

-Translation-
Information Memorandum on
Acquisition and Disposition of Assets and Connected Transactions (Schedule 2)
of
Bangkok Post Public Company Limited

According to the Annual General Meeting of shareholders 2020 of Bangkok Post Public Company Limited (“the Company”) held on 22 April 2020. The meeting approved a disposition of the Company’s assets; consisting of (1) Printing and Distribution Center (Bang Na) and (2) Office Building (Klong Toei), to general investors through a bidding process. In this regard, the meeting also approved the Company to receive financial support from Mr. Suthikiati Chirathivat; who is a connected person of the Company, which would be utilized as working capital while the Company proceeded the asset disposition. The Company has carried out the bidding process as approved by shareholders however, due to the economic circumstance affected by COVID-19, the auction was unsuccessful as bidders submitted their bids lower than minimum bidding price approved by shareholders. Moreover, there was no bidder for some assets.

The Board of Directors’ meeting of Bangkok Post Public Company Limited (“the Company”) No. 7/2020 held on 2 December 2020 has approved to arrange the bidding process again. The bidding price and conditions were adjusted in concern with the current economic circumstance while the Company stipulated a condition to leaseback building space in the Office Building (Klong Toei) not over than 9,000 sq.m. in total along with parking space for 180 cars for 3 years at the rate of 400 Baht per sq. m. The auction was opened for both general public and connected persons of the Company and the winning bidder was Romreun Land Co., Ltd who placed a bid amount of 1,226.21 million Baht for both assets. Thus, the Board of Directors’ meeting No. 1/2021 held on 28 January 2021 has approved the bidding result and called for the Extraordinary General Meeting of shareholders to approve the disposition of assets.

The disposition of assets is considered as an asset disposal according to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, dated 31 August 2008, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (“The Notification on Asset Acquisition or Disposal”). The maximum transaction size is calculated based on book value of the disposed assets which is 1,533.22 million Baht or 73.41 percent based on the total value of consideration approach, by comparing the amount received with total assets of the Company according to the consolidated financial statements for a period ended 30 September 2020. The transaction is considered as Type I assets disposition with the transaction size more than 50 percent.

Moreover, the leaseback of the Office Building is considered as an asset acquisition according to the Notification on Asset Acquisition or Disposal. Transaction size is equal to total amount of the agreement which is 129.60 million Baht or 6.21 percent according to the total value of consideration approach which is less than 15 percent, therefore the transaction can be approved by the Board of Directors and the Company does not

have to disclose information regarding the transaction to the Stock Exchange of Thailand. However, to comply with good corporate governance practice, the Board of Directors meeting has approved to propose the agenda to the shareholders meeting for approval with votes of not less than three-fourth of total number of the shareholders attending the meeting and having voting rights, excluding the votes of shareholders having an interest in the matter.

The Company did not acquire or dispose assets within 6 months period prior to the Board of Directors' meeting which the transaction was approved.

As Romreun Land Co., Ltd is a connected person of the Company, the disposition of assets the leaseback were deemed as the connected transactions according to the Notification of the Capital Market Supervisory Board No.TorChor 21/2551 Re: Rules on Connected Transaction, dated 31 August 2008, and the amendments thereto, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, B.E. 2546 dated 19 November 2003 (as amended) ("The Notification on Connected Transaction") with the total amount of consideration for each transactions exceeding 20 million Baht.

Moreover, the Board of Directors meeting has agreed to propose the agenda regarding the additional financial support up to 400 million Baht; which the Company previously received not over than 250 million Baht from Mr. Suthikiati Chirathivat. Though the additional financial support was already approved by the Board of Directors meeting No. 5/2020 on 14 October 2020, and has been disclosed to the Stock Exchange of Thailand, the Company will propose the agenda again to the shareholders' meeting in accordance with the good corporate governance practice and a suggestion of the Audit Committee. The financial support received from Mr. Suthikiati Chirathivat is deemed as a connected transaction according to the Notification on Connected Transaction with the transaction size not over than 20 million Baht.

Regarding the transactions previously mentioned, the Company therefore has responsibilities to abide with the Notification on Assets Acquisition and Disposal and the Notification on Connected Transaction, and shall proceed the following processes;

1. Disclose information regarding the acquisition and disposal of assets and the connected transaction to the Stock Exchange of Thailand
2. Appoint an independent financial advisor to provide opinion to shareholders regarding entering into the transactions such as reasonableness and benefit of the transaction, fairness of transaction price and conditions. The Company has appointed Silom Advisory Co., Ltd; a financial advisory firm certified by the Securities and Exchange Commission ("SEC"), as the Company's independent financial advisor.
3. Arrange a shareholder meeting to consider and approve the transactions. The transactions must receive approval from the shareholders meeting with votes of not less than three-fourth of total number of the shareholders attending the meeting and having voting rights, excluding the votes of shareholders having an interest in the matter.

The Extraordinary General Meeting of shareholders No. 1/2021 is scheduled on 18 March 2021 (record date on 12 February 2021) with the following agenda:

Agenda 1 To approve the Minutes of the 2020 Annual General Meeting of Shareholders held on 22 April 2020

Agenda 2 Report on a result of the disposition of assets approved by the Annual General Meeting of shareholders 2020, agenda item 7

Agenda 3 To approve the disposition of assets to a connected person

Agenda 4 To approve the leaseback of the office building from a connected person

Agenda 5 To approve the connected transaction; a financial support

Agenda 6 To consider other business (if any)

Therefore, the Company would like to inform the details of transactions according to the Notification on Assets Acquisition and Disposal and the Notification on Connected Transaction as follows;

1. Disposition of Assets and Connected Transaction

1.1 Transaction Date

Disposition of Assets : The Company will sign an agreement for the promise to sell the assets with a condition to leaseback the office building with Romreun Land Co., Ltd within March 2021 and will transfer ownership of the assets to Romreun Land Co., Ltd within April 2021 after receiving approval from the Extraordinary General Meeting of Shareholders No. 1/2021, which is scheduled to be held on 18 March 2021.

