



Invitation to attend the AGM Y2015

ARiP Public Company Limited

Friday 27th March 2015

as from 14.00 p.m., at SVOA Tower

ASIC Room, 34th Floor, 900/29 Rama III Road,
Bangpongpan, Yannawa, Bangkok 10120



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ARiP 005/2015

March 12, 2015

Subject : Invitation to the Annual General Meeting of Shareholders 2015 (AGM)

Attention : Shareholders of ARIP Public Company Limited

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ARIP Public Company Limited will arrange the 2015 Annual General Meeting of Shareholders on March 27, 2015 as from 2:00 p.m. at SVOA Tower, ASIC Room, 34th Floor, 900/9 Rama III Road, Bangpongpan, Yannawa, Bangkok 10120, to consider the following agendas.

Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders 2014

Objective and Reason: The Annual General Meeting of Shareholders 2014 was held on March 28, 2014. A copy of the Minutes of the meeting was submitted to The Stock Exchange of Thailand within 14 days after the meeting. The Company published the Minutes through its web site (www.aripplc.com) in order to notify all shareholders and allow them to check the accuracy. (Enclosure 1)

Opinion of the Board: The Board of Directors deems it appropriate to propose to the AGM to certify the Minute of the Annual General Meeting of Shareholders 2014.

Agenda 2 To acknowledge the report on the Company's operating results and the Annual Report 2014

Objective and Reason: According to the Company's operating results for the year ended December 31, 2014, the Company's total revenues was 276.69 million Baht and net loss after tax was 13.75 million Baht, which present investments according to the equity method. The detailed of the Company's operating results are provided in the Annual Report 2014. (Enclosure 2)

Opinion of the Board: The Board of Directors deems it appropriate to propose to the AGM to acknowledge the Company's operating results and the Annual report 2014.

Agenda 3 To consider and approve the Audited Statements of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2014

Objective and Reason: The Board shall prepare the Company's Audited Statements of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2014 and submitted to the AGM for approval. (Enclosure 2)

Opinion of the Board: The Board of Directors deems it appropriate to propose to the AGM to consider and approve the Company's Statements of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2014, which have been audited by the authorized auditors and examined by the Audit Committee.

Agenda 4 To consider and approve the omission of dividend distribution from operating results for the year ended December 31, 2014

Objective and Reason: According to the Company's operating result for the year ended December 31, 2014, the Company's total revenues was 276.69 million Baht and net loss was 13.75 million Baht. Therefore, the Board propose to omission of the dividend distribution.

Table comparing the dividend payments over the last 3 years

Details of dividend payment	2012	2013	2014*
Net Profit (Loss) after Tax (Baht)	31,551,890	33,135,975	(13,747,680)
No. of shares-issued and paid up (Share)	465,175,000	466,000,000	466,000,000
Dividend per share (Baht)	0.064	0.06	-
Total Dividend payment (Baht)	29,479,000	27,960,000	-
Dividend Payout Ratio (%)	94.68%	84.38%	-

*To be proposed to Annual General Meeting 2015 for further consideration and approval.

The rates of dividend payment comply with the Company's dividend policy. (Enclosure 5)

Opinion of the Board: The Board of Directors deems it appropriate to propose to the AGM to consider and approve the omission of dividend distribution from the Company's operating results Y2014.

Agenda 5 To consider and approve the appointment of new directors replacing those retired by rotation

Objective and Reason: The Public Limited Companies Act 1992 and the Company's Association Article 17, at least one-third or the closest number to one-third of the directors shall vacate offices at every the Annual General Meeting of Shareholders. The directors who were due to retire by rotation in the 2015 Annual General Meeting of Shareholders would be as follows:

- | | |
|------------------------------|-------------------------------------------------------------------------------------------------------|
| 1. Mr. Min Intanate | Director & Executive Chairman |
| 2. Mr. Wilson Teo Yong Peng | Director |
| 3. Mr. Prakob Visitkitjakarn | Independent Director, Chairman of Audit Committee & Chairman of Nomination and Remuneration Committee |

The Company announced on the web site of the Company (<http://www.aripplc.com>) to invite all minority shareholders to nominate qualified persons to be appointed as the Company's directors from December 1-31, 2014. However, there was no shareholder nominated any person to be appointed as the Company's director.

The Nomination and Remuneration Committee to consider persons are educational qualification, knowledge, competency and experiences that will be beneficial to the Company and qualified as required by the Public Limited Company Act 1992 and the Securities and Exchange Act. The Board of Directors considers the candidates nominated by the committee and, if it agrees, proposes them to the AGM for approval.

In this nomination, The Nomination and Remuneration Committee deemed it appropriate to propose to the Board of Directors to consider and approve the three of retiring directors by rotation to their offices as directors for another term. Brief qualifications of the three retiring directors are detailed in Enclosure 3.

Opinion of the Board: The Board of Directors deems it appropriate to propose to the AGM to consider and approve the appointment of Mr. Min Intanate, Mr. Wilson Teo Yong Peng and Mr. Prakob Visitkitjakarn retiring directors by rotation to return to their offices as directors for another term, and to comply with the principles of good corporate governance. The Company shall be vote for each nominated director.

Agenda 6 To consider and approve determination of the Directors' remuneration

Objective and Reason: The Company has appointed the Nomination and Remuneration Committee to consider the remuneration of the Broad of Directors. However, the Nomination and Remuneration Committee determined the remuneration of Directors, Audit Committee and Nomination and Remuneration Committee from experience, the performance obligations and responsibilities of the directors, by comparing with other companies in the same industry or companies that perform similar business.

The Nomination and Remuneration Committee has considered the remuneration of the Board of Directors and sub committees as follows:

Directors' remuneration for Y2014-2015

Name-Last Name	Position	2014 (Baht/month)	2015 (Baht/month)
1. Mr. Manu Leoparote	Chairman of the Board and Independent Director	273,000	273,000
2. Mr. Min Intanate	Director and Executive Chairman	220,500	220,500
3. Mrs. Aeimporn Punyasai*	Director	-	-
4. Mr. Pathom Indarodom	Director	-	20,000
5. Mr. Prayoon Rattanachaiyanont	Director	20,000	20,000
6. Mr. Wilson Teo Yong Peng**	Director	-	-
7. Mr. Sophon Intanate***	Director	20,000	-
8. Mr. Prakob Visitkitjakarn	Independent Director, Chairman of Audit Committee, Chairman of Nomination and Remuneration Committee	20,000 30,000 -	20,000 30,000 -

Name-Last Name	Position	2014 (Baht/month)	2015 (Baht/month)
9. Mr. Narit Therdsteeerasukdi	Independent Director,	20,000	20,000
	Audit Committee Member,	20,000	20,000
	Member of the Nomination and Remuneration Committee	-	-
10. Group Captain Isaraya Sukcharoen	Independent Director,	20,000	20,000
	Audit Committee Member,	20,000	20,000
	Member of the Nomination and Remuneration Committee	-	-
Total		663,500	663,500
The Board of Directors' meeting allowance amount 5,000 Baht per attendance			
The Nomination and Remuneration Committees' meeting allowance amount 5,000 Baht per attendance			
Other Benefits		- None -	

* Mrs. Aeimporn Punyasai was appointed a director in place of Mr. Sophon Intanate who resigned from his directorship, effective on November 11, 2014 and offered to waive the director's remuneration.

** Mr. Wilson Teo Yong Peng offered to waive the director's remuneration.

*** Mr. Sophon Intanate resigned from the director since October 31, 2014

Authorities and Duties of the Board of Directors, the Audit Committee and the Nomination and Remuneration Committee was described in the Annual Report - Management structure. (Enclosure 2)

Opinion of the Board: The Board of Directors deems it appropriate to propose to the AGM to consider and approve the directors' remuneration as per details above.

Agenda 7 To consider and approve the appointment of auditor and determination of auditor's remuneration for Y2015

Objective and Reason: Section 120 of the Public Limited Company Act requires that the Annual General Meeting of shareholders appoint auditors and determine their remuneration.

The Audit Committee has been considering the qualifications of auditors and audit fee that in Y2014, EY Office Limited is an experienced auditor, famous and generally accepted. The nominated auditors are not contrary to the SET, no relationship with, or any interest with the Company, Executives, major shareholders or any related persons, which may have an impact on performing task independently.

List of auditor's name proposed by EY Office Limited

Name	CPA Registration Number	Years of auditing the Company
Mr. Chayapol Suppasedtanon	3972	1 Year since Y2014
Ms. Rungnapa Lertsuwankul	3516	-
Ms. Pimjai Manitkajohnkit	4521	-
Ms. Rosaporn Decharkom	5659	-
Ms. Sumana Punpongsonon	5872	-

The audit fee of the Company for Y2015 shall be maintained at the same rate of Y2014 at the total amount of 1,080,000 Baht, excluding other expenses, as detailed below:

Description	2014	2015	Increase (decrease)
Audit Fee	1,000,000	1,000,000	-
Audit Fee for BOI	80,000	80,000	-
Total	1,080,000	1,080,000	-

The Audit Committee agreed to propose to the Board of Directors to appoint EY Office Limited as the Company's auditor for Y2015 with an auditing fee of 1,080,000 Baht per year excluding other expenses.

Opinion of the Board: The Board of Directors deems it appropriate to propose to the AGM to consider and approve the appointment of EY Office Limited as the auditor for Y2015 with an audit fee at the total amount of 1,080,000 Baht per year excluding other expenses.

Agenda 8 To consider other business (if any)

-

The Company has to set the record date on which shareholders have the rights to attend the AGM on March 9, 2015. The shared register book closing date for collecting shareholders names under Section 225 of the Securities and Exchange Act was fixed on March 10, 2015 in order to determine the shareholders' entitlement to attend the Annual General Meeting of Shareholders 2015.

