

Agenda 3 To approve the Company's audited financial statements for the year ended December 31, 2022

Objective and reason For the shareholders to approve the audited financial statements for the year ended December 31, 2022 which have already been certified by the Company's Audit Committee. (Please see in "Financial Statements" in the Annual Report or in attachment 2)

Board's opinion After the Board's consideration, the audited financial statements for the year ended December 31, 2022 which have already been reviewed by the Company's Audit Committee and certified by Board of Director 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, 2022

Objective and reason According to the Statement of Comprehensive Income of 2023, the Company had profit from recurring action after tax of 3.12 million baht, share of loss from joint ventures and associated companies of 49.83 million baht, gain on sales of other non-current financial assets of 7.88 million baht, net loss for the year in an amount of 38.83 million baht. 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 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	2021	2020	2019
Dividend payment /Share (baht)	0.60	0.40	0.60
Stock Dividend (Share)	-	-	-
Percentage of dividend payment/ Net Operating profit	159.81	109.38	67.50

Board's opinion In 2022, the Company had loss from investment in an associated company but it had retained earnings as of December 31, 2023 at the amount of 583.6 million baht. Thus, the Board considered and proposed the Shareholders' meeting to approve the dividend payment at the rate of 1 baht per share, or the total amount not exceeding of 60,450,262 baht from Retained earnings subject to 20% tax.

The record date for determining the shareholders who have the right to receive the dividend payment shall be May 8, 2023, and to pay dividend on May 23, 2023.

Agenda 5

Objective and reason

Appoint new directors to replace those retiring by rotation

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 the Annual General Meeting of Shareholders for 2023, there are 3 directors who are due to retire by rotation, namely:

1. Mr. Preecha Chaochotechuang Director
2. Mr. Apirak Apisarntharak Director
3. Dr. Sukanya Nitungkorn Independent Director

As the Company has not yet appointed a Nomination Committee, the Board, besides the Company, have provided an opportunity to shareholders to nominate qualified persons to be elected as directors in advance of the Shareholders Meeting. This was offered on the Company's website at www.prakit.com during the period October 10, 2022 to December 31, 2022. However, no shareholders have proposed an agenda or nominated any persons to be elected as directors. Therefore, the Board, (with the exception of the three directors who have retired), has considered these Directors qualifications, work experience and skill including a personal evaluation.

Board's opinion

After the Board's consideration, the Board recommends to re-elect all 3 directors retiring by rotation as their knowledge, skills and work experience are suitable and beneficial for the Company, as well as the Independent Director, who is knowledgeable and capable of performing her duties and expressing independent opinions and is qualified according to the laws and requirements about independent directors.

Agenda 6

Objective and reason

Approve the remuneration of the Company's directors

Remuneration for Company Directors Policy: 1) Pay compensation according to their assigned duties 2) Directors who are employees and receive regular salary payments are not eligible for other remuneration 3) Independent Directors are remunerated in the form of meeting allowances for the number of meetings attended. The remuneration to the Company

directors who did not receive monthly salary payment in 2022 and 2023 are as follow:

Name and Position	Baht/year	
	2022	2023
Mr. Phisal Prahasdangkura		
Director	600,000	600,000
Executive Vice Chairman	600,000	600,000
Total	1,200,000	1,200,000
Mr. Preecha Chaochotechuang		
Director	600,000	600,000
Senior Marketing Consultant	840,000	840,000
Total	1,440,000	1,440,000
Mr.Vichien Nak-intanond		
Director	600,000	600,000

Additionally, the company paid meeting allowances in the amount of 15,000 baht per time to Audit Committee Members and Independent Directors who attend the Audit Committee Meeting and the AGM Meeting. There is no other remuneration.

Board's opinion

After the Board's consideration, Board recommends to pay direct remuneration to the Company directors who did not receive a monthly salary at an identical rate and increase the meeting allowance for Audit Committee Members and Independent Directors who attend the Audit Committee Meeting and AGM.

Agenda 7

Objective and reason

Appoint auditor and determine the auditing fee for 2023

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 Bunchikij Co.,Ltd. to be external auditor of the Company. The name of the proposed auditors are as follows:

Auditor Name	CPA No.	Audit year
Mr. Pornchai Kittipanya-ngam	2778	7 years
Mr. Thanakorn Fakfaipol	4879	3 years
Ms.Saleela Puttjarungvong	6817	1 years

And Board proposes the audit fee in the amount of 915,000 baht for year 2023, no other fee, for the Company and the audit fee in the amount of 652,000 baht for year 2023, no other fee, for its subsidiaries, Prakit Advertising Limited and Marketing Drive Worldwide (Thailand) Limited. The proposed audit fee for 2023 is at the same rate as in 2022. The Board of Directors will supervise that the financial statements can be prepared in a timely manner.

Bunchikit Co., Ltd. has no relationship or transactions that may cause a conflict of interest with the Company, its subsidiaries, executives, major shareholders or any person related.

Board's opinion

The Board has considered and recommends that the Shareholders' meeting appoint 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 2023, namely:

Auditor Name	CPA No.	Audit year
Mr. Pornchai Kittipanya-ngam	2778	7 years
Mr. Thanakorn Fakfaipol	4879	3 years
Ms.Saleela Puttjarungvong	6817	1 years

And approve the audit fee in the amount of 1,567,000 baht with no other fee.

The Auditor's profile is in attachment 4.

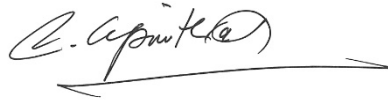
Agenda 8

Other matter (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 directors as listed in attachment 9 or grant to another person. (Dr. Pichai Charnsupharindr and Mr. Bhawat Yupabhorn)

The Company has prepared a proxy form for the meeting herewith. (Attachment 8). Please complete and sign the proxy form with seal (if any) and return it to the company, along with documents or evidence required for attending the shareholders' meeting as per Enclosure 7 at least 1 day prior to the meeting date, for orderly preparation of the meeting. The shareholders can submit such proxy form to the Chairman of the Board or the person designated by the Chairman at the meeting venue prior to attending the meeting.

By the resolution of the Board of Directors



(Mr. Prakrit Apisantharax)

President

- Note
1. Shareholders who want the printed Annual Report, please send a letter of request to: Prakrit Holdings Public Co., Ltd. 88 Soi Sukhumvit 62 section 3, Phra Khanong Tai, Phra Khanong, Bangkok 10260 or e-mail address: rakchanok@prakit.com
 2. Shareholders who have any query on the meeting agenda, please send the question in advance to: Prakrit Holdings Public Co., Ltd. 88 Soi Sukhumvit 62 section 3, Phra Khanong Tai, Phra Khanong, Bangkok 10260 or e-mail address: rakchanok@prakit.com or the Company's website: www.prakit.com