



(Translation)

**The Minute of Annual General Meeting of Shareholders # 34
Prakit Holdings Public Company Limited**

The Meeting held on April 24, 2020 from 2.15 p.m. at the Company office, 88 Soi Sukhumvit 62 section 3, Sukhumvit road, Prakanongtai, Prakanong, Bangkok.

Directors Attending the Meeting

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| 1. Mr. Prakrit Apisarnthanarax | Chairman of 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 Representative Attending the Meeting

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| Ms. Saleela Putthicharoenwong | Bunchikij Co., Ltd. |
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Voting Inspector

- | | |
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| Mr. Chatree Shayakul | 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 24, 2020, the Company has 1,225 shareholders comprising a paid-up capital of 60,450,262 shares. There were 10 shareholders and 27 representatives by proxy present, totaled 37 attendees representing 34,228,075 shares, or 56.62 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 2019 Annual General Meeting of Shareholders#33 held on April 25, 2019.

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 the Meeting was opened for questions from the floor, there is no question.

The Secretary, therefore, proposed that the Meeting consider the resolution.

Resolution The Meeting resolved that the Minutes of the 2019 Annual General Meeting of Shareholders held on April 25, 2019 be certified with the following votes :

Approved	34,228,075	votes
Disapproved	0	votes
Abstain	0	votes
Voided bullet	0	votes

Agenda 2 To certify the Company operation results and the Board of Directors report for the year 2019.

The Chairman : Like the rest of the world, Thailand's economy in 2019 was in a regression mode. In 2018, the world economy increased by 3.6% while Thailand's economic growth was 4.1%. However, in 2019 the world GDP was just 3.0%, whereas Thailand's was 2.4%. This shows that the economies of both the world and Thailand had started to decline. The main cause is the trade war between the USA and China. With neither side giving any quarter, the knock-on effect was felt around the world. With such turbulence in the world economy, trade estimates had to be downsized, causing countries to miss their export targets, resulting in belt-tightening measures in order to ensure survival.

In 2020 the world is still facing problems which have arisen and will cause continuing upheaval. In Thailand this will be a year of great concern for several reasons. Firstly, there are still no signs of positive improvements from the USA and China trade war. Secondly there is the internal problem Thailand faces from an ongoing severe drought which has reduced crop yields and made off-season cultivation impossible. Last, but certainly not least, is the spread of the Corona Virus or COVID 19. Although the Chinese Government acted quickly by banning Chinese people from traveling abroad and closing down entire cities, COVID-19 has nonetheless spread rapidly to many countries around the world. Thailand is no exception.

The Thai government has already put many measures in place to help keep the number of cases to a bare minimum. However, these measures, plus travel bans by many other countries around the world will have a severe effect on the Thai economy. Annually Thailand attracts some 40 million tourists. This will all but dry up causing a roll-on effect in popular tourist destinations, hotel accommodation, tour groups and restaurants, to name but a few. Already we can see that major retail centers, restaurants and entertainment venues are attracting fewer and fewer people. Even Bangkok's traffic jams have eased as people stay at home ! The financial impact will be as enormous as the Tom Yum Kung crisis of 1997. The only positive sign is that some experts are predicting that COVID-19 could start to come under control by July. If this is the case we can be optimistic that the Thai economy will expand in quarters 3 and 4 of this year, resulting in a GDP growth in 2020 of between 1.00% - 2.4%.

During the past year, the advertising business in Thailand was as problematic as the economy. Due to the economic recession, clients reduced spending on advertising, events and public relations. The advertising industry depends on the country's economic situation. If the economy is healthy, advertising blooms. In times of recession, clients normally cut their advertising budgets first. However, thanks to our hard work and efforts, our company achieved a good turnover and made a profit for the year 2019. The amount is 53.73 million baht. The Board of Directors have therefore approved a dividend payment at 60 satang per share, equivalent to a net profit of 67.50% which will propose to Shareholders for approval in Agenda 4.



In regard to the Ruamjai Rak Hospital, construction is proceeding according to schedule. All of the foundation piling work has been completed, so we are currently in the process of selecting a contractor. The construction is expected to be completed within 24 months so that we will be ready for operation in 2022. We are confident that the Ruamjai Rak Hospital investment will provide long term, positive results for shareholders. We are able to invest in this project with funds accumulated by the company over the past years so there was no need for fund-raising or bank loans.

In conclusion; 2020 will be a challenging year in Thailand. With some ongoing residual global economic problems and the COVID19 virus, every business will face hardships. However, with the focus of attention for a solution being a top priority amongst the world's leading experts, we hope this pandemic will be controlled by midyear, so that the global and Thailand economies can start to recover in quarters 3 and 4.

Although 2020 is a difficult year for the Thai economy, we will continue our efforts to overcome this obstacle so that it has minimum impact. We encountered similar obstacles in 1997 and we were able to overcome. With full cooperation and teamwork we remain confident that we will be able to lead our company through this crisis, in the same positive way.

Moreover, Mr. Apirak Apisarnthanarak, Managing Director reported to the shareholders that in year 2019, the overall advertising business is stable, no increase. Only online media is 15.8% growth and expected to increase 20% in this year due to COVID-19 situation change consumer behavior. The Company has already prepared media online team more than 5 years to serve online media.