The shareholders are cordially invited to attend the Meeting on the date, and at time and place as mentioned above. For the convenience of registration process, the Company will arrange the register from 1:00 p.m. If any shareholder is unable to attend the meeting, such shareholder may appoint a proxy to attend the meeting by filling in the information and affixing the shareholder's signature in the attached Proxy Form. The completed form together with the required documents must be produced before attending the meeting. Shareholders can appoint any persons or the Company's independent director to attend the meeting on their behalf.

Yours sincerely,
ARIP Public Company Limited



Mr. Manu Leopaïrote
Chairman of the Board

The Minutes of the Annual General Meeting of Shareholders 2014 ARIP Public Company Limited

The Meeting was held on March 28, 2014 as from 14.00 p.m., at SVOA Tower, ASIC Room, 34th Floor 900/29 Rama 3 Road, Bangpongpan, Yannawa, Bangkok 10120.

Mr. Chanchai Boonyasurakul, the Company's secretary welcome shareholders to the Annual General Meeting of shareholders 2014 of ARIP Public Company Limited, and declared that the Meeting had been attended by 65 shareholders either by the shareholder personally or authorized attorney accounting for 224,522,683 shares or 48.18 percent of the registered capital. The number constituted a quorum required under Article 31 of the Company's Articles of Association. Hence, the Annual General Meeting of Shareholders 2014 ("AGM") was declared open.

The Company has 9 members of the Board of Directors and attending the meeting is as follows:

- | | | | |
|----|----------------------------------|-------------------|------------------------------------------------------|
| 1. | Mr. Manu | Leopairote | Chairman of the Board and Independent Director |
| 2. | Mr. Min | Intanate | Director & Executive Chairman |
| 3. | Mr. Wilson | Teo Yong Peng | Director |
| 4. | Mr. Prayoon | Rattanachaiyanont | Director |
| 5. | Mr. Pathom | Indarodom | Director |
| 6. | Mr. Sophon | Intanate | Director |
| 7. | Mr. Prakob | Visitkitjakarn | Independent Director and Chairman of Audit Committee |
| 8. | Mr. Narit | Therdsteerasukdi | Independent Director and Audit Committee Member |
| 9. | Group Captain Isaraya Sukcharoen | | Independent Director and Audit Committee Member |

Executives attending the Meeting are as follows; Mr. Norasak Rattanaverroj, Mr. Marut Teawarboon and Miss Pornpavee Sahawathanapong.

Representative from Ernst & Young Office Limited, currently EY Office Limited, the Company's auditor, namely Mr. Chayapol Supposedtanon and Miss Koranit Chanda, and the Company's legal advisor, namely Mr. Chokun Dachakaisya.

Company Secretary has described how to count the votes of the shareholders who voted in each agenda, so that the meeting is done properly as follows:

1.1 A shareholder or attorney being registered shall receive a set of voting cards. Each card shall specify the name of the voter and number of shares eligible for voting on the principle of 1 share equals to 1 vote. The shareholder or attorney must use the voting cards corresponding with the agenda. There will not be vote casting for agenda 2 and 4 as the agendas are for acknowledgement. The voting cards for agenda 7 shall be divided for each nominated director. This is to comply with the guideline for organizing a good shareholders' meeting.

1.2 The attorney according to the Proxy Form B with advance voting specified by the grantor shall not receive voting cards because the officer shall gather the votes on each agenda in advance as specified in the Power of Attorney.

1.3 Voting shall be done openly. The meeting holder shall ask the shareholders, who disagree or abstain the voting, to raise their hands, so that the officer can gather the voting cards to count the votes with the barcode scanning system and computer processing.

Attachment 1

1.4 Shareholders, who agree to all agendas, should sign their names in all of the voting cards and submit the whole voting cards to the Company at the end of the meeting. Shareholders, who disagree or would like to abstain voting, should identify themselves on the spot, and submit the respective voting cards with their names affixed before delivering to the officer.

1.5 To count the votes based on the good policy of business control, the Company invites Miss Koranit Chanda; representative from EY Office Limited, to join the votes counting committee. The Company shall count the votes only of the shareholders, who disagree or abstain voting in each agenda by subtracting the votes from the total votes of the attending shareholders. The remaining votes shall be considered as the agreeing votes on each agenda. If most votes comply and correspond with the Company rules regarding the votes, it shall be considered that the meeting grants consent or approval on such agenda.

1.6 If the shareholders do not vote, it shall be considered that they agree. If any shareholder wishes to leave the meeting or is absent from the meeting on each agenda, the shareholder could exercise your rights by sending the voting card in advance to the officer.

The shareholder, who wishes to do inquiry, must give notice of the name – surname to the meeting prior to the inquiry or express the opinion at all times or may ask questions or express their opinions during the consideration of the last agenda.

The Company has fixed an invitation letter and posting them on the Company's web site details as follows:

1. The invitation letters, page 30, The Agenda 8: To consider and approve the appointment of auditor and determination of auditor's remuneration for Y2014.

"EY Company Limited would like to appoint more auditors, which is Mr.Chayapol Suppasedtanon, CPA Registration No 3972"

2. The invitation letters, page 18, The Profile of persons nominates to replace retiring directors from Group Captain Isaraya Sukcharoen to Mr. Narit Therdsteeerasukdi.

Then Mr. Manu Leopairote, Chairman of the Board acting Chairman of the meeting opened the meeting.

Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders 2013

The Chairman proposed to the Meeting to certify the Minute of the Annual General Meeting of Shareholders 2013, held on March 28, 2013, a copy of which was delivered to the shareholders together with the invitation letter. The Company has published it through the Company's Web site ([www. aripplc.com](http://www.aripplc.com)).

Resolution: The Meeting certified the Minutes of the Annual General Meeting of Shareholders 2013 by a majority of the shareholders present at the Meeting and eligible to vote as follows:

Approved 318,002,983 Votes Disagree 15,000 Vote Abstain -None- Vote

Agenda 2 To acknowledge the report on the Company's operating results and the Annual Report 2013

The Chairman proposed to the Meeting to acknowledge the Annual Report 2013, which had been delivered to the shareholders together with the invitation letters.

Resolution: The Meeting acknowledged the Company's operating results and the Annual Report 2013.

Agenda 3 To consider and approve the Audited Statements of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2013

The Chairman proposed to the Meeting to approve the Financial Statements for year ended December 31, 2013, which was audited and certified by the auditor of the EY Office Limited and approved by the Audit Committee and the Board of Directors, as appeared in the Annual Report from the page 142-174.

Mr. Chatchai Songsangcharoen, shareholder, asked the Company's financial report of Fiscal Y2013. "How the Company is growing? Why the gross margin is decreasing, in contrast with the increasing of sales?"

Miss Pornpavee Sahawathanapong, Executive, explained that "Y2013, the Company had income 530.52 million Baht, which increased from last year from exhibitions service and digital media was 170 million Baht and 127 million Baht respectively. The revenue from print media decreased from last year 14 million baht. (Please see the Annual report 2013, page 108). The Company has expanded the exhibition business by holding exhibitions for governments and private sectors. The government projects has lower gross profit margin than the other events that the Company owned, as a result, the initial profit decrease from 40% to 20% of the total income.

Mr. Min Intanate, Director and Executive Chairman, clarified that in Y2013, the Company had more projects from the government sector. Those projects required e-auctioning, as a result of competitive pricing, the profit rate will be around 5-10%. The Company's events usually have higher profit rate. Moreover, the increasing revenue also came from TV media business, but the first year is still in the adjusting period, as the result, the TV media business has generated income with break-even point. After the Consolidate of financial statement, the result shows the increasing of EBT. On the other hand, the profit growth rate will not be increased in the same ratio as the revenue growth rate.

For the business tendency of Y2014, the exhibition division will still focus on auctioning government projects, even though there is political instability. The Company is expecting EXPO business and trade show market bouncing back to a normal state in the second half year. For the Commart, which the Company has held for more than 30 times, has been highly successful; however, the sales dropped since the ICT industry has been in the declining period from Q2 2013. We expect to regain the sales in Q2 or Q4 when the industry and the political situation get better. For the TV media business, our expertise and staffs' readiness give us the opportunity to have our own program in the digital TV channel. In the future, we look forward to produce more programs for Free TV, which we're in the negotiating process for 2 more programs. This year we expect the income from TV media to increase. For the print media business, the overall business is in its declining era. Hence the Company is expanding to online media instead, but online business is not earning as much as we expected. Even though there are tremendous number of internet consumption, but the overall of spending money for online marketing is not yet much high enough; however, we are doing our best.

Mr. Chatchai Songsangcharoen, shareholder, asked about the margin of each business categories.

Mr. Min Intanate, Director and Executive Chairman, explained that the profit rate of each business categories is considered confidential. Therefore, he could estimate the rough numbers as following; Print media 20%, Exhibition 30%, and Governmental exhibition 5-10%. For TV& Radio broadcasting business, the Company has only one program last year, resulted in considerate profit rate.

Attachment 1

Resolution: The Meeting approved the Audit Statement of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2013 by a majority of votes of the shareholders present and eligible to vote as follows:

Approved 318,002,983 Votes Disagree 15,000 Vote Abstain -None- Vote

Agenda 4 To acknowledge the Company's Interim Dividend

The Chairman informed the Meeting that during Y2013, the Board of Directors' Meeting No. 4/2013 held on November 11, 2013, resolved to pay an interim dividend from the operating result of 6-month period (Jan-June 2013) to shareholders have the rights for received interim dividend on November 25, 2013. The closing of the register book for collecting shareholders names under Section 225 of the Securities and Exchange Act as is fixed on November 26, 2013. The dividend is set at 0.035 Baht per share, a total amount of 16.31 million Baht and paid on December 9, 2013.

Resolution: The Meeting acknowledged the Company's interim Dividend.

Agenda 5 To consider and approve the profit apportionment and dividend payment derived from operating results for the year ended December 31, 2013

The Chairman proposed to the Meeting to approve the profit apportionment as legal reserve and dividend payment from the Company's operating results Y2013, detailed as specified in the invitation letter page 26-27.

