

**NOTICE OF THE  
2025 ANNUAL GENERAL MEETING  
OF SHAREHOLDERS**

**BANGKOK POST PUBLIC COMPANY LIMITED**

**25 APRIL 2025, 11.00 HOURS**

**Through electronic means (e-AGM)**

Remarks:

1. For shareholders who wish to attend the Annual General Meeting of Shareholders, please follow the Guidelines for Attending the Annual General Meeting of Shareholders through Electronic Means. (Attachment 8)
2. The conference system shall be available on 25 April 2025 from 10.00 hrs. onward.
3. The Meeting will only be conducted through electronic means. No physical.

## **BANGKOK POST PUBLIC COMPANY LIMITED**

Registration No: 0107536001583

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

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8 April 2025

**Subject** Invitation to attend the 2025 Annual General Meeting of Shareholders

**To** Shareholders  
Bangkok Post Public Company Limited

### **Attachment**

1. Copy of the Minutes of the 2024 Annual General Meeting of Shareholders
2. The 2024 Annual Report (56-1 One Report) and the audited financial statements for the year ended 31 December 2024
3. Details of the persons nominated as directors
4. Details of the independent directors proposed by the Company to act as proxies for the shareholders
5. Proxy Form
6. The document requesting to attend the meeting through electronic means (e-AGM)
7. The Company's Articles of Association relating to the Annual General Meeting of Shareholders
8. Guidelines for Attending the Annual General Meeting of Shareholders through Electronic Means (e-AGM)
9. Submit Questions in Advance Form for the e-AGM
10. Privacy Notice

The Board of Directors of Bangkok Post Public Company Limited ("the Company") resolved to call the 2025 Annual General Meeting of Shareholders on 25 April 2025 at 11.00 hours through electronic means (e-AGM) with the following agenda:

**Agenda 1** To approve the Minutes of the 2024 Annual General Meeting of Shareholders held on 24 April 2024.

**Objective and reason** The Company held the 2024 Annual General Meeting of Shareholders on 24 April 2024 and submitted the minutes of the meeting to The Stock Exchange of Thailand and the Ministry of Commerce within the period prescribed by laws and disseminated it on the Company's website at [www.bangkokpost.co.th](http://www.bangkokpost.co.th). (*Attachment 1*)

**Board of Directors' opinion** The Board of Directors recommends shareholders to approve the Minutes of the 2024 Annual General Meeting of Shareholders held on 24 April 2024.

**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 2024.

**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 before presentation to the Annual General Meeting of Shareholders for approval. *(Attachment 2)*

**Board of Directors' opinion** The Board of Directors recommends shareholders to acknowledge the Annual Report of the Company and approve the audited financial statements of the Company for the year ended 31 December 2024.

**Agenda 3 To consider the omission of dividend payment.**

**Objective and reason** Article 19 of the Company's Articles of Association stipulates that dividends shall not be paid other than out of profits. Dividends shall be distributed according to the number of shares, with each share receiving an equal amount. The Company shall allocate not less than 5 percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than 10 percent of registered capital.

- The Company's statutory reserve had already attained the amount of 10 percent of the registered capital. The Company will not make any further appropriation of profits as statutory reserve.
- The Company has a policy to pay dividend of approximately 60 percent of its net profits every year. The fluctuation of payment will depend on capital spending commitment and liquidity position.
- The Company did not pay any interim dividend during the year 2024.

**Board of Directors' opinion** The Board of Directors recommends shareholders to approve the omission of dividend payment for the year 2024 due to the Company had operating losses in the year 2024.

(Baht)

	Consolidated Financial Statements	Separate Financial Statements
Loss for the year 2025	(89,042,721)	(73,137,985)

**Agenda 4 To consider candidates nominated as directors to replace the directors who shall retire by rotation, appoint a new director, and consider the authority of directors (if any).**

**Objective and reason** Article 7 of the Company's Articles of Association stipulates that at every Annual General Meeting of Shareholders, one-third of the directors shall retire. If the number of directors is not divided by three, the number of directors nearest to one-third must retire. The director who has held the position the longest shall be the first person to retire. The retired director shall be eligible for re-election.

At the 2025 Annual General Meeting of Shareholders, directors who shall retire by rotation are Mr. Chartsiri Sophonpanich, Mr. Charoon Intachan, and Mr. Thirakiati Chirathivat. The Board of Directors has considered and recommended to re-elect Mr. Chartsiri Sophonpanich, Mr. Charoon Intachan, and Mr. Thirakiati Chirathivat as directors of the Company for another term. *(Attachment 3)*

**Board of Directors’ opinion** The Board of Directors recommends shareholders to re-elect Mr. Chartsiri Sophonpanich, Mr. Charoon Intachan, and Mr. Thirakiati Chirathivat as directors of the Company for another term, since they are knowledgeable and experienced which would benefit the Company’s operation.

**Agenda 5 To fix directors’ remuneration.**

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

**Board of Directors’ opinion** The Board of Directors considers and recommends shareholders to approve the directors’ remuneration for the year 2025 in a total amount not exceeding 5,500,000 baht. The allocation of such amount to each director shall be considered by the Board of Directors as it deems appropriate.

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

Directors’ remuneration for the year 2024 was 3,686,444 baht from the total amount approved at 5,500,000 baht. The remaining amount has not been allocated to any director.

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

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

**Board of Directors’ opinion** The Board of Directors considers the advice of the Audit Committee and recommends shareholders to select Dharmniti Auditing Company Limited to be the auditors of the Company for the year 2025 and appoint persons to be the auditors as follows; Miss Sulalit Ardsawang, C.P.A. Registration No. 7517 or Miss Nannaphat Wannasomboon, C.P.A. Registration No. 7793 or Mr. Peradate Pongsathainsak, C.P.A. Registration No. 4752 or Miss Wannisa Ngambuathong, C.P.A. Registration No. 6838.

Comparison of audit fees for the Company and subsidiaries for the year 2024 and 2025

(Baht)

	Year 2024	Year 2025
1. Audit Fee	1,025,000	Not exceeding 625,000
2. Non-Audit Fee	-	-

The audit fee for the Company and subsidiaries for the year 2025 will be in a total amount not exceeding 625,000 baht. In the event that those auditors are unable to perform their duties, Dharmniti Auditing Company Limited is authorised to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place. The auditors do not have any relationships and/or interests with the Company, subsidiaries, associate, management, majority shareholders, or their related persons. Auditors from the same office shall also be appointed auditors of the Company's subsidiaries.

**Agenda 7 To approve the debt conversion to registered capital and increase of registered capital.**

**Objective and reason** Under the Public Limited Companies Act B.E. 2535, public limited companies can restructure their debts by issuing new shares or repaying debts to creditors under a debt-to-equity conversion scheme.

**Board of Directors' opinion** The Board of Director considers and recommends to propose to the shareholders' meeting for approval of the debt-to-equity conversion and the increase in registered capital to restructure the debt of short-term loans from financial institutions and loans from directors or shareholders.

