



NOTICE OF THE  
2023 ANNUAL GENERAL MEETING  
OF SHAREHOLDERS

BANGKOK POST PUBLIC COMPANY LIMITED

26 APRIL 2023, 11:00 HOURS

At the Meeting Room, 8<sup>th</sup> Floor, Bangkok Post Building,  
136 Sunthorn Kosa Road, Klongtoey,  
Bangkok, 10110, Thailand

Registration starts at 9:30 hours

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



## BANGKOK POST PUBLIC COMPANY LIMITED

Registration No: 0107536001583

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

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

www.bangkokpost.co.th | www.bangkokpost.com

---

(Translation)

7 April 2023

**Subject** Invitation to attend the 2023 Annual General Meeting of Shareholders

**To** Shareholders  
Bangkok Post Public Company Limited

### Attachment

1. Copy of the Minutes of the 2022 Annual General Meeting of Shareholders
2. The 2022 Annual Report and the audited financial statements for the year-ended 31 December 2022
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. Registration form (Required for the Meeting)
6. Proxy form
7. The Company's Articles of Association relating to the Annual General Meeting of Shareholders
8. Documents and evidences required for attending the meeting
9. Voting and vote counting procedure and director election procedure
10. Map of Bangkok Post Public Company Limited

The Board of Directors of Bangkok Post Public Company Limited ("the Company") resolved to call the 2023 Annual General Meeting of Shareholders on 26 April 2023 at 11:00 hours at the Meeting Room, 8<sup>th</sup> floor, Bangkok Post Building, 136 Sunthorn Kosa Road, Klongtoey, Bangkok, 10110, Thailand with the following agenda:

**Agenda 1:** To approve the Minutes of the 2022 Annual General Meeting of Shareholders held on 27 April 2022

**Objective and reason:** The Company held the 2022 Annual General Meeting of Shareholders on 27 April 2022 and submitted the minutes of the Meeting to The Stock Exchange of Thailand and the Ministry of Commerce within the period prescribed by laws and disseminated it on the Company's website at [www.bangkokpost.co.th](http://www.bangkokpost.co.th) (Attachment 1)

**Board of Directors' opinion:** The Board of Directors recommends shareholders to approve the Minutes of the 2022 Annual General Meeting of Shareholders held on 27 April 2022.

**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 2022

**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 2022.

**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 2022.

**Board of Directors' opinion:** The Board of Directors recommends shareholders to approve the omission of dividend payment for the year 2022 due to the Company had operating losses in year 2022.

(Baht)

	Consolidated Financial Statements	Separate Financial Statements
Loss for the year 2022	(50,972,070)	(38,131,145)

**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 2022 - 6 February 2023 through the SET Community Portal (SCP) and the Company's website. However, none of the shareholders have nominated candidates deemed qualified to be directors of the Company.

At the 2023 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. (*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, 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 2023 in a total amount not exceeding 5,500,000 baht. The allocation of such amount to each director shall be considered by the Board of Directors as it deems appropriate.

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

Directors' remuneration for year 2022 was 4,704,266 baht from the total amount approved at 5,500,000 baht. The remaining 795,734 baht has not been allocated to any director.

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

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

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

Comparison of audit fees for the Company and subsidiaries for the year 2022 and 2023

(Baht)

	2022	2023
1. Audit Fee	1,450,000	Not exceeding 1,320,000
2. Non-Audit Fee	-	-

The audit fee for the Company and subsidiaries for the year 2023 will be in a total amount not exceeding 1,320,000 baht. In the event that those auditors are unable to perform their duties, Dharmniti Auditing Company Limited is authorised to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place. The auditors do not have any relationships and/or interest with the Company, subsidiaries, associate, management, majority shareholders, or their related persons. Auditors from the same office shall also be appointed auditors of the Company's subsidiaries.

**Agenda 7: To 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 2022 to 6 February 2023 through SET Community Portal (SCP) and the Company's website. However, none of the shareholders have nominated candidates deemed qualified to be directors of the Company.

The Board of Directors determines that persons entitled to vote shall be shareholders whose names appear in the shareholders' register on 10 March 2023 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 2023 Annual General Meeting of Shareholders on 26 April 2023 at 11:00 hours at the Meeting Room, 8<sup>th</sup> floor, Bangkok Post Building, 136 Sunthorn Kosa Road, Klongtoey, Bangkok, 10110, Thailand. The meeting registration will start at 9:30 hours.

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

Proxy type A. and B. are attached herewith. Custodians may download Proxy type C. (The form for foreign shareholders who appointed custodians in Thailand) from [https://www.bangkokpost.co.th/corporate\\_info/investor-information](https://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 25 April 2023. The Company will provide a stamp duty to affix on the proxy form for proxies registered to attend the Meeting.

Please kindly be informed accordingly.

