



(Translation)

**The Minute of Annual General Meeting of Shareholders # 29
Prakit Holdings Public Company Limited**

The Meeting held on April 23, 2015 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 Apisarnthanarak | 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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| Ms. Chatri Chayakul | 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 3, 2015, the Company has 596 shareholders comprising a paid-up capital of 60,000,000 shares and treasury stock 5,800,000 shares. There were 13 shareholders and 30 representatives by proxy present, totaled 43 attendees representing 42,195,819 shares , or 77.85 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 to Agenda 7 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 2014 Annual General Meeting of Shareholders#28 held on April 30, 2014.



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 2014 Annual General Meeting of Shareholders held on April 30, 2014 be certified with the following votes :

Approved	42,195,819	votes
Disapproved	0	votes
Abstain	0	votes

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

The Chairman year 2014 was a tumultuous year for Thailand as the nation experienced severe problems both economically and politically, at a level unseen for decades.

Although the last several years have included political turmoil, 2014 saw things escalate to new heights. The tipping point was the general public's discontent over the government's attempts to pass an amnesty bill, which aimed at helping their own people escape from legal punishment. Although the government later withdrew the bill, the anti-government protests still increased in intensity. A large number of people took to the streets calling for the government to resign. The protests dragged on from the month of November 2013 up to the middle of May 2014. Despite all efforts to mediate, in the end, the Army had to step in and take control. Therefore on May 22, 2014, the National Reform Council led by Gen Prayut Chan-o-cha seized power from the Yingluck Shinawatra government. Tensions immediately began to calm down and the people felt more positive about the future. The nation gradually returned to normal and the economy showed some signs of picking up.

From an economic aspect, when the protests against the government in late 2013 dragged on for a period of 5-6 months, the nation's economy slowed down and then came to a halt. The spending by consumers and marketing firms stopped, with everyone just taking a 'wait and see' attitude as they had no confidence in the country's situation. This led to an alarming fall of advertising and PR spending until May 2014 when the National Reform Council overthrew the Yingluck Shinnawatra government. Although the new government was not elected in the desirable democratic way, it could at least bring the nation to peace, free from political crises and to offer some breathing space to rethink and regroup. Most entrepreneurs got back to work and restarted their marketing plans. Many put more budgets into advertising and PR activities, which led to a recovery of the advertising industry in the second half of 2014. The economy also started to recover, with the GDP growth staying at 0.7%.

But with all of this upheaval, 2014 was of course another year of slowdown for the advertising industry. Most of the media operators failed to meet their targets. Advertising spending declined by 2.7% over 2013 levels. Our company also faced sluggishness in the first half of 2014 causing the financial performance to dip, almost into the red. However with careful management and a better second half we were able to weather the storm and return to a favorable position, resulting in a profit for the year of 83 satang per share. It was slightly less than the previous year, but a solid result considering the disastrous hurdles we had to face.

Since our company had several hundred million baht of retained earnings, the Board of Directors agreed to pay a dividend of 80 satang, or equal to almost 100% of net profit per share in May 2014 which will propose in Agenda 4 of this meeting.

In 2015, we firmly believe that the economy would be better as the country's GDP has been forecast to grow by 3.5 to 4%. As the economy picks up and the political situation remains stable, our clients will be confident to spend more for advertising and marketing. The media industry expects that the ad spend



this year will increase by 4% against last year. Our group of companies also expects that this year's billings will be higher than last year.

In the last quarter of 2014, one of our subsidiary companies, "Prakit Advertising Ltd" created a joint venture with "Bangkok Writer Co., Ltd" and set up "Bangkok Writer and Partners Ltd". Prakit Advertising Ltd. holds a 42% stake. Bangkok Writer and Partners Ltd. is a well-recognized and experienced company, specializing in supplementary activities and special events. We are certain that this joint venture will help broaden and strengthen the performance of Prakit Advertising Limited. So, overall we are looking forward to a more stable and dynamic business climate in 2015 and are confident we are fully prepared to take advantage of every opportunity.

