

Bangkok Post



Mushroom Group

Bangkok Post-Bauer Media



Post International Media

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Vision & Mission

VISION

The corporate vision of the Bangkok Post Public Company Limited is to be “the leader in the media industry in Thailand and the region” in providing, through a variety of print and digital media platforms, accurate news and information, including business news and lifestyle features, that are both timely and relevant to the ever-changing trends, requirements and interests of its targeted readers and audiences. The Bangkok Post is truly the “Newspaper You Can Trust”.

MISSION

In order to realise the above stated “Vision”, the Bangkok Post Public Company Limited undertakes the following activities:

- Sources and disseminates content that is accurate, timely and relevant to the requirements and ever-changing lifestyles of its various readers and audience groups.
- Expands, in terms of breadth and depth of coverage, the current media platform portfolios and associated content in order to reach the widest readership and audience base.
- Leverages its content portfolio together with its communications media expertise, brand recognition and distribution channels by creating business partnerships and sponsoring a variety of events to help broaden the current business and advertiser and customer base.
- Explores new media and communications business opportunities in existing, new and emerging media communications, and broadcasting platforms. This is to enable the Group to effectively widen and broaden its reach while providing relevant content for its reader and audience groups, and to sustain its financial performance for the future.
- As a publicly listed company, adopts good corporate governance principles and practices together with associated good business ethics in its operations; aims to be at all times a good corporate citizen undertaking activities affirming its corporate social responsibilities; supports and helps promote sustainable development of wider society, local communities, and the environment.

Report to Shareholders of Bangkok Post Public Company Limited

THE THAI ECONOMY AND MEDIA INDUSTRY ENVIRONMENT IN 2018 AND 2019

The Thai economy in 2018 grew 4.1% from the year before, the highest pace of growth in six years, thanks to gains in exports, private consumption and investment.

Economic growth in the fourth quarter of 2018 was 3.7% year-on-year, compared with 3.2% the previous quarter, according to the National Economic and Social Development Council.

The government projects growth in 2019 within a range of 3.5% to 4.5%, driven by an acceleration in public and private investment, continued growth in the tourism sector and an anticipated pickup in exports.

For the media sector, 2018 saw a modest improvement of 3.9% in overall advertising spending from the year before, reversing

several years of annual declines. Television advertising, which accounts for over 60% of total advertising, saw an 8% increase in spending in 2018. Other media posting improvements include billboard and outdoor advertising, radio, cinema, transport and online advertising.

Printed media advertising, however, continued to decline in 2018, with magazine advertising declining 33% from the year before, print advertising down 20% and cable and satellite television advertising down 16.44%, according to Nielsen Thailand.

Advertising spending in 2019 is projected to rise 5% to 7% from 2018, driven by advertising by financial services, retail, consumer goods, and automobile sectors.

GROUP OPERATING PERFORMANCE IN 2018

The Bangkok Post Group in 2018 continued to focus on streamlining operations, improving productivity and efficiency, and investing in new services and technologies to meet the ongoing challenges faced by the Thai print media industry.

The company aggressively expanded its digital products and services as well as its event management businesses, building upon its market-leading brands led by the flagship English-language Bangkok Post, Thailand's oldest newspaper; Post Today, a Thai-language business daily newspaper; and Thai-language editions of top international magazines, including Elle and Forbes Thailand.

In 2018, Bangkok Post Plc. and its subsidiary companies reported a consolidated net loss attributable to equity holders

of (167.65) million baht or (0.34) baht per share, a significant improvement from a loss of (358.83) million baht or (0.72) baht per share from the year before. Total consolidated sales and service revenue for 2018 was 1,230.03 million baht, down 7.41% from the year before, while consolidated costs of sales and services was 991.26 million baht, down 14.27% from the year before.

The Board of Directors resolved to omit the dividend payment for the year 2018, and resolved to call for the 2019 Annual General Shareholders Meeting to be held on 24th April 2019 at 11.00 a.m., at the Conference Room, Bangkok Post Building, 8th Floor, 136 Sunthorn Kosa Road, Klong Toey. Shareholders whose names appear in the Shareholder Register on Thursday 7th March 2019 are cordially invited to attend the Meeting.

LOOKING FORWARD

The Bangkok Post Group in 2019 will continue to focus on streamlining its newspaper and magazine portfolio while increasing focus on digital platforms and services. The company will also continue to diversify its revenue streams and leverage its strengths as Thailand's leading news and information content provider. Branded lifestyle, entertainment and business events will be expanded to meet growing needs from the company's consumer and client base.

The company will also continue to expand its partnerships with other leading companies across a range of industries consistent with its commitment and mission statement to serve as a trustworthy, reliable and informative source of information for the public.

Operations Overview

Financial Highlights

(Unit: Million Baht)

Consolidated Financial Statements	2014	2015 (Re-stated)	2016	2017	2018
Sales and Service Income	2,184.3	2,172.6	1,803.6	1,328.5	1,230.0
Other Income	50.8	39.0	61.6	38.4	39.8
Total Income	2,235.1	2,211.6	1,865.2	1,366.9	1,269.8
Net loss – Excl Comprehensive Income	(168.7)	(244.4)	(217.4)	(365.3)	(167.6)
Return on Sales (%)	(7.5)	(11.1)	(11.7)	(26.7)	(13.2)
Total Assets	2,164.4	3,113.0	2,576.9	2,222.7	2,283.9
Total Liabilities	1,560.1	2,103.1	1,797.0	1,814.0	1,880.8
Total Shareholders' Equity	604.3	1,009.8	779.9	408.7	403.1
Return on Assets (%)	(7.8)	(7.8)	(8.4)	(16.4)	(7.3)
Return on Equity (%)	(27.9)	(24.2)	(27.9)	(89.3)	(41.6)
Earnings per share (Baht)	(0.34)	(0.51)	(0.43)	(0.72)	(0.34)

Income Summary

(Unit: Million Baht)

Consolidated Financial Statements	2014	2015 (Re-stated)	2016	2017	2018
Advertising Sales	1,637.5	1,590.6	1,179.3	701.7	677.5
Publication Sales	388.7	343.8	346.7	229.0	230.5
Commercial Printing Service Income	84.5	71.6	56.5	4.8	1.6
Television and Digital Media Income	73.7	166.7	221.1	393.0	320.4
Operating Income	2,184.3	2,172.6	1,803.6	1,328.5	1,230.0
Share of profit (loss) from investments in joint ventures	24.9	11.3	11.0	2.7	(0.4)
Other Income	26.0	27.7	50.6	35.7	40.2
Total Income	2,235.1	2,211.6	1,865.2	1,366.9	1,269.8

Nature of the Business

Bangkok Post Plc., which marked its 72nd anniversary in 2018, is the publisher and distributor of: the Bangkok Post, the oldest newspaper in Thailand; Post Today, a Thai-language, business-oriented newspaper; and M2F, a free Thai-language weekday newspaper focusing on news and lifestyle features.

Since its founding in 1946, the Bangkok Post Group's news and information publishing business has grown steadily, through various strategic initiatives to expand its media channels, activities and services in both Thai and English. Our goal is to expand our penetration and reach to domestic and international customers, including:

- Through its subsidiaries – Post International Media Co., Ltd. and Bangkok Post-Bauer Co., Ltd. – the Group publishes and distributes Thai editions of popular international magazine titles covering business and social news, fashion, home decoration, lifestyle and travel, such as Elle, Science Illustrated, Forbes Thailand and Cleo.
- The Group publishes M2F, a free daily Thai-language weekday newspaper aimed at urban professionals and office commuters in Bangkok.
- Mushroom Group Co., Ltd. produces multimedia and video content for television and digital media, for markets in both Thailand and the region.
- Information services delivered through a variety of subscriber-based digital media platforms and applications, in English and Thai for local and international readers. The Group also offers information services through a variety of social media platforms catering to the changing needs and demands of consumers, whether through desktop computers, tablets or mobile devices.
- The Group's book publishing arm, Post Books, publish a wide variety of books, including best-selling international titles translated into Thai, English titles written by our own reporters and columnists, and fiction and non-fiction books written by prominent local authors. Topics include business & management, technology, history, biographies, and art & culture.
- The Group's commercial printing business offers general printing services to various government and business organisations.

Bangkok Post Plc. aims to continuously grow and develop its business through the development of print and media platforms, products and services, with the goal of expanding its audience and readership. The Group's mission remains to be the leading multi-media publisher and distributor in Thailand, based on its longstanding position within the Thai media industry as the 'most trusted source' of news and features.

Milestones

1946

English-language daily Bangkok Post is launched.



2005

Post Digital, a unit pioneering online media and services, is established.

The company also commences construction of its new press and distribution centre located on Bang Na-Trat Road.



1984

The company is listed on the stock market and begins trading under the stock ticker "POST".



2003

The company launches the Thai-language business daily Post Today.



1994

Post International Media Co., Ltd. was established. and launches several Thai-language versions of international magazines, including Elle, Elle Decoration and Cleo.



1996

The company increased its registered capital to 500 million baht.



2007

The new printing centre is opened on 7 November 2007 in a ceremony presided over by Her Royal Highness Princess Maha Chakri Sirindhorn.



2018

The company celebrates its 72nd anniversary.

2011

M2F, a free Thai-language newspaper published Monday to Friday and distributed in Bangkok, is launched.



2013

The company launches Forbes Thailand, a Thai edition of the renowned international business magazine.



2017

The company changes its name from The Post Publishing Plc. to Bangkok Post Plc.



2015

The company acquires a 51% stake in Mushroom Television Co., Ltd. (Mushroom Group Co., Ltd.), a television and digital media content provider. The move supports the company's further expansion into the digital media market with the prospect of generating more revenue.



Operations Overview

Awards Received in 2018



Bangkok Post photographer, Wichan Charoenkiatpakul, won third place in the Isra Amantakul Awards photo contest to mark Reporters' Day on 5 March 2018, with a picture entitled "Broken Heart", showing officials consoling one another during the cremation ceremony of HM the late King Bhumibol Adulyadej at Sanam Luang.



Bangkok Post photographer, Chanat Katanyu, won the runner-up prize in the Isra Amantakul Awards on 5 March 2018. The winning picture, entitled "Mom's Ring, Friend's Watch", depicts Deputy Prime Minister Prawit Wongsuwon wearing a previously undeclared luxury watch.



Bangkok Post photographer, Apichit Jinakul, received an honorary mention in the Isra Amantakul Awards, being cited as one of the top five, on 5 March 2018, with a picture entitled "Must Get Over", showing a student jumping over floodwaters in Rangsit.



The Bangkok Post article – "Too Little, Too Late for Lahu Traumatized by Youth's Killing" – published in the Spectrum section on 28 May 2017, won first prize in the print category of Amnesty International Thailand's 2017 Media Awards, presented on 18 January 2018. The article, written by Paritta Wangkiat, describes the aftermath of the suspected extrajudicial killing of Lahu rights activist Chaiyaphum Pasae.



Post Today reporter, Jarupun Jirarutchanirom, won the 1st runner up Puey Ungphakorn Award for Economic Analysis News for the article "Moulding a Dream Business with the Hands of the Masses", presented on 28 February 2018.



Post Today Deputy Editor, Pichet Choorak, won the 2017 Outstanding News Story Lead award from The National Press Council of Thailand for the article entitled "Solving Structural Corruption", presented on 4 July 2018.

Bangkok Post



2018 marked the 72nd anniversary of the Bangkok Post, a publication that has been steadfast in its duty and commitment to being a responsible media outlet serving the country and society.

Throughout the history of the country's oldest newspaper, the Bangkok Post has witnessed Thailand's rise to prominence and significance on the global stage, in terms of economics, society, and politics.

As Thailand's leading English-language daily, the Bangkok Post has been a window to Thailand, where accurate and reliable news reports about the country are presented to readers around the world through a variety of platforms in addition to the print media.

The Bangkok Post has consistently developed its content so that it can be effectively offered through online and digital outlets, including the paper's webpage, Facebook account, digital newspaper and smartphone.

In 2018, the Bangkok Post's online news outlets saw a marked expansion, evident from surging revenues and page views. The website records an average of 200,000 page views and is accessed by 62,000 people daily. It has also clocked up more than 946,000 Facebook followers.

Bangkok Post



Throughout the year, the website reported more than 77.29 million page views and was accessed by around 11.15 million people, according to Google Analytics.

Importantly, viewers of the website spend an average of 5.26 minutes viewing pages, compared to an average time of 2-3 minutes for local news websites, according to Truehits.net, Thailand's only independent website-tracking service.

The figures reinforce how the Bangkok Post's news reports and content, available through its various platforms, have won the trust of readers both within and outside the country.

For the printed paper, 2018 was another challenging year, as was the case for many newspapers around the world, since it faced intense pressure from a whirlwind of new media reflecting a shift in audience behaviour.

Nonetheless, the Bangkok Post remains an authoritative news media. The paper continues to be well-received by its readers, including government and business leaders, who have participated in many activities the paper has sponsored.

In 2018, the Bangkok Post put together a range of activities, and the response of readers and sponsors has been outstanding. These include a charity mini marathon, the proceeds of which were donated to support the education of needy children through the Bangkok Post Foundation.

There was also the Bangkok Post Forum, an annual seminar, and the Bangkok Post International Forum, which reaped much success as its panel of speakers was joined by ministers, leaders of foreign governments and heads of international organisations.

This shows the credibility the Bangkok Post has gained in the eyes of international readers.

The year ahead looks nothing short of monumental, with the coronation of His Majesty the King set to take place from May 4-6, and the first general election in five years.

Diplomacy-wise, Thailand has assumed the chairmanship of Asean, succeeding Singapore.

The Bangkok Post stands ready to report landmark events for the world, with steadfast adherence to media ethics and professionalism, for which it has made its mark as "the newspaper you can trust".



Post Today



In 2018, Post Today newspaper improved its news content. It broadened and deepened its analysis, including special reports. It also covered a range of special focus issues, including: business dynamics in SME; opportunities in the ASEAN Economic community; capital markets news; personal finance management; digital economy trends; real estate business and much more. All of these aimed to provide Post Today readers useful news and information that is valuable to them in their everyday lives.



Post Today's online media include its website and its Facebook page. The latter has over 3.3 million followers and broadcasts hot-topic live events that attract large audiences. It also posts interesting news clips on a variety of topics of current interest.

Post Today continues to develop its presentation style and the technological tools it leverages to grab reader attention.



M2F



Published every weekday, M2F is Thailand's first free Thai language newspaper. With its leading position among free Thai language newspapers, largest circulation and strong readership among Bangkok residents, it has been read by people for over seven years while consistently maintaining its high quality editorial and pictorial content.

Like other print media, M2F has run into direct challenges as consumers change their news consuming behaviour. Seeing that digitised media continues to expand its command of consumer attention, M2F has launched a website, www.m2fnews.com, and an



e-newspaper version of the daily. This extends the publication's reach by enabling readers to quickly and conveniently access M2F content and advertisements on their mobile devices and computers in lively, attention-grabbing formats.

Besides going online, M2F is also increasingly active in the events and activities arena in Bangkok. Among its well-recognised annual events are 'M2F Presents Bangkok Songkran Festival @ CentralWorld', 'M2F Bangkok Music Festival' and 'M2F Cycling Championship'.



Post Books



on selecting books for publication that match demand and trends in the market. The division published a total of 13 books in 2018, including five best-sellers. Most notable were books on business, finance, investment, and self-improvement. These included: “Cryptoassets: The Innovative Investment”, a Thai translation version; “Working with the Walking Dead”, a Thai translation version; and “Property Is a Girl’s Best Friend”. There were also books about history, society, culture, psychology, and language as well as biographies. These included “Look at the Chopsticks, See the Bamboo Forest Vol. 4”, “Really Easy English News”, and “No Money Is Not a Big Deal, But No Heart Is Nothing”. The books “Genghis Khan” and “Hau Fung Liao Yuan Wai Zhuan Vol. 7” found popularity among both Thai and international readers. Moreover, the division republished some books that have continued to be popular beyond their original print runs, including “Getting Things Done: The Art of Stress-Free Productivity”, a Thai translation version; “The Wild Chronicles IV – The Promised Land”; “Padiwaradda”, and “Nakee 2”.

For over a decade, Post Books publishing house has been determined to produce books of high quality to satisfy all readers’ needs, disseminating knowledge, social trends, and information about the world. In so doing, it makes reading an enjoyable experience while offering avenues to self-improvement in a variety of ways.

The publication of over 400 books has been well received by readers. This is consistent with the division’s goal of forming a loyal customer base. To this end, the division is developing several channels by which customers can access its varied products. Here the aim

is to develop and produce books with good content that is valuable to readers in that they can use it to improve the quality of their lives.

The publisher remains aware of its role in society to record history through books, and aims to ensure that people can access information with which they can improve themselves as well as society while deriving long-lasting happiness from the reading experience.

In 2018, the publisher continued offering promotions and stimulating distribution by hosting various events that were well received by readers. The team focused

In 2019, the publisher will continue to focus on selecting good content. It will produce books and develop quality work with the aim of expanding knowledge in Thai society. This will be accomplished through print media and online media alike. It will also involve such activities as academic seminars promoting knowledge, short self-improvement courses, and various entertainment activities. The division will also continue to develop its online book distribution channels in order to reach more readers with greater ease and convenience. The result will be better reading experiences and access to more knowledge for the general public.



Operations Overview

Elle Thailand



When Post International Media Co., Ltd. was established in 1994 to produce and publish ELLE Thailand Magazine, it became the first iconic international fashion magazine to be published in Thailand.

As 2019 marks the 25th anniversary of ELLE Thailand, the occasion will be celebrated with several activities for readers and advertisers in both the print and online editions. Among them are a more extravagant ELLE Fashion Week than ever before as well as the 2nd ELLE Thailand Beauty Awards, following its successful debut in 2018, plus several

ELLE



smaller events taking place at regular intervals throughout the year.

Besides using digital media to develop and upgrade the publication's content so it is accessible on all platforms, ELLE extended its distribution network to online stores such as JD Central and Shopee,

thereby creating more opportunities to directly approach readers.

Also during its 25th anniversary year, ELLE will continue to consolidate its position as the top fashion media in Thailand both in print and digital form. In the latter case, ELLE will build on its 2018 push which has so far generated over 40 million baht in digital revenue. To attract a larger audience and generate higher revenue, ELLE will fuse more print and digital content to help give readers a richer experience, strengthen newsstand sales and increase circulation.

ELLE will work more closely with both its top advertisers and new advertisers, offering them more effective means of connecting with their markets through every platform. Revenue will be increased both by bringing new viewers to the experience and from conceptualisation, production, media and organisation fees.



Operations Overview

Forbes Thailand



Originated more than a century ago, the history of Forbes has been closely allied with the development of international capitalism. The magazine is seen as a symbol of wealth and success in the world of businesses, entrepreneurs, investors, and top management.

Although technological developments have affected print media, TV and magazines in general, Forbes Thailand has maintained its popularity and booked a satisfactory result in 2018 that beat both its target and the previous year's results.

These days, Forbes Thailand nowadays reaches out to its readers via various platforms, including the printed magazine, e-magazine (a la carte & buffet) and other digital content channels (forbesthailand.com and social media, including Facebook and Instagram).

Forbes THAILAND



During 2018, Forbes Thailand, Forbes Media LLC and their partners hosted a record five events, namely: "Forbes Thailand Alternative Investments 2018: Investment Opportunities in Digital Era: Finding the Right Balance," an exclusive event held annually with Tisco Wealth Management for its high net worth

clients; "The Next Tycoons", one of Forbes Thailand's signature events to celebrate the magazine's 5th anniversary under the sub-theme "Leading in the Age of Disruptions"; "Forbes Private Dinner", hosted in conjunction with Forbes Media LLC, featuring Steve Forbes, Chairman and Editor-In-Chief of Forbes Media, as the guest speaker on the topic of "Fact and Comment: Outlook of the World Economy"; "Forbes Global CEO Conference" organised for the first time in Thailand, that drew more than 400 CEOs and top executives from around the world; and "Forbes Thailand Private Dinner" held for the first time with Mr. Pham Hong Hai, CDO of HSBC Bank (Vietnam) as the guest speaker on the topic of "Inside Vietnam's success story: the myths & truths about the economy and its business networks".

During 2018, two special publications, "Wealth Management & Investing 2018", and "Forbes Life: Bangkok 2025 & Beyond", were published as complimentary supplements for subscribers and readers of Forbes Thailand's June and November issues, respectively.

In 2019, Forbes Thailand stands firm and strong. We are committed to continually improving and developing our content and presentations, and to hosting more revenue-generating activities while also returning value to our readers, subscribers, and supporters.



Operations Overview

Science Illustrated



In 2018, the Thai-language version of Science Illustrated offered interesting content about the world of science and culture for readers interested in making science fun and more accessible, with the launch of a monthly edition of its main print version. The publishing team also expanded its channels, offering content to online readers through its website, scienceillustratedthailand.com, and social media sites including Facebook and Instagram.

Revenue from Science Illustrated rose in 2018 by 249 per cent over the previous year, thanks to special projects and activities aimed at its main target group. These include 'Si-Camp (Singapore)' science camp which gave teenagers the opportunity to take part in scientific

SCIENCE

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ILLUSTRATED



activities in Singapore; and placement of magazine exhibition booths at the Science and Mathematics Olympiad (ASMO), at Mahidol Wittayanusorn

School and Suankularb Witthayalai School.

This year, Science Illustrated is determined to continue developing its potential in both print and online media. Other measures aimed at generating more revenue for the magazine include seeking more advertisers, encouraging annual membership and organising special activities.

Focusing on its subscribers, Science Illustrated Thailand offers content that deals with themes of optimism and positive thinking, intended to help create a brighter future for our world and to promote a good attitude by means of encouraging a deeper understanding of science and culture.



Cleo Thailand



In 2018, CLEO Thailand maintained revenue growth from subscriptions, newsstand sales and advertising in its print publications, its main media, including advertising in CLEO Free Copy.

The publication continues to seek to generate more revenue by collaborating with sponsors to organise events spaced throughout the year. In 2018, these included in date order: 'AIS Smart GEN 2018 by CLEO', the response to which was beyond expectations; 'NIVEA Mutual Skin Influencers Search by CLEO'; the annual 'La Roche-Posay Effaclar Generation Search by CLEO'; 'CLEO Office Pop Up 2018'; 'Cleo on Campus 2018', and; 'CLEO 50 Most Eligible Bachelors 2018 Presented by IPSA'.

cleo



Digital trends impacting the publishing industry presented challenges to ELLE Thailand in 2018. However, the publication is continuing to strengthen its online marketing and its outreach to

readers of publications who prefer them in digital forms. More specifically, online marketing is being extended through www.cleothailand.com, 'CLEO Thailand You Tube', 'CLEO On Ground', 'CLEO Horoscope', 'CLEO Bachelors XOXO', 'CLEO Make Over', and 'CLEO Connect'. In addition, the publication's social networking sites, mainly on Facebook, Twitter and Instagram, are also attracting and influencing many followers.

The clear goal of CLEO in 2019 is to expand its range of readers and advertisers both in print and online. In accomplishing this, the publication will continue to seek sponsors of all the events and activities it plans to stage.

As it turns 22 years old, CLEO Thailand will continue to be at the side of modern Thai women while moving ahead on all fronts.



Operations Overview

Mushroom Group



The operation and performance of Mushroom Group Co., Ltd. in 2018 was challenging due to digital disruption throughout the industry. This was the reason behind the decline in the company's TV programme production and media sales. Despite this, total revenue rose by 20% year on year, thanks to the company's strategy of creating additional revenue streams through new businesses, including a marketing solutions business and an online platform business.



The company also continues to be optimistic about its seminar business. In 2018 alone, the company organised knowledge seminars for SMEs and business entrepreneurs in 12 provinces nationwide, with attendees totalling more than 5,000. The company also provided

marketing solutions for government agencies as well as large companies, such as "Drop a Pin and Get Rich". The campaign, a well-received collaboration between Siam Commercial Bank and Google My Business, encouraged business owners to drop a pin for their business location on Google Map.

