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NOTICE OF THE 2018 ANNUAL GENERAL MEETING OF SHAREHOLDERS

BANGKOK POST PUBLIC COMPANY LIMITED
TUESDAY 24TH APRIL 2018
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.

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BANGKOK POST PUBLIC COMPANY LIMITED

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23rd March 2018

Shareholders

Bangkok Post Public Company Limited

Invitation to attend the 2018 Annual General Meeting of Shareholders

The 2018 Annual General Meeting of Shareholders of Bangkok Post Public Company Limited shall be held at 14:00 hours on Tuesday 24th April 2018 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 2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS THAT WAS HELD ON THURSDAY 27TH APRIL 2017

Objective and reason: The 2017 Annual General Meeting of Shareholders was held on Thursday 27th April 2017. 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 2017 Annual General Meeting of Shareholders that was held on Thursday 27th April 2017. (*Attachment 1*)

AGENDA 2 TO ACKNOWLEDGE THE ANNUAL REPORT OF THE COMPANY AND APPROVE THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2017

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 2017. (*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 2017.

Board of Directors' opinion: The Board of Directors recommends shareholders to approve the omission of dividend payment for the year 2018 since the Company has incurred operating losses in 2017.

	Consolidated Financial Statements	Separate Financial Statements
2017 Comprehensive income attributable to equity holders of the Company	(364,647,530)	(316,704,067)

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 every Annual General Meeting of Shareholders, one-third of the directors shall retire. If the number of directors is not a multiple of three, the number of directors closest to one-third must retire from office. The directors who have been longest in office shall retire. A retiring director is eligible for re-election.

At the 2018 Annual General Meeting of Shareholders, five directors who shall retire by rotation are Mr. Worachai Bhicharnchitr, Dr. Siritaj Rojanapruk, Asst. Prof. Wutisak Lapcharoensap, Mr. Natdanai Indrasukhsri and Dr. Siri Ganjarerndee. However, Dr. Siri Ganjarerndee has resigned from being director of the Company with effect on 27th February 2018 and denied participation in re-election and Mr. Natdanai Indrasukhsri denied to offer himself for re-election. The Board of Directors with the advice of the Nomination and Remuneration Committee therefore proposed to re-elect Mr. Worachai Bhicharnchitr, Dr. Siritaj Rojanapruk and Asst. Prof. Wutisak Lapcharoensap as directors of the Company for another term. Asst. Prof. Wutisak Lapcharoensap is qualified as an independent director. The Board of Directors also deemed appropriate to propose to elect two new directors, i.e. Dr. Pornchai Chunchachinda and Dr. Ronnachit Mahattanapreut. Dr. Pornchai Chunchachinda 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. Worachai Bhicharnchitr, Dr. Siritaj Rojanapruk and Asst. Prof. Wutisak Lapcharoensap as directors of the Company for another term since they are knowledgeable and experienced which would benefit to the operations of the Company. The Board of Directors also recommend to elect Dr. Pornchai Chunchachinda who qualifies as independent director, and Dr. Ronnachit Mahattanapreut as new directors of the Company. The profiles of five 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 2018 of not more than 7,000,000 baht (for the year 2017 – 7,000,000 baht) 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 2018 will be as follows:

	Fixed Fee (Baht per year)		Variable Fee (Baht per meeting)	
	2017	2018	2017	2018
Board of Directors				
Chairman	411,971	411,971	16,500	16,500
Director	309,752	309,752	16,500	16,500
Executive Committee				
Chairman	198,000	198,000	16,500	16,500
Director	198,000	198,000	16,500	16,500
Audit Committee				
Chairman	198,000	198,000	16,500	16,500
Director	99,000	99,000	16,500	16,500
Nomination and Remuneration Committee				
Chairman	—	—	16,500	16,500
Director	—	—	16,500	16,500
Risk Management Committee				
Chairman	—	—	16,500	16,500
Director	—	—	16,500	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.

In case the Chairman of the Board of Directors chairs another sub-committee, the Chairman of the Board will receive 50 per cent 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.

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 Mrs. Poonard Paocharoen, C.P.A. Registration No. 5238, or Mrs. Sumalee Reewarabandith, C.P.A. Registration No. 3970 of EY Office Limited to be the auditors of the Company for the year 2018.

