



Prakit Holdings Public Company Limited

88 SOI SUKHUMVIT 62, SECTION 3, PHRA KHANONG TAI, PHRA KHANONG, BANGKOK 10260, THAILAND.
TEL: (66-2) 715 – 3000 FAX: (66-2) 332 – 8544, 332-8522

(Translation)

The Minutes of the 39th Annual General Meeting of Shareholders

Prakit Holdings Public Company Limited

April 25, 2025, at 2.30 p.m.

at the Company's office, 88 Soi Sukhumvit 62, Section 3,

Phra Khanong Tai, Phra Khanong, Bangkok

The meeting started and was recorded in a video at 2.45 p.m.

Directors Attending the Meeting

- | | | | |
|----|--------------|-----------------|--|
| 1. | Mr. Prakrit | Apisarnthanarax | President |
| 2. | Mr. Phisal | Prahasdangkura | Vice President |
| 3. | Mr. Apirak | Apisarntharak | 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. Bhawat | Yupabhorn | Independent Director and Audit Committee member |
| 8. | Mr. Thitawat | Asaves | Independent Director and Audit Committee member |

8 of the total of 8 directors (100%) attended the meeting.

The Company has another sub-committee, namely the Corporate Social Responsibility and Sustainable Development Committee. The Managing Director is the chairman of the board by position and also attended the shareholders' meeting. The company has no other sub-committees.

The executives attending the meeting were Ms. Sirirat Darasrisak, Finance and Accounting Director, and Ms. Rakchanok Prasopnin, Company Secretary.

Mr. Chanont Luengprasert from Bunchikij Co., Ltd, (proposed as the Company's auditor of 2023), attended the meeting as a representative auditor.

Ms. Kanlaya Weluwannarat and Ms. Omruthai Charoensorn from Thirty-Four Audit Office Co., Ltd. representing the Group's internal auditor, also attended the meeting.

Mr. Prakrit Apisarnthanarax, President, chaired the meeting (Chairman), and began by introducing Mr. Siwa Tishabhiramya as Secretary of the Board and Secretary of the Meeting. He therefore assigned him to moderate the meeting and explain each item of the agenda except for Agenda Items 2 and 4, which would be handled by Mr. Prakrit Apisarnthanarax, whilst Agenda Item 7 was assigned to Mr. Pichai Charnsupharindr, Chairman of the Audit Committee.

Mr. Chatree Chayakul, Attorney License No. 1003/2532 was the inspector for the meeting.



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Mr. Siwa Tishabhiramya, Secretary, notified the meeting about the shareholding status as of March 20, 2025 the Record Date of the Company's 60,450,262 paid shares. There were 1,136 persons as shareholders. A total of 47 these shareholders attended the meeting, representing 40,368,093 shares or 66.78% of the total paid shares, and were categorized as follows:

Present in person	22 persons	15,124,974 shares	or 25.02% of the total paid shares
Represent by proxy	25 persons	25,243,119 shares	or 41.76% of the total paid shares

Thus, a quorum was constituted according to the Company's Articles of Association that requires not less than 25 shareholders to attend the meeting and must hold not less than one-third of the total paid shares. 4 shareholders, holding 5,962,873 shares or 9.86% of the total paid shares, authorized Mr. Thitawat Asaves, Independent Director and Audit Committee, as a proxy.

The voting process for each agenda item was in accordance with the Company's Articles of Association. One share was entitled to one vote. Agenda 1 and Agenda 3 to Agenda 7 must be approved by a majority of the shareholders attending the meeting and holding the right to vote. Agenda 2 was for acknowledgement with no voting required. The voting method for Agenda 1 and Agenda 3 to Agenda 7 was by ballot. The secretary had collected the votes of those who sent proxy forms beforehand. To vote in each agenda, the shareholders shall raise their hand and mark their ballot form as a confirmation. The ballot forms were collected at the end of the meeting.

The shareholders were allowed to ask questions or to ask for additional explanation on all items of the agenda by stating their name and shareholding. Such inquiries shall be made at the end of each agenda's report. Then, the meeting proceeded.