Yours faithfully,

***Vasint Chotirawi***

(Mr. Vasint Chotirawi)

Chief Financial Officer and Company Secretary

**BANGKOK POST PUBLIC COMPANY LIMITED**

Registration No: 0107536001583

Minutes of the 2022 Annual General Meeting of Shareholders

27 April 2022

The Meeting room, 8<sup>th</sup> floor, 136 Bangkok Post Building  
Sunthorn Kosa Road, Klongtoey, Bangkok 10110, Thailand

Directors Present

Mr. Worachai Bhicharnchitr	Acted as Chairman of the Meeting
Prof. Dr. Pornchai Chunhachinda	
Mr. Charoon Intachan	
Mr. Russell Leighton Kekuewa	
Mr. Ek-Rit Boonpiti	
Mr. Thirakiati Chirathivat	

Directors Absent

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

At 11.00 hours, there were 3 shareholders attending the Meeting in person and 34 shareholders attending by proxies, totalling 37 shareholders, representing 425,132,710 shares, equivalent to 85.02 percent of the Company's issued and fully paid-up ordinary shares of 500,000,000 shares, completed the quorum according to Article 3 of the Company's Articles of Association.

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

Mr. Worachai Bhicharnchitr, Vice Chairman of the Board of Directors, member of the Executive Committee, and Chairman of the Nomination and Remuneration Committee, informed that Mr. Suthikiati Chirathivat, Chairman of the Board of Directors and Chairman of the Executive Committee, sent his apology for being unable to attend and chair the Meeting as usual, and assigned him to act as Chairman of the Meeting. Then, he introduced himself and directors of the Company as follows:

#### Directors

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

#### Executive Director

None

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

#### Management

Mr. Soonruth Bunyamanee	Editor of Bangkok Post newspaper
Mr. Wut Nontarit	Editor of Post Today
Ms. Patarika Juttijudata	Internal Audit Director
Mr. Wittanu Chumsuwan	Executive Vice President, Human Resources

#### Auditor

Ms. Sulalit Ardsawang	Dharmniti Auditing Company Limited
-----------------------	------------------------------------

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

Mr. Satit Sensupa	Vickery & Worachai Limited
-------------------	----------------------------

During 4 November 2021 to 4 February 2022, the Company provided opportunities for the shareholders to propose additional agenda items for the 2022 Annual General Meeting of Shareholders and propose qualified candidates with no prohibited characteristics to be considered as directors of the Company, by submitting a letter to The Stock Exchange of Thailand and disseminating the procedures on the Company's website before distributing the Notice of the 2022 Annual General Meeting of Shareholders. It appeared that there were no shareholders proposing any

additional agenda items or candidates to be considered as directors of the Company. Voting procedures was sent to the shareholders together with the Notice of the 2022 Annual General Meeting of Shareholders, as follows:

#### Voting procedures

1. Shareholders who attend the Meeting in person or through proxies with Proxy Form Type A (General and simple format), the Company has provided voting cards for each agenda item upon registration prior to the Meeting.
2. Proxies with the Proxy Form Type B (Detailed and fixed format) and foreign shareholders who appointed custodians in Thailand as proxies with the Proxy Form Type C (The form for foreign shareholders who have appointed a custodian in Thailand), the Company will record the vote as stated in the proxy forms in our computer at the time of registration. In case a shareholder did not stipulate a vote on a particular agenda item or the instructions from the shareholder are not clear, the Company has provided voting cards for those agenda items upon registration prior to the Meeting.
3. In voting for each agenda item, the Company will ask the Meeting for any votes of 'disapprove' or 'abstain', with those votes recorded in the computer system accordingly. If no vote is made to 'disapprove' or 'abstain', it is deemed that the Meeting unanimously approves the matter. If certain shareholders vote 'disapprove' or 'abstain' in the Meeting, the Company will ask the shareholders or proxy holders to complete the voting cards to record the vote. To calculate the number of 'approve' votes, the Company will deduct those votes of 'disapprove' and 'abstain' from the total number of shares attending the Meeting. The Company will process the vote counting and disclose the results of the votes in the Meeting.

Chairman proceeded with the agenda of the Meeting, as follows:

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

Chairman informed that as the Minutes of the 2021 Annual General Meeting of Shareholders held on 27 April 2021 was sent to the shareholders together with the Notice of the 2022 Annual General Meeting of Shareholders. The Board of Directors agreed to propose to the Meeting to approve the said Minutes.

The Meeting approved the Minutes of the 2021 Annual General Meeting of Shareholders held on 27 April 2021 with the following votes: approved 425,132,710 votes or equivalent to 100 percent of shareholders attending the Meeting and entitled 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 2021

Chairman informed that as the Company sent the 2021 Annual Report and the audited financial statements of the Company for the year-ended 31 December 2021, along with the Notice of the 2022 Annual General Meeting of Shareholders to the shareholders, the Board of Directors agreed to propose to the Meeting to acknowledge the 2021 Annual Report. Furthermore, the Board of Directors, after considering the recommendation of the Audit Committee,

agreed to propose to the Meeting to approve the audited financial statements of the Company for the year-ended 31 December 2021.