**Agenda 8 To consider other business (if any).**

The Board of Directors determines that persons entitled to vote shall be shareholders whose names appear in the shareholders' register on 7 March 2025 and the number of shares for which each shareholder has the right to vote shall be in accordance with the shareholders' register on the same day.

Shareholders are kindly invited to attend the 2025 Annual General Meeting of Shareholders on 25 April 2025 at 11.00 hours through electronic means. The meeting will be only conducted by electronic means, as well as the registration and voting.

For shareholders who would like to attend the Meeting through electronic means, please thoroughly study the "Guidelines for Attending the Annual General Meeting of Shareholders through Electronic Means (e-AGM)" of the Company (as appeared in Attachment 8).

For convenience, if the shareholder is unable to attend the Meeting or is not able to appoint a proxy, shareholders can authorise one of the Company's Independent Directors to attend and vote on his or her behalf by using a proxy form attached to this Notice (Attachment 5) enclosed with the required relevant support documents as stated in the "Guidelines for Attending the Annual General Meeting of Shareholders through Electronic Means (e-AGM)" (Attachment 8). The details of the independent directors who act as proxies appear in Attachment 4.

Proxy Types A and B are attached herewith. Custodians may download Proxy Type C (The form for foreign shareholders who appointed custodians in Thailand) from [http://www.bangkokpost.co.th/corporate\\_info/investor-information](http://www.bangkokpost.co.th/corporate_info/investor-information).

Please be informed and attend the Meeting on the date, time, and place as indicated. For the 2025 Annual General Meeting of Shareholders to be organised smoothly and conveniently through electronic means, the Company would like

to request your cooperation in strictly following the measures and protocols outlined in Attachment 8. The Company shall conduct the Meeting under the Article of Association, detailed in Attachment 7.

Yours faithfully,

***Vasint Chotirawi***

(Mr. Vasint Chotirawi)

Chief Financial Officer and Company Secretary

## Attachment 1: Copy of the Minutes of the 2024 Annual General Meeting of Shareholders

(Translation)

### **BANGKOK POST PUBLIC COMPANY LIMITED**

Registration No: 0107536001583

Minutes of the 2024 Annual General Meeting of Shareholders

24 April 2024

Through Electronic Means (e-AGM) only

#### Date, time, and place of the Meeting

The meeting was held on Wednesday 24 April 2024 at 11.00 hrs., through electronic means (e-AGM) only. The Company recorded the meeting and provided electronic voting (e-voting)

Mr. Suthikiati Chirathivat, the Chairman of the Board of Directors and Chairman of the Executive Committee, gave an opening speech to the Meeting and assigned Mr. Worachai Bhicharnchitr, the Vice Chairman of the Board of Directors, Member of the Executive Committee, and Chairman of Nomination and Remuneration, to act as Chairman of the Meeting (“the Chairman”) and to proceed with the agendas.

Mr. Worachai Bhicharnchitr introduced himself and the directors of the Company as follows;

#### The director attended at the Meeting Room

Mr. Worachai Bhicharnchitr	Vice Chairman of the Board of Directors, Member of the Executive Committee, and Chairman of Nomination and Remuneration Committee
Prof. Dr. Pornchai Chunhachinda	Independent Director and Chairman of the Audit Committee
Mr. Charoon Intachan	Independent Director, Member of the Audit Committee, and Member of the Nomination and Remuneration Committee
Mr. Ek-Rit Boonpiti	Director, Member of the Executive Committee, and Member of Risk Management Committee
Mr. Thirakiati Chirathivat	Director, Member of the Executive Committee, and Member of Risk Management Committee

#### The director attended via electronic means

Mr. Suthikiati Chirathivat	Chairman of the Board of Director, and Chairman of Executive Committee
Asst. Prof. Wuttisak Lapcharoensap	Independent Director, Member of the Audit Committee, and Member of the Nomination and Remuneration Committee

After that, the Chairman instructed Mr. Vasint Chotirawi, Chief Financial Officer and Company Secretary to introduce Management, Auditor, and Legal Adviser who attended the Meeting including explaining the voting rights and procedures, criteria of an invalid voting ballot, and procedures for comments and inquiries.

#### Management attended via electronic means

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

#### The auditor attended via electronic means

Ms. Sulalit Ardsawang	Dharmniti Auditing Company Limited
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#### The legal advisor attended via electronic means

Mr. Satit Sensupa	Vickery & Worachai Limited
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Mr. Vasint Chotirawi informed the Meeting that there were 4 shareholders attending the Meeting in person and 28 shareholders attending by proxies, totalling 32 shareholders, representing 407,890,250 shares, equivalent to 81.57 percent of the Company's issued and fully paid-up ordinary shares of 500,000,000 shares, completed the quorum according to Article 3 of the Company's Articles of Association.

Mr. Vasint Chotirawi explained the voting practices, criteria for an invalid voting ballot, and procedures for comments and inquiries as follows;

#### Voting practices

1. As this meeting is conducted via electronic means, therefore, the ballots were not printed for the attendees.
2. To cast each vote, each shareholder shall go to the e-voting tab to vote on each agenda within the 1-minute time limit. Once the vote is chosen, a pop-up window will show up to confirm the vote, the Shareholders are instructed to choose OK to confirm their voting.
3. If the shareholders wish to change their vote, the shareholders may change their vote by re-selecting the type of vote again. However, if the Agenda has been closed for voting, the shareholders will not be able to vote or change their vote.

For attendees via a mobile device or tablet, please switch from the Zoom application back to Chrome to cast votes in the e-voting menu.

4. Once you have finished casting the vote, please return to the e-meeting windows (Zoom Application) to continue viewing and hearing the content of the meeting.
5. The system will collect all the votes and counting the votes casted via e-voting and advance voting via proxies. For shareholders who appointed a proxy to attend the meeting on their behalf via Proxy Form A and B, as well as foreign shareholders who appointed a custodian in Thailand to safeguard their shares and appointed a proxy via Proxy Form C, the Company shall record their votes in each agenda as they have specified their votes in advance.

#### Instances where a voting slip is considered invalid

- Where a voting via proxy appointments form contains more than one type of vote for the same agenda item; except those voting ballots are submitted by the appointed local Thai Custodian for overseas shareholders to safeguard the investments and shareholdings, whereby they can specify different types of votes
- Where there are corrections or crossing out of the votes by the shareholder or authorized proxy without an accompanying signature to verify

- Where a proxy appointment form is damaged to the extent that the vote cannot then be read clearly

#### Expressing opinions or comments/inquiries

In case the shareholder wishes to ask a question through conversation, can be done as follows;

- Through typing system  
Go to Q&A menu in the Zoom application, then type in your inquiries, press “Enter” to send the message to the system
- Through audio system
  - Go to Participant menu below and press the Raise Hand button.
  - When the MC calls your name, the staff will proceed to turn on the microphone for you to inquire. You will need to press unmute and turn on the microphone on your device.  
If the shareholder cannot speak through the microphone, the shareholders can type their questions via Q&A instead so that the MC will read the questions to the Meeting.
  - When posting inquiries, the attendees are instructed to specify their names and surnames and identify whether the attendee is attending in person or via a proxy before commencing for the clear and thorough record of the Minutes of Meeting.
  - The Company allows the attendees to submit the inquiries in each agenda, in the event that no attendee have any inquiries within 1 minute, the Company shall carry on with the meeting. Should the attendee have any further inquiries, the inquiry may be submitted via Q&A and the staff shall read the inquiries of the attendee later on.