According to the Company's operating results for the year ended as of December 31, 2013, the Company's net profit was 33.14 million Baht. The Board would like to propose to the meeting to approve the allocation of 5% of the net profit, a total amount of 1,198,051.54 Baht as legal reserve and dividend payment to shareholders at an average rate of 0.06 Baht per share, a total amount of 27.96 million Baht. On December 2013, the Company had paid interim dividend payment at 0.035 Baht per share, a sum of 16.31 million Baht.

The Board of Directors proposed to pay the remaining dividend to shareholders at 0.025 Baht per share, in total of 11.65 million Baht. The record date on which shareholders have the rights to receive dividend is March 10, 2014. The share register book closing date for collecting shareholders names under Section 225 of the Securities and Exchange Act is fixed on March 11, 2014 in order to determine the shareholders' entitlement to received dividends. The date of dividend payment shall be on April 11, 2014.

Resolution: The Meeting approved the allocation of the net profit for Y2013 as legal reserve and dividend payment to Shareholders by a majority of votes of the shareholders present and eligible to vote as follows:

Approved 318,077,983 Votes Disagree 15,000 Vote Abstain -None- Vote

Agenda 6 To consider and approve determination of the directors' remuneration

Chairman proposed to the Meeting that the Company's operating results Y2013 has been total revenues of 530.52 million Baht, an increase of 112.63% from last year. The Board deems it appropriate to request the Meeting to consider and approve bonus payment and remuneration to the Company's directors, details as specified in the invitation letter page 27-29.

Mr. Nattapawut Jiamjitton, shareholder, asked that In Y2013, the employees' benefits increased from last year 12%, but the Company's profit didn't reach 10% increment. Therefore, what is the Company's policy regarding employees' benefits, including salary increment adjustment plan for Y2014.

Miss Pornpavee Sahawathanapong, Executive, Explained that the employee's benefit has increased from last year because new employed to TV's staffs. In 2014, the salary increment will be in the normal rate.

Mr. Min Intanate, Executive Chairman, clarified that the Company started the TV media in Y2013, then the employee expenditures increased 12% from last year. Normally the Company will adjust employees' salary according to the cost of living and the industry standard rate, which is $\pm 5\%$. For Y2014, the cost for employees' benefits will not reach 12% if the Company is not hiring more employees for the expansion that may happen in the future.

Resolution: The Meeting approved determination of the directors' remuneration by a majority of votes of the shareholders present and eligible to vote as detailed below:

6.1 Approval of the bonus payment to the Company's directors for Y2013 in an amount of 550,000 Baht.

Approved 317,928,683 Votes Disagree 15,000 Vote Abstain 149,400 Vote

6.2 Approval of the directors' remuneration for Y2014 in an amount of 663,500 Baht per month.

Approved 317,928,683 Votes Disagree 15,000 Vote Abstain 149,400 Vote

Agenda 7 To consider and approve the appointment of new directors replacing those retired by rotation

Chairman proposed to the Meeting to appoint directors replacing those who retire by rotation. Pursuant to the Public Limited Company ACT 1992 and the Company's Association Article 17, at least one-third or the closest number to one-third of the directors shall vacate offices at every Annual General Meeting of Shareholders. The directors who were due to retire by rotation in the 2014 Annual General Meeting of Shareholders are as follows:

- | | | |
|---------------|------------------|-----------------------------------------------|
| 1. Mr. Pathom | Indarodom | Director |
| 2. Mr. Sophon | Intanate | Director |
| 3. Mr. Narit | Therdsteerasukdi | Independent Director & Audit Committee Member |

The Board of directors, excluding the votes of retiring directors, proposed the re-election of the 3 Directors to their former positions due to their knowledge, expertise and the fact that they possessed appropriate qualifications of Director as required by the Public Limited Company Acts, Securities and Exchange Act and the Company's regulations.

Resolution: The Meeting approved the reappointment of 3 directors retired by rotation for another term, by a majority vote of the shareholders present and eligible to vote as detailed below:

7.1 Mr. Pathom Indarodom

Approved 317,928,683 Votes Disagree 15,000 Vote Abstain 149,400 Vote

7.2 Mr. Sophon Intanate

Approved 317,928,683 Votes Disagree 15,000 Vote Abstain 149,400 Vote

7.3 Mr. Narit Therdsteerasukdi

Approved 317,928,683 Votes Disagree 15,000 Vote Abstain 149,400 Vote

Attachment 1

Agenda 8 To consider and approve the appointment of auditor and determination of auditor's remuneration for Y2014

Chairman proposed to the Meeting to appoint Mr. Chayapol Suppasedtanon and/or Ms. Rungnapa Lertsuwankul and/or Ms. Pimjai Manitkajohnkit and/or Ms. Rosaporn Decharkom and/or Ms. Sumana Punpongsanon of EY Office Limited to be the Company's auditors. The remuneration for auditing the Company's accounts including the reviewing of the quarterly financial statements would be at a rate of 1,000,000 Baht and BOI review fee 80,000 Baht, a total amount of 1,080,000 Baht excluding other expenses. Details are provided in the invitation letter page 30.

Miss Piyarat Khunjit, Thai Investors Association, asked the cause of the increased audit fee payable for Y2014, which has added up another 20,000 baht for the amount of 1,000,000 baht in total.

Mr. Prakob Visitkitjakarn, Independent Director and Chairman of Auditor Committee,

explained that during 2000-2013, the Company has not been increased the audit fee. For this year, as the committee has informed that there will be more auditing, due to the business expansion. The auditing process will take more work and much longer time for the transparency purposes. Therefore, the Company has been requested to increase the audit fee for 20,000 baht. In consequence, the Company has agreed and approved to increase the audit fee for fiscal year 2014.

Resolution: The Meeting approved the appointment of Mr. Chayapol Suppasedtanon and/or Ms. Rungnapa Lertsuwankul and/or Ms. Pimjai Manitkajohnkit and/or Ms. Rosaporn Decharkom and/or Ms. Sumana Punpongsanon of EY Office Limited to be the Company's auditor for Y2014 and the auditor's fee of 1,080,000 Baht as proposed. The resolution was passed by a majority vote of the shareholders present and eligible to vote as follows:

Approved 331,624,583 Votes Disagree 15,000 Vote Abstain 149,400 Vote

Agenda 9 To consider other business (if any)

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Mr. Teerasak Tatiyapongpaiboon, shareholder, asked the business plan and vision under the highly competitive situation.

Mr. Pathom Indarodom, Director and CEO, explained that the Company's core business in the past was print media that is in its obsolete period. Therefore, the Company has expanded to exhibition business category and gain 70% of total income. Last year, the Company has also expanded to TV and digital media. These two categories' are earning increasing income ratio and high initial profit rate, especially the e-business, which is supported by BOI. The Company, therefore, sees the opportunities to expand the e-Book to digital publishing, e-bookshelf, and digital content for other organizations, especially educational institute. The Company is moving forward to digital business. For TV media business, the Company is looking forward to have not only one program, but produce more programs for TNN and other digital TV channels. The increasing digital TV channels are the opportunities for the Company this year.

Mr. Nattawut Treerattanawong, shareholder, asked the profit margin of e-Book business and its expected income ratio for this year.

Mr. Min Intanate, Director and Executive Chairman, explained that the e-Book business in the past is in the product developing process and just started to earn income by the end of the year. This business earned 1% when compared to the total income, but the Company sees the high growth potential for this business. For the TV media business, even though the Company produced one program and gain high initial profit rate, but it also had high cost. The TV media business last year overall still not gaining profits. For the Digital TV content, the Company sees it as the opportunities. The more air time will result in competitive content for both free TV and digital TV, which the Company is ready to produce contents for these channels. At this moment, the Company is negotiating with TNN and other channels. We expect to increase the Company's awareness and increase sales from 10-15% to 15-20% of the total income.

Mr. Nattawut Treerattanawong, shareholder, asked the main income of the Company from exhibition business. Due to the political situation, he would like to know the effects of the situation toward auctioning government projects. What are the exhibitions that the Company has won the auction and the amount of the upcoming auctions that the Company is preparing?

Mr. Min Intanate, Director and Executive Chairman, explained that the government projects currently are being postponed, but not cancelled. Many exhibitions are still holding, such as Education Fair, a week-long science educational fair. The Company and staffs have prepared the operational parts, but still have to wait for the auctioning process. The Company firmly believes that if we won the auction, we can definitely manage to gain higher profits, which draws from our experience, expertise, and improved management. Currently, the sales from Commart show are decreasing, due to the decreasing money spent in ICT industry and increased budget and promotion from the downward economy situation. Therefore, the Company is expanding into other exhibitions to become the new business for the Company.

Miss Piyarat Khunjit, Thai Investors Association, had 4 questions from the association as follows:

1. Has the Company set anti-corruption policy? If not, please provide reasons with future plan.
2. Has the Company set the organization structure to support the anti-corruption policy?
3. Has the Company ever estimate the Company's risk toward corruption?
4. Has the Company ever participated or announce its commitment to anti corruption? If not, please provide reasons.

Mr. Min Intanate, Director and Executive Chairman, explained that the questions regarding the Company's transparency and operations toward anti-corruption policy as following:

1. The Company has clearly set the anti-corruption policy base upon the righteousness and transparency for examination. The Company is strictly examined by independent directors and Audit committee.
2. In the past, most of the Company's transactions occurred from private sectors. Last year, the Company earned more income from government organization through e-Auction process to show our transparency. The Company has also set the strict standard and internal examination to show that we focus toward anti corruption.
3. Regarding participating anti-corruption program, the Company has already received the requests. We are studying about the projects and leave it upon the board committee's decision; however, the Company's policy and its operating process have clearly shown it righteousness and transparency, which relevant to the anti-corruption program.

Attachment 1

Mr. Chatchai Songsangcharoen, shareholder, asked about the profit margin and the Company's direction on digital media.

Mr. Pathom Indarodom, Director and CEO, explained that other than e-Book and e-Bookshelf, the Company is producing a new product which is also considered digital content and expect to gain higher profit rate than the Company's print media. The previous Q1 has been hit by the economic crisis due to the political situation, but the Company is expecting higher income from Q2 and Q3. Within 1-2 years, this business will become the main income for the Company.