Mr. Vasint Chotirawi, Chief Financial Officer and Company Secretary, clarified the audited financial statements of the Company for the year-ended 31 December 2021 that consolidated net loss of the Company for the year-ended 31 December 2021 was (107.4) million baht compared to consolidated net loss of the Company at (374.8) million baht the same period last year, decreased (267.4) million baht or (71.3) percent. Mainly due to the debt restructuring, operational restructuring and continuous cost control measures.

Consolidated sales and service income decreased (7.0) percent, mainly due to the slowdown in overall economic situation. As a result of the epidemic of the Covid-19, the number of tourist in tourism business such as airlines and hotels were reduced.

Consolidated cost of sales and services decreased (116.6) million baht or (24.2) percent due to the reduction of newspaper and magazines' production cost to suit the changing sales.

Consolidated selling expenses decreased (32.0) million baht or (39.4) percent, as a result of controlling distribution cost of newspaper and magazines to be consistent with sales and services income.

Consolidated administrative expenses decreased (15.8) million baht or (12.7) percent due to an ongoing cost control measures.

Mr. Methee Unadirekkul, a proxy holder, asked that last year the Company sold land and building assets but the cash flow is still negative, so he would like to know about debt payment.

Mr. Vasint Chotirawi answered that the sale of assets for 1,126 million baht last year, the Company paid around one thousand million baht for debt restructuring to Kasikornbank Plc., Bank of Ayudhya Plc. and Siam Commercial Bank Plc. At the moment, the Company has no bank debt except the 156 million baht the Company still owed to Bangkok Bank Plc.

The Meeting acknowledged the Annual Report of the Company and approved the audited financial statements for the year-ended 31 December 2021 with the following votes: approved 425,131,710 votes or equivalent to 99.9998 percent, disapproved 1,000 votes or equivalent to 0.0002 percent of the shareholders attending the Meeting and entitled to vote.

#### Agenda 3: To consider the omission of dividend payment

Chairman clarified that the Company's statutory reserve is already higher than the required ten percent of registered capital and the Company did not pay any interim dividend during year 2021. The Board of Directors agreed to propose

to the Meeting to approve the omission of dividend payment for year 2021 since the Company had operating losses in year 2021.

Unit: Baht

	Consolidated financial statements	Separate financial statements
Loss for the year 2021	(107,421,737)	(107,251,502)

There were 1 additional shareholder attending the Meeting, totalling 38 shareholders, representing 425,132,715 votes

The Meeting approved the omission of dividend payment for year 2021 with the following votes: approved 425,132,715 votes or equivalent to 100 percent of the shareholders attending the Meeting and entitled to vote.

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

Chairman, as the Chairman of the Nomination and Remuneration Committee, informed that there are 4 directors who shall retire by rotation in year 2022, consisting of Mr. Chartsiri Sophonpanich, Mr. Charoon Intachan, Mr. Thirakiati Chirathivat and Mr. John Thompson. But Mr. John Thompson denied to offer himself for re-election.

The Board of Directors considered the recommendation of the Nomination and Remuneration Committee and agreed to propose to the Meeting to re-elect Mr. Chartsiri Sophonpanich, Mr. Charoon Intachan and Mr. Thirakiati Chirathivat to be directors of the Company for another term. The Company has already attached information of directors regarding years of directorship and meeting attendance of the previous year in the 2021 Annual Report. The directors and their recent dates of election, as follows:

1. Mr. Chartsiri Sophonpanich (24 April 2019)
2. Mr. Charoon Intachan (24 April 2019)
3. Mr. Thirakiati Chirathivat (24 April 2019)
4. Mr. John Thompson (24 April 2019)
5. Mr. Suthikiati Chirathivat (22 April 2020)
6. Mr. Ek-Rit Boonpiti (22 April 2020)
7. Mr. Russell Leighton Kekuewa (22 April 2020)
8. Mr. Worachai Bhicharnchitr (22 April 2020)
9. Dr. Siritaj Rojanapruk (24 April 2021)
10. Asst. Prof. Wutisak Lapcharoensap (24 April 2021)
11. Prof. Dr. Pornchai Chunhachinda (24 April 2021)

The Company sent voting procedures to shareholders together with the Notice of the 2022 Annual General Meeting of Shareholders. The Company provided the shareholders opportunities to elect either the whole Board or individual directors. Each shareholder shall have one vote for each share for which the shareholder is the registered holder. A shareholder or proxy may vote only for as many persons as there are vacancies on the Board of Directors to be filled. A shareholder or proxy may not cast more than one vote for any person in respect of each share that the shareholder holds or that their proxy represents, and may not allot any portion of their votes to other persons. After the vote, the candidates shall be ranked in descending order from the highest number of votes received to the lowest, and shall be appointed as directors in that order until all of the director positions are filled. Where the votes cast for candidates in descending order are tied in such a way as the number of directors is exceeded, the remaining appointments shall be made by drawing lots. The Company will collect all the vote cards for record.

