



Invitation to attend the AGM Y2019

ARIP Public Company Limited
Wednesday 10th April 2019
as from 2.00 p.m., at MS SIAM Tower

Conference Room, 31st Floor, 1023 MS Siam Tower, Rama III Road.,
Chong Nonsi, Yannawa, Bangkok 10120



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ARiP 19/2019

March 11, 2019

Subject: Invitation to the Annual General Meeting of Shareholders 2019 (AGM)

Attention: Shareholders of ARIP Public Company Limited

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ARIP Public Company Limited will arrange the 2019 Annual General Meeting of Shareholders on April 10, 2019 as from 2.00 p.m. at MS SIAM Tower, conference Room, 31st Floor, 1023 Rama III Road., Chong Nonsi, Yannawa, Bangkok 10120, to consider the following agendas.

Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders 2018

Objective and Reason: The Annual General Meeting of Shareholders 2018 was held on April 18, 2018. 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 2018.

Agenda 2 To acknowledge the report on the Company’s operating results and the Annual Report 2018

Objective and Reason: According to the Company’s operating results for the year ended December 31, 2018, the Company’s total revenue was 136.88 million Baht and was net profit of 3.40 million Baht. The detailed of the Company’s operating results are provided in the Annual Report 2018, published through SET and the Company’s web site. and QR code in Registration form (Enclosure 8)

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 2018.

Agenda 3 To consider and approve the Audited Statements of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2018

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, 2018 and submitted to the AGM for approval. Details described in the Annual report 2018 under title “Financial Statement”.

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, 2018, 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, 2018

Objective and Reason: According to the Company’s operating result for the year ended December 31, 2018, the Company’s total revenue was 136.88 million Baht. In 2018, even though the Company’s operation result was net profit of 3.40 million baht, the Company has deficit from past year. The Board proposed to omit the dividend distribution.

Dividend payments for Y 2016 - 2018

| Details of dividend payment | Y2018* | Y2017 | Y2016 |
|---|--------|--------|---------|
| 1. Total Revenue (Million Baht) | 136.88 | 162.68 | 178.34 |
| 2. Net Profit after Tax (Million Baht) | 3.40 | 2.16 | 1.85 |
| 3. Total comprehensive income for the year (Million Baht) | 2.42 | 2.06 | 4.84 |
| 4. Deficit as at December 31 (Million Baht) | (6.13) | (8.55) | (10.61) |
| 5. No. of shares-issued and paid up (Million Share) | 466 | 466 | 466 |
| 6. Dividend Per share (Baht) | - | - | - |

* To be proposed to Annual General Meeting 2018 for further consideration and approval.

The Company has a policy to pay dividend of not less than 50% of net profit after taxation. However, the payout ratio may be lowers if the Company plans to expand its operations.

The dividend omission complies with the Company’s dividend policy following on Article 40. (Enclosure 3)

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 Y2018.

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 2018 Annual General Meeting of Shareholders would be as follows:

- | | |
|----------------------------------|----------------------|
| 1. Mr. Manu Leopairote | Director |
| 2. Mr. Prayoon Rattanachaiyanont | Director |
| 3. Gp. Capt. Isaraya Sukcharoen | Independent Director |

The Company announced on the Company's website (<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, 2018. 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 2.

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 Mr. Manu Leopairote, Mr. Prayoon Rattanachaiyanont and Gp. Capt. Isaraya Sukcharoen 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, Gp. Capt. Isaraya Sukcharoen as the independent director, who been in the position exceeding 9 consecutive years, has been retiring in 2019. The Committee determined that Gp. Capt. Isaraya Sukcharoen as an independent director, who has the knowledge and work experience, can give her opinions independently in accordance with the relevant guidelines, which are valuable for the Company's businesses. Hereby, the Company has nominated her 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 Y2018-2019

| Name-Last Name | Position | Remuneration (Baht/month) | | Increase (decrease) |
|---|-----------------------------------|---------------------------|---------|---------------------|
| | | 2019 | 2018 | |
| 1. Mr. Manu Leoparote ⁽¹⁾ | Chairman of the Board | 273,000 | 200,000 | 73,000 |
| 2. Mr. Min Intanate | Director ⁽²⁾ | - | - | - |
| | Executive Chairman ⁽³⁾ | 150,000 | 150,000 | - |
| 3. Mrs. Aeimporn Punyasai ⁽²⁾ | Director | - | - | - |
| 4. Mr. Prayoon Rattanachaiyanont | Director | 20,000 | 20,000 | - |
| 5. Dr. Wilson Teo Yong Peng ⁽²⁾ | Director | - | - | - |
| 6. Mr. Prakob Visitkitjakarn | Independent Director, | 20,000 | 20,000 | - |
| | Chairman of Audit Committee, | 30,000 | 30,000 | - |
| | Chairman of NRC | - | - | - |
| | Member of CG | - | - | - |
| 7. Gp.Capt. Isaraya Sukcharoen | Independent Director, | 20,000 | 20,000 | - |
| | Member of Audit Committee, | 20,000 | 20,000 | - |
| | Member of NRC | - | - | - |
| | Chairman of CG | - | - | - |
| 8. Mr. Pathom Indarodom ⁽⁴⁾ | Independent Director, | 20,000 | 20,000 | - |
| | Member of Audit Committee, | 20,000 | 20,000 | - |
| | Member of NRC | - | - | - |
| | Member of CG | - | - | - |
| Total | | 573,000 | 500,000 | 73,000 |
| Allowance per attendance: | | | | |
| The Board of Directors' meeting | | 5,000 | 5,000 | - |
| The Audit Committees' meeting | | -None- | -None- | - |
| The Nomination and Remuneration Committees' meeting | | 5,000 | 5,000 | - |
| The Corporate Governance committee | | 5,000 | 5,000 | - |
| Other Benefits | Training Fee (if any) | | | |

Remark: (1) Mr. Manu Leoparote, Chairman of the Board has requested a reduction to remuneration down 73,000 Baht, from 273,000 baht to 200,000 Baht per month since April 2016-December 2018.

(2) Mr. Min Intanate, Mrs. Aeimporn Punyasai and Dr. Wilson Teo Yong Peng offered to waive the director's remuneration.

(3) Mr. Min Intanate, Executive Chairman has requested a reduction to remuneration 100,000 Baht, from 220,500 Baht to 120,500 Baht per month since September 2014-March 2016 and has requested a reduction remuneration 150,000 Baht since April 2016 then expressed an intention not to receive the remuneration since April 2016-December 2018.

(4) Mr. Pathom Indarodom had resigned from the Independent Director, Member of Audit Committee, Member of Nomination and Remuneration Committee and Member of Corporate Governance Committee effective on 30 November 2018.

Authorities and Duties of the Board of Directors and sub-committee were described in the Annual Report under title “Management structure”.

