



Invitation to attend the AGM Y2017

ARiP Public Company Limited

Thursday 20th April 2017

as from 2.00 p.m., at SVOA Tower

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



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ARiP 19/2017

March 14, 2017

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

Attention: Shareholders of ARIP Public Company Limited

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ARIP Public Company Limited will arrange the 2017 Annual General Meeting of Shareholders on April 20, 2017 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 2016

Objective and Reason: The Annual General Meeting of Shareholders 2016 was held on April 18, 2016. 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 2016.

Agenda 2 To acknowledge the report on the Company's operating results and the Annual Report 2016

Objective and Reason: According to the Company's operating results for the year ended December 31, 2016, the Company's total revenue was 178.34 million Baht and was net profit of 1.85 million Baht. The detailed of the Company's operating results are provided in the Annual Report 2016. (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 2016.

Agenda 3 To consider and approve the Audited Statements of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2016

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, 2016 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, 2016, 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, 2016

Objective and Reason: According to the Company's operating result for the year ended December 31, 2016, the Company's total revenue was 178.34 million Baht. In 2016, even though the Company's operation result was net profit of 1.85 million baht, the Company has deficit from pass year. The Board proposed to omit the dividend distribution.

Table comparing the dividend payments over the last 3 years

Details of dividend payment	Y2014	Y2015	Y2016*
Net Profit (Loss) after Tax (Baht)	(13,747,680)	(9,858,483)	1,850,042
No. of shares-issued and paid up (Share)	466,000,000	466,000,000	466,000,000
Dividend per share (Baht)	-	-	-
Total Dividend payment (Baht)	-	-	-
Dividend Payout Ratio (Estimate)	-	-	-

*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 following on Article 40. (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 Y2016.

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 2017 Annual General Meeting of Shareholders would be as follows:

- | | | |
|----|-----------------------------|---|
| 1. | Mrs. Aeimporn Punyasai | Director & Chief Executive officer |
| 2. | Mr. Pathom Indarodom | Director |
| 3. | Mr. Narit Therdsteeerasukdi | 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, 2016. However, there was no shareholder nominated any person to be appointed as the Company's director.

The Nomination and Remuneration Committee to consider persons with educational qualification, knowledge, competency and experiences that will be beneficial to the Company, and are 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 the Board of Directors agrees, will propose 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: Individuals who have been nominated in this process of moderation by the Company's Board of Directors, which the nominee's qualifications are suitable for the Company's businesses. There are no minority shareholders proposed candidates for the nomination. The Board of Directors deems it appropriate to propose to the AGM to consider and approve the appointment of Mrs. Aeimporn Punyasai, Mr. Pathom Indarodom and Mr. Narit Therdsteeerasukdi who's been retiring as directors by rotation to return to their offices as directors for another term. To comply with the principles of good corporate governance, the Company shall be vote for each nominated director. In this agenda, Mr.Narit Therdsteeerasukdi as the independent directors, who been in the position exceeding 9 consecutive years, has been retiring in 2016. The Committee determined that Mr.Narit Therdsteeerasukdi as an independent Director, who has the knowledge and work experience, can give his opinions independently in accordance with the relevant guidelines, which are valuable for the Company's businesses. Hereby, the Company has nominated him as independent directors of the Company by the designation above.

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 as follows:

Directors' remuneration for Y2016-2017

Name-Last Name	Position	Y2016 (Baht/month)	Y2017 (Baht/month)	Increase (decrease)
1. Mr. Manu Leoparote	Chairman of the Board/ Independent Director	200,000	200,000	-
2. Mr. Min Intanate	Director/ Executive Chairman	150,000	150,000	-
3. Mrs. Aeimporn Punyasai*	Director	-	-	-
4. Mr. Prayoon Rattanachaiyanont	Director	20,000	20,000	-
5. Mr. Pathom Indarodom	Director	20,000	20,000	-
6. Dr. Wilson Teo Yong Peng**	Director	-	-	-

Name-Last Name	Position	Y2016 (Baht/month)	Y2017 (Baht/month)	Increase (decrease)
7. Mr. Prakob Visitkitjakarn	Independent Director,	20,000	20,000	-
	Chairman of Audit Committee,	30,000	30,000	-
	Chairman of Nomination and Remuneration Committee	-	-	-
8. Mr. Narit Therdsteerasukdi	Independent Director,	20,000	20,000	-
	Member of Audit Committee,	20,000	20,000	-
	Member of Nomination and Remuneration Committee	-	-	-
9. Gp. Capt. Isaraya Sukcharoen	Independent Director,	20,000	20,000	-
	Member of Audit Committee,	20,000	20,000	-
	Member of Nomination and Remuneration Committee	-	-	-
Total		520,000	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.

** Dr. 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 Y2017

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 Y2016, EY Office Limited is an experienced auditor firm, which is 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 tasks independently. The Board of Directors shall ensure that the Auditor can perform its tasks in time.

List of auditor's name proposed by EY Office Limited

Name	CPA Registration Number	Years of auditing the Company
Mr. Chayapol Suppasertanon	3972	3 Year since Y2014
Ms. Rungnapa Lertsuwankul	3516	-
Ms. Pimjai Manitkajohnkit	4521	-
Ms. Rosaporn Decharkom	5659	-
Ms. Sumana Punpongsonon	5872	-

In Y2017, the audit fee will be settled at the total of 1,180,000 Baht which is increasing 100,000 Baht from last year; as the below detail,

Description	Y2016	Y2017	Increase (decrease)
Yearly audit	640,000	640,000	-
Quarterly audit (3Q)	360,000	360,000	-
Professional fee/Review Annual Report	-	100,000	100,000
Audit Fee for BOI	80,000	80,000	-
Total	1,080,000	1,180,000	100,000

The Audit Committee agreed to propose to the Board of Directors to appoint EY Office Limited as the Company's auditor for Y2017 with an auditing fee of 1,180,000 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 Y2017 with an audit fee at the total amount of 1,180,000 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, 2017. The shared register book closing date for collecting shareholders names under Section 225 of the Securities and Exchange Act was fixed on March 10, 2017 in order to determine the shareholders' entitlement to attend the Annual General Meeting of Shareholders 2017.