The Meeting reelected three directors who retired by rotation as directors of the Company for another term, as follows:

1. Mr. Chartsiri Sophonpanich  
Approved 424,158,715 or equivalent to 99.7709 percent, disapproved 974,000 votes or equivalent to 0.2291 percent, of the shareholders attending the Meeting and entitled to vote.
2. Mr. Charoon Intachan  
Approved 424,157,715 or equivalent to 99.7707 percent, disapproved 975,000 votes or equivalent to 0.2293 percent of the shareholders attending the Meeting and entitled to vote.
3. Mr. Thirakiati Chirathivat  
Approved 425,132,715 or equivalent to 100 percent of the shareholders attending the Meeting and entitled to vote.

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

Chairman, as the Chairman of the Nomination and Remuneration Committee, informed that the Board of Directors considered the recommendation of the Nomination and Remuneration Committee and agreed to propose to the Meeting to approve the remuneration of the Board of Directors for year 2022 in a total amount not exceeding 5,500,000 baht, The allocation of such amount to each director shall be considered by the Board of Directors as it deems appropriate. The Company has attached procedure for remuneration allocation in the Notice of the 2022 Annual General Meeting of Shareholders.

Mr. Basant Kumar Dugar, a shareholder commented about the performance bonus and training of directors. Chairman said thank you for the comment. Mr. Dan Chinsupakul, a proxy holder said that the Chairman of the Company should pick seniority and contribution of each director to contribute more to the affairs of the Company. He understood that many directors have gone through I.O.D. training programs.

The Meeting approved the remuneration of the Board of Directors for the year 2022 in a total amount not exceeding 5,500,000 baht. The allocation of such amount to each director shall be considered by the Board of Directors as it deems appropriate with the following votes, approved: 425,132,715 votes or equivalent to 100 percent of the shareholders attending the Meeting and entitled to vote.

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

Prof. Dr. Pornchai Chunhachinda, Chairman of the Audit Committee, informed that the Board of Directors considered the recommendation of the Audit Committee and agreed to propose to the Meeting to select Dharmniti Auditing Company Limited to be the auditors of the Company for the year 2022 and appoint persons to be the auditors; Ms. Sulalit Ardsawang, C.P.A. Registration No. 7517 or Ms. Nannaphat Wannasomboon, C.P.A. Registration No. 7793 or Mr. Peradate Pongsathainsak, C.P.A. Registration No. 4752 or Ms. Wannisa Ngambuathong, C.P.A. Registration No. 6838. The audit fees for the Company and subsidiaries will be in a total amount not exceeding 1,500,000 baht. In the event those auditors are unable to perform their duties, Dharmniti Auditing Company Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place. The auditors have no relationships and/or interest, with the Company, subsidiaries, associate, management, majority shareholders, and their related persons. The Company will let the subsidiaries appoint an auditor from the same office as the auditor of the subsidiaries.

Prof. Dr. Pornchai Chunhachinda informed that in the year of 2021, the new subsidiary company named Posttoday Republic Company Limited has been set up, resulting in an increase of the audit fee of 10,000 baht from the last approval at the 2021 Annual General Meeting of Shareholder. Therefore, the shareholders are requested to consider and approve the additional audit fees at this meeting,

The Meeting selected Dharmniti Auditing Company Limited to be the auditors of the Company for the year 2022 and appointed persons to be the auditors; Ms. Sulalit Ardsawang, C.P.A. Registration No. 7517 or Ms. Nannaphat Wannasomboon, C.P.A. Registration No. 7793 or Mr. Peradate Pongsathainsak, C.P.A. Registration No. 4752 or Ms. Wannisa Ngambuathong, C.P.A. Registration No. 6838. The audit fees for the Company and subsidiaries will be in a total amount not exceeding 1,500,000 baht. In the event those auditors are unable to perform their duties, Dharmniti Auditing Company Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place. The Meeting also approved the additional of 10,000 baht of the audit fee for the year 2021, with the following votes: approved 425,132,715 votes or equivalent to 100 percent of the shareholders attending the Meeting and entitled to vote.

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

Chairman stated that Clause 9 of the Company's business objectives, have been established since the establishment of the Company which has been a long period of time. The Board of Directors has resolved to amend Clause 9 of the

Company's business objectives by, in line 1, deleting the word "nightclub" and, in lines 3 and 4, deleting the words "operation of place for dancing, ramwong or rongngeng, operation of place for selling liquor, tea or other beverages" which are not relevant to business of the Company. Also, to comply with new strategies and business expansion of the Company, the Company will add business objectives about cryptocurrency, digital token and other digital assets including other businesses by adding 8 business objectives of Clause 35-42. So, the business objectives will have total clauses of 42 from 34.