Mushroom was successful in the online platform business operating Mushroom SuperClass, creating online courses for The Stock Exchange of Thailand and Makro.

Mushroom Group is determined to keep moving forward, running its own TV programme production and media selling as well as expanding its business domain. In February this year, Mushroom in collaboration with Sripatum University is to launch a brand-new course named "Everest" highlighting on SME business and hopes to build a strong business connection among SME business owners throughout Thailand.

Following past success, the company wishes to be more engaged in the marketing solutions business in 2019, and will promote products of business owners through the market to generate more income.



Corporate Social Activities

The Bangkok Post Group remains committed to the principles and the practices of good corporate governance and encourages a strong corporate culture in the hope of increasing employee participation and social responsibility among stakeholders and the general public in order to build reliability and trust in the company and achieve sustainable success. To these ends, Bangkok Post Group engaged in a number of corporate social responsibility activities throughout 2018.



Donation for Wat Phrabatnampu

Bangkok Post Plc., led by staff from its Internal Printing Department, donated groceries and other necessary commodities to Wat Phrabatnampu in Lop Buri province on 11 February 2018.



Blood donation paying tribute to His Majesty the King

Bangkok Post Plc., in collaboration with Shell (Thailand) Co., Ltd., Colgate-Palmolive (Thailand) Ltd., and Loxley Plc., organised a blood donation event paying tribute to His Majesty the King, held at the Bangkok Post Building on 15 February 2018.



Bangkok Post Fantastic Green Rally 2018

Bangkok Post Fantastic Green Rally 2018 was an environmental-awareness activity in which participants travelled from Bangkok to Sam Lan Waterfall National Park in Saraburi province and performed reforestation activities on 17 February 2018.



Donating old phones to help raise funds

Bangkok Post Plc. and Loxley Plc., jointly donated old mobile phones to a charity project – called “Donate Your Old Phones to Help Raise Funds Phase 2”. All the phones obtained in this project will be recycled to help reduce the amount of electronic waste. The profits from the recycling process will go to 30 hospitals lacking medical equipment, the Ministry of Natural Resources and Environment, and the Friends of Kidney Disease Club Thailand. These phones were handed to staff implementing the project on 2 March 2018.



Offering giant candles to monks

On 26 July 2018, Bangkok Post Plc., along with Shell (Thailand) Co., Ltd., Colgate-Palmolive (Thailand) Ltd., and Loxley Plc., offered giant candles to the monks of Khlong Toei Nai Temple, on the occasion of Buddhist Lent.



Post Today Charity Rally 2018

Post Today Newspaper organised "Post Today Bangkok-Rayong Charity Rally 2018". Participants went to Lorenzo Orphanage Home in Chon Buri province on 19 May 2018 to donate necessities.



Lockers donated to Rajadamri School

On 18 July 2018, executives and staff of Printing & Distribution Centre, Bangkok Post Plc., donated lockers to Rajadamri School, Bangkok. Teachers and students in the school's brass band joined the handing-over event and committed to making the best use of the lockers.



Donating TV control room tables to Rajamangala University

Bangkok Post Plc. donated TV control room tables to the Faculty of Science and Technology, Television and Radio Broadcast Technology programme, Rajamangala University of Technology Krungthep, on 3 August 2018. Professors and students in the programme attended the handing-over event. The tables are specifically designed for master control room (MCR) activities.



Buddy (Shares) Happiness volunteers

Executives and staff of Bangkok Post Plc. joined "Buddy (Shares) Happiness", a voluntary activity organised by Loxley Plc. and Siam Park Bangkok Co., Ltd., involving arranging a trip to Siam Park City Bangkok for students of Prachabodee School, Nonthaburi province, on 19 December 2018.

Bangkok Post Foundation



For over 70 years, the Bangkok Post has served Thai society by reporting, analysing and commenting on the events, trends and developments that affect the country and its people.

But our function goes beyond news and information. The Bangkok Post for the past 37 years has sought to actively benefit Thai society through the Bangkok Post Foundation.

This foundation, established in 1982, has provided education scholarships for hundreds of needy Thai students across the country, including over 100 successful university graduates. Currently nearly 200 students are receiving support.

Each scholarship is granted on a need basis. Many of the students are from broken homes and all are in dire financial need. The only criteria for scholarships is a dedication to study and learn.

Scholarships are provided unconditionally to each student for each term up until university graduation. We ask nothing from the recipients, save that they use the opportunity to improve themselves, and if possible, contribute back in some way to assisting their communities and broader society.

Funding for the scholarships comes through generous donations received from Bangkok Post readers and partners as well as through charity events organised every year. All donations received go entirely towards funding the scholarships, with no deductions made for administrative costs or expenses.

With 2018 marking the 72nd anniversary of the Bangkok Post, the Bangkok Post Foundation organised a number of fund-raising events, including: 72nd Anniversary Bangkok Post Photo exhibition sale, The Bangkok Post

International Mini Marathon, Donations from the Sathorn Square Vertical Fun Run, organised by Golden Land Property Development Plc., and The Charity Raffle 2018. Generous support was received from the company's staff, clients, readers and sponsors, including Thai Airways International Pcl., Bangkok Airways Plc., Nok Airlines Plc. and Thai AirAsia Co., Ltd.

The Bangkok Post Foundation remains our way of helping to serve and contribute to the betterment of Thai society. By helping children in need, we ultimately hope to help improve our country's future.



Corporate Management

Management Structure

THE BOARD OF DIRECTORS

As of 31 December 2018, the Board of Directors consists of 12 persons as follows:

Non-executive Directors

1. Mr. Suthikiati Chirathivat, Chairman of the Board of Directors and Chairman of the Executive Committee
2. Mr. Worachai Bhicharnchitr, Vice Chairman of the Board of Directors, Member of the Executive Committee, and Chairman of the Nomination and Remuneration Committee (Vice Chairman of the Board of Directors appointment date: 10 August 2018)
3. Mr. Chartsiri Sophonpanich, Director
4. Mr. Ek-Rit Boonpiti, Director, Member of the Executive Committee, and Member of the Risk Management Committee
5. Mr. Thirakiati Chirathivat, Director, Member of the Executive Committee, and Member of the Risk Management Committee
6. Dr. Siritaj Rojanapruk, Director
7. Dr. Ronnachit Mahattanapreut, Director and Member of the Executive Committee (Director appointment date: 24 April 2018 and Member of the Executive Committee appointment date: 10 August 2018)

Independent Directors

1. Asst. Prof. Wutisak Lapcharoensap, Independent Director, Chairman of the Audit Committee, and Member of the Nomination and Remuneration Committee (Member of the Nomination and Remuneration Committee appointment date: 16 March 2018 and Chairman of the Audit Committee appointment date: 24 April 2018)
2. Mr. John Thompson, Independent Director and Member of the Audit Committee
3. Prof. Dr. Pornchai Chunhachinda, Independent Director and Member of the Audit Committee (Director appointment date: 24 April 2018 and Member of the Audit Committee appointment date: 14 May 2018)
4. Mr. Russell Leighton Kekuwa, Independent Director and Chairman of the Risk Management Committee (Chairman of the Risk Management Committee appointment date: 10 August 2018)
5. Mr. Charoon Intachan, Independent Director and Member of the Nomination and Remuneration Committee (Member of the Nomination and Remuneration Committee appointment date: 16 March 2018)

Authorities and Responsibilities of the Board of Directors

The Board of Directors has responsibilities to manage the operation of the Company in accordance with the Articles of Association of the Company and resolutions of Shareholders' Meetings. The Board of Directors may delegate one or more directors or any other persons to carry out any task on behalf of the Board of Directors, and all such delegations shall be in writing signed by the authorised directors of the Company. At present, authorised directors of the Company comprise:

1. Mr. Suthikiati Chirathivat
2. Mr. Worachai Bhicharnchitr
3. Mr. Ek-Rit Boonpiti
4. Mr. Thirakiati Chirathivat

Joint signatures of any two of the four persons, except to certify true copies of documents of the company or relating to the company, to defend all criminal complaints charged against the company at all stages including to appoint lawyer,

to carry on criminal proceedings at all levels of inquiry official, public prosecutor and the court, to file and send pleadings and documents, and to acknowledge allegation, to give statement to the inquiry official, public prosecutor and testimony to the court, any one person may sign his/her name singly.

The Board of Directors has set up sub-committees in order to help it control and monitor the operation of the Company and report to the Board of Directors on a regular basis. There comprises of The Executive Committee, The Audit Committee, The Nomination and Remuneration Committee and The Risk Management Committee.

THE EXECUTIVE COMMITTEE

As of 31 December 2018, The Executive Committee consists of 5 persons as follows:

1. Mr. Suthikiati Chirathivat, Chairman of the Executive Committee
2. Mr. Worachai Bhicharnchitr, Executive Committee
3. Mr. Ek-Rit Boonpiti, Executive Committee
4. Mr. Thirakiati Chirathivat, Executive Committee
5. Dr. Ronnachit Mahattanapreut, Executive Committee

Mr. Charoenchai Kittisuwan, Company Secretary, serves as the secretary of the Executive committee.

Authorities and Responsibilities of the Executive Committee

The Executive Committee has authorities and responsibilities in the following matters:

1. To review the current business and all activities of the Company and its subsidiaries on a monthly basis.
2. To authorise other items of expenditure not presented for approval to the Board of Directors in the annual budget and not exceeding in aggregate Baht 20 million.
3. To approve contracts, open bank accounts, borrow or lend money by means of overdraft or otherwise as deemed fit and to report such actions forthwith to the Board of Directors.
4. To determine the Company's organisation structure, employment policies and signatory authorities.
5. To appoint senior members of the management team and fix their remuneration and employment terms, except for the Chief Operating Officer, Chief Financial Officer and Company Secretary and the Bangkok Post Editor.

THE AUDIT COMMITTEE

As of 31 December 2018, The Audit Committee consists of 3 persons as follows:

1. Asst. Prof. Wutisak Lapcharoensap, Chairman of the Audit Committee
2. Mr. John Thompson, Audit Committee
3. Prof. Dr. Pornchai Chunhachinda, Audit Committee

Ms. Patarika Juttijudata, Internal Audit Director, serves as the secretary of the Audit committee.

Mr. John Thompson and Prof. Dr. Pornchai Chunhachinda are Audit Committee members with sufficient knowledge and experience to review the reliability of financial statements.

Authorities and Responsibilities of the Audit Committee

1. Risk Management

Evaluate on a regular basis the adequacy and the efficiency of the Company and its subsidiaries' risk management process.

2. Internal Controls

- 1) Evaluate whether management is performing adequately, providing strong leadership and setting the appropriate 'control environment' by communicating the importance of internal control and the management of risk and ensuring that all employees have a proper understanding of their roles and responsibilities.
- 2) Consider the efficiency and the adequacy of the Company's internal controls over annual and quarterly financial reporting and internal audit reports, including information technology security and control.
- 3) Consider how management is held to account for the evaluation and coverage of losses and the security of computer systems and applications, and the contingency plans for the financial or operational information processing in the event of a systems breakdown.
- 4) Satisfy themselves whether and to what extent internal control recommendations made by internal and external auditors have been implemented by management.

3. Financial Reporting

3.1 General

- 1) Gain an understanding of the current areas of the greatest financial risk and how management is managing these effectively.
- 2) Discuss with the internal and external auditors any potential or actual fraud, illegal acts, deficiencies in internal controls or other similar issues.
- 3) Review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impacts on the financial statements.
- 4) Ask management and the internal and external auditors about significant risks and exposures and plans to minimise such risks.
- 5) Review any legal matters, which could significantly impact the financial statements.

3.2 Annual Financial Statements

- 1) Review the annual financial statements and determine whether they are complete and consistent with the information known to the Committee members; assess whether the financial statements reflect appropriate accounting principles.
- 2) Pay particular attention to complex and/or unusual transactions.
- 3) Focus on judgmental areas, for example those involving valuation of assets and liabilities; warranty, product or environmental liability; litigation reserves; and other commitments and contingencies.
- 4) Meet with management and the external auditors to review the financial statements and the results of the audit, including any difficulties encountered.
- 5) Recommend to the Board whether or not to endorse the Accounts for the approval of shareholders.

3.3 Quarterly Financial Statements

Assess the fairness of quarterly statements and disclosures, and obtain explanations from management and internal and external auditors concerning actual financial results, changes in financial ratio in relation to changes in the Company's operations and financial practices, unusual events or transactions, financial and operating controls, and adequate and appropriate disclosures.

4. Internal Audit

- 1) Review the activities and organisational structure of the internal audit function and ensure that no unjustified restrictions or limitations are imposed.
- 2) To strengthen the independence of the internal audit function, the Audit Committee shall approve any selection, promotion, rotation or termination of the Chief Audit Executive. The Committee, in collaboration with the Chief Operating Officer, to whom the Chief Audit Executive

administratively reports, will evaluate the performance of the Chief Audit Executive annually.

- 3) Review the effectiveness of the internal audit function. The Audit Committee shall consider other factors that might impact its independent performance including reporting and supervision processes.
- 4) Meet separately with the Chief Audit Executive to discuss any matters that the Committee or the internal auditors believe should be discussed privately.
- 5) Ensure that significant findings and recommendations made by the internal auditors are received and discussed on a timely basis.
- 6) Ensure that management timely responds to recommendations of the internal auditors.
- 7) Ensure that internal audit shares information and coordinates activities with external service providers, e.g. External auditor, consultant etc., of relevant assurance or consulting services for proper coverage and minimising the duplication of efforts.

5. External Audit

- 1) To ensure the independence and objectivity of the external auditor, the Audit Committee shall consider any factors that may conflict with the auditor's efficient and professional operations.
- 2) Review the range of services provided in the context of all consulting services acquired by the Company.
- 3) Approve non-audit work performed by the external auditor.
- 4) Make recommendations to the Board regarding the appointment of the external auditors.
- 5) Review the external auditors' proposed audit scope and approach and ensure no unjustified restrictions or limitations have been placed on the scope.
- 6) Review the performance of the external auditors.
- 7) Monitor the external firm's compliance with applicable ethical guidance, and that the fees paid are reasonable.
- 8) Enquire as to the degree of coordination of work between the external auditor and internal audit function to ensure it is appropriate under the circumstances.
- 9) To discuss significant matters, the Audit Committee shall meet privately with the external auditors once a year, without management team being present.
- 10) Ensure that significant findings and recommendations made by the external auditors are received and discussed on a timely basis.
- 11) Review the representation letters to the external auditor before signing by the management and give particular consideration to matters where representation has been requested relating to non-standard issues.
- 12) As part of the ongoing monitoring process, the Audit Committee shall review the management letter and ensure that management timely responds to recommendations of the external auditors.
- 13) Ensure that, in case that the external auditor discovers any suspicious circumstance that indicates the director, manager or any person responsible for the operation of the Company commits an offence under the prescribed laws, the external auditor shall inform the fact relating to such circumstance to the Audit Committee of the Company in order to continue the investigation without delay.

6. Compliance with Laws and Regulations

- 1) Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any fraudulent acts or non-compliance with laws and regulations.
- 2) Obtain regular updates from management and or Internal Audit regarding compliance matters.
- 3) Be satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements.

- 4) Review the findings of any examinations by regulatory agencies.
- 5) Report the result of preliminary investigation of the suspicious circumstance involving the Company's director, manager, or any responsible person who commits the offence under the prescribed laws and regulations to the regulatory agency and the external auditor within the defined period.

7. Compliance with the Company's Policies, Procedures and Code of Conduct

- 1) Ensure that the Company's policies, procedures and the Code of Conduct are in writing and that arrangements are made for all employees to be aware of it.
- 2) Evaluate whether management is setting the appropriate 'tone at the top' by communicating the importance of the policies, procedures and the Code of Conduct and the guidelines for acceptable behaviour.
- 3) Review the process for monitoring compliance with the policies, procedures and the Code of Conduct.
- 4) Obtain regular updates from management regarding compliance with the above.

8. Whistle-blowing

- 1) The Audit Committee shall evaluate the effectiveness of the Company procedures for handling allegations from whistle-blowers.
- 2) The Audit Committee shall review arrangements by which staff of the Company may, in confidence, raise concerns about possible improprieties in matters of financial reporting, controls or any other matters.
- 3) The Audit Committee shall ensure that arrangements are in place for the proportionate and independent investigation of such matters and for appropriate follow-up action, and that any matters relevant to its own responsibilities are brought to its attention.

9. Reporting Responsibilities

- 1) Regularly update the Board about the Committee's activities and make appropriate recommendations.
- 2) Ensure the Board is aware of matters, which may significantly impact the financial condition or affairs of the business.
- 3) To ensure the full coverage of the Audit Committee's monitoring activities, the Audit Committee shall report its activities to the shareholders in the annual report. Details to be in the annual report include:
 - The number of the committee meetings and the attendance of each member.
 - Comments on:
 - Accurateness, completeness and credibility of the Company's financial reports;
 - Adequacy of the Company's internal control system;
 - Compliance with SEC and SET laws and regulations and other laws relevant to the Company's businesses;
 - Suitability of the external auditor;
 - Transaction that may cause conflicts of interest;
 - Other concerns that have arisen as the Audit Committee performed its duties as defined in the Committee's Charter;
 - Anything else which should be made available to the shareholders and investors within the scope of duties and responsibilities assigned by the Board.

10. Other Responsibilities

- 1) Perform other oversight functions as requested by the Board.
- 2) If necessary, institute special investigations and, if appropriate, hire special counsel or experts to assist.
- 3) Review and update this charter and propose changes for the approval from the Board.
- 4) Evaluate the Committee's own performance on a regular basis.

THE NOMINATION AND REMUNERATION COMMITTEE

As of 31 December 2018, The Nomination and Remuneration Committee consists of 3 persons as follows:

1. Mr. Worachai Bhicharnchitr, Chairman of the Nomination and Remuneration
2. Asst. Prof. Wutisak Lapcharoensap, Nomination and Remuneration Committee
3. Mr. Charoon Intachan, Nomination and Remuneration Committee

Mr. Charoenchai Kittisuwan, Company Secretary, serves as the secretary of the Nomination and Remuneration committee.

Authorities and Responsibilities of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee has authorities and responsibilities in the following matters:

1. The process for the review of the performance and the evaluation of the Board and members of the Board.
2. The appropriate number and qualification of independent directors.
3. The selection process for independent directors.
4. The nomination of independent directors to the Board.
5. Remuneration and incentive policies for the Board and sub-committees of the Board.
6. Professional indemnity and liability insurance for members of the Board and senior executives.
7. The succession plan and selection process for the Chief Operating Officer and senior executives that shall be performed by the Executive Committee or the Chief Operating Officer.
8. The process for evaluation of the Chief Operating Officer and senior executives that shall be performed by the Executive Committee or the Chief Operating Officer.
9. Remuneration and incentive policies for the Chief Operating Officer and senior executives that shall be implemented by the Executive Committee or the Chief Operating Officer.
10. Other functions as requested by the Board.

THE RISK MANAGEMENT COMMITTEE

As of 31 December 2018, The Risk Management Committee consists of 3 persons as follows:

1. Mr. Russell Leighton Kekuwa, Chairman of the Risk Management Committee
2. Mr. Ek-Rit Boonpiti, Risk Management Committee
3. Mr. Thirakiati Chirathivat, Risk Management Committee

Mr. Chiratas Nivatpumin, Assistant Chief Operating Officer – Commercial, serves as the secretary of the Risk Management committee.

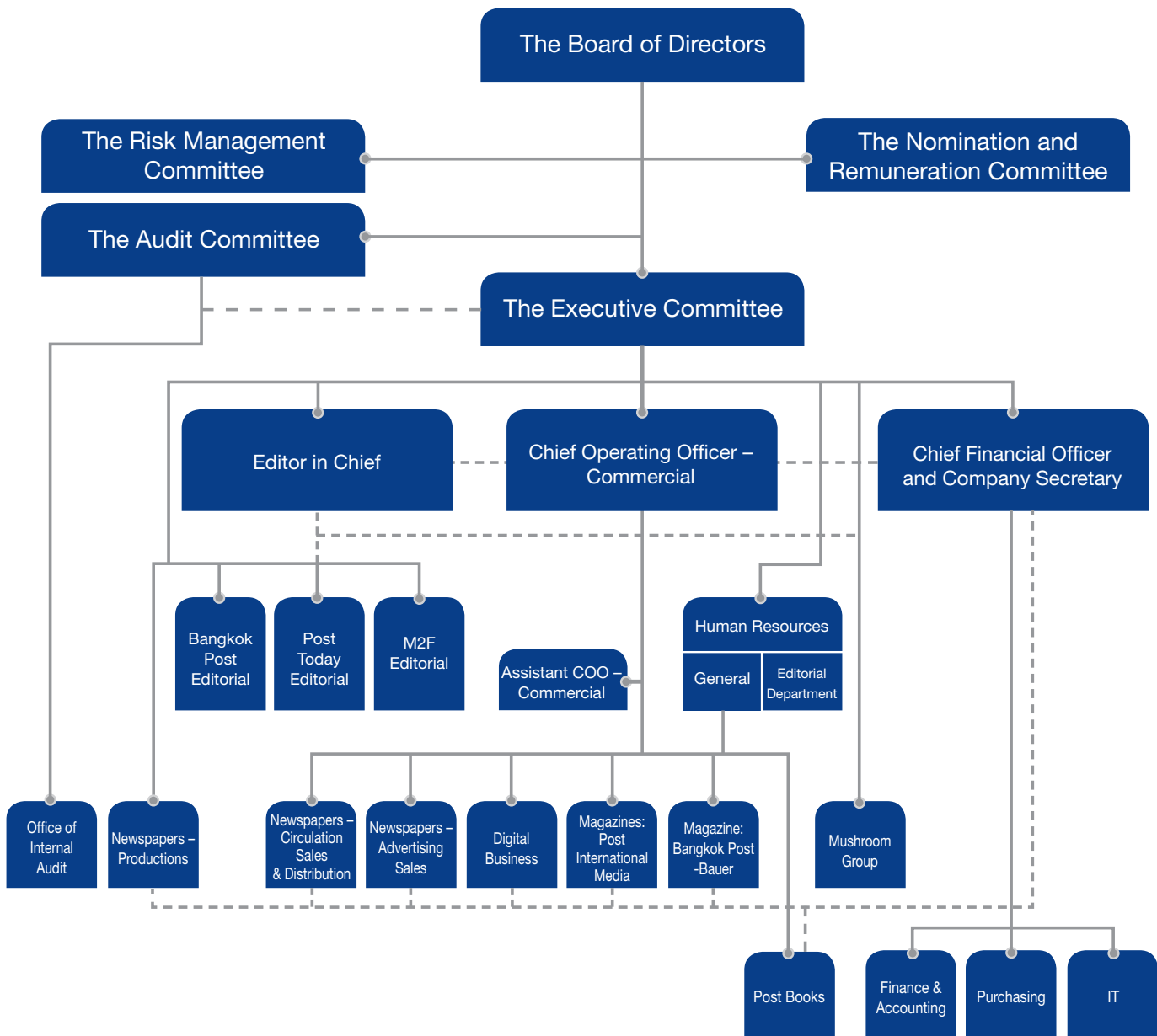
Authorities and Responsibilities of the Risk Management Committee

The Risk Management Committee has authorities and responsibilities in the following matters:

1. Assessing and presenting the overall risk management policy, framework and acceptable risk levels for review and acceptance by the Board of Directors.
2. Review the policies, strategies and organisational structure relating to the overall management of risks by the organisation.
3. Support the overall operations and activities of the Risk Management Steering Committee.
4. Assess and evaluate the efficiency and effectiveness of the company's risk management activities.
5. Assess potential risks and make recommendations as necessary to the Risk Management Steering Committee and other departments about ways of improving the organisation's overall risk management.