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 Leopaiprote
Chairman of the Board

The Minutes of the Annual General Meeting of Shareholders 2016 ARIP Public Company Limited

The meeting was held on April 18, 2016 as from 2.00 p.m. at ASIC Meeting Room, 34th Floor, 900/29 Rama 3 Road, Bangpongpan, Yannawa, Bangkok 10210.

Mr. Chanchai Boonyasurakul, the Company's secretary, welcomed the shareholders to the Annual General Meeting of Shareholders 2016 of ARIP Public Company Limited and declared that the meeting had been attended by 69 shareholders either by the shareholder in person or authorized proxies accounting for 325,557,104 shares or 69.86% of the registered capital. The total number of shareholders and proxies attending the meeting exceeded 25 persons and the total number of shares accounted to no less than one-third of the total number of distributed shares, which constituted the quorum stipulated in Article 31 of the Company's Articles of Association. Hence, the Annual General Meeting of Shareholders 2016 was declared opened.

The Board of Directors comprising 9 directors, attending the meeting as follows:

1. Mr. Manu Leoparote	Chairman of the Board/ Independent Director
2. Mr. Min Intanate	Director/ Executive Chairman
3. Mrs. Aeimporn Punyasai	Director/ Chief Executive Officer
4. Mr. Pathom Indarodom	Director
5. Mr. Prayoon Rattanachaiyanont	Director
6. Mr. Wilson Teo Yong Peng	Director
7. Mr. Prakob Visitkitjakarn	Independent Director/ Chairman of Audit Committee/ Chairman of Nomination and Remuneration Committee
8. Mr. Narit Therdsteeerasukdi	Independent Director/ Member of Audit Committee / Member of Nomination and Remuneration Committee
9. Gp. Capt. Isaraya Sukcharoen	Independent Director/ Member of Audit Committee / Member of Nomination and Remuneration Committee

Executives attending the meeting totaling 2 persons: Miss Pornpavee Sahawathanapong and Mr. Pornchai Jantarasupasang.

Executives absent from the meeting totaling 1 person due to certain assignment: Mr. Thanit Klaewdejsri

Representatives from EY Office Limited namely Mr. Chayapol Supposedtanon and Miss Juthamas Kraikittiwut, and the Company's legal advisor, namely Miss Supatchaya Parnsang.

The Company's secretary described the procedures of the shareholders' votes considering the matters of each agenda, which should be 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 or the voter and number of shares eligible for voting on the principle of 1 share equals to 1 vote. The shareholder or proxies must use the voting cards corresponding with the agenda. There will not be vote casting for agenda 2 as it is only for acknowledgement. The voting cards for agenda 5 shall be divided for each nominated director. The voting for the appointment of director shall be done on individual basis to comply with the guideline for organizing the 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.

Enclosure 1

3. Voting shall be done concededly. The Chairperson of the meeting shall ask the shareholders and 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 computerizing procedures.

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 votes based on the Company corporate governance control, the Company invites Miss Supatchaya Parnsang, the Company's legal advisor, to join the vote counting committee. The Company shall count the votes only of the shareholders and proxies, who disagree or abstain voting in each agenda by subtracting the votes from the total votes of the attending shareholders and proxies. The remaining votes shall be considered as the agreeing votes on each agenda. If most votes comply and correspond with the Company's rules regarding the votes, it shall be considered that the meeting grants consent or approval on such agenda.

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

7. The shareholders or proxies who wish to raise inquiry must give notice of the name-surname to the meeting prior raising inquiry or opinion at all times or may ask questions or express their opinions during the consideration of the last agenda.

Then Mr. Manu Leopairote, Chairman of the Board acting Chairperson of the meeting, was invited to open the meeting.

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

The Chairman proposed to the Meeting to certify the Minutes of the Annual General Meeting of Shareholders 2015, held on March 27, 2015, a copy of which was presented on pages 7-15 of the invitation letter which was delivered to the shareholders and has been published by the Company through the Company's website (www.aripplc.com).

Resolution: The meeting certified the Minutes of the Annual General Meeting of Shareholders 2015 by a majority of the shareholders present at the Meeting and eligible to vote as follows:

Approved	325,585,203	Votes	Disagree	1	Vote	Abstain	-None-	Vote
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Agenda 2 To acknowledge the Company's Annual Report 2015 and the Report of the Board of Directors

The Chairman proposed to the Meeting to acknowledge the Annual Report 2015 which had been delivered to the shareholders in advance together with the invitation letter.

Mr. Sathaporn Phangniran, Shareholder, suggested that additional details on financial ratios should be included on page 22 of the Annual Report so that investors who are lacked of accounting knowledge can have better understanding.

Mr. Manu Leopairote, the Chairman, acknowledged and agreed to follow the suggestion.

Since this agenda is only for acknowledgement, the Meeting therefore proceeded to the next agenda.

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

The Chairman proposed to the Meeting to approve the Financial Statements which the Board of Directors deemed to have been audited and certified by the auditor and should be approved by the shareholders as per the details presented on pages 146-173 of the Annual Report. Miss Pornpavee Sahawathanapong, Chief Financial Officer, elaborated the Company's operating results in 2015 to the shareholders.

The Company had total revenue at 326 million baht, increase of 49 million baht from the previous year or 17.80% which derived from the digital production services and VDO production in both government and private sectors. The Cost of goods and services in 2015 were 281 million baht, an increase of 47 million baht from previous year or 20.11%, which was consistent with the increase in revenues. The Gross profit for the year 2015 was 44 million baht, an increase of 3 million baht from previous year. The Company's selling and administrative expenses were 57 million baht, a decrease of 3 million baht from the previous year. Due to the gross profit margin was 44 million baht which is unable to cover the selling & administrative expenses, causing the operation performance in losses of 10 million baht. When compared to the previous year, the loss reduced 4 million baht.