Mr. Vasint Chotirawi informed that the proposed amendment to Clause 9 of the Company's business objectives is as follows:

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

The proposed additional 8 business objectives, Clause 35-42, are as follows:

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

By amending Article 3 of the Company's Memorandum of Association to comply with the amendment of business objectives, as follows: "Article 3 The Company has 42 business objectives."

Mr. Methee Unadirekkul, a proxy holder asked about the Company guidelines on Cryptocurrency business operation and digital tokens.

The Chairman said that the cryptocurrency and digital tokens are new ventures. As a result, the Company is preparing to amend the objectives of the Company, otherwise it will be unable to operate this type of business. Currently, we have discussed and consulted with many professionals. In addition, the Company held seminars on cryptocurrencies. The Company is also issuing artwork on non-fungible tokens which is a valuable and copyrighted work. However, the regulation of the Stock Exchange Commission is not consistent but if the business can create revenue, it will be taken into consideration further.

Mr. Basant Kumar Dugar, a shareholder commented to add the beverage business i.e. tea, juice and energy drink as it can make high profits nowadays. In addition, he said it is good to add cryptocurrency and digital tokens.

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 the Memorandum of Association (business objectives) of the Company by revising Clause 9 of business objectives, and adding the businesses on cryptocurrency, digital token and other relevant businesses in Clause 35-42, with the following votes: approved 425,132,715 votes or equivalent to 100 percent of the shareholders attending the Meeting and entitled to vote.

Mr. Vasint Chotirawi also informed the Meeting for the approved of person(s) assigned by the Board of Directors to have authority to perform any acts necessary or related to the amendment of the Memorandum of Association (business objectives) of the Company until its completion such as contact officers, give words or sign documents according to the resolution of the shareholders.

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

Chairman stated that to comply with the current situation, the Company's Articles of Association should contain provisions on meeting through electronic means for meeting of shareholders and meeting of the Board of Directors through electronic means into Articles 1, 2 and 11, and revising the provisions of Article 17.

Mr. Vasint Chotirawi stated that the amendment to the Company's Articles of Association of Article 1, 2, 11 and 17 to be as follows:

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

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

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

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

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

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

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

An Extraordinary General Meeting of the Shareholders of the Company may be called at any time by the Board of Directors whenever it is deemed appropriate, and shall be held within Thailand, in the province in which the head office of the Company is located or a nearby province.

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

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

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

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

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

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

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

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

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

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 the Articles of Association of the Company by adding provisions on holding meetings of shareholders and meetings of the Board of Directors through electronic means into Articles 1, 2 and 11, and revising the provisions of Article 17 , with the following votes: approved 425,132,715 votes or equivalent to 100 percent of the shareholders attending the Meeting and entitled to vote.

Mr. Vasint Chotirawi also informed the Meeting for the approved of person(s) assigned by the Board of Directors to have authority to perform any acts necessary or related to the amendment of the Articles of Association of the Company until its completion such as contact officers, give words or sign documents according to the resolution of the shareholders.

Agenda 9: To consider other business (if any)

-

Chairman stated that the Board of Directors agreed to inform the shareholders that the shareholder who has the total number of shares not less than one-third of the total shares sold can propose the Meeting to consider other matters aside from that specified in the Notice of 2022 the Annual General Meeting of Shareholders, as well as to enquire or advise the Board of Directors and management.

Mr. Methree Unadirekkul, a proxy holder asked about the Company's plan to reduce the operating loss. Chairman answered that the Company's asset both land and building was sold last year and the Company did debt restricting to reduce the financial burden with the banks. Moreover, we tried to reduce all expense which caused the reduction of total loss. However, COVID-19 and war had unexpectedly happened for the last two years which had badly affected business related to printing and newspaper industries i.e. hotel and travel business. Currently, the Company has tried to increase revenue but it depends on many factors especially the Company's customers who cannot buy its services. From the tourism policy which will take effect from 1 May 2022, more tourists will enter the country than ever. Therefore, it is expected that the Company will have a better operating performance in the last half of the year.

Mr. Basant Kumar Dugar, a shareholder recommended to add director's remuneration in Article 1 and 2 of the Article of Association of the Company.

Shareholders did not have any queries or advice for the Board of Directors and management.

In the name of the Board of Directors and Mr. Suthikiati Chirathivat, Chairman of the Board of Directors and Chairman of the Executive Committee, Chairman thanked the shareholders for attending the Meeting.

The Meeting adjourned at 12:00 hours.