During 3 November 2023 to 7 February 2024, the Company provided opportunities for the shareholders to propose additional agenda items for the 2024 Annual General Meeting of Shareholders and propose qualified candidates with no prohibited characteristics to be considered as directors of the Company, by submitting a letter to The Stock Exchange of Thailand and disseminating the procedures on the Company’s website before distributing the Notice of the 2024 Annual General Meeting of Shareholders. It appeared that no shareholders were proposing any additional agenda items or candidates to be considered as directors of the Company. Voting practices were sent to the shareholders together with the Notice of the 2024 Annual General Meeting of Shareholders.

The Chairman proceeded with the agenda of the Meeting, as follows;

#### Agenda 1 To approve the Minutes of the 2023 Annual General Meeting of Shareholders held on 26 April 2023

The Chairman informed that as the Minutes of the 2023 Annual General Meeting of Shareholders held on 26 April 2023 was sent to the shareholders together with the Notice of the 2024 Annual General Meeting of Shareholders. The Board of Directors agreed to propose to the Meeting to approve the said Minutes.

The Meeting approved the Minutes of the 2023 Annual General Meeting of Shareholders held on 26 April 2023 with the following votes: approved 407,890,250 votes or equivalent to 100 percent of shareholders attending the Meeting and entitling to vote.

#### Agenda 2 To acknowledge the Annual Report of the Company and approve the audited financial statements of the Company for the year-ended 31 December 2023

The Chairman informed that as the Company sent the 2023 Annual Report and the audited financial statements of the Company for the year-ended 31 December 2023, along with the Notice of the 2024 Annual General Meeting of Shareholders to the shareholders, the Board of Directors agreed to propose to the Meeting to acknowledge the 2023 Annual Report. Furthermore, the Board of Directors, after considering the recommendation of the Audit Committee, agreed to propose to the Meeting to approve the audited financial statements of the Company for the year-ended 31 December 2023.

Mr. Vasint Chotirawi, Chief Financial Officer and Company Secretary clarified the audited financial statements of the Company for the year-ended 31 December 2023 that the Company has a consolidated total revenue of 385.5 million baht, decreased by 113.4 million baht (or 22%). The Company has an EBITDA of 25.9 million baht (the year 2022 = 15.5 million baht) increased by 10.4 million baht (or 67%) compared to the previous year. An EBITDA margin of 6.7% was increased from the same period last year (the year 2022 = 3.5%). The Company had a net loss of 57.7 million baht compared to a net loss of 50.9 million baht last year.

Consolidated selling and administrative expenses for the year ended 31 December 2023 was 135.6 million baht compared to 172.0 million baht the same period last year, a decrease of 36.4 million baht or 21.2 percent due to the continuous expense control measurement.

Consolidated cost for the year ended 31 December 2023 was 19.2 million baht compared to 17.8 million baht compared to the previous year, an increase of 1.4 million baht or 7.8% due to the increase of interest rates of financial institutions.

Miss Poonsri Karncharoenkulwong, a proxy holder, asked about the guidelines of the Company to solve its operating results as the Company's ordinary shares were marked SP, NC. In addition, she would like to know the auditor's observations of significant uncertainty related to continuing operations.

Mr. Vasint Chotirawi clarified that due to the technological changes, the Company had a severe affected. Readers of print media have changed their behavior to read news through online channels which has no fee. As a result, income from the advertising sales has decreased significantly. However, we have adjusted to present news on online media but it still takes some time. In the meantime, the Company is in the process of debt restructuring with a major debtor who is a financial institution. It is expected to be completed within three months from now. It will help reduce the loan interest burden around 20 million baht per year. Then, NPAT in the year 2024 will be better than the year 2023.

The Meeting acknowledged the Annual Report of the Company and approved the audited financial statements for the year-ended 31 December 2023 with the following votes: approved 407,890,205 votes or equivalent to 100 percent, of the shareholders attending the Meeting and entitling to vote.

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

The Chairman clarified that the Company's statutory reserve is already higher than the required 10 percent of registered capital and the Company did not pay any interim dividend during the year 2023. The Board of Directors agreed to propose to the Meeting to approve the omission of dividend payment for the year 2023 since the Company had operating losses in the year 2023.

(Baht)

	Consolidated financial statements	Separate financial statements
Loss for the year 2023	(57,736,344)	(44,575,632)

The Meeting approved the omission of dividend payment for the year 2023 with the following votes: approved 407,890,205 votes or equivalent to 100 percent of the shareholders attending the Meeting and entitling to vote.

Agenda 4 To consider candidates nominated as directors to replace the directors who shall retire by rotation or resign, elect a new director, and consider the authority of directors (if any)

The Chairman, as the Chairman of the Nomination and Remuneration Committee, informed that 3 directors shall retire by rotation in the year 2024, consisting of Dr. Siritaj Rojanapruk, Asst. Prof. Wutisak Lapcharoensap, and Prof. Dr. Pornchai Chunchachinda. He informed that Mr. Russell Leighton Kekuewa has expressed his intention to resign from being a director of the Company.

The Board of Directors has considered the advice of the Nomination and Remuneration Committee and recommended to re-elect Dr. Siritaj Rojanapruk, Asst. Prof. Wutisak Lapcharoensap, and Prof. Dr. Pornchai Chunchachinda as directors of the Company for another term. Each director has a wide range of knowledge and abilities and has experience which are beneficial to the Company, they are suitable for the position of the Company. The Company has attached information of directors regarding years of directorship and meeting attendance of the previous year in the 2023 Annual Report. It is acknowledged the resignation of Mr. Russell Leighton Kekuewa. The Board of Directors has proposed to the Meeting that Prof. Dr. Wissanu Krea-ngam be the new director of the Company. He used to be a director of the Company and resigned in the year 2014 to accept the position of Deputy Prime Minister. At present, he no longer performs political duties. The Board of Directors believes that Prof. Dr. Wissanu Krea-ngam has the qualifications, knowledge, abilities, and experience to become a director in place of the director who resigned. The Company has provided details of the persons nominated as a new director in the 2024 Notice of the Meeting.

