



# **Annual Registration Statement / Annual Report**

## **Form 56-1 One Report**

### **(Structured Data Report)**

**PRAKIT HOLDINGS PUBLIC COMPANY LIMITED**

Fiscal Year End 31 December 2022



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# Group Structure and Operations

## Group Structure and Operations

### Business Overview and Policies (1.1)

#### Company Information (1.1.5)

Company Name : PRAKIT HOLDINGS PUBLIC COMPANY LIMITED

Symbol : PRAKIT

Address : 88 SOI SUKHUMVIT 62 SECTION 3, PHRA KHANONG TAI, PHRA KHANONG

Province : Bangkok

Postcode : 10260

Business : The Company operation consists of 3 businesses: 1) Investing in subsidiary and associated companies which manage and broker various types of advertising media, 2) Providing media planning and buying , and 3) Providing management service, finance and accounting, human resource and other services which require by subsidiaries, associated and other companies.

Registration Number : 0107535000389

Telephone : 027153000

Fax (if applicable) : 0-2332-8522, 0-2332-8544

Website : <http://www.prakit.com>

Email : [info@prakit.com](mailto:info@prakit.com)

#### Total Shares Sold (shares)

Common Stock : 60,450,262

Preferred Stock : 0

## Business Operations (1.2)

### Revenue Structure (1.2.1)

#### By Product Line or Business Grouping\*

	2020	2021	2022
Total (Thousand baht)	310,305.00	332,732.00	320,735.00
Media planning and buying brokerage (Thousand baht)	125,029.00	136,107.00	111,318.00
Product advertisement (Thousand baht)	139,072.00	141,671.00	140,861.00
Public Relation and Direct Advertising (Thousand baht)	19,357.00	25,766.00	45,117.00
Other investments (Thousand baht)	26,847.00	29,188.00	23,439.00

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Media planning and buying brokerage (%)	40.29	40.91	34.71
Product advertisement (%)	44.82	42.58	43.92
Public Relation and Direct Advertising (%)	6.24	7.74	14.07
Other investments (%)	8.65	8.77	7.31

#### By Geographical Area or Market\*

	2020	2021	2022
Total (Thousand baht)	310,305.00	332,732.00	320,735.00
Domestic (Thousand baht)	310,305.00	332,732.00	320,735.00
International (Thousand baht)	0.00	0.00	0.00

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Domestic (%)	100.00	100.00	100.00

International (%)	0.00	0.00	0.00
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\*Excluding the profit margins in the associated companies

Information on Products and Services (1.2.2)

Product/Service Information and Business Innovation Development (1.2.2.1)

Research and Development (R&D) Policy : No

(Unit : Thousand baht)	2020	2021	2022
R&D expenses in the past 3 years	0.00	0.00	0.00

# Risk Management

# Risk Management

## Risk Factors (2.2)

**Risk that might affect the company's business, including environmental, social and corporate governance issues (2.2.1)**

### Emerging Risks

**Risk Management Measures:** Yes

### Related Risk Topics

#### Strategic Risk

- Volatility in the industry in which the company operates
- Behavior or needs of customers / consumers
- Changes in technologies
- Reliance on large customers or few customers
- Reliance on large partners / distributors or few partners / distributors
- Damage to company image and reputation

#### Operational Risk

- Reliance on employees in key positions
- Human error in business operations
- Business operations that have no commercial results
- Climate change and disasters
- Impact on human rights
- Corruption

#### Compliance Risk

- Change in laws and regulations
- Violations of laws and regulations



## Financial Risk

- Fluctuation in exchange rates, interest rates, or the inflation rate
- Fluctuation in return on assets or investment