1.2 Counterparties relating to the Disposition of Assets

Seller : Bangkok Post Public Company Limited
Expected Buyer : Romreun Land Co., Ltd ("Romreun")
Relationship : POST and Romreun have the same directors and shareholders as follows;

Connected Person	POST	Romreun
Mr. Suthikiati Chirathivat	Director Chairman Chairman of Executive Committee Major shareholder 24.22%	Director Major shareholder 75.00%
Mr. Thirakiati Chirathivat	Director Shareholder 2.63%	Director Shareholder 5.00%

1.3 General Description of Connected Transaction

Disposed Assets : The Company has arranged an auction to dispose the assets including; (1) Printing and Distribution Center (Bang Na) (2) Office Building (Klong Toei), with a condition to leaseback office space in the Office Building (Klong Toei) totaling not over than 9,000 sq. m. along with parking space for 180 cars at monthly rate of 400 Baht per sq. m. for a period of 3 years. The Company has appointed 2 independent appraisers approved by SEC; Knight Frank Chartered (Thailand) Co., Ltd and 15 Business Advisory Limited, to determine the current fair price of the assets. The Company specified a minimum bidding price of the auction; which equals to 1,226.21 million Baht, by averaging the appraisal value determined by the appraisers deducted by 10 percent discount (details in Item 1.5 Details of the Assets Disposition). The advertisement for the auction was published in Bangkok Post newspaper during 24 – 30 December 2020 while an auction registration was between 4 – 12 January 2021. Submission date for the auction was 13 January 2021. Bid envelopes were open on 14 January 2021 while Romreun was only one bidder proposing a price of 1,226.21 million Baht. Therefore, the Company will sell both estates to Romreun who was the winning bidder.

1.4 Purpose of the Transaction

Disposition of Assets : By disposing the assets, the Company will gain more financial liquidity which will be mainly used to repay debts and the rest will be used as working capital as the Company's financial liquidity has been dissipated due to incurred net loss from business operation. A change in media consumption behavior from print media to online media and overall economic slowdown resulted in a decline in ad spending on print media. However, the Company has adapted its strategic and business model to cope with such effects. The Company does not utilize Printing and Distribution Center (Bang Na) as the Company has ceased its newspaper production at the Printing and Production Center (Bang Na) and outsourced the process to another publisher since 1 September 2020 onward. Moreover, the Company has downsized its organization and does not require all office space of the office building (Klong Toei).

After entering into the disposition of assets, the Company will still have the same business nature as usual having no significant changes in business characteristics or policies. The Company major revenue comes

from advertising, distribution of Bangkok Post newspaper, events and digital media.

By entering into the transaction, the Company will lessen both managerial and capital risks, as the incoming cash flow will help the Company to payback its debt and serve the Company's need of cash.

1.5 Details of the Disposition of Assets

- Type of assets : 1. Printing and Distribution Center (Bangna) consist of land, buildings and machinery as follows;
- (1) Land located at 999 Moo 9 separate from Thepparat Road (highway number 34) at kilometer of 19+700 (inbound) head south around 70 meter in Kwang Ban Chalong, Khet Bang Pli, Samutprakan with area according to title deed of 19 rai, 1 ngan, and 40 square meter. Currently is the Printing plant and Distribution Center of the Company.
 - (2) Building construction such as Printing plant, Warehouse, Distribution office, Chemical store, and Small power plant with average usable life of 13 years. Other constructions are concrete road, barbed and concrete pole with fence, and reinforced concrete bridge.
 - (3) Machine There are 7 machinery and equipment for newspaper production totaling 20 sets/ machine. Most of machines have been used since 2005 with an average usable lifetime of 3-15 years; most are manufactured and imported from Germany, and some from United States of American, Japan, and Thailand.
2. Office building (Klong Toei) consists of land and building as follows;
- (1) Land located at 136 Na Ranong Road Klong, Kwang Klong Toey, Khet Klong Toey, Bangkok with area according to title deed of 7 rai, 64.0 square wah. Currently is the Company's head office.
 - (2) Building construction such as office building, service building, press building, and parking building with average usable life of 26 years with total usable area of 35,483 square meter. Other construction are security guard house, concrete road, and barbed and concrete pole with fence.
- Liabilities : (1) Printing and Distribution Center (Bangna) – Bank mortgage
Office Building (Klong Toei) – None. However, the Company signed an agreement with a financial institute to promise that it will not sell the assets or place the assets as collateral without a written consent of the financial institute.

In December 2020, the Company signed an agreement to postpone repayment on a condition that the Company will sell the assets by June 2021 and repay the loan.

Total Value of Assets :

Type of Assets	Book Value (Million Baht)	Appraisal Value* (Million Baht)		Average Appraised Price (M. Baht)	Minimum Bidding Price (M. Baht)
		KF	15BA		
1. Printing and Distribution Center (Bangna)					
Land	261.20	261.20	261.20		
Buildings	96.41	83.70	-		
Machinery	11.27	92.60	66.00		
Total	368.88	437.50	327.00	382.25	344.03
2. Office building (Klong Toei)					
Land	859.20	859.20	859.00		
Buildings	305.14	242.20	-		
Total	1,164.34	1,101.40	859.00	980.20	882.18
Grand Total	1,533.22	1,538.90	1,186.00	1,362.45	1,226.21

Remark: *Appraisal value assessed by Knight Frank Chartered (Thailand) Co., Ltd on 4 and 5 August 2020 and 15 Business Advisory Co., Ltd on 2 November 2020

Criteria for Consideration Value : The Company will sell Printing and Distribution Center (Bangna) and Office Building (Klong Toei) to Romreun at the price of 1,226.21 million Baht which was the highest bid.

The bidding price was equal to the minimum bidding price for the auction which was calculated using average appraisal value appraised by the appraisers previously mentioned deducted with a discount of 10 percent; which equaled to 1,226.21 million Baht.

Payment Term : Buyer and seller agreed to sign an agreement for the promise to sell the assets within 3 days after the bidding result has been announced or on a date specified by the Company. Buyer is required to pay an advance payment 20 percent of the selling price which is equal to 245.24 million Baht. The remaining amount will be paid on the date of ownership transfer. Each buyer and seller shall be responsible for half of the ownership transfer fee.

