



(Translation)

**The Minute of Annual General Meeting of Shareholders # 35
Prakit Holdings Public Company Limited**

The Meeting held on April 26, 2021 from 2.40 p.m. at the Company office, 88 Soi Sukhumvit 62 section 3, Sukhumvit road, Prakanongtai, Prakanong, Bangkok.

Directors Attending the Meeting

- | | |
|--------------------------------|--|
| 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. Sommanous Na Bangchang | Independent Director and Member of Audit Committee |

Directors Not Attending the Meeting

Mr. Manoon Pahirah Independent Director and Member of Audit Committee – Sick leave

Executives Attending the Meeting

Ms. Wichuda Grairithikul Chief Finance Officer and Company Secretary

Auditor Representative Attending the Meeting

Ms. Saleela Putthicharoenwong Bunchikij Co., Ltd.

Voting Inspector

Mr. Chatree Chayakul Attorney

Mr. Prakrit Apisarnthanarax, Chairman of Board, chaired the Meeting (“the Chairman), introduced Mr. Siwa Tishabhiramya, secretary of Board and secretary of the Meeting and assign him to conduct the Meeting. Mr. Siwa Tishabhiramya “Secretary” introduces directors, executive and auditor as list above.

The Secretary reported prior to proceed the Meeting that:

From the record date March 23, 2021, the Company has 1,160 shareholders comprising a paid-up capital of 60,450,262 shares. There were 12 shareholders and 28 representatives by proxy present, totaled 40 attendees representing 36,851,943 shares, or 60.96 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 2020 Annual General Meeting of Shareholders#34 held on April 24, 2020.



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 2020 Annual General Meeting of Shareholders held on April 24, 2020 be certified with the following votes:

| | | |
|---------------|------------|-------|
| Approved | 36,851,943 | 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 2020.

The Chairman : The year 2020 was the year of "global economic bankruptcy" due to the severe impact of the COVID 19 pandemic that spread throughout the world. Most countries were affected to some extent by this pandemic. The severity of the impact depended on how well the outbreak was controlled in each country. The most affected are the United States and India along with Brazil and most European countries to some extent. With most business and manufacturing sectors of these major countries severely restricted due to lock downs, their economies have been plunged into recession. Obviously, this has caused severe disruption in global trade, leading to widespread unemployment and international suffering. Governments therefore had to inject mountains of cash into their economies in an effort to mitigate the effects of the virus on their populations. Thailand also was impacted by this outbreak of COVID 19 which began in Wuhan, China. In fact, we were the first country outside of China to record a positive COVID 19 case.

After the initial outbreak, many people remained optimistic. Most pundits thought it would be like the outbreak of SARS and Avian Flu. These epidemics were limited and relatively easy to bring under control. But COVID 19 turned out to be very different! It had a severe and swift migration from Asia to the rest of the world. Every sector of Thailand's economy has felt the impact of COVID 19. It completely disrupted our Tourism Industry, Manufacturing and Exports. Our economy therefore recorded a negative 6.3% in 2020. However, Thailand is one of the top countries in the battle to control the spread of COVID 19. It has earned us the reputation of having a strong and outstanding global healthcare system. As well, the Thai people cooperated fully with the Government's measures, which greatly helped to control the spread of COVID 19.

Naturally, the impact of the coronavirus outbreak on our business was enormous. Most of our clients stopped, or severely curtailed their investment in marketing and public relations. This caused our first half results to be negative. However, we managed to generate extra business in the third and fourth quarters, allowing us to reverse the loss and end the year in the black. Therefore, with a profit of approximately 21 million baht, I am pleased to announce that we have sufficient funds to pay a dividend to our shareholders this year.



The Board of Directors therefore approved a dividend payment at 40 satang per share, which will propose to Shareholders for approval in Agenda 4. We will use some of the company's accumulated funds to contribute to the dividend payment. When considering the country's economy, plus the fact that many companies in the stock exchange are paying no, or limited dividends, we feel that our shareholders will be pleased with this result.

As for the investment project in Ruamjai Rak Hospital, the construction is currently continuing according to plan. We expect the hospital structure to be completed by the end of this year and to be operational in March or April 2022. Our initial project was delayed due to problems with EIA approval, but this has actually worked in our favor. As we bid for construction projects and medical equipment during the COVID 19 outbreak, we can negotiate the cost of construction, installation of internal systems and various medical equipment and devices, at lower prices than the original estimates of more than THB200 million. And when we open the hospital, the COVID 19 outbreak is likely to have been fully controlled.

For our business in 2021, we expect the impacts of the COVID 19 outbreak to fade. We have already begun to see the light at the end of the tunnel. With the number of vaccines now available and the efficiency of vaccination programs, it will hopefully not take long for life around the world to start returning to normal. And the introduction of a Vaccine Passport will obviously stimulate the travel and tourism sectors and Thailand is poised to take advantage of that.

As the Marketing, Advertising and Public Relations industries gradually return to normal, we expect our business prospects to be more promising than in the past year. It is estimated that Thailand's economy this year will grow between 2.5 - 3.5%. This will depend on how much the world can bring COVID 19 under control as our export and tourism sectors are closely related to the world economy. But we are optimistic.