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 Y2019

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 Y2018, EY Office Limited is an experienced auditor firm, which are 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 auditors’ name proposed by EY Office Limited

| Name | CPA Registration Number | Years of auditing the Company |
|----------------------------|-------------------------|-------------------------------|
| Mr. Chayapol Suppasedtanon | 3972 | 5 Year since Y2014 |
| Ms. Rungnapa Lertsuwankul | 3516 | - |
| Ms. Pimjai Manitkajohnkit | 4521 | - |
| Ms. Rosaporn Decharkom | 5659 | - |
| Ms. Sumana Punpongsanon | 5872 | - |

In Y2019, the audit fee will be settled at the total of 1,250,000 Baht per year which is increasing 70,000 Baht from last year; as the below detail,

| Description | Y2019 | Y2018 | Increase (decrease) |
|----------------------------|-----------|-----------|---------------------|
| 1. Audit fee | 710,000 | 640,000 | 70,000 |
| 2. Review quarterly Report | 360,000 | 360,000 | - |
| 3. Review Annual Report | 100,000 | 100,000 | - |
| 4. Review BOI | 80,000 | 80,000 | - |
| Total | 1,250,000 | 1,180,000 | 70,000 |

The Audit Committee agreed to propose to the Board of Directors to appoint EY Office Limited as the Company’s auditor for Y2019 with an auditing fee of 1,250,000 Baht per year excluding other expenses.

The Company has no subsidiary; therefore, there is no auditor appointment and no audit fee.

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 Y2019 with an audit fee at the total amount of 1,250,000 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 Annual General Meeting of Shareholders 2019 on March 7, 2019.

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 Leoparote

Chairman of the Board

The Minutes of the Annual General Meeting of Shareholders 2018
ARIP Public Company Limited

The meeting was held on April 18, 2018 at 2.00 p.m. ASIC Meeting Room, 34th Floor, 900/29 Rama 3 Road, Bangpongpan, Yanawa, Bangkok 10210.

Mr. Chanchai Boonyasurakul, the Company's Secretary, welcomed the shareholders to the Annual General Meeting of Shareholders 2017 of ARIP Public Company Limited and declared that the meeting had been attended the meeting in person and by proxy

| Number of persons | Number of shares | Percentage of total shareholders | attending the meeting |
|-------------------------------------|------------------|----------------------------------|-----------------------|
| Either by the shareholder in person | 29 | 217,586,200 | 69.80 |
| Proxies accounting | 15 | 94,129,200 | 30.20 |

Total 44 shareholders Count of shares 311,715,400 shares or 66.89% of the paid-up shares. 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 2018 was declared opened.

The company has provided channels and the opportunity that grant the rights of shareholders on December 1– 31, 2018 to propose additional topics to be included in the agenda of the Annual General Meeting of Shareholders 2018, which has no agendas been proposed by the shareholders in the period.

Remarks: In the course of the meeting, there were shareholders gradually attending the meeting. Therefore, at this meeting, there were 57 shareholders for 319,558,200 shares or 68.57% of the paid-up shares. Details of attendees:

| Number of persons | Number of shares | Percentage of total shareholders | attending the meeting |
|-------------------------------------|------------------|----------------------------------|-----------------------|
| Either by the shareholder in person | 36 | 225,151,900 | 70.46 |
| Proxies accounting | 21 | 94,406,300 | 29.54 |

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

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

Executives attending the meeting totaling 4 persons: Mr. Thanit Klaewdejsri, Mr. Pornchai Chantarasupasang, Mr. Boonlerd Narathai and Miss Pornpavee Sahawathanapong.

Representatives from EY Office Limited namely Mr. Chayapol Supposedtanon and Miss Juthamas Kraikittiwuth The Company's Legal Advisor, namely Miss Supawee Mahaworasintorn.

Shareholder Vote Counting Methods

1. Shareholders who attended the meeting in person and their delegations or proxies received a ballot card while registering for the meeting.

2. The meeting considered each subject matter according to the agendas of the meeting invitation letter. The information was presented based on each agenda item, and the shareholders or proxies were entitled to raise any questions before voting on such agenda item. In case the shareholders or

proxies wished to raise any questions or express your opinions, you are asked to raise your hands and specify the full names. In case of being delegation or proxy, you had to specify the name of the shareholder whose rights was given to you every time.

3. After you were informed of the details in each agenda, the shareholders who disagreed or abstained from voting on any agenda were asked to vote in the ballot only in agreed agenda and returned the ballots to the Company's Staffs. Agenda 6: The election of the committees to replace those who vacated the office by retirements; the shareholders had to cast their votes individually, and all ballots would be collected and counted including ones specified either as agreed, disagreed, or abstained.

Voided ballot means the ones having the following cases

- (1) Ballot containing marks appearing in more than one slot
- (2) Ballot containing crossed-out word or phrase and not having the shareholders or proxies' signatures
- (3) Excessive number of votes casted

In case the shareholders wish to change their votes, they were required to cross out and sign the ballot every time.

4. All shareholders are entitled to cast one vote per one share. In case the shareholders share specific gain and loss in any agenda, you would not be able to exercise the rights to vote the shares in such agenda.

5. Meeting Resolutions

- Agenda 2 was the matter of report, so there was no vote casting opened.
- Agenda 1,3, 4, 6, and 8 adhered to majority vote of the shareholders who attended the meeting and casted their votes.

- Agenda 5 adhered to three-fourths of a total numbers of votes casted by the shareholders who attended the meeting and were entitled to voting.

- Agenda 7 adhered to two-thirds of a total number of votes casted by the shareholders attending the meeting. The ballots defined as "disagreed" and "abstained" were taken into consideration by the company and the rest of the ballots would be considered as "agreed" in each agenda.

Please Welcome, Mr. Manu Leopairote, chairman of the board of directors, presided and addressed the meeting.

Agenda 1 To Certify the Minutes of the Annual General Meeting of Shareholders 2017

The Chairman proposed to the Meeting to certify the Minutes of the Annual General Meeting of Shareholders 2017, held on April 20, 2017, a copy of which was presented on pages 9-16 of the invitation letter which was delivered to the shareholders and has been published it through the Company's website (www.aripplc.com).

The meeting certified the Minutes of the Annual General Meeting of Shareholders 2017 by a majority of the shareholders present at the Meeting and eligible to vote as follows:

| | | | | |
|------------------|-------------|----------|--------|---------|
| - Approved | 311,775,500 | votes or | 100.00 | percent |
| - Disapproved | 0 | votes or | 0.00 | percent |
| - Voided ballots | 0 | votes | | |
| - Abstained | 0 | votes | | |

Agenda 2 To acknowledge the Company's Annual Report 2017 and the Report of the Board of Directors

The Chairman proposed to the Meeting to acknowledge the Annual Report 2017 which had been delivered to the shareholders in advance together with the invitation letter.

Mrs. Aeimporn Punyasai, an Executive Director/ Chief Executive Officer, mentioned that the Company has three major businesses. In 2017, the operations were as follows:

1. As of 15 Decdember 2017, media and content business comprises 3 printing media including Business+ magazine, COMTODAY, and eLeader. From 1 January 2017 onwards, the Company planned to market and produce only Business+ magazine; as for COMTODAY and eLeader, there would be a transformation from printing media to digital media. In addition, there was also an expansion of revenues concerning activities with customers such as seminars and the adaptation of content strategies in compliance with customer behaviors and new technology. With respect to special project in addition to the granting of "THAILAND TOP COMPANY

AWARDS”, a group of TOP 1,000 companies across Thailand in 2017 has added a new project called “THAILAND TOP SME AWARDS” which will be granted to a group of successful SME customers in particular fields.