Corporate Management
Organisation Chart

BANGKOK POST GROUP



Announced on 14 September 2018

Corporate Management

Board of Directors



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



Mr. Worachai Bhicharnchitr
Vice Chairman of the Board of Directors,
Member of the Executive Committee,
and Chairman of the Nomination and
Remuneration Committee



Mr. Chartsiri Sophonpanich
Director



**Asst. Prof. Wutisak
Lapcharoensap**
Independent Director, Chairman of
the Audit Committee, and Member of the
Nomination and Remuneration Committee



Mr. John Thompson
Independent Director
and Member of the Audit Committee



Prof. Dr. Pornchai Chunhachinda
Independent Director
and Member of the Audit Committee



Mr. Russell Leighton Kekuewa
Independent Director and Chairman of
the Risk Management Committee



Mr. Ek-Rit Boonpiti
Director, Member of the Executive
Committee, and Member of
the Risk Management Committee



Mr. Thirakiati Chirathivat
Director, Member of the Executive
Committee, and Member of
the Risk Management Committee



Dr. Ronnachit Mahattanapreut
Director and Member of
the Executive Committee



Mr. Charoon Intachan
Independent Director
and Member of the Nomination
and Remuneration Committee



Dr. Siritaj Rojanapruk
Director

Mr. Suthikiati Chirathivat

Chairman of the Board of Directors and Chairman of the Executive Committee

Bangkok Post Director for 37 years
Thai, 76

Shareholding: 121,096,150 shares
[24.22%]

Relationship: Father of
Mr. Thirakiati Chirathivat

Education:

- Honorary Doctor of Arts in Business Administration, Dhurakij Pundit University
- Honorary PhD in Hotel and Tourism Studies, Kasem Bundit University
- Honorary PhD in Mass Communications, Ramkhamhaeng University
- MA Political Science, Ramkhamhaeng University
- BA Political Science, Ramkhamhaeng University

- Diplomas in Mechanical Engineering, South-West Essex Technical College, UK
- National Defence College of Thailand (Joint Public and Private Sectors Class No. 1)

Training:

Thai Institute of Directors:

- Director Accreditation Program (DAP 68/2008)

Position in other listed companies:

- Chairman of the Board, Central Plaza Hotel Plc.
- Director, Central Pattana Plc.

Position in non-listed companies:

- Vice Chairman of Supervisory Board, Central Group of Companies
- Director, Mushroom Group Co., Ltd.
- Director, Post Holding Co., Ltd.
- Director, Post New Media Co., Ltd.
- Director, Post TV Co., Ltd.
- Director, Post International Media Co., Ltd.
- Director, Bangkok Post-Bauer Media Co., Ltd.

- Director, Post-IM Plus Co., Ltd.
- Since 2008: Honorary Council Member, Ramkhamhaeng University
- Since 2008: President, Alumni Association, Faculty of Political Science, Ramkhamhaeng University

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

Royal orders and decorations:

- 7 December 2010: Knight Grand Cross (First Class) of the Most Noble Order of the Crown of Thailand
- 4 December 2015: Knight Grand Cross (First Class) of the Most Exalted Order of the White Elephant

Meeting attendance in 2018:

- The Board of Directors' Meetings: 5/5
- The Executive Committee's Meetings: 7/8
- Shareholders' Meeting: 1/1

Mr. Worachai Bhicharnchitr

Vice Chairman of the Board of Directors, Member of the Executive Committee,
and Chairman of the Nomination and Remuneration Committee

Bangkok Post Director for 25 years
Thai, 64

Shareholding: 36,350,960 shares
[7.27%]

Relationship: None

Education:

- National Defence College of Thailand, 1998
- Master of Law, New York University, NY, USA, 1979
- Bachelor of Law, Thammasat University, 1976

Position in other listed companies:
None

Position in non-listed companies:

- Since 2015: Director, Mushroom Group Co., Ltd.
- Since 2013: Director, Post Holding Co., Ltd.
- Since 2013: Director, Post New Media Co., Ltd.
- Since 2013: Director, Post TV Co., Ltd.
- Since 2011: Director, Bangkok Post-Bauer Media Co., Ltd.
- Since 2008: Director, Post International Media Co., Ltd.
- Since 2008: Director, Post-IM Plus Ltd.
- Since 1989: Managing Director, Vickery & Worachai Ltd.

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

Meeting attendance in 2018:

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

Mr. Worachai Bhicharnchitr was appointed as Vice Chairman of the Board of Directors on 10 August 2018.

Mr. Chartsiri Soponpanich

Director

Bangkok Post Director for 27 years
Thai, 59

Shareholding: None

Relationship: None

Education:

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

Training:

Thai Institute of Directors:

- Ethical Leadership Program (ELP), Class 1/2015

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

Position in other listed companies:

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

Position in non-listed companies:

- Since 2014: Executive Board of Directors, Electronic Transactions Development Agency (Public Organization)
- Since 2013: Governing Board, National Science and Technology Development Agency
- Since 2010: Director, TRG Management LP

- Since 2010: Director, TRG Allocation LLC
- Since 2009: Chairman, Bangkok Bank (China) Co., Ltd.
- Since 2009: Member of the Board of Trustees, Bangkok University

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

Career:

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

Meeting Attendance in 2018:

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

Asst. Prof. Wutisak Lapcharoensap

Independent Director, Chairman of the Audit Committee, and Member of the Nomination and Remuneration Committee

Bangkok Post Director for 5 years
Thai, 69

Shareholding: None

Relationship: None

Education:

- Master of Arts (Political Science), University of Chicago, USA, 1979
- Bachelor's Degree in Political Science, Hons., 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:

- Chairman, Chayo Group Plc.

Position in non-listed companies:

- Since 2014: Member of the National Legislative Assembly
- Since 2011: President, Ramkhamhaeng University

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

Career:

- 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
- 2010-2011: Board of Dhanarak Asset Development Co., Ltd., Ministry of Finance
- 2009-2014: Independent Director, Chairman of Corporate Governance Committee and Member of Nomination Committee, Airports of Thailand Plc.
- 2009-2011: Chairman of the Executive Committee of Bangkok Market Office, Bangkok Metropolitan Administration (BMA)
- 2008-2009: Chairman of the Board of Thai Post Co., Ltd.

- 2005-2011: Dean, Faculty of Political Science, Ramkhamhaeng University
- 2004-2009: Ramkhamhaeng University Council
- 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

Meeting attendance in 2018:

- The Board of Directors' Meetings: 4/5
- The Audit Committee's Meetings: 2/5
- The Nomination and Remuneration Committee's Meetings: 0/1
- Shareholders' Meeting: 1/1

Asst. Prof. Wutisak Lapcharoensap was appointed as Member of the Nomination and Remuneration Committee on 16 March 2018 and was appointed as Chairman of the Audit Committee on 24 April 2018.

Mr. John Thompson

Independent Director and Member of the Audit Committee

Bangkok Post Director for 14 years
Thai, 54

Shareholding: None

Relationship: None

Education:

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

Training:

Thai Institute of Directors:

- Director Accreditation Program (DAP 57/2006)

Position in other listed companies:

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

Position in non-listed companies:

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

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

Career:

- 2005-2007: Managing Director, TMB Macquarie Securities

Meeting attendance in 2018:

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

Prof. Dr. Pornchai Chunhachinda

Independent Director and Member of the Audit Committee

Post Director for 1 year
Thai, 56

Shareholding: None

Relationship: None

Education:

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

Training:

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

Position in other listed companies:

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

Position in non-listed companies:

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

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

Royal orders and decorations:

- Knight Grand Cordon (Special Class) of the Most Noble Order of the Crown of Thailand, 2012

Meeting attendance in 2018:

- The Board of Directors' Meetings: 3/5
- The Audit Committee's Meetings: 2/5
- Shareholders' Meeting: 1/1

Prof. Dr. Pornchai Chunhachinda was appointed as Director on 24 April 2018 and was appointed as Member of the Audit Committee on 14 May 2018.

Mr. Russell Leighton Kekuwa

Independent Director and Chairman of the Risk Management Committee

Bangkok Post Director for 2 years
American, 64

Shareholding: None

Relationship: None

Education:

- Master of Science, Industrial Engineering and Engineering Management, Stanford University, USA
- Bachelor of Science, Civil Engineering, University of the Pacific, USA

Training:

- Thai Institute of Directors:
- Director Certification Program (DCP 196/2014)

Position in other listed companies:

- Since 2014 Independent Director, Indorama Ventures Public Company Limited

Position in non-listed companies:

- Since 2016 Independent Director, Boutique Corporation Public Company Limited

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

Meeting attendance in 2018:

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

Mr. Russell Leighton Kekuwa was appointed as Chairman of the Risk Management Committee on 10 August 2018.

Mr. Ek-Rit Boonpiti

Director, Member of the Executive Committee, and Member of the Risk Management Committee

Bangkok Post Director for 13 years
Thai, 56

Shareholding: 13,426,380 shares [2.69%]

Relationship: None

Education:

- MS Marketing, Thammasat University, 1994
- B Business (Transport Economics), Royal Melbourne Institute of Technology (RMIT), Australia, 1988

Training:

Thai Institute of Directors:

- Director Accreditation Program (DAP 66/2007)

Position in other listed companies:

- Since 2011: Advisor to the President, Thai Central Chemical Public Company Limited

Position in non-listed companies:

- Since 2016: Director, Post-IM Plus Co., Ltd.
- Since 2015: Director, Mushroom Group Co., Ltd.
- Since 2015: Director, Post TV Co., Ltd.
- Since 2015: Director, Post New Media Co., Ltd.
- Since 2015: Director, Post Holding Co., Ltd.
- Since 2015: Director, Flash News Co., Ltd.
- Since 2014: Director, Post International Media Co., Ltd.
- Since 2004: Executive Director and Managing Partner, Crystal Jade Restaurant Co., Ltd., Crystal Jade-My Bread Co., Ltd., Crystal Jade Confectionery Co., Ltd., and Crystal Jade La Mian Xiao Long Bao Co., Ltd.

- Since 1999: Executive Director, MC Broker Co., Ltd.
- Since 1996: Managing Director, Metro Resources Plc.

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

Career:

- 2005-2009: Executive Director and Senior Executive Vice President, Thai Central Chemical Plc.

Meeting attendance in 2018:

- The Board of Directors' Meetings: 4/5
- The Executive Committee's Meetings: 7/8
- The Risk Management Committee's Meetings 4/4
- Shareholders' Meeting: 0/1

Mr. Thirakiati Chirathivat

Director, Member of the Executive Committee, and Member of the Risk Management Committee

Bangkok Post Director for 3 years
Thai, 50

Shareholding: 13,139,755 shares [2.63%]

Relationship: Son of Mr. Suthikiati Chirathivat

Education:

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

Training:

Thai Institute of Directors:

- Director Accreditation Program (DAP 129/2016)

Position in other listed companies:

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

Position in non-listed companies:

- Since 2016: Director, Post International Media Co., Ltd.
- Since 2016: Director, Mushroom Group Co., Ltd.

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

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

Meeting attendance in 2018:

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

Dr. Ronnachit Mahattanapreut

Director and Member of the Executive Committee

Bangkok Post Director for 1 year
Thai, 63

Shareholding: None

Relationship: None

Education:

- Doctor of Management (Business Administration), Suan Dusit Rajabhat University, 2008
- Master in Business Administration, Thammasat University, 1985
- Bachelor in Accounting, Thammasat University, 1976

Training:

- Director Certification Program (DCP) 20/2002
- Audit Committee Program (ACP) 30/2010
- TLCA Executive Development Program (EDP) 5/2010
- Corporate Governance for Capital Market Intermediaries (CGI) 6/2015

Position in other listed companies:

- Since 1999: Chief Financial Officer (CFO), Central Plaza Hotel Plc.
- 1994-1999: Corporate Finance Director, Prasit Patana Plc.
- 1989-1994: Area Group Controller, Central Plaza Hotel Plc.

Position in non-listed companies:

- Since 2018: Director, Flash News Co., Ltd.
- Since 2013 Director and Member of the Audit Committee, Asia Wealth Holding Co., Ltd.
- Since 2013 Independent Director and Member of the Audit Committee, Asia Wealth Securities Co., Ltd.
- Since 2013 Director and Member of the Audit Committee, Asia Wealth Asset Management Co., Ltd.

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

Meeting attendance in 2018:

- The Board of Directors' Meetings: 3/5
- The Executive Committee's Meetings: 3/8
- Shareholders' Meeting: 1/1

Dr. Ronnachit Mahattanapreut was appointed as Director on 24 April 2018 and was appointed as Member of the Executive on 10 August 2018.

Mr. Charoon Intachan

Independent Director and Member of the Nomination and Remuneration Committee

Bangkok Post Director for 5 years
Thai, 74

Shareholding: None

Relationship: None

Education:

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

Training:

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

Position in other listed companies:

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

Position in non-listed companies:

- Since 2015: Council of State

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

Career:

- 2014-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 2018:

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

Mr. Charoon Intachan was appointed as Member of the Nomination and Remuneration Committee on 16 March 2018.

Dr. Siritaj Rojanapruk

Director

Bangkok Post Director for 5 years
Thai, 73

Shareholding: None

Relationship: None

Education:

- Honorary Doctorate Degree of Arts in Business Administration, Sripatum University, 2016
- Honorary Doctorate Degree in Information Technology Management, King Mongkut's University of Technology North Bangkok, 2006
- Honorary Doctorate Degree in Business Administration, Chiang Rai Rajabhat University, 2005
- Accounting, Assumption Commercial College, 1964

Training:

- Thai Institute of Directors:
- Director Accreditation Program (DAP), 2008

Position in other listed companies:

- Since 2007: Chief Executive Officer, Eternal Energy Plc.

Position in non-listed companies:

- Since 2010: Chairman, SSUT Co., Ltd.
- Since 2009: Chairman, PPTC Co., Ltd.
- Since 2007: Chairman, Hi-Tech Network Co., Ltd.
- Since 2004: Chairman, I-Tower Co., Ltd.

- Since 1995: Director, Excel Link Co., Ltd.
- Since 1992: Chairman, Prida Pramote Co., Ltd.
- Since 1991: CEO, Com-Link Co., Ltd.

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

Meeting attendance in 2018:

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

Corporate Management

Management

Bangkok Post Public Company Limited



Mr. Charoenchai Kittisuwan

Chief Financial Officer
and Company Secretary



Mr. Nha-kran Loahavilai

Editor in Chief



Mr. Chiratas Nivatpumin

Assistant Chief Operating Officer
– Commercial



Mr. Soonruth Bunyamanee

Editor
Bangkok Post



Mr. Wut Nontarit

Editor
Post Today



Mr. Montri Pushatrirat

Editor
M2F



Mr. Wittanu Chumsuwan

Executive Vice President
Human Resources



Ms. Patarika Juttijudata

Internal Audit
Director



Mr. Tawatchai Chaorattana

IT
Director

Mr. Charoenchai Kittisuwan
Chief Financial Officer and Company Secretary

Thai, 56

Shareholding: None

Relationship: None

Education:

- MBA in Information System and Finance, Xavier University, Ohio, USA, 1989
- Bachelor of Electrical Engineering, King Mongkut's Institute of Technology, Ladkrabang, Bangkok, 1985

Career:

- Since 2018: Chief Financial Officer and Company Secretary, Bangkok Post Plc.
- 2016-2017: Executive Vice President – Accounting and Finance, Vilailux Development Co., Ltd.
- 2016: Executive Assistant to the Executive Committee and Company Secretary, Bangkok Post Plc. (The Post Publishing Plc.)

- 2015: Deputy Chief Financial Officer, Bangkok Post Plc. (The Post Publishing Plc.)
- 2013-2014: Advisor to the Board of Directors, Right Tunnelling Co., Ltd.
- 2010-2012: Senior Vice President, Sicco Advisory Co., Ltd.
- 2008-2009: Senior Vice President, Merchant Partners Securities Plc.
- 2006-2008: Senior Vice President, Syrus Securities Plc.

Mr. Nha-kran Loahavilai
Editor in Chief

Thai, 54

Shareholding: None

Relationship: None

Education:

- MS Computer Science, Rangsit University, 1997
- BA Journalism, Chulalongkorn University, 1985

Training:

- Thai-Chinese Leadership Studies (TCL), 2018
- Thailand Energy Academy: TEA 3, 2013

- Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives Program 16, 2013
- Advanced Retail Management Program 12, 2013
- OIC Advanced Insurance Institute Program 2, 2012
- Top Executive Program in Commerce and Trade: TEPCoT 2, 2009
- Capital Market Academy 7, 2008

Career:

- Since 2018: Editor in Chief, Bangkok Post Plc.
- 2016-2018: Deputy Chief Operating Officer Newspaper Business of Post Group, Bangkok Post Plc.
- 2013-2016: Deputy Editor in Chief of Post Group, Bangkok Post Plc. (The Post Publishing Plc.)
- 2006-2013: Editor – Post Today, Bangkok Post Plc. (The Post Publishing Plc.)
- 2011-2012: Editor – M2F, Bangkok Post Plc. (The Post Publishing Plc.)

Mr. Chiratas Nivatpumin
Assistant Chief Operating Officer – Commercial

Thai, 49

Shareholding: None

Relationship: None

Education:

- BA English, University of California, Los Angeles, USA, 1992

Career:

- Since 2016: Assistant Chief Operating – Commercial, Bangkok Post Plc.
- 2010-2016: Managing Editor, Bangkok Post, Bangkok Post Plc. (The Post Publishing Plc.)
- 2002-2010: Business Editor, Bangkok Post, Bangkok Post Plc. (The Post Publishing Plc.)

- 1996-2002: Finance Editor, Bangkok Post, Bangkok Post Plc. (The Post Publishing Plc.)
- 1995-1996: Deputy Business Editor, Bangkok Post, Bangkok Post Plc. (The Post Publishing Plc.)

Mr. Soonruth Bunyamanee
Editor – Bangkok Post

Thai, 51

Shareholding: None

Relationship: None

Education:

- MA Journalism and Mass Communication, Thammasat University
- BA Political Science, Ramkhamhaeng University

Training:

- Thailand Energy Academy: TEA12, 2018

Career:

- Since 2018: Editor – Bangkok Post, Bangkok Post Plc.
- 2016-2018: Deputy Editor – Bangkok Post, Bangkok Post Plc.
- 2010-2016: General News Editor – Bangkok Post, Bangkok Post Plc. (The Post Publishing Plc.)
- 2007-2010: General News Deputy Editor – Bangkok Post, Bangkok Post Plc. (The Post Publishing Plc.)

- 2001-2007: Business Assignment Editor covering industry, energy and logistics – Bangkok Post, Bangkok Post Plc. (The Post Publishing Plc.)
- 1995-2001: Business Reporter covering banking and finance and industry – Bangkok Post, Bangkok Post Plc. (The Post Publishing Plc.)
- 1992-1994: Reporter covering politics and business news, Thai News Agency, MCOT Pcl.

Mr. Wut Nontarit

Editor – Post Today

Thai, 51

Shareholding: None

Relationship: None

Education:

- BA Communication Arts, Bangkok University, 1991

Training:

- Executive Program in Energy Literacy for a Sustainable Future – Class 11, Thailand Energy Academy (TEA), 2018
- Executive Relations Development Program 13, Royal Thai Navy, 2016
- OIC Advanced Insurance Institute Program 5, 2015

- Mass Communication under Financial Globalization Program, Faculty of Commerce and Accountancy, Chulalongkorn University, 2009
- Mini MBA Program, Faculty of Commerce and Accountancy, Chulalongkorn University, 2009
- Political Leadership in the New Era Program 4, King Prajadhipok's Institute, 2007

Career:

- Since 2016: Editor – Post Today, Bangkok Post Plc.

- 2011-2016: News Editor & Assistant Editor – Post Today, Bangkok Post Plc. (The Post Publishing Plc.)
- 2010-2011: News Director – Post News Co., Ltd.
- 2006-2010: Political News Editor – Post Today, Bangkok Post Plc. (The Post Publishing Plc.)
- 2003-2006: Chief Reporter (Political News Desk) – Post Today, Bangkok Post Plc. (The Post Publishing Plc.)
- 1994-2003: Reporter – Bangkok Post, Bangkok Post Plc. (The Post Publishing Plc.)

Mr. Montri Pushatrirat

Editor – M2F

Thai, 59

Shareholding: None

Relationship: None

Education:

- Diploma Economics, College of Commerce, 1983

Career:

- Since 2012: Editor – M2F, Bangkok Post Plc.
- 2011-2012: Deputy Editor – M2F, Bangkok Post Plc. (The Post Publishing Plc.)

- 2008-2011: Assistant News Editor – Post Today, Bangkok Post Plc. (The Post Publishing Plc.)

Mr. Wittanu Chumsuwan

Executive Vice President – Human Resources

Thai, 58

Shareholding: None

Relationship: None

Education:

- Mini MBA – HR Management, Chulalongkorn University, 1999
- Bachelor of Laws, Ramkhamhaeng University, 1989

Training:

- Human Resources Management
- HR Operations/HR Innovation

- Labor Law, Tax & Benefit Law, Environment and Safety Law, Hotel Law
- Total Quality Management/Training Development Division
- Leadership Skills
- Train the Trainer
- Risk Management

Career:

- Since 2017: Executive Vice President – Human Resources, Bangkok Post Plc.

- 2012-2017: Director of Human Resources, Centara Grand Beach Resort & Villas Hua Hin
- 2010-2012: Group HR Director, Maikhao Dream, Phuket and Khaolak
- 2004-2010: HR and Training Manager, The Racha, Phuket
- 1996-2004: Assistant Human Resources Manager, Dusit Thani Hotel, Bangkok

Ms. Patarika Juttijudata

Internal Audit Director

Thai, 47

Shareholding: None

Relationship: None

Education:

- Certified Internal Auditor (CIA), USA, 2005
- Master of Science in Business Concentration in Finance, Wichita State University, Kansas, USA, 1996

- Bachelor of Accounting, Chulalongkorn University, 1993
- Training:**
- Post Mini MBA 2011 Program, Faculty of Commerce and Accountancy, Chulalongkorn University

Career:

- Since 2016 Internal Audit Director, Bangkok Post Plc.
- 2012-2016 Deputy Chief Audit Executive, Bangkok Post Plc. (The Post Publishing Plc.)
- 2006-2012 Assistant Chief Audit Executive, Bangkok Post Plc. (The Post Publishing Plc.)

Mr. Tawatchai Chaorattana

IT Director

Thai, 64

Shareholding: None

Relationship: None

Education:

- BA Faculty of Commerce and Accountancy (Cost Accounting), Chulalongkorn University, 1979

- MBA School of Business Administration, Business Computer Information Systems, University of North Texas, USA, 1983

Career:

- Since 2016: IT Director, Bangkok Post Plc.
- 2011-2015: IT Consultant, S Design Group and Raja Ferry Group
- 1997-2014: CIS and Planning Director, Central Restaurants Group

Corporate Management

Management

Post International Media Company Limited



Ms. Poomchit Balankura
General Manager



Ms. Thathathai Thamprapas
General Manager

Mushroom Group Company Limited



Mr. Akarat Nitibhon
Chief Executive Officer



M.L. Poryot Kalyanavongs
Chief Operations Officer

Directors and Management Nomination and Selection

The Articles of Association of the Company state that the directors of the Company shall be elected at the Shareholders' Meeting in accordance with the following rules and procedures:

1. Each shareholder shall have one vote for each share for which the shareholder is the registered holder.
2. 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.
3. 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, lots shall be drawn to fill the remaining appointments.

At each Annual General Meeting, one-third of the directors, or if the number is not a multiple of three, then the number closest to one-third, must retire from office. The directors who have been longest in office shall retire. A retiring director is eligible for re-election.

Any vacancy occurring in the Board of Directors otherwise than by completion of a vacating director's term of office shall be filled by resolution of the Board of Directors, unless the remaining period of the vacating director's term of office is less than two months. The resolution of the Board of Directors to such effect shall be adopted by the affirmative votes of at least three-fourths of the remaining directors. However, in the event that the number of vacancies in the Board of Directors is such that the number of remaining directors does not constitute a

quorum, the remaining directors may act on behalf of the Board of Directors only to summon a General Meeting solely for the purpose of electing replacement directors. The said General Meeting must be held within one month from the date on which the number of vacancies resulted in the number of remaining directors being less than a quorum. Any person appointed or elected as a replacement director shall retain his or her office only during such time as the vacating director was entitled to retain the same.

