020 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 2020 Annual General Meeting of Shareholders, directors who shall retire by rotation are Mr. Suthikiati Chirathivat, Mr. Ek-Rit Boonpiti, Mr. Russell Leighton Kekuewa and Mr. Worachai Bhicharnchitr. The Board of Directors has considered the advice of the Nomination and Remuneration Committee and proposes to re-elect Mr. Suthikiati Chirathivat, Mr. Ek-Rit Boonpiti, Mr. Russell Leighton Kekuewa and Mr. Worachai Bhicharnchitr as directors of the Company for another term. Mr. Russell Leighton Kekuewa is qualified as independent director. (*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. Suthikiati Chirathivat, Mr. Ek-Rit Boonpiti, Mr. Russell Leighton Kekuewa and Mr. Worachai Bhicharnchitr as directors of the Company for another term, of which Mr. Russell Leighton Kekuewa is qualified as independent director, 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 2020 in a total amount not exceeding 5,500,000 baht (Year 2019 - 7,000,000 baht). The allocation of such amount to each director shall be considered by the Board of Directors as it deems appropriate.

In 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 2019 was 6,987,243 baht from the total amount approved at 7,000,000 baht. The remaining 12,757 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 2020 and appoint persons to be the auditors as follows; Miss Sulalit Ardsawang, C.P.A. Registration No. 7517 or Miss Nannaphat Wannasomboon, C.P.A. Registration No. 7793 or Mr.Peradate Pongsathainsak, C.P.A. Registration No. 7752.

Comparison of audit fees for the Company and subsidiaries for the year 2019 and 2020

(Baht)

	2019	2020
1. Audit Fee	3,400,000	Not exceeding 1,725,000
2. Non-Audit Fee	-	-

The audit fee for the Company and subsidiaries for the year 2020 will be in a total amount not exceeding 1,725,000 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 and Agenda 8 are related to the resolution of the Board of Directors No. 5/2019, convened on 13 December 2019, that approved the Company to enter into assets disposal transactions and approved the Company to seek approval for a receipt of financial assistance of the Company and its subsidiaries in year 2019, including additional financial assistance while proceeding with the disposition of assets, all from a connected person. At first, the Company will seek approval from the Extraordinary General Meeting of Shareholders No. 1/2020, scheduled on 25 February 2020. However, on 3 February 2020, the Company postponed the Extraordinary General Meeting of Shareholders No. 1/2020 and canceled the date determining the shareholders entitled to attend the meeting due to the Company and the Independent Financial Advisor still having to prepare significant information and documents, resulting that information and documents were not completed on time. After that, the Meeting of the Board of Directors No. 1/2020, held on 25 February 2020, passed resolutions to cancel the Extraordinary General Meeting of Shareholders No. 1/2020 and deemed it appropriate to propose the agenda regarding entering into the disposition of assets and connected transaction to the 2020 Annual General Meeting of Shareholders for consideration. The Meeting also approved the appropriate price range of value of assets disposal according to the opinion of the Independent Financial Advisor and approved the total maximum amount of financial assistance while the Company proceeds with the disposition of assets. Details are as follows:

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

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

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

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

- **Land and building** with land area of 19 rai, 1 ngan, and 40 square metre with building construction such as Printing plant, Warehouse, Distribution office, Chemical store, and Small power plant of about 13 year-old and other constructions such as concrete road, barbed and concrete pole with fence, and reinforced concrete bridge. The maximum value of consideration is 368.50 million baht.
- **Machines and equipment** 6 machinery and equipment for newspaper production totaling 23 sets/ machine with lifespan of about 2-12 years. The maximum value of consideration is 55.80 – 141.00 million baht.

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

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

Board of Directors' opinion The Board of Directors recommends shareholders to consider and approve the entering into the disposition of assets (1) Printing plant and Distribution Center (Bangna) due to it is no longer necessary for the business and (2) Office building (Klong Toey) due to it is not necessary for revenue generation, just a place to conduct business which the Company can move to another place. Also, from restructuring operations to be smaller, the Company does not need to use office area as much as in the past. Moreover, entering into the transactions will help reduce risk of capital structure management from having additional working capital. The Company will be able

to reduce debts and accommodate the needs of cash flow in a timely manner. The Board of Directors set criteria for negotiation with the expected buyer that the agreed price shall not be less than 90 percent of the appraisal value, which is in the price range of 1,439.37 – 1,684.50 million baht, depending on negotiation and benefits the Company will receive.

The Audit Committee had no different opinion from that of the Board of Directors and the Board of Directors appointed OptAsia Capital Company Limited, which has been approved by the Securities and Exchange Commission (“SEC”), to be the Independent Financial Advisor to express opinion on such transaction.

But on 13 January 2020, the Independent Financial Advisor presented its report of opinion to the Meeting of the Audit Committee, with opinion on the fair value of printing machine and equipment of Printing plant and Distribution Center (Bangna) that they are still in good condition, so considered using market value in exchange of 93.00 million baht instead of using orderly liquidation value-piecement of 55.80 million baht, resulting in the agreed price range of 1,636.50 – 1,684.50 million baht, which is different from the resolution of the Board of Directors.

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

The transaction size based on maximum value of consideration paid or received is 64.50 percent, which is considered as type 1 according to Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004. Approval from the shareholders’ meeting is required. The Company therefore has to prepare and disclose Information Memorandum on Disposition of Assets and Connected Transactions ([Attachment 5](#)) to the Stock Exchange of Thailand (“SET”) and hold the shareholders’ meeting to seek approval, which requires approval of not less than three-fourths of the total number of shareholders attending the meeting and having voting rights, excluding the votes of shareholders having an interest in the matter. The Company will submit the Notice of the shareholders’ meeting together with the Opinion of the Independent Financial Advisor on the Disposition of Assets and the Connected Transaction to the shareholders at least 14 days prior to the shareholders’ meeting date. ([Attachment 6](#))

In addition, the Company will proceed with the disposition of assets by bidding method to provide opportunities for investors interested by advertising through the Company’s media channels both print and online for 45 days after the date of receiving approval from the shareholders’ meeting. Investors interested can offer a bidding price for each or all assets according to the methods and conditions that the Company will announce within 30 days after the advertisement period has ended. After that, the Company will arrange a public bid opening by the Board of Directors or person(s) assigned by the Board of Directors and outsiders will be invited to witness for transparency. The Company

will consider disposal of the said assets to general investors who offer the highest price or higher than the price approved by the shareholders' meeting. In addition, the Company set a guideline to dispose of assets all at once by dividing into 2 major items; Klong Toey assets and Bangna assets. However, if the offered price is lower than the price approved by the shareholders' meeting or there are no investors interested in bidding, the Company will call the Extraordinary General Meeting of Shareholders No. 1/2020 for further consideration.

