



## TRANSLATION

April 1, 2022

Re : Annual General Meeting of Shareholders # 36

To : Shareholders of Prakit Holdings Public Company Limited.

Attachments :

1. Copy of minutes of the 35<sup>th</sup> Annual General Meeting of Shareholders.
2. 2021 Annual Report in QR Code.
3. Profile of the Candidates to be elected as new Directors, the Company's definition of Independent Director and Candidate proposed to be elected as additional 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 2022 AGM.
10. QR Code Download Procedures for the 2021 Annual Report

The Board of Directors' Meeting of Prakit Holdings Public Company Limited has resolved to call the 36<sup>th</sup> Annual General Meeting of Shareholders on April 25, 2022, starting 14:30 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 2021 Annual General Meeting of Shareholders # 35 held on April 26, 2021.**

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 by the Shareholders' meeting.

**Agenda 2 :** **To acknowledge the Company operating results and the Board of Directors report for the year 2021.**

Objective and reason : For the shareholders to acknowledge the 2021 operating performance. (Please see Attachment 2)

Board's opinion : After Board consideration, the 2021 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, 2021.**

Objective and reason : For the shareholders to approve the audited financial statements for the year ended December 31, 2021 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, 2021 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, 2021.**

Objective and reason : The summary of the 2021 company and its subsidiary Net Profit :

Amount in million baht	
Profit attributable to the Company's shareholders	27.15
Plus Share of Profit (Loss) from investments in joint venture and associated companies	(4.30)
Plus Gain on sales of other non-current financial assets	4.31
Net profit for the year	27.16

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 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 2020	Year 2019	Year 2018
Dividend payment /Share (baht)	0.40	0.60	0.90
Stock Dividend (Share)	-	-	-
Percentage of dividend payment/Net Operating profit	109.38	67.50	73.12

Board’s opinion : After Board consideration, Board propose the Shareholders’ meeting to approve the dividend payment at the rate of 0.60 baht per share, or the total amount not exceeding of 36,270,157.20 or 159.81 % of Net Operating Profit.

The record date for determining the shareholders who have the right to receive the dividend payment shall be May 6, 2022, and to pay dividend on May 23, 2022.

**Agenda 5 :** **To appoint new directors to replace those 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 the Annual General Meeting of Shareholders for 2022, there are 3 directors who are due to retire by rotation, namely:



1. Mr. Prakrit Apisarntharak Director
2. Mr. Pichai Charnsupharindr Independent Director
3. Mr. Phisal Prahasdangkura 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](http://www.prakit.com) during the period October 12th – December 31st, 2021. 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.

(Profile of the candidates to be elected as new directors are in attachment 3)

Board's opinion : After Board consideration, 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 has completed directorship duties for more than 9 years, and is knowledgeable and capable of performing his duties and expressing independent opinions.

**Agenda 6 :** **Increase the number of Board Directors and propose the appointment of a new director.**

Objective and reason : The Board of Directors is made up of qualified persons with knowledge, abilities and expertise in various fields that are beneficial to the Company's business operations. This ensures competence when it comes to driving the company's business in accordance with the vision, mission, strategic plan and company policy.

Board's opinion : After Board consideration, it is proposed to the shareholders' meeting to consider and approve the addition of one more director to ensure that the Company's business operations are in accordance with the vision, mission, strategic plans and policies as outlined. Therefore, the proposal is to appoint Mr. Bhawat Yupabhorn who is a person with the relevant experience, knowledge, abilities and expertise which will be beneficial to the business of the company. (The profiles, qualifications, and experience of all nominated persons for Director are shown in Enclosure 3)

**Agenda 7 :** **To approve the remuneration of the Company's directors.**

Objective and reason : 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.

In year 2021 the Company has paid remuneration to the Company directors who did not receive monthly salary payment as follows:



Mr.Phisal Prahasdangkura : 600,000.00 baht in Directors Fees and 600,000.00 baht for the role of Executive Vice Chairman, totaling 1,200,000.00per year.

Mr.Vichien Nak-intanond: 360,000.00 baht per year in Directors Fees.

Mr.Preecha Chaochotechuang: 600,000.00 baht in Directors Fees and 840,000.00 baht for the role of Senior Marketing Consultant, totaling 1,440,000.00 per year.

Mr.Sommanous Na Bangchang:120,000.00 baht per year as an Audit Committee member and person with accounting and finance expertise.

Additionally, the company paid meeting allowances in the amount of 10,000.00 Baht per time to Audit Committee Members and Independent Directors who attend the Audit Committee Meeting and the AGM Meeting.

For year 2022, the Board propose to adjust director remuneration for directors who do not get the monthly salary payment from the Company in order for them to receive identical payments as follows:

		Amount in baht
Name	Director Remuneration	Note
Mr.Phisal Prahasdangkura	600,000.00	Same as last year
Mr.Vichien Nak-intanond	600,000.00	Increased from 360,000.00
Mr.Preecha Chaochotechuang	600,000.00	Same as last year

In addition, the Board propose to pay compensation for their assigned work as follows:

		Amount in baht
Name	Assigned Work	Director Remuneration
Mr.Phisal Prahasdangkura	Vice President	600,000.00
Mr.Preecha Chaochotechuang	Executive marketing consultant	840,000.00

For Mr.Sommanous Na Bangchang, member of Audit Committee passed away on January 31<sup>st</sup>, 2022, the Company paid 20,000.00 baht for his director remuneration.

Also, the Board proposes to approve paying meeting allowance in the amount to Baht 15,000.00 per time to Audit Committee Member and Independent Director who attends the Audit Committee Meeting and Annual General Shareholder Meeting. This is an increase of 5,000 baht from year 2021 rate of 10,000.00 baht per meeting.



**Board's opinion :** After Board 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 from 10,000 Baht to 15,000.00 Baht per time for Audit Committee Members and Independent Directors who attend the Audit Committee Meeting and AGM.

**Agenda 8 :** **To appoint auditor and determine the auditing fee for 2022.**

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

Auditor Name	CPA No.	Audited year
Mr. Pornchai Kittipanya-ngam	2778	7 years
Mr. Thanakorn Fakfaipol	4879	3 years
Ms.Saleela Puttjarungvong	6817	0 year

And Board proposes the remuneration in the amount of Baht 915,000.00 for year 2022. There is no other fee ,(Year 2021 remuneration was Baht 880,000.00 and no other fee).

In addition, in 2022 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 of 652,000.00 baht. Year 2021 remuneration was Baht 628,000.00 and no other fee.

**Board's opinion :** After Board consideration, Board 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 2021 with the remuneration in the amount of Baht 1,567,000.00.  
(Each auditor's profile is 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 directors as listed in attachment 9 or grant to another person.**



## Prakit Holdings Public Company Limited

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**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 the meeting date or present the form at the meeting.**

Your truly,  
Prakit Holdings Public Company Limited.

Prakit Apisarnthanarax  
President

- Note : 1. Shareholders who want the printed Annual Report, please send a letter of request 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 the 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).