The Comparison of Audit Fees for the company and subsidiaries

	(Baht)	
	2016	2017
1. Audit Fee	3,020,000	3,320,000
2. Non-Audit Fee	—	—

The audit fees for the Company and subsidiaries for 2018 will be 3,320,000 baht which is higher 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 AMENDMENTS TO ARTICLE 2(A) OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

Objective and reason: The provisions of Article 2(A) of the Articles of Association of the Company are in line with Section 100 of the Public Limited Companies Act B.E. 2535. Such Section 100 has been amended by the Order of the Head of the National Council for Peace and Order No. 21/2560, dated 4 April 2017, Re: Law Amendments for Facilitating Business Operations. It is necessary for the Company to amend Article 2(A) of the Articles of Association to comply with said amendments to Section 100 of the Public Limited Companies Act B.E. 2535.

The existing Article 2(A) of the Articles of Association is as follows:

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. An Extraordinary General Meeting must be called by the Board of Directors upon requisition in writing from shareholders holding in aggregate at least one-fifth (1/5) of all the issued shares of the Company, or from at least twenty five (25) shareholders holding in aggregate at least one-tenth (1/10) of all the issued shares of the Company, provided that the reason for such requisition must be clearly stated in writing. The Board of Directors must call the Extraordinary General Meeting within one (1) month from the date of receiving such requisition.

The proposed amendments to Articles 2(A) of the Articles of Association are as follows:

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 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 previous 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 Article 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."

Board of Directors' opinion: The Board of Directors proposed shareholders to consider and approve the amendments to Article 2(A) of the Articles of Association of the Company to comply with the amendment of the law, as stated above.

To amend the Articles of Association, it is required approval of the vote of not less than three quarters of the total number of votes of shareholders who attend the meeting and have the right to vote

AGENDA 8 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 Monday 8th January 2018. 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 Monday 12th March 2018 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 Tuesday 13th March 2018.

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 **Mr. Natdanai Indrasukhsri, independent director and Chairman of the Audit Committee or Mr. Charoon Intachan, independent director**, 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.bangkokpost.co.th.

By order of the Board of Directors,



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

ATTACHMENT

1. Copy of the Minutes of the 2017 Annual General Meeting of Shareholders that was held on Thursday 27th April 2017
2. The annual report of the Company and the audited financial statements for the year ended 31st December 2017
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 Bangkok Post Public Company Limited

ATTACHMENT 1 : COPY OF THE MINUTES OF THE 2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS

The Post Publishing Public Company Limited
Registration No. 0107536001583

MINUTES OF THE 2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Thursday 27th April 2017

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

The Meeting started at 14:00 hours.

Directors Present:

- Mr. Suthikiati Chirathivat Chairman of the Board of Directors and
Chairman of the Executive Committee
- Mr. Charoon Intachan
- Mr. Ek-Rit Boonpiti
- Mr. John Thompson
- Mr. Natdanai Indrasukhsri
- Mr. Russell Leighton Kekuewa
- Dr. Siri Ganjarerndee
- Mr. Siritaj Rojanapruk
- Mr. Thirakiati Chirathivat
- Mr. Worachai Bhicharnchitr

Directors Absent:

- Mr. Chartsiri Sophonpanich
- Mr. Supakorn Vejajiva
- Mr. Wutisak Lapcharoensap

Advisor to Executive Board:

- Dr. Ronnachit Mahattanapreut

There were 10 shareholders holding 199,121,806 shares and 30 proxies holding 194,752,835 shares totaling 40 shareholders and proxies holding 393,874,641 shares, equivalent to 78.77 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 and Chairman of the Executive Committee, chaired the Meeting. The Chairman instructed Mrs. Yupaphan Ekasittikul, Company Secretary, to introduce directors, auditor, and legal adviser to the Meeting including details of voting and voting procedures.

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
- Mr. John Thompson Member of the Audit Committee
- Mr. Russell Leighton Kekuewa Member of the Risk Management Committee

Non-executive directors:

- Mr. Worachai Bhicharnchitr Chairman of the Nomination and Remuneration Committee and member of the Executive Committee
- Mr. Ek-Rit Boonpiti Member of the Executive Committee and member of the Risk Management Committee
- Mr. Siritaj Rojanapruk
- Mr. Thirakiati Chirathivat Chairman of the Risk Management Committee

Executive Director:

None

Financial and Accounting Advisor to Executive Board:

- Dr. Ronnachit Mahattanapreut

Management:

- Mrs. Yupaphan Ekasittikul Group Chief Financial Officer and Company Secretary
- Mr. Nha-Kran Loahavilai Deputy Chief Operating Officer
Newspaper Business of Post Group
- Mr. Chiratas Nivatpumin Assistant Chief Operating Officer
Newspaper Business
- Mr. Umesh Pandey Editor of Bangkok Post
- Mr. Montri Pushatrirat Editor of M2F
- Mr. Wut Nontarit Editor of Post Today

