

Invitation to attend the AGM Y2016

ARiP Public Company Limited

Monday 18th April 2016

as from 2.00 p.m., at SVOA Tower

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

ARIP 15/2016

March 14, 2016

Subject: Invitation to the Annual General Meeting of Shareholders 2016 (AGM)

Attention: Shareholders of ARIP Public Company Limited

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1.	Copy of the Minutes of the Annual General Meeting of Shareholders 2014	7
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ARIP Public Company Limited will arrange the 2016 Annual General Meeting of Shareholders on April 18, 2016 as from 2:00 p.m. at SVOA Tower, ASIC Room, 34th Floor, 900/29 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 2015

Objective and Reason: The Annual General Meeting of Shareholders 2015 was held on March 27, 2015. 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 2015.

Agenda 2 To acknowledge the report on the Company's operating results and the Annual Report 2015

Objective and Reason: According to the Company's operating results for the year ended December 31, 2015, the Company's total revenues was 325.96 million Baht and net loss after tax was 9.86 million Baht. The detailed of the Company's operating results are provided in the Annual Report 2015. (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 2015.

Agenda 3 To consider and approve the Audited Statements of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2015

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, 2015 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, 2015, which have been audited by the authorized auditors.

Agenda 4 To consider and approve the omission of dividend distribution from operating results for the year ended December 31, 2015

Objective and Reason: According to the Company's operating result for the year ended December 31, 2015, the Company's total revenues was 325.96 million Baht and net loss was 9.86 million Baht. Therefore, the Board proposed to omission the dividend distribution.

Table comparing the dividend payments over the last 3 years

Details of dividend payment	Y2013	Y2014	Y2015*
Net Profit (Loss) after Tax (Baht)	33,135,975	(13,747,680)	(9,858,483)
No. of shares-issued and paid up (Share)	466,000,000	466,000,000	466,000,000
Dividend per share (Baht)	0.06	-	-
Total Dividend payment (Baht)	27,960,000	-	-
Dividend Payout Ratio (Estimate)	84.38%	-	-

*To be proposed to Annual General Meeting 2016 for further consideration and approval.

The rates of dividend payment comply with the Company's dividend policy. (Enclosure 4)

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 Y2015.

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 2016 Annual General Meeting of Shareholders would be as follows:

- | | |
|----------------------------------|---|
| 1. Mr. Manu Leopaïrote | Chairman of the Board / Independent Director |
| 2. Mr. Prayoon Rattanachaiyanont | Director |
| 3. Gp.Capt. Isaraya Sukcharoen | Independent Director/ Member of Audit Committee/
Member 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, 2015. 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. Manu Leoparote, Mr. Prayoon Rattanachaiyanont and Gp. Capt. Isaraya Sukcharoen 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 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 at the same rate of Y2015. But the Company's operating results had a loss, The Chairman of the Board and Executive Chairman proposed to reduce their remuneration as follows:

Directors' remuneration for Y2015-2016

Name-Last Name	Position	Y2015 (Baht/month)	Y2016 (Baht/month)
1. Mr. Manu Leoparote	Chairman of the Board/ Independent Director	273,000	200,000
2. Mr. Min Intanate	Director/ Executive Chairman	220,500	150,000
3. Mrs. Aeimporn Punyasai*	Director	-	-
4. Mr. Pathom Indarodom	Director	20,000	20,000
5. Mr. Prayoon Rattanachaiyanont	Director	20,000	20,000
6. Mr. Wilson Teo Yong Peng**	Director	-	-
7. Mr. Prakob Visitkitjakarn	Independent Director/	20,000	20,000
	Chairman of Audit Committee/	30,000	30,000
	Chairman of Nomination and	-	-
	Remuneration Committee		

Name-Last Name	Position	Y2015 (Baht/month)	Y2016 (Baht/month)
8. Mr. Narit Therdsteeerasukdi	Independent Director/	20,000	20,000
	Member of Audit Committee/	20,000	20,000
	Member of Nomination and Remuneration Committee	-	-
9. Group Captain Isaraya Sukcharoen	Independent Director,	20,000	20,000
	Member of Audit Committee,	20,000	20,000
	Member of Nomination and Remuneration Committee	-	-
Total		663,500	520,000
The Board of Directors' meeting allowance amount 5,000 Baht per attendance			
The Audit Committees' meeting allowance - None -			
The Nomination and Remuneration Committees' meeting allowance amount 5,000 Baht per attendance			
Other Benefits - None -			

* Mrs. Aeimporn Punyasai offered to waive the director's remuneration.

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

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 Y2016

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 Y2015, 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	2 Year since Y2014
Ms. Rungnapa Lertsuwankul	3516	-
Ms. Pimjai Manitkajohnkit	4521	-
Ms. Rosaporn Decharkom	5659	-
Ms. Sumana Punpongsanon	5872	-

The audit fee of the Company for Y2016 shall be maintained at the same rate of Y2015 at the total amount of 1,080,000 Baht, as detailed below:

Description	Y2015	Y2016	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 Y2016 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 Y2016 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)

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The Company has to set the record date on which shareholders have the rights to attend the AGM on March 8, 2016. The shared register book closing date for collecting shareholders names under Section 225 of the Securities and Exchange Act was fixed on March 9, 2016 in order to determine the shareholders' entitlement to attend the Annual General Meeting of Shareholders 2016.