2. The Company’s event business and trade fair is “Commart”. Last year, there had been more noticeable adaptations of event themes and strategies. For instance, “Commart Connect” was held in March highlighting the connection technology at the present time; “Commart Joy” was held in June featuring Entertainment and games; “Commart Work” was held in November highlighting the solutions for SME. Also, there was a change in advertising the events, by increasing digital media and social media channels as well as seeking more business partners and alliances in holding the fairs or events in order to properly address the needs and demands of customers and target groups.

3. Digital service business is the Company’s prospective business which consists of 3 business groups as follows:

3.1. Digital Marketing Service is a type of business service providing practical advices and business strategy manipulation as well as marketing operations. The strength of Digital Marketing Service is reinforced by positive outlook from content media along with comprehensive data bases which changed revenue or business model of the Company. Consequently, a one-time service has been expanded to a yearly service, covering the provision of services for medium and large size companies. In the future, a significant growth in revenues is also anticipated.

3.2. Multimedia Bookshelf Application highlights the production of E-Content for organizations institutes and universities.

3.3. WISIMO is an online learning platform which comprises: 1) platform system that is developed to connect to personnel development system for organizations, 2) academic contents created collaboratively with leading universities, and 3) presentation patterns which are in the forms of Power Point, Info Graphic and VDO presentation created by production team. As for the strategy implemented to select the contents, a major emphasis would be placed on the organizations aiming for personnel development to comply with Thailand 4.0 era.

In 2017, the Company has consistently developed; there are amendment in the roles of personnel in the organization; there are clearer measurements of KPI; Coaching and mentoring strategy is implemented to develop personnel’s working skills; Succession plan was executed to assign employees to participate in innovation project, in order to promote the Company to be an innovative organization. Also, the Company still sought for new business partners or alliances creating new and innovative activity platform. In addition to the main business, the Company as well operated and managed works in accordance with the Company’s Code of Conduct and policy for good businesses. For an internal control, the risk management and anti-corruption policies were clearly established to provide the guidelines and directions for related persons, officers, customers and business partners to follow.

To summarize past year’s operating results, the Company had revenues of 162.68 million Baht with net profits of 2.16 million Baht.

Mr. Sathaporn Pungnirun, a shareholder, raised a question: According to next year’s report, what are 23 net profit and loss from continual operations?

Ms. Pornpavee Sahawathanapong, Chief Financial Officer, explained that “in 2016 the Company still produced TV shows. However, according to the standards of Statement of Comprehensive Income, the comparison will be carried out between continual businesses. For the discontinued businesses will be shown in the last item of financial statement.”

Mr. Sathaporn Pungnirun, a shareholder, raised another question: Is it because of the downsizing of the Company that caused a net profit from continual operation to plummet from 5.66 million Baht to only 2.16 million Baht?

Ms. Pornpavee Sahawathanapong, Chief Financial Officer, explained that “despite the termination of TV show production, there were still costs and expenses to deal with which is the cause of significant reduced profits in continual operation business. Still, there were high production costs and intense competition for TV shows, resulting in a substantial drop in the revenues from commercials. As a result, the Company ultimately decided to terminate the business in this field.”

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

Agenda 3 To consider and approve the audited Statements of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2017

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 162-186 of the Annual Report. Miss Pornpavee Sahawathanapong, Chief Accounting and Financial Officer, elaborated the Company's operating results in 2017 to the shareholders.

Ms. Pornpavee Sahawathanapong, Chief Financial Officer, explained that "according to financial budget of the year 2017, the Company had revenues of 163 million Baht, falling 15.7 million Baht or 8.78%. The falling revenues were mainly due to participation in government auctions and One-off Project. The annual capital of 121 million Baht dropped by 8.6 million Baht from the previous year primarily owing to the reduction of the event costs which went along with decline in revenues. But in 2017, the Company had developed online training and learning system, thus bringing about higher costs in d digital department. An initial net profit of the Company was 40 million Bath, dropping by 7 million Baht. As a consequence, the initial profit rate fell from 26.68% in the previous year to 24.94% this year, with a net profit of 2.2 million Baht increasing by 0.3 million Baht which was resulted from the reduction of expenditures of 0.34 million Baht, and the termination of unsuccessful TV program with a net profit being 1.32% and profit per share of 0.005 Baht. As for financial statement, the total value of company asset was 232 million Baht, increasing by 2 million from the previous year. The rise in the asset value, which included increases in cashes and items equivalent to cashes, was associated with the paying debt services for debtors. Concerning Company's liquidity, the liquidity ratio was 6.99 times and the ratio of debt per capital was 0.14 times. The Company also has a rather good short-term debt-paying ability as well as a fairly stable financial state."

Mr. Sathaporn Pungnirun, a shareholder, raised a question: Is the current liquidity ratio and debt rate per share too perfect? Should the Company consider the management of money to yield any profit or return?

If ROA, ROE return rate was taken into account, depositing the asset with the bank would yield more returns. He would like the Company to work harder. As for the financial budget, the questions raised are as follows:

1. Next year's report page 95, footnote 10: There was a decrease in terms of the costs of ready-made products from 1.43 million Baht down to 0.59 million Bath. Where was the decreased amount of the cost gone?

2. Next year's report page 93, footnote 9: There was an allowance for doubtful accounts which increased from 0.724 million Baht up to 0.728 million Baht. From what businesses did an increase of 4,000 Baht come? Since this number was not that necessary, it should be added in the statement.

Ms. Pornpavee Sahawathanapong, Chief Financial Officer, explained that

1. The decrease of ready-made products from the destroy of unmarketable old books led to the decline in the pricing of products and product cost reduction lists.

2. The allowances for doubtful accounts of over 7 thousand Baht was a part of the debt in the previous year. If there appeared a possibility of bad debt, the Company would immediately set aside the allowance. On the contrary, if the debts were paid off, there would be a reduction in an allowance. As for an increase of allowance of 4,000 Baht, this amount was a difference between an allowance for doubtful accounts and paid debts during the year.

Mr. Sathaporn Pungnirun, a shareholder, raised a question: According to 6-12 month term of debt paying, there was an increase from 53,000 Baht to 57,000 Baht. It was anticipated that an increase of allowance was due to the increased debts. Since an increased amount was very small, should there be an approval of increase of allowances?

Mr. Min Intanate, Executive Chairman, further explained that:

1. Although the values of unmarketable old books would be increasingly declining, the selling of them would make money for the Company. Moreover, if the products were sold, the expenses for warehouse rental would be subsequently decreased, which could lead to better overall benefits for shareholders.

2. There were strict rules in setting aside the allowances as well as strict regulations in the Company itself. For the allowances set aside for unpaid debts in 2017, when the customers come to pay off the debts in 2018, the amount of paid debts would become a revenue, meaning that the amount of allowances was kept intact. For 6-12 months debts, there would be a contemplation for setting aside a proper amount of allowances.

Ms Siripom Katapong, a representative from the Thai Investor Association, raised a question: From the Company's revenues from 3 business groups, a list of profit and loss in the next year's report, page 101, indicated that there would a big loss resulting from exhibitions and events. How would the Company cope with this subject matter?

Mrs. Aeimporn Punyasai, a committee and general manager, explained that “for the 3 businesses, digital works would be the future of the Company; now the Company is urging their employees to create contents and more courses in the part of WISMO. The source of revenues in digital service groups was in the continuous form. The recurring revenues was different from exhibition works which are a one-time revenue. When the exhibition had finished, we had to start working on a new project. Even though the revenues from digital media and commercials may be different, digital media still yield more gains and income to the Company.”