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

As at the date determining the shareholders entitled to attend the meeting and have voting rights (Record date) on 11 March 2020, there is no shareholder having interest in this matter.

Agenda 8 To consider and approve the entering into connected transaction

Objective and reason The Company has necessarily requested financial assistance from a connected person, which is Mr. Suthikiati Chirathivat. As at 31 December 2019, the Company and subsidiary have requested for financial assistance totaling 161 million baht and will request for additional financial assistance of 39 million baht while proceeding with the disposition of assets. The total amount will not exceed 200 million baht as approved by the Meeting of the Board of Directors No. 5/2019, convened on 13 December 2019.

However, the Meeting of the Board of Directors No. 1/2020, convened on 25 February 2020, passed a resolution to approve a receipt of additional financial assistance while the Company proceeds with the disposition of assets from the maximum not exceeding 200 million baht to 250 million baht.

Entering into the said transaction is considered a transaction made with a connected person, namely Mr. Suthikiati Chirathivat. Transaction size is determined by the principle of 250 million baht times interest rate of 5.25 percent per annum, using hypothesis of 1-year loan from the date of signing the first contract on 27 May 2019 to 31 December 2020, based on MLR (minimum loan rate) of Bangkok Bank Public Company Limited as at 27 May 2019 minus 1.00 percent. It is a call loan without collateral. Maximum interest expense will be 21.0 million baht. According to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551, regarding rules on connected transactions provided as transactions relating to assets and services, and the Notification of The Board of Governors of The Stock Exchange of Thailand regarding disclosure of information and other acts of listed companies relating to connected transactions B.E. 2546 (2003), it is considered as a large-size connected transaction since it is larger than 20 million baht, therefore the Company prepares and discloses Information Memorandum on Disposition of Assets and Connected Transactions (Attachment 5) to the Stock Exchange of Thailand ("SET") and arrange the shareholders' meeting to seek approval, which requires approval of not less than three-fourths of the total number of shareholders attending the meeting and having voting rights, excluding the votes of shareholders having an interest in the matter. The Company will submit the Notice of the shareholders' meeting together with the Opinion of the Independent

Financial Advisor on the Disposition of Assets and the Connected Transaction (Attachment 6) to the shareholders at least 14 days prior to the shareholders' meeting date. (Attachment 6)

Board of Directors' opinion The Board of Directors recommends the shareholders to consider and approve entering into a connected transaction, which is a transaction that is beneficial to shareholders and equivalent to external transaction.

The Audit Committee had no different opinion from that of the Board of Directors and the Board of Directors appointed OptAsia Capital Company Limited, which has been approved by the Securities and Exchange Commission ("SEC"), to be the Independent Financial Advisor to express opinion on such transaction.

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

As at the date determining the shareholders entitled to attend the meeting and have voting rights (Record date) on 11 March 2020, a shareholder having an interest in this agenda is Mr. Suthikiati Chirathivat, a major shareholder holding 24.22 percent of the Company's total paid-up shares.

Agenda 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 2019 to 5 February 2020 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 11 March 2020 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 2020 Annual General Meeting of Shareholders on 22 April 2020 at 10:00 hours at the Meeting Room, 8th floor, Bangkok Post Building, 136 Sunthorn Kosa Road, Klongtoey, Bangkok, 10110, Thailand. The meeting registration will start at 8:30 hours.

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

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

In this regard, the Company kindly asks shareholders for cooperation to submit a proxy form and documents required to the Company in advance for the Company to receive within 21 April 2020. 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,

Suthikiati Chirathivat

(Mr. Suthikiati Chirathivat)

Chairman of the Board of Directors
and Chairman of the Executive Committee

BANGKOK POST PUBLIC COMPANY LIMITED

Registration No. 0107536001583

Minutes of the 2019 Annual General Meeting of Shareholders

24 April 2019

Meeting room, 8th Floor, Bangkok Post Building

136 Sunthornkosa Road, Klongtoey, Klongtoey, Bangkok, Thailand

The Meeting started at 11:00 hours.

Directors Present

- Mr. Suthikiati Chirathivat Chairman of the Board of Directors
and Chairman of the Executive Committee
- Mr. Worachai Bhicharnchitr
- Mr. John Thompson
- Prof.Dr. Pornchai Chunhachinda
- Mr. Russell Leighton Kekuewa
- Mr. Ek-Rit Boonpiti
- Mr. Thirakiati Chirathivat
- Dr. Ronnachit Mahattanapreut
- Mr. Charoon Intachan
- Dr. Siritaj Rojanapruk

Directors Absent

- Mr. Chartsiri Sophonpanich
- Asst. Prof. Wutisak Lapcharoensap

There were 38 shareholders and proxies attending the Meeting, representing 365,942,401 shares or equivalent to 73.2 per cent of the Company's issued and fully paid-up ordinary shares of 500,000,000 shares, which completed the quorum according to the Articles of Association of the Company, Article 3.

Mr. Suthikiati Chirathivat, Chairman of the Board of Directors and Chairman of the Executive Committee, chaired the Meeting. The Chairman instructed Mr. Charoenchai Kittisuwan, Chief Financial Officer and Company Secretary, to introduce directors, management, auditor, and legal adviser to the Meeting, including details of voting and voting procedures.