The Nomination and Remuneration Committee has responsibilities to make recommendations to the Board of Directors in relation to the selection process for independent directors and nomination of independent directors.

The Company shall facilitate shareholders who hold shares and have the right to vote amounting to not less than 5 per cent of the total number of the voting rights of the Company and who provide evidence of such shareholding to the Company in the form of copies of share certificates, a confirmation letter issued by a securities brokerage company, Thailand Securities Depository Company Limited or The Stock Exchange of Thailand, and identification papers such as copy of identification card or passport, and all necessary corporate documents to nominate candidates who have appropriate qualifications and do not possess any characteristics prohibited for directors of the Company. Full details of the procedure are posted on the Company's website.

Except for the positions of President, Chief Operating Officer of the Company and Bangkok Post Editor, where the Board of Directors must approve the appointments, the Executive Committee is authorised to approve the appointment of senior members of Management and fix their remuneration and employment terms.

Independent Director Nomination and Selection

The Company does not use a stricter definition of “independent director” than the minimum qualification specified by the Office of the Securities and Exchange Commission, Thailand. An independent director should have the following qualifications:

1. Holding no more than one percent of total voting shares of the Company, a subsidiary, an affiliate, other associate company, a major shareholder, or a controlling person of the Company, including the shareholding of persons related to the independent directors
2. Not currently be or never been the company's executive director, worker, employee, salaried consultant, or controlling parties of the Company, a subsidiary, an affiliate, other associate company, a major shareholder, or a controlling person of the Company. Exception: It has been at least two years after the person has held the position.
3. Not by blood or legally registered with other directors, executives, major shareholders, controlling parties, or persons who will be nominated as directors, executives, or controlling parties of the company or subsidiary.
4. Not currently having or never had any relations with the company, a subsidiary, an affiliate, other associate company, a major shareholder, or a controlling person of the Company in the way that such relation may impede the person from having independent views. Also, the person should not currently be or never be a significant shareholder or controlling person for persons having business relations with the company, a subsidiary, an affiliate, other associate company, a major shareholder, or a controlling person of the Company. Exception: It has been at least two years after the person has held the position.
5. Not currently being or never been the company's auditor of the Company, a subsidiary, an affiliate, other associate company, a major shareholder, or a controlling person of the Company. Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current auditor's auditing firm of the Company, a subsidiary, an affiliate, other associate company, a major shareholder, or a controlling person of the Company. Exception: It has been at least two years after the person has held the position.
6. Not currently be providing or never provided professional services, legal consulting, nor financial consulting services to the company with a fee more than THB two million per year of the Company, a subsidiary, an affiliate, other associate company, a major shareholder, or a controlling person of the Company. Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current service providers. Exception: It has been at least two years after the person has held the position.
7. Not currently a director appointed to represent the company's directors, major shareholders, or the shareholder related to major shareholder.
8. Not currently be operating under similar business nature and significant competition to the company or subsidiary; or not a significant partner of the partnership, executive director, salaried worker, employee, or consultant; or holding more than one per cent of voting shares of any other companies operating under similar business nature and significant competition to the company and subsidiary.
9. Not under any conditions that may impede the person from having independent views towards the company's operations.

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.

After an appointment, an independent director may be assigned by the Board of Directors to make collective decisions 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.

Attendance Record

Name	Board of Directors	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	Executive Committee
• Mr. Suthikiati Chirathivat Chairman of the Board of Directors and Chairman of the Executive Committee	5/5				7/8
• Mr. Worachai Bhicharnchitr Vice Chairman of the Board of Directors, Member of the Executive Committee, and Chairman of the Nomination and Remuneration Committee	5/5		1/1		8/8
• Mr. Chartsiri Sophonpanich Director	3/5				
• Asst. Prof. Wutisak Lapcharoensap Independent Director, Chairman of the Audit Committee, and Member of the Nomination and Remuneration Committee	4/5	2/5			
• Mr. John Thompson Independent Director and Member of the Audit Committee	4/5	5/5			
• Prof. Dr. Pornchai Chunhachinda Independent Director and Member of the Audit Committee	3/5	2/5			
• Mr. Russell Leighton Kekuwa Independent Director and Chairman of the Risk Management Committee	4/5			4/4	
• Mr. Ek-Rit Boonpiti Director, Member of the Executive Committee, and Member of the Risk Management Committee	4/5			4/4	7/8
• Mr. Thirakiati Chirathivat Director, Member of the Executive Committee, and Member of the Risk Management Committee	5/5			4/4	8/8
• Dr. Ronnachit Mahattanapreut Director and Member of the Executive Committee	3/5				3/8
• Mr. Charoon Intachan Independent Director and Member of the Nomination and Remuneration Committee	5/5				
• Dr. Siritaj Rojanapruk Director	4/5				
• Mr. Supakorn Vejajiva Director	0/5				
• Dr. Siri Ganjarerndee Independent Director, Chairman of the Audit Committee, and Member of the Nomination and Remuneration Committee	1/5	2/5			
• Mr. Natdanai Indrasukhsri Independent Director, Chairman of the Audit Committee, and Member of the Nomination and Remuneration Committee	2/5	2/5	1/1		

Remarks:

- Dr. Siri Ganjarerndee resigned as Chairman of the Audit Committee and Member of the Nomination and Remuneration Committee on 27 February 2018.
- Mr. Natdanai Indrasukhsri was appointed as Chairman of the Audit Committee since 16 March 2018 and resigned from all appointments on 24 April 2018.
- Mr. Worachai Bhicharnchitr, Dr. Siritaj Rojanapruk and Asst. Prof. Wutisak Lapcharoensap were re-elected as Directors at the 2018 Annual General Meeting of Shareholders on 24 April 2018.
- Dr. Ronnachit Mahattanapreut and Prof. Dr. Pornchai Chunhachinda were appointed as Directors on 24 April 2018.
- Asst. Prof. Wutisak Lapcharoensap was appointed as Chairman of the Audit Committee on 24 April 2018.

Remuneration for Directors and Executives

a) Compensation for directors in 2018

Name	Position	Director's Fee (Baht)
1. Mr. Suthikiati Chirathivat	Chairman of the Board of Directors and Chairman of the Executive Committee	807,971
2. Mr. Worachai Bhicharnchitr	Vice Chairman of the Board of Directors, Member of the Executive Committee, and Chairman of the Nomination and Remuneration Committee	738,752
3. Mr. Chartsiri Sophonpanich	Director	359,252
4. Asst. Prof. Wutisak Lapcharoensap	Independent Director, Chairman of the Audit Committee, and Member of the Nomination and Remuneration Committee	544,741
5. Mr. John Thompson	Independent Director and Member of the Audit Committee	557,252
6. Prof. Dr. Pornchai Chunhachinda	Independent Director and Member of the Audit Committee	357,797
7. Mr. Russell Leighton Kekuwa	Independent Director and Chairman of the Risk Management Committee	441,752
8. Mr. Ek-Rit Boonpiti	Director, Member of the Executive Committee, and Member of the Risk Management Committee	755,252
9. Mr. Thirakiati Chirathivat	Director, Member of the Executive Committee, and Member of the Risk Management Committee	788,252
10. Dr. Ronnachit Mahattanapreut	Director and Member of the Executive Committee	410,742
11. Mr. Charoon Intachan	Independent Director and Member of the Nomination and Remuneration Committee	392,252
12. Dr. Siritaj Rojanapruk	Director	375,752
13. Mr. Supakorn Vejajiva	Director	–
14. Dr. Siri Ganjarerndee	Independent Director, Chairman of the Audit Committee, and Member of the Nomination and Remuneration Committee	134,125
15. Mr. Natdanai Indrasuksri	Independent Director, Chairman of the Audit Committee, and Member of the Nomination and Remuneration Committee	220,896
Total compensation for directors		6,884,786

b) Compensation for management in 2018 = Baht 19,737,747 million

c) Other compensation for management in 2018, such as contributions to the provident fund = Baht 926,191 million

Remarks:

- Asst. Prof. Wutisak Lapcharoensap and Mr. Charoon Intachan were appointed as Members of the Nomination and Remuneration Committee on 16 March 2018.
- Prof. Dr. Pornchai Chunhachinda was appointed as Member of the Audit Committee on 14 May 2018.
- Mr. Worachai Bhicharnchitr was appointed as Vice Chairman of the Board of Directors on 10 August 2018.
- Mr. Russell Leighton Kekuwa was appointed as Chairman of the Risk Management Committee on 10 August 2018.
- Dr. Ronnachit Mahattanapreut was appointed as Member of the Executive Committee on 10 August 2018.
- Mr. Supakorn Vejajiva resigned as Director on 15 December 2018.

Good Corporate Governance

The Company tries to practice the principles of good corporate governance as described in “Good Corporate Governance for Listed Companies 2016”, modified by the Securities and Exchange Commission, comprising the following five categories:

1. Rights of Shareholders

The Company provided shareholders with advance information on the date, time, venue, and all agenda items of the Annual General Meeting of Shareholders, including election of directors and complete support data. The Notice of Meeting and support data were sent to shareholders at least seven days prior to the date of the meeting. The Company facilitated all shareholders, including institutional investors, to attend shareholders' meetings. Proxy Form A and B were provided with the Notice of Meeting. Custodians for institutional investors could download Proxy Form C from the Company's website.

At the 2018 Annual General Meeting of Shareholders, there were directors who were due to retire by rotation and directors who offered themselves for re-election. The Company sent the details, including experience, of persons that the Meeting deemed appropriate to re-elect as directors to shareholders together with the Notice of Meeting. The Company posted the Notice of Meeting and support data on its website for shareholders to study prior to the distribution of the Notice of Meeting.

The Company facilitated shareholders' participation and voting in the meeting. The timing of the meeting was during office hours. The meeting took place at the Bangkok Post Building and sufficient parking space was provided for shareholders and their proxies who attended the meeting. The Bangkok Post Building is easily accessible from the MRT Queen Sirikit National Convention Center station. Shareholders who could not attend the meeting, and could not appoint a proxy, had the option of appointing an independent director to attend the meeting as their proxy. The Company also provided a duty stamp to affix onto the proxy forms.

At the 2018 Annual General Meeting of Shareholders, Mr. Suthikiati Chirathivat, Chairman of the Board of Directors chaired the Meeting. He allocated appropriate time for discussion and encouraged shareholders to express their opinions and ask questions about each agenda item. Around half of the Board of Directors attended the meeting, including Executive Committee, Audit Committee, Nomination & Remuneration Committee, and Risk Management Committee.

2. Equitable Treatment of Shareholders

The Company facilitates shareholders who wish to propose additional appropriate agenda items to the Annual General Meeting of Shareholders and nominate candidates who have appropriate qualifications to be directors of the Company prior to each Annual General Meeting of Shareholders that shall normally be held in April. A shareholder or a group of

shareholders who wishes to propose any appropriate additional agenda item for the Annual General Meeting of Shareholders and/or to nominate candidates who have appropriate qualifications to be directors of the Company, must possess the following qualifications:

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

A qualified shareholder may submit a proposal for an additional agenda item for the Annual General Meeting of Shareholders and/or a proposal to nominate a candidate to be a director of the Company, together with a resume of the candidate nominated for director of the Company, as the case may be, to the Company Secretary within a specific deadline in order to allow the Company, relevant sub-committees of the Board and the Board of Directors sufficient time to review and evaluate all proposals and to proceed with the necessary procedures of the Annual General Meeting of Shareholders.

The Company encourages the use of proxy forms on which shareholders are able to specify their vote. The Company provides shareholders with a list of proxies under the Announcement of the Business Development Department, Ministry of Commerce. Shareholders may appoint an independent director as their proxy. The election of directors utilises a process in which shareholders are able to vote for an individual nominee.

The Company provides voting cards for each agenda item. For transparency and future reference, the Company collects voting cards for disapprovals and abstentions.

The Company presents reports of shareholdings by directors, management, and independent auditors of the Company to each meeting of the Board of Directors for acknowledgement.

3. Role of Stakeholders

The Company promotes cooperation among stakeholders to ensure the Company's financial stability and sustainability. Stakeholders include but are not limited to shareholders, readers, advertisers, employees, agents, lenders, and corporate social responsibility communities.

SHAREHOLDERS

The Company operates to ensure reasonable profits and dividends to shareholders in the long-run. Certain profits will be maintained within the Company to repay bank loans and to finance future investments. The rest will be distributed to shareholders as dividends.

READERS

Since its establishment in 1946, the Bangkok Post has become one of Asia's leading English-language dailies because of the trust and respect it has earned from its readers. This is the result of adhering to a longstanding tradition of reporting the news and analysis in an accurate, fair, and balanced manner. This tradition has become our editorial code of conduct that also extends to our other publications, namely Post Today, and M2F.

The Company regularly conducts readership surveys to find out the preferences of our readers so that we can adjust our design and content to make our newspapers and magazines more attractive to them.

The Company is also committed to providing value-added benefits for our readers and subscribers through various marketing activities.

ADVERTISERS

The Company continues to operate modern printing facilities and produce high quality newspapers and advertisements in the newspapers. Events and activities were staged throughout the year to give advertisers opportunities to meet our readers and customers in person. A reorganisation of the editorial departments enables us to expand delivery of our content of news and information through multimedia channels. This also enables us to serve our advertisers in both print media and non-print media via radio, television, and electronic media.

EMPLOYEES

The Company's executives recognise the vital role of the staff in the success of the Company. Decent and professional personnel are valued as key assets of the Company. It is well-understood that the group as a whole will continue to succeed in its business endeavours both domestically and internationally. The group stands prepared for constantly-evolving social, technological, communications and economic circumstances. This will continue to be the case so long as each individual employee is fully responsible and committed to their duties while preserving moral integrity, holding true to business ethics, and fostering unity. Mindful of all these driving forces, and with an eye to maintaining sustainable success and excellent performance at the Asia regional level, the Company continuously researches and analyses ever-changing trends and adapts and mobilises its business development strategies accordingly.

The Company undertakes staff performance evaluation annually and staff are rewarded and promoted accordingly.

The Company directs the Audit Committee to review the Company's procedures for handling allegations of possible wrongdoing, including making arrangements for Company staff to raise concerns about possible improprieties in matters of financial reporting, controls or any other matter, in confidence. The Audit Committee also ensures that arrangements are in place for independent investigation, follow-up action and proper reports.

AGENTS

Among the most important channels for distribution of our newspapers are agents and newsstand sales. We continue to expand our agents in Bangkok and other provinces to increase our circulation base and sales of our newspapers. Reasonable commissions, discounts and credit terms are offered to our agents and newsstand sellers. Our staff are in continuous contact with agents and newsstand sellers to increase publication sales and reduce returns.

LENDERS

The Company maintains business relationships with several commercial banks. Their services to the Company include both short-term and long-term lending, issuance of guarantees and letters of credit, especially for purchase of newsprint from overseas. We maintain a prudent level of total borrowing with a reasonable mixture of short-term and long-term debt. All loans are on a clean basis, and loan conditions are monitored and strictly followed.

OUR SOCIETY AND CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

The Company, subsidiaries, and The Bangkok Post Foundation have continued their activities in various educational programmes while pursuing the Foundation's principal objective of providing continuous support for the needy.

4. Disclosures and Transparency

In addition to disclosing annual filings, annual reports and other information as specified in relevant regulations through The Stock Exchange of Thailand, the Company discloses information, both in Thai and English, via other channels, including the Company's website. For example, the Company has already posted its annual reports, annual registration statements (form 56-1) and financial statements on its website. The Company also posts procedures for shareholders or groups of shareholders who wish to propose any appropriate additional agenda item for the Annual General Meeting of Shareholders and/or to nominate candidates who have appropriate qualifications to be directors of the Company on the Company's website and encourages shareholders to fully exercise their rights.

The Company discloses the roles and responsibilities of the Board of Directors and its various sub-committees in the annual report under Structure of the Board of Directors. The Company also discloses the number of meetings attended by each director in its annual report under Attendance Record. The Annual General Meetings of Shareholders approved in advance to pay remuneration for the year to directors on a lump-sum basis and empowered the Board of Directors to consider the allocation of such remuneration to each director as it deems fit. The Company disclosed the remuneration of each director in its annual report under Remuneration for Directors and Executives.

5. Responsibilities of the Board

5.1 Board Structure

As of 31 December 2018, the Company had twelve directors and five directors qualified as independent directors. Every year, one-third of the directors must retire from office at the Annual General Meeting of Shareholders. The directors who have been longest in office shall retire. A retiring director is eligible for re-election. The Company does not use stricter definition of independent directors than the minimum qualification specified by the Office of the Securities and Exchange Commission and The Stock Exchange of Thailand. An independent director should have the following qualifications: not hold more than 1 per cent of total outstanding shares of the Company; not be an executive, employee or advisor who receives compensation from the Company; not have any family relationship with an executive, employee or advisor who receives compensation from the Company; and not have any material business relationship with the Company that might compromise the independent director's ability to express an independent opinion.

The Company discloses sufficient information about directors, including type of director and work experience, in the Annual Report under the heading, Board of Directors.

The Company separates the roles and responsibilities of the Chairman of the Board of Directors and Chief Operating Officer – Commercial in order to achieve a balance of power.

The Company's Company Secretary serves the Board of Directors in areas of providing legal advice, taking care of Board of Directors' activities, and monitoring compliance with Board of Directors' resolutions.

5.2 Sub-Committees of the Board of Directors

In addition to the Audit Committee required by The Stock Exchange of Thailand's listing rules, the Company, in compliance with good corporate governance practice, has established a Nomination and Remuneration Committee, tasked with the following:

- The process for reviewing and evaluating the performance of the Board and members of the Board;
- Ensuring observance of the appropriate number and qualifications of independent directors, the selection process for independent directors and nomination of independent directors to the Board;
- Proposing remuneration and incentive policies to the Board and subcommittees of the Board;
- Arranging Professional indemnity and liability insurance for members of the Board and management;
- Proposing succession plans and selection processes for management to the Executive Committee;
- Proposing remuneration and incentive policies for management to the Executive Committee.

To ensure that it performs its duties transparently and independently, the Committee consists of two independent directors and one non-executive director. To ensure independence of the Nomination and Remuneration Committee, the Chairman of the Board of Directors does not serve either as the Chairman or as a member of the Nomination and Remuneration Committee.

5.3 Roles and Responsibilities of the Board of Directors

The Board of Directors has responsibilities to manage the operation of the Company in accordance with the Articles of Association of the Company and resolutions of Shareholders' Meetings. The Board of Directors reviews and approves key business matters and monitors implementation by the management to ensure efficiency and effectiveness. The Board of Directors has a Code of Conduct in place, so that all management and staff understand the Company's business ethics standards and abide by them.

5.4 Board Meetings

Meetings of the Board of Directors, the Executive Committee, and the Audit Committee are set in advance each year. Each director is notified of the schedules so that they can manage their time to attend the meetings.

Primarily, the Board of Directors meets every three months and the Executive Committee meets every month, except in the month in which the Board of Directors holds its meeting. As such, the Board of Directors can monitor management performance continuously and promptly.

The Chairman of the Executive Committee ensures that the agenda for each meeting of the Board of Directors includes all key issues. Each director is free to propose agenda items to be considered by the meetings.

The Company sends the Notice of Meeting and relevant documents to each director seven days in advance of the meeting date. Additional documents may be distributed during the meeting.

The Company allocates an appropriate meeting time for the management to make a complete presentation and for comprehensive discussion by the directors. The Board of Directors encourages the Chief Operating Officer – Commercial and Chief Financial Officer to attend the Board of Directors' meetings to present issues in which they are directly responsible. This gives the Board of Directors the chance to get to know management better so that they are better prepared for succession planning.

The Company provides up-to-date contact information for each director, including telephone number and email address, so that all directors have access to necessary information via the Company Secretary, and non-executive directors are able to conveniently contact each other directly.

5.5 Board Self-assessment

The Audit Committee has conducted a self-assessment. The Board of Directors has not conducted a self-assessment.

5.6 Remuneration

The Annual General Meeting of Shareholders approves remuneration for the Board of Directors on a lump-sum basis and empowers the Board of Directors to consider the allocation to each director as it deems fit. The Company disclosed the remuneration of each individual director in its annual report under Remuneration for Directors and Executives.

The Executive Committee approves remuneration of the Chief Operating Officer and Chief Financial Officer. The remuneration is in accordance with the annual budget approved by the Board of Directors. Remuneration is in the form of salary and bonus and corresponds to the Company's performance and the performance appraisals of the Chief Operating Officer – Commercial and each senior manager.

5.7 The Board of Directors and Management Training

The Company encourages training for directors, management and staff. Training may be in-house or arranged at other institutions. In 2018, the Company arranged seminars for management and staff. For example, a director and management members participated in Advanced Audit Committee Programme organised by Thai Institute of Directors.

The Management and the Company Secretary provides to new directors all necessary documents and useful introductory information concerning the Company.

The Company does not have a succession plan. However, the Executive Committee encourages executive development and prepares training and development programmes for management and staff on a regular basis.

Internal Control and Internal Audit

The internal control is an important factor to promote the Company's efficient and transparent operations. Thus, the Company has established appropriate controls to manage potential risks in its operations. As laid down in the Company's Audit Committee Charter, the Audit Committee discharges its duties and responsibilities within its authority delegated from the Board of Directors. The Audit Committee Charter is in accordance with the Audit Committee Best Practices and Good Corporate Governance Guidelines set out by the Stock Exchange of Thailand and related laws and regulations.

The Audit Committee determines the adequacy and appropriateness of the Company's internal control systems in close consultation with the Office of Internal Audit and external auditor, so as to ensure that the Company's financial reporting is reliable and that the business operations are efficient and in accordance with relevant laws, regulations and related policies. The Executives are invited to attend Audit Committee meeting to provide information as well as discuss the recommendations. When the Audit Committee finds material deficiencies and makes recommendations, it reports to the Board of Directors to ensure prompt corrective actions.

The Office of Internal Audit is an independent unit which directly reports to the Audit Committee. It is responsible for assuring and providing consultation, as well as performing the internal audit of various processes of the Company and the subsidiaries for the purpose that business processes are properly equipped with corporate governance, risk management, and appropriate internal controls. The observations and recommendations are reported to the Audit Committee and the Executives.

To promote the effectiveness and efficiency of the internal control as per the model of Three Lines of Defense, the Office of Internal Audit works to create knowledge and better understanding of employees in all levels, from staff to management to gain awareness of their roles and responsibilities and to create good attitude toward the usefulness of internal control and internal audit activities. When all personnel in operation units realize their important roles, it leads to efficient preventive controls with ethics. The mutual understanding and corporation will create internal control awareness and ethical working environment.

In the part of the Internal Audit, the Audit Committee oversees the operation of the Office of Internal Audit that provides independence, impartiality, ethics and expertise in line with the International Standard for professional internal audit practice. The Audit Committee Charter and Internal Audit Charter clearly state the missions, scope of work, authority, and responsibility as well as auditing guideline. The Office of Internal Audit plans the assignments according to business strategic directions and risk-based prioritization, also taking into account the management's concerns. In performing its duties, the Office of Internal Audit applies a systematic and disciplined approach to reviewing, evaluating, and improving the effectiveness of the governance, risk management, and internal control. Audit reports are presented to the management and parties concerned. The Office of Internal Audit monitors and follows up the corrective actions from its recommendations and regularly reports to the Audit Committee and the executive management for acknowledgement and further guidance.

The Office of Internal Audit performed auditing and assessing the internal controls in order to reasonably assure the accomplishment of 3 main objectives – operations, reporting, and compliance. The observations and recommendations were reported to the executive management for consideration of control improvement. In the year 2018, the audit covered various areas e.g. operations of Bangna Production, the processes related to digital media business, and consulting services regarding the advertising sales commission. The recommendations were well received by the related parties and subsequently proposed to the Audit Committee and the executive for consideration. In addition, the procedure regarding the Anti-Fraud and Whistle Blowing Policy for Bangkok Post Group approved on 15 May 2017 are in effect.

