



Bangkok Post



**NOTICE OF THE
2017 ANNUAL GENERAL MEETING
OF SHAREHOLDERS**

**THE POST PUBLISHING PUBLIC COMPANY LIMITED
THURSDAY 27TH APRIL 2017
AT 14:00 HOURS**

**At the Conference Room, Bangkok Post Building – 8th Floor
136 Sunthornkosa Road, Klongtoey,
Bangkok, Thailand**

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

The Post Publishing Public Company Limited

Registration No: 0107536001583

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27th March 2017

Shareholders

The Post Publishing Public Company Limited

Invitation to attend the 2017 Annual General Meeting of Shareholders

The 2017 Annual General Meeting of Shareholders of The Post Publishing Public Company Limited shall be held at 14:00 hours on Thursday 27th April 2017 at the Conference Room, Bangkok Post Building – 8th Floor, 136 Sunthornkosa Road, Klongtoey, Bangkok, Thailand with the following agenda:

AGENDA

AGENDA 1 TO APPROVE THE MINUTES OF THE 2016 ANNUAL GENERAL MEETING OF SHAREHOLDERS THAT WAS HELD ON FRIDAY 1ST APRIL 2016

Objective and reason: The 2016 Annual General Meeting of Shareholders was held on Friday 1st April 2016. The Minutes of the meeting has been submitted to The Stock Exchange of Thailand and the Ministry of Commerce within the period prescribed by laws. It has also been posted on the Company's website.

Board of Directors' opinion: The Board of Directors recommends shareholders to approve the Minutes of the 2016 Annual General Meeting of Shareholders that was held on Friday 1st April 2016. (Attachment 1)

AGENDA 2 TO ACKNOWLEDGE THE ANNUAL REPORT OF THE COMPANY AND APPROVE THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2016

Objective and reason: Article 21 of the Company's Articles of Association stipulates that 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.

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 fiscal year ended 31st December 2016. (Attachment 2)

AGENDA 3 TO APPROVE 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 five per cent of its annual net profit less the cumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten per cent of registered capital.

- The Company's statutory reserve had already attained the amount of ten per cent 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 per cent of its net profits. The fluctuation of payment will depend on capital spending commitment and liquidity position.
- The Company did not pay any interim dividend during the year 2016.

Board of Directors' opinion: The Board of Directors recommends shareholders to approve the omission of dividend payment for the year 2016 since the Company has incurred operating losses in 2016.

(Baht)

	Consolidated Financial Statements	Separate Financial Statements
2016 Comprehensive income attributable to equity holders of the Company	(210,722,769)	(158,818,285)

AGENDA 4 TO ELECT DIRECTORS IN REPLACEMENT OF DIRECTORS WHO SHALL RETIRE BY ROTATION AND FIX THE AUTHORITY OF DIRECTORS (IF ANY)

Objective and reason: Article 7 of the Company's Articles of Association stipulates that at the Annual General Meeting of Shareholders in every year one-third of the directors must retire from office. The directors who have been longest in office shall retire. A retiring director is eligible for reelection.

Four Directors who shall retire by rotation are Mr. Suthikiati Chirathivat, Mr. Supakorn Vejjajiva, Mr. Ek-Rit Boonpiti and Mr. Russel Leighton Kekuewa. As recommended by the Nomination and Remuneration Committee, the Meeting recommended to re-elect Mr. Suthikiati Chirathivat, Mr. Supakorn Vejjajiva, Mr. Ek-Rit Boonpiti and Mr. Russel Leighton Kekuewa as directors of the Company for another term. Mr. Russel Leighton Kekuewa qualifies as independent director.

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. Supakorn Vejjajiva, Mr. Ek-Rit Boonpiti and Mr. Russel Leighton Kekuewa since they are knowledgeable and experienced which would benefit to the operations of the Company. The profiles of four directors are set out in Attachment 3.

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 with the advice of the Nomination and Remuneration Committee recommends shareholders to approve the remuneration of the Board of Directors for the year 2017 of not more than 7,000,000 baht (for the year 2016 – 8,000,000 baht) reducing from the year 2016 for 1,000,000 baht or 12.50 per cent and empower the Board of Directors to consider the allocation of such remuneration as they deem appropriate.

The Board of directors advises shareholders that the internal allocation of the remuneration for 2017 will be as follows:

	Fixed Fee (Baht per year)		Variable Fee (Baht per meeting)	
	2016	2017	2016	2017
Board of Directors				
Chairman	510,720	411,971	20,000	16,500
Director	384,000	309,752	20,000	16,500
Executive Committee				
Chairman	220,820	198,000	20,000	16,500
Director	220,820	198,000	20,000	16,500
Audit Committee				
Chairman	240,000	198,000	20,000	16,500
Director	120,000	99,000	20,000	16,500
Nomination and Remuneration Committee				
Chairman	—	—	20,000	16,500
Director	—	—	20,000	16,500
Risk Management Committee				
Chairman	—	—	20,000	16,500
Director	—	—	20,000	16,500

The remaining remuneration will be allocated according to the attendance of each director in the Meetings of the Board of Directors, the Meetings of the Executive Committee, and the Meetings of all of the sub-committees of the Board of Directors, including but not limited to the Meetings of the Audit Committee and the Meetings of the Nomination and Remuneration Committee.

Any director who chairs or is a member of other sub-committee will be entitled to receive the fixed fee and the variable fee from other sub-committee. In case the Chairman of the Board of Directors chairs another sub-committee, the Chairman of the Board of Directors will receive 50 per cent of the fixed fee from the other sub-committee. Directors who are executives of the Company will not receive any remuneration as directors.