Directors

- Mr. Suthikiati Chirathivat Chairman of the Board of Directors and Chairman of the Executive Committee
- Mr. Worachai Bhicharnchitr Vice Chairman of the Board of Directors, Member of the Executive Committee and Chairman of the Nomination and Remuneration Committee
- Mr. John Thompson Independent Director and Member of the Audit Committee
- Prof. Dr. Pornchai Chunhachinda Independent Director and Member of the Audit Committee
- Mr. Russell Leighton Kekuewa Independent Director and Chairman of the Risk Management Committee
- Mr. Ek-Rit Boonpiti Director, Member of the Executive Committee and Member of the Risk Management Committee
- Mr. Thirakiati Chirathivat Director, Member of the Executive Committee and Member of the Risk Management Committee
- Dr. Ronnachit Mahattanapreut Director and Member of the Executive Committee
- Mr. Charoon Intachan Independent Director and Member of the Nomination and Remuneration Committee
- Dr. Siritaj Rojanapruk Director

Executive Director

- None

Management

- Mr. Patsarakorn Chirathivat Director of Post International Media Company Limited
- Mr. Charoenchai Kittisuwan Chief Financial Officer and Company Secretary
- Mr. Chiratas Nivatpumin Acting Chief Operating Officer - Newspaper Business
- Mr. Soonruth Bunyamanee Editor of Bangkok Post
- Mr. Wut Nontarit Editor of Post Today
- Ms. Patarika Juttijudata Internal Audit Director
- Ms. Poomchit Balankura General Manager of Post International Media Company Limited
- Ms. Thathathai Thamprapas General Manager of Post International Media Company Limited
- M.L. Poryot Kalyanavongs Chief Operations Officer of Mushroom Group Company Limited

Auditor who attended the Meeting to answer questions

- Mrs. Saifon Inkaew EY Office Limited

Legal Counsel who attended the Meeting to supervise the registration, voting and vote counting process

- Mr. Satit Sensupa Vickery & Worachai Limited

Since 7 December 2018, the Company provided opportunities for the shareholders to propose additional agenda items for the Annual General Meeting of Shareholders and propose qualified candidates with no prohibited characteristics to be nominated for consideration as directors of the Company before distributing the Notice of the Annual General Meeting of Shareholders. The Company has disseminated the procedures on the Company's website.

The Company advised the Meeting that the shareholders did not propose any additional agenda items or candidates to be nominated for consideration as directors of the Company. Voting procedures have been sent to the shareholders together with the Notice of the Annual General Meeting of Shareholders as follows

Voting procedures

1. For 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. For proxies with the Proxy Form Type B (Detailed and fixed format) and for 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.

The Chairman proceeded with the agenda of the Meeting as follows

AGENDA 1 TO APPROVE THE MINUTES OF THE 2018 ANNUAL GENERAL MEETING OF SHAREHOLDERS THAT WAS HELD ON 24 APRIL 2018

The Chairman of the Meeting clarified that the Minutes of the 2018 Annual General Meeting of Shareholders that was held on 24 April 2018 was sent to the shareholders together with the Notice of the 2019 Annual General Meeting of Shareholders.

The Board of Directors deemed appropriate to propose to the Meeting to approve such Minutes.

The Meeting approved the Minutes of the 2018 Annual General Meeting of Shareholders that was held on 24 April 2018 with the following votes, approved: 365,942,401 votes, disapproved: - votes, abstained: - votes and voided ballot: - votes, or equivalent to 100 percent of the shareholders attending the Meeting and having the right 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 2018

The Chairman of the Meeting clarified that the 2018 Annual Report, the audited financial statements of the Company for the year ended 31 December 2018 and the Notice of the 2019 Annual General Meeting of Shareholders were sent to the shareholders. The Board of Directors considered the recommendation of the Audit Committee and deemed appropriate to propose to the Meeting to approve the audited financial statements of the Company for the year ended 31 December 2018.

Mr. Charoenchai Kittisuwan, Chief Financial Officer and Company Secretary, clarified statement of the comprehensive income for the year ended 31 December 2018 that the Group's (loss) attributable to equity holders of the Company for year 2018 was (167.7) million baht, decreased (54) percent from (358.8) million baht in year 2017 as the Group has continuous costs and expenses control and has no indication of impairment of good will and investment.

The Group's sales and services income decreased (98.5) million baht or (7) percent from a decline in print media advertising and change in consumer behavior to digital media. Cost of sales and services decreased (165.1) million baht or (14) percent and selling and administrative expenses decreased (59) million baht or (14) percent from restructuring to increase efficiency, controlling raw materials costs and controlling expenses to be spent appropriately in a purpose to increase profitability.

Mr. Charoenchai Kittisuwan, Chief Financial Officer and Company Secretary, clarified further that over the years the Company has continuously adjusted its business operations to meet customers' demands and compete with competitors and technologies that is rapidly changing. The Company is well-supported by many financial institutions and able to make loan and interest payments as scheduled. However, the Company still has a policy to maintain revenue from print media. The Board of Directors Meeting No. 1/2019 held on 20 February 2019 resolved to cease the printing operation of Post Today Newspaper and M2F Newspaper within March 2019 onwards as the Company had losses from both newspapers in the past few years. In addition, the Company will focus more on using digital media, websites and online communities.

นายชัชวาลย์ เกตุเรืองโรจน์, shareholder, stated that in regard to the 2018 Annual Report in the section of Independent auditor's report, page 50, reported material uncertainty related to going concern that as of 31 December 2018 the Group's current liabilities exceeded current assets. He asked whether the Company has enough current assets to repay short-term debts and asked about the Company's policy to resolve such matter because if this situation continues it will affect the interest.

Mr. Charoenchai Kittisuwan, Chief Financial Officer and Company Secretary, thanked the shareholder and clarified that as of 31 December 2018 the Group had total current liabilities 1,306.9 million baht compared to total current assets 588.7 million baht, therefore if there is any unfortunate event occurs with the Company, current assets will not be able to compensate all current liabilities. In addition, the Company's major current liability is bank overdrafts and short-term loans from financial institutions 936.2 million baht but as the Company has financial discipline as previously

clarified, there should be no indication from financial institutions in case of requesting a refund and the Company is still able to continue operating activities.

Mr. Kitti Sanitwong Na Ayutthaya, shareholder, stated that he admires Bangkok Post newspaper and has been a subscriber for a decade. He asked whether land and building at Klongtoey that the Company uses in business operations is the Company's assets or a lease as well as land and building at Bangna-Trad and also asked whether the Company will combine these two workplaces together in order to save costs since the Company still have huge losses and liabilities.