1.6 Transaction Size

1. Asset Disposition : Calculation of transaction size was done according to the Notification on Asset Acquisition or Disposal by referring to the information from the reviewed financial statements for the period ended 30 September 2020 as follows;

1. Net Tangible Assets (NTA) Basis

Not applicable as NTA resulted in a negative value.

Net tangible assets (NTA) = total assets – intangible assets – deferred tax assets – total liabilities – non-controlling interests

$$\begin{aligned} \text{NTA} &= 2,088.52 - 34.20 - 32.17 - 234.64 - 2,050.25 - (9.50) \\ &= (253.24) \text{ million Baht} \end{aligned}$$

2. Net Operating Profit Basis

Not applicable as the Company incurred a loss.

3. Total Consideration Basis

Total value the Company expects to receive from the disposition of assets which is calculated from the book value of the assets as the assets' consideration value is less than book value.

$$\begin{aligned} \text{Transaction Size} &= \frac{\text{book value of the assets} \times 100}{\text{Total assets}} \\ &= \frac{1,533.22 \times 100}{2,088.52} \\ &= 73.41 \text{ percent} \end{aligned}$$

4. Value of Equity Shares Issued as a Payment for Assets

Not applicable as the Company does not issue securities.

The Company has not entered any acquisition or disposition of assets during the past 6 months before the Board of Directors Meeting passing a resolution to approve the Company to enter into such transactions.

The maximum transaction size is based on total value of consideration paid or received equal to 73.41 percent, which is considered as type 1 transaction according to the Notification on Asset Acquisition or Disposal. For that reason, the transaction requires approval from the shareholders meeting with votes of not less than three-

fourth of total number of the shareholders attending the meeting and having voting rights, excluding the votes of shareholders having an interest in the matter.

2. Connected Transaction : The transaction is deemed as a connected transaction relevant to assets or services according to The Notification on Connected Transaction. The transaction amount equals to book value of the assets or 1,533.22 million Baht, therefore the transaction is considered as a large connected transaction with the transaction size over than 20 million Baht (as the Company has negative net tangible assets, the transaction size cannot be calculated proportionally with net tangible assets). The Company requires approval from the shareholders meeting with votes of not less than three-fourth of total number of the shareholders attending the meeting and having voting rights excluding the votes of shareholders having an interest in the matter.

Regarding seeking approval from shareholders, the Company is also required to appoint the Independent Financial Advisor (IFA) to express views on the disposition of assets and the connected transaction including, the rationality of transaction and benefits to the Company, appropriateness of transaction price and conditions. The Company will send a notification for the meeting to shareholders altogether with the IFA's opinion at least 14 days prior to the meeting date.

2. Acquisition of Assets and Connected Transaction

Transaction Type : Leaseback of office building (Klong Toei)
Details of Transaction : The Company will leaseback office space in Office Buildings (Klong Toei) not over than 9,000 sq. m. in total along with parking space for 180 cars at the rate of 400 Baht/ sq. m./ month for 3 years from Romreun which is the winning bidder.

Total usable area of Office Buildings (Klong Toei) is 35,483 sq. m. which comprises of office building area 9,000 sq. m., service area 3,075 sq. m., publishing area 11,696 sq. m., and parking area 11,712 sq. m. Current usable space of Office Buildings (Klong Toei) exceeds the Company's need, therefore the Board of Directors has considered the Company to reduce office space to minimum.

Transaction Size : The size of asset acquisition is calculated according to the Notification on Acquisition and Disposal, based on the reviewed financial statements for the period ended 30 September 2020. The details are as follows;

1. Net Tangible Assets (NTA) Basis

Not applicable as NTA resulted in a negative value.

Net tangible assets (NTA) = total assets – intangible assets – deferred tax assets – total liabilities – non-controlling interests

$$\begin{aligned} \text{NTA} &= 2,088.52 - 34.20 - 32.17 - 234.64 - 2,050.25 - (9.50) \\ &= (253.24) \text{ million Baht} \end{aligned}$$

2. Net Operating Profit Basis

Not applicable as the Company incurred a loss.

3. Total Consideration Basis

Total consideration value is calculated from total value of the rental agreement.

$$\begin{aligned} \text{Transaction Size} &= \frac{\text{Total value of agreement} \times 100}{\text{Total assets}} \\ &= \frac{129.60 \times 100}{2,088.52} \\ &= 6.21 \text{ percent} \end{aligned}$$

4. Value of Equity Shares Issued as a Payment for Assets

Not applicable as the Company does not issue securities.

Size of the Connected Transaction : The transaction is deemed as a connected transaction relating to a lease of property for a period not over than 3 years according to the Notification on Connected Transaction with transaction value of 129.60 million Baht which is over than 20 million Baht (as the Company has negative net tangible assets, the transaction size cannot be calculated proportionally with net tangible assets). The transaction is a large connected transaction which requires approval from shareholders with votes of not less than three-fourth of total number of the shareholders attending the meeting and having voting rights excluding the votes of shareholders having an interest in the matter.

Regarding seeking approval from shareholders, the Company is also required to appoint the Independent Financial Advisor (IFA) to express views on the connected transaction including, the rationality of transaction and benefits to the Company, appropriateness of transaction price and conditions. The Company will send a notification for the meeting to shareholders altogether with the IFA's opinion at least 14 days prior to the meeting date.

3. Financial Assistance from the Major Shareholders

Transaction Type : Additional financial assistance increasing from not exceeding 250 million Baht to not exceeding 400 million Baht which the Company received from the major shareholder; Mr. Suthikiati Chirathivat.

Characteristic of the Transaction : A call loan without collateral with a fixed interest of 4.50 percent per annum based on minimum loan rate (MLR) of Bangkok Bank Public Company Limited. The Company will sign a loan contract for each borrowing. The latest loan contract specified an interest rate of 4.50 percent per annum based on minimum loan rate (MLR) -1.375% of Bangkok Bank Public Company Limited as of 1 December 2020.

Transaction Size : Calculation of transaction size was done in accordance with the Notification on Connected Transaction, using the information from the reviewed financial statements for the period ended 30 September 2020 and the highest possible amount of financial assistance which is 400 million Baht. The maximum transaction size is not over than 18,000,000 Baht; calculated from 400,000,000 x 4.50% with presumable loan period of one year.