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 with the advice of the Audit Committee recommends shareholders to appoint Mrs. Saifon Inkaew, C.P.A. Registration No. 4434, or Ms. Thipawan Nananuwat, C.P.A. Registration No. 3459, or Mrs. Sumalee Reewarabandith, C.P.A. Registration No. 3970 of EY Office Limited to be the auditors of the Company for the year 2017.

The Comparison of Audit Fees for the company and subsidiaries

(Baht)

	2016	2017
1. Audit Fee	3,045,000	3,020,000
2. Non-Audit Fee	440,950	—

During the year 2016, the Company paid the non-audit services with a total fee of 440,950 baht. Such services are permissible to be performed by the auditor of the Company base on the Code of Ethics for Professional Accountants issued by Thailand's Federation of Accounting Professions.

The audit fees for the Company and subsidiaries for 2017 shall be 3,020,000 baht which is slightly lower than last year. 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, or their related persons. Auditors from the same office shall also be appointed auditors of the Company's subsidiaries.

AGENDA 7 TO APPROVE THE CHANGE OF THE COMPANY'S NAME FROM "THE POST PUBLISHING PUBLIC COMPANY LIMITED" TO "BANGKOK POST PUBLIC COMPANY LIMITED" BY AMENDMENT OF CLAUSE 1 OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY TO BE AS FOLLOWS: "CLAUSE 1 THE COMPANY'S NAME: "บริษัท บางกอก โพสต์ จำกัด (มหาชน)" AND THE NAME IN ENGLISH IS "BANGKOK POST PUBLIC COMPANY LIMITED"

Objective and reason: To comply with the new strategy and business expansion, the company will change the name from "The Post Publishing Public Company Limited" to "Bangkok Post Public Company Limited" by amendment of Clause 1 of the Memorandum of Association of the Company.

Board of Directors' opinion: The Board of Directors proposes shareholders to consider and approve the amendment of Clause 1.

Clause 1: The Company's name: "บริษัท บางกอก โพสต์ จำกัด (มหาชน)" and the name in English is "Bangkok Post Public Company Limited."

AGENDA 8 TO APPROVE THE AMENDMENT OF ARTICLE 22 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY TO BE CONSISTENT WITH THE COMPANY'S NAME CHANGE TO BE AS FOLLOWS: "ARTICLE 22 THESE ARTICLES OF ASSOCIATION SHALL BE CALLED THE BY-LAWS OF "BANGKOK POST PUBLIC COMPANY LIMITED". "COMPANY" AS USED IN THESE ARTICLES MEANS BANGKOK POST PUBLIC COMPANY LIMITED"

Objective and reason: To comply with the agenda 7 (the change of the Company's name), Article 22 of the Articles of Association of the Company to be consistent with the Company's name change.

Board of Directors' opinion: The Board of Directors proposes shareholders to consider and approve the amendment of Article 22 of the Articles of Association of the Company to be consistent with the Company's name change.

Article 22: These Articles of Association shall be called the by-laws of "Bangkok Post Public Company Limited". "Company" as used in these Articles means Bangkok Post Public Company Limited.

AGENDA 9 TO APPROVE THE CHANGE OF THE COMPANY'S COMMON SEAL TO BE CONSISTENT WITH THE COMPANY'S NAME CHANGE

The Company's common seal shall be as affixed here



Objective and reason: To comply with the agenda 7 (the change of the Company's name), the Company's common seal need to be changed to be consistent with the Company's name.

Board of Directors' opinion: The Board of Directors proposes to consider and approve the change of the Company's common seal to be consistent with the Company's name change.

AGENDA 10 TO CONSIDER OTHER BUSINESS (IF ANY)

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 calling for the Meeting.

The Company facilitates shareholders who wish to propose additional appropriate agenda of the Annual General Meeting of Shareholders and/or nominate candidates who have appropriate qualifications and possess no prohibited characteristics for directors of the Company. Details of the procedure had been posted on the Company's website and the Proposal must be submitted not later than Friday 24th March 2017. The Company did not receive any proposal for additional agenda or nomination of candidates for directors of the Company.

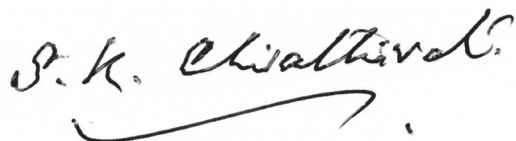
The Board of Directors determines that persons who have the right to vote shall be shareholders whose names appear in the shareholder register on the Record Date on Thursday 16th March 2017 and the amount of shares which each shareholder has the right to vote shall be in accordance with the shareholders' register as of the Record Date. Shareholder register shall be closed for a compilation of names of Shareholders on Friday 17th March 2017.

Shareholders whose names appear in the shareholders' register on the Record Date are cordially invited to attend the Meeting accordingly.

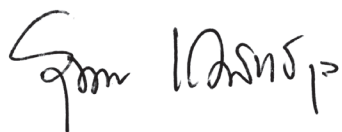
Shareholders who may not be able to attend the Meeting or may not be able to appoint their proxy to attend the Meeting may appoint **Dr. Siri Ganjarendee, Independent director and Chairman of Audit Committee**, as their proxy to attend and vote at the Meeting by sending the completed proxy form to the Company not later than one day before the date of the Meeting.

Proxy type A and B were attached herewith. Custodians may download Proxy type C (The form for foreign shareholders who appointed custodian in Thailand) from www.postpublishing.co.th.