The continuous improvement of professional and business competence for internal auditors is important to maintain the quality of the internal audit services. The Company gives full support to the adequate development and continuous conduct of training for internal auditors to be well equipped with knowledge, competence and expertise in internal auditing, as well as other skills needed by encouraging them to attend appropriate training courses and seminars of professional internal auditor.

Investor Information

Major Shareholders

The top ten major shareholders of Bangkok Post Public Company Limited as of 4 January 2019 are as follows:

Name	Number of Shares	Percentage
1. Mr. Suthikiati Chirathivat	121,096,150	24.22
2. Com-Link Company Limited	56,000,000	11.20
3. Bangkok Bank Public Company Limited	43,463,480	8.69
4. Mr. Worachai Bhicharnchitr	36,350,960	7.27
5. Mr. Thiradej Chirathivat	28,012,755	5.60
6. Mr. Thirayuth Chirathivat	21,245,255	4.25
7. Mrs. Suchitra Mongkolkiti	20,100,860	4.02
8. Vacharaphol Company Limited	13,911,790	2.78
9. Mr. Ek-Rit Boonpiti	13,426,380	2.69
10. Mr. Thirakiati Chirathivat	13,139,755	2.63

Source: Thailand Securities Depository Company Limited

Payment of Dividend Policy

Bangkok Post Public Company Limited is to maintain approximately 60% of its net profits for the payment of dividends each year. The fluctuation of payments will depend on capital spending commitment and liquidity of the company's cash flows.

Insider Information Usage Control

The Company presented reports of shareholdings submitted to them by directors, management, and independent auditors of the Company to each Meeting of the Board of Directors for acknowledgement.

Obligations in Issuing New Shares

None

Outstanding Debenture or Bill of Exchange

None

Risk Factors

RISKS TO BUSINESS OPERATIONS OF THE GROUP

1. Risks from the advertising industry

The Company's main source of revenue is advertising but its cost structure is largely fixed. The Company's performance as a result depends heavily on the advertising business which in turn is linked to the overall economy. In general, advertising spending increases with accelerating economic growth, and declines in cases of an economic slowdown. To mitigate this risk, the Company has outlined strategies and policies to diversify its revenue beyond print media advertising to remain competitive. Event management and digital marketing and advertising is expected to account for no less than 20% of total revenue, up from 15% in the past, and the Company has tightened control of expenses to better match with revenues.

2. Risks from changes in technology and consumer behaviour

Advances in broadcasting, wireless and digital technology have increased the number of channels available for the dissemination and consumption of news and information. Consumers now have greater options for accessing news and information at little to no cost, affecting the Company's print media business. To mitigate this risk, the Company has continuously developed various media channels for consumers and advertisers as alternatives to print media.

3. Access to raw materials and price fluctuations

The Company's core business is newspaper publishing, for which newsprint is the core raw material. Newsprint accounts for approximately 10% of cost of sales and services. Newsprint prices vary based on fluctuations in global supply and demand. The Company monitors newsprint market trends closely and manages existing stock purchased from a variety of domestic and international suppliers in order to meet projected demand. To mitigate this risk, the Company also carefully manages paper usage and aims to optimise production processes to minimise waste. Distribution networks are also carefully managed to minimise returns.

4. Interest rate risk

Interest rate risk from fluctuations in the money market affect the Company's operating results and cash flow. As of 31 December 2018, the Company had outstanding balance on short-term loans and long-term loans from financial institutions of 1,300.64 million baht. To mitigate the risk, the Company monitors conditions in the general economy, money and capital markets on a regular basis to assess the risk and business impact of interest rate fluctuations, and makes adjustments accordingly.

5. Credit risk

The Company is exposed to credit risk with respect to trade accounts receivables. In 2018, the average collection period

for the Company was 115 days. To mitigate this risk, the Company sets appropriate credit control and credit terms, and does not expect to incur any material financial losses from credit risk beyond that allocated for provision for doubtful debt. The Company also has a large and diversified customer base further mitigating overall credit risk from exposure to any single customer or industrial sector.

6. Investment risk

The Company has investments in subsidiary and associated companies related to the television business with risk that investment returns may not reach set targets. To mitigate this risk, the Company closely monitors the performance of its subsidiary and associated companies and conducts regular analysis of the results in comparison with projected targets for consideration by the Management and the Board to allow for corrective action to be taken in a timely manner. The Company has a policy to review the fair value of its investments regularly and book impairment charges as needed.

7. Risk from natural disasters and political unrest.

In recent years, Thailand has experienced episodes of both natural disasters and political unrest that negatively impacted advertising revenues of the Company's media, including print, television and digital channels. If such events occur again in the future, it is expected that a similar negative impact will be seen on advertising revenues. To mitigate this risk, the Company monitors environmental and political events closely to ensure mitigating action can be taken to reduce any negative impact.

8. Human resources risk

The skills and experience of the Company's staff is critical to the quality of its products and services. The Company regularly invests in human resource development to enhance the skills and knowledge of its staff. But the growth of new media operators has resulted in growing challenges in the retention and recruitment of existing and new staff. To mitigate the risk, the Company provides communication, development training and new skills to its staff to keep up with the changing circumstances. In addition, the Company also recruits new qualified staff to maintain the quality of its products.

RISK FACED BY INVESTORS IN THE COMPANY'S SECURITIES

Risk that accumulated losses may result in an inability to pay dividends in the near future.

For the 2018 accounting period, the Company reported a net loss of (167.65) million baht. The Company has posted an annual net loss for four consecutive years, resulting in accumulated losses at the end of 2018 of (935.32) million baht. The accumulated losses reflect the heavy competition and declining profit margins faced and has resulted in the Company being unable by law to pay dividends to shareholders.

Related Party Transactions

During the years, the company and its subsidiaries had significant business transactions with related parties. Such transactions arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the company and those related parties. The transfer pricing policy is based on market price or by comparison with other businesses conducting similar transactions. Details are as shown below:

1. Post International Media Co., Ltd.

Nature of Business:	Publishing, distribution and advertising of magazines "Elle", "Elle Men", "Elle Decoration", "Science Illustrated", and "Forbes"
Relationship:	The Company holds 100 per cent of Post International Media's shares.
Transaction:	Sale of magazines to the Company worth Baht 9.2 million. Interest paid Baht 3.5 million for loan from the Company worth Baht 61.0 million. Advertising expenses worth Baht 1.3 million and management fee and rental of office space from the Company plus other related charge worth Baht 14.2 million.
Transfer Pricing Policy:	Fixed rate for interest on loan and market price for the others

2. Post-IM Plus Co., Ltd.

Nature of Business:	Publishing and distribution of magazine
Relationship:	The Company directly holds 49 per cent of Post-IM Plus's shares and Post International Media holds the other 51 per cent.
Transaction:	None
Transfer Pricing Policy:	None
Status:	Stop operation

3. Post News Co., Ltd.

Nature of Business:	Production of television programming
Relationship:	The Company holds 51 per cent of Post News's shares.
Transaction:	Interest paid Baht 0.4 million for loan from the Company worth Baht 6.1 million.
Transfer Pricing Policy:	Fixed rate for interest on loan
Status:	The process of liquidation

4. Bangkok Post-Bauer Media Co., Ltd.

Nature of Business:	Publishing, distribution and advertising of CLEO magazine
Relationship:	Post International Media holds 70 per cent of Bangkok Post-Bauer Media's shares.
Transaction:	Sale of magazines to the Company worth Baht 3.9 million. Advertising expenses worth Baht 1.1 million and management fee, rental of office space from the Company plus other related charge worth Baht 4.5 million.
Transfer Pricing Policy:	Market price

5. Flash News Co., Ltd.

Nature of Business:	Production of radio programming
Relationship:	The Company holds 40 per cent of Flash News's shares.
Transaction:	None
Transfer Pricing Policy:	None
Status:	Stop operation

6. Post TV Co., Ltd.

Nature of Business:	Production of television content and programmes, and rental of studio space
Relationship:	Post Holding Co., Ltd. holds 100 per cent of Post TV's shares.
Transaction:	Rental of office space from the Company plus other related charge worth Baht 4.5 million. Interest paid Baht 17.4 million for loan from the Company worth Baht 338.6 million.
Transfer Pricing Policy:	Fixed rate for interest on loan and market price for the others

7. Post Holding Co., Ltd.

Nature of Business:	Investment
Relationship:	Post New Media Co., Ltd. holds 100 per cent of Post Holding's shares.
Transaction:	None
Transfer Pricing Policy:	None

8. Post New Media Co., Ltd.

Nature of Business:	Investment
Relationship:	The Company holds 100 per cent of Post New Media's shares.
Transaction:	None
Transfer Pricing Policy:	None

9. Mushroom Group Co., Ltd.

Nature of Business:	Production of television content and programmes
Relationship:	The Company holds 51 per cent of Mushroom Television's shares.
Transaction:	Advertising expenses worth Baht 0.6 million.
Transfer Pricing Policy:	Market price

Statement of the Audit Committee

To: The Shareholders of Bangkok Post Public Company Limited

The Audit Committee of Bangkok Post Public Company Limited comprises three committee members who are independent directors with appropriate qualification, namely Asst. Prof. Wutisak Lapcharoensap as the Chairman of the Audit Committee, Mr. John Thompson and Prof. Dr. Pornchai Chunhachinda as the Audit Committee Member.

The Audit Committee performed its duties as empowered by the Board of Directors in accordance with the requirements of the Stock Exchange of Thailand, the Principles of Good Corporate Governance and relevant laws and regulations. These include the reviews of annual and interim financial statements, internal control procedures and possible conflict of interests. It also recommends the appointment and fees of the external auditors.

During the year 2018, the Audit Committee held five official meetings to review the financial statements and discuss matters arising with the Management. In addition, to promote the transparency, the Audit Committee also held a private meeting with the external auditors, without the management team being present so the external auditor could be independently raise the observations for discussion.

Attendance Record of the Audit Committee Members for the year 2018 is as follows:

Meeting	1	2	3	4	5	Total	%
Attendant Date	9 Feb	22 Feb	8 May	7 Aug	9 Nov		
Dr. Siri Ganjarerndee (Resigned effective on 27 February 2018)	1	1				2	100
Mr. Natdanai Indrasukhsri (Term completion on 24 April 2018)	1	1				2	100
Mr. John Thompson	1	1	1	1	1	5	100
Asst. Prof. Wutisak Lapcharoensap (Appointed on 24 April 2018)			1	1	–	2	67
Prof. Dr. Pornchai Chunhachinda (Appointed on 14 May 2018)				1	1	2	100

The Audit Committee, in collaboration with external auditors and management, reviewed the quarterly and annually Financial Statements for the year 2018, the major accounting policy, and significant financial information. The preparation of the related statements complies in all material respects with the Generally Accepted Accounting Principles and the regulatory requirements. The financial statements are accurate, reliable, and based on the reasonable accounting policies. In addition, the Audit Committee has considered the report of connected transactions incurred in 2018. The process of determining fairness of prices and condition prior entering to those transactions were articulated by the management and the management confirmed that all these connected transactions were fair and made in accordance with normal of marketing practices.

The Audit Committee, therefore, recommends that the Board of Directors present the Consolidated and Company Financial Statements for the year ended 31 December 2018 to the Shareholders for their approval.

In the part of reviewing the efficiency and adequacy of the Company's internal controls as well as compliance with respect to the relevant laws and regulations, the Audit Committee consideration is based on reported information from the Office of Internal Audit who performed their assignments as per the approved Annual Internal Audit Plan. The Audit Committee is of the opinion that overall controls were generally appropriate for the current business environment, which is in harmony with the external auditors report that from the review there has been no noncompliance that could have a material effect on the Financial Statements.

The Audit Committee oversees the Office of Internal Audit. It considers and approves the annual risk based Internal Audit Plan. Regularly, the Audit Committee receives report of the internal audit activities and gives recommendations when and where appropriate. Progress in the implementation of recommendations from Office of Internal Audit to improve work processes and internal controls is being monitored on a regular basis. The Audit Committee also promoted the proficiency, the effectiveness and the quality of internal audit services by giving appropriate advices. The Company supports internal auditors to have appropriate development and training courses.

The Audit Committee reports to and discusses its activities with the Board in the quarterly Board of Directors meeting.

In the year 2018, the Audit Committee and Office of Internal Audit have gained full co-operation from the Management as well as full access to information relevant to the Company's operation necessary for them to effectively discharge their duties as laid down in the Audit Committee Charter.

According to the satisfactory past performance of the external auditors concerned, the Audit Committee recommended that the Board proposes to the Shareholders that Mrs. Saifon Inkaew, Certified Public Accountant Registration No. 4434, and/or Mrs. Poonard Paochareon, Certified Public Accountant Registration No. 5238, and/or Mrs. Sumalee Reewarabandith Certified Public Accountant Registration No. 3970; all of EY Office Limited, be appointed as the Company's auditors for the year 2019. The Audit Committee also considered the proposed audit fee for the year 2019, taking into account the market rate along with the workload and the costs of providing services for the coming year, the proposed audit fee as detailed in the Annual General Meeting of the Shareholders is deemed reasonable.

Wutisak up.

(Asst. Prof. Wutisak Lapcharoensap)
Chairman of the Audit Committee
13 February 2019

Statement of Responsibilities of the Board of Directors on Financial Statements

The Board of Directors is responsible for the preparation of the financial statements of the Company, and the consolidated financial statements of the Company and its subsidiaries, and for having them audited by the independent auditor prior to submission to the Annual General Meeting of Shareholders.

The Board of Directors supports the practice of good corporate governance within the Company to increase efficiency, transparency and credibility. The Audit Committee was established as a sub-committee of the Board of Directors.

Their primary responsibilities are to review the financial reporting, internal control and internal audit functions. The Audit Committee's report on these matters is published in the Company's annual report.

It is the opinion of the Board of Directors that the Company's internal controls are adequate for its business and operation and that the financial statements for the year ended 31 December 2018 are fairly presented with adequate disclosure in accordance with generally accepted accounting principles.

Management Discussion, Analysis, and Operating Results

Overall Picture

The table below shows advertising expenditure in all media from 2014 to 2018

Media	2014 (million baht)	2015 (million baht)	2016 (million baht)	2017 (million baht)	2018 (million baht)
TV/Digital TV	76,501	78,456	68,054	62,874	67,935
Cable TV	6,546	6,055	3,495	2,913	2,434
Newspaper	16,276	15,042	11,743	7,706	6,100
Cinema	4,352	5,134	5,445	6,816	7,312
Radio	5,610	5,675	5,262	4,476	4,802
Magazines	4,857	4,231	2,928	1,976	1,315
Outdoor	3,989	4,265	5,665	6,389	6,833
Transit	3,813	4,478	5,311	5,880	6,067
In-Store	1,970	639	700	946	1,054
Digital	6,115	8,084	9,477	12,000	14,973
Total	130,029	132,059	118,080	111,975	118,825

Source: Nielsen Thailand/Digital Advertising Association (Thailand)

In 2018, advertising expenditure for all media showed an increase from the previous two years, when spending slowed following the passing away of Phra Bat Somdet Phra Paramintra

Maha Bhumibol Adulyadej Mahitalathibet Ramathibodi Chakkrinaruebodin Sayamminthrathirat Borommanatthabophit.

Sales

Consolidated sales and service income decreased 7.42 per cent from 1,328.54 million baht in 2017 to 1,230.03 million baht in 2018.

Year 2018 revenue for newspaper sales decreased 17.51 per cent. Revenue from advertising in newspapers was down 14.87 per cent compared the same period of last year. Sales of magazines decreased 42.31 per cent. However, revenue from television business increased 23.08 per cent.

Costs and Expenses

Consolidated costs of sales and services decreased 14.27 per cent from 1,156.32 million baht in 2017 to 991.26 million baht in 2018. Expenditure for sales decreased 22.95 per cent from 199.87 million baht in 2017 to 153.99 million baht in 2018.

Administrative expenditures decreased 5.83 per cent from 226.51 million baht in 2017 to 213.34 million baht in 2018. In 2018, financial expenses increased 24.10 per cent from 56.13 million baht to 69.66 million baht due to interest rate increase on short term loans. The company restructured to optimise performance and raw materials cost control which has helped lower production costs including selling and administrative expenses. Other expenses were controlled to appropriate spending levels.

Operating Results

Consolidated loss attributable to equity holders of the Company for the year 2018 was (167.65) million baht or (0.34) baht per share compared to consolidated loss attributable to equity holders of the Company for the year 2017 of (358.83) million baht or (0.72) baht per share.

Total comprehensive income for the year 2018 had a consolidated net loss of (6.46) million baht compared to a consolidated net loss for the year 2017 of (371.18) million baht.

Profitability

Earnings (loss) before interest, tax, depreciation, amortisation, (EBITDA) increased 114.74 per cent or 234.88 million baht, from (204.70) million baht in 2017 to 30.18 million baht in 2018.

The percentage of consolidated loss attributable to equity holders of the Company to consolidated sales and service income in 2018 was (13.63) per cent, compared to (27.01) per cent of the same period in the previous year.

The return on assets in 2018 was (7.34) per cent, compared to (16.14) per cent for the same period of the previous year. The return on equity was (41.59) per cent in 2018, compared to (87.80) per cent in 2017.

Trade Receivables and Inventories

Total trade receivables before allowances for doubtful accounts and sales returns decreased 13.88 per cent, from 376.75 million baht in 2017 (28.41 per cent of sales) to 324.43 million baht in 2018 (26.37 per cent of sales).

In 2018, trade receivables not yet due amounted to 141.77 million baht, or 43.75 per cent of the total trade receivables, compared to 175.29 million baht or 50.48 per cent of the total trade receivables in 2017.

In 2018, trade receivables past due date up to 3 months amounted to 115.93 million baht or 35.73 per cent of the total trade receivables, compared to 76.30 million baht or 21.97 per cent of the total trade receivables in 2017.

Trade receivables in year 2018 past due date from 3 to 6 months amounted to 10.73 million baht or 3.30 per cent of the total trade receivables, compared to 83.95 million baht or 24.16 per cent of the total trade receivables in 2017.

In 2018, trade receivables past due date from 6 to 12 months amounted to 21.02 million baht or 6.48 per cent of the total trade receivables, compared to 17.21 million baht or 4.95 per cent of the total trade receivables in 2017.

Trade receivable in year 2018 past due date over 12 months amounted to 34.98 million baht or 10.78, compared to 23.99 million baht or 6.90 per cent of the total trade receivables in 2017.

The majority of the Company's top 50 clients were government agencies and advertising agencies. The company believed that current provision was sufficient and that the trade receivables net of current provision would be collectable in the future.

Inventories net of allowance to reduce cost to net realisable value decreased from 69.88 million baht at the end of 2017 to 69.86 million baht in 2018. The Company believed that the allowance to reduce cost of inventories to net realisable value was adequate.

Liquidity

Total borrowing from banks increased by 79.76 million baht from 1,220.88 million baht at the end of 2017 to 1,300.64 million baht at the end of 2018. Long-term loans decreased 12.50 million baht from 376.97 million baht at the end of 2017 to 364.47 million baht at the end of 2018. Bank overdrafts and short-term loans increased 92.25 million baht from 843.92 million baht at the end of 2017 to 936.17 million baht at the end of 2018.

The decrease in selling and administrative expenses in relation to sales has helped the Company to have the ability to repay loans to financial institutions. Repayments amounted to 376.97 million baht in 2017 and 364.47 million baht in 2018, a decrease of 3.31 per cent.

The debt to equity ratio was 4.67 times in 2018. However, interest-bearing debt to equity was 3.23 times in 2018.

The Company was allowed by the lenders to maintain the financial ratio at a rate higher than that prescribed in the loan agreement in respect of the 2018 financial statements. In addition, the company had been permitted by the lenders to extend the repayment term of long-term loans until 2022. The company mortgaged its land with structure as additional collateral to the lender in December 2017.

There was no dividend payment in 2017 or 2018.

Independent Auditor's Report

To the Shareholders of Bangkok Post Public Company Limited

Opinion

I have audited the accompanying consolidated financial statements of Bangkok Post Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2018, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of Bangkok Post Public Company Limited for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Bangkok Post Public Company Limited and its subsidiaries and of Bangkok Post Public Company Limited as at 31 December 2018, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report. I am independent of the Group in accordance with the Code of Ethics for Professional Accountants as issued by the Federation of Accounting Professions as relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Material Uncertainty Related to Going Concern

I draw attention to the matter as described in Note 1.2 of the consolidated financial statements. The Group has operating loss and as at 31 December 2018 the Group's current liabilities exceeded current assets. However, during the year, the Group has proceeded in accordance with the plan to remedy the situation. In addition, financial institution agreed to waive compliance with certain covenants in loan agreements and as at 31 December 2018 the Group still had net assets. The management believe that the Group will be able to continue as a going concern and the financial statements have therefore been prepared under the going concern basis. The Group is in the process to execute the changes in its strategic plan and improve its future operations. These events indicate that a material uncertainty exists that may cast doubt on the Group's ability to continue as a going concern. My opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in my professional judgement, were of most significance in my audit of the financial statements of the current period. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

I have fulfilled the responsibilities described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report, including in relation to these matters. Accordingly, my audit included the performance of procedures designed to respond to my assessment of the risks of material misstatement of the financial statements. The results of my audit procedures, including the procedures performed to address the matters below, provide the basis for my audit opinion on the accompanying financial statements as a whole.

In addition to the matter described in the Material Uncertainty Related to Going Concern section, key audit matters and how audit procedures respond to each matter are described below.

Revenue Recognition

The Company has many sources of revenues; e.g. sales of publication, advertising revenue, event revenue and commercial printing revenue and there are a variety of conditions in agreements with customers, such as sales promotions and discounts. As a result, conditions to recognise revenue are different for each source of revenues. This will affect amount and timing of revenue recognition.

I have examined the revenue recognition of the Company using significant audit procedures as follow:

- Assessing and testing the Company's IT system and its internal controls with respect to the revenue cycle by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls, and with special consideration given to expanding the scope of the testing of the internal controls which respond to the above risks.
- Applying a sampling method to select sales and service agreements to assess whether revenue recognition was consistent with the conditions of the relevant agreement, and whether it was in compliance with the Company's policy.
- On a sampling basis, examining supporting documents for actual sales transactions occurring during the year and near the end of the accounting period.
- Sending accounts receivable confirmations at the year-end date.
- Reviewing credit notes that the Company issued after the accounting period.
- Performing analytical procedures on disaggregated data to detect possible irregularities in sales transactions throughout the period, particularly for accounting entries made through journal vouchers.

Goodwill

As at 31 December 2018, the Company recorded goodwill from business combination amounted to Baht 95 million as discussed in Note 15 to the financial statements. The assessment of impairment of goodwill is a significant accounting estimate requiring management to exercise a high degree of judgment in identifying the cash generating units, estimating the cash inflows that are expected to be generated from that group of assets in the future and determining the important assumptions used to estimate cash flow e.g. discount rate and long-term growth rate. This will affect the appropriateness of values of goodwill.

I have examined the goodwill using significant audit procedures as follow:

- Assessing the identification of cash generating units and the financial models selected by management by inquiring the management and gaining an understanding of the management's decision-making process and assessing whether the decisions made were consistent with how assets are utilised.
- Testing the significant assumptions in preparing estimates of the cash flows expected to be realised from the assets, through comparison those assumptions with information from both internal and external sources.
- Comparing past cash flow projections to actual operating results in order to evaluate the exercise of management judgment in estimating the cash flow projections.
- Evaluating the discount rate applied by management through analysis of the weighted average costs of the Company and of the industry.
- Testing the calculation of the realisable values of the assets using the selected financial model and considering the impact of changes in key assumptions on those realisable values, especially changes in the discount rate and long-term revenue growth rates.
- Reviewing the disclosures made with respect to the impairment assessment for goodwill as well as sensitivity of the impact of changes in key assumptions to the cash flow projections.