The directors and their recent dates of elections are as follows;

1. Dr. Siritaj Rojanapruk (24 April 2021)
2. Asst. Prof. Wutisak Lapcharoensap (24 April 2021)
3. Prof. Dr. Pornchai Chunchachinda (24 April 2021)
4. Mr. Chartsiri Sophonpanich (27 April 2022)
5. Mr. Charoon Intachan (27 April 2022)
6. Mr. Thirakiati Chirathivat (27 April 2022)
7. Mr. Suthikiati Chirathivat (24 April 2023)
8. Mr. Ek-Rit Boonpiti (24 April 2023)
9. Mr. Russell Leighton Kekuewa (24 April 2023)
10. Mr. Worachai Bhicharnchitr (24 April 2023)

The Company sent voting procedures to shareholders together with the Notice of the 2023 Annual General Meeting of Shareholders. The Company provided the shareholders with opportunities to elect either the whole Board or individual

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

Miss Poonsri Karncharoenwong, a proxy holder, inquired as to why Prof. Dr. Wutisak Lapcharoensap, an independent director, a member of the Audit Committee, and a member of the Nominating and Remuneration Committee who has served as a director for 10 years, only attended at only one of the five meeting of Board of Directors in the year 2023.

Mr. Vasint Chotirawi stated that Prof. Dr. Wuttisak Lapcharoensap attended the Audit Committee meeting for all five of them. The Board of Directors meeting was set to take place virtually and due to the malfunction of the online system, he could not attend the meeting for that one time. The other time, there was an urgent call for the meeting that he could not attend due to his previously tight schedule.

The Meeting re-elected three directors who retire by rotation as directors of the Company for another term, as follows;

1. Dr. Siritaj Rojanapruk

Approved 407,890,250 or equivalent to 100 percent of the shareholders attending the Meeting and entitling to vote.

2. Asst. Prof. Wutisak Lapcharoensap

Approved 407,889,250 or equivalent to 99.9998 percent, disapproved 1,000 votes or equivalent to 0.0002 percent of the shareholders attending the Meeting and entitling to vote.

3. Prof. Dr. Pornchai Chunchachinda

Approved 407,890,250 or equivalent to 100 percent of the shareholders attending the Meeting and entitling to vote.

And elect a new director as follows:

4. Prof. Dr. Wissanu Krea-ngam

Approved 407,890,250 or equivalent to 100 percent of the shareholders attending the Meeting and entitling to vote.

The Chairman notified the Meeting that Mr. Suthikiati Chirathivat, Chairman of the Board of Directors has informed that he wishes to step down from the position of the Chairman of the Board of Directors (but still holds the position of Chairman of the Executive Committee of the Company) and would like to appoint Prof. Dr. Wissanu Krea-ngam to be the Chairman of the Company's Board of Directors instead. According to the regulation of the Company and Public Company Act, the appointment of the Chairman of the Board of Directors is the responsibility of the Board of Directors. Therefore, after this, the Board of Directors will call a meeting to consider the matter further.

#### Agenda 5 To fix directors' remuneration

The Chairman, as the Chairman of the Nomination and Remuneration Committee, informed that the Board of Directors considered the recommendation of the Nomination and Remuneration Committee and agreed to propose to the Meeting to approve the remuneration of the Board of Directors for the year 2024 in a total amount not exceeding 5,500,000 baht. The allocation of such amount to each director shall be considered by the Board of Directors as it deems appropriate. The Company has attached the procedure for remuneration allocation in the Notice of the 2024 Annual General Meeting of Shareholders.

The Meeting approved the remuneration of the Board of Directors for the year 2024 in a total amount not exceeding 5,500,000 baht. The allocation of such amount to each director shall be considered by the Board of Directors as it deems appropriate with the following votes, approved 407,890,250 or equivalent to 100 percent, of the shareholders attending the Meeting and entitling to vote.

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

Prof. Dr. Pornchai Chunchachinda, Chairman of the Audit Committee, informed that the Board of Directors considered the recommendation of the Audit Committee and agreed to propose to the Meeting to select Dharmniti Auditing Company Limited to be the auditors of the Company for the year 2024 and appoint persons to be the auditors; Ms. Sulalit Ardsawang, C.P.A. Registration No. 7517 or Ms. Nannaphat Wannasomboon, C.P.A. Registration No. 7793 or Mr. Peradate Pongsathainsak, C.P.A. Registration No. 4752 or Ms. Wannisa Ngambuathong, C.P.A. Registration No. 6838. The audit fees for the Company and subsidiaries will be in a total amount not exceeding 1,200,000 baht (a reduction of 120,000 baht from the year 2023). In the event those auditors are unable to perform their duties, Dharmniti Auditing Company Limited is authorised to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place. The auditors have no relationships and/or interest, with the Company, subsidiaries, associate, management, majority shareholders, and their related persons. The Company will let the subsidiaries appoint an auditor from the same office as the auditor of the subsidiaries.

The Meeting selected Dharmniti Auditing Company Limited to be the auditors of the Company for the year 2024 and appointed persons to be the auditors; Ms. Sulalit Ardsawang, C.P.A. Registration No. 7517 or Ms. Nannaphat Wannasomboon, C.P.A. Registration No. 7793 or Mr. Peradate Pongsathainsak, C.P.A. Registration No. 4752 or Ms. Wannisa Ngambuathong, C.P.A. Registration No. 6838. The audit fees for the Company and subsidiaries will be in a total amount not exceeding 1,200,000 baht. In the event those auditors are unable to perform their duties, Dharmniti Auditing Company Limited is authorised to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place, with the following votes: approved 407,890,250 votes or equivalent to 100 percent of the shareholders attending the Meeting and entitling to vote.

#### Agenda 7 To consider other business (if any)

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The Chairman notified the Meeting that the Company had received the letter from The Stock Exchange of Thailand on 8 March 2024 regarding the order to delist the Company's ordinary shares from listed securities because the shareholders' equity is less than zero. By the deadline of 7 March 2024, the Company was unable to resolve such issues in accordance

with The Stock Exchange of Thailand's requirements. However, the Company has filed an appeal as per the guideline specified in the regulation of The Stock Exchange of Thailand requesting to extend the delisting term for an additional year to address these concerns. Currently, the Company is awaiting a response from The Stock Exchange of Thailand.

Ms. Poonsri Karncharoenkulwong, a proxy holder, has proposed that the Thai Investors Association establish a policy requiring the listed companies to hold shareholder meetings in the format of on-site and online simultaneously, or called hybrid meetings to facilitate communication and question-asking between shareholders, executives, and directors. This is in line with the circular letter of the Securities and Exchange Commission No. SEC Nor (W) 2/2567 dated 10 January 2024 regarding calling a general meeting of shareholders. So, it is suggested that a hybrid meeting of shareholders be held in compliance with the Thai Investors Association above.

Mr. Vasint Chotirawi explained that the Company will consider it for the next meeting.

The Chairman stated that the Board of Directors agreed to inform the shareholders that the shareholder who has the total number of shares not less than one-third of the total shares sold can propose the Meeting to consider other matters aside from that specified in the Notice of 2024 the Annual General Meeting of Shareholders.