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 Leopairote
Chairman of the Board

The Minutes of the Annual General Meeting of Shareholders 2015 ARIP Public Company Limited

The Meeting was held on March 27, 2015 as from 2.00 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 2015 of ARIP Public Company Limited, and declared that the Meeting had been attended by 58 shareholders either by the shareholder personally or authorized proxies accounting for 318,907,325 shares or 68.44 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 2015 ("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 / Independent Director
2.	Mr. Min	Intanate	Director / Executive chairman
3.	Mrs. Aeimporn	Punyasai	Director
4.	Mr. Pathom	Indarodom	Director
5.	Mr. Wilson	Teo Yong Peng	Director
6.	Mr. Prayoon	Rattanachaiyanont	Director
7.	Mr. Prakob	Visitkitjakarn	Independent Director / Chairman of Audit Committee / Chairman of Nomination and Remuneration Committee
8.	Mr. Narit	Therdsteerasukdi	Independent Director / Member of Audit Committee / Member of Nomination and Remuneration Committee
9.	Group Captain Isaraya Sukcharoen		Independent Director / Member of Audit Committee / Member of Nomination and Remuneration Committee

Executives attending the Meeting are as follows; Miss Pornpavee Sahawathanapong, Miss Pilaivarong Phaiboonsawat and Mr. Pornchai Jantaraprasang.

Executive did not attend the meeting due to overseas business trip; Mr. Norasak Rattanaverroj.

Representative from EY Office Limited, the Company's auditor, namely Mr. Chayapol Suppasetanon and Miss Juthamas Kraikittiwut, and the Company's legal advisor, namely Mr. Chokun Dachakaisya.

The Company's secretary described to the meeting on the voting procedures, counting of the shareholder votes considering the following matters according to the agendas, in order that the meeting were done properly as follows;

1. The shareholders or proxies being registered shall receive a set of voting cards. Each card shall specify the name of the shareholder and number of shares eligible for voting on the principle of 1 share equals to 1 vote. The shareholders or proxies must use the voting cards corresponding with the agenda. There will not be vote casting for agenda 2 as the agenda is for acknowledgement. The voting cards for agenda 5 shall be divided for each nominated director. This is to comply with the guideline for organizing a good shareholders' meeting.

2. The Proxies 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.

3. Voting shall be done openly. The Chairman of the meeting shall ask the shareholders or proxies, 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.

4. The shareholders or proxies, 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. The shareholders or proxies, 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.

5. Counting of the votes based on the Company Corporate Governance, the Company invited Miss Juthamas Kraikittiwut; 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.

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

7. The shareholder or proxy, who wishes to do inquiry, must presents his/her self to the meeting prior to the inquiry or express the opinion at all times or may asks questions or expresses his/her opinions during the consideration of the last agenda.

Mr. Manu Leopairote, Chairman of the board, acting Chairman of the Meeting, announced then proposed the meeting to consider the following agenda items:

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

The Chairman proposed to the Meeting to certify the Minute of the Annual General Meeting of Shareholders 2014, held on March 28, 2014, 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 2014 by unanimous votes of the shareholders present at the Meeting and eligible to vote as follows:

Approved 318,927,325 Votes Disagree -None- Vote Abstain -None- Vote

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

The Chairman assigned to Miss Pornpavee Sahawathanapong, Executive director to clarify that the Company's total revenue was 277 million baht, gross profit 41 million baht, GP ratio 15.06% and net loss was 13.75 million baht. As of December 31, 2014 Total assets was 246 million baht, total liabilities was 40 million baht and shareholders' equity was 206 million baht. Current ratio was 4.64 times and debt per equity ratio was 0.19 time. The company's liquidity was good.

Resolution: The Meeting acknowledged 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

The Chairman proposed to the Meeting to approve the financial statements for year ended December 31, 2014, 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 144-174.

Mr. Sakchai Sakulsrimontri, Shareholder, raised question regarding the cause of 13 million baht losses as Gross Profit stated on page 22 of the Annual Report was equaled to 41 million baht.

Miss Pornpavee Sahawathanapong, Executive Director, clarified that the Company's Gross Profit was equaled to 41 million baht. However, there were selling expenses totaling 2.5 million baht and administrative expenses totaling 57.35 million baht, total selling and administrative expenses were 59 million baht, therefore causing loss before income tax totaling 16.9 million baht.

Mr. Sakchai Sakulsrimontri, Shareholder, raised question regarding in 2014, Current Investments increased of 58 million baht from last year, the main reason from the Trade receivables' collection and what type of investments.

Miss Pornpavee Sahawathanapong, Executive Director, explained that Current Investments are Fixed Account (3-6 Months) which had been reclassified by the Auditor.

Mr. Sakchai Sakulsrimontri, Shareholder, raised question regarding the Company has investment plan in additional to the bank deposit.

Mr. Manu Leopairote, Chairman of the Board, assured that the principal of such Fixed Deposit Account would be maintained and that such investment would allow higher interests earning. On the contrary, if this amount was to be invested in something else such as buying shares, loan shares or any other types of investment that may give profitable returns, the problem of high risk would likely follow. Hence, to ensure best interests of the Company and shareholders, the Company therefore exercised great cautions when making such investment.

Mr. Sakchai Sakulsrimontri, Shareholder, raised question regarding the definition of Non-deductible Expenses on page 168 of the Annual Report and the reason why deferred tax assets in 2014 had led to 2.9 million baht of tax losses?

Miss Pornpavee Sahawathanapong, Executive Director, explained that the Non-deductible Expenses means expenses that are prohibited in accordance to Revenue Code. Regarding deferred income tax, since the Company was currently under losses as per Revenue Code, it is therefore allowed to deduct such loss from Net Profit of the following year by no more than 5 years in reverse.

Mr. Sakchai Sakulsrimontri, Shareholder, raised question regarding the reason why one sponsor of the Commart Expo held last week was cancelled and whether any advance deposit had been made and whether there would be any future conflicts between the Company and the sponsor in the next event.

Mrs. Aeimporn Punyasai, CEO, explained that the cancellation of such sponsor was actually a matter of unsettled agreement. Also, since no contract signing had been made, no deposit was collected. As for future events, negotiations must be made on a case-by-case basis as the concept of each event will be different.