The Chairman of the Meeting thanked the shareholder and clarified that land and building at Klongtoey and Bangna-Trad are the Company's assets, of which land at Bangna-Trad is used as printing factory. He clarified further that if the employees move to Bangna-Trad it may cause inconvenient to travel, however the Board of Directors will take the shareholder's suggestion about combining workplaces into consideration.

Mr. Charoenchai Kittisuwan, Chief Financial Officer and Company Secretary, clarified further that according to the current Thai Financial Reporting Standard (TFRS), the Company is required to perform land valuation to acknowledge the fair value, of which the Company has recently revalued land at Klongtoey and Bangna-Trad on September 2018 and market value of land at Klongtoey; 7 rai 64 square wah, increased to 859 million baht from 687 million baht and market value of land at Bangna-Trad increased to 261 million baht from 232 million baht.

There was 1 additional shareholder attending the Meeting in this agenda, accounting for 39 shareholders in total and the aggregated shares was 409,405,881 shares.

The Meeting acknowledged the Annual Report and approved the audited financial statements for the year ended 31 December 2018 with the following votes, approved: 409,405,881 votes, disapproved: - votes, abstained: - votes and voided ballot: - votes or equivalent to 100 percent of the shareholders attending the Meeting and having the right to vote.

AGENDA 3 TO CONSIDER THE OMISSION OF DIVIDEND PAYMENT

The Chairman of the Meeting clarified that the Company's statutory reserve is already higher than the required ten per cent of registered capital. The Company did not pay any interim dividend during the year 2018. The Board of Directors deemed appropriate to propose to the Meeting to approve the omission of dividend payment for the year 2018 since the Company had operating loss in year 2018.

Baht

	Consolidated financial statements	Separate financial statements
2018 Comprehensive income Attributable to equity holders of the Company	(6,530,222)	(2,466,933)

The Meeting approved the omission of dividend payment for the year 2018 with the following votes, approved: 409,405,881 votes, disapproved: - votes, abstained: - votes and voided ballot: - votes, or equivalent to 100 percent of the shareholders attending the Meeting and having the right to vote.

AGENDA 4 TO CONSIDER CANDIDATES NOMINATED AS DIRECTORS TO REPLACE THE DIRECTORS WHO RESIGN OR SHALL RETIRE BY ROTATION AND TO CONSIDER THE AUTHORITY OF DIRECTORS (IF ANY)

Mr. Worachai Bhicharnchitr, Chairman of the Nomination and Remuneration Committee, clarified that there are 4 directors who shall retire by rotation in year 2019 which are Mr. Chartsiri Sophonpanich, Mr. John Thompson, Mr. Thirakiati Chirathivat and Mr. Charoon Intachan.

The Board of Directors considered the recommendation of the Nomination and Remuneration Committee and deemed appropriate to propose to the Meeting to re-elect Mr. Chartsiri Sophonpanich, Mr. John Thompson, Mr. Thirakiati Chirathivat and Mr. Charoon Intachan as directors of the Company for another term. The Company has attached information of these directors regarding years of directorship and meeting attendance in the 2018 Annual Report.

Directors of the Company and their recent dates of election are as follows

- | | |
|---------------------------------------|-----------------|
| 1. Mr. Chartsiri Sophonpanich | (1 April 2016) |
| 2. Mr. John Thompson | (1 April 2016) |
| 3. Mr. Thirakiati Chirathivat | (1 April 2016) |
| 4. Mr. Charoon Intachan | (1 April 2016) |
| 5. Mr. Suthikiati Chirathivat | (27 April 2017) |
| 6. Mr. Ek-Rit Boonpiti | (27 April 2017) |
| 7. Mr. Russell Leighton Kekuewa | (27 April 2017) |
| 8. Mr. Worachai Bhicharnchitr | (24 April 2018) |
| 9. Dr. Siritaj Rojanapruk | (24 April 2018) |
| 10. Asst. Prof. Wutisak Lapcharoensap | (24 April 2018) |
| 11. Dr. Ronnachit Mahattanapreut | (24 April 2018) |
| 12. Prof. Dr. Pornchai Chunhachinda | (24 April 2018) |

For the election of directors, the shareholders and proxies may 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.

There were 2 additional shareholders attending the Meeting in this agenda, accounting for 41 shareholders in total and the aggregated shares was 409,534,243 shares.

The Meeting re-elected four directors who retire by rotation as directors of the Company for another term as follows

1. Mr. Chartsiri Sophonpanich

Approve: 408,560,243 votes, disapprove: 974,000 votes, abstain: - votes and void ballot: - votes or equivalent to 100 percent of the shareholders attending the Meeting and having the right to vote.

2. Mr. John Thompson

Approve: 408,559,243 votes, disapprove: 975,000 votes, abstain: - votes and void ballot: - votes or equivalent to 100 percent of the shareholders attending the Meeting and having the right to vote.

3. Mr. Thirakiati Chirathivat

Approve: 409,534,243 votes, disapprove: - votes, abstain: - votes and void ballot: - votes or equivalent to 100 percent of the shareholders attending the Meeting and having the right to vote.

4. Mr. Charoon Intachan

Approve: 409,534,243 votes, disapprove: - votes, abstain: - votes and void ballot: - votes or equivalent to 100 percent of the shareholders attending the Meeting and having the right to vote.

AGENDA 5 TO FIX DIRECTORS' REMUNERATION

Mr. Worachai Bhicharnchitr, Chairman of the Nomination and Remuneration Committee, clarified that in year 2018 the Meeting approved the remuneration of the Board of Directors not to exceed 7,000,000 baht and it has been used only 6,884,786 baht. The Board of Directors considered the recommendation of the Nomination and Remuneration Committee and deemed appropriate to propose to the Meeting to approve the remuneration of the Board of Directors for the year 2019 not to exceed 7,000,000 baht or equal to year 2018. The Company has attached procedure for remuneration allocation in the Notice of the Annual General Meeting of Shareholders.

The Meeting approved the remuneration of the Board of Directors for the year 2019 not to exceed 7,000,000 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: 409,534,243 votes, disapproved: - votes, abstained: - votes and voided ballot: - votes or equivalent to 100 percent of the shareholders attending the Meeting and having the right to vote.