The transaction is deemed as a connected transaction of listed company according to the Notification on Connected Transaction with the transaction size not over than 20 million Baht. The board of director No. 5/2020 on 14 October 2020 has approved the transaction and the information relating to the transaction has been disclosed to SET.

However, to comply with the code of conduct and suggestions of the Audit Committee, the Board of Directors agreed to propose the agenda to the shareholders meeting to consider reasonableness and appropriateness of the consideration value and conditions of the transaction. The transaction requires shareholder approval with votes of not less than three-fourth of total number of the shareholders attending the meeting and having voting rights excluding the votes of shareholders having an interest in the matter. In this regard, the Company will send a notification for the meeting to shareholders altogether with the IFA's opinion at least 14 days prior to the meeting date.

4. The connected persons and/or the shareholders having interests in the matter and not eligible to vote

Entering into such transactions required to be approved with votes of not less than three-fourth of total number of the shareholders attending and having voting rights, excluding the votes of shareholders having interests in the matter and not eligible to vote, is as follows:

Name of shareholders having interests in the matter and not eligible to vote	No. of shares in the Company		Relationship with the counterparties in the transaction
	No. of shares	%	
1. Mr. Suthikiati Chirathivat	121,096,150	24.22	Major shareholder, Chairman of the Board and Chairman of the Executive Committee Major shareholder and a director of Romreun Land Co., Ltd, a counterparty of the Company's transactions; the disposition and acquisition of assets and the connected transaction.
2. Mr. Thiradej Chirathivat	49,912,755	9.98	Shareholder of Romreun
3. Mr. Thirayuth Chirathivat	21,245,255	4.25	Shareholder of Romreun
4. Mr. Thirakiati Chirathivat	13,139,755	2.63	Director of the Company Director and shareholder of Romreun
5. Mr. Patsarakorn Chirathivat	24,700,000	4.94	Director and shareholder of Romreun
6. Mrs. Somkamol Vejajjiva	24,844,755	4.97	Director and shareholder of Romreun

5. Opinion of the Board of Directors

The Board of Directors, which excluded the directors having interests in the matter agreed that the Company should enter into the acquisition and disposition of assets and the connected transaction according previously described in order to gain cash flow for debt repayment and working capital.

6. Opinion of the Audit Committee and/or directors which are different from those by the Board of Directors

– None –

Information of Bangkok Post Public Company Limited

1. Information Summary

1.1 General Information

Company name	: Bangkok Post Public Company Limited (“the Company ”)
Symbol	: POST
Type of Business	: Produce and disseminate information through newspapers, magazines, and online channel
Address	: Bangkok Post Building 136 Sunthon Kosa road, Khlong Toei, Khlong Toei Bangkok 10110
Registered Capital	: 505,000,000.00 Baht divided into 505,000,000 ordinary shares par value 1 Baht per share (as of 2 February 2021)
Paid-up Capital	: 500,000,000 Baht divided into 500,000,000 ordinary shares par value 1 Baht per share (as of 2 February 2021)

1.2 Business Overview

Bangkok Post Public Company Limited (“the Company”) is a manufacturer and publisher of the oldest English-language daily newspaper in Thailand--Bangkok Post newspaper-- through print media and online media. The Company also published English-language magazines covering lifestyle such as GURU and B Magazine, as well as Post Today which newspaper production has been discontinued and fully focused on online channel. The Company has established new brand of media “News Clear” to publish video clips presenting news update and social movements. Moreover, the Company; via the subsidiary--Post International Media Co., Ltd, is a publisher of leading foreign magazines in Thai version such as ELLE Thailand, ELLE Men Thailand, and Forbes Thailand. Not only had the distribution of Bangkok Post newspaper, the Company also distributed these magazines. The Company, with its joint venture—Bangkok Post-Bauer Media Co., Ltd—publishes CLEO Thailand in digital version. The Company also invested in Mushroom Group Co., Ltd which is a producer of television programs and online content broadcasted in Thailand and Asia.

2. Major shareholders

On 15 February 2020, major shareholders of the Company are as follows;

	Shareholders	No. of shares	% of shares
1	Mr. Suthikiati Chirathivat	121,096,150	24.22
2	Mr. Theeradej Chirathivat	49,912,755	9.98
3	Bangkok Bank Plc. ¹	43,463,480	8.69
4	Mr. Vorachai Bichanchit	36,350,960	7.27
5	Mrs. Somkamol Vejajiva	24,844,755	4.97

	Shareholders	No. of shares	% of shares
6	Mr. Patsarakorn Chirathivat	24,700,000	4.94
7	Mr. Thirayuth Chirathivat	21,245,255	4.25
8	Mrs. Sujitra Mongkolkiti	17,933,610	3.59
9	Vacharaphol Co., Ltd ²	13,911,790	2.78
10	Mr. Aekarit Bunpiti	13,426,380	2.69
Total of Top Ten Shareholders		366,885,135	73.38
Other shareholders		133,114,865	26.62
Total Shareholders		500,000,000	100.00

Ref: The Stock Exchange of Thailand

¹ Top 10 shareholders of Bangkok Bank Public Company Limited as of 12 June 2020

No.	Shareholders	No. of shares	% of shares
1	Thai NVDR Co., Ltd	448,535,678	23.50
2	South East Asia UK (Type C) Nominees Limited	98,649,920	5.17
3	Social Security Office	85,852,300	4.50
4	Uob Kay Hian (Hong Kong) Limited - Client Account	39,837,220	2.09
5	State Street Europe Limited	36,715,127	1.92
6	Bangkok Insurance Plc.	34,287,030	1.80
7	The Bank Of New York Mellon	32,663,005	1.71
8	Bny Mellon Nominees Limited	31,094,920	1.63
9	Morgan Stanley & Co. International Plc	25,988,223	1.36
10	State Street Bank and Trust Company	25,690,400	1.35
	Total	859,313,823	45.03