## Risk to Securities Holder (2.2.2)

### Investment of Securities holder

**Risk Management Measures:** No

### Related Risk Topics

- Return from investment of securities holder

## Risk to Securities Holder from Investing in Foreign Securities (Applicable to only foreign companies) (2.2.3)

### Investment in foreign securities

**Risk Management Measures:** No

### Related Risk Topics

- Investment risk

# Sustainable Development

## Sustainable Development

### Sustainability Management Policy and Targets (3.1)

#### Sustainability Management Policy and Targets

Corporate Sustainability Policy : No

### Environmental Aspect (3.3)

#### Policy and Guideline on Environmental Aspect (3.3.1)

Environmental Policy and Practice : Yes

#### Results with Respect to the Environmental Aspect (3.3.2)

##### Greenhouse gas management

###### • Greenhouse gas emissions

	2020	2021	2022
GHG emission target	N/A	N/A	N/A
Scope 1 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
Scope 2 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
Scope 3 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
<b>Total (Tons of carbon dioxide equivalents)</b>	N/A	N/A	N/A

###### • Verification of greenhouse gas emissions over the past year

Third-party verification : No

## Social Aspect (3.4)

### Policy and Guideline on Social Aspect (3.4.1)

Human Rights Policy : Yes

### Results with Respect to the Social Aspect (3.4.2)

#### Information about employees

##### • Total number of employees

	2020	2021	2022
Number of male employees (persons)	86	84	86
Number of female employees (persons)	137	141	137
<b>Total (persons)</b>	<b>223</b>	<b>225</b>	<b>223</b>

##### • Employee development and training

	2020	2021	2022
Average training hours of employees (hour / person / year)	6	6	6
Employee development and training expenses (baht)	21,282.32	0.00	68,679.43

##### • Health, safety and work environment

	2020	2021	2022
Number of employee work injuries leading to employee absence (times)	0	0	0

##### • Significant labor dispute

	2020	2021	2022
Significant labor dispute	No	No	No

# Corporate Governance Policy

## Corporate Governance Policy

### Overview of the Corporate Governance Policy and Guideline (6.1)

#### Corporate Governance Policy

Corporate Governance Policy : Yes

#### Policy and Guideline Related to the Board of Directors (6.1.1)

##### Policy and guideline related to the board of directors

Company policy and guideline : Compensation, Director Development, Board Performance  
Evaluation

### Code of Conduct (6.2)

#### Establishing a Code of Conduct

##### Establishing a Code of Conduct

Code of Conduct : Yes

##### Policy and Guideline related to the Code of Conduct

Company policy and guideline : Preventing of Conflicts of Interest, Preventing the Misuse of Inside Information, Anti-corruption, Whistleblowing

**Corporate Governance Structure  
and Significant Information Regarding  
the Board of Directors, Subcommittees,  
Management,  
Employee and Other Information**

## Corporate Governance Structure and Significant Information Regarding the Board of Directors, Subcommittees, Management, Employee and Other Information

### Board of Directors (7.2)

#### Composition of the board of directors (7.2.1)

	Number of persons	Percentage (%)
Total number of directors	8	100.00
Number of male directors	7	87.50
Number of female directors	1	12.50
Number of executive directors	4	50.00
Number of non-executive directors	4	50.00
Number of independent directors	3	37.50

#### Information on the board of directors and persons with authority to control the company (7.2.2)

##### List of directors

General information	Position	Date position was assumed	Experience and expertise
1. Mr. PRAKIT APISARNTHANARAX Gender: Male Age: 83 years old Highest level of education: Bachelor's degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Executive)  Director type: Re-elected as director	28 Dec 1992	Marketing, Strategic Management, Human Resource Management, Finance, Professional Services, Media & Publishing



2.	<p>Mr. PHISAL PRAHASDANGKURA</p> <p>Gender: Male</p> <p>Age: 77 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Communication Arts</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Vice Chairman (Executive)</p> <p>Director type: Re-elected as director</p>	28 Dec 1992	Media & Publishing, Marketing, Strategic Management
3.	<p>Mr. VICHIE NAKINTANOND</p> <p>Gender: Male</p> <p>Age: 73 years old</p> <p>Highest level of education: Below a bachelor's degree</p> <p>Major: Arts</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Non-executive)</p> <p>Director type: Original director</p>	28 Dec 1992	Design, Media & Publishing
4.	<p>Mr. PICHA CHARNSUPHARINDA</p> <p>Gender: Male</p> <p>Age: 79 years old</p> <p>Highest level of education: Doctoral degree</p> <p>Major: Economics</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Non-executive, Independent director)</p> <p>Director type: Re-elected as director</p>	25 Apr 2005	Economics, Internal Control, Risk Management
5.	<p>Mr. APIRAK APISARNTHANARAK</p> <p>Gender: Male</p> <p>Age: 50 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Business Administration</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Executive)</p> <p>Director type: Original director</p>	24 Apr 2008	Finance, Marketing, Strategic Management