By order of the Board of Directors,



(Mr. Suthikiati Chirathivat)
Chairman of the Board of Directors and
Chairman of the Executive Committee



(Mrs. Yupaphan Ekasittikul)
Company Secretary

ATTACHMENT

1. Copy of the Minutes of the 2016 Annual General Meeting of Shareholders that was held on Friday 1st April 2016
2. The annual report of the Company and the audited financial statements for the year ended 31st December 2016
3. Details of persons nominated directors
4. Details of the independent director who may be appointed as a proxy
5. Proxy and annex to the proxy
6. Documents required by the Company for attending the Shareholders' Meeting
7. Company's Articles of Association relating to the Annual General Meeting of Shareholders
8. Voting and Vote Counting Procedure and Director Election Procedure
9. Map of The Post Publishing Public Company Limited

ATTACHMENT 1: COPY OF THE MINUTES OF THE 2016 ANNUAL GENERAL MEETING OF SHAREHOLDERS

The Post Publishing Public Company Limited
Registration No. 0107536001583

Minutes of the 2016 Annual General Meeting of Shareholders

Friday 1st April 2016

Conference Room, Bangkok Post Building – 8th Floor
136 Sunthornkosa Road, Klongtoey, Bangkok, Thailand

The Meeting started at 11:00 hours.

Directors Present:

- Mr. Suthikiati Chirathivat
- Mr. Charoon Intachan
- Mr. Natdanai Indrasukhsri
- Mr. Worachai Bhicharnchitr
- Dr. Siri Ganjarerndee
- Mr. Siritaj Rojanapruk
- Mr. Ek-Rit Boonpiti

Directors Absent:

- Ms. Kuok Hui Kwong
- Mr. John Thompson
- Mr. Chartsiri Sophonpanich
- Ms. Cheung Hoi Sze Elsie
- Mr. Wutisak Lapcharoensap
- Mr. Supakorn Vejajiva
- Mr. Hu Yee Cheng Robin

There were 17 shareholders holding 177,427,336 shares and 27 proxies holding 134,806,005 shares totaling 44 shareholders and proxies holding 323,139,575 shares, equivalent to 62.45 per cent of the Company's issued and fully paid ordinary shares of 500,000,000 shares and the required quorum was met under the Articles of Association of the Company, Article 3.

Mr. Suthikiati Chirathivat, Chairman of the Board of Directors, chaired the Meeting. The Chairman instructed Mr. Charoenchai Kittisuwan, Company Secretary to introduce directors, senior management, auditor, and legal adviser to the Meeting.

Independent directors:

- | | |
|-----------------------------|--|
| ■ Dr. Siri Ganjarerndee | Chairman of the Audit Committee and
Member of the Nomination and Remuneration Committee |
| ■ Mr. Natdanai Indrasukhsri | Member of the Audit Committee and
Member of the Nomination and Remuneration Committee |
| ■ Mr. Charoon Intachan | |

Non-executive directors:

- | | |
|------------------------------|--|
| ■ Mr. Worachai Bhicharnchitr | Member of the Executive Committee and
Chairman of the Nomination and Remuneration Committee |
| ■ Mr. Ek-Rit Boonpiti | Member of the Executive Committee |
| ■ Mr. Siritaj Rojanapruk | |

Executive Director:

—

Auditor who attended the Meeting to answer questions:

- Mr. Narong Puntawong EY Office Limited

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

- Mr. Satit Sensupa Vickery & Worachai Limited

Reference was made to the Proposal for additional Agenda of the Annual General Meeting of Shareholders and/or Nomination of Candidates for Director of the Company. To follow the practice of Good Corporate Governance for the Annual General Meeting of Shareholders, the Company facilitated shareholders who wished to propose additional appropriate agenda of the Annual General Meeting of Shareholders and/or nominated candidates who had appropriate qualifications and possessed no prohibited characteristics for directors of the Company. Details of the procedure had been posted on the Company's website. The Company advised the Meeting that the Company did not receive any proposal for additional agenda or nomination of candidates for directors of the Company.

The voting and vote procedures had already been sent to shareholders, together with the Invitation to attend the Annual General Meeting of Shareholders.

Details of the voting and voting procedures are as follows:

1. For shareholders who come to the Meeting in person and proxies with the Proxy Form Type A (General and simple format), the Company provides 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 custodians in Thailand as proxies with the Proxy Form Type C (The form for foreign shareholders who appointed custodian in Thailand), the Company records fixed votes as stated in the proxy forms in our computer at the time of registration. In case those shareholders did not vote on any agenda item or the instruction was not clear, the Company provides 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 the 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.

The Chairman then proceeded with the agenda of the Meeting as follows:

AGENDA 1 TO APPROVE THE MINUTES OF THE 2015 ANNUAL GENERAL MEETING OF SHAREHOLDERS THAT WAS HELD ON THURSDAY 23RD APRIL 2015

The Minutes of the 2015 Annual General Meeting of Shareholders that was held on Thursday 23rd April 2015 were sent to shareholders together with Notice of the 2016 Annual General Meeting of Shareholders. The Minutes had been submitted to The Stock Exchange of Thailand and the Ministry of Commerce within the period prescribed by laws. It had also been posted on the Company's website. The Board of Directors recommended shareholders to approve the Minutes.

The Meeting approved the Minutes of the 2015 Annual General Meeting of Shareholders that was held on Thursday 23rd April 2015.

(Approve: 307,732,341 votes, disapprove: --- votes, and abstain: --- votes, totaling 42 shareholders and proxies)

AGENDA 2 TO ACKNOWLEDGE THE ANNUAL REPORT OF THE COMPANY AND APPROVE THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2015

The 2015 Annual Report and the audited financial statements for the year ended 31st December 2015 were sent to shareholders together with Notice of the 2016 Annual General Meeting of Shareholders. The Board of Directors recommended shareholders to acknowledge the Annual Report of the Company

The Audit Committee and The Board of Directors recommended shareholder to approve the financial statements for the year ended 31st December 2015 that had been audited by the auditor.