Deferred Tax Assets

As at 31 December 2018, the Group recorded deferred tax assets from temporary differences and taxable losses amounting to Baht 50 million. The Group has disclosed its accounting policy and details relating to deferred tax in Notes 4.10 and Notes 26 to the financial statements, respectively. A deferred tax asset is recognised when it is highly probable that the Group's taxable profit will be sufficient to allow utilisation of the temporary differences in the future. Determining whether there will be sufficient future taxable profit to utilise temporary differences or taxable losses requires significant management judgment with respect to the preparation of the estimates of the future taxable profit. Therefore, there is a risk with respect to the amount of deferred tax assets.

I have examined the deferred tax assets using significant audit procedures as follow:

- Gaining an understanding of controls over the preparation of the estimates of future taxable profit for the purpose of recognising deferred tax assets by making enquire of the Company's responsible personnel.
- Performing tests of controls over the preparation and approval of the estimates of future taxable profits to ensure that they effectively operate.
- Assessing the reasonableness of estimates by reviewing the information and key economic assumptions that might affect the projected revenue growth and gross profit margin such as economic growth rates, interest rates, and consumer spending rate.

- Testing the calculation of the estimates based on those assumptions and relevant information.
- Comparing past profit projections with actual taxable profits to assess the exercise of management judgment in estimating taxable profits.
- Reviewing the disclosure of information regarding temporary differences and unused tax losses for which deferred tax assets are not recognised.

Other Information

Management is responsible for the other information. The other information comprise the information included in annual report of the Group, but does not include the financial statements and my auditor's report thereon. The annual report of the Group is expected to be made available to me after the date of this auditor's report.

My opinion on the financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated.

When I read the annual report of the Group, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance for correction of the misstatement.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgement and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

I am responsible for the audit resulting in this independent auditor's report.

Saifon Inkaew

Certified Public Accountant (Thailand)
No. 4434

EY Office Limited

Bangkok: 20 February 2019

Statement of financial position

As at 31 December 2018

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	31 December 2018	31 December 2017	31 December 2018	31 December 2017
Assets					
Current assets					
Cash and cash equivalents	6	8,780,415	12,090,693	6,962,966	8,508,857
Trade and other receivables	7, 8	387,999,294	394,091,736	177,341,712	217,297,473
Inventories	9	69,857,568	69,876,804	33,583,554	44,535,040
Short-term loans to related parties	7	–	–	66,677,171	69,451,299
Corporate income tax deducted at source		90,707,092	74,133,599	52,421,785	40,074,651
Other current assets		31,395,430	40,500,631	10,944,387	16,528,962
Total current assets		588,739,799	590,693,463	347,931,575	396,396,282
Non-current assets					
Investments in subsidiaries	10	–	–	206,473,450	206,473,450
Investment in joint ventures	11	10,115,991	16,807,534	–	–
Investment in associate	12	–	–	–	–
Other long-term investment	13	–	–	–	–
Property, plant and equipment	14	1,450,415,519	1,339,846,823	1,436,541,528	1,321,995,446
Goodwill	15	94,850,812	94,850,812	–	–
Intangible assets	16	86,449,439	114,084,550	49,934,389	62,563,364
Deferred tax assets	26	50,397,869	59,320,595	36,365,374	44,037,866
Other non-current assets		3,012,861	7,175,206	402,549	743,691
Total non-current assets		1,695,242,491	1,632,085,520	1,729,717,290	1,635,813,817
Total assets		2,283,982,290	2,222,778,983	2,077,648,865	2,032,210,099

The accompanying notes are an integral part of the financial statements.

Bangkok Post Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2018

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	31 December 2018	31 December 2017	31 December 2018	31 December 2017
Liabilities and shareholders' equity					
Current liabilities					
Bank overdrafts and short-term loans from financial institutions	17	936,175,789	843,920,578	873,719,217	815,108,157
Trade and other payables	7 , 18	198,389,734	242,383,914	111,564,682	148,426,464
Short-term loans from non-controlling interests of the subsidiary	19	5,880,000	5,880,000	–	–
Current portion of long-term loans	20	64,000,000	12,500,000	60,000,000	10,000,000
Unearned subscription fee		46,251,928	51,599,081	40,843,792	44,476,550
Other current liabilities		56,201,381	56,582,116	34,057,800	33,033,587
Total current liabilities		1,306,898,832	1,212,865,689	1,120,185,491	1,051,044,758
Non-current liabilities					
Long-term loans, net of current portion	20	300,467,400	364,467,400	297,467,400	357,467,400
Deferred tax liabilities	26	188,616,970	151,663,895	183,780,059	144,344,859
Provision for long-term employee benefits	21	84,891,539	85,063,533	77,421,545	78,936,579
Total non-current liabilities		573,975,909	601,194,828	558,669,004	580,748,838
Total liabilities		1,880,874,741	1,814,060,517	1,678,854,495	1,631,793,596
Shareholders' equity					
Share capital					
Registered					
505,000,000 ordinary shares of Baht 1 each		505,000,000	505,000,000	505,000,000	505,000,000
Issued and fully paid up					
500,000,000 ordinary shares of Baht 1 each		500,000,000	500,000,000	500,000,000	500,000,000
Retained earnings					
Appropriated - statutory reserve	23	50,500,000	50,500,000	50,500,000	50,500,000
Unappropriated		(935,319,421)	(771,893,199)	(886,825,864)	(727,462,931)
Other components of shareholders' equity		735,120,234	577,379,434	735,120,234	577,379,434
Equity attributable to owners of the Company		350,300,813	355,986,235	398,794,370	400,416,503
Non-controlling interests of the subsidiaries		52,806,736	52,732,231	–	–
Total shareholders' equity		403,107,549	408,718,466	398,794,370	400,416,503
Total liabilities and shareholders' equity		2,283,982,290	2,222,778,983	2,077,648,865	2,032,210,099

The accompanying notes are an integral part of the financial statements.

Bangkok Post Public Company Limited and its subsidiaries

Statement of comprehensive income

For the year ended 31 December 2018

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2018	2017	2018	2017
Profit or loss:					
Revenues					
Sales and service income	24	1,230,032,652	1,328,541,185	786,668,765	944,551,155
Cost of sales and services		(991,260,334)	(1,156,316,866)	(656,282,377)	(823,288,855)
Gross profit		238,772,318	172,224,319	130,386,388	121,262,300
Selling expenses		(153,998,193)	(199,865,600)	(104,267,274)	(144,669,016)
Administrative expenses		(213,344,171)	(226,512,625)	(158,196,649)	(166,405,529)
Loss on impairment of equipment and intangible assets		–	(3,087,983)	–	–
Doubtful debts on loans to subsidiaries	7	–	–	(1,018,005)	(25,825,172)
Loss on impairment of goodwill	15	–	(62,030,000)	–	–
Loss on impairment of investments in subsidiaries		–	–	–	(73,109,000)
Loss from sales and rendering of services		(128,570,046)	(319,271,889)	(133,095,540)	(288,746,417)
Dividend from subsidiary	10	–	–	–	15,000,000
Share of profit (loss) from investments in joint venture	11	(365,771)	2,755,824	–	–
Other income		40,208,293	35,765,895	43,410,246	45,628,197
Loss before finance cost and income tax expenses		(88,727,524)	(280,750,170)	(89,685,294)	(228,118,220)
Finance cost		(69,662,463)	(56,129,532)	(66,229,147)	(54,794,435)
Loss before income tax expenses		(158,389,987)	(336,879,702)	(155,914,441)	(282,912,655)
Tax expenses	26	(9,185,730)	(28,489,224)	(7,672,492)	(28,751,549)
Loss for the year		(167,575,717)	(365,368,926)	(163,586,933)	(311,664,204)
Other comprehensive income:					
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i>					
Actuarial loss	21	–	(7,287,441)	–	(6,299,829)
Surplus on revaluation of land	22	201,400,000	–	201,400,000	–
Share of other comprehensive income from investments in joint venture	11	–	21,489	–	–
Less: Income tax effect	26	(40,280,000)	1,453,190	(40,280,000)	1,259,966
Other comprehensive income for the year		161,120,000	(5,812,762)	161,120,000	(5,039,863)
Total comprehensive income for the year		(6,455,717)	(371,181,688)	(2,466,933)	(316,704,067)
Profit (loss) attributable to:					
Equity holders of the Company		(167,650,222)	(358,834,768)	(163,586,933)	(311,664,204)
Non-controlling interests of the subsidiaries		74,505	(6,534,158)		
		(167,575,717)	(365,368,926)		
Total comprehensive income attributable to:					
Equity holders of the Company		(6,530,222)	(364,647,530)	(2,466,933)	(316,704,067)
Non-controlling interests of the subsidiaries		74,505	(6,534,158)		
		(6,455,717)	(371,181,688)		
Loss per share	27				
Basic loss per share					
Loss attributable to equity holders of the Company		(0.34)	(0.72)	(0.33)	(0.62)

The accompanying notes are an integral part of the financial statements.

Cash flow statement

For the year ended 31 December 2018

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Cash flows from operating activities				
Loss before tax	(158,389,987)	(336,879,702)	(155,914,441)	(282,912,655)
Adjustments to reconcile loss before tax to net cash provided by (paid from) operating activities:				
Allowance for doubtful debts (reversal)	(5,978,381)	7,400,008	13,056,883	22,971,219
Reversal of allowance for sales returns	(2,824,252)	(9,572,952)	(2,824,252)	(9,572,952)
Reduction of inventory to net realisable value (reversal)	(1,063,936)	(45,847)	(455,864)	2,512,091
Allowance for diminution in value of loans to subsidiaries	–	–	1,018,005	25,825,172
Allowance for diminution in value of investments in subsidiaries	–	–	–	73,109,000
Dividend received from subsidiary	–	–	–	(15,000,000)
Depreciation and amortisation	118,904,759	141,164,376	98,265,085	111,183,678
Gain on disposal and write-off equipment and computer software	(2,600,437)	(6,888,328)	(2,600,437)	(6,724,335)
Allowance for impairment loss on equipment and intangible assets	–	3,087,983	–	–
Allowance for impairment loss on goodwill	–	62,030,000	–	–
Share of loss (profit) from investments in joint venture	365,771	(2,755,824)	–	–
Provision for long-term employee benefits	6,023,000	6,331,871	4,680,766	5,294,166
Interest expenses	69,662,463	56,129,532	66,229,147	54,794,435
Profit (loss) from operating activities before changes in operating assets and liabilities	24,099,000	(79,998,883)	21,454,892	(18,520,181)
Operating assets (increase) decrease				
Trade and other receivables	14,895,076	83,819,021	29,723,130	73,552,607
Inventories	1,083,172	(15,510,629)	11,407,350	4,939,374
Other current assets	9,105,201	6,800,151	5,584,575	2,011,728
Other non-current assets	4,162,345	(966,374)	341,142	527,630
Operating liabilities increase (decrease)				
Trade and other payables	(44,531,967)	(23,536,323)	(37,405,682)	(49,753,921)
Other current liabilities	(5,727,888)	(17,519,298)	(2,608,545)	(20,393,151)
Cash flows from (used in) operating activities	3,084,939	(46,912,335)	28,496,862	(7,635,914)
Cash paid for interest expenses	(70,490,170)	(54,985,044)	(67,050,740)	(53,934,005)
Cash paid for corporate income tax	(21,845,629)	(24,130,417)	(12,347,134)	(14,876,993)
Cash received from refund of withholding tax deducted at source	2,527,813	25,274,000	–	25,274,000
Cash paid for long-term employee benefits	(6,195,800)	(10,215,218)	(6,195,800)	(10,215,218)
Net cash flows used in operating activities	(92,918,847)	(110,969,014)	(57,096,812)	(61,388,130)

The accompanying notes are an integral part of the financial statements.

Cash flow statement (continued)

For the year ended 31 December 2018

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Cash flow from investing activities				
Decrease (increase) in short-term loans to related parties	–	–	1,756,123	(12,525,161)
Decrease in restricted bank deposits	–	10,375,019	–	–
Dividend received from subsidiary	–	–	–	15,000,000
Dividend received from joint venture	6,325,772	8,671,680	–	–
Cash receipt from investments in joint venture	–	351,597	–	–
Proceeds from sales of equipment	7,603,268	8,568,776	7,534,491	8,133,878
Cash paid for purchase of equipment	(3,840,664)	(29,714,988)	(2,307,946)	(6,815,572)
Cash paid for purchase of computer software	(235,018)	(2,149,090)	(42,807)	(14,699)
Net cash flows from (used in) investing activities	9,853,358	(3,897,006)	6,939,861	3,778,446
Cash flows from financing activities				
Increase in bank overdrafts and short-term loans				
from financial institutions	92,255,211	148,051,483	58,611,060	119,239,062
Cash receipt from long-term loans	–	9,500,000	–	–
Repayment of long-term loans	(12,500,000)	(100,166,100)	(10,000,000)	(100,166,100)
Net cash flows from financing activities	79,755,211	57,385,383	48,611,060	19,072,962
Net decrease in cash and cash equivalents	(3,310,278)	(57,480,637)	(1,545,891)	(38,536,722)
Cash and cash equivalents at beginning of year	12,090,693	69,571,330	8,508,857	47,045,579
Cash and cash equivalents at end of year	8,780,415	12,090,693	6,962,966	8,508,857
	–	–	–	–
Supplemental cash flows information:				
Non-cash item				
Purchase of equipment for which cash has not been paid	1,365,494	–	1,365,494	–

The accompanying notes are an integral part of the financial statements.

Bangkok Post Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity

For the year ended 31 December 2018

(Unit: Baht)

Consolidated financial statements

	Equity attributable to the owners of the Company							
				Other components of equity				
				Other comprehensive income		Total other components of shareholders' equity	Total equity attributable to owners of the company	Equity attributable to non-controlling interests of the subsidiary
	Issued and fully paid-up share capital	Retained earnings Appropriated -statutory reserve	Unappropriated	Surplus on revaluation of land				
Balance as at 1 January 2017	500,000,000	50,500,000	(407,245,669)	577,379,434	577,379,434	720,633,765	59,266,389	779,900,154
Loss for the year	-	-	(358,834,768)	-	-	(358,834,768)	(6,534,158)	(365,368,926)
Other comprehensive income for the year	-	-	(5,812,762)	-	-	(5,812,762)	-	(5,812,762)
Total comprehensive income for the year	-	-	(364,647,530)	-	-	(364,647,530)	(6,534,158)	(371,181,688)
Balance as at 31 December 2017	500,000,000	50,500,000	(771,893,199)	577,379,434	577,379,434	355,986,235	52,732,231	408,718,466
Balance as at 1 January 2018	500,000,000	50,500,000	(771,893,199)	577,379,434	577,379,434	355,986,235	52,732,231	408,718,466
Loss for the year	-	-	(167,650,222)	-	-	(167,650,222)	74,505	(167,575,717)
Other comprehensive income for the year	-	-	-	161,120,000	161,120,000	161,120,000	-	161,120,000
Total comprehensive income for the year	-	-	(167,650,222)	161,120,000	161,120,000	(6,530,222)	74,505	(6,455,717)
Transferred revaluation surplus on land to retained earnings arising on disposal of land (note 22)	-	-	4,224,000	(3,379,200)	(3,379,200)	844,800	-	844,800
Balance as at 31 December 2018	500,000,000	50,500,000	(935,319,421)	735,120,234	735,120,234	350,300,813	52,806,736	403,107,549

(Unit: Baht)

Separate financial statements

	Other components of equity					
				Other comprehensive income		
				Surplus on revaluation of land		Total shareholders' equity
	Issued and fully paid-up share capital	Retained earnings Appropriated -statutory reserve	Unappropriated		Total other components of shareholders' equity	
Balance as at 1 January 2017	500,000,000	50,500,000	(410,758,864)	577,379,434	577,379,434	717,120,570
Loss for the year	-	-	(311,664,204)	-	-	(311,664,204)
Other comprehensive income for the year	-	-	(5,039,863)	-	-	(5,039,863)
Total comprehensive income for the year	-	-	(316,704,067)	-	-	(316,704,067)
Balance as at 31 December 2017	500,000,000	50,500,000	(727,462,931)	577,379,434	577,379,434	400,416,503
Balance as at 1 January 2018	500,000,000	50,500,000	(727,462,931)	577,379,434	577,379,434	400,416,503
Loss for the year	-	-	(163,586,933)	-	-	(163,586,933)
Other comprehensive income for the year	-	-	-	161,120,000	161,120,000	161,120,000
Total comprehensive income for the year	-	-	(163,586,933)	161,120,000	161,120,000	(2,466,933)
Transferred revaluation surplus on land to retained earnings arising on disposal of land (note 22)	-	-	4,224,000	(3,379,200)	(3,379,200)	844,800
Balance as at 31 December 2018	500,000,000	50,500,000	(886,825,864)	735,120,234	735,120,234	398,794,370

The accompanying notes are an integral part of the financial statements.

Bangkok Post Public Company Limited and its subsidiaries

Consolidated notes to financial statements

For the year ended 31 December 2018

1. General information

1.1 Corporate information

Bangkok Post Public Company Limited ("the Company") is a public company incorporated and domiciled in Thailand. The Company is principally engaged in the publishing and distribution of newspapers, magazines and books. The registered office of the Company is at 136 Sunthorn Kosa Road, Kwang Klong Toey, Khet Klong Toey, Bangkok.

1.2 Fundamental accounting assumptions

The Group has operating loss and as at 31 December 2018 the Group's current liabilities exceeded current assets. However, during the year, the Group has proceeded in accordance with its operating, investing and financing plans. In addition, the Group has paid loan interest and principal on schedule. Therefore, during 2018 a financial institution granted the waiver regarding the maintenance of financial ratio for the 2018 financial statements and as at 31 December 2018 the Company still has net total assets. The Group's management believe that the Group will be able to continue as a going concern and will be able to operate in accordance with amended strategic plans and obtain continuous financial support from financial creditors. Therefore, the financial statements have been prepared under the going concern basis, with assets and liabilities are recorded on a basis whereby the Group will be able to realize its assets and meet its obligations in the ordinary course of business.

2. Basis of preparation

- 2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Profession Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development dated 11 October 2016, issued under the Accounting Act B.E. 2543.

The financial statements in Thai language are the official statutory financial statements of the Company. The financial statements in English language have been translated from the Thai language financial statements.

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

2.2 Basis of consolidation

- a) The consolidated financial statements include the financial statements of Bangkok Post Public Company Limited ("the Company") and the following subsidiary companies ("the subsidiaries"):

Company's name	Nature of business	Percentage of shareholding		Country of incorporation
		2018 Percent	2017 Percent	
Subsidiaries				
Post New Media Company Limited	Investment	100	100	Thailand
Post Holding Company Limited (owned by Post New Media Company Limited)	Investment	100	100	Thailand
Post TV Company Limited (owned by Post Holding Company Limited)	Production of television programs and rent of studio	100	100	Thailand
Post International Media Company Limited	Publishing and distribution of magazines	100	100	Thailand
Post-IM Plus Company Limited (49%-owned by the Company and 51%-owned by Post International Media Company Limited)	Publishing and distribution of magazines	100	100	Thailand
Post News Company Limited ⁽¹⁾	Production of television programs	51	51	Thailand
Mushroom Group Company Limited	Production of television programs	51	51	Thailand

⁽¹⁾ Post News Company Limited is in the process of liquidation.

- b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
- c) Subsidiaries are fully consolidated from the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.

- d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
- e) Material balances and transactions between the Company and its subsidiary companies have been eliminated from the consolidated financial statements.
- f) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.

2.3 The separate financial statements present investments in subsidiaries, joint ventures and associates under the cost method.

3. New financial reporting standards

(a) Financial reporting standards that became effective in the current year

During the year, the Company and its subsidiaries have adopted the revised financial reporting standards and interpretations (revised 2017) which are effective for fiscal years beginning on or after 1 January 2018. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes and clarifications directed towards disclosures in the notes to financial statements. The adoption of these financial reporting standards does not have any significant impact on the Company and its subsidiaries' financial statements.

(b) Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2019

The Federation of Accounting Professions issued a number of revised and new financial reporting standards and interpretations (revised 2018) which are effective for fiscal years beginning on or after 1 January 2019. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The management of the Company and its subsidiaries believe that most of the revised financial reporting standards will not have any significant impact on the financial statements when they are initially applied. However, the new standard involves changes to key principles, as summarised below.

TFRS 15 Revenue from Contracts with Customers

TFRS 15 supersedes the following accounting standards together with related Interpretations.

TAS 11 (revised 2017)	Construction contracts
TAS 18 (revised 2017)	Revenue
TSIC 31 (revised 2017)	Revenue – Barter Transactions Involving Advertising Services
TFRIC 13 (revised 2017)	Customer Loyalty Programmes
TFRIC 15 (revised 2017)	Agreements for the Construction of Real Estate
TFRIC 18 (revised 2017)	Transfers of Assets from Customers

Entities are to apply this standard to all contracts with customers unless those contracts fall within the scope of other standards. The standard establishes a five-step model to account for revenue arising from contracts with customers, with revenue being recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The standard requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model.

The management of the Company and its subsidiaries believe that this standard will not have any significant impact on the financial statements when it is initially applied.

(c) Financial reporting standards related to financial instruments that will become effective for fiscal years beginning on or after 1 January 2020

During the current year, the Federation of Accounting Professions issued a set of TFRSs related to financial instruments, which consists of five accounting standards and interpretations, as follows:

Financial reporting standards:

TFRS 7	Financial Instruments: Disclosures
TFRS 9	Financial Instruments

Accounting standard:

TAS 32	Financial Instruments: Presentation
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Financial Reporting Standard Interpretations:

TFRIC 16	Hedges of a Net Investment in a Foreign Operation
TFRIC 19	Extinguishing Financial Liabilities with Equity Instruments

These TFRSs related to financial instruments make stipulations relating to the classification of financial instruments and their measurement at fair value or amortised cost (taking into account the type of instrument, the characteristics of the contractual cash flows and the Company's business model), calculation of impairment using the expected credit loss method, and hedge accounting. These include stipulations regarding the presentation and disclosure of financial instruments. When the TFRSs related to financial instruments are effective, some accounting standards, interpretations and guidance which are currently effective will be cancelled.

The management of the Company and its subsidiaries is currently evaluating the impact of these standards to the financial statements in the year when they are adopted.

4. Significant accounting policies

4.1 Revenue recognition

Sales of goods

Sales of goods are recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. Sales are the invoiced value, excluding value added tax, of goods supplied after deducting discounts and allowances.

Newspaper subscription income

Newspaper subscription income is recognised on the time-proportion basis over the subscription period.

Rendering of services

Service income is recognised when services have been rendered taking into account the stage of completion.

Advertising service income is recognised when the service has been rendered. The service is generally considered to be rendered when the publication carrying the advertisement is issued or when electronic advertising is viewed.

Interest income

Interest income is recognised on an accrual basis based on the effective interest rate.

Dividends

Dividends are recognised when the right to receive the dividends is established.

4.2 Cash and cash equivalents

Cash and cash equivalents consist of cash in hand and at banks, and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions.

4.3 Trade accounts receivable

Trade accounts receivable are stated at the net realisable value. Allowance for doubtful accounts is provided for the estimated losses that may be incurred in collection of receivables which is generally based on collection experience and analysis of debt aging and allowance for sales return which is based on past experience and prevailing market condition.

4.4 Inventories

Finished goods is valued at the lower of cost (determined on the first-in, first-out method) and net realisable value. Such cost include all production costs which consist of cost of materials, labour and production overheads.

Raw materials, chemicals, spare parts and factory supplies are valued at the lower of cost (determined on the first-in, first-out method) and net realisable value and are charged to production costs whenever consumed.

The Company and its subsidiaries set aside allowance to reduce cost to net realisable value for obsolete and slow-moving inventories.