AGENDA 6 TO APPOINT INDEPENDENT AUDITOR AND FIX THE AUDIT FEE

Mr. John Thompson, Member of the Audit Committee, clarified that the Board of Directors considered the recommendation of the Audit Committee and deemed appropriate to propose to the Meeting to appoint Mrs. Saifon Inkaew, C.P.A. Registration No. 4434 and/or Ms. Poonard Paocharoen, C.P.A. Registration No. 5238 and/or Mrs. Sumalee

Reewarabandith, C.P.A. Registration No. 3970 of EY Office Limited to be the auditors of the Company in year 2019. The audit fees for the Company and subsidiaries shall be 3,400,000 baht. In the event those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place.

The auditors do not have any relationships and/or interest, with the Company, subsidiaries, associate, management, majority shareholders, and their related persons.

The Company paid the audit fees for the auditors in year 2018 amounted to 3,320,000 baht. During last year, the Company also allowed the subsidiaries to appoint an auditor from the same office as the auditor of the subsidiaries.

The Meeting appointed Mrs. Saifon Inkaew, C.P.A. Registration No. 4434 and/or Ms. Poonard Paocharoen, C.P.A. Registration No. 5238 and/or Mrs. Sumalee Reewarabandith, C.P.A. Registration No. 3970 of EY Office Limited to be the auditors of the Company in year 2019. The audit fees for the Company and subsidiaries shall be 3,400,000 baht. In the event, those auditors are unable to perform their duties, EY office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place with the following votes, approved: 409,534,243 votes, disapproved: - votes, abstained: - votes and voided ballot: - votes or equivalent to 100 percent of the shareholders attending the Meeting and having the right to vote.

AGENDA 7 TO AMEND THE COMPANY'S MEMORANDUM OF ASSOCIATION

Mr. Charoenchai Kittisuwan, Chief Financial Officer and Company Secretary, clarified that the Company's business objectives, specified in Clause 3 of the Company's Memorandum of Association, 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 the Company's business objectives by adding ten more business objectives, i.e. adding the new clause (25) to clause (34) to comply with new strategies and business expansion of the Company.

The Company therefore proposed the Meeting to approve the amendment of the Company's Memorandum of Association.

The Company has 24 business objectives as follows

- (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, trade marks, 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.

The details of new clause (25) to clause (34) are as follows

- (25) To engage in the business of and to render services as an organizer, 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, on line 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; and
- (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 organizations

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 34 business objectives, as stated in attached in Form BorMorJor.002"

Furthermore, with respect to the registration of the amendment of said Memorandum of Association with the Department of Business Development, Ministry of Commerce, the authorized 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.

The Meeting with three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote approved the amendment of business objectives by amending Article 3 of the Company's Memorandum of Association and also approved that, with respect to the registration of the amendment of said Memorandum of Association with the Department of Business Development, Ministry of Commerce, the authorized 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 with the following votes, approved: 409,534,243 votes, disapproved: - votes, abstained: - votes and voided ballot: - votes or equivalent to 100 percent of the shareholders attending the Meeting and having the right to vote.

AGENDA 8 TO CONSIDER OTHER BUSINESS (IF ANY)

The Chairman of the Meeting stated that The Board of Directors deemed appropriate 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 apart from the agenda items stated in the Notice of the Annual General Meeting of Shareholders, as well as to enquire or advice the Board of Directors and management.

Mr. Kowit Sanandang, shareholder, asked whether Mr. Supakorn Vejajiva is still the director of the Company.

Mr. Charoenchai Kittisuwan, Chief Financial Officer and Company Secretary, clarified that Mr. Supakorn Vejajiva has submitted the resignation letter from being the director of the Company with effective on 15 December 2018, which the Company has already reported the Stock Exchange of Thailand (SET) and specified this matter in the Notice of the Annual General Meeting of Shareholders, Agenda 4, To consider candidates nominated as directors to replace

the directors who resign or shall retire by rotation and to consider the authority of directors (if any).

Mr. Sithichoke Boonvanich, shareholder, asked for reasons the Company ceased the printing operation of M2F newspaper since March 2019.

The Chairman of the Meeting clarified that M2F newspaper has always received good feedback but with relatively little advertising revenue, the Board of Directors therefore considered and resolved to cease the printing operation temporarily. However, if the country's economic situation improves the Board of Directors may consider returning M2F newspaper.

Mr. Sithichoke Boonvanich, shareholder, asked further whether the main reason was from calculating economic situation at the beginning of the year compared to revenue that did not meet the estimates.

The Chairman of the Meeting clarified that was one of the reasons but the more significant reason is advertising clients now advertise more in other media such as digital media, which the Company is considering this matter.

Mr. Sithichoke Boonvanich, shareholder, asked about the trend of print media whether it will remain unstable and books that can be sold will be those that published occasionally such as stock book or autobiography of famous people.

The Chairman of the Meeting clarified that the downtrend in print media industry not only occur in Thailand but all over the world. The new generation read books less than before and are increasingly interested in digital media. However, digital TV business in Thailand also encounter a decline in advertising revenue while Bangkok Post newspaper, which runs business for almost 73 year known as the oldest in Thailand, still has readers. Despite the small number of new generation readers but old reader base still remain, therefore the Company constantly improve the newspaper's quality in a hope that the Company will make profit next year.

Mr. Sithichoke Boonvanich, shareholder, stated that a good newspaper can still exist but there is a burden to bear because media business is currently not stable and encouraged the Chairman of the Meeting then asked further regarding staff salary adjustment.

The Chairman of the Meeting clarified that the Board of Directors deemed appropriate to give priority to the Company first and if the Company passes all obstacles and eventually make profit, the Board of Directors will certainly consider adjust staff salary.

Mr. Sithichoke Boonvanich, shareholder, asked for the current price of land at Klongtoey.

The Chairman of the Meeting clarified that land price increases as it located near river. However, hoping that the price will increase more than this according to economic and environmental situations.

Mr. Charoenchai Kittisuwan, Chief Financial Officer and Company Secretary, clarified further that the Company has revalued on September 2018 and the land price at Klongtoey increased to 300,000 baht per square wah.