Auditor who attended the Meeting to answer questions:

- Mrs. Saifon Inkaew EY Office Limited

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

- Mr. Satit Sensupa Vickery & Worachai Limited

Due to 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 since 16th March 2016. 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 2016 ANNUAL GENERAL MEETING OF SHAREHOLDERS THAT WAS HELD ON FRIDAY 1ST APRIL 2016

The Minutes of the 2016 Annual General Meeting of Shareholders that was held on Friday 1st April 2016 were sent to shareholders together with Notice of the 2017 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 2016 Annual General Meeting of Shareholders that was held on Friday 1st April 2016.

(Approve: 393,873,640 votes, disapprove: -- votes, and abstain: -- votes, totaling 40 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 2016

The 2016 Annual Report and the audited financial statements for the year ended 31st December 2016 were sent to shareholders together with Notice of the 2017 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 shareholders to approve the audited financial statements for the year ended 31st December 2016 that had been audited by the auditor.

Mrs. Yupaphan Ekasittikul, Group Chief Financial Officer, clarified that the statement of comprehensive income for the year ended 31st December 2016, POST Group had consolidated loss of 217 million baht compared to 244 million baht last year. It showed that the result improved as consolidated loss reduced by 11 percent.

Revenue of POST Group decreased due to the economic condition that has not recovered in the first and second quarter of 2016 and the demise of His Majesty King Bhumibol Adulyadej in the fourth quarter, which the government asked for cooperation to refrain from organizing entertainment events, including the decline in newspaper advertising and other media of the Group during the period.

Nonetheless, POST Group has restructured to increase efficiency in terms of cost reduction and selling and administrative expenses. As a result, the Group was able to control production cost as decreased 234 million baht or 13.5 percent, and selling and administrative expenses, which decreased 182 million baht or 26 percent. Consequently, the profit before interest, corporate income tax, depreciation, amortization, allowance for allowance, and share of profit from investment was 60.9 million baht, compared to negative 24.5 million baht last year, or increased 348 percent.

Mr. Brooke Jonathan William, proxy holder from DBS Bank Ltd, asked that the Company made a loss in 2016 but why did the cash flow result in a positive direction.

The Chairman clarified that the Company has significantly reduced cost and accelerated debt collection as well as negotiated to extend the repayment period. As a result, the Company's cash flow resulted positive.

Mr. Brooke Jonathan William, proxy holder from DBS Bank Ltd, asked that as the Company able to reduce debt in 2016, will the Company continue plans to reduce debt in 2017.

The Chairman clarified that the Company aims to reduce debt continuously and also has plans to increase revenues and profits in 2017, which is expected to be better than last year.

Mr. Brooke Jonathan William, proxy holder from DBS Bank Ltd, praised the Board of Directors for making decision to reduce the directors' remuneration as shown in agenda 5.

The Chairman thanked Mr. Brooke Jonathan William, proxy holder from DBS Bank Ltd.

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

(Approve: 393,873,640 votes, disapprove: -- votes, and abstain: -- votes, totaling 40 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 position.

The Company did not pay any interim dividend during the year 2016.

The Board of Directors recommended 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)

The Meeting approved the omission of dividend payment for the year 2016.

(Approve: 393,874,640 votes, disapprove: -- votes, and abstain: -- votes, totaling 40 shareholders and proxies)

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

Directors who shall retire by rotation are Mr. Suthikiati Chirathivat, Mr. Supakorn Vejjajiva, Mr. Ek-Rit Boonpiti and Mr. Russel Leighton Kekuewa. Total retire director are 4 directors.

The Board of Directors with the advice of the Nomination and Remuneration Committee recommended 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 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 four directors who retired by rotation as directors of the Company for another term as proposed, which consist of

1. Mr. Suthikiati Chirathivat
(Approve: 393,874,640 votes, disapprove: -- votes, and abstain: -- votes)
2. Mr. Supakorn Vejajiva
(Approve: 392,801,040 votes, disapprove: 1,073,600 votes, and abstain: -- votes)
3. Mr. Ek-Rit Boonpiti
(Approve: 392,900,640 votes, disapprove: 974,000 votes, and abstain: -- votes)
4. Mr. Russell Leighton Kekuewa
(Approve: 393,874,640 votes, disapprove: -- votes, and abstain: -- votes)