Resolution: The Meeting approved the audited Statement of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2017 by unanimous votes of the shareholders present and eligible to vote as follows:

| | | | | |
|------------------|-------------|----------|--------|---------|
| - Approved | 319,275,700 | votes or | 100.00 | percent |
| - Disapproved | 0 | votes or | 0.00 | percent |
| - Voided ballots | 0 | votes | | |
| - Abstained | 0 | votes | | |

Agenda 4 To consider and approve the omission of dividend distribution from operating results for the year ended December 31, 2017

Ms. Pornpavee Sahawathanapong informed the Meeting of the According to the Company’s operating result for the year ended December 31, 2017, the Company’s total revenue was 162.68 million Baht. In 2017, even though the Company’s operation result was net profit of 2.16 million baht, the Company’s accumulated loss was 10.61 million baht, in accordance with its regulations Article Number 40, prohibits the payment of dividends. The shareholders shall approve the omission of dividend payment.

Mr. Sathaporn Pungnirun, a shareholder, raised a question: Based on the table in the 3-page meeting invitation letter, the operating results during the years 2015-2017 indicated a loss of 9.86 million Baht, and a profit of 2.16 million Baht respectively. How did the calculated amount turn to be 10.61 million Baht given that a total loss of 15.45 million Baht in 2015 was deducted by a profit of 1.85 million Baht in 2016?

Ms. Pornpavee Sahawathanapong, Chief Financial Officer, explained that “in addition to the annual net profit and loss, there still were other lists of profit and loss which had a direct effect on a total profit and loss of the Company?”

Mr. Sathaporn Pungnirun, a shareholder, suggested that “footnotes be included in the meeting invitation letter and also raised a question: Based on the tendency of the Company’s operating results, shareholders had to wait at least 4-5 years to receive the dividends. What were the Company’s plans to speed up the clearing of total losses?”

Mr. Min Intanate, Executive Chairman, further explained that “the ability of the Company to make profits was still the same, there should be spending at least 4 years. With the determination of managers and committees, marketing factors, and a rapidly changing world, company needed to go on with profitable businesses, dared to make a decision. Since all TV channels took a loss, it was not worth doing such business despite the production team being able to dedicate their time. As a result, the Company decided not to go on with TV production business. It was the same case for media business as can be seen from the changing patterns of printing media, an unstoppable shutdown of magazines, the reduction of newspaper pages. Consequently, the budgets for commercials went to media business instead. From social analysis, the Company not only wanted to work with quality personnel and wanted the employees at hands to be excellent at works, but also wanted the society and the country to be able to compete with others. It turned out that there was a drop in the number of the students entering universities. People in all fields of careers and professions felt the same way, in that they could not catch up with a changing knowledge. At present, the government has the policy to bring 3% of the profits to the employee training. The expenses could be used to deduct the taxes. As a consequence, production team and script writing team from TV business were transformed into WISMO. In WISMO production, at least one year was needed to produce 10 episodes. So in the past two years, the business was somewhat profitable, but still considered not worth the investment. However, once the Company reaches the economy of scale to which the social could well respond, the Company become more profitable. Therefore, in digital works, the Company highlights knowledge-based digital communication or e-learning, and digital media management. Given that the budget for advertising of the companies would be devoted to social media, not general media, the Company decided transform itself into agency in organizing social media for the companies.”

Part 2: There has been a decline in number of printing media readers. However, although the media itself was weak, we still had to rely on these media to carry out activities to yield income. Still, the incomes from the activities were higher than those from printing media. Also, we still had to utilize the influence of media in reader community by doing activities to reward the readers. The patterns of activity for customers would be line with sponsor's needs. As for the use of existing data base to consider the rewarding of an outstanding company by collaborating with educational institutes, it turned out that this type of revenues was higher than those from book selling. This was the reason behind the declining in the revenues, yet increased profits. The adaptation process needed to take time; once the Company is settled, it was expected that the Company would have a better ability to yield higher profits.

All managers had been determined in working and emphasized the importance of trend leader, and also understood their weaknesses and strengths which are the vital factors in transforming the business.

Mr. Narongchai Simaraj, a shareholder, suggested that:

1. We one million odds in cash with yearly expenses of 160 million Baht, around 13 million Baht per month, and with interest revenues of just 500,000 Baht. If we plan cash flow via 3-month fixed deposit, interest revenues might increase by 1,000,000 Baht per year from the target; as a result, there should be an increase in the dividend.

2. Regarding withholding tax, a board of directors, explained that "in the past we spent over 2 years to ask our money back and suggested the negotiation with revenue department to speed up the process in paying back the money.

Mr. Manu Leopairote, chairman of the board of directors, explained that "thank you for practical and useful suggestions. We will take them into consideration in further steps.

Resolution: The Meeting approved the omission of dividend distribution from the Company's operating results for Y2017 by unanimous votes of the shareholders present and eligible to vote as follows:

| | | | | |
|------------------|-------------|----------|--------|---------|
| - Approved | 319,325,800 | votes or | 100.00 | percent |
| - Disapproved | 0 | votes or | 0.00 | percent |
| - Voided ballots | 0 | votes | | |
| - Abstained | 0 | votes | | |

Agenda 5 To consider and approve for amending the Company's regulation article 28

The Chairman informed the Meeting of the Since Section 100 of the Public Limited Company Act BE 2535 (1992), as amended by the Head of National Council for Peace and Order No.21/2560 Re: Amending the Law to facilitate the business operation, the amendment to Article 28 of the Company's Articles of Association should be in line with the amendment of the law.

Mr. Sathaporn Pungnirun, a shareholder, suggested that "the amendment of the Company's rules and regulations has to be in line with strict assessment and evaluation", namely that three-fourths of the votes and amendment have something to deal with expenses. Is there any other rules to be amended? According to the order of Article 100 and 44 as announced by National Council for Peace and Order (NCPO), the Company's rules and regulations have to be in line with conform to Public Act and Civil and Commercial Code. With the order over the Company's rules and regulations, it is needed for the Company to follow. Consequently, no amendment of any rules is needed. The amendment of the rules should also take all the established rules into account as appeared in the meeting invitation letter, page 22-23.

1. Clause 40, last paragraph: "the report of dividends in the newspaper". Is it necessary to pay or abstain from paying dividend for public limited company? There would be a report on dividend payment for Stock Exchange. According to the regulations, if the Company does not report the dividend payment in the newspaper, it would be considered to as the violation of the Company's rules. Should the last paragraph be excluded? For legal department what are thoughts on this matter?

2. Clause 33 (2) "the consideration of an approval of budget and loss and profit budget of the Company's previous fiscal accounting". According to the standardized ethical framework of accounting profession, a balance sheet would not be issued for the shareholders to approve. However, an issue of financial statement as well as comprehensive profit and loss statement was not in line with Accounting Act and Public Act in terms of wording and language.

3. According to the amendment of Article 44 of National Council for Peace and Order (NCPO), the meeting of board of committees via VDO Conference is considered to be a meeting. To add this meeting to the agenda or not, it should be noted in the report.

Mr. Min Intanate, Executive Chairman, further explained that “according to the announcement of Article 44 on VDO Conference, since clear guidelines or suggestions haven’t been announced by the Office of the Securities and Exchange Commission and the Stock Market of Thailand, future operation guidelines would be included and proposed in the next meetings.”

