



POST INTERNATIONAL MEDIA



NOTICE OF THE 2019 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Bangkok Post Public Company Limited
24 April 2019
at 11:00 hours

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

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



BANGKOK POST PUBLIC COMPANY LIMITED

Registration No: 0107536001583

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22 March 2019

Subject Invitation to attend the 2019 Annual General Meeting of Shareholders

To Shareholders

Bangkok Post Public Company Limited

Attachment

1. Copy of the Minutes of the 2018 Annual General Meeting of Shareholders
2. The 2018 Annual Report and the audited financial statements for the year ended 31 December 2018
3. Details of the persons nominated as directors
4. Details of the independent directors 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. Business objectives of the Company
8. Voting and Vote Counting Procedure and Director Election Procedure
9. Map of Bangkok Post Public Company Limited

The 2019 Annual General Meeting of Shareholders of Bangkok Post Public Company Limited shall be held at 11:00 hours on 24 April 2019 at the Meeting Room, Bangkok Post Building – 8th Floor, 136 Sunthornkosa Road, Klongtoey, Bangkok, Thailand with the following agenda:

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

Objective and reason: The 2018 Annual General Meeting of Shareholders was held on 24 April 2018. 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 2018 Annual General Meeting of Shareholders that was held on 24 April 2018. (*Attachment 1*)

AGENDA 2 TO ACKNOWLEDGE THE ANNUAL REPORT OF THE COMPANY AND APPROVE THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31 DECEMBER 2018

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.

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 2018. (*Attachment 2*)

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 per cent 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 per cent of registered capital.

- The Company's statutory reserve had already attained the amount of 10 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 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 2018.

Board of Directors' opinion: The Board of Directors recommends shareholders to approve the omission of dividend payment for the year 2018 since the Company had operating loss in year 2018.

(Baht)

	Consolidated Financial Statements	Separate Financial Statements
2018 Comprehensive income attributable to equity holders of the Company	(6,530,222)	(2,466,933)

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

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 from office. If the number of directors is not a multiple of three, the number of directors nearest to one-third must retire from office. The director who has held the office 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 7 December 2018 - 5 February 2019 through SET Community Portal (SCP) and the Company's website. However, none of the shareholders have nominated candidates deemed qualified to be directors to the Company. In addition, Mr. Supakorn Vejajiva has submitted the resignation letter from being the director of the Company with effective on 15 December 2018.

At the 2019 Annual General Meeting of Shareholders, four directors who shall retire by rotation are Mr. Chartsiri Sophonpanich, Mr. John Thompson, Mr. Thirakiati Chirathivat and Mr. Charoon Intachan. The Board of Directors with the advice of the Nomination and Remuneration Committee therefore proposed to re-elect Mr. Chartsiri Sophonpanich, Mr. John Thompson, Mr. Thirakiati Chirathivat and Mr. Charoon Intachan as directors of the Company for another term. Mr. John Thompson and Mr. Charoon Intachan are qualified as independent directors.

Board of Directors' opinion: The Board of Directors with the advice of the Nomination and Remuneration Committee recommends shareholders to re-elect Mr. Chartsiri Sophonpanich, Mr. John Thompson, Mr. Thirakiati Chirathivat and Mr. Charoon Intachan as directors of the Company for another term, of which Mr. John Thompson and Mr. Charoon Intachan are qualified as independent directors, since they are knowledgeable and experienced which would benefit to the operations of the Company. The profiles of four directors are set out in *Attachment 3*.

AGENDA 5 TO FIX DIRECTORS' REMUNERATION

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

Board of Directors' opinion: The Board of Directors with the advice of the Nomination and Remuneration Committee recommends shareholders to approve the remuneration of the Board of Directors for the year 2019 not to exceed 7,000,000 baht (for the year 2018 – 7,000,000 baht). The allocation of such amount to each director shall be considered by the Board of Directors as it deems appropriate.

The Board of directors advises shareholders that the internal allocation of the remuneration for the year 2019 will be as follows:

	Fixed Fee (Baht per year)		Variable Fee (Baht per meeting)	
	2018	2019	2018	2019
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 and the Meetings of all of the sub-committees of the Board of Directors, including but not limited to the Meetings of the Executive Committee, the Meetings of the Audit Committee, the Meetings of the Nomination and Remuneration Committee and the Meetings of the Risk Management 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 who has been signing the Company's financial statements since year 2016 and/or Mrs. Poonard Paocharoen, C.P.A. Registration No. 5238 and/or Mrs. Sumalee Reewarabandith, C.P.A. Registration No. 3970 of EY Office Limited to be the auditors of the Company for the year 2019.

The Comparison of Audit Fees for the Company and subsidiaries for year 2018 and 2019

	(Baht)	
	2018	2019
1. Audit Fee	3,320,000	not to exceed 3,450,000
2. Non-Audit Fee	—	—

The total audit fees for the Company and subsidiaries for the year 2019 is not to exceed 3,450,000 baht. In the event, those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the company's financial statements in their place. The auditors do not have any relationships and/or interest, with the Company, subsidiaries, associate, management, majority shareholders, or their related persons. Auditors from the same office shall also be appointed auditors of the Company's subsidiaries.

AGENDA 7 TO AMEND THE COMPANY'S MEMORANDUM OF ASSOCIATION

Objective and reason: The Company's business objectives, specified in Clause 3 of the Company's Memorandum of Association, have been established since the establishment of the Company which has been a long period of time. The Board of Directors has resolved to amend the Company's business objectives by adding ten more business objectives, i.e. adding the new clause 25 to clause 34 to comply with new strategies and business expansion of the Company, as follows:

- (25) To engage in the business of and to render services as an organizer, lecturer, narrator, holding press release, press conference, meeting, seminar, exhibition, expo, tradition fair, festival, fashion show and other shows, and events including sport, entertainment, advertisement, arranging public relations on radio, television, cable TV, video, video material, closed circuit television, telephone, mobile phone, pager, online media and internet network system, including, all other channels and media.
- (26) To engage in the business of and render services as manager, consultant, adviser and planner on radio, television, telephone, mobile phone, pager, telecommunication radio, on line and internet media including all other kinds of media, business, administration, marketing and various academic, arrangement for public relations on all channels and media, and translation in all languages.
- (27) To carry on the business of management, production, and engage in the business of radio, television and render services of production of radio and television programs, film production, and other kinds of visual and audio broadcasting, online media, multimedia, digital and electronic media, presentation, telephone, mobile phone, communication equipment, advertising media and all types of media, website design, home page, application, renting audio equipment and electrical equipment, editing equipment, and other equipment for movie and drama production, tape and video recording, recording studio, music room and production of music.
- (28) To carry on business of producing, providing production, purchasing, selling, trading, renting, taking on rent, hire-purchasing or other juristic acts to acquire program content of radio, television, cable TV, movie, video, video material, closed circuit television, and other kinds of visual and audio broadcasting, trading advertising and public relations media, arranging advertisement on radio, television, cable TV, movie, video, electronic media and all kinds of media.
- (29) To carry on the business of visual and audio broadcasting, through radio television, sound on the line, cable TV, and other networks in both visual data and audio data, to broadcast contents and programs through said networks, buying and renting airtime, channels and arranging to obtain licences for such businesses from relevant agencies.
- (30) To carry on the business of telecommunication, sending, transmission or reception of images, sounds, codes, signs, signals, letters, figures or any other activities that convey meanings through any one or several of line system, wireless system, wave frequency system, optic system, electromagnetic system, or other systems including providing radio and television broadcasting, sound on the line, radio and television on the line, image data, sound data and other relative services whether on ground, air, space, under the ground, water, sea and ocean, telecommunication satellite, and providing telecommunication satellite orbit after receiving permission from the Ministry of Transport or other relevant government agencies.
- (31) To render services on installation, repair, maintenance, distribute, and to import and export all kinds of licenced telecommunication equipment including radio, television, telephone, facsimile and all kinds of communication equipment.
- (32) To assign, transfer, purchase, acquire, produce, record, distribute, and communication to public the copyright work and intellectual property right to seek benefit by reproduction, alteration and publication to the public, renting or giving benefit from copyright to another person including permission to use copyright work and intellectual property right both domestic and international, and take legal action against the infringement of copyright and intellectual property right and claiming damages thereon.
- (33) To carry on services of management, being executorships and trusteeship in fiduciary duty of the properties and interests to artist, singer, actor (actress), musician and other persons including conducting concert, stage show, other shows and all kinds of entertainment.
- (34) To carry on the business of tendering and bidding for sales of goods, and hire-of-work, in accordance with the objectives to individuals, corporate bodies, juristic persons, government authorities and organizations.

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

"Article 3 The Company has 34 business objectives."

With respect to the registration of the amendment of said Memorandum of Association with the Department of Business Development, Ministry of Commerce, the authorized directors of the Company and/or their attorney(s)-in-fact shall have the authority to amend the contents in the Company's business objectives as might be instructed by the Registrar.

Board of Directors' opinion: The Board of Directors recommends shareholders to approve the amendment of business objectives by amending Article 3 of the Company's Memorandum of Association and to approve the authorized directors of the Company and/or their attorney(s)-in-fact to have the authority to amend the contents in the Company's business objectives as might be instructed by the Registrar. The amendment of the Memorandum of Association requires approval of the vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote. (Attachment 7)

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 for the Annual General Meeting of Shareholders and/or nominate candidates who have appropriate qualifications and possess no prohibited characteristics to be elected as the director of the Company. Details of the procedure had been posted on the Company's website and the Proposal must be submitted not later than 5 February 2019. 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 7 March 2019 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. The book closing date shall be on 8 March 2019 for gathering shareholders names.

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. John Thompson, independent director and Member of the Audit Committee or Prof. Dr. Pornchai Chunhachinda, independent Director and Member of the Audit Committee, as their proxy to attend and vote at the Meeting by sending the completed proxy form to the Company not later than one day before the date of the Meeting.

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

Please kindly be informed accordingly,

Suthikiati Chirathivat

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

ATTACHMENT 1: COPY OF THE MINUTES OF THE 2018 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Bangkok Post Public Company Limited
Registration No. 0107536001583

MINUTES OF THE 2018 ANNUAL GENERAL MEETING OF SHAREHOLDERS

24 April 2018

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. Worachai Bhicharnchitr
- Mr. John Thompson
- Mr. Siritaj Rojanapruk
- Mr. Charoon Intachan
- Asst. Prof. Wutisak Lapcharoensap
- Mr. Thirakiati Chirathivat
- Mr. Russell Leighton Kekuewa

Directors Absent:

- Mr. Chartsiri Sophonpanich
- Mr. Ek-Rit Boonpiti
- Mr. Supakorn Vejajiva
- Mr. Natdanai Indrasukhsri
- Dr. Siri Ganjarende

Advisor to Executive Board:

- Dr. Ronnachit Mahattanapreut

There were 11 shareholders holding 162,564,165 shares and 28 proxies holding 189,759,835 shares totaling 39 shareholders and proxies holding 352,324,000 shares, equivalent to 70.46 per cent of the Company's issued and fully paid-up ordinary shares of 500,000,000 shares. 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 Ms. Suvimon Khajornritdecha, First Vice President – Finance, to introduce directors, auditor, and legal adviser to the Meeting including details of voting and voting procedures.

Independent Directors:

- Mr. John Thompson Member of the Audit Committee
- Mr. Charoon Intachan
- Asst. Prof. Wutisak Lapcharoensap
- Mr. Russell Leighton Kekuewa Member of the Risk Management Committee

Non-executive Directors:

- Mr. Suthikiati Chirathivat Chairman of the Board of Directors and Chairman of the Executive Committee
- Mr. Worachai Bhicharnchitr Chairman of the Nomination and Remuneration Committee and member of the Executive Committee
- Dr. 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:

- Mr. Chokdee Wisansing Chief Operating Officer – Newspaper Business/Digital Media and Magazine Business
- 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. Wut Nontarit Editor of Post Today
- Mr. Montri Pushatrirat Editor of M2F

Auditor who attended the Meeting to answer questions:

- Mrs. Saifon Inkaew EY Office Limited

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

- Mr. Satit Sensupa Vickery & Worachai Limited

Since 12 December 2017, the Company offered shareholders the opportunity to propose additional agenda items for the Annual General Meeting of Shareholders as well as the opportunity to nominate candidates with the appropriate qualifications and who have no prohibited characteristics as new directors of the Company. Details of the procedure were posted on the Company's website.