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

1. Mr. Suthikiati Chirathivat (27th April 2017)
2. Mr. Supakorn Vejajiva (27th April 2017)
3. Mr. Ek-Rit Boonpiti (27th April 2017)
4. Mr. Russell Leighton Kekuewa (27th April 2017)
5. Mr. Chartsiri Sophonpanich (1st April 2016)
6. Mr. Charoon Intachan (1st April 2016)
7. Mr. Thirakiati Chirathivat (1st April 2016)
8. Mr. John Thompson (1st April 2016)
9. Mr. Worachai Bhicharnchitr (23rd April 2015)
10. Mr. Siritaj Rojanapruk (23rd April 2015)
11. Mr. Wutisak Lapcharoensap (23rd April 2015)
12. Mr. Natdanai Indrasukhsri (23rd April 2015)
13. Dr. Siri Ganjarendeek (23rd 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 2017 of not more than 7,000,000 baht (2016: 8,000,000 baht) and empower the Board of Directors to consider the allocation of such remuneration, as they deem appropriate.

Mr. Worachai Bhicharnchitr, Chairman of the Nomination and Remuneration Committee and member of the Executive Committee, clarified Article 10: Remuneration of Directors from Articles of Association of the Company which states that the Company is prohibited from paying money or other assets to the directors except as remuneration pursuant to the Articles of Association, such remuneration pursuant to the Articles of Association being salary, allowance, meeting allowance, travelling allowance, award and bonus. Mr. Worachai Bhicharnchitr further clarified that due to various events, including the demise of His Majesty King Bhumibol Adulyadej in the fourth quarter, the company's performance in 2016 decreased. Therefore, the Board of Directors with the recommendation of the Nomination and Remuneration Committee deemed appropriate to reduce the directors' remuneration 1 million baht. If there is the remaining amount from some of the directors who absent or did not attend the Meeting, the remaining amount shall be allocated to the dedicated directors who attend the Meeting in the respective number of attendance.

The Meeting approved the remuneration of the Board of Directors for the year 2017 of not more than 7,000,000 baht and empowered the Board of Directors to consider the allocation of such remuneration as the Board of Directors deems appropriate.

(Approve: 393,874,640 votes, disapprove: -- votes, and abstain: -- votes, totaling 40 shareholders and proxies)

AGENDA 6 TO APPOINT INDEPENDENT AUDITOR AND FIX THE AUDIT FEE

Dr. Siri Ganjarerndee, Chairman of the Audit Committee and member of the Nomination and Remuneration Committee clarified that 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 2017. The audit fees for the Company and subsidiaries 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, and their related persons. Auditors from the same office shall also be appointed auditors of the Company's subsidiaries.

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 based on the Code of Ethics for Professional Accountant issued by Thailand's Federation of Accounting Professions.

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 2017. The audit fees for the Company and subsidiaries shall be 3,020,000 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: 393,874,640 votes, disapprove: -- votes, and abstain: -- votes, totaling 40 shareholders and proxies)

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""

The Chairman clarified that the Board of Directors has resolved to change the company name as proposed to comply with new strategies and business expansion, which means modifying and expanding the work, management, including digital business and the entire structure of the company.

Mr. Brooke Jonathan William, proxy holder from DBS Bank Ltd, asked about the cost of changing the Company name.

Mr. Worachai Bhicharnchitr, Chairman of the Nomination and Remuneration Committee and member of the Executive Committee, clarified that the cost includes the registration fee. For the stationery, it is a nominal expense and the remaining can still be used, also include the cost of changing business card.

The Meeting, with three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, approved 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"

(Approve: 393,874,640 votes, disapprove: -- votes, and abstain: -- votes, totaling 40 shareholders and proxies)

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.

The Meeting, with three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, approved 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”

(Approve: 393,874,640 votes, disapprove: -- votes, and abstain: -- votes, totaling 40 shareholders and proxies)

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



The Meeting approved the change of the Company’s common seal to be consistent with the Company’s name change.

(Approve: 393,874,641 votes, disapprove: -- votes, and abstain: -- votes, totaling 40 shareholders and proxies)

AGENDA 10 TO CONSIDER OTHER BUSINESS (IF ANY)

Mr. Sithichoke Boonvanich, shareholder, praised the Board of Directors for considering the recommendation of the Nomination and Remuneration Committee to reduce the audit fee for the Company and subsidiaries. Moreover, Mr. Sithichoke Boonvanich asked if there is any additional risk in news business.