Mr. Min Intanate, Director and Executive Chairman, clarified that the Company is conducting a research on consumers' behavior focus on Smartphone and tablets usage. We want to explore opportunities on new applications:

1. How to make the smartphone and tablet easier to use for users.
2. The quality of users. The Company will definitely announce more details to shareholders once the product is ready.

Mr. Chatchai Songsangcharoen, shareholder, asked if governmental tablet project, that has been cancelled, affects the Company.

Mr. Min Intanate, Director and Executive Chairman, explained that it didn't affect the Company, since we didn't sell hardware.

Mr. Chatchai Songsangcharoen, shareholder, asked about the Company's investment policy on R&D and its strength, since the ICT business is in a fast-moving environment.

Mr. Min Intanate, Director and Executive Chairman, explained that there are 2 way of R&D.

1. Buying, in case of there are qualified product available.
 2. Development of new product
- For our R&D, We develop our own product since it is new innovation.

Mr. Chatchai Songsangcharoen, shareholder, asked if the Company still providing software and ICT solution (I-Know). He also would like to know the trend for online services and I-MAC projection.

Mr. Pathom Indarodom, Director and CEO, explained that the I-Know business is an online educational system that the Company is still operating and started to earn income at the end of last year, but struggled in Q1 due to the political crisis. I-MAC is the integration between TV and online media. Usually the advertising rate for publicizing products through non-paid TV channels cost very high, resulted advertisement that has been shorten down into only 1-2 minutes. Another option for customers is to advertise through internet TV "Tech TV Thailand", that the Company owns as long as they want by integrated two media to satisfy our customers. In the future, other than internet TV and non-paid TV, we will also have digital TV as well.

Mr. Chatchai Songsangcharoen, shareholder, asked about the Company's vision on TV media business, And Mr. Norasak is responsible for exhibition business.

Mr. Norasak Rattanaveraj, Executive, explained that last year the Company has build the strategy to maximize the production productivity as following:


1. Build talent. The Company has built talented staffs to produce the increasing contents for digital book, e-Book, and I-Know. The knowledge base projects allow the Company to see the opportunities of e-Learning in education and telecommunication industry.

2. The Company's core potential is the ICT content provider. When combined with the leading ICT event and other communication channels, the Company will have 4 channels: On air, On line, On location, and On Magazine, as the completed communication channels for consumers.

For the digital TV, the Company will start broadcasting on April 1st, 2014. Due to the Office of The National Broadcasting and Telecommunications Commission (NBTC)'s policy, the cyber city program will be broadcasted on every platform, including analog, digital, satellite, and cable TV. As the Company is the leader at ICT content provider, recently the Company also partnered with a foreign firm, who is the world-class ICT event organizer, to import the most updated ICT content to Thailand.


Mr. Min Intanate, Director and Executive Chairman, clarified that the committee who is in charge of the exhibition is Mr. Marut Teawarboon. For digital TV, the number of channels is increasing from originally 5 channels to 33 channels, but overall advertisement budget is still the same amount. In this economic situation, the value of money might decrease or increase not more than 50%. Therefore, the Company will focus on creating high quality content.

As there were no further questions or suggestion, the chairman declared the Meeting adjourned at 15:05, thanked to the shareholders and stakeholders and all representatives, who attended the Meeting and toward their suggestions and comments to, that are highly beneficial to the Company.


Sign  _____ The Chairman of the Meeting
(Mr. Manu Leopairote)

Sign  _____ The Company's secretary
(Mr. Chanchai Boonyasurakul)


The Profile of persons nominated to replace retiring directors

1. Mr. Min Intanate		
Proposed appointment as	Director & Executive Chairman	
Age	61 Years	
Nationality	Thai	
Shareholding Proportion (Dec. 30, 2014) - Direct - Indirect	Ordinary shares 206,338,000 shares (44.28%) None	
Educations	<ul style="list-style-type: none"> - Honorary Doctoral Degree of Laws, Dominican University of California, U.S.A. - Honorary Doctorate Degree of Science (Information Technology for Management), Mahasarakham University - Honorary Bachelor Degree of Science (Computer Science) Engineering and Agricultural Technology, Rajamangala University of Technology Thanyaburi - Bachelor of Architecture, Fu Hsing Institute of Technology, Taiwan 	
Certificate	<ul style="list-style-type: none"> - Thailand Insurance Leadership Program (2011) - Director Accreditation Program (DAP) (2005) - The Role of the Chairman Program (RCP) (2005) 	
5 Years' work experience - Listed Company - Company Limited	<ul style="list-style-type: none"> - ARIP PCL. Director & Executive Chairman 1989-Present - SVOA PCL. Director & CEO 2013-Present - SPVI PCL. Director & Executive Chairman 2011-Present - IT City PCL. Director & Executive Chairman 1996-Present - Business Online PCL. Director & Executive Chairman 1995-Present - ABIKS Development Co., Ltd. Director 2008-Present - D&B (Thailand) Co., Ltd. Chairman of the Board 2006-Present - National Credit Bureau Co., Ltd. Director 2000-Present - Core & Peak Co., Ltd. Director 1995-Present - Advanced Research Group Co., Ltd. Director 1987-Present 	
Duration of Directorship	26 Years (March 10, 1989 – Present)	
Criminal Offence Record during the Past 10 years	None	
Qualification according to the laws and does not have prohibited qualification according to the announcement of the SET	Yes	
The equity in both direct and indirect	None	
Meeting Attendance for Y2014	Board Meeting Attendant 5 Total Meeting 5 (100%)	
Nomination Procedure	Under the consideration of The Nomination and Remuneration Committee and the Board of Directors (Details stated in the Invitation to attend the 2015 AGM page 3-4)	

(The nominating director is not director or executive in other companies that may be conflict of interest with the Company.)

2. Mr. Wilson Teo Yong Peng			
Proposed appointment as	Director		
Age	49 Years		
Nationality	Singaporean		
Shareholding Proportion (Dec. 30, 2014) - Direct - Indirect	Ordinary shares 375,000 shares (0.08%) None		
Educations	<ul style="list-style-type: none"> - ASEP, Advanced Senior Executive Program, Kellogg School of Management (U.S.A.) - MBA, Oxford Brookes University Business School (U.K) - FCCA, Fellow of The Association of Chartered Certified Accountants (U.K.) - FCA, Fellow of The Institute of Singapore Chartered Accountants - FCPA, Fellow of The Institute of Certified Practising Accountants (Australia) - IIA, The Institute of Internal Auditors (U.S.A.) 		
Certificate	Director Accreditation Program (DAP) (57/2006)		
5 Years' work experience - Listed Company	- ARIP PCL.	Director	2010-Present
	- Business Online PCL.	Director	2006-Present
	- SVOA PCL.	Director	2006-Present
- Company Limited	- Asys Computer Co., Ltd.	Director	2009-Present
	- ABIKS Development Co., Ltd.	Director	2008-Present
	- Advanced Research Group Co., Ltd.	Director	2006-Present
	- Dataone Asia (Thailand) Co., Ltd.	Director	2006-Present
	- Anew Corporation Ltd.	Director	2006-Present
	- Acerts Co., Ltd.	Director	2000-Present
Duration of Directorship	5 Years (Jan 13, 2010 – Present)		
Criminal Offence Record during the Past 10 years	None		
Qualification according to the laws and does not have prohibited qualification according to the announcement of the SET	Yes		
The equity in both direct and indirect	None		
Meeting Attendance for Y2014	Board Meeting Attendant 5 Total Meeting 5 (100%)		
Nomination Procedure	Under the consideration of The Nomination and Remuneration Committee and the Board of Directors (Details stated in the Invitation to attend the 2015 AGM page 3-4)		

(The nominating director is not director or executive in other companies that may be conflict of interest with the Company.)

3. Mr. Prakob Visitkitjakarn															
Proposed appointment as	Independent Director and Chairman of Audit Committee														
Age	76 Years														
Nationality	Thai														
Shareholding Proportion (Dec. 30, 2014) - Direct - Indirect	Ordinary shares 750,000 shares (0.16%) None														
Educations	- Master of Business Administration (Finance), Indiana University, U.S.A. - Bachelor of Finance (Honors), Indiana University, U.S.A.														
Certificate	- Director Certification Program (DCP) (33/2003) - Audit Committee Program (ACP) (27/2009) - The Role of the Chairman (RCP) (5/2001) - Monitoring Fraud Risk Management (MFM) (1/2009) - Monitoring the Quality of Financial Reporting (MFR) (8/2009) - Charter Director Class (CDC) (3/2008)														
5 Years' work experience - Listed Company	<table border="0"> <tr> <td>- ARIP PCL.</td> <td>Independent Director & Chairman of Audit Committee</td> <td>2009-Present</td> </tr> <tr> <td>- Lease IT PLC.</td> <td>Independent Director & Chairman of Audit Committee</td> <td>2008-Present</td> </tr> <tr> <td>- Sri Trang Agro- Industry PCL.</td> <td>Independent Director & Chairman of Audit Committee man</td> <td>1997-Present</td> </tr> <tr> <td>- Siam City Cement PCL.</td> <td>Independent Director & Chairman of Audit Committee</td> <td>1999-2011</td> </tr> </table>		- ARIP PCL.	Independent Director & Chairman of Audit Committee	2009-Present	- Lease IT PLC.	Independent Director & Chairman of Audit Committee	2008-Present	- Sri Trang Agro- Industry PCL.	Independent Director & Chairman of Audit Committee man	1997-Present	- Siam City Cement PCL.	Independent Director & Chairman of Audit Committee	1999-2011	
- ARIP PCL.	Independent Director & Chairman of Audit Committee		2009-Present												
- Lease IT PLC.	Independent Director & Chairman of Audit Committee		2008-Present												
- Sri Trang Agro- Industry PCL.	Independent Director & Chairman of Audit Committee man	1997-Present													
- Siam City Cement PCL.	Independent Director & Chairman of Audit Committee	1999-2011													
- Company Limited	None														
Duration of Directorship	6 Years (September 16, 2009 – Present)														
Criminal Offence Record during the Past 10 years	None														
Qualification according to the laws and does not have prohibited qualification according to the announcement of the SET	Yes														
The equity in both direct and indirect	None														
Meeting Attendance for Y2014	Board Meeting Attendant 5 Total Meeting 5 (100%)														
Nomination Procedure	Under the consideration of The Nomination and Remuneration Committee and the Board of Directors (Details stated in the Invitation to attend the 2015 AGM page 3-4)														

(The nominating director is not director or executive in other companies that may be conflict of interest with the Company.)