In the name of the Board of Directors and Mr. Suthikiati Chirathivat, Chairman of the Board of Directors and Chairman of the Executive Committee, the Chairman thanked the shareholders, directors, management, auditor, legal advisor, and working teams for attending the Meeting.

The Meeting adjourned at 12:05 hours.

(Mr. Worachai Bhicharnchitr)

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

(Mr. Vasint Chotirawi)

Chief Financial Officer and Company Secretary

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

<b>Name-Surname</b>	Mr. Chatsiri Sophonpanich
<b>National / Age</b>	Thai / 65
<b>Position in Post</b>	Director
<b>Year of Director</b>	33 years
<b>Shareholding</b>	None
<b>Relationship</b>	None

#### Education:

- Honorary Doctorate Degree in Business Administration, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- 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:

- Director Leadership Certification Program (DLCP), 2021
- 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 Public Company Limited
- Since 1992: Director and Member, Board of Executive Directors, Bangkok Bank Public Company Limited

#### Position in non-listed companies:

- Since 27 September 2022: Member, the National Strategy Committee
- Since 2020: President Commissioner, PT Bank Permata Tbk
- Since 2010: Director, TRG Management LP
- Since 2010: Director, TRG Allocation LLC
- Since 2009: Chairman, Bangkok Bank (China) Co., Ltd.

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

#### Career:

- 2020-2022: Member, Committee for Drafting the National Strategy for Enhancement of Competitiveness

- 29 August 2017-30 August 2022: Member, the National Strategy Committee
- 2009-2022: Member, Board of Trustees, Bangkok University
- 2013-2021: Board, National Science and Technology Development Agency
- 2014-2019: Director, Electronic Transactions Development Agency (Public Organization)
- 2004-2016: Member, Board of Trustees, Singapore Management University
- 2010-2014: Chairman, Thai Bankers' Association
- 2003-2009: Director, The Electronic Transactions Commission
- 2002-2008: Director, Thai Airways International Public Company Limited
- 2001-2008: Director, VISA International - Asia Pacific
- 2002-2006: Chairman, Thai Bankers' Association

**Meeting Attendance in 2024:**

The Board of Directors' Meetings: 4/5 and Shareholders' Meeting: 0/1

## Details of the persons nominated as directors

<b>Name-Surname</b>	Mr. Charoon Intachan
<b>National / Age</b>	Thai / 80
<b>Position in Post</b>	Independent Director and Member of the Audit Committee
<b>Year of Director</b>	11 years
<b>Shareholding</b>	None
<b>Relationship</b>	None

### Education:

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

### Training:

Thai Institute of Directors:

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

### Position in other listed companies:

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

### Position in non-listed companies:

- Since 2015: Council of State

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

### Career:

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

### Meeting attendance in 2024:

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

## Details of the persons nominated as directors

<b>Name-Surname</b>	Mr. Thirakiati Chirathivat
<b>National / Age</b>	Thai / 56
<b>Position in Post</b>	Director and Member of the Executive Committee
<b>Year of Director</b>	9 years
<b>Shareholding</b>	13,139,755 shares (2.63%)
<b>Relationship</b>	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:

- Since 2021: Executive Vice President – Global Procurement, 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, Bangkok Post Digital Asset Management 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

### Career:

- 2002-2021: 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

### Meeting attendance in 2024:

The Board of Directors' Meetings: 5/5, The Executive Committee's Meetings: 8/8, and Shareholders' Meeting: 1/1

**Attachment 4: Details of independent directors proposed by the Company  
to act as proxies for the shareholders**

<b>Name-Surname</b>	Mr. Charoon Intachan
<b>National / Age</b>	Thai / 80
<b>Position in Post</b>	Independent Director and Member of the Audit Committee
<b>Year of Director</b>	11 years
<b>Shareholding</b>	None
<b>Relationship</b>	None

**Education:**

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

**Training:**

Thai Institute of Directors:

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

**Position in other listed companies:**

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

**Position in non-listed companies:**

- Since 2015: Council of State

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

**Career:**

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

**Meeting attendance in 2024:**

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

## Details of independent directors

<b>Name-Surname</b>	Asst. Prof. Wutisak Lapcharoensap
<b>National / Age</b>	Thai / 76
<b>Position in Post</b>	Independent Director and Member of the Audit Committee
<b>Year of Director</b>	11 years
<b>Shareholding</b>	None
<b>Relationship</b>	None

### Education:

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

### Training:

Thai Institute of Directors:

- Director Accreditation Program (DAP 80/2009)
- Director Certification Program (DCP 126/2009)

### Position in other listed companies:

- Since 2015: Chairman, Chayo Group Plc.

### Position in non-listed companies:

- Since 2019: Chairman of the University Affairs Promotion Committee, University Councillor and Acting President of Ramkhamhaeng University

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

### Career:

- 2014-2019: Member of the National Legislative Assembly
- 2011-2019: President, Ramkhamhaeng University
- 2012-2014: National Education Council, Ministry of Education
- 2012-2014: Honorary Committee of the Police Commission
- 2011-2014: Committee of the Consumer Protection Board, Ministry of the Prime Minister's Office
- 2009-2014: Independent Director, Chairman of Corporate Governance Committee and Member of Nomination Committee, Airports of Thailand Plc.
- 2003-2012: Chairman of the Master of Arts Program in Political Science (Political Management Curriculum), Ramkhamhaeng University
- 1998-2012: Chairman of the Executive Program of Master of Arts in Political Science, Ramkhamhaeng University
- 2010-2011: Board of Dhanarak Asset Development Co., Ltd., Ministry of Finance
- 2009-2011: Chairman of the Executive Committee of Bangkok Market Office, Bangkok Metropolitan Administration (BMA)
- 2005-2011: Dean, Faculty of Political Science, Ramkhamhaeng University
- 2008-2009: Chairman of the Board of Thai Post Co., Ltd.
- 2004-2009: Ramkhamhaeng University Council

### Meeting attendance in 2024:

The Board of Directors' Meetings: 3/5, The Audit Committee's Meetings: 4/4, and Shareholders' Meeting: 1/1

### **\*Qualification of an Independent Director**

The Company does not specify qualifications of independent director more than that specified by the Office of the Securities and Exchange Commission of Thailand, as follows:

1. Holding not more than one per cent of the total voting shares of the Company, a subsidiary, an affiliate, a major shareholder, or a controlling person, including shares held by related persons.
2. Neither taking nor having taken part in management, or being an employee, staff member, advisor receiving a regular salary, or controlling person of the Company, a subsidiary, an affiliate, other associate company, a major shareholder, or a controlling person in the past two years unless the foregoing relationship has ended not less than two years.
3. Not being a close relative by birth or by legal registration as a parent, a spouse, a brother or sister, a son or daughter, of management, a major shareholder, a controlling person, or a person nominated as management or a controlling person of the Company and a subsidiary.
4. Neither being nor having been involve in a business relationship with the Company, a subsidiary, an affiliate, a major shareholder, or a controlling person in such a way that will obstruct his independent judgment including not being a shareholder holding 10 per cent or more or a controlling person of the person who has a business relationship with the Company, a subsidiary, an affiliate, a major shareholder, or a controlling person unless the foregoing relationship has ended not less than two years. A business relationship includes a normal cause of business transaction, a rent or lease of property, a transaction related to assets, service, providing or receiving financial support such as borrowing, lending, guarantee, or assignment resulting in the Company or other party being in debt obligation of more than three per cent of net tangible assets of the Company or twenty million baht, whichever is lower. The Calculation of debt obligation shall be in accordance with the calculation of value of related party transaction specified by the Capital Market Supervisory Board's Announcement of Related Party Transaction including debt obligation one year prior to the date that business relationship starts.
5. Neither being nor having been an external auditor of the Company, a subsidiary, an affiliate, a major shareholder, or a controlling person of the Company and not being a shareholder holding 10 per cent or more or a partner in an audit office of an external auditor of the Company, a subsidiary, an affiliate, a major shareholder, or a controlling person in the past two years.
6. Neither being nor having been a provider of professional service such as legal or financial services and receiving a professional fee of more than two million baht per year from the Company, a subsidiary, an affiliate, a major shareholder, or a controlling person and not being a shareholder holding 10 per cent or more or a partner such a provider of professional service in the past two years.
7. Not being a director representing another director of the Company, a major shareholder, or a shareholder related to a major shareholder.
8. Not being in a business substantially the same and compete with the Company, or a subsidiary, or not being a principal partner in a business partnership or being a director involving in management, employee, staff member, advisor receiving a regular salary, or holds of shares with voting right more than one per cent of total number of voting right of other company that engages in a business substantially the same and compete with the Company and a subsidiary.
9. Be able to express an independent opinion with respect to the operation of the Company.

After an appointment, an independent director may be assigned by the Board of Directors to make collective 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 5: Proxy Form

Stamp  
duty  
20 baht

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

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

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

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

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

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

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

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

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

(3) Hereby appoint:

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

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

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

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

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

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

Only one proxy to act as my/our proxy to attend and vote in the 2025 Annual General Meeting of Shareholders on 25<sup>th</sup> April 2025 at 11.00 hours through electronic means (e-AGM) or in case of postponement to such date, time, and place.

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

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

( )

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

( )

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

( )

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



**Proxy Form Type B (Detailed and fixed format)**

**As per the Announcement of the Business Development Department on**

**Proxy Form (No.5) B.E. 2550**

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

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

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

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

\_\_\_\_\_

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

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

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

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

(3) Hereby appoint:

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

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

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

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

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

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

Only one proxy to act as my/our proxy to attend and vote in the 2025 Annual General Meeting of Shareholders on 25<sup>th</sup> April 2025 at 11.00 hours through electronic means (e-AGM) or in case of postponement to such date, time, and place.

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

**Agenda item 1: To approve the Minutes of the 2024 Annual General Meeting of Shareholders held on 24 April 2024**

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

**Agenda item 2: To acknowledge the Annual Report of the Company and approve the audited financial statements of the Company for the year-ended 31 December 2024**

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

**Agenda item 3: To consider the omission of dividend payment**

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

**Agenda item 4: To consider candidates nominated as directors to replace the directors who shall retire by rotation, appoint a new director, and consider the authority of directors (if any)**

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

The election of individual Director

1. Mr. Chatsiri Sophonpanich

Approve

Disapprove

Abstain

2. Mr. Charoon Intachan

Approve

Disapprove

Abstain

3. Mr. Thirakiati Chirathivat

Approve

Disapprove

Abstain

**Agenda item 5: To fix directors' remuneration**

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

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

Approve

Disapprove

Abstain

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

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

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

Approve

Disapprove

Abstain

**Agenda item 7: To approve the conversion of debt to equity and increase of the registered capital.**

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

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

Approve

Disapprove

Abstain

**Agenda item 8: To consider other business (if any)**

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

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

Approve

Disapprove

Abstain

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

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

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

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

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

**Remark:**

1. A shareholder appointing a proxy must authorise only one proxy to attend the Meeting and vote. The vote of a shareholder may not be divided and given to more than one proxy.
2. The election of directors may be for the whole Board or individual directors.
3. In case there are more agenda items for consideration in the Meeting than the above-mentioned agenda items, shareholder appointing a proxy may use the attached Annex to the Proxy Form Type B.

**Annex to the Proxy Form Type B**

Grant of proxy as a shareholder of Bangkok Post Public Company Limited for the 2025 Annual General Meeting of Shareholders on 25<sup>th</sup> April 2025 at 11.00 hours through electronic means (e-AGM) or in case of postponement to such date, time, and place.

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

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

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

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

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

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

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

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

- Approve
- Disapprove
- Abstain

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

- Approve
- Disapprove
- Abstain

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

- Approve
- Disapprove
- Abstain

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

- Approve
- Disapprove
- Abstain

เอกสารแจ้งความประสงค์ขอเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์

The Document requesting to attend the meeting through electronic means (e-AGM)

วันที่ ..... เดือน ..... พ.ศ. ....  
Date Month Year

- (1) ข้าพเจ้า ..... หมายเลขบัตรประชาชน/หนังสือเดินทาง .....  
I/We, Identification Card/Passport Number  
สัญชาติ ..... บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....  
Nationality Residing at No. Road Sub-district  
อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....  
District Province Postal Code
- (2) เป็นผู้ถือหุ้นของ บริษัท บางกอก โปสต์ จำกัด (มหาชน)  
Being a shareholder of Bangkok Post Public Company Limited  
โดยถือหุ้นรวมทั้งสิ้น ..... หุ้น  
Holding the total amount of shares

ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์สำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2568

I would like to participate in the e-AGM for the 2025 Annual General Meeting of Shareholders

เข้าร่วมประชุมด้วยตัวเอง

Self-Attending

มอบฉันทะให้ (นาย/นาง/นางสาว) ..... เข้าร่วมประชุมดังกล่าวข้างต้น

Proxy to

attend the meeting.

- (3) ข้อมูลในการจัดส่งวิธีการเข้าร่วมประชุม

Please send the link to join the Meeting by the below E-mail.

อีเมล ..... (โปรดระบุ)

E-Mail (Please specify)

โทรศัพท์มือถือ ..... (โปรดระบุ)

Mobile Number (Please specify)

- (4) จัดส่งเอกสารเพื่อยืนยันตัวตน ตามสิ่งที่ส่งมาด้วย 8: ข้อปฏิบัติสำหรับการเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) ภายในวันที่ 18 เมษายน 2568

Please submit the required document per an Attachment 8: Guidelines for attending the Annual General Meeting of Shareholders through Electronics Means (e-AGM) by 18 April 2025

- (5) เมื่อได้รับการยืนยันตัวตน บริษัทจะจัดส่งลิงค์การเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมไปยังอีเมลที่ท่านได้ระบุ

Once you have verified, the Company will send the link to join the Meeting via E-mail.