The Chairman clarified that the reduction of the audit fee for the Company and subsidiaries was a result from last year in which the Board of Directors ceased the operation which did not make profits. The chairman also thanked the Board of Directors for their efforts to reduce the company’s expenses, especially Dr. Siri Ganjarerndee, Chairman of the Audit Committee and member of the Nomination and Remuneration Committee, who is the advisor for this section.

Mr. Nha-Kran Loahavilai, Deputy Chief Operating Officer Newspaper Business of Post Group, clarified that newspaper is a business wherein technology changes rapidly. The future is unpredictable especially this year, therefore, the clear policy of the Board of Directors and management, business planning, organizational restructuring and strategic change to match the current business will reduce the risk, which can be seen from the Company’s performance that appeared to be in a better direction.

The Chairman clarified that the Board of Directors and management will focus on the company’s best interests to bring profits back to the shareholders. This is one of the company’s main policies.

Mr. Theptana Subphot, shareholder, asked the meaning of 'New TV Project' which appears in the Annual Report 2016, page 23.

Mr. Nha-Kran Loahavilai, Deputy Chief Operating Officer Newspaper Business of Post Group, clarified that the Company ceased the operation of Post TV Company Limited, however, the studio rental business and investment still remain in Mushroom Television Company Limited since September 2015 which is expected to expand well in the future.

Mr. Theptana Subphot, shareholder, asked the management about the closure trend of magazines in Thailand.

Mrs. Poomchit Balankura, General Manager of Post International Media Company Limited, clarified that the magazines under POST Group still continue to develop and will focus on digital marketing and arranging more events. The advertising clients are still interested in print magazines, although less than the previous years, but the Company has already made backup plans on that.

Mr. Theptana Subphot, shareholder, asked if magazines in Thailand tend to close down more or if magazines will rise in the future.

Mrs. Poomchit Balankura, General Manager of Post International Media Company Limited clarified that the magazines which have closed down are those magazines that did not make profit. However, the magazines under POST Group still remain stable and strong in the market.

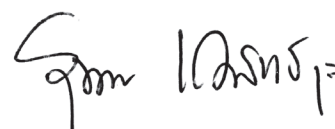
Mr. Worachai Bhicharnchitr, Chairman of the Nomination and Remuneration Committee and member of the Executive Committee further clarified that some non-standard quality magazines in Thailand started to close down and those magazines are different from magazines under POST Group. Bangkok Post newspaper, which has remained for over 71 years, provides information including domestic and international events with straightforward news reporting and being trusted by consumers like its proverb "The newspaper you can trust", so as the magazines under POST Group.

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

The Meeting adjourned at 15:09 hours.



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



(Mrs. Yupaphan Ekasittikul)
Company Secretary

ATTACHMENT 3 : DETAILS OF PERSONS NOMINATED DIRECTORS

DETAILS OF PERSONS NOMINATED DIRECTORS

Name-Surname: Mr. Worachai Bhicharnchitr
National/Age: Thai/63 years
Position in POST: Director, Member of the Executive Committee, and Chairman of the Nomination and Remuneration Committee

Year of Directorship: 24 years
Election as: Director
Shareholding: 36,350,960 shares [7.27%]
Relationship: None
Education:

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

Position in other listed companies: None
Position in non-listed companies:

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

Position in other companies which materially compete directly or have any related business with the company (possible conflict of interest): None
Meeting attendance in 2017:

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

DETAILS OF PERSONS NOMINATED DIRECTORS

Name-Surname: Dr. Siritaj Rojanapruk
National/Age: Thai/72 years
Position in POST: Director
Year of Directorship: 4 years
Election as: Director
Shareholding: None
Relationship: None
Education:

- o Honorary Doctorate Degree of Arts in Business Administration, Sripatum University, 2016
- o Honorary Doctorate Degree in Information Technology Management, King Mongkut's University of Technology North Bangkok, 2006
- o Honorary Doctorate Degree in Business Administration, Chiang Rai Rajabhat University, 2005
- o Accounting, Assumption Commercial College, 1964

Training:
 Thai Institute of Directors:

- o Director Accreditation Program (DAP), 2008

Position in other listed companies:

- o Since 2007: Chairman, Eternal Energy Plc.