Mr. Kitti Sanitwong Na Ayutthaya, shareholder, stated that as previously enquired about combining two workplaces at Klongtoey and Bangna-Trad and the Chairman of the Meeting clarified it may cause inconvenience to travel, he would suggest to renovate land at Klongtoey, release it for rent and use part of it as workplace and the Company may facilitate the employees who work at printing factory at Bangna-Trad with shuttle service.

The Chairman of the Meeting thanked the shareholder and clarified that the Board of Directors has considered about doing something with land at Klongtoey in many ways such as making a sale and lease back but at present the Company has no need to do so and is still able to run the business. Also stated that there is still hope that if the country's situation improves next year the Company will make profit.

Mr. Kowit Sanandang, shareholder, stated that there is no list of M.R. Pridiyathorn Devakula and M.R. Kasemsamosorn Kasemsri in the book of shareholders' registration of Thailand Securities Depository Company Limited (TSD) as of March 2019 and asked for information.

The Chairman of the Meeting clarified that M.R. Pridiyathorn Devakula used to be a shareholder and Chairman of the Board of Directors of the Company but as he was invited to be Deputy Prime Minister at that time, therefore had to sell shares, same as M.R. Kasemsamosorn Kasemsri.

Dr. Ronnachit Mahattanapreut, director and member of the Executive Committee, clarified further that the transaction was done when it was around 4 baht per share.

Mr. Kowit Sanandang, shareholder, asked whether land at Bangna-Trad is currently mortgage.

Mr. Charoenchai Kittisuwan, Chief Financial Officer and Company Secretary, clarified that as previously clarified the Company has a long-term loan of approximately 490.0 million baht with a local bank and remaining long-term loan as of 31 March 2019 is 342.5 million baht. As the Company has applied for repayment schedule, land at Bangna-Trad is therefore required to be mortgaged as collateral.

Thai Investors Association asked about the Company's anti-corruption policy and asked that when it comes to making news that have stakeholders involved, is there a case that the Company is asked to write news that distorts the facts and is beneficial to the stakeholders, including cases of bribery.

Dr. Ronnachit Mahattanapreut, director and member of the Executive Committee, clarified that the Company's anti-corruption policy has a lot of procedure involved and the Company is preparing.

Mr. Soonruth Bunyamanee, Editor of Bangkok Post, clarified that when there are stakeholders involved, it is normal to have cases that the Company is asked to write news that distorts the facts but confirm that Bangkok Post

newspaper has always adhere to media ethics for almost 73 years and never write news to redeem benefits.

Mr. Wut Nontarit, Editor of Post Today, clarified that over 25 years working with the Company, the Company is considered a media that is honest, fair and adhere to high ethics. Although there may be cases of bribery attempts but head of sections and editors will always notice the abnormalities, therefore it can be guaranteed that in this Company there are no employees who do not comply with media ethics.

Shareholders did not have any more queries or recommendations to the Board of Directors and management.

The Chairman of the Meeting thanked the shareholders and asked the shareholders to continue supporting Bangkok Post newspaper.

The Meeting adjourned at 12:10 hours.

Suthikiati Chirathivat

(Mr. Suthikiati Chirathivat)

Chairman of the Board of Directors
and Chairman of the Executive Committee

Charoenchai Kittisuwat

(Mr. Charoenchai Kittisuwat)

Chief Financial Officer and Company Secretary

Attachment 3 : Details of the persons nominated as directors

Details of the persons nominated as directors

Name-Surname	Mr. Suthikiati Chirathivat
National/Age	Thai / 77 years
Position in POST	Chairman of the Board of Directors and Chairman of the Executive Committee
Year of Directorship	38 years
Shareholding	121,096,150 shares (24.22%)
Relationship	Father of Mr. Thirakiati Chirathivat



Education

- Honorary Doctor of Arts in Business Administration, Dhurakij Pundit University
- Honorary PhD in Hotel and Tourism Studies, Kasem Bundit University
- Honorary PhD in Mass Communications, Ramkhamhaeng University
- MA Political Science, Ramkhamhaeng University
- BA Political Science, Ramkhamhaeng University
- Diplomas in Mechanical Engineering, South-West Essex Technical College, UK
- National Defence College of Thailand (Joint Public and Private Sectors Class No. 1)

Training

Thai Institute of Directors

- Director Accreditation Program (DAP 68/2008)

Position in other listed companies

- Since 1993: Chairman of the Board, Central Plaza Hotel Plc.
- Since 1993: Director, Central Pattana Plc.

Position in non-listed companies

- Since 1993: Vice Chairman of Supervisory Board, Central Group of Companies
- Since 1993: Director, Mushroom Group Co., Ltd.
- Since 2015: Director, Mushroom Group Co., Ltd.
- Since 2013: Director, Post Holding Co., Ltd.
- Since 2013: Director, Post New Media Co., Ltd.
- Since 2013: Director, Post TV Co., Ltd.
- Since 2011: Director, Bangkok Post-Bauer Media Co., Ltd.
- Since 2008: Director, Post International Media Co., Ltd.
- Since 2008: Director, Post-IM Plus Ltd.
- Since 2008: Honorary Council Member, Ramkhamhaeng University
- Since 2008: President, Alumni Association, Faculty of Political Science, Ramkhamhaeng University

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

- 4 December 2015: Knight Grand Cross (First Class) of the Most Exalted Order of the White Elephant
- 7 December 2010: Knight Grand Cross (First Class) of the Most Noble Order of the Crown of Thailand

Meeting attendance in 2019

- The Board of Directors' Meetings: 5/5
- The Executive Committee's Meetings: 7/7
- Shareholders' Meeting: 1/1

Details of the persons nominated as directors

Name-Surname	Mr. Ek-Rit Boonpiti
National/Age	Thai / 57 years
Position in POST	Director, Member of the Executive Committee, and Member of the Risk Management Committee
Year of Directorship	14 years
Shareholding	13,426,380 shares (2.69%)
Relationship	None



Education

- MS Marketing, Thammasat University
- B Business (Transport Economics), Royal Melbourne Institute of Technology (RMIT), Australia,

Training

Thai Institute of Directors

- Director Accreditation Program (DAP 66/2007)