Mrs. Yupaphan Ekasittikul, Group Chief Financial Officer, clarified that in 2015, advertising spending in newspapers was expected to rebound after impacted of the increase of national minimum wage rates in 2014. But the bombing incidents at Ratchaprasong intersection and at Sathorn pier caused private sectors to delay their spending on advertisements. Although the Company received more advertising revenue from the expansion of M2F newspaper from 400,000 to 600,000 per day nationwide. And also revenue for TV business increased due to the investment on a content and television production, Mushroom Television Company Limited. The Company showed consolidated loss in 2015 at 241 million baht and total comprehensive income at 336 million baht as the result from land revaluation.

Mr. Sithichoke Boonvanich, shareholder, asked about yearly decreasing rate in advertising revenue of printed media and trend of printed media will be converted to e-book or not and how to overcome the circumstance in order for the Company to revert to the profitable Company.

The Chairman clarified the printed media have faced the downtrend, but if the Company acquire the said share of that market segment. The Company will have more readers which result in higher advertising revenue. The Company started with the first newspaper “Bangkok Post” and second “Post Today”. Third, M2F newspaper shows high success in advertising revenue. However, the production and distribution costs of M2F are considered high. The Company will control the costs in the appropriate level.

Mr. Anu Wongsarnkit, shareholders, asked about the expansion of M2F newspaper either in pages or locations and also trend to open another free newspaper, in addition, has M2F breakeven?

Mr. Montri Pushatirrat, Editor of M2F newspaper, clarified that M2F on every Friday has increased to 32 pages from regular 24 pages. M2F recently expanded nationwide with target daily circulation increase to 1,000,000 copies. In 2016, the Company targets for 40 provinces with different distribution format between Bangkok and other provinces. Referred to this slowdown economic, the Company has re-considered on distribution format by concerning on costs basis. M2F had breakeven since 1st year investment.

Mr. Sithichoke Boonvanich, shareholder, asked about why the total assets in consolidated financial statements was increasing from 2,000 million baht to 3,000 million baht? Moreover, what was unallocated cost from business acquisition?

Mr. Charoenchai Kittisuwan, Company Secretary, clarified that due to the new accounting standard on fair value measurement, the Company proceed on our 3 pieces of land revaluation which were land of office building in Klongtoey, land of printing plant in Bangna and land of office building in Chiang Mai. From the valuation process, the value of 3 pieces of lands was 923 million baht compared to the costs acquired value at 202 million baht. The Company proceeded land revaluation only, not included office building, construction, and machinery, because the Company understands that land value will not change frequently. If land value changes significantly, the Company will proceed on land evaluation on yearly basis, otherwise, will proceed on every 3-4 years.

Mr. Charoenchai Kittisuwan, Company Secretary, also clarified 132 million baht was classified as unallocated cost from investment in Mushroom in 2015. The 132 million baht was the difference between purchasing price of the Company and net total assets of Mushroom.

Mr. Sithichoke Boonvanich, shareholder, asked about 577 million baht increasing in total shareholders' equity.

Mr. Charoenchai Kittisuwan, Company Secretary, clarified that due to land revaluation, the Company recorded surplus on revaluation of land at 721 million baht, less related income tax effect at 144 million baht, difference of 577 million baht was booked under other components to shareholders' equity which reflected in increasing in total shareholders' equity.

Mr. Anu Wongsarnkit, shareholder, asked about increasing in the trade and other receivables account in 2015.

Mrs. Yupaphan Ekasittikul, Group Chief Financial Officer, clarified that the main reason was an increasing of government agencies sector which effected on longer collection term.

Mr. Sithichoke Boonvanich, shareholder, asked about the increasing of over 400 million baht in bank overdraft and short-term loans, separate financial statement, will it be able to convert to long-term loans? Does the Company have any plan for raising capital?

Mrs. Yupaphan Ekasittikul, Group Chief Financial Officer, clarified that the Company has under negotiation with Bank to convert to long-term loan and has good possibility.

The Chairman clarified that the Company has no plan for raising capital.

Mr. Pongcharoon Srisowanna, proxy holder from Thai Investors Association, suggested the Company to split agenda to acknowledge and approve into two separate agenda.

The Chairman replied that the Company agreed and will follow suggestion.

The Meeting acknowledged the 2016 Annual Report and approved the financial statements for the year ended 31st December 2015 that had been audited by the auditor.

(Approve: 312,233,341 votes, disapprove: --- votes, and abstain: --- votes, totaling 44 shareholders and proxies)

AGENDA 3 TO APPROVE THE OMISSION OF DIVIDEND PAYMENT

The Company's statutory reserve had already attained the amount of ten per cent 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 per cent of its net profits. The fluctuation of payment will depend on capital spending commitment and liquidity of the Company's cash flows.

The Company did not pay any interim dividend during the year 2015.

The Board of Directors recommended shareholders to approve the omission of dividend payment for the year 2015 because the Company had made operating loss in 2015.

Comparison of Dividend Payments

(Baht)

	<u>2015</u>	<u>2014</u> (restated)	<u>2013</u>
Consolidated comprehensive income (Attributable to equity holders of the Company)	336,082,330	(182,869,619)	121,598,548
Interim dividends	—	—	50,000,000
Final dividends	—	—	70,000,000
			<hr/> <hr/> 120,000,000
Dividend pay-out ratio (%)	—	—	98.45

(remark: Total comprehensive income for the year 2015 was from surplus on revaluation of assets)

The Meeting approved the omission of dividend payment for the year 2015.