Mr. Sakchai Sakulsrimontri, Shareholder, raised question regarding whether it is true or not that the Company did not allow the sponsor to display his/her logo at the event.

Mr. Min Intanate, Executive Chairman, clarified that the Company clearly specified the terms and conditions for sponsors who wished to join the event and agreed to display each sponsor's logo on every type of advertising media. However, any sponsor requests beyond the scope of the specified terms and conditions shall be treated as unfair for other sponsors and therefore cannot be fulfilled by the Company.

Mr. Sakchai Sakulsrimontri, Shareholder, raised question regarding the reason why the Company's revenue from the sales of services declined.

Mr. Min Intanate, Executive Chairman, explained that the Company's revenue mainly originated from two sources:

1. Private sectors of which the revenue decreased due to low investor confidence in consumer behavior as a result from the on-going political unrest in Bangkok where the Company mainly organizes its major events.
2. Government sectors of which the revenue from this section also decreased due to political rallies and dissolution of parliament which gave rise to a temporary government and thus no events could be organized, causing the revenue from this section to decline significantly. However, this year gradual recovery could be expected.

Mr. Sakchai Sakulsrimontri, Shareholder, raised question regarding the outcome of "Cyber City" TV Program.

Mr. Min Intanate, Executive Chairman, explained that the "Cyber City" TV Program is a widely accepted IT Program of Channel 5. However, the expansion of Digital TV channels to over 30 channels had caused both positive and negative impacts. Firstly, it led to aggressive advertising price competition, particularly among Digital TV channels, whereas Free TV channels are rarely affected. In terms of opportunity, however, more television programs are available for various channels. Bearing this in mind, the Company believed that there are still other opportunities available for it to expand its production capacity and/or produce IT programs for other channels.

Mr. Sakchai Sakulsrimontri, Shareholder, raised question regarding Cyber City is a yearly TV Program's contract and whether or not there would be any risks if the contract was not renewed.

Mr. Min Intanate, Executive Chairman, explained that Cyber City is a yearly contract and would therefore be exposed to risks if contract was not renewed. Nevertheless, Cyber City had already been renewed for over 4-5 years.

Mr. Narongchai Simaraj, Shareholder, raised question concerning Interest Income Y2014 was over 1 million baht nearly from Y2013. Why interest income in Y2014 did not increase when the Company has current Investments was amount of 58 million baht?

Miss Pornpavee Sahawathanapong, Executive Director, explained that the Statement of Financial Position presented as of 31 December 2014. In between the year, the Company used cash flow for working capital.

Mr. Narongchai Simaraj, Shareholder, raised question regarding the retained deficit - unappropriated was amount of 6 million baht. Y2013 the Company had retained earning unappropriated amount of 19 million baht take loss in Y2014 amount of 13 million baht. Why the balance of retained earning unappropriated was not equal 6 million baht?

Miss Pornpavee Sahawathanapong, Executive Director, explained that the different of retained earnings were due to dividend payment totaling 11.65 million baht, for the 2013 operating results as per the resolution of the AGM Y2014.

Resolution: The Meeting approved the Audit Statement of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2014 by unanimous votes of the shareholders present and eligible to vote as follows:

Approved 331,863,334 Votes Disagree -None- Vote Abstain -None- Vote

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

The Chairman proposed to the Meeting that the Company's operating result for the year ended December 31, 2014, total revenues was 276.69 million Baht and net loss was 13.75 million Baht. Therefore, the Board proposed to omit the dividend distribution.

Resolution: The Meeting approved the omission of dividend distribution from operating results for Y2014 by majority votes of the shareholders present and eligible to vote as follows:

Approved 331,793,934 Votes Disagree 69,400 Votes Abstain -None- Vote

Agenda 5 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. 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 rules and procedures of nomination persons to be appointed as the Company's directors, details as specified in the invitation letter page 3-4. The Board of directors proposed the re-election of the 3 directors to as directors for another term. For good governance's policy, we would like to invite the 3 of directors who were due to retire by rotation leave the meeting before ballot the vote.

Resolution: The Meeting approved the reappointment of 3 directors retired by rotation for another term by unanimous votes of the shareholders present and eligible to vote as follows:

- | | | | | | | | | | | | |
|-----|------------|----------------|----------|-------------|-------|----------|--------|------|---------|--------|------|
| 5.1 | Mr. Min | Intanate | Approved | 331,864,357 | Votes | Disagree | -None- | Vote | Abstain | -None- | Vote |
| 5.2 | Mr. Wilson | Teo Yong Peng | Approved | 331,864,357 | Votes | Disagree | -None- | Vote | Abstain | -None- | Vote |
| 5.3 | Mr. Prakob | Visitkitjakarn | Approved | 331,864,357 | Votes | Disagree | -None- | Vote | Abstain | -None- | Vote |

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

Chairman proposed to the Meeting to approve the remuneration of the Broad of Directors and sub-committee which was considered the experience, the obligations and responsibilities of the Board of Directors by the Nomination and Remuneration Committee and the Board of Directors. Refer to those criteria, the remuneration for the year 2015 is proposed at an annual fixed rate equal to the year 2014. Details as specified in the invitation letter page 4-5.

Mr. Sakchai Sakulsrimontri, Shareholder, raised question regarding a remark stating that Mr. Wilson did not receive director's allowance. Mr. Sakchai wished to know why Mr. Wilson did not receive the director's allowance.

Mr. Wilson Teo Yong Peng, Director, explained that since he was a stakeholder of the Company and had a monthly salary, he therefore refused to accept the allowance given by ARIP Public Company Limited so that higher profit can be earned by the Company.