6.	Mr. PREECHA CHAOCHOTECHUNG Gender: Male Age: 74 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Executive)  Director type: Original director	28 Dec 1992	Marketing, Finance, Commerce, Media & Publishing
7.	Ms. SUKANYA NITUNGKORN Gender: Female Age: 79 years old Highest level of education: Doctoral degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Original director	10 May 2021	Audit, Economics, Finance
8.	Mr. BHAWAT YUPABHORN Gender: Male Age: 50 years old Highest level of education: Master's degree Major: Master of Science, IT in Business, Accounting Information System Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Original director	25 Apr 2022	Economics, Accounting, Finance, Audit

#### List of directors who resigned/vacated their position during the year

General information	Position	Tenure	Replacement Director
1. Mr. SOMMANOS NA BANGCHANG Gender: Male Age: 73 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)	Date position was assumed: 26 Apr 1999 Date directorship ended: 31 Jan 2022	No replacement director

2.	Mr. THITAWAT ASAVES	Director	Date position was	No replacement director
	Gender: Male	(Non-executive,	assumed:	
	Age: 51 years old	Independent director)	24 Feb 2022	
	Highest level of education:		Date directorship	
	Master's degree		ended:	
	Major: Business Administration		1 Jun 2022	
	Thai nationality: Yes			
	Residing in Thailand: Yes			

## Other Information pertaining to committees

The Chairman is an independent director : No

The Chairman and the manager are the same person : Yes

The Chairman and the manager are members of the same family : Yes

The company appoints at least one independent director to determine the agenda  
of the Board of Directors' meetings : Yes

## Sub-committees (7.3)

### Information about sub-committees (7.3.2)

#### Audit Committee

##### List of audit committee members

General information	Position	Date position was assumed	Experience and expertise
1. Mr. PICHAJ CHARNSUPHARINDA Gender: Male Age: 79 years old Highest level of education: Doctoral degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director) Director type: Re-elected as director	7 Nov 2012	Economics, Internal Control, Risk Management
2. Ms. SUKANYA NITUNGKORN Gender: Female Age: 79 years old Highest level of education: Doctoral degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	10 May 2021	Audit, Economics, Finance
3. Mr. BHAWAT YUPABHORN [1] Gender: Male Age: 50 years old Highest level of education: Master's degree Major: Master of Science, IT in Business, Accounting Information System Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Additional and newly-appointed directors	12 May 2022	Economics, Accounting, Finance, Audit

[1] A director with the accounting expertise needed to review financial statements

#### List of audit committee who resigned/vacated their position during the year

General information	Position	Tenure	Replacement Director
1. Mr. SOMMANOS NA BANGCHANG [1] Gender: Male Age: 73 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director)	Date position was assumed: 30 Dec 1999 Date directorship ended: 31 Jan 2022	Mr. THITAWAT ASAVES Date position was assumed: 24 Feb 2022
2. Mr. THITAWAT ASAVES [1] Gender: Male Age: 51 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director)	Date position was assumed: 24 Feb 2022 Date directorship ended: 1 Jun 2022	No replacement director

[1] A director with the accounting expertise needed to review financial statements

#### Executive Committee

##### List of executive committee members

General information	Position	Date position was assumed
1. Mr. PRAKIT APISARNTHANARAX Gender: Male Age: 83 years old Highest level of education: Bachelor's degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Chairman of the executive committee	28 Dec 1992

2.	Mr. PHISAL PRAHASDANGKURA Gender: Male Age: 77 years old Highest level of education: Bachelor's degree Major: Communication Arts Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	28 Dec 1992
3.	Mr. APIRAK APISARNTHANARAK Gender: Male Age: 50 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	24 Apr 2008
4.	Mr. PREECHA CHAOCHOTECHUNG Gender: Male Age: 74 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	28 Dec 1992