The Company's gross profit for the year 2015 is at 13.57%, which decreased from the previous year by 15% due to higher level of competition. The Company's net loss is at 3.02%, which dropped from the previous year by 4.97%.

The Company had total assets at 239 million baht, a decrease of 7 million baht from the previous year, whereas total liabilities increased to 2 million baht and shareholders' equity decreased to 10 million baht from the net loss of Y2015.

The Company's current ratio is 4.04 times, reflecting good liquidity level.

The Company's debt to equity ratio is 0.22 times which can be implied that the majority of working capital derived from the shareholders' equity.

The Book value per share at the end of Y2015 is 0.42 baht per share which decreased 0.02 baht per share from the previous year.

Mr. Sathaporn Phungniran, Shareholder, asked the following questions:

1. According the Income Statement, the gross profits of each division remain at satisfying level. Although it hasn't reached Break Even Point, it is still far off from the Shut Down Point. The problem lies with sales and management expenses which can be controlled by the Company. Is it possible to minimize such expenses? Gross profits from the year 2013 until present continued to decrease. The Company had tried to develop new innovations or products to ensure it can cover the sales and management expenses which had only been slightly lowered.
2. Under current economic condition, it is difficult to practice savings. Since there are no financial information that identifies the period of debt collection and period of debt repayment, we are currently lacked of the knowledge on associated cash flow. However, debt collection by over 12-month period shall require additional reserve. As for the accumulated negative loss totaling 15 million baht, what are the ways to make such negative value become positive as soon as possible?

Enclosure 1

Mrs. Aeimporn Punyasai, Director, explained that the Company had already taken partial actions as follows:

1. In respect to internal control, television media, printed media and online media had been combined into one package due to the decreasing trend in television and printed media whereas online media continues to expand. However, current economic situations have led to slow adjustment. The Board of Directors shall see into the matter and take necessary actions.
2. In respect to innovation development, this year is the transition period toward online training business which shall require TV production team and the Company's studio which can still support additional workload. This business shall mainly focus on integrative online training of which target customers are various organizations and is expected to be launched this year.

Mr. Sathaporn Kokeethanurak, Shareholder, asked two questions as follows:

1. The Company's account receivables have increased by 47 million baht since last year. In 2015, the Company's account receivables equaled to 70 million baht. How can you ensure that these are payable debts and can be completely collected by the Company?
2. Intangible assets of the Company have increased to 12 million baht. How can we generate extra earnings? At what rate is the Company planning to distribute such assets and will it be worth the money value for investment?

Miss Pornpavee Sahawathanapong, Chief Accounting and Financial Officer, explained that the increased account receivables are government offices which can make debt repayment at the end of the year by over 20 million baht and which had been completed collected by the Company. In respect to suspected defaults, it is expected to rise from last year by only 648,000 baht comparing to the overall year sales at 326 million baht or around 2.0% of total sales. The Company shall try its best to avoid defaults. As for the increasing intangible assets, the Company has invested in Digital Marketing Software and shall be disposed from the account within 3 years.

Mrs. Aeimporn Punyasai, Director, added that the invested software will help to support Customer Intelligent Solution which is part of the Company's Digital service under Big Data Project, a project initiated and already generating income for the Company. This can be observed from the increasing revenue deriving from Digital Service. In the long run, investment in such software is worth the money value.

Mr. Sathaporn Phungniran, Shareholder, asked the following questions:

1. Inventories as at the end of 2015 were equaled to 3.29 million baht. After deducting certain costs, the net amount remained at 2.22 million baht. What types of product make up the said inventories? Why are they out of date or out of trend so soon?
2. In respect to the Will this help to enhance the efficiency in generating more income and profits for the Company? How can the Company make use of the available resources in the most efficient manner in order to generate dividend for the shareholders?

Miss Pornpavee Sahawathanapong, Chief Accounting and Financial Officer, explained that the products in the inventories are mostly books. This is due to the policy under which the Company shall reserve out-of-date products in full quantity when receiving the resale books. Assets presented in the Statements of Financial Position are mostly old books which shall be removed from the account and donated. However, since the Company still experiencing losses, these books cannot be donate until the Company gain profits in order to acquire tax benefits. Hence, inventories volume has increased significantly.

Mrs. Aeimporn Punyasai, Director, added that the Company has begun to adjust its content development strategies, which is the Company's strengths, by using various platforms to present the developed content from offline media to printed media, online media and TV. Currently, the Company's Editorial had undergone through restructuring process to be able to support this operation with the aim to present the developed content on every available platform and present to the customers in a form of Integrate, including using marketing activities such as event organization or Event-marketing to support and drive media industry.

Mr. Sathaporn Kokeethanurak, Shareholder, made several suggestions as follows:

1. Invitation letter Agenda 3 aims to consider and approve the correct Statements of Financial Position which is the Statements of Financial Position.
2. In the Auditor's Report, only his or her signature is provided. Hence, the name of the auditor is unknown. It is therefore recommended that complete information should be provided.

Mr. Chayapol Suppasedtanont, the Auditor, explained that in the full version of the Auditor's Report a complete name list of the auditor has been provided. However, certain mistake occurred when updating information to the Annual Report, which resulted in incomplete information of the Auditor's name which is Mr. Chayapol Suppasedtanont.

Mr. Manu Leopairote, the Chairman, thanked the shareholder for helpful suggestion and shall consider it for improvement.

Resolution: The Meeting approved the audited Statement of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2015 by a majority of votes of the shareholders present and eligible to vote as follows:

Approved 325,734,612 Votes	Disagree 1 Vote	Abstain -None- Vote
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Agenda 4 To consider and approve dividend payment derived from operating results for the year ended December 31, 2015

The Chairman informed the Meeting of the Company's operating results for the year ended December 31, 2015. The Company's total revenue was Bt 325.96 million and net loss of Bt 9.86 million. Hence, it is deemed appropriate to propose to the Meeting to approve the dividend payment derived from 2015 operating results.