Ms. Pornpavee Sahawathanapong, Chief Financial Officer, explained that “according to regulation number 40, the payment of dividend has to be done within one month from the day the shareholder meeting was held or the day the committees casted their votes. Significantly, the letters have to be sent to the shareholders and there must be the official report concerning the payment of dividend in the newspaper. Whether the committees agree to pay the dividend or not, there will be a report in the newspaper as the rules suggested.”

Mr. Min Intanate, Executive Chairman, further explained that “Ms. Sathaporn was suggesting whether advertisements were necessary. If it is by law unavoidable to advertise in the newspaper, we will do so. But if it was not stated so in the law, following the shareholders’ opinions would be good for the Company to consider.

Mr. Manu Leopaiprote, board of directors, explained that “the Company should follow the opinions offered by the board of directors. The shareholders thought that it was very beneficial to advertise in the newspaper. In the future, there can be no newspaper, while other media has arisen. However, everything had to be operated according to the law and the regulations of stock market as the board of directors had suggested.”

Resolution: The Meeting approved the the amendment to Article 28 of the Company’s Articles to vote as follows:

| | | | | |
|------------------|-------------|----------|--------|---------|
| - Approved | 319,335,800 | votes or | 100.00 | percent |
| - Disapproved | 0 | votes or | 0.00 | percent |
| - Voided ballots | 0 | votes or | 0.00 | percent |
| - Abstained | 0 | votes or | 0.00 | percent |

Agenda 6 To consider and approve the appointment of new directors replacing those retired by rotation

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 2016 Annual General Meeting of Shareholders are as follows:

- | | |
|------------------------------|----------------------|
| 1. Mr. Min Intanate | Director |
| 2. Dr. Wilson Teo Yong Peng | Director |
| 3. Mr. Prakob Visitkitjakarn | Independent Director |

The criteria and procedure for the selection of qualified persons for directorship shall be in accordance with the details specified on page 4-5 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.

Mr. Sathaporn Pungnirun, a shareholder, suggested that “as a former volunteer right fighter, generation 5, of the Thai Investment Association and Life Association, and founder of the Thai Investment Association would like talk about the rights to cast the vote for shareholders. In voting for individual committee, CG factors would be considered. In the letter of attorney from the Ministry of Commerce, type B, along with the attached meeting invitation letter page 29, number 8, agenda item 6, there was an “agree” slot for the appointment of entire committees, and then for individual committee respectively. Thus, in order not to diminish the rights of the shareholders, they could raise a question about whether other participants in the meeting agree with the appointment of the entire committees, if not, they could also vote for individual committees.

Mr. Manu Leopaiprote, board of directors, explained that “according to the principles as he understood, there would be an appointment of entire committees or individual committees. So as Ms. Sathaporn suggested, I would like to ask if all shareholders would agree to consider the appointment of entire committees.

Ms Siriporn Katapong, a representative from the Thai Investor Association, explained that “she agreed with item 6.3, but disagreed with items 6.1 and 6.2 which did not come out as Mr.Sathaporn suggested.

Mr. Manu Leopairote, board of directors, explained that “when there was a disagreement of any shareholder, the appointment of individual committees would be reconsidered.

Mr. Sathaporn Pungnirun, a shareholder, suggested that “as a volunteer right fighter, generation 5, had already undergone the training wanted the completion of the minutes. The Thai Investor Association had the opinions regarding the amount of years of independent committees being the same with auditor’s. The expression of opinions would be in the spinning form. Since the independent committees would be used to long-term independence, what are the Company’s views on the term of independent examining committees?

The Company clarified in the meeting invitation letter page 5 that according to the rules of shareholding, independent committees could freely express their opinions.”

Resolution: The Meeting approved the three directors who retired by rotation, which included Mr. Min Intanate, Dr. Wilson Teo Yong Peng and Mr. Prakob Visitkitjakarn, by a majority of votes of the shareholders present and eligible to vote as follows.

| | | | | |
|-------------------------------|-------------|----------------------|----------|---------|
| 6.1 Mr. Min Intanate | | Director | | |
| - Approved | 319,336,200 | votes or | 100.00 | percent |
| - Disapproved | 0 | votes or | 0.00 | percent |
| - Voided ballots | 0 | votes | | |
| - Abstaine | 0 | votes | | |
| 6.2 Dr. Wilson Teo Yong Peng | | Director | | |
| - Approved | 319,336,200 | votes or | 100.00 | percent |
| - Disapproved | 0 | votes or | 0.00 | percent |
| - Voided ballots | 0 | votes | | |
| - Abstained | 0 | votes | | |
| 6.3 Mr. Prakob Visitkitjakarn | | Independent Director | | |
| - Approved | 319,338,100 | votes or | 99.99997 | percent |
| - Disapproved | 100 | votes or | 0.00003 | percent |
| - Voided ballots | 0 | votes | | |
| - Abstained | 0 | votes | | |

Agenda 7 To consider and approve determination of the Directors’ remuneration

The Chairman of the Nomination and Remuneration Committee proposes that the meeting consider. 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:

| Description | Monthly remuneration | Meeting allowance (Per person per session) | Other Benefits |
|---------------------------------------|----------------------|--|-----------------------|
| Board of Directors | | | |
| - Chairman of the Board | 200,000 Baht | 5,000 Baht | Training Fee (if any) |
| - Executive Chairman | 150,000 Baht | 5,000 Baht | |
| - Director/Independent Director | 20,000 Baht | 5,000 Baht | |
| Audit Committee | | | |
| - Chairman of Audit Committee | 30,000 Baht | - None - | Training Fee (if any) |
| - Member of Audit Committee | 20,000 Baht | - None - | |
| Nomination and Remuneration Committee | | | |
| - Chairman of NRC | - None - | 5,000 Baht | Training Fee (if any) |
| - Member of NRC | - None - | 5,000 Baht | |

Mr. Sathaporn Pungnirun, a shareholder, suggested that “according to the meeting invitation letter, the meeting allowances for examining committees were different from the previous year. Selection committees had the meeting allowances, but they had not a monthly income. Please put footnotes to clearly explain that the incomes for each role would be different, which is not a punishment. Moreover, there is a need to clarify the issues concerning 2015 annual meeting, page 42, which reported an equal number of 6 directors, with an income of 7 million Baht. In 2017, the income had risen over 10% up to 7.88 million Baht. Still, the shareholders did not receive the dividend from the operating outcome.”

Ms. Pornpavee Sahawattanapong, Chief Financial Officer, explained that “even though the numbers of directors were the same at 6, during 2015 board of directors did not reach the established numbers. They just met the requirements at the end of the year. The number in the annual report was the collection data throughout the year. However, based on the year-end data in 2015, the number of board of directors was 5, with total earnings of 7.72 million Baht, which was not different from the amount in 2017.”

Mr. Sathaporn Pungnirun, a shareholder, suggested that “footnotes be included in next year’s annual report to help the readers better understand it.”