Additional Qualifications for the Nominated Independent Director

Description	Qualifications	
1. Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 10 years.		
1.1 Taking part in the management of being and employee, staff member, advisor who receives a regular salary.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1.2 Being professional services provider, e.g. Auditor, legal advisor, financial advisor.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1.3 Having business relation that is material and could be barrier to independent judgment.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1.4 Family Relationship with other Directors, or management, or major shareholders.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2. Being an owner, director, management, employee or advisor who receive regular salary or holding more than one per cent of shares with voting rights of the company with the same business as IRPC and its competition is significant.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

The definition of "Independent Director" The Company has defined "Independent Director" in accordance with the requirement by the SEG and SET. (Annual Report page 117)

The Company's Articles of Association with regard to the Annual General Meeting of Shareholders the Meeting and vote

CHAPTER 3

BOARD OF DIRECTORS

Article 16 The directors shall be appointed by the Shareholders Meeting in accordance with the following rules and procedures:

(1) Each shareholder shall have one vote per share.

(2) Each shareholder may cast all his/her vote(s) according to (1) to elect one or several candidates as directors, but could not allot the votes to any person at any number.

(3) The candidates receiving the highest number of votes in the respective order of the votes shall be elected as directors at such time. In the event that a number of candidates receive an equal number of votes for the last directorship exceed the number of directors the Company required or to be elected at such time, the chairman of the meeting shall have a second or casting vote.

Article 17 At every Annual General Meeting of Shareholders, one-third of the directors shall retire from office. If the number of directors is not a multiple of three, then the number of directors nearest to one-third must retire from office.

In the first two years after the Company is registered, the members who take retire from the board of directors are chosen by lots. After that, the rule requires that committee serve the longest in the position retire from the position.

CHAPTER 4

SHAREHOLDERS MEETING

Article 29 The Board of Directors shall summon a shareholders meeting by sending a notice to the shareholders not less than seven days before the date of the meeting. The notice shall specify the place, date, time and agenda of the meeting and the subject matter to be submitted to the meeting together with appropriate details specify clearly agenda that to acknowledge, or to approve, or to consider and also compose of the Board of Directors' opinion. Such notice shall be published in a newspaper not less than three consecutive days before the date of the meeting.

A meeting of shareholders must be held in the area where the Company's head office is located or in any adjacent provinces or any other places as designated by the board of directors.

Article 30 At any shareholders' meeting, the shareholders may appoint any other person who is Sui juries as proxy present and voting on his/her behalf. The proxy form must be dated and signed by the principal and shall comply with the form as prescribed by the registrar. The proxy form must be submitted to chairman of the Board of Directors or other person designated by the chairman, at the meeting venue before the proxy attending the meeting.

Article 31 The quorum of a shareholders meeting shall be either not less than twenty-five shareholders present and proxies (if any) or not less than half of the total number of shareholders, and the total number of shares altogether should not less than one-third of the total number of shares sold.

Attachment 4

When one hour has elapsed from the appropriated time fixed for any shareholders meeting and the number of shareholders presenting at the meeting does not constitute a quorum as specified, if such meeting is a shareholders meeting convened because of a request from shareholders, it shall be extinguished. If it is not convened because of a request from shareholders, it shall be re-convened by sending notice to shareholders not less than 7 days prior to the meeting. At this later, a quorum as prescribed is not compulsory.

The chairman of the Board of Directors has a duty to be the chairman of the meeting. In case the chairman of the Board is not present at the meeting or cannot perform his duty, and if there is a vice-chairman, the vice-chairman shall be the chairman of the meeting. If there is no vice-chairman, or if there is a vice-chairman but he/she cannot perform his/her duties, the shareholders present at the meeting shall elect one of the shareholders to be the chairman of such meeting.

Article 32 Shareholders are entitled to voting rights according to the number of shares they have, one share per one vote.

(1) In an ordinary event, shall count the majority vote of the shareholders or proxies (if any) who attend the meeting and have the rights to vote. In case of a tied vote, the chairman of the meeting shall have a casting vote.

(2) In the following events, shall count a vote of not less than three-fourths of shareholders and proxies (if any) present at the meeting and entitled to vote;

(a) Sale or transfer of the whole or certain substantial parts of the Company's business to other persons;

(b) Purchase or acceptance of a transfer of business of other companies or private companies to the Company's own;

(c) Entering into, amending, termination the contract relating to the leasing out of the Company's business in whole or in essential parts; the authorization of other person to manage the Company's business or the amalgamation of the businesses with other persons for sharing profit and loss;

(d) Amendment, modification or addition of the Memorandum or Articles of Association of the Company;

(e) Increase or decrease of capital or issuance of debentures

(f) Amalgamation or dissolution of the Company

Article 33 The agendas which the annual general meeting of shareholders shall require are as follows:

(1) To consider the declaration of the past operational results.

(2) To consider and approve the Company's Balance Sheet.

(3) To approve the appropriation of the profit and dividend.

(4) To approve the appointment of the new director in replacement to the director who are due to retire by rotation.

(5) To approve determination of the directors' remuneration.

(6) To approve the appointment of the Company's auditor.

(7) To consider other issues.

CHAPTER 5
ACCOUNTING, FINANCIAL STATEMENTS AND ACCOUNTING AUDITS

Article 40 Dividends cannot be disbursed from other sources of funds except profits. In the event that the Company has accumulated losses, no dividends will be paid. Dividend payments are equally divided according to the number of shares. Treasury stock will not receive any dividend payments.

The Board of Directors may authorize interim dividend payments from time to time when there are reasonable profits to support the move and such decision will be announced at the next shareholders meeting.

Dividend payments should be made within one month from the Annual General Meeting or whenever the Board of Directors consents, according to circumstances. The notice has to be made in writing to all shareholders and the notification of impending dividend payments announced in Thai newspapers over three consecutive days.

Article 41 The Company has to allocate not less than 5% of annual net profits as statutory reserves, net of accumulated losses (if any), until the value of statutory reserves is not less than 10% of registered capital.

Documents or evidence required to attend in the Shareholders' Meeting

In order for the shareholders' meeting of the Company to be transparent, fair and beneficial to shareholders, the Company considers it appropriate to inspect the documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting. This will also be applied in the future. However, since some shareholders may not be familiar with this, the Company reserves the right to waive any of these requirements for some of the shareholders on a case by case basis as the Company considers appropriate.

1. Natural person

1.1 Thai nationality

- (a) Shareholder Identity card; or
- (b) In case of proxy, a copy of shareholder identity card and a copy of grantee identity card or passport (in case of foreigner).

1.2 Non-Thai nationality

- (a) Shareholder passport; or
- (b) In case of proxy, a copy of shareholder passport and a copy of grantee identity card or passport (in case of foreigner).

2. Juristic person

2.1 Juristic person registered in Thailand

- (a) A copy of corporate affidavit, issued within 30 days by Department of Business Development, Ministry of Commerce; and
- (b) The copy of identity card or passport (in case of foreigner) of the authorized director(s) of the power of attorney and a copy of grantee identity card or passport (in case of foreigner).

2.2 Juristic person registered outside of Thailand

- (a) A copy of corporate affidavit; and
- (b) The copy of identity card or passport (in case of foreigner) of the authorized director(s) or the power of attorney and a copy of grantee identity card or passport (in case of foreigner).

A copy of the documents must be certified true copy. In case of any documents or evidence produced or executed outside of Thailand, such documents or evidence should be notarized by a notary public.

A shareholder or a proxy may register and submit the required documents or evidence for inspection at the meeting from 1.00 p.m. on Friday 27 March 2015.

If any shareholder cannot attend the Annual General Meeting of Shareholders 2015, the shareholder may grant the proxy to independent director of the Company to act as proxy holder to attend and vote on his/her behalf by sending the duly completed proxy form to the Company.

Authorization

According to the notice of the Department of Business Development regarding the authorization form (Vol. 5) B.E. 2550 dated February 2, 2007, the authorization form is provided in the meeting of share subscribers and meeting of shareholders of the public limited company in 3 forms by using any of the following:

Form A : General authorization form as the simple and non-complicated form

Form B : Authorization form with the obvious particulars of authorization

Form C : Form used if the shareholders are the foreign investors and appoint the custodian in Thailand to be the depository for the shares.

The Company prepares the authorization form (Form B), so that the shareholders, who could not attend the meeting themselves, could authorize other person or the independent director of the Company (based on the list of the independent list of director determined by the Company) to be the proxy to attend the meeting and vote in the shareholders' meeting and send back to the Company in advance before the meeting not less than 1 day.

Methods of authorization

1. Authorize any person based on the wish of the shareholder or authorize any independent director of the Company by specifying the name and details of the person, whom the shareholder wishes to authorize, or mark in front of the name of the independent director as being provided by the Company in the Power of Attorney by choosing only one person to be the attorney to participate into the meeting.

2. Affix the duty stamp of 20 Baht and strike off the date of execution of the power of Attorney to be effective and for binding effect according to the law.

3. Proxy original documents by post and send back to the Company in advance before the meeting not less than 1 day.

(Company Secretary)

ARIP Public Company Limited

99/16-20 Ratchadapisek Road, Din Daeng, Bangkok 10400, Thailand

4. A shareholder may grant a proxy to only one person. The number of share held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.