## Other sub-committees

### Sub-committees information

Name of sub-committees	List of directors	Position
Sustainability Development Committee	Mr. APIRAK APISARNTHANARAK	Chairman
	Ms. Nutrapee Boonyapuk	Member
	Ms. Sivaporn Majaroen	Member

### Roles of Sub-committees

Sub-committees responsible for risk management : None

Sub-committees responsible for nomination : None

Sub-committees responsible for remuneration : None

Sub-committees responsible for corporate governance : None

Sub-committees responsible for corporate sustainability development : Sustainability Development Committee

## Executives (7.4)

### List and positions of the executive (7.4.1)

#### The four highest-ranking executives

General information	Position	Date position was assumed	Experience and expertise
1. Mr. PRAKIT APISARNTHANARAX Gender: Male Age: 83 years old Highest level of education: Bachelor's degree Major: Economics	President	28 Dec 1992	Marketing, Strategic Management, Human Resource Management, Finance, Professional Services, Media & Publishing
2. Mr. PHISAL PRAHASDANGKURA Gender: Male Age: 77 years old Highest level of education: Bachelor's degree Major: Communication Arts	Vice President	28 Dec 1992	Media & Publishing, Marketing, Strategic Management
3. Mr. APIRAK APISARNTHANARAK Gender: Male Age: 50 years old Highest level of education: Master's degree Major: Business Administration	Managing Director	24 Apr 2008	Finance, Marketing, Strategic Management
4. Mrs. Siri-orn Chernpipat Gender: Female Age: 58 years old Highest level of education: Bachelor's degree Major: Journalism	Executive Media Director	4 Aug 1993	Media & Publishing, Information & Communication Technology

5.	Ms. Wichuda Grairithikul [1][2] Gender: Female Age: 63 years old Highest level of education: Master's degree Major: Accounting	Chief Finance officer	1 Jan 1999	Accounting, Finance
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[1] Highest responsibility in accounting and finance

[2] Directly responsible for financial account supervision

## Remuneration policy for executives (7.4.2 – 7.4.3)

### Remuneration policy for executives

Remuneration policy for executives : No

### Remuneration

	2020	2021	2022
Total executive remuneration (baht)	11,557,829.07	13,797,652.91	15,234,970.32

### Other forms of remuneration

Employee Stock Ownership Plan (ESOP) : No

Employee Joint Investment Program (EJIP) : No



## Employees (7.5)

### Information about company employees

#### Employees

Number of male employees (persons) : 86

Number of female employees (persons) : 137

Total (persons) : 223

#### Provident fund

Total number of employees (persons) : 223

Number of employees contributing to the PVD (persons) : 135

Percentage of employees who are members (%) : 60.54

# Performance Report on Corporate Governance

# Performance Report on Corporate Governance

## Summary of Director Performance (8.1)

### Selection, development, and evaluation of duty performance of the Board of Directors (8.1.1)

#### List of new directors appointed in the past year

• List of continuing directors (full term of directorship and being re-appointed as a director)

General information	Position	Date position was assumed	Experience and expertise
1. Mr. PRAKIT APISARNTHANARAX Gender: Male Age: 83 years old Highest level of education: Bachelor's degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Executive)  Director type: Re-elected as director	Date position was assumed: 28 Dec 1992	Marketing, Strategic Management, Human Resource Management, Finance, Professional Services, Media & Publishing
2. Mr. PHISAL PRAHASDANGKURA Gender: Male Age: 77 years old Highest level of education: Bachelor's degree Major: Communication Arts Thai nationality: Yes Residing in Thailand: Yes	Vice Chairman (Executive)  Director type: Re-elected as director	Date position was assumed: 28 Dec 1992	Media & Publishing, Marketing, Strategic Management
3. Mr. PICHAJ CHARNSUPHARINDA Gender: Male Age: 79 years old Highest level of education: Doctoral degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Re-elected as director	Date position was assumed: 25 Apr 2005	Economics, Internal Control, Risk Management

