

March 28, 2024

Re: Invitation for the 38<sup>th</sup> Annual General Meeting of Shareholders

To: Shareholders of Prakit Holdings Public Company Limited

- Attachment
1. Copy of minutes of the 37<sup>th</sup> Annual General Meeting of Shareholders
  2. 2023 Annual Report (QR CODE)
  3. Profile of the Candidates to be elected as new Directors, the Company's definition of Independent Director
  4. Auditor's profile
  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
  10. QR Code Download Procedures for the 2023 Annual Report

The Board of Directors' Meeting of Prakit Holdings Public Company Limited has resolved to call the 38<sup>th</sup> Annual General Meeting of Shareholders on April 26, 2024, 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** **Certify the minutes of the 37<sup>th</sup> Annual General Meeting of Shareholders held on April 27, 2023**

Objective and reason For the shareholders to consider and approve the minutes. (Please see attachment 1 for details.)

Board's opinion After the Board's consideration, the minutes would be certified by the Shareholders' meeting.

**Agenda 2** **acknowledge the Company operating results and the Board of Directors report for the year 2023**

Objective and reason For the shareholders to acknowledge the 2023 operating performance which is in "Management Discussion and Analysis" and "Financial Statements" in the Company's Annual Report. (Please see Attachment 2)

Board's opinion After the Board's consideration, the 2023 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, 2023**

Objective and reason

For the shareholders to approve the audited financial statements for the year ended December 31, 2023 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, 2023 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, 2023**

Objective and reason

According to the Statement of Comprehensive Income of 2023, the Company had an operating profit after tax of 9.89 million baht, a share of losses from associated companies of 134.28 million baht and a profit from sale of other non-current assets of 445.82 million baht (after tax is 356.66 million baht), totaling to net profit after tax deducted for the year in the amount of 232.27 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                                 | 2022     | 2021   | 2020   |
|---|----------|--------|--------|
| Dividend payment /Share (baht)                          | 1.00     | 0.60   | 0.40   |
| Stock Dividend (Share)                                  | -        | -      | -      |
| Percentage of dividend payment/<br>Net Operating profit | (130.98) | 159.81 | 109.38 |

Board's opinion

In 2023, the Company had an operating profit after tax of 9.89 million baht, a share of losses from associated companies of 134.28 million baht, but has unallocated retained profits as of December 31, 2023 in the amount of 718.50 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 or (49.05)

percent of the share of profits belonging to the company's shareholders 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 9, 2024, and to pay dividend on May 23, 2024.

## 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 2024, there are 2 directors who are due to retire by rotation, namely:

1. Mr.Vichien Nak-intanond                      Director
2. Mr. Bhawat Yupabhorn                      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 25, 2023 to December 31, 2023. 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 2 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

#### **To consider increasing the number of Company's directors and appointment of a new director**

For the Board of Directors to be consisted of qualified persons with knowledge, abilities, and expertise in various fields that is beneficial to the company's business operations and help drive the business to be in line with the company's vision, mission, strategic plans, and policies.

Board's opinion

The Board of Directors considered that for the business to operate in accordance with the vision, mission, strategic plans and policies of the company, it should propose to the shareholder meeting to consider approving an increase of one more director. The Board proposes the appointment of Mr. Thitawat Assawet, who is a person with knowledge, ability and experience that is beneficial to the company's business operations as a new director of the company. The information, qualifications, and experiences of the nominated persons appear in Attachment 3.

**Agenda 7**

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 2023 and 2024 are as follow:

| Name and Position           | Baht/year |           |
|-----------------------------|-----------|-----------|
|                             | 2023      | 2024      |
| Mr. Phisal Prahasdangkura   |           |           |
| Director                    | 600,000   | 600,000   |
| Executive Vice Chairman     | 600,000   | 600,000   |
| Total                       | 1,200,000 | 1,200,000 |
| Mr. Preecha Chaotechuang    |           |           |
| Director                    | 600,000   | 600,000   |
| Senior Marketing Consultant | 680,000   | 360,000   |
| Total                       | 1,280,000 | 960,000   |
| 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 8**

Objective and reason

**Appoint auditor and determine the auditing fee for 2024**

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    | 5 years    |
| Ms. Natthamon Worathanatham  | 13086   | 0 years    |
| Ms.Saleela Puttjarungvong    | 6817    | 2 years    |

And Board proposes the audit fee in the amount of 939,000 baht for year 2024, no other fee (an increase of 24,000 baht from 2023 with the audit fee of 915,000 baht), for the Company and the audit fee in the amount of 668,000 baht for year 2024, no other fee (an increase of 16,000 baht from 2023 with the total audit fee of 652,000 baht), for its subsidiaries, Prakit Advertising Limited and Marketing Drive Worldwide (Thailand) Limited. 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 2024, namely:

| Auditor Name                 | CPA No. | Audit year |
|------------------------------|---------|------------|
| Mr. Pornchai Kittipanya-ngam | 2778    | 5 years    |
| Ms. Natthamon Worathanatham  | 13086   | 0 years    |
| Ms.Saleela Puttjarungvong    | 6817    | 2 years    |

And approve the audit fee in the amount of 1,607,000 baht with no other fee. The Auditor's profile is in attachment 4.

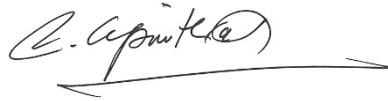
Agenda 9

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 Dr. Sukanya Nithungkorn)

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)

Chairman

- 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](http://www.prakit.com)
  3. The company has arranged a van for pick-up shareholders traveling to the meeting at the company's office. The van service will be available on April 26, 2024 from 12.30 – 13.30 at the parking lot of Lotus Sukhumvit 50 Department Store (Swensen's Exit).