



(Translation)

**The Minute of Annual General Meeting of Shareholders # 28
Prakit Holdings Public Company Limited**

The Meeting held on April 30, 2014 from 2.00 p.m. at the Company office, 88 Soi Sukhumvit 62 section 3, Sukhumvit road, Bangchak, Prakanong, Bangkok.

Directors Attending the Meeting

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| 1. Mr. Prakrit Apisarnthanarax | Chairman of Board |
| 2. Mr. Phisal Prahasdangkura | Director |
| 3. Mr. Anucha Viriyachai | Managing Director |
| 4. Mr. Apirak Apisarntharak | Director |
| 5. Mr. Preecha Chaochotechaung | Director |
| 6. Mr. Vichien Nakintanond | Director |
| 7. Mr. Pichai Charnsupharindr | Independent Director and Chairman of Audit Committee |
| 8. Mr. Manoon Pahirah | Independent Director and Member of Audit Committee |
| 9. Mr. Sommanous Na Bangchang | Independent Director and Member of Audit Committee |

Executives Attending the Meeting

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| 1. Ms. Wichuda Grairithikul | Chief Finance Officer and Company Secretary |
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Auditor Attending the Meeting

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| Mr. Pornchai Kittipanya-ngam
and Mr. Thanakorn Fakfaipol | Bunchikij Co.,Ltd. |
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Inspector

- | | |
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| Mr. Woravit Chantarapitak | Attorney |
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Mr. Prakrit Apisarnthanarax, Chairman of Board, chaired the Meeting (“the Chairman), introduced Mr. Siwa Disapirom, secretary of Board and secretary of the Meeting and assign him to conduct the Meeting. Mr. Siwa Disapirom “Secretary” introduces directors, executive and auditor as list above.

The Secretary reported prior to proceeding the Meeting that :

From the record date April 9, 2014, the Company has 499 shareholders comprising a paid-up capital of 60,000,000 shares. There were 13 shareholders and 26 representatives by proxy present, totaled 39 attendees representing 49,038,680 shares , or 81.72 percent of the total paid-up capital. This constituted a quorum according to Articles of Association of the Company.

The voting process in accordance with the Company’s Articles of Association are as follows :

- One share was entitled to one vote.
- Agenda 1, Agenda 3, Agenda 4, Agenda 6, and Agenda 7 must be approved by majority of the Meeting.
- Agenda 5 must be approved by majority of the Meeting and also be voted by BALLOT.

The Secretary then proceeded with the following agenda :

- Agenda 1 To certify the minutes of the 2013 Annual General Meeting of Shareholders#27 held on April 24, 2013.



The Secretary informed the Meeting that the minutes was distributed to Shareholders with the invitation letter and The board propose the Meeting to consider and certify the minutes.

After giving opportunities for shareholders to ask questions and express opinion but there is no question. The Secretary, therefore, proposed that the Meeting consider the resolution.

Resolution The Meeting resolved that the Minutes of the 2013 Annual General Meeting of Shareholders held on April 24, 2013 be certified with the following votes :

Approved	49,038,680	votes
Disapproved	0	votes
Abstain	0	votes

Agenda 2 To certify the Company operation results and the Board of Directors report for the year 2013.

The Chairman In the pass year 2013 was another memorable year for Thailand as the nation again experienced a number of obstacles, both economically and politically.

From an economic aspect, Thailand faced both internal and external threats. For internal problems, the government introduced many populist policies, e.g. the rice pledging scheme, which offered a much higher price than the global market resulting in the fact that Thai rice was unable to be exported as in the past. So the rice was stored in many warehouses nationwide. Because the rice was unsold, there was no money available to pay to farmers who then suffered severely. The government also came up with a plan whereby first time car buyers enjoyed a reduced tax saving of 100,000 baht. This stimulus scheme was able to attract over a million buyers. Unfortunately, some 200,000 of those buyers could not afford to continue their installments and opted to abandon their deposits and abandon their cars. As well, the overall household debt also increased dramatically. All of these factors resulted in lower purchasing power for other goods and services, starting a negative chain reaction on the Thai economy as a whole. In politics, the crisis was formed when the government attempted to push an “amnesty bill” which was opposed by a large number of people. This led to mass rally protests until the government was forced to withdraw the bill. Despite this, the protests increased in intensity calling for the government to resign. Now Thailand has a caretaker government, but the protests have still dragged on for 4 months to date without any solution in sight.

