



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 13/2018

22 February 2018

Subject Resolutions at the Board of Directors' Meeting No. 1/2018

To Director and Manager, The Stock Exchange of Thailand

At the Board of Directors' Meeting No. 1/2018 on 22 February 2018, the meeting passed resolutions as follows:

1. Approval of Annual Report and operation result for the year 2017.
2. Acknowledge the result of the Company channel opening for shareholders to propose agenda of 2018 Annual General Meeting of Shareholders and qualified candidate to be nominated for selection as the Company's Director since December 1 to 31, 2017 is that there have no agenda or candidate has been proposed to the Company.
3. Approval of Statement of Financial Position and Statements of Comprehensive Income for the year ended 31 December 2017.
4. Approve the omission of dividend distribution from operating results for the year ended December 31, 2017. In 2017, even though the Company's operation result was net profit of 2.16 million baht, the Company has deficit form pass year. The Board proposed to omit the dividend distribution.
5. Approval of The nomination of directors replacing directors who vacated office consisting of Mr.Min Intanate, Dr.Wilson Teo Yong Peng and Mr.Prakob Visitkitjakarn to be company's directors for another term.
6. Approval the remuneration of Directors for Y2018.

Chairman of the BOD	200,000 Baht /month
Director/Chairman of the Executive Committee	150,000 Baht /month
Director or Independent Director	20,000 Baht /month
Chairman of Audit Committee	30,000 Baht /month
Audit Committee Member	20,000 Baht /month
Chairman of Nomination and Remuneration Committee	-
Member of Nomination and Remuneration Committee	-



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- The Board of Directors' meeting allowance amount 5,000 Baht per attendance.
- The Audit Committee meeting allowance –None-
- The Nomination and Remuneration Committees' meeting allowance amount 5,000 Baht per attendance.
- Other benefits –None-

7. Approval of the nomination of auditor for the Year 2018, listed by EY Office Limited consisting of Mr. Chayapol Suppasedtanon, Certified Public Accountant No. 3972 or Ms.Rungnapa Lertsuwankul, Certified Public Accountant No.3516 or Ms.Pimjai Manitkajohnkit, Certified Public Accountant No. 4521 or Ms.Rosaporn Decharkom, Certified Public Accountant No.5659 or Ms.Sumana Punpongsanon Certified Public Accountant No.5872.

Approved an assessment of the remuneration of Audit as follow:-

Description	Y2017	Y2018	Increase (decrease)
Yearly audit	640,000	640,000	-
Quarterly audit (Q3)	360,000	360,000	-
Professional fee/Review Annual Report	100,000	100,000	-
Audit Fee for BOI	80,000	80,000	-
Total	1,180,000	1,180,000	-

8. To consider and approve the record date for Shareholders right to attend AGM Y2018, on which have the rights to attend Shareholders' Meeting on 9 March 2018. The Annual General Meeting 2018 was determined to be held on 18 April 2018 at 2:00 pm. at ASIC Meeting Room, 34th Floor, SVOA Tower, Rama III Road, Bangpongpan, Yannawa, Bangkok 10120.
9. The agenda of Annual General Meeting for the year 2018 would be as follows:-
- Agenda 1 To certify the Minutes of Annual General Meeting of Shareholders 2017.
  - Agenda 2 To acknowledge the report on the Company's operating results and Annual Report of the year 2017.

- Agenda 3 To acknowledge and approve the audited Statement of financial position and Statements of comprehensive income for the year ended 31 December 2017.
  - Agenda 4 To consider and approve the omission of dividend distribution from operating results for the year ended December 31, 2017.
  - Agenda 5 To consider and approve the amendment of the company's regulation article 28.
  - Agenda 6 To consider and approve the appointment of new directors replacing those retired by rotation.
  - Agenda 7 To consider and approve determination of the directors' remuneration.
  - Agenda 8 To consider and approve the appointment of auditor and determination of auditor's remuneration for year 2018.
  - Agenda 9 To consider other business (if any).
10. To propose to the Annual General Meeting of shareholders for approval of amending Company's regulation article 28 the Company's Articles Association to be in line with amendment of section 100 of the Public Limited Company Act Be 2535 (1992), as instructed by NCPO No. 21/2560 Re: Amendments to the Laws to Facilitate conduct a business.

The current Article 28:

28. The Board of Directors shall provide for the annual general meeting within four months from the year end date of 2017.

The shareholders meeting other than those mentioned in previous paragraph, which will be called the extraordinary meeting. The board's rights can arrange any extraordinary meeting whenever the board deems appropriate or when there are shareholders, whose shares account for at least one-Fifth (1/5) of the total number of shares been paid. Or shareholders at least twenty-five (25) shareholders, (holding shares amounting to not less than one-tenth of all the shares been paid), signed a petition together in order to require the board to hold an extraordinary meeting. The petition must clearly indicate the rationales for the requested meeting. The board will hold the meeting within one month from the date on which the petition is received from shareholders.

shall be repealed and replaced with the following sentences:



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28 "There must be at least a shareholder meeting per annum. This meeting is called the 'annual general meeting', which must be held within four (4) months after the end of a fiscal year of the Company.

Any other shareholder meeting is called an 'extraordinary meeting'

One or more shareholders holding shares in the aggregate number of not less than ten percent of the total number of shares sold may, by subscribing their names, make an application in writing to the Registrar for appointing inspectors for the purposes of inspecting the business and financial standing of the Company, which may include inspecting the conduct of business of the board of directors. In this case, the board of directors shall call the meeting within forty-five days as from received the application from shareholders.

In case the board of directors fails to arrange for the meeting within such period under paragraph three, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days as from the date of expiration of the period under paragraph three. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under paragraph four, the number of the shareholders presented does not constitute quorum as prescribed by article 31, the shareholders under paragraph four shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting."

Please be informed accordingly.

Yours sincerely,

Mr. Manu Leapairote

Chairman of the Board