

POST 006/2020

25 February 2020

Subject Resolutions of the Meeting of the Board of Directors No. 1/2020
Bangkok Post Public Company Limited

To The President
The Stock Exchange of Thailand
93 Ratchadaphisek Road, Dindaeng, Dindaeng
Bangkok 10400

Ref 1. POST 018/2019 dated 16 December 2019 Notification of the resolutions of the Board of Directors Meeting No. 5/2019 regarding the acquisition and disposition of assets and connected transaction

2. POST 019/2019 dated 16 December 2019 Notification convening date of the Extraordinary General Meeting of Shareholders No. 1/2020

3. POST 003/2020 dated 3 February 2020 Notification of the postponement of the Extraordinary General Meeting of Shareholders No. 1/2020

4. POST 004/2020 dated 3 February 2020 Notification of the cancellation of the Record Date of the Extraordinary General Meeting of Shareholders No. 1/2020

As Bangkok Post Public Company Limited (“the Company”) has notified about the postponement of the Extraordinary General Meeting of Shareholders No. 1/2020 from the scheduled date of 25 February 2020 and cancellation of the Record date that determines the shareholders entitled to attend the meeting by letters POST 003/2020 and 004/2020 dated 3 February 2020 respectively due to the Company and the Independent Financial Advisor are still preparing significant information and documents resulting that information and documents will not be completed on time in order to send the Notice of the Shareholders’ Meeting and the Company is aware of the rights and interests of the shareholders of the Company to receive all complete information and documents which are of significance for consideration.

The Company would like to notify the resolutions of the Meeting of the Board of Directors No. 1/2020 held on 25 February 2020 as follows:

1. Cancel the Extraordinary General Meeting of Shareholders No. 1/2020
2. Propose the agenda regarding entering into the disposition of assets and connected transaction to the 2020 Annual General Meeting of Shareholders for consideration



3. Approved the appropriate price range of the value of assets disposal according to opinion of an Independent Financial Advisor in a total of 1,636.50 - 1,684.50 million baht and set criteria for negotiation with person expects to be a buyer that the agreed price shall not be less than 90 percent, depending on negotiation and benefits the Company will receive, which the price range of not less than 90 percent will be in a total of 1,472.85-1,516.05 million baht. Therefore, the price of assets disposal transaction will not be lower than 1,472.85 million baht
4. Propose to the 2020 Annual General Meeting of Shareholders to omit dividend payment for the year 2019 since the Company had operating losses
5. Propose to the 2020 Annual General Meeting of Shareholders to re-elect 4 directors who shall retire by rotation consisting of Mr. Suthikiati Chirathivat Mr. Ek-Rit Boonpiti Mr. Russell L. Kekuewa and Mr. Worachai Bhicharnchitr as directors and independent directors of the Company for another term according to the recommendation of the Nomination and Remuneration Committee since they are knowledgeable and experienced, which would benefit to the Company's operations
6. Propose to the 2020 Annual General Meeting of Shareholders to fix the remuneration of the Board of Directors for the year 2020 not to exceed 5,500,000 baht (year 2019: 7,000,000 baht). Allocation of such amount to each director shall be considered by the Board of Directors as deem appropriate
7. Propose to the 2020 Annual General Meeting of Shareholders to appoint Dharmniti Auditing Company Limited to be the auditors of the Company for the fiscal year 2020. The total audit fee for the Company and subsidiaries for the year 2020 will not exceed 1,725,000 baht
8. Arrange the 2020 Annual General Meeting of Shareholders on 22 April 2020 at 10:00 hours at the Meeting room, 8th floor, Bangkok Post Building, 136 Sunthorn Kosa Road, Klong Toey, Bangkok. The record date for determining the shareholders entitled to attend the Meeting is on **11 March 2020**.

The agenda of the meeting is as follows:

- Agenda 1 To approve the Minutes of the 2019 Annual General Meeting of Shareholders held on 24 April 2019
- Agenda 2 To acknowledge the Annual Report of the Company and approve the audited financial statements of the Company for the year-ended 31 December 2019
- Agenda 3 To consider the omission of dividend payment
- Agenda 4 To consider candidates nominated as directors to replace the directors who shall retire by rotation and consider the authority of directors (if any)
- Agenda 5 To fix directors' remuneration
- Agenda 6 To appoint independent auditor and fix the audit fee



- Agenda 7 To consider and approve the entering into assets disposal transaction between the Company and investors and/ or connected person and approve person(s) assigned by the Board of Directors to have the authority to perform any acts necessary or related and beneficial to the Company and the shareholders
- Agenda 8 To consider and approve the entering into connected transaction and approve person(s) assigned by the Board of Directors to have the authority to perform any acts necessary or related and beneficial to the Company and the shareholders
- Agenda 9 To consider other business (if any)

Please kindly be informed accordingly.

Yours faithfully,

Suthikiati Chirathivat

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