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

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

AGENDA 1 TO APPROVE THE MINUTES OF THE 2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS THAT WAS HELD ON 27 APRIL 2017

The Minutes of the 2017 Annual General Meeting of Shareholders that was held on 27 April 2017 were sent to shareholders together with the Notice of the 2018 Annual General Meeting of Shareholders. The Minutes have been submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the period required by law. It had also been posted on the Company's website. The Board of Directors recommended that shareholders approve the Minutes.

The Meeting approved the Minutes of the 2017 Annual General Meeting of Shareholders that was held on 27 April 2017.

(Approve: 352,324,300 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 ENDING 31 DECEMBER 2017

The 2017 Annual Report and the audited financial statements for the year ending 31 December 2017 were sent to shareholders together with the Notice of the 2018 Annual General Meeting of Shareholders. The Board of Directors recommended that shareholders acknowledge the Annual Report of the Company.

The Audit Committee and The Board of Directors recommended that shareholders approve the audited financial statements for the year ending 31 December 2017 that had been audited by the auditor.

Ms. Suvimon Khajornritdecha, First Vice President – Finance, clarified that in the statement of comprehensive income for the year ending 31 December 2017, the Bangkok Post Group had a consolidated loss of 365 million baht compared to a loss of 210 million baht in 2016.

The consolidated loss was mainly from the decline in advertising revenue, in line with the current state of the print media industry. Another factor was the request for cooperation by the government for the public to refrain from organizing entertainment activities during the one-year mourning period, which affected both print media and advertising. Changes in consumer behavior was another factor. Nonetheless, the Company has reorganized to reduce costs and expenses, with production costs declining 340 million baht and selling and administrative expenses declining by 63 million baht in 2017 from the year before. The Company has also accelerated the development of its digital products, and expects progress to be seen this year.

Mr. Panya Kraithat, shareholder, asked to clarify the sources of the consolidated loss of 365 million baht. He also suggested that if part of the losses came from the Company's magazines, the Company should preserve only the profitable titles and focus on restoring overall profitability.

The Chairman stated that, as Ms. Suvimon Khajornritdecha, First Vice President – Finance, reported, revenues last year were heavily affected as entertainment activities were curtailed by the private sector at the request of the government. The Company also reduced costs to compensate for the decline in revenues by closing several magazines such as Cycling Plus and merging other titles, such as Elle, Elle Men and Elle Decoration. Nonetheless, if there is a change in market conditions, these titles may be revived. The Company also reduced costs by consolidating operations as much as possible.

Ms. Suvimon Khajornritdecha, First Vice President – Finance, said that the Company was able to reduce costs 340 million baht or 23 percent in 2017 from the previous year.

The Chairman continued that for this year, if economic conditions improve, the Company expects to breakeven or profit. The Board of Directors will help to seek new avenues to help improve profitability as much as possible. Mr. Worachai Bhicharnchitr, Chairman of the Nomination and Remuneration Committee, further clarified that the Company has 3 newspapers, namely Bangkok Post, Post Today and M2F. In terms of magazines, the Company has Elle, Elle Men, Elle Decoration, Cleo, Forbes, Science Illustrated, including S Weekly. The Company also has a subsidiary Mushroom Group Company Limited that produces television content. This year marks the 72th Anniversary of Bangkok Post newspaper, the Company's most profitable newspaper. The Bangkok Post has consistently maintained its policy towards accuracy and truth and is expected to continue to remain profitable. Post Today is a well-received Thai-language newspaper which posted a loss last year, albeit not a significant one. M2F is a free newspaper distributed Monday through Fridays that the Company has published for 7 years. The Board of Directors determined that M2F meets the needs of customers and was successful in its first 3 years, but began to be affected by the growth of digital media and changing consumer interests in its 4th year. In its 5th year, M2F began losing money, and the Company is now reviewing various options. In the magazine market, various local and international magazines have closed, with the Company's own magazines no exception. The Company is organizing more events to generate additional revenue. And the Company's existing magazines are still leaders in terms of quality and popularity in their segments, such as Forbes Thailand, a world-class magazine which has been consistently successful from its launch. Forbes Asia also plans to hold its annual conference this October in Thailand, indicating the success of the magazine and acceptance from the copyright owner. For Mushroom Group Company Limited, it has produced many popular and highly successful television programs, such as อายุน้อยร้อยล้าน broadcast on Workpoint, generating profits for the Company.

The Chairman added that the Company has not been slow to act, and is in the process of accelerating development of its digital products.

Mr. Panya Kraithat, shareholder, stated that the Company has not changed, noting that the Company's marketing team does not go to visit its distribution agents or provincial reporters and that the advertising team has also been slow to adapt. He suggested that advertising pricing standards should be adjusted to be more flexible to meet the needs of clients. Barter agreements can also help increase the Company's revenue. He also stated that the Company does not pay attention to market and consumes needs, resulting in a poor response from distribution agents and advertising agencies not allocating budget for the Company's media. He noted that some newspapers have a small presence on the newsstands, but reported high digital revenues, and asked the Board of Directors to consider this.

The Chairman thanked Mr. Panya Kraithat, shareholder, and clarified that the Company has accelerated development of its digital products since last year. Regarding the comments about pricing strategy, the responsible teams will be assigned to consider the issue. He thanked the shareholder for not criticizing the quality of the newspaper and stated that the Company will attempt to generate additional revenue apart from print. Regarding newsstand sales, the Company still tries to push and improve but as the market has changed dramatically and consumers now prefer digital, it has affected print media sales on newsstands.