Resolution: The Meeting approved the directors’ remuneration for the year 2018 which had been determined at 500,000 baht per month and 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 | 315,129,000 | votes or | 98.6140 | percent |
| - Disapproved | 0 | votes or | 0.0000 | percent |
| - Voided ballots | 0 | votes or | 0.0000 | percent |
| - Abstained | 4,429,200 | votes or | 1.3860 | percent |

Agenda 8 To consider and approve the appointment of auditor and determination of audit fee for 2018


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 Punpongsonan of EY Office Limited to be the Company’s auditors. The audit fee for the year 2018 has been fixed at not more than 1,180,000 baht, excluding other expenses. Details are provided in the invitation letter page 7.

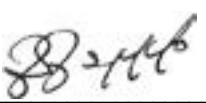
Resolution: The Meeting approved the appointment of the auditor from EY Office Limited and the proposed annual audit fee by unanimous votes of the shareholders present and eligible to vote as follows:

| | | | | |
|------------------|-------------|----------|--------|---------|
| - Approved | 319,558,200 | votes or | 100.00 | percent |
| - Disapproved | 0 | votes or | 0.00 | percent |
| - Voided ballots | 0 | votes | | |
| - Abstained | 0 | votes | | |


Agenda 9 To consider other matters -None-

As there were no further questions or suggestions have been raised by the shareholders, the Chairman declared the Meeting adjourned at 3:30 p.m. 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 Leoparote)

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

The Profile of persons nominated to replace retiring directors

| 1. Mr. Manu Leopairote | |  |
|---|--|---|
| Proposed appointment as | Director, Chairman of the Board | |
| Age | 76 Years | |
| Nationality | Thai | |
| Shareholding Proportion (Dec. 28, 2018) | Ordinary shares 780,000 shares (0.17%) None | |
| Educations | <ul style="list-style-type: none"> - Ph.D. in Business Administration (Honorary), Thammasat University. - M.Sc. in Economics, University of Kentucky, USA - B.Sc. in Economics (Hons.), Thammasat University - Certificate for Industrial Development, Nagoya Training Center, Japan - Thailand National Defence College, Class 34 | |
| Certificate | <ul style="list-style-type: none"> - Director Certification Program (DCP) (30/2003) - The Role of the Chairman Program (RCP) (3/2001) | |
| 5 Years' work experience - Listed Company (10 Companies) | <ul style="list-style-type: none"> - ARIP PCL. Chairman of the Board Jan 2010-Present - TPI Polene Power PCL. Chairman of Audit Committee 2016-Present - T.M.C. Industrial PCL. Chairman of the Board 2011-Present - Jubilee Enterprise PCL. Chairman of the Board 2010-Present - SVOA PCL. Chairman of the Board 2010-Present - Siam Steel International PCL. Chairman of Audit Committee 2006-Present - Thai Beverage PCL Independent Director & Audit Committee Member (Singapore Stock Market) 2004-Present - Polyplex (Thailand) PCL. Chairman of the Board 2004-Present - Bangkok Union Insurance PCL. Chairman of the Board 2004-Present - Khon Kaen Sugar Industry PCL. Chairman of the Board 2004-Present - Ministry of Industry Permanent Secretary 1999-2004 | |
| - Company Limited -None- | | |
| Duration of Directorship | 9 Years (Jan 13, 2010 – Present) | |
| Criminal Offence Record during the Past 10 years | None | |
| Qualification according to the laws and does not have prohibited qualification according to the announcement of the SET | Yes | |
| The equity in both direct and indirect | None | |
| Meeting Attendance for Y2018 | Board Meeting Attendant 5 Total Meeting 5 (100%) | |
| Nomination Procedure | Under the consideration of The Nomination and Remuneration Committee and the Board of Directors (Details stated in the Invitation to attend the 2019 AGM page 4-5) | |


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

The Profile of persons nominated to replace retiring directors

| 2. Mr. Prayoon Rattanachaiyanont | |  | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|---|---|---|------------------|----------|------------------|------------------------|----------|--------------|---------------------------|----------|--------------|--|----------|--------------|---------------------------|----------|--------------|-------------------------------|----------|--------------|------------------------|----------|--------------|-------------------------|----------|--------------|------------------|----------|--------------|-------------------------|----------|--------------|------------------|----------|--------------|-------------------------------------|----------------------|-----------|
| Proposed appointment as | Director | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Age | 56 Years | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Nationality | Thai | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Shareholding Proportion (Dec. 28, 2018) - Direct - Indirect | Ordinary shares 1,064,400 shares (0.23%) None | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Educations | - MBA (Operation Management), University of Scranton, U.S.A. - Bachelor of Commerce, Chulalongkorn University. - Bachelor of Business Administration, Sukhothai Thammathirat University. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Certificate | Director Accreditation Program (DAP) (2004) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 5 Years' work experience - Listed Company (2 Companies) - Company Limited (10 Companies) | <table border="0"> <tr> <td>- ARIP PCL.</td> <td>Director</td> <td>Jan 2010-Present</td> </tr> <tr> <td>- Business Online PCL.</td> <td>Director</td> <td>1997-Present</td> </tr> <tr> <td>- Nature concept Co., Ltd</td> <td>Director</td> <td>2016-Present</td> </tr> <tr> <td>- A.R. Accounting Consultant Co., Ltd.</td> <td>Director</td> <td>2012-Present</td> </tr> <tr> <td>- Health Online Co., Ltd.</td> <td>Director</td> <td>2012-Present</td> </tr> <tr> <td>- ABIKS Development Co., Ltd.</td> <td>Director</td> <td>2008-Present</td> </tr> <tr> <td>- D2 Systems Co., Ltd.</td> <td>Director</td> <td>2008-Present</td> </tr> <tr> <td>- Core & Peak Co., Ltd.</td> <td>Director</td> <td>1999-Present</td> </tr> <tr> <td>- ARIT Co., Ltd.</td> <td>Director</td> <td>1999-Present</td> </tr> <tr> <td>- Anew Corporation Ltd.</td> <td>Director</td> <td>1995-Present</td> </tr> <tr> <td>- Anet Co., Ltd.</td> <td>Director</td> <td>1995-Present</td> </tr> <tr> <td>- Advanced Research Group Co., Ltd.</td> <td>Financial Controller</td> <td>1994-2018</td> </tr> </table> | | - ARIP PCL. | Director | Jan 2010-Present | - Business Online PCL. | Director | 1997-Present | - Nature concept Co., Ltd | Director | 2016-Present | - A.R. Accounting Consultant Co., Ltd. | Director | 2012-Present | - Health Online Co., Ltd. | Director | 2012-Present | - ABIKS Development Co., Ltd. | Director | 2008-Present | - D2 Systems Co., Ltd. | Director | 2008-Present | - Core & Peak Co., Ltd. | Director | 1999-Present | - ARIT Co., Ltd. | Director | 1999-Present | - Anew Corporation Ltd. | Director | 1995-Present | - Anet Co., Ltd. | Director | 1995-Present | - Advanced Research Group Co., Ltd. | Financial Controller | 1994-2018 |
| - ARIP PCL. | Director | | Jan 2010-Present | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| - Business Online PCL. | Director | | 1997-Present | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| - Nature concept Co., Ltd | Director | 2016-Present | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| - A.R. Accounting Consultant Co., Ltd. | Director | 2012-Present | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| - Health Online Co., Ltd. | Director | 2012-Present | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| - ABIKS Development Co., Ltd. | Director | 2008-Present | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| - D2 Systems Co., Ltd. | Director | 2008-Present | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| - Core & Peak Co., Ltd. | Director | 1999-Present | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| - ARIT Co., Ltd. | Director | 1999-Present | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| - Anew Corporation Ltd. | Director | 1995-Present | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| - Anet Co., Ltd. | Director | 1995-Present | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| - Advanced Research Group Co., Ltd. | Financial Controller | 1994-2018 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Duration of Directorship | 9 Years (Jan 13, 2010 – Present) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Criminal Offence Record during the Past 10 years | None | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Qualification according to the laws and does not have prohibited qualification according to the announcement of the SET | Yes | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| The equity in both direct and indirect | None | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Meeting Attendance for Y2018 | Board Meeting Attendant 5 Total Meeting 5 (100%) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Nomination Procedure | Under the consideration of The Nomination and Remuneration Committee and the Board of Directors (Details stated in the Invitation to attend the 2019 AGM page 4-5) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