The political and economic situations have been unfavorable for investment and consumption, so the Thailand economy has clearly slowed down since the last quarter of 2013. This, coupled with the fragile recovery of the global economy, had a weakening effect on exports, which used to be the main driver of Thailand’s GDP. An early targeted growth of Thailand’s export target of 15% actually reduced to a mere 4%. So when the exports fell and the economy slumped, it brought the GDP growth for 2013 down to 2.9%, instead of the earlier forecast of 4.5%.

In 2013, Thailand’s advertising industry, up to the month of September, was considered to be quite good. However, in the last quarter, traditionally a key period for the industry, we were faced with the economic and political problems mentioned above, resulting in a flat industry with little growth, culminating in a full-year expansion of only 1%.

As for the performance of our group of companies in 2013, the billings in the first 9 months were as high as 2012, but slowed down in line with the overall industry in the last quarter of 2013. This meant that the overall performance for the full year of 2013 was lower than 2012. However, it was still a satisfactory result and we expect to pay a dividend of one baht or equal to 77 % of net profit per share in May 2014.



In 2014, we are facing a stagnant economy in the first quarter, so many of our clients will wait and see how the political situation develops. If the current situation continues, consumers will have no confidence to purchase goods and services. On a positive note we forecast that the political climate will calm down, encouraging our clients to spend more on marketing.

We are certain that in 2014 our group of companies will be able to weather the economic and political crises as in the previous year. We will continue to use our best efforts to lead our business to a sound and continuing positive growth.

After giving opportunities for shareholders to ask questions and express opinion but there is no question. The Secretary, therefore, proposed that the Meeting consider the resolution.

Resolution The Meeting resolved that the Company operation results and the Board of Directors report for the year 2014 be certified.

Agenda 3 To approve the Company's audited financial statements for the year ended December 31, 2013.

The Secretary reported that the Company's audited financial statements for the year ended December 31, 2013 were already distributed to Shareholders with the invitation letter and have been certified by Audit Committee.

After giving opportunities for shareholders to ask questions and express opinion :

Mr. Supoj Weeracharoenkul, spoke to the shareholders' meeting that in year 2013, the Company lost one major client, was there any new clients to replace ? Was there any affectation to Company's business ?

The Chairman replied that there was no affectation due to there were some new clients in year 2013. The Company results for the year ended December 31, 2013 decreased this was due to the results in last quarter of the year. In that quarter, there was political situation and made economic slowdown which directly affected advertising business.

There is no other question. The Secretary, therefore, proposed that the Meeting consider the resolution.

Resolution The Meeting resolved that the Company's audited financial statements for the year ended December 31, 2013 be approved with the following votes :

Approved	49,038,680	votes
Disapproved	0	votes
Abstain	0	votes

Agenda 4 To approve the allocation net profit and dividend payment for the year ended December 31, 2013.

The Secretary reported that net profit of the Company for the year 2013 amounted to 77.78 million baht and there is no the accumulated loss brought forward. In order to comply with Article 34 of the Company's Articles of Association which stipulates that the Company dividend payment policy must not be less than sixty percent of annual net profit and Section 115 of Public Limited Company Act. B.E. 2535 as stipulated that the Company shall reserve fund reach 10% of the registered capital which the Company has fully reserved. For 2013 net profit amounted to 77.78 million baht plus beginning balance of unappropriated Retained earning as at January 1, 2013 amounted to 589.06 million baht



equal to un-appropriated retained earning amounting to 666.84 baht and deducted 2012 dividend payment amounted to 56.57 million baht, totally retained earning before dividend payment amounted to 610.27 million baht. After board consideration and proposed to pay 2013 dividend at 1.00 baht per share, totally 60.00 million baht or 77.14 % of net profit which was more than 60% as per Company policy. The record date for determining the shareholders who have the right to receive the dividend payment shall be on May 12, 2014 and to pay dividend on May 27, 2014.

After giving opportunities for shareholders to ask questions and express opinion but there is no question. The Secretary, therefore, proposed that the Meeting consider the resolution.

Resolution The Meeting resolved that the dividend payment be approved with the following votes :

Approved	49,038,680	votes
Disapproved	0	votes
Abstain	0	votes

Agenda 5 To appoint new directors to replace those who retiring by rotation.

Before starting the agenda, the Secretary asked the retiring directors to leave the meeting room and return when the consideration of this agenda completed.

The Secretary reported that Article 21 of the Articles of Association of the Company provided that the term of one-third of the directors must expire each year. The 4 directors whose terms had expired by retired, namely :

1. Mr. Phisal Prahasdangkura	Director
2. Mr. Manoon Pahirah	Independent Director
3. Mr. Anucha Viriyachai	Director
4. Mr. Apirak Apisarntharak	Director

The Board of Directors propose, the 4 Thai directors whose terms had expired be re-elected.