Mr. Worachai Bhicharnchitr, Chairman of the Nomination and Remuneration Committee, thanked Mr. Panya Kraithat, shareholder, and stated that the Company still have to improve its marketing strategy, which the Board of Directors has always pushed but there are difficulties with the growth of other media, especially digital media. Regarding provincial distribution, this is difficult for M2F as the newspaper is only distributed in Bangkok, but the Bangkok Post is considered successful both in its domestic and overseas distribution. Regarding advertising, as the Company is not a small, single-owner operation, price negotiations cannot be done immediately and the Board of Directors has set a clear policy for pricing standards for various client segments. Regarding editorial content, the Company's newspapers are constantly changing the content to meet reader needs while maintaining standards in line with the motto, 'The newspaper you can trust.' Marketing plans are also constantly changing to meet the needs of readers. And digital media is considered an important segment which the Company is continuously seeking to improve.

The Chairman asked the management to take suggestions of Mr. Panya Kraithat, shareholder, into consideration to increase the Company's efficiency and improve profitability for shareholders.

Mr. Sumed Wattanarungsun, shareholder, inquired about the Company's financial statement, where on page 51 of the Company report, short-term loans for the period ending 31 December 2017 was 346,467,400 million baht, an increase from 695,896,095 million baht the year before. Long-term loans for the period ending 31 December 2017 was 346,467,400 million baht, an increase from 275,301,100 million baht the same period the year before. He asked for clarification on the debt position, how the loans will be serviced and whether a capital increase will be needed to improve the Company's position.

Ms. Suvimon Khajornritdecha, First Vice President – Finance, clarified that this statement of financial position is a consolidated financial statement. Short-term loans were taken to invest in a studio facility to support the television production business. Regarding the Company's long-term loans, clarification is given in note 20, which states that the current portion of long-term debt due within one year for the period ending 31 December 2017 was 12,500,000 million baht, down from 192,332,400 million baht the same period in 2016. This is as the Company's creditor restructured the loan and extended repayment terms to 5 years, reducing the Company's financial burden and indicating the bank's confidence in the Company.

Dr. Ronnachit Mahattanapruet, Financial and Accounting Advisor to Executive Board, further clarified that in principle, a capital increase will have to be considered if accumulated losses are high and shareholders' equity declines. Currently shareholders equity is at around 408 million baht. But the Board of Directors is considering the issue and reviewing operating plans with the goal of improving shareholder returns, including reducing expenses. Nonetheless, if it is necessary to increase capital, the Board of Directors will consider the issue and report to shareholders.

The Chairman stated that the Board of Directors views it is as unnecessary to increase capital at this time but if needed, the Board of Directors is willing to do so.

Mr. Sumed Wattanarungsun, shareholder, further asked whether the Company has mortgaged the Bangkok Post Building at Klong Toey as collateral against the bank loans.

Dr. Ronnachit Mahattanapruet, Financial and Accounting Advisor to Executive Board, clarified that the Company's major assets can be divided into two parts, which are the buildings at Klomg Toey and Bangna. The Company has not mortgaged the building at Klomg Toey as collateral but the building at Bangna has been appraised by the bank last year, and the current value covers the total amount of debt of the Company.

The Meeting acknowledged the 2017 Annual Report and approved the financial statements for the year ended 31 December 2017 that had been audited by the auditor.

Mr. Basant Kumar Dugar, shareholder, praised the Company for reducing current liabilities in 2017 and suggested that the Company look to shift away from fixed costs towards more variable costs to help improve the financial position as revenues change.

Dr. Ronnachit Mahattanapruet, Financial and Accounting Advisor to Executive Board, stated that the Company over the past 2.5 years has been able to eliminate more than 400 million baht in expenses, but revenues have fallen even more due to industry disruption. He added that over the course of 2017, the Company reduced its outstanding loans from the year before and restructured its debt to help improve cash flow.

(Approve: 352,325,306 votes, disapprove: -- votes, and abstain: -- votes, totaling 43 shareholders and proxies)

AGENDA 3 TO APPROVE THE OMISSION OF DIVIDEND PAYMENT

The Company's statutory reserve is already higher than the required ten per cent of registered capital. The Company will not make any further appropriation of profits as statutory reserves.

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 commitments and the Company's liquidity position.

The Company did not pay any interim dividend during the year 2017.

The Board of Directors recommended to shareholders to approve the omission of dividend payment for the year 2018 since the Company incurred operating losses in 2017.

(Baht)

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

The Meeting approved the omission of dividend payment for the year 2017.

(Approve: 352,325,306 votes, disapprove: -- votes, and abstain: -- votes, totaling 43 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)

Mr. Worachai Bhicharnchitr, Chairman of the Nomination and Remuneration Committee, clarified that directors who shall retire by rotation are Dr. Siritaj Rojanapruk, Asst. Prof. Wutisak Lapcharoensap, Mr. Natdanai Indrasukhsri, Dr. Siri Ganjarerndee and Mr. Worachai Bhicharnchitr. The total number of directors retiring by rotation is 5. Dr. Siri Ganjarerndee submitted his resignation as a director effective on 27 February 2018 and declined to be considered for re-nomination. Mr. Natdanai Indrasukhsri also declined to offer himself for re-election as a director.

The Board of Directors with the advice of the Nomination and Remuneration Committee recommended shareholders to re-elect Dr. Siritaj Rojanapruk, Asst. Prof. Wutisak Lapcharoensap and Mr. Worachai Bhicharnchitr as their knowledge and experience would benefit the operations of the Company. The Board of Directors, with the advice of the Nomination and Remuneration Committee, also recommended to shareholders to elect Dr. Ronnachit Mahattanapruet and Dr. Pornchai Chunhachinda as new directors to replace Mr. Natdanai Indrasukhsri and Dr. Siri Ganjarerndee. Dr. Pornchai Chunhachinda will be qualified as an independent director.

Mr. Panya Kraithat, shareholder, asked for the policy of the five proposed directors in resolving the Company's current situation and how they would encourage people to read more newspapers. He suggested that the Company focus more on investigative journalism as a means to encourage greater consumption.

Mr. Worachai Bhicharnchitr, Chairman of the Nomination and Remuneration Committee, clarified that according to the rules of the Stock Exchange, there must be a director who is qualified as an independent director to help care for the benefits of minor and major shareholders. Dr. Pornchai Chunhachinda is a professor of Finance at Thammasat Business School, Thammasat University, and will be able to assist the Company's operations and financial difficulties. For the suggestion to increase investigative news, the Bangkok Post newspaper and other newspapers in the Group are responsible for reporting important and actual news and will not report sensationalized news. Investigative news has both advantages and disadvantages, noting that it takes time to review the information to ensure accurate and fair news. The newspaper is not just responsible for reporting news but also has to consider other aspects as well. The motto of the Company's newspaper is 'The newspaper you can trust' and 'Fair and Balanced', therefore it provides news different from other newspapers. Nonetheless, the 3 editors will take suggestion of Mr. Panya Kraithat, shareholder, into consideration.