² Shareholders of Vacharaphol Co., Ltd on 29 April 2020

No.	Shareholders	No. of shares	% of shares
1	Mrs. Yingluck Vacharaphol	1,806,337	45.16
2	Mr. Saravuth Vacharaphol	1,609,358	40.23
3	Mrs. Inthira Vacharaphol	534,062	13.35
4	Mrs. Numbhorn Vacharaphol Parutratana	25,071	0.63
5	Mrs. Petcharakorn Vacharaphol	25,071	0.63
6	Mr. Vachara Vacharaphol	100	0.00
7	Lady Praneetsil Vacharaphol	1	0.00
	Total	4,000,000	100.00

3. The Board of Directors

On 2 February 2021 the board of directors comprises of;

	Name - Surname		Position
1	Mr. Suthikiati	Chirathivat	Chairman and Chairman of the Executive Committee
2	Mr. Vorachai	Bhicharnchitr	Vice Chairman of the Executive Committee and Chairman of Nomination and Remuneration Committee
3	Mr. Chartsiri	Sophonpanich	Director
4	Mr. Ek-rit	Boonpiti	Director, Executive Committee and Risk Management Committee
5	Mr. Thirakiati	Chirathivat	Director, Executive Committee and Risk Management Committee
6	Dr. Siritaj	Rojanaphruk	Director
7	Dr. Ronnachit	Mahattanapruet	Director, Executive Committee
8	Prof. Dr. Pornchai	Chunhachinda	Independent director and Chairman of audit committee
9	Asst. Prof Wutisak	Lapcharoensap	Independent director, Audit committee and Nomination and Remuneration Committee
10	Mr. John	Thompson	Independent director and Audit committee
11	Mr. Russel Layto	Leighton Kekuawa	Independent director and Chairman of the Risk Management Committee
12	Mr. Charoon	Intachan	Independent director and Nomination and Remuneration Committee

Ref: POST

4. The Management

No	Name - Surname		Position
1	Mr. Wasin	Chotiravi	CFO and company secretary
2	Mr. Chiratad	Niwatphumin	Acting Chief Management Officer-Newspaper business
3	Mr. Sunrat	Bunyamane	Editor of Bangkok Post newspaper
4	Mr. Wut	Nontharit	Editor of Post Today newspaper
5	Mr. Wittanu	Chumsuwan	Vice President- Human Resource Department
6	Ms. Sirima	Limwiryalerd	Senior Vice President – Sales and Marketing Department

Note: The Company is currently considering suitable candidate for a position of CEO.

5. Related Transaction

During the year, the Company and its subsidiaries had significant business transactions with related parties. The business transaction is on the basis of the commercial terms and conditions agreed between the Company and related parties which is in normal business practice. The Company has a pricing policy that can be compared with market prices or businesses in similar nature. Details of the related transactions are as follows;

1. Mr. Suthikiati Chirathivat

Relationship Chairman, Chairman of the Executive Committee, major shareholder

Related Transaction

2019 Loan from director 161.0 million Baht

9 months 2020 Loan from director 265 million Baht

Pricing Policy MLR – 1.00 and MLR -1.375

2. Post International Media Co., Ltd

Business Publisher of ELLE, ELLE Men and Forbes magazines

Relationship A subsidiary which POST holds 100% of shares

Related Transaction

2019 Magazine distribution service 5.5 million Baht

Interest 3.8 million Baht from a loan provided by POST totalling 55.0 million Baht

Management fee and office space rent totalling 10.8 million Baht

Loan borrowed from POST totalling 66.0 million Baht

9 months 2020 Magazine distribution service 2.0 million Baht Interest 2.7 million Baht
Loan borrowed from POST totalling 65.8 million Baht

Management fee and office space rent totalling ๕.๕ million Baht

Pricing Policy Fixed rate for loan. Market rate for other transactions

3. Post-IM Plus Co., Ltd

Business Magazine publishing and advertising

Relationship POST 40% and Post International Media Co., Ltd 51%

Related Transaction None

Pricing Policy None

Status The company ceased its business.

4. Post News Co., Ltd

Business TV program production
Relationship POST holds 51% of shares

Related Transaction

2019 Loan borrowed from POST 6.1 million Baht
9 months 2020 Interest 0.4 million Baht from the loan borrowed from POST totaling 6.1 million Baht

Pricing Policy Fixed rate

Status **The company is in the process of liquidation.**

5. Bangkok Post-Bauer Media Co., Ltd

Business Publisher of CLEO magazine
Relationship Post International Media Co., Ltd holds 70% of shares

Related Transaction

2019 Magazine distribution service 0.7 million Baht
Management fee and office space rent from POST 1.5 million Baht

Pricing Policy Market price

6. Flash News Co., Ltd

Business Radio program production
Relationship POST holds 40% of shares

Related Transaction None

Pricing Policy None

Status **The company ceased its business.**

7. Post TV Co., Ltd

Business TV content and production studio for rent
Relationship Post Holdings Co., Ltd holds 100% of shares

Related Transaction

2019 Office rental and other expense paid to POST 4.5 million Baht
Loan borrowed from POST 332.6 million Baht
Interest 18.9 million Baht จาก Loan borrowed from POST มูลค่า 332.6 million Baht

9 months 2020 Office rental and other expense paid to POST 2.3 million Baht
Loan borrowed from POST 332.6 million Baht
Interest 14.6 million Baht จาก Loan borrowed from POST มูลค่า 332.6 million Baht

Pricing Policy Fixed rate for loan. Market rate for other transactions

Status **The company ceased its business.**

8. Post Holdings Co., Ltd

Business	Investment company
Relationship	Post New Media Co., Ltd holds 100% of shares
Related Transaction	None
Pricing Policy	None
Status	The company ceased its business.

9. Post New Media Co., Ltd

Business	Investment company
Relationship	POST holds 100%
Related Transaction	None
Pricing Policy	None
Status	The company ceased its business.