## Development of directors over the past year

List of directors	Position	Participated in director development program
Mr. PRAKIT APISARNTHANARAX	Chairman of the board	N/A
Mr. PHISAL PRAHASDANGKURA	Vice Chairman	N/A
Mr. VICHIE NAKINTANOND	Director	N/A
Mr. PICHA CHARNSUPHARINDA	Director	N/A
Mr. APIRAK APISARNTHANARAK	Director	Participating
Mr. PREECHA CHAOCHOTECHUNG	Director	N/A
Ms. SUKANYA NITUNGKORN	Director	N/A
Mr. BHAWAT YUPABHORN	Director	N/A
Mr. SOMMANOS NA BANGCHANG	Director	N/A
Mr. THITAWAT ASAVES	Director	N/A

## Directors' performance assessment

Method used to evaluate directors' performance : Whole-board-of-directors assessment

## Meeting attendance and remuneration to each Board member (8.1.2)

### Meeting attendance of the board of directors

Number of board meetings (times) : 12

Date of AGM meeting : 25 Apr 2022

EGM meeting : No

	List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1.	Mr. PRAKIT APISARNTHANARAX (Chairman of the board)	-	12/12	Participating	Did not hold the meeting
2.	Mr. PHISAL PRAHASDANGKURA (Vice Chairman)	-	12/12	Participating	Did not hold the meeting
3.	Mr. VICHIE NAKINTANOND (Director)	-	12/12	Participating	Did not hold the meeting
4.	Mr. PICHA CHARNUPHARINDA (Director)	-	4/4	Participating	Did not hold the meeting
5.	Mr. APIRAK APISARNTHANARAK (Director)	-	12/12	Participating	Did not hold the meeting
6.	Mr. PREECHA CHAOCHOTECHUNG (Director)	-	12/12	Participating	Did not hold the meeting
7.	Ms. SUKANYA NITUNGKORN (Director)	-	4/4	Non-participating	Did not hold the meeting
8.	Mr. BHAWAT YUPABHORN (Director)	-	4/4	Participating	Did not hold the meeting
9.	Mr. SOMMANOS NA BANGCHANG (Director)	31 Jan 2022	0/4	Non-participating	Did not hold the meeting
10.	Mr. THITAWAT ASAVES (Director)	1 Jun 2022	1/4	Participating	Did not hold the meeting

#### Remuneration for company directors

	List of directors	Termination date	Meeting allowance (baht)	Other monetary remuneration (baht)	Other non-monetary
1.	Mr. PRAKIT APISARNTHANARAX (Chairman of the board)	-	N/A	N/A	N/A
2.	Mr. PHISAL PRAHASDANGKURA (Vice Chairman)	-	N/A	1,200,000.00	N/A
3.	Mr. VICHIE NAKINTANOND (Director)	-	N/A	720,000.00	N/A
4.	Mr. PICHA CHARNUPHARINDA (Director)	-	70,000.00	N/A	N/A

5.	Mr. APIRAK APISARNTHANARAK (Director)	-	N/A	N/A	N/A
6.	Mr. PREECHA CHAOCHOTECHUNG (Director)	-	N/A	1,440,000.00	N/A
7.	Ms. SUKANYA NITUNGKORN (Director)	-	70,000.00	N/A	N/A
8.	Mr. BHAWAT YUPABHORN (Director)	-	60,000.00	N/A	N/A
9.	Mr. SOMMANOS NA BANGCHANG (Director)	31 Jan 2022	N/A	N/A	N/A
10.	Mr. THITAWAT ASAVES (Director)	1 Jun 2022	40,000.00	N/A	N/A

## Report on the Audit Committee's Performance for the Past Year (8.2)

### Report on the audit committee's performance for the past year

#### Meeting attendance of audit committee

Number of Audit committee meetings (times) : 4

	List of directors	Termination date	Number of the audit committee meeting
1.	Mr. PICHAJ CHARNSUPHARINDA (Chairman of the audit committee)	-	4/4
2.	Ms. SUKANYA NITUNGKORN (Audit committee)	-	4/4
3.	Mr. BHAWAT YUPABHORN (Audit committee)	-	4/4
4.	Mr. SOMMANOS NA BANGCHANG (Audit committee)	31 Jan 2022	0/4
5.	Mr. THITAWAT ASAVES (Audit committee)	1 Jun 2022	1/4