(Mr. Worachai Bhicharnchitr)

Vice Chairman of the Board of Directors as Chairman of the Meeting

(Mr. Vasint Chotirawi)

Chief Financial Officer and Company Secretary

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

#### Details of the persons nominated as directors

<b>Name-Surname</b>	Mr. Suthikiati Chirathivat
<b>National / Age</b>	Thai / 81
<b>Position in Post</b>	Chairman of the Board of Directors and Chairman of the Executive Committee
<b>Year of Directorship</b>	41 years
<b>Shareholding</b>	121,096,150 shares
<b>Relationship</b>	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, The Joint State-Private Sector Course Class 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 2015: Director, Mushroom Group Co., Ltd.
- Since 2013: Director, Post Holding Co., Ltd.
- Since 2013: Director, Post New Media Co., Ltd.
- Since 2013: Director, Bangkok Post Digital Asset Management Co., Ltd.
- Since 2008: Director, Post International Media Co., Ltd.
- Since 2008: Director, Post-IM Plus Co., Ltd.
- Since 2008: President, Alumni Association, Faculty of Political Science, Ramkhamhaeng University
- Since 2008: Honorary Council Member, Ramkhamhaeng University
- Since 1993: Vice Chairman of the Supervisory Board, Central Group of Companies

**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:**

- 1 February 2021: Knight Grand Cordon (First Class) of the Most Noble Order of the Crown of Thailand
- 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 2022:**

- The Board of Directors' Meetings: 2/4
- The Executive Committee's Meetings: 7/9
- Shareholders' Meeting: 0/1

## Details of the persons nominated as directors

<b>Name-Surname</b>	Mr. Ek-Rit Boonpiti
<b>National/Age</b>	Thai / 60
<b>Position</b>	Director, Member of the Executive Committee, and Member of the Risk Management Committee
<b>Year of Directorship</b>	17 years
<b>Shareholding</b>	13,426,380 shares
<b>Relationship</b>	None

### Education:

- Master of Science (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:

- Since 2020: Director, 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, Bangkok Post Digital Asset Management Co., Ltd.
- Since 2015: Director, Post New Media Co., Ltd.
- Since 2015: Director, Post Holding Co., Ltd.
- Since 2014: Director, Post International Media 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:

- 2011-2021: Advisor to President, Thai Central Chemical Public Company Limited
- 2005-2009: Executive Director and Senior Executive Vice President, Thai Central Chemical Plc.

### Meeting attendance in 2022:

- The Board of Directors' Meetings: 4/4
- The Executive Committee's Meetings: 9/9
- The Risk Management Committee's Meetings: 4/4
- Shareholders' Meeting: 1/1

### Details of the persons nominated as directors

<b>Name-Surname</b>	Mr. Russell Leighton Kekuwa
<b>National/Age</b>	American / 68
<b>Position</b>	Independent Director and Chairman of the Risk Management Committee
<b>Year of Directorship</b>	6 years
<b>Shareholding</b>	None
<b>Relationship</b>	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:

- Director, aRLK Enterprise 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 2022:

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

## Details of the persons nominated as directors

<b>Name-Surname</b>	Mr. Worachai Bhicharnchitr
<b>National/Age</b>	Thai / 68
<b>Position</b>	Vice Chairman of the Board of Directors, Member of the Executive Committee, and Chairman of the Nomination and Remuneration Committee
<b>Year of Directorship</b>	29 years
<b>Shareholding</b>	36,350,960 shares
<b>Relationship</b>	None

### Education:

- Thailand National Defence College, 1998
- Master of Law, New York University, NY, USA, 1979
- Bachelor of Law, Thammasat University, 1976

**Position in other listed companies:** None

### Position in non-listed companies:

- Since 2016: Chairman, Vickery & Worachai 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, Bangkok Post Digital Asset Management Co., Ltd.
- Since 2008: Director, Post International Media Co., Ltd.
- Since 2008: Director, Post-IM Plus 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 2022:

- The Board of Directors' Meetings: 4/4
- The Executive Committee's Meetings: 9/9
- The Nomination and Remuneration Committee's Meetings: 1/1
- 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**

<b>Name-Surname</b>	Prof. Dr. Pornchai Chunhachinda
<b>National/Age</b>	Thai / 60
<b>Position</b>	Independent Director and Chairman of the Audit Committee
<b>Year of Directorship</b>	5 years
<b>Shareholding</b>	None
<b>Relationship</b>	None

**Education:**

- PhD (Finance), Florida International University, 1995
- MS (Finance), Florida International University, 1991
- MBA, Thammasat University, 1988
- BS (Accounting, Honour), Chulalongkorn University, 1985

**Training:**

- Director Leadership Certificate Program (DLCP) (IOD) 2/2021
- Role of the Chairman Program (RCP) (IOD) 27/2012
- Role of Nomination and Compensation Committee (NCC) (IOD) 12/2011
- Capital Market Academy Program (CMA) 11/2010
- Audit Committee Program (ACP) (IOD) 4/2005
- Director Certification Program (DCP) (IOD) 36/2003