10. Mushroom Group Co., Ltd

Business	TV content producer
Relationship	POST holds 51% of shares
Related Transaction	None
Pricing Policy	Market price

6. Financial statements

Statement of financial position

Statement of financial position	Consolidated financial statement on							
	31 December 2017 (Audited)		31 December 2018 (Audited)		31 December 2019 (Audited)		30 September 2020 (Reviewed)	
	million Baht	%	million Baht	%	million Baht	%	million Baht	%
Assets								
Current assets								
Cash and cash equivalence	12.09	0.54	8.78	0.38	5.66	0.25	1.92	0.09
Account receivables and other receivables	394.09	17.73	388.00	16.99	218.78	9.58	105.56	5.05
Inventory	69.88	3.14	69.86	3.06	13.07	0.57	-	-
Withholding tax	74.13	3.34	90.71	3.97	103.57	4.53	11.26	0.54
Other current assets	40.50	1.82	31.40	1.37	13.73	0.60	13.62	0.65
Total current assets	590.69	26.57	588.74	25.78	354.81	15.54	132.36	6.34
Non-current assets								
Investment in joint-ventures	16.81	0.76	10.12	0.44	7.48	0.33	8.03	0.38
Land buildings and equipment	1,339.85	60.28	1,450.42	63.50	1,609.65	70.48	1,567.19	75.04
Goodwill	94.85	4.27	94.85	4.15	32.17	1.41	32.17	1.54
Intangible assets	114.08	5.13	86.45	3.79	44.09	1.93	34.20	1.64
Deferred tax assets	59.32	2.67	50.40	2.21	230.46	10.09	234.64	11.23
Withholding tax	-	-	-	-	-	-	78.66	3.77
Other non-current assets	7.18	0.32	3.01	0.13	5.23	0.23	1.26	0.06
Total Non-current assets	1,632.09	73.43	1,695.24	74.22	1,929.08	84.46	1,956.16	93.66
Total assets	2,223.78	100.00	2,284.98	100.00	2,284.89	100.00	2,089.52	100.00

Statement of financial position	Consolidated financial statement on							
	31 December 2017 (Audited)		31 December 2018 (Audited)		31 December 2019 (Audited)		30 September 2020 (Reviewed)	
	million Baht	%	million Baht	%	million Baht	%	million Baht	%
Liabilities and Shareholders' equity								
Current liabilities								
Over draft and Short-term loans	843.92	37.97	936.18	40.99	981.78	42.99	983.23	47.08
Account payables and other payables	242.38	10.90	198.39	8.69	124.05	5.43	126.74	6.07
Short-term loans from non-controlling interests of the subsidiaries	-	-	5.88	0.26	5.88	0.26	5.88	0.28
Short-term loans from director	5.88	0.26	-	-	161.00	7.05	265.00	12.69
Long-term loans due within one year	12.50	0.56	64.00	2.80	99.00	4.33	144.00	6.89
Unearned subscription fee	51.60	2.32	46.25	2.03	30.89	1.35	25.31	1.21
Other current liabilities	56.58	2.55	56.20	2.46	29.40	1.29	18.81	0.90
Total current liabilities	1,212.87	54.57	1,306.90	57.22	1,432.01	62.70	1,568.96	75.12
Non-current liabilities								
Long-term loans from financial institutes	364.47	16.40	300.47	13.16	201.47	8.82	129.47	6.20
Deferred tax liabilities	151.66	6.82	188.62	8.26	252.42	11.05	246.38	11.80
Provision for long-term employee benefits	85.06	3.83	84.89	3.72	99.54	4.36	105.44	5.05
Total non-current liabilities	601.19	27.05	573.98	25.13	553.43	24.23	481.29	23.04
Total liabilities	1,814.06	81.61	1,880.87	82.35	1,985.43	86.93	2,050.25	98.17

Statement of financial position	Consolidated financial statement on							
	31 December 2017 (Audited)		31 December 2018 (Audited)		31 December 2019 (Audited)		30 September 2020 (Reviewed)	
	million Baht	%	million Baht	%	million Baht	%	million Baht	%
Shareholders' equity								
Share capital								
Registered Capital								
Ordinary shares 505,000,000 shares at par value of 1 Baht per share	505.00	22.72	505.00	22.11	505.00	22.11	505.00	24.18
Issued and paid-up								
Ordinary shares 500,000,000 shares at par value of 1 Baht per share	500.00	22.49	500.00	21.89	500.00	21.89	500.00	23.94
Retained earnings								
Appropriated - statutory reserve	50.50	2.27	50.50	2.21	50.50	2.21	50.50	2.42
Unappropriated	(771.89)	(34.73)	(935.32)	(40.95)	(1,249.28)	(54.70)	(1,488.23)	(71.26)
Other components of shareholders' equity	577.38	25.98	735.12	32.19	993.99	43.52	985.51	47.19
Shareholders' equity of the Company	355.99	16.02	350.30	15.34	295.21	12.93	47.77	2.29
Non-controlling interests of the subsidiaries	52.73	2.37	52.81	2.31	3.25	0.14	(9.50)	(0.46)
Total Shareholders' equity	408.72	18.39	403.11	17.65	298.46	13.07	38.27	1.83
Total Liabilities and Shareholders' equity	2,222.78	100.00	2,283.98	100.00	2,283.89	100.00	2,088.52	100.00