For the past year, our clients spent the advertising budget, especially in the second half of the year which made us achieved a good turnover. The Company also set up content production house to produce some online content, which can serve more customers' needs in digital advertising. In addition, there is Reginal Digital team, to specially serve clients which want to advertise online media in Indochina. However, the world economic declined and the spread of COVID-19, it is a challenge to the Company by setting various policies to enable to overcome this crisis. And the company still has good news that the company can get more new clients, such as the Tourism Authority of Thailand, Macau Tourism, Cocoburi.

After the Meeting was opened for questions from the floor,

Mr. Yutana Worarit, a shareholder asked about the Company income from service decreased due to the customer behavior changing to use more internet or not ? And how does the company have a solution to this problem?

Mr. Apirak Apisarnthanarak, Managing Director answered that:

The revenue decreased from both agency commission and agency service revenue. Clients might understand that digital media spent less advertising budget but the selling revenue in some areas also decreased. In the meantime, the Company tried to increase income such as setting up content production house, reginal digital team.

Mr. Yutana Worarit inquired further that :

The Ruamjairak hospital project which expected to open in mid of 2022, how many years from the date of commencement of operations will the hospital generate profit?

Mr. Prakit Apisarnthanarak, chairman answered that :

The breakeven point of this project is in 5 years.

Mr. Kitti Kasivithayanant, shareholder asked about there are many negative factors, including the spread of COVID-19 and economic recession, what is the company policy to increase revenue and reduce expense.



Mr. Prakit Apisarnthanarax, chairman answered that the Company try to find more new clients. We ever faced the same as this crisis in year 1997 and all employees have reduced their 10 – 15% salaries since April to December this year. If the Company business revives, employees will be refunded the deducted amount. The company should be able to survive because the company has no interest burden.

There is no more 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 2019 be certified.

Agenda 3 To approve the Company’s audited financial statements for the year ended December 31, 2019.

The Secretary reported that the Company’s audited financial statements for the year ended December 31, 2019 were already distributed to Shareholders with the invitation letter and have been certified by Audit Committee.

After the Meeting was opened for questions from the floor,

Ms. Chayanuch Kanhapakorn, proxy asked about noncurrent asset, program, there is few value, is it obsolete? And does the Company have any improvement plan?

Ms. Wichuda Grairithikul, CFO and Company secretary answered that software program are accounting software and the Font license for design work, there is no expired date.

Ms. Chayanuch Kanhapakorn, proxy inquired further that :on May 27, 2020, the Personal Information Protection Act will come into effect. How does it affect the company ?

Mr. Apirak Apisarnthanarak, Managing Director answered that the information that the company currently uses is information that the company buys from a company that is subsidiary of foreign company which already complies with this ACT.

There is no more 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, 2019 be approved with the following votes :

Approved	34,228,075	votes
Disapproved	0	votes
Abstain	0	votes
Voided bullet	0	votes



Agenda 4 To approve the allocation net profit and dividend payment for the year ended December 31, 2019.

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. The Company has the policy to pay dividend at the rate of not less than 60% of the net operating profit. For the dividend payment for the year ended December 31, 2019, Board propose the Shareholders' meeting to approve the cash dividend payment to shareholders at the rate of 0.60 baht per share, the total amount not exceeding of 36,270,157.20 baht or 67.50 % of net profit.

The date for determining the shareholders who have the right to receive the dividend payment shall be May 7, 2020 and to pay dividend on May 22, 2020.

After the Meeting was opened for questions from the floor, 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	34,228,075	votes
Disapproved	0	votes
Abstain	0	votes
Voided bullet	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 :

1. Mr. Manoon Pahirah	Independent Director
2. Mr. Preecha Chaochotechaung	Director
3. Mr. Apirak Apisarnthanarak	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 October 30th – December 31st 2019.

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

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

After the Meeting was opened for questions from the floor, 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. Manoon Pahirah
Approved 34,226,975 votes
Disapproved 1,100 votes
Abstain 0 votes
Voided bullet 0 votes
2. Mr. Preecha Chaochotechaung
Approved 34,228,075 votes
Disapproved 0 votes
Abstain 0 votes
Voided bullet 0 votes
3. Mr. Apirak Apisarntharak
Approved 34,228,075 votes
Disapproved 0 votes
Abstain 0 votes
Voided bullet 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 2020 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 :

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|---------------|------------|-------|
| Approved | 34,228,075 | votes |
| Disapproved | 0 | votes |
| Abstain | 0 | votes |
| Voided bullet | 0 | votes |



Agenda 7 To appoint auditor and determine the auditing fee for 2020.

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 (who has audited our financial statement for 4 years) or Mrs. Suwanee kittipanya-ngam, Certified Public Accountant (Thailand) No 2899 or Ms. Saleela Putthicharoenwong, Certified Public Accountant (Thailand) No 6817 of Bunchikij Co.,Ltd. as auditor of the Company of the year 2020 with the remuneration in the amount of Baht 841,200.00 and there is no other fee (Year 2019 remuneration was Baht 790,000.00).

In addition, in year 2020 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 604,800.00 baht (Year 2019 remuneration was Baht 580,000.00).

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.

Resolution The Meeting resolved that the Company’s auditor in 2020 and the remuneration be approved with the following votes :

Approved	34,228,075	votes
Disapproved	0	votes
Abstain	0	votes
Voided bullet	0	votes

Agenda 8 Other business.

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

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. Prakit Apisarnthanarax
Chairman of Board