(Approve: 312,233,341 votes, disapprove: --- votes, and abstain: --- votes, totaling 44 shareholders and proxies)

AGENDA 4 TO ELECT DIRECTORS REPLACING DIRECTORS WHO SHALL RETIRE BY ROTATION, ELECT ADDITIONAL DIRECTORS, AND FIX THE AUTHORITY OF DIRECTORS (IF ANY)

Directors who shall retire by rotation are Mr. Chartsiri Sophonpanich, Mr. Hu Yee Cheng Robin, Ms. Cheung Hoi Sze Elsie and Mr. Charoon Intachan. Mr. Hu Yee Cheng Robin and Ms. Cheung Hoi Sze Elsie sent their letters to deny participation in re-election. Furthermore, Mr. John Thompson volunteers to resign from the director of the Company and also not being named for re-election. Total retire director are 5 directors.

The Board of Directors with the advice of the Nomination and Remuneration Committee recommended shareholders to re-elect Mr. Chartsiri Sophonpanich and Mr. Charoon Intachan as directors of the Company for another term and proposed Mr. Thirakiati Chirathivat to be a new director of the Company.

For operation efficiency, the Board of Directors proposes shareholders to fix the authority of directors who may sign to bind the Company to be Mr. Suthikiati Chirathivat, Mr. Worachai Bhicharnchitr, Mr. Ek-Rit Boonpiti, and Mr. Thirakiati Chirathivat with the conditions of “joint signatures of any two of the four directors, except to certify true copies of documents of the company or relating to the Company, to defend all criminal complaints charged against the Company at all stages including to appoint lawyer, to carry on criminal proceedings at all levels of inquiry official, public prosecutor and the court, to file and send pleadings and documents, and to acknowledge allegation, to give statement to the inquiry official, public prosecutor and testimony to the court, and one person may sign his name singly”

After the Board of Directors received letter from Mr. John Thompson for not being named for re-election, the Board of Directors discussed on Mr. John Thompson’s qualification and experience and agreed to propose Mr. John Thompson to be director for another term which has already been accepted. The Board of Directors recommended shareholders to re-elect Mr. John Thompson as director of the Company for another term

The Company had already disclosed additional information of directors propose for re-election such as number of years served as director and meeting attendance in the previous year in the Annual Report and in the Details of Persons Nominated Directors.

For the election of directors, shareholders and proxies may elect the whole Board or individual directors. Each shareholder shall have one vote for each share for which the shareholder is the registered holder. A shareholder or proxy may vote only for as many persons as there are vacancies on the Board of Directors to

be filled. A shareholder or proxy may not cast more than one vote for any person in respect of each share that the shareholder holds or that their proxy represents, and may not allot any portion of their votes to other persons. After the vote, the candidates shall be ranked in descending order from the highest number of votes received to the lowest, and shall be appointed as directors in that order until all of the director positions are filled. Where the votes cast for candidates in descending order are tied in such a way as the number of directors is exceeded, the remaining appointments shall be made by drawing lots. The Company will collect all the vote cards for record.

The Meeting re-elected directors, elected an additional director and to fix the authority of directors as follows:

1. **Mr. Chartsiri Sophonpanich** (director who retire by rotation)
(Approve: 312,233,341 votes, disapprove: --- votes, and abstain: --- votes)
2. **Mr. Charoon Intachan** (director who retire by rotation)
(Approve: 312,233,341 votes, disapprove: --- votes, and abstain: --- votes)
3. **Mr. Thirakiati Chirathivat** (new director)
(Approve: 308,893,586 votes, disapprove: --- votes, and abstain: --- votes)
4. **To fix authority of directors**
(Approve: 312,233,341 votes, disapprove: --- votes, and abstain: --- votes)
5. **Mr. John Thompson**
(Approve: 312,233,341 votes, disapprove: --- votes, and abstain: --- votes)

The directors of the Company and their most recent dates of election therefore are as follows:

1. Mr. Suthikiati Chirathivat	(25 th April 2014)	8. Mr. Natdanai Indrasukhsri	(23 rd April 2015)
2. Mr. Supakorn Vejajiva	(25 th April 2014)	9. Dr. Siri Ganjarerndee	(23 rd April 2015)
3. Mr. Ek-Rit Boonpiti	(25 th April 2014)	10. Mr. Chartsiri Sophonpanich	(1 st April 2016)
4. Ms. Kuok Hui Kwong	(25 th April 2014)	11. Mr. Charoon Intachan	(1 st April 2016)
5. Mr. Worachai Bhicharnchitr	(23 rd April 2015)	12. Mr. Thirakiati Chirathivat	(1 st April 2016)
6. Mr. Siritaj Rojanapruk	(23 rd April 2015)	13. Mr. John Thompson	(1 st April 2016)
7. Mr. Wutisak Lapcharoensap	(23 rd April 2015)		

AGENDA 5 TO FIX DIRECTORS' REMUNERATION

The Board of Directors with the advice of the Nomination and Remuneration Committee recommended Shareholders to approve the remuneration of the Board of Directors for the year 2016 of not more than 8,000,000 baht (2015: 11,330,000 baht) and empower the Board of Directors to consider the allocation of such remuneration, as they deem appropriate.

Mr. Narongchai Simaraj, shareholder, asked that Annual Report 2015 showed one director had never participated in the 2015 Meeting, did the said director receive director remuneration?

Mr. Worachai Bhicharnchitr, Chairman of the Nomination and Remuneration Committee clarified that the 2015 director remuneration had been approved by the 2015 AGM of Shareholders which had to pay. The said director was a foreigner and quite busy to attend the 2015 Meeting.

The Meeting approved the remuneration of the Board of Directors for the year 2016 of not more than 8,000,000 baht and empowered the Board of Directors to consider the allocation of such remuneration as the Board of Directors deems appropriate.