- (6) ในวันประชุมผู้ถือหุ้นจะต้องเตรียมเลขทะเบียนผู้ถือหุ้น และเลขบัตรประชาชนไว้ สำหรับการเข้าร่วมประชุม

Please prepare your registered shareholder number and your identification card number to log into the Meeting.

ลงชื่อ/Signature ..... ผู้ถือหุ้น/Shareholder  
(.....)

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

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

**Part 1 Meeting of Shareholders**

**Article 1: Annual Ordinary General Meeting**

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

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

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

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

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

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

**Article: 3 Quorum**

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

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

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

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

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

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

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

### **Part 2 Board of Directors**

#### **Article 6: Number and Election of Directors**

The Board of Directors shall consist of not less than five (5) persons. At least one-half (1/2) of the directors must be residents of Thailand. The Board of Directors shall elect one (1) director as the Chairman of the Board of Directors. If deemed appropriate by the Board of Directors, one (1) or more directors may be elected as Vice-Chairmen, to have duties pursuant to these Articles of Association in the matters designated to them by the Chairman.

The directors shall be elected at the shareholder meeting in accordance with the following rules and procedures:

- 1) Each shareholder shall have one (1) vote for each share in respect of which he, she or it is the registered holder.
- 2) A shareholder or proxy may vote only for as many persons as vacancies on the Board of Directors are to be filled. A shareholder or proxy may not cast more than one (1) vote for any person in respect of each share that the shareholder holds or proxy represents and may not allot his or her votes to any person in any number.
- 3) After the vote, the candidates shall be ranked in order descending 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, which would otherwise cause the number of directors to be exceeded, the remaining appointments shall be made by drawing lots.

## Attachment 8: Guidelines for Attending the Annual General Meeting of Shareholders through Electronic Means (e-AGM)

Shareholders or proxies who wish to attend the meeting must submit documents proving their identity as specified to the Company within 18 April 2025. The Company shall verify the list of shareholders according to the closing information of the shareholders's registered book who have the right to attend the meeting and the user manual to the E-mail you have sent to inform the Company. The link will be sent two days in advance of the meeting date.

### **Requesting to attend the meeting through electronic means (e-AGM)**

Shareholders wishing to attend the meeting via electronic means must notify their intention to attend the meeting by E-mail or postal.

**If shareholders wish to notify their intention to attend the meeting through electronic means (e-AGM) by sending information via E-mail or postal:**

1. Please fill in the document requesting to attend the meeting through electronic means (e-AGM) (Attachment 6) by specifying your E-mail and your mobile phone number clearly for registering for the meeting.
2. Attach a copy of proof of identity to confirm the right to attend the e-Meeting.

#### **2.1 Natural Person**

- **Thai nationality**

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

- **Non-Thai nationality**

- (a) Passport of the shareholder; or
- (b) In case of proxy,
  - The proxy of a natural person shareholder (Thai or non-Thai nationality) shall submit the following documents before attending the Meeting.

- The proxy form (as attached to the Notice of the Meeting) which is completely filled, affixed with crossed out 20 baht stamp duty and certified signatures of the shareholder and the proxy.
- A copy of the shareholder's identification card or passport and certified true copy.
- A copy of the proxy's identification card or passport (in case of a foreigner) and certified true copy.
- If the shareholder has his/her title, name or surname changed, a copy of evidence of those changes must be enclosed.

## **2.2 Juristic Person**

### **2.2.1 Juristic person registered in Thailand**

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

### **2.2.2 Juristic person registered outside of Thailand**

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

## **2.3 Custodian**

- (a) Power of Attorney from the shareholder authorising a custodian to sign the Proxy Form on behalf of the shareholder.
- (b) Power of Attorney from Custodian authorising authorised director(s) or authorised person(s) to grant proxy.
- (c) Letter certifying that the signer in the Proxy Form has a license to operate the business as a custodian.
- (d) All Evidence of shareholder and custodian according to items 2.2.

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

3. Submit the documents requesting to attend the meeting via electronic means (Item 1) and proof of identity together with supporting documents (Item 2) by sending to the Company within 18 April 2025.

- **E-mail:** [agmsecretary@bangkokpost.co.th](mailto:agmsecretary@bangkokpost.co.th)
- **Post:** Company Secretary Department, Bangkok Post Public Company Limited, Bangkok Post Building, 136 Sunthorn Kosa Road, Klongtoey, Bangkok 10110

### **Electronic Meeting Attendance (e-AGM)**

1. Once the shareholders or proxies wish to attend the meeting and have been fully verified, you will receive an E-mail from the meeting organiser, a link for attending the meeting, and a system's user manual two days before the meeting date. Please study the manual on how to use the e-AGM meeting system in detail. If you haven't received the E-mail within 23 April 2025, please contact the Company immediately.
2. Meeting attendance and voting via electronic means can be used with computers/notebooks/tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.
3. The system will open for meetings 60 minutes before the start of the meeting. However, the live broadcast will only start at the time of the meeting.
4. To log in, attendees must use the information of the shareholder registration number and the shareholder's I.D. card number.
5. Voting through the e-Voting system, you will be able to vote for each agenda only by voting for agreeing, disagreeing, or abstaining in case of not voting in any agenda, the system will be deemed to vote as agree immediately (using the vote counting method by pouring votes towards agreeing).
6. If attendees have any problems or problems in using the e-AGM system, you can contact OJ International Co., Ltd. at the phone number specified in the E-mail that sends you the system's user manual.

\*\*\* This e-AGM meeting will be an electronic meeting only and will not be held in a conventional meeting venue, therefore, shareholders are requested not to come to the Company. \*\*\*

### **If a shareholder wishes to appoint an independent director as a proxy:**

Suppose any shareholder cannot attend the e-AGM meeting in person or cannot appoint other proxies to attend the e-AGM meeting and wishes to appoint an independent director as a proxy, in this regard, they can send a proxy form (Attachment 5) specifying the proxy as one of the independent directors as specified by the Company, along with supporting documentations, to the Company by the date within 18 April 2025 via the following channels:

- By E-mail: [agmsecretary@bangkokpost.co.th](mailto:agmsecretary@bangkokpost.co.th)
- By Post: Company Secretary Department, Bangkok Post Public Company Limited, Bangkok Post Building, 136 Sunthorn Kosa Road, Klongtoey, Bangkok 10110

Note: If the shareholders specify their votes in each agenda, the independent directors will cast their votes as specified in the proxy form in which the shareholders have the right in each agenda to vote in agreeing, disagreeing, or abstaining, only and cannot divide a partial vote (unless it is a Custodian vote).