Position in other listed companies

- Since 2011: Advisor to President, Thai Central Chemical Public Company Limited

Position in non-listed companies

- Since 2016: Executive Director, KIC-BKK Co., Ltd.
- Since 2016: Director, Post-IM Plus Co., Ltd.
- Since 2015: Director, Mushroom Group Co., Ltd.
- Since 2015: Director, Post TV Co., Ltd.
- Since 2015: Director, Post New Media Co., Ltd.
- Since 2015: Director, Post Holding Co., Ltd.
- Since 2015: Director, Flash News Co., Ltd.
- Since 2014: Director, Post International Media Co., Ltd.
- Since 2004: Executive Director and Managing Partner, Crystal Jade Restaurant Co., Ltd., Crystal Jade-My Bread Co., Ltd., Crystal Jade Confectionery Co., Ltd., and Crystal Jade La Mian Xiao Long Bao Co., Ltd.
- Since 1999: Executive Director, MC Broker Co., Ltd.
- Since 1996: Managing Director, Metro Resources Plc.

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

Career:

- 2005-2009: Executive Director and Senior Executive Vice President, Thai Central Chemical Plc.

Meeting attendance in 2019

- The Board of Directors' Meetings: 5/5
- The Executive Committee's Meetings: 7/7
- The Risk Management Committee's Meetings: 4/4
- Shareholders' Meeting: 1/1

Details of the persons nominated as directors

Name-Surname	Mr. Russell Leighton Kekuewa
National/Age	American / 65 years
Position in POST	Independent Director and Chairman of the Risk Management Committee
Year of Directorship	3 years
Shareholding	None
Relationship	None



Education

- Master of Science, Industrial Engineering and Engineering Management, Stanford University, USA
- Bachelor of Science, Civil Engineering, University of the Pacific, USA

Training

Thai Institute of Directors:

- Director Certification Program (DCP 196/2014)

Position in other listed companies

- Since 2016: Independent Director, Boutique Corporation Public Company Limited
- Since 2014: Independent Director, Indorama Ventures Public Company Limited

Position in non-listed companies None

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

Meeting attendance in 2019

- The Board of Directors' Meetings: 4/5
- The Risk Management Committee's Meetings: 4/4
- Shareholders' Meeting: 1/1

Details of the persons nominated as directors

Name-Surname	Mr. Worachai Bhicharnchitr
National/Age	Thai / 65 years
Position in POST	Vice Chairman of the Board of Directors, Member of the Executive Committee, and Chairman of the Nomination and Remuneration Committee
Year of Directorship	26 years
Shareholding	36,350,960 shares (7.27%)
Relationship	None



Education

- National Defence College of Thailand
- Master of Law, New York University, NY, USA
- Bachelor of Law, Thammasat University

Position in other listed companies None

Position in non-listed companies

- Since 2015: Director, Mushroom Group Co., Ltd.
- Since 2013: Director, Post Holding Co., Ltd.
- Since 2013: Director, Post New Media Co., Ltd.
- Since 2013: Director, Post TV Co., Ltd.
- Since 2011: Director, Bangkok Post-Bauer Media Co., Ltd.
- Since 2008: Director, Post International Media Co., Ltd.
- Since 2008: Director, Post-IM Plus Ltd.
- Since 1989: Managing Director, Vickery & Worachai 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 2019

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

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

Details of independent directors

Name-Surname	Prof. Dr. Pornchai Chunhachinda
National/Age	Thai / 57 years
Position in Post	Independent Director and Chairman of the Audit Committee
Year of Directorship	2 years
Shareholding	None
Relationship	None



Education

- Ph.D. (Finance) Florida International University
- Master of Science (Finance) Florida International University
- Master of Business Administration, Thammasat University
- Bachelor of Science (Accounting Honour), Chulalongkorn University

Training

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

Position in other listed companies

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

Position in non-listed companies

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

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

Royal orders and decorations

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

Meeting attendance in 2019

- The Board of Directors' Meetings: 5/5
- The Audit Committee's Meetings: 4/4

Details of independent directors

Name-Surname	Mr. John Thompson
National/Age	Thai / 55 years
Position in POST	Independent Director and Member of the Audit Committee
Year of Directorship	15 years
Shareholding	None
Relationship	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 2016: Independent Director and the 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

Meeting attendance in 2019

- The Board of Directors' Meetings: 1/5
- The Audit Committee's Meetings: 4/4
- Shareholders' Meeting: 1/1

* Qualification of an Independent Director

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

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

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

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

Attachment 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 2020 Annual General Meeting of Shareholders on 22th April 2020 at 10:00 hours at the Meeting Room, 8th Floor, Bangkok Post Building, 136 Sunthorn Kosa Road, Klong Toey, Bangkok 10110. Thailand or in case of postponement to such date, time, and place.

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

Signature _____ Shareholder
()

Signature _____ Proxy
()

Signature _____ Proxy
()

Remark:

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

Stamp
duty
20 baht

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 2020 Annual General Meeting of Shareholders on 22th April 2020 at 10:00 hours at the Meeting Room, 8th Floor, Bangkok Post Building, 136 Sunthorn Kosa Road, Klong Toey, Bangkok 10110. Thailand or in case of postponement to such date, time, and place.

Shareholders or Proxy should bring this proxy to the meeting

to expedite the registration process at the meeting

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

Agenda item 1: To approve the minutes of the 2019 annual general meeting of shareholders held on 24 April 2019

- (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 2019

- (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. Suthikiati Chirathivat

Approve Disapprove Abstain

2. Mr. Ek-Rit Boonpiti

Approve Disapprove Abstain

3. Mr. Russell Leighton Kekuewa

Approve Disapprove Abstain

4. Mr. Worachai Bhicharnchitr

Approve

Disapprove

Abstain

Agenda item 5: To fix directors remuneration

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

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

Approve

Disapprove

Abstain

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

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

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

Approve

Disapprove

Abstain

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

(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 consider and approve the entering into connected transaction

(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 authorize only one proxy to attend the Meeting and vote.
The vote of a shareholder may not be divided and given to more than one proxy.
2. 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 2020 Annual General Meeting of Shareholders on 22th April 2020 at 10:00 hours at the Meeting Room, 8th Floor, - Bangkok Post Building, 136 Sunthorn Kosa Road, Klong Toey, Bangkok 10110. Thailand or in case of postponement to such date, time, and place.