(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

| 3. Gp.Capt. Isaraya Sukcharoen (Maiden Name ; Srivichit) | |  |
|---|---|---|
| Proposed appointment as | Independent Director, Member of AC Member of NRC Chairman of CG | |
| Age | 56 Years | |
| Nationality | Thai | |
| Shareholding Proportion (Dec. 28, 2018) | - Direct - Indirect Ordinary shares 950,000 shares (0.21%) None | |
| Educations | - Doctor of Medicine Degree, Faculty of Medicine, Chulalongkorn University - MBA, Heriot-Watt University, Edinburgh, Scotland - Bachelor of Laws, Sukhothai Thammathirat University - Mini MBA International Healthcare Standards in Hospital Management, Rangsit University | |
| Certificate | - Director Accreditation Program (DAP) (2010) - Audit Committee Program (ACP) (2009) - Monitoring Fraud Risk Management (2010) - Monitoring the Quality of Financial Reporting (2010) - Monitoring the Internal Audit Function (2010) - Monitoring the System of Internal Control and Risk Management (2010) | |
| 5 Years' work experience - Listed Company (1 Companies) - Company Limited (2 Companies) | <ul style="list-style-type: none"> • ARIP PCL. <ul style="list-style-type: none"> - Independent Director, Member of AC Sep 2009-Present - Chairman of CG 2018-Present - Member of NRC 2014-Present • Office of Thailand Quality Award Thailand Quality Award Assessor 2014-Present • Bhumibol Adulyadej Hospital <ul style="list-style-type: none"> - Deputy Director, Medical Operations Center 2018-Present Directorate of Medical services, RTAF - Head, Office of Public Sector Development Committee, Directorate of Medical services, RTAF 2016-Present - Secretary of Risk Management Committee, RTAF 2016-Present - Director, Department of technical Division Directorate of Medical services, RTAF 2017-2018 - Head, Quality Improvement Center 2015-2017 - Deputy Head, Quality Improvement Center 2013-2014 - Vice Chairman of Risk Management Committee 2006-2014 - Head of Anesthesiology Department 2008-2013 - Chairman of the Education Quality Assurance Committee 2006-2013 | |
| Duration of Directorship | 10 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 Y2018 | Board Meeting Attendant 5 Total Meeting 5 (100%) | |
| Nomination Procedure | Under the consideration of The Nomination and Remuneration Committee and the Board of Directors (Details stated in the Invitation to attend the 2019 AGM page 4-5) | |

(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. 1.2 Being professional services provider, e.g. Auditor, legal advisor, financial advisor. 1.3 Having business relation that is material and could be barrier to independent judgment. 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 124)

แผนที่แสดงสถานที่จัดงานประชุมผู้ถือหุ้นของบริษัท เออาร์ไอพี จำกัด (มหาชน) The Map of the meeting venue ARIP Public Company Limited



สถานที่ประชุมสามัญผู้ถือหุ้น ประจำปี 2562 :
ห้องประชุมใหญ่ อาคารเอ็ม เอส สยามทาวเวอร์ ชั้น 31
เลขที่ 1023 ถนนพระราม 3 แขวงคลองมอญ เขตยานนาวา กรุงเทพฯ 10120

การเดินทาง

- รถโดยสารประจำทาง สาย 89, 195, 205 , ปอ.205 หรือ
- ทางด่วนอื่นที่ 1 ใช้ถนนวงแหวนพระราม 3 หรือ
- ทางด่วนอื่นที่ 2 ใช้ถนนวงแหวน-บางกอก-บางนา-ตราด และถนนโยธี

สถานที่ใกล้เคียง

- มีบริเวณ: ร้านอาหารคิงดอมมอญ และ DHL
- มีบริเวณ: ร้านอาหารสวน, สุนัขพิศพล ราชฉัตร

ในพื้นที่จัดงานนี้ HIGH ZONE

Meeting Venue Annual General Meeting 2019:
MS SIAM Tower, 31st Floor (Conference Room)
No. 1023 Rama III Road, Chong Nonsi, Yannawa, Bangkok 10120

Transportation:

- Bus No. 89, 195, 205, por.aor. 205 or
- Express way No.1 and use rama 3 road or
- Express way No.2 and use Daokanong-BangKhlo and go to Bangkhlo

Neighborhood:

- On the same side: Huapla Chongsorsea Restaurant and DHL
- Opposite: Savoey River View Restaurant, Lumpini Place Narathiwas

Use elevator (High Zone)

**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.

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 is 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 Wednesday 10 April 2019.

If any shareholder cannot attend the Annual General Meeting of Shareholders 2019, 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 on the Company's website 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 5) 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 79 years | |
| | Position | Independent Director/ Chairman of AC/ Chairman of NRC/ Member of CG |
| | Address | ARIP Public Company Limited 99/16-20 Ratchadapisek Road, Din Daeng, Bangkok 10400 |
| | The agenda concerning consideration | Agenda 6 To consider and approve determination of the directors's remuneration |

| | | |
|--|--|---|
|  | 2. Rana Pongruengphant, Ph.D. Age 72 years | |
| | Position | Independent Director/ Member of AC/ Member of NRC/ Member of CG |
| | Address | ARIP Public Company Limited 99/16-20 Ratchadapisek Road, Din Daeng, Bangkok 10400 |
| | The agenda concerning consideration | Agenda 6 To consider and approve determination of the directors's remuneration |

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
- "Management Structure" Page 121-132
- "Corporate Governance, Section 5: Responsibility of the Board of Director" Page 138-141
- Rana Pongruengphant, Ph.D. has been appointed to a independent director since February 21, 2019, replacing Mr.Pathom Indarodom's position. The new appointed director profile is published on page 28



รองศาสตราจารย์ ดร.เรณา พงษ์เรืองพันธ์ุ อายุ 72 ปี
กรรมการอิสระ/กรรมการตรวจสอบ
สัดส่วนการถือหุ้น (ณ วันที่ 28 ธ.ค. 2561)
• ทนตรง - ไม่มี -
• ทนฉ้อฉล - ไม่มี -
จำนวนปีที่เป็นกรรมการ 1 เดือน (21 กุมภาพันธ์ 2562 – ปัจจุบัน)

Rana Pongruengphant, Ph.D Age 72 Years
Independent Director, Member of Audit Committee
Shareholding Proportion (As of Dec 28, 2018)
• direct - None -
• indirect - None -
Duration of Directorship 1 Month (Feb 21, 2018 – Present)

การศึกษา :