**Submitting advice or questions related to business, industry, company performance, or other related matters to any agenda to be considered at the e-AGM meeting:**

If shareholders wish to submit suggestions or questions, they can be do so in two ways, as follows:

1. Submit advice or questions (Attachment 9) in advance to the Company within 18 April 2025 through the following channels:
  - By E-mail: [agmsecretary@bangkokpost.co.th](mailto:agmsecretary@bangkokpost.co.th)
  - By Post: Company Secretary Department, Bangkok Post Public Company Limited, Bangkok Post Building, 136 Sunthorn Kosa Road, Klongtoey, Bangkok 10110
  
2. Submit advice or questions during the meeting to those attending the e-AGM meeting. The attendee must specify his/her first and last name and state whether his/her is a shareholder attending the meeting himself/herself or as a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting as follows:
  - Chat channel for text messages;
  - An audio chat channel where attendees press the raised hand button and turn on the microphone on their device after the operator sends them an invitation to chat. Please turn off the microphone after the conversation is finished every time. (For more details, please refer to the user manual sent to attendees' E-mails.)

In this regard, if shareholders have questions about the meeting, they can contact the following staff:

1. Regarding submitting documents confirming identity to attend the shareholder meeting via e-Meeting, please contact the Company Secretary for further information via the Company's contact channels as detailed above.
2. Regarding the process of attending the meeting and voting via e-Meeting, in the case of correct and complete identity verification, please contact OJ International Co., Ltd. at the phone number specified in the E-mail that sends you the system's user manual.

## แบบฟอร์มส่งคำถามล่วงหน้าสำหรับการประชุมสามัญผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์ (e-AGM)

## Submit Question in Advance Form for the e-AGM

วันที่ ..... เดือน ..... พ.ศ. ....  
Date Month Year

ข้าพเจ้า ..... หมายเลขประจำตัวประชาชน/หนังสือเดินทาง .....

I ..... I.D. Number/Passport Number

สัญชาติ ..... อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....

Nationality Residing at Road Sub-district

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....

District Province Postal Code

อีเมล ..... โทรศัพท์มือถือ .....

E-mail Mobile Phone

เป็นผู้ถือหุ้นของบริษัท บางกอก โปสต์ จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม ..... หุ้น

as a shareholder of Bangkok Post Public Company Limited holding a total number of Shares

ข้อมูลการมีส่วนได้เสีย (ถ้ามี) .....

Conflict of Interest Information (if any)

คำถาม / Question:

1 .....

2 .....

3 .....

ลงชื่อ ..... ผู้ถือหุ้น

Signature ( ..... ) Shareholder

หมายเหตุ / Remark:

กรุณาส่ง “แบบฟอร์มส่งคำถามล่วงหน้าสำหรับการประชุมสามัญผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์ (e-AGM)” ที่กรอกข้อมูลครบถ้วน และลงลายมือชื่อมาให้บริษัท ภายในวันที่ 18 เมษายน 2568 ผ่านช่องทาง ดังนี้

Please send this “Submit Question in Advance Form for e-AGM” which has been filled out, to the Company by 18 April 2025, via one of the following channels:

- ทางอีเมล / Via E-mail: agmsecretary@bangkokpost.co.th
- ทางไปรษณีย์ลงทะเบียน / Via Registered Mail: ฝ่ายเลขานุการบริษัท / Company Secretary บริษัท บางกอก โปสต์ จำกัด (มหาชน) / Bangkok Post Public Company Limited อาคารบางกอกโปสต์ 136 ถนนสุนทรโกษา แขวงคลองเตย เขตคลองเตย กรุงเทพฯ 10110 / Bangkok Post Building, 136 Sunthorn Kosa Road, Klongtoey, Klongtoey, Bangkok 10110

## Attachment 10: Privacy Notice

We, Bangkok Post Public Company Limited (the “Company”), respect your concerns about data privacy. To ensure compliance with the Thailand Personal Data Protection Act B.E. 2562, we would like to inform you of the following:

### 1. What Personal Data we collect

We will collect or obtain the following types of information directly from you which may include but not be limited to the following Personal Data:

- General Data: such as name, surname, address, date of birth, telephone number, email address, nationality, occupation, taxpayer identification number, identification card number, juristic person registration number, number of shares
- Sensitive Data: such as race, religion, blood type, photo or video footage taken at our premises, health information, medical history, or disability in connection with the operation of the meeting activities you attend. We will use our best effort to provide sufficient security measures to protect your Sensitive Data.

We may receive Personal Data directly from you, a registration form, proxy (if any), health questionnaire (if any), or a copy of the identification card or similar identification document that you registered to attend the meeting.

In addition, the identification document that you send to us such as a copy of the identification card or other similar official document may reveal Sensitive Data such as race, blood type, or religion, you can conceal such Sensitive Data before submitting the document to us. If you have not concealed such Sensitive Data, we reserve the right to do so, and it does not constitute the collection of your Sensitive Data.

### 2. Why we collect, use, and disclose your Personal Data

We collect, use, and disclose your Personal Data for the following purposes:

- To call for, hold and organise the shareholders’ meeting which includes your identity authentication, document transmission, performing any action in order to comply with the resolution of the shareholders’ meeting, company management, organisation activities, and sending any newsletter or offers for the benefit of the shareholders;
- To prepare the minutes of the shareholders’ meeting and for your meeting attendance, to protect the security, and to exercise our rights or protect the legitimate interests of us and individuals within the limit which you might reasonably have expected;
- To prevent or suppress a danger to life or health of you and individuals such as contacting a person in emergency or disease prevention and control procedures. This is to achieve the objectives of health care;
- To prevent the infection of serious diseases, and to comply with practices and procedures of the shareholders’ meeting;
- To comply with our legal obligations and/or cooperate with court, regulators, government authorities and law enforcement bodies for the exercising of such official authority vested in us: and
- For public interest in protecting others in our premises.

Where we need to collect, use, and disclose your Personal Data as required by law, or for the performance of a contract with you and you fail to provide that Personal Data to us, we may not be able to serve you our full range of services or perform the contract we have or are trying to enter into with you (for example, to allow you to enter the meeting and/or access to our premises).

### 3. How long do we retain your Personal Data

We retain your Personal Data for as long as it is reasonably necessary to fulfil the purpose for which we obtained them. However, we may retain your Personal Data for a longer duration, if required by applicable law.

### 4. What are your rights with regard to your Personal Data

Subject to the conditions and exceptions under the applicable laws, you may have the right to access and/or obtain a copy of, port, rectify, delete, destroy, or anonymise certain Personal Data that we have about you, restrict and/or object to certain activities in which we engage with respect to your Personal Data. If we process your Personal Data based on your consent, you may withdraw your consent, but we may not be able to provide you with our full range of services. You may also have the right to request us to disclose how we obtain your Personal Data without your consent and lodge a complaint with the competent authority under the applicable laws.

**Bangkok Post Public Company Limited**

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

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

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