



A company of AR Group

**ARIP Public Company Limited**

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Ref. ARIP 17/2019

21 February 2019

Subject: Appointment of New Director

To: Director and Manager

The Stock Exchange of Thailand

ARIP Public Company Limited has tendered the resignation of Mr. Pathom Indarodom from the position as an Independent Director, Member of Audit Committee, Member of Nomination and Remuneration Committee and Member of corporate governance committee, Since November 30, 2018

Pursuant to the approval by The Board of Directors' Meeting No.1/2019 held on February 21, 2019, appointing Rana Pongruengphant, Ph.D. as an Independent Director, Member of Audit Committee, Member of Nomination and Remuneration Committee and Member of corporate governance committee to replacement of the Resignation Director and to be effective as of February 21, 2019.

Please be informed accordingly.

Yours sincerely,

Mr. Manu Leopaibote

Chairman of the Board

**Form to Report on Names of Members and Scope of Work of the Audit Committee**

The Board of Directors meeting/~~shareholders meeting~~ of ..... ARIP Public Company Limited .....  
No. ...1/2019..... held on .....February 21,2019..... resolved the meeting's resolutions in the following manners:

☒ Appointment of the audit committee/~~Renewal for the term of audit committee~~:

☐ Chairman of the audit committee      ☒ Member of the audit committee

As follows:

- (1) Rana Pongruengphant, Ph.D. ....  
(2) .....  
(3) .....  
(4) .....

, the appointment/~~renewal~~ of which shall take an effect as of ..... February 21,2019.

☐ Determination/Change in the scope of duties and responsibilities of the audit committee with the following details:

.....  
.....  
.....  
.....

, the determination/change of which shall take an effect as of .....(date).....

The audit committee is consisted of:

1. Chairman of the audit committee Mr. Prakob Visitkitjakarn... remaining term in office 10 Month
2. Member of the audit committee Gp.Capt.Isaraya Sukcharoen remaining term in office 10 Month
3. Member of the audit committee Rana Pongruengphant, Ph.D. remaining term in office 10 Month

Secretary of the audit committee ... Miss Sadarin Chantakul .....

Enclosed hereto is .....-..... copies of the certificate and biography of the audit committee. The audit committee number(s) .....1... has/have adequate expertise and experience to review creditability of the financial reports.

The audit committee of the company has the scope of duties and responsibilities to the Board of Director on the following matters:

1. To review and ensure that the Company's financial reports (quarterly and annually) are reliable and have adequately disclosed related information prior to submission to the Board of Directors.

2. To review and ensure that the Company's internal control system and internal audit system are suitable and effective. The Audit Committee would ensure the independency of the internal audit unit, as well as approve the appointment, transfer and dismissal of the chief of the internal audit unit or any other units in charge of internal audit.

3. To review and ensure the Company's compliance with the Securities and Exchange Act, the Exchange's regulations, and the laws relating to the Company's business.

4. To consider, select and nominate an independent person to be the Company's auditor, and to propose such person's remuneration, as well as attend a non-management meeting with an auditor at least once a year.

5. To review and ensure that connected transactions, or transactions that may lead to conflicts of interest, are done in compliance with the Securities and Exchange Act, and are reasonable and for the best benefit of the Company.

6. To prepare and disclose the Audit Committee's reports in the Company's annual reports. Those reports shall be signed by the Chairman of the Audit Committee and shall contain at least the following information:

- (a) An opinion on the accuracy, completeness and reliability of the Company's financial report
- (b) An opinion on the adequacy of the Company's internal control system
- (c) An opinion on the compliance with the Securities and Exchange Act, the Exchange's regulations, or the laws relating to the Company's business
- (d) An opinion on the suitability of an auditor
- (e) An opinion on the transactions that may lead to conflicts of interests
- (f) The number of the Audit Committee's meetings and the attendance of such meetings by each committee member
- (g) Opinions or comments received by the Audit Committee from its performance of duties in accordance with the charter
- (h) Other matters, as seen by the Audit Committee that should be reported to the shareholders and general investors, under the scope of duties and responsibilities assigned by the Board of Directors.

7. To perform other tasks as assigned by the Board of Directors and that are concurred by the Audit Committee.

In the case that the Audit Committee's duties are changed, the Company shall report the resolution that causes such changes, and shall prepare a list Audit Committee members and scope of work that are changed in the form as prescribed by the Stock Exchange of Thailand (SET). Such changes must be submitted to the SET within 3 (Three) working days from the date on which the changes are made. The changes must be reported in accordance with electronic reporting procedures and regulations stipulated by the SET.


The company hereby certifies that

1. The qualifications of the aforementioned members meet all the requirement of the Stock Exchange of Thailand; and
2. The scope of duties and responsibilities of the audit committee as stated above meeting all the requirements of the Stock Exchange of Thailand.



(Seal)

Signed  Chairman of the Board  
( Mr. Manu Leopaiprote )

  
Signed ..... Director  
( Mrs. Aeimporn Punyasai )