Mr. Sathaporn Phungniran, Shareholder, suggested that the information used for comparison presented in the invitation letter on agenda 4 are dated 3 years back. Now Q1 has passed and over two more quarters remaining which must be accelerated. Otherwise, there will be no dividend for 3 consecutive years.

Mr. Manu Leopairote, Chairman, accepted the opinions.

Resolution: The Meeting approved the dividend payment deriving from the Company's operating results in 2015 by a majority of votes of the shareholders present and eligible to vote as follows:

Approved 325,734,412 Votes	Disagree 1 Vote	Abstain 200 Vote
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Agenda 5 To consider and approve the appointment of new directors replacing those retired by rotation

Since Mr. Manu Leopairote, Chairman of the Meeting, has vested interested in this agenda, Mr. Prakob Visitkitjakarn, Chairman of the Audit Committee, was therefore assigned to chair the Meeting on his behalf.

Chairman proposed to the Meeting to consider and appoint new directors replacing those who retire by rotation pursuant to the Public Limited Company Act B.E. 2535 (1992) and the Company's Articles of Association Article 17 which stipulated that at least one-third or the closest number to one-third of the directors shall vacate office at every Annual General Meeting of Shareholders. The directors who were due to retire by rotation in the 2015 Annual General Meeting of Shareholders are as follows:

- | | |
|----------------------------------|--|
| 1. Mr. Manu Leopairote | Chairman of the Board |
| 2. Mr. Prayoon Rattanachaiyanont | Director |
| 3. Gp. Capt. Isaraya Sukcharoen | Independent Director and Member of the Audit Committee and Nomination and Remuneration Committee |

The shareholders were allowed the opportunity to nominate qualified persons for directorship in advance from between December 1 – 31, 2015 via the Company's website. However, no shareholders made the nomination.

The criteria and procedure for the selection of qualified persons for directorship shall be in accordance with the details specified on page 4 of the invitation letter. The Board of Directors proposed the re-election of the three directors to their former positions. However, to ensure compliance with the principle of good corporate governance, the three retiring directors were therefore asked to leave the meeting during the voting process.

Resolution: The Meeting approved the re-election of the three directors who retired by rotation, which included Mr. Manu Leopairote, Mr. Prayoon Rattanachaiyanont and Gp. Capt. Isaraya Sukcharoen, by a majority of votes of the shareholders present and eligible to vote as follows.

5.1 Mr. Manu Leopairote			
Approve 325,734,612 votes	Disapprove 1 vote	Abstain - votes	
5.2 Mr. Prayoon Rattanachaiyanont			
Approve 325,734,612 votes	Disapprove 1 vote	Abstain - votes	
5.3 Gp. Capt. Isaraya Sukcharoen			
Approve 324,984,612 votes	Disapprove 1 vote	Abstai 750,000 votes	

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

Chairman proposed to the Meeting that the Company had appointed the Nomination and Remuneration Committee to be responsible for determining the directors' remuneration. The Nomination and Remuneration Committee had considered and determined the directors' remuneration based on their performance, experience, duties and responsibilities in comparison to that of other companies within the same or similar industry as the Company.

The directors' remuneration for Y2016 shall be the same as last year. However, due to certain losses in the Company's operating results, the Chairman of the Board and Executive Chairman therefore proposed to reduce the remuneration presented on pages 4-5 of the invitation letter and to fix meeting allowance for the Board of Directors and the Nomination and Remuneration Committee at 5,000 baht per meeting only.

Mr. Sathaporn Phungniran, Shareholder, complimented the Chairman of the Board and Executive Chairman for their spirit, enabling the Company to save costs by 143,500 baht per month or over 1 million baht per year. Once the Company has gained profits, an increase in directors' remuneration should be considered.

Mr. Manu Leopairote, Chairman, explained that, as a director and Chairman, lowering costs is necessary especially in this particular condition. Therefore, the directors willingly agreed to reduce directors' remuneration.

Resolution: The Meeting approved the directors' remuneration for the year 2016 which had been determined at 520,000 baht per month including meeting allowance for the Board of Directors and the Nomination and Remuneration Committee which had been fixed at 5,000 baht per meeting by a majority of votes of the shareholders present and eligible to vote as follows:

Approved 325,734,612 Votes	Disagree 1 Vote	Abstain -None- Vote
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Agenda 7 To consider and approve the appointment of auditor and determination of audit fee for Y2016

Chairman proposed to the Meeting to appoint Mr. Chayapol Suppasedtanon or Miss Rungnapa Lertsuwankul or Miss Pimjai Manitkajohnkit or Miss Rosaporn Decharkom or Miss Sumana Punpongsanon of EY Office Limited to be the Company's auditors. The audit fee for the year 2016 has been fixed at not more than 1,000,000 baht and BOI review fee at 80,000 baht, totaling 1,080,000 baht, excluding other expenses. Details are provided in the invitation letter page 6.

Mr. Sathaporn Phungniran, Shareholder, asked some questions about the audit fee and thanked the Audit Committee for requiring any raise in the audit fee. In addition, the Audit Committee is able to facilitate the auditor and reduce the auditing period. Being able to reduce the audit fee is considered as the efficiency of the Audit Committee.

Mr. Prakob Visitkitjakarn, Chairman of the Audit Committee, accepted the suggestion.

Resolution: The Meeting approved the appointment of the auditor from EY Office Limited and the proposed annual audit fee by a majority of votes of the shareholders present and eligible to vote as follows:

Approved 325,734,612 Votes	Disagree 1 Vote	Abstain -None- Vote
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Agenda 8 To consider other matters

Mr. Thammarat Opatsathien, Shareholder, Rights Protection Volunteer from Thai Investors Association, asked question concerning the participation in Private Sector Collective Action Coalition Against Corruption by inquiring to know about policy to fight against corruptions in clear and concrete manner.

