



(Translation)

**The Minutes of Annual General Meeting of Shareholders # 30
Prakit Holdings Public Company Limited**

The Meeting was held on April 25, 2016 from 2.15 p.m. at the Company office, 88 Soi Sukhumvit 62 section 3, Sukhumvit road, Bangchak, Prakanong, Bangkok. 10260

Directors Attending the Meeting

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| 1. Mr. Prakrit Apisarnthanarax | Chairman of the Board |
| 2. Mr. Phisal Prahasdangkura | Director |
| 3. Mr. Apirak Apisarnthanarak | Managing Director |
| 4. Mr. Preecha Chaochotechaung | Director |
| 5. Mr. Vichien Nakintanond | Director |
| 6. Mr. Pichai Charnsupharindr | Independent Director and Chairman of Audit Committee |
| 7. Mr. Manoon Pahirah | Independent Director and Member of Audit Committee |
| 8. 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

Mr. Thanakorn Fakfaipol	Bunchikij Co.,Ltd.
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Internal Auditor Attending the Meeting

Mr.Thanadol Ruksapol	Thirty –Four Audit Co.,Ltd.
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Inspector

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 the Board and Secretary of the Meeting and assigned him to conduct the Meeting. Mr. Siwa Disapirom “Secretary” introduced directors, executives and auditors as per the above list.

The Secretary reported prior to opening the Meeting that:

From the record date of March 31, 2016, the Company has 1,429 shareholders comprising a paid-up capital of 60,000,000 shares and treasury stock of 5,525,000 shares. There were 13 shareholders and 33 representatives by proxy present; a total of 46 attendees representing 34,310,120 shares , or 57.18 percent of the total paid-up capital. This constituted a quorum according to the 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 a 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 2015 Annual General Meeting of Shareholders, #29 held on April 23, 2015.

The Secretary informed the Meeting that the minutes were distributed to Shareholders with the invitation letter and The Board proposed the Meeting to consider and certify the minutes.

Since there were no shareholder questions or comments, the Secretary, therefore, proposed that the Meeting consider the resolution.

Resolution The Meeting resolved that the Minutes of the 2015 Annual General Meeting of Shareholders held on April 23, 2015 be certified with the following votes :

Approved	34,310,120	votes
Disapproved	0	votes
Abstain	0	votes

Agenda 2 To certify the Company operation results and the Board of Directors report for the year 2015.

The Chairman's report:

2015 was another tumultuous year for Thailand both economically and politically.

In politics, the nation is still in a stage of ruling reform. The National Reform Council needs some 2 years in keeping the peace and setting the right mechanisms in place for a democratic election. Although we have not had a complete democracy like many other countries, the political situation is still more secure today than during the period of free elections. Investors and business people seem to have more confidence now to set up their marketing plans than in early 2014, when we saw chaos and protests nearly every day.

In economics, recession occurred globally. In Europe, the economy was not encouraging, as was the situation in some other large and powerful countries like China, India and Japan. This caused Thailand, whose export was a key driver of 70% of GDP, to suffer from declined exports for the second year in a row. Many other emerging countries also faced the same problem. Our country is considered lucky to have a robust tourism sector. This sector grew significantly in the past year. As many as 30 million tourists visited Thailand, generating a huge revenue for our nation, boosting our GDP growth to 2.8%, which is somehow a satisfactory level when other economic factors are taken into account.

As for the advertising industry in the past year, like the economy, it did not pick up much. The advertising expenditure for the whole year of 2015 hardly grew. However, our subsidiary companies were able to weather the storm quite effectively. The performances of Prakit's group of companies in terms of advertising revenue reached 368.8 million baht plus other revenue of 15.1 million baht, making a total revenue of 383.9 million baht. After deducting the cost of services and expenses, there will be a profit after tax, including other income, of 50.1 million baht.