The Profile of the Independent Director who may be granted a proxy



1. Mr. Prakob Visitkitjakarn		Age	76	years
Position	Independent Director / Chairman of Audit Committee / Chairman of the Nomination and Remuneration Committee			
Address	99/16-20 Ratchadapisek Road, Din Daeng, Bangkok 10400			
The agenda concerning consideration	Agenda 5 To consider and approve the appointment of new directors replacing those retired by rotation			



2. Mr. Narit Therdsteerasukdi		Age	41	years
Position	Independent Director / Audit Committee Member / Member of the Nomination and Remuneration Committee			
Address	99/16-20 Ratchadapisek Road, Din Daeng, Bangkok 10400			
The agenda concerning consideration	None			



3. Group Captain Isaraya Sukcharoen		Age	53	years
Position	Independent Director / Audit Committee Member / Member of the Nomination and Remuneration Committee			
Address	99/16-20 Ratchadapisek Road, Din Daeng, Bangkok 10400			
The agenda concerning consideration	None			

Remark: Profiles of Independent Directors and their business performances are described in the 2014 Annual Report under titles

- "Board of Directors" Page 15-16
- "Management Structure" Page 115-117
- Corporate Governance, Section 5: Responsibility of the Board of Directors" Page 126-129

แบบหนังสือมอบฉันทะ แบบ ก. (แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)
 ทำยประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550
 Proxy Form A. (General Form)

อากรแสตมป์
 Duty stamp
 20 Baht

เขียนที่
 Written at

วันที่ เดือน พ.ศ.
 Date Month A.D.

(1) ข้าพเจ้า สัญชาติ
 I/We Nationality
 อยู่บ้านเลขที่ ถนน ตำบล/แขวง
 No. Road Sub-district
 อำเภอ/เขต จังหวัด รหัสไปรษณีย์
 District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท เออาร์ไอพี จำกัด (มหาชน)
 As a shareholder of ARIP Public Company Limited,
 โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้
 Holding a total of share(s) and have the right to vote equal to votes as follow:
 หุ้นสามัญ หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง
 Ordinary share share(s) and have the right to vote equal to votes

(3) ขอมอบฉันทะให้
 Hereby appoint

1) อายุ ปี
 Age years

อยู่บ้านเลขที่ ถนน ตำบล/แขวง
 Residing at No. Road Sub-district
 อำเภอ/เขต จังหวัด รหัสไปรษณีย์
 District Province Postal Code

หรือ/ OR อายุ ปี
 Age years

อยู่บ้านเลขที่ ถนน ตำบล/แขวง
 Residing at No. Road Sub-district
 อำเภอ/เขต จังหวัด รหัสไปรษณีย์
 District Province Postal Code

คนหนึ่งคนเดียวเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2558 ในวันศุกร์ที่ 27 มีนาคม 2558 เวลา 14.00 น. ณ อาคารเอสไอโอเอ ทาวเวอร์ ห้องประชุมเอสไอซี ชั้น 34 เลขที่ 900/29 ถนนพระรามที่ 3 แขวงบางโพธิ์ เขตยานนาวา กรุงเทพมหานคร 10120 หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of the above as my/our proxy to attend and vote on my/our behalf in the 2015 Annual General Meeting of the Shareholders to be held on March 27, 2015 as from 14.00 p.m. at SVOA Tower, ASIC Room, 34th floor 900/29 Rama III Road, Bangpongpan, Yannawa, Bangkok 10120, or such other date, time and place should the meeting be postponed.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any actions performed by the proxy in the Meeting shall have an effect as if such actions have been performed by me/us in all respects.

ลงชื่อ ผู้มอบฉันทะ
 Signed Grantor
 (.....)

ลงชื่อ ผู้รับมอบฉันทะ
 Signed Grantee
 (.....)

ลงชื่อ ผู้รับมอบฉันทะ
 Signed Grantee
 (.....)

หมายเหตุ: ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้

Remarks: The shareholder appointing the proxy must authorize only one proxy to attend and vote at the Meeting and may not split the number of shares to many proxies for splitting vote.

แบบหนังสือมอบฉันทะ แบบ ข. (ที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่จะเลือกตั้งเจนนตายตัว)

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Proxy Form B.

อากรแสตมป์
Duty stamp
20 Baht

เขียนที่

Written at

วันที่

Date

เดือน

Month

พ.ศ.

A.D.

(1) ข้าพเจ้า

I/We

สัญชาติ

Nationality

อยู่บ้านเลขที่

No.

ถนน

Road

ตำบล/แขวง

Sub-district

อำเภอ/เขต

District

จังหวัด

Province

รหัสไปรษณีย์

Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท

As a shareholder of

เออาร์ไอพี

ARIP

จำกัด (มหาชน)

Public Company Limited,

โดยถือหุ้นจำนวนทั้งสิ้นรวม

Holding a total of

หุ้น

share(s)

และออกเสียงลงคะแนนได้เท่ากับ

and have the right to vote equal to

เสียง ดังนี้

votes as follow:

หุ้นสามัญ

Ordinary share

หุ้น

share(s)

และออกเสียงลงคะแนนได้เท่ากับ

and have the right to vote equal to

เสียง

votes

(3) ขอมอบฉันทะให้

Hereby appoint

1)

อายุ

Age

ปี

years

อยู่บ้านเลขที่

Residing at No

ถนน

Road

ตำบล/แขวง

Sub-district

อำเภอ/เขต

District

จังหวัด

Province

รหัสไปรษณีย์

Postal Code

หรือ / OR

2) นายประกอบ วิศิษฐ์กิจการ

Mr. Prakob Visitkitjakarn

กรรมการอิสระและประธานกรรมการตรวจสอบ

Independent Director and Chairman of Audit Committee

อายุ 76 ปี

Age 76 years

ที่อยู่ 99/16-20 ถนนรัชดาภิเษก เขตดินแดง กรุงเทพมหานคร 10400

No. 99/16-20 Ratchadapisek Rd., Din daeng, Bangkok 10400

หรือ / OR

3) นายณฤตม์ เทอดสถีรศักดิ์

Mr. Narit Therdsteeerasukdi

กรรมการอิสระและกรรมการตรวจสอบ

Independent Director and member of Audit Committee

อายุ 41 ปี

Age 41 years

ที่อยู่ 99/16-20 ถนนรัชดาภิเษก เขตดินแดง กรุงเทพมหานคร 10400

No. 99/16-20 Ratchadapisek Rd., Din daeng, Bangkok 10400

หรือ / OR

4) นอ.พญ.อิสริยา สุขเจริญ

Gp. Capt. Isaraya Sukcharoen

กรรมการอิสระและกรรมการตรวจสอบ

Independent Director and member of Audit Committee

อายุ 53 ปี

Age 53 years

ที่อยู่ 99/16-20 ถนนรัชดาภิเษก เขตดินแดง กรุงเทพมหานคร 10400

No. 99/16-20 Ratchadapisek Rd., Din daeng, Bangkok 10400

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2558 ในวันที่ 27 มีนาคม 2558 เวลา 14.00 น. ณ อาคารเอสวีไอเอ ทาวเวอร์ ห้องประชุมเอสดี ชั้น 34 เลขที่ 900/29 ถนนพระรามที่ 3 แขวงบางโพงพาง เขตยานนาวา กรุงเทพมหานคร 10120 หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of the above as my/our proxy to attend and vote on my/our behalf in the 2015 Annual General Meeting of the Shareholders to be held on March 27, 2015 as from 14.00 p.m. at SVOA Tower, ASIC Room, 34th floor 900/29 Rama III Road, Bangpongpan, Yannawa, Bangkok 10120, or such other date, time and place should the meeting be postponed

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this meeting, I/We authorize my/our proxy to vote on my/our behalf as follows:

วาระที่ 1 รับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2557

Item 1 To certify the Minutes of the Annual General Meeting of Shareholders 2014

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) Authorize the proxy to vote according to my/our intention as follows:

เห็นด้วย/ Approve

ไม่เห็นด้วย/ Disapprove

งดออกเสียง/ Abstain

วาระที่ 2 รับทราบรายงานประจำปี 2557 และรายงานของคณะกรรมการของบริษัท

Item 2 To acknowledge the report on the Company's operating results and the Annual Report 2014

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุนเบ็ดเสร็จของบริษัท สำหรับรอบปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2557 ซึ่งผ่านการตรวจสอบจากผู้สอบบัญชีรับอนุญาตแล้ว

Item 3 To consider and approve the Audited Statements of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2014

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) Authorize the proxy to vote according to my/our intention as follows:

เห็นด้วย/ Approve

ไม่เห็นด้วย/ Disapprove

งดออกเสียง/ Abstain

วาระที่ 4 พิจารณานุมัติงดจ่ายเงินปันผล สำหรับผลการดำเนินงานสิ้นสุด ณ วันที่ 31 ธันวาคม 2557

Item 4 To consider and approve the omission of dividend distribution from operating results for the year ended December 31, 2014

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) Authorize the proxy to vote according to my/our intention as follows:

เห็นด้วย/ Approve

ไม่เห็นด้วย/ Disapprove

งดออกเสียง/ Abstain

วาระที่ 5 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ

Item 5 To consider and approve the appointment of new directors replacing those retired by rotation

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) Authorize the proxy to vote according to my/our intention as follows:

เห็นด้วยกับการแต่งตั้งกรรมการทั้งหมด

Appointment of the entire Board of Directors

เห็นด้วย/ Approve

ไม่เห็นด้วย/ Disapprove

งดออกเสียง/ Abstain

- เห็นด้วยกับการแต่งตั้งกรรมการบางราย ดังนี้
Appointment of an individual director
1. นายมินทร์ อิงคิณเศ Mr. Min Intanate
 เห็นด้วย/ Approve ไม่เห็นด้วย/ Disapprove งดออกเสียง/ Abstain
2. นายวิวัฒน์ เตียว ยอง เพ็ง Mr. Wilson Teo Yong Peng
 เห็นด้วย/ Approve ไม่เห็นด้วย/ Disapprove งดออกเสียง/ Abstain
3. นายประกอบ วิศิษฐ์กิจการ Mr. Prakob Visitkitjakarn
 เห็นด้วย/ Approve ไม่เห็นด้วย/ Disapprove งดออกเสียง/ Abstain

วาระที่ 6 พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการ

Item 6 To consider and approve determination of the directors' remuneration

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) Authorize the proxy to vote according to my/our intention as follows:
 เห็นด้วย/ Approve ไม่เห็นด้วย/ Disapprove งดออกเสียง/ Abstain

วาระที่ 7 พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2558

Item 7 To consider and approve the appointment of auditor and determination of auditor's remuneration for Y2015

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) Authorize the proxy to vote according to my/our intention as follows:
 เห็นด้วย/ Approve ไม่เห็นด้วย/ Disapprove งดออกเสียง/ Abstain

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Item 8 To consider other business (if any)

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) Authorize the proxy to vote according to my/our intention as follows:
 เห็นด้วย/ Approve ไม่เห็นด้วย/ Disapprove งดออกเสียง/ Abstain

(5) การลงคะแนนเสียงของผู้รับมอบอำนาจในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบอำนาจนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Any vote cast by the proxy in any agenda which is not in compliance with this proxy form shall be invalid and shall not be regarded as the vote cast by me/us as the shareholder.