Resolution: The Meeting approved determination of the directors' remuneration for Y2015 in amount of 663,500 Baht per month by unanimous votes of the shareholders present and eligible to vote as follows:

Approved 331,865,457 Votes Disagree -None- Vote Abstain -None- Vote

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

The Chairman proposed to the Meeting to appoint Mr. Chayapol Suppasedtanon or Ms. Rungnapa Lertsuwankul or Ms. Pimjai Manitkajohnkit or Ms. Rosaporn Decharkom 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 5.

Resolution: The Meeting approved the appointment of Mr. Chayapol Suppasedtanon or Ms. Rungnapa Lertsuwankul or Ms. Pimjai Manitkajohnkit or Ms. Rosaporn Decharkom or Ms. Sumana Punpongsanon of EY Office Limited to be the Company's auditor for Y2015 and the auditor's fee of 1,080,000 Baht as proposed by unanimous votes of shareholders present and eligible to vote as follows:

Approved 331,865,757 Votes Disagree -None- Vote Abstain -None- Vote

Agenda 8 To consider other business (if any)

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Mr. Chatchai Songsaengcharoen, Shareholder, raised question regarding whether or not this year the Company had established any policies on revenue increase.

Mr. Min Intanate, Executive Chairman, explained that this year ARIP had prepared strategies for each section as follows:

1. Printed Media – Global negative trend of printed media industry can be observed as well as that of the Company. However, various activities were organized by the Company in hope to improve the business trend of printed media such as collaborating with various educational institutions in creating notable media, moreover, utilizing the database of leading Corporates in screening qualifying candidates for the Thailand Top Award.

2. TV Media – Based on the overall situation, the spending in advertising industry remained fairly stable but with more channels available which constrain to reduce advertising costs. Nonetheless, the Company's main source of revenue still originated from Channel 5. Although the Company did not own a personal channel, it remained as a leading TV producer that owns many IT Learning Centers. Hence, the Company applied a new strategy by individually visited each channel and offered to be the producer of that channel.

3. Exhibition – More exhibitions held by the government could be expected this year. In this quarter, the Company handled a total of 4-5 exhibitions and planned to accept 4-5 additional events in spite of unprofitable revenue. In regards to the events organized by the Company, a transformation in style and concept can be expected by this year. In addition, the Company has collected customer information from the Commart Expo for organizing "Commart Everyday" as a point of contact between buyers and sellers.

4. New Business – With the upcoming ASEAN Economic Community integration in mind, personnel development is considered to be highly crucial as personnel are the key driving force of every organization. The government therefore supported the Company in enhancing the competency of its employees through trainings and allowing higher tax credit. In addition, certain technology had been applied for providing Online Learning in raising employee competency.

Mr. Sakchai Sakulsrimontri, Shareholder, raised question regarding the use of Sirikit Convention Center as venue for organizing events. How can it be assured that the Company will be allowed to rent Sirikit Convention Center as venue for holding the events every year?

Mr. Min Intanate, Executive Chairman, explained that the Company had held many events together with Sirikit Convention Center for over 20 years and that both parties still hold good relationship. Regarding organizing Exhibition, the Company must make plans and reservations in advance for the entire year. In the event that reservation could not be made, there are still many other venues available.

Mr. Nara Sriphet, Thai Investors Association, raised the following questions:

1. Political impact during the past year had caused most of the Company's revenues to decline. How did the Company predict potential political impacts which may occur in the future and how will it affect the Company's business?
2. What is the Company's business goal for this year?
3. Besides political risks, are there any other potential risks that may obstruct the Company from achieving the determined business goal?

Mr. Min Intanate, Executive Chairman, explained that: Normally, if political situation has been adversely affected, businesses will also be adversely affected. Similarly, if economic and political situations become positive, positive business trend can also be expected. Nevertheless, the Company must ensure its survival under the dynamically changing political situation and face profits and losses resulting from such situation. The Company's 3 core businesses are mostly IT-related. Apart from economic and political risks, IT industry situation was also another influential factor. In the future, significant transformation in the IT industry could be expected. Meanwhile, major costs for companies would be personnel with IT marketing experience which the Company had already carried out risk assessment and looked for new business opportunities matching with the current market situation and consumer behavior.

Mrs. Aeimporn Punyasai, CEO, explained in regards to the 2015 business goal that the Company's main source of revenue would still originate from Exhibition Business which the Company is specialized in. With this in mind, the Company therefore mainly focused on organizing regional activities and annual festivals and traditional events in hope to raise revenues in this section by no less than 10%.

In regards to Printed Media Business, more precise strategies had been applied whereas the positioning strategies for Business+ or eLeader Magazines were also adjusted by making the items available where the target group (Executive Group) is located such as Thai Airways Lounge nationwide or Car Service Centers. Furthermore, subscription campaign was held in collaboration with leading universities for providing the service for graduate students of the Faculty of Business Administration in order to create a new membership customer base and raise reading awareness among the students by aiming for advertising sales benefits. The estimated revenue from this section was expected to increase by 10%.

In regards to Radio and Television Business, minimal growth could be expected due to aggressive competition among Free TV programs and Digital TV programs. Nevertheless, the Company planned to adjust its strategies and the content of "Cyber City TV Program" to better meet the demands of the target group and reach new market shares.

In regards to New Business, certain technology had been applied to enable efficient Customer Database Management when performing Data Marketing. This included analyzing customer database, screening target group to match customer demand, proposing Intergraded Marketing Communication Campaign for analyzing appropriate activities and selecting proper media for public relation and determination of KPIs. Besides revenue growth, the Company also emphasized on Internal Management in order to achieve efficient costs control which may lead to higher profitability.