Statement of comprehensive income

Statement of comprehensive income	Consolidated financial statement for year ended						Consolidated financial statement for 9-months period ended			
	31 December 2017 (Audited)		31 December 2018 (Audited)		31 December 2019 (Audited)		30 September 2019 (Reviewed)		30 September 2020 (Reviewed)	
	million Baht	%	million Baht	%	million Baht	%	million Baht	%	million Baht	%
Revenue from sales	1,328.54	97.38	213.03	16.90	155.16	19.03	119.82	19.76	91.35	27.83
Revenue from services	-	-	1,007.62	79.92	645.68	79.19	473.54	77.98	231.00	70.38
Cost of sales and services	(1,156.32)	(84.75)	(991.26)	(78.62)	(748.41)	(91.79)	(584.49)	(96.25)	(364.88)	(111.18)
gross profit	172.22	12.62	229.39	18.19	52.43	6.43	8.86	1.46	(42.53)	(12.96)
Selling expenses	(199.87)	(14.65)	(144.61)	(11.47)	(136.87)	(16.79)	(97.01)	(15.97)	(73.54)	(22.41)
Administrative expenses	(226.51)	(16.60)	(213.34)	(16.92)	(197.85)	(24.27)	(138.25)	(22.77)	(90.99)	(27.72)
Loss on impairment of equipment and spare parts	-	-	-	-	(103.77)	(12.73)	(94.11)	(15.50)	-	-
Loss on impairment of Intangible assets	(3.09)	(0.23)	-	-	(23.66)	(2.90)	-	-	-	-
Loss on impairment of Goodwill	(62.03)	(4.55)	-	-	(62.68)	(7.69)	-	-	-	-
Loss from operation activities	(319.27)	(23.40)	(128.57)	(10.20)	(472.40)	(57.94)	(320.51)	(52.78)	(207.06)	(63.09)
Share of profit from investments in joint venture	2.76	0.20	(00.37)	(0.03)	(2.63)	(0.32)	(3.39)	(0.56)	0.55	0.17
Other income	35.77	2.62	40.21	3.19	14.54	1.78	13.91	2.29	5.85	1.78
Loss before financial cost and income tax	(280.75)	(20.58)	(88.73)	(7.04)	(460.49)	(56.48)	(309.99)	(51.05)	(200.66)	(61.14)
Financial cost	(56.13)	(4.11)	(69.66)	(5.53)	(78.63)	(9.64)	(57.14)	(9.41)	(62.69)	(19.10)
Loss before income tax	(336.88)	(24.69)	(158.39)	(12.56)	(539.12)	(66.12)	(367.12)	(60.46)	(263.35)	(80.24)
Tax income (expense)	(28.49)	(2.09)	(9.19)	(0.73)	179.90	22.06	9.45	1.56	6.69	2.04
Net loss	(365.37)	(26.78)	(167.58)	(13.29)	(359.21)	(44.05)	(357.68)	(58.90)	(256.66)	(78.20)

Cash flow statement

Cash flow statement	Consolidated financial statement (Audited) for year ended			Consolidated financial statement for 9-months period ended	
	31 Dec 2017	31 Dec 2018	31 Dec 2019	30 Sept 19 (Reviewed)	30 Sep 20 (Reviewed)
	million Baht	million Baht	million Baht	million Baht	million Baht
Net cash used in operating activities	(110.97)	(92.92)	(146.57)	(57.26)	(24.94)
Net cash provided by (used in) investing activities	(3.90)	9.85	0.84	(0.53)	1.04
Net cash provided by financing activities	57.39	79.76	142.61	54.60	20.16
Net decrease in cash and cash equivalents	(57.48)	(3.31)	(3.12)	(3.20)	(3.74)
Cash and cash equivalents at the beginning of the period	69.57	12.09	8.78	8.78	5.664
Cash and cash equivalents ending of the period	12.09	8.78	5.66	5.58	1.92

Financial ratio

Financial ratio	Unit	financial statements for year ended			financial statements for 9-months period ended	
		31 Dec 2017	31 Dec 2018	31 Dec 2019	30 Sep 19	30 Sep 20
Liquidity Ratio						
Current ratio	Times	0.49	0.45	0.25	0.31	0.08
Quick ratio	Times	0.33	0.30	0.16	0.20	0.07
Current ratio (Cash flow)	Times	(0.08)	(0.07)	(0.11)	(0.04)	(0.02)
Account receivables turnover	Times	3.05	3.15	2.64	2.97	2.71
Average collection period	Days	119.49	116.04	138.28	122.75	134.65
Inventory turnover	Times	18.62	14.19	18.05	18.63	26.27
Average inventory period	Days	19.6	25.73	20.22	13.89	19.59
Account payables turnover	Times	4.55	4.50	4.64	4.48	3.61
Average payment period	Days	80.16	81.15	78.63	81.48	100.99
Cash Cycle	Days	58.93	60.61	79.87	60.86	47.55
Profitability Ratio						
Gross profit (loss) margin	%	12.96	19.41	6.55	1.49	(13.19)
Operating profit (loss) margin	%	0.13	0.19	0.07	0.01	(0.13)
Net profit (loss) margin	%	(26.78)	(13.29)	(44.05)	(58.90)	(78.20)
Return on equity	%	(66.66)	(47.47)	(95.67)	(184.21)	(596.91)
Efficiency Ratio						
Return on assets	%	(11.70)	(3.94)	(20.16)	(14.07)	(17.21)
Return on fixed assets	%	(0.23)	(0.11)	(0.29)	(0.29)	(0.16)
Assets turnover	Times	0.57	0.56	0.36	0.45	0.26
Financial Policy Ratio						
Debt to equity ratio	Times	5.1	5.37	6.73	83.34	42.92
Dividend payout ratio	%	n/a	n/a	n/a	n/a	n/a

7. Overview on Company's operating result

In 2019, the Company had total comprehensive loss attributable to shareholders of the Company, increasing 84.1% from 167.7 million Baht in 2018 to 308.8 million Baht in 2019. The main cause of the loss was due to company restructuring. In Q1 / 2019, the Company discontinued its production of Post Today newspapers and shifted the publication to online channels. The Company also discontinued production and distribution of M2F newspapers in the 2nd quarter of 2019. The subsidiary also discontinued the production of some of foreign magazines (Thai edition), which were non-profitable such as Cleo Thailand and Science Illustrated magazine Thailand, in order to reduce expenses in accordance with the situation of the Company. In Q3 / 2019, the Company has ceased its print media production of Bangkok Post newspaper at the Printing and Distribution Center Bangna and outsourced the production to Siam Sport Syndicate Public Company Limited.

