



TRANSLATION

Ref. AC.7/2015

April 8, 2015

Re : Annual General Meeting of Shareholder # 29

To : Shareholders of Prakit Holdings Public Company Limited.

Attachments :

1. Copy of minutes of the 28th Annual General Meeting of Shareholders.
2. 2014 Annual Report in CD-ROM.
3. Profile of the candidates to be selected as new directors and the Company's definition of Independent Director.
4. Company's articles of association regarding the general meeting of shareholders.
5. Map of AGM venue.
6. Condition, procedures and proxy granting for registration
7. Proxy form B
8. List of the Company's independent directors for proxy granting in the 2015 AGM.

The Board of Directors' Meeting of Prakit Holdings Public Company Limited has resolved to call the 29th Annual General Meeting of Shareholders on April 23, 2015, starting 14:00 hrs. at the Company office, 88 Soi Sukhumvit 62 section 3, Sukhumvit Road, Bangchak, Prakanong, Bangkok, to consider the following agenda :

Agenda 1 : **To certify the minutes of the 2014 Annual General Meeting of Shareholders # 28 held on April 30, 2014.**

Objective and reason : For the shareholders to consider and approve the minutes. (Please see attachment 1 for details.)

Board's opinion : After Board consideration, the minutes would be certified and approved by the Shareholders' meeting.

Agenda 2 : **To certify the Company operation results and the Board of Directors report for the year 2014.**

Objective and reason : For the shareholders to acknowledge the 2014 operating performance. (Please see attachment 2)

Board's opinion : After Board consideration, the 2014 operating performance would be acknowledged by the Shareholders' meeting.

Agenda 3 : **To approve the Company's audited financial statements for the year ended December 31, 2014.**

Objective and reason : For the shareholders to approve the audited financial statements for the year ended December 31, 2014 which have already been certified by the Company's Audit Committee. (Please see attachment 2)

Board's opinion : After Board consideration, the audited financial statements for the year ended December 31, 2014 which have already been certified by the Company's Audit Committee would be approved by the Shareholders' meeting.



Agenda 4 : **To approve the allocation of net profit and dividend payment for the year ended December 31, 2014.**

Objective and reason : Net profit of the Company for the year 2014 amounted to 46.31 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 the Public Limited Company Act B.E. 2535 as stipulated that the Company shall allocate to a reserve fund a portion of the annual net profit, which amount must not be less than five percent of the Company annual profit deducted by the accumulated loss brought forward (if any) until the reserve fund reach 10% of the registered capital which the Company has fully reserved.

Board's opinion : After Board consideration, Board propose the Shareholders' meeting to approve the dividend payment from the Company 2014 net profit at the rate of Baht 0.80 per share (The dividend payment from 2013 operating results was Baht 1.00 per share or 77.14% of the Company 2013 net profit), totally Baht 43,360,000.00 or 93.63% of the Company 2014 net profit. The record date for determining the shareholders who have the right to receive the dividend payment shall be May 6, 2015 and to pay dividend on May 22, 2015.

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

Objective and reason : In order to comply with Article 21 of the Company's Articles of Association which stipulates that at every Annual General Meeting of Shareholders, one-third of the total number of the directors of the Company shall retire and can be re-elected. In Annual General Meeting of Shareholders for 2015, there are 3 directors are due to retire by rotation, namely:

1. Mr. Preecha Chaochotechuang
2. Mr. Vichien Nakintanond
3. Mr. Sommanous Na Bangchang

(Profile of the candidates to be selected as new directors are in attachment 3)

Board's opinion : After Board consideration, Board recommends to re-elect all 3 directors retiring by rotation due to their knowledge, skills and experience are suitable and beneficial for the Company.

Agenda 6 : **To approve the remuneration of the Company's directors.**

Objective and reason : Refer to Company director remuneration policy:

1. Paying director remuneration according to assigned work.
2. Not Pay any director remuneration to director who is Company's employee and get salary payment.
3. Paying remuneration to independent director as meeting allowance.

In year 2014, the Company paid the remuneration to the company directors who did not get the monthly salary payment as follows :



- Mr. Phisal Prahasdangkura, director amounted Baht 600,000.00 and vice president, amounted to Baht 600,000.00 per year, totally Baht 1,200,000.00.
- Mr. Vichien Nakintanond, director amounted Baht 360,000.00 per year.
- Mr. Preecha Chaochotechuang, director amounted Baht 600,000.00 and executive marketing consultant amounted Baht 840,000.00 per year, totally Baht 1,440,000.00.
- Mr. Sommanous Na Bangchang, member of Audit Committee who has 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 attend the Audit Committee Meeting.

The director remuneration and meeting allowance were paid similar to previous year.

Board's opinion :

After Board consideration, Board propose to pay 2015 remuneration and meeting allowance the same as year 2014.

Agenda 7 :

Objective and reason :

To appoint auditor and determine the auditing fee for 2015.

In order to comply with Article 38 of the Company' Articles of Association which stipulates that the Shareholders' meeting each year shall appoint an auditor. Audit Committee has reviewed and evaluated the quality of auditor 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 Fakfaipol, Certified Public Accountant (Thailand) No.4879 of Bunchikij Co., Ltd which have audited for 3 years as external auditors of the Company for the year 2015 with the remuneration in the amount of Baht 620,000.00, there is no other fee (Year 2014 remuneration was Baht 560,000.00 and no other fee).

In addition, in 2015 Bunchikij Co., Ltd is also appointed to be the Auditor of its subsidiaries, Prakit Advertising Limited and Marketing Drive Worldwide (Thailand) Limited by receiving total audit fee 420,000.00 baht.

Board's opinion :

After Board consideration, Board recommends that the Shareholders' meeting 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 Fakfaipol, Certified Public Accountant (Thailand) No.4879 of Bunchikij Co., Ltd as external auditors of the Company and its subsidiaries for the year 2015 with the remuneration in the amount of Baht 1,040,000.00.

Agenda 8 :

Other business (if any)

We invite all shareholders to attend the meeting at the place, date and time as mentioned above. If you wish to appoint a representative to attend and vote at the Meeting, you may grant proxy to one of the Company's independent director as listed in attachment 8 or grant to other person.



Prakit Holdings Public Company Limited

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For more convenience in registration, please fill up and sign the proxy (Attachment 7) and send to us with the requested documents in attachment 6 at lease one day before meeting date or present at the meeting.

Your truly,
Prakit Holdings Public Company Limited.

A handwritten signature in black ink, appearing to read 'C. Apisarnthanarax', with a long horizontal line underneath.

Prakit Apisarnthanarax
President

- Note : 1. Shareholders who want the printed Annual Report, please send the requested letter to The Registrar of Prakit Holdings Public Co., Ltd. 88 Soi Sukhumvit 62 section 3, Sukhumvit road, Bangchak, Prakanong, Bangkok 10260 or fax to 662 3328541 or e-mail address : linda@prakit.com.
2. Shareholders who have any query on meeting agenda, please send the question in advance to The Registrar of Prakit Holdings Public Co., Ltd. 88 Soi Sukhumvit 62 section 3, Sukhumvit road, Bangchak, Prakanong, Bangkok 10260 or fax to 662 3328541 or e-mail address : linda@prakit.com.