Mr. Manu Leopairote, Chairman, explained that the Company recognizes the importance of anti-corruption and has therefore proceeded with certain actions which have always in compliance with the guidelines stipulated by the Stock Exchange of Thailand as can be seen from the Company's Anti-Corruption Policy, Whistleblowing Policy and the provided channels for whistleblowing/complaints presented in the Annual Report page 127.

Enclosure 1

Mr. Sathaporn Phungniran, Shareholder, raised several questions as follows:

1. In respect to the invitation letter on page 20 which presented the Company's Articles of Association Article 33 (2) which concerns the consideration and approval of the Company's Balance Sheet and Income Statements for the passing fiscal year, current Accounting Act allows the auditor to issue a report on the Statement of financial position for meeting agenda under a different name. Will the invitation letter not be conflicting with the Company's Articles of Association? This should also be included in ARIP meeting minutes.
2. Would Mr. Min Intanate kindly elaborate to the shareholders on how the Company is planning to handle 15 million baht of losses over the next two remaining quarters so that dividend can be paid to the shareholders?


Mr. Manu Leopairote, Chairman, explained that the Company's Articles of Association remain the same which requires the presentation of the Balance Sheet and Income Statements. However, under the new system in pursuant to Accounting Act, the Statement of financial position shall be used instead. The Company shall take such matter into consideration for improvement in the Articles of Association which shall be proceeded at the next Meeting.

Miss Pornpavee Sahawathanapong, Chief Accounting and Financial Officer, added that any changes made to the Articles of Association must require an approval from the shareholders' meeting. Hence, the matter shall be consulted with the Legal Department, the Federation of Accounting Professions, SEC and the Ministry of Commerce before deciding whether or not the current Articles of Association needed to be revised. If so, proposal shall be made at the next Meeting.

Mr. Min Intanate, Executive Chairman, explained that ARIP has been undergoing through certain transformations for over a year. However, it is quite difficult to do so due to current industrial condition which is full of dynamic and rapid changes as can be seen from the case of concession TV companies and the production of books and magazines. The problem did not originate from the fact that people do not use media but rather due to the rapidly changing media trends resulting from the use of social media. The Company is well aware of such trend but changes often require time. For instance, many e-Commerce businesses today still haven't gained any profits, except service provider business. The Company is currently trying to maintain the existing production base to ensure profits in the longest run. Instead of focusing only on producing magazine, the Company tried to make integration so that one activity can generate higher income than selling books in one quarter. Moreover, high competition can be observed in government office market as can be seen from the decreasing gross profits from almost 20% down to 10%, lowering the Company's operating results in the past year. Nevertheless, the Company can do better even among these challenging factors. Our next step is to 1) adjust faster and 2) trying to keep up with the current trends. In addition, differentiation should be emphasized to stimulate consumer demands which shall in turn help to raise higher income. This can be done in a form of advertisement or activity. Although it may seem challenging, the Company's operating results can be improved through correct approach as well as hard work and cooperation of every member within the organization under guidance of the Board of Directors. During the past year, many channels in the television industry offered free Air time by which each company must produce its own TV shows and generate its own advertisement income which shall be divided between the company and the contracted channel instead of getting paid in full amount. The Company therefore formulated the following strategies:


1. Improving current TV shows to keep up high ratings and use its expertise in carrying out other activities as an alternative source of income.
2. Creating new products through the use of its expertise and cooperating with academic institutions in order to propose Life-Long Learning Program in order to encourage and assist newly graduates in exercising their knowledge for self-development. The purpose is to cope with high competition level and changes in terms of rules and regulations, including relevant laws and trading trends. We believe that by combining content with the Internet and social media, the Company can introduce new product dimension of the same and different qualities to serve future social media demands. The Company is currently under preparation and truly hoped that the expected results in the next 1-2 years can be clearly witnessed. The Company would also like to apologize to the shareholders for poor operating results and shall try with greatest effort to improve the operating results. Thank you.

As there were no further questions or suggestions have been raised by the shareholders, the Chairman declared the Meeting adjourned at 15:10 pm and thanked all shareholders and relevant persons for their time to join the meeting and for their suggestions and comments which are highly beneficial to the Company.