Agenda item _____ Subject _____

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

Agenda item _____ Subject _____

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

Agenda item _____ Subject _____

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

Agenda item _____ Subject _____

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

Agenda item _____ Subject _____

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

Agenda _____ To elect directors (continued)

Name of director _____

Approve Disapprove Abstain

Name of director _____

Approve Disapprove Abstain

Name of director _____

Approve Disapprove Abstain

Name of director _____

Approve Disapprove Abstain

Name of director _____

Approve Disapprove Abstain

Name of director _____

Approve Disapprove Abstain

Name of director _____

Approve Disapprove Abstain

Name of director _____

Approve Disapprove Abstain

Name of director _____

Approve Disapprove Abstain

Name of director _____

Approve Disapprove Abstain

Name of director _____

Approve Disapprove Abstain

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

Articles of Association of Bangkok Post Public Company Limited

Article 1: Annual Ordinary General Meeting

(A) Holding of Annual Ordinary General Meeting

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

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

(B) Notice of Annual Ordinary General Meeting

Written Notice of an Annual Ordinary General Meeting shall be sent by registered mail to all shareholders and to the Registrar at least seven (7) days prior to the date thereof, and shall also be published for at least three (3) consecutive days in a local newspaper at least three (3) days prior to the date thereof. The notice shall specify the place, time and date, agenda, and matters to be proposed for consideration of the meeting, together with details as to which matters are for the information, for authorization, 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 authorized director(s) who sign(s) the proxy form including a copy of identification card or passport (in case of a foreigner) of the proxy.

2.2 Juristic person registered outside of Thailand

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

3. Custodian

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

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

A shareholder or a proxy may register and submit the required documents or evidences for inspection at the meeting venue **from 08.30 hours of 22 April 2020.**

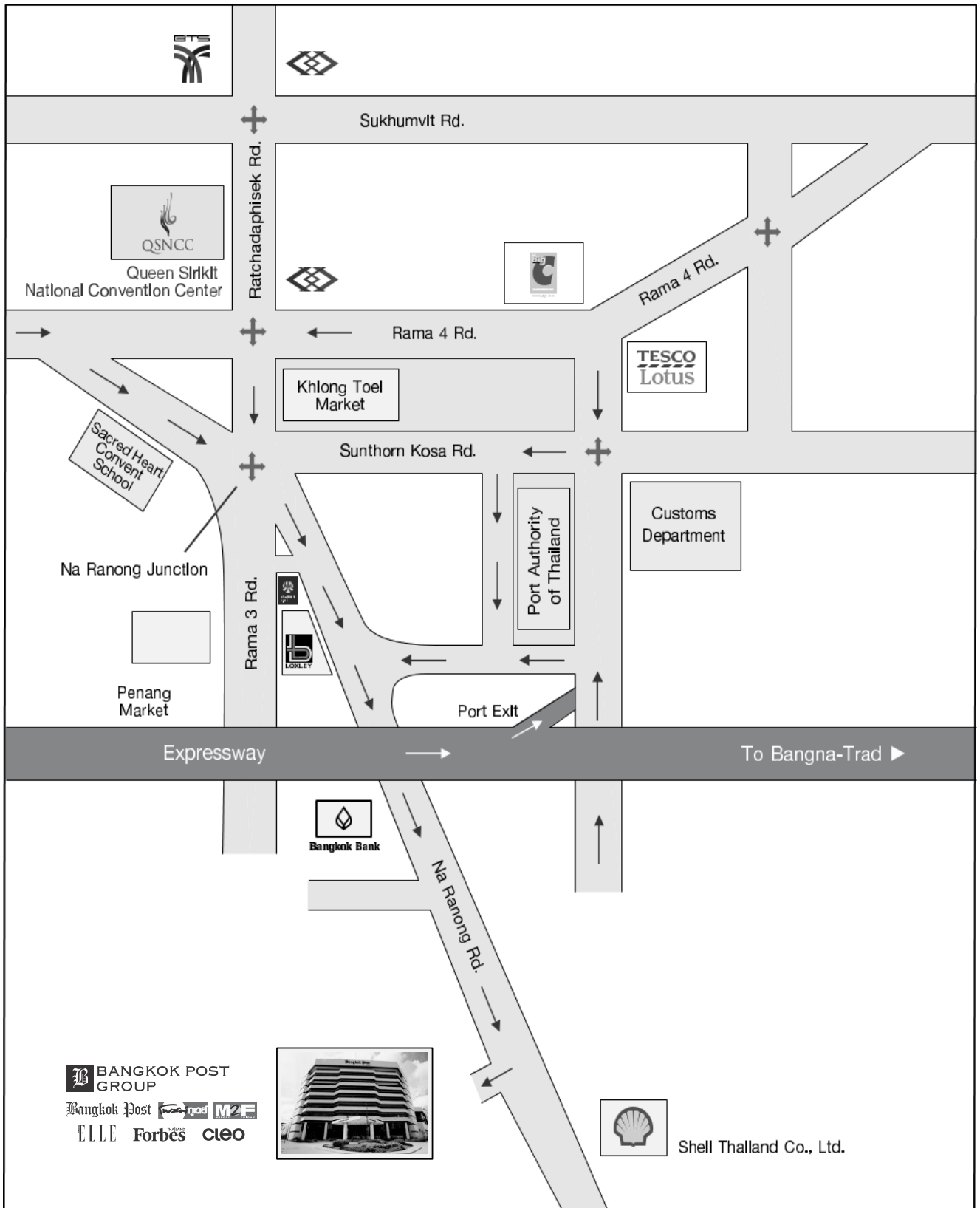
Voting and vote counting procedure

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

Director election procedure

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

Attachment 12 : Map of Bangkok Post Public Company Limited



BANGKOK POST PUBLIC COMPANY LIMITED

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

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

www.bangkokpost.co.th | www.bangkokpost.com | job.bangkokpost.com | www.posttoday.com | www.m2fnews.com | newsclear.co
www.postbookonline.com | www.ellethailand.com | www.forbesthailand.com | www.cleothailand.com | www.younoi100lan.com