Mr. Panya Kraithat, shareholder, further stated that the news should be further analyzed and commented that Post Today only offers 3 news stories per page, which is considered relatively little. He also suggested the Company to improve its website to generate more revenue as people nowadays prefer to consume news through social media.

The Chairman thanked Mr. Panya Kraithat, shareholder, for his suggestion and assigned the editors to consider further improvements. He stated that the Company has been in business for 72 years due to its clear principles and that the Company's newspapers select only the most important news of the day as page 1 headlines while other news will be published on inside pages.

Mr. Worachai Bhicharnchitr, Chairman of the Nomination and Remuneration Committee, further stated Post Today's style is to present the news in a concise manner, with each story ending on a single page, and will select only the key news of the day as the Chairman stated, which makes Post Today different from other newspapers.

The Company had already disclosed additional information such as the number of years each director has served as director and the number of meetings attended in the Annual Report, as well as additional details of the persons nominated as directors.

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

The Meeting re-elected three directors who retired by rotation as directors for another term and elected two nominated persons as proposed, which consist of

- 1. Mr. Worachai Bhicharnchitr**
(Approve: 351,351,307 votes, disapprove: 974,000 votes, and abstain: -- votes)
- 2. Dr. Siritaj Rojanapruk**
(Approve: 352,325,307 votes, disapprove: -- votes, and abstain: -- votes)
- 3. Asst. Prof. Wutisak Lapcharoensap**
(Approve: 351,351,307 votes, disapprove: 974,000 votes, and abstain: -- votes)
- 4. Dr. Pornchai Chunhachinda**
(Approve: 352,325,307 votes, disapprove: -- votes, and abstain: -- votes)
- 5. Dr. Ronnachit Mahattanapreut**
(Approve: 351,351,307 votes, disapprove: 974,000 votes, and abstain: -- votes)

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

1. Mr. Worachai Bhicharnchitr	(23 April 2015)
2. Dr. Siritaj Rojanapruk	(23 April 2015)
3. Asst. Prof. Wutisak Lapcharoensap	(23 April 2015)
4. Mr. Natdanai Indrasukhsri	(23 April 2015)
5. Dr. Siri Ganjarerndee	(23 April 2015)
6. Mr. Chartsiri Sophonpanich	(1 April 2016)
7. Mr. Charoon Intachan	(1 April 2016)
8. Mr. Thirakiati Chirathivat	(1 April 2016)
9. Mr. John Thompson	(1 April 2016)
10. Mr. Suthikiati Chirathivat	(27 April 2017)
11. Mr. Supakorn Vejjajiva	(27 April 2017)
12. Mr. Ek-Rit Boonpiti	(27 April 2017)
13. Mr. Russell Leighton Kekuewa	(27 April 2017)

AGENDA 5 TO FIX DIRECTORS' REMUNERATION

The Board of Directors, with the advice of the Nomination and Remuneration Committee, recommended to Shareholders to approve the remuneration of the Board of Directors for the year 2018 of not more than 7,000,000 baht (2017: 7,000,000 baht) and to 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, 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. Note that the directors' remuneration has decreased from 11 million baht to 8 million baht and 7 million baht respectively.

The Meeting approved the remuneration of the Board of Directors for the year 2018 of not more than 7,000,000 baht and empowered the Board of Directors to consider the allocation of such remuneration as deemed appropriate.

(Approve: 352,325,307 votes, disapprove: -- votes, and abstain: -- votes)

AGENDA 6 TO APPOINT INDEPENDENT AUDITOR AND FIX THE AUDIT FEE

Mr. John Thompson, Member of the Audit Committee, clarified that the Board of Directors, with the advice of the Audit Committee, recommended shareholders to appoint Mrs. Saifon Inkaew, C.P.A. Registration No. 4434, or Ms. 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 in 2018. The audit fees for the Company and subsidiaries shall be 3,320,000 baht, which is slightly 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, and their related persons. Auditors from the same office shall also be appointed auditors of the Company's subsidiaries.

During the year 2017, the Company did not use any services that are not related to the audit services. The auditors of the Company are permissible to perform services base 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. 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 in 2018. The audit fees for the Company and subsidiaries shall be 3,320,000 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: 352,325,307 votes, disapprove: -- votes, and abstain: -- votes)

AGENDA 7 TO APPROVE AMENDMENTS TO ARTICLE 2(A) OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

Mr. Worachai Bhicharnchitr, Chairman of the Nomination and Remuneration Committee, clarified that 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."

The Meeting, with three-fourths of the total number of votes of shareholders attending the meeting and have the right to vote, approved the amendment 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, as stated above.

(Approve: 352,325,307 votes, disapprove: -- votes, and abstain: -- votes)

AGENDA 8 TO CONSIDER OTHER BUSINESS (IF ANY)

Mr. Sithichoke Boonvanich, shareholder, asked whether there has been a cancellation of M2F distribution in some areas.

Mr. Chokdee Wisansing, Chief Operating Officer-Newspaper Business/Digital Media and Magazine Business, clarified that M2F is a free newspaper that has the largest printing and distribution in Bangkok. At present, M2F has changed its strategy by adjusting the distribution point to be more appropriate and align with target readers. M2F has also increased distribution in offices as well.

Mr. Sithichoke Boonvanich, shareholder, asked whether in addition to distribution on the streets, M2F is also placed within companies or not.

Mr. Chokdee Wisansing, Chief Operating Officer-Newspaper Business/Digital Media and Magazine Business, clarified that M2F is still distributed in major transportation areas such as Sukhumvit, Silom, Sathorn or Victory Monument.

Mr. Sithichoke Boonvanich, shareholder, suggested that the news translators should be careful with the currency conversion of United States Dollars and Euro to Thai Baht. He also asked whether the Bangkok Post Group has an online platform or has created an application that provide consumers with access to news but at a charge.