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


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

The Profile of persons nominated to replace retiring directors


1. Mrs. Aeimporn Punyasai		
Proposed appointment as	Director & Chief Executive officer	
Age	49 Years	
Nationality	Thai	
Shareholding Proportion (Dec. 30, 2016) - Direct - Indirect	None None	
Educations	- Master of Economics, Chulalongkorn University - Bachelor of Science, Thammasat University	
Certificate	- Director Accreditation Program (DAP) (117/2015)	
5 Years' work experience - Listed Company - Company Limited	<ul style="list-style-type: none"> - ARIP PCL. - Director & CEO Mar 2015-Present - Director & Vice Executive Chairman 2014- 2015 - SVOA PCL. Deputy Executive Director 2014- 2014 IT Project Group - Information Industry Director 2009-2010 Association Thailand (ATCI) - Microsoft (Thailand) Ltd. - Partner Strategy & Program Lead, Small & Midmarket Solutions & Partners 2009- 2011 - OEM Sales Director 2009- 2011 - Senior Segment Marketing Manager - OEM 2008- 2009 - Senior Partner Account Manager - OEM 2005- 2008 - Business Development Manager 2001- 2005 	
Duration of Directorship	3 Years (Nov 11, 2014 – 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 Y2016	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 2017 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. Pathom Indarodom		
Proposed appointment as	Director	
Age	46 Years	
Nationality	Thai	
Shareholding Proportion (Dec. 30, 2016) - Direct - Indirect	Ordinary shares 884,800 shares (0.19%) None	
Educations	Master of Science in Computer Engineering, Assumption University	
Certificate	Director Accreditation Program (DAP) (2010)	
5 Years' work experience - Listed Company - Company Limited	<ul style="list-style-type: none"> - ARIP PCL. - Director Mar2004-Present - Director & CEO 2004-Feb 2015 - The Civil Aviation Authority of Thailand Committee on Information Technology Jan 2017-Present - Chiang Mai University Committee, Economics Association 2015-Present - Assumption University Vice President, Alumni Association 2015-Present - The Association of Thai ICT Industry (ATCI) Advisory Board Member 2015-Present - Rajamangala University of Technology Thanyaburi Committee, Faculty of Business Administration 2015-Present - The Publishers And Booksellers Association Advisory Board Member 2015-Present - The Association of Thai Software Industry (ATSI) Committee 2015-Present - The Thai Federation of ICT Technology Association Advisory Board Member 2014-Present - Splash Interactive Co., Ltd. Director 2011-2013 	
Duration of Directorship	13 Years (Mar 9, 2004 - 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 Y2016	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 2017 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. Narit Therdstearasukdi									
Proposed appointment as	Independent Director, Audit Committee Member & Member of Nomination and Remuneration Committee								
Age	43 Years								
Nationality	Thai								
Shareholding Proportion (Dec. 30, 2016) - Direct - Indirect	Ordinary shares 750,000 shares (0.16%) None								
Educations	- M.A. (Economics), Boston University USA. - Bachelor of Economics (2nd Class Honor), Chulalongkorn University - Bachelor of Laws, Ramkhamhaeng University								
Certificate	- Director Accreditation Program (DAP) (2010)								
5 Years' work experience - Listed Company - Company Limited	<table border="0"> <tr> <td>- ARIP PCL.</td> <td>Independent Director & Audit Committee Member Member of Nomination and Remuneration Committee</td> <td>Sep 2009 – Present 2014- Present</td> </tr> <tr> <td>- Office of the Boar of Investment (BOI)</td> <td>- Acting Senior Executive Investment Advisor - Executive Director, Investment Strategy and Policy Bureau - Executive Director, Management Information System Bureau - Executive Investment Advisor - Director, Economic and Investment Strategy Division, Investment Strategy and Policy Bureau</td> <td>2016- Present 2015- Present 2014-2015 2011-2014 2008-2011</td> </tr> </table>		- ARIP PCL.	Independent Director & Audit Committee Member Member of Nomination and Remuneration Committee	Sep 2009 – Present 2014- Present	- Office of the Boar of Investment (BOI)	- Acting Senior Executive Investment Advisor - Executive Director, Investment Strategy and Policy Bureau - Executive Director, Management Information System Bureau - Executive Investment Advisor - Director, Economic and Investment Strategy Division, Investment Strategy and Policy Bureau	2016- Present 2015- Present 2014-2015 2011-2014 2008-2011	
- ARIP PCL.	Independent Director & Audit Committee Member Member of Nomination and Remuneration Committee		Sep 2009 – Present 2014- Present						
- Office of the Boar of Investment (BOI)	- Acting Senior Executive Investment Advisor - Executive Director, Investment Strategy and Policy Bureau - Executive Director, Management Information System Bureau - Executive Investment Advisor - Director, Economic and Investment Strategy Division, Investment Strategy and Policy Bureau		2016- Present 2015- Present 2014-2015 2011-2014 2008-2011						
Duration of Directorship	8 Years (Sep 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 Y2016	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 2017 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 116)

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 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 to 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.

Documents required for AGM

1. Individual

1.1 Attendance of Meeting in Person

- Please present the original identification card, government official identification card or passport (in case of foreigner) for registration. In the case of modification of name - last name, evidence certifying such change must also be presented.

1.2 Appointment of Proxy

- Form of proxy signed by the grantor (Shareholders).
- Copy of identification card, government official identification card or passport (in case of foreigner) of the grantor and proxy which must be certified the correctness of copy.

- The proxy must present his/her original identification card, government official identification card or passport (in case of foreigner) for the purpose of registration.

2. Juristic person

- Form of proxy signed by a person authorized to sign to bind the juristic person according to its Affidavit (issued within 30 days of the meeting by the Ministry of Commerce), with the seal of the juristic person affixed (if any).

- In case that the grantor is a juristic person registered in Thailand, please submit a copy of Affidavit issued within 30 days of the meeting by the Ministry of Commerce and certified the correctness of copy and signed by the authorized person and affixed with the Company's seal or the juristic person (if any).

- In case the grantor is a juristic person registered abroad, please submit a copy of the constitutional document issued by competent authority in the country where the juristic person is located, and certified by a notary public or other competent authority for no longer than 6 months.

- For a foreign juristic person, if an original of any document is not in the English language, the English translation thereof must be prepared and attached. Such translation must also be certified true and correct by a person authorized to sign to bind the juristic person.

- Copy of identification card, government official identification card or passport (in case of foreigner) of the authorized director(s) who have the power of attorney to bind the juristic person, and proxy, which must be certified the correctness copy.

- The proxy must present his/her original identification card, government official identification card or passport (in case of foreigner) for the purpose of registration.

3. Custodian

In case grantor is custodian that the Company's shares are deposited with and such custodian is taking care of the Company's shares for the foreign investor whose name appears in the register book, and custodian appoints the proxy to attend the meeting with Proxy Form C. The grantor must submit and the proxy must present the following documents:

- Power of Attorney from the shareholder who is a foreign investor authorizes the custodian to execute the proxy on his/her behalf.

- Confirmation letter showing that signatory of the Proxy is authorized to operate custodian business.

- If any of the aforementioned documents are not in the English language, the English translation thereof must be prepared and attached. The translation must also be signed to certify the correctness of document by a person referring to such document or an authorized custodian to act on behalf of shareholders.

- The proxy must present his/her original identification card, government official identification card or passport (in case of foreigner) for the purpose of registration.