Position in non-listed companies:

- o Since 2010: Chairman, SSUT Co., Ltd.
- o Since 2009: Chairman, PPTC Co., Ltd.
- o Since 2007: Chairman, Hi-Tech Network Co., Ltd.
- o Since 2004: Chairman, I-Tower Co., Ltd.
- o Since 1995: Director, Excel Link Co., Ltd.
- o Since 1992: Chairman, Prida Pramote Co., Ltd.
- o Since 1991: CEO, Com-Link 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 2017:

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

DETAILS OF PERSONS NOMINATED DIRECTORS

Name-Surname: Asst. Prof. Wutisak
Lapcharoensap
National/Age: Thai/68 years
Position in POST: Independent Director
Year of Directorship: 4
Election as: Director
Shareholding: None
Relationship: None

Education:

- Master of Arts (Political Science),
University of Chicago, USA, 1979
- Bachelor's Degree in Political Science, Hons.,
Chulalongkorn University, 1971

Training:

- Thai Institute of Directors:
- Director Accreditation Program (DAP 80/2009)
 - Director Certification Program (DCP 126/2009)

Position in other listed companies:

- Chairman, Chayo Group Plc.

Position in non-listed companies:

- Since 2014: Member of the
National Legislative Assembly
- Since 2012-2014: National Education Council,
Ministry of Education
- Since 2011-2015: President,
Ramkhamhaeng University
- Since 2016: President, Ramkhamhaeng University

Position in other companies which materially complete directly or have any related business with the company (possible conflict of interest):

None

Career:

- 2010-2011: Board of Dhanarak Asset Development
Co., Ltd., Ministry of Finance
- 2009-2014: Independent Director, Chairman of
Corporate Governance Committee and Member of
Nomination Committee, Airports of Thailand Plc.
- 2009-2011: Chairman of the Executive Committee
of Bangkok Market Office,
Bangkok Metropolitan Administration (BMA)
- 2008-2009: Chairman of the Board of
Thai Post Co., Ltd.
- 2005-2011: Dean, Faculty of Political Science,
Ramkhamhaeng University
- 2004-2009: Ramkhamhaeng University Council
- 2003-2012: Chairman of the Master of Arts
Program in Political Science (Political Management
Curriculum), Ramkhamhaeng University
- 1998-2012: Chairman of the Executive Program of
Master of Arts in Political Science,
Ramkhamhaeng University

Meeting attendance in 2017:

- The Board of Directors' Meetings: 2/4
- Shareholders' Meeting: 0/1

DETAILS OF PERSONS NOMINATED DIRECTORS

Name-Surname: Dr. Ronnachit Mahattanapreut
National/Age: Thai/62 years
Position in Post: Financial and Accounting
Advisor to Executive Board

Year of Directorship: –

Shareholding: None

Relationship: None

Education:

- Doctor of Management (Business Administration)
Suan Dusit Rajabhat University, 2008
- Master in Business Administration,
Thammasat University, 1985
- Bachelor in Accounting, Thammasat University, 1976

Training:

- Director Certification Program (DCP 20/2002)
- Audit Committee Program (ACP 30/2010)
- TLCA Executive Development Program (EDP 5/2010)
- Corporate Governance for Capital Market
Intermediaries (CGI 6/2015)

Career:

- Since February 1999: Chief Financial Officer (CFO),
Central Plaza Hotel Plc.
- 1994-January 1999: Corporate Finance Director,
Prasit Patana Plc.
- 1989-1994: Area Group Controller,
Central Plaza Hotel Plc.

DETAILS OF PERSONS NOMINATED DIRECTORS

Name-Surname: Professor Dr. Pornchai
Chunhachinda

National/Age: Thai/54 years

Position in Post: –

Year of Directorship: –

Shareholding: None

Relationship: None

Education:

- 1991-1995: Ph.D. (Finance)
Florida International University
- 1989-1991: Master of Science (Finance)
Florida International University
- 1985-1988: Master of Business Administration,
Thammasat University
- 1981-1985: Bachelor of Accounting
(Second Class Honors), Chulalongkorn University

Training:

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

Position in other listed companies:

- 2015-Present: Audit Committee and
Independent Director,
Bangkok Commercial Asset Management Plc.
- 2014-Present: Chairman of the Board,
Phol Dhanya Plc.
- 2014-Present: Chairman of Audit Committee and
Independent Director,
Krungthai Panich Insurance Plc.