Agenda 1 To certify the minutes of the 38th Annual General Meeting of Shareholders

Mr. Siwa Tishabhiramya, Secretary and Moderator, informed the meeting of the minutes of the 38th Annual General Meeting held on April 26, 2024, which had been distributed to the shareholders along with their invitation letter. The Board proposed that the meeting consider and certify the minutes.

The Secretary and Moderator allowed the meeting to ask questions or to modify the minutes of the 38th Annual General Meeting. No questions or modifications were made, so the meeting considered and resolved the minutes to be certified as follows:

Approve	40,368,093	Vote
Disapprove	0	Vote
Abstain	0	Vote
Void Ballot	0	Ballot



Agenda 2 To acknowledge the Board of Directors' report on the Company operating results of year 2024.

Mr. Prakit Apisarnthanarak, President and Chairman of the meeting, explained that the economic situation in 2024 improved compared to 2023. High inflation and interest rates had eased, and the COVID-19 pandemic had ended, leading to a relaxation of global trade and the economy. However, Thailand's economy had not yet fully recovered. Thailand's GDP grew by only 2.5 percent in 2024 and remained among the lowest compared to neighboring ASEAN countries. Nevertheless, both the public and private sectors tried to stimulate Thailand's economy to grow and progress on par with neighboring countries. It was forecasted that in 2025, the country's GDP could grow by approximately 2.3 to 3.3 percent, depending on the global economic situation, the escalating trade war, and the United States' tax increases. Nevertheless, it was believed that Thailand would likely grow at least as much as last year, thanks to the joint efforts of both the public and private sectors.

Regarding the investment in Ruamjaiarak Hospital, its growth is in line with projections. It was believed that once the hospital had been operating for three full years, revenue and expenses would begin to balance out and may become positive thereafter. In the long term, it had the potential to be a stable business with satisfactory returns. Hospital businesses generally required time to prove themselves. The fact that the business could achieve a balanced state within three years was considered good growth, as most newly opened hospitals typically experienced losses in their first three years.

As for the Mahachol Building, after its modernization, it had been renamed RJR Medical Center to align with the goal of becoming a specialized medical center, such as a geriatric health care center and a cosmetic surgery center. In the past year, there had been several tenants, resulting in the Company having rental income of 11,528,100 baht, with expenses for building management and depreciation amounting to 8,774,477 baht, yielding a profit of 2,753,623 baht. It was believed that as Ruamjaiarak Hospital grows, there would be more tenants seeking space to establish specialized medical centers.

Regarding the operating results of the Company and its subsidiaries in 2024, the Company began to show improved performance compared to the previous 2-3 years. This was a result of the recovering economy, with customers starting to allocate advertising budgets, leading to growth in the Company's business, particularly in the second half of the year. The net profit after tax was 57.18 million baht. Therefore, the Company's Board of Directors had approved a dividend payment to shareholders at a rate of 0.70 baht per share, more than 60 percent of the net profit, and would seek approval from the shareholders' meeting in subsequent agendas.

Over the past 2-3 years, the company had very little profit from operations due to the pandemic and economic downturn. However, the company had a profit from the sale of land at Soi Sukhumvit 50, and this profit was used to pay dividends to shareholders. Moving forward, the company believed that the business would be able to grow in line with the country's economic conditions. It was confident that as obstacles diminish,



various businesses would gradually improve, and the company's subsidiaries would be able to achieve better performance.

Mr. Natee Nakchonsukan, the proxy of the shareholders, inquired about the policy regarding anti-corruption measures and the reason why the debt payment period in 2024 increased to 70 days from the previous year's 53 days.

Mr. Apirak Apisanthanarak, Managing Director, also summarized the performance of the Company for the year 2024 and the Company's strategy in the year 2025 before answering the questions.

Mr. Apirak reported that the past year was considered a good year for the company's business. Looking at the overall advertising business market, there was slight growth. Online media, out-of-home advertising, and cinema advertising experienced significant growth, although they still held a small proportion of the market. In contrast, television and print advertising saw a clear decline in growth.