(Approve: 312,233,341 votes, disapprove: --- votes, and abstain: --- votes, totalling 44 shareholders and proxies)

AGENDA 6 TO APPOINT INDEPENDENT AUDITOR AND FIX THE AUDIT FEE

The Board of Directors with the advice of the Audit Committee recommended shareholders to appoint Mrs. Saifon Inkaew, C.P.A. Registration No. 4434, or Ms. Thipawan Nananuwat, C.P.A. Registration No. 3459, or Mrs. Sumalee Reewarabandith, C.P.A. Registration No. 3970 of EY Office Limited to be the auditors of the Company in 2016. The audit fees for the Company and subsidiaries shall be 3,045,000 baht (an increase of 17.79 per cent or 460,000 baht from last year due to the audit fee of Mushroom Television Co., Ltd., a new subsidiary of the Company). 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 audit fees for the Company and subsidiaries last year were 2,585,000 baht. The Company did not pay any non-audit service fee to the auditors for their other professional and special audit service during the year. Auditors from the same office shall also be appointed auditors of the Company's subsidiaries.

Mr. Sithichoke Boonvanich, shareholder, asked that the audit fee can be negotiated or not?

Mr. Narong Puntawong, Auditor from EY Office Limited, replied that the audit fee was calculated based on the number of working hours. In 2016, we use the same working hours as in 2015 to fix the audit fee. If the working hours decline, the audit fee will be able to reduce.

The Meeting appointed Mrs. Saifon Inkaew, C.P.A. Registration No. 4434, or Ms. Thipawan Nananuwat, C.P.A. Registration No. 3459, or Mrs. Sumalee Reewarabandith, C.P.A. Registration No. 3970 of EY Office Limited to be the auditors of the Company in 2016. The audit fees for the Company and subsidiaries shall be 3,045,000 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.

(Approve: 312,233,341 votes, disapprove: --- votes, and abstain: --- votes, totalling 44 shareholders and proxies)

AGENDA 7 TO CONSIDER OTHER MATTERS (IF ANY)

Mr. Pongcharoon Srisowanna, proxy holder from Thai Investors Association, asked that according to the project of Thailand's Private Sector Collective Action against Corruption ("CAC") and Thai Institute of Directors ("IOD")

First, currently, the Company is not participated with the project, how the Company ensure that no activities involved in corruption problem.

Second, suppose the Company already has the policy, do the Company have any mechanism into implementation?

Mr. Worachai Bhicharnchitr, Chairman of the Nomination and Remuneration Committee clarified that the Company agreed with the anti- corruption project. Corruption is illegal. The Company is a media company and always reports not only accurate news and information but also any corruption news in The Stock Exchange of Thailand. This can be proved that the Company is not involved in any corruption.

Mr. Pongcharoon Srisowanna, proxy holder from Thai Investors Association, said that currently, there are 76 companies received certificate from IOD, 324 companies entered into MOU with IOD and 600 remaining companies do nothing with IOD including the Company. When will the Company enter into MOU with IOD?

Mr. Worachai Bhicharnchitr, Chairman of the Nomination and Remuneration Committee clarified that Actions and Activities are more important. The Company always offers good activities which appropriate to Thai society. The Chairman also replied that the Board of Directors of the Company will consider and recommend for MOU signing. As the good governance company in the Stock Market of Thailand, the Company assigned Management to participate in member process and prepare MOU urgently, following Central Group who is already signing MOU.

Mr. Theptana Subphot, shareholder, asked the Company how to operate the event? Why the weekend of Post Today newspaper has less pages? Do M2F have policy to circulate on weekend? Why 80,000 persons follow Student Weekly? Will the Company have another new magazine besides 8 existing magazines? Will TV program increase from 9 existing programs and will the Company position Post TV as NHK of Japan or Arirang of South Korea?

The Chairman clarified that Vision and Mission of the Company always considers on shareholders benefit at first, readers at second and nation at third. The shareholders benefit is from profit of the Company. All Directors have intention to do everything in order to make profit for the Company. For this year, the Company will concentrate on any not necessary costs.

Mr. Nha-Kran Loahavilai, Deputy Editor in Chief of Post Group, clarified that the Company always has event every month, sometime two events a month. Events increased sales, expansion market, and brand recognition. Especially, Post Forum which combined 3 heading newspaper, in 2015, the Company received great honored from Dr. Somkid Jatusripitak, Deputy Prime Minister, as guest speaker. Last month, Golden Age of Investment Forum, the Company received great honored from Japan's Ambassador, Minister of Transport and Minister of Finance, which expect to have another forum in the end of 2016. In 2015, the Company arranged CLMV at Lao, Cambodia, Myanmar and Vietnam, the first printed media company who arranged events abroad.

Mr. Montri Pushatrirat, Editor – M2F, clarified that after researched and market survey, the Company found that M2F is not appropriate to circulate over the weekend.

Mr. Pattanapong Chantranontwong, Editor – Post Today, clarified that Post Today is a business newspaper, business news on weekend can report on weekday. The Company reported material and specific news on weekend.

Mr. Pichai Chuensuksawadi, Editor-in-Chief and Editor – Bangkok Post, clarified that the main events of the Company were Rally, Songkran M2F, Bangkok Post Luxury, all events have sponsors supported. For Student Weekly, distributed in Thailand over 46 years, has many followers and the Company considers whether to distribute as printed media or should be on website or any application.

Shareholders did not have any more query or recommendation to the Board of Directors and senior management.

The Meeting adjourned at 12:20 hours.