(6) ในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบอำนาจมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we do not indicate my/our intention to vote in any agenda, or indicate my/our intention unclearly or in case the meeting considers or resolves on any matters in addition to the above agendas, including where there is any change or addition of fact in any aspect, the proxy shall be entitled to consider and vote on my/our behalf in all matters as it deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any actions performed by the proxy at the Meeting, except where the proxy does not cast the vote as specified by me/us in the proxy form, shall have an effect as if such actions have been performed by me/us in all respects.

ลงชื่อ _____ ผู้มอบฉันทะ
Signed Grantor
(.....)

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signed Grantee
(.....)

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signed Grantee
(.....)

- หมายเหตุ:**
1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้
 2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุด หรือเลือกตั้งกรรมการเป็นรายบุคคล
 3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.ตามแนบ

- Remarks:**
1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the Meeting and may not split the number of shares to many proxies for splitting vote.
 2. The agenda to appoint the directors, the entire board of directors can be appointed or each director can be appointed individually.
 3. In case there are agenda to be considered other than the agenda specified above, the Appointer can further specify in the Attachment to the Proxy Form B.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Supplement to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท

เออาร์ไอพี จำกัด (มหาชน)

Appointment of Proxy as Shareholder of

ARIP Public Company Limited

การประชุมสามัญผู้ถือหุ้น ประจำปี 2558 ในวันที่ 27 มีนาคม 2558 เวลา 14.00 น. ณ อาคารเอสวีโอเอ ทาวเวอร์ ห้องประชุมเอสดี ชั้น 34 เลขที่ 900/29 ถนนพระรามที่ 3 แขวงบางโพงพาง เขตยานนาวา กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2015 Annual General Meeting of the Shareholders to be held on March 27, 2015 as from 14.00 p.m. at SVOA Tower, ASIC Room, 34th Fl., 900/29 Rama III Road, Bangpongpan, Yannawa, Bangkok 10120 or such other date, time and place should the meeting be postponed.

วาระที่.....เรื่อง.....
Item Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) Authorize the proxy to vote according to my/our intention as follows:
 เห็นด้วย/ Approve ไม่เห็นด้วย/ Disapprove งดออกเสียง/ Abstain

วาระที่.....เรื่อง.....
Item Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) Authorize the proxy to vote according to my/our intention as follows:
 เห็นด้วย/ Approve ไม่เห็นด้วย/ Disapprove งดออกเสียง/ Abstain

วาระที่.....เรื่อง.....
Item Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) Authorize the proxy to vote according to my/our intention as follows:
 เห็นด้วย/ Approve ไม่เห็นด้วย/ Disapprove งดออกเสียง/ Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We hereby certify that the particulars contained in the Supplement to the Proxy Form are true, correct and complete in all respects.

ลงชื่อ.....ผู้มอบฉันทะ
Signed.....Grantor
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ
Signed.....Grantee
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ
Signed.....Grantee
(.....)

แบบหนังสือมอบฉันทะ แบบ ค. (แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศ
และแต่งตั้งให้คัสโตเดียน(Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)
ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

อากรแสตมป์
Duty stamp
20 Baht

Proxy Form C.

.....

เขียนที่
Written at

วันที่ เดือน พ.ศ.
Date Month A.D.

(1) ข้าพเจ้า
I/We

สัญชาติ
Nationality

อยู่บ้านเลขที่ ถนน ตำบล/แขวง
No. Road Sub-district

อำเภอ/เขต จังหวัด รหัสไปรษณีย์
District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท
As a shareholder of
โดยถือหุ้นจำนวนทั้งสิ้นรวม
Holding a total of share(s)
หุ้นสามัญ
Ordinary share share(s)

เออาร์ไอพี
ARIP

จำกัด (มหาชน)
Public Company Limited,
และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้
and have the right to vote equal to votes as follow:
และออกเสียงลงคะแนนได้เท่ากับ เสียง
and have the right to vote equal to votes

(3) ขอมอบฉันทะให้
Hereby appoint

1) อายุ ปี
Age years

อยู่บ้านเลขที่ ถนน ตำบล/แขวง
Residing at No Road Sub-district

อำเภอ/เขต จังหวัด รหัสไปรษณีย์
District Province Postal Code

หรือ / OR

2) นายประกอบ วิศิษฐ์กิจการ
Mr. Prakob Visitkijakarn
กรรมการอิสระและประธานกรรมการตรวจสอบ
Independent Director and Chairman of Audit Committee
อายุ 76 ปี
Age 76 years

ที่อยู่ 99/16-20 ถนนรัชดาภิเษก เขตดินแดง กรุงเทพมหานคร 10400
No. 99/16-20 Ratchadapisek Rd., Din daeng, Bangkok 10400

หรือ / OR

3) นายณฤตม์ เทอดศศิธรศักดิ์
Mr. Narit Therdsteeerasukdi
กรรมการอิสระและกรรมการตรวจสอบ
Independent Director and member of Audit Committee
อายุ 41 ปี
Age 41 years

ที่อยู่ 99/16-20 ถนนรัชดาภิเษก เขตดินแดง กรุงเทพมหานคร 10400
No. 99/16-20 Ratchadapisek Rd., Din daeng, Bangkok 10400

หรือ / OR

4) นอ.พญ.อิสรญา สุขเจริญ
Gp. Capt. Isaraya Sukcharoen
กรรมการอิสระและกรรมการตรวจสอบ
Independent Director and member of Audit Committee
อายุ 53 ปี
Age 53 years

ที่อยู่ 99/16-20 ถนนรัชดาภิเษก เขตดินแดง กรุงเทพมหานคร 10400
No. 99/16-20 Ratchadapisek Rd., Din daeng, Bangkok 10400

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2558 ในวันศุกร์ที่ 27 มีนาคม 2558 เวลา 14.00 น. ณ อาคารเอสวีไอเอ ทาวเวอร์ ห้องประชุมเอสดี ชั้น 34 เลขที่ 900/29 ถนนพระรามที่ 3 แขวงบางโพงพาง เขตยานนาวา กรุงเทพมหานคร 10120 หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of the above as my/our proxy to attend and vote on my/our behalf in the 2015 Annual General Meeting of the Shareholders to be held on March 27, 2015 as from 14.00 p.m. at SVOA Tower, ASIC Room, 34th floor 900/29 Rama III Road, Bangpongpan, Yannawa, Bangkok 10120, or such other date, time and place should the meeting be postponed

Attachment 7

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this meeting, I/We authorize my/our proxy to vote on my/our behalf as follows:

วาระที่ 1 รับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2557

Item 1 To certify the Minutes of the Annual General Meeting of Shareholders 2014

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) Authorize the proxy to vote according to my/our intention as follows:
- เห็นด้วย/ Approve ไม่เห็นด้วย/ Disapprove งดออกเสียง/ Abstain

วาระที่ 2 รับทราบรายงานประจำปี 2557 และรายงานของคณะกรรมการของบริษัท

Item 2 To acknowledge the report on the Company's operating results and the Annual Report 2014

วาระที่ 3 พิจารณาอนุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุนเบ็ดเสร็จของบริษัท สำหรับรอบปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2557 ซึ่งผ่านการตรวจสอบจากผู้สอบบัญชีรับอนุญาตแล้ว

Item 3 To consider and approve the Audited Statements of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2014

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) Authorize the proxy to vote according to my/our intention as follows:
- เห็นด้วย/ Approve ไม่เห็นด้วย/ Disapprove งดออกเสียง/ Abstain

วาระที่ 4 พิจารณาอนุมัติงดจ่ายเงินปันผล สำหรับผลการดำเนินงานสิ้นสุด ณ วันที่ 31 ธันวาคม 2557

Item 4 To consider and approve the omission of dividend distribution from operating results for the year ended December 31, 2014

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) Authorize the proxy to vote according to my/our intention as follows:
- เห็นด้วย/ Approve ไม่เห็นด้วย/ Disapprove งดออกเสียง/ Abstain

วาระที่ 5 พิจารณาอนุมัติการแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ

Item 5 To consider and approve the appointment of new directors replacing those retired by rotation

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) Authorize the proxy to vote according to my/our intention as follows:
- เห็นด้วยกับการแต่งตั้งกรรมการทั้งชุด

Appointment of the entire Board of Directors

- เห็นด้วย/ Approve ไม่เห็นด้วย/ Disapprove งดออกเสียง/ Abstain

- เห็นด้วยกับการแต่งตั้งกรรมการบางราย ดังนี้
Appointment of an individual director
1. นายมินทร์ อิงค์ธเนศ Mr. Min Intanate
 เห็นด้วย/ Approve ไม่เห็นด้วย/ Disapprove งดออกเสียง/ Abstain
2. นายวิลสัน เตียว ยอง เฟ็ง Mr. Wilson Teo Yong Peng
 เห็นด้วย/ Approve ไม่เห็นด้วย/ Disapprove งดออกเสียง/ Abstain
3. นายประกอบ วิศิษฐ์กิจการ Mr. Prakob Visitkitjakarn
 เห็นด้วย/ Approve ไม่เห็นด้วย/ Disapprove งดออกเสียง/ Abstain

วาระที่ 6 พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการ

Item 6 To consider and approve determination of the directors' remuneration

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) Authorize the proxy to vote according to my/our intention as follows:
 เห็นด้วย/ Approve ไม่เห็นด้วย/ Disapprove งดออกเสียง/ Abstain

วาระที่ 7 พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2558

Item 7 To consider and approve the appointment of auditor and determination of auditor's remuneration for Y2015

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) Authorize the proxy to vote according to my/our intention as follows:
 เห็นด้วย/ Approve ไม่เห็นด้วย/ Disapprove งดออกเสียง/ Abstain

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Item 8 To consider other business (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) Authorize the proxy to vote according to my/our intention as follows:
 เห็นด้วย/ Approve ไม่เห็นด้วย/ Disapprove งดออกเสียง/ Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่ากรลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Any vote cast by the proxy in any agenda which is not in compliance with this proxy form shall be invalid and shall not be regarded as the vote cast by me/us as the shareholder.