In 2015, Prakit Holdings Plc. sold a piece of land in Soi Sukhumvit 62 to an affiliated company named Karn Paeth Sukhumvit 62, at a price of 250.3 million baht. This piece of land was purchased in 2007 for 90 million baht, making a profit of 160.3 million baht. In our financial statement this equates to a profit per share of 3.22 baht. However, in making the consolidated financial statement, a profit from selling the land of 160.3 million has to be cut by 35.41% (equal to the stake we hold in Karn Paeth Sukhumvit 62) making the profit recorded in the consolidated financial statement at 64.59% or 103.5 million baht, and the profit per share at 2.15 baht.

Since 1993, when our company was first listed in the Stock Exchange of Thailand, our performances have been at a satisfactory level. We have declared a dividend of not less than 60% of the net profit every year. The company's committee has retained the profits after paying the dividend, and utilized it as circulating capital, enabling us to refrain from taking bank loans. Moreover, we still have hundreds of millions of baht in retained earnings. The company's committee has decided on a policy to use the retained earnings to expand to other businesses in order to ensure stability and reduce risk. This is the



reason why we decided to buy the piece of land at Sukhumvit Soi 62 in 2007. Our committee had an idea to use the land in a number of ways, including a private hospital project, which the company has agreed with. A feasibility study has been conducted, which helps us to be confident in the investment, coupled with the fact that good private hospital facilities are not available in the area from Prakanong Bridge to Bang Na Junction. So, our company has decided to set up a private hospital. We have recruited many well-known persons in this medical field who have agreed to join in the investment. We have also hired a consulting company to carry out a feasibility study. Having learned that Saha Union Plc was interested in establishing a private hospital in the same vicinity, we persuaded them to join us instead of competing with each other. After having studied the project over the last 6 months, Saha Union has agreed to join us to invest in a private hospital project. The latest update on this project is that we have completed the design and are in the process of making an environmental impact analysis. We expect to start construction the hospital building within this year.

Our company will invest 300 million baht in this hospital by using the money from the sale of the land mentioned earlier in Soi Sukhumvit 62, plus some retained earnings, which means that a bank loan will not be necessary. The establishment of a hospital is a long-term investment and has good potential. We anticipate that the hospital will generate a yield within 5-6 years.

Moreover, the advertising business we are currently running still continues to give consistent profit to the shareholders, so we have no need to raise our capital. Our company had a registered capital of 60 million baht (60 million shares) in 1993, but now we have a total asset of 1,000 million baht and a book value of 15.36 baht per share.

Regarding the advertising business in 2016, we expect to have a better performance than in the past year. Last year, we could make over 50 million baht of profit, so the Board of Directors agreed to pay a dividend of 1 baht per share in late May 2016 which will be proposed in Agenda 4 of this meeting.

After giving opportunities for shareholders to ask questions and express opinion, (there were none), 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 2015 be certified.

Agenda 3 To approve the Company's audited financial statements for the year ended December 31, 2015.

The Secretary reported that the Company's audited financial statements for the year ended December 31, 2015 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 opinions, (there were none), 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, 2015 be approved with the following votes:

Approved	34,310,120	votes
Disapproved	0	votes
Abstain	0	votes

Agenda 4 To approve the allocation net profit and dividend payment for the year ended December 31, 2015.

The Chairman reported that, in order to comply with Article 34 of the Company's Articles of Association and Section 115 of Public Limited Company Act. B.E. 2535 as stipulated that the Company shall reserve funds equal to 10% of the registered capital, which the Company has fully reserved.



For the year 2015, net profit after tax from business amounted to 50.13 million baht, profit from selling land after deducted related expenses and tax amounted to 64.87 million baht and share profit from investment in associated amount 1.19 million baht, making a total of 116.49 million baht. It is a Company policy to pay a dividend not less than sixty percent of annual net profit from business. After board consideration it proposed to pay a 2015 dividend at 1.00 baht per share, totally 54.2 million baht, or 108% of net profit from business (calculated from 54,200,000 shares which does not include Treasury stock of 5,800,000 shares).

