



## TRANSLATION

April 2, 2019

Re : Annual General Meeting of Shareholder # 33

To : Shareholders of Prakit Holdings Public Company Limited.

Attachments :

1. Copy of minutes of the 32<sup>nd</sup> Annual General Meeting of Shareholders.
2. 2018 Annual Report in QR Code.
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 2019 AGM.
10. QR Code Download Procedures for the 2018 Annual Report

The Board of Directors' Meeting of Prakit Holdings Public Company Limited has resolved to call the 33<sup>rd</sup> Annual General Meeting of Shareholders on April 25, 2019, starting 14:00 hrs. at the Company office, 88 Soi Sukhumvit 62 section 3, Phra Khanong Tai, Phra Khanong, Bangkok, to consider the following agenda :

**Agenda 1 :** **To certify the minutes of the 2018 Annual General Meeting of Shareholders # 32 held on April 25, 2018.**

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 2018.**

Objective and reason : For the shareholders to acknowledge the 2018 operating performance. (Please see attachment 2 )

Board's opinion : After Board consideration, the 2018 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, 2018.**

Objective and reason : For the shareholders to approve the audited financial statements for the year ended December 31, 2018 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, 2018 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, 2018.**

Objective and reason :

The summary of the 2018 company and its subsidiary, Net operating profit is amounting to 74.89 million baht (included Share of profit from investments in joint venture and associated companies amounted 0.49 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 2017	Year 2016	Year 2015
Dividend payment /Share (baht)	0.80	0.10	1.00
Stock Dividend (Share)	-	10:1	-
Percentage of dividend payment/Net Operating profit	83.30%	-	108.12%

For year 2017, dividend payment ratio has not been calculated due to Company paid both cash and stock dividend.

Board's opinion :

After Board consideration, Board propose the Shareholders' meeting to approve the dividend payment at the rate of 0.90 baht per share, or the total amount not exceeding of 54,405,235.80 or 72.64% of Net Profit.

The record date for determining the shareholders who have the right to receive the dividend payment shall be May 7, 2019 and to pay dividend on May 22, 2019.

**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 2019, there are 3 directors are due to retire by rotation, namely:

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

(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 :**

Objective and reason :

**To approve the remuneration of the Company’s directors.**

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 2018 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 Nak-intanond, director amounted Baht 360,000.00 per year.

Mr.Preecha Chaotechuang, 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.

**Agenda 7 :**

Objective and reason :

**To appoint auditor and determine the auditing fee for 2019.**

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 which has audited for 4 years or Mrs. Suwanee Kittipanya-ngam Certified Public Accountant (Thailand) No.2889 or Mr.Thanakorn Fakfaipol, Certified Public Accountant (Thailand) No.4879 which have audited for 3 years of Bunchikij Co., Ltd as external auditors of the Company for the year 2019 with the remuneration in the amount of Baht 790,000.00, there is no other fee (Year 2018 remuneration was Baht 790,000.00 and no other fee).

In addition, in 2019 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 580,000.00 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 also appoint Bunchikij Co.,Ltd. to be external auditor of its subsidiaries for the year 2019 with the remuneration in the total amount of Baht 1,370,000.00.

(Each auditor’s profile is show in Attachment 4)



**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 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 least one day before meeting date or present at the meeting.**

Your truly,  
Prakit Holdings Public Company Limited.

Prakit Apisarntharax  
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, Phra Khanong Tai, Phra Khanong, Bangkok 10260 or fax to 662 3328541 or e-mail address : [linda@prakit.com](mailto: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, Phra Khanong Tai, Phra Khanong, Bangkok 10260 or fax to 662 3328541 or e-mail address : [linda@prakit.com](mailto:linda@prakit.com).