Regarding the company's operating results, television advertising, out-of-home media, print media, and online media all experienced growth despite a stagnant market, which was a positive trend. This demonstrated our ability to acquire clients, a crucial factor in the advertising business. Currently, clients no longer exclusively used one agency for extended periods but required competitive pitches for all projects. Therefore, the company had more opportunities to find clients and compete for projects, increasing the potential for growth and revenue generation. The company expected to maintain strong performance in 2025. However, there were still concerns regarding market mechanisms and the trade war between the United States and China, which could impact the overall economy of the country. Nevertheless, it might not significantly affect the advertising market, and the company continued to focus on the domestic market. However, management was closely monitoring economic conditions in case of a recession to plan and manage effectively and promptly.

In addition, the company consistently maintained a policy of anti-corruption and transparency by creating the culture and communicating internally to ensure employees' awareness and promotes whistleblowing when instances of corruption within the organization were observed.

Regarding Ruamjairak Hospital, sales in 2024 grew by approximately 70 percent compared to the previous year, which was considered a positive trend. Since its launch, there had been continuous and clear quarterly growth. One of the factors contributing to Ruamjairak Hospital's growth is customer confidence, with increasing word-of-mouth referrals regarding the good quality of service and effective treatment.

Regarding the question about the debt payment period, Mr. Apirak Apisanthanarak asked Ms. Sirirat Darasrisak, Finance and Accounting Director, to clarify.



Ms. Sirirat Darasrisak, Finance and Accounting Director, explained that the debt payment period was calculated by dividing 365 days by the average collection rate. In 2024, the average debt payment period was 70 days. This was because, previously, the purchase of advertising media involved booking media space in advance. However, the company has now shifted to purchasing advertising media upon usage. This had slowed down the accounts payable turnover rate, and consequently, there was an increase in accounts payable at the end of the year.

Mr. Prapan Sinpanndecha, a shareholder attending in person, inquired about the operating results of the group of companies' businesses as follows: 1) Did the hospital business have a plan to raise additional capital? 2) Would the rental income from the RJR Medical Center building decrease, as he has learned that some tenants have moved out?

Mr. Apirak Apisarntharak, Managing Director, clarified as follows

1) Ruamjairak Hospital's business currently showed a rather positive trend. However, the management continuously considered and evaluated the adequacy of cash flow. If there were a necessity to increase capital, an official announcement would be made, and any capital increase would be done proportionally.

2) Regarding the tenant situation at the RJR Medical Center building, two major tenants had moved out, which might affect rental income. However, the Company was in the process of negotiating an agreement with one new tenant and was studying the feasibility of a new project that may require one floor of space within the RJR Medical Center building.

Ms. Wilai Siripoonkietikul inquired about the occupancy rate of the RJR Medical Center building in 2024 compared to 2025.

Mr. Apirak Apisarntharak, the Managing Director, clarified that there were 5 tenants in 2024, while currently in 2025, there are 3 tenants.

As there were no further questions, the meeting acknowledged the Board of Directors' report on the Company operating results of year 2024.

Agenda 3 To approve the balance sheet and profit and loss account for the year ended December 31, 2024

Mr. Siwa Tishabhiramya, Secretary and Moderator, reported that the Company's audited financial statements for the year ended December 31, 2024 were already distributed to shareholders with the invitation letter and have been certified by the Board to propose to the 39th Annual General Meeting of Shareholders for approval.

The Secretary and Moderator allowed the meeting to ask questions or express opinions.