4. Deceased Shareholders' Shares

In case of the Shareholders' decease, the administrators of the deceased's estate could attend the Meeting in person or in absentia (proxy). The aforementioned persons shall certify and submit a copy of court order with regards to an appointment of administrator of the deceased's estate as additional evidence.

5. Shareholders are minors

In case Shareholders are minors, their father, mother or guardians attending the meeting in person or in absentia. The aforementioned persons shall certify and submit a copy of court order with regards to an appointment of guardian (if any), a copy of house registration of their minors certified true copy by father, mother or guardian (whether the case may be) as additional evidence.

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 Thursday 20 April 2017.

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 shareholder 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 at least one day before the Date.

Methods of authorization

1. Authorize any person based on the wish of the shareholder or authorize any independent director of the Company (Profile of the Independent director is attached as in Enclosure 6) 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 authorized proxy 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. 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 authorized proxy.

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



1. Mr. Prakob Visitkitjakarn		Age	77	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	43	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			



3. Group Captain Isaraya Sukcharoen		Age	54	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			

Remark: Profiles of Independent Directors and their business performances are described in the 2016 Annual Report under titles as follows:

- "Board of Directors" Page 16-17
- "Management Structure" Page 113-120
- "Corporate Governance, Section 5: Responsibility of the Board of Directors" Page 129-131

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

อาคารแสดงมี
 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 2560 ในวันที่พฤหัสบดีที่ 20 เมษายน 2560 เวลา 14.00 น. ณ อาคารเอสวีไอเอ 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 2017 Annual General Meeting of the Shareholders to be held on April 20, 2017 as from 2.00 p.m. at SVOA Tower, ASIC Room, 34th floor, 900/29 Rama III Road, Bangpong pang, 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 ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

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 / 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 77 ปี
Mr. Prakob Visitkitjakarn Independent Director/ Chairman of Audit Committee Age 77 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 43 ปี
Mr. Narit Therdsteerasukdi Independent Director/ Member of Audit Committee Age 43 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** กรรมการอิสระ/ กรรมการตรวจสอบ อายุ 54 ปี
Gp. Capt. Isaraya Sukcharoen Independent Director/ Member of Audit Committee Age 54 years
ที่อยู่ 99/16-20 ถนนรัชดาภิเษก เขตดินแดง กรุงเทพมหานคร 10400
No. 99/16-20 Ratchadapisek Rd., Din daeng, Bangkok 10400

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2560 ในวันพฤหัสบดีที่ 20 เมษายน 2560 เวลา 14.00 น. ณ อาคารเอสวีไอเอ 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 2017 Annual General Meeting of the Shareholders to be held on April 20, 2017 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 2559

Item 1 To certify the Minutes of the Annual General Meeting of Shareholders 2016

(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 2559 และรายงานของคณะกรรมการของบริษัท

Item 2 To acknowledge the report on the Company's operating results and the Annual Report 2016

วาระที่ 3 พิจารณาอนุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุนเบ็ดเสร็จของบริษัท สำหรับรอบปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2559 ซึ่งผ่านการตรวจสอบจากผู้สอบบัญชีรับอนุญาตแล้ว

Item 3 To consider and approve the Audited Statements of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2016

(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 2559

Item 4 To consider and approve the omission of dividend distribution from operating results for the year ended December 31, 2016

(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

Enclosure 7

- เห็นด้วยกับการแต่งตั้งกรรมการบางราย ดังนี้

Appointment of an individual director

1. นางเอียมพร ปัญญาไส

Mrs. Aeimporn Punyasai

เห็นด้วย/ Approve

ไม่เห็นด้วย/ Disapprove

งดออกเสียง/ Abstain

2. นายปฐม อินทโรดม

Mr. Pathom Indarodom

เห็นด้วย/ Approve

ไม่เห็นด้วย/ Disapprove

งดออกเสียง/ Abstain

3. นายณฤตม์ เทอดสถีรศักดิ์

Mr. Narit Therdsteeerasukdi

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 2560

Item 7 To consider and approve the appointment of auditor and determination of auditor's remuneration for Y2017

- (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 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. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุด 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 2560 ในวันที่ 20 เมษายน 2560 เวลา 14.00 น. ณ อาคารเอสวีไอเอ ทาวเวอร์ ห้องประชุมเอลิค ชั้น 34 เลขที่ 900/29 ถนนพระราม 3 แขวงบางโพงพาง เขตยานนาวา กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2017 Annual General Meeting of the Shareholders to be held on April 20, 2017 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 _____ 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

Proxy Form C.

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

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ

in our capacity as the custodian for.....

(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 วิชิษฐ์กิจการ

กรรมการอิสระ/ ประธานกรรมการตรวจสอบ

อายุ 77 ปี

Mr. Prakob Visitkitjakarn

Independent Director/ Chairman of Audit Committee

Age 77 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 43 ปี

Mr. Narit Therdsteeerakdi

Independent Director/ Member of Audit Committee

Age 43 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 54 ปี

Gp. Capt. Isaraya Sukcharoen

Independent Director/ Member of Audit Committee

Age 54 years

ที่อยู่ 99/16-20 ถนนรัชดาภิเษก เขตดินแดง กรุงเทพมหานคร 10400

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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2560 ในวันพฤหัสบดีที่ 20 เมษายน 2560 เวลา 14.00 น. ณ อาคารเอสวีไอเอ 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 2017 Annual General Meeting of the Shareholders to be held on April 20, 2017 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.