Mr. Chatchai Songsaengcharoen, Shareholder, raised question concerning Printed Media. He wished to know whether or not the Company has a policy on producing other types of printed media besides magazines such as purchasing a copyright for Japanese Animation Production. He was also unconvinced of last year's losses since the Company earned as much as BT 160 million from Exhibition Business and therefore would like to know if the Company had any plans to organize other profitable exhibitions. In regards to Television Business, Mr. Chatchai observed that the Company has a highly competent production team but lacked of public relations and therefore suggested the Company to make public relations via the Company's channels.


Mr. Min Intanate, Executive Chairman informed that domestic animation market is currently facing high competitions and the Company already had the opportunity to produce an animation in celebration of Her Royal Highness Princess Maha Chakri Sirindhorn's 60th Birthday Anniversary for the first time. Nevertheless, the Company shall accept the shareholder's advice for further consideration.

Mr. Chatchai Songsaengcharoen, Shareholder, would like to know the Company's perspective regarding the opportunity for Thailand to upgrade its internet network from 3G to 4G via Digital Media and the Company to develop E-Bookshelf Application for the organization.


Mr. Min Intanate, Executive Chairman, informed that Digital Media is another business channel which the Company attempted to achieve through two approaches. Firstly, accept assignments from government agencies. Secondly, make public relations in order to gain wider acceptance from private sector. Accepting assignments from government agencies with central budget support is much easier than accepting assignments from private firms because Digital Media is considered as intangible goods. Hence, making Bt 300,000 – 500,000 of investment would be quite difficult whereas the consumers expected free service. Nevertheless, the Company shall accept the shareholder's advice for further consideration to ensure the best interests of the organization and whichever part can be done shall proceed immediately.

As there were no further questions or suggestion, the Chairman declared the Meeting adjourned at 3.05 p.m., 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. Manu Leoparote		
Proposed appointment as	Chairman of the Board & Independent Director	
Age	73 Years	
Nationality	Thai	
Shareholding Proportion (Dec. 30, 2015) - Direct - Indirect	Ordinary shares 780,000 shares (0.17%) None	
Educations	<ul style="list-style-type: none"> - Ph.D. in Business Administration (Honorary), Thammasat University - M.Sc. in Economics, University of Kentucky, USA - B.Sc. in Economics (Hons.), Thammasat University - Certificate, Industrial Development, Nagoya Training Center, Japan - Thailand National Defence College, Class 34 	
Certificate	<ul style="list-style-type: none"> - Directors Certification Program (DCP), Class 30/2003 - The Role of the Chairman Program (RCP), Class 3/2001 	
5 Years' work experience - Listed Company	<ul style="list-style-type: none"> - ARIP PCL. Chairman of the Board Jan 2010-Present & Independent Director - T.M.C. Industrial PCL. Chairman of the Board 2011- Present - Jubilee Enterprise PCL. Chairman of the Board 2010-Present - SVOA PCL. Independent Director 2010-Present & Chairman of Audit Committee - Siam Steel International PCL. Chairman of Audit Committee 2006 – Present - Thai Beverage PCL. Independent Director 2004-Present (Singapore Stock Market) & Audit Committee Member - Polyplex (Thailand) PCL. Chairman of the Board 2004-Present - Bangkok Union Insurance PCL. Chairman of the Board 2004-Present - Khon Kaen Sugar Industry PCL. Chairman of the Board 2004-Present - UBM Asia (Thailand) Co.,Ltd. Chairman of the Board 2004-Present - Ministry of Industry - Permanent Secretary, 1999-2004 Ministry of Industry - Director General, Department 1994-1999 of Industrial Promotion 	
- Company Limited		
Duration of Directorship	6 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 Y2015	Board Meeting Attendant 4 Total Meeting 4 (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 2016 AGM page 3-4)	