4.5 Investments

- a) Investments in joint ventures and associates are accounted for in the consolidated financial statements using the equity method.
- b) Investments in subsidiaries, joint ventures and associate are accounted for in the separate financial statements using the cost method.
- c) Investments in non-marketable equity securities, which the Company classifies as other investments, are stated at cost net of allowance for impairment loss (if any).

4.6 Property, plant and equipment and depreciation

Land is stated at revalued amount. Buildings and equipment are stated at cost amount less accumulated depreciation and allowance for loss on impairment of assets (if any).

Land is initially recorded at cost on the acquisition date, and subsequently revalued by an independent professional appraiser to their fair values. Revaluations are made with sufficient regularity to ensure that the carrying amount does not differ materially from fair value at the end of reporting period.

Differences arising from the revaluation are dealt with in the financial statements. When an asset's carrying amount is increased as a result of a revaluation of the Company's assets, the increase is credited directly to the other comprehensive income and the cumulative increase is recognised equity under the heading of "Revaluation surplus". However, a revaluation increase is recognised as income to the extent that it reverses a revaluation decrease in respect of the same asset previously recognised as an expense.

Depreciation of plant and equipment is calculated by reference to their costs, on the straight-line basis over the following estimated useful lives:

Buildings	20	years
Machinery and equipment	3 to 15	years
Office furniture, equipment and vehicles	3 to 10	years

Depreciation is included in determining income.

No depreciation is provided on land, and machinery and equipment under installation.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss when the asset is derecognised.

4.7 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

4.8 Intangible assets

Intangible assets are carried at cost less accumulated amortisation and any accumulated impairment losses (if any).

Intangible assets with finite lives are amortised on a systematic basis over the economic useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for such intangible assets are reviewed at least at each financial year end. The amortisation expense is charged to profit or loss.

A summary of the intangible assets with finite useful lives is as follows:

- a) Customer relationship which has an estimated useful life of 2 to 11 years.
- b) Computer software which has an estimated useful life of 3 to 10 years.
- c) License which has an estimated useful life 5 years.

No amortisation is provided for computer software under installation.

4.9 Goodwill

Goodwill is initially recorded at cost, which equals to the excess of cost of business combination over the fair value of the net assets acquired. If the fair value of the net assets acquired exceeds the cost of business combination, the excess is immediately recognised as gain in profit or loss.

Goodwill is carried at cost less any accumulated impairment losses. Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the Company's cash generating units (or group of cash-generating units) that are expected to benefit from the synergies of the combination. The Company estimates the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised in profit or loss. Impairment losses relating to goodwill cannot be reversed in future periods.

4.10 Income tax

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

Current tax

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

Deferred tax

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Company and its subsidiaries recognise deferred tax liabilities for all taxable temporary differences while they recognise deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised.

At each reporting date, the Company and its subsidiaries review and reduce the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

The Company and its subsidiaries record deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

4.11 Related party transactions

Related parties comprise individuals or enterprises that control, or are controlled by, the Company, whether directly or indirectly, or which are under common control with the Company.

They also include associated companies, and individuals or enterprises which directly or indirectly own a voting interest in the Company that gives them significant influence over the Company, key management personnel, directors, and officers with authority in the planning and direction of the Company's operations.

4.12 Long-term leases

Leases of equipment which do not transfer substantially all the risks and rewards of ownership are classified as operating leases. Operating lease payments are recognised as an expense in profit or loss on a straight line basis over the lease term.

4.13 Foreign currencies

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency. Items of each entity included in the consolidated financial statements of each entity are measured using the functional currency of that entity.

Transactions in foreign currencies are translated into Baht at the exchange rates ruling on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rates ruling at the end of the reporting period.

Gains and losses on exchange are included in determining income.

4.14 Impairment of assets

At the end of each reporting period, the Company and its subsidiaries perform impairment reviews in respect of the property, plant and equipment and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. The Company also carries out annual impairment reviews in respect of goodwill and intangible assets with indefinite useful lives. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount.

An impairment loss is recognised in profit or loss.

4.15 Employee benefits

Short-term employee benefits

Salaries, wages, bonuses and contributions to the social security fund are recognised as expenses when incurred.

Post-employment benefits and other long-term employee benefits

Defined contribution plans

The Company and its subsidiaries, and their employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Company and its subsidiaries. The fund's assets are held in a separate trust fund and the contributions of the Company and its subsidiaries are recognised as expenses when incurred.

Defined benefit plans and other long-term employee benefits

The Company and its subsidiaries have obligations in respect of the severance payments it must make to employees upon retirement under labor law and other employee benefit plans. The Company and its subsidiaries treat these severance payment obligations as a defined benefit plan. In addition, the Company and its subsidiaries provide other long-term employee benefit plan, namely long service awards.

The obligation under the defined benefit plan and other long-term employee benefit plans is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from defined benefit plans are recognised immediately in other comprehensive income.

Actuarial gains and losses arising from other long-term benefits are recognised immediately in profit and loss.

4.16 Provisions

Provisions are recognised when the Company and its subsidiaries have a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

4.17 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Company and its subsidiaries apply a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Company and its subsidiaries measure fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

Level 1 - Use of quoted market prices in an observable active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Company and its subsidiaries determine whether transfers are necessary between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

5. Significant accounting judgments and estimates

The preparation of financial statements in conformity with Financial Reporting Standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect reported amounts and disclosures; and actual results could differ from these estimates. Significant judgements and estimates are as follows:

Allowance for doubtful accounts

In determining an allowance for doubtful accounts, the management needs to make judgment and estimates based upon, among other things, debt collection experience, aging profile of outstanding debts and the prevailing economic condition.

Allowance for sales return

In determining an allowance for sales return, the management needs to make judgment and estimates based upon past experience and prevailing market condition.

Impairment of investments

The Company treats investments as impaired when the management judges that there has been a significant or prolonged decline in the fair value below their cost or where other objective evidence of impairment exists. The determination of what is "significant" or "prolonged" requires judgement.

Property, plant and equipment/Depreciation

In determining depreciation of plant and equipment, the management is required to make estimates of the useful lives and residual values of the plant and equipment and to review estimate useful lives and residual values when there are any changes.

The Company measures land at revalued amounts. Such amounts are determined by the independent valuer using the comparative approach for land. The valuation involves certain assumptions and estimates as described in Note 14.

In addition, the management is required to review property, plant and equipment for impairment on a periodical basis and record impairment losses in the period when it is determined that their recoverable amount is lower than the carrying amount. This requires judgements regarding forecast of future revenues and expenses relating to the assets subject to the review.

Goodwill

The initial recognition and measurement of goodwill and subsequent impairment testing require management to make estimates of cash flows to be generated by the asset or the cash generating units and to choose a suitable discount rate in order to calculate the present value of those cash flows.

Deferred tax assets

Deferred tax assets are recognised in respect of temporary differences only to the extent that it is probable that taxable profit will be available against which these differences can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of estimate future taxable profits.

Post-employment benefits under defined benefit plans and other long-term employee benefits

The obligation under the defined benefit plan and other long-term employee benefit plans is determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

6. Cash and cash equivalents

	Consolidated financial statements		(Unit: Thousand Baht) Separate financial statements	
	2018	2017	2018	2017
Cash	4	10	4	10
Bank deposits	8,776	12,081	6,959	8,499
Total	8,780	12,091	6,963	8,509

As at 31 December 2018, bank deposits in savings accounts and fixed deposits carried interest at the rates between 0.1 and 1.0 percent per annum (2017: between 0.1 and 1.0 percent per annum).

7. Related party transactions

During the years, the Company and its subsidiaries had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Company and those related parties.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements		Transfer Pricing Policy
	2018	2017	2018	2017	
<u>Transactions with subsidiary companies</u>					
(eliminated from the consolidated financial statements)					
Purchase of goods	–	–	9	18	Market price
Rental income	–	–	11	12	Market price
Advertising income	–	–	2	3	Market price
Interest income	–	–	4	2	Rates between 6 percent per annum
Management income	–	–	7	7	Contract price
<u>Transactions with joint venture</u>					
Purchase of goods	4	7	4	7	Market price
Management income	9	9	4	4	Contract price
Rental income	1	–	–	–	Market price
Advertising income	1	–	1	–	Market price

As at 31 December 2018 and 2017, the balances of the accounts between the Company and those related companies are as follows:

	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Trade and other receivables - related parties (Note 8)				
Subsidiaries	–	–	51,085	34,604
Joint venture	2,487	3,422	1,211	984
Less: Allowance for doubtful accounts	–	–	(48,199)	(30,319)
Total trade and other receivables – related parties	2,487	3,422	4,097	5,269

	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Trade and other payables - related parties (Note 18)				
Subsidiaries	–	–	2,940	9,079
Joint venture	2,964	1,721	1,871	1,494
Total trade and other payables – related parties	2,964	1,721	4,811	10,573

Short-term loans to related parties

As at 31 December 2018 and 2017, the balance of short-term loans between the Company and those related parties and the movement are as follows:

		Separate financial statements		
		Balance as at 31 December 2017	Increase (decrease) during the year	Balance as at 31 December 2018
Loan to related parties	Related by			
Post International Media Co., Ltd.	Subsidiary	61,000	–	61,000
Post News Co., Ltd.	Subsidiary	6,120	–	6,120
Post TV Co., Ltd.	Subsidiary	340,415	(1,756)	338,659
		407,535	(1,756)	405,779
Less: Allowance for doubtful accounts		(338,084)	(1,018)	(339,102)
Total		69,451	(2,774)	66,677

Post International Media Company Limited received a loan of Baht 61 million from the Company. The loan is repayable on demand and carries interest at the rate of 5.5 percent per annum.

Post News Company Limited received a loan of Baht 6 million from the Company. The loan is repayable on demand and carries interest at the rate with reference to Minimum Loan Rate a commercial bank charges to its prime customers.

Post TV Company Limited received a loan of Baht 339 million from the Company. The loan is repayable on demand and carries interest at the rate of 5 percent per annum.

Directors and management's benefits

During the year ended 31 December 2018 and 2017, the Company and its subsidiaries had employee benefit expenses payable to their directors and management as below.

	Consolidated financial statements		(Unit: Million Baht) Separate financial statements	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Short-term employee benefits	42	49	19	21
Post-employment benefits	2	2	–	–
Total	44	51	19	21

8. Trade and other receivables

	Consolidated financial statements		(Unit: Thousand Baht) Separate financial statements	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
<u>Trade receivables – related parties</u>				
Aged on the basis of due dates				
Not yet due	17	1,776	132	42
Past due				
Up to 3 months	35	50	–	–
6 - 12 months	578	–	578	–
Total trade receivables – related parties	630	1,826	710	42
<u>Trade receivables – unrelated parties</u>				
Aged on the basis of due dates				
Not yet due	141,770	175,290	68,174	85,833
Past due				
Up to 3 months	115,929	76,301	84,159	107,280
3 - 6 months	10,731	83,957	8,709	11,022
6 - 12 months	21,019	17,213	3,390	4,308
Over 12 months	34,983	23,992	15,372	16,161
Total	324,432	376,753	179,804	224,604
Less : Allowance for doubtful debts	(18,135)	(26,216)	(15,083)	(21,824)
Allowance for sales returns	(2,296)	(5,120)	(2,296)	(5,120)
Total trade receivables – unrelated parties, net	304,001	345,417	162,425	197,660
Total trade receivables – net	304,631	347,243	163,135	197,702
<u>Other receivables</u>				
Unbilled revenue	81,511	45,253	10,820	14,368
Amounts due from related parties	1,857	1,596	51,586	35,546
Less : Allowance for doubtful debts	–	–	(48,199)	(30,319)
Total other receivables	83,368	46,849	14,207	19,595
Trade and other receivables - net	387,999	394,092	177,342	217,297

9. Inventories

(Unit: Thousand Baht)

	Consolidated financial statements					
	Cost		Reduce cost to net realisable value		Inventories – net	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Finished goods	57,909	58,816	(46,676)	(46,280)	11,233	12,536
Raw materials	30,294	35,537	(1,739)	(3,315)	28,555	32,222
Others	30,796	25,729	(726)	(610)	30,070	25,119
Total	118,999	120,082	(49,141)	(50,205)	69,858	69,877
	(Unit: Thousand Baht)					
	Separate financial statements					
	Cost		Reduce cost to net realisable value		Inventories – net	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Finished goods	35,826	42,149	(31,191)	(29,927)	4,635	12,222
Raw materials	30,294	35,537	(1,739)	(3,315)	28,555	32,222
Others	860	701	(466)	(610)	394	91
Total	66,980	78,387	(33,396)	(33,852)	33,584	44,535

10. Investments in subsidiaries

Details of investments in subsidiaries as presented in the Company's separate financial statements are as follows:

(Unit: Thousand Baht)

Company's name	Separate financial statements							
	Paid-up capital		Shareholding percentage		Cost		Dividend received during the year	
	2018	2017	2018 (%)	2017 (%)	2018	2017	2018	2017
Post-IM Plus Company Limited (Another 51% owned by Post International Media Company Limited)	50,000	50,000	49	49	2	2	–	–
Post International Media Company Limited	25,000	25,000	100	100	100,890	100,890	–	15,000
Post News Company Limited	10,000	10,000	51	51	5,100	5,100	–	–
Mushroom Group Company Limited	80,000	80,000	51	51	178,690	178,690	–	–
Post New Media Company Limited	25,000	25,000	100	100	25,000	25,000	–	–
Total					309,682	309,682	–	15,000
Less: Allowance for loss from investments					(103,209)	(103,209)	–	–
					206,473	206,473	–	15,000

11. Investments in joint ventures

11.1 Details of investment in joint ventures:

Investments in joint ventures represented investments in entities which are jointly controlled by the Company and other company. Detail of this investment is as follows:

(Unit: Thousand Baht)

Consolidated financial statements							
Joint venture	Nature of business	Shareholding percentage		Cost		Carrying amounts based on equity method	
		2018 (%)	2017 (%)	2018	2017	2018	2017
Bangkok Post – Bauer Media Co., Ltd.	Publishing and distribution of magazines	70	70	11,500	11,500	10,116	16,808

11.2 Share of comprehensive income and dividend received

During the years, the Company recognised its share of comprehensive income from investments in the joint venture and dividend income in the consolidated financial statements as follows:

(Unit: Thousand Baht)

Joint venture	Share of profit/loss from investments in joint venture during the year		Share of other comprehensive income from investments in joint venture during the year		Dividend received during the year	
	2018	2017	2018	2017	2018	2017
Bangkok Post – Bauer Media Co., Ltd.	(366)	2,756	–	17	6,326	–

11.3 Summarised financial information of material joint ventures

Summarised information about financial position:

(Unit: Million Baht)

Joint venture	Paid-up capital as at 31 December		Total assets as at 31 December		Total liabilities as at 31 December		Total revenues for the year ended 31 December		Profit (loss) for the year ended 31 December	
	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
Bangkok Post – Bauer Media Co., Ltd.	16	16	25	42	11	16	47	59	(1)	5

12. Investment in associate

12.1 Details of associate:

(Unit: Thousand Baht)

Company's name	Nature of business	Country of incorporation	Shareholding percentage		Cost		Carrying amounts based on equity method – net	
			2018 (%)	2017 (%)	2018	2017	2018	2017
Flash News Company Limited	Production of radio programs	Thailand	40	40	10,000	10,000	2,704	2,704
Less: Allowance for loss from investment					(10,000)	(10,000)	(2,704)	(2,704)
Net					–	–	–	–

12.2 Summarised financial information of associate

Financial information of the associate is summarised below:

(Unit: Million Baht)

Company's name	Paid-up capital as at 31 December		Total assets as at 31 December		Total liabilities as at 31 December		Total revenues for the year ended 31 December		Profit for the year ended 31 December	
	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
Flash News Company Limited	25	25	3	3	–	–	–	–	–	–

13. Long-term investment

Long-term investment represents investment in ordinary shares of the following company:

(Unit: Thousand Baht)

	Paid-up capital	Equity interest	Cost	
			2018	2017
		Per cent		
Singapore Press Holdings Limited	27,393,300	–	16	16
Less: Allowance for loss from investments			(16)	(16)
			–	–

14. Property, plant and equipment

(Unit: Thousand Baht)

Consolidated financial statements						
	Revaluation basis	Cost basis				Total
	Land	Buildings	Machinery and equipment	Office furniture, equipment and vehicles	Machinery and equipment under installation	
Cost:						
1 January 2017	923,800	859,916	1,023,473	409,494	2,460	3,219,143
Additions	–	–	2,790	3,302	14,305	20,397
Disposals	–	–	(71,792)	(7,360)	(754)	(79,906)
Transfers	–	–	5,925	13,929	(14,846)	5,008
31 December 2017	923,800	859,916	960,396	419,365	1,165	3,164,642
Additions	–	–	12	2,611	2,583	5,206
Disposals	(4,800)	(2,191)	(9,854)	(4,087)	–	(20,932)
Transfers	–	–	3,748	–	(3,748)	–
Revaluation	201,400	–	–	–	–	201,400
31 December 2018	1,120,400	857,725	954,302	417,889	–	3,350,316
Accumulated depreciation:						
1 January 2017	–	717,767	765,605	277,385	–	1,760,757
Depreciation for the year	–	13,735	49,913	41,095	–	104,743
Depreciation on disposals	–	–	(71,749)	(6,289)	–	(78,038)
31 December 2018	–	731,502	743,769	312,191	–	1,787,462
Depreciation for the year	–	13,735	49,442	27,861	–	91,038
Depreciation on disposals	–	(2,191)	(9,755)	(3,987)	–	(15,933)
31 December 2018	–	743,046	783,456	336,065	–	1,862,567
Allowance for impairment loss:						
31 December 2017	–	–	–	37,333	–	37,333
31 December 2018	–	–	–	37,333	–	37,333
Net book value						
31 December 2017	923,800	128,414	216,627	69,841	1,165	1,339,847
31 December 2018	1,120,400	114,679	170,846	44,491	–	1,450,416
Depreciation for the year						
2017 (Baht 79 million included in manufacturing cost, and the balance in selling and administrative expenses)						104,743
2018 (Baht 69 million included in manufacturing cost, and the balance in selling and administrative expenses)						91,038

(Unit: Thousand Baht)

	Separate financial statements					
	Revaluation basis		Cost basis			
	Land	Buildings	Machinery and equipment	Office furniture, equipment and vehicles	Machinery and equipment under installation	Total
Cost:						
1 January 2017	923,800	859,916	1,023,473	261,749	260	3,069,198
Additions	–	–	2,790	747	2,576	6,113
Disposals	–	–	(71,792)	(5,790)	(754)	(78,336)
Transfers	–	–	5,925	–	(917)	5,008
31 December 2017	923,800	859,916	960,396	256,706	1,165	3,001,983
Additions	–	–	12	1,079	2,583	3,674
Disposals	(4,800)	(2,191)	(9,854)	(4,310)	–	(21,155)
Transfers	–	–	3,748	–	(3,748)	–
Revaluation	201,400	–	–	–	–	201,400
31 December 2018	1,120,400	857,725	954,302	253,475	–	3,185,902
Accumulated depreciation:						
1 January 2017	–	717,767	765,606	177,763	–	1,661,136
Depreciation for the year	–	13,735	49,913	32,130	–	95,778
Depreciation on disposals	–	–	(71,749)	(5,177)	–	(76,926)
31 December 2017	–	731,502	743,770	204,716	–	1,679,988
Depreciation for the year	–	13,735	49,441	22,421	–	85,597
Depreciation on disposals	–	(2,191)	(9,755)	(4,279)	–	(16,225)
31 December 2018	–	743,046	783,456	222,858	–	1,749,360
Net book value						
31 December 2017	923,800	128,414	216,626	51,990	1,165	1,321,995
31 December 2018	1,120,400	114,679	170,846	30,617	–	1,436,542
Depreciation for the year						
2017 (Baht 75 million included in manufacturing cost, and the balance in selling and administrative expenses)						95,778
2018 (Baht 69 million included in manufacturing cost, and the balance in selling and administrative expenses)						85,597

In September 2018, the Company arranged for an independent professional valuer to appraise the value of land based on the comparative approach.

Unobservable valuation inputs used in the valuation are summarised below:

	Consolidated financial statements	Separate financial statements
Price per square wah (Baht)	33,750 - 300,000	33,750 - 300,000

A significant increase (decrease) in the estimated price per square wah of the land subject to the revaluation would result in a significant increase (decrease) in the value of the land.

As at 31 December 2018, certain items of equipment were fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation and allowance for impairment loss of those assets amounted to approximately Baht 1,032 million (2017: Baht 1,018 million) (The Company only: Baht 986 million, 2017: Baht 977 million).

The Company mortgaged its land with structure with net book value of Baht 615 million (2017: Baht 354 million) for credit facilities received from bank.

15. Goodwill

	(Unit: Thousand Baht)	
	Consolidated financial statement	
	2018	2017
Net book value at beginning of year	94,851	156,881
Less: Allowance for impairment of goodwill	–	(62,030)
Net book value at end of year	94,851	94,851

The Company allocated goodwill acquired through business combinations to the cash generating units (CGUs) for annual impairment testing as follows:

	(Unit: Thousand Baht)		
	CGU 1 (Post International Media Co., Ltd.)	CGU 2 (Mushroom Television Co., Ltd.)	Total
Net book value at beginning of year	53,769	103,112	156,881
Less: Allowance for impairment of goodwill	–	(62,030)	(62,030)
Net book value at end of year	53,769	41,082	94,851

The recoverable amount of the CGUs have been determined based on value in use calculation using cash flow projections from financial budgets approved by management covering a five-year period.

Key assumptions used in value in use calculation are summarised below:

	(Unit: percent per annum)	
	CGU 1 (Post International Media Co., Ltd.)	CGU 2 (Mushroom Group Co., Ltd.)
Growth rate	2	2
Discount rate before tax	11.25	11.25

The management determined growth rates based on expected market growth rate and discount rates is the pre-tax rate that reflects the risks specific to each CGU.

16. Intangible assets

The net book value of intangible assets as at 31 December 2018 and 2017 is presented below.

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	Customer relationship	License	Computer software	Total
Cost				
31 December 2017	71,395	7,200	345,096	423,691
Additions	–	–	235	235
Write off	–	–	(4)	(4)
31 December 2018	71,395	7,200	345,327	423,922
Accumulated amortisation				
31 December 2017	34,800	481	260,714	295,995
Amortisation during the year	12,410	1,440	14,016	27,866
31 December 2018	47,210	1,921	274,730	323,861
Allowance for impairment				
31 December 2017	–	–	13,612	13,612
31 December 2018	–	–	13,612	13,612
Net book value				
31 December 2017	36,595	6,719	70,770	114,084
31 December 2018	24,185	5,279	56,985	86,449

	(Unit: Thousand Baht)					
	Consolidated financial statements				Separate financial statements	
	Customer relationship	License	Computer software	Total	Computer software	Total
Cost						
31 December 2016	71,395	–	350,076	421,471	302,432	302,432
Additions	–	7,200	28	7,228	15	15
Transfers	–	–	(5,008)	(5,008)	(5,008)	(5,008)
31 December 2017	71,395	7,200	345,096	423,691	297,439	297,439
Accumulated amortisation						
31 December 2016	19,366	–	243,930	263,296	219,155	219,155
Amortisation during the year	15,434	481	16,784	32,699	15,407	15,407
31 December 2017	34,800	481	260,714	295,995	234,562	234,562
Allowance for impairment						
31 December 2016	–	–	13,612	13,612	314	314
31 December 2017	–	–	13,612	13,612	314	314
Net book value						
31 December 2016	52,029	–	92,534	144,563	82,963	82,963
31 December 2017	36,595	6,719	70,770	114,084	62,563	62,563

As at 31 December 2018, certain items of computer software were fully amortised but are still in use. The gross carrying amount before deducting accumulated amortisation and allowance for impairment loss of those assets amounted to approximately Baht 196 million (2017: Baht 189 million) (The Company only: Baht 184 million, 2017: Baht 177 million).