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There were no further questions so the meeting considered and resolved as follows:

Approve	40,368,093	Vote
Disapprove	0	Vote
Abstain	0	Vote
Void Ballot	0	Ballot

Agenda 4 To approve the allocation of profits and dividend payment for the year ended December 31, 2024

Mr. Prakrit Apisarnthanarax, President and Meeting Chairman, reported that to comply with Article 34 of the Company's Articles of Association which stipulates the Company dividend payment policy and Section 115 of the Public Limited Company Act. B.E. 2535, the Company had reserved funds to reach 10% of the registered capital which the Company has fully reserved. The Company had the policy to pay a dividend at the rate of not less than 60% of the net operating profit. Dividend payment to shareholders during the past 3 years was as follows:

Detail	2023	2022	2021
Dividend payment /share (baht)	1.00	1.00	0.60
% of Net Profit	(49.04)	(130.98)	159.81

For the dividend payment for the year ended December 31, 2024, the Board proposed that the Shareholders' meeting approve the cash dividend payment to shareholders at the rate of 0.70 baht per share, the total amount of 42,315,183.40 baht from operating profit after tax. The date for determining the shareholders who have the right to receive the dividend payment shall be May 9, 2025 and to pay the dividend on May 23, 2025.

The Secretary and Moderator allowed the meeting to ask questions or express opinions.

Without further inquiries, the meeting considered and resolved as follows:

Approve	40,368,093	Vote
Disapprove	0	Vote
Abstain	0	Vote
Void Ballot	0	Ballot



Agenda 5 To appoint directors to replace those retiring by rotation.

Mr. Siwa Tishabhiramya, Secretary and Moderator reported that since the Company has not yet appointed the Nomination Committee, the Board, (apart from the directors who have conflict of interest), has considered their qualifications, experience and skill including personal evaluation. Besides, the Company had provided an opportunity to shareholders to nominate qualified persons to be elected as directors in advance of the meeting. This could be done on Company's website at www.prakit.com during the period October 25 - December 31, 2024. However, no shareholders had proposed nominated persons to be elected as directors.

The Board, excluding those whose names were proposed, had considered the qualifications, profile, work experience and suitability of each retiring director and had agreed that the retiring directors were capable and experienced in the Company's business. They have also created benefits for the company throughout their term and have always performed their duties with care, responsibility and honesty. Moreover, the independent director was knowledgeable, capable, and can independently perform his duties and express opinions that are beneficial to the Company.

Before casting the vote, Mr. Siwa Tishabhiramya, the Secretary and Moderator, asked the retiring directors, according to Articles of Association no. 21, to temporarily exit the meeting. These persons were: 1) Mr. Prakrit Apisarnthanarax, 2) Mr. Phisal Prahasdangkura and 3) Mr. Pichai Charnsupharindr.

Mr. Siwa Tishabhiramya, the Secretary and Moderator, reported that to comply with related regulations, the Board had considered and agreed to propose the retiring directors: 1) Mr. Prakrit Apisarnthanarax, 2) Mr. Phisal Prahasdangkura and 3) Mr. Pichai Charnsupharindr to be re-elected as the Company's directors. The profile of the proposed directors had been distributed to the shareholders with the meeting invitation. Thus, the meeting shall consider and cast the vote for each director individually. According to the Company's Articles of Association, one shareholders' vote equals to their share. The person elected by the shareholders will receive votes equal to the total number of shares held by the shareholders.

Mr. Siwa Tishabhiramya, the Secretary and Moderator, asked whether any shareholder would like to propose other individuals to replace the retiring directors. No shareholders proposed other individuals to replace the retiring directors and no question were raised. The Secretary and Moderator asked the meeting to consider the resolution.

The meeting resolved to re-elect the three directors, whose terms had expired, be directors of the Company with the following votes:

1. Mr. Prakrit Apisarnthanarax

Approve	40,368,093	Vote
Disapprove	0	Vote
Abstain	0	Vote
Void Ballot	0	Ballot



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2. Mr. Phisal Prahadangkura

Approve	40,368,093	Vote
Disapprove	0	Vote
Abstain	0	Vote
Void Ballot	0	Ballot

2. Mr. Pichai Charnsupharindr

Approve	40,366,993	Vote
Disapprove	1,100	Vote
Abstain	0	Vote
Void Ballot	0	Ballot

After the vote was finished, the directors were invited to rejoin the meeting.

Agenda 6 To approve the remuneration and meeting compensation of the Directors.