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

The Profile of persons nominated to replace retiring directors

2. Mr. Prayoon Rattanachaiyanont																																		
Proposed appointment as	Director																																	
Age	53 Years																																	
Nationality	Thai																																	
Shareholding Proportion (Dec. 30, 2015) - Direct - Indirect	Ordinary shares 1,064,000 shares (0.23%) None																																	
Educations	- MBA (Operation Management), University of Scranton, U.S.A. - Bachelor of Commerce, Chulalongkorn University. - Bachelor of Business Administration, Sukhothai Thammathirat University.																																	
Certificate	Director Accreditation Program (DAP) (57/2006)																																	
5 Years' work experience - Listed Company - Company Limited	<table border="0"> <tr> <td>- ARIP PCL.</td> <td>Director</td> <td>Jan 2010-Present</td> </tr> <tr> <td>- Business Online PCL.</td> <td>Director</td> <td>1997-Present</td> </tr> <tr> <td>- A.R. Accounting Consultant Co., Ltd.</td> <td>Director</td> <td>2012- Present</td> </tr> <tr> <td>- Health Online Co., Ltd.</td> <td>Director</td> <td>2012- Present</td> </tr> <tr> <td>- ABIKS Development Co., Ltd.</td> <td>Director</td> <td>2008-Present</td> </tr> <tr> <td>- D2 Systems Co., Ltd.</td> <td>Director</td> <td>2008-Present</td> </tr> <tr> <td>- Core & Peak Co., Ltd.</td> <td>Director</td> <td>1999-Present</td> </tr> <tr> <td>- ARIT Co., Ltd.</td> <td>Director</td> <td>1999-Present</td> </tr> <tr> <td>- Anew Corporation Ltd.</td> <td>Director</td> <td>1995-Present</td> </tr> <tr> <td>- Anet Co., Ltd.</td> <td>Director</td> <td>1995-Present</td> </tr> <tr> <td>- Advanced Research Group Co., Ltd.</td> <td>Financial Controller</td> <td>1994-Present</td> </tr> </table>	- ARIP PCL.	Director	Jan 2010-Present	- Business Online PCL.	Director	1997-Present	- A.R. Accounting Consultant Co., Ltd.	Director	2012- Present	- Health Online Co., Ltd.	Director	2012- Present	- ABIKS Development Co., Ltd.	Director	2008-Present	- D2 Systems Co., Ltd.	Director	2008-Present	- Core & Peak Co., Ltd.	Director	1999-Present	- ARIT Co., Ltd.	Director	1999-Present	- Anew Corporation Ltd.	Director	1995-Present	- Anet Co., Ltd.	Director	1995-Present	- Advanced Research Group Co., Ltd.	Financial Controller	1994-Present
- ARIP PCL.	Director	Jan 2010-Present																																
- Business Online PCL.	Director	1997-Present																																
- A.R. Accounting Consultant Co., Ltd.	Director	2012- Present																																
- Health Online Co., Ltd.	Director	2012- Present																																
- ABIKS Development Co., Ltd.	Director	2008-Present																																
- D2 Systems Co., Ltd.	Director	2008-Present																																
- Core & Peak Co., Ltd.	Director	1999-Present																																
- ARIT Co., Ltd.	Director	1999-Present																																
- Anew Corporation Ltd.	Director	1995-Present																																
- Anet Co., Ltd.	Director	1995-Present																																
- Advanced Research Group Co., Ltd.	Financial Controller	1994-Present																																
Duration of Directorship	6 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 Y2015	Board Meeting Attendant 4 Total Meeting 4 (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 2016 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. Gp.Capt. Isaraya Sukcharoen (Maiden Name ; Srivichit)		
Proposed appointment as	Independent Director, Member of Audit Committee Member of Nomination and Remuneration Committee	
Age	53 Years	
Nationality	Thai	
Shareholding Proportion (Dec. 30, 2015) - Direct - Indirect	Ordinary shares 750,000 shares (0.16%) None	
Educations	- Doctor of Medicine Degree, Faculty of Medicine, Chulalongkorn University - MBA, Heriot-Watt University, Edinburgh, Scotland - Bachelor of Laws, Sukhothai Thammathirat University	
Certificate	- Director Accreditation Program (DAP) (2010) - Audit Committee Program (ACP) (2009) - Monitoring Fraud Risk Management (2010) - Monitoring the Quality of Financial Reporting (2010) - Monitoring the Internal Audit Function (2010) - Monitoring the System of Internal Control and Risk Management (2010)	
5 Years' work experience - Listed Company - Company Limited	- ARIP PCL. - Independent Director & Member of Audit Committee Sep 2009 – Present - Member of Nomination and Remuneration Committee 2014- Present - Office of Thailand Quality Award Thailand Quality Award 2014- Present - Bhumibol Adulyadej Hospital - Head, Quality Development Center 2015-Present - Deputy Head, Quality Improvement Center 2013-2014 - Vice Chairman of Risk Management Committee 2006-2014 - Head of Anesthesiology Department 2008-2013 - Chairman of the Education Quality Assurance Committee 2006-2013	
Duration of Directorship	7 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 Y2015	Board Meeting Attendant 4 Total Meeting 4 (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 2016 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 112)

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.

Enclosure 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 5ACCOUNTING, 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 Monday 18 April 2016.

If any shareholder cannot attend the Annual General Meeting of Shareholders 2016, 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	ARIP Public Company Limited 99/16-20 Ratchadapisek Road, Din Daeng, Bangkok 10400			
The agenda concerning consideration	None			



2. Mr. Narit Therdsteeerasukdi		Age	42	years
Position	Independent Director / Member of Audit Committee / Member of the Nomination and Remuneration Committee			
Address	ARIP Public Company Limited 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 / Member of Audit Committee / Member of the Nomination and Remuneration Committee			
Address	ARIP Public Company Limited 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			

Remark: Profiles of Independent Directors and their business performances are described in the 2015 Annual Report under titles

- "Board of Directors" Page 15-16
- "Management Structure" Page 113-116
- Corporate Governance, Section 5: Responsibility of the Board of Directors" Page 124-127

แบบหนังสือมอบฉันทะ แบบ ก. (แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)
 ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

อากรแสตมป์
 Duty stamp
 20 Baht

Proxy Form A. (General Form)

.....
 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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2559 ในวันที่จันทร์ที่ 18 เมษายน 2559 เวลา 14.00 น. ณ อาคารเอสวีไอเอ ทาวเวอร์ ห้องประชุมเอสไอ ซีน 34 เลขที่ 900/29 ถนนพระราม 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 2016 Annual General Meeting of the Shareholders to be held on April 18, 2016 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 ที่จะมอบฉันทะที่จะเสียขาดเจตนายตัว)

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

Proxy Form B.

อากรแสตมป์
Duty stamp
20 Baht

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

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

2) นายประกอบ วิศิษฐ์กิจการ

กรรมการอิสระ/ ประธานกรรมการตรวจสอบ

อายุ 76 ปี

Mr. Prakob Visitkitjakarn

Independent Director/ Chairman of Audit Committee

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

กรรมการอิสระ/ กรรมการตรวจสอบ

อายุ 42 ปี

Mr. Narit Therdsteeasukdi

Independent Director/ Member of Audit Committee

Age 42 years

ที่อยู่ 99/16-20 ถนนรัชดาภิเษก เขตดินแดง กรุงเทพมหานคร 10400

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

หรือ / OR

4) นอ.พญ.อิศรญา สุขเจริญ

กรรมการอิสระ/ กรรมการตรวจสอบ

อายุ 53 ปี

Gp. Capt. Isaraya Sukcharoen

Independent Director/ Member of Audit Committee

Age 53 years

ที่อยู่ 99/16-20 ถนนรัชดาภิเษก เขตดินแดง กรุงเทพมหานคร 10400

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

คนหนึ่งคนเดียวคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2559 ในวันที่จันทร์ที่ 18 เมษายน 2559 เวลา 14.00 น. ณ อาคารเอสวีโอเอ ทาวเวอร์ ห้องประชุมเอสดี ชั้น 34 เลขที่ 900/29 ถนนพระราม 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 2016 Annual General Meeting of the Shareholders to be held on April 18, 2016 as from 2.00 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 2558

