

(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 & 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 & 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 media

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

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Management attended via electronic media

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 media

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

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, totaling 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 media, 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 chosen 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

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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 moderator 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.

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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.

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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 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 ten 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.

Unit: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.

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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 Krongam 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 Krongam 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;

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|-------------------------------------|-----------------|
| 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

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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 Kamcharoenwong, a proxy holder, inquired as to why Prof. Dr. Wuttisak 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 couldn't 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 reelected three directors who retire by rotation as directors of the Company for another term, as follows.

1. Dr. Siritaj Rojanapruk
Approved 407,890,205 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 407,890,205 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 Krangam
Approved 407,890,205 or equivalent to 100 percent, of the shareholders attending the Meeting and entitling to vote.

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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 Krengam 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 407,890,205 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 Chunhachinda, 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 authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place. The auditors 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.

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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 authorized 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 407,890,205 votes or equivalent to 100 percent of the shareholders attending the Meeting and entitling to vote.

Agenda 7 To consider other business (if any)

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 is 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.

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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