**Position in other listed companies:**

- Since 2018: Chairman and Audit Committee, Premier Tank Corporation Public Company Limited
- Since 2018: Independent Director/Chairman of the Audit Committee, Copperwired Public Company Limited

**Position in non-listed companies:**

- Since 2022: Commissioner, The Securities and Exchange Commission
- Since 2017: Financial Institution Policy Committee, Bank of Thailand
- Since 2015: Associate Fellow (Business Administration), The Royal Society

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

**Royal orders and decorations:**

- Knight Grand Cordon (Special Class) of the Most Exalted Order of the White Elephant, 2021

**Meeting attendance in 2022:**

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

## Details of independent directors

<b>Name-Surname</b>	Mr. Charoon Intachan
<b>National/Age</b>	Thai / 78
<b>Position</b>	Independent Director, Member of Audit Committee and Member of the Nomination and Remuneration Committee
<b>Year of Directorship</b>	9 years
<b>Shareholding</b>	None
<b>Relationship</b>	None

### Education:

- PhD (Public Administration), Eastern Asia University
- PhD (Public Administration), Western University
- MA (Political Science), Ramkhamhaeng University
- Barrister-at-law, The Thai Bar Association
- Bachelor of Laws, Thammasat University

### Training:

Thai Institute of Directors:

- Director Certification Program (DCP 176/2013)
- Training Course of Capital Market Academy (DMA 13)
- Top Executive Program in Commerce and Trade (TEPCoT 4)

### Position in other listed companies:

- Since 2018: Independent Director, Absolute Clean Energy Co., Ltd.

### Position in non-listed companies:

- Since 2015: Council of State

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

### Career:

- 2014-September 2015: Constitution Drafting Committee, The Secretariat of the House of Representatives
- 2013-May 2014: President of the Constitutional Court
- 28 May 2008: Justice of the Constitutional Court
- 3 March 2006: Justice of the Supreme Administration Court
- 1 October 2003: Justice of the Supreme Court

### Meeting attendance in 2022:

- The Board of Directors' Meetings: 4/4
- The Nomination and Remuneration Committee's Meetings: 1/1
- The Audit Committee's Meetings: 2/2
- Shareholders' Meeting: 1/1

*Mr. Charoon Intachan was appointed as Member of the Audit Committee on 9 May 2022.*

### \*Qualification of an independent director

The Company does not specify more qualifications of independent directors 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 decisions with respect to the operation of the Company, a subsidiary, an affiliate, other associate company, a major shareholder, or a controlling person of the Company.

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

Attachment 6: Proxy form

Stamp  
duty  
20 baht

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

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

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

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

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

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

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

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

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

(3) Hereby appoint:

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

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

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

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

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

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

Only one proxy to act as my/our proxy to attend and vote in the 2023 Annual General Meeting of Shareholders on 26<sup>th</sup> April 2023 at 11:00 hours at the Meeting Room, 8<sup>th</sup> Floor, Bangkok Post Building, 136 Sunthorn Kosa Road, Klongtoey, Bangkok 10110. Thailand or in case of postponement to such date, time, and place.

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

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

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

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

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

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

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

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

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 2023 Annual General Meeting of Shareholders on 26<sup>th</sup> April 2023 at 11:00 hours at the Meeting Room, 8<sup>th</sup> Floor, Bangkok Post Building, 136 Sunthorn Kosa Road, Klongtoey, Bangkok 10110. Thailand or in case of postponement to such date, time, and place.

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

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

**Agenda item 1: To approve the minutes of the 2022 annual general meeting of shareholders held on 27 April 2022**

- (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 2022**

- (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 other business (if any)**

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

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

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

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

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

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

**Remark:**

1. A shareholder appointing a proxy must authorise only one proxy to attend the Meeting and vote. The vote of a shareholder may not be divided and given to more than one proxy.
2. The election of directors may be for the whole Board or individual directors.
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 2023 Annual General Meeting of Shareholders on 26<sup>th</sup> April 2023 at 11:00 hours at the Meeting Room, 8<sup>th</sup> Floor, Bangkok Post Building, 136 Sunthorn Kosa Road, Klongtoey, Bangkok 10110. Thailand or in case of postponement to such date, time, and place.