(Mr. Suthikiati Chirathivat)
Chairman of the Board of Directors and
Chairman of the Executive Committee
Chairman of the Meeting



(Mr. Charoenchai Kittisuwan)
Company Secretary

ATTACHMENT 3: DETAILS OF PERSONS NOMINATED DIRECTORS

Details of persons nominated directors

Name-Surname:	Mr. Suthikiati Chirathivat
National / Age:	Thai / 74 years
Position in POST:	Chairman of the Board of Directors and Chairman of the Executive Committee
Year of Directorship:	35 years
Election as:	Director
Shareholding:	121,096,150 shares [24.22%]
Relationship:	Father of Mr. Thirakiati Chirathivat and Mr. Patsarakorn Chirathivat

Education:

- Honorary Doctor of Arts in Business Administration, College of Asian Scholars
- 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:

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

Position in non-listed companies:

- Vice Chairman of Supervisory Board, Central Group of Companies
- Director, Post Holding Co., Ltd.
- Director, Post New Media Co., Ltd.
- Director, Post TV Co., Ltd.
- Director, Post International Media Co., Ltd.
- Director, Post-ACP Co., Ltd.
- Director, Post-IM Plus Co., 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

Meeting attendance in 2016:

- The Board of Directors' Meetings: 4/4
- The Executive Committee's Meetings: 8/8
- Shareholders' Meeting: 1/1

Details of persons nominated directors

Name-Surname: Mr. Supakorn Vejjajiva
National / Age: Thai / 49 years
Position in POST: Director
Year of Directorship: 11 years
Election as: Director
Shareholding: None
Relationship: None

Education:

- BA in International Relations (Honours), Gonville and Caius College, Cambridge University, England, 1988

Training:

Thai Institute of Directors:

- The Characteristics of Effective Directors
- Director Accreditation Program (DAP 66/2007)

Position in other listed companies:

- Since 2016: Executive Consultant, Sansiri Public Company Limited

Position in non-listed companies:

- Since 2010: Chairman of the Board of Directors, Post News Co., Ltd.

- Since 2007: Director, Flash News 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 2016:

- The Board of Directors' Meetings: 1/4
- Shareholders' Meeting: 0/1

Details of persons nominated directors

Name-Surname: Mr. Ek-Rit Boonpiti
National / Age: Thai / 54 years
Position in POST: Director, Member of the Executive Committee and Member of the Risk Management Committee
Year of Directorship: 11 years
Election as: Director
Shareholding: 38,194,380 shares [7.64%]
Relationship: None

Education:

- MS Marketing, Thammasat University, 1994
- B Business (Transport Economics), Royal Melbourne Institute of Technology (RMIT), Australia, 1988

Training:

Thai Institute of Directors:

- Director Accreditation Program (DAP 66/2007)

Position in other listed companies: None

Position in non-listed companies:

- Since September 2016: Director, Post-IM Plus Co., Ltd.
- Since September 2015: Director, Mushroom Television Co., Ltd.
- Since August 2015: Director, Post TV Co., Ltd.
- Since August 2015: Director, Post New Media Co., Ltd.
- Since August 2015: Director, Post Holding Co., Ltd.
- Since August 2015: Director, Flash News Co., Ltd.
- Since September 2014: Director, Post International Media Co., Ltd.
- Since 2011: Advisor to President, Thai Central Chemical Plc.

- 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 2016:

- The Board of Directors' Meetings: 4/4
- The Executive Committee's Meetings: 8/8
- Shareholders' Meeting: 1/1

ATTACHMENT 4: DETAILS OF INDEPENDENT DIRECTOR WHO MAY BE APPOINTED AS A PROXY

Details of independent director who may be appointed as a proxy

Name-Surname: Mr. Russel Leighton Kekuewa
National / Age: American / 62 years
Position in POST: Independent Director and Member of the Risk Management Committee
Year of Directorship: Since August 2016
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:

- Independent Director, Indorama Ventures Public Company Limited

Position in non-listed companies:

- Independent Director, Boutique Corporation Public Company Limited

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

Meeting Attendance in 2016:

- The Board of Directors' Meetings: 1/4 (Appointment date: 15th August 2016)

***Qualification of an Independent Director**

The Company does not use a stricter definition of “independent director” than the minimum qualification specified by the Office of the Securities and Exchange Commission, Thailand. An independent director should have the following qualifications:

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 involved in a business relationship with the Company, a subsidiary, an affiliate, a major shareholder, or a controlling person in such a way that will obstruct his independent judgment including not being a shareholder holding 10 per cent or more or a controlling person of the person who has a business relationship with the Company, a subsidiary, an affiliate, a major shareholder, or a controlling person unless the foregoing relationship has ended not less than two years.

A business relationship includes a normal cause of business transaction, a rent or lease of property, a transaction related to assets, service, providing or receiving financial support such as borrowing, lending, guarantee, or assignment resulting in the Company or other party being in debt obligation of more than three per cent of net tangible assets of the Company or twenty million baht, whichever is lower. The Calculation of debt obligation shall be in accordance with the calculation of value of related party transaction specified by the Capital Market Supervisory Board’s Announcement of Related Party Transaction including debt obligation one year prior to the date that business relationship starts.

5. Neither being nor having been an external auditor of the Company, a subsidiary, an affiliate, a major shareholder, or a controlling person of the Company and not being a shareholder holding 10 per cent or more or a partner in an audit office of an external auditor of the Company, a subsidiary, an affiliate, a major shareholder, or a controlling person in the past two years.
6. Neither being nor having been a provider of professional service such as legal or financial services and receiving a professional fee of more than two million baht per year from the Company, a subsidiary, an affiliate, a major shareholder, or a controlling person and not being a shareholder holding 10 per cent or more or a partner such a provider of professional service in the past two years.
7. Not being a director representing another director of the Company, a major shareholder, or a shareholder related to a major shareholder.
8. Not being in a business substantially the same and compete with the Company, or a subsidiary, or not being a principal partner in a business partnership or being a director involving in management, employee, staff member, advisor receiving a regular salary, or holds of shares with voting right more than one per cent of total number of voting right of other company that engages in a business substantially the same and compete with the Company and a subsidiary.
9. Be able to express an independent opinion with respect to the operation of the Company.