(6) ในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่เราได้ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we do not indicate my/our intention to vote in any agenda, or indicate my/our intention unclearly or in case the meeting considers or resolves on any matters in addition to the above agendas, including where there is any change or addition of fact in any aspect, the proxy shall be entitled to consider and vote on my/our behalf in all matters as it deems appropriate.

Attachment 7

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any actions performed by the proxy at the Meeting, except where the proxy does not cast the vote as specified by me/us in the proxy form, shall have an effect as if such actions have been performed by me/us in all respects.

ลงชื่อ	ผู้มอบฉันทะ
Signed	Grantor
(.....)	
ลงชื่อ	ผู้รับมอบฉันทะ
Signed	Grantee
(.....)	
ลงชื่อ	ผู้รับมอบฉันทะ
Signed	Grantee
(.....)	

- หมายเหตุ:**
1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
 2. หลักฐานที่ต้องแนบพร้อมหนังสือมอบฉันทะ คือ
 - 2.1 หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
 - 2.2 หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
 3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้
 4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุด หรือเลือกตั้งกรรมการเป็นรายบุคคล
 5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบปะจําต่อแบบหนังสือมอบฉันทะ แบบ ค.ตามแบบ

- Remarks:**
1. This Form C, is used only if the shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.
 2. The necessary evidence to be enclosed with this proxy form is:
 - 2.1 The power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf; and
 - 2.2 A certification that the authorized signatory of the proxy form is licensed to operate the custodial business.
 3. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the Meeting and may not split the number of shares to many proxies for splitting vote.
 4. The agenda to appoint the directors, the entire board of directors can be appointed or each director can be appointed individually.
 5. In case there are agenda to be considered other than the agenda specified above, the Appointer can further specify in the Attachment to the Proxy Form C.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Supplement to Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท
Appointment of Proxy as Shareholder of

เออาร์ไอพี จำกัด (มหาชน)
ARIP Public Company Limited

การประชุมสามัญผู้ถือหุ้น ประจำปี 2558 ในวันที่ 27 มีนาคม 2558 เวลา 14.00 น. ณ อาคารเอสวีโอเอ ทาวเวอร์ ห้องประชุมเอสิค ชั้น 34 เลขที่ 900/29 ถนนพระรามที่ 3 แขวงบางโพงพาง เขตยานนาวา กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2015 Annual General Meeting of the Shareholders to be held on March 27, 2015 as from 14.00 p.m. at SVOA Tower, ASIC Room, 34th Fl., 900/29 Rama III Road, Bangpongpan, Yannawa, Bangkok 10120 or such other date, time and place should the meeting be postponed.

วาระที่.....เรื่อง.....

Item Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) Authorize the proxy to vote according to my/our intention as follows:
 เห็นด้วย/ Approve ไม่เห็นด้วย/ Disapprove งดออกเสียง/ Abstain

วาระที่.....เรื่อง.....

Item Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) Authorize the proxy to vote according to my/our intention as follows:
 เห็นด้วย/ Approve ไม่เห็นด้วย/ Disapprove งดออกเสียง/ Abstain

วาระที่.....เรื่อง.....

Item Subject

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ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

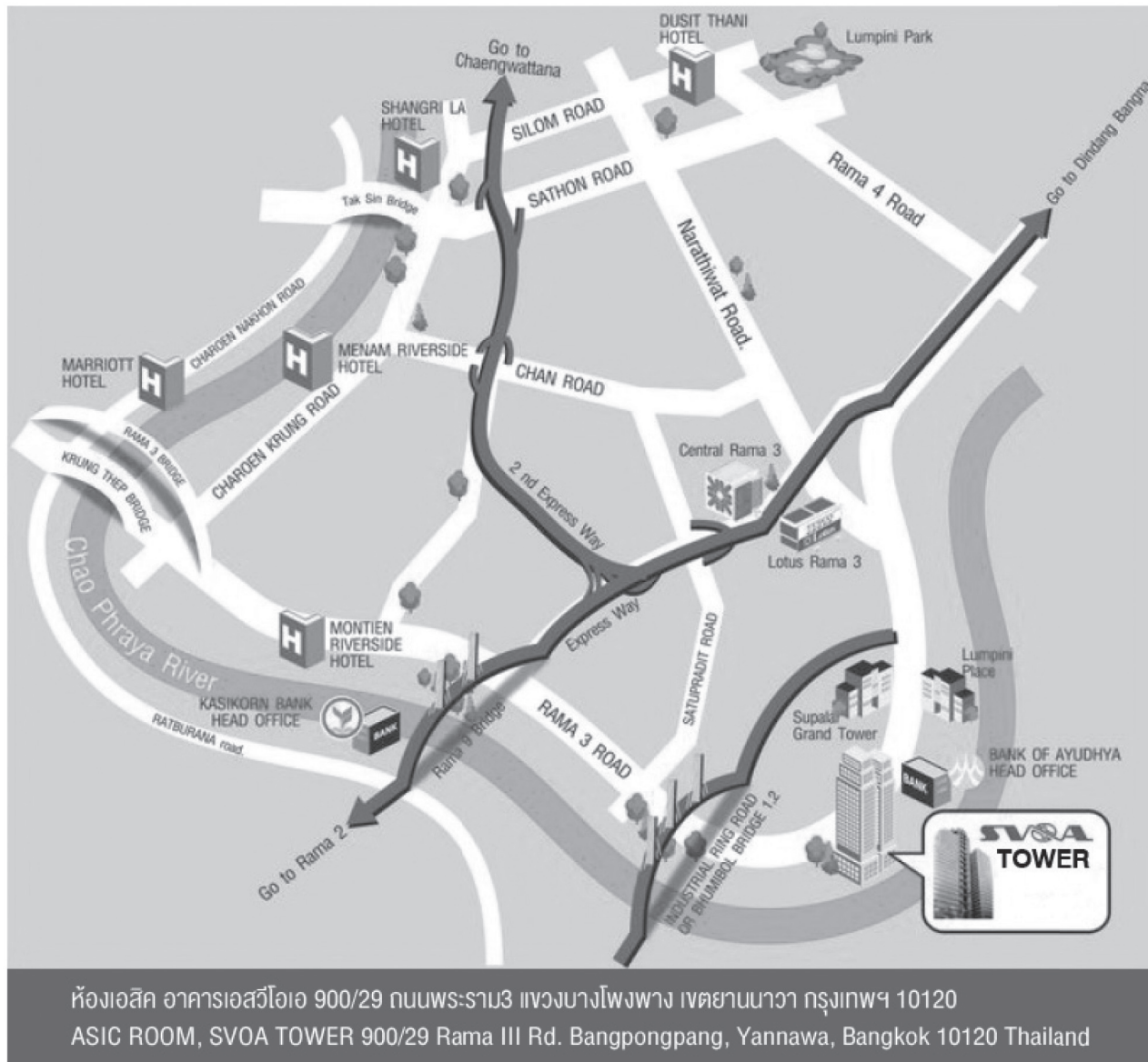
I/We hereby certify that the particulars contained in the Supplement to the Proxy Form are true, correct and complete in all respects.

ลงชื่อ
Signed ผู้มอบฉันทะ
(.....) Grantor

ลงชื่อ
Signed ผู้รับมอบฉันทะ
(.....) Grantee

ลงชื่อ
Signed ผู้รับมอบฉันทะ
(.....) Grantee

แผนที่แสดงสถานที่จัดประชุมสามัญผู้ถือหุ้น บริษัท เออาร์ไอพี จำกัด (มหาชน) The Map of the meeting venue ARIP Company Limited



วิธีการเดินทาง

1. รถยนต์ ทางด่วนชั้นที่ 1 (ทางพิเศษเฉลิมมหานคร) ทางออก 1-02 ลง ถนนพระราม 3 ซ່องนนทรี-นางลิ้นจี่ เชื่อมต่อ ถนนพระราม 3
2. รถยนต์ เส้นทางวงแหวนอุตสาหกรรม ข้ามสะพานที่บังกรรค์มีโชติ (สะพานภูมิพล) ,มุ่งหน้าถนนพระราม 3
3. รถไฟฟ้า BTS ลงสถานีชองนนทรี ต่อ รถ BRT ลงสถานีวัดदान
4. รถประจำทาง 89, 205 ปอ.205

Map of the meeting venue

1. Vehicle, Express Way System State 1 (Chalerm Maha Nakhon Expy (Tool Road)), Exit 1-02 for Rama III Road toward Chong Nonsi , Merge onto Rama III Road.
2. Vehicle, Industrial Ring Road (Bhumibol Bridge) for Rama III Road.
3. BTS to Chong Nonsi Station and Transit to BRT Arrival @ Station Wat Dan
4. Bus No. 89, 205 , PO.205