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

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

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

Approve

Disapprove

Abstain

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

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

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

Approve

Disapprove

Abstain

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

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

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

Approve

Disapprove

Abstain

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

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

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

Approve

Disapprove

Abstain

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

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

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

Approve

Disapprove

Abstain

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

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

Approve                       Disapprove                       Abstain

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

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

**Part 1: Meeting of Shareholders**

**Article 1: Annual Ordinary General Meeting**

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

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

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

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

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

**Article 3: Quorum**

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

#### **Article 4: Proxies**

Any shareholder may be represented and vote by proxy at any General Meeting. The Proxy appointment must be made in writing, signed by the shareholder, and submitted to the Chairman of the Board of Directors or the Chairman of the meeting at the place of the General Meeting prior to attendance by the proxy. The instrument appointing the proxy shall be in the format prescribed by the Registrar and shall contain at least the following:

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

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

#### **Article 5: Voting**

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

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

1. Natural Person

1.1 Thai nationality

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

1.2 Non-Thai nationality

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

2. Juristic Person

2.1 Juristic person registered in Thailand

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

## 2.2 Juristic person registered outside of Thailand

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

## 3. Custodian

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

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

A shareholder or a proxy may register and submit the required documents or evidences for inspection at the meeting venue **from 09:30 hours of 25 April 2023.**

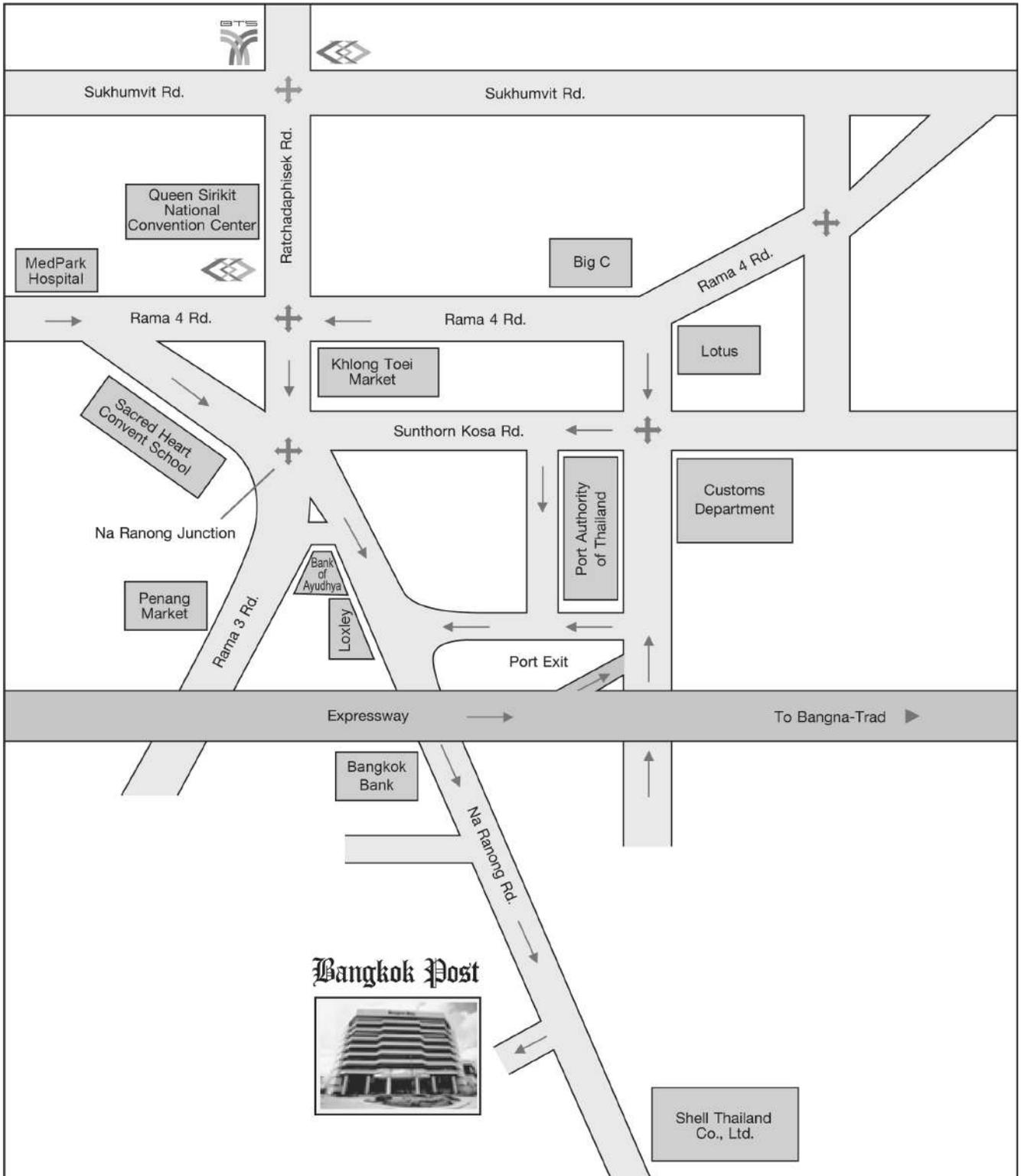
**Voting and vote counting procedure**

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

**Director election procedure**

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

Attachment 10: Map of Bangkok Post Public Company Limited



**BANGKOK POST PUBLIC COMPANY LIMITED**

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

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

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