Position in non-listed companies:

- 2018-Present: Member of University Council,
Dhurakij Pundit University
- 2017-Present: Financial Institution Policy Committee,
Bank of Thailand
- 2016-Present: Sub-Committee on Quality
Assurance, Federation of Accounting Professions
Under The Royal Patronage of His Majesty The King
- 2015-Present: Associate Fellow,
Business Administration The Royal Society
- 2015-Present: Member of University Council,
Kasem Bundit University
- 2014-Present: Sub-Committee on Takeover,
Securities and Exchange Commission
- 2014-Present: Sub-Committee on Preparation of
Memorandum and Evaluation, State Enterprise
(Transport Sector), Ministry of Finance
- 2011-Present: Sub-Committee on Secretariat of
Sasin Graduate Institute of Business
Administration of Chulalongkorn University

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

- 2013-Present: Board of Director Scholarship
Committee for Doctor of Philosophy Program (Ph.D.)
The Faculty of Commerce and Accountancy,
Thammasat University.
- 1995-Present: Professor of Finance,
Thammasat Business School, Thammasat University.
- 2016: Committee of Economics,
National Research Council of Thailand
- 2015-2016: Sub-Committee on National
Broadcasting and Telecommunications Commission
- 2014-2016: Accounting System Committee,
Federation of Accounting Professions Under
The Royal Patronage of His Majesty The King
- 2012-2017: Scholarship Committee for Graduate
Studies Thammasat University
- 2011-2014: Administrative Committee Thammasat
University Research and Consultancy Institute
(TU-RAC), Thammasat University
- 2010-2016: Executive Chairman/Program
Secretariat, The Joint Doctoral Program in Business
Administration, Thammasat Business School,
Thammasat University
- 2010-2013: Associate Dean for Graduate Studies,
The Faculty of Commerce and Accountancy,
Thammasat University
- 2009-2011: Honorable Advisor,
Standing Committee on Monetary Affairs, Finance,
Banking and Financial Institutions,
The House of Representatives.
- 2008-Present: Chairman of the Board,
Ausiris Futures Co., Ltd.
- 2007-2014: Vice Chairman/Chairman of Nominating
and Remuneration Committee, Phol Dhanya Plc.
- 2007-2010: Sub-Council for Curriculum and
Education Thammasat University
- 2000-2011: Independent Director/
Chairman of Audit Committee,
Siam Commercial New York Life Insurance Plc.
- 1999-2010: Executive Committee The Master of
Science in Finance Program, Thammasat University
- 1998-2003: Adjunct Professor EDHEC School of
Business, France
- 1998-2002: Associate Dean for Graduate Studies and
International Affairs Thammasat Business School,
Thammasat University
- 1992-1995: Adjunct Professor Florida International
University, U.S.A.
- 1985-1989: Senior Auditor,
Coopers and Lybrand (Thai) Co., Ltd.

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

DETAILS OF INDEPENDENT DIRECTORS WHO MAY BE APPOINTED AS A PROXY

Name-Surname: Mr. Natdanai Indrasukhsri
National/Age: Thai/63 years
Position in Post: Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee

Year of Directorship: 4
Shareholding: None
Relationship: None
Education:

- o MBA, Southern New Hampshire University, USA 1978
- o Bachelor of Economics, Franklin Pierce College, USA 1976

Training:
 Thai Institute of Directors:

- o Advanced Audit Committee Program (AACP 16/2014)
- o Director Certification Program (DCP 92/2007)

Position in other listed companies:

- o Since 2017: Independent Director, Chairman of the Audit Committee, Thiton Holding Public Company Limited

Position in non-listed companies:

- o Since 2003: Director, Siam City Insurance Plc.

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

Career:

- o 2003-December 2014: Managing Director, Siam City Insurance Plc.
- o 2003-September 2014: Director, Road Accident Victims Protection Co., Ltd.
- o 2010-2011: Director, Executive Director, Thai Credit Guarantee Corporation
- o 2006-2010: Director and Executive Director, T.I.I. Co., Ltd. (Thailand Insurance Institute)

Meeting attendance in 2017:

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

DETAILS OF INDEPENDENT DIRECTORS WHO MAY BE APPOINTED AS A PROXY

Name-Surname: Mr. Charoon Intachan
National/Age: Thai/73 years
Position in Post: Independent Director
Shareholding: None
Relationship: None
Education:

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

Training:
 Thai Institute of Directors:

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

Position in other listed companies: None
Position in non-listed companies:

- o Since 2016: Honorary Member, Suratthani Rajabhat University Council
- o 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:

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

Meeting attendance in 2017:

- o The Board of Directors' Meetings: 3/4
- o Shareholders' Meeting: 1/1

* 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 authorized 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 authorized 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 authorized person(s) to grant proxy.
- (C) Letter certifying that the signer in the Proxy Form has a license to operate business as a custodian.
- (D) All Evidences of shareholder and custodian according to items 2