17. Bank overdrafts and short-term loans from financial institutions

	Interest rate (percent per annum)	(Unit: Thousand Baht)			
		Consolidated financial statements		Separate financial statements	
		2018	2017	2018	2017
Bank overdrafts	MOR	51,176	28,921	3,719	108
Short-term loans from financial institutions	MMR	885,000	815,000	870,000	815,000
Total		936,176	843,921	873,719	815,108

18. Trade and other payables

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Trade payables – related parties	1,871	1,495	4,792	10,568
Trade payables – unrelated parties	100,175	113,455	35,126	47,966
Amount due to related parties	1,093	226	19	5
Accrued expenses	66,644	93,038	43,796	56,757
Other payables	28,607	34,170	27,832	33,130
Total trade and other payables	198,390	242,384	111,565	148,426

19. Short-term loans from non-controlling interests of the subsidiary

As at 31 December 2018, a subsidiary had a short-term Baht loans from its shareholders who have non-controlling interests. The loans carry interest at the rates with reference to Minimum Loan Rate a commercial bank charges to its prime customers, and repayable on demand.

20. Long-term loans

The balance represents the Company's long-term Baht loans from a local bank, which are summarised below.

					(Unit: Thousand Baht)	
Loan	Interest rate (%)	Repayment schedule	Consolidated financial statements		Separate financial statements	
			<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
1	Fixed rate of 5.50 percent per annum	Quarterly installments commencing September 2017 to December 2022	357,467	367,467	357,467	367,467
2	Fixed rate of 5.25 percent per annum	Quarterly installments commencing January 2018 to July 2020	7,000	9,500	–	–
Total			364,467	376,967	357,467	367,467
Less: Current portion			(64,000)	(12,500)	(60,000)	(10,000)
Long-term loans – net of current portion			300,467	364,467	297,467	357,467

The long-term loan agreements require that the Company maintain a debt-to-equity ratio of not more than 2.25 times. However, in September 2017, the Company had been granted the waiver regarding the maintenance of a debt-to-equity ratio for the 2017 financial statements at a rate higher than that prescribed in the loan agreement. In addition, the Company had been permitted by bank to extend repayment term of long-term loans to be gradually repaid until 2022. The Company mortgaged its land with structure as additional collateral to the lender in December 2017

In December 2018, the Company received a waiver letter from a bank in relation with the maintenance of the debt to equity ratio for the financial statements of 2018, but under certain conditions for the year 2019. However, in February 2019, the Company received a new waiver letter which superseded the December 2018 waiver letter but still waived the debt to equity ratio over the specified rate in the agreement for 2018 financial statements without any other conditions.

21. Provision for long-term employee benefits

Provision for long-term employee benefits, which represents compensation payable to employees after they retire, are as follows:

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Provision for long-term employee benefits at beginning of year	85,064	81,660	78,937	77,558
Included in profit or loss:				
Current service cost	4,990	4,475	3,734	3,554
Interest cost	1,033	1,027	946	911
Loss (gains) on settlement	–	829	–	829
Included in other comprehensive income:				
Actuarial loss (gain) arising from				
Demographic assumptions changes	–	(2,690)	–	(3,765)
Financial assumptions changes	–	1,895	–	1,491
Experience adjustments	–	8,083	–	8,574
Benefits paid during the year	(6,195)	(10,215)	(6,195)	(10,215)
Provision for long-term employee benefits at end of year	84,892	85,064	77,422	78,937

Line items in profit or loss under which long-term employee benefit expenses are recognised are as follows:

		(Unit: Thousand Baht)			
		Consolidated financial statements		Separate financial statements	
		2018	2017	2018	2017
	Cost of sales	4,387	4,119	3,620	3,639
	Selling and administrative expenses	1,636	2,212	1,060	1,655
Total expense recognised in profit or loss		6,023	6,331	4,680	5,294

The Company and its subsidiaries expect to pay Baht 9 million of long-term employee benefits over the next year (Separate financial statements: Baht 9 million) (2017: Baht 6 million, separate financial statements: Baht 6 million).

As at 31 December 2018, the weighted average duration of the liabilities for long-term employee benefits is between 7.3 and 21.2 years (Separate financial statements: 7.3 years) (2017: between 7.3 and 21.2 years, separate financial statements: 7.3 years).

Significant actuarial assumptions are summarised below:

	Consolidated financial statements		(Unit: percent per annum) Separate financial statements	
	2018	2017	2018	2017
Discount rate	1.1 - 3.2	1.1 - 3.2	1.1 - 3.2	1.1 - 3.2
Salary increase rate	3.0 - 5.0	3.0 - 5.0	3.0	3.0
Employee turnover rate (depending on age of employees)	0 - 41.5	0 - 41.5	4.2 - 41.5	4.2 - 41.5

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2018 and 2017 are summarised below:

	(Unit: Million Baht) As at 31 December 2018			
	Consolidated financial statements		Separate financial statements	
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
Discount rate	(8)	11	(3)	3
Salary increase rate	10	(7)	3	(2)
Turnover rate	(10)	11	(5)	5

	(Unit: Million Baht) As at 31 December 2017			
	Consolidated financial statements		Separate financial statements	
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
Discount rate	(8)	10	(3)	4
Salary increase rate	8	(6)	2	(2)
Turnover rate	(8)	10	(4)	5

On 13 December 2018, The National Legislative Assembly passed a resolution approving the draft of a new Labour Protection Act, which is in the process being published in the Royal Gazette. The new Labour Protection Act stipulates additional legal severance pay rates for employees who have worked for an uninterrupted period of twenty years or more. Such employees are entitled to receive compensation of not less than that of the last 400 days, based on the final wage rate. This change is considered a post-employment benefits plan amendment and the Company and its subsidiaries have additional liabilities for long-term employee benefits of Baht 13 million (The Company only: Baht 12 million). The Company and its subsidiaries will reflect the effect of the change by recognising past services costs as expenses in the income statement of the period in which the law is effective.

22. Revaluation surplus on land

	(Unit: Thousand Baht) Consolidated/Separate financial statements	
	2018	2017
Balance – beginning of year	577,379	577,379
Revaluation	201,400	–
Transferred to retained earnings arising on disposal of land	(4,224)	–
Less: Income tax effect	(39,435)	–
Balance – end of year	735,120	577,379

The revaluation surplus can neither be offset against deficit nor used for dividend payment.

23. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside to a statutory reserve at least 5 percent of its net income after deducting accumulated deficit brought forward (if any), until the reserve reaches 10 percent

of the registered capital. The reserve, which has now been fully set aside, is not available for dividend distribution.

24. Sales and service income

These include sales and advertising revenues of approximately Baht 3 million (2017: Baht 11 million) (Separate financial statements: Baht 2 million (2017: Baht 6 million)) arising from exchanges of dissimilar goods or services with other companies.

25. Expenses by nature

Significant expenses classified by nature are as follows:

	Consolidated		(Unit: Million Baht)	
	financial statements		Separate	
	2018	2017	2018	2017
Salaries and wages and other employee benefits	549	615	421	454
Depreciation and amortisation	119	141	98	111
Advertising expenses	21	39	16	28
News service expenses	20	23	20	23
Travelling expenses	37	59	32	51
Allowance for diminution in value of loans to subsidiary	–	–	1	26
Allowance for doubtful debts	(2)	3	(1)	(3)
Loss on impairment of equipment and intangible assets	–	3	–	–
Loss on impairment of investments in subsidiaries	–	–	–	73
Loss on impairment of goodwill	–	62	–	–
Raw materials and consumables used	128	224	111	193
Changes in inventories of finished goods and work in progress	29	7	(6)	3

26. Deferred tax assets/Income tax

Income tax expenses for the years ended 31 December 2018 and 2017 are made up as follows:

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	2018	2017	2018	2017
Current income tax:				
Current income tax charge	2,745	–	–	–
Deferred tax:				
Relating to origination and reversal of temporary differences	6,441	28,489	7,672	28,752
Income tax expense reported in the statement of comprehensive income	9,186	28,489	7,672	28,752

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2018 and 2017 are as follows:

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	2018	2017	2018	2017
Deferred tax on gain from revaluation of land	(40,280)	–	(40,280)	–
Deferred tax on actuarial loss	–	1,453	–	1,260
	(40,280)	1,453	(40,280)	1,260

The reconciliation between accounting profit and income tax expense is shown below:

	Consolidated financial statements		(Unit: Thousand Baht) Separate financial statements	
	2018	2017	2018	2017
Accounting loss before tax	(158,390)	(336,880)	(155,914)	(282,913)
Applicable tax rate	20%	20%	20%	20%
Accounting loss before tax multiplied by income tax rate	(31,678)	(67,376)	(31,183)	(56,583)
Adjustment in respect of deferred tax assets of previous year	13,971	32,741	11,821	32,674
Tax losses for the year that have not been recognised as deferred tax assets	26,539	49,852	23,193	31,733
Tax effect of an allowance for diminution in value of loans to and investment in subsidiary, not recognised as deferred tax assets	–	–	3,747	23,242
Effects of:				
Non-deductible expenses	851	14,086	128	737
Additional expense deductions allowed	(34)	(388)	(34)	(51)
Share of profit (loss) from joint ventures	73	(551)	–	–
Exempted dividend income	–	–	–	(3,000)
Others	(536)	(487)	–	–
Income tax expense reported in the statement of comprehensive income	9,186	28,489	7,672	28,752

The components of deferred tax assets and deferred tax liabilities are as follows:

	Consolidated financial statements		(Unit: Thousand Baht) Separate financial statements	
	2018	2017	2018	2017
Deferred tax assets				
Provision for long-term employee benefits	16,978	17,013	15,484	15,788
Tax loss carried forward	23,276	31,341	10,945	17,541
Allowance for doubtful debts	3,224	3,586	3,016	3,328
Allowance for sales returns	263	544	263	544
Allowance for diminution in value of inventories	6,679	6,770	6,679	6,770
Allowance for impairment of computer software	–	8	–	8
Others	(22)	59	(22)	59
Total deferred tax assets	50,398	59,321	36,365	44,038
Deferred tax liabilities				
Intangible assets from business combination	4,837	7,319	–	–
Surplus on revaluation of land	183,780	144,345	183,780	144,345
Total deferred tax liabilities	188,617	151,664	183,780	144,345

As at 31 December 2018, the Company and its subsidiaries had deductible temporary differences, unused tax losses and unused tax credits totaling Baht 938 million (2017: Baht 749 million) (Separate financial statements: Baht 510 million (2017: Baht 335 million)), on which deferred tax assets have not been recognised as the Company and its subsidiaries believe future taxable profits may not be sufficient to allow utilisation of such temporary differences.

Details of expiry date of unused tax losses are summarised as below:

	Consolidated financial statements		(Unit: Million Baht) Separate financial statements	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
31 December 2019	171	2	26	–
31 December 2020	242	222	103	80
31 December 2021	180	229	104	96
31 December 2022	211	234	161	159
31 December 2023	134	62	116	–
	938	749	510	335

27. Loss per share

Basic loss per share is calculated by dividing loss for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

28. Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance.

For management purposes, the Company and its subsidiaries are organised into business units based on its products and services and have three reportable segments as follows:

- Publishing and advertising segment
- Production of television programs segment
- Other segments

The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and total assets and on a basis consistent with that used to measure operating profit or loss and total assets in the financial statements.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

The following tables present revenue, profit and total assets information regarding the Company and its subsidiaries' operating segments for the year ended 31 December 2018 and 2017.

(Unit: Million Baht)												
	Publishing and advertising segment		Production of television programs segment		Other segments		Total segments		Adjustments and eliminations of inter-segment		Consolidated	
Year ended 31 December	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Revenue from external customers	908	931	230	181	92	216	1,230	1,328	–	–	1,230	1,328
Inter-segment revenue	14	21	–	–	–	–	14	21	(14)	(21)	–	–
Segment profit (loss)	7	(198)	39	24	28	142	74	(32)	11	4	85	(28)

(Unit: Million Baht)												
	Publishing and advertising segment		Production of television programs segment		Other segments		Unallocated		Adjustments and eliminations of inter-segment		Consolidated	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Segment total assets	1,987	1,917	307	709	11	24	143	209	(164)	(636)	2,284	2,223

Geographic information

The Company and its subsidiaries operate in Thailand only. As a result, all of the revenues and assets as reflected in these financial statements pertain to the aforementioned geographical reportable.

Major customers

For the year 2018, the Company and its subsidiaries have earned revenue from one major customer in the amount of Baht 59 million, arising from sales of the publishing and advertising segment (2017: Baht 87 million derived from one major customer, arising from sales of publishing and advertising segment).

29. Provident fund

The Company and its subsidiaries, and their employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Both the employees and the Company and its subsidiaries contributed to the fund monthly at the rates of 4 percent to 8 percent of the basic salary. The fund, which is managed by The Bangkok Bank Public Company Limited, will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2018 amounting to approximately Baht 20 million (2017: Baht 24 million) were recognised as expenses (Separate financial statements: Baht 18 million (2017: Baht 20 million)).

30. Commitments and contingent liabilities

30.1 Capital and long-term service commitments

The Company and its subsidiaries had commitments relating to the improvement of building, the acquisition of equipment and the bookkeeping service as follows:

		(Unit: Million Baht)	
		As at 31 December	
		2018	2017
Payable:			
In up to 1 year		75	70
In over 1 up to 5 years		187	165
More than 5 years		51	82

30.2 Long-term service commitments

The subsidiaries and joint venture have entered into trademark agreements under which foreign companies granted their permission to use their trademarks. The subsidiaries and joint venture are obliged to pay the counterparties service fees, calculated in accordance with the conditions and at rates stipulated in the agreements.

30.3 Guarantees

As at 31 December 2018, there were outstanding bank guarantees of approximately Baht 15 million (2017: Baht 8 million) issued in the normal course of business of the Company and its subsidiaries.

31. Fair value hierarchy

As of 31 December 2018, the Company and its subsidiaries had the assets that were measured at fair value using different levels of inputs as follows:

		(Unit: Million Baht)			
		Consolidated/ Separate financial statements			
		Level 1	Level 2	Level 3	Total
Assets measured at fair value					
Land		–	–	1,120	1,120

32. Financial instruments

32.1 Financial risk management

The Company and its subsidiaries' financial instruments, as defined under Thai Accounting Standard No. 107 "Financial Instruments: Disclosure and Presentations", principally comprise cash and cash equivalents, trade and other receivables, short-term loans to related parties, trade and other payables, bank overdrafts and short-term loans from financial institutions, short-term loans and long-term loans. The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk

The Company and its subsidiaries are exposed to credit risk primarily with respect to trade accounts receivable and short-term and long-term loans to related parties. The Company and its subsidiaries manage the risk by adopting appropriate credit control policies and procedures and therefore do not expect to incur material financial losses, except for the amount provided by an allowance for doubtful debts. In addition, the Company and its subsidiaries do not have high concentration of credit risk since they have a large customer base. The maximum exposure to credit risk is limited to the carrying amounts of receivables and short-term loans to related parties as stated in the statements of financial position.

Interest rate risk

The Company and its subsidiaries' exposure to interest rate risk relates primarily to their cash at banks, short-term loans to related parties, bank overdrafts and short-term loans from financial institutions, short-term loans and long-term borrowings. However, since most of the Company and its subsidiaries' financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate, the interest rate risk is expected to be minimal.

Significant financial assets and liabilities classified by type of interest rates are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.

(Unit: Million Baht)

Consolidated financial statements as at 31 December 2018

Consolidated financial statements as at 31 December 2018						
	Fixed interest rates		Floating	Non- interest		Effective
	Within 1 year	1 to 5 years	interest rate	bearing	Total	Interest rate
						(% per annum)
<u>Financial Assets</u>						
Cash and cash equivalents	–	–	4	5	9	0.1 - 1.0
Trade and other receivables	–	–	–	388	388	–
	–	–	4	393	397	
<u>Financial Liabilities</u>						
Bank overdrafts and short-term						
loans from financial institutions	–	–	936	–	936	MMR, MOR
Trade and other payables	–	–	–	198	198	–
Short-term loans from						
non-controlling interests						
of the subsidiary	–	–	6	–	6	Reference to MLR
Long-term loans	64	300	–	–	364	5.25 - 5.50
	64	300	942	198	1,504	

(Unit: Million Baht)

Consolidated financial statements as at 31 December 2017

	Fixed interest rates		Floating	Non- interest		Effective
	Within 1 year	1 to 5 years	interest rate	bearing	Total	Interest rate
						(% per annum)
<u>Financial Assets</u>						
Cash and cash equivalents	–	–	5	7	12	0.1 - 1.0
Trade and other receivables	–	–	–	394	394	–
	–	–	5	401	406	
<u>Financial Liabilities</u>						
Bank overdrafts and short-term						
loans from financial institutions	–	–	844	–	844	MMR, MOR
Trade and other payables	–	–	–	242	242	–
Short-term loans from						
non-controlling interests						
of the subsidiary	–	–	6	–	6	Reference to MLR
Long-term loans	13	364	–	–	377	5.25 - 5.50
	13	364	850	242	1,469	

(Unit: Million Baht)

Separate financial statements as at 31 December 2018

	Fixed interest rates		Floating interest rate	Non- interest bearing	Total	Effective Interest rate (% per annum)
	Within 1 year	1 to 5 years				
<u>Financial Assets</u>						
Cash and cash equivalents	–	–	3	4	7	0.1 - 1.0
Trade and other receivables	–	–	–	177	177	–
Short-term loan to related parties	67	–	–	–	67	5 - 5.5, MLR
	67	–	3	181	251	
<u>Financial Liabilities</u>						
Bank overdrafts and short-term loans from financial institutions	–	–	874	–	874	MMR, MOR
Trade and other payables	–	–	–	112	112	–
Long-term loans	60	297	–	–	357	5.50
	60	297	874	112	1,343	

(Unit: Million Baht)

Separate financial statements as at 31 December 2017

Separate financial statements as at 31 December 2017						
	Fixed interest rates		Floating interest rate	Non- interest bearing	Total	Effective Interest rate (% per annum)
	Within 1 year	1 to 5 years				
<u>Financial Assets</u>						
Cash and cash equivalents	–	–	2	6	8	0.1 - 1.0
Trade and other receivables	–	–	–	217	217	–
Short-term loan to related parties	69	–	–	–	69	5 - 5.5, MLR
	69	–	2	223	294	
<u>Financial Liabilities</u>						
Bank overdrafts and short-term						
loans from financial institutions	–	–	815	–	815	MMR, MOR
Trade and other payables	–	–	–	148	148	–
Long-term loans	10	357	–	–	367	5.50
	10	357	815	148	1,330	

Foreign currency risk

The Company and its subsidiaries do not consider themselves exposed to foreign currency risk because the Company and its subsidiaries have no significant business transactions in foreign currency.

32.2 Fair values of financial instruments

Since the majority of the Company and its subsidiaries' financial instruments are short-term in nature or carrying interest at rates close to the market interest rates, their fair value is not expected to be materially different from the amounts presented in the statements of financial position.

33. Capital management

The primary objective of the Company and its subsidiaries' capital management is to ensure that they have an appropriate financial structure in order to support their businesses and maximise shareholder value. As at 31 December 2018, the Group's debt-to-equity ratio was 4.67:1 (2017: 4.44:1) (Separate financial statements 4.21:1 (2017: 4.08:1)).

34. Event after the reporting period

The Board of Directors Meeting No.1/2562 dated 20 February 2019 resolved to cease printing operation of Post Today Newspaper and M2F Newspaper within March 2019 onwards which resulted in the Company having no income from printing and advertising media from Post Today Newspaper and M2F Newspaper. The Company still has revenue from digital media, websites and social media. In addition, the Company is able to use previous works of Post Today Newspaper and M2F Newspaper to earn revenue.

35. Approval of financial statements

These financial statements were authorised for issue by the Company's authorised directors on 20 February 2019.

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www.ellethailand.com	www.forbesthailand.com	www.scienceillustratedthailand.com
www.cleothailand.com	www.mushroomgroup.co.th	

Corporate Data

Bangkok Post Public Company Limited publishes and distributes the Bangkok Post, an English-language daily newspaper, Post Today, a Thai-language business daily newspaper, M2F, a Thai-language freesheet available from Monday to Friday, English-language lifestyle magazine – GURU, in the Bangkok Post and two Thai-language magazines – @Weekly and Xtra – inserted in Post Today.

The Company's news and information businesses in the last few years have expanded to include electronic and digital media. The Company has also organised various types of events and conferences under the brands of Bangkok Post, Post Today and M2F.

The Company also engages in commercial printing and book publishing under the Post Books business unit. Its subsidiaries and a jointly controlled company, publish and distribute the

Thai-language editions of Elle, Science Illustrated, Forbes Thailand, and Cleo.

- Ordinary shares of the company are traded on The Stock Exchange of Thailand (SET) under the symbol "POST".
- Share capital registered: 505,000,000 ordinary shares of Baht 1 per share
- Share capital issued and paid-up: 500,000,000 ordinary shares of Baht 1 per share

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Companies in Which Bangkok Post Plc. Has Invested in 10 Per Cent or More of Paid-up Capital

Name & Address	Type of Business	Type of shares	No. of paid-up capital (shares)	Per cent of direct and indirect
1. Post International Media Co., Ltd. 136 Sunthorn Kosa Road, Klong Toey, Bangkok 10110, Thailand Tel +66 (0) 2616 4666 Fax +66 (0) 2671 3174	Produce and distribute magazine	Ordinary	250,000 (Baht 100 per share)	100
2. Bangkok Post-Bauer Media Co., Ltd. 136 Sunthorn Kosa Road, Klong Toey, Bangkok 10110, Thailand Tel +66 (0) 2616 4666 Fax +66 (0) 2671 3174	Produce and distribute magazine	Ordinary & Preferred	100,000 (Baht 100 per share) 64,000 (Baht 100 per share)	70
3. Post-IM Plus Co., Ltd. 136 Sunthorn Kosa Road, Klong Toey, Bangkok 10110, Thailand Tel +66 (0) 2616 4666 Fax +66 (0) 2671 3174	Produce and distribute magazine	Ordinary & Preferred	255,000 (Baht 100 per share) 245,000 (Baht 100 per share)	100
4. Flash News Co., Ltd. 48/5-6 Fl.8, Soi Rungreung, Ratchadapisek Road, Samsen nok, Huaykwang, Bangkok 10310, Thailand Tel +66 (0) 2693 4777 Fax +66 (0) 2693 3298	Operate radio programmes	Ordinary	255,000 (Baht 100 per share) 15,000 (Baht 100 per share) (80 per cent paid-up) 10,000 (Baht 100 per share) (25 per cent paid-up)	40
5. Post TV Co., Ltd. 136 Sunthorn Kosa Road, Klong Toey, Bangkok 10110, Thailand Tel +66 (0) 2616 4000 Fax +66 (0) 2240 3770	Produce television content programmes and Studio Rental	Ordinary	250,000 (Baht 100 per share)	100
6. Post News Co., Ltd. (Liquidation Process) 136 Sunthorn Kosa Road, Klong Toey, Bangkok 10110, Thailand Tel +66 (0) 2616 4000 Fax +66 (0) 2240 3679	Produce TV news programmes	Ordinary	100,000 (Baht 100 per share)	51
7. Post New Media Co., Ltd. 136 Sunthorn Kosa Road, Klong Toey, Bangkok 10110, Thailand Tel +66 (0) 2616 4000 Fax +66 (0) 2240 3679	Investment	Ordinary	250,000 (Baht 100 per share)	100
8. Post Holding Co., Ltd. 136 Sunthorn Kosa Road, Klong Toey, Bangkok 10110, Thailand Tel +66 (0) 2616 4000 Fax +66 (0) 2240 3679	Investment	Ordinary	250,000 (Baht 100 per share)	100
9. Mushroom Group Co., Ltd. 23/104 R.C.A. Block G, Soi Soonvijai, Rama 9 Road, Bangkok, Huaykwang, Bangkok 10310, Thailand Tel +66 (0) 2203 1186-7 Fax +66 (0) 2641 4338	Produce TV news programmes	Ordinary	800,000 (Baht 100 per share)	51



POST INTERNATIONAL MEDIA



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