Mr. Nha-Kran Loahavilai, Deputy Chief Operating Officer Newspaper Business of Post Group, clarified that the Company used to have such a paid application but there was a difficulty in collecting money because most consumers expected news to be free. As a result, the Company has focused on creating other platforms. And as the Chairman informed that the Company is increasingly focusing on digital but digital is a highly competitive field. Over the past 3 years, Post Today is considered the Thai business newspaper with the most 'liked' Facebook fan page. But Facebook has the principle that it will forward news posts to only 10 percent of page followers who have liked the page. Facebook also requires clients to buy advertising direct from Facebook. Therefore, the Company is trying to find other platforms and expects that M2F will do well in digital because it is accessible to many market segments. The Board of Directors is considering further details.

Mr. Panya Kraithat, shareholder, recommended not to focus on Facebook as amount of Likes can be misleading, but to instead focus on the Company's websites because if it comes out well, international advertisers may be interested in advertising with the Company. He suggested that M2F had a loss as companies have reduced their advertising spending and suggested expansion into classified advertising. The Company should also conduct research into the needs of readers to better understand future trends and improve profits. He suggested that Post Today can make profit from social news by posting images of the business that can advertise with the Company but for the Bangkok Post, he believed it can continue to profit based on its quality. He offered encouragement to the Company and hoped it could meet its revenue targets for the year and expressed confidence the newspapers would maintain its quality standards.

The Chairman thanked the 2 shareholders and that the Board of Directors and the management will take all suggestions into consideration. He concluded that the Company will continue to move forward and improve/ adjust according to circumstances and opportunities.

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

The Meeting adjourned at 15:45 hours.

Suthikiati Chirathivat

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

Ronnachit Mahattanapruet

(Dr. Ronnachit Mahattanapruet)
Financial and Accounting Advisor to Executive Board

ATTACHMENT 3: DETAILS OF PERSONS NOMINATED AS DIRECTORS

DETAILS OF PERSONS NOMINATED AS DIRECTORS

Name-Surname: Mr. Chartsiri Sophonpanich
National/Age: Thai/59 years
Position in POST: Director
Year of Directorship: 27 years
Election as: Director
Shareholding: None
Relationship: None

Education:

- Master's Degree in Management, Sloan School of Management, Massachusetts Institute of Technology, USA
- Master's Degree in Chemical Engineering, Massachusetts Institute of Technology, USA
- Bachelor's Degree in Chemical Engineering, Worcester Polytechnic Institute, USA

Training:

Thai Institute of Directors:

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

Position in other listed companies:

- Since 1994: President, Bangkok Bank
- Since 1992: Director, Bangkok Bank

Position in non-listed companies:

- Since 2014: Executive Board of Directors, Electronic Transactions Development Agency (Public Organization)
- Since 2013: Governing Board, National Science and Technology Development Agency
- Since 2010: Director, TRG Management LP
- Since 2010: Director, TRG Allocation LLC
- Since 2009: Chairman, Bangkok Bank (China) Co., Ltd.
- Since 2009: Member of the Board of Trustees, Bangkok University

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

Career:

- 2010-2014: Chairman, Thai Bankers' Association
- 2004-2016: Member of the Board of Trustees, Singapore Management University
- 2003-2009: Director, The Electronic Transactions Commission

Meeting Attendance in 2018:

- The Board of Directors' Meetings: 3/5
- Shareholders' Meeting: 0/1

DETAILS OF PERSONS NOMINATED AS DIRECTORS

Name-Surname: Mr. John Thompson
National/Age: Thai/54 years
Position in POST: Independent Director and Member of the Audit Committee
Year of Directorship: 14 years
Election as: Independent Director
Shareholding: None
Relationship: None

Education:

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

Training:

Thai Institute of Directors:

- Director Accreditation Program (DAP 57/2006)

Position in other listed companies:

- Since 2016: Independent Director and the Chairman of Hana Microelectronics Public Company Limited

Position in non-listed companies:

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

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

Career:

- 2005-2007: Managing Director, TMB Macquarie Securities

Meeting attendance in 2018:

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

DETAILS OF PERSONS NOMINATED AS DIRECTORS

Name-Surname: Mr. Thirakiati Chirathivat
National/Age: Thai/50 years
Position in POST: Director, Member of the Executive Committee and Member of the Risk Management Committee
Year of Directorship: 3 years
Election as: Director
Shareholding: 13,139,755 shares [2.63%]
Relationship: Son of Mr. Suthikiati Chirathivat

Education:

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

Training:

Thai Institute of Directors:

- Director Accreditation Program (DAP 129/2016)

Position in other listed companies:

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

Position in non-listed companies:

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

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

Meeting attendance in 2018:

- The Board of Directors' Meetings: 5/5
- The Executive Committee's Meetings: 8/8
- The Risk Management Committee's Meetings: 4/4
- Shareholders' Meeting: 1/1

DETAILS OF PERSONS NOMINATED AS DIRECTORS

Name-Surname: Mr. Charoon Intachan
National/Age: Thai/74 years
Position in POST: Independent Director and Member of the Nomination and Remuneration Committee
Year of Directorship: 5 years
Election as: Independent Director
Shareholding: None
Relationship: 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:

- 2014-2015: Constitution Drafting Committee, The Secretariat of the House of Representatives
- 2013-2014: President of the Constitutional Court
- 2008: Justice of the Constitutional Court
- 2006: Justice of the Supreme Administration Court
- 2003: Justice of the Supreme Court

Meeting attendance in 2018:

- The Board of Directors' Meetings: 5/5
- The Nomination and Remuneration Committee's Meeting: 0/1
- Shareholders' Meeting: 1/1

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. John Thompson
National/Age: Thai/54 years
Position in POST: Independent Director and
Member of the Audit Committee
Year of Directorship: 14 years
Election as: Independent Director
Shareholding: None
Relationship: None

Education:

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

Training:

Thai Institute of Directors:

- Director Accreditation Program (DAP 57/2006)

Position in other listed companies:

- Since 2016: Independent Director and the Chairman of
Hana Microelectronics Public Company Limited

Position in non-listed companies:

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

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

Career:

- 2005-2007: Managing Director,
TMB Macquarie Securities

Meeting attendance in 2018:

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

DETAILS OF INDEPENDENT DIRECTORS WHO MAY BE APPOINTED AS A PROXY

Name-Surname: Prof. Dr. Pornchai Chunhachinda
National/Age: Thai/56 years
Position in POST: Independent Director and
Member of the Audit Committee
Year of Directorship: 1 year
Election as: Independent Director
Shareholding: None
Relationship: None

Education:

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

Training:

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

Position in other listed companies:

- Since 2018 Chairman,
J.S.P. Property Public Company Limited

Position in non-listed companies:

- Since 2018 Chairman and Audit Committee,
Premier Tank Corporation Co., Ltd.
- Since 2018 Independent Director/Chairman of
Audit Committee, Copperwired Co., Ltd.
- Since 2017 Financial Institution Policy Committee,
Bank of Thailand
- Since 2015 Associate Fellow (Business Administration),
The Royal Society
- Since 2014 Subcommittee on Takeover,
Securities and Exchange Commission
- Since 2014 Subcommittee on Preparation of
Memorandum and Evaluation State Enterprise
(Transport Sector), Ministry of Finance

**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
Noble Order of the Crown of Thailand, 2012

Meeting attendance in 2018:

- The Board of Directors' Meetings: 3/5
- The Audit Committee's Meetings: 2/5
- 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 involve in a business relationship with the Company, a subsidiary, an affiliate, a major shareholder, or a controlling person in such a way that will obstruct his independent judgment including not being a shareholder holding 10 per cent or more or a controlling person of the person who has a business relationship with the Company, a subsidiary, an affiliate, a major shareholder, or a controlling person unless the foregoing relationship has ended not less than two years.

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

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

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

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

ATTACHMENT 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,
 - 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 revenue stamp 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 revenue stamp 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 revenue stamp and certified signatures of the shareholder and the proxy.
- (B) A copy of Corporate affidavit, issued within 1 year by Department of Business Development, Ministry of Commerce; and
- (C) A copy of identification card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form including a copy of identification card or passport (in case of a foreigner) of the proxy.

2.2 Juristic person registered outside of Thailand

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

3. CUSTODIAN

- (A) Power of Attorney from shareholder 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 09.00 hours on the date of the Annual General Meeting of Shareholders.

ATTACHMENT 7: BUSINESS OBJECTIVES OF THE COMPANY

MEMORANDUM OF ASSOCIATION OF BANGKOK POST PUBLIC COMPANY LIMITED

Article 3 the Company has 24 business objectives as follows:

- (1) To create, publish, print, circulate, distribute, manage and own or otherwise deal with newspapers, magazines, books and publications and printed matter of all kinds in any language and generally to conduct the publishing and printing business and to engage in the business of gathering and disseminating news and information and to be commercial photographers and to engage in the advertising business.
- (2) To promote, establish and invest in any industrial or agricultural activities, including various industries which are entitled to promotional privileges under the Industrial Promotion Act; the cultivation of perennials, annuals and any other kinds of plants; fishery, forestry, survey, excavation, undertake and make use of all kinds of minerals, ores, and other natural resources both in the land and in the water.
- (3) To manufacture, import, export, purchase, sell, hire purchase, let on hire purchase educational equipment and materials, books, magazines and newspapers, advertising materials, printed matter of all kinds, engines, computers, computer technology, software of computer, labour saving equipment, vehicles, electricity generator, electrical appliances, office equipment and supplies, furniture, rugs and carpets, ships, boats, vessels and motor launches, building materials and equipment, electronic equipment, communications equipment, telecommunication equipment, including spare parts and supplies therefor.
- (4) To purchase, establish and carry on business as general merchants, manufacturers, importers, exporters, commission agents, del credere agents, removers, packers, storers, store-keepers and factors in foreign and local produce manufactured goods, materials and general merchandise and to import, buy, prepare, manufacture, render marketable, sell, barter, exchange, pledge, make advances on and otherwise deal in or turn to account produce, goods, materials and merchandise generally either in their prepared manufactured or raw state and to undertake, carry on and execute all kinds of commercial trading and other manufacturing operations and all business whether wholesale or retail, and to purchase patent rights, rights of analogous character, brevets di invention, concessions, licences and the like conferring any exclusive or non-exclusive or limited right to use any invention which may seem capable of being used for any of the purposes of this Company, secret processes, trade marks, copyrights or any concession of any nature from any government or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
- (5) To render managerial and consultancy services and to advise natural and juristic persons within and without the Kingdom of Thailand concerning newspapers, books, magazines, publications of all kinds, news and information gathering and dissemination, printing advertising, and commercial photography.
- (6) To carry on the business of construction contractors for works and projects of all kinds including industrial, residential and commercial buildings, roads, bridges, dams, pipelines, power transmission lines, canals, utilities, ports, harbours, airports, military bases and installations, power plants, railroads, and electrical, solar and nuclear energy facilities and installations, chemical and petrochemical plants and facilities, food processing operations, and public works, and constructions for use in connection with the electric utility industry, petroleum, oil, natural gas and mining exploration and industry.
- (7) To engage in the business of a broker, agent, factor and commission agent, for trade and business of all kinds, except insurance business, the solicitation for membership for associations and the business of a securities broker.
- (8) To provide maintenance and repair services of all kinds, including repair and maintenance, in connection with machinery, equipment and engines of every type, and industrial, commercial and residential facilities, tools and appliances, aircraft, motor vehicles, ships and vessels.
- (9) To engage in the business of restaurant, nightclub, selling of foods and beverages of all kinds, grocery and department store, bakery and food procession, printing, exhibition of movies and presentation of theatrical and dancing entertainment, operation of place for dancing, ramwong or rongngeng, operation of place for selling liquor, tea or other beverages, operation of radio and television business, operation of amusement and entertainment rides and machines of every type, operation of hospitals and provision of medical and nursing services.
- (10) To engage in the tourist and travel business, to own or operate hotels, to engage in photographic activities of all kinds, and to conduct for profit sporting and recreational activities on land and water.
- (11) To provide educational and vocational training and instruction in subjects and skills of all kinds, including journalism, printing, engraving, photography, engineering, electrical, mechanical, drafting, architectural, food processing, and construction trades.
- (12) To purchase, take on hire-purchase, take on rent, let on lease, mortgage, pledge and take on pledge movable property and to engage in the business of leasing movable property and the business in providing maintenance and repairs for the leased property including supplying spare parts, supplies and accessories therefor.
- (13) To take on rent and let on lease immovable property and to hold and grant rights of habitation (arsai), superficies and usufruct in respect of immovable property and to own and mortgage immovable property, to the extent permitted by law.
- (14) To contact and deal with any government ministry or department, province, district, municipality, officers or officials in order to acquire rights, permits or concessions or privileges necessary for or incidental to carrying out of business within the Company's objectives.
- (15) To participate in other limited companies or partnerships as shareholder or partner with limited liability, regardless of whether such a limited company or limited partnership has the same objects as the Company, and to participate in a joint venture with juristic persons natural persons in any business to the extent permitted by law, regardless of whether such business is within the objects of the Company.
- (16) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of Thailand or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names.
- (17) To maintain branches in Thailand and abroad in any part of the world for all, or any, of the purposes stated herein.
- (18) To acquire loans and to render loans or credit under the terms deemed fit by the Company, with or without security, and to take mortgages on movable and immovable property as security (but with respect to immovable property to take mortgages only as security for sale of goods or liabilities of the Company's employees) which are not business of banking, finance and securities and credit fancier.
- (19) To acquire, in such manner as the Company shall think fit, Thai and foreign currency as additional funds for the operation of the business of the Company.
- (20) To render guarantees for the performance of obligations or for liabilities or performance of contracts of persons, natural or juristic or bodies of persons, with or without security, and to guarantee aliens who enter or leave the Kingdom of Thailand under the Immigration Act and the Revenue Code and to render guarantees under the laws on customs.
- (21) To issue shares at a price higher than the par value.
- (22) To offer shares for sale to the public.
- (23) To render guarantees or security for purposes of posting bail bonds with the police or other authorities for the release from custody of directors, officers or employees of the Company.
- (24) To buy, sell, transfer, encash, promissory notes, bills of exchange, bonds, certificates of deposit or other negotiable instruments.