- Ph.D. (Higher Educational Administration) Illinois State University USA 2534
- ก.บ. (การบริหารการพยาบาล) ุฬาลงกรณ์มหาวิทยาลัย 2521
- วท.บ. (พยาบาล) มหาวิทยาลัยมหิดล 2515

ประสบการณ์ย้อนหลัง 5 ปี :

| | | |
|------------------------|--|--------------------|
| • นศ. เอดาร์โตพี | กรรมการอิสระ/กรรมการตรวจสอบ | ก.พ. 2562-ปัจจุบัน |
| • มหาวิทยาลัยเทคโนโลยี | กรรมการสภาวิชาการ พระจอมเกล้าพระนครเหนือ | 2561-ปัจจุบัน |
| • มหาวิทยาลัยบูรพา | - กรรมการบริหาร ประจำบัณฑิตวิทยาลัย | 2561-ปัจจุบัน |
| | - เลขานุการสภา | 2551-2555 |
| | - คณบดีวิทยาลัยนานาชาติ | 2552-2560 |
| | - อาจารย์ประจำคณะพยาบาล | 2526-2550 |
| • วิทยาลัยนานาชาติ | กรรมการสภาเอเชียแปซิฟิก | 2553-2557 |

Educations :

- Ph.D. (Higher Educational Administration) Illinois State University USA 2534
- M.Ed. (Nursing Administration) Chulalongkorn University, Bangkok, Thailand 2521
- B.Sc. (Nursing) Mahidol University, Bangkok, Thailand 2515

5 Years' work experience :

| | | |
|---|---|-------------------|
| • ARIP PCL. | Independent Director, Member of Audit Committee | Feb 2019- Present |
| • King Mongkut's University | Academic Council Committee | 2018- Present |
| • Burapha University | - Executive Director of the Graduate School | 2018- Present |
| | - Secretary Council | 2008-2012 |
| | - Dean of the International College | 2009-2017 |
| | - Nurse Instructor, Faculty of Nursing | 1983-2007 |
| • Asia-Pacific International University | Committee Councilor | 2010-2014 |

แบบหนังสือมอบฉันทะ แบบ ข. (ที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่จะเอียงจัดเจนตายตัว)

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
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

2) นายประกอบ วิศิษฐ์กิจการ กรรมการอิสระ/ ประธานกรรมการตรวจสอบ อายุ 79 ปี
Mr. Prakob Visitkitjakarn Independent Director/ Chairman of Audit Committee Age 79 years
ที่อยู่ 99/16-20 ถนนรัชดาภิเษก เขตดินแดง กรุงเทพมหานคร 10400
No. 99/16-20 Ratchadapisek Rd., Din daeng, Bangkok 10400

หรือ / OR

3) รศ.ดร. เรณา พงษ์เรืองพันธ์ุ กรรมการอิสระ/ กรรมการตรวจสอบ อายุ 72 ปี
Rana Pongruengphant, Ph.D. Independent Director/ Member of Audit Committee Age 72 years
ที่อยู่ 99/16-20 ถนนรัชดาภิเษก เขตดินแดง กรุงเทพมหานคร 10400
No. 99/16-20 Ratchadapisek Rd., Din daeng, Bangkok 10400

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ในวันที่ 10 เมษายน 2562 เวลา 14.00 น. ณ อาคารเอ็ม เอส สยามทาวเวอร์ ห้องประชุมใหญ่ ชั้น 31 เลขที่ 1023 ถนนพระราม 3 แขวงช่องนนทรี 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 2019 Annual General Meeting of the Shareholders to be held on April 10, 2019 as from 2.00 p.m. at MS Siam Tower, Conference Room, 31st Fl., 1023 Rama III Road, Chong Nonsi, 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 2561

Item 1 To certify the Minutes of the Annual General Meeting of Shareholders 2018

(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 2561 และรายงานของคณะกรรมการของบริษัท

Item 2 To acknowledge the report on the Company's operating results and the Annual Report 2018

วาระที่ 3 พิจารณาอนุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุนเบ็ดเสร็จของบริษัท สำหรับรอบปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2561 ซึ่งผ่านการตรวจสอบจากผู้สอบบัญชีรับอนุญาตแล้ว

Item 3 To consider and approve the Audited Statements of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2018

(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 2561

Item 4 To consider and approve the omission of dividend distribution from operating results for the year ended December 31, 2018

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/ Approve

ไม่เห็นด้วย/ Disapprove

งดออกเสียง/ Abstain

วาระที่ 5 พิจารณาอนุมัติการแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วยกับการแต่งตั้งกรรมการทั้งชุด

Appointment of the entire Board of Directors

เห็นด้วย/ Approve

ไม่เห็นด้วย/ Disapprove

งดออกเสียง/ Abstain

- เห็นด้วยกับการแต่งตั้งกรรมการบางราย ดังนี้

Appointment of an individual director

1. นายมนู เลียวไพโรจน์

Mr. Manu Leopaivate

เห็นด้วย/ Approve

ไม่เห็นด้วย/ Disapprove

งดออกเสียง/ Abstain

2. นายประยูร รัตนไชยานนท์

Mr. Prayoon Rattanachaiyanont

เห็นด้วย/ Approve

ไม่เห็นด้วย/ Disapprove

งดออกเสียง/ Abstain

3. นอ.พญ. อิศรญา สุขเจริญ

Gp.Capt. Isaraya Sukcharoen

เห็นด้วย/ Approve

ไม่เห็นด้วย/ Disapprove

งดออกเสียง/ Abstain

- วาระที่ 6 **พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการ**

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

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/ Approve

ไม่เห็นด้วย/ Disapprove

งดออกเสียง/ Abstain

- วาระที่ 7 **พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2562**

Item 7 To consider and approve the appointment of auditor and determination of auditor's remuneration for Y2019

- (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 และไม่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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) ในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่จะระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบอำนาจมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

หมายเหตุ: 1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมด หรือเลือกตั้งกรรมการเป็นรายบุคคล

3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.ตามแนบ

Remarks: 1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the Meeting and may not split the number of shares to many proxies for splitting vote.

2. The agenda to appoint the directors, the entire board of directors can be appointed or each director can be appointed individually.

3. In case there are agenda to be considered other than the agenda specified above, the Appointer can further specify in the Attachment to the Proxy Form B.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Supplement to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท.....เออาร์ไอพี จำกัด (มหาชน).....

Appointment of Proxy as Shareholder of.....ARIP Public Company Limited.....

การประชุมสามัญผู้ถือหุ้น ประจำปี 2562 ในวันที่ 10 เมษายน 2562 เวลา 14.00 น. ณ อาคารเอ็ม เอส สยามทาวเวอร์ ห้องประชุมใหญ่ ชั้น 31 เลขที่ 1023 ถนนพระราม 3 แขวงช่องนนทรี เขตยานนาวา กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2019 Annual General Meeting of the Shareholders to be held on April 10, 2019 as from 2.00 p.m. at MS Siam Tower, Conference Room, 31st Fl., 1023 Rama III Road, Chong Nonsi, Yannawa, Bangkok 10120 or such other date, time and place should the meeting be postponed.

วาระที่.....เรื่อง.....

Item Subject

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

วาระที่.....เรื่อง.....

Item Subject

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

วาระที่.....เรื่อง.....

Item Subject

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

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

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

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