Mr. Siwa Tishabhiramya, the Secretary and Moderator explained that the Company's policy regarding remuneration and compensation of the directors was:

1. Compensation shall be paid in accordance with the assigned duty.
2. Directors who are employees and receive regular salary shall not receive directors' remuneration.
3. Independent directors' remuneration shall be paid as meeting allowances according to the number of meetings attended.

For the year 2025, the Company has not appointed the Remuneration Committee. The Board of Directors therefore considered the directors' remuneration. It is deemed appropriate to propose the remuneration of non-independent directors as per the following table:

Unit: Baht/year			
Name and Position	2025	2024	
Mr. Phisal Prahadangkura			
Director	600,000	600,000	
Vice President	600,000	600,000	
Total	1,200,000	1,200,000	
Mr. Preecha Chaochotechuang			
Director	600,000	600,000	
Executive Marketing Consultant	360,000	360,000	
Total	960,000	960,000	
Mr. Vichien Nak-Intanond			
Director	600,000	600,000	



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Also, the Board proposes to approve paying a meeting allowance to the Audit Committee members and independent directors who did not hold positions in the Company and who attended Audit Committee meetings and the AGM at 15,000 baht per time, same rate as 2024.

Mr. Siwa Tishabhiramy, the Secretary and Moderator allowed the meeting to ask questions or express opinions.

There were no further questions so the meeting considered and resolved as follows:

Approve	40,368,093	Vote
Disapprove	0	Vote
Abstain	0	Vote
Void Ballot	0	Ballot

Agenda 7 To appoint an auditor and determine the auditing fee for 2025

Dr. Pichai Charnsupharindr, Independent Director and Audit Committee Chairman, explained that 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 and set the auditing fee. The Audit Committee has reviewed and evaluated the quality of the auditor and recommend to re-appoint Bunchikij Co.,Ltd. to be the external auditor of the Company and its subsidiaries: Prakit Advertising Co., Ltd and Marketing Drive World Wide (Thailand) Co., Ltd. The names of the proposed auditors are as follows:

1. Mr. Pornchai Kittipanya-ngam Certified Public Accountant No. 2778
Has been the Company's auditor for 7 years
2. Ms. Natthamon Worathanatham Certified Public Accountant No. 13086
Has not been the Company's auditor previously.
3. Mr. Thanakorn Fakfaipol Certified Public Accountant No. 4879
Has been the Company's auditor for 3 years

and proposed the auditor's remuneration with details as follows:

		Unit: Baht/year	
		2025	2024
Company	Auditing fee	959,000	939,000
	Other	-	-
Subsidiaries	Auditing fee	678,000	668,000
	Other	-	-
Total		1,637,000	1,607,000



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Bunchikij Co.,Ltd, the nominated auditors has no relationship and/or conflict of interest with the Company/subsidiaries/management/major shareholders or related persons of the said parties. The Board had considered and agreed to propose the fees to the shareholders' meeting for approval.

The Secretary and Moderator allowed the meeting to ask questions or express opinions.

There were no further questions, so the meeting considered and resolved as follows:

Approve	40,368,093	Vote
Disapprove	0	Vote
Abstain	0	Vote
Void Ballot	0	Ballot

Agenda 8 Other business

The Secretary and Moderator stated that the Board had no other matters to propose to the meeting and allowed the shareholders to propose other matters. No shareholders proposed other business to the meeting.

There were no further questions.

The Chairman thanked all shareholders for attending and attending by proxy and closed the 39th Annual General Meeting of Shareholders of 2025 at 4.03 pm.

Sign _____ -Signature-
Chairman
(Mr. Prakit Apisarnthanarax)

Sign _____ -Signature-
Director
(Mr. Phisal Prahasdangkura)

Sign _____ -Signature-
Director
(Mr. Preecha Chaochotechaung)

Sign _____ -Signature-
Director
(Mr. Apirak Apisarnthanarak)

Sign _____ -Signature-
Secretary
(Mr. Siwa Tishabhiramy)