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, 2014.

The Secretary reported that the Company's audited financial statements for the year ended December 31, 2014 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. Chairatn Phadikanont, shareholder who held 20,000 shares, spoke to the shareholders' meeting what did consist of Current investments-Other amounted 251,558,612 Baht in Statement of Financial Position?

Ms. Wichuda Grairithikul, Chief Finance officer, replied that Current investments-Others consist of:

1. Investment in equity securities in SET.
2. Investment in Mutual Fund for Company working capital

Mr. Chairatn Pladikanont, spoke to the shareholders' meeting what is the investment plan for investment property which had a fair value of Baht 375.62 million.?

Ms. Wichuda Grairithikul replied that the 1st plot of land was lent to a company. For the 2nd plot of land, it is in the process of consideration investment plan.

The Chairman further clarified that Board of Director has a investment plan for the 2nd plot of land and in the process of doing feasibility study. When the investment plan is approved, the Company will report to SET and shareholders accordingly.

Mr. Chairatn Pladikanont, spoke to the shareholders' meeting that Company has Unappropriated Retained earnings amounted Baht 525 million, he suggested to pay stock dividend.

The Chairman reported that Board of Director has still set the dividend payment policy by paying in cash, this for shareholders to have fund to reinvest or spending.

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, 2014 be approved with the following votes :

Approved	42,195,819	votes
Disapproved	0	votes
Abstain	0	votes



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

The Chairman reported that net profit of the Company for the year 2014 amounted to 46.30 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 2014 net profit amounted to 46.30 million baht plus beginning balance of unappropriated Retained earning as at January 1, 2014 amounted to 610.28 million baht equal to unappropriated retained earning amounting to 656.59 baht. After deducting 2013 dividend payment and the Treasury Stock program payment amounting to 54.20 million baht and 79.46 million baht respectively, totally retained earning before 2014 dividend payment was 610.27 million baht. After board consideration and proposed to pay 2014 dividend at 0.80 baht per share, totally 43.36 million baht or 93.63 % 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 6, 2015 and to pay dividend on May 22, 2015.

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	42,195,819	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 3 directors whose terms had expired by retired, namely :

1. Mr. Preecha Chaotechauang Director
2. Mr. Vichien Nakintanond Director
3. Mr. Sommanous Na Bangchang Independent Director

The Board of Directors propose, the 3 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. Preecha Chaotechauang
Approved 42,195,819 votes
Disapproved 0 votes



Abstain	0	votes
2. Mr. Vichien Nakintanond		
Approved	42,195,819	votes
Disapproved	0	votes
Abstain	0	votes
3. Mr. Sommanous Na Bangchang		
Approved	42,195,819	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 marketing consultant amounted Baht 1,440,000.00 per year.
3. Mr. Vichien Nakintanond, director 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 2015 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	42,195,819	votes
Disapproved	0	votes
Abstain	0	votes

Agenda 7 To appoint auditor and determine the auditing fee for 2015.

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 620,000.00 and there is no other fee (Year 2014 remuneration was Baht 560,000.00).

In addition, in year 2015 Bunchikij Co.,Ltd. is also recommended to be the Auditor of its subsidiaries, Prakit Advertising Limited and Marketing Drive Worldwide (Thailand) Limited by propose total audit fee amounted 450,000.00 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	42,195,819	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, Mr.Nitipon Vunpant, proxy from Thai Investors Association asked about the good corporate governance policy, especially the anti-corruption policy.

The Chairman replied that the Company is in advertising business for many years and we are transparent organization. In the past years, the Company supported the anti-corruption projects by cooperating with Anti-Money Laundering Officer and other government organizations.

Moreover, this year the Company support advertising and public relation for the Centennial anniversary of Dr.Puey Ungthakorn who was recognized by UNESCO for his ethical standards and his deep sense of incorruptibility.

Mr.Nitipon Vunpant asked about risk management policy due to the Company business is advertising which directly impacted by economic.

The chairman reported that the Company always carefully do business and closely follow up economic situation.

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