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

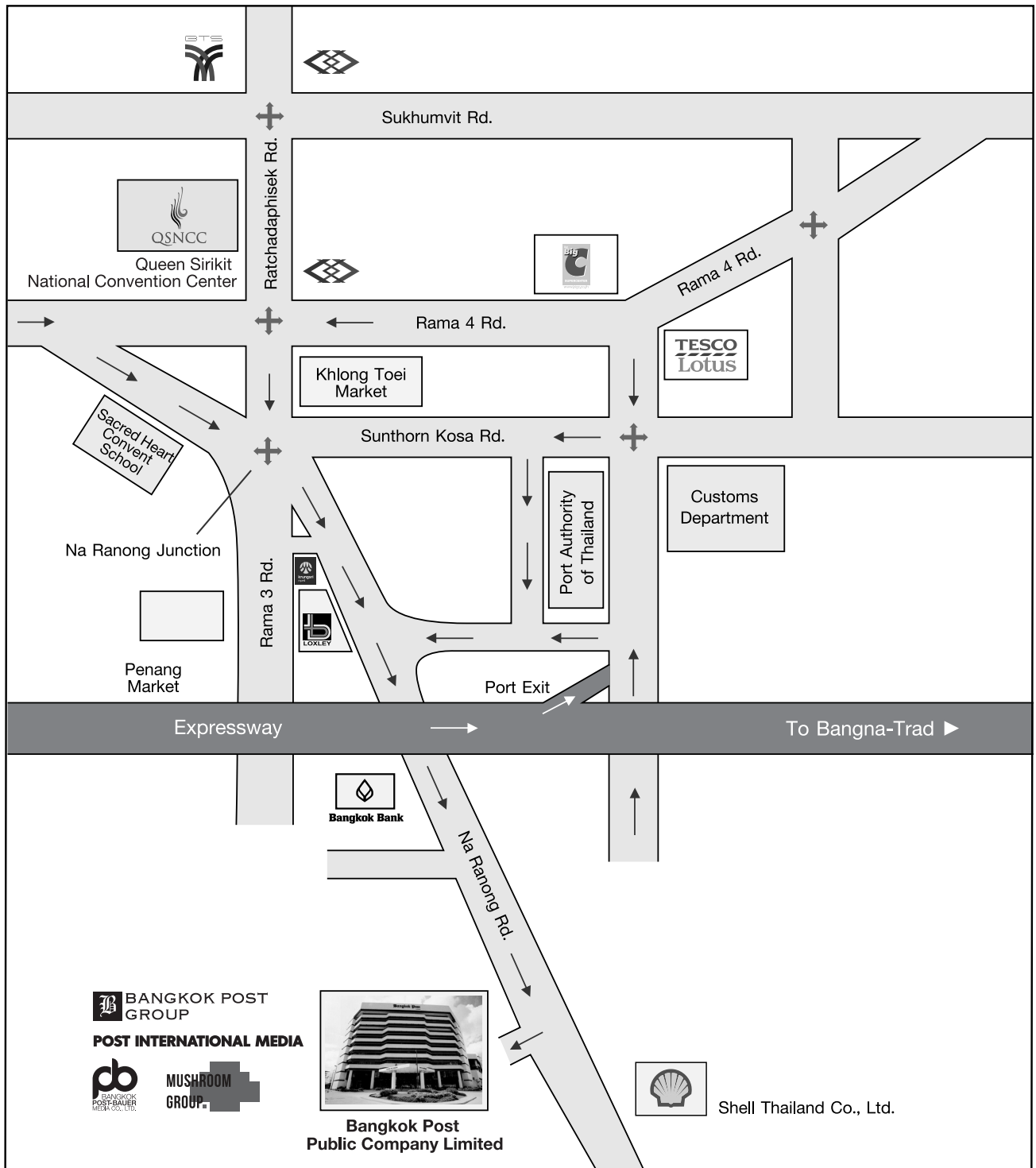
VOTING AND VOTE COUNTING PROCEDURE

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**



BANGKOK POST PUBLIC COMPANY LIMITED

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