Part of the net profit from selling land will be reserved for paying the remaining share capital of Sukhumvit 62 Medical Co., Ltd. amounting to 149.62 million baht. The record date for determining the shareholders who have the right to receive the dividend payment shall be on May 9, 2016 and to pay dividend on May 23, 2016.

After giving opportunities for shareholders to ask questions and express opinions, (there were none), 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	34,310,120	votes
Disapproved	0	votes
Abstain	0	votes

Agenda 5 To appoint new directors to replace those who are 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 was 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 are:

1. Mr. Prakit Apisarnthanarax Director
2. Mr. Pichai Charnsupharindr Independent Director
3. Mr. Phisal Prahasdangkura Director

The Board of Directors proposed the 3 Thai directors whose terms had expired be re-elected.

After giving opportunities for shareholders to ask questions and express opinions, (there were none), The Secretary, therefore, proposed that the Meeting consider the resolution.

Resolution The Meeting resolved to re-elect the directors whose terms had expired as follows:

1. Mr. Prakit Apisarnthanarax
Approved 34,310,120 votes
Disapproved 0 votes
Abstain 0 votes
2. Mr. Pichai Charnsupharindr
Approved 34,310,120 votes
Disapproved 0 votes
Abstain 0 votes
3. Mr. Phisal Prahasdangkura



Approved	34,310,120	votes
Disapproved	0	votes
Abstain	0	votes

Agenda 6 To approve the remuneration of the Company directors.

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

1. Mr. Phisal Prahasdangkura, director and vice president, an amount of Baht 1,200,000.00 per year.
2. Mr. Preecha Chaochotechuang, director and executive marketing consultant, an amount of Baht 1,440,000.00 per year.
3. Mr. Vichien Nakintanond, director, an amount of Baht 360,000.00 per year.
4. Mr. Sommanous Na Bangchang, independent director and Audit Committee member with finance and accounting knowledge, an amount of Baht 200,000.00 per year.

Moreover, the company will pay a meeting allowance amounting to Baht 10,000.00 per time to each Audit Committee Member and Independent Director who attends the Audit Committee Meeting and shareholders meeting.

The Board of Director thoroughly considered the remuneration and proposed to pay 2016 remuneration and meeting allowance at the same rate as last year.

After giving opportunities for shareholders to ask questions and express opinions, (there were none), The Secretary, therefore proposed that the Meeting consider the resolution.

Resolution The Meeting resolved to approve the remuneration of Company’s directors as proposed as follows :

Approved	34,310,120	votes
Disapproved	0	votes
Abstain	0	votes

Agenda 7 To appoint an auditor and determine the auditing fee for 2016.

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 Fakfaipol, Certified Public Accountant (Thailand) No 4879 of Bunchikij Co.,Ltd. as auditor of the Company of the year 2016 with the remuneration in the amount of Baht 660,000.00 as the total fee.

In addition, in year 2016 Bunchikij Co.,Ltd. is also recommended to be the Auditor of its subsidiaries, Prakit Advertising Limited and Marketing Drive Worldwide (Thailand) Limited by proposed total audit fee amounting to 510,000.00 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, there were none), The Chairman of the Audit Committee, therefore, proposed that the Meeting consider the resolution.

Resolution The Meeting resolved that the Company's auditor in 2016 and the remuneration be approved with the following votes :

Approved	34,310,120	votes
Disapproved	0	votes
Abstain	0	votes

Agenda 8 Other business.

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

Before closing the meeting, Mr.Pramote Ruengsarb, proxy from the Thai Investors Association asked about the good corporate governance policy, especially joining the Collective Action Conation Against Corruption - CAC.

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

Since there were no comments or further questions, the Chairman thanked all for attending and closed the meeting.

The Meeting adjourned at 03:30 p.m.

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Mr. Prakit Apisarnthanarax
Chairman of Board