

March 27, 2025

Re: Invitation for the 39th Annual General Meeting of Shareholders

To: Shareholders of Prakit Holdings Public Company Limited

- Attachment
1. Copy of minutes of the 38th Annual General Meeting of Shareholders
 2. 2024 Annual Report (QR CODE)
 3. Profile of the Candidates to be re-elected as Director, 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 2024 Annual Report

The Board of Directors' Meeting of Prakit Holdings Public Company Limited has resolved to call the 39th Annual General Meeting of Shareholders on April 25, 2025, 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 38th Annual General Meeting of Shareholders held on April 26, 2024**

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 2024**

Objective and reason For the shareholders to acknowledge the 2024 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 2024 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, 2024

Objective and reason

For the shareholders to approve the audited financial statements for the year ended December 31, 2024 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, 2024 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, 2024

Objective and reason

According to the Statement of Comprehensive Income of 2024, the Company had an operating profit after tax of 57.18 million baht, a share of losses from associated companies of 138.93 million baht, totaling to net loss after tax deducted for the year in the amount of 81.75 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 which is in accordance with the company's dividend payment policy:

Detail dividend payment	2023	2022	2021
Dividend payment /Share (baht)	1.00	1.00	0.60
Stock Dividend (Share)		-	-
Percentage of dividend payment/ Net Operating profit	(49.04)	(130.98)	159.81

Board's opinion

In 2024, the Company had an operating profit after tax of 57.18 million baht, a share of losses from associated companies of 138.93 million baht, but has unallocated retained profits as of December 31, 2024 in the amount of 575.41 million baht. Thus, the Board considered and proposed the Shareholders' meeting to approve the dividend payment at the rate of 0.70 baht per share, or the total amount not exceeding of 42,315,183.40 baht or

(51.69) percent of the share of profits belonging to the company's shareholders (excluding net profit from the sale of other non-current assets after tax) from the operating profit after tax of 57.18 million baht, subject to 20% tax, in accordance with the company's dividend payment policy.

The record date for determining the shareholders who have the right to receive the dividend payment shall be May 9, 2025, and to pay dividend on May 23, 2025.

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 2025, there are 3 directors who are due to retire by rotation, namely:

1. Mr. Prakit Apisarnthanarax Director
2. Mr. Phisal Prahasdangkura Director
3. Mr. Pichai Charnsupharind Independent 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 during the period October 25, 2024 to December 31, 2024. 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 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 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

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 2024 and 2025 are as follow:

Name and Position	Baht/year	
	2024	2025
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	360,000	360,000
Total	960,000	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, same as year 2024.

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 7

Objective and reason

Appoint auditor and determine the auditing fee

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	7 years
Ms. Natthamon Worathanatham	13086	0 years

Mr. Thanakorn Fakfaipol	4879	3 years
-------------------------	------	---------

And Board proposes the audit fee in the amount of 959,000 baht for year 2025, no other fee (an increase of 20,000 baht from 2024 with the audit fee of 939,000 baht), for the Company and the audit fee in the amount of 678,000 baht for year 2025, no other fee (an increase of 10,000 baht from 2024 with the total audit fee of 668,000 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 2025, namely:

Auditor Name	CPA No.	Audit year
Mr. Pornchai Kittipanya-ngam	2778	7 years
Ms. Natthamon Worathanatham	13086	0 years
Mr. Thanakorn Fakfaipol	4879	3 years

And approve the audit fee in the amount of 1,637,000 baht with no other fee. The Auditor's profile is in attachment 4.

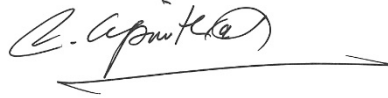
Agenda 8

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. (Mr. Bhawat Yupabhorn and Mr. Thitawat Asaves)

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. Prakit Apisarntharax)

Chairman

- Note
1. Shareholders who want the printed Annual Report, please send a letter of request to: Prakit 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: Prakit 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
 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 25, 2025 from 12.30 – 13.30 at the parking lot of Lotus Sukhumvit 50 Department Store (Swensen's Exit).