Item 1 To certify the Minutes of the Annual General Meeting of Shareholders 2015

(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 2558 และรายงานของคณะกรรมการของบริษัท

Item 2 To acknowledge the report on the Company's operating results and the Annual Report 2015

วาระที่ 3 พิจารณาอนุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุนเบ็ดเสร็จของบริษัท สำหรับรอบปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2558 ซึ่งผ่านการตรวจสอบจากผู้สอบบัญชีรับอนุญาตแล้ว

Item 3 To consider and approve the Audited Statements of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2015

(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 2558

Item 4 To consider and approve the omission of dividend distribution from operating results for the year ended December 31, 2015

(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:

เห็นด้วยกับการแต่งตั้งกรรมการทั้งหมด

Appointment of the entire Board of Directors

เห็นด้วย/ Approve

ไม่เห็นด้วย/ Disapprove

งดออกเสียง/ Abstain

- เห็นด้วยกับการแต่งตั้งกรรมการบางราย ดังนี้

Appointment of an individual director

1. นายมนู เลียวไพโรจน์

Mr. Manu Leopaireote

เห็นด้วย/ Approve

ไม่เห็นด้วย/ Disapprove

งดออกเสียง/ Abstain

2. นายประยูร รัตนไชยานนท์

Mr. Prayoon Rattanachaiyanont

เห็นด้วย/ Approve

ไม่เห็นด้วย/ Disapprove

งดออกเสียง/ Abstain

3. นอ.พญ.อิศรญา สุขเจริญ

Group Captain Isaraya Sukcharoen

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 2559**

Item 7 To consider and approve the appointment of auditor and determination of auditor's remuneration for Y2016

- (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 ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง 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) ในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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.

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. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้
 2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมด หรือเลือกตั้งกรรมการเป็นรายบุคคล
 3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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
Appointment of Proxy as Shareholder of

เออาร์ไอพี จำกัด (มหาชน)
ARIP Public Company Limited

การประชุมสามัญผู้ถือหุ้น ประจำปี 2559 ในวันที่ 18 เมษายน 2559 เวลา 14.00 น. ณ อาคารเอสวีไอเอ ทาวเวอร์ ห้องประชุมเอสดี ชั้น 34 เลขที่ 900/29 ถนนพระราม 3 แขวงบางโพงพาง เขตยานนาวา กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2016 Annual General Meeting of the Shareholders to be held on April 18, 2016 as from 2.00 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 Signed	ผู้มอบฉันทะ Grantor
(.....)	
ลงชื่อ Signed	ผู้รับมอบฉันทะ Grantee
(.....)	
ลงชื่อ Signed	ผู้รับมอบฉันทะ Grantee
(.....)	

แบบหนังสือมอบฉันทะ แบบ ค. (แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศ และแต่งตั้งให้คัสโตเดียน(Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น) อากรแสตมป์
Duty stamp
20 Baht

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

Proxy Form C.

เขียนที่

Written at

วันที่ เดือน พ.ศ.
Date Month A.D.

(1) ข้าพเจ้า /We สัญชาติ
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

2) นายประกอบ วิศิษฐ์กิจการ กรรมการอิสระ/ ประธานกรรมการตรวจสอบ อายุ 76 ปี
Mr. Prakob Visitkitjakarn Independent Director/ Chairman of Audit Committee 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 กรรมการอิสระ/ กรรมการตรวจสอบ อายุ 42 ปี
Mr. Narit Therdsteeerasukdi Independent Director/ Member of Audit Committee Age 42 years
ที่อยู่ 99/16-20 ถนนรัชดาภิเษก เขตดินแดง กรุงเทพมหานคร 10400
No. 99/16-20 Ratchadapisek Rd., Din daeng, Bangkok 10400

หรือ / OR

4) นอ.พญ.อิศรญา สุขเจริญ กรรมการอิสระ/ กรรมการตรวจสอบ อายุ 53 ปี
Gp. Capt. Isaraya Sukcharoen Independent Director/ Member of Audit Committee Age 53 years
ที่อยู่ 99/16-20 ถนนรัชดาภิเษก เขตดินแดง กรุงเทพมหานคร 10400
No. 99/16-20 Ratchadapisek Rd., Din daeng, Bangkok 10400

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2559 ในวันจันทร์ที่ 18 เมษายน 2559 เวลา 14.00 น. ณ อาคารเอสวีโอเอ ทาวเวอร์ ห้องประชุมเอสดี ชั้น 34 เลขที่ 900/29 ถนนพระราม 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 2016 Annual General Meeting of the Shareholders to be held on April 18, 2016 as from 2.00 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 2558

Item 1 To certify the Minutes of the Annual General Meeting of Shareholders 2015

- (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 2558 และรายงานของคณะกรรมการของบริษัท

Item 2 To acknowledge the report on the Company's operating results and the Annual Report 2015

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุนเบ็ดเสร็จของบริษัท สำหรับรอบปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2558 ซึ่งผ่านการตรวจสอบจากผู้สอบบัญชีรับอนุญาตแล้ว

Item 3 To consider and approve the Audited Statements of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2015

- (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 2558

Item 4 To consider and approve the omission of dividend distribution from operating results for the year ended December 31, 2015

- (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. นายมนู เลียวไพโรจน์ Mr. Manu Leopairote
 - เห็นด้วย/ Approve
 - ไม่เห็นด้วย/ Disapprove
 - งดออกเสียง/ Abstain
 - 2. นายประยูร รัตนไชยานนท์ Mr. Prayoon Rattanachaiyanont
 - เห็นด้วย/ Approve
 - ไม่เห็นด้วย/ Disapprove
 - งดออกเสียง/ Abstain
 - 3. นอ.พญ.อิศรญา สุขเจริญ Group Captain Isaraya Sukcharoen
 - 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 2559**

Item 7 To consider and approve the appointment of auditor and determination of auditor's remuneration for Y2016

- (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) การลงคะแนนเสียงของผู้รับมอบอำนาจในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบอำนาจนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง 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 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.