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

A shareholder or a proxy may register and submit the required documents or evidences for inspection at the meeting 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 BANGKOK POST PUBLIC COMPANY LIMITED

Article 1: Annual Ordinary General Meeting

(A) Holding of Annual Ordinary General Meeting

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

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

(B) Notice of Annual Ordinary General Meeting

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

Article 3: Quorum

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

Article 4: Proxies

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

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

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

Article 5: Voting

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

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

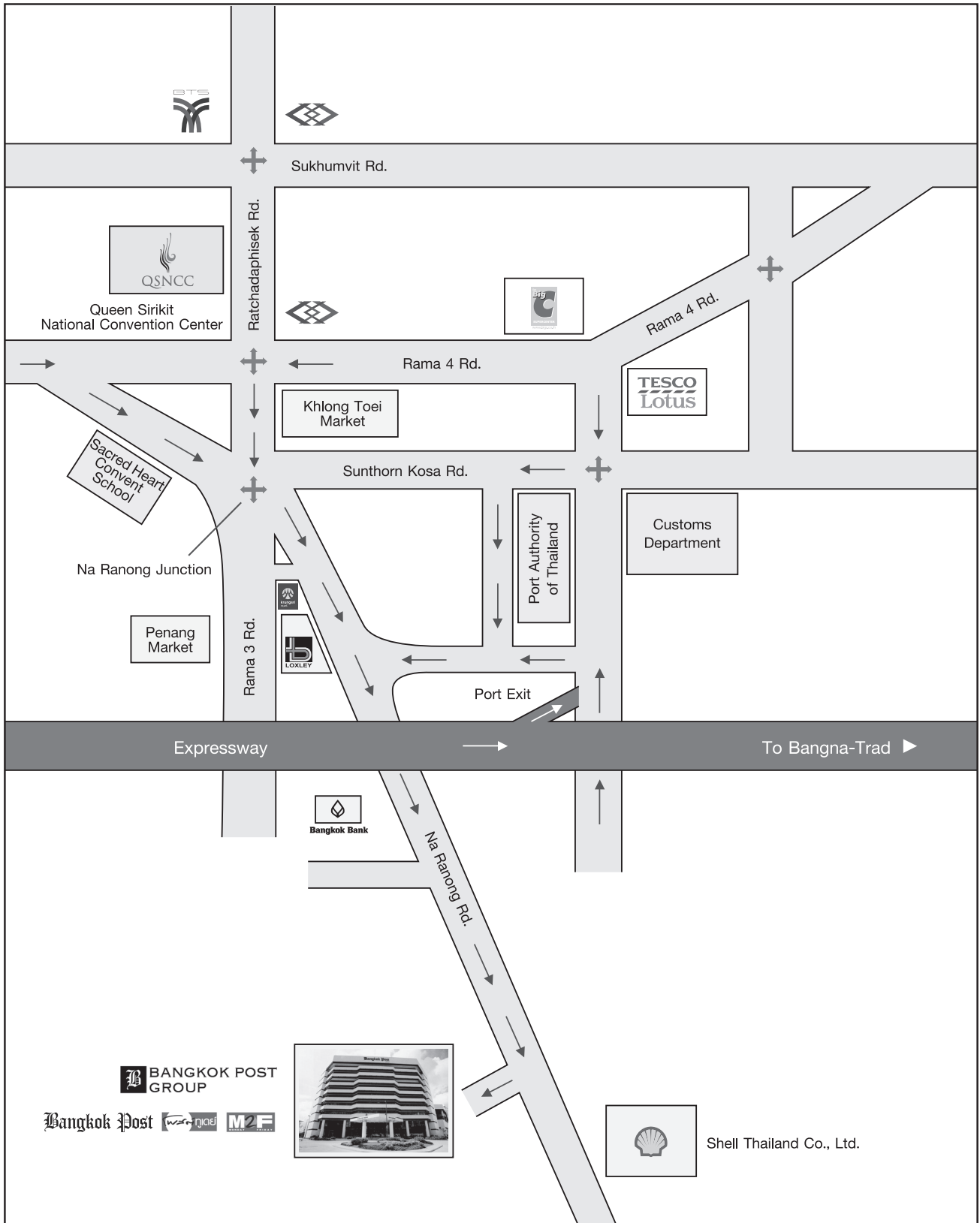
VOTING AND VOTE COUNTING PROCEDURE

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 BANGKOK POST PUBLIC COMPANY LIMITED



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