For 9-months period of 2020, the Company had total comprehensive loss attributable to shareholders of the Company 244.6 million Baht, mainly due to the economic circumstance affected by COVID-19. The circumstance resulted in revenue from sales newspapers and advertising revenues newspapers of the Company to decrease significantly as customers in business sector such as airlines and hotels were directly affected by the government measures to cope with the epidemic. Therefore there was a decrease in the sales of newspapers

Analysis on Company Performance

Revenue from Operations

In 2019, revenue from sales and services totaled 800.8 million Baht, representing a 34.4% decrease from 2018 which was 1,220.6 million Baht. The revenue from sales and service includes; revenue from sales of newspapers which dropped by 24.3% from 2018, newspaper advertisement dropped by 37.6% due to the discontinued of Post Today newspaper (print media) and the discontinuation on production and distribution of M2F newspapers. Revenue from sales of magazines also decreased by 52.5%. Revenue from TV content production dropped by 40.3% mainly due to the economic slowdown causing advertising budget in print media to decline, and a change in consumer behavior shifting from offline media to online platforms,

Cost of sales and services in 2019 was 748.4 million Baht, downed by 24.5% from 991.3 million Baht in 2018. Selling expenses was 136.9 million Baht, downed by 5.4% from 144.6 million Baht in 2018 due to an improvement in distribution cost management for newspapers and magazines in accordance with revenue from sales and services.

Administrative expenses were 197.9 million Baht, a 7.3 percent decrease from 213.3 million Baht in 2018, due to the Company's cost control measures. Financial expenses increased by 12.9% from 69.7 million Baht in 2018 to 78.6 million Baht due to an increase in interest rates and amount of loan borrowed from the directors to increase the Company's financial liquidity.

For 9-months period of 2020, the Company had revenue from sales and services of 322.4 million Baht, decreased by 271.0 million Baht or 45.67% drop from the last year. The Company's primary revenue; revenue from sales of newspapers and newspaper advertisement have been dropped drastically due to the economic

slowdown from the COVID-19 outbreak, whereas the cost of sales and services was 364.9 million Baht. As a result, the Company's experienced gross loss for the period as revenue from operations did not cover the cost of sales. The Company had an increase in finance costs to 62.7 million Baht due to increased amount of loan borrowed from the director.

Profitability

Since the Company has changed its business policy in 2019, the Company and its affiliates have discontinued print media production and distribution of some newspapers and magazines that were not profitable. The discontinuation caused a decline in sales of newspapers and magazines. As a result, in 2019 the Company's net loss to sales ratio increase from -13.2% in 2018, to -44.1%, while ROA reduced to -20.2%.

Moreover, the Company has discontinued print media production of Bangkok Post newspaper at the Printing and Distribution Center (Bangna) and outsourced the process to other publisher. The Company has recorded an impairment on machines and equipment totaling 103.8 million Baht. Therefore, the Company's net loss before income tax increased by 419.0%; 395.7 million Baht decreased from -88.7 million Baht in 2018 to -460.5 million Baht in 2019.

ROE in 2019 decreased from -41.6% in 2018, to -120.4% due to the increase in net loss, which was -114.3% or -191.6 million Baht drop from -167.6 million Baht in 2018, to -359.2 million Baht in 2019.

For 9-months period of 2020, the Company incurred a gross loss due to a sharp drop in operating income. The Net profit ratio of the Company was -78.20% while ROA and ROE was -17.2x and -596.91x respectively.

Account receivables and inventory

On 31 December 2019, account receivables of the Company amounted to 218.8 million Baht or -43.6% decreased from the end of 2018. Inventory decreased from 69.9 million Baht in 2018 to 13.1 million Baht in 2019 due to an impairment.

On 30 September 2020, account receivables of the Company amounted to 105.6 million Baht or 113.2 million Baht, or -51.8% dropped from the end of 2019 due to a sharp decline in sales. Thus, inventory decreased to 11.3 million Baht, which was 1.8 million Baht decreased from the end of 2018 or -13.87%.

Assets

On 31 December 2019, current assets decreased by 233.9 million Baht, from 588.7 million Baht in 2018 to 354.8 million Baht in 2019. Non-current assets increased by 233.8 million Baht, from 1,695.2 million Baht in 2018 to 1,929.1 million Baht in 2019.

On 30 September 2020, current assets of the Company were 132.4 million Baht, decreased by 118.9 million Baht from the end of 2019 or -47.3%, mainly due to a decrease in account receivables.

Financial structure and liquidity

In 2019 and 2020, the Company's primary source of financing was from borrowing. In 2019, the Company loan from financial institutes amounting to 1,282.3 million Baht; consisted of long-term loans 300.5 million Baht, over draft and short-term loans 981.8 million Baht. As the Company had net loss in 2019, cash flows used in operations activities was 146.57 million Baht. Therefore, the Company's current ratio and current ratio (cash flows basis) dropped to 0.25 and -0.11 respectively. The Company therefore need to borrow addition fund from the director totaling 161.0 million Baht, at an interest rate of 5.25% per annum. The loan was a call-loan without collateral.

The increased borrowing caused the Company's DE ratio in 2019 to increase to 6.65x. However, the debt-bearing interest-bearing ratio to shareholders' equity was 4.84x. During 2019, the Company received a relief on a criteria regarding DE ratio allowing the Company to have DE ratio higher than the rate specified in the loan agreement.

In 2018 and 2019 the Company did not have dividend payment.

for 9-months period years 2020 the Company borrowings from financial institutes total 1,521.7 million Baht divided into Over draft and short-term loans 983.2 million Baht Long-term loans due within 1 year increased to 144 million Baht and loans. Long-term from financial institutes remaining 129.5 million Baht from the continued net loss operation, the Company has a current ratio of 0.08 and the ratio of debt to shareholder. This increase to 39.92, with the Company and subsidiaries borrowing from director totaling 104 million Baht. Increased to 265 million Baht

For 9-months period of 2020, the Company had loan from financial institute totaling 1,521.7 million Baht; consists of overdraft and short-term loan 983.2 million Baht, long-term loan due within 1 year which increased by 144 million Baht, and long-term loan from financial institutes totaling 129.5 million Baht. As the Company has been continuously experiencing net loss, the Company's current ratio for the period was 0.08x and DE ratio increased to 39.92x. During the period, the Company and subsidiaries has borrowed additional fund from the director totaling 104 million Baht. Thus, by the end of period, the amount of loan borrowed from the director increased to 265 million Baht.

In Q2/2020, the Company received a relief on debt repayment which allowed the Company to postpone the repayment from June-December 2020. The Company received a relief again in December 2020 to postpone the debt repayment, on a condition that the Company will sell the assets by June 2021 and must completely repay the loan within 2022.