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

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

ATTACHMENT 6: DOCUMENTS REQUIRED BY THE COMPANY FOR ATTENDING THE SHAREHOLDERS' MEETING

Documents or Evidence Showing an Identity of the Shareholder or a Representative of the Shareholder 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, identification card of the shareholder and identification card or passport (in case of a foreigner) of the proxy.
- 1.2 Non-Thai nationality
 - (A) Passport of the shareholder; or
 - (B) In case of proxy, passport of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

2. Juristic person

- 2.1 Juristic person registered in Thailand
 - (A) Corporate affidavit, issued within 1 year by Department of Business Development, Ministry of Commerce; and
 - (B) Identification card or passport (in case of a foreigner) of the authorised director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.
- 2.2 Juristic person registered outside of Thailand
 - (A) Corporate affidavit; and
 - (B) Identification card or passport (in case of a foreigner) of the authorised director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

3. Custodian

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

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

A shareholder or a proxy may register and submit the required documents or evidences for inspection at the meeting from 12:00 hours on the date of the Annual General Meeting of Shareholders.

ATTACHMENT 7: COMPANY'S ARTICLES OF ASSOCIATION RELATING TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

Articles of Association of The Post Publishing 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 the 30th day of April. An Annual Ordinary General Meeting of the Company shall be held at such time, day and place, within Thailand, as may be fixed by the Board of Directors and such meeting shall transact the following business:

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

ATTACHMENT 8: VOTING AND VOTE COUNTING PROCEDURE AND DIRECTOR ELECTION PROCEDURE

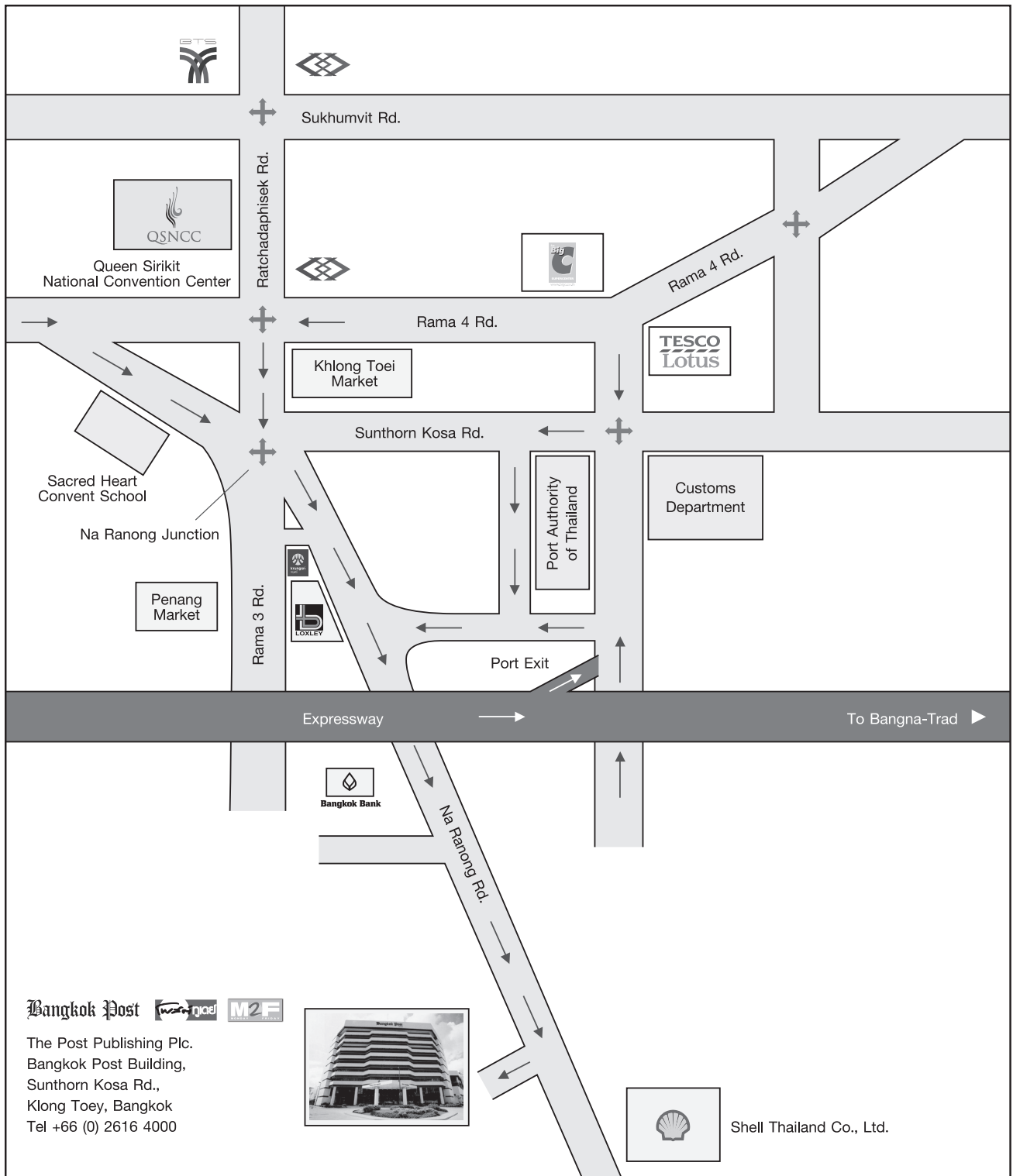
Voting and Vote Counting Procedure

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

Director Election Procedure

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

ATTACHMENT 9: MAP OF THE POST PUBLISHING PUBLIC COMPANY LIMITED





The Post Publishing Public Company Limited

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