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

- หมายเหตุ:** 1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
- 2.1 หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
- 2.2 หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุด หรือเลือกตั้งกรรมการเป็นรายบุคคล
5. ในกรณีที่มามีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบระจําต่อแบบหนังสือมอบฉันทะ แบบ ค.ตามแนบ

- 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 2559 ในวันที่ 18 เมษายน 2559 เวลา 14.00 น. ณ อาคารเอสวีไอเอ ทาวเวอร์ ห้องประชุมเอสิค ชั้น 34 เลขที่ 900/29 ถนนพระราม 3 แขวงบางโพงพาง เขตยานนาวา กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2016 Annual General Meeting of the Shareholders to be held on April 18, 2016 as from 2.00 p.m. at SVOA Tower, ASIC Room, 34th Fl., 900/29 Rama III Road, Bangpongprang, 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

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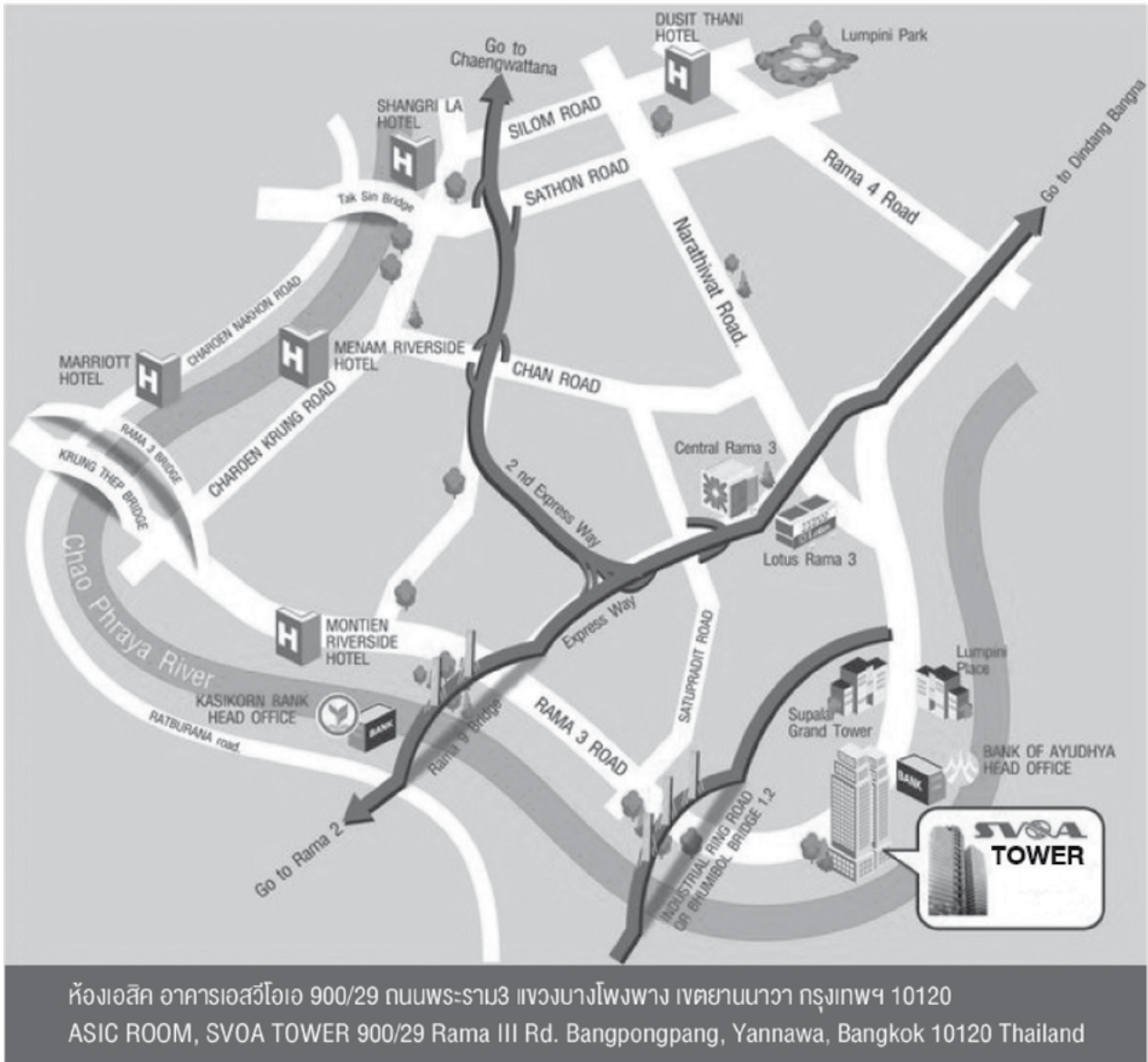
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ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ
I/We hereby certify that the particulars contained in the Supplement to the Proxy Form are true, correct and complete in all respects.

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 ซอยนนทรี-นางลิ้นจี่ เชื่อมต่อ ถนนพระราม 3
2. รถยนต์ เส้นทางวงแหวนอุตสาหกรรม ข้ามสะพานที่ปึงกรรัศมีโชติ (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