

## **BANGKOK POST PUBLIC COMPANY LIMITED**

### Propose Additional Agenda for the 2019 Annual General Meeting of Shareholders and Candidates to be nominated as the Directors of the Company

In order to create an environment of good corporate governance for the Annual General Meeting of Shareholders that shall be held in April 2019, Bangkok Post Public Company Limited has established a procedure for shareholders to propose additional agenda for the Annual General Meeting of Shareholders and candidates, who have appropriate qualifications and no prohibited characteristics, to be nominated as the Directors of the Company before the Notice of Meeting is issued as follows:

#### Qualification of Shareholders

A shareholder or shareholders may submit a written proposal in order to request the Board of Directors to include such proposal which indicates whether it is the matter proposed for information, for approval, or for consideration, as the case may be, including details of the proposed matter as additional agenda of the Annual General Meeting of Shareholders and/or candidates who have appropriate qualifications and no prohibited characteristics to be nominated as directors of the Company provided that such shareholder or shareholders:

- Hold shares and have the right to vote amounting to not less than 5 percent of the total number of the voting rights of the Company
- Provide evidence of the said holding of shares to the Company such as copies of share certificates and confirmation letter issued by securities brokerage company, Thailand Securities Depository Company Limited and the Stock Exchange of Thailand
- Provide identification papers such as copies of identification card, passport, and all necessary corporate documents

#### Additional Agenda of the Annual General Meeting of Shareholders

The Company sets the agenda of the Annual General Meeting of Shareholders substantially similar to the followings:

1. To approve the Minutes of the previous Meeting of Shareholders
2. To acknowledge the Annual Report of the Company and approve the financial statements of the Company
3. To approve the appropriation of profits as Statutory Reserve and dividend payment
4. To elect directors to replace directors who shall retire by rotation and fix the authority of directors in case the change of directorship
5. To approve or acknowledge the remuneration of directors
6. To appoint independent auditors and fix the audit fee
7. Other matter (if any)

Any Qualified Shareholder may propose any additional appropriate agenda item to the above Agenda of the Annual General Meeting of shareholders using the *Proposal for Additional Agenda of the Annual General Meeting of Shareholders*.

The Company, relevant sub-committees of the Board, and the Board of Directors reserve the right to review and approve any proposed additional agenda of the Annual General Meeting of Shareholders, if they deem that:

1. The proposal does not comply with the Procedure.
2. The proposal is relevant to the ordinary business operation and the fact given by the shareholders does not indicate any reasonable ground to suspect the irregularity of such matter.
3. The proposal is beyond the company's power to produce the purposed result.
4. The proposal was submitted to the shareholders' meeting for its consideration within the previous twelve months and received the supporting votes of less than ten per cent of the total number of the voting rights of the company, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders' meeting.

Shareholders are hereby advised that in the Meeting of Shareholders, shareholders holding shares amounting to not less than one-third of the total number of shares sold may request the Meeting of Shareholders to consider matters other than those indicated in the Notice calling for the Meeting.

#### Nomination of Candidates for Directors of the Company

Any qualified shareholders may propose candidates, who have appropriate qualifications and no prohibited characteristics, to be nominated as the Directors of the Company. Sufficient details of the candidate should be given in the *Proposal for Nomination of Candidate for Director of the Company* and the *Resume of Candidate Nominated for Director of the Company* to allow the Company, the Nomination and Remuneration Committee and the Board of Directors to contact, review and evaluate the candidate.

#### Submission of the Proposal

The Qualified Shareholder should submit the *Proposal for Additional Agenda of the Annual General Meeting of Shareholders* and/or the *Proposal for Nomination of Candidate for Director of the Company* together with a *Resume of Candidate Nominated for Director of the Company* as the case may be to Company Secretary through email at: [charoenchai@Bangkokpost.co.th](mailto:charoenchai@Bangkokpost.co.th) or [siripornm@Bangkokpost.co.th](mailto:siripornm@Bangkokpost.co.th) with original documents sent to the following address:

Company Secretary  
Bangkok Post Public Company Limited  
Bangkok Post Building  
136 Sunthornkosa Road  
Klongtoey, Bangkok 10110

Telephone: +66 (0) 2616 4000  
Facsimile: +66 (0) 2671 9694

For the 2019 Annual General Meeting of Shareholders that shall be held within April 2019, the Qualified Shareholder must submit the Proposal not later than **Tuesday 5<sup>th</sup> February 2019** in order to provide the Company, relevant sub-committees of the Board and the Board of Directors with sufficient time to review and evaluate all Proposals and to proceed with the necessary procedure of the Annual General Meeting of Shareholders.

## BANGKOK POST PUBLIC COMPANY LIMITED

### Proposal for Additional Agenda of the Annual General Meeting of Shareholders

Date \_\_\_\_\_

Name – Surname (Proposer) \_\_\_\_\_

Address \_\_\_\_\_

Telephone No. \_\_\_\_\_

Facsimile No. \_\_\_\_\_

E-mail Address \_\_\_\_\_

Numbers of Share Holding \_\_\_\_\_ shares

Proposed Agenda  For Acknowledgement  For Approval  For Consideration

Objective/ Rationale

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

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

Remarks:

- Shareholders must enclose the following documents with this form:
  - The evidence of shares held as of the proposal date, such as the certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd.
  - In case shareholders are individual; copy of identification card/ passport (in case of non-Thai nationality) must be enclosed and certified true copies by the shareholder.
  - In case shareholders are juristic persons, the copy of the corporate affidavit issued by Department of Business Development, Ministry of Commerce or other related agencies and copy of identification card/ passport (in case of foreigner) of authorized director must be enclosed and certified true copies by such director.
- In case a group of shareholders proposes the agenda, each shareholder must fill in and sign this form as evidence separately. Then the forms should be gathered into one set.