Moreover, Mr. Apirak Apisarnthanarak, Managing Director recapped the year 2020 to the shareholders as follows:

The economic impacts of the 2020 COVID-19 epidemic are well known. Most companies significantly cut or slowed their investment in advertising and public relations, causing a direct impact on the advertising business. But after the initial outbreak seemed to be well controlled, our clients cautiously returned to spending money on advertising, although not at their previous levels. Therefore the company had to amend its forecasts and to introduce stringent cost controls. The greatest proportion of the Company's operating expenses are employee expenses. Therefore, all employees, including executives and directors, participated in a 10-15% reduction in salary during the majority of 2020, enabling the Company to reduce expenses by 9.47%.

During this crisis we have clearly seen that many traditional businesses have slowed and therefore scaled down. However other businesses, such as those involved in Logistics and E-Commerce, have experienced huge growth. From the third quarter of last year, the Company has attracted 2 new clients from these sectors, which has had a positive affect on revenues and is a good sign that we are adaptable and ready to capitalize on market changes.

In the year 2020 traditional media decreased 24.14 % from the year 2019. At the same time social media has grown by 21.53%. To cover this business, our company set up a Regional Digital team to support the CLMV market, doing Online Digital Campaigns and Online Events. For the E-Commerce business, there is rapid growth and currently the approximate market value is some 220,000 million



baht. Moreover, our company has also expanded into the healthcare business as the Chairman reported to the meeting.

After the Meeting was opened for questions from the floor,

Mr. Somchai Rangsisakolswas, a shareholder asked about the name of Logistic and E- Commerce clients. And what is the marketing objective to this business ?

Mr. Apirak Apisarnthanarak, Managing Director answered that:

The new logistic client is JT&T. Our work for this client is already uploaded onto FACEBOOK. For our E-Commerce, the client name is still confidential at this time, pending a public announcement. . Overall our E-Commerce marketing objective is for us to be E-Commerce Enablers which will provide services to SME.

Mr. Somchai Rangsisakolswas inquired further that :

Will Ruamjai Rak Hospital be a general or specialized hospital and who is the target group? Do we have a policy to join any hospital network ?

Mr. Prakit Apisarnthanarak, chairman answered that :

Initially, Ruamjai Rak Hospital will be a general hospital. The target groups are people who live in the area from Phrakanong Bridge to Bang Na Intersection. The hospital will be an unaffiliated, standalone hospital.

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 2020 be certified.

Agenda 3 To approve the Company's audited financial statements for the year ended December 31, 2020.

The Secretary reported that the Company's audited financial statements for the year ended December 31, 2020 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, there is no 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, 2020 be approved with the following votes :

| | | |
|---------------|------------|-------|
| Approved | 36,851,943 | 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, 2020.

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, 2020, Board propose the Shareholders' meeting to approve the cash dividend payment to shareholders at the rate of 0.40 baht per share, the total amount not exceeding of 24,180,140.80 baht or 107.51 % of net profit. The date for determining the shareholders who have the right to receive the dividend payment shall be May 6, 2021 and to pay dividend on May 21, 2021.

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 | 36,851,943 | 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 2 directors whose terms had expired by retired, namely:

- | | |
|-------------------------------|----------------------|
| 1. Mr. Sommanous Na Bangchang | Independent Director |
| 2. Mr. Vichien Nak- intanond | Director |

The Secretary reported that 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 2nd – December 31st 2020.

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

The Board of Directors propose, the 2 Thai directors whose terms had expired be re-elected.

Mr. Chaleo Puttal, the proxy of Thai Investors Association informed the meeting that due to the policy, he will not vote for Independent Director who is Company Independent more than 9 year.

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. Sommanous Na Bangchang

| | | |
|---------------|------------|-------|
| Approved | 36,850,843 | votes |
| Disapproved | 1,100 | votes |
| Abstain | 0 | votes |
| Voided bullet | 0 | votes |
2. Mr. Vichien Nak- intanond

| | | |
|---------------|------------|-------|
| Approved | 36,851,943 | 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 Due to the COVID-19 epidemic situation in year 2020, the remuneration of the Company's directors were decreased which made the actual payment was lower than the approval amount in AGM 2020. 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 540,000 Baht per year and vice president amounted 540,000 Baht per year.
2. Mr. Preecha Chaochotechuang, director amounted 540,000 Baht and executive marketing consultant amounted 756,000 Baht per year.
3. Mr. Vichien Nakintanond, director amounted Baht 324,000.00 per year.
4. Mr. Sommanous Na Bangchang, independent director and Audit Committee member with finance and accounting knowledge, amounted Baht 184,000.00 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 2021 remuneration and meeting allowance the same amount as approved in previous year AGM 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.

And also, paying 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.



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 :

| | | |
|---------------|------------|-------|
| Approved | 36,840,043 | votes |
| Disapproved | 0 | votes |
| Abstain | 11,900 | votes |
| Voided bullet | 0 | votes |

Agenda 7 To appoint auditor and determine the auditing fee for 2021.

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 6 years) or Mrs. Suwanee kittipanya-ngam, Certified Public Accountant (Thailand) No 2899 or Ms. Saleela Putthicharoenwong, Certified Public Accountant (Thailand) No 6817 (who has audited the subsidiary for 2 years) of Bunchikij Co.,Ltd. as auditor of the Company of the year 2021 with the remuneration in the amount of Baht 880,000.00 and there is no other fee (Year 2020 remuneration was Baht 841,200.00).

In addition, in year 2021 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 628,000.00 baht (Year 2020 remuneration was Baht 604,800.00).

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 | 36,851,943 | 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 04:05 p.m.

A handwritten signature in black ink, appearing to read 'Prakit Apisarnthanarax', with a long horizontal line underneath it.

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Mr. Prakit Apisarnthanarax
Chairman of Board