After giving opportunities for shareholders to ask questions and express opinion but there is no question. The Secretary, therefore, proposed that the Meeting consider the resolution.

Resolution The Meeting resolved to re-elect the directors whose terms had expired be director of the Company with the following votes :

1. Mr. Phisal Prahasdangkura			
Approved	49,038,680	votes	
Disapproved	0	votes	
Abstain	0	votes	
2. Mr. Manoon Pahirah			
Approved	49,038,680	votes	
Disapproved	0	votes	
Abstain	0	votes	



3. Mr. Anucha Viriyachai
- | | | |
|-------------|------------|-------|
| Approved | 49,038,680 | votes |
| Disapproved | 0 | votes |
| Abstain | 0 | votes |
4. Mr. Apirak Apisarntharak
- | | | |
|-------------|------------|-------|
| Approved | 49,038,680 | votes |
| Disapproved | 0 | votes |
| Abstain | 0 | votes |

Agenda 6 To approve the remuneration of the Company directors.

The Secretary reported the Meeting that the Company paid the remuneration to the Company directors who did not get the monthly salary payment, as follows :

1. Mr. Phisal Prahasdangkura, director and vice president, amounted to Baht 1,200,000.00 per year.
2. Mr. Preecha Chaotechuang, director and executive management of the subsidiary company, amounted Baht 1,440,000.00 per year.
3. Mr. Vichien Nakintanond, director and executive management of the subsidiary company in Cambodia, amounted Baht 360,000.00 per year.
4. Mr. Sommanous Na Bangchang, independent director and Audit Committee member with finance and accounting knowledge, amounted Baht 200,000.00 per year.

Moreover, the company paid meeting allowance amounted to Baht 10,000.00 per time to Audit Committee Member and Independent Director who attended the Audit Committee Meeting.

The Board of Director thoroughly considered the remuneration and propose to pay 2014 remuneration and meeting allowance the same as last year.

After giving opportunities for shareholders to ask questions and express opinion but there is no question. The Secretary, therefore, proposed that the Meeting consider the resolution.

Resolution The Meeting resolved to approve the remuneration of Company's director as proposed with the following voted :

Approved	49,038,680	votes
Disapproved	0	votes
Abstain	0	votes

Agenda 7 To appoint auditor and determine the auditing fee for 2014.

Mr. Pichai Charnsupharindr – Chairman of Audit Committee

reported that Article 38 of the Articles of Association of the Company provided that the auditors must be appointed and the remuneration determined at the annual general meeting. Audit Committee would like to enhance stability of the internal control as well as independence of the auditor in auditing the Company's financial statements. Audit Committee has reviewed and evaluated the quality of audit firms and recommend to appoint Mr. Pornchai Kittipanya-ngam, Certified Public Accountant (Thailand) No.2778



or Mrs. Suwanee kittipanya-ngam, Certified Public Accountant (Thailand) No 2889 or Mr. Thanakorn Fakfaipo, Certified Public Accountant (Thailand) No 4879 of Bunchikij Co.,Ltd. as auditor of the Company of the year 2014 with the remuneration in the amount of Baht 560,000.00 and there is no other fee (Year 2013 remuneration was Baht 520,000.00).

In addition, in year 2014 Bunchikij Co.,Ltd. is also recommended to be the Auditor of its subsidiaries, Draftfcb (Thailand) Limited and Marketing Drive Worldwide (Thailand) Limited by propose total audit fee amounted 420,000.00 baht.

Bunchikij Co.,Ltd, the nominated auditors had no relationship and/or conflict of interest with the Company/subsidiaries/management/major shareholders or related persons of the said parties.

After giving opportunities for shareholders to ask questions and express opinion but there is no question. The Chairman of Audit Committee, therefore, proposed that the Meeting consider the resolution.

Resolution The Meeting resolved that the Company’s auditor in 2014 and the remuneration be approved with the following votes :

Approved	49,038,680	votes
Disapproved	0	votes
Abstain	0	votes

Agenda 8 Other business.

The Secretary offered the opportunity for shareholders to query and comment on other issues, but there was none.

Before closing the meeting, the Chairman informed to the shareholders’ meeting that our 3 company directors, MR. Thanadsri Svadi, Mr. Jonathan Mark Allard and Mr. Andrew Bonzani resigned on March 31, 2014 and the Company did not appoint the new directors to replace.

Since there were no comment and question, then the Chairman thanked all for attending and closed the meeting respectively.

The Meeting adjourned at 03:20 p.m.

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Mr. Prakit Apisarntharax
Chairman of Board