



A company of AR Group

**ARIP Public Company Limited**

99 /16-20 Ratchadapisek Road.  
Din Daeng, Bangkok 10400  
Tel. +66(0) 2642-3400  
Fax:+66(0) 2641-2331

www. arip.co.th

Ref. ARIP 4/2013

26 February 2013

Subject Resolutions at the Board of Directors' Meeting No. 1/2013

To Director and Manager, The Stock Exchange of Thailand

At the Board of Directors' Meeting No. 1/2013 on 26 February 2013, the meeting passed resolutions as follows:

1. Approval of Annual Report and Report of the Board of Directors for the year 2012.
2. Approval of Statement of Financial Position and Statements of Comprehensive Income for the year ended 31 December 2012.
3. Approval of the allocation to the legal reserve in the amount of 1,542,553 Baht. And Approval of the dividend payment of the year 2012 to be made to shareholders. Dividends shall be paid in the form of cash dividends at the average rate of 0.064 Baht amount of 29,479,000 Baht. The Company has already paid the interim dividend at the rate 0.04 Baht per share (par 0.25 Baht amount of 457,870,000 Shares.) on 5 September 2012, so the Company will pay the remained dividend at the rate Baht 0.024 per share.

The remained dividend at the rate 0.024 Baht per share, totalling amount 11,164,200 Baht to the shareholders. This dividend distribution shall be payable to the shareholders entitling to receive the dividend whom listed in the record date on 12 March 2013 and fixing the share register book closing date for collecting shareholders names under Section 225 of the Securities and Exchange Act on 13 March 2013 and the dividend payment shall be made on 18 April 2013 (Note : the rights to receive dividend is uncertainty as it has not been approved by shareholders)

4. Approval of appointment of directors replacing directors who vacated office consisting of Mr. Manu Leoparote, Mr. Prayoon Rattanachaiyanont and Group Captain Isaraya Sukcharoen to be company's directors for another term.
5. Approval the resignation of Mr. Chanchai Boonyasurakul from the Company's Board of Directors, effective 28 Feb 2013 and appointed Mr. Sophon Intanate to replace, effective 1 Mar 2013.





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### 6. Approval the remuneration of Directors

#### 6.1 Approval the payment of bonus for Y2012 details as follow:-

Chairman of the BOD	=	200,000	Baht
Director/Chairman of the Executive Committee	=	50,000	Baht
Director	=	50,000	Baht
Independent Director/Chairman of Audit Committee	=	50,000	Baht
Independent Director/Audit Committee Member	=	50,000	Baht

#### 6.2 Approval the remuneration to the Directors and Members of the Audit Committee as follows:-

Chairman of the BOD	=	273,000	Baht
Director/Chairman of the Executive Committee	=	220,500	Baht
Director	=	20,000	Baht
Independent Director	=	20,000	Baht
Chairman of Audit Committee	=	30,000	Baht
Audit Committee Member	=	20,000	Baht

And Attendance Fee 5,000 Baht / meeting

7. Approval the resignation of Mr. Chakrit Wongkaew from the Company Secretary, effective 31 Jan 2013 and appointed Mr. Chanchai Boonyasurakul to replace, effective 1 Mar 2013. The Remuneration is 10,000 Baht per month.

8. Acknowledged the resignation of Mr. Chakrit Wongkaew from the Executive Committee.
9. Approval of the appointment of auditor for the Year 2013, Ernst & Young Office Limited by Mr. Sophon Permsirivallop Certified Public Accountant No.3182 or Ms. Rungnapa Lertsuwankul, Certified Public Accountant No. 3516 or Ms. Pimjai Manitkajohnkit, Certified Public Accountant No. 4521

Approved the remuneration of Audit as follow:-

Audit Fee for Y2013	=	980,000	Baht
Fee for review of operation results of BOI's Business	=	80,000	Baht

10. Approval of the record date on which shareholders have the rights for the record date on which shareholders have the rights to attend Shareholders' Meeting on 12 March 2013 and





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fixing the share register book closing date for collecting shareholders names under Section 225 of the Securities and Exchange Act on 13 March 2013 in order to determine the shareholders' entitlement to attend the Annual General Meeting of Shareholders 2013. The Annual General Meeting 2012 was determined to be held on 28 March 2013 at 2:00 pm. at ASIC Meeting Room, 34th Floor, SVOA Tower, Rama III Road, Bangpongpan, Yannawa, Bangkok 10120.

11. The agenda of Annual General Meeting for the year 2012 would be as follows:-

- Agenda 1 To certify the Minutes of Annual General Meeting of Shareholders 2012
- Agenda 2 To certify the report on the company's operating results and Annual Report of the year 2012
- Agenda 3 To acknowledge and approve the audited Statement of financial position and Statements of comprehensive income for the year ended 31 December 2012
- Agenda 4 To acknowledge the Company's interim dividend
- Agenda 5 To consider and approve the profit apportionment and dividend payment derived from operating results for the year ended 31<sup>st</sup> December 2012.
- Agenda 6 To consider and approve determination of the directors' remuneration.
- Agenda 7 To consider and approve the appointment of new directors replacing those retired by rotation.
- Agenda 8 To consider and approve the appointment of auditor and determination of auditor's remuneration
- Agenda 9 To consider other business (if any)

Please be informed accordingly.

Yours sincerely,

Mr. Manu Leapairote  
Chairman of the Board