Enclosure 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 2559

Item 1 To certify the Minutes of the Annual General Meeting of Shareholders 2016

(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 2559 และรายงานของคณะกรรมการของบริษัท

Item 2 To acknowledge the report on the Company's operating results and the Annual Report 2016

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุนเบ็ดเสร็จของบริษัท สำหรับรอบปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2559 ซึ่งผ่านการตรวจสอบจากผู้สอบบัญชีรับอนุญาตแล้ว

Item 3 To consider and approve the Audited Statements of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2016

(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 2559

Item 4 To consider and approve the omission of dividend distribution from operating results for the year ended December 31, 2016

(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:

เห็นด้วยกับการแต่งตั้งกรรมการทั้งชุด

Appointment of the entire Board of Directors

เห็นด้วย/ Approve

ไม่เห็นด้วย/ Disapprove

งดออกเสียง/ Abstain

- เห็นด้วยกับการแต่งตั้งกรรมการบางราย ดังนี้
- Appointment of an individual director
1. นางเอี่ยมพร ปัญญาไส Mrs. Aeimporn Punyasai
- เห็นด้วย/ Approve ไม่เห็นด้วย/ Disapprove งดออกเสียง/ Abstain
2. นายปฐม อินทโรดม Mr. Pathom Indarodom
- เห็นด้วย/ Approve ไม่เห็นด้วย/ Disapprove งดออกเสียง/ Abstain
3. นายอนุตม์ เทอดสเถียรศักดิ์ Mr. Narit Therdsteeerasukdi
- เห็นด้วย/ Approve ไม่เห็นด้วย/ Disapprove งดออกเสียง/ Abstain

วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ

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 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2560

Item 7 To consider and approve the appointment of auditor and determination of auditor's remuneration for Y2017

- (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 ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้อง 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) ในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะ 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 2560 ในวันที่ 20 เมษายน 2560 เวลา 14.00 น. ณ อาคารเอสวีโอเอ ทาวเวอร์ ห้องประชุมเอสดี ชั้น 34 เลขที่ 900/29 ถนนพระราม 3 แขวงบางโพงพาง เขตยานนาวา กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2017 Annual General Meeting of the Shareholders to be held on April 20, 2017 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

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ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

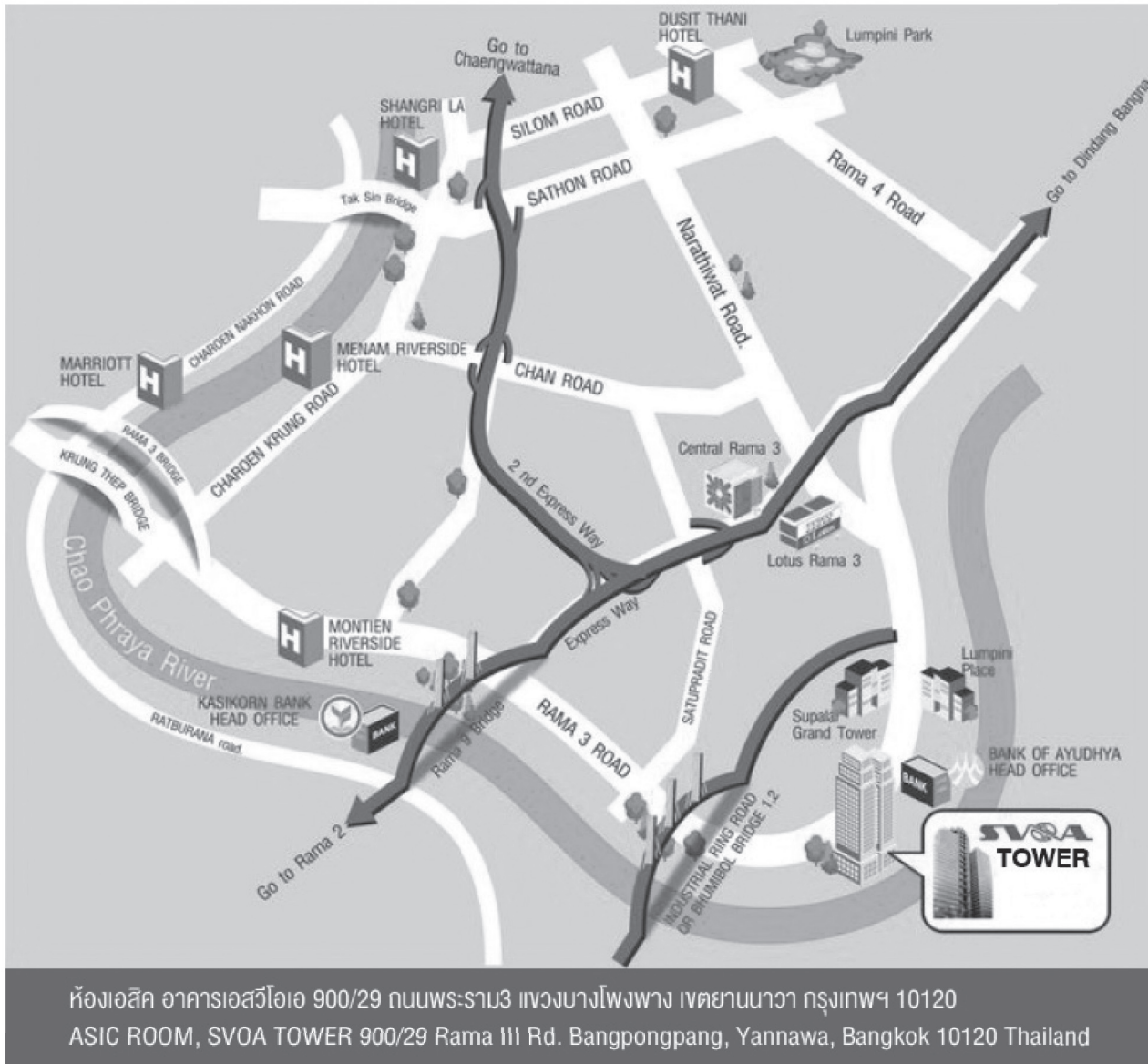
I/We hereby certify that the particulars contained in the Supplement to the Proxy Form are true, correct and complete in all respects.

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

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

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signed 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 ข้ามสะพานที่ปึงกรศรีมีโชติ (สะพานภูมิพล), มุ่งหน้าถนนพระราม 3
3. 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. Bus No. 89, 205 , PO.205