# BANGKOK POST PUBLIC COMPANY LIMITED

## Proposal for Nomination of Candidate for Director of the Company

Date \_\_\_\_\_

Name – Surname (Proposer) \_\_\_\_\_

Address \_\_\_\_\_

Telephone No. \_\_\_\_\_

Facsimile No. \_\_\_\_\_

E-mail Address \_\_\_\_\_

Numbers of Share Holding \_\_\_\_\_ shares

I would like to nominate (Mr./ Mrs./Miss/ \_\_\_\_\_ ) \_\_\_\_\_

for the Nomination and Remuneration Committee's consideration as a qualified candidate who have no prohibited characteristics to be appointed as the Company's director. Such person has made his/her consent and certifies that information disclosed in the attached "Resume of Candidate Nominated for Director of the Company" and other support documents are true and authentic.

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

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

### Remarks:

1. Shareholders must enclose the following documents with this form:
  - 1.1 The evidence of shares held as of the proposal date, such as the certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd.
  - 1.2 In case shareholders are individual; copy of identification card/ passport (in case of non-Thai nationality) must be enclosed and certified true copies by the shareholder.
  - 1.3 In case shareholders are juristic persons, the copy of the corporate affidavit issued by Department of Business Development, Ministry of Commerce or other related agencies and copy of identification card/ passport (in case of foreigner) of authorized director must be enclosed and certified true copies by such director.
2. In case a group of shareholders proposes the candidate for director, each shareholder must fill in and sign this form as evidence separately. Then the forms should be gathered into one set.

**BANGKOK POST PUBLIC COMPANY LIMITED**

**Resume of Candidate Nominated for Director of the Company**

1. Name – Surname

English \_\_\_\_\_ (Maiden name \_\_\_\_\_ )

Thai \_\_\_\_\_

2. Date of Birth \_\_\_\_\_ Age \_\_\_\_\_ years

3. Nationality \_\_\_\_\_

4. Marital Status             Single       Married       Divorced       Widowed

(1) Spouse’s Name \_\_\_\_\_ (Maiden name \_\_\_\_\_ )

Place of work \_\_\_\_\_

Position \_\_\_\_\_

(2) Number of Children \_\_\_\_\_

4.2.1 Name - Surname \_\_\_\_\_ Year of Birth \_\_\_\_\_

Place of work \_\_\_\_\_

Position \_\_\_\_\_

4.2.2 Name - Surname \_\_\_\_\_ Year of Birth \_\_\_\_\_

Place of work \_\_\_\_\_

Position \_\_\_\_\_

4.2.3 Name - Surname \_\_\_\_\_ Year of Birth \_\_\_\_\_

Place of work \_\_\_\_\_

Position \_\_\_\_\_

5. (1) Present Address

Address \_\_\_\_\_

Telephone \_\_\_\_\_ Facsimile \_\_\_\_\_

E-mail address \_\_\_\_\_

(2) Company Address

Address \_\_\_\_\_

Telephone \_\_\_\_\_ Facsimile \_\_\_\_\_

E-mail address \_\_\_\_\_



9. Present positions in other companies which materially compete directly or have any related business with the Company (possible conflict of interest)

From - To	Company	Business	Position
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

10. Work Experience (past 5 years)

From - To	Company	Business	Position
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

11. Shareholding in Bangkok Post Public Company Limited as of \_\_\_\_\_ (the proposal date)

Common Stock \_\_\_\_\_ Shares

11.1 Shareholding in Bangkok Post Public Company Limited of related person

11.1.1 Spouse Common Stock \_\_\_\_\_ Shares

11.1.2 Children (minors)

(1) \_\_\_\_\_ Common Stock \_\_\_\_\_ Shares

(2) \_\_\_\_\_ Common Stock \_\_\_\_\_ Shares

(3) \_\_\_\_\_ Common Stock \_\_\_\_\_ Shares

12. Record of lawsuit (except for the petty offers)

Court	Status (Plaintiff/ defendant/ claimant)	Type ( Civil/ Criminal/ Bankruptcy)	Offense	Amount	Outcome
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____

13. Having direct and indirect interests in Bangkok Post Public Company Limited, subsidiaries, associated companies and related companies. (Please specify nature of the transaction and characteristics of such interests, including transaction value)

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14. Shareholding and being a director of subsidiaries, associated companies and related companies of Bangkok Post Public Company Limited (in case of shareholding, please specify company's names, number of shares held, percentage of shareholding or in case of being a director, please specify company's names)

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I (Mr./Mrs./Miss/ \_\_\_\_\_ ) \_\_\_\_\_

who have been nominated as a candidate for director of the Company certify that the information provided above is complete and true, and the supporting documents submitted herewith are accurate.

Signature \_\_\_\_\_ Candidate  
( \_\_\_\_\_ )  
Date \_\_\_\_\_

Remark:

Please enclose the certified true copy of identification card/ passport (in case of non-Thai nationality).