



TRANSLATION

April 5, 2017

Re : Annual General Meeting of Shareholder # 31

To : Shareholders of Prakit Holdings Public Company Limited.

Attachments :

1. Copy of minutes of the 30th Annual General Meeting of Shareholders.
2. 2016 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. Profile of the auditor.
5. Company's articles of association regarding the general meeting of shareholders.
6. Map of AGM venue.
7. Condition, procedures and proxy granting for registration.
8. Proxy form B
9. List of the Company's independent directors for proxy granting in the 2017 AGM.

The Board of Directors' Meeting of Prakit Holdings Public Company Limited has resolved to call the 31st Annual General Meeting of Shareholders on April 21, 2017, 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 2016 Annual General Meeting of Shareholders # 30 held on April 25, 2016.**

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 2016.**

Objective and reason : For the shareholders to acknowledge the 2016 operating performance. (Please see attachment 2)

Board's opinion : After Board consideration, the 2016 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, 2016.**

Objective and reason : For the shareholders to approve the audited financial statements for the year ended December 31, 2016 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, 2016 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, 2016.**



Objective and reason : The summary of the 2016 company and its subsidiary, Net operating profit is amounting to 54.89 million baht (included Share of profit from investments in joint venture and associated companies amounted 1.32 million baht). There is no accumulated loss brought forward. Pursuant to Article 34 of the Company’s Articles of Association, the Company can pay dividend to shareholders. Moreover, to comply with Section 115 of the Public Limited Company Act B.E.2535, the legal reserve of the Company has reached to 10% of paid up capital or 10 million baht. The Company has the policy to pay dividend at the rate of not less than 60% of the net operating profit.

Detail information of dividend payment date during the past 3 years:

Detail dividend payment	Year 2015	Year 2014	Year 2013
Dividend payment /Share (baht)	1.00	0.80	1.00
Percentage of dividend payment/Net Operating profit	108.12%	93.63%	77.13%

Board’s opinion : After Board consideration, Board propose the Shareholders’ meeting to approve the dividend payment to shareholders detail as follows :

1. No legal reserve appropriation because the Company’s legal reserve has reached the amount required by laws.
2. To pay stock dividend by the Company’s ordinary shares in the amount not exceeding of 5,495,480 shares at par value of 1.00 baht each, to the Shareholders of the Company in the ratio of 10 current shares per 1 dividend share in the total amount not exceeding of 5,495,480.00 baht or shall be calculated in convert to 0.10 baht per share. In order that any share hold the invisible share remaining after the allocation, the dividend aforesaid should be paid by cash rather than the stock dividend at the rate of 0.10 baht per share.
3. To pay dividend by cash at the rate of 0.10 baht per share, or the total amount not exceeding of 5,495,480.00 baht.

The total dividend payment will be 0.20 baht per share which is in the total amount of 11 million baht, and all dividend shall be deducted for withholding tax at the rate that specified by laws.

The record date for determining the shareholders who have the right to receive the dividend payment shall be May 4, 2017 and to pay dividend on May 19, 2017.

Agenda 5 : **To approve the allocation of the Company’s registered capital increment, which has not yet been issued and paid up, in order to reserve funds for the stock dividend**

Objective and reason : At present the company has authorized capital in the amount of 94,438,800 baht which is equal to 94,438,800 shares. The issued and fully paid up capital amounts to 54,954,800 baht, which is equal to 54,954,800 shares. Moreover, the Company had registered a capital increment on 11 February 1993, which has to date not been issued and paid up, in the amount of 39,484,000 shares. These shares can be reserved for the stock dividend.

Board’s opinion : After due consideration, the Board proposes to the shareholders’ meeting to approve the allocation of the Company’s registered capital increment, which have not been issued and paid up, to an amount not exceeding 5,495,480 shares, as reserve for the stock dividend.



Agenda 6 : 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 2017, there are 3 directors are due to retire by rotation, namely:

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|--------------------------------|--|
| 1. Mr. Manoon Pahirah | Independent Director and Audit Committee |
| 2. Mr. Preecha Chaochotechuang | Director |
| 3. Mr. Apirak Apisarntharak | Managing Director |

Due to the Company has not yet appointed the Nomination Committee, the Board, with the exception of the directors who have conflict of an interest has considered their qualifications, experience and skill including personal evaluation.

Besides, the Company had provided an opportunity to shareholders to propose agenda for the meeting and nominate qualified persons to be elected as directors, in advance on the Company's website at www.prakit.com during November 1st – December 31st 2016.

However, no shareholders had proposed an agenda or nominated persons to be elected as directors.

(Profile of the candidates to be selected as new directors are in attachment 4)

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 7 : 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 2016, 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 and AGM Meeting.



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

Board's opinion :

After Board consideration, Board propose to pay 2017 remuneration and meeting allowance the same as year 2016.

Agenda 8 :

To appoint auditor and determine the auditing fee for 2017.

Objective and reason :

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 5 years as external auditors of the Company for the year 2017 with the remuneration in the amount of Baht 660,000.00, there is no other fee (Year 2016 remuneration was Baht 660,000.00 and no other fee).

In addition, in 2017 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 510,000.00 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 2017 with the remuneration in the amount of Baht 1,170,000.00. (Each auditor's profile are show in Attachment 4)

Agenda 9 : 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 9 or grant to other person.

For more convenience in registration, please fill up and sign the proxy (Attachment 8) and send to us with the requested documents in attachment 7 at lease one day before meeting date or present at the meeting.

Your truly,

Prakit Holdings Public Company Limited.

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.