



**(Translation)**

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

The Meeting held on April 25, 2016 from 2.00 p.m. at the Company office, 88 Soi Sukhumvit 62 section 3, Sukhumvit road, Bangchak, Prakanong, Bangkok.

Directors Attending the Meeting

- |                                |  |
|--------------------------------|--|
| 1. Mr. Prakrit Apisarnthanarax | Chairman of Board                                    |
| 2. Mr. Phisal Prahasdangkura   | Director   |
| 3. Mr. Apirak Apisarnthanarak  | Managing Director and 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

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| Mr. Thanakorn Fakfaipol | Bunchikij Co.,Ltd. |
|-------------------------|--------------------|

Internal Audit Attending the Meeting

- |                       |                                   |
|-----------------------|-----------------------------------|
| Mr. Thanadol Raksapol | Thirty-Four Audit Office Co.,Ltd. |
|-----------------------|-----------------------------------|

Inspector

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

The Secretary reported prior to proceeding the Meeting that :

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

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 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 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 there 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 Sukhumvit 62 Medical Limited., 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 eliminated by 35.41% (equal to the stake we hold in Sukhumvit 62 Medical Limited.) 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, couple 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 Plc. 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 construct the hospital building within this year. Our company invests 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 get approval from this meeting accordingly.

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 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 opinion but there is no 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, 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 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 year 2015, there are net operating profit of the Company amounted 50.13 million baht, net gain from sales of investment property (land) amounted 64.87 million baht and share of profit from investment in associated companies amounted 1.19 million baht, totally 116.49 million baht. Board



propose the Shareholders' meeting to approve the dividend payment from the Company 2015 net operating profit and part of net gain from sales of investment property (land) at the rate of Baht 1.00 per shares (which calculated from 54,200,000 shares not included Treasury Stock 5,800,000 shares), totally Baht 54,200,000 or 108% of the Company 2015 net operating profit. (The dividend payment for year 2014 was Baht 0.80 per share or 93.63% of the Company operating 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 9, 2016 and to pay dividend on May 23, 2016.

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	34,310,120	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 :

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|--------------------------------|----------------------|
| 1. Mr. Prakrit Apisarnthanarax | Director             |
| 2. Dr. Pichai Charnsupharindr  | Independent Director |
| 3. Mr. Phisal Prahasdangkura   | 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. Prakrit Apisarnthanarax |            |       |  |
| Approved                       | 34,310,120 | votes |  |
| Disapproved                    | 0          | votes |  |
| Abstain                        | 0          | votes |  |
| 2. Dr. 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 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 amounted 600,000 Baht per year and vice president amounted 600,000 Baht per year.
2. Mr. Preecha Chaochotechuang, director amounted 600,000 Baht and executive marketing consultant amounted 840,000 Baht 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 and Annual General Shareholder Meeting.

The Board of Director thoroughly considered the remuneration and propose to pay 2016 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	34,310,120	votes
Disapproved	0	votes
Abstain	0	votes

Agenda 7 To appoint 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 and there is no other fee (Year 2015 remuneration was Baht 620,000.00).

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 propose total audit fee amounted 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 but there is no question. The Chairman of Audit Committee, therefore, proposed that the Meeting consider the resolution.



# Prakit Holdings Public Company Limited

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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 other issues, but there was none.

Before closing the meeting, Mr.Pramote Ruengrarp, 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 produce TVC for Anti-Money Laundering Officer and other government organizations.

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

The Meeting adjourned at 03:30 p.m.

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Mr. Prakrit Apisarnthanarax  
Chairman of Board